



شركة جازان للتنمية والاستثمار  
Jazan Development and Investment Co.

مستندات اجتماع الجمعية  
Assembly Meeting Documents





البند رقم (1) Item number

الاطلاع على تقرير مجلس الإدارة عن العام المالي  
المنتهي في 2023-12-31 م، ومناقشته

Review and discuss the Board of Director's report on  
the fiscal year that has ended on December 31, 2023





تقرير مجلس الإدارة عن العام المالي المنتهي في 2023-12-31م  
Board of Director's report for the fiscal year ending on 31-12-2023

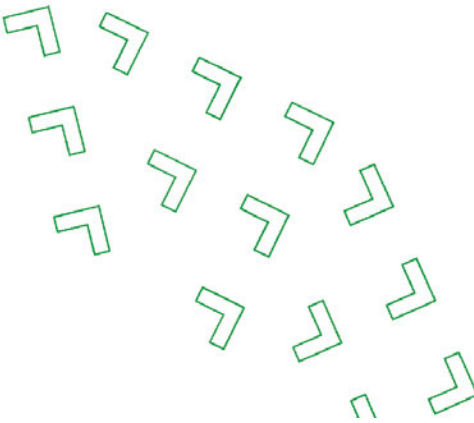
To view and read the Board of Directors report for the fiscal year ending on 31-12-2023, please visit the following link:

للاطلاع وقراءة تقرير مجلس الإدارة عن العام المالي المنتهي في 2023-12-31م، يرجى زيارة الرابط التالي:

بالإنجليزي



بالعربي





تقرير لجنة المراجعة  
Report of the Audit Committee



تقرير لجنة المراجعة في شركة جازان للتنمية والاستثمار إلى الجمعية العامة عن العام المالي المنتهي في 2023/12/31م  
Report of the Audit Committee Jazan Development and Investment Co. to the General Assembly For the fiscal year ending on 31/12/2023

**Introduction:**

The Audit Committee of Jazan Development and Investment Company operates in accordance with the requirements of Article (52) of the Corporate Governance Regulations issued by the Board of the Capital Market Authority and Article (7) of the Audit Committee's bylaws, which defined its tasks, specializations, Authorities, and responsibilities.

The internal control system plays a major role in the process of evaluation, follow-up, correcting performance, detecting deviations, identifying opportunities, and managing obstacles to achieve the goals of the company and verify the integrity and integrity of reports, financial statements and internal control systems.

**Formation of the audit committee:**

The current Audit Committee consists of (3) independent members specialized in financial and accounting affairs who were formed on May 15, 2022 as follows:

- 1) **Mr. Turki Ahmed Alobilan**  
(Chairman of the Committee - Independent Board Membe)
- 2) **Mr. Abdulmajeed Sulaiman Mohammed Aldukhail**  
(member of the committee - independent external member)
- 3) **Mr. Abdulaziz Sulaiman Abdullah Aldukhail**  
(Committee Member - Independent External Member)

During the year 2023 AD, the committee held (8) meetings where it carried out the following tasks and responsibilities:

- Studying the initial and annual financial statements of the company related to its financial performance before submitting to the Board of Directors, to ensure its integrity, fairness and transparency, and express its opinion.
- Providing a technical opinion upon the request of the Board of Directors on whether the report of the board 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.
- Studying any important or unusual issues included in the financial reports.
- Carefully researching any issues raised by the company's financial director, whoever assumes his duties, or the auditor.

**المقدمة:**

تعمل لجنة المراجعة في شركة جازان للتنمية والاستثمار وفقاً لمتطلبات المادة (52) من لائحة حوكمة الشركات الصادرة عن مجلس هيئة السوق المالية والمادة (7) من لائحة عمل لجنة المراجعة بالشركة والتي حددت مهامها واختصاصاتها وصلاحياتها ومسؤولياتها.

إن نظام الرقابة الداخلية يلعب دوراً رئيسياً في عملية التقييم والمتابعة وتصحيح الأداء والكشف عن الانحرافات وتحديد الفرص وإدارة العوائق من أجل تحقيق الأهداف للشركة والتحقق من سلامة ونزاهة التقارير والقوائم المالية وأنظمة الرقابة الداخلية فيها.

**تشكيل لجنة المراجعة:**

تتألف لجنة المراجعة الحالية من (3) أعضاء مستقلين مختصين في الشؤون المالية والمحاسبية تم تشكيلهم بتاريخ 15 مايو 2022م كما يلي:

- 1) الأستاذ / تركي بن أحمد العيبيلان  
(رئيس اللجنة - عضو مجلس الإدارة مستقل)
- 2) الأستاذ / عبدالمجيد بن سليمان محمد الدخيل  
(عضو اللجنة - عضو خارجي مستقل)
- 3) الأستاذ / عبدالعزيز بن سليمان عبدالله الدخيل  
(عضو اللجنة - عضو خارجي مستقل)

خلال عام 2023م عقدت اللجنة (8) اجتماعات حيث تم قامت بالمهام والمسؤوليات التالية:

- دراسة القوائم المالية الأولية والسنوية للشركة المتعلقة بأدائها المالي قبل عرضها على مجلس الإدارة، لضمان نزاهتها وعدالتها وشفافيتها، وإبداء رأيها.
- إبداء الرأي الفني بناء على طلب مجلس الإدارة فيما إذا كان تقرير المجلس والقوائم المالية للشركة عادلة ومتوازنة ومفهومة وتتضمن المعلومات التي تتيح للمساهمين والمستثمرين تقييم المركز أو الوضع المالي للشركة وأدائها ونموذج عملها واستراتيجيتها.
- دراسة أية مسائل مهمة أو غير مألوفة تتضمنها التقارير المالية.
- البحث بدقة في أية مسائل يثيرها المدير المالي للشركة أو من يتولى مهامه أو مراجع الحسابات.

- Verifying the accounting estimates in the material issues mentioned in the financial reports.
  - Studying the accounting policies applied in the company and express opinion and recommendation to the Board of Directors in this regard.
  - Studying and reviewing the company's internal and financial control and risk management systems, and preparing a written report that includes its recommendations and opinion on the adequacy of these systems and the work they have performed within the scope of its competence, provided that the Board of Directors deposits sufficient copies of this report in the company's headquarters (twenty one) days before the date of the General Assembly to provide the shareholders a copy thereof. The report shall be read during the assembly.
  - Approval of internal audit plan Studying the internal audit reports and follow up the implementation of corrective measures for the notes contained therein.
  - Monitoring and supervising the performance and activities of the internal audit department in the company, to ensure its effectiveness in performing the work and tasks entrusted to it and to ensure its independence.
  - Recommending to the Board of Directors to appoint a director of an internal audit unit or department or the internal auditor and suggesting his remuneration.
  - Recommending to the Board of Directors to nominate and dismiss external auditors, determine their fees and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of contracting with them.
  - Verifying the auditor's independence, objectivity and fairness, and the effectiveness of the audit work, taking into account the relevant rules and standards.
  - Reviewing the company's external audit plan and his work, verifying that he has not submitted technical or administrative works outside the scope of the audit work, and expressing its views on that.
  - Responding to the inquiries of the companies' auditor.
  - Studying the auditor's report and his notes on the financial statements and follow up on what has been taken in their regard.
  - Verifying the company's compliance with the relevant laws, regulations, policies and instructions.
  - Raising the issues, it deems necessary to take action in their regard to the Board of Directors, and make recommendations on the measures to be taken.
- التحقق من التقديرات المحاسبية في المسائل الجوهرية الواردة في التقارير المالية.
  - دراسة السياسات المحاسبية المتبعة في الشركة وإبداء الرأي والتوصية لمجلس الإدارة في شأنها.
  - دراسة ومراجعة نظم الرقابة الداخلية والمالية وإدارة المخاطر في الشركة، وإعداد تقرير مكتوب يتضمن توصياتها ورأيها في مدى كفاية هذه النظم وما أدته من أعمال تدخل في نطاق اختصاصها، على أن يودع مجلس الإدارة نسخاً كافية من هذا التقرير في مركز الشركة الرئيس قبل موعد انعقاد الجمعية العامة بـ (واحد وعشرين) يوماً لتزويد من يرغب من المساهمين بنسخة منه. ويتلى التقرير في أثناء انعقاد الجمعية.
  - اعتماد خطة المراجعة الداخلية .
  - دراسة تقارير المراجعة الداخلية ومتابعة تنفيذ الإجراءات التصحيحية للملاحظات الواردة فيها.
  - الرقابة والإشراف على أداء وأنشطة إدارة المراجعة الداخلية في الشركة، لتأكد من فعاليتها في أداء الأعمال والمهام المناطة بها وضمان استقلاليتها .
  - التوصية لمجلس الإدارة بترشيح المراجع الخارجي وعزلهم وتحديد أتعابهم وتقييم أدائهم، بعد التحقق من استقلالهم ومراجعة نطاق عملهم وشروط التعاقد معهم.
  - التحقق من مدى فعالية أعمال المراجعة، مع الأخذ في الاعتبار القواعد والمعايير ذات الصلة.
  - مراجعة خطة المراجع الخارجي للشركة وأعماله، والتحقق من عدم تقديمه أعمالاً فنية أو إدارية تخرج عن نطاق أعمال المراجعة، وإبداء ملاحظاتها حيال ذلك.
  - الإجابة عن استفسارات المراجع الخارجي للشركات.
  - دراسة تقرير المراجع الخارجي وملاحظاته على القوائم المالية ومتابعة ما اتخذ بشأنها.
  - التحقق من التزام الشركة بالأنظمة واللوائح والسياسات والتعليمات ذات العلاقة.
  - رفع مآثره من مسائل ترى ضرورة اتخاذ إجراء بشأنها إلى مجلس الإدارة، وإبداء توصياتها بالإجراءات التي يتعين اتخاذها .

#### Results of Internal Audit, Evaluation of Internal Control Effectiveness and Audit Committee Opinion

The company follows an internal control framework based on the three defense lines. (Different business sectors, internal control departments, internal audit department), where the different business sectors, the company's first line of defense, align their activities in accordance with the company's rules and regulations, while the internal control departments, the second line of defense, assess, measure and control the different levels of risk at the operational and business levels and the extent to which they conform to the controls and procedures adopted to ensure that the company meets the statutory requirements .

The Audit Committee shall verify the adequacy of the company's internal control by monitoring and studying the reports issued by the Internal Auditor and External Auditor and ensuring their independence. The executive management is responsible for providing internal control procedures that reasonably assurance the effectiveness and efficiency of the company's operations and control procedures, including the credibility and integrity of financial reports, and compliance with the company's regulations, laws and policies. The company's internal audit department implements the annual audit plan approved by the Audit Committee to assess the applicable internal control status, focusing on the assess of the control environment, organizational structure, risks, policies and procedures and the Segregation of duties and the efficiency of information systems, through random sampling of activities planned for review with a view to verifying the effectiveness and efficiency of the internal control systems applied and obtaining reasonable assurance of the effectiveness and efficiency of internal control procedures during the year. The Audit Committee shall ensure that the External Auditor carries out his responsibilities to the company by following up the plans and carrying out the audit work in order to obtain a reasonable assurance of conviction that the international accounting standards (IFRS) adopted in Saudi Arabia have been applied. Based on the work of the Audit Committee during the year, a number of observations have been found and most of them have been addressed, the Committee maintains continuous liaison with the Executive Directorate to follow up on the implementation of the recommendations contained in the internal audit reports .

It is also not absolutely possible to emphasize the comprehensiveness of the verification and assessment, as the audit process is essentially based on random sampling of the audits, noting that the development processes are

نتائج المراجعة الداخلية وتقييم فاعلية الرقابة الداخلية ورأي لجنة المراجعة تنتهج الشركة إطار رقابة داخلي مبني على خطوط الدفاع الثلاثة (قطاعات الأعمال المختلفة، إدارات الرقابة الداخلية، إدارة المراجعة الداخلية)، حيث تقوم قطاعات الأعمال المختلفة وهي خط الدفاع الأول بالشركة بموائمة أنشطتها بما يتفق مع النظم واللوائح المعتمدة في الشركة، في حين تقوم إدارات الرقابة الداخلية وهي خط الدفاع الثاني بتقييم وقياس ومراقبة مستويات المخاطر المختلفة على صعيد العمليات والأعمال ومدى تماشيها مع الضوابط والإجراءات المعتمدة لضمان استيفاء الشركة المتطلبات النظامية، وتقوم إدارة المراجعة الداخلية بمهمة خط الدفاع الثالث والمعني بإجراء الفحص والمراجعات اللازمة للتحقق من التزام الشركة بسياسات أدلة العمل الإجرائية بناءً على أعمال المراجعة الداخلية المنفذة خال السنة للأقسام المختلفة في الشركة.

وتقوم لجنة المراجعة بالتأكد من مدى كفاية الرقابة الداخلية بالشركة وذلك من خال متابعة ودراسة التقارير الصادرة من المراجع الداخلي والمراجع الخارجي والتأكد من استقلاليتهما. حيث تقوم الإدارة التنفيذية للشركة بحكم مسؤوليتها في توفير إجراءات رقابة داخلية تضمن بشكل معقول فاعلية وكفاءة عمليات الشركة وإجراءات الرقابة المطبقة فيها، بما في ذلك مدى مصداقية التقارير المالية ونزاهتها، ومدى الالتزام بالأنظمة والقوانين والسياسات الخاصة بالشركة. وتقوم إدارة المراجعة الداخلية للشركة بتنفيذ خطة المراجعة السنوية المعتمدة من قبل لجنة المراجعة لتقييم وضع الرقابة الداخلية المطبقة مع التركيز على تقييم البيئة الرقابية والهيكل التنظيمي والمخاطر والسياسات والإجراءات وفصل المهام وكفاءة نظم المعلومات، وذلك من خال أخذ عينات عشوائية للأنشطة المخطط مراجعتها بهدف فحصها للتأكد من مدى فاعلية وكفاءة أنظمة الرقابة الداخلية المطبقة والحصول على تأكيدات معقولة عن فاعلية وكفاءة إجراءات الرقابة الداخلية خال العام. وتقوم لجنة المراجعة بالتأكد من قيام المراجع الخارجي بمسؤولياته تجاه الشركة وذلك من خال متابعة خطط وتنفيذ أعمال المراجعة للحصول على درجة معقولة من القناعة بأن معايير المحاسبة الدولية المعتمدة في السعودية قد تم تطبيقها .

وبناء على أعمال لجنة المراجعة خلال العام تبين وجود عدد من الملاحظات وتم معالجة معظمها ؛ واللجنة على تواصل مستمر مع الإدارة التنفيذية لمتابعة تنفيذ التوصيات الواردة في تقارير المراجعة الداخلية .

ongoing to obtain the effectiveness and efficiency of the company's internal control.

Based on the work of the Audit Committee during the year, a number of observations have been found and most of them have been addressed, the Committee maintains continuous liaison with the Executive Directorate to follow up on the implementation of the recommendations contained in the internal audit reports.

It is also not absolutely possible to emphasize the comprehensiveness of the verification and assessment, as the audit process is essentially based on random sampling of the audits, noting that the development processes are ongoing to obtain the effectiveness and efficiency of the company's internal control.

وحيث أنه لا يمكن التأكيد بشكل مطلق على شمولية عمليات الفحص والتقييم حيث أن عملية المراجعة في جوهرها تستند إلى أخذ عينات عشوائية لمراجعتها مع الإشارة إلى أن عمليات التطوير مستمرة للحصول على فاعلية وكفاءة للنظام الرقابي للشركة.

والله الموفق،،،

رئيس لجنة المراجعة

تركي بن أحمد العبيلان

بتاريخ 2024/03/31م





البند رقم (2) Item number

التصويت على تقرير مراجع حسابات الشركة عن  
العام المالي المنتهي في 31-12-2023م بعد  
مناقشته

Voting on the auditor's report for the fiscal year  
ending on December 31, 2023 after discussing it.





**PKF**

Ibrahim Ahmed Al-Bassam  
& Co. Certified Public Accountants

## INDEPENDENT AUDITOR'S REPORT

**TO THE SHAREHOLDERS OF JAZAN DEVELOPMENT AND INVESTMENT COMPANY [FORMERLY:  
JAZAN ENERGY AND DEVELOPMENT COMPANY (JAZADCO)]  
A SAUDI JOINT STOCK COMPANY  
RIYADH, KINGDOM OF SAUDI ARABIA**

(1/6)

### **REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

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#### **OPINION**

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Jazan Development and Investment Company [Formerly: Jazan Energy and Development Company (JAZADCO)] a Saudi joint stock Company (the "Company") and its subsidiary companies (They are collectively referred to as the "Group.") as at 31 December 2023, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by Saudi Organization for Chartered and Professional Accountants (SOCPA).

We have audited the consolidated financial statements of the Group, which comprise of the following:

- The consolidated statement of financial position as at 31 December 2023;
- The consolidated statements of profit or loss and other comprehensive income for the year then ended;
- The consolidated statement of changes in equity for the year then ended;
- The consolidated statement of cash flows for the year then ended; and
- The notes to the consolidated financial statements, comprising material accounting policies and other explanatory information.

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#### **BASIS FOR OPINION**

We conducted our audit in accordance with International Standards on Auditing that are 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 from 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.

## INDEPENDENT AUDITOR'S REPORT

**TO THE SHAREHOLDERS OF JAZAN DEVELOPMENT AND INVESTMENT COMPANY [FORMERLY:  
JAZAN ENERGY AND DEVELOPMENT COMPANY (JAZADCO)]  
A SAUDI JOINT STOCK COMPANY  
RIYADH, KINGDOM OF SAUDI ARABIA**

(2/6)

**REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

### 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 year. 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.

Key Audit Matters	How our audit addressed the key audit matter
<p><b><u>Revenues</u></b></p> <p>The Groups' recognized revenues for the year ended 31 December 2023 amounted to SAR 84,3 million (2022: SAR 77.9 million).</p> <p>The Group recognizes revenue mainly when the control of the goods is transferred and accepted by the customer, in accordance with the requirements of IFRS 15.</p> <p>Revenue recognition has been identified as a key audit matter given the significant volume of sales transactions involved and the factors associated with the revenue recognition and the risk that management may override controls in order to misstate revenue transactions, either by recognizing Fictitious sales or inappropriate assessments of returns and rejections</p> <p>The accounting policy for revenues is explained in Note No.4.</p>	<p>Our audit procedures included the followings:</p> <ul style="list-style-type: none"> <li>➤ Assessing the appropriateness of revenue recognition accounting policies of the Group.</li> <li>➤ Inspecting revenue and sales return transactions taking place at either side of year-end to assess whether revenue was recognized in the correct period.</li> <li>➤ Performing substantive tests of details to validate the revenue recognition.</li> <li>➤ Assessing the completeness and sufficiency of disclosures relating to revenue in the consolidated financial statements.</li> </ul>



**INDEPENDENT AUDITOR’S REPORT**

**TO THE SHAREHOLDERS OF JAZAN DEVELOPMENT AND INVESTMENT COMPANY [FORMERLY:  
JAZAN ENERGY AND DEVELOPMENT COMPANY (JAZADCO)]**

**A SAUDI JOINT STOCK COMPANY  
RIYADH, KINGDOM OF SAUDI ARABIA**

(3/6)

**REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

**KEY AUDIT MATTER (CONTINUED)**

<p><b>Biological assets "Shrimp"</b></p> <p>As at 31 December 2023 the Group’s Biological assets included biological assets of shrimps having a fair value of SR 48.2 million (31 December 2022: SR 32.4 million).</p> <p>IAS 41 “Agriculture” requires biological assets to be measured at fair value less costs to sell, unless fair value cannot be measured reliably. For shrimp, it is measured at fair value less cost to sell.</p> <p>We consider this as a key audit matter because of the significant judgments and key assumptions that management applies in determining the fair value of biological assets.</p> <p>The accounting policy for biological assets is explained in Note No. 4</p>	<p>We obtained the Company's methodology and fair valuation calculation report for biological assets (the "Report") and engaged an auditor’s expert. We have performed the following procedures:</p> <ul style="list-style-type: none"> <li>➤ Evaluated the competencies, qualifications and objectivity of the expert appointed by the management to conduct the valuation.</li> <li>➤ Attended and observed the physical count to obtain an understanding of the count procedures and to validate internal assumptions used by management to estimate total quantities based on selected sample weights.</li> <li>➤ Obtained valuation report and validated the Key inputs for biomass, survival ratio and Average market price.</li> <li>➤ Validated the assumptions used by management and involved our expert for the same.</li> <li>➤ Verified the accuracy and appropriateness of the calculations contained in the report.</li> <li>➤ Ensured the adequacy of disclosures as required by International Financial Reporting Standards.</li> </ul>
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**PKF**

Ibrahim Ahmed Al-Bassam  
& Co. Certified Public Accountants

## INDEPENDENT AUDITOR'S REPORT

**TO THE SHAREHOLDERS OF JAZAN DEVELOPMENT AND INVESTMENT COMPANY [FORMERLY:  
JAZAN ENERGY AND DEVELOPMENT COMPANY (JAZADCO)]**

**A SAUDI JOINT STOCK COMPANY  
RIYADH, KINGDOM OF SAUDI ARABIA**

(4/6)

**REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

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### OTHER MATTER

The consolidated financial statements for the year ended 31 December 2022 were audited by another auditor, who expressed an unmodified opinion on his report dated 6 Ramadan 1444H, Corresponding to 28 March 2023.

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### OTHER INFORMATION

Management is responsible for the other information. The other information comprises the information included in the Annual Report of the Group but does not include the consolidated financial statements and our auditor's report thereon, which 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 do 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 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 of the Group, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. We have nothing to report in this regard.

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### 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 International Financial Reporting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the SOCPA and Regulations for Companies and the Company's Bylaws, 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 the management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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



**PKF**

Ibrahim Ahmed Al-Bassam  
& Co. Certified Public Accountants

## INDEPENDENT AUDITOR'S REPORT

**TO THE SHAREHOLDERS OF JAZAN DEVELOPMENT AND INVESTMENT COMPANY [FORMERLY:  
JAZAN ENERGY AND DEVELOPMENT COMPANY (JAZADCO)]**

**A SAUDI JOINT STOCK COMPANY  
RIYADH, KINGDOM OF SAUDI ARABIA**

(5/6)

**REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

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### **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 the International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional skepticism 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 controls 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 internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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, 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 auditor's report. However, future events or conditions may cause the Group's to cease to continue as a going concern.



**PKF**

Ibrahim Ahmed Al-Bassam  
& Co. Certified Public Accountants

## INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF JAZAN DEVELOPMENT AND INVESTMENT COMPANY [FORMERLY:  
JAZAN ENERGY AND DEVELOPMENT COMPANY (JAZADCO)]  
A SAUDI JOINT STOCK COMPANY  
RIYADH, KINGDOM OF SAUDI ARABIA (6/6)  
REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

- 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.

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.

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 year and are therefore the key audit matters. We describe these matters in our auditor's 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.

For Al-Bassam & Co.

Ibrahim A. Al Bassam  
Certified Public Accountant  
License No. 337

Riyadh: 5 Shawwal 1445H  
Corresponding to: 14 April 2024





البند رقم (3) Item number

الاطلاع على القوائم المالية عن العام المالي  
المنتهي في 2023-12-31م، ومناقشتها

Review and discuss the financial statements for the  
fiscal year that has ended on December 31, 2023







القوائم المالية عن العام المالي المنتهي في 31-12-2023م  
Financial statements for the fiscal year ending on 31-12-2023

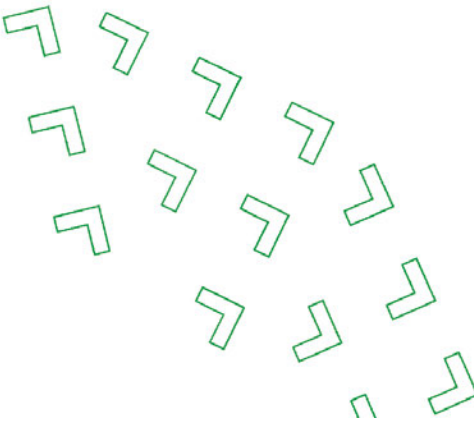
To view and read the financial statements for the fiscal year ending on 31-12-2023, please visit the following link:

للاطلاع وقراءة القوائم المالية عن العام المالي المنتهي في 31-12-2023م ، يرجى زيارة الرابط التالي:

بالإنجليزي



بالعربي





البند رقم (5) Item number

التصويت على تعديل لائحة سياسة المسؤولية الاجتماعية  
Voting on amending the Corporate Social Responsibility  
policy regulations



Current Regulation	Amended Regulation	Procedure
<p><b>Article One: Objective of the Social Responsibility Policy:</b> According to Article Eighty-Seven of the Corporate Governance Regulations issued by the Capital Market Authority on 13/02/2017, the Ordinary General Assembly, upon the proposal of the Board of Directors, shall set a policy that ensures a balance between the objectives of the company and the objectives that the society aspires to achieve, in order to develop the social and economic conditions of the community. Accordingly, the Board of Directors proposes to the General Assembly the adoption of the following policies and mechanisms aimed at defining the general framework for the social responsibility work and programs organized by the Company and determining the controls that govern it to ensure the achievement of the required objectives.</p>	<p><b>Article I: Preamble</b></p> <ol style="list-style-type: none"> <li>1- This policy has been prepared in accordance with the company's corporate governance rules, and the provisions of Article (84) of the Corporate Governance Regulations (The Ordinary General Assembly, upon the proposal of the Board of Directors, shall establish a policy that ensures a balance between its objectives and the objectives that society aspires to achieve, in order to develop the social and economic conditions of the community).</li> <li>2- This policy is subject to the provisions of the articles contained in the Companies Law and its Implementing Regulations, the Company's Articles of Association, the Capital Market Law and its Implementing Regulations.</li> <li>3- This policy aims to govern the company's business and develop a regulatory framework for social responsibility.</li> </ol>	<p>Modify the entire article</p>
<p><b>Article Two: Areas and scope of work of social responsibility:</b> The concept of social responsibility and community service occupies an advanced position and a prominent title among the company's priorities through the following areas.</p> <ol style="list-style-type: none"> <li>1. Cooperation and interaction with social bodies and organizations because social work requires a joint collective effort in which efforts are interrelated.</li> <li>2. Continuing and keenness to support the youth who are the pillar of society and carry out its responsibilities towards its members in a way that serves their interests and develops their awareness by continuing to adopt training programs for Saudi youth in cooperation with educational institutions and universities in the region and attracting competencies for the company and providing job opportunities for young people.</li> <li>3. Preserving the environment by ensuring that harmful or unfit substances are not used in the manufacturing and production processes, in order to contribute to the preservation of the environment and society.</li> <li>4. Supporting people with special needs through organizations working in this field.</li> <li>5. Supporting community programs and sectors (charities, rehabilitation and disability associations, health and environment, education sector , civil defense, etc.) for the</li> </ol>	<p><b>Article Two: The Concept of Social Responsibility</b> Corporate social responsibility expresses the company's continued commitment to act ethically and contribute to the sustainable development of society in general, and the company and employees in particular through all activities and responsibilities carried out by the company, which may affect the society or environment in which the company operates.</p> <ol style="list-style-type: none"> <li>1- All actions and activities carried out by the company must be compatible with the interests of society and sustainable development that meet current needs without compromising the ability of future generations to meet their own needs.</li> <li>2- Ethical behavior and compliance with applicable laws and regulations must be the basis on which the company relies in conducting its business activities and all its dealings.</li> </ol>	<p>The entire article has been amended and detailed in additional articles (Article No. 3 and 4 of the amended regulations) referred to as responsibility towards society and responsibility towards the environment, health and safety.</p>

Current Regulation	Amended Regulation	Procedure
<p>benefit of the individual and society.</p> <p>6. Attention to everything that contributes to supporting activities and programs and sponsoring events and occasions of value and benefit to the individual and society.</p> <p>7. Consolidating the concept of social responsibility in the region as a symbol of loyalty to the homeland and citizens.</p>		
	<p><b>Article Three: Responsibility towards Society</b></p> <ol style="list-style-type: none"> <li>1- Design the company's activities in line with the economic and cultural situation of the community, and consider the social impact of services and products.</li> <li>2- Consider sustainable development as an essential part of the company's decision-making process.</li> <li>3- Serve the community in an ethical and legal manner, and promote positive ethical behavior towards the environment, society and stakeholders.</li> <li>4- Abide by applicable laws and regulations and not engage in any form of corruption, including extortion and bribery.</li> <li>5- Respect the cultural and social differences, values and traditions of different individuals in society.</li> <li>6- Protect the human rights of workers and others affected by our activities, and ensure that our activities do not directly or indirectly violate human rights.</li> <li>7- Organize the relationship with stakeholders, understand and respond to their interests, and work to communicate with them through constructive and continuous dialogue and better understand their expectations to ensure that value is added to them through all the company's activities.</li> <li>8- Improving the quality of living conditions for workers and their families, and for society as a whole.</li> <li>9- Commitment to equal opportunities in employment and all fair labor practices, with a focus on strengthening the national workforce by attracting Emirati workers and</li> </ol>	

Current Regulation	Amended Regulation	Procedure
	<p>ensuring the continuous development of their capabilities and enabling them to grow.</p> <p>10- Establishing the concept of social responsibility in the region in which the company operates as a symbol of loyalty to the homeland and citizens.</p> <p>11- Supporting the youth who are the pillar of society and carrying out its responsibilities towards its members in a way that serves their interests and develops their awareness by continuing to adopt training programs for Saudi youth in cooperation with educational institutions and universities in the region, attracting competencies for the company and providing job opportunities for young people.</p>	
	<p>Article IV: Responsibility towards the environment, health and safety</p> <p>1- Giving high priority to environmental protection when the company carries out its activities, assessing the environmental impact of its products and services, including the effects of their disposal, ensuring that resources are not lost, and to the extent that it is practicable and reasonable, materials and goods are reused or recycled with the disposal of any residual waste that occurs in a responsible manner.</p> <p>2- Managing commercial risks in line with applicable health and safety policies, regulations, procedures and guidelines, ensuring the security and integrity of our facilities, systems and operations, which is vital to ensure safe and sustainable energy delivery.</p> <p>3- Continuous improvement in the adoption of environmentally friendly technologies, support for new technologies that have the potential to provide long-term environmental benefits, and initiatives that respect, encourage and enhance the internationally recognized environment.</p> <p>4- Create a safe and healthy work environment for workers, by continuously monitoring health and safety risks and taking the necessary measures to mitigate or reduce risks, organizing awareness and related training sessions to increase awareness of all workers in terms of health and safety, in addition to ensuring a crisis and emergency management mechanism.</p> <p>5- Raising awareness and promoting awareness and education campaigns for</p>	

Current Regulation	Amended Regulation	Procedure
	<p>employees and the public on the concepts of environment, health and safety.</p> <p><b>Article Five: Social Responsibility Programs</b></p> <p>1- The company's strategy in defining social work initiatives and programs is based on:</p> <ul style="list-style-type: none"> <li>A- Initiatives and programs that are consistent with the company's goals and strategies, and ensure economic and social gains for both the company and the community.</li> <li>B- Initiatives and programs with a methodology that promotes sustainability and prevents dependence on others.</li> <li>C- Initiatives and programs aimed at developing long-term and mutually beneficial partnerships with our community.</li> </ul> <p>2- The company's social work areas include but are not limited to the following:</p> <ul style="list-style-type: none"> <li>A. Support, care and donations, including (providing support, care and donations in cash or in kind, such as sponsoring programs provided by government agencies concerned with the environment and innate protection, or supporting programs related to the rehabilitation of people with special needs, supporting emerging and small businesses and opening new horizons to serve communities.... etc.)</li> <li>B. Volunteer work, including (motivating workers to participate in volunteer work adopted by a number of bodies, such as participating in cleaning the desert and marine environment and various other fields .... etc.)</li> <li>C. Contributions to the environment, health and safety, especially with regard to the company's business and activities such as rationalizing energy consumption, using smart technologies in business, reducing waste and environmental pollution, combating smoking.... etc.)</li> <li>D. Education and training, including (providing educational and training programs to develop and qualify workers and target communities).</li> <li>E. Awareness, education and awareness campaigns for workers and the community.</li> </ul>	<p>New article</p>
<p>Article Three: Controls Governing Social Responsibility:</p>	<p>Article Six: Policy Implementation Responsibilities</p>	<p>The entire article has been modified</p>

Current Regulation	Amended Regulation	Procedure
<ol style="list-style-type: none"> <li>1- The entity requesting support must be a non-profit organization with a legal personality licensed by the Ministry of Labor and Social Development.</li> <li>2- The entity requesting support must have an account and have a clear headquarters and address.</li> <li>3- The required support should not exceed the annual amount allocated by the company for social responsibility in its annual budget.</li> <li>4- Availability of technical and administrative capabilities to implement the program provided by the requesting party.</li> <li>5- Authorize the CEO to understand with social organizations and determine the most appropriate to provide support to them.</li> </ol>	<ol style="list-style-type: none"> <li>1- The Board shall allocate an annual budget for the company's sustainability and social responsibility programs - based on a proposal from the executive management - in accordance with the annual work plan before the beginning of each calendar year.</li> <li>2- The budget allocated to social responsibility programs should be consistent with the size of the company and the nature of the activities and profits achieved by the company.</li> <li>3- The executive management is responsible for identifying and implementing sustainability and social responsibility initiatives and programs in accordance with the company's strategy and policy, preparing the annual report for this and submitting it to the Board of Directors for approval and publication.</li> <li>4- When providing support, sponsorship and donations to other parties, the company must take into account that these non-profit entities have a legal personality licensed legally within the Kingdom, and verify what is supported and the possibility of implementing it and that it has a positive return on the community and its members.</li> <li>5- The company shall compare and measure its social responsibility performance with the performance of other entities whether in the same industry, in similar activities or at the level of the market as a whole, and the results of this should be used in comparison to develop and strengthen the social responsibility programs developed by the company, in order to achieve continuous improvements.</li> <li>6- The company's achievement in the field of social responsibility is one of the positive indicators of the company's overall performance.</li> </ol>	
<p><b>Article Four: Accreditation by the Association:</b> This policy shall be approved by the General Assembly and shall be effective from the date of its adoption and shall be subject to periodic review by the Company's management as needed.</p>	<p><b>Article VII: Final Provisions</b></p> <ol style="list-style-type: none"> <li>1- The policy is subject to annual review as part of the company's governance review or when new instructions or regulations are issued by the competent authorities, and this regulation is complementary to the company's articles of association and corporate governance rules.</li> <li>2- The provisions of this policy shall be effective and complied with by the company as of</li> </ol>	<p>The entire article has been modified</p>

Current Regulation	Amended Regulation	Procedure
	<p>the date of its approval by the ordinary general assembly and shall be published on the company's website to enable shareholders, the public and stakeholders to view it. The contents of this policy shall be amended – as needed – based on the proposal of the Board, provided that the amendment shall be submitted to the Ordinary General Assembly at its earliest meeting for adoption.</p> <p>3- These Regulations belong to the Company, and it is prohibited to reproduce or disclose them in whole or in part without the written permission of the Company.</p>	

This list exists in two versions, one in Arabic and the other in English, and in case of any discrepancies, the Arabic version is considered the authoritative one.





البند رقم (6) Item number

التصويت على لائحة سياسات ومعايير الأعمال المنافسة

Voting on the Competition Policies and Standards regulations



جازادكو  
JAZADCO



policies  
and competing business standards



the page

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2	Policy information, archiving and documentation
3	Definitions and terms used
5	Article I: Preamble
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5	Article Three: Evaluation of the Competition Works of the Company's Business
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6	Article Five: Company Competition Controls
7	Article Six: Refusal of License to Participate in Competing Works of the Company
7	Article Seven: Participation in competing business of the company without a license
7	Article VIII: Final Provisions

### Policy, documentation and preservation information:

Modifications to this policy must be numbered and dated using the following record and signed at each update.

Summary of the amendments:

Nature of the amendment	Version Number

Preparing, reviewing and approving amendments:

Version Number	Date	Prepared by	Reviewed by	Date and decision of accreditation

Conservatory:

Entity	Reviews

Rely:

Secretary of the Council	Chairman of the Council

## Definitions and terms used:

The following words and expressions shall have the meanings assigned to each of them, unless the context otherwise requires:

Word/phrase	Definition
<b>Politics</b>	Competing Business Policies and Standards
<b>company</b>	Jazan Development and Investment Company (JAZADCO)
<b>Kingdom</b>	Saudi Arabia
<b>The Ministry</b>	Ministry of Commerce.
<b>Authority</b>	Capital Market Authority.
<b>Companies Law</b>	Companies Law, promulgated by Royal Decree No. (M/132) dated 01/12/1443H.
<b>Capital Market Law</b>	Capital Market Law promulgated by Royal Decree No. (M/30) dated 8/6/1424H
<b>Statute</b>	Articles of Association of the company.
<b>Corporate Governance Regulations</b>	Joint Stock Companies Governance Regulations issued by the Board of the Capital Market Authority
<b>Association</b>	An assembly formed from the company's shareholders in accordance with the provisions of the Companies Law and the Company's Articles of Association.
<b>council</b>	Board of Directors of Jazan Development and Investment Company (JAZADCO).
<b>Committees/Committee</b>	Committees emanating from the Council or formed by it or by the Association
<b>Executive Member</b>	A full-time board member of the company's executive management, and participates in its daily business.
<b>Non-Executive Member</b>	A part-time board member of the company's executive management, and does not participate in its day-to-day business.
<b>Independent Member</b>	A non-executive board member who enjoys full independence in his position and decisions, and none of the symptoms of independence stipulated in Article (19) of the Corporate Governance Regulations apply to him.
<b>Executive management or senior executives</b>	People entrusted with managing the company's day-to-day operations, proposing and implementing strategic decisions, such as the CEO, his deputies and the Chief Financial Officer.
<b>Stakeholders</b>	Anyone who has an interest with the company, such as employees, creditors,

Word/phrase	Definition
	customers, suppliers, and society.
<b>Relatives or kinship</b>	<ul style="list-style-type: none"> <li>- Fathers, mothers, grandparents, even if higher.</li> <li>- Children, and their children, even if they descend.</li> <li>- Brothers and sisters, siblings, father, or mother.</li> <li>- Husbands and wives.</li> </ul>
<b>Related Parties</b>	<ol style="list-style-type: none"> <li>1. Affiliate the company except for companies wholly owned by the company.</li> <li>2. Major shareholders of the company.</li> <li>3. Members of the Board of Directors and senior executives of the company.</li> <li>4. Members of the Board of Directors of the company's affiliates.</li> <li>5. Members of the Board of Directors and senior executives of the major shareholders of the Company.</li> <li>6. Any relatives of the persons referred to in paragraphs (1), (2), (3) or (5) above.</li> <li>7. Any other company or establishment controlled by any person referred to in paragraphs (1), (2), (3), (5) or (6) above.</li> </ol> <p>For the purposes of paragraph (6) of this definition, relatives mean father, mother, husband, wife and children.</p>
<b>The Collection</b>	In relation to a person, you mean that person and each of his subordinates.
<b>minion</b>	A person who controls another person, or is controlled by that other person, or shares with him being controlled by a third person. In any of the foregoing, control is direct or indirect.
<b>Share control</b>	The ability to influence the actions or decisions of another person, directly or indirectly, individually or in community with a relative or follower, by owning 50% or more of the voting rights in the company, or the right to appoint 50% or more of the directors or senior executives.
<b>day</b>	A calendar day, whether it is a business day or not.

All terms not defined in this Policy shall have the same meaning as those used in the Corporate Governance Rules and the Corporate Governance Regulations, unless the context otherwise requires.

## Article I: Preamble

- 1- These policies and standards have been prepared in accordance with the Company's corporate governance rules, and the provisions of paragraph (3) of Article (44) of the Corporate Governance Regulations: (The Board of Directors shall inform the Ordinary General Assembly when it convenes of the competing business carried out by the Board member or one of its committees, after the Board of Directors verifies that the Board member or one of its committees competes with the Company's business or competition. In one of the branches of the activity that it carries out in accordance with standards issued by the general assembly of the company - based on the proposal of the board of directors - and published on the company's website, provided that these works are verified on an annual basis)
- 2- These policies and standards are subject to the provisions of the articles contained in the Companies Law and its Implementing Regulations, the Company's Articles of Association, the Capital Market Law and its Implementing Regulations.
- 3- These policies and standards aim to lay the foundations and rules that regulate the competing business of the members of the Board and the committees in a manner that does not conflict with the interests and objectives of the company.

## Article II: The concept of competition business

The concept of participation in any business that would compete with the company or its competition in one of the branches of the activity it carries out and specified in Article (3) of the company's articles of association includes the following:

- 1- A member establishes a company or sole proprietorship, or owns an impressive percentage of shares or shares in a company or other establishment engaged in an activity of the type of activity of the company or its group.
- 2- Accepting membership in the board of directors of a competing company of the company or its group, or assuming the management of a competing sole proprietorship or a competing company in any form, except for the company's subsidiaries.
- 3- The member's obtaining a commercial agency or the like, whether apparent or hidden, for another company or establishment competing with the company or its group.
- 4- The member provides advice or guidance to any company or person working for a company or establishment that conducts business competing with the business of the company or its group.
- 5- The Member uses his knowledge or influence on any of the Company's customers, group, suppliers or consultants for the benefit of any company or person working for a company or a competing enterprise of the Company.

### Article Three: Evaluation of the Company's Competing Business

- 1- When evaluating the member's competition for the Company's business, the Board shall take into account the following:
  - I- The volume of competing businesses and their impact on the company's business and the ability to manage conflicts of interest arising from them.
  - II- The geographical scope of the competing business of the company's business.
  - III- Assess whether the information he will receive as a member of the Board or one of its committees may affect his decisions regarding the Company's competing business.
- 2- The Board may set other additional criteria to assist it in evaluating the competition of a Board member or one of its committees for the Company's business in a manner that does not conflict with the regulations and instructions issued by the regulatory authorities.

### Article Four: Duties of a member of the Council or Committee

- 1- The member shall disclose any information requested by the Board for the purpose of verifying and evaluating competing works.



- 2- The member shall exercise his duties with honesty and integrity, put the interests of the company ahead of his personal interest, and shall not exploit his position to achieve private interests.
- 3- The member shall maintain the confidentiality of the information he has access to as a member of the Council, and not disclose it to anyone.
- 4- The member shall not exploit or benefit, directly or indirectly, from any assets of the company, its information, or investment opportunities offered to him as a member of the Board of Directors or one of its committees, or offered to the company, including investment opportunities that fall within the company's activities or that the company wishes to benefit from, and applies to the member. Who resigns in order to exploit the investment opportunities directly or indirectly that the company wishes to benefit from and which he became aware of during his membership of the Board.

### Article Five: Company Competition Controls

- 1- A member may not participate in a business that would compete with the company or compete with it in one of the branches of the activity it is engaged in, unless he obtains a license from the ordinary general assembly that allows him to do so, in accordance with the following procedures:
  - I- Inform the Board of Directors fully and immediately of its direct or indirect participation in any business that would compete with the Company, or of its competition, directly or indirectly, in one of the branches of activity practiced by the Company, in accordance with the provisions of the Companies Law, the Capital Market Law and its Implementing Regulations, provided that such notification is recorded in the minutes of the Board of Directors' meeting.
  - II- The stakeholder member does not participate in voting on the resolution issued in this regard by the Board of Directors and the Shareholders' Assembly.
  - III- The Chairman of the Council shall inform the Ordinary General Assembly when it convenes of the competing business carried out by the member of the Council.
  - IV- Obtaining a license from the general assembly of the company that allows the member to practice competing business.
- 2- The Board shall verify these works on an annual basis, and may request any detailed data or clarifications from the member to enable it to carry out the necessary verification procedures.
- 3- The Ordinary General Assembly has the right to delegate the validity of the license mentioned in paragraph (1) of this Article to the Board of Directors, provided that the resolution of the General Assembly specifies the competing works and activities that the Board may license during the period of authorization, and the period of delegation

shall be a maximum of one year from the date of approval of the Ordinary General Assembly on the authorization or until the end of the session of the delegated Board, whichever is earlier, and any of the members of the Board is prohibited from voting on the two items of authorization and cancellation of the authorization in the Assembly. Ordinary public.

### Article Six: Refusal of License to Participate in Competing Works of the Company

Upon refusal of the ordinary general assembly to grant him a license, a member shall participate in a business that would compete with the company or compete with it in one of the branches of the activity in which it is engaging, submit his resignation within a period determined by the general assembly or the authorized board of directors (where applicable), otherwise his membership shall be considered terminated, or he shall refrain from competing with the company or regularize his situation in accordance with the Companies Law and its implementing regulations before the expiry of the period specified by the general assembly.

### Article Seven: Participation in competing business of the company without a license

The participation of a member in any business that would compete with the company or compete with it in one of the branches of the activity it carries out without a license from the ordinary general assembly or his failure to disclose this in accordance with the Law shall result in the right of the company to claim appropriate compensation before the competent judicial authority.

### Article VIII: Final Provisions

- 1- The policy is subject to annual review as part of the company's governance review or when new instructions or regulations are issued by the competent authorities, and this regulation is complementary to the company's articles of association and corporate governance rules.
- 2- The provisions of this policy shall be effective and complied with by the Company as of the date of its approval by the Ordinary General Assembly and shall be published on the Company's website to enable shareholders, the public and stakeholders to view it. The contents of this policy shall be amended – as needed – upon a proposal from the Board, provided that the amendment shall be submitted to the Ordinary General Assembly at its earliest meeting for approval.
- 3- These Regulations belong to the Company, and it is prohibited to reproduce or disclose them in whole or in part without the written permission of the Company.

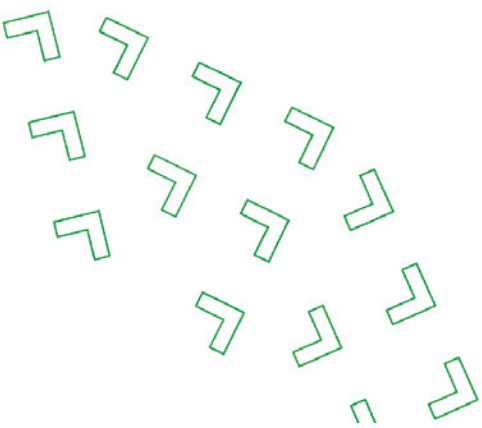
**This document is prepared in two versions, one in Arabic and one in English, and the Arabic version is considered the authoritative version in case of any discrepancies.**



البند رقم (8) Item number

التصويت على قرار مجلس الإدارة بتعيين الدكتور / عبد الله بن علي الدبيخي عضوا غير تنفيذي بمجلس الإدارة ابتداء من تاريخ تعيينه في 03-01-2024م لإكمال دورة المجلس حتى تاريخ انتهاء الدورة الحالية في 12-04-2025م خلفا للعضو السابق الأستاذة / بدور بنت ناصر الرشودي - غير تنفيذي

Voting on the decision of the Board of Directors to appoint Dr. Abdullah bin Ali Al-Dubaikhi as a non-executive member of the Board of Directors, starting from his appointment date on January 3, 2024, to complete the Board's term until the end of the current term on April 12, 2025, replacing the former member Ms. Badour Nasser Al-Rashoudi - non-executive



Sample No. (1) CV

1. Personal data of the nominated member						
Full Name	Abdullah Ali Abdullah Aldubaikhi					
Nationality	Saudi	Date of birth	19-12-1960			
2. Qualifications of the nominated member						
M	Fully qualified	Specialization	Date of	Donor Name		
1	Bachelor	Electrical Engineering	1987	King Fahd University of Petroleum and Minerals - Saudi Arabia		
2	Master	Business Administration	2011	University of Oxford - UK		
3	Doctor	Business Administration	2022	Bocconi University - Italy		
3. Work Experience of the nominated member						
Period	Areas of Expertise					
2022 till now	Chief Executive Officer – Al-Aqtar Real Estate Development Company					
2022 till now	Advisor at the Ministry of Investment					
2018 to 2022	Chief Executive Officer – Bahri					
2012 to 2017	CEO – SALIC (Saudi Agricultural and Animal Production Investment Company)					
2006 to 2011	Chief Executive Officer – Afuwaf Investment Company					
4. Current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company,						
M	Company Name	Main activity	Status of members hip in the	Appointment method	Name of the Committee of which it is a member	Legal form of the company
1	Mulkia Investment Company	Investment Management and Fund Operation, Securities Arrangement	independent	Nominated by a shareholder	Member of the Investment Committee-Chairman of the audit committee	Listed contribution (growth)
2	Matarat Holding Company	Airport Management and Operation	independent	Nominated by a shareholder	Chairman of the Audit Committee and Member of the	Locked contribution
3	Abu Dhabi Maritime Academy	Development of complete coastal zone management	independent	Nominated by a shareholder	Member of the Audit Committee	Locked contribution

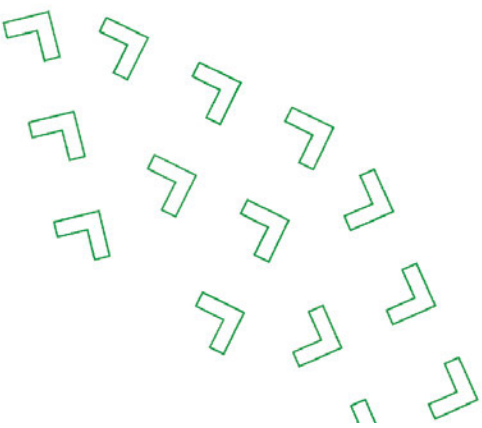
4	Qassim Municipality Investment Company	Investment activity in the municipal sector in Qassim region and the establishment of development projects in the company with the private sector	independent	Appointed by a shareholder with the right of appointment under the Company's Articles of Association	There isn't any	Locked contribution
5	Sulaiman Al Rajhi Company	Holding Company	independent	Appointed by a shareholder with the right of appointment under the Company's Articles of Association	There isn't any	Locked contribution
6	Naqua Company	Aquaculture	Non-Executive	Appointed by a shareholder with the right of appointment under the Company's Articles of Association	Chairman of the Audit Committee	Locked contribution
7	Sae Logistics Services Company	Logistics Services	independent	Shareholder Nominated	There isn't any	Locked contribution
8	Red Sea Farmers Cooperative Society (Tamala)	Agricultural Services	independent	Nominee as a shareholder	There isn't any	Limited liability



البند رقم (9) Item number

التصويت على قرار مجلس الإدارة بتعيين الأستاذ / إبراهيم بن عبد الله الجاسر عضواً مستقلاً بمجلس الإدارة ابتداءً من تاريخ تعيينه في 03-01-2024م لإكمال دورة المجلس حتى تاريخ انتهاء الدورة الحالية في 12-04-2025م خلفاً للعضو السابق الأستاذ / محمد بن عبد الله الخطاف - مستقل

Voting on the decision of the Board of Directors to appoint Mr. Ibrahim bin Abdullah Al-Jasser as an independent member of the Board of Directors, starting from his appointment date on January 3, 2024, to complete the Board's term until the end of the current term on April 12, 2025, replacing the former member Mr. Mohammed bin Abdullah Al-Khattaf - independent



Sample No. (1) CV

1. Personal data of the nominated member						
Full Name	Ibrahim Abdullah Ibrahim Aljassir					
Nationality	Saudi	Date of birth	26-10-1970			
2. Qualifications of the nominated member						
M	Qualification	Specialization	Date	Donor Name		
1	Bachelor	Accounting	1994	King Fahd University of Petroleum and Minerals - KSA		
2	Other Studies	Government Accounting, Auditing and Taxation	1995	University of Alabama - USA		
3. Work Experience of the nominated member						
Period		Areas of Expertise				
October 2018 until now		Chief Financial Officer - National Water Company				
December 2016 to September 2018		Group Chief Financial Officer - Saudi Telecom Channels Group				
July 2011 to December 2016		Group Chief Financial Officer - Al Hoshan Group				
April 2009 to July 2011		Chief Financial Officer - Saudi Logistics Company				
December 2007 to March 2009		Group Chief Financial Officer - Abdullah Fouad Holding Company				
4. Current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company,						
M	Company Name	Main activity	Status of membership in the boards of directors	Appointment method	Name of the Committee of which it is a member	Legal form of the company
1	Dammam Airports Company	Airlines and Aviation	No applicable	Appointed by a shareholder with the right of appointment according to the company's bylaws.	Audit Committee Chairman	Closed Joint Stock Company
2	Tashee Finance Company	Financial Services and Financing	No applicable	Appointed by a shareholder with the right of appointment according to the company's bylaws.	Audit Committee Member	Closed Joint Stock Company
3	Global Digital Solutions Company	Digital Financial Services	No applicable	Appointed by a shareholder with the right of appointment according to the company's bylaws.	Audit Committee Chairman	Closed Joint Stock Company
4	Leader Investment Company	Real Estate Development	Independent Member	Nominated by Shareholder	Audit Committee Member	Closed Joint Stock Company
5	Naseej Technology Company	Digital Transformation Solutions	No applicable	Nominated by Shareholder	Audit Committee Member	Listed Company (Nomu)

6	Al Jeri Investment	Investment, transportation, logistics and Petroleum Services	Independent Member	Appointed by a shareholder with the right of appointment according to	Audit Committee Chairman	Closed Joint Stock Company
7	SHL Financing Company	Real Estate Financing and Small and Medium Enterprise Activity	Independent Member	Nominated by Shareholder	Audit Committee Member	Listed Company (Main)

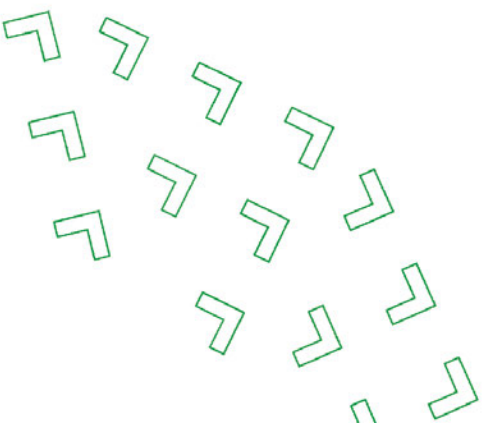




البند رقم (10) Item number

التصويت على قرار مجلس الإدارة بتعيين الأستاذ / سلطان بن عبد الله الشلاش عضواً مستقلاً بمجلس الإدارة ابتداءً من تاريخ تعيينه في 2024-01-07م لإكمال دورة المجلس حتى تاريخ انتهاء الدورة الحالية في 2025-04-12م خلفاً للعضو السابق المهندس / ماجد بن عبد الله العيسى - مستقل

**Voting on the decision of the Board of Directors to appoint Mr. Sultan bin Abdullah Al-Shalash as an independent member of the Board of Directors, starting from his appointment date on January 7, 2024, to complete the Board's term until the end of the current term on April 12, 2025, replacing the former member (Engineer Majid bin Abdullah Al-Issa - independent)**



Sample No. (1) CV

1. Personal data of the nominated member						
Full Name	<b>Sultan Abdullah Shalash alShalash</b>					
Nationality	saudi	Date of birth	29-06-1986			
2. Qualifications of the nominated member						
No.	Fully qualified	Speci	Date of	Donor Name		
1	bachelor	International business management	2012	The American University in London Britain		
3. Work Experience of the nominated member						
Period		Areas of Expertise				
2018 until now		<b>Chairman of the Board - Alaqtar Real Estate Development Company</b>				
2017 to 2020		<b>Founder and CEO - best offer company</b>				
2012 to 2018		<b>Advisor to the Chairman of the Board - thimar alarabiya company</b>				
2000 to 2008		<b>Financial Management - Manazel Construction and Development Company</b>				
4. Current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company,						
No.	Company Name	Main activity	Status of membership in the boards of directors	Appointment method	Name of the Committee of which it is a member	Legal form of the company
1	<b>Alaqtar Real Estate Development Company</b>	Real Estate Development	Chairperson of the Board executive	Shareholder candidate	Executive Committee- Investment Committee	Limited liability