



شركة المطافج العربية السعودية

شركة مساهمة سعودية

Board of Directors report for the year 2023 For shareholders of Saudi Arabian Refineries Company (SARCO)



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May God's peace, mercy, and blessings be upon you.

The Board of Directors of the Saudi Arabian Refineries Company is honored to present to you the annual report for the financial year ending on December 31, 2023 AD, which reflects the financial and overall performance of the company and other associated and affiliated companies to which the company contributes with stock investments or ownership rights. The report also clarifies the requirements for the corporate governance system and other systems. The relevant documents issued by the Ministry of Commerce and the Capital Market Authority.

The report also includes the most important financial developments and results, executive activities and disclosure in accordance with the laws and regulations issued by the Capital Market Authority in Article No. Forty-Three of the Registration and Listing Rules and Article Nine of the Corporate Governance Regulations in force in the Kingdom of Saudi Arabia. The audited final accounts and accompanying clarifications, and the external auditor's report for the financial year ending on December 31, 2023.



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One: An Overview of the Company's Activity

The Saudi Arabian Refineries Company (SARCO) was established in accordance with the Saudi Companies Law as a Saudi (public) joint stock company and registered in the commercial registry No. 4030003334 on 12/19/1379 AH corresponding to 14/06/1960 AD. Its purposes include carrying out petroleum work in all its branches and aspects of activity related thereto, implementing water projects, land reclamation, and all industrial and commercial works and projects, participating in establishing companies, purchasing and selling shares, and carrying out any other work to invest the company's capital, which currently amounts to one hundred and fifty million riyals (150 million riyals). The company's activity is currently limited to investing in local companies (as will be explained in detail below).

Two: Company Projects

1) Saudi Industrial Investment Group Company (Saudi Group):

The Saudi Industrial Investment Group Company (a public joint stock) based in the city of Riyadh has a capital of (7,548,000,000 riyals) only seven billion five hundred and forty-eight million riyals. The company owns shares in the Saudi Industrial Investment Group Company, at a rate of 2%, with a number of (15,194,480 shares) fifteen million one hundred and ninety-four thousand and four hundred and eighty shares. The (market) value of these shares at the date of preparing the financial statements 31/12/2023 AD, was (337,317,456 riyals), three hundred and thirty-seven million, three hundred and seventeen thousand, four hundred and fifty-six riyals.

- The company received distributed profits from the Saudi Industrial Investment Group Company for the first and second half of the year 2023 AD, amounting to (15,194,480 riyals) fifteen million one hundred and ninety-four thousand and four hundred and eighty riyals. It was included in the company's income statement for the year 2023.

2) Southern Region Cement Company:

Southern Region Cement Company (public joint stock) whose main activity is the manufacture and production of cement, its derivatives and accessories, and its capital amounts to (1,400,000,000) billion and four hundred million riyals. The company owns shares in the Southern Region Cement Company at a rate of 0.0862% and a number of (120,666) Shares) one hundred and twenty thousand six hundred and sixty-six shares, and the (market) value of these shares on the date of preparing the financial statements on December 31, 2023 AD amounted to (5,134,338 riyals) five million one hundred and thirty-four thousand three hundred and thirty-eight riyals.

- The company received distributed profits from the Southern Region Cement Company for the second half of 2022 AD and the first half of 2023 AD, in the amount of (102,566 riyals), one hundred and two thousand five hundred and sixty-six riyals. It was included in the company's income statement for the year 2023.

3) Saudi Arabian Oil Company (Aramco):

Saudi Arabian Oil Company (Aramco) (public joint stock) with its headquarters in Dhahran and its capital amounting to (90,000,000,000 riyals) ninety billion riyals. The company owns shares in the Saudi Arabian Oil Company (Aramco) at a rate of 0.000048% and a number of (42,931 shares) forty-two thousand nine hundred and thirty-one shares. The (market) value of these shares at the date of



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preparing the financial statements on December 31, 2023 AD amounted to (1,416,726 riyals) one million four hundred and sixteen thousand seven hundred and twenty-six riyals.

- The company received distributed profits from the Saudi Arabian Oil Company (Aramco) for (the fourth quarter of 2022 AD and the first, second and third quarters of 2023 AD) in the amount of (65,095 riyals) sixty-five thousand and ninety-five riyals. It was included in the company's income statement for the year 2023.

4) International Water and Energy Works Company:

International Water and Energy Works Company (public joint stock) whose main activity is developing and operating power and water desalination plants in the Kingdom of Saudi Arabia and internationally. Its capital amounts to (7,310,997,290) seven billion three hundred and ten million nine hundred and ninety-seven thousand two hundred and ninety riyals, The company owns shares in the International Water and Energy Works Company at a rate of 0,00000212%, with a number of (155 shares) one hundred and fifty-five shares, and the (market) value of these shares on the date of preparing the financial statements on December 31, 2023 AD, amounted to (39,835 riyals) thirty-nine One thousand eight hundred and thirty-five riyals.

- The company received distributed profits from the International Water and Energy Works Company for the year 2023, in the amount of (129 riyals) one hundred and twenty-nine riyals. It was included in the company's income statement for the year 2023.

5) Arab Tank Company Limited:

The Arab Tank Company Limited (limited liability) is headquartered in Yanbu Industrial City. Its capital is (90,677,400 riyals) ninety million six hundred and seventy-seven thousand and four hundred riyals, and the company's share in it is (24,482,898 riyals) twenty-four million four hundred and two Eighty thousand eight hundred and ninety-eight riyals, at a rate of 27%. The company's activity is the storage, mixing, packaging and preservation of chemical and petrochemical materials, petroleum, and its products for others. The company's profits for the fiscal year ending on December 31, 2023 amounted to (877,240 riyals) eight hundred and seventy-seven thousand two hundred and forty riyals, and the company's share of comprehensive contribution profits amounted to This company's amount is (236,855 riyals) Two hundred and thirty-six thousand eight hundred and fifty-five and it was included in the income statement for the year 2023 AD.

6) Arab Sulfonate Company Limited:

The Arab Sulfonate Company Limited (limited liability) is headquartered in Jeddah Industrial City. The capital of the Arab Sulfonate Company Limited is (17,350,000 riyals) seventeen million three hundred and fifty thousand riyals, and the company's share in it is (5,899,000 riyals) five million eight hundred and nine Ninety thousand riyals, representing 34%. The Arab Sulfonate Company produces a variety of sulfonate acids used in the manufacture of detergents, shampoos and multi-use cleaning fluids. The company sells its products locally and internationally.

The company is still under liquidation by the judicial liquidator of the Arab Sulfonate Company Limited (Edraak International Company).

7) Al-Sadu Investment Company:

Al-Sadu Investment Company is a Saudi company affiliated with Al-Masafi Company. Its main activity is carrying out real estate activities, financial activities, financial technology, tourism services, general



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construction activities, and mining and quarrying activities. Its capital amounts to (5,000,000) five million riyals, and is 100% owned by the company. However, the company has not started any activity at all since its establishing.

8) Other revenues:

The rest of the company's profits for the year 2023 are represented in the following statement: -

Statement	Profit	Comments
Other services revenues	500.301	Administrative services for Tank Company
Revenues from Bupa Insurance Company	486.7	Refund of the surplus over value of the medical insurance policy
Other income	463.15	Adjustments in shareholders' accounts
Total	449.324	Three hundred and twenty-four thousand four hundred and forty-nine riyals

Three: - Governance Regulations

The corporate governance system is defined as “the optimal system through which the company is directed and controlled,” and the governance structure determines the distribution of powers and responsibilities among the various departments in the company; Such as members of the board of directors, managers, employees, shareholders, and other relevant parties, and explains the rules and procedures related to making decisions regarding all of the company's business. As full compliance with effective governance laws and their sound standards leads to strong and sound results in preparing financial and non-financial reports, it is considered the necessary firewall to overcome many potential or expected risks, whether internal or external, while establishing a clear mechanism to separate tasks between the Board of Directors and executive management in order to facilitate Company matters. Effective governance also aims to monitor attractive investment opportunities that are based on clear practices and standards in the decision-making process. To this end, the company is always keen to develop the governance regulations in a way that ensures giving an institutional character to the governance law. Therefore, great efforts have been made to consolidate some of its work principles and policies to make governance a general culture and not an obligation devoid of establishing the principles of transparency, disclosure, justice, and preserving the rights of all the affiliate company's owners.

The Board of the Capital Market Authority issued by the Board of the Capital Market Authority on 16/05/1438 AH corresponding to 13/02/2017 AD, and on 16/08/2017 AD, the decision number pursuant to the Companies Regulations issued by Royal Decree No. M/3, dated 28/01/1437 AH amended by Capital Market Authority Board Resolution No. 1-94-2022 dated 24/01/1444 AH corresponding to 22/08/2022 AD, the guiding regulations for the governance of joint-stock companies. The regulations include the rules and standards regulating the performance of joint-stock companies. The company, represented by the Board of Directors, has approved its own governance regulations, which are commensurate with the nature and size of the company's activity. Supervision of the extent of compliance with these regulations is currently assigned to members of the Board of Directors.

A- What governance regulations have been implemented: -

- 1- Updating the policies, standards and procedures for membership in the Board of Directors (approved by the 45th General Assembly).
- 2- Updating the remuneration policy for the Board of Directors, its committees, and executive management (approved by the 52nd General Assembly).



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- 3- The Investment Committee and its work regulations were formed (approved by the Board of Directors).
- 4- Updating the work regulations of the Nominations and Remuneration Committee (approved by the 45th General Assembly).
- 5- Updating the work regulations of the Audit Committee (approved by the 45th General Assembly).
- 6- Updating the disclosure and transparency regulations (approved by the Board of Directors).
- 7- The company's auditor work policy (approved by the Board of Directors).
- 8- Updating the conflict-of-interest regulations (approved by the Board of Directors).
- 9- Updating the internal control system (approved by the Board of Directors).
- 10- Updating the list of shareholders' rights (approved by the Board of Directors).
- 11- The Social Responsibility Committee was formed and its work regulations (approved by the Board of Directors).
- 12-

B - Unless the governance regulations are implemented and the reasons for non-application: -

Article number in the list	Text of article/paragraph	Para	Reasons for non-application
Twenty-one	<ul style="list-style-type: none">Developing, reviewing and directing the company's comprehensive strategy, main business plans, and risk management policies and procedures.	1/a	The strategy has not been developed
Twenty-one	<ul style="list-style-type: none">Develop a written policy that regulates the relationship with stakeholders.	4	The policy has not been established
Twenty-one	<ul style="list-style-type: none">Determine the types of rewards granted to the company's employees, such as fixed rewards, performance-related rewards, and rewards in the form of shares, in a manner that does not conflict with the executive regulations of the companies' system for listed joint-stock companies.	14	Rewards are not specified
Twenty-Two	<ul style="list-style-type: none">Approving internal policies related to the company's work and development, including defining the tasks, powers, and responsibilities assigned to the various organizational levels.	1	The policy has not been established
Twenty-five	<ul style="list-style-type: none">Proposing a policy and types of rewards to be granted to employees, such as fixed rewards, performance-related rewards, and rewards in the form of shares.	10	The policy has not been established
Thirty-four	<ul style="list-style-type: none">The Board of Directors sets an internal policy that outlines the work procedures of the Board of Directors and aims to encourage its members to work effectively to adhere to their duties towards the company.	C	The policy has not been established



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Thirty-nine	<ul style="list-style-type: none">• The Board of Directors - based on the proposal of the Nominations Committee - establishes the necessary mechanisms to annually evaluate the performance of the Board, its members, committees, and executive management. This is done through appropriate performance measurement indicators linked to the extent of achieving the company's strategic objectives, the quality of risk management, the adequacy of internal control systems, etc., provided that the strengths and weaknesses are identified and it is proposed to address them in a way that is consistent with the company's interest.• Performance evaluation procedures must be written, clear, and disclosed to members of the Board of Directors and persons concerned with the evaluation.• The performance evaluation must include the skills and experience possessed by the council, identifying its strengths and weaknesses, while working to address the weaknesses in possible ways, such as nominating professional competencies that can develop the council's performance. The performance evaluation must also include an evaluation of the work mechanisms of the council in general.• The individual evaluation of members of the Board of Directors takes into account the extent of the member's effective participation and commitment to performing his duties and responsibilities, including attending the meetings of the Board and its committees and allocating the necessary time to them.• The Board of Directors makes arrangements to obtain a competent third-party evaluation of its performance every three years.• The non-executive members of the Board of Directors conduct a periodic evaluation of 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 a	(A) (B) (C) (D) (E) (F) The policy has not been established
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	proposal to address them is consistent with the interest of the company.		
forty-first	<ul style="list-style-type: none">A clear, written policy for dealing with actual or potential conflicts of interest that could affect the performance of members of the Board of Directors, members of its committees, executive management, or other employees of the company when they deal with the company or with other stakeholders.		The policy has not been established
Forty-four	<ul style="list-style-type: none">Competition standards issued by the company's general assembly - based on the proposal of the Board of Directors.		Standards have not been set
Sixty-seventh	<ul style="list-style-type: none">Formation of a risk management committee.		The article is indicative and has not been implemented.
Sixty-eight	<ul style="list-style-type: none">Develop a comprehensive risk management strategy and policies commensurate with the nature and size of the company's activities, and verify their implementation, review and update them based on the company's internal and external variables.		The article is indicative and has not been implemented.
Eighty	<ul style="list-style-type: none">A plan for organizing the relationship with stakeholders.		The article is indicative and has not been implemented.
Eighty-first	<ul style="list-style-type: none">The policy for reporting violating practices or the procedures followed by stakeholders in submitting their complaints or reporting violating practices.		The policy has not been established
Eighty-two	<ul style="list-style-type: none">Plan programs to develop and motivate the participation and performance of the company's employees.		A guideline but not implemented.
Eighty-three	<ul style="list-style-type: none">Professional conduct policy.		The policy has not been established
Eighty-three	<ul style="list-style-type: none">Establishing precise, strict and clear rules that regulate the authority and timing of access to the company's internal information in a way that prevents members of the Board of Directors, Executive Management and others from benefiting from it or disclosing it to any person, except within the limits prescribed or permitted by law.	6	
Eighty-nine	<ul style="list-style-type: none">Disclosure of board members.		No disclosure has been made



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* The Ministry of Commerce and the Capital Market Authority later issued the amended corporate governance regulations, and the company will amend its regulations and bylaws according to what was issued in the regulations and obtain approval and approval from the company's general assembly.

Four: Members of the company's board of directors

A) Membership of the Board of Directors

Members of the Board of Directors who have membership in the boards of directors of other companies: -

Name	Membership in the boards of directors of other companies	Inside the Kingdom or outside the Kingdom	Legal entity
Eng. Iyad Mohammed Msheikh	Al-Rasim United Company for Technology and Business Development Ltd RPM Project Management Company Arabian Tank Company Limited Al Sadu Investment Company	Inside the Kingdom	A limited liability companies A limited liability companies A limited liability companies A limited liability company
Prince Mohammed bin Khalid bin Turki Al Saud	Al-Bouqari and Al-Sabban Tourism Company	Inside the Kingdom	Closed joint stock company
Mr. Fahd Abdul Rahman Al-Muaikel	Saudi Industrial Investment Group Company	Inside the Kingdom	Shareholding company
Eng. Hattan Hamed Al-Sharif	Delta Z Advertising Company Wessal Investment Holding Company Al-Shaheen and Al-Aqla Company Durub Fuel Company Arabian Tank Company Limited Al Sadu Investment Company	Inside the Kingdom	A limited liability companies A limited liability companies A joint venture company with Gulf capital A limited liability companies A limited liability companies A limited liability company
Mr. Yasser Suleiman Al-Aqeel	Tabuk Agricultural Development Company Afaq Food Company (Member of the Nominations Committee only)	Inside the Kingdom	Shareholding company Closed joint stock company



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b) Committee members

1- Members of the Audit Committee: -

SN	Member Name	Job title	Qualifications	Experience
1	Mr. Yasser Suleiman Al-Aqeel	President	Master's degree in project management and management information systems Certified project management professional	Tabuk Agricultural Development Company (Member of the Board of Directors and Member of the Nominations and Remuneration Committee) Afaq Food Company (Member of the Nominations and Remuneration Committee) Al Sadu Investment Company (Board Member) Working in the e-sports sector in project management Helicopter Company (formerly) ARASCO Company - Planning Department (formerly) Teldin Plastic Solutions Company - Planning and Projects Department (formerly) More than 11 years of experience in business development, planning and project management in the agricultural, industrial and aviation fields
2	Mr. Khaled Abdel Aziz Al-Hoshan	A member from outside the council	Master of Business Administration and Applied Finance	Membership of the Auditing Standards Committee of the Saudi Organization for Certified Public Accountants (SOCPA) (formerly) Experience in audit committees in several companies Diverse experiences in internal auditing Membership in the American Society of Internal Auditors Audit and compliance General Organization for Social Insurance
				Founder and Executive Director of Bassem Abu Al-Faraj Financial Consulting Office Assistant General Manager of the National Bank of Kuwait



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3	Mr. Basem Adnan Abu Al-Faraj	A member from outside the council	Bachelor of Accounting	Regional Manager, Western Region, Alinma Bank, Marketing and Sales Department Assistant General Manager of Bank Al Jazira, Credit Risk Sector Leader of the Saudi British Bank Corporate Banking team Bank Al Jazira Corporate Banking Team Leader Sales consultant for Sharek Real Estate Company - Dallah Al Baraka Group
4	Mr. Rashid Suleiman Al-Rashid	A member from outside the council	Bachelor of Accounting	Chief Financial Officer/Bank of New York Mellon Saudi Arabia Chief Financial Officer and Director of Risk Management/ Ashmore Financial Company Saudi Arabia (formerly) Chief Financial Officer/Deutsche Bank and Deutsche Finance Saudi Arabia (formerly)
5	Mr. Abdul Rahman Khaled Al-Sultan	A member from outside the council	Master Applied Finance	Director General of Internal Audit, National Center for Events Director General of Internal Audit, General Authority of Meteorology (formerly) Social Insurance Audit Planning and Quality Specialist (formerly) Member of the Audit Committee of the Arab Insurance Company (formerly) Member of the Audit Committee of Tabuk Agricultural Company (formerly) Member of the Audit Committee at Buroj Insurance Company (formerly) Member of the Audit Committee at BATEC Investment and Logistics Company (formerly)
6	Mr. Ahmed Abdullah Badris	A member from outside the council	Master Applied Finance	General Manager of Internal Audit, Kadanah Development and Development Company (Closed Joint Stock) Senior General Manager of Qiddiya Company (formerly) Director General of Internal Audit, King Abdulaziz and his Men Foundation for Giftedness and Creativity (formerly)



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				Director of Quality Assurance Services, Samba Financial Group (formerly) SABIC Financial Analyst (formerly) Head of the Financial Studies and Analysis Department at the Saline Water Conversion Corporation (formerly)
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- ◆ He resigned on 15/02/2023.
- ◆ He resigned on 30/06/2023.
- ◆ It was not approved by the General Assembly on 30/08/2023.

2- Members of the Investment Committee: -

SN	Member Name	Job title	Qualifications	Experience
1	Prince Mohammed bin Khalid bin Turki Al Saud	President	Bachelor of Commerce	Chairman of the Board of Directors of Al-Bouqari and Al-Sabban Tourism Company
2	Mr. Fahd Abdul Rahman Al-Muaikel	Member	Bachelor of Public Administration Professional diploma in executive management	CEO of Saudi Arabian Refineries Company Sarco (formerly) Member of the Board of Directors of the Arab Tank Company Limited (formerly) Deputy Director of the Southern Region Cement Company Office in Jeddah National Guard, Western Sector, Tenders Department Al Sadu Investment Company (Board Member)
3	Mr. Yasser Suleiman Al-Aqeel	Member	Master's degree in project management and management information systems Certified project management professional	Tabuk Agricultural Development Company (Member of the Board of Directors and Member of the Nominations and Remuneration Committee) Afaq Food Company (Member of the Nominations and Remuneration Committee) Al Sadu Investment Company (Board Member) Working in the e-sports sector in project management Helicopter Company (formerly) ARASCO Company - Planning Department (formerly)



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				Teldin Plastic Solutions Company - Planning and Projects Department (formerly) More than 11 years of experience in business development, planning and project management in the agricultural, industrial and aviation fields
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3- Members of the Nominations and Remuneration Committee: -

SN	Member Name	Job title	Qualifications	Experience
1	Eng. Abdul Rahman Ayed Al-Dahasi	President	Master of Urban Design	Senior Director of the Investment and Business Development Projects Portfolio at the National Housing Company The Technical Committee for the Expansion of the Grand Mosque and the Prophet's Mosque and their related elements Red Sea Engineering Consulting Company First Point Engineering Consulting Office Al Sadu Investment Company (Board Member)
2	Prince Mohammed bin Khalid bin Turki Al Saud	Member	Bachelor of Commerce	Chairman of the Board of Directors of Al-Bouqari and Al-Sabban Tourism Company
3	Eng. Iyad Mohammed Sheikh	Member		CEO of Al Rasem United Company for Technology and Business Development Ltd CEO of RPM Project Management. Arabian Tank Company Limited (Board Member) Project management consultant for a number of projects in the Kingdom.
4	Eng. Hattan Hamed Al-Sharif	Member	Bachelor of Civil Engineering	CEO of Delta Z Advertising Company Director General of Technical Affairs and also Director of the Performance Measurement Department in the Jeddah Municipality Director General of Studies and Designs and also Chairman of the



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				<p>Traffic Committee in Jeddah Governorate</p> <p>General Manager of the Comprehensive Rainwater Drainage Plan Project and also General Supervisor of the Historical District in Jeddah</p> <p>Member of the Etaam Charity Association</p> <p>Member of the Saudi Council of Engineers</p> <p>Member of the Supreme Committee for the local plan of Jeddah Governorate</p> <p>Arabian Tank Company Limited (Board Member)</p> <p>Al Sadu Investment Company (Board Member)</p>
5	Mr. Yasser Suleiman Al-Aqeel	Member	<p>Master's degree in project management and management information systems</p> <p>Certified project management professional</p>	<p>Tabuk Agricultural Development Company (Member of the Board of Directors and Member of the Nominations and Remuneration Committee)</p> <p>Afaq Food Company (Member of the Nominations and Remuneration Committee)</p> <p>Working in the e-sports sector in project management</p> <p>Helicopter Company (formerly(ARASCO Company - Planning Department (formerly(Teldin Plastic Solutions Company - Planning and Projects Department (formerly(</p> <p>More than 11 years of experience in business development, planning and project management in the agricultural, industrial and aviation fields</p>

♦ The committee was reconstituted by the Board of Directors' decision dated 10/06/2023.

4- Members of the Social Responsibility Committee: -

SN	Member Name	Job title	Qualifications	Experience
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1	Eng. Abdul Rahman Ayed Al-Dahasi	President	Master of Urban Design	Senior Director of the Investment and Business Development Projects Portfolio at the National Housing Company The Technical Committee for the Expansion of the Grand Mosque and the Prophet's Mosque and their related elements Red Sea Engineering Consulting Company First Point Engineering Consulting Office Al Sadu Investment Company (Board Member)
2	Eng. Iyad Mohammed Sheikh	Member	Master of Project Management	CEO of Al Rasem United Company for Technology and Business Development Ltd CEO of RPM Project Management. Arabian Tank Company Limited (Board Member) Project management consultant for a number of projects in the Kingdom.
3	Eng. Hattan Hamid Al-Sharif	Member	Bachelor of Civil Engineering	CEO of Delta Z Advertising Company Director General of Technical Affairs and also Director of the Performance Measurement Department in the Jeddah Municipality Director General of Studies and Designs and also Chairman of the Traffic Committee in Jeddah Governorate General Manager of the Comprehensive Rainwater Drainage Plan Project and also General Supervisor of the Historical District in Jeddah Member of the Etaam Charity Association Member of the Saudi Council of Engineers Member of the Supreme Committee for the local plan of Jeddah Governorate



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				Arabian Tank Company Limited (Board Member) Al Sadu Investment Company (Board Member)
4	Mr. Fahd Abdul Rahman Al-Muaikel	Member	Bachelor of Public Administration Professional diploma in executive management	CEO of Saudi Arabian Refineries Company Sarco (formerly) Member of the Board of Directors of the Arab Tank Company Limited (formerly) Deputy Director of the Southern Region Cement Company Office in Jeddah National Guard, Western Sector, Tenders Department Al Sadu Investment Company (Board Member)

- ◆ Resigned from the committee on 10/06/2023
- ◆ Resigned from the committee on 01/10/2023

Members of the executive management: -

SN	Member Name	Job title	Qualifications	Experience
1	Mr. Khaled Mohammed Al-Qazlan	Chief Executive Officer	Master of Information Technology Executive Master of Business Administration Master of Project Management	Ministry of Hajj and Umrah, Undersecretary for Joint Services. Ministry of Hajj and Umrah, Advisor to His Excellency the Minister. Director of Human Resources and General Support Services Department for Cooperative Insurance. Director of the Human Resources and Support Services Sector, Medgulf Insurance. Director of Human Resources and Administrative Affairs, Al Ahly Takaful. Director of Development and Training Department, Bank Al Bilad. Director of Talent Management and Recruitment at SABB Bank.
2	Mr. Osama Baaj	Acting CEO and CFO	Bachelor's degree in Economics, specializing in accounting	Financial Director of the Saudi Arabian Refineries Company from 11/2022 to date. He was appointed to the position of CEO of the Saudi Arabian Refineries



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				Company from 09/30/2023 AD until the formation of the new council. Director of Financial and Administrative Affairs, Riyadh Tourism, Entertainment and Commercial Projects Company, one of Al Hokair Holding Group companies, from 7/2009 until 7/2021 AD. Head of Accounts at Abdul Mohsen Al Hokair Holding Company from 7/2001 to 6/2009.
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- ◆ The Board of Directors' decision to terminate the contract with the CEO was issued on 30/09/2023.
- ◆ The Board of Directors' decision was issued to appoint the Chief Financial Officer as CEO on 30/09/2023.

Five: Composition of the Board of Directors and classification of its members

Name of board member	Membership classification (non-executive - independent - executive)
Eng. Iyad Mohammed Msheikh	independent
Prince Mohammed bin Khalid bin Turki Al Saud	Non-executive
Mr. Fahd Abdul Rahman Al-Muaikel	Non-executive
Eng. Hattan Hamed Al-Sharif	Non-executive
Mr. Yasser Suleiman Al-Aqeel	independent
Eng. Abdul Rahman Ayed Al-Dahasi	independent

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

Regarding shareholders' proposals and comments regarding the company and its performance, which are presented in the General Assembly, they are presented at the first meeting of the Board of Directors. As for shareholder proposals that are received via letters or electronic correspondence, they are also presented at the first Board of Directors meeting and then saved in the company's records.

Seven: A brief description of the committees' terms of reference, tasks, chairmen, number of meetings, dates of their holding, and attendance information for members for each meeting

1) Audit Committee:

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

A) Financial reports:



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- 1- Studying the company's initial and annual financial statements before submitting them to the Board of Directors and expressing its opinion and recommendation regarding them, to ensure their integrity, fairness and transparency.
- 2- Expressing a technical opinion - at the request of the Board of Directors - as to whether the Board of Directors' report and the company's financial statements are fair, balanced and understandable and include information that allows shareholders and investors to evaluate the company's financial position, performance, business model and strategy.
- 3- Study any important or unusual issues included in the financial reports.
- 4- Thoroughly research any issues raised by the company's financial director, whoever assumes his duties, the company's compliance officer, or the auditor.
- 5- Verifying accounting estimates on material matters contained in financial reports.
- 6- Studying the accounting policies followed in the company and express an opinion and recommendation to the Board of Directors regarding them.
- 7- Contacting the company's debtors and creditors or others for the purpose of confirming balances or other purposes.
- 8- Adhering to auditing standards approved in the Kingdom.

B) Internal audit:

- 1- Study and review the company's internal and financial control and risk management systems and determine the effectiveness of their design in an appropriate way that enables reducing the occurrence of fraud and errors and discovering them immediately after they occur and the effectiveness of implementing control activities in a way that enables verification of the quality of implementation of control activities and consistency in their implementation. It also supervises investigation operations related to fraud or errors occurring in the company, or any other matters that the committee deems important to investigate. The committee also evaluates the effectiveness of the company's assessment of the important risks to which it may be exposed and the steps taken by the company's management to monitor and confront these risks.
- 2- Approval of the company's internal audit procedures.
- 3- Reviewing and approving the annual plan of the Internal Audit Department.
- 4- Studying internal audit reports, prepare a written report on its opinion and recommendations regarding it, and follow up on the implementation of corrective measures for the observations received.
- 5- Monitoring and supervising 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 work and tasks assigned to them. If the company does not have an internal auditor, the committee must submit its recommendation to the Council regarding the extent of the need to appoint him.
- 6- Recommending to the Board of Directors to appoint a director of the internal audit unit or department or the internal auditor and proposing his remuneration.
- 7- Verifying the independence of internal auditors.
- 8- The committee shall be the link between the Board of Directors and the internal auditors.

C) Auditing:

- 1- Recommending to the Board of Directors to nominate auditors, dismiss them, determine their fees, and evaluate their performance after verifying their independence and reviewing the scope of their work and the terms of contracting with them.



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- 2- Verifying the independence, objectivity and fairness of the auditor and the effectiveness of the audit work, taking into account the relevant rules and standards.
- 3- Reviewing the plan and work of the company's auditor and verifying that no technical or administrative work is submitted that is outside the scope of the audit work and expressing its views on that. The committee studies the accounting policies adopted by the company before adopting them and any change in these policies and presents whatever proposals the committee deems appropriate regarding them, taking into account the extent to which The appropriateness of accounting policies to the nature of the facility's business and its impact on the facility's financial position and the results of its business.
- 4- Answering the company auditor's inquiries.
- 5- Studying the auditor's report and his comments on the financial statements and following up on what has been taken regarding them

D) Ensuring commitment:

- 1- Reviewing the results of the regulatory authorities' reports and verify that the company has taken the necessary measures regarding them.
- 2- Verifying the company's compliance with relevant laws, regulations, policies and instructions.
- 3- Reviewing the contracts and transactions proposed to be conducted by the company with related parties and presenting its views regarding that to the Board of Directors.
- 4- Filing \ referring any issues it deems necessary to take action on to the Board of Directors and make its recommendations regarding the actions that must be taken.

The Audit Committee consists of (3) members, including (2) from outside the Board who specialize in financial and accounting affairs. During the year 2023, the Committee held (11) meetings, and this Committee plays a fundamental and important role in assisting the Board of Directors to fulfill its statutory duties. During the year 2023 AD, the committee supervised and coordinated the company's internal and external audit operations with the aim of verifying the effectiveness and efficiency of internal control systems and procedures. The most prominent achievements of the committee during the year were the review of the company's quarterly and final accounts for the year 2023 AD with the external auditor and recommending to the Board of Directors for its approval.

Record of attendance at Audit Committee members' meetings during the year 2023:

The meeting	Date	Names of committee members					
		Yasser Suleiman Al-Aqeel	Khaled Abdul Aziz Al-Hoshan	In the name of Adnan Abu Al-Faraj	Rashid Suleiman Al-Rashid	Abdul Rahman Khaled Al-Sultan	Ahmed Abdullah Badris
		Chairman of the Committee	Member from outside the council	Member from outside the council	Member from outside the council	Member from outside the council	Member from outside the council
I	08/01/2023	√	√	√	◆		
II	22/03/2023	√		√	√		
II	30/03/2023	√		×	√	◆	
IV	18/05/2023	√		×	√		



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V	21/06/2023	√	▪	×	√		◆		
VI	28/07/2023	√				√		√	
VII	05/08/2023	√				√		√	
VIII	29/08/2023	√			••	√		√	
IX	11/09/2023	√				√		•••	√
X	20/09/2023	√				√		•••	√
XI	01/11/2023	√				√		•••	√

- ◆ He resigned from membership in the Audit Committee on 14/02/2023.
- ◆ He resigned from membership in the Audit Committee on 21/06/2023.
- ◆ It was not approved by the General Assembly held on 30/08/2023.
√ attended the meeting.
× Did not attend the meeting.
- ◆ Not assigned.

2) Nominations and Remuneration Committee:

The Remuneration and Nominations Committee was formed on 02/01/2012 AD, and its tasks and powers were approved by the (Thirty-Ninth) General Assembly, and the work regulations of the Nominations and Remuneration Committee were updated in accordance with the decision of the Forty-fifth Ordinary General Assembly dated 02/04/1439 AH corresponding to 20/12/2017 AD. The Remuneration and Nominations Committee was reconstituted in the minutes of the eleventh Board of Directors dated 10/06/2023 AD, and the committee's tasks include the following:

Nomination and rewards policy:

- 1- Proposing clear policies and standards for membership in the Board of Directors and Executive Management.
- 2- Recommending to the Board of Directors to nominate and re-nominate members in accordance with the approved policies and standards, taking into account not to nominate anyone who has previously been convicted of a crime involving breach of trust.
- 3- Preparing a description of the capabilities and qualifications required for membership in the Board of Directors and filling executive management positions.
- 4- Determine the time that a member must devote to the work of the Board of Directors.
- 5- Annual review of the necessary skills or experience needed for membership in the Board of Directors and executive management functions.
- 6- Reviewing the structure of the Board of Directors and Executive Management and making recommendations regarding changes that can be made.
- 7- Verifying annually the independence of independent members, and the absence of any conflict of interest if the member holds a membership in the board of directors of another company.
- 8- Develop job descriptions for executive members, non-executive members, independent members, and senior executives.
- 9- Establishing special procedures in the event that the position of a member of the Board of Directors or a senior executive becomes vacant.
- 10- Identify the weaknesses and strengths of the Board of Directors, and propose solutions to address them in a way that is consistent with the company's interest.
- 11- Prepare a clear policy for the remuneration of members of the Board of Directors and the committees emanating from the Board and Executive Management, and submit it to the Board



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of Directors for consideration in preparation for its approval by the General Assembly, provided that this policy takes into account following standards related to performance, disclosing them, and verifying their implementation.

- 12- Clarifying the relationship between the rewards granted and the applicable remuneration policy, and indicating any material deviation from this policy.
- 13- Periodically reviewing the remuneration policy and evaluating its effectiveness in achieving the desired goals.
- 14- Recommending to the Board of Directors the remuneration of members of the Board of Directors, its committees, and the company's senior executives in accordance with the approved policy.

Record of attendance at meetings of members of the Nominations and Remuneration Committee during the year 2023: -

The meeting	Date	Names of committee members				
		Abdul Rahman Ayed Al-Dahasi	Prince Mohammed bin Khalid bin Turki Al Saud	Hattan Hamid Al-Sharif	Iyad Mohammed Sheikh	Yasser Suleiman Al-Aqeel
		Chairman of the Committee	Committee member	Committee member	Committee member	Committee member
I	26/02/2023	◆	By scrolling	×	✓ ✓	◆
II	26/07/2023	By scrolling	×	◆	◆	By scrolling
II	16/08/2023	✓	×			✓
IV	04/09/2023	✓	×			✓
V	30/11/2023	✓	Did not attend			✓
VI	26/12/2023	✓	×			✓

✓ attended the meeting.

× Did not attend the meeting.

◆ Reconstitute the committee.

3) Investment Committee:

The Investment Committee searches for investment opportunities that are compatible with the company's articles of association to benefit from the company's cash funds, whether by increasing the company's ownership percentage in the companies currently invested in or entering as founders in new companies with economic feasibility from the investment opportunities and projects that are presented to the company by specialized financial bodies, determining their feasibility and presenting them to the Board of Directors. Management to take the appropriate decision regarding it. The Investment Committee was reconstituted in the minutes of the eleventh Board of Directors dated 06/10/2023 AD, and the work regulations of the Investment Committee were approved in accordance with the Board of



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Directors' decision issued on 26/05/1444 AH corresponding to 20/12/2022 AD. The committee's tasks include the following:

- 1- Preparing and formulate the company's investment policies and mechanisms that serve its interests, taking into account that they are logical and clear and submit them to the Board of Directors for approval.
- 2- Studying the investments offered to the company and assisting the Board of Directors in achieving the investment strategy and setting guidelines for investment activities.
- 3- Periodically reviewing the company's performance in accordance with investment policies and mechanisms, and evaluating their effectiveness in achieving the desired goals.
- 4- Providing periodic reports on all the work and procedures it has undertaken and submitting them to the Board of Directors.
- 5- Developing and monitoring the investment strategy for the company's overall performance, and managing its subsidiaries.
- 6-

Record of attendance at meetings of members of the Investment Committee during the year 2023 AD:

The meeting	Date	Names of committee members		
		Prince Mohammed bin Khalid bin Turki Al Saud	Fahd Abdul Rahman Al-Muaikel	Yasser Suleiman Al-Aqeel
		Chairman of the Committee	Committee member	Committee member
I	14/08/2023	▪	√	√

▪ delegate

√ attended the meeting.

4) Social Responsibility Committee:

The Social Responsibility Committee studies and approves how the company contributes socially and sets effective foundations and standards for it with the aim of enhancing the company's reputation and deepening the sense of social responsibility among the company, its employees, shareholders and society as a whole. The committee's tasks include the following:

- 1- Developing the foundations and standards of the company's social contribution.
- 2- Proposing and adopting programs that serve the community.
- 3- Discussing the proposed programs and approving their implementation.
- 4- Developing and following up programs that contribute to deepening the sense of social responsibility of the company and its employees.
- 5- Activating the company's role in adopting social responsibility policies, initiatives and programs towards its shareholders, customers, the environment and society as a whole with the aim of supporting and enhancing the company's reputation.
- 6- Supervising supported programs and evaluating the effectiveness of those programs.
- 7- Recommending whether to continue or stop support after the program ends.
- 8- Submitting recommendations to the company's Board of Directors regarding the company's annual social contribution budget.
- 9-



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Record of attendance at meetings of members of the Social Responsibility Committee during the year 2023 AD:

The meeting	Date	Names of committee members			
		Abdul Rahman Ayed Al-Dahasi	Iyad Mohammed Sheikh	Hattan Hamid Al-Sharif	Fahd Abdul Rahman Al-Muaikel
		Chairman of the Committee	Committee member	Committee member	Committee member
the first	16/04/2023	√	√♦	×	√

√ attended the meeting.

× did not attend the meeting

√♦ He resigned from the committee on 10/06/2023

Eight: The methods relied upon by the Board of Directors to evaluate its performance and the performance of its committees and members

No method has been applied for the year 2023 AD, adopted by the Board of Directors in evaluating its performance and the performance of its committees and members from any external party.

Nine: Disclosure of the remuneration of board members, committee members, and executive management

A- Remuneration of members of the Board of Directors: -

Name	Allowance for attending council meetings	Council membership remuneration	Annual bonuses	Any other compensation or benefits in kind	Total
Eng. Iyad Mohammed Msheikh	000.12	778.37	666.101	-	444,151
Eng. Hattan Hamed Al-Sharif	-	361.37	666.101	-	027.139
Prince Mohammed bin Khalid bin Turki Al Saud	000.9	000,50	666.101	-	666.160
Mr. Fahd Abdul Rahman Al-Muaikel	000.18	000.50	666.101	111.4	777.173
Mr. Yasser Suleiman Al-Aqeel	000.18	000.50	666.101	389.11	055.181
Eng. Abdul Rahman Ayed Al-Dahasi	000.18	000.50	666.101	-	666.169
Meqad bin Ibrahim Al-Otaibi	-	889.3	666.101	-	555.105
Total	000.75	028.279	662.711	500.15	190.081.1



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B- Committee members' remuneration:

Committee members	Annual committee reward	Instead of attending sessions	Total (SAR)
Members of the Investment Committee			
Prince Mohammed bin Khalid bin Turki Al Saud	-	-	-
Mr. Fahd Abdul Rahman Al-Muaiikel	-	500.1	500.1
Mr. Abdul Rahman Al-Dahasi	-	500.1	500.1
Members of the audit committee			
Mr. Yasser Suleiman Al-Aqeel	-	500.16	500.16
Mr. Khaled Abdel Aziz Al-Hoshan	-	-	-
Mr. Bassem Adnan Abu Al-Faraj	-	-	-
Mr. Abdul Rahman Khaled Al-Sultan	-	-	-
Mr. Ahmed Abdullah Badris	-	-	-
Members of the Nominations and Remuneration Committee			
Eng. Abdul Rahman Ayed Al-Dahasi	-	500.4	500.4
Prince Mohammed bin Khalid bin Turki Al Saud	-	-	-
Eng. Iyad Mohammed Msheikh	-	-	-
Eng. Hattan Hamed Al-Sharif	-	-	-
Mr. Yasser Suleiman Al-Aqeel	-	500.4	500.4
Members of the Social Responsibility Committee			
Eng. Abdul Rahman Ayed Al-Dahasi	-	500.1	500.1
Eng. Iyad Mohammed Msheikh	-	500.1	500.1
Eng. Hattan Hamed Al-Sharif	-	-	-
Mr. Fahd Abdul Rahman Al-Muaiikel	-	500.1	500.1

- Note 1: The committees' remuneration was disbursed with the amounts due for the year 2022 only
- Note 2: A member of the Board of Directors who participates in the committees emanating from the Board is entitled to a one-time annual reward stipulated in the regulations for the remuneration policy of the Board of Directors, its committees, and the executive management, whether the member participates in one committee or several committees.

C- Remuneration for senior executives: -

Below is a statement of the company's total payments to the company's senior executives, including the CEO and CFO:

SN	Fixed rewards				Indemnity	Reparations	Grand total (SAR)
	payroll	allowances	Benefits in kind	total			
CEO	961.242	039.85	-	000.328	750.13	000.832.1	750.173.2
CFO	961.242	220.62	-	000.328	-	-	000.240



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total summation	741.420	259.147	-	000.568	750.13	000.832.1	750.413.2
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Tenth: Disclosure of the remuneration of board members, committee members, and executive management

According to what was approved by the Ordinary General Assembly (fifty-second) held on 11/29/1443 AH corresponding to 06/28/2022 AD, which approved updating the remuneration policy regulations for the Board of Directors, its committees, and the executive management.

A) Remuneration for members of the Board of Directors:

- 1- The remuneration for members of the company's board of directors consists of a certain amount, an attendance allowance for sessions, an expense allowance, in-kind benefits, or a percentage of profits. It is permissible to combine two or more of these benefits, and not to exceed what is stipulated in the companies' law and regulations, in accordance with the table included in this policy. Any amendments made to this table later will be approved in accordance with the system.
- 2- This remuneration may be varied in light of a policy issued by the Remuneration and Nominations Committee and approved by the Assembly. The annual report of the Board of Directors to the General Assembly of Shareholders must include a comprehensive statement of all the remuneration, expense allowance, and other benefits received by members of the Board of Directors during the financial year, and it must also include: It shall include a statement of what members of the Council have received in their capacity as workers or administrators or for technical or administrative work or consultations (if any), and it shall also include a statement of the number of Council sessions and the number of sessions attended by each member from the date of the last meeting of the General Assembly.
- 3- In the event that the remuneration of members of the Board of Directors is a percentage of profits, the provisions of Paragraph (2) of Article (76) of the Companies Law (2) and Article (51) of the Company's Articles of Association must be taken into account, provided that the total rewards and benefits received by one Board of Directors member do not exceed Financial and in-kind, in all cases, an amount of (500,000) five hundred thousand Saudi riyals annually.
- 4- Ensure that the remuneration of independent board members is not a percentage of the profits achieved by the company or is based directly or indirectly on the company's profitability.

B) Remuneration of the Council Secretary:

The remuneration of the Council Secretary and the method of its disbursement shall be determined according to the applicable policy in this regard.

C) Remuneration for committee members:

- 1- With the exception of the Audit Committee, the Board of Directors determines and approves membership remuneration for its sub-committees, attendance allowances, and other entitlements based on the recommendation of the Remuneration and Nominations Committee.
- 2- Membership remuneration for these committees consists of bonuses, meeting attendance allowances, and other entitlements as described in this policy and in accordance with the schedule included therein.
- 3- Remuneration for membership in the Audit Committee is approved by the General Assembly of Shareholders based on the recommendation of the Board of Directors, according to the system.



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- 4- When forming the membership of the committees emanating from the Board of Directors, the number of committees that a Board member can occupy is taken into account so that the total remuneration that the member receives for his membership in the Board and the committees does not exceed the maximum limit stipulated in the Companies Law.
- 5- A member of the Board of Directors who participates in the committees emanating from it (including the Audit Committee) is entitled to the stipulated annual lump sum remuneration, whether the member participates in one committee or several committees.

D) Executive management remuneration: -

The Remuneration and Nominations Committee reviews the salary scale specified for all employees and senior executives and the incentive program and plans on an ongoing basis and approves them based on the recommendation of the executive management. The executive management's rewards include (basic salary - allowances - medical insurance - annual bonus - vacations - other benefits).

Eleven: Any penalty, penalty, precautionary measure, or precautionary restriction imposed on the company by the Authority or by any supervisory or regulatory body.

There is no penalty, penalty, precautionary measure, or precautionary restriction imposed on the company by the Authority or any supervisory, regulatory, or judicial body until the end of the fiscal year 2023 AD.

Twelve: Results of the annual review of the effectiveness of the company's internal control procedures, in addition to the audit committee's opinion on the adequacy of the company's internal control system.

Internal auditing is an independent, objective, confirmatory and advisory activity for the purpose of adding and improving the performance of the company's accounting work. Internal control helps the company achieve its goals by providing a regular basis for evaluating and improving the effectiveness of control. The company has relied on an internal control system that is commensurate with the nature of the company's work and activity, which depends on separating tasks and responsibilities, defining the competencies of the company's executive management, informing the audit committee of everything that contributes to improving the work of the company, and contributing to it in reviewing the initial and annual financial statements and implementing the recommendations issued by the Audit Committee in this regard.

Due to the importance of internal control in the company and its role in protecting the company's assets and property and achieving its objectives, the Board of Directors has approved assigning internal audit tasks to an internal audit office from outside the company (independent). The audit office has been assigned to carry out review tasks for all operations in the company with the aim of evaluating and improving the control and risk management processes and achieving Effective governance. The Audit Committee did not make any observations or submit any reports that revealed any defect in the company's internal control, but it saw the need to improve the governance of procedures, operations and risk management and ensure the application of effective and sound governance while preserving the company's assets and managing its risks.



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Thirteen: - The Audit Committee's recommendation regarding the extent of the need to appoint an internal auditor in the company

The Audit Committee saw the need to appoint an internal auditor for the company, as it recommended, on 15/06/2022, the appointment of an internal auditor office, and this was approved by the Board of Directors on 19/06/2022.

Fourteen: - The recommendations of the Audit Committee that there are conflicts between them and the decisions of the Board of Directors, or which the Board refused to take into account regarding appointing the company's auditor, dismissing him, determining his fees, evaluating his performance, or appointing the internal auditor, the justifications for those recommendations, and the reasons for not taking them into account.

No decisions inconsistent with the Audit Committee's recommendation have been issued by the Board of Directors and there is no guidance from the Audit Committee regarding the appointment and removal of the company's auditor.

Fifteen: -Details of the company's social contributions

- 1- The company donated an amount of (35,000) thirty-five thousand riyals to Al-Bir Charitable Society in Jeddah.
- 2- The company donated an amount of (35,000) thirty-five thousand riyals to Al-Wedad Association for Orphan Care.
- 3- The company donated an amount of (30,000) thirty thousand riyals for the Jood Housing subscription.

Sixteen: The date of the General Assembly of Shareholders held during the last fiscal year and the names of the Board of Directors members present

The Ordinary General Assembly of Shareholders held two meetings during the financial year ending on December 31, 2023 AD, in person and also through modern technological means (remotely), and the attendance of members was as follows:

Name	Assembly meeting on 22/06/2023 AD	Assembly meeting on 30/08/2023 AD
Eng. Iyad Mohammed Msheikh	attend	attend
Eng. Hattan Hamed Al-Sharif	Did not attend	Did not attend
Prince Mohammed bin Khalid bin Turki Al Saud	Did not attend	Did not attend
Mr. Fahd Abdul Rahman Al-Muaiikel	attend	Did not attend
Mr. Yasser Suleiman Al-Aqeel	attend	attend
Eng. Abdul Rahman Ayed Al-Dahasi	attend	attend

The most important decisions taken by the company's Board of Directors for the year 2023:

- 1- Restructuring the Chairman of the Board of Directors and his deputy.
- 2- Restructuring the Nominations and Remuneration Committee.
- 3- Restructuring the investment committee.
- 4- Approval of the minutes of the Social Responsibility Committee to donate to charitable organizations.



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- 5- The Board's approval, based on the financial management's recommendation, is to settle and amortize the previous years' profit differences and 2017 profit differences, and to spend and amortize the 2021 profit differences in order to preserve shareholders' rights.
- 6- Recommending to the General Assembly to pay dividends of (1) per share, with a total amount of 15 million riyals.
- 7- The Board approved by majority to appoint Khaled Mohammed Al-Qazlan as CEO of the company.
- 8- The Council's approval to adopt a list of powers and responsibilities for the executive management after a workshop was held and referred to the company's legal advisor for his comments, and it was approved by a majority on 30/06/2023.
- 9- The Council approved the appointment of Abdul Rahman Al-Sultan as a member of the Audit Committee based on the recommendation of the Second Nominations and Remuneration Committee on 26/07/2023 AD to complete the term of the resigned member.
- 10- The Council approved the appointment of Ahmed Badris as a member of the Audit Committee based on the recommendation of the Fourth Nominations and Remuneration Committee on 04/09/2023 AD to complete the term of the previous committee member.
- 11- The Council agreed to accept the resignation of Vice President Hattan Al-Sharif.
- 12- The Council approved the restructuring of the Board of Directors and the selection of Prince Mohammed bin Khalid as Chairman of the Board.
- 13- The Council approved the restructuring of the Board of Directors and the selection of Yasser Al-Aqeel as Vice Chairman of the Board.
- 14- The Council's approval to terminate the contract with CEO Khaled Al-Qazlan and appoint Osama Baaj as CEO.

Seventeen: The main activity of the company

The company's main activity includes carrying out petroleum work in all its branches and aspects of activity related to it, implementing water projects, land reclamation and all industrial and commercial works and projects, participating in establishing companies, buying and selling shares, and carrying out any other investment work. The company's activity is currently limited to investing in local companies.

Eighteen: A description of the company's main types of activities, their impact on the company's business volume, and their contribution to the results

The company's various activities contributed to achieving revenues during the year ending December 31, 2023 AD (the fiscal year is 12 months) and had a positive impact on the company's business volume.

Nineteen: A description of the company's important plans and decisions for its business for the year ending 2023 AD

- 1- Saudi Arabian Refineries Company Sarco announced that its Board of Directors has accepted the resignation of Board Member Mr. Makad Ibrahim Al-Otaibi, (non-executive) from his membership in the Board of Directors and the committees emanating from it for the current session that began on 01/05/2021 AD and ends on 30/04/2024 AD, in the minutes of the Board of Directors issued by circulation on 04/04/1444 AH corresponding to 26/01/2023 AD, provided that the resignation is effective from the date of completion of the signing of the minutes by the majority on 29/01/2023 AD.
- 2- Saudi Arabian Refineries Company SARCO announced the resignation of the Audit Committee member, Mr. Khaled Abdulaziz Al-Hoshan - who submitted his resignation from the Audit



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Committee membership (an independent member from outside the Board) on 22/07/1444 AH corresponding to 13/02/2023 AD, in implementation of the text of paragraph (g) From Article Fifty-One of the Corporate Governance Regulations issued by the Capital Market Authority, which stipulates that an audit committee member must not serve as a member of audit committees in more than five joint-stock companies listed on the market at the same time. The resignation was accepted according to the minutes of the Board of Directors issued by circulation on 23/07/1444 AH corresponding to 14/02/2023 AD, provided that the resignation is effective from the date of completion of the signing of the minutes by the majority on 15/02/2023 AD.

- 3- Saudi Arabian Refineries Company SARCO announced the appointment of Mr. Rashid Sulaiman Al-Rasheed as an independent member of the Audit Committee (a member from outside the Board) starting from 01/03/2023 AD, until the end of the current session on 30/04/2024 AD, according to the minutes of the Board of Directors issued by circulation. On 09/08/1444 AH corresponding to 01/03/2023 AD, provided that this appointment is presented to the first meeting of the company's general assembly for approval.
- 4- On 30/03/2023 AD, the Saudi Arabian Refineries Company SARCO announced its annual financial results ending on 31/12/2022 AD.
- 5- Saudi Arabian Refineries Company SARCO announced the recommendation of the Board of Directors, in its minutes issued by circulation on Wednesday 07/09/1444 AH corresponding to 29/03/2023 AD, to the next ordinary general assembly to pay cash dividends for the fiscal year 2022 AD to shareholders.
- 6- Saudi Arabian Refineries Company SARCO announced that the Board of Directors had issued its decision (by circulation) on 25/09/1444 AH corresponding to 16/04/2023 AD, appointing Mr. Khalid Mohammed Al-Qazlan as the CEO of the company, effective from 17/04/2023 AD, wishing him success in achieving the company's goals, developing its performance and growing its business.
- 7- On 23/05/2023 AD, the Saudi Arabian Refineries Company SARCO announced the preliminary financial results for the period ending on 31/03/2023 AD (three months).
- 8- Saudi Arabian Refineries Company SARCO announced on 01/06/2023 AD, inviting its esteemed shareholders to participate and vote in the Ordinary General Assembly meeting (first meeting) scheduled to be held at eight o'clock in the evening on Thursday 04/12/1444 AH corresponding to 22/06/2023 AD. Through modern technological means using my trading system.
- 9- On 22/06/2023 AD, the Saudi Arabian Refineries Company SARCO announced the resignation of the Audit Committee member, Mr. Basem Adnan Abu Al-Faraj, who submitted his resignation from the Audit Committee membership (an independent member from outside the Board) on 19/06/2023 AD, for the following reasons:
 - A. Trying to influence and direct implicitly and repeatedly to adopt unprofessional decisions that do not serve the interest of the company, including, but not limited to, contracting with a company to play the role of internal auditor at a higher price than the other applicants despite the presence of those who are lower in price and better technically in the field, and when they begin their work, the weakness of the reports submitted is revealed. One of them professionally.
 - B. The unprofessionalism of some reports issued by the committee.



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The resignation was accepted according to the minutes of the Board of Directors issued by circulation on 21/06/2023 AD, provided that this resignation takes effect from that date and after verifying the validity of the submitted resignation.

10- On 02/07/2023 AD, the Saudi Arabian Refineries Company SARCO announced the results of the ordinary general assembly meeting (second meeting), which was held on Thursday 12/04/1444 AH, corresponding to 22/06/2023 AD, through modern technological means using the Tadawulati website. The quorum for the second meeting was completed with an attendance rate of 3.82%, as the quorum for the second meeting is the presence of any number of company shares.

11- On 13/08/2023 AD, the Saudi Arabian Refineries Company SARCO announced that it was unable to publish the financial statements for the six-month period ending on June 30, 2023 AD, on the specified date, due to a matter beyond its control, which is the failure to approve the company's general assembly, which was held on 22/06/2023 AD, to appoint the company's auditor from among the candidates, and the company has called for an upcoming general assembly to appoint the company's auditor from among the candidates. The company would also like to clarify that the procedures for suspending trading in listed securities will be implemented in accordance with the listing rules approved by the Capital Market Authority's Board Resolution No. (1-10-2019) dated 24/05/1440 AH corresponding to 30/01/2019 AD, and announced on the (Tadawul) website) on March 25, 2019 AD.

12- The Saudi Arabian Refineries Company SARCO announced on 27/08/2023 AD, and with reference to the Saudi Arabian Refineries Company's announcement on the website of the Saudi Stock Exchange Company (Tadawul) on 20/01/1445 AH corresponding to 07/08/2023 AD, regarding the invitation to attend the Ordinary General Assembly meeting (the meeting The first) scheduled to be held, God willing, at exactly six thirty in the evening on Wednesday 14/02/1445 AH corresponding to 30/08/2023 AD, through modern technological means using the Tadawulati platform. The Saudi Arabian Refineries Company is pleased to announce to the shareholders the start of electronic voting (Remote voting) on the items of the Ordinary General Assembly meeting, starting from one o'clock in the morning on Sunday, 11/02/1445 AH, corresponding to 27/08/2023 AD, until the end of the meeting time on Wednesday, 14/02/1445 AH, corresponding to 30/08/2023 AD.

13- On 31/08/2023 AD, the Saudi Arabian Refineries Company SARCO announced the results of the Ordinary General Assembly meeting (the second meeting), which was held on Wednesday 14/02/1445 AH, corresponding to 30/08/2023 AD, through modern technological means using the Tadawulati website, where it was completed. The quorum for the second meeting was 9.85%, as the quorum for the second meeting is the presence of any number of company shares. The results of the meeting were as follows:

A- Approval to appoint Al-Sayed Al-Ayouti & Partners Company as the company's auditor from among the candidates based on the recommendation of the Audit Committee, in order to examine, review and audit the financial statements for the second, third and annual quarters of the fiscal year 2023 AD, and the first quarter of the fiscal year 2024 AD, and determine his fees.

B- Disagreeing with the Board of Directors' decision to appoint Mr. Abdul Rahman Khaled Al-Sultan (a member from outside the Board) as a member of the Audit Committee, starting from the date of his appointment on 26/07/2023, and until the end of the current committee's term on April 30, 2024, in place of the previous committee member. Mr. Bassem Adnan



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Abu Al-Faraj (Independent Member), provided that the appointment is effective from the date of the recommendation decision issued on 26/07/2023 AD, and this appointment comes in accordance with the work regulations of the Audit Committee.

- 14- The Saudi Arabian Refineries Company SARCO announced on 10/09/2023 AD, the appointment of Mr. Ahmed Abdullah Badris as an independent member of the Audit Committee (a member from outside the Board) starting from 05/09/2023 AD until the end of the current session on 30/04/2024 AD, in the minutes of the Board of Directors issued by circulation on 20/02/1445 AH corresponding to 05/09/2023 AD, provided that this appointment is presented to the first meeting of the company's general assembly for approval.
- 15- Saudi Arabian Refineries Company SARCO announced on 12/09/2023 AD. About the preliminary financial results for the period ending on 30/06/2023 (six months).
- 16- On September 27, 2023 AD, the Saudi Arabian Refineries Company SARCO announced that it had received letters from some shareholders who own (10%) or more of the company's capital requesting a vote on the dismissal of the Board of Directors in its current session and holding a general assembly to vote and elect board members. New management. Accordingly, the company will take the necessary legal measures regarding the aforementioned requests, and any developments in this regard will be announced in due course.
- 17- On 01/10/2023 AD, the Saudi Arabian Refineries Company SARCO announced that the Board had accepted the resignation of the Vice Chairman of the Board of Directors, Engineer Hattan Hamid Al-Sharif, (non-executive) from his membership in the Board of Directors and the committees emanating from it for the current session that began on 01/05/2021 AD and expires on 30/04/2024 AD, according to the minutes of the Board of Directors issued by circulation on 15/03/1445 AH corresponding to 30/09/2023 AD, provided that the resignation is effective from the date of the minutes.
- 18- The Saudi Arabian Refineries Company SARCO announced on 01/10/2023 AD that the members of the Board of Directors decided, in their meeting held on Saturday 15/03/1445 AH, corresponding to 30/09/2023 AD, that the Chairman of the Board of Directors and his deputy would be re-elected as follows:
 - A- Appointment of Prince Mohammed bin Khalid bin Turki Al Saud (non-executive) as Chairman of the Board of Directors.
 - B- Appointment of Mr. Yasser Suleiman Al-Aqeel (independent) as Vice Chairman of the Board of Directors.
- 19- The Saudi Arabian Refineries Company SARCO announced on 10/10/2023 AD, that the members of the Board of Directors decided, in their meeting held on Saturday 15/03/1445 AH, corresponding to 30/09/2023 AD, to terminate the contract with the CEO, Mr. Khalid Mohammed Al-Qazlan, effective from the date of 30/09/2023 AD. /09/2023AD, assigning Mr. Osama Baaj, who currently holds the position of CFO of the Saudi Arabian Refineries Company, to carry out executive management work until a new CEO of the company is appointed.
- 20- On 04/10/2023 AD, the Saudi Arabian Refineries Company SARCO announced that its Board of Directors had accepted the resignation of Board Member Engineer/ Iyad Mohammed Mushaikh (independent) from his membership in the Board of Directors and the committees emanating from it for the current session that began on 01/05/2021 AD and will end. On 30/04/2024 AD, by the Board of Directors' decision emanating from the Board of Directors



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meeting held on 18/03/1445 AH corresponding to 03/10/2023 AD, provided that the resignation is effective from the date of the decision.

- 21- The Saudi Arabian Refineries Company SARCO announced on 29/10/2023 AD, that, with reference to the company's announcement on 12/03/1445 AH, corresponding to 27/09/2023 AD, that it had received letters from some shareholders who own (10%) of the company's capital requesting a general assembly of shareholders meeting to vote on the dismissal of members of the Board of Directors in its current session and open the door for nominations for membership in the Board of Directors, the opening of nominations for membership in the Board of Directors for the next session. Eight members will be elected to the Board of Directors at the next General Assembly meeting, which will be announced later after obtaining the necessary approvals.
- 22- On 29/10/2023 AD, the Saudi Arabian Refineries Company SARCO announced an additional announcement regarding the opening of nominations for membership in the Board of Directors, referring to the Saudi Arabian Refineries Company's announcement of the opening of nominations for membership in the Board of Directors for the next session. Please find attached the required forms.
- 23- On 06/11/2023 AD, the Saudi Arabian Refineries Company announced the preliminary financial results for the period ending on 30/09/2023 AD (nine months).

Twenty: Information related to any risks the company faces and the policy of managing and monitoring these risks

Since the company's profits depend mainly on the results and profits achieved by the companies in which the company contributes, the Saudi Arabian Refineries Company (SARCO), whether these contributions are capital or securities (stocks), it is difficult to predict the results of the business of the next fiscal year, which ends on December 31, 2023 AD, and these risks as a whole represent the risks that companies operating in the field of petrochemicals may face from the fluctuation of raw material prices, the decrease in demand for these products in some periods, and the intensity of competition in the markets. 2023 AD witnessed a noticeable fluctuation in the activity of associates, subsidiaries, and investees, which positively affected the financial results of some companies in which the company contributes, and negatively affected others.

Twenty-one: - The company's financial results

- A) The following is a statement of the company's business results for the last five years and a table comparing the financial statements for these years according to the company's external auditor's report:

Statement of financial position (in Saudi riyals)	December 31 2023 AD	December 31 2022 AD	December 31 2021 AD	December 31 2020 AD	December 31 2019 AD
assets					
Current assets					
Cash and its equivalent	39,882,410	54,005,474	30,425,868	30,657,331	36,310,138
Prepaid expenses and other debit balances	7,736,516	367,385	495,685	8,587,390	12,393,315
Total current assets	47,618,926	54,372,859	30,921,553	39,244,721	48,703,453



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Non-current assets					
Investments in equity instruments at fair value through other comprehensive income	343,908,35 3	341,405,02 7	483,049,97 9	429,933,58 1	367,949,64 7
Investments in Associates - net	49,610,116	49,352,494	49,378,292	49,359,105	48,309,359
Property and equipment-Clear	37,830	46,775	56,330	57,203	59,310
Intangible assets-Clear	38,829	57,031	71,592	-	-
Total non-current assets	393,595,12 8	390,861,32 7	532,556,19 3	479,349,88 9	416,318,31 6
Total assets	441,214,05 4	445,234,18 6	563,477,74 6	518,594,61 0	465,021,76 9
Liabilities and shareholders' equity					
Liabilities are current					
Creditors Shareholders	2,279,917	2,838,155	2,415,472	3,860,902	3,985,260
Accruals and other current liabilities	3,921,983	2,089,782	396,192	5,462,974	5,389,559
Zakat provision	878,330	1,437,887	450,500	334,198	1,143,433
Total current liabilities	7,080,230	6,365,824	3,262,164	9,658,074	10,518,252
Liabilities are non-current					
Defined benefit obligations to employees	122,492	47,509	680,764	612,259	541,546
Total non-current liabilities	122,492	47,509	680,764	612,259	541,546
Shareholders' equity					
capital	150,000,00 0	150,000,00 0	150,000,00 0	150,000,00 0	150,000,00 0
Regular reserve	31,693,154	30,922,990	28,099,984	27,440,761	26,102,735
Valuation reserve for investments in equity instruments at fair value through other comprehensive income	217,162,33 1	214,659,00 6	356,303,95 7	301,906,34 8	245,932,38 3
Retained earnings	35,155,847	43,238,857	25,130,877	28,977,168	31,926,853
Proposed profits to be distributed	-	-	-	-	-
Total shareholders' equity	434,011,33 2	438,820,85 3	559,534,81 8	508,324,27 7	453,961,97 1



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Total liabilities and shareholders' equity	441,214,054	445,234,186	563,477,746	518,594,610	465,021,769
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b) Income statement for the last five years:

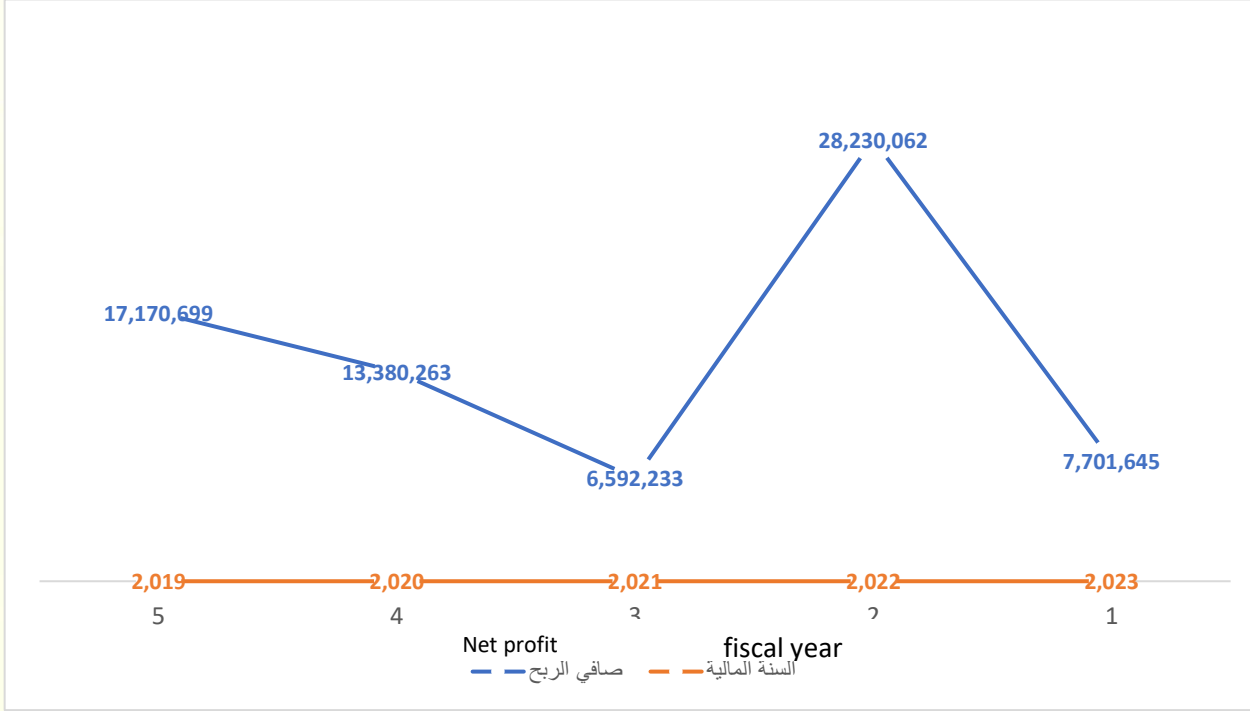
Income statement (in Saudi Riyals)	December 31, 2023 AD	December 31, 2022 AD	December 31, 2021 AD	December 31, 2020 AD	December 31, 2019 AD
Investment income	15,362,270	34,478,958	8,099,667	15,777,542	22,798,404
The company's share of business results (associated companies)	236,855	(124,784)	78,784	1,047,918	(1,814,678)
General and administrative expenses	(6,544,470)	(4,737,272)	(2,858,781)	(2,789,658)	(3,138,400)
Expected credit losses	-	(304,570)	-	-	-
Custom drop investment	-	-	-	-	-
Allocations that have served no purpose	-	-	1,529,119	-	-
Other income	324,449	372,268	310,367	303,060	467,462
Net profit before legal zakat	9,379,104	29,684,600	7,159,156	14,338,862	18,312,788
General zakat	(1,677,461)	(1,454,538)	(450,500)	(334,198)	(1,142,089)
Zakat for previous years	-	-	(116,423)	(624,401)	-
Net profit for the year	7,701,643	28,230,062	6,592,233	13,380,263	17,170,699
Earnings per share	0.51	1.88	0.44	0.89	1.14



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c) The graphical chart shows the amount of change in net profits during the last five years:



Twenty-two: Geographical analysis of year's revenues 2023 AD

Statement	Profit
Dividends distributed by the Saudi Group Company	15,194,480
Dividends distributed from the Southern Region Cement Company	102,566
Dividends distributed by Saudi Aramco	65,095
ACWA Power Company profits	129
Profits from contributions to the Arab Tank Company	236,855
Other income	324,448
Total	15,923,573

Twenty-three: - The following statement explains the material differences in this year's operational results compared to the results of the previous year

The statement	2023 AD	2022 AD	the change	Percentage of change
Investment income	15,362,270	34,478,958	(19,116,688)	(56%)
The company's share of the results of the business of associates and subsidiaries	236,855	(124,784)	361,639	290%
Other income	324,448	372,267	(47,819)	(13%)



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Total revenue	15,923,573	34,726,441	(18,802,868)	(55%)
General and administrative expenses	(6,544,467)	(4,737,272)	(1,807,195)	38%
Expected credit losses	-	(304,570)	-	-
Operating profit	9,379,104	29,684,600	(20,305,496)	(70%)
General zakat and differences in zakat from previous years	(1,677,461)	(1,454,538)	(222,923)	16%
Net profit	7,701,645	28,230,062	(20,528,417)	(73%)
Earnings per share	0.51	1.88	(1.37)	(73%)

The most important differences between 2022 AD and 2023 AD as follows:

- 1- A decrease in investment revenues by 56% due to the size of the amount of dividends from the Saudi Industrial Investment Group Company (an invested company) between 2022 and 2023.
- 2- Achieving profits from the company's share of the business results of subsidiaries (the Arab Tank Company) by 290% over the previous year.

Twenty-four: - An explanation of any discrepancy from the accounting standards approved by the Saudi Organization for Certified Public Accountants

In accordance with the provisions and regulations of the Capital Market Authority issued on 25/08/1429 AH corresponding to 27/08/2008 AD, which stipulates the issuance of financial statements in accordance with International Financial Reporting Standards (IFRS), the company confirms that the financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and not in accordance with the accounting standards of the Saudi Organization for Certified Public Accountants.

Twenty-Five: - The name of each subsidiary, its capital, the company's ownership percentage in it, and its main activity

Subsidiary company name	Its capital (riyals)	Ownership percentage	The main activity
Al Sadu Investment Company	5,000,000	100%	Real estate and financial activities, financial technology, tourism services, general construction activities, mining and quarrying
Arab Tank Company Limited	90,677,400	27%	Storing, mixing, packing and preserving chemical, petrochemical, petroleum and petroleum products for others

Twenty-six: - Details of shares and debt instruments issued to each subsidiary company

The company acknowledges that it has no debt instruments issued by its subsidiaries.

Twenty-seven: - A description of the company's policy in distributing stock dividends

In accordance with the text of Article (51) of the company's bylaws, which stipulates: "The company's annual net profits shall be distributed after deducting all expenses and other costs, including the legally imposed zakat, in the following manner:



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1. Set aside (10%) of the net profits to form the company's statutory reserve. The Ordinary General Assembly may decide to stop this set aside when the aforementioned reserve reaches (30%) of the paid-up capital.
2. The Ordinary General Assembly may, based on the proposal of the Board of Directors, set aside a certain percentage of net profits to form a contractual reserve to be allocated for the purposes determined by the Assembly.
3. The Ordinary General Assembly may decide to form other reserves, to the extent that serves the interest of the company or ensures the distribution of fixed profits as much as possible to shareholders. The aforementioned assembly may also deduct amounts from the net profits to establish social institutions for the company's employees or to assist existing ones.
4. From the remainder, a percentage representing (5%) of the company's paid-up capital will then be distributed as a first payment to shareholders. The Ordinary General Assembly may also decide to distribute dividends to shareholders from the balance of retained profits.
5. Taking into account the provisions stipulated in Article (Thirty) of this Articles of Association, and Article Seventy-Six of the Companies Law, after the above, a percentage (7.5%) of the remainder shall be allocated to reward members of the Board of Directors, provided that the entitlement to this reward is proportional to the number of the held sessions attended by the member.
6. The remainder is then distributed to shareholders as an additional share in profits.
7. The Ordinary Assembly may decide to distribute interim dividends to its shareholders on a quarterly or semi-annual basis, and it may authorize the Board of Directors to do so pursuant to a resolution determined annually.

Twenty-eight: - A description of any interest in the class of shares entitled to vote belonging to persons (other than members of the company's board of directors, senior executives and their relatives) who informed the company of those rights in accordance with Article Forty-Five of the Registration and Listing Rules, and any change in those rights during the last fiscal year.

The company acknowledges that there are no changes in voting rights because it has not been notified by any investor other than members of the Board of Directors, senior executives, their spouses, and their minor children of any change in interest related to the class of shares entitled to vote during the last current fiscal year.

- Taking into account that there are no shares in the name of the wives or minor children of the Board members and senior executives as of 31/12/2023 AD.
- No person or entity informed the company of any interest they have in the class of voting shares during the fiscal year 2023.
- The company did not issue or grant debt instruments convertible into shares, any option rights, subscription rights memorandums, conversion rights, or similar rights during the fiscal year 2023.

Twenty-nine: - A description of any interest, contractual securities, and subscription rights belonging to members of the company's board of directors, senior executives, and their relatives in the shares and debt instruments of the company or any of its subsidiaries, and any change in that interest or those rights during the last fiscal year.

Ownership of shares by members of the Board of Directors:

The following table shows a statement of the shares owned by members of the Board of Directors:



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Name	Statement	December 31, 2023 AD	December 31, 2022 AD	Percentage of change	Percentage of capital he owns (%)
Eng. Iyad Mohammed Msheikh	-	0	10	(100%)	0
Eng. Hattan Hamed Al-Sharif	-	-	-	0	0
Prince Mohammed bin Khalid bin Turki Al Saud	-	10,697	10,697	0	0.071313
Mr. Fahd Abdul Rahmann Al-Ma'ikael	-	1	1	0	0
Mr. Yasser Suleiman Al-Aqeel	-	2,134	2,134	0	0.014226
Eng. Abdul Rahmann Aayed Al-Dahasi	-	70	70	0	0.000466

Thirty: Information related to any loans owed by the company, a statement of the total indebtedness of the company and its subsidiaries, and any amounts paid by the company in repayment of loans during the year.

The company did not obtain any bank loans or facilities during the year 2023.

Thirty-one: A description of the categories and numbers of any transferable debt instruments and any contractual securities, subscription rights memorandums, or similar rights issued or granted by the company during the fiscal year.

The company acknowledges that it does not have any transferable debt instruments and any contractual securities, subscription rights memoranda or similar rights issued or granted by the company during the fiscal year.

Thirty-two: A description of any transfer or subscription rights under transferable debt instruments, contractual securities, subscription right memorandums, or similar rights issued or granted by the company.

The company acknowledges that it does not have any transfer or subscription rights under transferable debt instruments, contractual securities, subscription right memorandums, or similar rights issued or granted by the company during the financial year ending on December 31, 2023 AD.

Thirty-three: A description of any redemption, purchase or cancellation by the company of any redeemable debt instruments and the value of the remaining securities

The company acknowledges that it did not redeem, purchase, or cancel any redeemable debt instruments during the financial year ending on December 31, 2023.

Thirty-four: Record of Board of Directors meetings

The company's Board of Directors held twenty-five meetings during the financial year ending on December 31, 2023, and the attendance of members was as follows: -



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The meeting	date	audience	Members' names					
			Iyad Moham med Sheikh	Hattan Hamid Al-Sharif	Prince Mohammed bin Khalid bin Turki Al Saud	Fahad Abdul Rahmann Al-Ma'ikael	Yasser Suleiman Al-Aqeel	Abdul Rahmann Aye d Al-Dahasi
I	26/01/2023	by pass	☑	☒	☑	☒	☑	☑
II	14/02/2023	by pass	☑	☒	☑	☒	☑	☑
III	01/03/2023	by pass	☑	☒	☑	☒	☑	☑
IV	09/03/2023	by pass	☑	☒	☑	☒	☑	☑
V	14/03/2023	by pass	✓	×	✓	✓	✓	✓
VI	29/03/2023	by pass	☑	☒	☑	☑	☑	☑
VII	16/04/2023	by pass	☑	☒	☑	☒	☑	☑
VIII	01/05/2023	by pass	✓	◆	◆	✓	✓	✓
IX	21/05/2023	by pass	☑	☒	☑	☒	☑	☑
X	28/05/2023	by pass	✓	×	◆	✓	✓	✓
XI	10/06/2023	by pass	✓	×	◆	✓	✓	✓
XII	21/06/2023	by pass	☑	☒	☒	☒	☒	☑
XIII	30/06/2023	by pass	☑	☒	☒	☒	☑	☑
XIV	20/07/2023	by pass	☒	☒	☒	☑	☑	☑
XV	26/07/2023	by pass	☑	☒	☒	☒	☑	☑
XVI	30/07/2023	by pass	☑	☒	☒	☒	☑	☑
XVII	05/09/2023	by pass	☑	☒	☒	☒	☑	☑
XVIII	11/09/2023	by pass	☑	☒	☑	☒	☑	☑
XIX	30/09/2023	remote	×	to resign	✓	✓	✓	✓
XX	03/10/2023	remote	to resign	to resign	✓	✓	✓	✓
XXI	09/10/2023	by pass	to resign	to resign	☑	☑	☑	☑
XXII	25/10/2023	by pass	to resign	to resign	☑	☑	☒	☑
XXII	30/10/2023	by pass	to resign	to resign	☑	☑	☑	☑
XXIV	06/11/2023	by pass	to resign	to resign	☑	☑	☑	☑
XXV	31/12/2023	by pass	to resign	to resign	☑	☑	☑	☑

clarification:	✓	×	◆	☑	☒
	attend	Did not attend	Delegate	Attend by pass	did not attend by pass

Thirty-five: - The company's requests for the shareholders' register

The number of company requests for the shareholders' register	The date of application	Reasons for request
i.	21/06/2023	Company procedures
ii.	21/06/2023	Company procedures
iii.	22/06/2023	Works of the General Assembly
iv.	04/07/2023	Earnings file
v.	07/08/2023	Other
vi.	30/08/2023	Company procedures
vii.	30/08/2023	Works of the General Assembly
viii.	17/09/2023	Corporate procedures
ix.	26/09/2023	Corporate procedures
x.	26/09/2023	Corporate procedures



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xi.	18/10/2023	Corporate procedures
xii.	18/10/2023	Corporate procedures
xiii.	31/12/2023	Corporate procedures

Thirty-six: A description of any deal between the company and a related party

The Company acknowledges that there is no transaction between the Company and a related party.

Thirty-seven: Information related to any business or contracts to which the company is a party, and in which there is or was an interest for a member of the company's board of directors, its senior executives, or any person related to any of them, which includes the names of those involved in the business or contracts, and the nature of these business or contracts, their conditions, duration and amount

The company acknowledges that there are no business or contracts for any member of the Board of Directors or senior executives.

Thirty-eight: A statement of any arrangements or agreement under which a member of the company's board of directors or a senior executive waived any remuneration.

The Company acknowledges that there are no arrangements or agreement entered into under which a member of the Board of Directors or a senior executive waived any remuneration.

Thirty-Nine: A statement of any arrangements or agreement under which one of the company's shareholders waived any rights to profits

The Company acknowledges that there are no arrangements or agreements entered into under which a shareholder waives any rights to profits.

Forty: A statement of the value of the statutory payments made and due to pay any zakat, taxes, fees, or any other dues that have not been paid until the end of the annual financial period, with a brief description of them and an explanation of their reasons.

The company does not have any financial dues to government agencies in terms of loans or debts except for the following payments:

Type of payments	What was paid during the year	Allocated movement		The allocation balance at the end of the year (Riyal)
		Component allocator the beginning of the year	Additions during the six	
Zakat and Income	(2,237,018)	1,437,887	1,677,461	878,330
General Organization for Social Insurance	(113,261)	4,855	124,246	15,840
Labor office fees	12,900	-	-	-



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Forty-One: A statement of the value of any investments or reserves established for the benefit of the company's employees

Statement	Total
End of service benefits	122,490
CEO compensation	1,832,000
Total	1,954,490

Forty-two: Board of Directors Declarations

The Board of Directors approves:

- 1- The account records were prepared correctly.
- 2- The internal control system was prepared on sound foundations and implemented effectively.
- 3- There is no significant doubt about the company's ability to continue its activity.

Forty-three: Any reservations included in the auditor's report on the annual financial statements and their reasons

The company's ordinary general assembly, held on 08/30/2023, approved the appointment of the auditor of Al-Sayed Al-Ayouti & Partners Certified Public Accountants (for the fiscal year 2023), and the company's certified public accountant's report did not include any reservations on the annual financial statements.

Forty-four: Board of Directors' recommendation regarding the auditor

The company acknowledges that the Board of Directors did not recommend changing the auditor before the end of his appointment period.

Forty-five: Disclosing details of the treasury shares held by the company and details of the uses of these shares

The Company acknowledges that it has no treasury shares held by the Company.

In conclusion, the Board of Directors extends its sincere thanks and appreciation to the government of the Custodian of the Two Holy Mosques King Salman bin Abdulaziz Al Saud (may God protect him) for its continued support for the advancement of all sectors of the state, including the national economy. The Board of Directors also extends its thanks and appreciation to all shareholders for the trust they have given us, and we hope that we will always live up to their expectations.

God grants success,

Board of Directors