



Anaam Group

2024

ANNUAL REPORT

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Message Board of Directors

Respected shareholders of Anaam International Holding Group Company

Peace, mercy and blessings of God be upon you.

The Board of Directors is pleased to submit to you at the forty-fifth meeting of the Ordinary General Assembly its annual report (forty-first) containing the consolidated financial statements and the auditor's report for the fiscal year ending on 31/12/2024 and the Board confirms that its report and the financial statements attached thereto comply with the governance regulations issued by the Authority and with the requirements of the regulations issued by the competent authorities and the company is always working to develop, update and keep pace with these systems.

The report also shows a net profit of (102,528 riyals) compared to a net profit of (12,136,424 riyals) for the previous year 2023.

The Board confirms that despite the challenges and difficulties faced by the company for the current year, represented in losses resulting from some allocations such as Khumra land and others and the decrease in revenues of some subsidiaries, and the reflection of this on the company's results, but the company always seeks to overcome these difficulties and always seeks to develop performance and update strategic plans based on reality to avoid any stumbling blocks in its march, especially by obtaining the permanent support of shareholders, in addition to expand the development of the income-generating real estate sector and this has helped in the application of some plans that will keep pace with developments and increase productivity in the capabilities available to the company and the optimal use of cadres and human resource development so that the company can take its leading role in development programs and support the economy in our beloved country under the leadership of the Custodian of the Two Holy Mosques and his Crown Prince and the wise government.

We hope that you will see the details of the report and the Board looks forward to your contributions and to respond to your inquiries and opinions on the report and your participation in the renaissance and progress of your company.

God bless,



General activity of the

The company, through its subsidiaries, has many licensed commercial activities that achieve its purposes, namely wholesale and retail trade in foodstuffs, carrying out import, export and marketing work for others, trading fodder, agricultural crops, types of vegetables, fruits and canned goods, wholesale and retail trade in building materials and sanitary materials, buying land for the establishment and investment of buildings, establishing, managing and maintaining centers and facilities, shipping and storage services, and the activity also includes the establishment, management and operation of commercial centers, establishment, management and operation Industrial projects, investing their funds in shares and other securities, owning real estate and movables necessary to carry out their activities, and providing loans, guarantees and financing to subsidiaries. Due to the developments in recent years as per the above, the company has activated its entity as a holding company and focused on investing in promising sectors such as industry, income-generating real estate, medical services, entertainment sector, logistics and financial sector. The company also aims to convert all the companies it invests in into closed joint stock companies in preparation for listing on the Saudi stock market.

Company Vision &

- To become the best and most successful joint stock company characterized by its investment expertise, executive capabilities and capabilities to develop and maximize its value.
- Our mission is to invest in sectors where there are significant growth opportunities and rewarding returns through effective management focused on creating value for shareholders, partners, employees and the community.

The company's competitive

- She has great experience and presence in the main regions of the Kingdom.
- It has prepared cold stores in a healthy environment.
- It has specialized cadres with great experience in the field of work and has the ability to attract qualified cadres.
- The company owns plots of land close to the Islamic port of Jeddah that can be exploited to serve the interests of the company.

Company Strategy

- The company's general strategic objectives have been set during the next five years, namely activating its entity as a holding company and focusing on investment in the industrial, logistical, medical, real estate income-generating sector, entertainment and property management activity, in addition to financial investments with rewarding returns in order to achieve profitable financial stability. The financial objectives are focused on achieving sustainable growth in revenues and income, improving liquidity and thus distributing annual dividends to shareholders. The company also aims to increase its market value through successful investments, good profits, offering and listing investee companies in the Saudi stock market.

Company Objectives:

1. Building a successful and positively influential economic entity in the sectors in which it works and deals.
2. Achieving an appropriate level of growth in the return on investment for its shareholders coupled with a balanced growth in equity.
3. Improving and developing the business model to suit the external variables and internal capabilities of the company.
4. Concluding internal and external alliances at the level of the sectors in which it operates with successful locally, regionally and internationally facilities to transfer experience and exchange experiences.
5. Introducing technology in all fields.
6. Integration with the Kingdom's Vision 2030 and its realization programs, mainly with regard to the development of various resource investments, food security and improving the quality of life.

Activities Details:

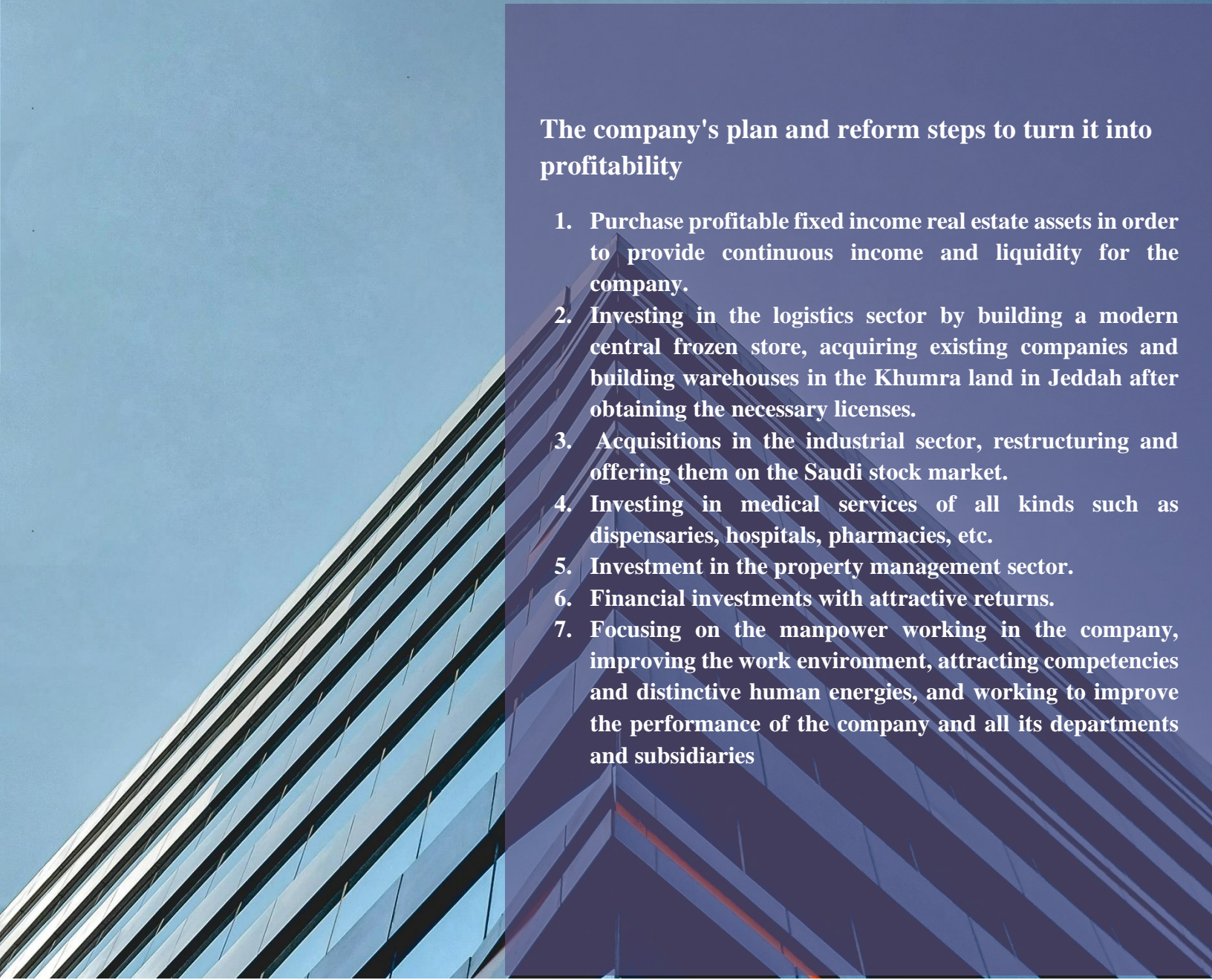
The net profit for the year 2024 amounted to SAR 102,528, compared to the net profit of SAR 12,136,424 for the previous year 2023, as a result of the following factors:

1- Head Office

The financial statements for the year 2024 indicate that (profit) in the general administration achieved an amount of 102,528 riyals compared to an amount of 12,136,424 riyals profit for the year 2023, and the reason for the decrease in profits for the current year compared to the profit of the previous year is due to the increase in general and administrative expenses for the current year compared to the previous year, the decrease in the revenues of the Saudi Wasit Company for Entertainment and Beauty Systems for the industry during the current year compared to last year by 28%, It is worth noting that work is still underway to complete the extraction of (Kuroki) regulatory after the issuance of the electronic deed for the land of winery south of Jeddah, which covers an area of about 151,000 square meters, which will contribute to strengthening the company's financial position and increasing shareholders' equity by a large percentage. The company has completed the engineering work and the issuance of building permits to build a modern central refrigerator in the winery immediately after the completion of the capital increase, and the company plans to build additional large warehouses once the extraction of the Khumra land sketch is completed.

2- Logistics Sector

The company provides storage services to others within the Kingdom by renting its frozen warehouses in Jeddah. Work is underway to search for investment opportunities in this sector to acquire them and merge the sector into one company. In 2024, the company achieved a net profit of SAR 2.814 million compared to a profit of SAR 1.943 million for the previous year 2023.



The company's plan and reform steps to turn it into profitability

1. Purchase profitable fixed income real estate assets in order to provide continuous income and liquidity for the company.
2. Investing in the logistics sector by building a modern central frozen store, acquiring existing companies and building warehouses in the Khumra land in Jeddah after obtaining the necessary licenses.
3. Acquisitions in the industrial sector, restructuring and offering them on the Saudi stock market.
4. Investing in medical services of all kinds such as dispensaries, hospitals, pharmacies, etc.
5. Investment in the property management sector.
6. Financial investments with attractive returns.
7. Focusing on the manpower working in the company, improving the work environment, attracting competencies and distinctive human energies, and working to improve the performance of the company and all its departments and subsidiaries

Important plans and decisions of the company including structural changes of the company, expansion of its business, or cessation of operations and future expectations of the company's business:

1. Using the net proceeds of subscription and offering to finance working capital, invest in income-generating real estate assets and own shares in privately owned companies.
2. Building warehouses in the wine land after obtaining the necessary licenses. Increasing the efficiency of logistics services, developing and investing in them.
3. Focusing on the distinguished manpower, attracting them and working to improve the performance of the group in all its departments.

The most important events and activities that were implemented or announced during the year 2024

Event	Date
<p>Anaam International Holding Group Announces Inviting Shareholders to Attend the Extraordinary General Assembly Meeting Including the Company's Capital Increase (First Meeting)</p> <p>The Board of Directors of Anaam International Holding Group is pleased to invite the honorable shareholders to participate and vote in the extraordinary general assembly meeting (first meeting) through modern technology, God willing, at exactly six thirty in the evening on Monday 23/08/1445 AH corresponding to 04/03/2024 AD to discuss and vote on the agenda of the assembly:</p> <p>1/ Voting on the recommendation of the Board of Directors to increase the company's capital by offering rights issues in accordance with the following:</p> <ul style="list-style-type: none"> • Total increase amount: 236,250,000 SAR • Capital increase ratio: 75% • The reason for increasing capital: in order to finance working capital, reduce lending rates and support the company's activities Futuristic. • Capital Raising Method: Offering and listing of (472,500,000) ordinary shares rights shares. • Eligibility Date: If the item is approved, eligibility will be for the shareholders who own the shares on the day of the General Assembly <p>Extraordinary General Accounts and Registered in the Company's Shareholders Register at the Securities Depository Center Company (SDC)</p> <p>deposit) at the end of the second trading day following the date of the extraordinary general assembly in which the increase was decided.</p> <ul style="list-style-type: none"> • Amendment of Article (6) of the Company's Articles of Association related to the Company's capital (attached). • Amendment of Article (7) of the Company's Articles of Association related to subscription in shares (attached). <p>2/ Voting on the amendment of Article (20) of the Company's Articles of Association related to (Powers of the Board). attachment</p> <p>3/ Voting on the amendment of Article (22) of the Company's Articles of Association related to (the powers of the President, the Deputy, the Managing Director and the Secretary) (attached).</p> <p>4 / Voting on the amendment of the work regulations of the Audit Committee. (attached).</p> <p>5 / Voting on the amendment of the work regulations of the Remuneration and Nominations Committee. (attached).</p> <p>6 / Voting on the amendment of the list of policies, standards and procedures for membership in the Board of Directors. (attached).</p> <p>7/ Voting on the amendment of the list of policies, standards, controls, procedures for compensation and remuneration of the members of the Board of Directors, its committees and the executive management. (attached).</p> <p>8/ Voting on the list of competition controls and standards. (attached).</p>	<p>2024/02/12</p>

Event	Date
<p>Anaam International Holding Group announces that the Extraordinary General Assembly Meeting Including the Capital Change of the Company will not be held (Second Meeting)</p> <p>Anaam International Holding Group Company announces that the extraordinary general assembly meeting containing the company's capital increase (the second meeting), which was scheduled to be held an hour after the first meeting, will not be held, due to the lack of the necessary quorum to be held on 4/3/2024 AD corresponding to 23/8/1445</p> <p>In Jeddah</p> <p>Jeddah City - The company's headquarters Al-Rawdah District (through modern technology) 19:30 pm.</p> <p>Lack of quorum.</p> <p>The attendance rate for the first meeting was (11.84%) and the second meeting (12.40%).</p> <p>Not applicable.</p> <p>The company would like to clarify that the effect of not convening the assembly with regard to the recommendations of the Board of Directors on the change in the capital is that a (third) meeting will be called to be held (with those who attended from the shares) and in the event that the company's shareholders agree at the extraordinary general assembly meeting to increase the capital, the eligibility will be for the shareholders who own the shares on the day of the extraordinary general assembly and who are registered in the company's shareholders register at the Securities Depository Center Company (Edaa) at the end of the second trading day following the date of Extraordinary General Assembly Meeting.</p> <p>The company will later call for the extraordinary general assembly meeting (third) after determining its date and obtaining the approval of the competent authorities, noting that the third meeting will be held by the shareholders who attended.</p>	<p>2024/03/05</p>
<p>Anaam International Holding Group announces its Annual Financial Results for the Period Ending on 31/12/2023</p> <p>Publication of the annual report for the year 2023</p>	<p>2024/03/28</p>
<p>Anaam International Holding Group announces its Interim Financial Results for the Period Ending on 2024-03-31 (Three Months)</p> <p>Key Results Gross profit increased by 10% compared to the same quarter of the previous year, mainly due to the increase in sales by 5%</p>	<p>2024/05/19</p>

Event	Date
<p>The Board of Directors of Anaam Holding Group invites shareholders to attend the Ordinary General Assembly Meeting (First Meeting) by means of modern technology</p> <p>1 / Reviewing and discussing the report of the Board of Directors for the fiscal year ending on December 31, 2023.</p> <p>2- Reviewing and discussing the financial statements for the fiscal year ending on 31 December 2023.</p> <p>3- Voting on the auditor's report for the fiscal year ending on 31 December 2023 after discussing it.</p> <p>4- Voting on the discharge of the members of the Board of Directors from liability for the fiscal year ending on December 31, 2023.</p> <p>5- Voting on the appointment of the company's auditor from among the candidates based on the recommendation of the Audit Committee to examine, review and audit the financial statements for the second, third and annual quarters of the fiscal year 2024, and the first quarter of the fiscal year 2025 and determine his fees.</p>	<p>2024/06/05</p>
<p>Anaam International Holding Group announces the results of the Ordinary General Assembly Meeting (Second Meeting)</p> <p>1- The report of the Board of Directors for the fiscal year ending on December 31, 2023 was reviewed and discussed.</p> <p>2- The financial statements for the fiscal year ending on December 31, 2023 were reviewed and discussed.</p> <p>3- Approval of the auditor's report for the fiscal year ending on December 31, 2023 after discussing it.</p> <p>4- Not approving the discharge of the members of the Board of Directors from liability for the fiscal year ending on December 31, 2023.</p> <p>5- Approval of the appointment of Mr. Crowe Solutions for Professional Consultations (Certified Public Accountants and Auditors) from among the candidates based on the recommendation of the Audit Committee to examine, review and audit the financial statements for the second, third and annual quarters of the fiscal year 2024, and the first quarter of the fiscal year 2025 with a total fee of 270 thousand Saudi riyals.</p>	<p>2024/06/27</p>

Event	Date
<p>Anaam International Holding Group Announces Inviting Shareholders to Attend the Extraordinary General Assembly Meeting Including the Company's Capital Increase (Third Meeting)</p> <p>1- Voting on the recommendation of the Board of Directors to increase the company's capital by offering rights issues in accordance with the following:</p> <ul style="list-style-type: none"> • Total increase amount: 236,250,000 SAR • Capital increase ratio: 75% • Reason for increasing capital: with the aim of financing working capital, reducing lending rates and supporting the company's future activities. • Capital Raising Method: Offering and listing of (472,500,000) ordinary shares rights shares. • Eligibility Date: In the event of approval of the item, the eligibility will be for the shareholders who own the shares on the day of the extraordinary general assembly and who are registered in the company's shareholders register at the Securities Depository Center Company (Edaa) at the end of the second trading day following the date of the extraordinary general assembly in which the increase was decided. • Amendment of Article (6) of the Company's Articles of Association related to the Company's capital (attached). • Amendment of Article (7) of the Company's Articles of Association related to subscription in shares (attached). <p>2- Voting on the amendment of Article (20) of the Company's Articles of Association related to (Powers of the Board). attachment</p> <p>3- Voting on the amendment of Article (22) of the Company's Articles of Association related to (the powers of the President, Deputy, Managing Director and Secretary) (attached).</p> <p>4- Voting on the amendment of the Audit Committee's work regulations. (attached).</p> <p>5- Voting on the amendment of the work regulations of the Remuneration and Nomination Committee. (attached).</p> <p>6- Voting on the amendment of the list of policies, standards and procedures for membership in the Board of Directors. (attached).</p> <p>7- Voting on the amendment of the list of policies, standards, controls, procedures for compensation and remuneration of the members of the Board of Directors, its committees and the executive management. (attached).</p> <p>8- Voting on the list of competition controls and standards. (attached)</p>	<p>2024/07/02</p>
<p>Anaam Group Holding Company announces the signing of one of its subsidiaries (Saudi Wasit Company) an agreement to establish and operate recreational and educational centers for children in the Kingdom.</p> <p>Anaam Holding Group Company announces that one of its subsidiaries (Wasit Saudi Entertainment and Beauty Systems Company for Industry) signed an agreement on 11/7/2024 between it and the Saudi Entertainment Endowment Company (Bauza) to establish and operate 42 entertainment and educational centers for children in shopping centers (malls), public parks, public and private schools and kindergartens in the Kingdom with a total amount of 25 million riyals within 24 months, and Wasit will receive an additional percentage for operating these centers. It is worth mentioning that Pause Pleasure Company (Bauza) is a Saudi company specialized in the field of entertainment and children's education and has many centers in malls in the cities of Riyadh, Jeddah and Dammam and has strategic partnerships with the Ministry of Culture and many companies such as Toys RS, Alhokair and others. This agreement will have a positive financial impact on the company's results in the fiscal years 2024 and 2025.</p>	<p>2024/07/14</p>

Event	Date
<p>Anaam Holding Group Co. announces the results of the Extraordinary General Assembly Meeting which included not approving the company's capital increase (Third Meeting).</p> <p>1- Not approving the recommendation of the Board of Directors to increase the company's capital by offering rights issues in accordance with the following:</p> <ul style="list-style-type: none"> • Total amount of increment: SAR 236,250,000 • Capital Increase Ratio: 75% • Reason for capital increase: with the aim of financing working capital, reducing lending rates and supporting the company's future activities. • Capital Raising Method: Offering and listing of (472,500,000) ordinary shares rights shares. • Eligibility Date: In the event of approval of the item, the eligibility will be for the shareholders who own the shares on the day of the extraordinary general assembly and who are registered in the company's shareholders register at the Securities Depository Center Company (Eada) at the end of the second trading day following the date of the extraordinary general assembly in which the increase was decided. • Amending Article (6) of the Company's Articles of Association related to the Company's capital. • Amending Article (7) of the Company's Articles of Association related to subscription to shares. <p>2- Failure to approve the amendment of Article (20) of the Company's Articles of Association related to (Powers of the Board).</p> <p>3- Refusal to approve the amendment of Article (22) of the Company's Articles of Association related to (the powers of the President, Deputy, Managing Director and Secretary).</p> <p>4- Failure to approve the amendment of the Audit Committee's work regulations.</p> <p>5- Disagreement with the amendment of the work regulations of the Remuneration and Nominations Committee.</p> <p>6- Failure to approve the amendment of the regulations, policies, standards and procedures of membership in the Board of Directors.</p> <p>7- Failure to approve the amendment of the list of policies, standards, controls and procedures of compensation and remuneration of the members of the Board of Directors, its committees and the executive management</p> <p>8- Failure to approve the list of competition controls and standards.</p>	<p>2024/07/31</p>

Event	Date
<p>Anaam International Holding Group announces the sale of a hotel worth SAR 19,112,500 (nineteen million one hundred twelve thousand five hundred Saudi Riyals)</p> <p>Anaam Holding Group Company announces the sale of Hayat Al Forsan Hotel, owned by it and located in the city of Qurayyat, Al-Jouf region.</p> <p>Transaction Details: The buyer agreed to purchase the above-mentioned hotel for an amount of 19,112,500 riyals with what he has, what he owes and all his assets, and acknowledges his acceptance to buy the sale in its condition and due diligence when signing the contract.</p> <p>Transaction Value: SAR 19,112,500 (nineteen million one hundred twelve thousand five hundred Saudi Riyals).</p> <p>Deal Terms:</p> <p>The most important conditions:</p> <ul style="list-style-type: none"> -Paying the full value of the sale in annual installments, providing a mortgage for a group of lands and a property equivalent to the value of the sale, in addition to electronic bonds for all payments and providing a guarantor as a reserve guarantor. <p>The parties agreed to pay the value of the transaction as follows: A down payment shall be paid before signing this contract in the amount of (one million four hundred and ninety-five thousand riyals. The remaining value of the hotel price of 17,617,500 riyals is paid in four equal annual payments of 4,404,375, and the first payment is due on 30/07/2025, and the remaining three payments on the same date of each year thereafter. The buyer is obligated to release four executive bonds with a reserve guarantor representing the annual payments due in the amount of 4,404,375 riyals for each bond. The buyer is obligated to provide a mortgage in favor of the seller as an additional guarantee for the sale value of three plots of land and a property. The proceeds of the sale will be used to finance the company's plans and activities. Related Parties: None</p> <p>Additional information: The hotel was purchased by the company in December 2021 for 16.5 million riyals, noting that its last valuation on 30/6/2024 was worth 19.6 million riyals.</p>	<p>2024/08/22</p>
<p>Anaam International Holding Group Co. announces the opening of candidacy for membership of the Board of Directors for a new term</p> <p>Anaam International Holding Group Company announces the opening of nomination for membership of the company's board of directors for the next session, which begins its work, God willing, as of November 28, 2024 AD and for a period of four years, gentlemen wishing to nominate themselves for membership of the Board of Directors who meet the conditions and qualifications of membership, must submit their candidacy applications within the period specified in the announcement and in accordance with the details contained in this announcement, and the candidacy will be in accordance with the provisions contained in the Companies Law issued by the Ministry of Commerce and the Corporate Governance Regulations issued by the Capital Market Authority, in addition to the policies, standards and procedures for membership in the Board of Directors approved by the General Assembly of the Company's shareholders, where the nominated members will be elected during the next General Assembly meeting of the Company, the date of which will be announced later after obtaining the necessary approvals from the competent authorities.</p> <p>Board Session Type: New Session</p>	<p>2024/09/04</p>

Event	Date
<p>The Board of Directors of Anaam International Holding Group invites shareholders to attend the 44th Ordinary General Assembly Meeting (First Meeting)</p> <p>The Board of Directors of Anaam International Holding Group is pleased to invite the honorable shareholders to participate and vote in the 44th Ordinary General Assembly Meeting (First Meeting) through modern technology, God willing, at exactly six thirty in the evening on Thursday 05/05/1446 AH corresponding to 07/11/2024 AD.</p> <p>1- Voting on the election of the members of the Board of Directors from among the candidates for the next session, which starts on November 28, 2024 and has a four-year period, ending on November 27, 2028. (Attached is the curriculum vitae of the candidates).</p> <p>2- Voting on the amendment of the Audit Committee's work regulations. (attached).</p> <p>3- Voting on the amendment of the work regulations of the Remuneration and Nominations Committee. (attached).</p> <p>4- Voting on the amendment of the list of policies, standards and procedures for membership in the Board of Directors. (attached).</p> <p>5- Voting on the amendment of the list of policies, standards, controls, procedures for compensation and remuneration of the members of the Board of Directors, its committees and the executive management. (attached).</p> <p>6- Voting on the list of competition controls and standards. (attached).</p>	<p>2024/10/17</p>
<p>Anaam International Holding Group announces its Interim Financial Results for the Period Ending on 2024-09-30 (Nine Months)</p> <p>The accumulated losses until the end of the period ended on 30/09/2024 amounted to SAR 29.521 million, representing 9% of the capital as at 30 September 2024</p>	<p>2024/10/28</p>

Event	Date
<p>Anaam International Holding Group announces the results of the 44th Ordinary General Assembly Meeting (Second Meeting)</p> <p>Anaam International Holding Group Company announces the results of the Ordinary General Assembly Meeting (Second Meeting), which was held at exactly seven thirty in the evening on Thursday 05-05-1446H (corresponding to 07-11-2024G) through modern technology using Tadawulaty platform, an hour after the date of the first meeting, which did not have a quorum.</p> <p>City and place of the General Assembly: The company's headquarters - Jeddah - (through modern technology).</p> <p>1- Approval of the election of the members of the Board of Directors from among the candidates for the next session, which starts on November 28, 2024 AD and its period of four years, ending on November 27, 2028 AD, and the elected are:</p> <p>1- Mr. Ayoub Omran Mohammed Al-Amrani</p> <p>2- Eng. Hassan Saad Farhan Al-Yamani</p> <p>3- Mr. Khalid Abdulaziz Abdulrahman Al-Bowardi</p> <p>4- Mr. Mohammed Abdulrahman Saleh Attar</p> <p>5- Mr. Raed Mohammed Abdullah Kati</p> <p>2- Approval of the amendment of the Audit Committee's work regulations.</p> <p>3- Approval of the amendment of the work regulations of the Remuneration and Nominations Committee.</p> <p>4- Approval of the amendment of the list of policies, standards and procedures for membership in the Board of Directors.</p> <p>5- Approval of the amendment of the list of policies, standards, controls, procedures for compensation and remuneration of the members of the Board of Directors, its committees and the executive management.</p> <p>6- Approval of the list of competition controls and standards.</p>	<p style="text-align: center;">2024/11/10</p>

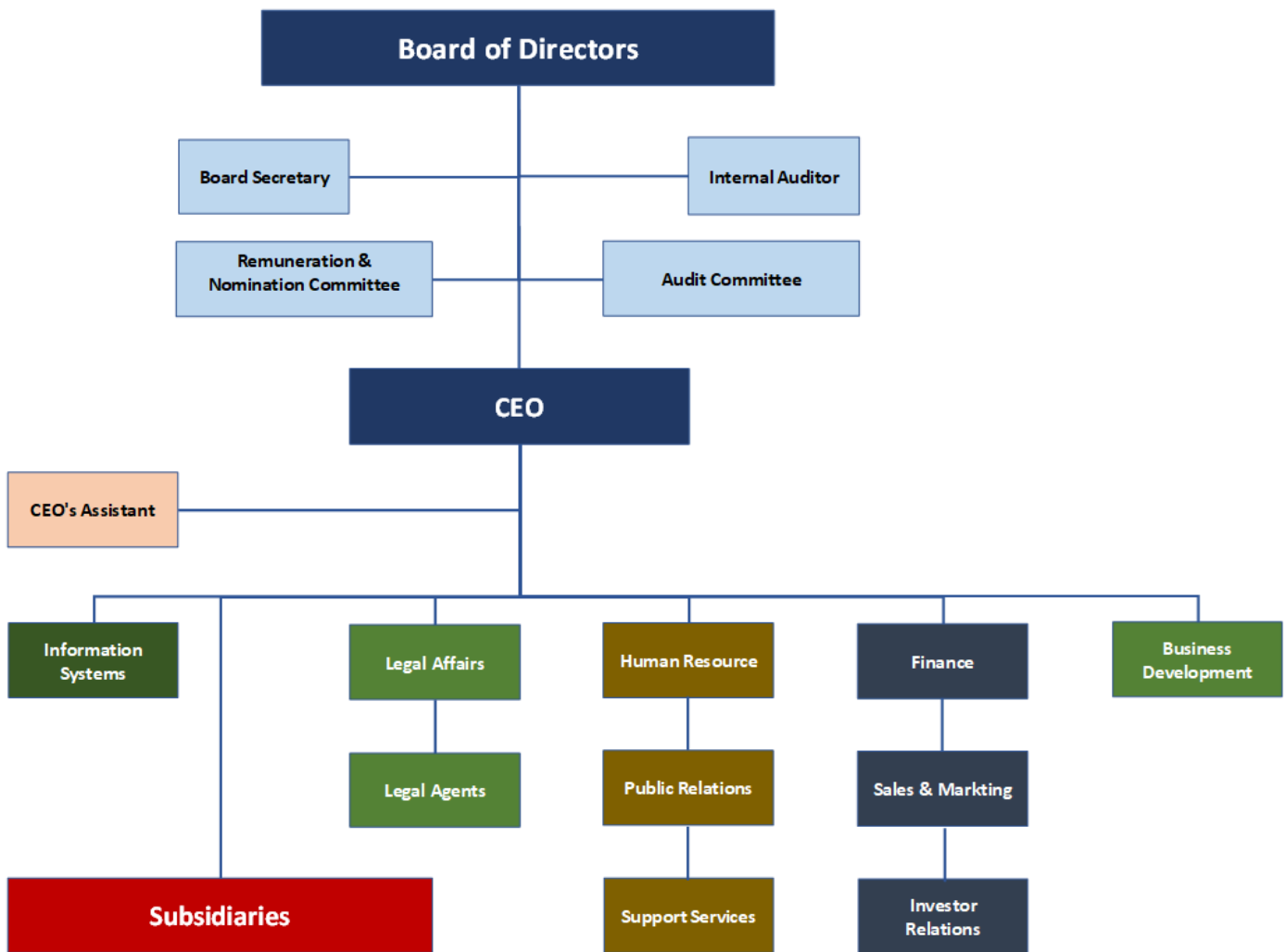
Event	Date
<p>Anaam International Holding Group announces the appointment of the members of the Audit Committee.</p> <p>Anaam Group Holding Company announces the decision of the Board of Directors on 28/11/2024 to form the Audit Committee for the new Board session, starting on 28/11/2024 and ending on 27/11/2028 as follows:</p> <p>Mr. Ahmed Tariq Abdulrahman Murad (Independent Member - Outside the Board) - Chairman of the Committee</p> <p>Start date: 2024-11-28 Corresponding to 1446-05-26</p> <p>A brief biography of the appointed member: He holds an MBA in Management and Finance from the University of San Francisco, USA, 1988.</p> <p>Bachelor of Science in Civil Engineering from Worcester Polytechnic Institute - USA 1984.</p> <p>He has many financial experiences in Nesma Holding, Alkhabeer Capital and Comprehensive Bank of Bahrain (Corporate Finance Group), and he also has experience in many companies in the fields of finance and investment such as Tajeer Group, Rassd Capital and Alawwal Capital, and he also held positions in listed, closed and private companies as a member of the Board of Directors and audit committees, including Enaam Holding and Salama Cooperative Insurance.</p> <p>Mr. Khalid Abdulaziz Abdulrahman Al Bowardi (Independent Member) Committee Member</p> <p>Start date: 2024-11-28 Corresponding to 1446-05-26</p> <p>A brief biography of the appointed member: He holds a Bachelor of Business Administration and Economics from the University of Houston Tilotson, USA in 1987.</p> <p>He worked as a branch manager of SABB Bank in Riyadh, he also served as a district manager (SABB Bank in Riyadh), he also served as Director of Corporate Banking at The Saudi Investment Bank, Head of Compliance Department at The Saudi Investment Bank, and he also served as Chairman and member of the Development and Investment Committee of Shams Company (Joint Stock Company)</p> <p>Mr. Raed Mohammed Abdullah Kati (Non-Executive Member) - Committee Member</p> <p>Start date: 2024-11-28 Corresponding to 1446-05-26</p> <p>A brief biography of the appointed member: Master of Engineering Management from George Washington University - USA 1998.</p> <p>Bachelor of Law from King Abdulaziz University in 1994.</p> <p>He has a variety of banking and financial experiences in the National Commercial Bank and in the Department of Sales and Commercial Affairs in the Arab Ceramics Company, as well as working as an administrative consultant and legal advisor licensed by the Ministry of Justice, and is a member of the Audit Committee of Anaam Group and its subsidiaries, and he also has a number of activities in the legal, commercial and financial field in cooperative societies, community friends service, volunteer work and others.</p>	<p>2024/11/28</p>

Event	Date
<p>Anaam Holding Group Announces the Appointment of the Chairman and Vice Chairman, the Formation of the Committees Emanating from the Board, the Appointment of the Board Secretary, and the Appointment of the Company's Representatives at the Capital Market Authority and the Saudi Stock Exchange (Tadawul)</p> <p>In reference to the results of the Ordinary General Assembly meeting held on 05/05/1446 AH corresponding to 07/11/2024 AD, in which the members of the Board of Directors of Anaam International Holding Group Company were elected for its new session, which begins its work as of November 28, 2024 AD for a period of four years and ends on November 27, 2028 AD.</p> <p>The Board of Directors is pleased to announce the decisions of the Board at its (first) meeting No. 297 held on 28/11/2024, as follows:</p> <p>First: Appointment of Mr. Mohammed Abdulrahman Saleh Attar (Independent Member) as Chairman of the Board of Directors</p> <p>Second: Appointment of Eng. Hassan Saad Farhan Al-Yamani (Executive Member) as Vice Chairman of the Board</p> <p>Third: Appointing the Remuneration and Nomination Committee from the following:</p> <ul style="list-style-type: none"> 1- Mr. Ayoub Omran Mohammed Al-Amrani (Independent Member) Chairman 2- Mr. Mohammed Abdulrahman Saleh Attar (Independent Member) Member 3- Mr. Raed Mohammed Abdullah Kati (Non-Executive Member) Member <p>Fourth: Appointment of the Audit Committee of the following:</p> <ul style="list-style-type: none"> 1- Mr. Ahmed Tariq Abdulrahman Murad (Member from outside the Council) Chairman 2- Mr. Raed Mohammed Abdullah Kati (Non-Executive Member) Member 3- Mr. Khalid Abdulaziz Abdulrahman Al-Bowardi (Independent Member) Member <p>Fifth: The Secretary of the Board of Directors and the company's representatives have been appointed at the Capital Market Authority and the Saudi Stock Exchange Company (Tadawul) for all purposes related to the application of the Capital Market Law and its implementing regulations.</p>	<p>2024/11/28</p>
<p>Announcement of Anaam International Holding Group Co. on the recommendation of the Board of Directors to reverse the nominal value of the share.</p> <p>Anaam International Holding Group Company announces the recommendation of the Board of Directors on 09/6/1446H corresponding to 10-12-2024G to the Extraordinary General Assembly of the Company, to reverse the nominal value of the share from (fifty halalas per share) to 10 riyals per share, so the number of the company's shares will be 31,500,000 shares instead of 630,000,000 shares. Note that there is no change in the capital as a result of this procedure. The company is committed to completing the necessary relevant procedures.</p> <p>Any developments will be announced in due course.</p>	<p>2024/12/10</p>

Event	Date
<p>The Board of Directors of Anaam International Holding Group invites its shareholders to attend the Extraordinary General Assembly Meeting (First Meeting) through modern technology means</p> <p>The Board of Directors of Anaam International Holding Group is pleased to invite the honorable shareholders to participate and vote in the extraordinary general assembly meeting (first meeting) through modern technology, God willing, at exactly six thirty in the evening on Tuesday 14/07/1446 AH corresponding to 14/01/2025 AD in order to discuss and vote on the agenda of the assembly</p> <p>- Voting on the amendment of the company's shares according to the following:</p> <ul style="list-style-type: none"> • Nominal value of the share before amendment: 50 Halalas (0.50) Saudi Riyals • Nominal value of the share after amendment: 10 Saudi riyals • Number of shares before amendment: 630,000,000 shares • Number of shares after amendment: 31,500,000 shares • There is no change in the company's capital before and after the share amendment process. • Effective Date: In the event of approval of the item, the amendment resolution will be effective on all the shareholders of the company who own the shares on the day of the extraordinary general assembly and who are registered in the company's shareholders register at the Securities Depository Center Company (Edaa) at the end of the second trading day following the date of the extraordinary general assembly in which the shares were amended was decided. The effect of the resolution on the share price will be applied starting from the working day following the convening of the assembly, provided that the number of shares in the shareholders' portfolios will be applied at the end of the second trading day following the date of the extraordinary general assembly in which the shares were decided to be amended. • Amendment of Article (6) of the Company's Articles of Association related to the Company's capital (attached). • Amendment of Article (7) of the Company's Articles of Association related to subscription in shares (attached). 	<p style="text-align: center;">2024/12/19</p>

Organizational Structure and Human Resources:

The company always seeks to improve performance and human resources development and contribute to attracting and providing qualified cadres, selecting, appointing and motivating excellent workers, preparing training programs and developing the ability and skills of workers, the company has also prepared the organizational structure to serve its interests based on the developments of its circumstances and install the principle of compliance with laws and improve the rates of localization and Saudization in the company by replacing Saudi cadres in addition to providing job opportunities for women in various departments of the company, and by applying a planning project Enterprise Resources is an information system project designed to coordinate all resources, information and activities necessary to complete practical procedures, for example, accounting, human resources, finance, projects and customer base management within a unified database.



Equity Affairs and Investor Relations:

Sufficient information has been provided to shareholders and how to communicate with them and provide them with answers to their inquiries through the company's website and through the Shares and Announcements Department of Tadawul.

Saudization:

The Saudization rate as it is on 31/12/2024 for the group companies reached 45%, thus classifying the group in the high green range within the Nitaqat program of the Labor Office, and the company seeks to raise its classification to a higher range by recruiting more Saudi citizens and training them to occupy various positions in all sectors of the company.

International Financial Reporting:

The company applies the International Accounting Standards for its financial reports after all the accounting policies necessary for the preparation of the statements in accordance with the International Financial Reporting Standards have been approved by the Board of Directors and its preliminary and annual financial statements for the fiscal year 2024 have been prepared accordingly and during the specified statutory periods.

Value Added Tax (VAT):

The company applies VAT in line with the regulations in force in the Kingdom and the company has been registered in VAT with the General Authority of Zakat and Tax and pays its due monthly to the holding company and quarterly to the subsidiaries, and the amount due at the end of the year was 1,899,529 riyals.

Financial Position:

The attached financial statements show and fairly show in all material respects the results of the fiscal year ending on 31/12/2024 in accordance with the generally accepted accounting standards appropriate to the company's activity, accounting concepts, and general presentation and disclosure standards issued by the Saudi Organization for Certified Public Accountants in the Kingdom of Saudi Arabia.

Report of the External Auditor:

The company's auditor issued a report (unmodified) for the annual financial statements for the year 2024 and the paragraph was as follows:

Material Uncertainty Related to Going Concern

We draw attention to note 2.4 to the consolidated financial statements which indicates that at the reporting date, the Group has accumulated losses amounted to SR 47.5 million and its current liabilities exceeded current assets by SR 253.6 million. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Emphasis of Matters

We draw attention to note 37 to the consolidated financial statements, which outlines the material adjustments made to the consolidated statement of comprehensive income for the year ended 31 December 2023, and the consolidated statement of financial position as of 1 January 2023, and 31 December 2023. Our opinion is not modified in respect of this matter.

Other Matter

The consolidated financial statements of the Group for the year ended 31 December 2023, were audited by another auditor, who issued an unmodified report on 5 Shawwal 1445H (corresponding to 14 April 2024).

Clarification and response of the Board of Directors to the attention-drawing paragraphs:

The Board would like to point out that the observation of the material uncertainty related to continuity is based on, first, the hypothesis that the Appeal Committee's decision was issued in favor of Zakat during the current fiscal year, second: the hypothesis that the company lost the objection currently under consideration upon appeal several years ago, and third: the hypothesis that the company paid the full amount of Zakat (106,927,278) within one fiscal year and recorded the full amount of Zakat as current obligations. The Board clarified to the auditor that this is contrary to the system of the Zakat and Income Authority Chapter VIII, Article Twenty Seven, which gives the taxpayer the right to pay the disputed Zakat amount in installments over the estimated assessment period in this case by sixteen years, fourth, classifying the amount of Alinma loan as a current obligation due to a breach of the trading ratio pledge despite the company obtaining a waiver from the bank on this breach (after 31/12/2024), which means that the current obligations do not exceed the current assets in the amount stated in the report. The Board therefore believes that the Group is able to continue as a going concern through its current business activities. The Board also proposed to increase the Company's capital by issuing rights shares in order to increase the Company's competitiveness and enable it to acquire various activities and increase the Company's profitability.

The future plan to benefit from the sale of some stalled projects is as follows:

- Raising the efficiency of the logistics services provided by the group to its customers, maintaining central refrigerators, replacing some of the current (old) refrigeration devices with modern and high-tech ones, in addition to investing in building modern central refrigerators
- Investing these amounts in the sectors specified by the Board to raise the efficiency of the company and its income
- The group has a land in the winery district in Jeddah with an area of 150,000 meters, and work is underway to issue a regular sketch from the Jeddah Municipality with the aim of exploiting it either by selling it and using the return in other investments according to the targeted sectors or by building dry and refrigerated warehouses as determined by the security later.

The results of the activity and the percentages of each of them in the last five years:

Results of the last five years (amount in thousands of riyals)		
Sales Percentage	Profit	Year
(%106.4)	(8,714.874)	2020
(%220)	(17,050.982)	2021
(%53)	(14,763.486)	2022
%17	8,568.077	2023
(20%)	(8,968.370)	2024

First: Revenues and Business Results by Activities:

Description	Year 2024	Year 2023	Change	Change %
Sales	43,874,710.00	51,155,553.00	(7,280,843.00)	-14%
Cost of sales	17,937,097.00	18,296,457.00	(359,360.00)	-2%
Gross profit	25,937,613.00	32,859,096.00	(6,921,483.00)	-21%
Operating Expenses	34,905,983.00	24,291,019.00	10,614,964.00	44%
Operating profit (loss) before zakat	(8,968,370.00)	8,568,077.00	(17,536,447.00)	-205%
Other revenue (Expenses)	4,440,559.00	8,966,835.00	(4,526,276.00)	-50%
less: zakat and income tax	2,000,000.00	1,490,000.00	510,000.00	34%
Net profit for the year after zakat	(6,527,811.00)	16,044,912.00	(22,572,723.00)	-141%
loss (profit) from discontinued operation-net of zakat	4,440,860.00	(5,382,431.00)	9,823,291.00	-183%
profit (loss) for the year	102,528.00	12,136,424.00	(12,033,896.00)	-99%

Clarification of the most important material differences in the operating results for the year 2024:

There are no revenues for subsidiaries outside the Kingdom.

- The company achieved a net profit of 102.528 thousand compared to a net profit of 12.136 million for the previous year. The reason for the decrease in profits for the current year compared to the profit of the previous year is due to the increase in general and administrative expenses for the current year compared to the previous year, the decrease in the revenues of the Saudi Wasit Company for Entertainment and Beauty Systems for the industry during the current year compared to last year by 28%, the decrease in profits achieved from real estate investments at fair value for the current year compared to the previous year.
- The main reason is the decrease in gross profit by 21% during this year compared to the previous year, mainly due to the decrease in the revenues of the Saudi Wasit Entertainment and Beauty Systems Company for the industry during the current year compared to last year by 28%. Operating costs for the current year increased by 44% compared to the previous year, mainly due to an increase in the provision for credit losses and capital increase expenses.

Revenues are distributed according to geographical regions within the Kingdom as shown in the table below:

Statement	Geographical area	Revenue & Sales	Operating profit (loss)
Anaam Holding – General Administration	Western Region – Jeddah	24,303,113	(5,733,300.00)
Anaam International Food Company (Leasing & Storage)	Western Region – Jeddah	5,179,767	2,089,711.00
Entertainment & Cosmetology	Central Region - Riyadh	14,391,831	(5,324,778.00)
Anaam Investment	Western Region – Jeddah	-	-

Second: A statement of the company's assets and liabilities for the last five years:

Assets and liabilities for the last five years (amount in thousands of riyals)						
General	Current Assets	Non-current assets	Total Assets	Current liabilities	Non-current liabilities	Total Liabilities
2020	102.97	123.063	226.03	4.857	132.23	137.087
2021	113.396	155,535	155,648	151,330	2,301	153,631
2022	63,973	514,157	578,130	306,240	6,931	313,171
2023	72,488	528,033	600,521	189,814	132,680	322,495
2024	43,539	529,180	572,718	297,100	5,941	303,041

Due Statutory Payments:

1-Loans and total indebtedness of the company: -

The following are the details of the total loans with total repayments and related information during the fiscal year 2024:

S.	Loan From	Principal value	Loan Term	Paid until the end of 2024	Remaining amount of the loan	Total indebtedness of the company and its subsidiaries
1	Saudi Industrial Development Fund	16,870,000	7 Years	3,400,000	13,470,000	153,291,212
2	Alinma Bank Loan - Holding	153,225,570	10 Years	25,537,692.15	127,687,878	
5	Alinma Bank Loan - Investment	13,000,000	10 Years	866,666.00	12,133,334	

2- Regular payments:

Statement	2024	
	Paid	Due until the end of the annual financial period and not paid
Zakat	1,629,050.65	103,651,509.00
Contribution for Social Insurance	388,891.15	820,749.00
Renewal passport costs	57,853.00	-
Government Office Fees	457,413.00	-

Zakat Status

- The holding company received a letter from the Zakat, Tax and Customs Authority dated 25 February 2019 demanding the company to pay Zakat differences in the amount of SAR 106,927,278 for the years from 1995 to 2011. The company has formed a provision for the full amount and submitted an objection to the regulatory authorities and the Appeal Committee, and the matter is still under study and the company expects to reach a positive solution in its interest in the coming period.

Equity and debt instruments activities:

During the year 2024, there are no debt instruments or treasury bills issued by the company, and there is no interest in the voting rights class of shares for any persons, and there is no interest, option rights and subscription rights belonging to the members of the Board of Directors, senior executives or their family members in the company's shares, nor are there any debt instruments convertible into shares or any option rights, right notes or similar rights issued or granted by the company. During the financial year then ended, there are no conversion or subscription rights under debt instruments convertible into shares, option rights or similar rights certificates issued or granted by the Company during 2024, nor is there any redemption, purchase or cancellation by the Company of any recoverable debt instruments nor is there any arrangements or agreement whereby any of the shareholders waives rights to dividends.

Subsidiaries and Affiliates:

Company Name	Capital	Main activity	State of Incorporation	Percentage of equity contribution
Saudi Cold Store Company Ltd.	19.5 million riyals	Food Trading	Saudi Arabia/ Jeddah	90%
Anaam International Agricultural Company	1 million riyals	Agricultural crops	Saudi Arabia/ Al-Jouf	100%
Anaam International Investment Company Ltd.	1 million riyals	Real Estate & Services	Saudi Arabia/ Jeddah	100%
Anaam International Food Company Ltd.	500 thousand riyals	Food Trading	Saudi Arabia/ Jeddah	100%
Wasit Saudi Entertainment Systems and cosmetology for industry Company	17 million riyals	Manufacturing and marketing of toys and entertainment equipment	Saudi Arabia/ Sudair	63%

Board of Directors

The company's articles of association included detailed tasks for the board of directors, the most important of which is the adoption of the strategic directions and main objectives of the company, supervising their implementation, setting systems and controls for control and supervising them, in addition to approving the main budgets, guidelines and financial policies, ensuring the application of policies that regulate the relationship with stakeholders in order to protect them and preserve their rights, and ensuring the application of policies and tools that ensure respect for laws and regulations and commitment to disclosure to the public, shareholders, creditors and other stakeholders. The Board also plays other roles through its committees in following up the application of modern systems and resource planning and linking the company to the community within the limits of the possibilities available to the company as it seeks to rehabilitate and maintain Saudi elements and provide training programs, loans and assistance as much as possible.

1- Names of the members of the Board of Directors, members of the committees, and the executive management:

First: Members of the Board of

The number of members of the Board of Directors according to the company's articles of association is five, and the members for the current session starting on 28/11/2021 AD and ending on 27/11/2024 AD are:

M	Name	Membership classification (Executive – Non-Executive – Independent)
1	Mr. Mohammed Abdulrahman Saleh Attar	Independent Member – Chairman of the Board of Directors
2	Eng. Hassan Saad Al-Yamani	Executive Member
3	Dr. Waleed Jameel Mohammed Ali Qattan	Non-Executive Member
4	Dr. Khalid bin Waheeb Mohammed Makled	Independent Member
5	Mr. Raed Mohammed Abdulla Kati	Non-executive member

M	Name	Current Position	Previous Post	Qualifications
1	Mohammed Abdulrahman Saleh Attar	Chairman of the Board of Directors - Member of the Remuneration and Nomination Committee Director and owner of Al-Sayyad Trading Establishment and works in the field of wholesale and retail trade in fresh fish - sole proprietorship - Jeddah	Businessman	- Bachelor of Economics - Fisheries and Marine Affairs - University of Washington, USA - 1980
2	Dr. Waleed Jamil Qattan	Board Member Member of the Remuneration and Nomination Committee Chairman of the Board of Directors of Kattan Media Company (Limited Liability Company) within the Kingdom	Director General of Okaz Press Foundation	- Ph.D. Quality of Press Establishments 2009 - Master of Media Quality and Environment 2007 - Bachelor of Economics and Science, Cairo University 1978
3	A. Raed Mohammed Abdullah Kati	Board Member Member of the Audit Committee Member of the Board of Directors of Wasit Saudi Company for Entertainment and Beauty Systems for Industry - a closed joint stock company - Member of the Board of Directors of Arrow Industry Company	General Manager of Senior Clients & Sales Development Al Banawi Industrial Group Management Consultant	- Master of Information Systems Engineering Management, George Washington University, USA, 1998 - Bachelor of Law, King Abdulaziz University, Jeddah 1994
4	Eng. Hassan Saad Farhan Al-Yamani	Board Member CEO Chairman of the Board of Directors of Wasit Saudi Company for Entertainment and Beauty Systems – Joint Stock Company Chairman of Arrow Industry - Closed	CEO	- MBA from the University of Pennsylvania – Whorton School of Business in America 1983
	Mr. Ayoub Omran Mohammed Al-Amrani	Board Member (Independent) Chairman of the Remuneration and Nominations Committee of Enaam Holding Group	Director of Investor Relations at Saudi Real Estate Company (listed)	Master of Business Development and Innovation University of Ulster, United Kingdom Bachelor of Public Administration, King Abdulaziz University, 2012
	Mr. Khalid Abdulaziz Abdulrahman Al Bowardi	Board Member (Independent) Audit Committee Member Chairman of the Board of Directors of Shams Listed Company Member of the Development and Investment Committee of Shams Company	Vice President of Compliance - The Saudi Investment Bank	Bachelor of Business Administration and Economics Major: Business Administration and Economics University of Houston, Houston, USA 1987
5	Dr. Khalid Bin Waheeb Muhammad Makled	Board Member Chairman of the Remuneration and Nomination Committee Member of the Audit Committee	University professor	- PhD in Networks and Analysis of Information Systems and their Applications from the University of Bradford, United Kingdom 2007.
6	Ahmed Talaat Nassar	Chief Financial Officer	Finance Manager	- Bachelor of Accounting University of Ain Shams 2006

The number of members of the Board of Directors according to the company's articles of association is five members, and the members for the current session starting on 28/11/2024 which ends on 27/11/2028 are:

M	Name	Membership classification (Executive – Non-Executive – Independent)
1	Mr. Mohammed Abdulrahman Saleh Attar	Independent Member – Chairman of the Board of Directors
2	Eng. Hassan Saad Al-Yamani	Executive Member
3	Mr. Raed Mohammed Abdulla Kati	Non-executive member
4	Mr. Khalid Abdulaziz Abdulrahman Al Bowardi	Independent Member
5	Mr. Ayoub Omran Mohammed Al-Amrani	Independent Member

Name	Experiences
Mohammed Abdulrahman Saleh Attar	38 years: Private business fish production and marketing. – Member of the Agricultural Committee of the Chamber of Commerce 1997-2006 – Attending many relevant workshops and seminars and presenting lectures on them.
Mr. Khalid Abdulaziz Abdulrahman Al Bowardi	28 years: Great experience in various fields of economic, financial, commercial, administrative and banking services, specializing in business administration and economics from the University of Houston, USA, and worked as a member of corporate committees in the field of development and investment.
A. Raed Mohammed Abdullah Kati	7 years: 12 years: Extensive in the field of sales and banking management Administrative Consultant – License 14850 Ministry of Commerce
Eng. Hassan Saad Farhan Al-Yamani	2010 to date: CEO of Anaam Holding Group 9 years: Managing Director of Saudi Leasing Company 10 years: Managing Director of Tamleek Company Ltd. 3 years: Middle East Managing Director of Crescent Point Investment
Mr. Ayoub Omran Mohammed Al-Amrani	14 Year: Multiple experiences in the field of business of different companies such as investor relations, communication and media management, and human resources work, as well as specialization in the field of business development and innovation from the University of Ulster in the United Kingdom and graduated with a bachelor's degree from King Abdulaziz University with a specialization in public administration.
Ahmed Talaat Nassar	19 years: Diversified experience in the field of financial management accounting.

The Board of Directors held five (5) meetings during the year 2024 the details of their attendance are as follows:

Name	First Meeting 27/03/2024	Second Meeting 18/05/2024	Third Meeting 4/8/2024	Fourth meeting 28/10/2024	Fifth meeting 26/10/2024	Attendance rate for the period
Mr. Mohammed Abdulrahman Saleh Attar	√	√	√	√	√	100%
Eng. Hassan Saad Farhan Al-Yamani	√	√	√	√	√	100%
Dr. Waleed Jameel Mohammed Ali Qattan	√	√	√	√	-	100%
Mr. Raed Mohammed Abdulla Kati	√	√	√	√	√	100%
Dr. Khalid bin Waheeb Mohammed Makled	√	√	√	√	-	100%
Mr. Khalid Abdulaziz Al-Bowardi	-	-	-	-	√	100%
Mr. Ayoub Omran Al-Amrani	-	-	-	-	√	100%

- Member Khalid Al-Bowardi was elected to the membership of the Board for the beginner session on 28/11/2024 AD
- Member Ayoub Al-Amrani was elected to the membership of the Council for the beginner session on 28/11/2024 AD

Number of the company's requests for the shareholders' register (12 applications), dates and reasons for such requests:

Reasons for the request	Order Date	Number of the company's requests for the register of shareholders (12), and the dates of such requests: and their reasons:
For the purpose of corporate actions	2024 February 01	1
For the purpose of the General Assembly	2024 March04	2
For the purpose of corporate actions	2024 April 30	3
For the purpose of the General Assembly	2024 June 26	4
For the purpose of the General Assembly	2024 July 18	5
For the purpose of the General Assembly	2024 July 28	6
For the purpose of the General Assembly	2024 July 30	7
For the purpose of corporate actions	2024 October 06	8
For the purpose of corporate actions	2024 October 07	9
For the purpose of corporate actions	2024 October 27	10
For the purpose of corporate actions	2024 November 04	11
For the purpose of the General Assembly	2024 November 07	12

Names of the members of the Board of Directors, members of the committees, and the executive management, their current and previous positions, qualifications and experience:

Name	Experiences
<p>Mohammed Abdulrahman Saleh Attar</p>	<p>38 years:</p> <p>Private business fish production and marketing.</p> <ul style="list-style-type: none"> - Member of the Agricultural Committee of the Chamber of Commerce 1997-2006 - Attending many relevant workshops and seminars and presenting lectures on them.
<p>Dr. Waleed Jamil Qattan</p>	<p>12 years: Member of the Board of Directors and Member of the Audit Committee</p> <p>Rewards and nominations</p> <p>35 years: Great experience in various economic, commercial, and administrative fields and specialization in marketing, advertising, distribution, and management.</p> <p>Member of many institutions, professional bodies, chambers of commerce and specialized associations.</p>
<p>A. Raed Mohammed Abdullah Kati</p>	<p>8 years: Board Member</p> <p>Member of the Audit Committee Member of the Remuneration and Nomination Committee</p> <p>12 years: Extensive in the field of sales and banking management</p> <p>Administrative Consultant – License 14850 Ministry of Commerce</p>
<p>Eng. Hassan Saad Farhan Al-Yamani</p>	<p>CEO of Anaam Holding Group 15 years.</p> <p>10 years: Managing Director of Saudi Leasing Company</p> <p>9 years: Managing Director of Tamleek Company Ltd.</p> <p>3 years: Middle East Managing Director of Crescent Point Investment</p>
<p>Doctor Khalid Bin Waheeb Muhammad Makled</p>	<p>2019 to date: part-time consultant to the Agency for Development and Sustainable Development - University of Jeddah.</p> <p>2016-2019: Dean of the Deanship of Knowledge Resources, University of Jeddah</p> <p>Vice Dean of Admission at the University from 2010-2015, and from 2007 to 2010 Vice Dean of the Faculty of Computing and Information Technology for Higher Studies and Scientific Research and from 1987-1994 Systems analyst, assistant, and programmer at the Computer Center at King Abdulaziz University.</p>
<p>Ahmed Talaat Nassar</p>	<p>19 years: Diversified experience in the field of financial management accounting.</p>

Board Committees:

Audit Committee:

On 22/11/2021, the company's general assembly convened and elected a new board of directors for the beginner session on 28/11/2021 for a period of three years, and also approved the formation of the audit committee for the beginner session on 28/11/2021 AD to 27/11/2024 AD, and its members are:

- 1- Ahmed Tariq Abdulrahman Murad (Non-Board Member)
- 2- Raed Mohammed Abdullah Kati
- 3- Dr. Khalid bin Waheeb Mohammed Makled

Name	Current Position	Previous Post	Qualifications	Experiences
A. Raed Mohammed Abdullah Kati	Member of the Audit Committee	Member of the Audit, Remuneration and Nomination Committees	Master of Information Systems and Management Bachelor of Law.	3 years Member of the Audit Committee and the Remuneration and Nomination Committee Ten years of experience in the field of sales and banking management.
A. Ahmed Tariq Abdulrahman Murad	External Audit Committee Chairman		Master of Business Administration from the University of San Francisco, USA 1988 Bachelor of Science in Civil Engineering, Worcester Institute, USA, 1984	Consulting Engineer Murad Engineering Consultants Company – Senior Executives Corporate Finance Department Shamil Bank Bahrain – Executive Director of Asset Management and Research Development at Alkhabeer Financial Consulting Vice Chairman and Head of Financial Investment Saudi Fertilizer Company
Dr. Khalid Bin Waheeb Muhammad Makled	Member of the Audit Committee	University professor	PhD in Networks and Analysis of Information Systems and their Applications from the University of Bradford, United Kingdom 2007. Master of Computer, University of Detroit, USA, 1994 Bachelor of Computer - Metropolitan State University, USA, 1986.	2019 to date, part-time consultant to the Agency for Development and Sustainable Development - University of Jeddah. 2016-2019 Dean of the Deanship of Knowledge Resources, University of Jeddah Vice Dean of Admission at the University from 2010-2015, and from 2007 to 2010 Vice Dean of the Faculty of Computing and Information Technology for Higher Studies and Scientific Research and from 1987-1994 Systems analyst, assistant, and programmer at the Computer Center at King Abdulaziz University.

Tasks of the Audit Committee:

The Audit Committee is responsible for monitoring the company's business and verifying the integrity and integrity of the reports, financial statements and internal control systems, and the committee's tasks include, in particular, the following:

- 1) Studying the company's interim and annual financial statements before presenting them to the Board of Directors and expressing its opinion and recommending them to ensure their integrity, fairness, and transparency.
- 2) Expressing a technical opinion at the request of the Board of Directors on whether the report of the Board of Directors and the company's financials are fair, balanced, and understandable and include information that allows shareholders, Investors to evaluate the company's financial position, performance, business model and strategy.
- 3) Examining any important or unusual issues contained in the financial reports.
- 4) Studying any important or unusual issues contained in the financial reports thoroughly research any issues raised by the company's financial manager or whoever assumes his duties or an official Commitment to the company or auditor.
- 5) Verifying accounting estimates in material matters contained in the financial reports.
- 6) Studying the accounting policies followed and expressing an opinion and recommendation to the Board of Directors thereon.
- 7) Studying and reviewing the internal and financial control systems and risk management in the company.
- 8) Studying the internal audit reports and following up the implementation of corrective actions for the observations contained therein.
- 9) Control and supervise the performance and activities of the internal auditor and the internal audit department in the company, if any, to verify the availability of the necessary resources and their effectiveness in performing the business and the tasks entrusted to it, and if the company does not have an internal auditor, the committee shall submit its recommendations to the Council on the need to appoint him.
- 10) Recommending to the Board of Directors the appointment of the Director of the Internal Audit Unit or Department or the Internal Auditor and propose his reward.
- 11) Recommending to the Board of Directors the nomination and dismissal of auditors, determining their fees, and evaluating their performance after verifying their independence and reviewing the scope of their work and the terms of their contract.
- 12) Verification of the independence, objectivity and fairness of the auditor and the duration of the effectiveness of the auditor's work taking into account the relevant rules and standards.
- 13) Reviewing the company's auditor's plan and work and verifying that it is not submitted in general or non-technical or Administrative outside the scope of the review work and expressing its views on it.
- 14) Answering the inquiries of the company's auditor.
- 15) Study the auditor's report and observations on the financial statements and follow up on what has been taken in this regard.
- 16) Review the results of the reports of the regulatory authorities and verify that the company has taken the necessary measures about them.
- 17) Verify the company's compliance with the relevant laws, regulations, policies, and instructions.
- 18) Review the contracts and transactions proposed to be conducted by the company with the relevant parties and submit its views on them to the Board of Directors.
- 19) Submit any matters it deems necessary to take action to the Board of Directors and recommendations for actions to be taken.
- 20) Develop a mechanism that allows employees in the company to submit their observations on any violation in the financial reports or others confidentially. The Committee shall verify the application of this mechanism through an independent and appropriate investigation with the size of the error or override and the adoption of appropriate follow-up procedures.

On 28/11/2024, the Board of Directors decided to appoint each of the following gentlemen:

- 1- Ahmed Tariq Abdulrahman Murad (Non-Board Member– Independent)
- 2- Khalid Abdulaziz Al Bowardi (Independent Member)
- 3- Raed Mohammed Abdullah Kati (Non-Executive Member)

As members of the Audit Committee for the starting session on 28/11/2024 and ending on 27/11/2028.

The Audit Committee held (5) meetings during the year 2024, in which it studied the company's interim and annual financial statements, made its observations and recommendations to the Board, studied the accounting policies followed, and carried out all its tasks stipulated in the regulations governing its work.

Details of attending the meetings of the Audit Committee for the year 2024:

Name	First meeting 26/03/2024	Second Meeting 06/05/2024	Third meeting 18/5/2024	Fourth meeting 04/8/2024	Fifth Meeting 27/10/2024	Attendance Rate
Mr. Ahmed Murad	√	√	√	√	√	100%
Dr. Khaled Makled	√	√	√	√	√	100%
Mr. Raed Katy	√	√	√	√	√	100%

Remuneration and Nomination Committee:

On 28/11/2021, the Board of Directors decided to form the Remuneration and Nominations Committee for the starting session on 28/11/2021 to 27/11/2024 from:

1. Dr. Khalid bin Waheeb Mohammed Makled - Supervisor
2. Mohammed Abdulrahman Saleh Attar - Member
3. Dr. Waleed Jameel Mohammed Ali Qattan - Member

Name	Current Position	Previous Post	Qualifications	Experiences
Dr. Waleed Jamil Qattan	Member of the Remuneration and Nomination Committee	Board Member	PhD Quality of Press Facilities Master of Media and Environment Bachelor of Economics and Science	9 Board Member, Audit Committee Member and Remuneration and Nomination Committee Member 30 years of great experience in various economic fields, commercial and administrative fields, specializing in marketing, advertising, distribution, and management.
Mohammed Abdulrahman Saleh Attar	Member of the Remuneration and Nomination Committee	Businessman	Bachelor of Economics, Fisheries and Marine Affairs, 1980, University of Washington, USA	35 years Private business fish production and marketing. Member of the Agricultural Committee of the Chamber of Commerce Attending many relevant workshops and seminars and presenting lectures on them.
Dr. Khalid Bin Waheeb Muhammad Makled	Chairman of the Remuneration and Nomination Committee	University professor	PhD in Networks and Analysis of Information Systems and their Applications from the University of Bradford, United Kingdom 2007. Master of Computer, University of Detroit, USA, 1994 Bachelor of Computer - Metropolitan State University, USA, 1986.	2019 to date, part-time consultant to the Agency for Development and Sustainable Development - University of Jeddah. 2016-2019 Dean of the Deanship of Knowledge Resources, University of Jeddah Vice Dean of Admission at the University from 2010-2015, and from 2007 to 2010 Vice Dean of the Faculty of Computing and Information Technology for Higher Studies and Scientific Research and from 1987-1994 Systems analyst, assistant and programmer at the Computer Center at King Abdulaziz University.

Tasks and Competencies of the Committee:

A-Regarding bonuses:

1. Preparing a clear policy for the remuneration of the members of the Board of Directors and the committees emanating from the Board and the executive management that enhances the motivation of the company's administrative apparatus and the preservation of distinguished cadres, and submitting it to the Board of Directors for consideration in preparation for approval by the General Assembly, taking into account in that policy the following of standards related to performance, disclosure and ensuring their implementation.
2. Clarify the relationship between the bonuses granted and the applicable remuneration policy and indicate any material deviation from this policy.
3. Periodically review the remuneration policy and evaluate its effectiveness in achieving its objectives.
4. Recommending to the Board of Directors the remuneration of the members of the Board of Directors, its committees and senior executives of the company in accordance with the approved policy.
5. Review the financial remuneration of the CEO, including long- and short-term incentives, as well as determine the ceiling of the results expected to be achieved by the CEO and submit recommendations thereon to the Board of Directors.
6. Review the CEO's recommendations on the guidelines and general criteria for financial rewards and other benefits for senior executives that the CEO implements in light of the policies followed.
7. Ensure the company's compliance with the remuneration policy of the members of the Board of Directors and members of the committees emanating from the Board of Directors and the executive management approved by the General Assembly of Shareholders.

B- Regarding nominations:

8. Proposing clear policies and criteria for membership in the Board of Directors and executive management.
9. Recommending to the Council the nomination of its members and committees and re-nomination in accordance with the approved policies and standards, taking into account not to nominate any person who has previously been convicted of a crime against trust .
10. Preparing a description of the capabilities and qualifications required for membership of the Council and filling the positions of executive management .
11. Determine the time that the member must allocate for the work of the Council.
12. Annual review of the necessary needs of skills and experience appropriate to the membership of the Board and the functions of the executive management, while identifying the weaknesses and strengths of the Board and the executive management and proposing to address them in accordance with the interest of the company .
13. Review the structure of the Board and the executive management and make recommendations regarding the changes that can be made.
14. Verify annually the independence of independent members, and the absence of any conflict of interest if the member is a member of the board of directors of another company .
15. Develop job descriptions for independent members, executive, non-executive and senior executives .
16. Establishment of special procedures in the event of a vacancy in the position of a Board member or senior executive .
17. Identify the weaknesses and strengths of the Board and propose solutions to address them in accordance with the interest of the company .
18. Provide an appropriate level of training and familiarization to the new board members about the company's tasks and achievements to enable them to perform their work with the required efficiency .
19. Study and review the performance of the executive management.
20. Study and review the career replacement plans of the company in general, the Board, the CEO and senior executives .
21. Study and review the CEO's recommendations for the appointment and termination of the service of senior executives .
22. Assist the Board and the Executive Management in developing and reviewing the organizational structure of the company and the operating model that regulates the relationship between the parent company and its subsidiaries .
23. Monitor the implementation of the employee grievance policy and ensure its effectiveness.

On 28/11/2024, the Board of Directors decided to appoint each of the following gentlemen:

1. Ayoub Omran Muhammad Alamrani
2. Mohammed Abdulrahman Saleh Attar
3. Raed Mohammed Abdullah Kati

As members of the Remuneration and Nominations Committee for the starting session on 28/11/2024 and ending on 27/11/2028.

The Committee held four meetings in 2024 in the presence of its members, in which it exercised its assigned duties:

Name	First meeting 30/04/2024	Second meeting 08/10/2024	Third meeting 16/10/2024	Fourth Meeting 2024/11/19	Attendance Rate
Dr. Waleed Kattan	√	√	√	√	100%
Mr. Mohamed Attar	√	√	√	√	100%
Dr. Khaled Makled	√	√	√	√	100%

The interest of the members of the Board of Directors, their spouses and minor children in the company's shares:

The following list shows the change in share ownership for board members, their spouses and minor children during the year 2024

Name	The beginning of the year 2024		Net change (+ or-) During the year	End of year 2024	
	Number of shares	Percentage of ownership		Number of shares	Percentage of ownership
Hassan Saad Farhan al Yamani	1076	0.0034159	0.996584127	6300000	1
Waleed Jameel Muhammad Ali Qattan	4809	0.0152667	0.015266667-	0	0
Raed Mohammed Abdullah Kati	100	0.0003175	0.001250159	9876	0.001567619
Mohammed Abdulrahman Saleh Attar	20277	0.0643714	0.00015873	406540	0.064530159
Khalid Bin Waheeb Muhammad Makled	13	0.0000413	-	260	0.0000413
Khalid Abdulaziz Al Bowardi	-	-	0.001587302	10000	0.001587302
Ayoub Omran Muhammad Alamrani	-	-	0.000000159	1	0.000000159

** There is currently no interest of senior executives and their spouses and minor children in the shares or debt instruments of the company.

** There are no arrangements or agreements whereby a member of the Board of Directors or a senior executive of the Company waives any salary or compensation.

** The Audit Committee did not recommend a conflict between it and the decisions of the Board of Directors or that the Board refused to take into account regarding the appointment of the company's auditor, his dismissal, determining his fees, evaluating his performance, or appointing the internal auditor because this does not apply.

**Details of the company's social contributions does not apply because the company did not make a social contribution for this year.

Details of policies related to the remuneration of board members, committee members and senior executives and the mechanisms for determining them:

1. The remuneration of the members of the Board of Directors shall consist of a certain amount, attendance allowance for meetings, in-kind benefits or a certain percentage of net profits, and two or more of these benefits may be combined .
2. In determining and disbursing the remuneration received by each of its members, the Board of Directors shall take into account the relevant provisions contained in the Companies Law, the Corporate Governance Regulations and the following criteria:
 - The remuneration should be based on the recommendation of the Nomination and Remuneration Committee .
 - The remuneration should be commensurate with the company's activity and the skill necessary to manage it.
 - The sector in which the company operates, its size and the experience of the members of the board of directors are taken into account.
 - The remuneration shall be reasonably sufficient to attract, motivate and retain board members with appropriate competence and experience .
3. The members of the Board of Directors may not vote on the item of remuneration of the members of the Board of Directors at the General Assembly meeting .
4. A member of the Board of Directors may obtain remuneration for his membership in the Audit Committee formed by the General Assembly or for the work or positions of executive or technical or advisory management under an additional professional license assigned to him in the company, in addition to the remuneration that he can receive as a member of the Board of Directors and in the committees formed by the Board of Directors in accordance with the Companies Law and the Company's Articles of Association.
5. The remuneration of the members of the Board of Directors may vary in amount to reflect the extent of the member's experience, terms of reference, tasks entrusted to him, his independence, the number of meetings attended and other considerations .
6. The remuneration of the members of the Board of Directors for the previous years is calculated on the allowance of attending the meetings of the Board of Directors at the rate of 3 thousand riyals for each meeting of the Board and the committees of the Board. The Board of Directors approved the recommendation of the Remuneration and Nomination Committee to grant remuneration to the members of the Board of Directors and the Board Committees in a total amount of SAR 1,200,000 for the year 2024 .
7. The remuneration of the CEO shall be determined in accordance with the contract concluded with him, in addition to his remuneration as a member of the Board of Directors in accordance with the decision to recommend remuneration, and the remuneration of the Chief Financial Officer and senior executives shall be determined according to what is determined by the senior management after the recommendation from the Nomination and Remuneration Committee, and shown below what the CEO and senior executives receive during the year 2024.
8. The Nomination and Remuneration Committee shall supervise the implementation of the remuneration policy for employees and senior executives in light of the plans, programs and guidelines approved by the Board of Directors.

Senior Executive Rewards:

Total	Total remuneration of executives for the Board if any	End of Service Gratuity	Bonuses Change					Fixed Bonuses				Senior Executive Positions	
			Total	Shares Awarded (Value to be entered)	Preparatory plans (long term)	Preparatory plans (short term)	Earnings	Periodic bonuses	Total	Other Benefits	Allowances		Salaries
8,195,114.00		1,662,297.00	6,532,817.00					1,343,831.00	5,188,986.00	180,000.00	1,669,662.00	3,339,324.00	Remuneration of 5 senior executives including CEO and Chief Financial Officer*

Remuneration of Committee Members:

	Fixed remuneration (excluding attendance allowance)	Alternate Meetings	Total
Audit Committee Members			
Dr. Khalid bin Waheeb Mohammed Makled	100,000	15,000	115,000
Raed Mohammed Abdullah Kati	100,000	15,000	115,000
Ahmed Tariq Murad	100,000	15,000	115,000
Total	300,000	45,000	345,000
Remuneration and Nomination Committee Members			
Dr. Khalid bin Waheeb Mohammed Makled	-	9000	9,000
Raed Mohammed Abdullah Kati	100,000	9,000	109,000
Waleed Jameel Muhammad Qattan	100,000	9,000	109,000
Total	200,000	27,000	227,000

Expense allowance	Total	End of Service Benefits	Variable Rewards					Fixed Rewards						
			Total	Granted shares (value to be entered)	Long-term incentive plans	Short-term incentive plans	Periodic bonuses	Percentage of profits	Total	Remuneration of the Chairman of the Board or the Managing Director or the Secretary if he is a member.	Efficient technical, administrative, and consulting work	Other Benefits		Total allowance for attending committee meetings.
First: Independent Members														
								212,000		200,000		12,000		Mohammed Abdulrahman Attar
								112,000		100,000		12,000		Dr. Khalid bin Waheeb Mohammed
								324,000		300,000		24,000		Total
Second: Non-Executive Members														
								112,000		100,000		12,000		Waleed Jameel Muhammad Qattan
								112,000		100,000		12,000		Raed Mohammed Abdullah Kati
								224,000		200,000		24,000		Total
Third: Executive Members														
								212,000		200,000		12,000		Engineer Hassan Al-Yamani
								212,000		200,000		12,000		Total

Corporate Governance Regulations

- The Board of Directors has set governance rules for the company that do not conflict with the mandatory provisions contained in the corporate governance regulations, with a commitment to monitor their application, verify their effectiveness and amend them when needed, and for this purpose he shall do the following:
- Verify the company's compliance with these rules .
- Review and update rules in accordance with regulatory requirements and best practices.
- Review and develop the rules of professional conduct that represent the company's values, and other internal policies and procedures to meet the company's needs and in line with best practices.
- Always inform the members of the Board of Directors of developments in the field of corporate governance and best practices, or delegate this to the Audit Committee or any other committee or management.

The company is committed to establishing a good governance policy that provides a strong base for an effective relationship between the company, its board of directors, shareholders and other relevant parties. The general framework of this policy works on the fair treatment of all shareholders and recognizes the inalienable legal rights of all shareholders regardless of their contributions, in addition to that the general framework of the company's governance policy works to provide accurate and timely information on all material matters related to the company, as well as to establish frameworks for accountability to the company and shareholders.

This policy provides and stipulates the base of policies and practices of corporate governance that should be implemented and followed in the company, and the Board of Directors and its members, individually or collectively, must implement them optimally and as they should and the policy is approved by the Board of Directors, and the Board of Directors must review on an annual basis the extent of compliance with the policy and take all decisions that will ensure compliance with good governance practices.

The Board of Directors and the executive management of the company seek to be guided by the best principles and practices that enhance governance, and the company makes every effort to consolidate the principles of governance, which is a necessary element to help in the management of sound business and ensure the practice of the best governance policies.

The company also seeks to implement a strong and effective governance system, by consolidating the roles of the company's shareholders, the board of directors, the chairman and vice chairman, the company's CEO, the committees emanating from the board of directors, external auditors, the internal auditor and the company's executive management.

A. Shareholders

The governance system seeks to protect the rights of shareholders in a way that ensures justice and equality between them and protects their interests by communicating with them through the meetings of shareholders' assemblies and through direct communication, and the Board of Directors must exert maximum effort to communicate with shareholders and clarify everything related to shareholders and answer

Their inquiries and providing them with all reports that make the matter clear and understandable to them, and shareholders have the right to communicate with the external auditor during assemblies and others.

The company is also keen on all shareholders to exercise their statutory rights to obtain a share of the profits to be distributed and a share of the company's assets in the event of liquidation, attend assemblies, participate in deliberations, vote on decisions, dispose of shares, monitor the work of the board, file a liability lawsuit against board members, inquire and as a request for information in a manner that does not harm the company and does not conflict with the capital market system and its regulations and in line with the provisions of the company's corporate governance regulations.

B- Board of Directors

The Board assumes full responsibilities related to the company and ensures the interests of shareholders, creditors, employees and stakeholders, and the Board ensures the management of the company and the conduct of its business wisely within the framework of the laws and regulations in force and the company's own policies, and the Board of Directors determines the strategic objectives of the company and the executive management supervises the implementation of the policies set and the daily operations of the company, and the Board of Directors

Ensure that the company's internal control systems are effective and that the company's activities are in line with the strategy approved by the Board as stipulated in the two laws and regulations in force.

The company must prepare and update the company's governance policies and standards and implement them in a way that leads to supporting and achieving its goals and objectives, and the most important of those goals is to provide the best services to shareholders and customers, considering compliance with the laws, regulations and regulations set.

The company has provided the members of the Board of Directors and non-executive members in particular and the company's committees with all the necessary information, data, documents and records, which were clear, correct, non-misleading and timely so that the members can perform their duties and tasks, as they have been trained and prepared to hold the responsibility and identify the progress of the company's business and activities and everything that includes the company's strategy, financial and operational aspects, the obligations of the board members, the tasks of its committees and their terms of reference, as well as the discussions in the general assemblies and suggestions. Shareholders and minutes of the General Assembly held in the fiscal year .

The company adheres to most of the governance articles that have been developed in line with and in accordance with the Corporate Governance Regulations issued by the Capital Market Authority, such as the applicable regulations and regulations that include policies, standards and procedures for board membership, mechanisms for compensating stakeholders, mechanisms for complaints and disputes that arise between the company and stakeholders, the issuance by the General Assembly of the rules for selecting members of the Nomination and Remuneration Committee and the Audit Committee, the term of membership of these committees, the method of work, what falls within the scope of work, and proof The general rights of shareholders, facilitating the exercise of shareholders' rights and access to information, the right to monitor the work of the Board and file a liability lawsuit against the members of the Board, their rights related to the meeting of the General Assemblies, voting rights, the rights of shareholders in dividends, disclosure policies and procedures in the report of the Board of Directors, and everything related to the rights contained in the shareholders and the General Assembly in Article III of the Corporate Governance Regulations. The Bylaws were approved by the General Assembly of the Company in its meeting on 14/06/2010, and the Company always reviews and updates the Bylaws to comply with the Corporate Governance Regulations of the Capital Market Authority, where the last update of the Regulations was made by the Board on 07/02/2018.

General Assembly Meetings of Shareholders

The general assembly of the company meets annually to approve its agenda items including the annual report and annual financial statements, so that the company takes into account following all available means to facilitate the task of shareholders from taking their rights stipulated in Articles 3, 4, 5, 6, 7 of the corporate governance regulations, the company's articles of association, the company's governance regulations and all related regulations, where the ordinary general assembly of shareholders during the year 2024 held two meetings on 26/06/2024 and on 07/11/2024 in which its items were discussed. The Extraordinary General Assembly held one meeting on 30/07/2024, and the details of the attendance of its members in these meetings were as follows:

Attendance of members of the Board of Directors of the associations	Ordinary General Assembly on 26/06/2024	Extraordinary General Assembly Meeting on 30/07/2024	Ordinary General Assembly Meeting on 07/11/2024
Mr. Mohammed Abdulrahman Attar			
Eng. Hassan Saad Al-Yamani			
Dr. Waleed Jameel Mohammed Ali Qattan		Not present	
Dr. Khalid bin Waheeb Mohammed Makled			
MR.Raed Mohammed Abdullah Kati			

The shareholders had the opportunity to exercise their rights stipulated in the organizing regulations and mentioned above with ease, obtain the required information, discuss the annual report and communicate with them, and the opportunity was also provided to vote on the items of the meeting by electronic voting from the distance, and the company applied the provisions contained in the regulations.

Measures taken by the Board to inform its members, especially non-executives, of the shareholders' proposals and observations regarding the Company and its performance:

The company's articles of association in the meetings of the general assembly of shareholders ensure that they participate in deliberations and discussions freely in a manner that does not harm the interests of the company, as stated in the board work regulations, disclosure regulations and the company's governance procedures regulations, and the members of the board of directors must attend the meetings of the general assembly, especially the chairmen and members of the board committees, to answer shareholders' inquiries and observations, exchange ideas and opinions with them regarding the company, and receive their proposals to work with it if they are consistent with the directions and plans of the company. The Board also discusses what was stated in the general assemblies of the company after their termination and in its subsequent sessions, and enlightens the members of all the shareholders' proposals, opinions and requirements, implements what is possible of these proposals and communicates with shareholders in this regard. The company also receives suggestions and comments of its shareholders by e-mail, as well as shareholder complaints and responses by communicating with the Complaints Department of the Capital Market Authority.

The means relied upon by the Board of Directors in evaluating its performance and the performance of its committees, members and executive management:

The Board of Directors' work regulations, the Board regulations and the work regulations of the committees of the Board have included work procedures to help evaluate the performance of the Board and its committees periodically and continuously, and the Nomination and Remuneration Committee evaluates the performance of the Board and Executive Management committees and works to address weaknesses and enhance strengths. The Board did not appoint an external body to evaluate the performance of its members.

Waiver of Bonuses:

No member of the Board of Directors or senior executives has waived the annual remuneration for the financial year ended 31 December 2024.

Profit Waiver:

The Company did not distribute any dividends to its shareholders for the financial year ended 31 December 2024.

Contracts in which members of the Board of Directors and Senior Executives have an interest:

The company has not entered into any contracts with any member of its board of directors or one of its senior executives and there is no personal interest for one of them or any person related to them.

Competing business of the company or its branches of activity:

There are no competing business of the company or any of the branches of the activity it engages, which is practiced or was practiced by any member of the Board of Directors.

A statement of the value of any investments or reserves made for the benefit of the company's employees:

There are no investments or reserves made for the benefit of the company's employees except the end of service gratuity.

What has been applied from the provisions of the Corporate Governance Regulations, what has not been applied and the reasons for that:

The company applies all the provisions contained in the Corporate Governance Regulations issued by the Capital Market Authority, except for some guiding provisions:

Article/Paragraph Number	Text of the article/paragraph	Reasons for non-application
Article Thirty-Nine	The Board of Directors, upon the proposal of the Nomination Committee, shall develop the necessary mechanisms to evaluate the performance of the Board, its members, committees and executive management annually, through appropriate performance indicators related to the extent to which the company's strategic objectives are achieved, the quality of risk management, the adequacy of internal control systems, and others, provided that the strengths and weaknesses are identified and proposed to address them in accordance with the interest of the company.	The Board follows some methods and methods through it and its committees to evaluate and measure performance and through internal control systems and the Board takes into account the observations in this regard, noting that work is underway to apply the article as stated in the Governance Regulations
Evaluation	e) The Board of Directors shall make the necessary arrangements to obtain an evaluation of a competent external party for its performance every three years.	Guiding material
Evaluation	f) The non-executive members of the Board of Directors shall periodically evaluate the performance of the Chairman of the Board after taking the views of the executive members - without the Chairman of the Board attending the discussion designated for this purpose, provided that the strengths and weaknesses are identified and proposed to address them in accordance with the interest of the company.	Guiding material
Article sixty-seven	A committee called the Risk Management Committee shall be formed by a decision of the Board of Directors of the Company, the Chairman and the majority of its members shall be non-executive members of the Board of Directors, and its members shall have an appropriate level of knowledge of risk management and financial affairs.	The company intends to work on the application of this article after the increase in the members of the Board due to the limited number of current members.
Article Eighty-Four	The Ordinary General Assembly, upon the proposal of the Board of Directors, shall establish a policy that ensures a balance between its objectives and the objectives that society aspires to achieve in order to develop the social and economic conditions of the community.	Work is underway to implement this article
Article Eighty-Two	1. Forming committees or holding specialized workshops to listen to the opinions of employees in the company and discuss them in the issues and topics subject to important decisions.	Guiding material Guiding material

	<p>2. Programs to grant employees shares in the company or a share of the profits it generates and retirement programs and the establishment of an independent fund to spend on those programs.</p> <p>3. Establishing social institutions for employees of the company</p>	<p>Guiding material</p>
<p>Article Ninety-Two</p>	<p>In the event that the Board of Directors forms a committee specialized in corporate governance, it shall delegate to it the competencies prescribed under Article Ninety-Four of these Bylaws, and this committee shall follow up on any topics related to the applications of governance and provide the Board of Directors at least annually with the reports and recommendations it reaches.</p>	<p>Guiding material</p>

Restrictions and Penalties:

There are no penalties, penalties or other precautionary restrictions imposed on the Company by the Capital Market Authority or any other supervisory, regulatory or judicial authority for the fiscal year 2024.

The company's ability to continue its activities:

The Board of Directors makes great efforts in order to lay strong foundations to support the company in carrying out its business, developing its resources and expanding its activities, and accordingly attention is paid to the control system, ensuring the tasks, responsibilities and decisions, achieving the maximum degree of control and independence of internal and external audit, ensuring that they are dealt with and providing continuous evaluation to ensure the safety and protection of the company's assets. Accordingly, the Board of Directors confirms according to the information available to it that it has no doubt about the company's ability to continue its activity, God willing.

Shareholders' Rights:

Some articles of the company's articles of association stipulate the right of shareholders to participate in attending general assemblies and how to participate in decision-making, as well as the right to dispose of shares, the right to obtain a percentage in the prescribed profits, the priority of redeeming the value of shares in the capital upon liquidation and obtaining a certain percentage of the liquidation product. The articles of association and internal regulations of the company also included the right to monitor the work of the board of directors, inquire and request information in a manner that does not harm the interests of the company.

Risk Management

1. Develop a comprehensive risk management strategy and policies commensurate with the nature and size of the company's activities and verify the implementation of this policy, review and update it based on the internal and external variables of the company .
2. Determine and maintain an acceptable level of risk to which the company may be exposed and ensure that the company does not exceed it.
3. Verifying the feasibility of the company's continuation and continuing its activities successfully while identifying the risks that threaten its continuation .
4. Supervising the company's risk management system and evaluating the effectiveness of systems and mechanisms for identifying, measuring and following up the risks to which the company may be exposed in order to identify its shortcomings.
5. Re-evaluate the company's ability to withstand risks and its exposure to them periodically through stress tests as such.
6. Prepare detailed reports on risk exposure and proposed steps to manage these risks and submit them to the Board of Directors
7. Provide recommendations to the Board on issues related to risk management.
8. Ensure the availability of adequate resources and risk management systems .
9. Review the risk management structure and make recommendations thereon before being approved by the Board of Directors .
10. Verify the independence of risk management staff from activities that may arise in the company's exposure to risks .
11. Ensure that the risk management understands the risks surrounding the company and work to increase awareness of the risk culture.
12. Review the issues raised by the Audit Committee that may affect the company's risk management.

Risk Committee:

The Risk Committee aims to establish and supervise a framework for identifying, managing and reviewing risks, including agreeing on the size and tolerance of risks, identifying the main risks arising within the scope of the company's business, ensuring the implementation of appropriate systems to manage those risks, contributing to the review and assessment of the strategic risks detailed above, and defining policies and procedures on all matters that may arise from significant financial risks for the company or other risks, while clarifying the company's strategy and its ability to proactively identify and recognize risks. Which you may face when achieving its goals through strategies and action plans.

Statement of risks faced by the company and policies for its control:

Within the framework of reducing and confronting the risks it faces; the company develops policies that reduce those risks by studying the impact of risks on its activities and developing the necessary plans to avoid those risks and reduce the possible negative effects of them and uses all possible means to avoid the effects of risks according to modern systems and technology. The most important risks facing the company are:

- Price fluctuations of its sister companies
- Fluctuation of real estate market prices and competition

The company works to ensure the integrity of financial and accounting systems and the effectiveness of internal control procedures, as well as improve and improve its products to be able to compete.

Board of Directors

The Board of Directors hereby approves :

- The records of accounts are properly prepared .
- The internal control system is properly prepared and implemented effectively .
- There is little doubt about the exporter's ability to continue his activity .
- The company does not have any information related to any contracts to which the company is a party and in which there is or has been a direct or indirect interest of one of the company's board members, the chief executive, the financial manager or any person related to any of them. There are no investments or other reserves created for the benefit of the company's employees.
- No member of the Board has participated in any business that would compete with the Company or trade in any branch of the activities carried out by the Company.
- The company did not provide a cash loan of any kind and did not guarantee any loan with third parties to any of the members of the Board of Directors.
- The company did not receive from the chartered accountant a request to convene the general assembly during the ended fiscal year and it was not convened.
- The company has not received from shareholders who own 5% of the capital or more a request to convene the general assembly during the ended fiscal year and it has not been convened.

The results of the annual review of the effectiveness of internal control procedures and the company's ability to continue its activity:

The executive management of the company has developed the internal regulations that govern the administrative, technical and financial aspects, and the internal audit department and the statutory control department under the direct supervision of the audit committee to ensure the effectiveness of the internal audit and the company's commitment to the regulatory requirements, and they submit periodic reports to the audit committee, which is reviewed and provided any assistance in the event of difficulties they may face in carrying out their tasks. The regulatory supervision also provided its assurances on the application of the new instructions issued by the Saudi Arabian Monetary Agency. The company's internal control system has been prepared on a sound basis and is implemented efficiently and effectively.

Auditors:

The Ordinary General Assembly No. (43) held on 20/12/1445H corresponding to 26/06/2024G approved the appointment of Messrs. Crowe Solutions for Professional Consulting as legal auditors to examine, review and audit the financial statements for the second, third, fourth and annual quarters of the fiscal year 2024 and the first quarter of 2025.

The company's dividend policy:

In accordance with Article (40) of the Company's Articles of Association, the Company's annual net profits shall be distributed as follows :

1. %10 of the net profits shall be set aside to form the statutory reserve of the company, and the general assembly may decide to stop this retainer when the said reserve reaches (30%) of the paid-up capital .
2. The Ordinary General Assembly may, upon the proposal of the Board of Directors, set aside (10%) of the net profits to form a general agreement reserve .
3. The Ordinary General Assembly may decide to form other reserves, to the extent that it achieves the interest of the company or ensures the distribution of fixed profits as much as possible to the shareholders, and the said General Assembly may also deduct from the net profits amounts for the establishment of social enterprises for the company's employees or to assist any existing such institutions .
4. No less than (5%) of the company's paid-up capital shall be distributed thereafter to the shareholders .
5. Subject to the provisions prescribed in Article (18) of the Company's Articles of Association, no more than (10%) shall be allocated after the above to the remuneration of the Board of Directors, provided that the total remuneration and financial or in-kind benefits received by a member of the Board of Directors does not exceed the amount of five hundred thousand riyals annually in accordance with the controls set by the competent authority, provided that the entitlement to this remuneration is proportional to the number of sessions attended by the member .
6. The company may distribute interim dividends to its shareholders on a semi-annual or quarterly basis in accordance with the regulations issued by the competent authority. This is based on an authorization issued by the Ordinary General Assembly of the Board of Directors to distribute interim dividends.

Agenda of the Annual General Assembly for 2024:

Based on the foregoing, the Council hopes that you will discuss what is contained in the agenda and vote on the items included therein, as follows :

Reviewing and discussing the Board of Directors' report for the fiscal year ending on 31/12/2024.

Reviewing and discussing the consolidated financial statements for the fiscal year ending on 31/12/2024 .

Voting on the auditor's report for the fiscal year ending on 31/12/2024 .

Voting on the discharge of the members of the Board of Directors from liability for the fiscal year ending on 31/12/2024.

Voting on the appointment of the Company's auditor from among the candidates nominated by the Audit Committee, in order to examine, review and audit the financial statements, quarterly statements and balance sheet for the current year 2025 and the first quarter of 2026 and determine his fees.

In conclusion, the Board of Directors of Anaam International Holding Group is pleased on this occasion to extend its thanks and gratitude to the Capital Market Authority, the Saudi Stock Exchange (Tadawul), the Ministry of Commerce and Investment and the relevant government departments for their constant cooperation, and to the honorable shareholders for their precious trust, as well as the members of the Board of Directors, the executive management and all employees for the continuous support, efforts, dedication and sincerity in work.

Peace, mercy and blessings of God be upon you

Board of Directors