



Attachment related to the first agenda item

**The Board of Directors' Report
For the fiscal year ending on 31/12/2021**



Aseer Trading,
Tourism, Manufacturing, Agriculture,
Real Estate, and Contracting Business Co.

Board of Directors Report

For the fiscal year 2021

Kingdom of Saudi Arabia

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M/S shareholders of the Aseer Company**For Trading, Tourism, Industry, Agriculture, Real Estate and Contracting Business****Honorable Sirs****May the Peace, Mercy and Blessings of God be upon you,**

The Board of Directors of Aseer Trading, Tourism, Manufacturing, Agriculture, Real Estate and Contracting Business Co., “the Company”, is pleased to present to you the annual report of the Board of Directors for the year 2021. This report reviews the company's general position and financial performance during the fiscal year, in addition to the company's future directions, key strategies, and factors affecting its operations.

Company Overview:

Aseer Trading, Tourism, Manufacturing, Agriculture, Real Estate and Contracting Business Co. is a Saudi joint-stock company, listed on the stock market in the Kingdom of Saudi Arabia under the number 4080, within the investment and finance sector.

The company was established as per the Royal Decree No. R/78 on 7/11/1395 AH, corresponding to 11/11/1975 G, and initiated its business after the announcement of its incorporation and the issuance of its commercial register under No. 5850000276 on 01/15/1397 AH, corresponding to 01/05/1977 G. Its head office is located in Abha and carries out its operations from its office in Riyadh. Since its incorporation, the company has gone through various stages of development, and the nature of its business has changed from being a company that engages in multiple operations and activities to an investment holding company with a capital of 1,263,888,890 Saudi riyals, and the number of its issued shares amounts to 126,388,889 shares with a nominal value of 10 riyals per one share, fully paid, as at the end of the year 2021 G, with no change compared to the year 2020 G.

The Company's Financial Year:

According to the company's Articles of Association, the fiscal year begins on the first of January and ends at the end of December of each year according to the Gregorian calendar.

Company auditor:

The company's accounts were audited by M/s. Dr. Mohamed Al-Amri & Co. BDO, based on the decision of the fiftieth Ordinary General meeting held on 05/30/2021 G appointing them as an auditor of the company, to examine, review and audit the financial statements for the second, third, and annual quarters of the fiscal year 2021 G, and the first quarter of the fiscal year 2022 G.

Internal Audit:

M/s. Baker Tilly MKM & Co. Chartered Accountants took over the internal audit functions and work and the evaluation of the company's internal control system during the fiscal year 2021 G.

Zakat advisor:

The company's zakat advisory is undertaken by M/s. PricewaterhouseCoopers.

The company's general position during the fiscal year 2021 G:

The losses incurred by the company during the year, amounting to 63.5 million riyals, was mainly due to the losses incurred by the associate company Alessa Industrial by about 60.4 million riyals, as the associate company was forced to make large financial provisions mainly due to bad debts for previous years, which was reflected in its annual results during this year, while the company's overall performance has improved as a result of the increase in profit from sales of its subsidiaries in the food industry sector amounting to 486.1 million riyals during this year, compared to 451 million riyals in the previous year, an increase of 7.4%, and the company has achieved a growth in sales during the year amounting to 1.7 billion riyals, compared to 1.6 billion riyals in the previous year, an increase of about 141 million riyals, reflecting an increase of 9%.

It is worth noting that its subsidiary Al Rabie Saudi Food Co., which operates mainly in the juice sector, has substantially improved its performance during the year 2021 G, after it suffered a severe setback during the previous year due to the application of the excise tax and the negative impact caused by precautionary measures of the (Covid-9) pandemic.

On the other hand, the company continues to implement the general strategy it adopted at the end of the previous year by setting strategic goals, as will be mentioned hereinafter. The company hopes that 2022 G will be the beginning of a major shift in the company's performance and a positive reflection of its subsidiaries, especially in the food sector. Besides, it's expected that the associate company, Alessa Industries, will be improved during 2022 G, especially since most of its losses during the year were due to provisions for bad debts that negatively affected its cash flow and its ability to increase its commercial sales.

The company is working on restructuring the investment portfolio by evaluating and distributing its investments in the strategic sectors with a view to raising the efficiency of the performance of its investment assets through its strategic directions by improving the returns of certain investments, selling other investments with low-return that cannot be developed or grown, and exiting from investments that do not fall within the specific strategic sectors or those that may be associated with high risks, in order to generate cash in-flows. This would enable Aseer to enter into new viable investments with a view of achieving better returns on its investments and enhancing growth opportunities, and it is expected that this will have a positive impact on the book value of the share and the performance of its market value, accordingly, increasing the market value of the company.

The company believes that its growth and development will reflect positively on maximizing the interests of shareholders and other stakeholders, including employees, creditors, customers and suppliers, and enabling it to play an effective role towards society as a whole.

According to the business strategy contained in this report, the company is looking forward to achieving better results in the coming years in order to enhance its financial standing and financial position in a manner that achieves continuous growth rates.

The company's vision, mission and business strategy:

Given the constantly active nature of the business environment, the company needs to reconsider its strategy periodically to maintain its capabilities, raise performance efficiency, and explore new investment opportunities for growth and profitability; accordingly, the company has developed its strategic plan in order to be able to deal with the existing challenges

and to take advantage of potential opportunities, which play a vital role and should be of a continuing nature so as to enable the company to adapt to the changing business environment and to get out of the deadlock.

Strategic direction:

The company operates as an investment holding company with a strategic long-term and sustainable structure, and for this purpose, it adopts the active supervision method in managing its investments through strategic support and financial supervision.

The company believes in the importance of the companies in which it invests in, enjoying a high degree of independence in managing their operations as independent companies and must have professional management. Therefore, the company plays its role strategically by activating and developing the governance system and applying the best practices in this regard. The company is also concerned with searching for and launching of distinct and carefully studied investment opportunities and implementing them efficiently in order for the investment portfolio to grow steadily; therefore, the company provides these valuable investments to individuals and institutions through the financial market.

The company also understands the shareholders' needs in growing capital while achieving regular returns at a balanced risk level. Therefore, it seeks to preserve its value in the time of economic crises as much as possible, while taking into account, in achieving this, its mission that aims at the development and prosperity of the community through responsible investment, social development, and compliance with the legal aspects while facilitating participation in owning investment opportunities through specific partnerships and the stock market; thus, we articulated our mission, vision, and values to reflect the direction in which the company has been established since its inception.

Mission:

"We seek to rehabilitate the land and the prosperity of its communities by developing sustainable investments and facilitating participation in them."

Vision:

"Pioneers in launching and leading valuable investment opportunities."

Values:

- **Initiative:** We drive initiatives with a long-term orientation and empower our team to take charge.
- **Reliability:** We strive with the highest degree of responsibility to achieve the ambitions of our partners and stakeholders with the best quality practices.
- **Integrity:** We comply with regulations and legislation and adhere to the highest standards of governance and transparency.
- **Vitality:** We learn with passion, draw inspiration from experiences, stimulate innovation, and constantly develop for a promising future.
- **Perseverance:** We overcome difficulties, aspire to grow, and turn challenges into successes.

Balanced performance axis:

To achieve balanced performance, the company implements its strategy through four axis:

- Maximizing the value of equity by achieving sustainable profitable growth and controlling operating costs.
- Building a distinguished reputation/brand that obtains the confidence of investors for its sustainable returns and positive impact in society, with the formation of a balanced investment portfolio that is constantly improving/evolving, and enjoying leadership in the investment market/world.

- Giving the investments the independence necessary to efficiently manage their operation while applying the best practices of governance and risk management and encouraging them for strategic mutual cooperation, in parallel with creating an organized work environment that is committed to procedures, regulations, and policies, and is characterized by transparency, flexibility, and is technically supported to achieve efficiency and effectiveness.
- Attracting talented competencies to form a professional, empowered, and dynamic team, adhering to the corporate identity within an attractive work environment and a value-based corporate culture.

Strategic initiatives:

The company is working on finalizing a number of strategic initiatives, following a precise project management system to achieve the set strategy and measure the efficiency of performance on a regular basis, where it's being monitored, as well as its completion rates on a monthly basis, and the company has completed more than 15 initiatives during 2021 G, and some of the most important of these initiatives are:

- Searching for promising investment opportunities and studying them carefully.
- Working with subsidiaries and associates to develop their strategies and operations.
- Exiting investments that have expired or are not viable.
- Applying best practices in governance, compliance, and risk management.
- Updating and developing all operational policies and procedures.
- Raising the efficiency of the recruitment, training, and performance measurement system.
- Creating an institutional work environment based on values.

Business strategy:

The company is working to achieve its mission through a strategy of diversifying its investments in different sectors and industries, with a focus on defense sectors, whose growth is linked to increased consumer demand and is low-risk, as identified in the following vital sectors:

- Consumer goods sector
- Healthcare sector
- Education sector
- Logistics sector

The company is working to restore the balance of its investment portfolio and move to new sectors by evaluating its existing investments in these sectors with a comprehensive review of the dynamics of the local and regional economic environment with the aim of finding and exploiting possible opportunities in the specific strategic sectors and the new investment opportunities that may emerge from them and distributing its investment portfolio in order to achieve growth in its revenues in line with maximizing the value of the company and the interests of its shareholders.

This strategy aims to achieve a balanced mix of risks that leads to increased investment returns for its shareholders, especially that the company enjoys competitive advantages that enable it to enhance its business and meet the potential risks that it may face, and the most important of which are:

- Distributing its investments in economically promising strategic sectors.
- The ability to develop and improve the performance of its investments.
- Recycle its investments and enter into new and viable investment opportunities.

This strategy and competitive advantages, along with the accumulated experience of its Board of Directors and Executive Management, enhance the company's opportunities and future capabilities to achieve a quantum and quantitative leap in its performance, growth of its returns, and cash flow through the performance of subsidiaries and

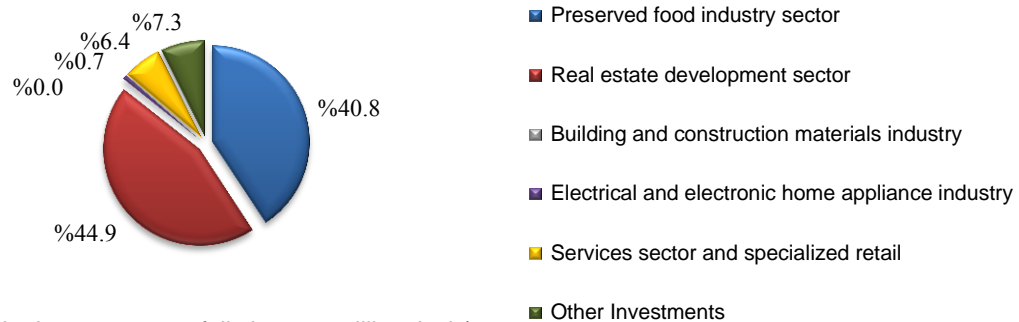
associates, and other investment income resulting from its returns from dividends and capital gains realized from the sale of any of its available-for-sale investments, in addition to the periodic evaluation of the fair values of its available-for-sale, traded and non-traded investments, and investment funds.

The company's main operations and business sectors:

The company's main operations:

The company's operations are focused on managing a diversified investment portfolio in the existing sectors by raising the efficiency of investment performance, developing the value of the investment portfolio, and enhancing its growth opportunities, in addition to rotating some investments and rebalancing the investment portfolio by selling, to achieve capital gains that are reflected in the results of its business and achieving cash flows that enhance the company's position and opportunities to entering into viable alternative investments and achieving its investment objectives in the new vital sectors, and the company may resort to borrowing to finance equity and strengthen its capital structure whenever the need arises, to acquire feasible investment opportunities.

The figure below shows the relative distribution of the volume of investments based on sectors as at the end of the fiscal year 2021 G.

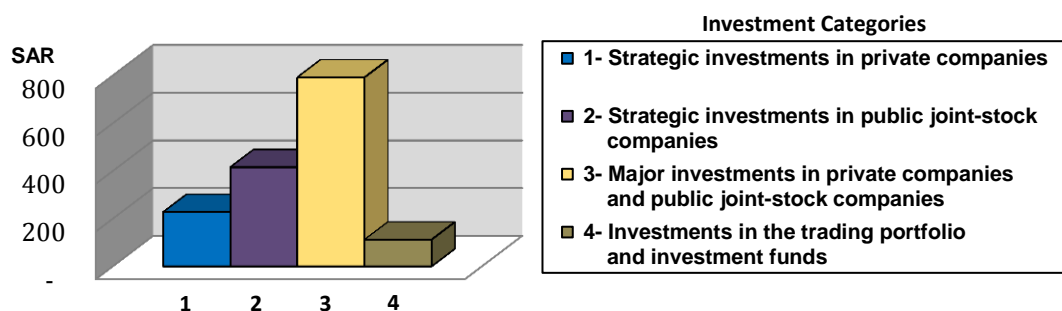


(Value of the investment portfolio is 1546 million riyals)

The company classifies the ownership of its investments in the existing sectors into four basic investment categories, according to the nature and type of each investment, as follows:

- 1- Strategic investments in private companies.
- 2- Strategic investments in public joint-stock companies.
- 3- Major investments in private companies and public joint-stock companies.
- 4- Investments in the traded share portfolio and investment funds.

The figure below shows the distribution of investments according to the classification of investment categories as at the end of the fiscal year 2021 G:



Business sectors:

The company operates during the year 2021 G through two main business sectors: the investment sector and the industrial sector.

**Investment sector:**

The company operates in the investment sector through a group of wholly-owned special purpose companies, and its direct investments in private companies and public joint-stock companies whose activities are concentrated in the existing sectors of the company and in which its ownership is less than 50% of its capital, in addition to its investments in various securities in the traded stocks of companies listed on the Saudi market and investment funds, except for its industrial investments in private companies and public joint-stock companies that it controls and consolidates its financial statements with, which fall under the industry sector.

Industrial sector:

The company exercises its activity in the industrial sector through its investments in a group of private and public joint-stock subsidiary companies that it owns by at least 50% and consolidates its financial statements with, in accordance with international standards approved in the Kingdom of Saudi Arabia, and its activity in this sector is concentrated in the fields of the preserved food industry, besides the textile and garment industry.

The table below shows the distribution of the company's activities to the business sectors that constitute the company's main operations, the impact of each sector on the company's business volume, its contribution to the results during the fiscal year 2021 G, and its comparison with the year 2020 G:

Year	Statement (in million riyals)	Investment sector	Industrial sector	Total
2021	Total assets	1185	1862	3047
	Total liabilities and non-controlling interest	393	1253	1646
	Net sales and investment income	(47)	1711	1665
	Gross profit	(47)	486	439
	Consumptions	2	103	105
	Property, plant, equipment and projects in progress	4	867	871
	Capital expenditures	1	27	28
2020	Total assets	1125	1843	2968
	Total liabilities and non-controlling interest	372	1215	1587
	Net sales and investment income	(1)	1570	1569
	Gross profit	(1)	451	450
	Consumptions	1	108	109
	Property, plant, equipment and projects in progress	4	942	946
	Capital expenditures	2	41	43

The company's assets, as well as the main markets for the company's activities and its subsidiaries, are concentrated in the Kingdom of Saudi Arabia, except for the activity of Halwani Brothers (Egypt), whose activity is concentrated in the Arab Republic of

Egypt, and it's a subsidiary of Halwani Brothers Company, a subsidiary of Aseer Arabian Industrial Investment Ltd., wholly owned by the company.

Geographical Analysis of Total Consolidated Revenue:

The total consolidated revenues of the company consist of the total revenues of sales in the industrial sector and the revenues of the investment sector, which constitute the main operations of the company.

Total sales revenue during the year amounted to 1711 million riyals, compared to 1570 million riyals in the previous year, an increase of 9%, while the company made losses in the investment sector during the year amounting to 47 million riyals, compared to losses of one million riyals in the previous year, due to losses incurred from the results of the associate company with an amount of 60.4 million riyals during the year, resulting from large financial provisions for bad debts for years.

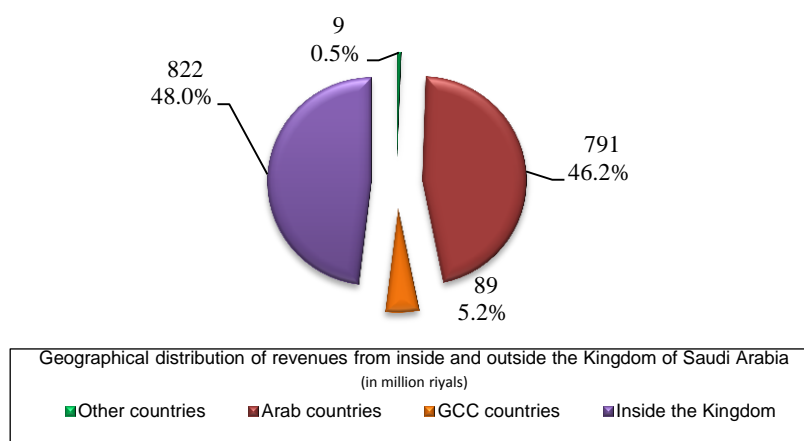
The geographical distribution of the total revenue from sales during the current year (2021) was formed in the revenues from inside the Kingdom, which amounted to 822 million riyals and constitute 48.1% of the total sales revenues, while the revenues from outside the Kingdom amounted to 889 million riyals and constitute 51.9% of the total.

Revenues from outside the Kingdom are represented in the revenues achieved by the Halwani Brothers Company (Egypt), a subsidiary of the Halwani Brothers Company, and the revenues represented by the export operations of the subsidiaries in the industrial sector to the Gulf Cooperation Council countries, Arab countries, and a group of other countries.

The following table shows the geographical distribution of the company's revenues from inside and outside the Kingdom:

Year	Total revenue	Geographical analysis of total consolidated revenues (in million riyals)			
		Inside the Kingdom	GCC countries	Arab countries	Other countries
2021	1711	822	89	791	9

The following figure shows the geographical distribution of the company's revenues from inside and outside the Kingdom:



Plans, decisions and future directions:

• The important decisions in 2021

1. The land owned by the company in the north of Riyadh:

In continuation to what was announced in 2019 G and 2020 G regarding the land owned by the company in the north of Riyadh, the company announced, on April 4, 2021, the latest developments regarding the lawsuit filed against the seller of land north of Riyadh, demanding the return of 202 million riyals to the company as a result of canceling the deed, where the company indicated that, with reference to its previous announcement, on the Tadawul website on 12/27/2020, with reference to

the fact that the judgment issued in favor of the company has acquired the final and decisive status by the lapse of the period specified for objection to it (thirty days) by the defendant (the seller) and it has become enforceable, the company announced that it had received from the company's lawyer, on 04/01/2021, news that the defendant (the land seller) had submitted a petition to the Court of Appeal in Riyadh on 03/18/2021, to set aside the judgment and reject the case after the lapse of the legal objection period and after the company submitted to the Execution Court to implement the judgment issued against the defendant, and that the petition was accepted and considered by the court that issued the judgment and decided the case anew as follows:

First: The court retracted the previous ruling issued on 08/11/2020, which stipulated the termination of the sale contract concluded between the plaintiff company and the defendant and its annexes and obligating the defendant (the land seller) to pay an amount of 202 million riyals to the plaintiff (the company).

Second: Refusal of the plaintiff's (the company's) suit for lack of qualitative jurisdiction, because the case is one of the major cases whose amounts exceed 100 million riyals and is covered by the jurisdiction of the Large Cases Department in the General Court in Riyadh, and that the plaintiff (the company) has the right to object to the judgment by way of appeal within a period of thirty days from the date of issuance of the Judgment on 01/04/2021.

The company also announced, on February 03, 2022, that it had received from the company's lawyer, on 02/02/2022, that the Major Claims Department had issued its first judgment in favor of Aseer Company as follows:

First: Termination of the contract for the sale of land north of Riyadh concluded between the company (the plaintiff) and the seller (the defendant) and the annexes thereto.

Secondly: Obligating the seller (the defendant) to pay an amount of 202 million riyals in favor of the company (the plaintiff).

Given that this ruling is considered a preliminary ruling, a copy of the ruling will be delivered to the two parties on Sunday, 06/02/2022, and each party has the right within thirty days to object to it.

The company also indicated, in its announcement to its valued shareholders, the following:

1. That the company had previously submitted an objection memorandum to the Court of Appeal on 04/28/2021 on the ruling issued by the court on 01/04/2021 to retract the previous ruling issued on 08/11/2020, which stipulated the termination of the sale contract concluded between the (plaintiff) company and the seller (defendant) and the annexes thereto, and the rejection of the company's lawsuit (plaintiff's) lack of qualitative jurisdiction because the case is one of the major cases whose amount exceeds 100 million riyals and that it is covered by the jurisdiction of the Large Cases Department in the General Court in Riyadh, for the foregoing, the Court of Appeal decided to refer the matter to the President of the Court because the matter is between the circuits of one court, and it falls within the rules of internal distribution and the one who is competent to decide on it is the president of the court, and the court of appeal has no jurisdiction to decide upon the jurisdiction between the circuits of one court, and by referring it to the Large Lawsuits Circuit, which issued a ruling in favor of the company at the session set on 02/02/2022, any of the parties has the right to appeal within thirty days from the date of issuing the judgment deed.
2. There is no financial impact on the company for this ruling being in its favor, and the company will announce any material developments in this regard at the time.

2. Reducing the statutory reserve and covering the accumulated losses:

The company's Board of Directors decided, on December 29, 2021, to approve the use of part of the statutory reserve, amounting to 92,417,116 riyals, from the reserve balance, amounting to 311,666,945 riyals, in order to reduce the accumulated losses, which represent 7.31% of the company's capital, according to the approved financial statements as of 09/30/ 2021.

3. Amending the company's Articles of Association:

Based on the company's announcement, on November 24, 2021, inviting its shareholders to attend the Extraordinary General Meeting that was held on 01/09/2022, to vote on the amendment of Article 2 of the company's Articles of Association related to the company's name, and to vote on the amendment of Article 3 of the company's Articles of Association related to the purposes of the company, and to vote on the amendment of Article 5 of the company's Articles of Association related to the company's head office, the fifteenth Extraordinary General Meeting held on 01/09/2022, has decided to approve the amendment of Article 2 of the company's Articles of Association related to the company's name to be after the amendment "Sinad Holding Company (a joint-stock company - listed)", and it was approved to amend Article 3 of the company's Articles of Association related to the company's objectives to be after the amendment as follows:

1. Managing its affiliated companies, or participating in the management of other companies in which it contributes and providing the necessary support to them.
2. Investing its funds in stocks and other securities.
3. Owning real estate properties necessary to carry out its activity.
4. Providing loans, guarantees, and financing for its affiliated companies.
5. Owning industrial property rights such as patents, trademarks, industrial rights, franchises, and other intangible rights, exploiting them, and renting them to its subsidiaries or others.
6. Any other legitimate purpose that is consistent with the nature of this company.

It was also approved to amend Article 5 of the company's Articles of Association related to the company's head office so that, after the amendment, "the head office of the company is located in Riyadh, and it may establish branches, offices or agencies inside or outside the Kingdom of Saudi Arabia by a decision of the Board of Directors."

The company is currently working on finalizing the procedures.

• Strategic plans and directions:

The company's investments are concentrated in the main strategic sectors in addition to some other diversified investments, and they are divided into strategic and major investments through private companies and public joint-stock companies, in addition to investments in investment portfolios and investment funds, and the company intends to implement its strategic directions and future investment plans as follows:

▪ Strategic investments in private companies:

These investments consist of limited liability companies and closed joint-stock companies that operate in the strategic sectors of the company. The company expects to achieve returns from the profits of these investments and from dividends paid from them, in addition to realizing capital gains when part of its share in those investments is put up for initial public offering whenever possible. Moreover, the company may resort to selling some investments whenever feasible opportunities become available and rotate the cash flows as result to finance other investments to enhance the base of equity and achieve growth in its business results.

▪ **Strategic investments in public joint-stock companies:**

These investments consist in public joint-stock companies that operate in the strategic sectors of the company, and the company expects to achieve continuous returns from them, and whenever there are feasible opportunities that achieve the interests of the company and its shareholders, the company may consider selling any of these investments, or part of them, to achieve capital gains and corresponding cash flows to finance the acquisition of other feasible new investments that are in line with the company's strategy and have a positive impact on the growth of the company's business results and financial position.

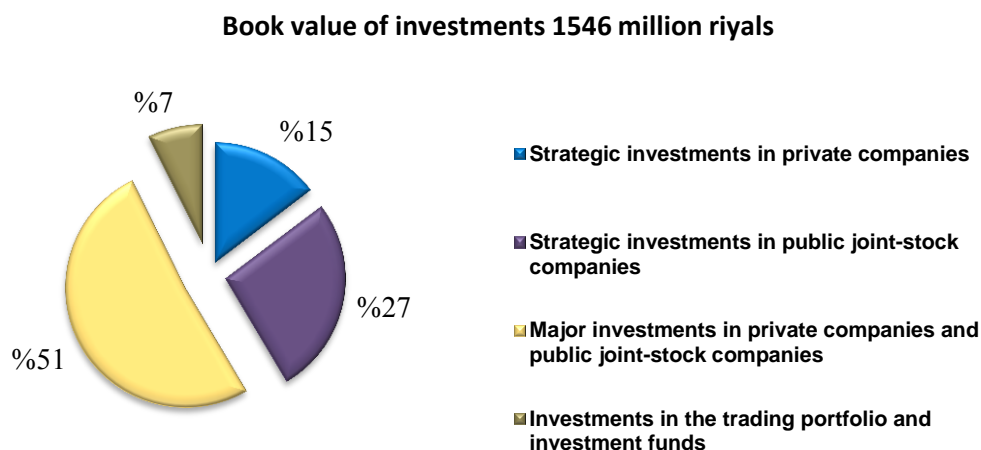
▪ **The main investments in private and public joint-stock companies:**

These investments consist in companies that carry out activities in various sectors and seek to grow their business by expanding into new markets or working on expansion by merger or acquisition in the event that there are such opportunities to develop its share and market value, and the company may resort to selling any of its investments in this category whenever it is appropriate or after its development and raising its fair value if possible and securing cash flows that contribute to enhancing its equity and dividends to shareholders or in financing new investment opportunities.

▪ **Investments in portfolios and investment funds:**

These investments consist of investments in investment funds and the trading portfolio in shares traded in the Saudi market, which is of a special nature. These investments are managed by specialized licensed and independent authorized persons. The company expects to achieve returns from its dividends, in addition to capital gains whenever it sees the feasibility of exiting by selling these investments, or part of them, to generate cash flows to finance the development of existing investments or to enter into new investment opportunities or pay cash dividends to shareholders.

The figure below shows the relative distribution of the company's investments by investment categories:



▪ **Human Resources Development Plans:**

The company believes that the implementation of its strategy and business plans depends on the efficiency and adequacy of human resources, which have a vital role in developing its business and raising the performance of its investments, and it's working on plans and programs for internal and external training, in addition to on-the-job training plans, which is one of the main priorities, in addition to attracting specialized competencies according to the company's future needs. The plans for

the gradual replacement of Saudi cadres are of particular importance, as these plans and programs resulted in maintaining good levels of Saudi cadres, and the company achieved a high percentage in the Saudization of its jobs. In addition, the company is aware of the importance of having incentive plans and programs (for the benefit of its employees, as part of its future development directions).

▪ **Continuous development plans and programs:**

The company works in its direction to implement its strategies and plans to achieve its basic mission as an investment company, and works on the continuous development and improvement of the company's operations to suit the nature of the company's business and its development, in cooperation with specialized consultants for the continuous development of its organizational and functional structure, internal regulations and regulations and the updating of information technology programs for administrative, financial and internal control systems, in addition to evaluation reviews of the performance of its investments in strategic sectors, and it is expected that this will have a positive impact on the company's overall performance and future results.

▪ **The impact of future investment plans and directions on business results:**

The company believes that implementing its strategic plans and future directions and developing the performance of its existing investments or expansion plans in these investments, and any acquisitions and of new feasible investments or the merger of some of the companies it invests in, in addition to working to restructure and develop some investments or excluding other investments with poor performance will be the means for developing its revenue sources through the expected profits from its subsidiaries, dividends and capital gains from its investments and providing the necessary cash flows; in addition, plans and programs for continuous development and human resource development will enable it to achieve growth in its business results and enhance its financial position, which will have a positive impact on its shareholders, other stakeholders and society as a whole.

Risk factors facing the company, and potential risks:

The company and its subsidiaries, as is the case for any economic entity, face a range of risks, including operational and financial risks related to the company's operations, risks related to the market and the sectors in which it invests, in addition to the effects of macroeconomic factors affecting the growth rates of the strategic sectors in which the company invests, and the risks of decreasing the fair value of its investments or the depreciation of the intangible assets identified in the goodwill value of some of the companies invested in them, in addition to other risks that may not be known to the company, which may result from the repercussions of financial and economic crises, fluctuations in political and social factors, and changes in legislation, laws, and regulations in force. The main risks are concentrated in the following:

- Risks of being affected by the revenues of the industrial sector, especially the preserved food industries sector, as a result of competition from companies operating in the same activity, or as a result of the levels of abundance of raw materials or their high prices, and the risks of foreign exchange rates against the Saudi riyal.
- Liquidity risk, which is represented in the company's inability to meet its obligations related to financial liabilities as they become due, the risk of the impact of not meeting the terms of credit facility agreements, and the risk of inability to secure sufficient or additional financing through credit facilities in a timely manner and acceptable terms to meet any capital call commitments, guarantees and potential commitments.

- Commission rate risk, which is the risk that the value of financial instruments will fluctuate due to commission fluctuations and the possibility that future profitability or the fair value of financial instruments will be affected by its assets and liabilities, including short-term deposits and long-term Murabaha financing.
- Capital risk management, where the company manages its capital to ensure its ability to continue, determine its capital structure and its ability to obtain financing to meet any obligations as they arise or to enter into new investment opportunities.
- Risks related to unexpected disruption of financial, administrative and operational technical systems.
- The risks of fluctuations in the pricing of private and public equity markets and their impact on the company's results, financial position, and the company's ability to generate cash flows.
- The credit risk of customers and their inability to fulfill their obligations towards the company and its related assets, and the negative impact on cash flows.
- Risks related to political and economic conditions and growth rates of strategic sectors that may affect the performance of their investments.
- Legislation risks, laws and regulations related to the company's operations, activities and obligations.

The company faces, manages and monitors these risks by working to avoid high risks as much as possible, reduce their impact, or transfer them to other parties such as insurance companies by taking a number of necessary measures and precautions to be able to conduct its operations in the usual manner, and continuous monitoring of the risks affecting the company's operations and its needs for cash liquidity and procedures for adjusting its capital structure to enhance its ability to obtain funds to meet its emerging and future obligations, work on developing internal systems and regulations and strengthening internal control systems, as well as following a balanced risk policy by diversifying its investments and the sectors in which it operates and periodic evaluation of its investments in private and public equity and related risks, take the necessary measures towards it, apply the selection methodology for new investment opportunities, rotate some of its investments by selling, and employ their returns in better investment opportunities whenever possible. The company also works to avoid risks by developing and improving the results of its investment operations, according to the type and nature of the investment and the sector, with the aim of developing its returns by raising the fair value of investments and enhancing property rights, and working to increase its production efficiency to raise the level of profitability and cash flows, secure its obligations and dividends to its shareholders and achieve a rise in their investment returns .

Consolidated financial position of the company:

Assets:

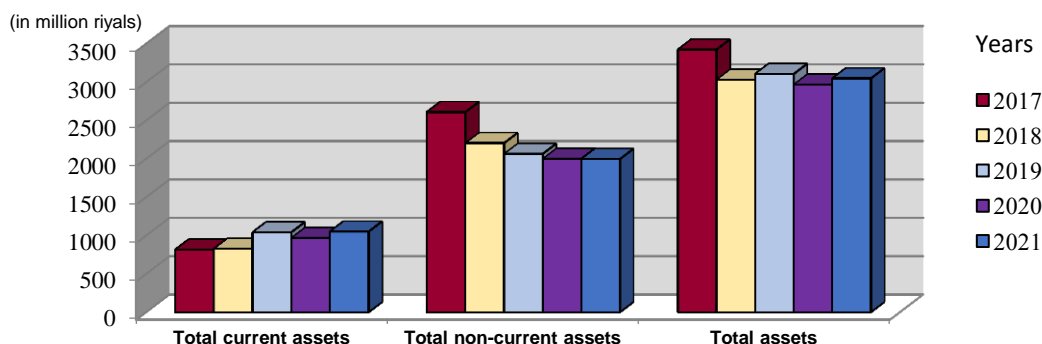
Total assets at the end of the year increased by 2.7% over the previous year, reaching 3047 million riyals, compared to 2968 million riyals in the previous year, this is mainly due to the increase in trade receivables, inventory, advance payments, debit balances and related parties, and right-of-use assets, investments and assets held for sale and a decrease in the item of property, machinery, equipment, and projects in progress.

The table below shows a summary of the asset items for five fiscal years:

Items of assets in the financial position:

Statement (in million riyals)	2021	2020	2019	2018	2017
Current assets					
Cash and semi-cash items	149	178	134	92	111
Investments held for trade	-	-	-	-	14
Trade receivables, net	232	183	255	269	285
Stock, net	402	367	382	379	334
Advances, debit balances and related parties	258	239	270	86	66
Assets held for sale	10	-	-	-	5
Total current assets	1051	967	1041	826	815
Non-current assets					
Investments and financial assets	907	841	841	873	1279
Real Estate Investments	7	7	7	188	188
Property, plant, equipment and projects in progress	871	946	999	967	954
Intangible assets	160	158	161	163	162
Other long-term assets	-	-	-	13	25
Right-of-use assets	51	48	56	-	-
Total non-current assets	1996	2001	2064	2204	2608
Total assets	3047	2968	3105	3030	3423

The figure below shows a comparison of current and non-current assets and total assets for five fiscal years:



Liabilities:

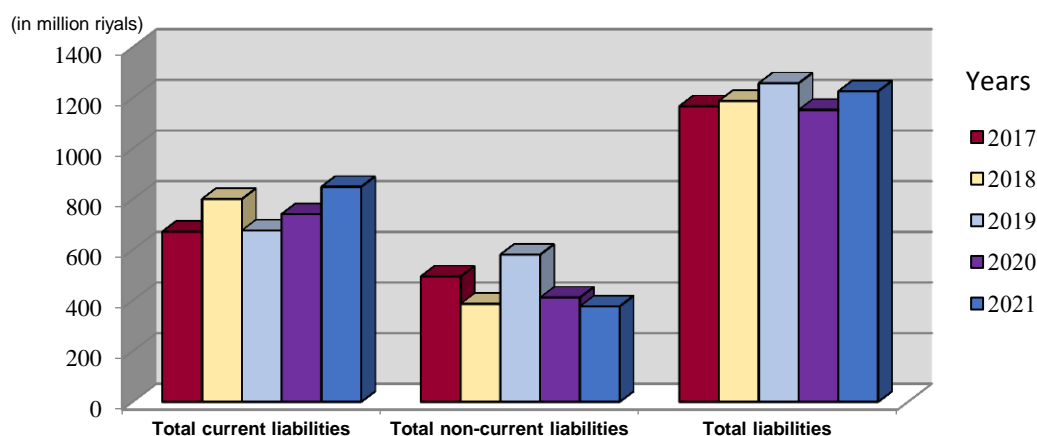
Total liabilities at the end of the year increased by 6.3% from the previous year, reaching 1226 million riyals, compared to 1153 million riyals in the previous year, due to the increase in the item of short-term Islamic Murabaha financing, obligations under lease contracts, provision for end of service and the provision for zakat and tax.

The table below shows a summary of the liabilities items for five fiscal years:

Items of liabilities in the financial position:

Statement (in million riyals)	2021	2020	2019	2018	2017
Current liabilities					
Short-term Murabaha financing and current installments	449	343	329	492	410
Accounts payable, accruals and other liabilities	301	306	264	267	217
Dividend payable	13	14	14	15	15
Obligations under leases of the current portion	18	13	13	-	-
Provision for zakat and tax	68	65	57	25	25
Finance lease receivables - current portion	-	-	-	2	2
Liabilities related to assets held for sale	-	-	-	-	3
Total current liabilities	849	741	677	801	672
Non-current liabilities					
Murabaha financing and long-term loans	229	260	423	271	378
Finance lease receivables	-	-	-	1	3
Deferred tax	-	-	1	2	2
Provision for end of severance pay	112	120	119	113	112
Obligations under leases of the current portion	36	32	38	-	-
Total non-current liabilities	377	412	581	387	495
Total liabilities	1226	1153	1258	1188	1167

The figure below shows the comparison of current and non-current liabilities and total liabilities for five financial years:



Shareholders' equity in the company:

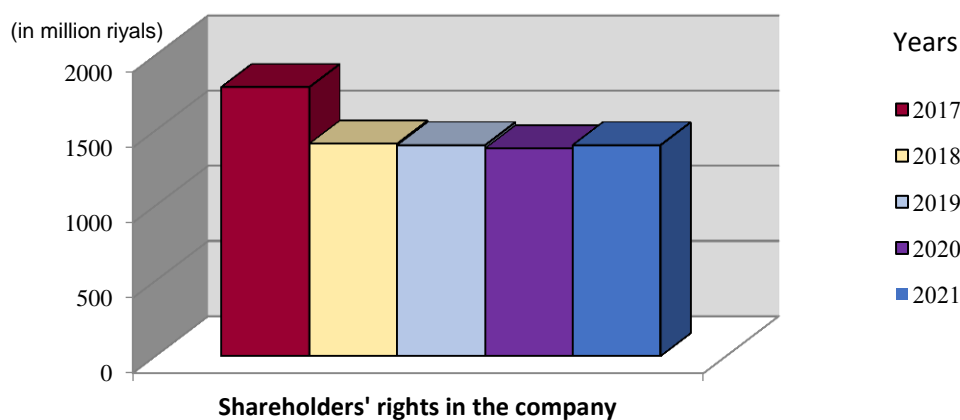
Shareholders' equity at the end of the year increased by 1.5% over the previous year, reaching 1402 million riyals, compared to 1381 million riyals in the previous year. This is mainly due to recording profits of valuing equity instruments at fair value during the year.

The table below shows a summary of equity and shareholders' equity for five fiscal years:

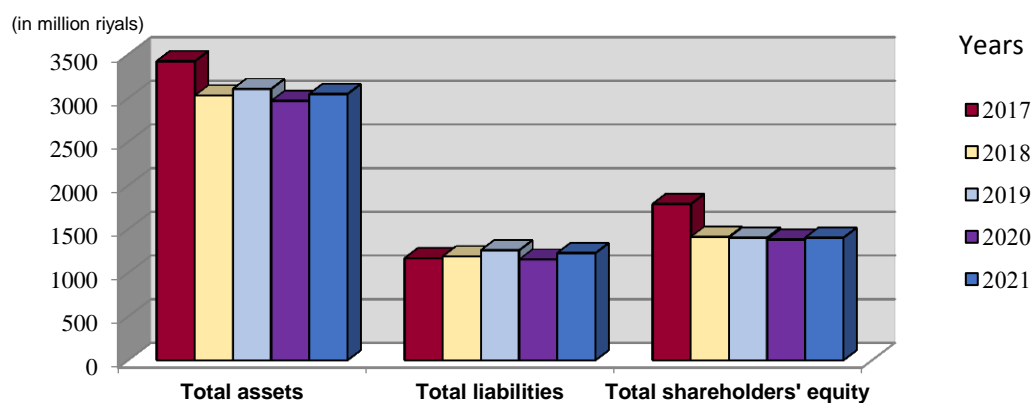
Items of equity and shareholders' equity in the financial position:

Statement (in million riyals)	2021	2020	2019	2018	2017
Equity					
Shareholders' equity					
Capital	1264	1264	1264	1264	1264
Statutory reserve	219	312	312	406	632
(Losses)/Retained earnings	(40)	(64)	(18)	(84)	(203)
Net unrealized gain on revaluation of equity instruments at fair value	39	(51)	(74)	(86)	183
Foreign currency translation differences	(80)	(80)	(82)	(88)	(88)
Shareholders' equity in the company	1402	1381	1402	1412	1788
Non-controlling interest (minority)	420	434	445	430	467
Total Equity	1822	1815	1847	1842	2255

The figure below shows a comparison of the company's shareholders' equity for five fiscal years:



The figure below shows a comparison of total assets, liabilities and shareholders' equity for five fiscal years:



Consolidated business results of the company:

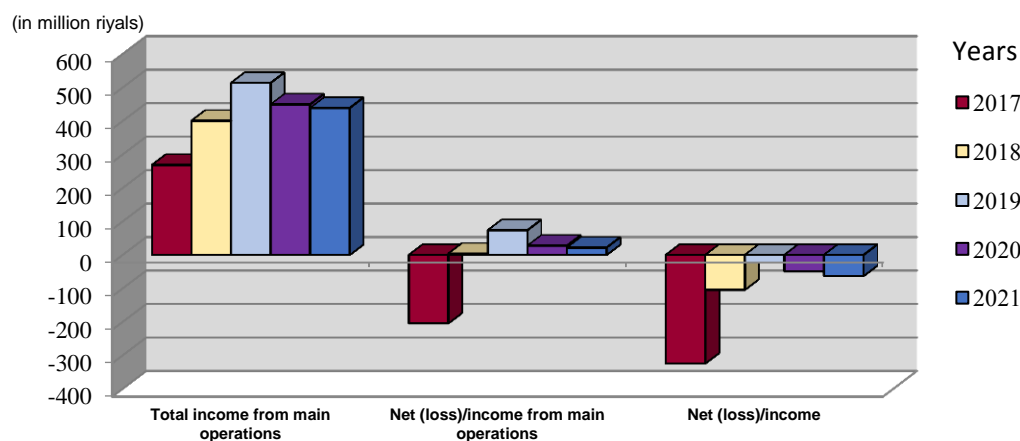
During 2021 G, the company made a net loss of 63 million riyals, compared to a net loss of 49 million riyals during the previous year, as a result of a decrease in total income from major operations by 2% to reach 439 million riyals, compared to 450 million riyals during the previous year, a decrease of 11 million, and the loss resulted mainly from investment losses, as it amounted to 47 million riyals, compared to 1 million riyals during the previous year.

The table below shows a summary of the income statement items compared to five fiscal years:

Income statement items:

Statement (in million riyals)	2021	2020	2019	2018	2017
Net sales	1711	1570	1884	1798	1888
Gross sales income	486	451	547	529	616
Total (loss)/income from investments	(47)	(1)	(33)	(128)	(347)
Total income from main operations	439	450	514	401	269
Selling and distribution expenses	(256)	(241)	(260)	(253)	(336)
General and administrative expenses	(169)	(184)	(181)	(153)	(143)
Other operating income/(expenses)	8	3	1	9	6
Total expenses	(417)	(422)	(440)	(397)	(473)
Net (Loss)/Income from main operations	22	28	74	4	(204)
Net (expenses)/other income	2	(1)	39	4	1
Finance charges	(20)	(27)	(38)	(37)	(38)
(Loss)/Currency difference profit	-	-	-	-	(1)
(Loss)/Income from the continuous operations prior to zakat, tax, and non-controlling interest	5	-	75	(29)	(242)
Income from discontinuous operations	-	-	-	-	(1)
Zakat and income tax	(45)	(45)	(57)	(24)	(28)
Non-Controlling Interest	(22)	(4)	(41)	(51)	(53)
Net (loss)/income	(63)	(49)	(23)	(104)	(324)
(Loss)/Earnings per share from net (loss)/income	(0.50)	(0.38)	(0.18)	(0.82)	(2.56)

The figure below shows a comparison of business results for five fiscal years:



Subsidiaries:

The company exercises its main activities and operations either directly or through its subsidiaries, in addition to fully owned companies established by it for purposes related to its investments according to the nature of the business sector and the classification of each investment. The table below shows the subsidiaries during 2021 G, in which the company owns 30% or more of its capital.

Company name, type and capital	Ownership%	Country of incorporation	The main country from which it operates	The main activity
(1) Aseer Arabian Industrial Investment Ltd. (One Person Limited Liability Company) Capital (300,000,000 Saudi riyals)	owned actually 100%	Kingdom of Saudi Arabia	Kingdom of Saudi Arabia	Its activity is focused on establishing or participating in industrial projects.
(1/1) Halwani Brothers Company (public joint-stock company) Affiliated to Aseer Arabian Industrial Investment Ltd. Capital (353,571,450 Saudi riyals)	owned in a percentage of 55.51%	Kingdom of Saudi Arabia	Kingdom of Saudi Arabia	Manufacture and packaging of food materials and products, especially tahini, halva, ma'moul, meat, and cheese products. The company exports part of its products to more than 32 countries around the world.
(1/1/1) Halwani Brothers Company (Egypt) (Closed joint stock company) (Affiliated to Halwani Brothers Company) Capital (60,000,000 EGP)	owned actually 100%	Arab Republic of Egypt	Arab Republic of Egypt	Manufacture, packaging of food materials and products, especially tahini, halva, ma'moul, and meat products, and some of their products are exported to other Arab countries.
(1/2) Al Rabie Saudi Food Co. Ltd. "Al Rabie" (Limited liability company) Affiliated to Aseer Arabian Industrial Investment Ltd. Capital (110,000,000 Saudi riyals)	owned in a percentage of 57.3%	Kingdom of Saudi Arabia	Kingdom of Saudi Arabia	Manufacture of food products, especially juices, dairy, and ice cream, and the company exports part of its products to the Gulf Cooperation Council, Arab countries, and other countries around the world.
(1/3) Textile and ready-made garments Co. "Saudi Thobe" (Limited liability company) Affiliated to Aseer Arabian Industrial Investment Ltd. Capital (10,000,000 Saudi riyals)	owned in a percentage of 62.3%	Kingdom of Saudi Arabia	Kingdom of Saudi Arabia	Its activity is concentrated in the production of clothing, and the company's main products include the Saudi thobe and formal and special suits for institutions, hospitals, schools, and universities.
(2) Al Khwatim Trading & Contracting Co. (One Person Limited Liability Company) Capital (1,000,000 Saudi riyals)	owned actually 100%	Kingdom of Saudi Arabia	Kingdom of Saudi Arabia	Its main activity is general construction contracting, buildings, and related activities.
(3) Al-Mawajid International Real Estate Development Co. Ltd. (One Person Limited Liability Company) Capital (500,000 Saudi riyals)	owned actually 100%	Kingdom of Saudi Arabia	Kingdom of Saudi Arabia	Its main activity is the purchase of lands, investment therein by way of selling or purchasing, buildings general contracting, and activities affiliated with them.
(4) Alissa Industries Co. (Closed joint-stock company) Capital (750,000,000 Saudi riyals)	owned in a percentage of 38%	Kingdom of Saudi Arabia	Kingdom of Saudi Arabia	Manufacture, import and distribution of electrical and electronic household appliances (air conditioners, refrigerators, freezers, etc.)

Shares issued to each subsidiary:

The issued shares for the subsidiaries (listed and unlisted joint-stock companies), in which the company owns 30% or more, represent until the end of 2021 G in Halwani Brothers Co. and its subsidiary Halwani Brothers (Egypt), registered in the Arab Republic of Egypt, and Alissa Industries Co., as follows:

Halawani Brothers Company:

A Saudi joint-stock company listed on the Saudi Stock Exchange under number (6001), within the food production sector, its issued shares are 35,357,145 ordinary shares until

the end of 2021G, and the nominal value per share is 10 Saudi riyals, fully paid, and its capital is 353,571,450 Saudi riyals. The Extraordinary General Meeting, held on 04/28/2021, approved the Board of Directors' recommendation to increase the company's capital from (314,285,730) Saudi riyals to (353,571,450) riyals, a percentage of 12.5%, therefore increasing the number of shares issued by granting owned shares (1 share for every 8 shares), (31,428,573) to (35,357,145) shares.

Halwani Brothers Company is a subsidiary company of Aseer Arabian Industrial Investment Ltd., with an ownership percentage of 55.51% of the capital, 19,626,750 shares out of the total number of its issued shares, and there has been no change in the ownership percentage of Aseer Arabian Industrial Investment Ltd. in Halwani Brothers Company compared with what it was at the end of the fiscal year 2020.

Halwani Brothers Company is affiliated with its subsidiary company in the Arab Republic of Egypt, which is Halwani Brothers Company (Egypt), a closed Egyptian joint-stock company (unlisted), and it's actually fully owned by Halwani Brothers Company, its issued capital is 60 million Egyptian pounds, distributed over 300 million issued ordinary share with a paid nominal value of 0.20 Egyptian pounds (twenty piasters) per share as at the end of the year 2021 G.

Alissa Industries Company:

Alissa Industries Company is a closed Saudi joint-stock company (unlisted) and the number of its issued shares is 75 million ordinary shares, the nominal value of each share is 10 Saudi riyals, fully paid up, and its capital is 750 million Saudi riyals, the company's ownership in Alissa Industries is 38% of the capital, a number of 28,500,000 shares out of its total issued shares as at the end of the year 2021 G.

Neither the company nor any of its subsidiaries had issued any debt instruments until the end of 2021.

Loans on the company and total indebtedness with its subsidiaries:

Loans to the company:

The company has a Term Islamic Murabaha Facility Agreement with Samba Financial Group amounting to 631 million Saudi riyals to finance the acquisition of 38% of the capital of Alissa Industries and increase its capital during 2013G. The company has provided a promissory note as a guarantee for this loan in addition to signing the necessary bank documents. The loan is repaid in installments distributed over a period of seven years with the flexibility of early repayment. In 2020 G, the company signed a rescheduling agreement to repay the Murabaha in unequal installments distributed over a period of five years, and an amount of 461 million riyals was paid until 12/31/2021, and the remaining amount of the loan amount is 170 million riyals as of the end of 2021 G, in addition to the amount of 2 million riyals financing charges due.

(in million Saudi riyals)					
Loan donor	Amount Loan principal	Repayment period	Paid until 12/31/2020	Paid during 2021 G	Remaining amount of the loan
Samba Financial Group	631	5 years	428.6	32.4	170

The company also entered into short-term Islamic Murabaha facilities (Tawarruq) contracts with a local bank in the Kingdom of Saudi Arabia with a total amount of 200 million Saudi riyals to be repaid within a period of six months. The company pays financing charges according to the prevailing exchange rate among Saudi banks (SIBOR) in addition to a fixed commission rate. As of December 31, 2021, the outstanding balance of these contracts amounted to 140 million riyals, and these contracts are secured against a shares' pledge.

Loans to subsidiaries:

The subsidiaries, which consolidate their financial statements with the company, obtained loans and facilities as follows:

Halwani Brothers Company:

- Banque Saudi Fransi loan: (in million riyals)

Principal value of the loan	Paid of the loan Until December 31, 2020	Paid during 2021 G	Remainder of loan amount
150	56	88	6

In 2019, Halwani Brothers signed a financing agreement with the French Bank in the amount of 150 million Saudi riyals, and the entire financing balance was withdrawn by the company in accordance with the terms of the agreement. The loan is repayable in quarterly installments, and the last installment is due on June 30, 2023, and there are fees arising from the financing, and the loan is secured by promissory notes issued in favor of the bank.

- Al Rajhi Bank loan: (in million riyals)

Principal value of the loan	Paid of the loan	Paid during 2021 G	Remainder of loan amount
50	-	12.5	37.5

In 2021, Halwani Company signed a financing agreement with Al Rajhi Bank in the amount of 65 million Saudi riyals, and an amount of 50 million Saudi riyals was withdrawn from the financing balance by the company in accordance with the terms of the agreement. The loan shall be repaid in the form of quarterly installments, and the last installment shall be due on March 31, 2024. The financing entails financing fees and the loan is secured by promissory notes issued in favor of the bank.

- Halwani Brothers Company has short-term Islamic Murabaha contracts (Tawarruq) with local banks in the Kingdom of Saudi Arabia with a total amount of 450 million Saudi riyals to be repaid within a period of three months and six months, and the company pays financing charges according to the prevailing exchange rate among Saudi banks (SIBOR) in addition to a fixed commission rate. Also, as of December 31, 2021, the outstanding balance of these contracts amounted to 151.5 million riyals, and these contracts are secured by promissory notes.
- Halwani Brothers Company (Egypt), a subsidiary of the Halwani Brothers Company, has short-term Islamic Murabaha contracts with banks in the Arab Republic of Egypt to purchase goods used in production, and the company pays fixed financing charges. Also, as of December 31, 2021, the outstanding balance for these contracts amounted to 2.7 million Saudi riyals.

Al Rabie Saudi Food Company:

- The Saudi British Bank (SABB) loan: (in million riyals)

Principal value of the loan	Paid of the loan Until December 31, 2020	Paid during 2021 G	Remainder of loan amount
138.9	32	106.9	-

- Al Rabie Saudi Food Company signed a long-term loan agreement during 2015 with the Saudi British Bank in the amount of 200 million riyals to finance the capital expenditures for the modernization and replacement of production lines for its factories in Riyadh, and it shall be repaid in installments over five years with a grace period of one year on the amount of each withdrawal, and an amount of 106.9 million riyals was withdrawn until 2020, and a promissory note guarantee was presented against obtaining the loan, in addition to signing the necessary bank documents.

In April of 2021, the company terminated the agreement and paid the full amounts due.

- The Saudi British Bank (SABB) loan: (in million riyals)

Principal value of the loan	Paid of the loan	Paid during 2021 G	Remainder of loan amount
138.9	-	-	138.9

- Al Rabie Saudi Food Company signed a financial facility agreement in 2021 with Samba Financial Group in the amount of 150 million riyals to finance capital expenditures in order to modernize and replace production lines of its factories in Riyadh, and it is repaid in installments over five years with a grace period of six months on the amount of each withdrawal, and an amount of 138.9 million riyals was withdrawn until the year 2021 G, and a promissory note guarantee was provided in return for obtaining the loan, in addition to signing the necessary bank documents.

Al Rabie Saudi Food Company:

- The company has also concluded short-term Islamic Murabaha facilities (Tawarruq) contracts with local banks in the Kingdom of Saudi Arabia that are repaid within a period of less than 12 months. The company pays financing charges according to the prevailing exchange rate between Saudi banks (SIBOR) plus a fixed commission rate. As of December 31, 2021, the outstanding balance of these contracts amounted to 30 million riyals, and these contracts are secured by a promissory note.

The total debt of the company and its subsidiaries:

The total indebtedness of the company and its subsidiaries, which consolidated their financial statements with it, including Murabahas, loans, capital rent, accounts payable, liabilities and dividends payable in addition to the statutory provisions until the end of 2021 G, amounting to 1,226 million riyals, compared to 1153 million riyals in the previous year, as per to the table below:

Statement (in million riyals)	2021	2020
Murabaha financing and short-term loans	321	186
Current installments of Murabaha financing and long-term loans	127	157
Murabaha financing and long-term loans	229	260
Receivables from capital lease contracts	-	-
The sum of the Murabaha, loans and capital lease	677	603
Payables and other accrued liabilities	302	306
Dividend payable	13	14
Provision for zakat, tax and deferred tax	68	65
Provision for employees' end-of-service benefits	112	120
Obligations under lease contracts	54	45
Gross Total	549	550
Total liabilities	1,226	1153

Total of Regular Payments Due:

The company finalized its zakat status for the year ending on December 31, 2008, and obtained an Unrestricted Zakat Certificate for the aforementioned year. The company submitted its zakat returns for the years ending on December 31, 2009, until 2018 G, and obtained a Restricted Zakat Certificate for the mentioned years. The Authority issued the initial assessment regarding the zakat declarations submitted to it for the years from 2009 to 2018 G, according to which it claimed additional zakat differences in the amount of 180,105,610 Saudi riyals, and the company submitted an objection to the initial zakat assessment mentioned above. Accordingly, the Authority issued the revised zakat assessment, according to which claimed zakat difference from the company for the years from 2009 to 2018 G with a total amount of 96,885,968 Saudi riyals. The company's management believes that the Authority did not take into account the zakat paid as per the zakat declarations submitted by the company, with a total amount of 26,534,285 Saudi riyals for the years ending on December 31, 2009, until

2014 G. The company followed up with the Authority to prove that the amounts have been paid, and the Authority included the above-mentioned amount in the company's account with the Authority, so the zakat differences due on the company has become a total amount of 70,351,683 Saudi riyals instead of a total amount of 96,885,968 Saudi riyals, and the company has objected to the zakat assessment; accordingly, the objection was raised to the Committee for the Resolution of Tax Violations and Disputes. The company also submitted a settlement request to the Dispute Resolution Committee, and after studying the company's request, the Committee's apology for studying the settlement request has been received. In 2021 G, a decision was issued by the Third Circuit for the Settlement of Tax Violations and Disputes, which accepted part of the objection clauses, and the due zakat differences became 58.9 million riyals. The company and the Authority have appealed the above-mentioned decision of the Circuit to the Appeal Committee for Tax Violations and Disputes, which is still under study by it. The company recorded a provision for zakat differences in the amount of 21,585,478 Saudi riyals, based on the opinion of its zakat advisor that he is confident of its ability to reduce zakat claims to that amount.

A consolidated zakat return was submitted to Aseer for Trading, Tourism, Manufacturing, Agriculture, Real Estate and Contracting Business Co. and its subsidiaries for the years ending on December 31, 2013, until 2019 G, which includes its entire subsidiaries, and the Restricted Zakat Certificate was obtained for the mentioned years.

The zakat provisions for the company and the subsidiaries whose financial statements are consolidated with it amounted to 41.9 million riyals during the fiscal year 2021 G, and zakat is paid after completing the procedures for submitting zakat returns to the Zakat and Customs Tax Authority.

Its subsidiary Halwani Brothers Company is also entitled to an income tax in the Arab Republic of Egypt amounting to 25.8 million riyals until the end of 2021 G on behalf of its subsidiary company in the Arab Republic of Egypt, Halwani Brothers Company (Egypt), in addition to a deferred income tax amounting to 0.5 million riyals at the end of the year, and it pays its taxes after submitting its tax returns in accordance with the Egyptian tax system.

In 2021 G, the company paid its payments of fees and other statutory dues on a regular basis.

The table below shows the value of the statutory payments due to the company and the subsidiaries whose financial statements are consolidated with it as at the end of 2021 G:

Statement (in thousand riyals)	2021		Brief description thereof	Statement of Reasons
	Payer	Due until the end of 2021 G and has not been paid		
Zakat	13,696	41,876	Paid or charged for the year in accordance with the provisions and regulations of the General Authority for Zakat and Tax in the KSA	Zakat shall be paid after completing the procedures for submitting Zakat Returns
Zakat	324,831	72,095	Paid or charged for the year in accordance with the relevant provisions and regulations	The tax shall be paid after completing the procedures for submitting tax returns
General Organization for Social Insurance	14,138	1,246	Paid or charged to the year in accordance with the provisions and regulations of the General Organization for Social Insurance in the KSA	The amounts due will be paid during the year 2021 G according to the statutory period
Visa and Passport Costs	1,180	-	Paid during the year in accordance with the relevant provisions and regulations	-
Labor Office Fee	5,483	187	Paid during the year in accordance with the relevant provisions and regulations	-

The company explains that as a result of the opening of the Zakat assessments for previous years on subsidiary companies by the General Authority for Zakat and Income, resulted in claims

for differences in the amount of SAR 3.2, and objections were submitted in this regard and were not recorded among the outstanding claims in the financial statements to consider the departments of the subsidiaries, and the Zakat advisor corrected their position on the objections.

Company's Dividends Policy:

The company shall comply with the governing and regulating policies to protect and maximize the interests of its shareholders in all respects, aiming for raising the value of their investments in the company in accordance with the company's approved dividend policy. The distribution of profits to shareholders in any period depends on the company's profits, its financial position, market conditions, the general economic climate, investment opportunity factors, the company's interests for reinvestment, cash and capital requirements, in addition to legal and regulatory considerations. Also, it cannot guarantee the distribution of profits for any year.

Any proposed dividends from the BOD shall require the approval of the General Assembly of Shareholders. According to the company's AOA, the company's annual net profits shall be distributed after deducting all general expenses and other costs and after setting aside the statutory and other reserves as follows:

1. Ten (10%) of the net profit shall be set aside to form a statutory reserve. Such allocations to the statutory reserve may be discontinued by the Ordinary General Assembly when the statutory reserve amounts to 30% of the paid-up capital.
2. The Ordinary General Assembly may, upon request of the BOD, set aside a percentage not exceeding (10%) of the annual net profits not to exceed 10% to form an additional reserve to be allocated towards one or more specific purposes.
3. The Ordinary General Assembly may resolve to form other reserves to the extent they serve the company's interests, or to ensure the distribution of fixed dividends – so far as possible – to the shareholders. The said Assembly may also withhold certain amounts from the net profits for establishing social organizations for the company's employees, or for supporting any such existing organizations.
4. Upon the proposal of the BOD, the Ordinary General Assembly may distribute a percentage of no less than (5%) of the company's paid-up capital to the shareholders.
5. Considering the provisions stipulated in Article 21 (the Remuneration of BOD Members) of the company's AOA, and Article 76 of the Companies Law, after the above, a percentage not exceeding ten percent (10%) of the remaining shall be allocated to remuneration of the BOD members, provided that the entitlement to such remuneration shall be proportional to the number of sessions attended by the member.

The Company may also distribute interim dividends to its shareholders on a semi-annual or quarterly basis after fulfilling regulatory requirements in this regard.

The eligibility to distribute dividends to the shareholders owning shares on the due date who are registered in the company's shareholders' register at the Securities Depository Center at the end of the second day of trading following the due date, in line with market rules and procedures for amending the time period for settling transactions of listed securities (T + 2), upon the Assembly approving the distribution of profits proposed by the BOD. The dividends to be distributed to the shareholders shall be paid within 15 working days from the due date of these dividends specified in the resolution of the General Assembly.

- Dividends for previous years:

During 2016 G, the company distributed cash dividends to the shareholders in an amount of SAR 126 million. No dividends were distributed during 2017, 2018, 2019

and 2020, and the BOD did not recommend during the year 2021 G the distribution of dividends to shareholders.

The interest in the class of voting shares:

The company was not informed during the fiscal year 2021 G of any rights, in the interest of the class of shares with eligibility to vote, belonging to persons (other than members of the BOD, senior executives and their relatives). No person has significant ownership in the company's shares except for DallahAlbaraka Holding, and the table below shows ownership and interest of DallahAlbaraka Holding Co. in the shares entitled to vote during 2021 G:

The Name	Number of Shares at the beginning of the year	Ownership% at the beginning of the year	Net Change during the year	Change Percentage during the year	Number of Shares Year End	Ownership Percentage at the end of the year
Dallah Al Baraka Holding Company	67,225,431	53.2%	-	-	67,225,431	53.2%
Saleh Abdullah Kamel	1,500,000	1.2%	-	-	1,500,000	1.2%
Total ownership and interest of Dallah Al Baraka Holding Company	68,725,431	54.4%	-	-	68,725,431	54.4%

Names of the members of the BOD, members of the committees and the Executive Management, their current and previous positions, qualifications and experience:

1. Members of BOD:

	The Name	Current Jobs	Previous Jobs	Qualifications and Experience
1	Abdullah Saleh Kamel (Chairman of BOD)	Chairman of the BOD - Dallah Al Baraka Holding Company	Chief Executive Officer - Dallah Al Baraka Holding Company	The CEO has undergraduate studies in Economics from the University of Southern California in the USA. He started his career in 1988 G, as he held several leadership positions in the Dallah Al Baraka Holding Company and has been a member of the BODs of local and international companies in various sectors (finance, investment, industry, contracts, real estate, maintenance, operation, food, supply and information) as well as members of public interest associations.
2	Abdulaziz Mohammed Abdo Yamani (Deputy Chairman of the BOD) (Chairman of the Investment and Finance Committee)	CEO - Dallah Al Baraka Holding Group	Executive Vice-President - Dallah Al Baraka Holding Group	Executive Vice-President has a BSc in Industrial Engineering from King Abdul-Aziz University. He began his career in 1995 G, holding numerous leadership positions in a number of companies and has been a member of the BODs of local and international companies in various sectors (business, industrial and agricultural investment, information, business and real estate investment).
3	Hussein Ali Shobokshi (Member of the BOD) (Member of the Remuneration and Nominations Committee) (Member of the Investment and Finance Committee)	Chief Executive Officer - Shobokshi Development and Trade Company	General Manager - Wariq Paper Trading Company General Manager - Shobokshi Agencies Company	General Manager holds a Bachelor of Arts in Political Science and Management from the University of Tulsa in the USA. He started his career in 1977 G, where he held many leadership positions in the Shobokshi group of companies, memberships of local and international companies' BOD, membership of press institutions, and participated in a number of local and international conferences as a speaker.
4	Suleiman Ibrahim Al-Hadithi (Member of the BOD) (Chairman of the Audit Committee)	-	Managing Director and CEO - Saudi Research and Marketing Group (SRMG)	Managing Director and CEO holds a bachelor's degree in Structural Engineering from Arizona State University in the USA. He started his career in 1982 G, where he held many positions in a number of companies and membership of BOD of companies in various sectors (printing, publishing, investment banks, investment companies, biotechnology, investment and real estate development).
5	Abdullah Ibrahim Al-Huwaish (Managing Director and CEO) (Member of the Investment and Finance Committee)	Managing Director and CEO - Aseer Company	Managing Director - Amlak International Real Estate Finance Company	Managing Director and CEO holds a bachelor's degree in Economics from King Abdulaziz University - KSA. He started his career in 1985 G, where he held many leadership positions in a number of banks and companies, and membership in BOD and committees of local and international companies in various sectors (banks, banking, finance, investment, transport, trade and industry).
6	Mansour Abdulaziz Al-Busaili (Member of the BOD) (Chairman of the Remuneration and Nominations Committee)	Businessman	Senior Director of Legal Affairs and General Secretary at The Saudi British Bank	Member of the BOD holds a bachelor's degree in Law and Regulations from King Saud University - KSA. He started his career in 1985 G, where he held many leadership positions in a number of banks and membership of BOD and committees of companies in various sectors (banks, banking, finance, insurance, investment, transportation, trade and real estate investment).
7	Omar Abdullah Jafri (Member of the BOD) (Member of the Audit Committee)	Adviser to the Minister of Transport	Senior Advisor to the General Manager - Saudi Airlines	Member of the Audit Committee holds a Ph.D. in Marketing from the University of Alabama, a Master's in Business Administration and a Bachelor of Industrial Management from King Fahd University of Petroleum and Minerals. He started his career in 1990 G, where he held many leadership positions in a number of companies and membership of BOD and committees in local and international companies in various sectors (Air Transport and IT).

	The Name	Current Jobs	Previous Jobs	Qualifications and Experience
8	Faisal Mohammed Shaker (Member of the BOD) (Member of the Investment and Finance Committee)	CEO - Contemporary Food Company	CEO and Head of Wealth and Investment Management - Audi Capital	Mr. Faisal holds a master's degree in Economics from Old Dominion University - Norfolk in the USA, and a Bachelor of Business Administration - Marketing from King Saud University - KSA. He started his career in 1999 G, where he held many leadership positions in a number of banks, companies and board memberships, and corporate committees in different sectors (investment platform development and management, investment banking, asset management, wealth management, corporate banking, commercial banking, business development, pharmaceutical industry, food, investment and real estate development).
9	Amr Mohamed Kamel (Member of the BOD) (Member of the Remuneration and Nominations Committee)	Executive Vice-President - Dallah Al Baraka Company	Executive Director - Dallah Al Baraka Al Wusta Company	Mr. Amr holds a bachelor's degree in Business Administration - Financial Management from King Saud University - KSA. He started his career in 2001 G, where he held many leadership positions in a number of companies and membership of boards of directors and committees of companies in various sectors (commercial, investment, communications, real estate finance and real estate investment).

2. Committee members from outside the BOD:

	The Name	Current Jobs	Previous Jobs	Qualifications and Experience
1	Nasser Sohag Al Shaibani (Member of the Audit Committee)	Financial and Management Consultant	Lecturer at the Technical College in Riyadh	Mr. Nasser holds a master's degree in Accounting and Information Systems from the University of Denver, USA, and a bachelor's degree from King Saud University. He is a member of the Saudi Organization for Certified Public Accountants. He started his career in 1994 G and has experience in accounting, the application, implementation and analysis of financial systems, in preparing financial and administrative policies and procedures, corporate structuring and analyzing strengths and weaknesses of the financial system.

3. Executive Management:

	The Name	Current Jobs	Previous Jobs	Qualifications and Experience
1	Abdullah Ibrahim Al-Huwaish	Managing Director CEO	Managing Director - Amlak International Real Estate Finance Company	Managing Director and CEO holds a bachelor's degree in Economics from King Abdulaziz University - KSA. He started his career in 1985 G, where he held many leadership positions in a number of banks and companies, and membership in BOD and committees of local and international companies in various sectors (banks, banking, finance, investment, transport, trade and industry).
2	Abdul Hakim Abdul Rahman Al Shafei	Company Advisor	Advisors for a number of companies	Mr. Abdul Hakim holds a Certificate of Professional Board Membership from the Institute of Executive Directors and Accreditation of the International Finance Corporation (IFC), a Diploma in Corporate Governance from the Tulane University School of Law in the USA, a Certificate of Selling Practice and a Certificate of Marketing Practice from the Chartered Institute of Marketing in Britain, and a bachelor's degree in Statistics from Kuwait University. He has accumulated experience of more than 35 years and has held leadership positions in companies. He has also undertaken projects for the development of corporate governance, acquisitions and mergers, membership of BOD, and attending a number of courses, including administrative leadership, strategic management, crisis management, change and finance, and others.
3	Emad Muhammad Othman (His Working Period as Executive Director of Finance in the company ended on 11/30/2021 G)	Executive Director of Finance	Financial Manager - Kodo Company	Mr. Emad holds an MBA in Finance and Banking Services from Maastricht University in the Netherlands and a BA in Commerce from Ain Shams University in Cairo. He started his career in 1995 G and worked in many international companies (Bristol-Myers Squibb, Johnson, Johnson, Siemens, Baker Hughes, Al Faisaliah and Kudu) and began working in the company as Financial Director from September 2019.
4	Sami Abdel Salam Weheba (Mr. Sami started his working period as Executive Director of Finance in the company on 12/01/2021 AD)	Executive Director of Finance	Deputy Regional Director of Corporate Finance - Banque Francaise	Mr. Sami holds a bachelor's degree in Business Administration from the University of Alexandria. He started his career in 1994 G, where he held many positions in a number of Saudi banks, where his expertise focused in financing large corporates. He also worked as committee member in local companies in the finance, insurance and investment sector, and began working in the company as the Executive Director of Finance from December 2021.
5	Ahmed Sanad Al Sanad	Executive Director of Governance and Compliance and Secretary of the Board and Committees	Director of Administration and Shareholders Affairs	Mr. Ahmed holds a master's degree in Financial Management from Al-Faisal Colleges, a bachelor's degree in International Business Administration from King Abdulaziz University, and holds the Certificate of Certified Compliance Officer from the Financial Institute (CCO), the Certificate of Conformity and Compliance of Combating Money Laundering and Terrorist Financing (CME2) and the General Certificate for Dealing in Securities (CME1). He started his career in 2003 G and worked in several departments of the company in which he held various positions until the position of Executive Director of Governance and Compliance.

	The Name	Current Jobs	Previous Jobs	Qualifications and Experience
6	Abdullah Mubarak Rais	Investment Manager	Senior Manager - House of national consulting Company	Mr. Abdullah holds a bachelor's degree in Financial Management from Prince Sultan University, and holds a Certificate of Conformity, Compliance, Anti-Money Laundering and Terrorist Financing (1 CME2 2) and General Certificate for Dealing in Securities (2 CME1 5) from the Financial Institute in KSA, and holds a Certificate of Financial Modeling and Evaluation Analyst (5 FMVA 3) from The Financial Institution of Canada (3 CFI 5). He started his career in 2006G in a consulting company licensed by the Capital Market Authority that provides investment banking services and held several positions until the position of senior manager, and began working in the company as an Investment Manager from September 2020 G.
7	Muhammad Ibrahim Muhammad Suleiman	Financial Controller	Senior Audit Manager - Ernst & Young & Co.	Mr. Muhammad holds a bachelor's degree in Commerce from Cairo University, a Fellow of the Association of Management Accountants in the USA, a Fellow of the Association of Chartered Accountants in New Hampshire, USA. He started his working life in 2004 G and worked in the field of auditing at Ernst & Young and Deloitte, in which he held various positions until the position of Senior Manager and started working in the company as Financial Controller from July 2016.

Current and Previous Membership of the BOD Inside and Outside the Kingdom:

During 2021 G, some members of the company's BOD took over the membership of BOD in other companies, as follows:

BOD Member's Name	Companies of the BOD of which he is a member	Companies in which he was a member of the previous BOD
	Company Name - Legal Entity - Inside/Outside the KSA	Company Name - Legal Entity - Inside/Outside the KSA
Abdullah Saleh Kamel	UMM AL QURA FOR DEVELOPMENT & CONSTRUCTION Company (Unlisted Joint-Stock Company) - KSA	Bank Aljazira (Listed Joint-Stock Company) - KSA
	Al Baraka Banking Group (Listed Joint-Stock Company) - Bahrain	Amlak International Real Estate Finance Company (Unlisted Joint-Stock Company) -KSA
	Dallah Al Baraka Holding Company BSC (Unlisted Joint-Stock Company) - Bahrain	Halawani Brothers Company (Listed Joint Stock Company) -KSA
	Dallah International Holding Company (Unlisted Joint-Stock Company) - Egypt	Saudi Research and Marketing Group (Listed Joint-Stock Company) -KSA
	Almazra Real Estate Development Company (Unlisted Joint-Stock Company) - Egypt	Al-Tawfeek Financial Group Company (Unlisted Joint-Stock Company) - KSA
	Dallah For Real Estate Investments (Unlisted Joint-Stock Company) - Egypt	Simla and Al-Rum Urban Development Company (Unlisted Joint-Stock Company) - Egypt
Abdulaziz Mohammed Abdo Yamani		Simla Company for Hotels and Tourist Resorts (Unlisted Joint-Stock Company) - Egypt
		Bait Al Tawfiq Development Holding Company (Unlisted Joint-Stock Company) - Bahrain
		Emaar, The Economic City Company (Listed Joint-Stock Company) - KSA
	Halawani Brothers Company (Listed Joint-Stock Company) - KSA	Dallah Doyle Bitumen Company (Limited Liability) - KSA
	Itqan Capital Company (Unlisted Joint-Stock Company) - KSA	Food Services Group Company (Unlisted Joint-Stock Company) - KSA
	Dallah Al Baraka Investment Holding Company (Unlisted Joint-Stock Company) - KSA	Al Rabie Saudi Food Company (Limited Liability) - KSA
	Dallah Al Baraka Holding Company (Unlisted Joint-Stock Company) - KSA	Textile and Garment Company (Limited Liability) - KSA
	Foras International Investment Company (under liquidation) (Unlisted Joint-Stock Company) - KSA	National Petrochemical Industries Company (Unlisted Joint-Stock Company) - KSA
	Al Thuraya Urban Real Estate Company (Limited Liability) - KSA	The Basic Arab Company for Developed Industries (Limited Liability) - KSA
	Jood Al-Hilli Trading Co. Ltd. (Limited Liability) - KSA	Saudi Swicorp (Unlisted Joint-Stock Company) - KSA
	Dallah Technology and Alternative Energy Company (Limited Liability) - KSA	Saudi Foras Company (Unlisted Joint-Stock Company) - KSA
	Dallah Trading Company (Limited Liability) - KSA	The Arab Badge Company (Limited Liability) - KSA
	Food Makers Company (Limited Liability) - KSA	Alujain Company (Listed Joint-Stock Company) - KSA
	Biscuit International Company (Limited Liability) - KSA	Investor Securities Company (Unlisted Joint-Stock Company) - KSA
Al-Manakhah Urban Development Project Company (Unlisted Joint-Stock Company) - KSA	Al-Samaha Trading Company (Limited Liability) - KSA	
Benefit Sharing Real Estate Company (Limited Liability) - KSA	UMM AL QURA FOR DEVELOPMENT & CONSTRUCTION Company (Unlisted Joint-Stock Company) - KSA	
Borouge First Investment Company (Limited Liability) - KSA	Waj Development and Investment Company Limited (Limited Liability) - KSA	
Emam Modern Real Estate Company (Limited Liability) - KSA	House of Tawfiq Development Company (Limited Liability) - KSA	

BOD Member's Name	Companies of the BOD of which he is a member	Companies in which he was a member of the previous BOD	
	Company Name - Legal Entity - Inside/Outside the KSA	Company Name - Legal Entity - Inside/Outside the KSA	
	Maad International Company for Construction and Development (Limited Liability) - KSA	Dallah Industrial Investment Company (Limited Liability) - KSA	
	Dallah Al Baraka Real Estate Investment Company (Unlisted Joint-Stock Company) - Egypt	The Arab Agricultural Investment Company (Unlisted Joint-Stock Company) - KSA	
	GODIVA INVESTMENT (GDV) (Private Limited Company) - Britain	Al-Tawfiq Company for Financial Leasing (Unlisted Joint-Stock Company) - Egypt	
	UI Egypt (private Co. With Limited) - Egypt	Arabian Company for Real Estate and Tourism Investment (Unlisted Joint-Stock Company) - Egypt	
	Arab Moltaqa Investments Company (Listed Joint-Stock Company) - Egypt		
	Dallah Al Baraka Egyptian Company for Investment and Development (Unlisted Joint-Stock Company) - Egypt	Al-Tawfeek Asset Leasing Company for Small and Medium Enterprises (Unlisted Joint-Stock Company) - Egypt	
	Al Baraka Bank (Listed Joint-Stock Company) - Egypt	Egyptian Saudi Finance Bank (Unlisted Joint-Stock Company) - Egypt	
	Al-Tawfiq Company for Tawarruq (Unlisted Joint-Stock Company) - Egypt	Al-Tawfeek Financial Group (under liquidation) (Unlisted Joint-Stock Company) - Egypt	
	Al Baraka Financial Investments Company (Unlisted Joint-Stock Company) - Egypt	Tunisian Company for the Development of the Milk Industry (SOTUDIL) (Limited Liability) - Cayman	
	Ismailia Misr Poultry Company (Listed Joint-Stock Company) - Egypt		
	Dallah For Real Estate Investments (Unlisted Joint-Stock Company) - Egypt	Al Sawary Investment Company Limited (OFFSHORE) (Limited Liability) - Cayman	
	Almaza Real Estate Development Company (Unlisted Joint-Stock Company) - Egypt		
	Simla and Al-Rum Urban Development Company (Unlisted Joint Stock Company) - Egypt	Al Kawamil Trading and Contracting Company (OFFSHORE) (Limited Liability) - Cayman	
	New Ismailia Company for Urban Development and Development (Listed Joint-Stock Company) - Egypt		
	Helwan Brothers Company (Unlisted Joint-Stock Company) - Egypt	Supply Company for Electrical Works (OFFSHORE) (Limited Liability) - Cayman	
	Dallah International Holding Company (Unlisted Joint-Stock Company) - Egypt		
	The Arab Company for Technology Investments and Development (Unlisted Joint-Stock Company) - Egypt		
	Simla Company for Hotels and Tourist Resorts (Costa de Simla) (Unlisted Joint-Stock Company) - Egypt		
	Al Mushrif Company (Unlisted Joint-Stock Company) - Lebanon		
	Al Mushrif Club Company (Unlisted Joint-Stock Company) - Lebanon		
	Al-Tawfiq Company for Development and Investment - Adecco (Unlisted Joint-Stock Company) - Lebanon		
	Saden Holding Company (Limited Liability) - Lebanon		
	House of Tawfiq Development Holding (Unlisted Joint-Stock Company) - Bahrain		
	Al-Tawfiq Company for Investment Funds (Unlisted Joint-Stock Company) - Cayman		
	Hussein Ali Shobokshi	Shobokshi Development and Trade Company (Limited Liability) - KSA	
		Naeem Holding Company for Investment (Listed Joint-Stock Company) - Egypt	
Suleiman Ibrahim Al-Hadithi	Saudi Company for Private Laboratories (Unlisted Joint-Stock Company) - KSA	Saudi Research and Marketing Group (Listed Joint-Stock Company) -KSA	
	Najmat Al-Madaen Group Company (Unlisted Joint-Stock Company) - KSA	Saudi Printing and Packaging Company (Listed Joint-Stock Company) - KSA	
		Venture Capital Investment Company (Unlisted Joint Stock Company) - KSA	
Abdullah Ibrahim Al-Huwaish	Amlak International Real Estate Finance Company (Listed Joint-Stock Company) - KSA	Standard Chartered Capital KSA Company (Unlisted Joint-Stock Company) - KSA	
	Halawani Brothers Company (Listed Joint-Stock Company) - KSA		
	Emaar, The Economic City Company (Listed Joint-Stock Company) - KSA	Saudi Ground Services Company (Listed Joint-Stock Company) - KSA	
	Alissa Industries Company (Unlisted Joint-Stock Company) - KSA	Al-Amad Saudi Company for Airport Services and Transportation Support (Unlisted Joint-Stock Company) - KSA	
	SEDCO Capital Company ((Unlisted Joint-Stock Company) - KSA		
	Halawani Brothers Company (Unlisted Joint-Stock Company) - Egypt	Riyadh Airports Company (Unlisted Joint-Stock Company) - KSA	
	Al Khozama Management Company (Unlisted Joint-Stock Company) - KSA	SABB Takaful Company (Listed Joint-Stock Company) - KSA	
	Al Rabie Saudi Food Company (Limited Liability) - KSA	Al-Tawfeek Financial Group (currently Itqan Capital Company) (Unlisted Joint-Stock Company) - KSA	
	Fawaz Abdulaziz Al Hokair& Partners Company (Listed		

BOD Member's Name	Companies of the BOD of which he is a member	Companies in which he was a member of the previous BOD
	Company Name - Legal Entity - Inside/Outside the KSA	Company Name - Legal Entity - Inside/Outside the KSA
		Joint-Stock Company) - KSA The Saudi Credit Bureau (SIMAH) (Unlisted Joint-Stock Company) - KSA Al-Ettifaq Steel Industries Company (Unlisted Joint-Stock Company) - KSA
Mansour Abdulaziz Al-Busaiii	Saudi Ground Services Company (Listed Joint-Stock Company) - KSA	Saudi Cooperative Reinsurance Company (Re) (Listed Joint-Stock Company) - KSA
	United Electronics Company (Listed Joint-Stock Company) - KSA	
	Amlak International Real Estate Finance Company (Listed Joint-Stock Company) - KSA	SABB Takaful Company (Listed Joint-Stock Company) - KSA
	HSBC KSA (Unlisted Joint-Stock Company) - KSA	Jabal Omar Development Company (Listed Joint-Stock Company) - KSA
	Arabian Jazz Services Company (Unlisted Joint-Stock Company) - KSA	
Omar Abdullah Jafri	Saudi Ground Services Company (Listed Joint-Stock Company) - KSA	National Air Services Company (NAS) (Unlisted Joint-Stock Company) - KSA
	SITA International Company (Unlisted Joint-Stock Company) - Belgium	
	Yemen Airways Company (Governmental Joint-Venture Company) - Yemen	
Faisal Mohammed Shaker	Saudi Company for Pharmaceutical Industries and Medical Appliances (Listed Joint-Stock Company) - KSA	Falcon Plastic Products Company (Limited Liability) - KSA
	Abdul Mohsen Al Hokair Group for Tourism and Development (Listed Joint-Stock Company) - KSA	Arak Company (Limited Liability) - KSA Spimaco Company (Unlisted Joint-Stock Company) - Egypt
	Modern Food Company Limited (Limited Liability) - KSA	SPIMACO (Unlisted Joint-Stock Company) - Morocco
	National Wealth Management Company (Unlisted Joint-Stock Company) - KSA	
	Al-Qassim Medical Services Company (Unlisted Joint-Stock Company) - KSA	
Amr Mohamed Kamel	Dallah Health Services Company (Listed Joint-Stock Company) - KSA	
	Amlak International Real Estate Finance Company (Listed Joint-Stock Company) - KSA	
	Al Khozama Management Company (Unlisted Joint-Stock Company) - KSA	
	Maad International Company for Reconstruction and Development (Limited Liability) - KSA	
	Etihad Shams Company (Limited Liability) - KSA	
	Bee'ah International Company (Limited Liability) - KSA	

During 2021 G, no member of the BOD has membership in the boards of more than five listed joint-stock companies.

Composition of the BOD and Classification of Membership:

The company's BOD consists of nine members in accordance with the company's AOA. The 14th Extraordinary General Assembly, held on October 23, 2019, appointed the members of the BOD for a period of three Gregorian years starting from October 27, 2019. During 2021 G, there has been no change in the members of the BOD since their election. Accordingly, the BOD consists of eight non-executive members, three of whom are independent, in addition to an executive member.

The table below shows the composition of the BOD and the classification of membership for 2021:

BOD Member's Name	Position on the BOD	Membership Rating
Abdullah Saleh Kamel	Chairman of BOD	Non-executive
Abdul Aziz Mohammed Abdo Yamani	Deputy Chairman of the Board	Non-executive
Hussein Ali Shobokshi	Member of the BOD	Non-executive
Suleiman Ibrahim Al-Hadithi	Member of the BOD	Non-executive

BOD Member's Name	Position on the BOD	Membership Rating
Abdullah Ibrahim Al-Huwaish	Managing Director of the BOD	Executive
Mansour Abdulaziz Al-Busaili	Member of the BOD	Independent
Omar Abdullah Jafri	Member of the BOD	Independent
Faisal Mohammed Shaker	Member of the BOD	Independent
Amr Mohamed Kamel	Member of the BOD	Non-executive

Board meetings and members' attendance record during 2021 G:

The BOD of the company held four meetings during the fiscal year 2021 G. In addition, the BOD issued a number of passing decisions in the periods between the dates of its meetings during the year 2021 G, according to the needs and requirements of the company, especially decisions to approve the quarterly and annual financial statements, after studying the Audit Committee and submitting its recommendations to the Board. The record of the BOD's meetings during 2021 G was as follows:

BOD Member's Name	Attendance record for board meetings 2021				Attendance/ number of meetings
	First Meeting 28/03/2021	Second Meeting 15/08/2021	Third Meeting 07/11/2021	Fourth Meeting 29/12/2021	
Abdullah Saleh Kamel	✓	✓	x	✓	3/4
Abdul Aziz Mohammed Abdo Yamani	✓	✓	✓	✓	4/4
Hussein Ali Shobokshi	✓	✓	✓	✓	4/4
Suleiman Ibrahim Al-Hadithi	✓	✓	✓	✓	4/4
Abdullah Ibrahim Al-Huwaish	✓	✓	✓	✓	4/4
Mansour Abdulaziz Al-Busaili	✓	✓	✓	✓	4/4
Omar Abdullah Jafri	✓	✓	✓	✓	4/4
Faisal Mohammed Shaker	✓	✓	✓	✓	4/4
Amr Mohamed Kamel	✓	✓	✓	✓	4/4

Date of the last meeting of the General Assembly on 05/30/2021 G

Number of Board meetings and attendance of Board members during the Board session:

As of date of its appointment by the 14th Extraordinary General Assembly, held on October 23, 2019, the BOD held (9) meetings until the end of 2021 G. The table below shows the attendance of the members of the BOD at its meetings during the current session:

BOD Member's Name	The (15th) session of the BOD started from October 27, 2019 and ends on October 26, 2022 G		
	Number of Meetings	The Attendance	Attendance rate
Abdullah Saleh Kamel	9	8	89%
Abdul Aziz Mohammed Abdo Yamani	9	8	89%
Hussein Ali Shobokshi	9	9	100%
Suleiman Ibrahim Al-Hadithi	9	9	100%
Abdullah Ibrahim Al-Huwaish	9	9	100%
Mansour Abdulaziz Al-Busaili	9	9	100%
Omar Abdullah Jafri	9	8	89%
Faisal Mohammed Shaker	9	9	100%
Amr Mohamed Kamel	9	9	100%

Main Company Committees:

Within the framework of the company's governance rules and based on the needs, circumstances and nature of the company's business, the BOD formed three main committees with the aim of assisting the board in performing its tasks and responsibilities and conducting its business effectively and raising the level of supervision, control and decision-making controls in the company. These committees are the Audit Committee, the Remuneration and Nominations Committee, and the Investment and Finance Committee. The BOD supervise their work, and the committees present the results of their work and recommendations to the Board on a regular basis. The competencies, tasks, composition, chairmen and members of the Committees, the

number of their meetings, the dates of their meetings, and the attendance data of members for each meeting during 2021 G, are summarized as follows:

▪ **Audit Committee:**

The General Assembly (46) held on December 31, 2017 approved the work regulation of the Audit Committee, which includes the formation of the Committee, its tasks, controls for its work, and the remuneration of its members in accordance with the Corporate Governance Regulations. The tasks of the Committee include in particular those set out below, in addition to any other tasks and responsibilities assigned thereto by the BOD:

First: Financial Reports:

1. To study the company's initial and annual financial statements before submitting them to the BOD and expressing its opinion and recommendation in regard; in order to ensure their integrity, fairness and transparency.
2. To express a technical opinion - at the request of the BOD - on whether the Board's report and the company's financial statements are fair, balanced and understandable and include information that allows shareholders and investors to evaluate the company's financial position, performance, business model and strategy.
3. To study any important or unfamiliar issues contained in the financial reports.
4. To research thoroughly any issues raised by the company's financial manager, whoever assumes his duties, the company's compliance officer, or the auditor.
5. To verify the accounting estimates in the material issues contained in the financial reports.
6. To study the accounting policies followed in the company and expressing an opinion and recommendation to the BOD in this regard.

Second: Internal Audit:

1. To study and audit the company's internal and financial control and risk management systems.
2. To study internal audit reports and following up on the execution of corrective actions for the notes contained therein.
3. To monitor and supervise the performance and activities of the internal auditor or (the internal audit department in the company - if any -); in order to verify the availability of the necessary resources and their effectiveness in performing the tasks assigned thereto. If the company does not have an internal auditor, the committee shall submit its recommendation to the Board regarding the need for its appointment.
4. To recommend to the BOD the appointment of the director of the internal audit unit or department or the internal auditor and suggesting his remuneration.
5. The committee shall meet periodically with the company's internal auditor at least twice a year.

Third: External Auditor:

1. To recommend the BOD to nominate and dismiss auditors, determine their fees and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of their contract.
2. To verify the auditor's independence, objectivity and fairness, and the effectiveness of audit work, taking into account the relevant rules and standards.
3. To review the company's auditor plan and work, and verify that the auditor has not submitted technical or administrative works that are outside the scope of audit work, and provide its views in this regard.
4. To answer the company's auditor's inquiries.
5. To study the auditor's report and notes on the financial statements and follow up on what was taken in their regard.

6. The committee shall meet periodically with the company's auditor at least twice a year.

Fourth: Compliance:

1. To review the results of the reports of the supervisory authorities and verify that the company has taken the necessary measures in this regard.
2. To verify the company's compliance with relevant laws, regulations, policies and instructions.
3. To review the contracts and transactions proposed to be conducted by the company with related parties, and present its views in this regard to the BOD.
4. To raise the issues it deems necessary to take action on to the BOD, and make recommendations for the actions to be taken.

A committee was formed by a decision of the company's 14th Extraordinary General Assembly held on 10/23/2019 for a period of three years starting from the beginning of the BOD session on 10/27/2019. It is made up of three non-executive members of the BOD: Engineer Suleiman Ibrahim Al-Hadithi, Chairman of the Committee, who is a non-executive member of the Board of Directors, Dr. Omar Abdullah Jafri, who is an independent member of the BOD, and Mr. Nasser Sahaj Al-Shaibani, an independent external member specialized in financial and accounting affairs.

The following is a table showing the chairman and members of the committee, the number of its meetings, the dates of their meetings, and the attendance data of members for each meeting during 2021 G, as follows:

The Name	Membersh ip Nature	The Committee exercised its functions by conducting (6) meetings during 2021 G					
		First Meeting 03/14/2021	Second Meeting 03/24/2021	Third Meeting 03/30/2021	Fourth Meeting 05/04/2021	Fifth Meeting 08/11/2021	Sixth Meeting 11/03/2021
Suleiman Ibrahim Al-Hadithi	Chairman	✓	✓	✓	✓	✓	✓
Omar Abdullah Jafri	Member	✓	✓	✓	✓	✓	✓
Nasser Sohag Al Shaibani	Member *	✓	✓	✓	✓	✓	✓

* An independent external member specialized in financial and accounting affairs.

Remuneration and Nominations Committee:

In line with the Corporate Governance Regulations, the BOD decided to merge the Remuneration and Nomination Committees into one committee under the name of the Remuneration and Nominations Committee. It undertakes all the competencies and tasks of the remuneration and nomination committees mentioned in the Corporate Governance Regulations. Accordingly, the General Assembly (46) held on December 31, 2017 approved the work regulations for the Remuneration and Nominations Committee, which include the formation of the Committee, its tasks, controls for its work, and the remunerations of its members in accordance with the Corporate Governance Regulations. The Remuneration and Nominations Committee shall be responsible for the tasks related to the remuneration of members of the Board and its committees, the remuneration of the Executive Management and nominations for membership of the Board and the Executive Management as shown below, in addition to any other tasks and responsibilities assigned there to by the BOD:

First: Regarding the Company's Remunerations:

1. To prepare a clear policy for remuneration and submitting it to the BOD for consideration in preparation for approval by the company's General Assembly, provided that this policy includes:
 - a. Board member remuneration.
 - b. Remuneration of committees emanating from the BOD.
 - c. Executive Management remuneration.

Provided that, in this policy, consideration should be given to following performance-related standards, disclosing, and verifying their implementation.

2. To clarify the relationship between the remuneration granted and the applicable remuneration policy, and indicate any material deviation from this policy.
3. To periodically review the remuneration policy, and evaluate its effectiveness in achieving its objectives.
4. To recommend to the BOD, in accordance with the policy approved by the association, the following:
 - a. Board member remuneration.
 - b. Remuneration of committees emanating from the BOD.
 - c. Senior executive remuneration.

Secondly: With regard to nominations for membership of the BOD and Executive BOD:

The competencies of the Committee with regard to nominations shall be as follows:

1. To propose clear policies and criteria for membership in the BOD and the Executive Management.
2. To recommend the BOD to nominate and re-nominate its members in accordance with the approved policies and standards, taking into account not to nominate any person previously convicted of a breach of trust.
3. To prepare a description of the capabilities and qualifications required for membership in the BOD, and file Executive Management positions.
4. To determine the time that the member should allocate for the work of the BOD.
5. To review annually the necessary needs for skills or appropriate expertise for membership of the BOD and Executive Management functions.
6. To review the structure of the BOD and the Executive Management, and making recommendations that can be made.
7. To verify annually the independence of the independent members, and the absence of any conflict of interest if the member is a member of the BOD of another company.
8. To develop job descriptions for executive members, non-executive members, independent members, and senior executives.
9. To establish special procedures in the event of a vacancy in the position of a member of the BOD or senior executives.
10. To Identify weaknesses and strengths in the BOD, and proposing solutions to address them in line with the company's interest.

The Remuneration and Nominations Committee was formed by a decision of the BOD for a period of three years, starting from the beginning of the Board's term on October 27, 2019. It is made up of three non-executive members of the BOD, namely, Mr. Mansour Abdulaziz Al-Busaili as the Chairman of the Committee, who is an independent BOD member, and the membership of Mr. Hussein Ali Shobokshi and Mr. Amr Muhammad Kamel, who are non-executive members of the BOD.

The following is a table showing the Chairman and members of the Committee, the description and nature of membership, the number of its meetings, the dates of their meetings, and the attendance data of members for each meeting during the year 2021 G, as follows:

The Name	Membership Nature	The Committee exercised its functions by conducting (2) meetings during 2021 G	
		First Meeting 02/17/2021G	Second Meeting 10/24/2021G
Mansour Abdulaziz Al-Busaili	Chairman	✓	✓
Hussein Ali Shobokshi	Member	✓	✓
Amr Mohamed Kamel	Member	✓	✓

▪ **Investment and Finance Committee:**

In its meeting on 08/11/2020 G, the BOD approved the work of the Investment and Finance Committee, which includes the formation of the Committee, its tasks, controls for its work, and the remuneration of its members, in order to assist the BOD in performing its duties and executing its responsibilities related to the terms of reference, tasks and responsibilities below, in addition to any other tasks and responsibilities assigned thereto by the BOD.

Functions, tasks and responsibilities of the Investment and Finance Committee:

1. To develop investment strategies and policies, review them periodically, and submitting recommendations thereon to the BOD.
2. To direct credits and investments according to the powers delegated to the Committee by the BOD.
3. To study new investment opportunities and submitting recommendations to the BOD.
4. To study the performance of investments and periodically evaluate them, and submit recommendations in their regard to the BOD.
5. To supervise and control the implementation of investment policies, strategies and projects, and submit recommendations to the BOD.
6. To study and evaluate the investment opportunities proposed by the management in relation to the following transactions, and recommending them:
 - a. Mergers or acquisitions of companies
 - b. Exit or sell any of the company's investments, or transferring its ownership, and other forms of disposing of investments
 - c. To study new investment opportunities and submitting recommendations to the BOD.
 - d. To study the funding sources necessary for the various investments offered to the company or recommended by management
7. To ensure that the administrative and financial procedures in relation to the management of the company's investments are in line with legal requirements and administrative controls.
8. To suggest, study and review the appropriate financing structure for the company, and its proportionality with the volume of existing and upcoming investments the company will have, and submit recommendations in this regard to the BOD.
9. To approve and contract loans, agencies, banking facilities, and bills of exchange, within the limits of what is authorized by the company's BOD.
10. To assign and define the scope and fees of the financial advisory offices, to carry out acquisitions, mergers, or sale of investments and the like.
11. The Committee may recommend to the BOD to delegate some of its tasks and powers to the Executive Management.
12. To prepare periodic and annual reports on the work of the Committee, and the annual disclosure report, and submit them to the BOD.

The Investment and Finance Committee was formed by a decision of the BOD for a period of three years, starting from the beginning of the Board's term on 27/10/2019 G. It is made up of four members of the BOD, they are Eng. Abdulaziz Muhammad Abdo Yamani, Chairman of the Committee, who is a non-executive member of the BOD, the membership of Mr. Hussain Ali Shobokshi, who is a non-executive member of the BOD, the membership of Mr. Abdullah Ibrahim Al-Huwaish, who is an executive member of the BOD, and the membership of Mr. Faisal Mohamed Shaker, who is an independent member of the BOD.

The following is a table showing the Chairman and members of the Committee, the description and nature of membership, the number of its meetings, the dates of their

meetings, and the attendance data of members for each meeting' during the year 2021 G, as follows:

The Name	Membership Nature	The Committee exercised its functions by conducting (6) meetings during 2021 G					
		First Meeting 02/28/2021	Second Meeting 04/26/2021	Third Meeting 06/30/2021	Fourth Meeting 09/27/2021	Fifth Meeting 10/31/2021	Sixth Meeting 12/13/2021
Abdulaziz Mohammed Abdo Yamani	Chairman	✓	✓	✓	✓	✓	✓
Hussein Ali Shobokshi	Member	✓	✓	✓	✓	✓	✓
Abdullah Ibrahim Al-Huwaish	Member	✓	✓	✓	✓	✓	✓
Faisal Mohammed Shaker	Member	✓	✓	✓	✓	✓	✓

Interest of Board Members and Senior Executives in the Company's Shares and its Subsidiaries:

• Interest in the Company's Shares:

The table below shows the interest of the board members in the company's shares during the fiscal year 2021 G. there is no interest for their relatives (spouses and minor children) in the shares of the company or its subsidiaries. Also, there is no interest for any of the senior executives and their relatives in the company's shares or its subsidiaries, and there are no debt instruments of the company or its subsidiaries.

The name of the user who has the interest	At the beginning of the year		Year End		Net change in the number of shares	Change Percentage
	Number of Shares	Debt Instruments	Number of Shares	Debt Instruments		
Abdullah Saleh Kamel *	67,903,932	-	67,903,932	-	-	-
Abdulaziz Mohammed Abdo Yamani	2,022	-	2,022	-	-	-
Hussein Ali Shobokshi	1,000	-	1,000	-	-	-
Suleiman Ibrahim Al-Hadithi	1,000	-	1,000	-	-	-
Abdullah Ibrahim Al-Huwaish	100	-	100	-	-	-
Mansour Abdulaziz Al-Busaili	1,000	-	1,000	-	-	-
Omar Abdullah Jafri	50	-	50	-	-	-
Faisal Mohammed Shaker	258	-	258	-	-	-
Amr Mohamed Kamel	1,000	-	1,000	-	-	-

Note * A number of 67,225,431 shares owned by Dallah Al Baraka Holding Company have been added for the indirect interest of Mr. Abdullah Saleh Kamel to his administrative control of Dallah Al Baraka Holding Company, in addition to the 678,501 shares he directly owns, which are 678,501 shares.

• Interest in Shares of Subsidiaries:

Halawani Brothers Company:

The table below shows the interest of some members of the BOD in the shares of Halawani Brothers Company (Listed Joint-Stock Company) affiliated to the company through Aseer Arabian Industrial Investment Ltd., wholly owned by the company during the fiscal year 2021 G as follows:

The name of the user who has the interest	At the beginning of the year		Year End		Net Change	Change Percentage
	Number of Shares	Debt Instruments	Number of Shares	Debt Instruments		
Abdullah Saleh Kamel	1,100	-	1,237	-	137	12.5%
Abdulaziz Mohammed Abdo Yamani	1,100	-	1,237	-	137	12.5%
Abdullah Ibrahim Al-Huwaish	8	-	112	-	104	1300%

Alissa Industries Company:

There is no interest for the members of the BOD in the shares of Al-Issa Industries Company, owned by 38% of the company during the fiscal year 2021 G.

Remuneration of Board Members, Sub-Committees and Executive Management:

The (50th) Ordinary General Assembly held on 05/30/2021 G approved the remuneration policy for members of the BOD, the sub-committees and the Executive

Management, which aims to define clear criteria for the remuneration of the members of the BOD and the committees emanating from the Board and senior executives of the company in light of the requirements of the Companies Law and the regulations and regulations of the Market Authority. The policy also aims to attract individuals with a degree of competence, ability and talent to work on the BOD, committees, and Executive Management by adopting incentive plans and programs for remunerations that are linked to performance, which contributes to improving the company's performance and achieving the interests of its shareholders.

First: Remuneration of the Board Members:

1. According to Article (21) of the company's Articles of Association, the remuneration of the members of the Board shall be a certain amount or attendance allowance for the sessions, or benefits in kind, or a certain percentage of the net profits, and it is permissible to combine two or more of these benefits, in accordance with the provisions contained in the Companies Law, the Corporate Governance Regulations, and the rules and standards set by the Capital Market Authority in this regard.
2. If the remuneration is defined percentage of the company's profits, this percentage may not exceed (10%) of the net profits, after deducting the reserves decided by the General Assembly in application of the provisions of the Companies Law and the Company's AOA, and after distributing the profit to shareholders of no less than (5%) of the company's paid-up capital, provided that the entitlement to this bonus shall be proportional to the number of sessions attended by the member, and any estimate otherwise shall be null and void.
3. The remuneration of the Chairman of the BOD shall be SAR 350,000 annually, and the remuneration of a member of the BOD shall be SAR 250,000 annually.
4. The attendance fee shall be SAR 3,500 for each meeting of the BOD.
5. The company covers the actual and reasonable expenses and fees incurred by the member of the BOD for the purpose of performing his work.
6. In all cases, the sum of the remunerations and benefits received by a member of the BOD, whether financial or in-kind, shall not exceed the maximum limit for remuneration stipulated in the bylaws and regulations and in accordance with the controls set by the competent authority.
7. The Board's report to the Ordinary General Assembly shall include a comprehensive statement of all the remunerations, expenses, allowances and other benefits received by the Board members during the fiscal year. It shall also include a statement of what the Board members received in their capacity as workers or administrators, or what they received in return for technical or administrative work or consultancy. It shall also include a statement of the number of BOD sessions and the number of sessions attended by each member from the date of the last meeting of the General Assembly.
8. The remuneration of the members of the BOD may be varied in amounts to reflect the member's experience, competencies, tasks entrusted thereto, his independence, the number of sessions attended, and other considerations.
9. The remuneration of independent Board members shall not be a percentage of the profits generated by the company or be based directly or indirectly on the profitability of the company.

The table below shows the remunerations and compensations of the members of the BOD paid during the year 2021 G:

	Certain Amount	Fixed Remunerations						Variable Remunerations						End-of-Service Gratuity	Total Amount	Expense Allowance	
		Allowance for attending BOD sessions	Total allowance for attending committee sessions	In-kind benefits	Remuneration of technical, administrative and advisory works	Remuneration of the Chairman, Managing Director, or Secretary, if he is a member	Gross Total	Percentage of Profits	Regular Remunerations	Short-term incentive plans	Long-term incentive plans	Granted shares	Gross Total				
First: Independent Members:																	
1	Mansour Abdulaziz Al-Busaili	370,000	14,000	7,000	-	-	-	391,000	-	-	-	-	-	0	-	391,000	-
2	Omar Abdullah Jafri	350,000	14,000	21,000	-	-	-	385,000	-	-	-	-	-	0	-	385,000	-
3	Faisal Mohammed Shaker	350,000	14,000	21,000	-	-	-	385,000	-	-	-	-	-	0	-	385,000	-
	Gross Total	1,070,000	42,000	49,000	0	0	0	1,161,000	0	0	0	0	0	0	0	1,161,000	0
Secondly: Non-Executive Members:																	
1	Abdullah Saleh Kamel	350,000	10,500	-	-	-	-	360,500	-	-	-	-	-	0	-	360,500	-
2	Abdulaziz Mohammed Abdo Yamani	370,000	14,000	21,000	-	-	-	405,000	-	-	-	-	-	0	-	405,000	-
3	Hussein Ali Shobokshi	450,000	14,000	28,000	-	700,000	-	1,192,000	-	-	-	-	-	0	-	1,192,000	30,000
4	Suleiman Ibrahim Al-Hadithi	370,000	14,000	21,000	-	-	-	405,000	-	-	-	-	-	0	-	405,000	-
5	Amr Mohamed Kamel	350,000	14,000	7,000	-	-	-	371,000	-	-	-	-	-	0	-	371,000	-
	Gross Total	1,890,000	66,500	77,000	0	700,000	0	2,733,500	0	0	0	0	0	0	0	2,733,500	30,000
Third: Executive Members:																	
1	Abdullah Ibrahim Al-Huwaish	350,000	14,000	21,000	-	-	-	385,000	-	-	-	-	-	0	-	385,000	-
	Gross Total	350,000	14,000	21,000	0	0	0	385,000	0	0	0	0	0	0	0	385,000	0
	Total Amount	3,310,000	122,500	147,000	0	700,000	0	4,279,500	0	0	0	0	0	0	0	4,279,500	30,000

* Based on the policy of remuneration for the members of the BOD, the sub-committees, and the Executive Management, and approved by the Ordinary General Assembly (50) held on 05/30/2021 G, a bonus was paid to the Chairman of the BOD in the amount of 350,000 riyals, and a bonus was paid to each member of the BOD in the amount of 250,000 riyals for the fiscal year ended on December 31, 2021 G with a total amount of 2,350,000 riyals.

* The 50th Ordinary General Assembly, held on 05/30/2021, also agreed to disburse an amount of SAR 1,800,000 as a remuneration to the members of the BOD for the fiscal year ending on December 31, 2020 G, and it was disbursed during the year 2021 G as follows:

Board member name	The amount of the remuneration for the year 2020 G
Abdullah Saleh Kamel	200,000 SAR
Abdulaziz Mohammed Abdo Yamani	200,000 SAR
Hussein Ali Shobokshi	200,000 SAR
Suleiman Ibrahim Al-Hadithi	200,000 SAR
Abdullah Ibrahim Al-Huwaish	200,000 SAR
Mansour Abdulaziz Al-Busaili	200,000 SAR
Omar Abdullah Jafri	200,000 SAR
Faisal Mohammed Shaker	200,000 SAR
Amr Mohamed Kamel	200,000 SAR

Secondly: Remuneration of committee members:

The work list of the Audit Committee, the work list of the Remuneration and Nominations Committee, which was approved by the General Assembly, and the work list of the Investment and Finance Committee approved by the Board of Directors included the remuneration of its members. It is an annual remuneration of SAR 120,000 (Only one hundred and twenty thousand) for the Chairman of the Committee and SAR 100,000 (Only one hundred thousand) for each of the other members, provided that the entitlement to this remuneration shall be proportional to the number of meetings attended by the member during the year.

The table below shows the remunerations and compensations of the paid Committee members during 2021 G:

	Fixed remuneration (except for the allowance for attending sessions)	Allowance for attending sessions	Gross Total
Audit Committee Members:			
Suleiman Ibrahim Al-Hadithi	120,000	21,000	141,000
Omar Abdullah Jafri	100,000	21,000	121,000
Nasser Sohag Al Shaibani	100,000	21,000	121,000
Gross Total	320,000	63,000	383,000
Members of the Remuneration and Nominations Committee:			
Mansour Abdulaziz Al-Busaili	120,000	7,000	127,000
Hussein Ali Shobokshi	100,000	7,000	107,000
Amr Mohamed Kamel	100,000	7,000	107,000
Gross Total	320,000	21,000	341,000
Members of the Investment and Finance Committee:			
Abdulaziz Mohammed Abdo Yamani	120,000	21,000	141,000
Hussein Ali Shobokshi	100,000	21,000	121,000
Abdullah Ibrahim Al-Huwaish	100,000	21,000	121,000
Faisal Mohammed Shaker	100,000	21,000	121,000
Gross Total	420,000	84,000	504,000

Third: Executive Administrative Remuneration:

The BOD shall determine the remuneration of senior executives and includes based on the recommendation of the Remuneration and Nominations Committee as the following:

1. A fixed amount paid in the form of salary and allowances. The allowances include housing allowance, transportation allowance and annual tickets, which are proposed by the Remuneration and Nominations Committee and approved by the BOD.
2. An annual bonus linked to performance indicators, according to the annual evaluation carried out in this regard.
3. The plans, policy and types of remuneration for employees and senior executives shall be approved by the BOD based on the recommendation of the Remuneration and Nominations Committee.

The Remuneration and Nominations Committee shall supervise the implementation of the remuneration policy for employees and senior executives in light of the plans, programs and general directives approved by the Board.

The table below shows the highest remunerations and compensations for seven senior executives paid during the year 2021:

	Fixed Remunerations				Variable Remunerations						End-of-Service Gratuity	Total executive remuneration for the board, if any	Total Amount
	Salaries	Allowances	In-kind benefits	Gross Total	Regular Remunerations	Earnings	Short-term incentive plans	Long-term incentive plans	Granted shares	Gross Total			
Total Amount	6,035,250	2,480,022	-	8,515,272	4,731,000	-	-	-	-	4,731,000	103,080	464,000	13,813,352

There is no arrangement or agreement under which a member of the company's BOD or a senior executive has hereby waived any remuneration.

The means adopted by the BOD in evaluating its performance and the performance of its committees and members:

The BOD approved the performance evaluation form for the BOD' work based on the proposal of the Remuneration and Nominations Committee and in line with the requirements of the Corporate Governance Regulations. During the year, the previously approved model was developed to be a self-assessment through which the member evaluates himself in addition to evaluating each member of the BOD separately, for the purpose of assisting in the process of evaluating the effectiveness of the BOD members. The evaluation form shall include elements that focus on the attendance of a member of

the BOD, effective participation in meetings, the role and responsibilities of the member, in addition to the evaluation of the Board Secretary, his role and responsibilities.

The BOD also approved a performance evaluation form for the work of each of its committees. The form was designed to contribute to verifying the performance of the committees' work in accordance with the approved work regulations, which regulate the committee's work controls and procedures, its tasks, and the rules for selecting its members. The elements of verification include the formation of the committee and its meetings, and the terms of reference, duties and responsibilities of the committee. In order to know the strengths and weaknesses in the performance of the BOD and the committees, to strengthen the places of strength and work to address the deficiencies.

Business and contracts in which any member of the BOD or senior executives have an interest therein:

During 2021 G, the company carried out an ordinary transaction and one of the members of the BOD has a direct interest therein, and it falls within the framework of the company's normal activity and on the same terms and principles followed with others. The transaction was presented to the BOD, and evidence of the interested Board member's notification to the BOD and his approval of that without the stakeholder's participation in voting. The Ordinary General Assembly (50) held on 05/30/2021 G approved the business and contracts below without the participation of the interested member in voting on the resolution, in accordance with the notification of the Chairman of the Board and the special report submitted by the auditor to the General Assembly. The table below shows the transaction with the related party that was approved by the General Assembly:

The name of the interested party	Nature of Transaction	Transaction Amount	Transaction Time	Terms of Transaction
Hussein Ali Shobokshi (Member of the BOD, owned by Hussein Ali Shobokshi Office for Management Consulting)	Consulting Services	SAR 700 thousand	During 2021 G	A contract to provide consulting services without preferential terms.

With the exception of the above, the company acknowledges that there are no business or contracts during 2021 G in which the company is a party or in which there is an interest for a member of the BOD or senior executives, or any person related to any of them.

Transactions with Related Parties:

In the course of their normal commercial business, some of the company's subsidiaries carried out transactions with each other and with related parties within the framework of their normal activities and with the same terms, principles and transaction prices followed with third parties. The table below shows a summary of the important transactions with related parties as at the end of the year according to note (20) from the financial statements for this year:

Amounts due from related parties				
Related Party	Nature of Relationship	Nature of the Transaction	Transaction Amounts	Balance
Other trading companies	Affiliates	Different Transactions	6,454,790	1,907,444
Provision for doubtful debts	-	-	-	(512,361)
Balance				1,395,083

Amounts owed to related parties				
Related Party	Nature of Relationship	Nature of the Transaction	Transaction Amounts	Balance
Dallah Trading Company	Affiliate owned by a major shareholder	Buying finished goods	738,128	79,753
Ismailia Egypt Poultry Company	Affiliate owned by a major shareholder	Buying raw materials	3,196,490	249,223
Others	Affiliates	Different transactions	154,864	638,676
Balance				967,652

Annual Review of the Effectiveness of Internal Control Procedures:

An independent body carries out the internal audit tasks, evaluates and examines the internal control systems and their effectiveness in the company, and submits its reports to the Audit Committee after discussion with the company's management. The company's management takes the necessary corrective actions for the observations contained in the internal audit reports and the notes of the chartered accountant during the examination and review processes, and follows up on their completion in order to strengthen the internal control systems. The internal audit work shall be in accordance with an annual plan that is reviewed periodically. The tasks of the internal audit include evaluating the internal control system, the effectiveness of its procedures, and recommendations for its improvement and development, under the supervision of the Audit Committee. As a result of the annual review of the internal control system and the effectiveness of its procedures, regular observations were found within the company's practice of its functions that require corrective measures to improve and develop control systems, and the absence of observations and material risks affecting, with a recommendation to continue in the processes of developing the control system, internal control procedures and related activities by working on continuous improvement of rules, regulations and operational procedures.

The Opinion of the Audit Committee:

Based on the Committee's follow-up to its tasks, the internal auditor's reports, follow-up with the chartered accountant, and the corrective actions taken by the Executive Management of the company for continuous development and improvement, and the Executive Management's assurances that there are no material observations, when preparing the annual consolidated financial statements for the year 2021 G and the preliminary financial statements for the quarterly periods during 2021 G, and to address all observations made by the chartered accountant during the audit work for 2021 G. the chartered accountant has no comments or material observations that have not been addressed, the absence of material observations of the Committee when studying those statements, the absence of material observations from the BOD and its approval of those financial statements, and management's assurances about the internal control system and the effectiveness of its procedures, signed on 03/14/2022 G. The financial statements were examined and reviewed by the independent certified auditor, who has the right to review all the books and records, the minutes of the BOD and its committees, and the minutes of the General Assembly of Shareholders. In addition, no material note was received from the chartered accountant on the internal control and control systems. Based on the annual internal control report on the evaluation of the effectiveness of the design of the internal control system and the methodology carried out by the internal auditor and his conclusion that the design of the internal control system is effective, appropriate and sufficient with work on continuous development and improvement. In light of the above, the Committee has no substantial observations on the company's internal control system. Also, the company believes that the internal control system confirms to a reasonable degree that it was prepared on sound foundations, with the importance of the Executive Management continuing to develop and improve the internal control system and the development of the mechanism of control over the company's operations and activities.

Company Declarations:

- The account records are properly prepared.
- The internal control system was prepared on sound foundations and implemented effectively.
- There is no doubt about the company's ability to continue its activities.

- The financial system reflects the integrity of financial statements and reports and their systems.

The provisions of the Corporate Governance Regulations have been applied, or have not been applied, and the reasons for that:

The company is working on carrying out the Corporate Governance Regulations issued by the Capital Market Authority through a system of corporate governance principles and rules, the bylaw, and the statutory rules and regulations related to the nature of the company's business and activities, internal work regulations and procedures, and the regulations, policies and procedures associated with the BOD and Board committees.

The BOD also approved the company's corporate governance rules, guided by the Corporate Governance Regulations in the KSA issued by the Capital Market Authority to comply with its provisions and objectives without violating the mandatory provisions, with the exception of some articles:

Item No.	Paragraph No.	Article/paragraph provisions	Reasons not to apply
(39)	-	Training (training of board and executive management members)	The article is for guidance, and the company's management is looking into the need for training programs for senior executives.
(70)	-	Formation of Risk Management Committee	The article is for guidance, and the BOD assigned the functions of the Risk Management Committee to the Audit Committee, noting that the company continuously reviews its policies related to risk management and submits a report to the BOD on an annual basis.
(72)	-	Risk Management Committee Meetings	
(76)	-	Configure the internal audit unit or department	The article is for guidance, and the company relies on external sources to perform the internal control functions, which in turn makes the internal audit plan and submits its reports to the Audit Committee.
(85)	-	Motivate Employees	Guiding Material
(89) Disclosure Policies and Procedures	3	The company's website includes all the information required to be disclosed, and any other data or information published through other means of disclosure	The paragraph is indicative, and the company publishes any information and data that is required to be disclosed according to the regulations and the regulations required by the system.
(95)	-	Formation of the Corporate Governance Committee	The article is indicative, and the BOD assigned the functions of the Governance Committee to the Remuneration and Nominations Committee to develop, implement and amend governance rules when needed.

The company has no penalty, sanction, precautionary measure, or precautionary restriction imposed by the Authority or by any other supervisory, regulatory or judicial authority.

Actions taken by the BOD to inform its members of the shareholders' proposals and comments regarding the company and its performance:

The company's AOA guarantee to the shareholders all rights related to the share. The shareholder shall have the right to inquire and request information in a manner that does not harm the interests of the company and does not contradict the financial market system and its executive regulations. The BOD shall be notified of a summary of these suggestions or observations, if any.

Choosing a chartered accountant for the company:

The 50th Ordinary General Assembly, held on 05/30/2021, decided to nominate and select M/S Dr. Muhammad Al-Omari & Partners Company (BDO) from among the nominated offices, based on the recommendation of the Audit Committee, to be an auditor of the company's accounts, in order to examine, review and audit the financial

statements for the second, third and annual quarters of the year fiscal 2021 G and for the first quarter of the fiscal year 2022G.

The recommendation of the Audit Committee to nominate an auditor for the company's accounts will be presented to the Ordinary General Assembly, at the time it is held during 2022 G, to examine, review and audit the financial statements for the second, third and annual quarters of the fiscal year 2022 G and for the first quarter of the fiscal year 2023 G, and the General Assembly may approve the recommendation or appoint another auditor or more.

Accounting Standards Applicable in the Company:

The consolidated financial statements of the Group and the independent financial statements of the Group's subsidiaries were prepared in accordance with the international standards for the preparation of financial reports and the guidelines issued by the Saudi Organization for Certified Public Accountants. All these financial statements were audited in accordance with international auditing standards, and the auditor issued an unqualified opinion on each of them with indication to a full compliance with International Financial Reporting Standards.

General Assemblies of Shareholders during 2021 G:

During the year 2021 G, the company held one general assembly as follows:

1. The Ordinary General Assembly (50) held on May 30, 2021 G:

It is the Assembly in which the company's auditor's report for the fiscal year 2020 G, the financial statements for the fiscal year 2020 G were approved, the report of the BOD for the fiscal year 2020 G, the disbursement of an amount of SAR 1,800,000 to members of the BOD for the fiscal year 2020 G, the approval to absolve the members of the BOD from their responsibility for managing the company during the fiscal year 2020 G, to approve the business and contracts that took place between the company and the office of Hussein Ali Shobokshi for Management Consulting, in which the member of the BOD Hussein Ali Shobokshi has a direct interest, which are advisory services without preferential terms during the year 2021 G in the amount of SAR (700,000), and approval of the amendment of the remuneration policy for members of the BOD, sub-committees and Executive Management, approval of the appointment of Dr. Muhammad Al-Omari & Partners BDO Company as auditor of the company's accounts from among the candidates, based on the recommendation of the Audit Committee, in order to examine, review and audit the financial statements for the second, third and annual quarters of the fiscal year 2021 G, and the first quarter of the fiscal year 2022 G, and determining its fees.

Names of the members of the BOD present at the general assemblies during the year 2021 G:

M	Board member name	Attendance Record
		Ordinary General Assembly Meeting (50) held on 05/30/2021 G
1	Abdullah Saleh Kamel	x
2	Abdul Aziz Mohammed Abdo Yamani	✓
3	Hussein Ali Shobokshi	✓
4	Suleiman Ibrahim Al-Hadithi	✓
5	Abdullah Ibrahim Al-Huwaish	✓
6	Mansour Abdulaziz Al-Busaili	✓
7	Omar Abdullah Jafri	✓
8	Faisal Mohammed Shaker	✓
9	Amr Mohamed Kamel	✓

The number of the company's requests to the shareholders' register, the dates of those requests and their reasons:

The company's requests for the shareholders' register	The Date of Application	Reasons for Application
1	03/31/2021 G	Company Procedures
2	05/30/2021G	Attending the Ordinary General Assembly (50)
3	06/30/2021G	Company Procedures
4	09/30/2021G	Company Procedures

Social Contributions of the Company:

The company has developed training programs for newly graduated students from universities, in addition to attracting national talent through the programs of the Ministry of Human Resources and Social Development.

Acknowledgments of the BOD:

The Chairman and members of the BOD extend their thanks and appreciation to all the company's shareholders, customers, suppliers and advisors for their efforts and cooperation. Also, the Board expresses its appreciation to the employees of the company and its subsidiaries, and all the parties with which it has a working relationship for their efforts and constructive cooperation with the company during the fiscal year 2021 G. The Board looks forward to advancing the performance of the company during the next year and the coming years to achieve the aspirations of its shareholders In Shaa Allah.

Regards,,,

BOD



Attachments related to the second and the third agenda items.

**The Company's External Auditor's Report and
Financial Statements
For the fiscal year ending on 31/12/2021.**

**ASEER FOR TRADING, TOURISM,
INDUSTRY, AGRICULTURE,
REAL ESTATE AND CONTRACTING
COMPANY**
(A SAUDI JOINT STOCK COMPANY)

**CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

**ASEER FOR TRADING, TOURISM, INDUSTRY, AGRICULTURE, REAL ESTATE AND
CONTRACTING COMPANY
(A SAUDI JOINT STOCK COMPANY)**

**CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 DECEMBER 2021**

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Independent auditor's report

**To the shareholders of
Aseer for Trading, Tourism, Industrial, Agriculture, Real Estate and Contracting Company
(a Saudi Joint Stock Company)**

**Riyadh – the Kingdom of Saudi Arabia
Report to consolidated financial statements**

Opinion

We have audited the consolidated financial statements of **Aseer for Trading, Tourism, Industrial, Agricultural, Real Estate and Contracting Company** (the “Company”) and its subsidiaries (collectively the “Group”), which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of income, consolidated statement of other comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements including a summary of significant accounting policies.

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 that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements endorsed by the Saudi Organization for Chartered and Professional Accountants (“SOCPA”).

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 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 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.

Emphasis of matter

We draw attention to note No. (13) to the accompanying consolidated financial statements, which states that in December 2019, the Group filed two lawsuits at the Public Court in Riyadh against the seller of the land located in the north of Riyadh, at Al Khair District, and against the broker of the purchase deal in order to obligate both the land’s seller and the purchasing broker to refund the amount paid to them. During November 2020 a court ruling has been issued in favor of the Group, where the seller of the land is obligate to pay an amount of SR 202 million. During the year ended 31 December 2021, the seller of the land has filed a petition to the Court and was accepted. Accordingly, the Court decided to withdraw the previous ruling and dismiss the case due to lack of jurisdiction, and the Group has objected on the Court ruling. On 2 February 2022, the General Department for large cases of the General Court has issued a preliminary ruling in the favour of the Group to terminate the land sale contract and obligate the seller to repay an amount of SR 202 million in favor of the Group. Our opinion is not modified in respect of this matter.

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 for the year ended 31 December 2021. 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. The key audit matters include:

Revenue from contracts with customers	
Key audit matter	How the key audit matter was addressed in our audit
<p>The group's revenues for the year ended 31 December 2021 amounted to SR 1.7 billion.</p> <p>The management performed detailed analysis for each type of revenue in order to determine the variable considerations, including customer right-to-return goods and volume rebate entitlements.</p> <p>Determination of volume rebates involve significant judgment, in addition to allowance for right-to-return goods requires consideration of historical indicators, and management expectations of the volume of the transactions in the future.</p> <p>We considered this a key audit matter as revenue is a key consolidated financial statement item and performance metric and requires judgement by management and the use of significant assumptions.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> ▪ Evaluated Company's policy of revenue recognition in accordance with the requirements of the International Financial Reporting Standard (15) "Revenue from contracts with customers" regarding the timing of revenue recognition and recognition of discounts. ▪ Tested design and effectiveness of the Group's internal controls over the revenue cycle. ▪ Reviewed historical indicators used in the estimates related to determining trade discount and entitlement to return goods. ▪ Evaluated appropriateness of the Group's disclosures in terms of compliance with the relevant international financial reporting standards.
For more details, please refer to notes (2-5 E / 3 / 4)	

Goodwill impairment test	
Key audit matter	How the key audit matter was addressed in our audit
<p>The balance of goodwill as of 31 December 2021 amounted to SAR 157M (2020: SAR 157M).</p> <p>Management is required to assess the impairment of goodwill annually or when indications of impairment have been raised.</p> <p>Impairment was considered a key audit matter due to the complexity of the process of assessing impairment and the significant estimates used by management in making key assumptions such as discount and weighted average cost of capital that are affected by internal and external future market conditions.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> ▪ Reviewed the reasonableness of the assumptions used in determining the projected cash flows to assess whether there is an impairment of goodwill. ▪ Reviewed the reasonableness of the discount rate used. ▪ Reviewed the mathematical accuracy of the model used by the management. ▪ Evaluated appropriateness of the group's disclosures in terms of compliance with the relevant international financial reporting standards.
For more details, please refer to notes 2-5 A/2-5 Q/3/14)	

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 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 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 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 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.

Responsibilities of management and Those Charged with Governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with IFRS endorsed in the Kingdom of Saudi Arabia, other standards and versions endorsed by Saudi Organization for Chartered and Professional Accountants and Regulations of Companies requirements, 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 have no realistic alternative but to do so.

Those Charged with Governance, in particular the Audit Committee for the Group is 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the 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 ISAs 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, 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 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 a 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 the management and with 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 period 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 Dr. Mohamed Al-Amri & Co.



Gihad Al-Amri
Certified Public Accountant
Registration No. 362

Riyadh, on: 24 Sha'ban 1443 H
Corresponding to: 27 March 2022 G



Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting Company
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 SR	2020 SR
Net sales	5	1,711,312,365	1,569,619,924
Cost of sales		(1,225,223,396)	(1,118,703,187)
GROSS PROFIT FROM SALES		486,088,969	450,916,737
Company's share from the (loss) / gain of an associate	16 (A)	(60,380,298)	4,835,981
Dividend income from investments and financial assets		11,062,500	2,625,000
Valuation of investments in debt instruments at fair value through profit or loss	16 (C)	2,580,000	(8,165,000)
TOTAL LOSS FROM INVESTMENT		(46,737,798)	(704,019)
GROSS PROFIT		439,351,171	450,212,718
Selling and distribution expenses	6	(255,721,271)	(241,449,941)
General and administrative expenses	7	(169,144,411)	(179,362,226)
Impairment of property, plant and equipment	12	-	(4,599,614)
Other operating income, net	8	7,656,951	3,410,213
TOTAL EXPENSES		(417,208,731)	(422,001,568)
NET INCOME FROM OPERATIONS		22,142,440	28,211,150
Other income / (expenses)		2,328,752	(1,131,432)
Finance charges	9	(19,852,201)	(27,448,981)
INCOME / (LOSS) BEFORE ZAKAT AND INCOME TAX		4,618,991	(369,263)
Zakat	10 (A)	(16,323,856)	(16,757,142)
Income tax	10 (B)	(29,048,638)	(27,750,914)
NET LOSS FOR THE YEAR		(40,753,503)	(44,877,319)
NET LOSS FOR THE YEAR ATTRIBUTABLE TO:			
Shareholders of the Parent Company		(63,485,897)	(48,548,341)
Non-controlling interests		22,732,394	3,671,022
		(40,753,503)	(44,877,319)
Basic and diluted earnings per share attributable to the Parent Company's shareholders	11	(0.50)	(0.38)


Chairman of Board of Directors


Managing Director


Chief Finance Officer

The accompanying notes from 1 to 37 form an integral part of these consolidated financial statements

Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting Company
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 SR	2020 SR
NET LOSS FOR THE YEAR		(40,753,503)	(44,877,319)
OTHER COMPREHENSIVE INCOME:			
Items can be reclassified to consolidated statement of income			
Subsidiary's financial statements' translation differences		(74,303)	3,160,432
Items that will not be reclassified to consolidated statement of income			
Net unrealized gains on revaluation of equity instruments at fair value through OCI	16 (B)	90,438,602	30,360,055
Gains from sale of equity instruments at fair value through OCI	16 (B)	-	(7,953,054)
Effect of changes in assumptions used by the actuarial expert	16 (A)	(7,630,000)	(5,881,385)
Group share of OCI of associate Company		(884,898)	(1,121,885)
TOTAL COMPREHENSIVE INCOME		81,849,401	18,564,163
NET COMPREHENSIVE INCOME / (LOSS) FOR THE YEAR		41,095,898	(26,313,156)
ATTRIBUTABLE TO:			
Shareholders of the Parent Company		21,528,436	(29,282,685)
Non-controlling interests		19,567,462	2,969,529
		41,095,898	(26,313,156)


Chairman of Board of Directors


Managing Director


Chief Finance Officer

The accompanying notes from 1 to 37 form an integral part of these consolidated financial statements

Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting Company
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	31 December 2021 SR	31 December 2020 SR
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	12	871,334,654	946,473,879
Investment properties	13	7,163,236	7,163,236
Intangible assets	14	159,989,718	158,451,840
Right of use assets	15	51,013,624	47,587,426
Investments and financial assets	16	906,911,258	841,370,662
Deferred tax assets	10	446,342	-
TOTAL NON-CURRENT ASSETS		1,996,858,832	2,001,047,043
CURRENT ASSETS			
Inventory	17	401,870,424	366,787,300
Trade receivables	18	231,853,653	182,908,459
Assets available for sale	12	10,080,000	-
Prepaid expenses and other assets	19	256,143,761	239,033,140
Due from related parties	20	1,395,083	219,759
Cash and cash equivalent	21	149,233,146	177,571,679
TOTAL CURENT ASSETS		1,050,576,067	966,520,337
TOTAL ASSETS		3,047,434,899	2,967,567,380
EQUITY AND LIABILITIES			
EQUITY			
Capital	22	1,263,888,890	1,263,888,890
Statutory reserve	23	219,249,829	311,666,945
Accumulated losses		(40,135,864)	(63,684,060)
Net gain / (loss) on re-valuation of equity instrument at fair value through OCI	16 (B)	39,261,341	(51,177,261)
Subsidiary's financial statements' translation differences		(80,435,824)	(80,394,578)
TOTAL EQUITY ATTRIBUTABLE TO THE SHAREHOLDERS OF PARENT COMPANY		1,401,828,372	1,380,299,936
Non-controlling interests	24	419,996,176	434,213,174
TOTAL EQUITY		1,821,824,548	1,814,513,110
NON-CURRENT LIABILITTIES			
Islamic Murabaha financing contracts and long-term loans	25	228,871,422	260,053,420
Lease liability	15	36,116,696	32,268,393
Employee's benefits liabilities	26	111,522,743	119,660,393
Deferred tax liabilities	10	-	453,474
TOTAL NON-CURRENT LIABILITIES		376,510,861	412,435,680

The accompanying notes from 1 to 37 form an integral part of these consolidated financial statements

Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting Company
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	31 December 2021 SR	31 December 2020 SR
CURRENT LIABILITIES			
Trade payables and other accruals	27	301,397,244	305,507,848
Due to related parties	20	967,652	1,044,485
Short-term Islamic Murabaha financing	28	321,614,951	185,827,234
Islamic Murabaha financing contracts and long-term loans - current portion	25	126,630,614	157,414,033
Lease liability – current portion	15	17,849,831	12,546,977
Dividends payable		12,943,614	13,756,771
Zakat and income tax	10	67,695,584	64,521,242
TOTAL CURRENT LIABILITIES		849,099,490	740,618,590
TOTAL LIABILITIES		1,225,610,351	1,153,054,270
TOTAL EQUITY AND LIABILITIES		3,047,434,899	2,967,567,380



Chairman of Board of Directors



Managing Director



Chief Finance Officer

The accompanying notes from 1 to 37 form an integral part of these consolidated financial statements

Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting Company (A Saudi Joint Stock Company)
 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
 FOR THE YEAR ENDED 31 DECEMBER 2021

	Equity attributable to shareholders of the Parent Company							
	Capital	Statutory reserve	Accumulated losses	Net gain / (loss) on re-valuation of equity instrument at fair value through OCI	Subsidiary's financial statements' translation differences	Total equity attributable to the parent Company	Non-controlling interests	Total equity
	SR	SR	SR	SR	SR	SR	SR	SR
For the year ended 31 December 2021								
Balance as at 1 January 2021	1,263,888,890	311,666,945	(63,684,060)	(51,177,261)	(80,394,578)	1,380,299,936	434,213,174	1,814,513,110
Net loss for the year	-	-	(63,485,897)	-	-	(63,485,897)	22,732,394	(40,753,503)
Transferred from statutory reserve to amortize accumulated losses (Note 23)	-	(92,417,116)	92,417,116	-	-	-	-	-
Unrealized gain from equity instruments at fair value through OCI	-	-	-	90,438,602	-	90,438,602	-	90,438,602
Other comprehensive income items	-	-	(5,383,023)	-	(41,246)	(5,424,269)	(3,164,932)	(8,589,201)
Total comprehensive loss	-	(92,417,116)	23,548,196	90,438,602	(41,246)	21,528,436	19,567,462	41,095,898
Dividend in a subsidiary company	-	-	-	-	-	-	(33,784,460)	(33,784,460)
Balance as at 31 December 2021	1,263,888,890	219,249,829	(40,135,864)	39,261,341	(80,435,824)	1,401,828,372	419,996,176	1,821,824,548


 Chairman of Board of Directors


 Managing Director


 Chief Finance Officer

The accompanying notes from 1 to 37 form an integral part of these consolidated financial statements.

Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting Company (A Saudi Joint Stock Company)
 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)
 FOR THE YEAR ENDED 31 DECEMBER 2021

	Equity attributable to shareholders of the Parent Company							
	Capital SR	Statutory reserve SR	Accumulated losses SR	Net gain / (loss) on re- valuation of equity instrument at fair value through OCI SR	Subsidiary's financial statements' translation differences SR	Total equity <i>attributable</i> to the parent Company SR	Non- controlling interests SR	Total equity SR
For the year ended 31 December 2020								
Balance as at 1 January 2020	1,263,888,890	311,666,945	(18,193,072)	(73,584,262)	(82,148,934)	1,401,629,567	445,226,218	1,846,855,785
Net loss for the year	-	-	(48,548,341)	-	-	(48,548,341)	3,671,022	(44,877,319)
Unrealized gain from equity instruments at fair value through OCI	-	-	-	30,360,055	-	30,360,055	-	30,360,055
Gains from sale of equity instruments through OCI transferred to accumulated losses	-	-	-	(7,953,054)	-	(7,953,054)	-	(7,953,054)
Other comprehensive income items	-	-	(4,895,701)	-	1,754,356	(3,141,345)	(701,493)	(3,842,838)
Total comprehensive income for the year	-	-	(53,444,042)	22,407,001	1,754,356	(29,282,685)	2,969,529	(26,313,156)
Gain from sale of equity instruments through OCI transferred from net losses on revaluation of equity instruments at fair value through OCI	-	-	7,953,054	-	-	7,953,054	-	7,953,054
Dividend in a subsidiary company	-	-	-	-	-	-	(13,982,573)	(13,982,573)
Balance as at 31 December 2020	1,263,888,890	311,666,945	(63,684,060)	(51,177,261)	(80,394,578)	1,380,299,936	434,213,174	1,814,513,110



Chairman of Board of Directors



Managing Director



Chief Finance Officer

The accompanying notes from 1 to 37 form an integral part of these consolidated financial statements.

Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting Company
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 SR	2020 SR
OPERATING ACTIVITIES			
(loss) / income before zakat and income tax		4,618,991	(369,263)
Adjustments for:			
Company's share of net loss / (income) of associate company	16	60,380,298	(4,835,981)
loss / (gain) from valuation of investments in debt instruments at fair value through profit or loss	16	(2,580,000)	8,165,000
Dividend income from investments and financial assets		(11,062,500)	(2,625,000)
Depreciation of right of use assets	15	14,843,852	14,207,056
Depreciation of property, plant and equipment	12	89,814,223	91,608,746
Amortization of intangible assets	14	282,141	3,432,464
Gains from sale of property, plant and equipment	8	(3,915,124)	(173,581)
Employee's benefits liabilities	26	8,840,700	11,134,107
Provision for trade receivables	18	3,315,728	853,085
Provision for due from related party	20	-	47,198
Provision for inventory	17	692,343	6,410,865
Impairment of property, plant and equipment	12	-	4,599,614
Provisions no longer required	20·18·17	(109,601)	(3,102,298)
Finance charges related to lease liability	15	2,646,472	2,926,848
Finance charges of Murabaha and loans	9	17,205,729	24,522,133
		184,973,252	156,800,993
Changes in operating assets and liabilities:			
Change in trade receivables and other debit balances		(69,370,951)	91,164,773
Change in inventory		(35,775,801)	8,535,148
Change in trade payable and other accruals		(5,533,203)	41,494,079
Change in due to related parties		(1,142,556)	630,880
Other assets long / short term		-	12,670,776
Cash from operations		73,150,741	311,296,649
Debit interest paid for lease liability	15	(2,646,472)	(2,926,848)
Debit interest paid	9	(17,205,729)	(25,641,679)
Employee's benefits liabilities	26	(23,485,983)	(15,882,599)
Zakat and income tax paid	10	(42,855,954)	(38,154,901)
Net cash (used in) / generated from operating activities		(13,043,397)	228,690,622
INVESTING ACTIVITIES			
Proceeds from investments income and financial assets		11,062,500	3,375,000
Proceeds from sale of investments and financial assets		-	25,043,796
Purchase of property, plant and equipment and PUC	12	(28,362,960)	(42,850,034)
Proceeds from sale of property, plant and equipment		7,517,083	445,807
Purchase of intangible assets	14	(1,819,994)	(369,194)
Payments for addition of investments and financial assets.	16	(33,787,190)	-
Net cash used in investing activities		(45,390,561)	(14,354,625)

The accompanying notes from 1 to 37 form an integral part of these consolidated financial statements

Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting Company
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 SR	2020 SR
FINANCING ACTIVITIES			
Net movement in Murabaha financing and short and long-term loans		73,822,300	(148,674,890)
Share of non-controlling interest of dividend in a subsidiary company	24	(33,784,460)	(13,982,573)
Lease liabilities payment	15	(9,061,944)	(11,678,311)
Dividends paid		(813,157)	(41,687)
Net cash generated from / (used in) financing activities		<u>30,162,739</u>	<u>(174,377,461)</u>
NET CHANGE IN CASH AND SEMI-CASH ITEMS			
Effect of exchange difference from translation of cash and semi-cash items		(67,314)	3,084,132
Cash and semi cash items at the beginning of the year	21	<u>177,571,679</u>	<u>134,529,011</u>
CASH AND CASH EQUIVALENT AT THE END OF THE YEAR	21	<u>149,233,146</u>	<u>177,571,679</u>
MAJOR NON-CASH TRANSACTIONS:			
Net unrealised gains from investment's revaluation	16	90,438,602	30,360,055
Effect of exchange in a subsidiary's financial statements' translation differences		(74,303)	3,160,432
Transferred from property, plant and equipment to assets available for sale	12	10,080,000	-



Chairman of Board of Directors



Managing Director



Chief Finance Officer

The accompanying notes from 1 to 37 form an integral part of these consolidated financial statements

1. COMPANY'S INFORMATION

Aseer for Trading, Tourism, Industry, Agriculture, Real estate and Contracting Company ("the Company" or the "Parent Company") was incorporated as a Saudi Joint Stock Company, in accordance with the Regulations for Companies in the Kingdom of Saudi Arabia, according to Royal Decree No. 78 dated 7 Dhul- Qadah 1395 H (corresponding to 11 November 1975). The Company operates under Commercial Registration No. 5850000276 issued in Abha on 15 Muharam 1397 H, (corresponding to 5 January 1977).

The Company is also listed in the Capital Market Authority in Kingdom of Saudi Arabia. The Parent Company is 53.18% owned by a major shareholder (Dala Al Baraka Holding Company) and 46.82% by other shareholders.

The Company is engaged in importing, exporting, trading agencies, establishing and investing in businesses and touristic, agricultural, commercial and industrial projects, including packaging, water bottling, real estate, acquisition and plotting of lands, contracting and any related activity, to operate jointly with other entities and companies engaged in similar activities, or merging into such entities or companies and forming subsidiaries alone or jointly with others. The company's subsidiaries are engaged in several activities such as manufacturing dairy, juice and dairy products, as well as manufacturing, packaging, wholesale and retail trading in food products, manufacturing textiles, manufacturing traffic signal lights and control devices, and manufacturing cardboards and its derivatives.

The registered office of the Company is CMC tower, Almalqa District, King Fahad road, Riyadh, Kingdome of Saudi Arabia.

2. BASIS OF PREPARATION AND SUMMEERY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

These consolidated financial have been prepared in accordance with International Financial Reporting Standards ("IFRS") that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are endorsed by the Saudi Organization for Auditors and Accountants.

2.2 BASIS OF MEASUREMENT

These consolidated financial statements have been prepared on a historical cost convention, except for financial instruments that have been measured at fair value. For employees' defined benefit liabilities, actuarial present value calculations are used.

2.3 FUNCTIONAL AND PRESENTATION CURRENCY

These consolidated financial statements are presented in Saudi Arabian Riyals (SR), which is the functional and presentation currency of the Group, except when otherwise indicated.

2.4 BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries (“the Group”) as at 31 December 2021, Control is achieved when the Group owns, or has rights, to variable returns from its involvement with the investee and has ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee)
- Right, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group’s voting rights and potential voting rights

The Group re-assesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Income and each component of other comprehensive income (OCI) are allocated to shareholders of the Parent Company of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries, when there are significant differences between the Group and subsidiary, to bring their accounting policies into line with the Group’s accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Any change in shares of a subsidiary, does not result in loss of control, is treated within equity.

If the Group loses control over a subsidiary, it derecognizes the assets (including goodwill) and liabilities and any components of equity related to the subsidiary. It also recognizes any profit or loss resulting from loss of control in the consolidated statement of income and recognizes any investment share retained at fair value.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted for the preparation of these consolidated financial statements are as follows:

A) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at the acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interest in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of derivatives embedded in the contracts entered from the acquiree. Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests and any interest held, over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in-excess of aggregate consideration transferred, the Group re-assesses whether it has correctly identified all assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in the consolidated statement of income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

B) Investments and financial assets

1) Investments in associates

Investment of the Parent Company in associates is accounted for using the equity method of accounting. An associate is an entity in which the Parent Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

Under the equity method, the investment in an associate is recognized at cost in the consolidated statement of financial position plus changes in the Parent Company's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment separately.

The consolidated statement of income reflects the Parent Company's share of the results of operations of the associate. In addition, when there has been a change recognized directly in the equity of the associate, the Parent Company recognises its share of any changes, when applicable, in the consolidated statement of other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The financial statements of the associate are prepared for the same reporting period as the Parent Company. When necessary, adjustments are made to bring the accounting policies in line with those of the Parent Company.

After application of the equity method, the Parent Company determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each date of consolidated statement of financial position, the Parent Company determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Parent Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss as 'Share of results of an associate' in the consolidated statement of income.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in the consolidated statement of income.

2) *Equity instruments at fair value through other comprehensive income*

Unquoted shares and interests

Fair value is determined based on the market value when there is an open market, in the absence of an open market, fair value is determined based on the market value of a similar investment or on the basis of predicted discounted cash flows and other related factors.

Changes in fair value are credited / charged to the consolidated statement of other comprehensive income. Where there is objective evidence that investments may be impaired, the fair value of the investment is determined. The impairment loss is recognized in the consolidated statement of other comprehensive income. In assessing impairment, the expected future cash flows and other factors are taken into consideration. Where partial holdings are sold, the related carrying value of such investments are accounted for on a weighted average basis.

3) *Debt instruments at fair value through profit or loss*

Investments in Funds

The fair value is determined based on the market value when there is an open market, and in the absence of an open market, the fair value is determined on the basis of the market value of the fund units or on the basis of the expected discounted cash flows and other related factors.

Changes in fair value are recorded / charged to the consolidated statement of income.

4) *Investment properties*

Investments held to realize rental revenue or capital returns as investments properties.

Investment properties are recorded at cost and are stated at cost less accumulated depreciation and any impairment in value. The lands owned are not depreciated. The cost of other property is depreciated on a straight-line basis over the estimated useful lives of the assets.

The carrying values of investment in property are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount, being the higher of their fair value less costs to sell and their value in use.

Expenditure for repair and maintenance are charged to the consolidated statement of income as incurred. Improvements that increase the value or materially extend the life of the related assets are capitalised.

C) Current versus non-current classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current / non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle of the Group
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the date of the consolidated financial position, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the date of the consolidated financial position.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle of the Group
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the date of the consolidated financial position, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the date of the consolidated financial position.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

D) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The most advantageous market to which the Group has access at that date.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, with the assumption that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into an account a market participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilise the asset in its highest and best use.

The Group uses evaluation techniques in line with circumstances and conditions and available data to measure fair value and maximise the observable inputs and minimise the non-observable data to a large extent.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted market prices in active markets for identical assets or liabilities
- Level 2 — Inputs rather than quoted market prices that are significant to the fair value measurement is directly or indirectly observable
- Level 3 — Inputs that are significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

E) Revenue from contracts with customers

Revenues from contracts with customers are achieved when the control over goods or services is transferred to the customer with a consideration reflects the amount which the Group expects to obtain against such goods or services.

The following considerations are to be achieved before recognition of revenues:

(I) Sale of goods

Income from sale of goods should be recognized when control of the asset is transferred to the customer, generally on delivery of the finished goods.

The Group takes into account the extent of availability of other promises in the contract that represent an independent performance obligation allocated with part of the transaction price (i.e., guarantees, quantity discount). In the process of determination of transaction price for the sale of goods, the Group takes into consideration the effect of variable price, the availability of significant finance elements, non-cash consideration and consideration payable to the customer (if any).

Variable consideration

If the price in the contract includes a variable consideration, the Group then estimates the amount of consideration that the Group will deserve against the transfer of goods to the customer. The variable price is estimated at contract inception and constrained until the associated uncertainty is subsequently resolved and continues constrained until it becomes strongly probable to recognize a significant revenue in the recognized accumulated amount of the revenue. Certain contracts to sell goods give customer the right to return and right to obtain quantity discount. Both right of return and quantity discount may lead to the increase of variable consideration.

Rights of return

When a contract provides a customer with a right to return the goods within a specified period, the Group uses the expected value method to estimate the goods that will be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The Group applies the requirements in IFRS 15 on constraining estimates of variable consideration to determine the amount of variable consideration that can be included in the transaction price. For the goods expected to be returned, instead of obtaining revenues from, the Group recognizes a return obligation and a right to return asset is recognized (with corresponding adjustment on the sales cost) under products with customer's right to return.

Trade discount

The Group offers discount on quantities with prospective effect to certain customers in case the purchased quantity of products during the period exceeds the specified limit in the contract. The discounts are offset against amount payable to the customer. To determine the variable consideration of the future expected discounts, the Group applies the most probable amount for the contracts with one limit for quantity discount and the expected value method for the contracts of more than one limit to obtain discounts on quantities. The number of limits of trade discount in the contract primarily determine the best method which predicts best variable consideration. Then the Group applies the requirements of constrained estimates on the variable consideration and recognizes a liability against the future expected discount returns on quantities.

Income from dividends

Revenue is recognized when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Finance revenues

Income from Murabaha deals (commission) and financial assets associated with commission is recognized by using the effective return rate which is the rate that decreases the expected future cash payments or proceeds throughout the shorter of assumed life of the financial instruments or less period as required against the net carrying amount of the financial asset or liability.

F) Expenses

All expenses including operating expenses, general and administrative expenses, and other expenses are recognized and stated at the consolidated statement of income in the year in which such expenses are realized.

Selling and distribution expenses are those expenses related to salesmen distribution other related contingent expenses. All other expenses are classified as general and administration expenses.

G) Zakat and taxes

Zakat

Zakat for the Parent Company and subsidiaries is provided for in accordance with the Regulations of the General Authority of Zakat and Tax (GAZT) in the Kingdom of Saudi Arabia. The provision is charged to the consolidated statement of income. Additional amounts, if any, that may become due on finalization of an assessment are accounted for in the year in which assessment is finalized.

Current income tax

Current income tax assets and liabilities and previous periods are measured at the amount expected to be recovered from or Income tax assets and liabilities for the current and previous periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted at the date of the statement of financial position.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the date of preparing the consolidated financial position.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable income will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each date of the financial position and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognized deferred tax assets are re-assessed at each date of financial position and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the consolidated financial position.

Deferred and current tax is recognized as revenue or expense in the consolidated income. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in partners' equity.

Deferred tax relating to items recognized outside profit or loss is recognized outside consolidated statement of income. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority for the same taxable entity before the same tax Authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as not exceeding goodwill) if it was incurred during the measurement period or recognized in consolidated profit or loss.

Sale Taxes

Revenue, expenses and assets are recognized at net value (net of sales taxes) except in the following cases:

- If sales taxes accrued on the acquisition of assets or services not refunded from Tax Authority, in this case, sales taxes are recognized as a part of the asset purchase or a part of expense items based on the case itself.
- Including accounts receivable and payable in taxes on sales.

Net taxes on sales which can be refunded or paid to Tax Authority - is accredited to accounts receivable or payable in the statement of financial position.

H) Foreign currencies

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency prevailing rate at the date the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the date of preparing consolidated statement of financial position.

1) Transactions and balances

Differences arising on settlement or translation of monetary items are recognized in the consolidated statement of income, except for the monetary items that are designated as part of the hedge of the Group's net investments of the foreign subsidiary. These are stated in the consolidated statement of comprehensive income until the net investment is disposed of. Then, they are recognized in the consolidated statement of income. Tax charges and changes resulting from exchange differences on those monetary items are also recorded in consolidated statement of comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the major transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on re-translation of non-monetary items measured at fair value are treated in line with the recognition of gain or loss on change in fair value in the item (differences from translation of items which are recognized at change in fair value in the consolidated statement of comprehensive income and consolidated statement are treated the same way respectively).

2) *Group's companies*

On consolidation, the assets and liabilities of foreign operations are translated into Saudi Riyals (SR) at the rate of exchange prevailing at the date of preparing the consolidated financial statements and translation of the items in consolidated statement of income at exchange rates prevailing at the dates of the transactions. The exchange differences arising on the translation are directly recognized in consolidated statement of other comprehensive income. On disposal of a foreign subsidiary, the OCI component relating to that particular foreign operation is recognized in the consolidated statement of income.

Any goodwill arising on the acquisition of a foreign subsidiary and any fair value adjustments to the fair value of assets and liabilities credited by carrying amount arising on the acquisition are treated as assets and liabilities of the foreign subsidiary and translated at the closing rate at the date of the consolidated financial statement.

I) **Dividends**

Cash or non-cash distributions to shareholders in the Parent Company are recognized as liabilities when the distribution is authorized. As per the Regulations for Companies in KSA, a distribution is authorized when it is approved by the shareholders. The directly distributed amount is deducted from shareholders' equity and recognized as a liability. Board of directors has the right to recognize interim dividends, provided that dividends will be approved by the next general assembly.

Non-cash distributions, if any, are measured at the fair value of the assets to be distributed with fair value re-measurement recognized directly in equity.

Upon the distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognized in the consolidated statement of income.

J) **Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment in value. Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replaced parts of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a comprehensive inspection is performed, its cost is recognized in the carrying amount as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in consolidated statement of income as incurred.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Buildings	10-33 years
Plant and equipment	10-16 years
Furniture and fixtures	4-10 years
Computers and software	4-10 years
Motor vehicle	4-8 years
Leasehold improvements	7-10 years

Property, plant and equipment are derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the assets) is included in the consolidated statement of income when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

K) Capital Work in Progress

Capital work in progress represent all costs directly or indirectly attributable to projects in progress and are capitalized as property, plant and equipment when such projects are completed. Work in progress is not depreciated.

L) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

1) Right-of-use assets

The Group recognizes a right-of-use asset from a lease contract at the commencement date of the lease (which is the date that the underlying asset is made available for use). Right-of-use assets are measured at cost less any accumulated depreciation and impairment losses and adjusted for any re-measurement of the lease liability. The cost of the right-of-use asset includes the amount of lease liability recognized, any initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. The Group also considers possible asset retirement obligations in the cost of the right-of-use asset. Right-of-use assets are subject to impairment testing in future periods.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Please refer to accounting policies under “Impairment of non-financial assets”.

2) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date of the lease, the lease liabilities are increased to reflect the interest and decrease the amount when leases payments occur. In addition, the carrying amount of lease liabilities are re-measured if there is an adjustment or change in the lease term or payments (any change in future payments resultant from change in index or rate used to determine such payments) or change in assessment of purchase option of underlying asset.

3) *Short-term leases and leases of low-value assets*

Short-term leases are leases with a lease term of 12 months or less. Low value assets are items that do not meet the Group's capitalisation threshold and considered to be insignificant for the consolidated statement of financial position for the Group as a whole. Payments for short-term leases and leases of low value assets are recognised on a straight-line basis in the consolidated statement of income.

M) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period to get ready for its intended use or sale are capitalized as part of the cost of specific assets. Borrowing costs are credited to the consolidated statement of income. Borrowing costs represent commission costs and other costs incurred by the entity in related with the borrowing funds.

N) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired as result of business combination is considered the fair value at the acquisition date. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Intangible assets generated inside the entity (except for the capitalised development costs) are not capitalised and stated in the consolidated statement of income for the year in which it occurred.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognized in the consolidated statement of income under expenses in line with the function of the intangible asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statement of income when the asset is derecognised.

O) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

1) Financial Assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through consolidated profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15. Please refer to the accounting policies under item E "Revenues from contracts with customers".

In order for a financial asset of any debt instrument to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows which are not within SPPI are classified and measured at fair value through the consolidated comprehensive income statement regardless of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are maintained through the other comprehensive income within the business model for the purpose of holding the financial assets to collect contractual cash flows from and sale.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in the following categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon de-recognition (equity instruments)
- Financial assets at fair value through profit or loss.

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in consolidated statement of comprehensive income when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost includes trade receivables and other receivables.

Financial assets at fair value through OCI (debt instruments)

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of comprehensive income and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon de-recognition, the cumulative fair value change recognised in OCI is recycled to consolidated statement of comprehensive income.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to consolidated statement of comprehensive income. Dividends are recognised as other income in the consolidated statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment. Currently, the Group does not have any equity instrument designated at fair value through OCI.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried out and net changes in the fair value is recognized profit or loss.

Dividends from investments in listed stocks are recognized as other income in the consolidated statement of comprehensive income when the right to pay is established.

Derecognition

A financial asset (a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, when it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The associated liability and transferred asset are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through the consolidated statement of comprehensive income. The ELCs are based on the difference between the contractual cash flows payable in accordance with the contract and all the cash flows that the Group expects to receive, discounted by approximately the original EIR. The cash flows include the expected cash flows from sale of collaterals held or other credit enhancements which are considered an integral part of the contractual conditions.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and other receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For debt instruments at fair value through OCI, the Group applies a simplified approach for low credit risks. As at the reporting date, the Group assessed whether the debt instruments include low credit risks by using all reasonable and supporting information available with no additional cost or effort. When the Group assess, the Group re-assess the internal credit classification of the debt instruments. In addition, the Group considers that there is a significant increase in the credit risks when the contractual payments due for more than 30 days as of its maturity date.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through the consolidated statement of comprehensive income, as loans, borrowings, payables, derivatives designated as effective hedging instruments, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade payables, accruals, Islamic Murabaha contracts; including overdraft facilities and derivatives.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below. Financial liabilities at fair value through the consolidated statement of comprehensive income include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through the consolidated statement of comprehensive income.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the consolidated statement of comprehensive income. The financial liabilities designated upon initial recognition as at fair value through the consolidated statement of comprehensive income if and only if they satisfy the requirements of IFRS 9.

Financial liabilities at amortized cost (loans and borrowings)

The is the most relevant category to the Group. After initial recognition, commission-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognized in the consolidated statement of comprehensive income liabilities are de-recognized as well as through amortization process using EIR. The amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the consolidated statement of comprehensive income.

Derecognition

Financial liabilities are derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such replacement or modification is treated as the derecognition of the original liabilities and the recognition of new liabilities. The difference in the respective carrying amount is recognized in the consolidated statement of income.

3) Offsetting of financial instruments

Financial assets and liabilities are offset with the net amount represented in the consolidated statement of financial position only, if there is a legal right to offset the recognized amounts, and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

P) Inventories

Inventories are valued at the lower of cost and net realisable value. The cost of inventories is determined as follows:

Raw materials and spare parts	Purchase cost on weighted average basis
Work in progress and finished goods	Cost of direct materials, labor and a proportion of overheads based on the normal activity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Q) Impairment of non-financial assets

The Group assesses, at each date of preparing consolidated financial statements, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset or CGU's fair value less costs of selling the asset or its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate future cash inflows that are largely independent of those from other assets or Groups of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount as it impaired. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-zakat / tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of selling, similar market transactions are taken into account- if available or an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years.

To cover longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations including inventories are recognized in the consolidated statement of income in expense category consistent with the function of the impaired assets.

For all assets, excluding goodwill, an assessment is made at the date of each statement of consolidated financial position to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of comprehensive income.

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of income.

Intangible assets

Intangible assets with indefinite useful lives are tested for impairment annually on 31 December, either individually or at the cash-generating unit level if appropriate and when the conditions indicate the impairment of the carrying amount

Impairment is determined by assessing the recoverable amount for each cash generating unit (or a group of units) related to goodwill. In case the recoverable amount of the cash generating unit become lower than the carrying amount, impairment is recognized and goodwill impairment cannot be reversed.

R) Cash and cash equivalents

Cash and cash equivalents comprise of cash balances, cash on hand, term deposit convertible to cash and mature in a period less or more than 3 months and not subject for value changes, if any.

For purpose of preparing the consolidated statement of cash flows, cash and cash equivalents consist of cash balances, cash in hand, short term deposits which were previously mentioned net of overdraft as they are considered as a part of the Group's cash management.

S) Trade accounts receivable

Trade accounts receivable are stated at original invoice amount net of impairment losses.

Impairment losses are measured as the difference between the carrying amount of trade account receivable and the present value of the expected future cash flows. Such impairment losses are recognized in the consolidated statement of income. Reversal of impairment losses are recognized in the period at which they occur.

T) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of provisions to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of comprehensive income net of any reimbursement.

U) Employees' defined benefits liabilities

The Group operates a defined benefit pension plan for its employees as per Saudi labour law. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net returns on the net defined benefit liability, and the return on plan assets (excluding amounts included in net returns on the net defined benefit liability), are recognized immediately in the consolidated statement of financial position with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to consolidated income statement in subsequent periods.

Past service costs are recognized in consolidated statement of income either on:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Net commission is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation under 'cost of sales', 'administrative expenses' and 'selling and distribution expenses' in the consolidated statement of income (by function):

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- Net finance cost or income

V) Finance

Finance is initially recognized in the amounts received and classified under amounts due within one year under current liabilities, unless the Company has the right to delay the repayment of the financing for a period exceeding one year after the date of the budget. Then, the loan balance is presented under long-term liabilities.

After initial recognition, financing is measured on amortization cost basis by effective return rate method. Gains and losses resulting from derecognition of liabilities plus amortization method in effective return rate method are recognized in the consolidated statement of income.

Amortization cost is calculated by taking into account any discount or premium at the purchase time as well as fees and costs which are part of effective return rate. Amortization is recognized in effective return rate under financing costs in the consolidated statement of income.

W) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (a business segment) or in providing products or services within a particular economic environment (a geographic segment), which is subject to gains and losses that are different from those of other segments. The risks and benefits of each sector differ from the other. Since the Group carries out part of its activities outside the Kingdom of Saudi Arabia, the Group reports under geographical segment.

X) Group's Information

Below are details of the Group's subsidiaries:

Subsidiaries	Country of incorporation	Holding percentage	
		31 December 2021	31 December 2020
Aseer Al Arabiah for Industrial Investment Company Limited (single owner company) and subsidiaries (see notes 1 below)	Kingdom of Saudi Arabia	100%	100%
Al Khawatem for Trading and Contracting Company Limited (single owner company)	Kingdom of Saudi Arabia	100%	100%
Al Mawajed International for Real Estate Development Company Limited (single owner company)	Kingdom of Saudi Arabia	100%	100%

1- Following are the subsidiaries included in the consolidated financial statements of Aseer Al Arabiah for Industrial Investment Company Limited (a subsidiary of the Parent Company):

Subsidiary	Country of incorporation	Holding percentage	
		31 December 2021	31 December 2020
Halawani Brothers Company (a Saudi Joint Stock Company) (see note 2 below)	Kingdom of Saudi Arabia	55.51%	55.51%
Al Rabie Saudi Foods Company Limited	Kingdom of Saudi Arabia	57.30%	57.30%
Textile & Readymade Garments Company Limited	Kingdom of Saudi Arabia	62.30%	62.30%

2- The consolidated financial statements of Halawani Brothers (a Saudi joint stock company) include the following subsidiary:

Subsidiary	Country of incorporation	Holding percentage	
		31 December 2021	31 December 2020
Halawani Brothers Company (a Closed Saudi Joint Stock Company)	Egypt	100%	100%

Y) Non-current assets held for sale and discontinued operations

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Non-current assets classified as held for sale when the sale is highly probable, and the asset is available for immediate sale. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment are not depreciated once classified as held for sale.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount in the statement of profit or loss.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the date of preparing the consolidated financial statements. Uncertainty about these assumptions and estimates could result in making material adjustments to the values of asset or liabilities affected in future periods.

Estimates

The key assumptions concerning the future and other key sources of estimation uncertainty at the date of preparing the consolidated financial statements, that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the subsequent fiscal year, are described below. The Group based its assumptions and estimates on parameters available at the date of preparing the consolidated financial statements. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Estimating variable consideration for returns

The Group estimates variable considerations to be included in the transaction price for the sale of products with rights of return and volume rebates. The Group developed a statistical model for forecasting sales returns. The model used the historical return data of each product to come up with expected return percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical return pattern will impact the expected return percentages estimated by the Group.

The Group has applied the following provisions that materially affect the determination of the amount and timing of revenue from contracts with customers:

- Determining performance obligations in a transaction of selling goods.

- Determine sales verification dates.
- Determining the method of estimating the variable price and evaluating the restrictions: Some contracts for the sale of goods include the right of return and a commercial discount, and this increases the variable price. In the context of estimating the variable price, the Group should use the expected value method or the most probable amount method based on choosing the best method by which to better forecast the amount of variable price that the Group is entitled to in exchange for the goods.
- The Group decided that the expected value method is the appropriate method to use in estimating the variable price of sales of goods with return rights based on the large number of customer contracts that have the same characteristics. In the context of estimating the variable price of sales of merchandise with a trade discount, the Group decided to use a combination of two methods: the most probable amount method and the expected value method. The chosen method is one that best predicts the amount of the variable price based on the number of quantitative ceilings included in the contract.

Impairment of trade accounts receivable

An estimate of the collectible amount of trade accounts receivable is made when collection of the full amount is no longer probable. For individually significant amounts, this estimation is performed on an individual basis. Amounts which are not individually significant, but which are past due, are assessed collectively and an allowance applied according to the length of time past due, based on historical recovery rates.

Impairment of inventory

Inventories are held at the lower of cost and net market value. When inventories become old or obsolete, an estimate is made of their market value. For individually significant amounts this estimation is performed on an individual basis. Amounts which are not individually significant, but which are old or obsolete, are assessed collectively and an allowance applied according to the inventory type and the degree of ageing or obsolescence, based on historical selling prices.

Defined employees benefit plan

The cost of defined benefit pension plan and other post-employment medical benefits and the present value of the pension obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each date of consolidated financial statements.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, management considers the interest rates of corporate bonds in currencies consistent with the currencies of the post-employment benefit obligation with at least an 'AA' rating or above, as set by an internationally acknowledged rating agency, and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit obligation. The underlying bonds are further reviewed for quality. Those having excessive credit spreads are removed from the analysis of bonds on which the discount rate is based, on the basis that they do not represent high quality bonds. The mortality rate is based on publicly available mortality tables for the specific countries.

Those mortality tables tend to change only at intervals in response to demographic changes. Future salary's increases and pension increases are based on expected future inflation rates for the respective countries.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be measured based on some instruments and derivatives in active markets, their fair value is determined using valuation techniques including the pricing models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The judgment includes consideration of inputs such as liquidity, credit, and price fluctuation risks. Changes in assumptions related to these factors may affect the reported fair value of financial instruments.

Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives of its property, plant and equipment for calculating depreciation. This estimate is determined after considering the expected usage of the asset or physical wear and tear. Management reviews the useful lives annually and future depreciation charge would be adjusted where the management believes the useful lives are different from the previous estimates.

Intangible assets

Costs with long-term benefits are classified as intangible assets. They are amortized over the estimated period of use. The carrying amount of intangible assets are reviewed when there are indications or changes in circumstances referring to the inability of recovering the carrying amount. In case such evidence exists and the carrying amount exceeds the estimated recoverable amount, the assets are written down to their recoverable amount representing the present value. The increase in the carrying amount over the estimated recoverable amount is carried at the consolidated statement of income.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal is based on available data from binding sales of long-term transactions, conducted at arm's length for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model.

The cash flows are derived from the estimated budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is based on the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rate used for extrapolation purposes.

Taxes

Uncertainties exist with respect to the interpretation of compound tax regulations, amount, and timing of taxable income in future. Given the wide range of international business relations, long-term nature, present structured contractual agreements and differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to income tax and expenses already recorded. Provisions, based on reasonable estimates, are recorded for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amounts of such provisions are based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the Group's domicile. Contingent liabilities are not recognized when the Group assesses the ability to start proceedings of litigation and the existence of cash flows for deferred funds.

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant judgement by management is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

Judgments

Satisfaction of performance obligations

The Group is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method of recognising revenue. The Company has assessed that based on the sale and purchase agreements entered into with customers and the provisions of relevant laws and regulations, the Company's contracts with customers for the sale of finished goods generally include one performance obligation. The Company has concluded that revenue from sale of finished goods should be recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the finished goods. Therefore, the adoption of IFRS 15 did not have an impact on the timing of revenue recognition.

Component parts of property, plant and equipment

The Group's assets, classified within property, plant and equipment, are depreciated on a straight-line basis over their economic useful lives. When determining the economic useful life of an asset, it is broken down into significant component parts such that each significant component part is depreciated separately. Judgement is required in ascertaining the significant components of a larger asset, and while defining the significance of a component, management considers quantitative materiality of the component part as well as qualitative factors such as difference in useful life as compared to mother asset, its pattern of consumption, and its replacement cycle/maintenance schedule.

Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset)

Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group ‘would have to pay’, which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the Group’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

4. SEGMENTAL INFORMATION

A segment is a distinguishable component of the Group that is engaged either in providing products or services (a business segment) or in providing products or services within a particular economic environment (a geographic segment), and its profits and losses are different from other segments.

The Group uses business segment and geographical segment. The Group performs its activities in Kingdom of Saudi Arabia and Republic of Egypt and other countries. The selected financial information for geographical and business segments as at 31 December 2021 and 31 December 2020 as the following:

A) Business segments

The Group’s business segments are represented in the investment and industrial segments. Following is selected information about each of those two segments:

	<i>Investment segment SR’000</i>	<i>Industrial segment SR’000</i>	<i>Total SR’000</i>
31 December 2021			
Total assets	1,185,447	1,861,988	3,047,435
Total liabilities and non-controlling interests	392,765	1,252,842	1,645,607
Net sales and investment income	(46,737)	1,711,312	1,664,575
Gross Profit	(46,737)	486,088	439,351
Depreciation	1,555	103,385	104,940
Property, plant and equipment and projects under construction	3,958	867,377	871,335
Capital expenses	678	27,685	28,363

Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting Company
(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2021

	<i>Investment segment SR'000</i>	<i>Industrial segment SR'000</i>	<i>Total SR'000</i>
31 December 2020			
Total assets	1,124,897	1,842,670	2,967,567
Total liabilities and non-controlling interests	371,868	1,215,399	1,587,267
Net sales and investment income	(704)	1,569,620	1,568,916
Gross profit	(704)	450,917	450,213
Depreciation	1,041	108,207	109,248
Property, plant and equipment and work in progress	4,011	942,463	946,474
Capital expenses	1,980	41,383	43,363

B) Geographical segments

<i>31 December 2021</i>	<i>Kingdom of Saudi Arabia</i>	<i>Egypt</i>	<i>Other Arab and foreign countries</i>	<i>Reconciliations</i>	<i>Total</i>
<i>Description</i>	<i>SR (000')</i>	<i>SR (000')</i>	<i>SR (000')</i>	<i>SR (000')</i>	<i>SR (000')</i>
Net sales	822,563	596,316	292,531	(98)	1,711,312
Total assets	2,941,366	292,964	-	(186,895)	3,047,435
Total liabilities	1,119,541	106,240	-	(171)	1,225,610

<i>31 December 2020</i>	<i>Kingdom of Saudi Arabia</i>	<i>Egypt</i>	<i>Other Arab and foreign countries</i>	<i>Reconciliations</i>	<i>Total</i>
<i>Description</i>	<i>SR (000')</i>	<i>SR (000')</i>	<i>SR (000')</i>	<i>SR (000')</i>	<i>SR (000')</i>
Net sales	841,994	557,831	169,795	-	1,569,620
Total assets	2,851,398	264,201	-	(148,032)	2,967,567
Total liabilities	1,036,885	117,733	-	(1,564)	1,153,054

5. NET SALES

Below is the classification of the Group's revenue from contracts with customers as per the various classifications affected by the nature of economic factors, amount and the timing of sales:

	2021 SR	2020 SR
Sales by products		
Food and milk products	1,091,294,643	1,055,048,729
Drinks and beverages	617,216,759	511,058,737
Other	2,800,963	3,512,458
Total	1,711,312,365	1,569,619,924

6. SELLING AND DISTRIBUTION EXPENSES

	2021	2020
	SR	SR
Salaries and other benefits	114,573,221	125,126,146
Activation of sales and marketing expenses	42,595,322	25,060,678
Distribution commissions	14,007,621	5,178,042
Expenses for export sales activation	12,661,232	7,086,898
Car expenses	10,116,688	10,171,477
Transportations expenses	9,667,713	13,415,917
Promotion expenses	8,671,744	9,409,935
Depreciation of right of use assets (note 15)	8,416,746	8,249,349
Depreciation of property, plant and equipment (note 12)	8,052,664	9,740,035
Stationery and office Supplies	2,122,319	5,731,987
Amortization of intangible assets (note 14)	215,956	3,432,464
Car rental	4,635,148	3,189,880
Insurance	1,834,674	1,607,153
Provision expected credit loss (note 19 - 21)	3,206,127	900,283
Other	14,944,096	13,149,697
	<u>255,721,271</u>	<u>241,449,941</u>

7. GENERAL AND ADMINISTRATIVE EXPENSES

	2021	2020
	SR	SR
Salaries and other benefits	84,884,880	91,966,597
Maintenance and spare parts	12,789,679	12,417,256
Consultancy expenses and professional fees	12,203,486	12,685,165
Depreciation of property, plant and equipment (note 12)	7,973,981	8,236,436
Stationery and branches expense	7,647,477	7,110,240
Board of directors and related committee meeting allowances	6,357,363	7,943,193
Government expenses	5,990,754	5,496,736
Employees and Board of Directors' bonuses	5,739,383	1,675,013
Insurance	3,548,323	8,922,798
Depreciation of right of use assets (note 15)	1,635,068	1,625,484
Postal and telephone	1,593,469	480,439
Other	18,780,548	20,802,869
	<u>169,144,411</u>	<u>179,362,226</u>

8. OTHER OPERATING INCOME, NET

	2021	2020
	SR	SR
Export sales support income	3,762,586	2,791,795
Land rent	-	676,502
Other income, net	1,121,744	-
Gains from sale of property, plant and equipment	3,915,124	173,581
Other expense, net	(1,142,503)	(231,665)
	<u>7,656,951</u>	<u>3,410,213</u>

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9. FINANCE COSTS

	2021	2020
	SR	SR
Murabaha finance charges, net	17,006,453	23,357,096
Interest on lease liabilities (note 15 B)	2,646,472	2,926,848
Other finance charges	199,276	1,165,037
	19,852,201	27,448,981

10. ZAKAT AND INCOME TAX PAYABLE

Provision for zakat and income tax payable consists of the following:

	2021	2020
	SR	SR
Zakat (note "A" below)	41,875,530	39,491,244
Income tax (note "B" below)	25,820,054	25,029,998
	67,695,584	64,521,242

A) Zakat

1) Movement in Zakat on the Group was as follows:

	2021	2020
	SR	SR
Balance at the beginning of the year	39,491,244	35,685,642
Provided during the year	16,323,856	16,757,142
Adjustments	(243,711)	-
Paid during the year	(13,695,859)	(12,951,540)
Balance at the end of the year	41,875,530	39,491,244

2) Zakat charged to the consolidated statement of income:

	2021	2020
	SR	SR
Provided during the year	16,323,856	16,757,142
Zakat charge for the year	16,323,856	16,757,142

3) Zakat status

Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting Company - Parent Company

- The Company finalized its Zakat status for the year ended 31 December 2008 and obtained an unrestricted Zakat certificate for the said year.
- The Company submitted its Zakat returns for the years ended 31 December 2009 up to 2018 and obtained a restricted Zakat certificate for the year ended 31 December 2018.
- The Authority has issued primarily zakat assessment for the years from 2009 up to 2018 and requesting additional zakat difference amounting to SR 180,105,610.
- The Company has submitted an objection for the primarily zakat assessment mentioned above. Accordingly, the Authority issued a modified zakat assessment requesting the Company to pay zakat difference for the years from 2009 to 2018, with a total amount of SR 70,351,683. The Authority has transferred the objection to the Committee for Resolution of Tax Violations and Disputes. A decision was issued by the Third Committee of Resolution of Tax Violations and Disputes, which accepted part of the objection clauses. The Company has appealed on the decision from the Committee mentioned above to the Appellate Committee for Tax Violations and Disputes, which is still under study by the committee.
- During 2019, the Company has recognized a provision against the zakat differences of SR 21,585,478 based on the opinion of its zakat advisor as being confident to reduce the zakat claims to that amount.
- The Company submitted its Zakat returns for the years ended 31 December 2019 and 2020 and obtained a restricted Zakat certificate for the year ended 31 December 2020. The Authority has issued primarily zakat assessment for these years and requesting additional zakat difference amounting to SR 14,951,562. The Company has submitted an objection for the primarily zakat assessment mentioned above. Accordingly, the Authority issued a modified zakat assessment requesting the Company to pay zakat difference with a total amount of SR 5,109,586. The Company escalated its objection to the General Secretariat of the Zakat, Tax and Customs Committees, and the objection is still under study by the Secretariat up to date.
- Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting Company and its subsidiaries submitted consolidated Zakat return for the years ended 31 December 2013 up to 2019 which included all of its wholly owned subsidiaries and obtained Zakat certificate.
- The consolidated zakat return is being filed to Aseer Company and its subsidiaries for the year ended 31 December 2021.

Below is the zakat status for the wholly owned subsidiaries:

Al Khawatem for Trading and Contracting Company Limited – Subsidiary

- The Company submitted zakat returns for the period / years ended 31 December 1999 up to 2012 and obtained a facility letter for the year 2012.
- The information return was submitted for the year ended 31 December 2020, and obtained unrestricted zakat certificate.
- The information return is being filed for the year ended 31 December 2021.
- The Authority has not issued zakat assessment for the said years up to date.

Al Mawajed International for Real Estate Development Company Limited – Subsidiary

- The Company submitted zakat returns for the period / years ended 31 December 2007 up to 2012 and obtained a facility letter for the year 2012.
- The information return was submitted for the year ended 31 December 2020, and obtained unrestricted zakat certificate.
- The information return is being filed for the year ended 31 December 2021.
- The Authority has not issued zakat assessment for the said years up to date.

Aseer Al Arabia for Industrial Investment Company Limited – Subsidiary

- The Company finalized its Zakat status up to the year ended 31 December 2004.
- The Company submitted Zakat returns for the years ended 31 December 2009 up to 2012 and obtained a restricted zakat certificate for the said years. The Authority issued zakat assessments for the said years, which resulting a zakat differences with an amount of SR 3,211,791.
- The Company has submitted an objection for the zakat assessment mentioned above. The Authority has transferred the objection to the Committee for Resolution of Tax Violations and Disputes, which is still under study by the committee.
- The information return was submitted for the year ended 31 December 2020, and obtained unrestricted zakat certificate.
- The information return is being filed for the year ended 31 December 2021.
- The Authority has not issued zakat assessment for the said years up to date.

Halwani Brothers Company, KSA – subsidiary

- The Company finalized its zakat assessment up to 31 December 2014.
- The Company filed zakat declarations for the years from 2015 to 2018 and obtained a zakat certificate until 2018. Zakat, Tax and Customs Authority (ZATCA) issued zakat assessments for the above-mentioned years, which stated additional zakat differences due in the amount of SR 4.7 million, which was objected by the Company. The Company's management believes, according to the assessment of its zakat advisor, the outcome of the objection will be in its favor, and that the expected payment amount is SR 2.3 million, and accordingly, an additional provision was made by this amount.
- Also, the Company filed zakat declarations for the year 2019 and obtained a zakat certificate. ZATCA also issued zakat assessments for year 2019, which showed additional zakat differences due in the amount of SR 4.1 million, which was objected by the Company. The Company's management believes, according to the assessment of its zakat advisor that the outcome of the objection will be in its favor, and that the expected payment amount is SR 1.7 million, and accordingly, an additional provision was made by this amount.
- The Company filed zakat declarations for the years 2020 and obtained a zakat certificate. ZATCA issued zakat assessments for the mentioned year, which showed additional zakat differences due in the amount of SR 0.1 million and the Company paid the zakat differences due to it under the zakat link and finished its zakat status for 2020.

Al Rabie Saudi Foods Company Limited - KSA – subsidiary

- Zakat assessment have been agreed with the Zakat, Tax and Customs Authority (“ZATCA”) from 2004 till 2016 with a final payment settlement of SR 3.1 million. The assessment for the years ended 31 December 2017 and 31 December 2020 have not yet raised by ZATCA.

Textile & Readymade Garments Company, KSA – subsidiary

- The Company submitted zakat returns for the year ended 31 December 2020, obtained Zakat certificate.

B) Income Tax

The Group calculates income tax using tax base applicable to expected total annual profits

1) Movement in income tax was as follows:

	31 December 2021 SR	31 December 2020 SR
At the beginning of the year	25,029,998	21,070,394
Income tax during the year	29,949,306	28,716,805
Paid during the year	(29,160,095)	(25,203,361)
Translation differences	845	446,160
Balance at the end of the year	<u>25,820,054</u>	<u>25,029,998</u>

2) Movement in deferred income tax is as follows:

	31 December 2021 SR	31 December 2020 SR
At the beginning of the year	453,474	1,396,449
Change during the year	(900,668)	(965,891)
Translation differences	852	22,916
At the end of the year	<u>(446,342)</u>	<u>453,474</u>

3) Income tax charged to consolidated statement of income

	2021 SR	2020 SR
Change in deferred tax liability	(900,668)	(965,891)
Income tax for the year	29,949,306	28,716,805
Balance at the end of the year	<u>29,048,638</u>	<u>27,750,914</u>

4) Tax Status

Tax status for Halwani Brothers Company, Egypt – subsidiary

1- Corporate taxation

- The Company is exempt from taxes according to Law 8 until 31 December 31, 2005.
- The books and records of the Subsidiary Company until 2018 were examined and the tax due was paid.
- The books and records of the Subsidiary Company were not checked for the year 2019 and 2020.
- The declarations were submitted until 2020 and the payment due on them based on the declarations in light of the provisions of Law 91 of 2015.

2- Value Added Tax

- The Company's books and records were examined until the year 2019, and the tax due was paid.
- The Company pays the dues based on the declarations on time.

3- Business earning taxes

- The books and records of the Subsidiary Company until 2019 were examined, and the tax due was paid.
- The Subsidiary Company's books and records for the year 2020 were not examined.

4- Stamp due taxes

- The books and records of the Subsidiary Company up to the year 2020 were examined, and the tax due was paid.

5- Tax deduction

- The third period has been paid for the year 2021, and there are no financial dues from the Subsidiary Company.

6- Real estate taxes

- Accounting and payment of dues have been completed until the year 2021, and there are no financial dues on the Subsidiary Company.

7- Value Added Tax

- The Group is registered for VAT purposes in the Kingdom of Saudi Arabia (the Parent Company) and the Arab Republic of Egypt (the Subsidiary Company). The Group pays the VAT due based on the tax returns.

11. LOSS PER SHARE

Basic and diluted loss per share from net loss for the year is calculated by dividing the net loss for the year attributed to shareholders of the parent Company by the number of ordinary outstanding shares during the year amounted to 126,388,889 shares.

The table below reflects the net loss for the year attributed to shareholders of the parent Company and the number of shares used in calculating basic and diluted loss per share:

	<i>For the year ended 31 December</i>	
	2021	2020
	SR	SR
Net loss for the year attributable to the shareholders of the parent Company	(63,485,897)	(48,548,341)
Weighted average number of outstanding ordinary shares	126,388,889	126,388,889
Basic and diluted loss per share from net loss attributable to the shareholders of parent Company	(0.50)	(0.38)

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12. PROPERTY, PLANT AND EQUIPMENT

	<i>Land</i>	<i>Buildings</i>	<i>Machines, equipment and tools</i>	<i>Furniture and fixtures</i>	<i>Computers and software</i>	<i>Motor vehicles</i>	<i>Lease hold improvement</i>	<i>Capital works in progress</i>	<i>Total 2021</i>
For the year 2021	SR	SR	SR	SR	SR	SR	SR	SR	SR
Cost:									
At the beginning of the year	71,159,185	506,515,588	931,536,093	144,096,031	6,446,488	128,265,461	2,156,225	53,693,228	1,843,868,299
Additions	-	39,975	396,534	121,894	-	-	-	27,804,557	28,362,960
Disposals	-	(3,900,578)	(12,734,110)	(3,307,515)	(340,848)	(23,953,022)	-	-	(44,236,073)
Transfers	-	5,622,390	11,496,146	1,510,096	1,090,714	3,280,913	-	(23,000,259)	-
Reclassification	(10,080,000)	-	-	-	-	-	-	-	(10,080,000)
Transferred to statement of income	-	-	-	-	-	-	-	(3,440)	(3,440)
Translation differences	323	(1,456)	433	(548)	(192)	(1,079)	-	(6,498)	(9,017)
	61,079,508	508,275,919	930,695,096	142,419,958	7,196,162	107,592,273	2,156,225	58,487,588	1,817,902,729
Depreciation:									
At the beginning of the year	-	142,198,896	518,219,779	119,152,505	4,055,735	113,694,361	73,144	-	897,394,420
Charge for the year	-	16,441,654	58,934,319	7,517,584	1,236,237	5,317,871	366,558	-	89,814,223
Disposals	-	(1,341,550)	(8,884,990)	(3,121,872)	(328,682)	(22,360,846)	-	-	(36,037,940)
Reversal of impairment	-	-	(4,599,614)	-	-	-	-	-	(4,599,614)
Translation differences	-	(858)	(382)	(37)	(498)	(1,239)	-	-	(3,014)
Net book amount:									
At 31 December 2021	61,079,508	350,977,777	367,025,984	18,871,778	2,233,370	10,942,126	1,716,523	58,487,588	871,334,654

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12. PROPERTY, PLANT AND EQUIPMENT (continued)

	<i>Land</i>	<i>Buildings</i>	<i>Machines, equipment and tools</i>	<i>Furniture and fixtures</i>	<i>Computers and software</i>	<i>Motor vehicles</i>	<i>Lease hold improvement</i>	<i>Capital works in progress</i>	<i>Total 2020</i>
	SR	SR	SR	SR	SR	SR	SR	SR	SR
For the year 2020									
Cost:									
At the beginning of the year	71,056,682	441,422,354	875,725,672	127,602,839	8,045,228	123,796,990	-	178,018,471	1,825,668,236
Additions	-	-	718,535	461,249	-	-	-	42,183,471	43,363,255
Disposals	-	-	(13,693,415)	(9,542,574)	(2,842,751)	(988,700)	-	-	(27,067,440)
Transfers	-	64,623,363	67,799,220	25,553,356	1,166,984	5,213,243	2,156,225	(166,512,391)	-
Translation differences	102,503	469,871	986,081	21,161	77,027	243,928	-	3,677	1,904,248
	71,159,185	506,515,588	931,536,093	144,096,031	6,446,488	128,265,461	2,156,225	53,693,228	1,843,868,299
Depreciation:									
At the beginning of the year	-	125,947,601	467,610,199	120,680,739	5,413,874	107,365,024	-	-	827,017,437
Charge for the year	-	16,069,864	59,076,479	7,999,541	1,372,858	7,016,860	73,144	-	91,608,746
Disposals	-	-	(13,646,807)	(9,540,185)	(2,776,959)	(831,263)	-	-	(26,795,214)
Impairment	-	-	4,599,614	-	-	-	-	-	4,599,614
Translation differences	-	181,431	580,294	12,410	45,962	143,740	-	-	963,837
	-	142,198,896	518,219,779	119,152,505	4,055,735	113,694,361	73,144	-	897,394,420
Net book amount:									
At 31 December 2020	71,159,185	364,316,692	413,316,314	24,943,526	2,390,753	14,571,100	2,083,081	53,693,228	946,473,879

12. PROPERTY, PLANT AND EQUIPMENT (continued)

1. As at 31 December 2021, property, plants and equipment includes fully depreciated assets and still in use with total cost of SR 466.8 million (31 December 2020: SR 456.4 million).
2. The factory buildings related to a subsidiary Company constructed on a leased land from Saudi Authority for Industrial Cities and Technology Zones (MODON) for a nominal annual rent of under a lease for 24 years started of 5 Sha'ban 1428H (corresponding to: 18 August 2007). The lease is renewable for some additional similar periods with the same or other conditions as agreed upon between the two parties.
3. The new industrial complex of the subsidiary Company is constructed on a leased land from Saudi Authority for Industrial Cities and Technology Zones (MODON) under a lease for 25 years started from 16 Sha'ban 1428H (corresponding to: 29 August 2007). The lease is renewable for an additional and similar period based on the two parties' choices. Also includes the employee's accommodations related to the subsidiary were constructed on land originally leased from Riyadh Industrial City Administration for an annual nominal rent for a period of 20 years from 21 Shabaan 1428H, (corresponding to 3 September 2007). The lease is renewable for similar periods on the same conditions or such other conditions as agreed to by the parties' concerned.
4. The General Secretariat of Jeddah announced the timetable for the removal of slums in Jeddah in order to start the stage of renovation related to neighbourhoods that were classified within slum areas. These measures come within the plan set to rearrange and restructure the city's neighbourhoods, and will ultimately benefit all individuals residing in the Kingdom of Saudi Arabia. The decision included compensation for the owners of the removed lands and properties. The implementation of that plan began in November 2021. The Company also owns an area of land in Al-Thaalbah neighbourhood, which is one of the neighbourhoods that falls within the above removal plan. That land has been reclassified into assets held for sale at the carrying value of SR 10 million, being the lower amount compared to its fair value valued by the certified expert report – Esnad for real estate valuation and Co. The land includes a portion of SR 3.4 million and the ownership for this portion of the land is being transferred in the name of the Company.

The allocation of depreciation expense is as follows:

	2021	2020
	SR	SR
Cost of sales	73,787,578	73,632,275
Selling and distribution expenses (note 6)	8,052,664	9,740,035
General and administrative expenses (note 7)	7,973,981	8,236,436
	89,814,223	91,608,746

13. INVESTMENT PROPERTIES

Investment properties represent the value of lands acquired for long-term investment purpose as follows:

	31 December 2021 SR	31 December 2020 SR
Cost	<u>7,163,236</u>	<u>7,163,236</u>

The Group holds investment properties and the fair value of these investments was determined basis of the average valuations made by two independent real estate valutors which are: AMAM and White Cube for Real estate valuation Offices. The fair value was determined depending on the market prevailing price for similar Real estate. The valuation did not reflect an impairment in the investment properties as at 31 December 2021. The average fair value of investment properties amounted to SR 18.1 million.

Land located north of Riyadh

On 28 April 2019, the Company received a letter from the seller stating that the title deed of the purchased land in 2009 amounting to SR 219,739,441 was revoked by an order issued from the Public Court in Riyadh for a reason outside the control of the seller and Company's will. The Company paid SR 207,239,441 and the remaining amount of SR 12,500,000 was unpaid. The decision has become final and must be adhered to and implemented. The seller presented some solutions and suggestions to the Company in a way that preserves all its rights. After receiving the above-mentioned letter, the Company confirmed its validity through the concerned parties and is assured that the revocation is correct for reasons pertaining the seller as the revocation is attributive to the main title deed of the land and its scope. The Company has no relation or involvement in this matter and was not informed or involved in this matter, court hearings, sessions, discussions, or investigations. The Company inquired before purchasing the land, confirmed the validity of the title deed through a committee of attorney public composed of three members as per statement of permission issued on 28 Rajab 1430H.

On 18 Rabi II 1441H (corresponding to: 15 December 2019), the Company filed two lawsuits at the Public Court in Riyadh against the seller of the land located north of Riyadh, Al Khair District, and against the broker of the purchase deal requesting to compel both the land seller and purchase broker (claimers) to return the amount paid to them amounted to SR 207,239 million of the land value to the Company with retaining its right to claim any compensation for any losses or financial claims that have arisen or that may be caused due to revocation of the said land deed. Based on the opinion of the legal consultant of the Company and inquiries made with him, the documents and papers presented in both lawsuits are strong and explicit and form legal evidence of contractual relationship and prove the right of the Company to collect and recover the purchase amount paid due to revocation of the title deed and its right as well as to collect and recover the brokerage fees paid to the sale broker.

During the year ended 31 December 2019, the Company de-recognized the total land amount from the books amounted to SR 181,500,000 and recognized as trade receivable on the seller and broker with total amount of SR 207,239,441 after deducting the remaining amount due to the seller of the land value of SR 12,500,000. The book value of the land amounts to SR 181,500,000 representing purchase price of SR 219,739,441 less impairment previously recognized amounting to SR 38,239,441.

During November 2020, a final ruling was issued in favor of the Company to revoke the sale contract between the Company and the seller of the land and bind the seller of the land to pay an amount of SR 202 million to the Company.

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On 19 Shaaban 1442 H corresponding to 01 April 2021, the Company received a letter from its legal counsel stating the following:

That the defendant (land's seller) filed a petition to the court on 05 Shaaban 1442H, corresponding to 18 March 2021, to overturn the verdict and dismiss the case after the expiry of the formal objection period and petition was accepted, and according to that:

The Court dismissed the previous ruling and dismiss the case for lack of jurisdiction because the case is one of the big cases with amounts of more than 100 million Saudi Riyals.

The Company has objected the ruling as it was not valid, as the Company's legal advisor considers that the ruling violates the law and the rules of procedures in the courts. The Company's legal advisor believes that the court's rejection of the lawsuit will not have an impact on the Company's position, as it is a formal procedure, not subjective.

On 2 February 2022, the General Department for large cases of the General Court has issued a preliminary ruling in the favor of the Group as follow:

First: To terminate the sale's contract pertaining to north Riyadh land between the Company and the seller and what's entitled to it.

Second: Obligate the land seller to repay an amount of SR 202 million in favor of the Company.

14. INTANGIBLE ASSETS

	31 December 2021 SR	31 December 2020 SR
Goodwill (note 14.1 below)	157,005,634	157,005,634
Trademarks and software (note 14.2 below)	2,984,084	1,446,206
Total intangible assets	159,989,718	158,451,840

14.1 The balance of intangible assets represents the goodwill arising from the acquisition of investments in subsidiaries. The Group conducted a study to make sure that there is no impairment in goodwill as at the date of the consolidated financial statements (note 32).

Goodwill is as the following:

	31 December 2021			
	Halawani Brothers Company SR	Al Rabie Saudi Foods Company Limited SR	Aseer Al Arabia for Industrial Investment Company Limited SR	Total SR
At the beginning and end of the year	126,678,293	8,117,469	22,209,872	157,005,634
	31 December 2020			
	Halawani Brothers Company SR	Al Rabie Saudi Foods Company Limited SR	Aseer Al Arabia for Industrial Investment Company Limited SR	Total SR
At the beginning and end of the year	126,678,293	8,117,469	22,209,872	157,005,634

14.2 Movement in Trademarks and royalty and Software is as follows:

	Software	Trademarks	Total
	SR	and royalty	SR
	SR	SR	SR
Cost:			
As at 1 January 2021	3,093,890	10,102,820	13,196,710
Additions	1,819,994	-	1,819,994
Translation differences	-	57	57
As at 31 December 2021	<u>4,913,884</u>	<u>10,102,877</u>	<u>15,016,761</u>
Amortization:			
As at 1 January 2021	3,014,077	8,736,427	11,750,504
Amortization for the year	260,354	21,787	282,141
Translation differences	-	32	32
As at 31 December 2021	<u>3,274,431</u>	<u>8,758,246</u>	<u>12,032,677</u>
Net book value:			
As at 31 December 2021	<u>1,639,453</u>	<u>1,344,631</u>	<u>2,984,084</u>
	Software	Trademarks	Total
	SR	and royalty	SR
	SR	SR	SR
Cost:			
As at 1 January 2020	3,075,708	9,733,626	12,809,334
Additions	-	369,194	369,194
Translation differences	18,182	-	18,182
At 31 December 2020	<u>3,093,890</u>	<u>10,102,820</u>	<u>13,196,710</u>
Amortization:			
As at 1 January 2020	2,969,949	5,332,041	8,301,990
Amortization for the year	28,078	3,404,386	3,432,464
Translation differences	16,050	-	16,050
As at 31 December 2020	<u>3,014,077</u>	<u>8,736,427</u>	<u>11,750,504</u>
Net book value:			
As at 31 December 2020	<u>79,813</u>	<u>1,366,393</u>	<u>1,446,206</u>

15. LEASES

Group as lessee

The Group has lease contracts for various leased buildings. Leases generally have lease terms between 1 to 20 years. The Group's obligations under its leases are secured by the lessor's title to the leased buildings. Several leases include extension and termination options and variable payments. Not all leases have variable payments.

The Group also has certain leases of leased properties with lease terms of 12 months or less of low lease value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

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The followings are the carrying amounts of right-of-use assets and lease liabilities recognised and their movements during the year:

a) Right-of-use assets are represented as follows:

	31 December 2021	31 December 2020
	SR	SR
Cost:		
As at 1 January	77,353,689	71,994,630
Additions during the year	18,279,989	6,493,416
Disposals	(1,418,611)	(1,403,875)
Translation differences	467	269,518
At 31 December	94,215,534	77,353,689
Depreciation:		
As at 1 January	(29,766,263)	(16,061,373)
Depreciation for the year	(14,843,852)	(14,207,056)
Disposals	1,405,633	627,450
Translation differences	2,572	(125,284)
As at 31 December	(43,201,910)	(29,766,263)
Net book value as at 31 December	51,013,624	47,587,426

b) Lease liabilities as classified in the statement of financial position:

	31 December 2021	31 December 2020
	SR	SR
As at 1 January 2020	44,815,370	50,823,672
Additions during the year	18,270,699	6,382,614
Interest expense	2,646,472	2,926,848
Payments	(11,708,416)	(14,605,159)
Disposals	(58,655)	(798,760)
Adjustments	-	(10,439)
Translation differences	1,057	96,594
As at 31 December	53,966,527	44,815,370
Less: current portion	(17,849,831)	(12,546,977)
Non-current portion	36,116,696	32,268,393

The Company recognized the depreciation expense related to right of use assets, as follows:

	2021	2020
	SR	SR
Cost of sales	4,792,038	4,332,223
Selling and distribution expenses (note 6)	8,416,746	8,249,349
General and administrative expenses (note 7)	1,635,068	1,625,484
	14,843,852	14,207,056

16. INVESTMENTS AND FINANCIAL ASSETS

	31 December 2021	31 December 2020
	SR	SR
Investments in associate (see note (a) below)	11,347,093	72,612,289
Equity instruments at fair value (see note "B" below)	783,129,165	658,903,373
Debt instruments at fair value through profit or loss	112,435,000	109,855,000
	<u>906,911,258</u>	<u>841,370,662</u>

a) Investments in an associate

<i>Company's name</i>	Country of incorporation	Main activity	Shareholding percentage		31 December 2021	31 December 2020
			2021	2020	SR	SR
Alessa Industries Company (see note below)	Kingdom of Saudi Arabia	Wholesale and retail	38%	38%	11,347,093	72,612,289

Number of shares owned by the Company is 28.5 million shares of the total share capital of Alessa Industries Company amounted to 75 million shares with ownership of 38% of its equity.

Movement in investment for the year ended 31 December is as follows:

	31 December 2021	31 December 2020
	SR	SR
Investment balance at the beginning of the year	72,612,289	68,898,193
Group's share of (loss) / profit of associate	(60,380,298)	4,835,981
Group's share of other comprehensive income	(884,898)	(1,121,885)
	<u>11,347,093</u>	<u>72,612,289</u>

The group's management has not identified any factors or indicators that may indicate any impairment in the value of the investment in associate.

The financial information for the associate is summarized as below:

	31 December 2021	31 December 2020
	SR	SR
Non-current assets	269,156,746	301,338,300
Current assets	915,851,079	1,216,006,008
Non-current liabilities	(259,525,081)	(61,617,841)
Current liabilities	(598,752,775)	(967,772,298)
Non-controlling interests	(13,232,564)	(13,232,564)
Equity	<u>313,497,405</u>	<u>474,721,605</u>
Shareholding percentage	%38	%38
Company's share	119,129,013	180,394,209
Temporary impairment	(107,781,920)	(107,781,920)
Investment book value	<u>11,347,093</u>	<u>72,612,289</u>

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	<u>2021</u>	<u>2020</u>
	SR	SR
Sales	540,681,241	862,888,587
Cost of sales	(443,198,662)	(670,979,875)
Selling and distribution expenses	(42,972,053)	(63,917,680)
General and administrative expenses	(60,711,921)	(60,943,562)
Other income	2,164,727	528,081
Financial charges	(22,536,724)	(40,946,175)
Expected credit losses	(118,881,025)	1,393,459
(Loss) / Profit before zakat	(145,454,417)	28,022,835
Zakat	(13,441,104)	(15,296,568)
(Loss) / Profit for the year	(158,895,521)	12,726,267
Other comprehensive loss income	(2,328,679)	(2,952,329)
Total comprehensive (loss) / profit for parent Company	<u>(161,224,200)</u>	<u>9,773,938</u>
Group's share of the results of the year	<u>(60,380,298)</u>	<u>4,835,981</u>
Share of other comprehensive income	<u>(884,898)</u>	<u>(1,121,885)</u>

b) Equity instruments at fair value

	Investment in equity instruments		Total	Total
	Quoted	Un-quoted	31 December 2021	31 December 2020
	SR	SR	SR	SR
Cost:				
At the beginning of the year	390,600,000	319,480,634	710,080,634	727,171,377
Additions	-	33,787,190	33,787,190	-
Disposals	-	-	-	(17,090,743)
At the end of the year	<u>390,600,000</u>	<u>353,267,824</u>	<u>743,867,824</u>	<u>710,080,634</u>
Net unrealized gains from revaluation of investments and financial assets:				
At the beginning of the year	8,400,000	(59,577,261)	(51,177,261)	(73,584,262)
Revaluation gain	92,970,000	(2,531,398)	90,438,602	30,360,055
Transferred to accumulated losses	-	-	-	(7,953,054)
At the end of the year	<u>101,370,000</u>	<u>(62,108,659)</u>	<u>39,261,341</u>	<u>(51,177,261)</u>
Net book value	<u>491,970,000</u>	<u>291,159,165</u>	<u>783,129,165</u>	<u>658,903,373</u>

Investment in quoted equity instruments include the following:

- The Group owns 35 million shares as at 31 December 2021 (31 December 2020: 35 million shares) in Emaar the Economic City Company with amount of SR 418 million as at 31 December 2021 (31 December 2020: SR 322 million). The Company is required to obtain an approval from the Economic Cities and Special Zones Authority before it can dispose of its owned shares.
- During the year 2020, 30% of Amlak International for Real Estate Financing Company was offered for public subscription in the Saudi Capital Market (Tadawul). The investment in Amlak International Real Estate Financing Company as of 31 December 2021 amounted to SR 76.7 million (31 December 2020: SR 76.7 million).

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c) Debt instruments at fair value through profit or loss

	31 December 2021	31 December 2020
	SR	SR
Balance as at the beginning of the year	109,855,000	118,020,000
Revaluation of debt instruments at fair value through profit or loss	2,580,000	(8,165,000)
Balance as at the end of the year	112,435,000	109,855,000

17. INVENTORY

	31 December 2021	31 December 2020
	SR	SR
Raw materials	202,189,134	174,834,667
Finished goods	95,522,325	91,834,526
Packing and packaging materials	63,019,437	62,804,854
Spare parts	38,175,965	36,700,247
Production in progress	2,259,146	1,345,731
Others	921,186	652,307
	402,087,193	368,172,332
Less:		
Provision for slow moving inventory	(18,995,394)	(18,577,003)
	383,091,799	349,595,329
Goods in transit	18,778,625	17,191,971
	401,870,424	366,787,300

A) Movement in the provision as follows:

	31 December 2021	31 December 2020
	SR	SR
Balance at the beginning of the year	18,577,003	12,582,767
Additions during the year	692,343	6,410,865
Provision for slow moving inventory write off	(274,286)	(416,606)
Provision no longer required	-	(33,124)
Translation differences	334	33,101
Balance at the end of the year	18,995,394	18,577,003

18. TRADE RECEIVABLES

	31 December 2021	31 December 2020
	SR	SR
Trade receivables	255,075,256	202,814,926
Provision of expected credit losses	(23,221,603)	(19,906,467)
	231,853,653	182,908,459

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A) Unimpaired trade receivables are expected, on basis of past-experience, to be fully recoverable during the subsequent period where the Group's management has established specific strategies to collect such receivables. Collaterals will be collected from some customers in return to trade receivables. Accordingly, most of these trade receivables are secured.

B) The ageing of unimpaired trade receivables for the two years ended 31 December is as follows:

Year	Total SR	Neither past due nor impaired SR	Past due but not impaired		
			31- 90 days	91- 365	More than
			SR	days	365 days
			SR	SR	SR
31 December 2021	231,853,653	157,358,740	47,117,963	26,487,033	889,917
31 December 2020	182,908,459	64,895,910	102,212,580	15,482,163	317,806

The movement of the provision is as follows:

	31 December 2021 SR	31 December 2020 SR
Balance at the beginning of the year	19,906,467	40,582,478
Additions during the year (note 6)	3,315,728	853,085
Used during the year	-	(18,634,648)
Provision no longer required	-	(2,927,652)
Translation differences	(592)	33,204
Balance at the end of the year	23,221,603	19,906,467

C) Customers' trade receivables have been reduced by receivables from customers in exchange for promotional activities, and sales returns. The balance of these receivables as of 31 December 2021 amounted to SR 30 million (2020: SR 13.5 million).

D) During the year 2020, the board of director in Halwani Brothers Company (subsidiary) decided to write off trade receivables amounted to SR 18.5 m.

19. PREPAID EXPENSES AND OTHER ASSETS

	31 December 2021 SR	31 December 2020 SR
Advances to suppliers	28,826,694	13,021,309
Prepaid expenses	9,406,234	6,276,073
Employees' receivables	2,919,960	2,628,537
Accrued income dividends	-	1,250,000
Other debit balances	214,990,873	216,370,442
	256,143,761	239,546,361

A) Other debit balances as of 31 December 2021 include an amount of SR 207,239,441 representing the amount due from the seller of land located in north Riyadh and the broker (note 13).

20. RELATED PARTIES TRANSACTIONS AND BALANCES

Related parties represent shareholders, ultimate Parent Company – Dallah Al Baraka Holding Company, subsidiaries of the ultimate Parent Company, and key management personnel, directors, and entities controlled or significantly influenced by such parties. Transactions with related parties are carried out based on the policies, terms and prices of dealing with unrelated parties, and these transactions are approved by the Group's departments.

Below is summary of significant transactions with related parties performed in the course of normal business of the Group during the year:

A) Due from related parties:

Description	Nature of the Transaction	Amount of transactions		Balance	
		31 December 2021	31 December 2020	31 December 2021	31 December 2020
		SR	SR	SR	SR
Albaik Food Systems Co.	Sale of finished goods	5,284,454	-	1,141,681	-
Others	Other transactions	1,170,336	1,185,644	765,763	841,721
Total				1,907,444	841,721
Less: provision for doubtful debts				(512,361)	(621,962)
Balance				1,395,083	219,759

The movement in the provision is as follows:

	31 December 2021	31 December 2020
	SR	SR
At the beginning of the year	621,962	3,448,387
Additions during the year (note 6)	-	47,198
Provision no longer required	(109,601)	(141,522)
Write off	-	(2,732,101)
Balance at the end of the year	512,361	621,962

B) Due to related parties:

Description	Nature of the Transaction	Amount of transactions		Balance	
		31 December 2021	31 December 2020	31 December 2021	31 December 2020
		SR	SR	SR	SR
Dallah Holding Company	Purchase of finished goods	738,128	615,817	79,753	-
Al Essmaliah Egypt for Poultry Company	Purchase of raw material	3,196,490	3,979,803	249,223	641,957
Others	Other transactions	154,864	239,901	638,676	402,528
				967,652	1,044,485

Prices and payment terms with related parties are approved in accordance with the Group's policy.

C) Board of directors and executives' allowances and remunerations:

The Group's senior management composes of key management personnel, executives and the Board member, who are responsible for planning, directing and supervising the Group's activities.

The total salaries and remunerations for senior management and executives was as follows:

	31 December 2021	31 December 2020
	SR	SR
Salaries and remunerations for senior management and executives	13,813,352	8,420,500
Board of Directors' remunerations *	4,150,000	1,800,000
Remuneration for attending board of directors and committees	299,500	364,000
Remuneration of the Board's Committees	1,060,000	1,048,889

An amount of SR 1,800,000 was paid as a bonus allowance for the members of the Board of Directors for the year 2020 after the approval of the General Assembly held on 30 May 2021, and an amount of SR 2,350,000 was disbursed for the year 2021 according to the remuneration policy for the members of the Board of Directors, the sub-committees and the executive management approved in the General Assembly 30 May 2021.

21. CASH AND CASH EQUIVALENTS

	31 December 2021	31 December 2020
	SR	SR
Cash on hand	23,300,978	1,623,889
Bank balances	107,625,697	156,955,723
Checks under collection	5,526,036	5,398,475
Restricted bank balances	12,780,435	13,593,592
	<u>149,233,146</u>	<u>177,571,679</u>

The restricted bank balances represent bank balances held by the Group against the unpaid dividends.

22. CAPITAL

The capital of the Parent Company is divided into 126,388,889 shares as at 31 December 2021 with SR 10 each (31 Dec 2020: 126,388,889 shares).

23. STATUTORY RESERVE

In accordance with the Saudi Corporate Law and Group's by-law, the Group must transfer 10% of its net income to the statutory reserve. The Group may stop such transfers when the reserve reaches 30% of the capital. The reserve is not available for distribution. The Group did not perform such transfers for the reported years where the Group achieved losses during those years.

The shareholders at the ordinary general assembly meeting held on 1 May 2019 (corresponding to: 26 Shaban 1440H) decided to decrease the statutory reserve to 24.7% of the capital through transfer an amount of SR 94,110,245 to cover for the accumulated losses.

The Company's Board of Directors decided on 29 December 2021 (corresponding to 25 Jumada al-Awwal 1443) to reduce the statutory reserve to 17.4% of the capital by transferring an amount and of SR 92,417,116 to cover the accumulated losses.

24. NON-CONTROLLING INTERESTS

The movement in non-controlling interests is as follows:

	31 December 2021	31 December 2020
	SR	SR
At the beginning of the year	434,213,174	445,226,218
Share in results of subsidiaries	22,732,394	3,671,022
Exchange differences resulted from the translation of financial statement in a foreign currency	(33,057)	1,406,076
Actuarial evaluation	(3,131,875)	(2,107,569)
Dividend in a subsidiary Company	(33,784,460)	(13,982,573)
At the end of the year	419,996,176	434,213,174

Non-controlling interests were recorded at initial recognition in accordance with generally accepted accounting principles at the date of recognition. The Company has used the exemptions provided for at first time adoption to international financial reporting standards, which stated that non-controlling interests remain at the previously recognized amount in accordance with general accepted accounting principles without adjustments.

On 3 February 2021, the Extraordinary General Assembly of Halwani Brothers approved, the Board of Directors' proposal to distribute dividends to shareholders for the year ended 2020, at an amount of SR 47,142,860 at a rate of SR 1.5 per share, equivalent to 15% of the par value of the share, the share of non-controlling interests amounted to SR 20,973,860.

On 6 June 2021, the partners in Al Rabie Saudi Food Company Limited. Agreed to distribute dividends of SR 30 million, the share of the non-controlling interest amounted to SR 12,810,600.

25. ISLAMIC MURABAHA FINANCING CONTRACTS AND LONG-TERM LOANS

The movement in Islamic Murabaha and loans during the year is as follows:

	31 December 2021	31 December 2020
	SR	SR
Facilities and long-term loans	355,502,036	417,467,453
Amounts due during the year	(126,630,614)	(157,414,033)
Non-current portion	228,871,422	260,053,420

The following table represents the value of the remaining instalments of the whole amounts of Murabaha and long-term loans:

	31 December 2021	31 December 2020
	SR	SR
2021	-	157,414,033
2022	129,115,483	141,414,135
2023	150,001,335	118,639,285
2024	37,496,335	-
After 2024	38,888,883	-
	355,502,036	417,467,453

Murabaha financing and long-term loans include the following:

During 2013, the Parent Company signed an Islamic Murabaha financing agreement with Samba Financial Group amounted to of 700 million Saudi Riyals. The Company provided a promissory note as security for the loan. According to the agreement, the loan is repaid in installments for a period of seven years ending on 14 September 2023, and the Murabaha is subject to a commission according to the prevailing inter-bank rates in the Kingdom of Saudi Arabia (SIBOR) plus a fixed commission rate. During the year ended 31 December 2021, the Parent Company entered into an agreement with the bank to reschedule the due installments, as it was agreed to amend the value and due dates of installments to be ended on 20 December 2023.

On 27 December 2015, one of the subsidiaries signed a term loan agreement with the Saudi British Bank (SABB) amounting to SR 200 million. As at 31 December 2021, the Company net withdrawal is SR Nil (31 December 2020: SR 106.8 million). The term loan is revolving and payable over period of 60 months from the date of withdrawal, with a grace period of 1 year. The term loan is subject to annual interest rate of 1.5% plus SIBOR. This term loan is secured by promissory notes. The Company has finalized the agreement and settled the outstanding amount in April 2021.

On 01 February 2021, one of the subsidiaries signed an Islamic financing agreement with Samba Financial Group, the total value of the facility is SR 342 million, of which SR 150 million are a long-term loan. The duration of the long-term loan is five years including six months grace period. As at 31 December 2021, the Company net withdrawal is SR 138.8 million.

During the year 2019, one of the subsidiaries signed a financing agreement (Tawarruq) with Banque Saudi Fransi in the amount of SR 150 million. The balance of the financing has been completely withdrawn by the Company. In accordance with the terms of the agreement, the financing is due in quarterly installments of SR 9.4 million, starting from 30 September 2019, and the last installment is due on 30 June 2023. The financing entails financing fees (at the prevailing rate in the Saudi interbank market plus a profit margin) and secured by bonds issued to the bank.

During the year 2021, one of the subsidiaries signed a financing agreement (Tawarruq) with Banque Alrajhi in the amount of SR 65 million. The balance of SR 50 million has been withdrawn by the Company during the year 2021. In accordance with the terms of the agreement, the financing is due in quarterly installments of SR 4.2 million, starting from 30 June 2021, and the last installment is due on 31 March 2024. The financing entails financing fees (at the prevailing rate in the Saudi interbank market plus a profit margin) and secured by bonds issued to the bank.

26. EMPLOYEES' DEFINED BENEFITS

	31 December 2021	31 December 2020
	SR	SR
Balance at the beginning of the year	119,660,393	119,123,800
Cost of current service	7,424,200	8,785,907
Finance costs	1,416,500	2,348,200
Paid during the year	(23,485,983)	(15,882,599)
Adjustments of actuarial valuation	7,869,900	5,285,085
Adjustments	(1,362,267)	-
Balance at the end of the year	<u>111,522,743</u>	<u>119,660,393</u>

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The most significant actuarial assumptions used in calculating the current value of employees' defined benefits as the following:

	<u>31 December 2021</u>	<u>31 December 2020</u>
	SR	SR
Discount rate	From 2.2% to 2.7%	From 1.6% to 2.55%
Salary increase rate	From 3% to 6%	From 2.2% to 6%
Turnover rate	From 8% to 14%	From 8% to 14%

The effect of employees' defined benefits on actuarial assumptions with reasonable change percentage was presented with all other variables constant as the following:

	<u>31 December 2021</u>	<u>31 December 2020</u>
	SR	SR
Discount rate +25%	109,257,400	119,647,119
Discount rate -25%	111,882,200	119,719,134
Salary increase +25	111,866,100	119,715,903
Salary increases -25%	109,266,200	119,641,995

27. TRADE PAYABLES AND OTHER ACCRUALS

	<u>31 December 2021</u>	<u>31 December 2020</u>
	SR	SR
Trade payables	133,499,256	149,638,830
Accrued expenses	104,760,811	93,075,673
Employee's accruals	26,092,704	25,534,866
Right to return goods liabilities	11,323,821	17,787,198
Advances from customers	9,623,614	6,135,185
Subsidiaries companies tax dues	9,167,993	5,756,893
Financial derivatives	246,577	646,414
Other	6,682,468	6,932,789
	<u>301,397,244</u>	<u>305,507,848</u>

One of the subsidiaries entered into a financial derivative contract to swap interest rates in 2019 with a local commercial bank to meet interest rate fluctuations. As of 31 December, 2021, the fair value of the contract amounted to SR 246,577 (31 December, 2020: SR 646,414). Consequently, the Company recorded evaluation profits during the year ended 31 December, 2021, amounting to SR 399,837 (2020: profit of SR 532,275). The nominal value of the interest rate in a swap contract as of December 31, 2021, amounted to 6,250,000 SR (2020: SR 93,750,000).

28. SHORT TERM ISLAMIC MURABAHA FINANCING

Movement in the Islamic Murabaha financing is as follows:

	<u>31 December 2021</u>	<u>31 December 2020</u>
	SR	SR
Balance at the beginning of the year	185,827,234	202,408,826
Net movement during the year	135,787,717	(16,581,592)
	<u>321,614,951</u>	<u>185,827,234</u>

On 29 November 2018, the Parent Company signed a short-term Murabaha facility agreement with

a commercial local bank with amount of SR 140 million, renewed annually. The loan balance as at 31 December 2021 is SR Nil (31 December 2020: SR 85.83 million). The loan is subject to an interest as per SIBOR rates plus a fixed interest rate. And a pledge agreement was signed on 11 February 2019 for a listed shares on the stock market with the bank granting the loan, accordingly 5.5 million shares were mortgaged in one of the investees Companies. During the year ended 31 December 2021, the Company finalized the agreement and paid all amounts due.

On 27 October 2021, the Parent Company signed a short-term Murabaha facility agreement with a local commercial bank with amount of SR 200 million, renewed annually. The loan balance as at 31 December 2021 is SR 140 million. The facility is subject to a commission according to the prevailing inter-bank rates in the Kingdom of Saudi Arabia (SIBOR) plus a fixed commission rate. And a pledge agreement was signed for a listed shares on the stock market, and 3.4 million shares were mortgaged in one of the investees Companies.

One of the subsidiaries entered into short-term Islamic Murabaha (Tawaruq) contracts with local banks in the Kingdom of Saudi Arabia. These Murabaha are paid within a period of three to eight months and the subsidiary Company pays financing burdens on financing according to the prevailing market rate among Saudi banks plus a profit margin. As of 31 December 2021, the outstanding balance of these contracts amounted to SR 151.5 million (2020: SR 80 million). The Murabaha was guaranteed by promissory notes issued to the banks.

One of the subsidiary Company has entered into short and long-term Murabaha contracts with local banks in the Arab Republic of Egypt to finance its operations. The subsidiary Company pays financing charges according to prevailing market rate. As of 31 December 2021, the outstanding balance of these contracts amounted to SR 2.7 million (31 December 2020: SR 13.3 million). And There is no non-current portion (31 December 2020: Nil).

One of the subsidiaries signed an Islamic financing agreement with Saudi British Bank (SABB) to finance the working capital of the Company. The finance agreement is secured by promissory notes. The Islamic financing is payable within a period less than twelve months. As at 31 December 2021, the Company net withdrawal is SR Nil (31 December 2020: SR 20 million).

On 01 February 2021, one of the subsidiaries has signed an Islamic financing agreement with Samba Financial Group, the total value of the financing facilities is SR 342 million, of which SR 192 million for working capital. The duration for the working capital is for one year/renewable on yearly basis. As at 31 December 2021, the Company net withdrawal is SR 30 million.

29. CAPITAL COMMITMENTS, CONTINGENCIES

Below are the capital commitments, contingencies and covenants:

	31 December 2021	31 December 2020
	SR	SR
Capital commitments for purchasing property, plants and equipment	16,001,972	25,385,665
Letter of guarantees and letter of credit in ordinary course business of the Group	61,964,713	5,620,099

30. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the amount for which an asset could be exchanged, or a liability settled between two knowledgeable willing parties in an arm's length transaction. Therefore, differences may result from the carrying amount and estimates of the fair value.

The Group's financial assets consist of investments in financial instruments, cash and cash equivalents, trade accounts receivable and other receivables, amounts due to related parties, and its financial liabilities consist of trade accounts payable, accruals, other payables, Islamic Murabaha contracts, term finance arrangements, lease liabilities, finance lease liabilities, bank overdrafts, and amounts due to related parties.

Hierarchy of the fair value:

The Company uses the hierarchy of the fair value to determine the fair value of financial instruments and disclose it based on the valuation method:

Level 1 — Quoted market prices in active markets for identical assets or liabilities.

Level 2 — Inputs rather than quoted market prices that are significant to the fair value measurement is directly or indirectly observable.

Level 3 — Inputs that are significant to the fair value measurement is unobservable.

The Company used to hold such financial instruments and financial liabilities in the statement of financial position:

31 December 2021	Level 1 SR	Level 2 SR	Level 3 SR	Total SR
Financial instruments at fair value				
Listed in an active market	491,970,000	-	-	491,970,000
Not listed in an active market	-	-	403,594,165	403,594,165
	<u>491,970,000</u>	<u>-</u>	<u>403,594,165</u>	<u>895,564,165</u>
Financial liabilities at fair value:				
Derivatives	-	246,577	-	246,577
	<u>-</u>	<u>246,577</u>	<u>-</u>	<u>246,577</u>
31 December 2020				
	<i>Level 1</i> SR	<i>Level 2</i> SR	<i>Level 3</i> SR	<i>Total</i> SR
Financial instruments at fair value:				
Listed in an active market	399,000,000	-	-	399,000,000
Not listed in an active market	-	-	369,758,373	369,758,373
	<u>399,000,000</u>	<u>-</u>	<u>369,758,373</u>	<u>768,758,373</u>
Financial liabilities at fair value:				
Derivatives	-	646,414	-	646,414
	<u>-</u>	<u>646,414</u>	<u>-</u>	<u>646,414</u>

Reconciliation of level 3

The table below shows reconciliation of all movements in fair value of financial instruments categorized into level 3 between the beginning and end of the financial period:

	31 December 2020 SR	31 December 2020 SR
Opening balance	369,758,373	437,357,116
Additions	33,787,190	-
Disposals	-	(2,090,743)
Transferred to level 1 (Listed in an active market)	-	(55,600,000)
Evaluation	48,602	(9,908,000)
Closing balance	403,594,165	369,758,373

As indicated in note (16) of the accompanying financial statements, during the year 2020, Amlak International Real Estate Finance Company, in which the Company investing in, was offered for trading in Capital Market in the Kingdom of Saudi Arabia, accordingly, the investment was transferred from the level 3 to the level 1 in the hierarchy of the fair value shown above.

31. RISK MANAGEMENT OBJECTIVES AND POLICIES

Risks are part of the Group's operations and are managed through a continuous mechanism including the identification and then assessment of risks with follow up. Risk management is important for the Group's ability to achieve gains. Every employee in the Group is responsible for risk management related to his roles and responsibilities.

The Board members review risks and approve them:

Capital risk management

The Group manages its capital to ensure that it will be able to continue. The capital structure of the Group consists of net debts (Murbaha financing to offset against cash and cash equivalents) and equity (comprising of capital, reserves, retained earnings, unrealized gains from revaluation of investments available for sale and a subsidiary's translation of financial statements).

The capital structure as at the end of the year is as follows:

	31 December 2021 SR	31 December 2020 SR
Total debts	677,116,987	603,294,687
Less: cash and cash equivalents	(149,233,146)	(177,571,679)
Net debts	527,883,841	425,723,008
Total equity	1,821,824,548	1,814,513,110
Debt to equity ratio (%)	% 29	23%

Liquidity risk

Liquidity risk is the risk that the Company's inability to meet commitments associated with financial instruments when fall due. Liquidity requirements are monitored on monthly basis to ensure that sufficient funds are available to meet any commitments when arise; including credit facility agreements against future commitments.

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The table below summarises the maturities of the Company's undiscounted financial liabilities, based on contractual payment dates and current market commission rates:

<i>31 December 2021</i>	<i>Within one year SR</i>	<i>1 to 5 years SR</i>	<i>Total SR</i>
Accounts payable and other accruals	301,397,244	-	301,397,244
Short term Islamic Murabaha financing	321,614,951	-	321,614,951
Murabaha Islamic financing contracts and long-term loans	126,630,614	228,871,422	355,502,036
Lease liabilities	17,849,831	36,116,696	53,966,527
Dividends payable	12,943,614	-	12,943,614
Total	780,436,254	264,988,118	1,045,424,372

<i>31 December 2020</i>	<i>Within one year SR</i>	<i>1 to 5 years SR</i>	<i>Total SR</i>
Accounts payable and other accruals	305,507,848	-	305,507,848
Short term Islamic Murabaha financing	185,827,234	-	185,827,234
Murabaha Islamic financing contracts and long-term loans	157,414,033	260,053,420	417,467,453
Lease liabilities	12,546,977	32,268,393	44,815,370
Dividends payable	13,756,771	-	13,756,771
	675,052,863	292,321,813	967,374,676

Market risk

A proper framework is established to manage the market risks with respect to all assets including those unquoted and/or exposed to price fluctuations.

a) Commission rate risk

Commission rate risk is the risk that the value of financial instruments will fluctuate due to changes in commission rates in the market. The Group is subject to commission rate risk on its commission bearing assets and liabilities; including Murabaha contracts and term loans. The Group limits its commission rate risk by monitoring changes in commission rate risk on its interest-bearing liabilities.

A 10 basis points change in the commission rates of the floating rate SR denominated deposits/loans as at the date of the financial statements would increase/(decrease) the net income of the year by the amounts stated below. The below analysis presumes that all other variables will remain constant:

	<i>31 December 2021</i>		<i>31 December 2020</i>	
	<i>+ 10 basis points</i>	<i>- 10 basis points</i>	<i>+ 10 basis points</i>	<i>- 10 basis points</i>
Murabaha financing	(677,117)	677,117	(603,295)	603,295

b) Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Group is subject to fluctuations in foreign exchange rates in the normal course of its business. 37% of the Group's sales for the year ended 31 December 2021 represent the subsidiary's sales Halwani and Brothers Company – Egypt (31 December 2020: 35.6%) Egyptian Pound is used as the operational currency.

There was no significant change in the exchange rate between Saudi Riyals and Egyptian pound during the year ended 31 December 2021 and 31 December 2020.

As at 31 December 2021, the Group's financial assets and financial liabilities in foreign currencies related to the subsidiary (mainly in USD and Egyptian Pound) amounted to SR 107.5 million and SR 116.5 million (2020: SR 99.8 million and SR 112.7 million) respectively. There is no significant decrease in the exchange rates during 2021.

The Group did not undertake significant transactions in currencies other than Saudi Riyals and US Dollars during the year. As the Saudi Riyal is pegged to the US Dollar, balances in US Dollars are not considered to represent significant currency risk. With respect to the effect of the fluctuations in the currencies rates arising from the translation of the subsidiary' financial statements for purposes of consolidating the financial statements will be shown within the equity in a separate item. The Group manages the currencies risk through monitoring the changes in the currencies rates continuously and taking the appropriate decisions.

c) Raw material price risk

The Group is using various raw materials as production inputs in its production process. Such raw materials are subject to price fluctuations that may affect the business results of the Group. To minimise such risk, the management monitors the prices of raw materials and take the decisions to purchase in view of price forecasts.

Impairment of goodwill

The Company's management assess the goodwill's potential impairment at each reporting period. This assessment takes into consideration the expected future cash flows from each cash generating unit. The calculation of goodwill is most sensitive to the following assumptions:

- Gross Margin.
- Growth rates used.
- Weighted average cost of capital.

Gross margin

Gross margin is based on average value achieved during the three years preceding the budget period, and after adjustments related to the anticipated efficiency improvements in the cash generating units.

Growth rate

Rates are based on average value achieved during the three years preceding the budget period, and after adjustments related to present contracts and the management's perception of the growth in the market size as well as geographical expansion.

Weighted average cost of capital

The Group used this rate in discounting projected cash flows in order to reach the value in use.

Sensitivity to change in assumptions

The Group used a discount rate of 8.8% in discounting projected cash flows for the purpose of goodwill impairment study, and as a result, there is no impairment to be recorded. The impairment may exist, if the discount rate reached 13%.

Credit risk

Credit risk is the risk that one party will fail to discharge an obligation and cause the other party to incur a financial loss. The Group seeks to manage its credit risk with respect to customers by setting credit limits for individual customers and by monitoring outstanding receivables, obtaining LCs and LGs as securities from customers.

With respect to credit risk arising from the other financial instruments of the Group including cash and cash equivalents, the Group's exposure to credit risk arises from default of the counter parties, with a maximum exposure equal to the carrying amounts of these instruments.

Business risk

Business risks arise from several external factors including epidemic diseases like Avian flu and Swine flu (H1N1) that generally affect processed meat industry. Other risk may arise from the possible shortage of agriculture crops used as basic raw materials in food industry. In addition to the political conflicts in Egypt that may affect the activities of a subsidiary. To reduce such risks the management monitors such risks and takes the appropriate decisions according to the situation.

32. IMPACT OF COVID 19

The impact of the Covid-19 pandemic continues to have an impact on global markets, where many geographical regions are witnessing waves of infection, although they had previously controlled the outbreak of the virus through strict precautionary measures such as imposing travel restrictions, closures and strict social distancing rules. However, the government of the Kingdom of Saudi Arabia was able to successfully control the outbreak of the virus, primarily due to the unprecedented and effective measures taken by the government, and this was followed by the government ending the closures and taking interim measures to return to the normal situation.

A number of COVID-19 vaccines have recently been developed, approved and distributed to citizens by various governments around the world. Despite this, uncertainty persists about vaccines, such as how long immunity will last.

The Company is aware of both the micro and macroeconomic challenges posed by COVID-19, the emerging consequences of which can be felt for some time and is closely monitoring its potential exposure to risks. Management continues to monitor the impact of the pandemic on the Group's activities.

The following are the key assumptions about the future and other key sources of estimation that have a significant risk of causing a material adjustment to these consolidated financial statements:

Provision of expected credit losses (ECL) of trade receivables

The uncertainties caused by COVID 19 has required the Group to reassess the input and assumptions used for the determination of ECL as at year end. The Group has considered the relevant forward-looking information with respect to; macro-economic scenario of the market it operates in; significant increase in credit risk; and assessing the indicator of impairment for the exposure in potentially affected sector.

In determining the recoverability of trade receivables, the Group considers any significant change in the credit quality of trade receivables from the date credit was initially granted up to the reporting date. Since the majority of trade receivable are secured against guarantees or letter of credits, management believes that the allowance for ECL at the reporting date is appropriate (Refer Note 18).

Impairment of non-financial assets

Referring to the improved financial performance of the Group reported in these consolidated financial statements despite COVID-19 pandemic and going concern assessment from the Group management, management believes that the COVID-19 does not give rise to any impairment indicator. Accordingly, no impairment assessment is performed by the management.

Fair value of financial instrument

The Group has assessed the appropriateness of valuation techniques in line with the volatile environment due to current market conditions and has concluded that there is no material impact of COVID-19.

33. NEW AMENDED STANDARDS AND INTERPREPERATIONS

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2021.

33-1 New and amended standards and interpretations are effective

Amendments to IFRS 7 and IFRS 16 interest rate benchmark reform – Phase 2

The Phase 2 amendments address issues that arise from the implementation of the reforms, including the replacement of one benchmark with an alternative one. The Phase 2 amendments provide additional temporary reliefs from applying specific IAS 39 and IFRS 9 hedge accounting requirements to hedging relationships directly affected by IBOR reform.

Amendment to IFRS 16, ‘Leases’ – COVID-19 related rent concessions

As a result of the coronavirus (COVID-19) pandemic, rent concessions have been granted to lessees. In May 2020, the International Accounting Standards Board (“IASB”) published an amendment to IFRS 16 that provided an optional practical expedient for lessees from assessing whether a rent concession related to COVID-19 is a lease modification. On 31 March 2021, the IASB published an additional amendment to extend the date of the practical expedient from 30 June 2021 to 30 June 2022. Lessees can select to account for such rent concessions in the same way as they would if they were not lease modifications. In many cases, this will result in accounting for the concession as variable lease payments in the period(s) in which the event or condition that triggers the reduced payment occurs.

The adoption of above amendments does not have any material impact on the Financial Statements during the year.

33-2 Standards issued but not yet effective

Following are the new standards and amendments to standards which are effective for annual periods beginning on or after 1 January 2022 and earlier application is permitted; however, the Company has not early adopted them in preparing these Financial Statements.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

These narrow-scope amendments to IAS 1, 'Presentation of financial statements', clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (for example, the receipt of a waiver or a breach of covenant). The amendment also clarifies what IAS 1 means when it refers to the 'settlement' of a liability.

Amendments to IFRS 3, IAS 16, IAS 37

IFRS 3, 'Business combinations' update a reference in IFRS 3 to the Conceptual Framework for financial reporting without changing the accounting requirements for business combinations. - IAS 16, 'Property, plant and equipment' prohibit a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a company will recognize such sales proceeds and related cost in profit or loss. - IAS 37, 'Provisions, contingent liabilities and contingent assets' specify which costs a company includes when assessing whether a contract will be loss-making.

Amendments to IAS 1, Practice statement 2 and IAS 8

The amendments aim to improve accounting policy disclosures and to help users of the financial statements to distinguish between changes in accounting estimates and changes in accounting policies.

Amendment to IAS 12 – deferred tax related to assets and liabilities arising from a single transaction

These amendments require companies to recognize deferred tax on transactions that, on initial recognition give rise to equal amounts of taxable and deductible temporary differences.

34. COMPARATIVE FIGURES

Certain figures for the previous year were re-classified to conform with the presentation for the current year as follow:

Consolidated statement of financial position	2020		2020
	Before reclassification	Reclassification	After reclassification
Property, plant and equipment	945,960,658	513,221	946,473,879
Prepayments and other debit balances	239,546,361	(513,221)	239,033,140

35. SUBSEQUENT EVENTS

During the subsequent period, the General Assembly on 9 January 2022 (corresponding to 6 Jumada al-Thani 1443) approved the amendment of the Company's trade name to become "SENAD Holding". The legal procedures and approvals from the competent authorities were not completed until the date of approving the financial statements.

36. BRANCHES OF SUBSIDIARIES

The consolidated financial statements include assets, liabilities and results of operations of the following branches:

Halwani Company:

	<i>City</i>	<i>Commercial Registration No.</i>		<i>City</i>	<i>Commercial Registration No.</i>
1	Riyadh	1010062529	13	Jeddah	1010062529
2	Braydah	1131009885	14	Taif	4030016267
3	Dammam	2050021082	15	Madinah	4032009936
4	Tabuk	3550019554	16	Jeddah	4650007871
5	Jeddah	4030289283	17	Jeddah	4030296028
6	Jeddah	4030296025	18	Jeddah	4030289434
7	Jeddah	4030289284	19	Jeddah	4030289287
8	Jeddah	4030289281	20	Jeddah	4030289286
9	Jeddah	4030132194	21	Jeddah	4030289285
10	Jeddah	4030120201	22	Khamis Mushait	4030289282
11	Makkah	4031023161	23	Yanbu	5855011496
12	Jeddah	4030016296			

Al Rabie Saudi Foods Company Limited:

	<i>City</i>	<i>Commercial Registration No.</i>		<i>City</i>	<i>Commercial Registration No.</i>
1	Riyadh (Head office)	1010025275	16	Wadi Al Dawaser	1185001651
2	Riyadh (export)	1010614214	17	Taif	4032228005
3	Riyadh (Sales)	1010614212	18	Madinah	4650022683
4	Abha	5855015525	19	Jeddah	4030123496
5	Al Baha	5800010301	20	Makkah	4031213827
6	Al Mikhwah	4603149656	21	Yanbu	4700011061
7	Bishah	5851002325	22	Al Qasim	1128003924
8	Jazan	5900005720	23	Gurayyat	3452009817
9	Mahayel	5860023508	24	Tabuk	3550014766
10	Mubbaraz	2252026326	25	Hail	3350012039
11	Khafji	2057004092	26	Skaka	3400008687
12	Damam	2050033489	27	Najran	5950007467
13	Hafr Al Batin	2511003423	28	Al Mujamaa	1122002340
14	Al Dawadmi	1116003922	29	Arar	3450006956
15	Kharj	1011008756	30	Al Baha	5800006406

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Textile & Readymade Garments Company Limited:

Location	Commercial Registration No.	Issuance date	Ending date
Makkah	4031008300	16/08/1399H	29/05/1443H
Taif	4032235980	25/08/1440H	25/08/1444H
Makkah	4031072878	26/12/1433H	24/12/1442H

37. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements were approved for issue by Board of Directors on 24 Sha'ban 1443 (H) corresponding to 27 March 2022 (G).



**Report of the Audit Committee on the
internal control system And the effectiveness
of the procedures followed for the fiscal year
2021 G**

Date: 24/03/2021

Report of the Audit Committee on the internal control system
And the effectiveness of the procedures followed for the fiscal year 2021 G

The committee reviewed the annual internal control report on the evaluation of the effectiveness and design of the internal control system for the year 2021 G prepared by the internal auditor within the agreed scope of work. The executive management studied the report and discussed it before its final issuance, then the methodology of the report was reviewed and confirmed that it was in accordance with the standards. Professional internal audit by applying a number of professional methods and procedures that were based on internal audit standards issued by the International Institute of Internal Auditors, in addition to the applicable internal regulations in force in the company. The scope of the review included an evaluation of the internal control systems of the following major business cycles:

- Follow up on the recommendations of the previous auditor's reports
- Human Resources
- Governance
- Purchases

The committee clarifies that special questionnaires prepared by the internal auditor on risk management were sent to all departmental managers to fill them according to specific questions, and he met with them in a workshop to clarify the objective of managing current and future risks and the mechanism of working to reduce the effects of risks on the company and reach the levels of acceptable risks for each department. Its reflection on the company as a whole, in addition to a comprehensive analysis of the responsibilities of each department to ensure that the responsibilities include risk management and control tools on it, and the internal auditor reviewed the reports issued by departmental managers to the managing director and CEO in his capacity as a hierarchical reference according to the company's administrative structure.

Then the committee reviewed the findings of the internal auditor in his report to assess the control system and the effectiveness of the measures taken within the implementation processes and that a general conclusion was reached based on the information and tests carried out by him, which stipulated that the design of the company's internal control system includes effective, appropriate and sufficient procedures and controls to a degree. Reasonable with the importance of carrying out improvement and development work for the system to overcome weaknesses according to the nature of the company's business, its activities and its objectives.

Based on the committee's follow-up of its duties, the internal auditor's reports, the follow-up with the chartered accountant, the corrective measures taken by the executive management of the company for continuous development and improvement, and the executive management's assurances that there were no material notes when preparing the annual consolidated financial statements for the year 2021 G and the preliminary financial statements for the quarterly periods during the year 2021 G and processing all The observations made by the chartered accountant during the audit work for the year 2021 G and he does not have any reservations or material notes that have not been addressed, the absence of material notes by the committee when studying these lists, the absence of substantial notes from the Board of Directors and their approval of these financial statements, and the management's assurances about the internal control system and the effectiveness of its procedures Signed on 03/14/2022 G, the financial statements have been examined and reviewed by the independent certified auditor who has the right to view all the books and records, the minutes of the Board of Directors and its committees and the

minutes of the General Assembly of shareholders, and as no material note has been received from the chartered accountant on the internal control and control systems. And based on the age of the internal control report It is about the evaluation of the effectiveness of the design of the internal control system and the methodology carried out by the internal auditor and his conclusion that the design of the internal control system is effective, appropriate and sufficient while working on continuous development and improvement, which is evidenced by the following:

- That the account records have been properly prepared
- That the internal control system was prepared on a sound basis and was effectively implemented
- There is no doubt about the company's ability to continue its activity
- That the financial system reflects the integrity of financial data and reports and their systems

In light of the above, the committee does not have fundamental observations on the internal control system in the company and believes that the internal control system confirms to a reasonable degree that it has been prepared on sound basis with the importance for the executive management to continue developing and improving the internal control system and developing the control mechanism over the operations and activities The company.