



الأندلس العقارية
Alandalus Property

16th Ordinary General Assembly **(First Meeting) Agenda**



جدول أعمال الجمعية العامة العادية السادسة عشر (الاجتماع الأول)

16th Ordinary General Assembly (First Meeting) Agenda

1	Vote on the Board of Directors' report for the fiscal year ending on 31/12/2021.	التصويت على تقرير مجلس الإدارة للعام المالي المنتهي في 2021/12/31م.	1
2	Vote on the report of the Company's auditor for the fiscal year ending on 31/12/2021.	التصويت على تقرير مراجع حسابات الشركة للعام المالي المنتهي في 2021/12/31م.	2
3	Vote on the consolidated financial statements for the fiscal year ending on 31/12/2021.	التصويت على القوائم المالية الموحدة للعام المالي المنتهي في 2021/12/31م.	3
4	Vote on discharging the board members from liability for the fiscal year ending on 31/12/2021.	التصويت على إبراء ذمة أعضاء مجلس الإدارة عن العام المالي المنتهي في 2021/12/31م.	4
5	Vote on the appointment of the Company's auditor from among the candidates, based on the Audit Committee's recommendation, to examine, review and audit the financial statements for Q2, Q3, annual statements for the fiscal year 2022, and Q1 of 2023, and determining their fees.	التصويت على تعيين مراجع حسابات الشركة من بين المرشحين بناء على توصية لجنة المراجعة وذلك لفحص ومراجعة وتدقيق القوائم المالية للربع الثاني والثالث والسنوية من العام المالي 2022م والربع الأول لعام 2023م وتحديد أتعابه.	5
6	Vote on authorizing the Board to pay semi-annual or quarterly dividends for the fiscal year 2022, and setting the date of payment in accordance with the implementing rules and regulations of the Companies Law.	التصويت على تفويض مجلس الإدارة بتوزيع أرباح مرحلية بشكل نصف سنوي أو ربع سنوي عن العام المالي 2022 م وتحديد تاريخ الإستحقاق والصرف وفقاً للضوابط والإجراءات التنظيمية الصادرة تنفيذاً لنظام الشركات.	6
7	Vote on payment of SAR 2,713,860 as bonus to the board of directors for the fiscal year ending on 31/12/2021.	التصويت على صرف مبلغ (2,713,860) ريال كمكافأة لأعضاء مجلس الإدارة عن العام المالي المنتهي في 2021/12/31م.	7
8	Vote on the business and contracts that took place between the company and Massat which has an indirect interest for the Chairman of the Board, Mr. Abdulsalam bin Abdulrahman Alaqeel, and the Vice Chairman of the Board, Eng. Saleh bin Muhammad Alhabib, as they are indirect owners and members of the Board of Directors of Buroj International, noting that the nature of the contract is purchasing a land located in Umm Jarfan neighborhood (Al Naqa Al Jadeed) southwest of Makkah Al Mukarramah, on the Fourth Ring Road (Rafa plan). The land total area is 127,434.10 square meters and the total value is 174,188,738 Riyals, knowing that there are no preferential terms in this contract. (Attachment).	التصويت على الأعمال والعقود التي تمت بين الشركة وشركة (ماسات) والتي توجد مصلحة غير مباشرة لكل من رئيس مجلس الإدارة الأستاذ عبدالسلام العقيل، ونائب رئيس مجلس الإدارة المهندس صالح الحبيب، كونهم مالكيين غير مباشرين وأعضاء في مجلس مديري شركة بروج العالمية علماً أن طبيعة العقد شراء الأرض الواقعة في حي أم جرفان (النقا الجديد) جنوب غرب مكة المكرمة، على الطريق الدائري الرابع (مخطط الرأفة)، ومساحتها الإجمالية 127,434.10 متر مربع وتبلغ القيمة الإجمالية 174,188,738 ريال علماً أنه لا توجد شروط تفضيلية في هذا العقد. (مرفق).	8

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9	<p>Vote on the transactions and contracts (management contract) that took place between the Company and Hayat Real Estate Co. (associate company), in which the Vice Chairman of the Board, Engineer/ Saleh Bin Muhammad Alhabib, has an indirect interest as a member of the board of Hayat Real Estate Company. Also, the board member, Mr. Hathal bin Saad Alutaibi, has an indirect interest as a member of the board of Hayat Real Estate Co. According to the contract, the Company will manage Hayat Mall Center and charge Hayat Real Estate Co its prorated share of direct general and administrative expenses related to the management of the Center, without any extra charges or fees. The term of the contract is five calendar years commencing from 2/8/2020G, which is automatically renewable. The total amounts charged to Hayat Real Estate Co. being its share of direct general and administrative expenses related to the management of this center during 2021 stood at SAR 6,734,247 No preferential terms in this contract. (attached).</p>	<p>التصويت على الأعمال والعقود التي تمت بين الشركة وشركة الحياة العقارية (شركة شقيقة)، (عقد الإدارة) والتي لئانب رئيس مجلس الإدارة المهندس/ صالح بن محمد الحبيب مصلحة غير مباشرة فيها باعتباره عضو مجلس شركة الحياة العقارية ، وتوجد كذلك مصلحة غير مباشرة لعضو مجلس الإدارة الأستاذ/ هذال بن سعد العتيبي باعتباره عضو مجلس إدارة في شركة الحياة العقارية، علماً بأن طبيعة العقد هو تولي الشركة إدارة مركز حياة مول وتحمل شركة الحياة العقارية حصتها من المصروفات المباشرة العمومية والإدارية المتعلقة بإدارة هذا المركز، وذلك دون مقابل أو رسوم أو أتعاب على ذلك، ومدة العقد خمسة سنوات ميلادية تبدأ من 2020/8/2م ويتجدد تلقائياً، وقد بلغت إجمالي المبالغ المحملة على شركة الحياة العقارية مقابل حصتها من المصروفات المباشرة العمومية والإدارية المتعلقة بإدارة هذا المركز خلال عام 2021 بمبلغ 6,734,247 ريال سعودي، علماً أنه لا توجد شروط تفضيلية في هذا العقد. (مرفق).</p>	9
10	<p>Vote on the transactions and contracts to be entered between the Company and Hayat Real Estate Co. (associate company), in which the Vice Chairman of the Board Eng. Saleh bin Muhammad Alhabib, as a member of the Board of Directors of Hayat Real Estate Company, has an indirect interest as a member of the board of Hayat Real Estate Co. Also, Mr. Hathal bin Saad Alutaibi, has an indirect interest as a member of the board of Hayat Real Estate Co. According to the contract, Alandalus Property will manage, operate, and lease out the commercial center of the Company in Riyadh, "Hayat Mall", in return for specific fees set out in the contract (certain percentages of the Mall's total income and the amounts collected from the tenants). The term of the contract is from 01/01/2022 to 31/12/2022, which is renewable automatically. The total amounts due to Alandalus Property Co. in 2021G for management, operation and leasing services stood at SR 6,168,020. No preferential terms in this contract. (attached).</p>	<p>التصويت على الأعمال والعقود التي ستتم بين الشركة وشركة الحياة العقارية (شركة شقيقة) والتي لئانب رئيس مجلس الإدارة المهندس/ صالح بن محمد الحبيب باعتباره عضو مجلس إدارة في شركة الحياة العقارية، مصلحة غير مباشرة فيها باعتباره عضو مجلس في شركة الحياة العقارية. وتوجد كذلك مصلحة غير مباشرة لعضو مجلس الإدارة الأستاذ/ هذال بن سعد العتيبي باعتباره عضو مجلس في شركة الحياة العقارية، علماً بأن طبيعة العقد تقوم بموجبه شركة الاندلس العقارية بإدارة وتشغيل وتأجير المركز التجاري التابع للشركة في الرياض والمسمى بـ "حياة مول" مقابل أتعاب محددة في العقد (نسب محددة من إجمالي دخل المركز والمبالغ المحصلة من المستأجرين) ومدة العقد من 2022 /01/01 حتى 2022/12/31) ويتجدد تلقائياً ، وقد بلغت إجمالي المبالغ المستحقة لشركة الاندلس العقارية خلال العام 2021 م لقاء خدمات الإدارة والتشغيل والتأجير مبلغ وقدره 6,168,020 ريال ، علماً أنه لا توجد شروط تفضيلية في هذا العقد. (مرفق).</p>	10

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11	Vote on the business and contracts that took place between the Company and Imtiaz Arabia Company (Renewal of Contract), in which the Chairman of the Board, Mr. Abdulsalam bin Abdulrahman Alaqeel, has a direct interest, being the Chairman of the Board of Directors of Imtiaz Arabia Company and an indirect owner therein, pursuant to which, Imtiaz Arabia Company rents a showroom with an area of 321 sqm. at Alandalus Mall in Jeddah, which is one of assets of AlAhli Real Estate Fund (REIT 1), which the Company owns 68.73% of its units. The renewal period is from 15/01/2019 to 14/01/2022 and the total rent for all years of the contract is SAR 1,444,500. There are no preferential terms in this contract. (Attached).	التصويت على الأعمال والعقود التي تمت بين الشركة وشركة امتياز العربية (تجديد العقد) والتي لرئيس مجلس الإدارة الأستاذ/ عبدالسلام بن عبدالرحمن العقيل، مصلحة مباشرة فيها باعتباره رئيس مجلس الإدارة في شركة امتياز العربية ومالك غير مباشر فيها، ويتمثل باستئجار شركة امتياز العربية معرضاً بمساحة (321م ²) في مركز الأندلس مول في جدة الذي يمثل أحد أصول الصندوق العقاري الأهلي ريت 1 والذي تمتلك الشركة نسبة 68.73 % من وحداته، فترة التجديد هي من 2019/01/15م حتى 2022/01/14م بقيمة الأجرة الإجمالية عن كامل سنوات العقد هي 1,444,500 ريال، علماً أنه لا توجد شروط تفضيلية في هذا العقد. (مرفق).	11
12	Vote on the business and contracts that took place between the Company and Imtiaz Arabia Company, in which the Chairman of the Board of Directors, Mr. Abdul Salam bin Abdulrahman Alaqeel, has a direct interest, as being the Chairman of Imtiaz Arabia Company and an indirect owner therein, pursuant to which, Imtiaz Arabia Company rents a showroom with an area of (218 sqm at Alandalus Mall in Jeddah, which is one of the assets of AlAhli Real Estate Fund (REIT 1), which the Company owns 68.7% of its units. The contract term is from 15/04/2021 to 14/04/2023. The total rent for all years of the contract is SAR872,000. There are no preferential terms in this contract. (Attached).	التصويت على الأعمال والعقود التي تمت بين الشركة وشركة امتياز العربية، والتي لرئيس مجلس الإدارة الأستاذ / عبدالسلام بن عبدالرحمن العقيل، مصلحة مباشرة فيها باعتباره رئيس مجلس الإدارة في شركة امتياز العربية ومالك غير مباشر فيها، ويتمثل باستئجار شركة امتياز العربية معرضاً بمساحة (218م ²) في مركز الأندلس مول في جدة الذي يمثل أحد أصول الصندوق العقاري الأهلي ريت 1 والذي تمتلك الشركة نسبة (68.7%) من وحداته، فترة العقد (من 2021/4/15م حتى 2023/4/14م)، بقيمة الأجرة الإجمالية عن كامل سنوات العقد هي 872,000 ريال، علماً أنه لا توجد شروط تفضيلية في هذا العقد. (مرفق).	12
13	Vote on the business and contracts that took place between the Company and Imtiaz Arabia Company, in which the Chairman of the Board of Directors, Mr. Abdul Salam bin Abdulrahman Alaqeel, has a direct interest, as being also the Chairman of Imtiaz Arabia Company and an indirect owner therein, pursuant to which, Imtiaz Arabia Company rents a showroom with an area of 105 sqm at Alandalus Mall in Jeddah, which is one of assets of AlAhli Real Estate Fund (REIT 1), which the Company owns 8.73% of its units. The contract term is from 01/02/2022 to 31/01/2025. The total rent for all years of the contract is SAR 819,000. There are no preferential terms in this contract. (Attached).	التصويت على الأعمال والعقود التي تمت بين الشركة وشركة امتياز العربية، والتي لرئيس مجلس الإدارة الأستاذ/ عبدالسلام بن عبدالرحمن العقيل، مصلحة مباشرة فيها باعتباره رئيس مجلس الإدارة في شركة امتياز العربية ومالك غير مباشر فيها، ويتمثل باستئجار شركة امتياز العربية معرضاً بمساحة (105م ²) في مركز الأندلس مول في جدة الذي يمثل أحد أصول الصندوق العقاري الأهلي ريت 1 والذي تمتلك الشركة نسبة (8.73%) من وحداته، فترة العقد من (2022/2/1م حتى 2025/1/31م)، بقيمة الأجرة الإجمالية عن كامل سنوات العقد هي 819,000 ريال ، علماً أنه لا توجد شروط تفضيلية في هذا العقد. (مرفق).	13



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14	<p>Vote on the business and contracts that took place between the Company and Imtiaz Arabia Company, in which the Chairman of the Board of Directors, Mr. Abdul Salam bin Abdulrahman Alaqeel, has a direct interest, as being the Chairman of Imtiaz Arabia Company and an indirect owner therein, pursuant to which, Imtiaz Arabia Company rents a showroom with an area of (218 sqm at Alandalus Mall in Jeddah, which is one of the assets of AlAhli Real Estate Fund (REIT 1), which the Company owns 68.7% of its units. The contract term is from 15/03/2021 to 14/03/2024. The total rent for all years of the contract is SAR891,000. There are no preferential terms in this contract. (Attached).</p>	<p>التصويت على الأعمال والعقود التي تمت بين الشركة وشركة امتياز العربية، والتي لرئيس مجلس الإدارة الأستاذ / عبدالسلام بن عبدالرحمن العقيل، مصلحة مباشرة فيها باعتباره رئيس مجلس الإدارة في شركة امتياز العربية ومالك غير مباشر فيها، ويتمثل باستئجار شركة امتياز العربية معرضا بمساحة (135 م2) في مركز الأندلس مول في جدة الذي يمثل أحد أصول الصندوق العقاري الأهلي ريت 1 والذي تمتلك الشركة نسبة (68.7%) من وحداته، فترة العقد (من 15/03/2021م حتى 14/03/2024م)، وقيمة الأجرة الإجمالية عن كامل سنوات العقد هي 891,000 ريال، علما أنه لا توجد شروط تفضيلية في هذا العقد. (مرفق).</p>	14
15	<p>Vote on the business and contracts that took place between the Company and Global health and beauty company, in which the vice-chairman of the board, Eng. Saleh bin Mohammad Alhabib, has a direct interest as being a director at Global health and beauty company, and an indirect owner therein, pursuant to which, Global health and beauty company rents a showroom with an area of 206 sqm. at Alandalus Mall in Jeddah, which is one of the assets of AlAhli Real Estate Fund (REIT 1), which the Company owns 68.73% of its units. The contract term is from 01/05/2021 - 30/4/2022. The total rent for all years of the contract is SAR 515,000. There are no preferential terms in this contract. (Attached).</p>	<p>التصويت على الأعمال والعقود التي تمت بين الشركة والشركة العالمية للصحة والجمال، والتي لنائب رئيس مجلس الإدارة المهندس/ صالح بن محمد الحبيب، مصلحة مباشرة فيها باعتباره عضو مجلس مديرين في الشركة العالمية للصحة والجمال، ومالك غير مباشر فيها، ويتمثل باستئجار الشركة العالمية للصحة والجمال معرضا بمساحة (206 م2) في مركز الأندلس مول في جدة الذي يمثل أحد أصول الصندوق العقاري الأهلي ريت 1 والذي تمتلك الشركة نسبة (68.73%) من وحداته، فترة العقد من (2021/5/1م حتى 2022/4/30م) وقيمة الأجرة عن العقد هي 515,000 ريال، علما أنه لا توجد شروط تفضيلية في هذا العقد. (مرفق).</p>	15
16	<p>Vote on the business and contracts that took place between the Company and International Pharmacies Company, in which the vice-chairman of the board, Eng. Saleh bin Mohammad Alhabib, has a direct interest, as being also a director of International Pharmacies Company and an indirect owner therein, pursuant to which, International Pharmacies Company rents a showroom with an area of 350 sqm at Tilal Center in Riyadh, which is owned by the Company. The contract term is from 01/04/2021 to 31/03/2022, The total rent the renewal term is SAR 385,000. There are no preferential conditions in this contract. (Attached).</p>	<p>التصويت على الأعمال والعقود التي تمت بين الشركة وشركة الصيدليات العالمية، والتي لنائب رئيس مجلس الإدارة المهندس/ صالح بن محمد الحبيب، مصلحة مباشرة فيها باعتباره عضو مجلس مديرين في شركة الصيدليات العالمية، ومالك غير مباشر فيها، ويتمثل باستئجار شركة الصيدليات العالمية معرضا بمساحة (350 م2) في مركز تلال سنتر الواقع في الرياض، والعائد للشركة، فترة العقد هي من (2021/04/01م حتى 2022/03/31م)، وقيمة العقد عن المدة المجددة هي (385,000) ريال، علما أنه لا توجد شروط تفضيلية في هذا العقد. (مرفق).</p>	16

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17	Vote on delegating the power of the Ordinary General Assembly under Paragraph (1) of Article 71 of the Companies Law to the Board of Directors for one year from the date of the Ordinary General Assembly's approval until the end of the term of the concerned Board of Directors, whichever is earlier, subject to the terms set out in the implementing rules and regulations of the Companies Law applicable to listed joint stock companies.	التصويت على تفويض مجلس الإدارة بصلاحيات الجمعية العامة العادية بالترخيص الوارد في الفقرة (1) من المادة الحادية والسبعون من نظام الشركات، وذلك لمدة عام من تاريخ موافقة الجمعية العامة العادية أو حتى نهاية دورة مجلس الإدارة المفوض أيهما أسبق، وذلك وفقاً للشروط الواردة في الضوابط والإجراءات التنظيمية الصادرة تنفيذاً لنظام الشركات الخاصة بشركات المساهمة المدرجة.	17
18	Vote on engagement by the Chairman, Mr. Abdulsalam bin Abdulrahman Alaqeel, in a business that is competitive to that of the Company (Attached).	التصويت على اشتراك رئيس مجلس الإدارة الأستاذ/ عبدالسلام بن عبدالرحمن العقيل في عمل منافس لنشاط الشركة. (مرفق).	18
19	Vote on engagement by vice chairman, Eng. Saleh bin Mohammad Alhabib in a business that is competitive to that of the Company (Attached).	التصويت على اشتراك نائب رئيس مجلس الإدارة المهندس/ صالح بن محمد الحبيب في عمل منافس لنشاط الشركة. (مرفق).	19
20	Vote on engagement by board member, Mr. Ahmad bin Abdulrahman Almousa, in a business that is competitive to that of the Company (Attached).	التصويت على اشتراك عضو مجلس الإدارة الأستاذ/ أحمد بن عبدالرحمن الموسى في عمل منافس لنشاط الشركة. (مرفق).	20
21	Vote on engagement by board member, Mr. Mohammad Abdulmohsen Alzakari, in a business that is competitive to that of the Company (Attached).	التصويت على اشتراك عضو مجلس الإدارة الأستاذ/ محمد بن عبدالمحسن الزكري في عمل منافس لنشاط الشركة. (مرفق).	21
22	Vote on engagement by board director, Mr. Hathal bin Saad Alutaibi, in a business that is competitive to that of the Company. (Attached).	التصويت على اشتراك عضو مجلس الإدارة الأستاذ/ هثال بن سعد العتيبي في عمل منافس لنشاط الشركة. (مرفق).	22



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Alandalus Property

External Audit Report



KPMG Professional Services

Riyadh Front, Airport Road
P. O. Box 92876
Riyadh 11663
Kingdom of Saudi Arabia
Commercial Registration No 1010425494

Headquarters in Riyadh

كي بي إم جي للاستشارات المهنية

واجهة الرياض، طريق المطار
صندوق بريد ٩٢٨٧٦
الرياض ١١٦٦٣
المملكة العربية السعودية
سجل تجاري رقم ١٠١٠٤٢٥٤٩٤

المركز الرئيسي في الرياض

Independent Auditor's Report

To the Shareholders of Al-Andalus Property Company
(A Saudi Joint Stock Company)

Opinion

We have audited the consolidated financial statements of **Al-Andalus Property Company** (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2021, the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2021, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants (SOCPA).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing as endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the professional code of conduct and ethics that are endorsed in the Kingdom of Saudi Arabia, that are relevant to our audit of the consolidated financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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كي بي إم جي للاستشارات المهنية شركة مساهمة مغلقة، مسجلة في المملكة العربية السعودية، رأسمالها (٢٥.٠٠٠.٠٠٠) ريال سعودي منوع بالكامل، المسجلة سابقاً كشركة كي بي إم جي للفرزان وشركة محاسبين ومراجعين قانونيين. وهي عضو غير شريك في الشبكة العالمية لشركات كي بي إم جي للمحاسبة والتدقيق لدى كي بي إم جي العالمية المحدودة، شركة لجنائزية محدودة بضمان. جميع الحقوق محفوظة.



Independent Auditor's Report (continued)

To the Shareholders of Al-Andalus Property Company
(A Saudi Joint Stock Company)

Key audit matters (continued)

Impairment of investment properties and their fair value

Note (8) to the consolidated financial statements.

Key audit matter	How the matter was address in our audit
<p>As at 31 December 2021, the carrying value of Group's investment properties amounted to SR 976,7 million and the fair value of these properties amounted to SR 1.8 billion.</p> <p>The investment properties are stated at cost net of accumulated depreciation and impairment losses, (if any). Also, the fair value of the investment properties is disclosed in the notes to the consolidated financial statements. The Group conducts an annual assessment to verify the existence of any indicators of impairment of investment properties. If any impairment indicator exists, the Group estimates the recoverable amount by estimating the value-in-use after obtaining the fair value estimates by independent real estate valuation experts.</p> <p>We considered the impairment of investment properties and their fair value as a key audit matter since the calculation of impairment losses (if any) and the valuation of the fair value of the investment properties require significant assumptions and judgments that could result in material misstatements of the calculation of impairment losses (if any) and also with regard to the disclosure of the fair value of the investment properties in the consolidated financial statements.</p>	<p>Our audit procedures, included among others:</p> <ul style="list-style-type: none"> - Understanding and evaluating the Management estimates regarding the existence of indicators of impairment of investment properties and the mechanism used if there is an indication of impairment of investment properties. - Assessing and agreeing observable inputs used in the valuations, such as rental income, occupancy rates and lease lengths back to lease agreements for a sample of properties. - Comparing the value in use of investment properties with their carrying values to determine whether the recognition of impairment loss is required. - Communicating with the independent real estate valuation experts to understand the assumptions and the approach used in valuing the investment properties and the market evidence used by the valuer to support the assumptions used. - Assessing the independence and professional and practical qualifications of the Group's real estate valuation experts and that the real estate valuation expert is accredited by the Saudi Authority for Accredited Values (TAQEEM). - Using our specialists to assess the key assumptions used by the real estate valuation experts in estimating the fair value of the investment properties. - Assessing the adequacy of the disclosures in the consolidated financial statements.



Independent Auditor's Report (continued)

To the Shareholders of Al-Andalus Property Company
(A Saudi Joint Stock Company)

Key audit matters (continued)

Revenue recognition

Note (19) to the consolidated financial statements.

Key audit matter	How the matter was address in our audit
<p>During the year ended 31 December 2021, the Group recognized revenues totaling SR 214,3 million (31 December 2020: SR 167,8 million).</p> <p>The Group revenue mainly consists of rental income arising from lease contracts.</p> <p>Revenue recognition is considered as a key audit matter since revenue is key measure of performance measurement and there is a risk that revenue may be overstated resulting from the pressure management may face to achieve performance targets and without achieving revenue recognition requirements as per requirements of IFRS.</p>	<p>Our audit procedures, included among others:</p> <ul style="list-style-type: none">- Assessing the Group accounting policies by considering the requirements of the relevant accounting standards.- Assessing the design and implementation, and testing the operating effectiveness of controls for new leases and for any settlements made during the year.- Testing revenue recognized during the year in respect of a sample of lease contracts to assess whether revenue recognized under these contracts complies with Group's revenue recognition and in accordance with terms of the lease contracts.- Testing a sample of journal entries posted to the revenue accounts to identify any unusual items.- Performing cut off procedures to assess that revenue is recognized in that period.- Assessing the adequacy of the disclosures in the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, when made available to us, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.



Independent auditor's report (continued)

To the Shareholders of Al-Andalus Property Company
(A Saudi Joint Stock Company)

Responsibilities of Management and Those Charged with Governance for the consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA, the applicable requirements of the Regulations for Companies, Company's By-Laws and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, Board of Directors, are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, then we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.



Independent auditor's report (continued)

To the Shareholders of Al-Andalus Property Company
(A Saudi Joint Stock Company)

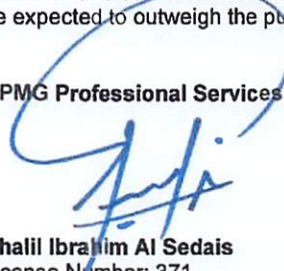
Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit of **Al-Andalus Property Company** and its subsidiaries.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

KPMG Professional Services


Khalil Ibrahim Al Sedais
License Number: 371

Riyadh on: 7 Sha'ban 1443H
Corresponding to: 10 March 2022





الأندلس العقارية
Alandalus Property

The Business and Contracts in which the Board of Directors Members have an Interest and Independent External Auditor's Report

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الأندلس العقارية
Alandalus Property

Date: 27/08/1443 Hijiri

Corresponding to: 31/03/2022

Dear shareholders of Alandalud Property co.

May Allah's peace, mercy and blessings be upon you,

Based on the requirement of Article 71 of the Companies law paragraph 9 of Article 27 of the Corporate Governance Regulations, we would like to inform your esteemed association of the business and contracts with the Company in which some members of the board of directors have an interest. The details related to the names of those involved in such business and contracts and nature, terms, duration and amount if such business or contracts, will be determined as shown in the attachment.

Attached hereto the report of external auditor of the Company in this regard.

Chairman of Board of Directors

Mr. Abdulsalam Bin Abdulrahman Alaqil

الأندلس العقارية
Alandalus Property
س.ت. / ١٠٢٢٤١١٠

The business and contracts with the Company in which some members of the board of directors have an interest. The details related to the names of those involved in such business and contracts and nature, terms, duration, and amount

1	The business and contracts that took place between the company and Massat which has an indirect interest for the Chairman of the Board, Mr. Abdulsalam bin Abdulrahman Alaqeel, and the Vice Chairman of the Board, Eng. Saleh bin Muhammad Al-Habib, as they are indirect owners and members of the Board of Directors of Buroj International, noting that the nature of the contract is purchasing a land located in Umm Jarfan neighborhood (Al Naqa Al Jadeed) southwest of Makkah Al Mukarramah, on the Fourth Ring Road (Rafa plan). The land total area is 127,434.10 square meters and the total value is 174,188,738 riyals, knowing that there are no preferential terms in this contract. (Attachment).
2	The transactions and contracts (management contract) to be entered between the Company and Hayat Real Estate Co. (sister company), in which the Vice Chairman of the Board, Engineer/ Saleh Bin Muhammad Al-Habib, has an indirect interest as a member of the board of Hayat Real Estate Company. Also, the board member, Mr. Hatha bin Saad Al-Otaibi, has an indirect interest as a member of the board of Hayat Real Estate Co. According to the contract, the Company will manage Hayat Mall Center and charge Hayat Real Estate Co its prorated share of direct general and administrative expenses related to the management of the Center, without any extra charges or fees. The term of the contract is five calendar years commencing from 2/8/2020G, which is automatically renewable. The total amounts charged to Hayat Real Estate Co. being its share of direct general and administrative expenses related to the management of this center during 2021 stood at SAR 6,734,247 No preferential terms in this contract. (attached).
3	The transactions and contracts to be entered between the Company and Hayat Real Estate Co. (sister company), in which the Vice Chairman of the Board Eng. Saleh bin Muhammad Al-Habib, as a member of the Board of Directors of Hayat Real Estate Company, has an indirect interest as a member of the board of Hayat Real Estate Co. Also, Mr. Hatha bin Saad Al-Otaibi, has an indirect interest as a member of the board of Hayat Real Estate Co. According to the contract, Alandalus Property will manage, operate and lease out the commercial center of the Company in Riyadh, "Hayat Mall", in return for specific fees set out in the contract (certain percentages of the Mall's total income and the amounts collected from the tenants). The term of the contract is from 01/01/2022 to 31/12/2022, which is renewable automatically. The total amounts due to Alandalus Property Co. in 2021G for management, operation and leasing services stood at SR 6,168,020. No preferential terms in this contract. (attached).
4	The business and contracts between the Company and Imtiaz Arabia Company (Renewal of Contract), in which the Chairman of the Board, Mr. Abdulsalam bin Abdulrahman Al-Aqeel, has a direct interest, being the Chairman of the Board of Directors of Imtiaz Arabia Company and an indirect owner therein, pursuant to which, Imtiaz Arabia Company rents a showroom with an area of 321 sqm. at Andalus Mall in Jeddah, which is one of assets of AlAhli Real Estate Fund (REIT 1), which the Company owns 68.73% of its units. The renewal period is from 15/01/2019 to 14/01/2022 and the total rent for all years of the contract is SAR 1,444,500. There are no preferential terms in this contract. (Attached).
5	The business and contracts between the Company and Imtiaz Arabia Company, in which the Chairman of the Board of Directors, Mr. Abdul Salam bin Abdulrahman Al-Aqeel, has a direct interest, as being the Chairman of of Imtiaz Arabia Company and an indirect owner therein, pursuant to which, Imtiaz Arabia Company rents a showroom with an area of (218 sqm at Andalus Mall in Jeddah, which is oen of the assets of AlAhli Real Estate Fund (REIT 1), which the Company owns 68.7% of its units. The contract term is from 15/04/2021 to 14/04/2023. The total rent for all years of the contract is SAR872,000. There are no preferential terms in this contract. (Attached).
6	The business and contracts between the Company and Imtiaz Arabia Company, in which the Chairman of the Board of Directors, Mr. Abdul Salam bin Abdulrahman Al-Aqeel, has a direct interest, as being also the Chairman of Imtiaz

10/11/2021



	Arabia Company and an indirect owner therein, pursuant to which, Imtiaz Arabia Company rents a showroom with an area of 105 sqm at Andalus Mall in Jeddah, which is one of assets of AlAhli Real Estate Fund (REIT 1), which the Company owns 8.73% of its units. The contract term is from 01/02/2022 to 31/01/2025. The total rent for all years of the contract is SAR 819,000. There are no preferential terms in this contract. (Attached).
7	The business and contracts between the Company and Imtiaz Arabia Company, in which the Chairman of the Board of Directors, Mr. Abdul Salam bin Abdulrahman Al-Aqeel, has a direct interest, as being the Chairman of of Imtiaz Arabia Company and an indirect owner therein, pursuant to which, Imtiaz Arabia Company rents a showroom with an area of (218 sqm at Andalus Mall in Jeddah, which is oen of the assets of AlAhli Real Estate Fund (REIT 1), which the Company owns 68.7% of its units. The contract term is from 15/03/2021 to 14/03/2024. The total rent for all years of the contract is SAR891,000. There are no preferential terms in this contract. (Attached).
8	The business and contracts between the Company and Global health and beauty company, in which the vice-chairman of the board, Eng. Saleh bin Mohammad Al Habib, has a direct interest as being a director at Global health and beauty company, and an indirect owner therein, pursuant to which, Global health and beauty company rents a showroom with an area of 206 sqm. At Andalus Mall in Jeddah, which is one of the assets of AlAhli Real Estate Fund (REIT 1), which the Company owns 68.73% of its units. The contract term is from 01/05/2021 - 30/4/2022. The total rent for all years of the contract is SAR 515,000. There are no preferential terms in this contract. (Attached).
9	The business and contracts between the Company and International Pharmacies Company, in which the vice-chairman of the board, Eng. Saleh bin Mohammad Al Habib, has a direct interest, as being also a director of International Pharmacies Company and an indirect owner therein, pursuant to which, International Pharmacies Company rents a showroom with an area of 350 sqm at Tilal Center in Riyadh, which is owned by the Company. The contract term is from 01/04/2021 to 31/03/2022, The total rent the renewal term is SAR 385,000. There are no preferential conditions in this contract. (Attached).

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KPMG Professional Services

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Riyadh 11663
Kingdom of Saudi Arabia
Commercial Registration No 1010425494

Headquarters in Riyadh

كي بي إم جي للاستشارات المهنية

واجهة الرياض، طريق المطار
صندوق بريد ٩٢٨٧٦
الرياض ١١٦٦٣
المملكة العربية السعودية
سجل تجاري رقم ١٠١٠٤٢٥٤٩٤

المركز الرئيسي في الرياض

Independent Limited Assurance Report to Al-Andalus Property Company on the Chairman's Declaration on the Requirements of Article 71

To the Shareholders of Al-Andalus Property Company

We were engaged by the management of Al-Andalus Property Company (the "Company") to report on the the Chairman's declaration prepared by the Management in accordance with the requirements of Article 71 of the Regulations for Companies, which comprises the transactions carried out by the Company during the year ended 31 December 2021 in which any of the members of Board of Directors of the Company had direct or indirect personal interest as detailed below ("Subject Matter") and the accompanying management's statement thereon as set out in Appendix 1, in the form of an independent limited assurance conclusion that based on our work performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter is not properly prepared, in all material respects, based on the applicable criteria ("Applicable Criteria") below.

Subject Matter

The Subject Matter for our limited assurance engagement is related to the Chairman's declaration enclosed in the attached Appendix 1 (the "Declaration") prepared by the Management in accordance with the requirements of Article 71 of the Regulations for Companies issued by MOC (1437H -2015) and presented by the Chairman of Al-Andalus Property (the "Company"), which comprises the transactions carried out by the Company during the year ended 31 December 2021 in which any of the members of Board of Directors of the Company had direct or indirect personal interest.

Applicable Criteria

We have used the following as the Applicable Criteria:

1. Article 71 of the Saudi Arabian Regulations for Companies issued by MOCI (1437H -2015).

Al-Andalus Property Company's Responsibility

The management of the Company is responsible for preparing the Subject Matter information that is free from material misstatement in accordance with the Applicable Criteria and for the information contained therein. The management the Company is also responsible for preparing the Subject Matter information (i.e. Appendix 1).

This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and presentation of the Subject Matter that information is free from material misstatement, whether due to fraud or error. It also includes selecting the Applicable Criteria and ensuring that the Company complies with the Saudi Arabian Regulations for Companies issued by Ministry of Commerce ("MOC") issued on 22 Safar 1437H (corresponding to 4 December 2015); designing, implementing and effectively operating controls to achieve the stated control objectives; selecting and applying policies; making judgments and estimates that are reasonable in the circumstances; and maintaining adequate records in relation to the Subject Matter information.

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كي بي إم جي للاستشارات المهنية شركة مهنية مساهمة مقفلة، مسجلة في المملكة العربية السعودية، رأسمالها (٢٥,٠٠٠,٠٠٠) ريال سعودي مدفوع بالكامل، المسماة سابقاً "الشركة كي بي إم جي للفرزان وشركاء محاسبين ومراجعين تقويفين". وهي عضو غير شريك في الشبكة العالمية لشركات كي بي إم جي المستقلة والتابعة لكي بي إم جي العالمية المحدودة، شركة الجليزية محدودة بضمان. جميع الحقوق محفوظة.



Independent Limited Assurance Report to Al-Andalus Property Company on the Chairman's Declaration on the Requirements of Article 71

To the Shareholders of Al-Andalus Property Company (continued)

Al-Andalus Property Company's Responsibility (continued)

The management of the Company is also responsible for preventing and detecting fraud and for identifying and ensuring that the Company complies with laws and regulations applicable to its activities. The management of the Company is responsible for ensuring that staff involved with the preparation of the Subject Matter information are properly trained, systems are properly updated and that any changes in reporting encompass all significant business units.

Our Responsibility

Our responsibility is to examine the Subject Matter information prepared by the Company and to report thereon in the form of an independent limited assurance conclusion based on the evidence obtained. We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000, "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" endorsed in the Kingdom of Saudi Arabia and the terms and conditions for this engagement as agreed with the Company's management. That standard requires that we plan and perform our procedures to obtain a meaningful level of assurance about whether the Subject Matter information is properly prepared, in all material respects, as the basis for our limited assurance conclusion.

The firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of the Company in accordance with professional code of conduct and ethics that are endorsed in the Kingdom of Saudi Arabia that are relevant to our assurance engagement and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The procedures selected depend on our understanding of the Subject Matter and other engagement circumstances, and our consideration of areas where material misstatements are likely to arise.

In obtaining an understanding of the Subject Matter and other engagement circumstances, we have considered the process used to prepare the Subject Matter information in order to design assurance procedures that are appropriate in the circumstances, but not for the purposes of expressing a conclusion as to the effectiveness of the Company's process or internal control over the preparation and presentation of the Subject Matter information.

Our engagement also included: assessing the appropriateness of the Subject Matter, the suitability of the criteria used by the Company in preparing the Subject Matter information in the circumstances of the engagement, evaluating the appropriateness of the procedures used in the preparation of the Subject Matter information and the reasonableness of estimates made by the Company.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

As part of this engagement, we have not performed any procedures by way of audit, review or verification of the Subject Matter information nor of the underlying records or other sources from which the Subject Matter information was extracted.



Independent Limited Assurance Report to Al-Andalus Property Company on the Chairman's Declaration on the Requirements of Article 71

To the Shareholders of Al-Andalus Property Company (continued)

Procedures Performed

- Obtained the declaration that includes the transactions and/or contracts performed in which any of the BOD members of the Company has either direct or indirect indirectly in the favor of the Company during the year; (Appendix 1);
- Reviewing of the BOD's minutes of meetings that indicate member notification to the BOD on the business and contracts performed by the BOD member; and further that the concerned Board Member did not vote on the resolution issued in this regard at the meetings of the BOD and shareholders assembly;
- Obtaining the required approvals on the transactions included in the Chairman's declaration (Appendix 1);
- Obtaining confirmation from the concerned BOD member on the business and contracts performed by the member during the year; and
- Ensuring the total transactions amounts included in the list prepared by the BOD chairman agrees to the total transactions amounts included in the note (21) to the audited financial statements .

Conclusion

Our conclusion has been formed on the basis of, and is subject to, the matters outlined in this report.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter information is not prepared, in all material respects, in accordance with the Applicable Criteria.

Restriction of Use of Our report

Our report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than the Company and MOC for any purpose or in any context. Any party other than the Company and MOC who obtains access to our report or a copy thereof and chooses to rely on our report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than the Company and MOC for our work, for this independent limited assurance report, or for the conclusions we have reached.

Our report is released to the Company and MOC on the basis that it shall not be copied, referred to or disclosed, in whole (save for the Company's own internal purposes) or in part, without our prior written consent.

KPMG Professional Services


Khalil Ibrahim Al Sedais
License No.: 371



Riyadh on: 14 April 2022
Corresponding to: 13 Ramadan 1443H



الأندلس العقارية
Alandalus Property

Audit Committee Report for General Assembly for the Financial year ending on 31 Dec 2021



Annual Audit Committee Report - 2021

To Shareholders of Alandalus Property Company

The Audit Committee is pleased to submit its annual report for the financial year ending on December 31, 2021, in accordance with the controls regulating the nature of the committee's work and in accordance with the relevant laws and regulations, which includes a report on its opinion regarding the adequacy of the company's internal control system and what the audit committee did in terms of intervention Within the scope of its competence, it is worth noting that the committee held (6) meetings during the year 2021.

❖ Summary of Work

1. Financial Reporting

- The AC reviewed the initial and annual financial statements of the company before submitting them to the Board of Directors, expressing opinion about them and recommending them.
- The AC provided a technical opinion on whether the report of the Board of Directors and the financial statements of the company are fair, balanced, and understandable, and include information that allows shareholders and investors to evaluate the financial position of the company, its performance, business model and strategy.
- The AC reviewed the accounting policies, estimates and the zakat position, and express opinion and recommendation to the Board of Directors regarding them.

2. Internal Audit

- The AC reviewed and discussed the internal audit reports, follow up on the implementation of its recommendations, and review the adequacy of the internal control systems.
- The AC reviewed and discussed the quarterly corrective actions follow-up reports, and the annual report on the work of the internal audit department.
- The AC verified the independence of the internal audit department and the effectiveness of the audit work, in line with the relevant standards.

3. External Audit

- The AC reviewed Study the company's auditor's plan, scope and follow up on its implementation.
- The AC verified the independence and objectivity of the auditor and the effectiveness of the audit process, considering the relevant professional and regulatory requirements.
- The AC reviewed the auditor's notes on the company's financial statements and follow up on what has been done with the executive management.
- The AC Discussed the impact of the Coronavirus (COVID-19) pandemic, impairment losses of assets on the financial statements, potential events, and the extent of response to them.

4. Compliance

- Verify the company's compliance with the relevant laws, regulations, policies and instructions, and the rules and standards of corporate governance.

❖ AC Opinion

In light of the aforementioned scope of work and based on the periodic reports submitted by the internal audit department, the external auditor, the executive management of the company and the management's assurances about the integrity of the company's control system, the audit committee did not discover any material matters of significant impact that may require disclosure of the financial year Ending on December 31, 2021.

On behalf of the Audit Committee

The Audit Committee Chairman

DR. Abdulrahman Albarrak

January 3, 2022, Riyadh





The Audit Committee's decision in pass No. 10 / T / 2022

Regarding nominating external auditors to audit the company's accounts

Thursday 12 Ramadan 1443 AH corresponding to 13 April 2022 AD

The audit committee of Al-Andalus Property Company deliberated its decision regarding nominating external auditors to audit the company's accounts for the fiscal year ending on December 31, 2022 AD, and the first quarter of the year 2023 AD and determined its fees, and after the audit committee studied the evaluation report of the bids received and reviewed by a committee designated for this purpose in The company, the best offers received were identified as follows:

#	Name of candidate accounting firm	Value SR	Fees include
1	Al Fozan & Partners KPMG	550.000	Review the annual and quarterly lists *
2	Price water house Coopers PWC	700.000	Review the annual and quarterly lists *

Based on Article (81) of the Corporate Governance Regulations issued by the Capital Market Authority, the Audit Committee recommends to the Board of Directors to take the decision to nominate the above auditors to the General Assembly to select one of them and determine its fees.

Chairman of the committee

Dr. Abdulrahman bin Muhammad Al-Barrak

Secretary of the Committee

Mr. Abdulrahman bin Abdulaziz Alshaye

Committee Member

Mr. Saleh bin Abdullah Al Yahya

Committee Member

Alaa bin Abdullah Al-Fada



الأندلس العقارية
Alandalus Property

Business Competition

Engagement by members of the Board of Directors in business activities that are or would be competitive with any of the Company's lines of business

Concerned Company	Director's role in the concerned company		Concerned Company's Field of Business	Competitive with the Company's business
	Director/ Manager	Owner (direct ownership)		
1 - Mr. Abdul Salam bin Abdul Rahman Al-Aqeel				
Kinan International Real Estate Development Co.	Yes	Yes	Real Estate	Yes, competitive
Asala Holding Company	Yes	Yes	Real Estate	Yes, competitive
Borouj International Company	Yes	Yes	Real Estate	Yes, competitive
Future Markets Company Ltd.	Yes	Yes	Real Estate	Yes, competitive
Alaswaq Almotatwerah Company	Yes	Yes	Real Estate	Yes, competitive
Future Homes Company	Yes	Yes	Real Estate	Yes, competitive
Khomasiat Taba Company	Yes	Yes	Real Estate	Yes, competitive
Khomasiat Taibah Company	Yes	Yes	Real Estate	Yes, competitive
Sorouh Centers Company	Yes	Yes	Real Estate	Yes, competitive
Hamat Holding Company	Yes	Yes	Real Estate	Yes, competitive
Jarir Business Development Co.	Yes	Yes	Real Estate	Yes, competitive
Afras Arabia Co.	Yes	Yes	Real Estate	Yes, competitive
Robin Arabia Co.	Yes	Yes	Real Estate	Yes, competitive
2- Eng. Saleh Muhammad Al-Habibal				
Mohammed Abdulaziz Alhabib & Sons Holding Co	Yes	Yes	Real Estate	Yes, competitive
Hayat Real Estate	Yes	No	Real Estate	Yes, competitive
Mohammad Alhabib Real Estate	Yes	Yes	Real Estate	Yes, competitive
Alaswaq Almotatwerah Company	Yes	Yes	Real Estate	Yes, competitive
AlJawhara AlKobra Company	Yes	Yes	Real Estate	Yes, competitive
Sorouh Centers Company	Yes	Yes	Real Estate	Yes, competitive
Hamat Holding Company	Yes	Yes	Real Estate	Yes, competitive
Manafea Alandalus Co	Yes	Yes	Real Estate	Yes, competitive
Borouj International Company	Yes	NO	Real Estate	Yes, competitive
High Stars Trading Development Company	Yes	Yes	Real Estate	Yes, competitive
Saleh Al Habib Real Estate Development Co.	Yes	Yes	Real Estate	Yes, competitive
Saleh Al Habib Real Estate Investment Co	Yes	Yes	Real Estate	Yes, competitive
Gwaem Real Estate Development Co.	Yes	Yes	Real Estate	Yes, competitive
Asalah Centers Company	Yes	Yes	Real Estate	Yes, competitive
Abhur Northern Comapny	Yes	Yes	Real Estate	Yes, competitive
Araqa Centers Company	Yes	Yes	Real Estate	Yes, competitive
Jawaher Western Company	Yes	Yes	Real Estate	Yes, competitive
Green Diamond Company	Yes	Yes	Real Estate	Yes, competitive
Massat Property Co	Yes	Yes	Real Estate	Yes, competitive
International Real Estate Investment Co.	Yes	Yes	Real Estate	Yes, competitive
3- Mr. Ahmed bin Abdul Rahman Al-Mousa				
Abdul Rahman Abdullah Al-Mousa Holding Co.	Yes	Yes	Real Estate	Yes, competitive

Engagement by members of the Board of Directors in business activities that are or would be competitive with any of the Company's lines of business

Concerned Company	Director's role in the concerned company		Concerned Company's Field of Business	Competitive with the Company's business
	Director/Manager	Owner (direct ownership)		
Abdul Rahman Abdullah Al-Mousa and Sons	Yes	Yes	Real Estate	Yes, competitive
Real Estate and Tourism Development Co.	Yes	No	Real Estate	Yes, competitive
4 – Mr. Mohammed bin Abdul Mohsen Al-Zakari				
Al Zakri Industry and Trade	Yes	Yes	Real Estate	Yes, competitive
Azm Investments Holding Co.	Yes	Yes	Real Estate	Yes, competitive
Daman Projects Real Estate Co.	Yes	No	Real Estate	Yes, competitive
5- Mr. Hathal bin Saad AlOtaiby				
Sorouh Centers Company	Yes	No	Real Estate	Yes, competitive
Alaswaq Almotatwerah Company	Yes	No	Real Estate	Yes, competitive
Hayat Real Estate	Yes	No	Real Estate	Yes, competitive
AlJawhara AlKobra Company	Yes	No	Real Estate	Yes, competitive
Massat Property Co	Yes	No	Real Estate	Yes, competitive
Manafea Alandalus Co	Yes	No	Real Estate	Yes, competitive