



ANNUAL REPORT 2024

Annual Report
Of the Board of Directors
Al Khaleej Training and
Education Company

For the company's business in the fiscal
year ending on 31/12/2024G

Alkhaleej  الخليج
Training and Education للتدريب والتعليم

About US :

Our journey began with a dream and commitment to be partners in building individuals, providing support throughout their educational and professional journey. Over the past thirty years, we have become – and continue to be – the preferred choice for training and education in KSA.

Our inception in 1993 started with a single training institute in Riyadh, and today, we have expanded to numerous branches dedicated to both men and women, spread across 18 locations throughout the Kingdom. Additionally, we have more than 10 national and international schools, along with several specialized companies in services, business solutions, contact centers, employment, and business development.

Our Sectors

1



Training

Al-Khaleej Training and Education operates 300 training centers across 18 institutes in Saudi Arabia, serving 5,000 corporate clients and over 50,000 individuals annually. With an 11-year track record, we deliver innovative business solutions across sectors through our subsidiaries Al-Khaleej Al-Raa'da, Jobzella, and Kawader For Recruitment.

2



Education

Al-Khaleej Training and Education Company operates a network of Rowad Al-Khaleej International and National Schools across more than 10 locations in Saudi Arabia. We also have a significant share in renowned private schools like Al-Roqi, Al-Rriyadah, and Al-Faisaliah. Our schools excel in special education departments, particularly for Autism and ADHD, with top experts on staff. Committed to providing comprehensive educational services, we aim to nurture future leaders.

3



Call Centers

With 15 years of experience and a global ranking as the top provider of outsourcing and contact center services in the Middle East and Africa, Smart Link, a subsidiary of Al-Khaleej Training and Education Group, is among the strongest 100 companies in the Arab world according to Forbes magazine. Smart Link specializes in providing telecommunications and outsourcing services across the Middle East and Africa.



Crown prince

Prince Mohammed Bin Salman

May Allah protect him

“

Our first wealth, which is not equalized by any other wealth, is our ambitious people: the majority of whom are youth. They are the pride of our country and the guarantee of its future, with Allah's help.

”



Custodian of the Two Holy Mosques King Salman Bin Abdulaziz

May Allah protect him

“

My first goal is for our country to be a successful model and a pioneering nation in the world in all aspects, and I will work with you to achieve this.

”





Chairman's Statement

The valued shareholders of Al Khaleej Training and Education Company

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

It gives me immense pleasure to present to you personally and on behalf of the members of the Board of Directors of Al Khaleej Training and Education members, the annual report of the Board of Directors of Al Khaleej Training and Education Company for the fiscal year ending on 31/12/2024G, which reports to the company's valuable shareholders the company's business and results during the year 2024G. The report highlights the company's most important achievements during that period in terms of training, education, and call centers. The report also sheds light on the company's performance, the audited annual financial statements and their accompanying notes, and the auditor's report for that period. The report also includes an adequate summary of the implementation of the Corporate Governance Regulations, information about the members of the board of directors and the committees emanating from the board, in addition to the goals and future plans for all segments of the company.

We affirm the continuous support of the company's board of directors to the company's management to achieve its vision and future goals and facilitate its mission so that the company can continue its expansion plans in its various fields, whether in training, education or call centers.

The company's management is striving hard to improve the company's performance to reach the desired goals through the company's plans and strategy, which aim at continuous growth and achieving good and satisfactory results for all of the company's shareholders. We also give our utmost attention to the development of systems and control procedures to improve performance and develop the work environment by keeping pace with modern administrative and technical methods, in addition to strengthening the culture of institutional work and benefiting from investment-related initiatives in various sectors, especially the training and education sector, as provided by Vision 2030.

We look forward to working with our employees across the company, our partners, local communities, and all stakeholders to ensure the sustainable development of the training, education, and call center sector in Saudi Arabia.



This report has been prepared in accordance with the requirements of the Corporate Governance Regulations, Registration, and Listing Rules issued by the Capital Market Authority, Saudi Companies Law, the company's articles of association, and the regulatory controls and procedures issued in the implementation of the Companies Law for Listed Joint Stock Companies.

I would like to take this opportunity to thank all competent authorities who licensed the company's activities represented by the General Organization for Technical and Vocational Training, Ministry of Education, Ministry of Commerce and Industry, Capital Market Authority, the Stock Exchange Company (Tadawul) and all relevant stakeholders for their cooperation and constant encouragement to us.

Thanks are due to all our valued customers and shareholders for their precious trust in the management of Alkhaleej Training and Education Company, and I also thank the members of the Board of Directors for their continuous guidance and efforts in drawing the company's strategy.

In conclusion, I extend my sincere thanks and appreciation to colleagues in the executive management and all departments of the company for their sincere efforts and hard work to achieve more effort and giving to reach the company's goals and achieve its vision, looking forward to more successes during the year 2025.

We pray to God Almighty to protect our dear country with the blessing of security and safety and to preserve for us the leader of our march and renaissance, the Custodian of the Two Holy Mosques King Salman bin Abdulaziz Al Saud, and his faithful Crown Prince, His Royal Highness Prince Mohammed bin Salman bin Abdulaziz Al Saud.

**Chairman of the Board of Directors
Abdulaziz bin Rashid Al-Rashed**

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Applied Non-applied provisions of the Governance Regulations issued by the CMA, and reasons for non-compliance.

Al Khaleej Training and Education Company applies all mandatory provisions contained in the Corporate Governance Regulations amended by Capital Market Authority Board Resolution No. 8-5-2023 dated 25/06/1444 H corresponding to 18/01/2023 AD based on the Companies Law issued by Royal Decree No. M/132 dated 01 /12/1443 AH corresponding to 30/06/2022 AD, with the exception of some indicative provisions described below:

Article No.	Paragraph No.	Text of Article / Paragraph	Reasons for non-Compliance
Article 37	Paragraph 1:2	<p>Training:</p> <p>The Company shall pay adequate attention to the training and preparation of the Board members and the Executive Management, and shall develop the necessary programmers required for the same, taking the following into account:</p> <ol style="list-style-type: none">1. Preparing programmers for the recently-appointed Board members and Executive Management to familiarize them with the progress of the Company's business and activities, particularly the following:<ol style="list-style-type: none">a. the strategy and objectives of the Company;b. the financial and operational aspects of the Company's activities;c. the obligations of the Board members and their duties, responsibilities and rights.d. the duties and competencies of the committees of the Board.2. Establishing the necessary mechanisms for all members of the Board of Directors, members of committees, and executive management to obtain training programs and courses on an ongoing basis; In order to develop their skills and knowledge in areas related to the company's activities.	<p>This clause has not been applied since it is for guiding purposes only, but it will be considered in the future.</p>
Article 39	Paragraph e & f	<p>The Assessment:</p> <ol style="list-style-type: none">e. The Board shall carry out the necessary arrangements to obtain an assessment of its performance from a competent third party every three years.f. Non-Executive Directors shall carry out a periodic assessment of the performance of the chairman of the Board after getting the opinions of the Executive Directors, without the presence of the chairman of the Board in the discussion on this matter, provided that weaknesses and strengths shall be identified and a solution shall be proposed for the same in the best interests of the Company.	<p>This clause has not been applied since it is for guiding purposes only, but it will be considered in the future.</p>
Article 67	0	<p>Composition of the Risk Management Committee:</p> <p>The Company's Board shall, by resolution therefrom, form a committee to be named the "risk management committee". Chairman and majority of its members shall be Non-Executive Directors. The members of that committee shall possess an adequate level of knowledge in risk management and finance.</p>	<p>This clause has not been applied since it is for guiding purposes only, but it will be considered in the future.</p>

<p>Article 68</p>	<p>Paragraph 1:12</p>	<p>Competencies of the Risk Management Committee: The competences of the risk management committee shall include the following:</p> <ol style="list-style-type: none"> 1. Develop a comprehensive risk management strategy and policies commensurate with the nature and size of activities The company, verifying its implementation, reviewing and updating it based on internal and external variables For the company. 2. Determining and maintaining an acceptable level of risk that may be faced by the Company and ensuring that the Company does not go beyond such level; 3. Ensuring the feasibility of the Company continuation, the successful continuity of its activities and determining the risks that threaten its existence during the following twelve (12) months; 4. Overseeing the Company’s risk management system and assessing the effectiveness of the systems and mechanisms for determining and monitoring the risks that threaten the Company in order to determine areas of inadequacy therein; 5. Regularly reassessing the Company’s ability to take risks and be exposed to such risks (through stress tests as an example) 6. Preparing detailed reports on the exposure to risks and the recommended measures to manage such risks, and presenting them to the Board; 7. Providing recommendations to the Board on matters related to risk management 8. Ensuring the availability of adequate resources and systems for risk management; 9. Reviewing the organizational structure for risk management and providing recommendations regarding the same before approval by the Board; 10. Verifying the independence of the risk management employees from activities that may expose the Company to risk; 11. Ensuring that the risk management employees understand the risks threatening the Company and seeking to raise awareness of the culture of risk; and 12. Reviewing any issues raised by the audit committee that may affect the Company’s risk management. 	<p>This clause has not been applied since it is for guiding purposes only, but it will be considered in the future.</p>
<p>Article 69</p>	<p>0</p>	<p>Meetings of the Risk Management Committee: The risk management committee shall convene periodically at least once every six months, and as may be necessary.</p>	<p>This clause has not been applied since it is for guiding purposes only, but it will be considered in the future.</p>
<p>Article 82</p>	<p>Paragraph 1:3</p>	<p>Employee Incentives: The Company shall establish programmes for developing and encouraging the participation and performance of the Company’s employees. The programmes shall particularly include the following:</p> <ol style="list-style-type: none"> 1. Forming committees or holding specialized workshops to hear the opinions of the Company’s employees and discuss the issues and topics that are subject to important decisions. 2. Programs for granting employees shares in the company or a share of the profits it achieves and retirement programs, and establishing an independent fund to spend on these programs. 3. Establishing social organizations for the benefit of the Company’s employees. 	<p>This clause has not been applied since it is for guiding purposes only, but it will be considered in the future.</p>

Company's Compliance with Governance Regulations

The company was keen to fully comply with the rules of corporate governance, as the Board of Directors established a governance system for the company that complies with the provisions of the Corporate Governance Regulations issued by the Capital Market Authority on 16/05/1438 AH corresponding to 13/02/2017 AD and its amendments, which includes the rules and standards regulating the management of the company and Ensures the protection of shareholders' rights and the rights of stakeholders, Accordingly, the company approved its governance regulations and policies from the Board of Directors and the General Assembly of Shareholders in accordance with the Companies Law and the regulations and instructions of the Capital Market Authority, and upon the issuance of the Capital Market Authority Council Resolution No. 8 - 5-2023 dated 25/06/1444 AH corresponding to 18/01/2023 AD. Regarding the amendment of some articles of the Corporate Governance Regulations based on the Companies Law issued by Royal Decree No. M/132 dated 01/12/1443 AH corresponding to 30/06/2022 AD. The company has updated all of its governance regulations to comply with the amended Company Governance Regulations.

Based on the above, the Board of Directors has established policies and procedures that ensure the company's respect for the rules and regulations and its commitment to disclosing essential information to shareholders, creditors and other stakeholders based on what is stipulated in the Corporate Governance Regulations, and based on the text of Article Ninety-One of the Corporate Governance Regulations issued by the Capital Market Authority. The company has committed to all terms and paragraphs of the mandatory articles of the governance regulations, as follows:

Rights of Shareholders and General Assembly:

The Company has been keen to allow all shareholders to exercise their regulatory rights to obtain dividends or a share of the company's assets, in the event of liquidation. They have been allowed to attend shareholders' assemblies, participate in their deliberations, vote on their decisions, dispose of shares, monitor the work of the board, file liability lawsuits against board directors, and inquire and request information that does not harm the company or contravene with the capital market system and its implementing regulations.

Shareholders' access to information:

The Company makes all information fully accessible to all shareholders, without discrimination, in accordance with the policies of disclosure of major developments, financial data, and performance reports, in accordance with the legal requirements, applicable regulations, and instructions received from the competent authorities, to enable the shareholders to fully exercise their rights. Such information has always been complete, accurate, and regularly updated on the specified dates on the Saudi Stock Exchange's (Tadawul) website, the company's website.

Risk management:

The Company regards risk management as part and parcel of the activities and decision-making process. The company realizes the importance of the effective role of risk management in achieving its current and future success. The company is seeking to strike an acceptable balance between risks and profits, while striving to achieve its vision. Risk management is a vital part of the company's internal control functions and its governance arrangements. One of the benefits of risk management is that it has a logical, systematic method to contextualize, identify, analyze, evaluate, address, monitor, and report risks in a manner that allows the company to make appropriate decisions and respond in a timely manner to risks as they arise.

Policies and procedures related to disclosure and transparency:

Disclosure and transparency policies are part and parcel of the company's Corporate Governance Regulation. The board has established written policies and procedures regarding disclosure and transparency, which ensure fairness while providing the appropriate information on the appropriate time to investors to help them make investment decisions based on correct, complete information. Such policies also ensure that the information is not leaked to some investors while not reaching others. The company is committed to the policies and procedures established by the board, based on the relevant systems, the instructions received from the CMA, and the competent authorities, in order to enhance the level of disclosure and transparency.

Al Khaleej Training and Education Company posts the quarterly and annual financial results on the Saudi Stock Exchange's (Tadawul) website during the statutory periods of publication and on the company's website. The company also publishes all the information related to the statutory disclosures or major developments in a timely manner. The company is always working to enhance the level of disclosure through the nature, type, and timing of information disclosed, while continuing to enrich the company's website with all the information that might help all stakeholders acquaint with the company's activities and the developments of its works, to make successful investment decisions.



The following is a statement of the company's disclosures on the Saudi Stock Exchange's (Tadawul) website and the company's website in 2024.

03/01/2024

Al Khaleej Training and Education Company announces to its shareholders the date of the start of electronic voting on the items of the Ordinary General Assembly meeting (first meeting) through modern technology means.

09/01/2024

Al Khaleej Training and Education Company announces the results of the Ordinary General Assembly Meeting (first meeting).

12/02/2024

Al Khaleej Training and Education Company announces the appointment of the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, the Secretary of the Board, the formation of committees, and the appointment of company representatives.

12/02/2024

Al Khaleej Training and Education Company announces the appointment of members of the Audit Committee.

13/02/2024

Addendum announcement from Al Khaleej Training and Education Company regarding the announcement of the Board of Directors' recommendation regarding transferring the company's statutory reserve to retained earnings.

19/02/2024

Al Khaleej Training and Education Company invites its shareholders to attend the Extraordinary General Assembly meeting (first meeting) via modern technology.

26/02/2024

Alkhaleej Training and Education Company announces the Recent developments regarding the announcement of the Company for the signing of a (non-binding) memorandum of understanding with Adwaa Al-Hidaya Private Schools Company for Boys and Girls (a Saudi closed joint stock company).

05/03/2024

Al Khaleej Training and Education Company announces to its shareholders the date of the start of electronic voting on the items of the Extraordinary General Assembly meeting (first meeting) through modern technology means.

05/03/2024

Al Khaleej Training and Education Company announces to its shareholders the date of the start of electronic voting on the items of the Extraordinary General Assembly meeting (first meeting) through modern technology means.

13/03/2024

Al Khaleej Training and Education Company announces the results of the Extraordinary General Assembly meeting (First meeting).

25/03/2024

Al Khaleej Training and Education Company announces the Board of Directors' recommendation not to distribute cash dividends to shareholders for the fiscal year 2023.

30/03/2024

Alkhaleej Company for Training & education announces signing a lease contract for an educational & residential complexes with Multinational Educational Company.

31/03/2024

Al Khaleej Training and Education company announces the signing of a share purchase agreement to acquire controlling stakes in Adhwa'a Al-Hidaya Private Schools Company for Boys and Girls by way Capital increase through the issuance of shares to the selling shareholders of the Adhwa'a Al-Hidaya Private Schools Company for Boys and Girls (a Saudi closed joint stock company).

09/05/2024

Alkhaleej Training and Education Co. announces its Interim Financial results for the Period Ending on 2024-03-31 (Three Months).

14/05/2024

Alkhaleej Training and Education Co. Board invites its shareholders to attend the Ordinary General Assembly Meeting the (First Meeting).

16/05/2024

Alkhaleej Training and Education Co. Announces the Decrease of its Accumulated Losses to 6 % of the Capital.

29/05/2024

Al Khaleej Training and Education Company announces to its shareholders the date of the start of electronic voting on the items of the Ordinary General Assembly meeting (first meeting) through modern technology means.

06/06/2024

Al Khaleej Training and Education Company announces the results of the ordinary General Assembly meeting (First meeting).

01/08/2024

Alkhaleej Training and Education Co. announces its Interim Financial results for the Period Ending on 2024-06-30 (Six Months)

27/08/2024

Al Khaleej Training and Education Company announces the signing of a contract with the Tawuniya Insurance Company (related party).

29/08/2024

Addendum announcement from Al Khaleej Training and Education Company regarding the signing of a share purchase agreement to acquire a controlling stake in Adhwa'a Al-Hidaya Private Schools Company for Boys and Girls by way Capital increase through the issuance of shares to the selling shareholders of the Adhwa'a Al-Hidaya Private Schools Company for Boys & Girls(a Saudi closed joint stock compan).

05/09/2024

Al khaleej Training and Education Company announces the latest developments regarding the share purchase agreement to acquire 80% of the shares of Adwaa Al-Hedaya Private Schools for Boys and Girls by increasing its capital through the issuance of new shares with the shareholders of Adwaa Al-Hedaya Private Schools for Boys and Girls (a Saudi closed joint-stock company).

09/09/2024

Al-Khaleej Training and Education Company announces the latest developments regarding a share purchase agreement to acquire 80% of the shares of Adwaa Al-Hidaya Schools Company for Boys and Girls by increasing its capital through the issuing of new shares to the shareholders of Adwaa Al-Hidaya Schools Company for Boys and Girls.

03/11/2024

Alkhaleej Training and Education Co. announces its Interim Financial results for the Period Ending on 2024-09-30 (Nine Months).

07/11/2024

AlKhaleej Training and Education Company announces the sale of the entire shares and branches of the Spectrum Wellness and VOG beauty salons for Women.

02/12/2024

Al Khaleej Training and Education Company Announces the Signing of a Non-Binding Memorandum of Understanding to Operate an Educational Complex in Jeddah with Koushan Real Estate Development Company.

03/12/2024

Alkhaleej Training and Education Company announces that it has obtained a long-term entity rating of «A- with Stable outlook and short term entity rating of "R2» from the Financial Analytics Company (RATING).

16/12/2024

Al-Khaleej Training and Education Company Announces the completion of Issuance of Licenses for Rawad Al-Khaleej Schools - Al-Ahsa (related party).

18/12/2024

AlKhaleej Training and Education Company has announced the signing of a school's accreditation agreement with the Education and Training Evaluation Commission.

30/12/2024

Al-Khaleej Training and Education Company announces the latest developments regarding the share purchase agreement to acquire 80% of the shares of Adwaa Al- Hedaya Private Schools for Boys and Girls by increasing its capital through the issuance of new shares with the shareholders of Adwaa AL- Hedaya Private Schools for Boys and Girls (a Saudi closed joint-stock company).



2

Names of members of board directors, committees, and executive management and their current and previous positions, qualifications, and experience:

1. Board Members



Mr. Abdulaziz bin Rashid Abdul Rahman Al-Rashed

Chairman of the Board.

Current position:

Chairman of the Board Directors of Al-Rashed Group of Companies.

Previous position:

Board Member Banque Saudi Fransi.

Qualifications:

Bachelor of Business Administration - Werner Pacific University.

Experience:

50 years of experience in investment management.



Mr. Naif bin Saleh Abdulaziz Al-Rajhi

Vice Chairman of the Board.

Current position:

Chairman and CEO of Naif Al Rajhi Investment Company.

Previous position:

Chairman and CEO of Naif Al Rajhi Investment Company.

Qualifications:

High School in Sharia Sciences.

Experience:

21 years of experience in real estate and financial investments, establishing companies, funds, partnerships, and acquisitions.



Eng. Alwaleed bin Abdulrazak Saleh Al-Dereyaan

Board Member.

Current position:

Chairman of the Board Directors of Mutakamela Insurance Company.

Previous position:

CEO - Alkhaleej Training and Education Company.

Qualifications:

Master of Electrical Engineering - University of Wisconsin.

Experience:

39 years of experience in business administration, training, education, and information technology.



Dr. Abdullah Bin Saghir Mohammed Al-Husseini

Board Member.

Current position:

Dean of Student Affairs - Professor of Accounting and Auditing - Prince Sultan National University in Riyadh.

Previous position:

Professor of Accounting and Auditing at Prince Sultan National University in Riyadh.

Qualifications:

PhD in Financial Accounting and Auditing from the University of Kent UK.

Experience:

32 years of experience in the field of financial accounting, auditing, financial and tax consulting.



Mr. Abdulmalik Bin Abdulrahman Abdullah Al-sheikh

Board Member.

Current position:

Consultant.

Previous position:

Senior Advisor at the Saudi Monetary Agency.

Qualifications:

Bachelor of Computer Engineering from King Saud University.

Experience:

32 years of experience in the field of software and network development, project management, and development of Saudi network systems for payment systems.



Eng. Mohammed bin Hamad Al-Quraisha

Board Member.

Current position:

Senior Executive General Manager of Sales of Main Accounts and Companies at Tawuniya Insurance Company.

Previous position:

Executive Vice President of Sales of Main Accounts and Companies at Tawuniya Insurance Company.

Qualifications:

MBA from the University of Business and Technology.

Experience:

24 years of experience in general management, portfolio management, and strategic planning.



Dr. Abdulkareem bin Hamad Abdulkareem Al-Najidi

Board Member.

Current position:

Co-Founder & Chairman - Asas Gulf Capital Company.

Previous position:

Member of the Board of Directors of the Arab Company for Education and Training.

Qualifications:

PhD in Applied Linguistics from Oklahoma State University, USA.

Experience:

21 years of experience in public administration and a board of directors in more than one company.

2. Members of committees:

Nominations & Remuneration Committee



Mr. Abdulmalik Abdulrahman Abdullah Al-Sheikh

Chairman of the Committee.

Current position:

Consultant.

Previous position:

Senior Advisor at the Saudi Monetary Agency.

Qualifications:

Bachelor of Computer Engineering from King Saud University.

Experience:

32 years of experience in the field of software and network development, project management, and development of Saudi network systems for payment systems .



Eng. Alwaleed bin Abdulrazak Saleh Al-Dereyaan

Committee Member.

Current position:

Chairman of the Board Directors of Mutakamela Insurance Company.

Previous position:

CEO - Alkhaleej Training and Education Company.

Qualifications:

Master of Electrical Engineering - University of Wisconsin.

Experience:

39 years of experience in business administration, training, education, and information technology.



Dr. Abdullah Bin Saghir Mohammed Al-Husseini

Committee Member.

Current position:

Dean of Student Affairs - Professor of Accounting and Auditing - Prince Sultan National University in Riyadh.

Previous position:

Professor of Accounting and Auditing at Prince Sultan National University in Riyadh.

Qualifications:

PhD in Financial Accounting and Auditing from the University of Kent UK.

Experience:

32 years of experience in the field of financial accounting, auditing, financial and tax consulting.



Eng. Mohammed bin Hamad Al Quraisha

Committee Member.

Current position:

Senior Executive General Manager of Sales of Main Accounts and Companies at Tawuniya Insurance Company.

Previous position:

Executive Vice President of Sales of Main Accounts and Companies at Tawuniya Insurance Company.

Qualifications:

MBA from the University of Business and Technology.

Experience:

24 years of experience in general management, portfolio management, and strategic planning.

Executive Committee



Mr. Naif bin Saleh Abdulaziz Al-Rajhi

Chairman of the Committee.

Current position:

Chairman and CEO of Naif Al Rajhi Investment Company.

Previous position:

Chairman and CEO of Naif Al Rajhi Investment Company.

Qualifications:

High School in Sharia Sciences.

Experience:

21 years of experience in real estate and financial investments, establishing companies, funds, partnerships, and acquisitions.



Mr. Abdulaziz bin Rashid Abdulrahman Al-Rashed

Committee Member.

Current position:

Chairman of the Board Directors of Al-Rashed Group Companies.

Previous position:

Board Member - Banque Saudi Fransi.

Qualifications:

Bachelor of Business Administration - Werner Pacific University.

Experience:

50 years of experience in investment management.



Eng. Alwaleed bin Abdulrazak Saleh Al-Dereyaan

Committee Member.

Current position:

Chairman of the Board Directors of Mutakamela Insurance Company.

Previous position:

CEO - ALKhaleej Training and Education Company.

Qualifications:

Master of Electrical Engineering - University of Wisconsin.

Experience:

39 years of experience in business administration, training, education, and information technology.



Dr. Abdulkareem Hamad Abdulkareem Al-Najidi

Committee Member.

Current position:

Co-Founder & Chairman - Asas Gulf Capital Company.

Previous position:

Member of the Board of Directors of the Arab Company for Education and Training.

Qualifications:

PhD in Applied Linguistics from Oklahoma State University, USA.

Experience:

21 years of experience in public administration and a board of directors in more than one company.



Eng. Hatem bin Abdul Razzaq Saleh Al-Dereyaan

Committee Member.

Current position:

CEO - ALKhaleej Training and Education Company.

Previous position:

Deputy CEO of ALKhaleej Training and Education Company.

Qualifications:

Doctor of Business Administration.

Experience:

36 years of experience in the field of training and technology sector.

Audit Committee



Dr. Abdullah bin Saghir Mohammed Al-Husseini

Chairman of the Committee.

Current position:

Dean of Student Affairs - Professor of Accounting and Auditing - Prince Sultan National University in Riyadh.

Previous position:

Professor of Accounting and Auditing at Prince Sultan National University in Riyadh.

Qualifications:

PhD in Financial Accounting and Auditing from the University of Kent UK.

Experience:

32 years of experience in the field of financial accounting, auditing, financial and tax consulting.



Dr. Abdulkareem bin Hamad Abdulkarim Al-Najidi

Committee Member.

Current position:

Co-Founder & Chairman - Asas Gulf Capital Company.

Previous position:

Member of the Board of Directors of the Arab Company for Education and Training.

Qualifications:

PhD in Applied Linguistics from Oklahoma State University, USA.

Experience:

21 years of experience in public administration and a board of directors in more than one company.



Mr. Nabeel bin Ali Hassan Shoaib

Committee Member.

Current position:

Board Member of Al Rajhi Takaful Company. Board Member of Gulf International Bank - Saudi Arabia Audit committee at Tatimah Capital.

Previous position:

Global Head HSBC Amanah and Chief Operating Officer and Deputy CEO of HSBC Saudi Arabia.

Qualifications:

Holds a General Certificate of Education from London and CME1 certificate from the Capital Market Authority.

Experience:

He has over 35 years of experience in the banking sector at [Saudi First Bank], where he held several leadership positions. He also has over 10 years of experience as a board member and audit committee member.



Mr. Khalid bin Mohammed Abdulrahman Al-Eid

Committee Member.

Current position:

General Manager of Internal Audit And a member of audit committees in several bodies.

Previous position:

Risk Advisory Manager at KPMG Saudi Arabia.

Qualifications:

Master of Business Administration Degree From the University of Manchester UK.

Certified from the Saudi Organization for Certified Public Accountants.

Experience:

Over 17 years of experience in auditing, internal auditing, and conversion to international standards (IFRS) and a member of audit committees in more than one entity.

3- Executive management:



Eng. Hatem bin Abdul Razzaq Saleh Al-Dereyaan

Current position:

CEO.

Previous position:

Deputy CEO of ALKhaleej Training and Education Company.

Qualifications:

Doctor of Business Administration.

Experience:

36 years of experience in the field of training and technology sector.



Mr. Sherif Esmat Abdel Samie Hussein

Current position:

CFO.

Previous position:

Chief Financial Officer - Eid Medical Company.

Qualifications:

Bachelor of Commerce - Accounting Major.

Fellowship of the American Society of Auditors Fellowship of the American Association of Management Accountants.

Experience:

33 years of experience in the field of financial accounting and auditing.



Mr. Ismail bin Ahmed Al Hussein

Current position:

Senior Vice President for Training Sector.

Previous position:

Vice President for Training Sector.

Qualifications:

Bachelor of Accounting.

Experience:

26 years of experience in the training sector.



Mr. Mohammed bin Abdullah bin Fawaz Al-Murshid

Current position:

Senior Vice President for the education sector.

Previous position:

Head of Education Sector at Ibn Rushd Educational Company.

Qualifications:

Bachelor of Arabic Language.

Experience:

34 years of experience in the education sector.



3

Names of companies inside and outside the KSA, in which a director or a manager of the company are members of their board, currently or previously.

S/N	Name of member	Names of companies in which a director is a current board member or a manager	Inside/ outside KSA	Legal entity	Names of Companies in Which a Director Has Previously Served as a Board Member or a Manager	Inside/ outside KSA	Legal entity
1	Mr. Abdulaziz bin Rashid Abdul Rahman Al-Rashed	AlRashed Group Company	Inside	Not listed	Al-Khaleej Computers and Electronic Systems	Inside	Listed
		Abana Group Company for Projects	Inside	Not listed	Alshifa Medical Syringe Manufacturing Company	Inside	Not listed
		AL-Eayah Medical EST for Trade	Inside	Not listed	Banque Saudi Fransi (BSF)	Inside	Listed
		Al-Falak Electronic Equipment and Supplies Company	Inside	Not listed			
		Wellness	Inside	L.L.C			
2	Mr. Naif bin Saleh Abdulaziz Al-Rajhi	Naif Al Rajhi Investment Company	Inside	L.L.C	First Sky Contracting Company	Inside	L.L.C
		Fairmont Ramla Serviced Residences	Inside	L.L.C			
		Ramadi Company Ltd.	Inside	L.L.C	United Technical Construction Contracting Company	Inside	L.L.C
		Seventh of October Investment Company	Inside	L.L.C			
		Naif Saleh Al Rajhi Real Estate Company	Inside	L.L.C	Tashkeel Union Company Ltd	Inside	L.L.C
		Memaar Development & Investment Company	Inside	Not listed			
		Irada Riyadh Investment and Real Estate Development Company	Inside	L.L.C	Noor Union Investment Company	Inside	L.L.C
		Saleh Abdulaziz Al Rajhi & Partners Company	Inside	L.L.C			
		Awfa Investment Company	Inside	Not listed	Safety Alliance Company Ltd.	Inside	L.L.C
		Barakat Al Bader Real Estate Company	Inside	L.L.C			
		Wellness	Inside	L.L.C			

S/N	Name of member	Names of companies in which a director is a current board member or a manager	Inside/ outside KSA	Legal entity	Names of Companies in Which a Director Has Previously Served as a Board Member or a Manager	Inside/ outside KSA	Legal entity
3	Eng. Alwaleed bin Abdulrazak Saleh Al-Dereyaan	Mutakamela Insurance Company	Inside	Listed	Arabian Cement Company	Inside	Listed
		Malaz Financial Company	Inside	Not listed			
		AL-Eayah Medical EST for Trade	Inside	Not listed			
		Saudi NetWorks Services Company	Inside	Listed			
		Wellness	Inside	L.L.C			
4	Dr. Abdullah bin Saghir Muhammad AlHusseini	Mutakamela Insurance Company	Inside	Listed	Al-Babtain Power and Telecom Company	Inside	Listed
		Saudi NetWorks Services Company	Inside	Listed			
		Deutsche Alkhaleej Finance Company	Inside	Not listed			
5	Mr. Abdul Malik bin Abdul Rahman Abdullah Al Sheikh	Data Science Information Technology Company	Inside	Not listed	N/A	-	-
		Nebras Financial Systems Company	Inside	Not listed			
		Wafi Fintech Company	Inside	Not listed			
		Geidea Technology Company	Inside	Not listed			
6	Eng. Mohammed bin Hamad Al-Quraisha	Umm Al-Qura Cement Company	Inside	Listed	N/A	-	-
7	Dr. Abdulkareem bin Hamad Abdulkareem Al-Najidi	Al Jazira Takaful Cooperative Company	Inside	Listed	Abdullah Al Othaim Markets Company	Inside	Listed
		Obeikan Glass Company	Inside	Listed			
		Nayifat Finance	Inside	Listed	Yaqeen Financial Funds	Inside	Not listed
		Wabra Water Purification Company	Inside	Not listed			
		ASAS Gulf Capital Company	Inside	Not listed			



4

Board's composition and classification of directors:

S/N	Name of director	Position	Classification
1	Mr. Abdulaziz bin Rashid Abdul Rahman Al-Rashed	Board Chairman	Non-executive
2	Mr. Naif bin Saleh Abdulaziz Al-Rajhi	Deputy Board Chairman	Non-executive
3	Eng. Alwaleed bin Abdulrazak Saleh Al-Dereyaan	Director	Non-executive
4	Dr. Abdullah Bin Saghir Mohammed Al-Husseini	Director	Independent
5	Mr. Abdulmalik Bin Abdulrahman Abdullah Al-sheikh	Director	Independent
6	Eng. Mohammed bin Hamad Al-Quraisha	Director	Non-executive
7	Dr. Abdulkareem bin Hamad Abdulkareem Al-Najidi	Director	Independent



5

Procedures & Actions taken by the Board to inform its members (especially the non-executives) of the shareholders' proposals and comments regarding the company and its performance:

The board of directors has not received any remarks from the shareholders regarding the company and its performance. The board always makes sure that the majority of the directors, especially non-executives, attend the general assembly meetings to listen to the shareholders' questions, inquiries, and recommendations regarding the company and its performance, respond to them, and document them in the minutes of the assemblies.



6

Brief description of the Main Board Committees' Functions and responsibilities:

Nomination and Remuneration Committee

Brief description of the competencies and tasks of the committee:

1. Proposing clear policies and criteria for membership in the Board of Directors and the Executive Management.
2. Recommending the Board of Directors to nominate and re-nominate members in accordance with the approved policies and standards, taking into account not to nominate any person previously convicted of a breach of trust.
3. Preparing a description of the capabilities and qualifications required for membership of the Board of Directors and occupying executive management positions.
4. Annually reviewing the necessary needs for skills or appropriate expertise for membership of the Board of Directors and executive management functions.
5. Review the structure of the Board of Directors and the Executive Management and make recommendations regarding changes that can be made.
6. Establish special procedures in the event of a vacancy in the position of a Board of Directors or senior executives member.
7. Determining the weaknesses and strengths of the Board of Directors, and proposing solutions to address them in line with the company's interest.
8. Preparing a clear policy for the remuneration of the members of the Board of Directors and the committees emanating from the Board and the executive management, and submitting it to the Board of Directors for consideration in preparation for its approval by the General Assembly.
9. Clarifying the relationship between the rewards granted and the applicable rewards policy, and indicating any material deviation from this policy.
10. Periodically reviewing the rewards policy, and evaluating its effectiveness in achieving its intended goals.
11. Recommending to the Board of Directors the remuneration of the members of the Board of Directors.

S/N	Names of Nomination and Remuneration Committee members	Type of Membership	Number of meetings, their dates, and attendance record			
			By presence		Passing decisions	
			First	Second	First	Second
			25/03/2024	25/09/2024	30/04/2024	14/05/2024
1	Mr. Abdulmalik Bin Abdulrahman Abdullah Al-sheikh	Committee Chairman	✓	✗	Ⓢ	Ⓢ
2	Eng. Alwaleed bin Abdulrazak Saleh Al-Dereyaan	Member	✓	✓	Ⓢ	Ⓢ
3	Dr. Abdullah Bin Saghir Mohammed Al-Husseini	Member	✓	✓	Ⓢ	Ⓢ
4	Eng. Mohammed bin Hamad Al-Quraisha	Member	✓	✓	Ⓢ	Ⓢ



Attended in person



Attended by delegating another board director



Did not attend



Passed decisions

Executive Committee

Brief description of the competencies and tasks of the committee:

1. Supervise the company's strategic plans and study the proposals submitted by the executive management regarding the company's vision and mission.
2. Verify the soundness of the implementation of the company's strategy and its effectiveness in achieving the desired goals.
3. Recommending entering into investment projects and new participations or acquiring companies related to the company's activity.
4. Review the periodic reports submitted by the company's management related to achieving the company's objectives or business.
5. Follow up the implementation of all projects of the company and discuss the obstacles encountered in their implementation and clarify their causes and ways to address them.
6. Study the topics referred to the Committee by the Board of Directors and take appropriate decisions thereon if authorized by the Board to do so.

S/N	Names of Executive Committee members	Type of Membership	Number of meetings, their dates, and attendance record			
			By presence			Passed decisions
			First	Second	Third	0
			12/03/2024	25/03/2024	25/09/2024	0
1	Mr. Naif bin Saleh Abdulaziz Al-Rajhi	Committee Chairman	✓	✓	✓	0
2	Mr. / Abdulaziz bin Rashid Abdul Rahman Al-Rashed	Member	✓	✓	✓	0
3	Eng. Alwaleed bin Abdulrazak Saleh Al-Dereyaan	Member	✓	✓	✓	0
4	Dr. Abdulkareem bin Hamad Abdulkareem Al-Najidi	Member	✓	✓	✓	0
5	Eng. Hatem bin Abdul Razzaq Saleh Al-Dereyaan	Member	✓	✓	✓	0



Attended in person



Attended by delegating another board director



Did not attend



Passed decisions

Audit Committee

Brief description of the competencies and tasks of the committee:

1. Supervising the Internal Audit Department of the company.
2. Reviewing the internal control system and submitting a written report reflecting the committee's opinion and recommendations.
3. Reviewing the internal audit reports.
4. Following up on the works of the chartered accountants.
5. Reviewing the audit plan with the chartered accountant.
6. Reviewing the adopted accounting policies and submitting the committee's opinion and recommendations regarding them.
7. Review the interim and annual financial statements before submitting them to the board of directors and submitting the committee's opinion and recommendation.
8. Reviewing the remarks of the chartered accountant regarding the financial statements and following up on what has been done about them.

S/N	Names of Audit Committee members	Type of Membership	Number of meetings, their dates, and attendance record																		
			1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19
			11/02/2024	18/02/2024	05/03/2024	09/03/2024	13/03/2024	19/03/2024	23/03/2024	30/03/2024	06/04/2024	24/04/2024	29/04/2024	08/05/2024	02/06/2024	21/07/2024	31/07/2024	29/10/2024	02/11/2024	28/11/2024	26/12/2024
1	Dr. Abdullah bin Saghir Mohammed Al-Husseini	Committee Chairman	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
2	Dr. Abdulkareem bin Hamad Abdulkarim Al-Najidi	Member		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
3	Mr. Nabil bin Ali bin Hassan Shuaib	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
4	Mr. Khalid bin Mohammed Abdulrahman Al-Eid	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓



Attended in person



Attended by delegating another board director



Did not attend



Passed decisions



7

Methods used by the board of directors to evaluate its performance, the performance of its committees, directors, and the third party that carried out the evaluation:

Completely not applicable. The process of evaluating the performance of the Board of Directors, its committees, and its directors is carried out according to the evaluation form proposed by the Nomination and Remuneration Committee and approved by the Board of Directors of the company. The form came into effect starting from 2018. The directors of the board take part in the evaluation process by expressing their opinions on the performance of the board and its committees. The results are then analyzed by the Governance Department, under the supervision of the Nomination and Remuneration Committee. Finally, the evaluation results are submitted to the board of directors for perusal. No third party has been hired for the evaluation process up to this moment.



8

Disclosure of the remunerations of board directors and senior executives for the year 2024G:

1. The remunerations of the board directors and executive management of the company are defined based on the policies of remuneration for the board, its committees, and executive management approved by the general assembly of shareholders. The policies have been set up in accordance with the provisions of the Companies Regulations, CMA Regulations, and the company's articles of association. The remuneration policies take into account being fair and proportionate to the competencies, works, and responsibilities of the directors. The remuneration policies also consider the company's activity, size, and the required skills to manage it and the experience of the directors. The remunerations are also consistent with the company's strategy and objectives and are reasonably sufficient to attract, motivate, and retain board directors with appropriate competence and experience. The remunerations are also offered with the purpose of encouraging the board of directors and the executive management to make the company successful and develop it in the long run, taking into consideration the practices of other companies and the prevalent practices in the labor market in defining the remunerations.
2. Disclosure regarding the remunerations of the board directors and executive management is made accurately, transparently, and in detail, directly or indirectly, without cover-up or deception. This includes sums, benefits, or advantages, whatever their nature or name is. According to the text of Article 21 of the articles of association of the company, the board report to the ordinary general assembly should include a comprehensive statement of all remunerations, expenses, allowances, and other benefits the board directors obtain during the fiscal year and any other benefits, regardless of their nature.
3. The remunerations of the board directors and executive management are defined according to the applicable remuneration policies of the company, to ensure that there is no material deviation from the terms and conditions of annual entitlements stipulated in those policies while defining such remunerations. The Board defines the remunerations of the directors based on the recommendation of the Nomination and Remuneration Committee, which takes into account while defining the remuneration, all regulations and circulars issued by the competent authorities in this regard, in a manner that does not contravene with the applicable remuneration policies of the company. Such a recommendation is subject to the approval of the general assembly of shareholders.
4. D. All details of remunerations and compensations paid to each of the members of the board of directors, five senior executives, and members of the committees during the fiscal 2024/12/31 year ending, are indicated in the following tables

The following tables detail all the remunerations disbursed to :
Directors of the board-Senior executives.-Members of the committees

Board directors' remunerations

Members Names		Fixed Remuneration						Variable Remuneration					End of Service	Grand Total	Expense Allowance		
		Annual Remuneration(Specific Amount)	Board session attendance allowance	Total allowance for attending committee sessions	In-Kind Benefits	Remuneration for Technical, Managerial, and Consulting work	Remuneration of the chairman, managing director or secretary if he is a member	Total	Percentage of profits	Periodic remuneration	Short incentive plan	Long incentive plan				granted shares (Enter amount)	Total
Independent Directors	Name	SAR'000	SAR'000				SAR'000								SAR'000	SAR'000	
	Dr. Abdullah Saghir Muhammad AlHusseini	200	15	-	-	-	-	215	-	-	-	-	-	-	-	215	
	Mr. Abdul Malik bin Abdul Rahman Abdullah Al Sheikh	200	12	-	-	-	-	212	-	-	-	-	-	-	-	212	
	Dr. Abdulkareem bin Hamad Abdulkareem Al-Najidi	200	15	-	-	-	-	215	-	-	-	-	-	-	-	215	
	Total	600	42					642								642	

Non-Executive Directors	Name	SAR'000	SAR'000				SAR'000								SAR'000	SAR'000	
	Mr. Abdulaziz bin Rashid Abdul Rahman Al-Rashed	300	15	-	-	-	-	315	-	-	-	-	-	-	-	315	
	Mr. Naif bin Saleh Abdulaziz Al Rajhi	200	15	-	-	-	-	215	-	-	-	-	-	-	-	215	
	Eng. Alwaleed bin Abdulrazak Saleh Al-Dereyaan	200	15	-	-	-	-	215	-	-	-	-	-	-	-	215	
	Eng. Mohammed bin Hamad Al-Quraisha	200	15	-	-	-	-	215	-	-	-	-	-	-	-	215	
Total	900	60					960								960		

Committee members' remunerations

Committee	Name of members	Fixed remunerations (Excluding allowance for attending board meetings)	Attending board meeting allowance	Total
Members of Audit Committee	Name	Thousand Riyals	Thousand Riyals	Thousand Riyals
	Dr. Abdullah bin Saghir Muhammad Al-Husseini	100	57	157
	Dr. Abdulkareem bin Hamad Abdulkareem Al-Najidi	100	54	154
	Mr. Nabil bin Ali Hassan Shuaib	100	57	157
	Mr. Khalid Mohammed Al-Eid	100	57	157
	Total	400	225	625

Committee	Name	Thousand Riyals	Thousand Riyals	Thousand Riyals
Nomination and Remuneration Committee members	Mr. Abdul Malik bin Abdul Rahman Abdullah Al Sheikh	50	3	53
	Eng. Alwaleed bin Abdulrazak Saleh Al Dereyaan	50	6	56
	Dr. Abdullah bin Saghir Muhammad Al Husseini	50	6	56
	Eng. Mohammed bin Hamad Al-Quraisha	50	6	56
	Total	200	21	221

Committee	Name	Thousand Riyals	Thousand Riyals	Thousand Riyals
Executive Committee members	Mr. Naif bin Saleh Abdulaziz Al-Rajhi	50	9	59
	Mr. Abdulaziz bin Rashid Abdul Rahman Al-Rashed	50	9	59
	Eng. Alwaleed bin Abdulrazak Saleh Al Dereyaan	50	9	59
	Dr. Abdulkareem bin Hamad Abdulkareem Al-Najidi	50	9	59
	Eng. Hatem bin Abdul Razzaq Saleh Al Dereyaan	50	9	59
	Total	250	45	295

Senior executives' remunerations

Senior Executives	Fixed Remuneration				Variable Remuneration						End of Service	Total executive remuneration for the board, if any	Grand Total
	Salaries	Allowances	In-Kind Benefits	Total	Periodic Remunerations	Profits	Short Term Incentive Plans	Long Term Incentive Plans	Granted Shares (enter amount)	Total			
Name	SAR'000	SAR'000		SAR'000		SAR'000						SAR'000	SAR'000
Senior Executives	3827	897	-	4724	-	5807	-	-	-	-	1061	-	11592
Total	3827	897	-	4724	-	5807	-	-	-	-	1061	-	11592



9

Penalties and fines imposed on the company:

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



10

Results of the annual review of the effectiveness of the internal control procedures of the company and opinion of the Audit Committee on the efficiency of the internal control system:

Due to the importance of internal control procedures of the company, the board validates their effectiveness and efficiency on annual basis through reviewing them by the Audit Committee. The review includes an assessment of the efficiency and effectiveness of all policies, practices, and procedures of all the company's departments and the effectiveness of governance, risk management, and internal control, which enables the company to achieve its objectives and protect its assets.

The Audit Committee also looks into the effectiveness of the internal control procedures by reviewing the work of the external auditor of the company and internal auditing works of the company, concluding relevant recommendations to enhance them, and submitting such recommendations periodically to the board to ensure the efficiency and effectiveness of the internal control system in general.

The board stresses after conducting the annual review of the effectiveness of the internal control system of the company that there are no material results that have a major impact regarding the soundness of the financial and accounting systems and internal control related to the preparation of financial statements that need to be disclosed.

The Audit Committee also believes that the internal control procedures applied in the company during the fiscal year 2024G has been highly effective and efficient. The committee further believes that in light of its work, it has no material remarks and has not found any deficiency in the procedures of internal control that needs to be highlighted or disclosed.



11

The committee's recommendation regarding the appointment of an internal auditor in the company:

There is no recommendation from the Audit Committee to this effect since there is an internal auditor in the company already.



12

Recommendations of the Audit Committee contravening with the resolutions of the Board, or which the board has refused to consider regarding the appointment and dismissal of an internal auditor in the company, defining the fees, and assessment of performance thereof, or the appointment of an internal auditor, the reasons for such recommendations, and the reasons for not considering them:

There is no contradiction or rejection between the recommendations of the Audit Committee and the decisions of the Board of Directors.



13

Details of the company's social contributions:

The company believes in the importance of social contributions and providing help in the process of social development. The company adopts a social mission that aims at enriching its contributions to community services because it realizes that the community has rights over its members, whether individuals or companies. An annual budget has been allocated for social responsibility and a strategic plan has been devised to define the social responsibility programs that help in developing the community and are consistent with the vision and goals of the company and its activities. Social responsibility programs that the company has been interested in supporting during the upcoming phase include special education programs for schools, such as autism and learning difficulties, training programs for people with minor disabilities, and training programs for those who have social security. The company continues its efforts in adopting and implementing many community service programs that are consistent with its mission and values and reflects its absolute commitment to improving the social and living conditions of needy groups and providing for their needs.

Stemming from the company's belief in the importance of community contributions and its adoption of many community service programs that are consistent with the company mission, values, and 2030 Vision, the company has participated during 2024G in many community contributions, including, not limited to:

1. Provide several free training programs for the company's employees to develop them, raise their efficiency and skills, and provide a safe and stable work environment for them to provide for job stability and achieve justice, and equal opportunities, and to facilitate the provision of the company's products and services to employees and their children.
2. The community contributes through the company's training sector by conducting free training courses in many fields for the children of charitable associations and institutions across the Kingdom.
3. Diverse and effective community contributions of the school sector for male and female students in all Rowad Al-Khaleej schools in the Kingdom in all community forums and partnerships with charitable and private societies.



14

A statement of the dates of the shareholder's general assemblies held during the last fiscal year and names of directors attending them:

During the fiscal year 2024, the Board of Directors held Three (3) extraordinary general assembly of shareholders, as follows:

S/N	Names of Board Directors	Type of Assembly		
		Ordinary General Assembly	Extraordinary General Assembly	Ordinary General Assembly
		Date of assembly		
		08/01/2024	12/03/2024	05/06/2024
Attendance Record				
1	Mr. Abdulaziz bin Rashid Abdulrahman Al-Rashed	✓	✓	✓
2	Mr. Naif bin Saleh Abdulaziz Al-Rajhi		✓	✓
3	Eng. Alwaleed bin Abdulrazak Saleh Al-Dereyaan	✓	✓	✓
4	Dr. Abdullah Bin Saghir Mohammed Al-Husseini	✓	✓	✓
0	Mr. Abdulmalik Bin Abdulrahman Abdullah Al-sheikh	✓	✓	✓
6	Eng. Mohammed bin Hamad Al-Quraisha		✓	✓
7	Dr. Abdulkareem bin Hamad Abdulkareem Al-Najidi		✓	✓

Attended in person
 Attended by delegating another board director
 Did not attend



15

A description of the company's main types of activities and subsidiaries:

The company exercises its main activities through several segments:





The first activity: Training Segment

The training sector is divided into university projects management, business sector management and individual training centers management.

First: University Projects Management:

- As for university projects, we implement 5 contracts in 4 universities for the preparatory year, with teams of approximately 750 employees, and the work in these projects is focused on providing academic staff for the preparatory years according to scientific standards and foundations set by universities, and the company provides educational solutions and services and human resources management for universities, And ensuring that operations comply with the highest quality standards.
- To promote continuous development, the company invests in improving the skills of faculty members through their participation in internal and external conferences, and providing specialized training courses to enable them to achieve better performance in their fields of work, which contributes to raising the level of education in general.
- Thanks to the company's focus on improving operational efficiency and adopting a new operating and pricing policy, the company has been able to significantly increase the profitability of this sector. The university projects sector recorded a profitability of 12% of project income in 2024, reflecting great success in achieving customer satisfaction and confidence, as well as enhancing continuity and profitability compared to previous years.

Second: Business Management:

- This sector focuses on providing specialized training services to companies and government and semi-government agencies, through multiple mechanisms that include quotations, direct contracts, and participation in tenders.
- 2024 in Saudi Arabia saw significant growth in training areas, supported by a significant expansion in demand for IT training programs, security and safety projects, and maritime safety. This growth coincided with the increase in the government budget allocated to training, which reflected positively on the performance of the sector. A significant improvement in performance with a profitability ratio of 13% reflects the company's ability to adapt to market demands and strengthen its position as a leading provider of integrated training solutions. , in addition to its commitment to provide high-quality training services in line with market aspirations and the Kingdom's Vision 2030.

Third: Managing training centers for individuals:

- The management of individual training centers includes 18 branches spread in most regions of the Kingdom that provide training in several fields (diplomas, long-term programs, and short-term programs).
- An integrated strategy was implemented that included reorganizing the team, modifying work methods to increase income, and creating new training programs that keep pace with the Kingdom's Vision 2030, such as the Cybersecurity and Artificial Intelligence Diploma. These efforts have been remarkably successful, with the profitability of the retail sector reaching 11%.

Summary of the overall growth performance of the training sector in 2024:

Total profitability reached 42%, a significant improvement compared to 2023.

Compared to the 2024 budget, the operating profit growth rate is 17%.

Operating profit decline rate between 2023 and 2024 is 6%.



The second activity: Education Segment

Schools and Kindergartens:

- **Rowad Al-Khaleej Schools, Dammam schools** operate with a capacity of 90% and have been expanded to reach about 2,000 students.
- **Rowad Al-Khaleej Schools, Riyadh Schools, Al Mugharazat District**, opened in September 2017G, with a capacity of 3,500 students.
- **Rowad Al-Khaleej Schools in Jeddah** that were opened in early September 2018G, with a capacity of 2,500 students.
- **Baraem Rowad Al Khaleej Riyadh (Al-Sahafa District)**: The property was sold to Al Rajhi REIT Fund with a leaseback.
- **Baraem Rowad Al Khaleej Dhahran**: The property was sold to Al Rajhi REIT Fund with a re-lease and commissioned in September 2016.
- **Rowad Al-Khaleej School, Riyadh (Hittin District)**: It was started operating in September 2021.
- **The company rented Rowad Al Khaleej Private Schools for Girls in the city of Dammam** for 20 years. There are 700 students in it and its capacity reaches 803 students.
- **Opening of Rowad Al Khaleej School Al Khobar (September 2023)** with a capacity of 2,500 students.
- **Government land in Al-Jazeera district in Riyadh**: A plot of land with an area of 19,712 square meters has been rented for 28 years for an annual amount of 700,000 riyals, and the construction of the building has been completed, and the company is studying the offers submitted to rent the place.
- **Al-Riyada Model Schools**: Acquired in August 2023 with a capacity of 2,480 students.
- **Al-Raqi Private Schools in Riyadh (Suwaidi District)**: 60% of the school's shares were acquired in 2022 for SAR 12,817,128.
- **Al-Faisaliah Private Schools in Jeddah**: 60% of the school's shares were acquired in August 2022 for SAR 60 million. Ownership was increased to 87% in June 2023 for an additional SAR 30.6 million.
- **The company is currently suspended from finalizing the necessary licenses to build schools in King Abdullah Economic City in Rabigh**, with a capacity of 2000 students, until the vision becomes clear about King Abdullah Economic City. The opportunity remains, and the company has already allocated the amount and bank guarantee in the 2023 financial statements.
- **A school in Al-Malqa neighborhood** that started operating in August 2024
- **A school in Al-Narjis neighborhood** that was started operating in August 2024.
- **Rowad Al Khaleej Schools in Al-Ahsa**: It started operating in August 2024.

Total number of students for 2024:

The number of students in the company's affiliated schools, acquired schools and schools in the process of acquisition reached approximately 15,500 students.
Operating profit margin reached 18% in 2023 and 18% in 2024.

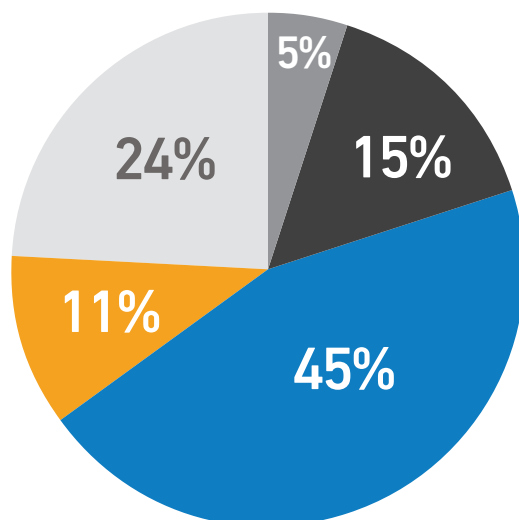


The third activity: Call Centers Segment

(Advanced Systems and Solutions for Communications - Smart Link)

- This segment has grown remarkably over the past years, thanks to Allah and then thanks to the efforts of the work team, which was able during the past period and since the company's inception to have a distinct strategy and an integrated understanding of the needs of the labor market, taking advantage of the distinction of its human experiences, which helped in the company's acquisition of most of the market share culminated in contracting with many government and private agencies. This department works to provide trained and qualified Saudi cadres to play different roles according to the contractual need, which falls within the work of outsourcing and operating on behalf by carrying out the work either at the client's headquarters or within the company's facilities. The company is distinguished by its state-of-the-art technical equipment, which is constantly updated to ensure the provision of all the latest technologies in terms of customer services and customer experience.
- Smart Link services include providing solutions and support services for business on behalf and operation by providing human cadres in various disciplines (information technology, sales and marketing, various departments, customer services and call centers)
- Smart Link provides comprehensive solutions for integrated call center services (including call center in-house services or out-source services on behalf of the client), and solutions for establishing, supplying, installing, operating, managing, monitoring and controlling the performance of call centers for technical support, assistance and modern customer services according to the latest international standards and modern technologies.
- The total capacity of Smart Link operations headquarters is 3,800 customer service representative seats supported by cadres of team leaders, supervisors and support business units to keep pace with the rapid growth in the size of the company's projects and operations, which enables Smart Link to operate various projects with a total call exchange volume of more than 400,000 calls per day within various operations segments.
- Smart Link operations headquarters are distributed in the main cities (Riyadh, Jeddah) in addition to an additional regional location in the Arab Republic of Egypt – Cairo.
- In year 2024G, the company made a complete modernization of the technical infrastructure of the segment to be a safe environment and provide various services to its customers in an efficient and quality manner, keeping pace with the latest requirements of call centers.
- **During 2024, the following was accomplished:**
 1. Completion of procedures for obtaining the international quality certificate for call centers (ISO 9001)
 2. Completion of procedures for obtaining the international quality certificate by operating call centers (ISO 15838:2009)
 3. Completion of procedures for obtaining the international quality certificate specialized in customer satisfaction (ISO 10002:2018)
 4. Completion of procedures for obtaining the international quality certificate specialized in occupational safety and health management (ISO 45001:2015)
 5. Completion of procedures for obtaining international quality certificates for technical standards and information security for call centers (ISO 27001 certificate).
 6. The latest artificial intelligence (AI) methodologies have been activated in call center applications and systems and activated in some of the company's projects.
 7. Supply projects related to the supply of systems and equipment for call center systems have been started, which were among the plans allocated to the company last year so that it will be one of the most important new sources of income in the future.
 8. The company designs and develops systems related to artificial intelligence through the software development team in order to develop the volume of business that is provided to customers and increase the volume of expected revenues.

Activity Revenues



● Training ● Management Projects ● Schools ● Universities ● Call Centers

Impact of those main activities on the size of the company's business and contribution to the results are as follows:

No.	Type of activity	Activity Revenues	Percentage %
		Thousands of Saudi Riyals	
1	Management Projects	61,494	5%
2	Training	173,350	15%
3	Call Centres	510,166	45%
4	Universities	122,897	11%
5	Schools	274,691	24%
Total		1,142,598	100%

Description of the Main Activities of Subsidiaries:



Impact of those main activities of the subsidiaries on the size of the company's business and contribution to the results are as follows:

No.	Type of activity	Activity Revenues	Percentage %
		Thousands of Saudi Riyals	
1	Computers	11,493	1%
2	English Language	7,158	0.6%
3	Administrative Training	41,288	4%
4	Education	97,960	9%
5	Call Centers	510,166	45%
6	General Consultation	3,202	0.3%
Total		671,267	59%



16

Company's important Plans and Decisions, and Business Prospects:



First: In the Training Segment

Start operating and implementing the company's strategic plan approved by the Board during 2024 through:

1- Expansion of the activity of the universities sector :

With some universities moving towards self-reliance, the company sees this as a strategic opportunity to strengthen its role as a trusted partner in this field. Based on its successful operational experience and outstanding results achieved in university project management, the company seeks to expand by building strategic alliances with the investment arms of universities. This approach aims to expand the scope of the company's projects, enhance operational efficiency, and ensure the long-term sustainability of these projects, in line with the requirements of universities and the Kingdom's Vision 2030.

2- Future Forecasts:

The training sector is expected to grow by 2% in 2025, driven by the company's expansions and innovative strategies.

3- Expansion through the opening of unified training centers for men and women:

The company has started implementing a plan to merge the men's and women's branches within a strategic framework aimed at creating a balanced and inclusive training environment. This approach improves operational efficiency, balances resources, and reduces costs by 4%, which will affect increased profitability.

4- Focus on modern programs:

In response to the demands of the labor market and the Kingdom's Vision 2030, the company plans to develop specialized training programs in areas such as artificial intelligence, cybersecurity, tourism, hospitality, cooking, and the arts, to meet the growing demand for these skills. Implementation is planned to start in August 2025 through specialized and modern training centers.



Second: In the Education Segment:

In order for the company to fulfill its expansion plans in the education segment, it was decided to do so through:

1. Continuing the policy of acquiring majority stakes in existing schools that achieve operating profits and have appropriate expansion plans.
2. Continuing to activate distance education to benefit from it in providing additional lessons and during times when studies are interrupted due to weather conditions..

It is expected that the number of students will grow during 2025 in Rowad Al-Khaleej schools to 9,000 students and in acquired schools to 20,000 students.



Third: In the Call Centers Segment

In order for the company to fulfill its expansion plans in the telecommunications segment, it was decided to do so through:

1. Work on a feasibility study to acquire a company specialized in providing managed services in the field of information and communication technology.
2. Completion of the procedures for obtaining the International Quality Certificate for Call Centers (COPC) The company is expected to obtain international accreditation during the second quarter of 2025.
3. The company seeks to grow profits and revenues by improving profit margins through the competitions that are applied for.



17

Risks faced by the company:

Following are the risks the company may face:

1. Governmental competition represented by universities, technical colleges, and governmental and semi-governmental companies that offer competing programs similar to what the company offers.
2. Frequent changes in work and labor regulations and long procedures for obtaining work visas that enable the company to compete in government tenders.
3. Universities tend to self-employ for preparatory years, which may lead to lower revenues in the education segment.
4. High levels of competition in the communication segment in terms of price reduction in the competitions for which it is submitted.
5. Increasing financing and administrative expenses.

The company's policy regarding the management and control of these risks is to search for alternative solutions and develop strategies and plans that aim to expand in many other areas, covering the consequent shortage of some of the revenues of those activities because of those risks. The company always strives to limit and control those risks. There are also other types of potential risks related to the company's activities. The most important of them are:



Liquidity risks

They are the risks resulting from the inability to provide the funds necessary to meet the obligations related to the financial instruments. Liquidity risk is managed by monitoring it regularly to ensure the availability of sufficient liquidity by carefully following up on the collection process to fulfill any obligations of the company on their due dates.



Credit risks

Credit risks are the inability of one party to fulfill its obligations, which may lead to the other party incurring a financial loss. The company believes that its exposure to credit risk is not significant, especially since the company is depositing cash balances into national financial institutions that are highly credible and maintain good credit rating.



Risks of fluctuating foreign exchange rates

It is the risk of change in the value of financial instruments due to changes in the foreign exchange rates. The company's management is closely monitoring the fluctuations in the foreign exchange rate. The company believes that the possibility of its exposure to the risk of changing exchange rates is not significant because the official currency of the company is the Saudi riyal, which is the main currency the company is dealing with. The price of Saudi riyal is fixed currently, with slight margin, against the US dollar, although there are some transactions in foreign currencies made by the company's branches outside the KSA. These risks are managed and monitored on a regular basis.



Risks of Compliance with Government Legislation and Regulations

They are the risks arising from non-compliance with government legislations and regulations issued by official bodies or government agencies. This includes, but not limited to, CMA instructions regarding compliance, disclosure, and application of accounting standards, the instructions of the Ministry of Commerce and Industry, the Ministry of Labor, the Zakat and Income Authority, etc. The company is continuously monitoring these risks by reviewing all the obligations and requirements and submitting the necessary ones to the concerned authorities within the specified time.



18

The company's assets, liabilities and business results in the last five financial years:

Comparing business results

S/N	Statement	2024	2023	2022	2021	2020
	Income Statement (in Thousands)	SAR '000	SAR '000	SAR '000	SAR '000	SAR '000
1	Activity revenues	1,142,598	983,650	877,215	842,797	787,328
2	Activity costs	908,873	759,542	731,939	695,903	663,219
3	Gross profit	233,725	224,108	145,276	146,895	1,124,109
4	General and administrative expenses	237,115	264,461	169,219	202,723	166,054
5	Other revenue - net	99,559	30,453	28,558	33,992	23,221
6	Zakat	8,033	29,519	13,089	11,483	1,984
7	Minority interest	7,068	8,261	6,838	2,528	320
8	Net profit	88,136	(47,681)	(15,312)	(35,848)	(21,028)

Comparative figures for the year 2023 have been reclassified to conform to the presentation of the 2024 figures.

Comparing Assets and Liabilities

S/N	Statement	2024	2023	2022	2021	2020
	Balance Sheet (in thousands)	SAR '000	SAR '000	SAR '000	SAR '000	SAR '000
1	Current assets	607,149	565,027	537,650	584,099	462,262
2	Current liabilities	552,088	551,276	600,020	615,371	374,754
3	Operating capital	55,061	13,751	(62,370)	(31,272)	87,507
4	Other long term assets	861,113	850,806	991,993	983,095	716,947
5	Fixed assets	682,833	652,815	553,614	451,463	459,350
6	Total assets	2,151,095	2,068,648	2,083,258	2,018,657	1,638,559
7	Current liabilities	552,088	551,276	600,020	615,371	374,754
8	long term loans	278,220	228,586	98,845	0	161,157
9	Other non current liabilities	750,266	784,018	776,342	773,224	518,454
10	Total Liabilities	1,580,574	1,563,880	1,475,207	1,388,595	1,054,365
11	Paid-up capital	650,000	650,000	650,000	650,000	450,000
12	Reserves and retained earnings	(127,976)	(194,486)	(77,706)	(23,455)	131,322
13	Shareholders' equity	522,024	455,514	572,292	626,545	581,322
14	Minority interests	48,497	49,254	35,758	3,517	2,872
15	Total equity	570,521	504,768	608,050	630,062	584,194
16	Total liabilities and shareholders' equity	2,151,095	2,068,648	2,083,258	2,018,657	1,638,559

The comparative figures for the year 2023 have been reclassified to conform to the way the figures for the year 2024 are presented.



19

Geographical analysis of the company's total revenues:

Geographical analysis of the company's total revenue:

S/N	Year	Statement	KSA
		Revenues	SAR '000
1	2024	Management projectsI	58,292
2		Training	113,411
3		Call centers	510,166
4		Universities	122,897
5		Schools	274,691
S/N	Year	Revenues	SAR '000
1	2023	Management projectsI	48,818
2		Training	107,244
3		Call centers	397,041
4		Universities	126,002
5		Schools	239,175

Geographical analysis of total revenues of subsidiaries:

S/N	Year	Statement	KSA	UAE	EGYPT	UK	
		Revenues	SAR '000	SAR '000	SAR '000	SAR '000	
1	2024	Call Centers	510,166				
2		Education	97,960				
3		English Language				7,158	
4		Computers			7,296	4,197	
5		General Consulting				3,202	
6		Administrative Training			41,288		
S/N	Year	Revenues	SAR '000	SAR '000	SAR '000	SAR '000	
1	2023	Call Centers	397,041				
2		Education	76,341				
3		English Language				3,904	
4		Computers			7,036	4,033	
5		General Consulting				1,170	
6		Administrative Training			42,386		



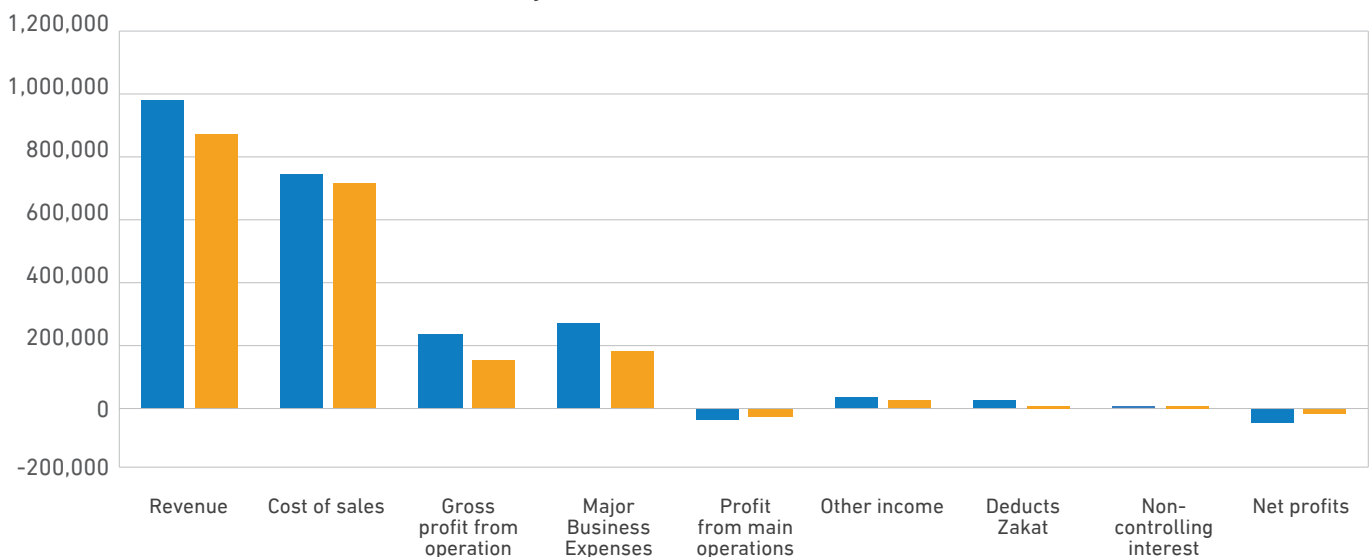
20

An explanation of any material differences in the operating results from the results of the previous year or expectations announced by the company:

S/N	Statement	2024	2023	Change in (+) or (-)	Change percentage
		SAR '000	SAR '000	SAR '000	%
1	Revenues	1,142,598	983,650	158,948	16%
2	Sales cost	908,873	759,542	149,331	20%
3	Total operating profit	233,725	224,108	9,617	55%
4	Major works expenses	237,115	264,461	89,675	4%
5	Major operations profits	(3,390)	(40,354)	(27,346)	-10%
6	Other revenues	99,559	30,453	69,106	227%
7	Zakat deduction	8,033	29,519	(21,486)	-73%
8	Minority interest deduction	7,068	8,261	(1,193)	-14%
9	Net profit	81,068	(47,681)	128,749	270%

Comparative figures for the year 2023 have been reclassified to conform to the presentation of the 2024 figures.

Analysis of the income statement



The numbers are in thousands of riyals ● The numbers are in thousands of riyals ● The numbers are in thousands of riyals ●



21

Clarification of any deviation from the accounting standards approved by the Saudi Organization for Certified Public Accountants (SOCPA):

There are no variations or differences from the applicable accounting standards issued by the Saudi Organization for Certified Public Accountants that require disclosure. The company's records have been properly prepared according to the accounting standards issued by the SOCPA.



22

A detailed list of subsidiaries, their capital, ownership percentage, main activities, country of main operations, and country of incorporation:

S/N	Name of Subsidiary	Capital	Ownership percentage	Main activity	Country of main operations	Country of incorporation
1	Land Express Group Company (Fast Lane)	50,000 Dirhams	80%	Training	UAE	UAE
2	Franklin Covey Middle East Company	2,500,000 Dirhams	61%	Training	UAE	UAE
3	Lingyophone Company Ltd	£ 1,606,639	100%	Training	UK	UK
4	Al-Khaleej Training and Information Technology	4,500,000 Pounds	57%	Training	Egypt	Egypt
5	Jobzella General Consulting Company	250,000 Pounds	60%	Software	Egypt	UAE
6	Al-Raqi National Schools Company Ltd.	100,000 Riyals	60%	Education	KSA	KSA
7	Al Faisaliah National Schools Company Ltd.	1,000,000 Riyals	87%	Education	KSA	KSA
8	Al-Riyada Model Company for Education	500,000 Riyals	51%	Education	KSA	KSA
9	Advanced Telecom Systems & Solutions Co.	50,000,000 Riyals	100%	Administrative activities and support services	KSA	KSA



23

Details of shares and debt instruments issued for each subsidiary:

There are no shares or debt instruments issued by the subsidiaries of the company.



24

The Company's Dividends Distributing Policy:

The company's policy of distributing net annual profits is based on Article 47 of the company's articles of association, after deducting all general expenses and other costs as follows:

1. The General Assembly shall determine the percentage to be distributed to shareholders from the net profits after deducting reserves, if any.
2. The company may set aside a percentage of the net profits to form the statutory reserve of the company, and it may stop such retainer when the said reserve reaches (30%) of the paid-up capital.
3. The Ordinary General Assembly may, upon the proposal of the Board of Directors, set aside a percentage of the net profits to form reserves and allocate them for a specific purpose or purposes, provided that the use of these reserves shall be based on a proposal from the Board of Directors and in ways that benefit the company or shareholders.
4. The Ordinary General Assembly may decide to form other reserves, to the extent that it is in the interest of the Company or ensures the distribution of fixed profits as much as possible to the shareholders, and the said Assembly may also deduct from the net profits amounts to achieve social purposes for the Company's employees.
5. The company may distribute interim dividends to its shareholders on a semi-annual or quarterly basis, after fulfilling the controls and requirements set by the competent authorities in this regard.
6. The Board of Directors of Alkhaleej Training and Education Company recommended in its meeting held on Wednesday 19/09/1446 AH corresponding to 19/03/2025 to the General Assembly of Shareholders not to distribute cash dividends to shareholders for the fiscal year ending on 31/12/2024 AD with the aim of supporting and strengthening the company's financial position and maintaining the solvency margin to finance the company's future development plans.

Percentage of dividends distributed during the year				Percentage of dividends to be distributed at the end of the year	Total of dividends
	00/00/2024	00/00/2024	00/00/2024		
Percentage	%	%	%	%	In Saudi riyal
Total	0	0	0	00	0000000

 25

A description of any interest in the category of voting-eligible shares belonging to persons (other than the company's board directors, senior executives, and their relatives), who informed the company of those rights under Article 85 of the Rules on the Offer of Securities and Continuing Obligations, and any change to those rights during the last fiscal year:

There is no interest in the voting-eligible shares category belonging to persons other than the company's board directors, senior executives, and their relatives, who informed the company of those rights or any change to those rights during the last fiscal year.



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

A description any interest, contractual securities, and subscription rights belonging to board directors and their relatives in the shares or debt instruments of the company

S/N	Name of the interest holder	No. of shares Beginning of year	Ownership percentage Beginning of year	No. of shares End of year	Ownership percentage End of year	Net change	Change percentage
1	Mr. Abdulaziz bin Rashid Abdulrahman Al-Rashed	100000	0.153846	100000	0.153846	00	00
2	Mr. Naif bin Saleh Abdulaziz Al-Rajhi	2107278	3.241966	2000	0.0030769	-2105278	-99.90
3	Eng. Alwaleed bin Abdulrazak Saleh Al Dereyaan	4550357	7.000549	4550357	7.000549	00	00
4	Dr. Abdullah Bin Saghir Mohammed Al Hussein	1	0.00000015	1	0.00000015	00	00
5	Mr. Abdulmalik Bin Abdulrahman Abdullah Al-sheikh	100	0.000154	100	0.000154	00	00
6	Eng. Mohammed bin Hamad Al-Quraisha	10	0.00000154	100	0.000154	00	00
7	Dr. Abdulkareem bin Hamad Abdulkareem Al-Najidi	3081	0.00474	00	00	00	-100

A description any interest, contractual securities, and subscription rights belonging to senior executives and their relatives in the shares or debt instruments of the company

S/N	Name of the interest holder	No. of shares Beginning of year	Ownership percentage Beginning of year	No. of shares End of year	Ownership percentage End of year	Net change	Change percentage
1	Sherif Esmat Abdel Samee Hussein	13003	0.0200	13003	0.0200	00	00

A description any interest, contractual securities, and subscription rights belonging to board of directors, senior executives, and their relatives in the shares or debt instruments of the company.

S/N	Name of the interest holder	No. of shares Beginning of year	Ownership percentage Beginning of year	No. of shares End of year	Ownership percentage End of year	Net change	Change percentage
1	Not available	0	0	0	0	0	0



27

Information regarding the company's loans in SAR '000:

First, short-term loans

S/N	Name of creditor and number of loan	Amount of loan principal	Loan term	Due date	Debt at the beginning of 2024	Loan movement during the year		Debt at the end of 2024
		SAR '000			SAR '000	Pay	Addition	SAR '000
1	Arab Bank	78,400	1 Year	27/06/2025	78,400	69,400	67,200	76,200
2	Saudi Awwal Bank (SAB)	30,000	1 Year	17/06/2025	34,710	46,018	41,500	30,192
3	Saudi Fransi Bank	14,500	1 Year	20/04/2025	14,500	4,000	0	10,500
4	Saudi Fransi Bank	0	3 Months	Bills finance	0	0	13,778	13,778
5	Alinma Bank	54,000	1 Year	22/12/2025	54,000	109,500	100,700	45,200
6	Bank Aljazira - 1	7,000	1 Year	26/11/2025	7,000	12,000	20,000	15,000
7	Bank Aljazira - 2	9,776	3 Months	Bills finance	9,776	85,782	76,006	0
8	Loans to a subsidiary	119	3 Months	30/6/2025	119	49	0	70
Total		193,795			198,505	326,749	319,184	190,940

Second, long-term loans

S/N	Name of creditor and number of loan	Amount of loan principal	Loan term	Due date	Debt at the beginning of 2023	Loan movement during the year		Debt at the end of 2024
		SAR '000			SAR '000	Pay	Addition	SAR '000
9	Saudi Fransi Bank -3	94,667	10 Years	0	94,667	10,667	100,000	184,000
10	Riyadh Bank	106,081	5 Years	0	106,081	35,360	0	70,721
11	Alinma Bank	69,665	7 Years	0	69,665	0	10,097	79,762
12	Loans to a subsidiary	7,000	4 Years	0	6,625	2,425	0	4,200
Total		277,413			277,038	48,452	110,097	338,683
Grand total		471,089			475,543	375,201	429,281	529,624

 28

A description of classes and number of any convertible debt instruments and any contractual securities, subscription right notes, or similar rights issued or granted by the company during the fiscal year, with an explanation of any consideration the company obtained in return:

There is no convertible debt instruments or any contractual securities, subscription right notes, or similar rights issued or granted by the company during the fiscal year 2024 and the company has not received any compensation.

 29

A description of any convertible or subscription rights by virtue of convertible debt instruments, any subscription right notes, or similar rights issued or granted by the company:

There are no transfer or subscription rights under transferable debt instruments, contractual securities, subscription right notes, or similar rights issued or granted by the company during the fiscal year 2024G.

 30

A description of any of the company's redemption, purchase, or cancellation of any redeemable debt instruments and the value of the remaining securities, with a distinction between listed securities the company purchased and those a subsidiary purchased:

The company has not redeemed, purchased, or canceled any redeemable debt instruments and the value of the remaining securities while distinguishing between listed securities the company has purchased and those a subsidiary has purchased during the fiscal year 2024G.



31

Number of meetings held by the board during the last fiscal year (2024):

The board has held (5) meetings during 2024G, by attending in person or by means of modern technology and has passed (9) decisions, according to the following:

S/N	Name	Date of meeting and attendance record															
		In-person / by phone / by means of modern technology					At-tendance per-centage	Passed decisions									
		1	2	3	4	5		1	2	3	4	5	6	7	8	9	
		2024/02/12	2024/03/25	2024/06/26	2024/09/25	2024/12/17		2024/03/31	2024/05/01	2024/05/08	2024/05/15	2024/08/01	2024/08/25	2024/09/18	2024/11/02	2024/11/06	
1	Mr. Abdulaziz bin Rashid Abdulrahman Al-Rashed	✓	✓	✓	✓	✓	100	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ
2	Mr. Naif bin Saleh Abdulaziz Al-Rajhi	✓	✓	✓	✓	✓	100	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ
3	Eng. Alwaleed bin Abdulrazak Saleh Al-Dereyaan	✓	✓	✓	✓	✓	100	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ
4	Dr. Abdullah Bin Saghir Mohammed Al-Husseini	✓	✓	✓	✓	✓	100	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ
5	Mr. Abdulmalik Bin Abdulrahman Abdullah Al-sheikh	✓	✓	✓	✗	✓	80	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ
6	Eng. Mohammed bin Hamad Al-Quraisha	✓	✓	✓	✓	✓	100	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ
7	Dr. Abdulkareem bin Hamad Abdulkareem Al-Najidi	✓	✓	✓	✓	✓	100	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ	Ⓢ



Attended in person



Attended by delegating another board director



Did not attend



Passed decisions



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Number of company applications submitted to shareholders' register during the last fiscal year (2024G):

Application No.	Application date	Reasons for application
1	04/01/2024	Companies' procedures
2	07/01/2024	Companies' procedures
3	08/01/2024	General Assembly
4	11/02/2024	Companies' procedures
5	06/03/2024	Companies' procedures
6	12/03/2024	General Assembly
7	28/03/2024	Companies' procedures
8	08/05/2024	Companies' procedures
9	05/06/2024	General Assembly
10	19/08/2024	Companies' procedures
11	10/10/2024	Companies' procedures
12	22/10/2024	Companies' procedures
13	18/12/2024	Companies' procedures



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A description of any transaction between the company and a relevant party:

There is no transaction between the company and a relevant party.



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Business or contracts to which the company is a party, or in which there is an interest of a member of the board of directors of the company or its senior executives or any person related to any of them:

The company has contracts with companies owned by some members of the board of directors and they have a direct or indirect interest in them, as follows:

The first contract: A building lease contract from Alkhaleej Company Ltd.

No	Nature of the work or the contract	amount of the contract	duration of the contract	terms of the contract	Name of the member with interest
1	Lease contract (Alkhaleej Training and Education Company contracted to rent a building from Alkhaleej Company Ltd. with an area of (4000) square meters in Al-Khobar)	900,000 SAR Annually	One year	Ordinary business without any preferential conditions or benefits	Mr. Abdulaziz bin Rashid Abdulrahman Al-Rashed

The second contract: A contract Medical Insurance Contract with Tawuniya Insurance Company

No	Nature of the work or the contract	amount of the contract	duration of the contract	terms of the contract	Name of the member with interest
2	A medical insurance contract with Tawuniya Insurance Company to provide medical insurance services to the employees of Alkhaleej Training and Education Company and their families	29,192,292 SAR	One year	Ordinary business without any preferential conditions or benefits	Eng. Mohammed bin Hamad Al-Quraisha

The Third contract: Operating Contract for Rowad Al-Khaleej Schools Complex in Al-Ahsa City

No	Nature of the work or the contract	amount of the contract	duration of the contract	terms of the contract	Name of the member with interest
3	Operating contract (Alkhaleej Training and Education Company contracted with the owner of Al-Ahsa Schools Complex «Rowad Al-Khaleej Schools in Al-Ahsa» to operate the schools)	Profit margin of operational costs	20 years	Ordinary business without any preferential conditions or benefits	Mr. Abdulaziz bin Rashid Abdulrahman Al-Rashed

The Fourth contract: A contract to sell Spectrum Wellness and VOG beauty salons for Women

No	Nature of the work or the contract	amount of the contract	duration of the contract	terms of the contract	Name of the member with interest
4	Sale contract (Alkhaleej Training and Education Company contracted to sell Spectrum Wellness and VOG beauty salons for Women to Mr. Abdul Aziz Al-Rashed, Ramadi Company Ltd., and Eng. Alwaleed Al-Derian).	7,200,000 SAR	-	Ordinary business without any preferential conditions or benefits	Mr. Abdulaziz bin Rashid Abdulrahman Al-Rashed Eng. Alwaleed bin Abdulrazak Saleh AlDereyaan Mr. Naif bin Saleh Abdulaziz Al-Rajhi



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A statement of any arrangements or agreement under which a board director or a senior executive of the company has waived any remuneration:

There are no arrangements or agreements, under which a board of directors or a senior executive has waived a remuneration.



36

A statement of any arrangements or agreement under which a shareholder of the company waives any rights to dividends:

There are arrangements or agreements, under which a shareholder of the company has waived any rights to dividends.



37

A statement of the value of statutory payments made and due for Zakat, taxes, fees, or any other dues that have not been paid until the end of the annual fiscal period, with a brief description of them and their reasons:

S/N	Statement	2024		Brief description	Reasons
		Paid	Due until the end of the annual fiscal period and has not been paid		
		Thousand Riyals	SAR '000		
1	Zakat	18,736	8,033		
2	General Organization for Social Insurance	39,440	6,511		
3	Costs of visas, passports, and government relation	21,440	-		
Total		79,616	14,544		

▶ 38

A statement of the value of any investments or reserves created for the interest of the company's employees.

There are no other investments or reserves created for the interest of the company's employees

▶ 41

The Board's recommendation to change the auditor before the end of the auditor's mandate, with the reasons for recommending such change.

There is no recommendation from the board of directors to change the auditor before the end of the auditor's mandate.

▶ 39

The board declares that:

1. The company's accounting records have been prepared appropriately on a sound foundation.
2. The internal control system has been prepared based on sound foundations and has been implemented effectively.
3. There is no doubt about the company's ability to continue its activity on a going-concern basis.

▶ 42

Competitive businesses for the activity of company or any of the branches, in which any member of the board of directors is or was engaged. The statement shall it include the names of those involved in the competing business, and nature and conditions of this business.

There are no businesses that compete with the activity of the company or any of its branches in which any member of the board of directors is or was engaged.

▶ 40

A statement of the reservations (qualifications) in the auditor's report on the annual financial statements, their reasons, and any information related thereto.

There is no recommendation from the board of directors to change the auditor before the end of the auditor's mandate.

▶ 43

Details of the treasury shares held by the company and details of the uses of these shares.

There are no treasury shares held by the company.



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The Board confirms that:

1. The company is careful not to violate the regulations and to implement the Corporate Governance Regulations and all policies and procedures related to disclosure and transparency.
2. The company has not received any request from the certified auditor to convene the general assembly during the fiscal year ending in (2024G).
3. The Chairman has not received any written request from two directors or more to hold emergency meetings during the fiscal year ending in (2024G).
4. The company has not received from the shareholders owning at least (5%) of the company's capital a request to convene the general assembly during the fiscal year ending in (2024G).
5. The shareholders owning at least (5%) of the company's capital have not requested adding one item or more to the agenda of the general assembly when preparing it.
6. The Board has not absolved any of the company debtors from their liabilities towards the company during the fiscal year ending in (2024G).
7. The company has not placed any restrictions or policies that may impede a shareholder from using the rights guaranteed to the shareholders, according to the laws and regulations.
8. There are no material obstacles that may affect the company's ability to prepare its financial statements, according to international standards.
9. The company has not provided any cash loan of any kind to the board of directors. It also has not guaranteed any loan any of them has entered into with others.
10. The company does not have concession shares or shares that enjoy special priority in voting (whether for the shareholders, board directors, or its employees). All the shares of the company are ordinary shares of equal nominal value, equal voting rights, and other rights, according to the regulations.
11. The external auditor of the company has not provided any services of a consulting nature to the company and has not received any fees in this regard during the fiscal year ending in (2024G).



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Mechanism of communication with the company's shareholders:

Stemmed from the keenness of Al Khaleej Training and Education Company and its board to care for the rights of the company's honorable shareholders and open various, constant communication channels with them, the company has established a dedicated department to follow up on the affairs of the shareholders and stakeholders. The department also continuously communicates with them, responds to their questions and inquiries, and follows up on any potential issues they may face regarding the distribution of dividends, operations, or others.

The Shareholders' Affairs Department at Al Khaleej Training and Education Company may be communicated with through the following channels:



0114623260 - EXT 1593

0114623260 - EXT 1602



adel-amin@alkhaleej.com.sa

alhanouf.saud@alkhaleej.com.sa

The honorable shareholders may also follow our news and major events through the company's website:

www.alkhaleej.com.sa



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Closing statement:

Finally, the board of Al Khaleej Training and Education would like to sincerely thank all the company's shareholders for their valuable trust, constant cooperation, and continuing support to the company and its leadership. We would like also to thank the company's management and employees for their fruitful and distinguished efforts. Thanks are also extended to our partners of success for their constant support. We would not have achieved that success except for Allah Almighty's guidance and then your support, understanding, and loyalty to the company and its general strategy. We invoke the Almighty to have a prosperous year in 2025G. The company will continue, Allah willing, to exert more effort to achieve its future goals and plans and meet the expectations of our valued shareholders.

We hope that the information presented to you in this annual report by the board of Al Khaleej Training and Education Company on the results of the company's works in the fiscal year ending on 31 December 2024G has been satisfactory to you. Thanks to Allah, we have achieved the results stated in the report through the hard, continuous work of the board, the executive team of the company, and the cooperation of its employees. We will continue to maintain the level of growth and prosperity for all the company activities, Allah willing.

God bless you all.

**Chairman of the Board of Directors
Abdulaziz bin Rashid Al-Rashed**

Alkhaleej  الخليج
Training and Education للتدريب والتعليم

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