

SAUDI NETWORKERS SERVICES

ANNUAL REPORT 2025

Networkers is not just our name; it's our mission



Custodian of the Two Holy Mosques
King Salman bin Abdulaziz Al Saud
King of the Kingdom of Saudi Arabia



His Royal Highness
Prince Mohammed bin Salman bin Abdulaziz Al Saud
Crown Prince and Prime Minister

A MESSAGE FROM THE CHAIRMAN

Dear Shareholders,

It is my pleasure to address you in this Annual Report for the year 2025 — a year marking a significant milestone in SNS's institutional and strategic evolution.

On behalf of the Board, I extend our sincere appreciation for your continued trust and support, reinforcing our commitment to strong governance, sustainable growth, and long-term value creation.

Sustained Growth and Operational Strength

SNS continues to build on a resilient foundation established over more than 25 years, with a strong presence in the Saudi market and a clear competitive advantage. Throughout 2025, the Company remained focused on enhancing operational efficiency, strengthening client relationships, and reinforcing financial discipline. Our results reflect the cumulative impact of years of structured expansion, improved institutional capabilities, and prudent capital management — demonstrating a sustained strategy centered on scalability, risk management, and service excellence.

Main Market Ambition

As part of our long-term strategy, we have initiated preparations to transition to the Main Market (Tadawul), subject to regulatory approvals. This step represents a natural evolution in our growth journey, aimed at enhancing institutional participation, liquidity, and governance positioning. We are approaching this transition with a focus on readiness, resilience, and disciplined execution.

Leadership Evolution

During the year, the previous Board of Directors' term concluded on 13 October 2025, and a new Board was appointed by the General Assembly for a four-year term ending on 13 October 2029. The current Board comprises six Non-Executive Members, including four Independent Members, bringing together diverse expertise across local, regional, and international markets. The Board expresses its appreciation to the former members for their valuable contributions and looks forward to continued progress under the new Board. In parallel, the Company implemented changes in its executive management structure aimed at strengthening leadership capabilities and aligning responsibilities with our next phase of growth, ensuring continuity, accountability, and strengthened capabilities.

Looking Ahead

As we enter 2026, we remain focused on disciplined expansion, efficient capital management, and further strengthening our institutional capabilities. We are fully aligned with Saudi Vision 2030 and committed to contributing to the Kingdom's economic development. On behalf of the Board, I extend my gratitude to our shareholders, clients, partners, and employees. We move forward with confidence, clear direction, and a strong foundation for continued growth.

Abdulmohsen Ibrahim AlTouq



A MESSAGE FROM THE CEO

Dear Shareholders,

Saudi Arabia's transformation continues to accelerate — redefining industries, reshaping workforce dynamics, and unlocking new opportunities at the intersection of human capital and technology.

SNS is strategically positioned at the center of this transformation. We continue to strengthen our role as a trusted partner, supporting organizations in enhancing operational efficiency, scaling effectively, and navigating increasingly complex market demands through integrated workforce and technology solutions.

During 2025, we executed our strategy with discipline — reinforcing our core business, expanding our service offerings, strengthening client relationships, and enhancing our operational capabilities. At the same time, we continued to invest in our people, recognizing that talent remains a critical driver of sustainable performance and service excellence.

As we move forward, we are entering the next phase of our strategic evolution. Our focus is on expanding across the human capital ecosystem while accelerating the development of our managed services and digital capabilities. This includes strengthening strategic partnerships, enhancing our operating model, and pursuing selective growth opportunities to support scalability and long-term value creation.

In parallel, we are advancing the development of our technology services arm — with the ambition of building a more scalable and differentiated platform capable of capturing emerging opportunities in ICT and digital services.

Our approach remains clear: to protect and strengthen our core business while progressively building capabilities that enhance our value proposition and diversify our growth profile.

Our commitment to Vision 2030 remains central to our strategy, contributing to the development of national talent, supporting workforce participation, and enabling digital transformation across the Kingdom.

We look forward to the opportunities ahead with confidence

I would like to thank our shareholders, clients, partners, and employees for their continued trust and commitment.

Ahmad Abu Nemeh



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1 The COMPANY

Foundation · Capabilities · Direction



1.1 Introduction

The Board of Directors of Saudi Networkers Services Company ('SNS' or the 'Company') is pleased to present its annual Board of Directors Report for the year 2025. The report reviews the year's performance and key achievements in addition to the consolidated financial statements and auditor's report for the year ended 31 December 2025.

1.2 Main Activities

The principal activities of the Company are implementing, establishing, maintaining, operating, installing and managing telecommunication networks. The Company is also involved in providing consulting, technical, and administrative services, marketing, customer care services and technical support for sales centers.

Information &
Communications



Professional &
Technical Activities



Administrative Services
& Support Services



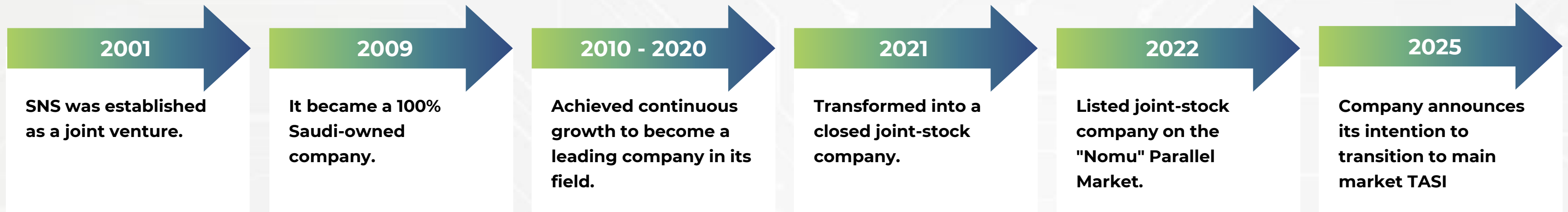
The Company shall carry out its activities in line with the applicable laws and upon obtaining the necessary licenses from the competent authorities, if any.



1.3 Company Overview

The management of Saudi Networkers Services Company (the "Company") is pleased to present a brief overview that includes an introduction of the company, its performance, key achievements, as well as its future strategy and upcoming directions.

COMPANY HISTORY



CAPITAL HISTORY



1.4 Vision, Mission & Values



VISION

To be the leading and distinguished company in providing its services. Its vision is focused on the continuous innovation and excellence.

MISSION

The Company provides its customers with high-quality standards and best-in-class services and solutions in providing technical and technological consulting in the fields of telecommunications and information technology and several other sectors, responding to the evolving market trends in achieving customer satisfaction, and using the best in class technologies to build its capabilities utilizing the Company's experience and strategic alliances with customers, suppliers, employees and shareholders, thus ensuring continuity and professional development.

VALUES

Our core values shape the culture and define the company's character.
We observe the values through individual practice and serve as a foundation for how we make decisions.

INTEGRITY

We do what is right.

EXCELLENCE

We never stop learning and improving.

COURAGE

We think and act confidently.

COMPOSED

We respect the difference of opinions & draw strength from it.

FOR BEST

We strive for what matters most



1.5 Company Strength

Proven Expertise

More than 25 years of proven expertise in KSA, supported by a network of experienced managers, engineers, and consultants.

01

Technical Excellence

Qualified technical advisory team across IT infrastructure, cybersecurity, storage, applications, and databases.

02

Regulatory Compliance

The Company complies with all relevant and applicable laws and regulatory requirements.

03

Operational Capacity

The ability to meet the needs and aspirations of diverse customer sectors, supported by a workforce of more than 2,100 employees.

04

Sustainability & Governance

High sustainability standards encompassing corporate governance, policies, procedures, code of conduct, and ethics, supported by effective risk management and a structured annual internal audit plan.

05

Certified Standards

- ISO 9001: in the quality management system.
- ISO 14001: in environmental management system.
- ISO 45001: for occupational health and safety management system.
- ISO 22301: in business continuity management systems.
- ISO 2000-1: in requirements for the development, implementation, monitoring, maintenance, and improvement of an IT service management system

06

Company
STRENGTH

Business & STRATEGY

Market Positioning · Growth Drivers · Strategic Focus

2.1 Business Strategy

SNS continues its journey as a trusted provider of human capital and ICT solutions in the Kingdom of Saudi Arabia, building on its strong market presence and long-standing relationships with both government and private sector clients. The Company's strategy is guided by a forward-looking vision that aligns with the Kingdom's economic transformation under Saudi Vision 2030, which emphasizes digital transformation, private sector development, human capital empowerment, and the expansion of technology-driven industries.

As Saudi Arabia continues to invest in building a diversified and knowledge-based economy, the demand for advanced workforce solutions, technology services, and managed operational models continues to grow. In response to these developments, SNS aims to strengthen its role as a strategic partner enabling organizations to access specialized talent, enhance operational efficiency, and support large-scale digital and institutional transformation initiatives.

Through its strategy, SNS seeks to expand its service portfolio, enhance operational efficiency, and diversify its revenue streams while maintaining high service quality and strengthening long-term relationships with its clients. The Company also aims to develop an institutional environment that attracts high-caliber talent, encourages innovation, and enables sustainable growth.

SNS remains committed to supporting the Kingdom's economic development by contributing to the advancement of human capital capabilities and supporting digital transformation initiatives across multiple sectors of the Saudi economy.



2.2 Overview of the Current Strategy

The current strategic framework was developed to strengthen SNS's position in the human capital services market while expanding its capabilities in ICT and technology-enabled services. The strategy focused on four main priorities:

Service Expansion

Enhancing the Company's service portfolio beyond traditional human capital solutions by introducing new workforce and managed service solutions that support the evolving needs of organizations.



Client-Centric Service Model

Strengthening long-term partnerships with key clients by delivering high-quality workforce solutions and supporting operational scalability for large organizations and government entities.



Operational Efficiency

Improving internal processes, optimizing cost structures, and implementing technology systems to enhance operational performance and support sustainable growth.

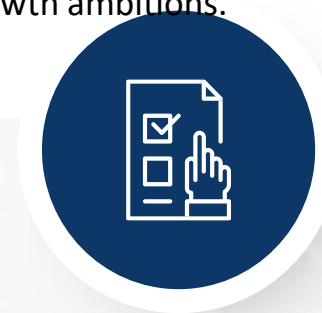


Work Environment Enhancement

Creating a professional and supportive work environment that attracts, develops, and retains top talent while strengthening employee engagement and organizational culture. Through the implementation of this strategy, SNS achieved several important milestones, including:

- Expanding the Company's client base across multiple sectors in the Kingdom
- Strengthening its position in providing specialized ICT workforce solutions
- Enhancing operational processes and internal governance practices
- Improving employee engagement and talent retention indicators
- Maintaining high client satisfaction and service quality levels

These achievements contributed to building a solid operational foundation that supports SNS's future growth ambitions.



2.3 Shift Towards a New Strategy

In light of these developments, SNS is currently working on developing a comprehensive strategy for the coming phase, aimed at strengthening the Company's competitive position and expanding its growth opportunities. The new strategic direction focuses on several key elements:



The new strategy aims to create a more flexible and diversified business model capable of responding to evolving market demands while generating sustainable revenue growth and delivering enhanced value for shareholders.

2.4 Strategy Transition

During the transition period, SNS will continue to build on its strong foundation by maintaining a clear focus on its core activities, further enhancing service quality, operational excellence, and client delivery standards. The Company remains committed to strengthening its existing service offerings while elevating its value proposition through continuous improvement and innovation.

At the same time, SNS will progressively prepare the organization for the next phase of its strategic transformation. This includes reallocating resources toward high-impact initiatives, strengthening governance and operational capabilities, and enhancing institutional readiness to support future growth.

As part of this transformation, SNS will expand across the human capital ecosystem while simultaneously building capabilities in technology-enabled and managed services. This will be achieved through a combination of organic growth, as well as strategic partnerships and selective acquisitions, enabling SNS to accelerate capability development and capture emerging opportunities in the market.

In parallel, the Company will focus on developing its technology services arm, with the potential to scale it into a distinct and specialized business vertical, which may be structured as an independent entity in the future, subject to strategic and market considerations.

SNS remains committed to ensuring a smooth and balanced transition between strategic phases, maintaining operational stability, and continuing to deliver consistent value to its clients, employees, and shareholders.

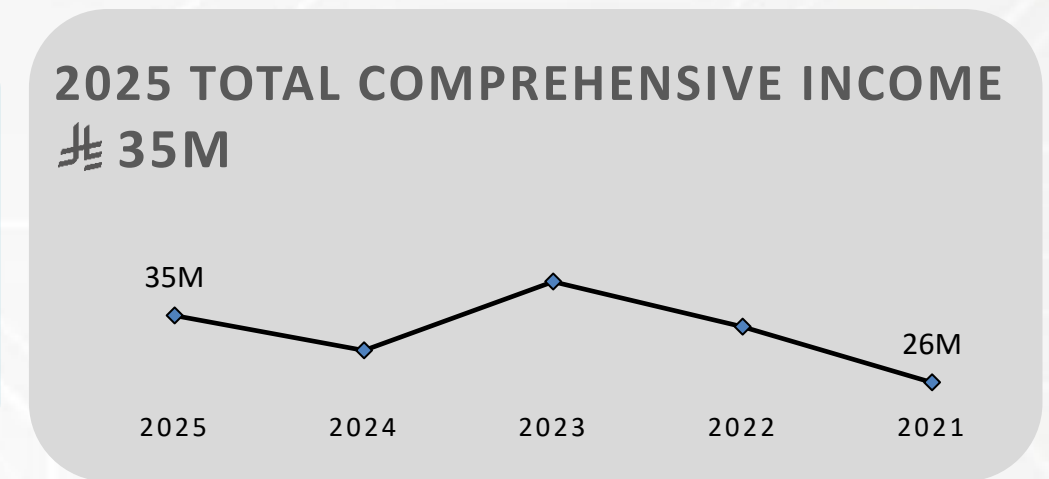
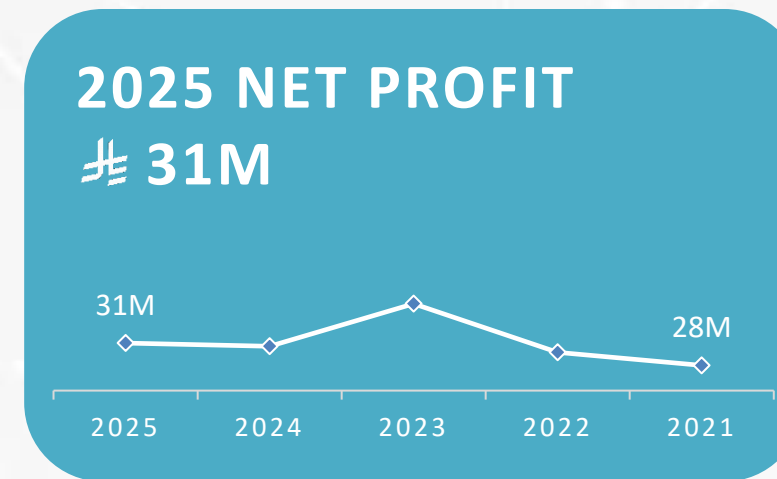
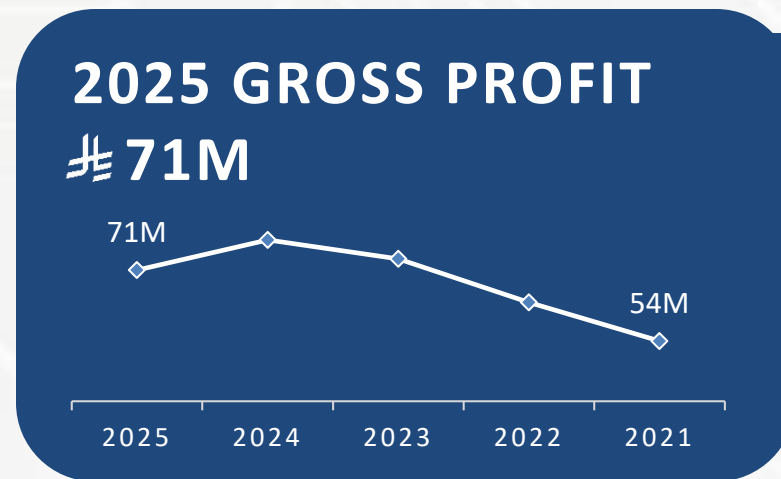
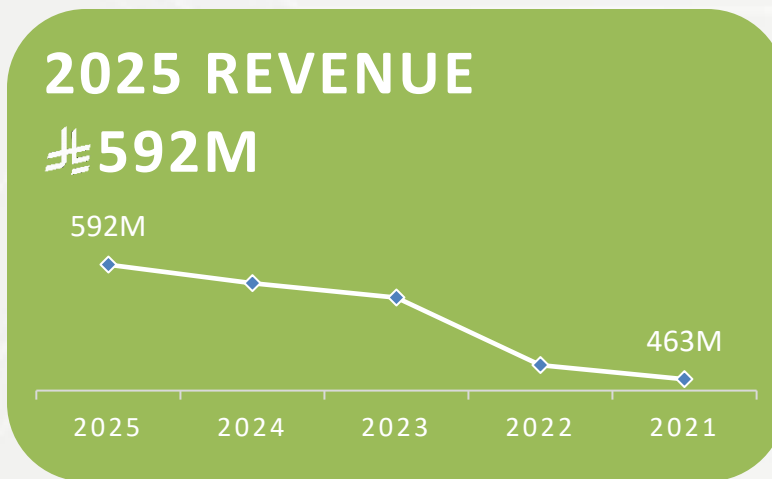
Through this strategic evolution, SNS aims to reinforce its position as a trusted partner for integrated workforce and technology solutions, while contributing to the broader objectives of Saudi Arabia's economic transformation, digital advancement, and sustainable development under Vision 2030.

3 Review of FINANCIALS

Results · Analysis · Value Creation

3.1 Summary of Financial Information

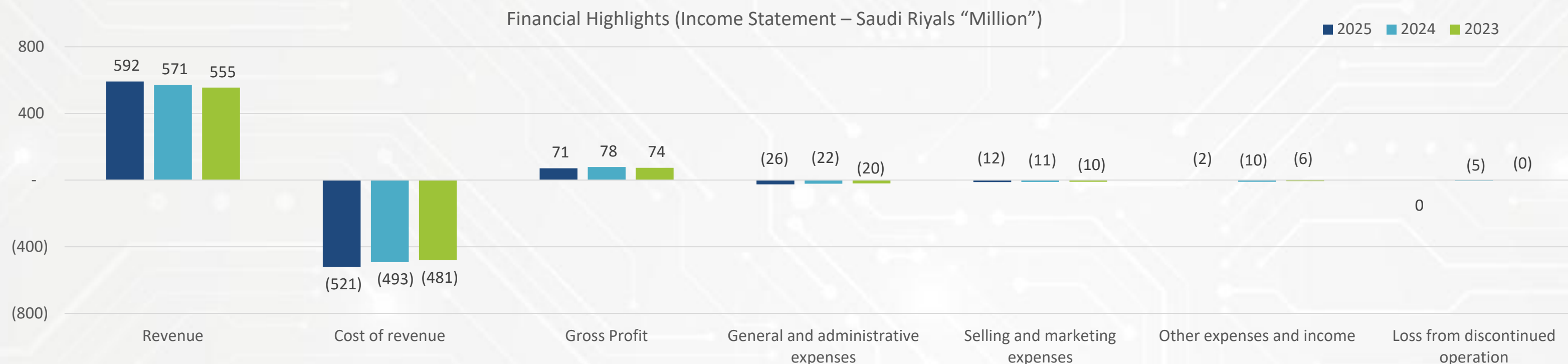
The graphs below illustrate the Company's five-year financial performance, with detailed tables presented on the following slide.



Summarized Statement of Comprehensive Income

Description	2025	2024	2023	2022	2021
Revenue	591,781,176	571,064,038	554,653,846	478,629,400	462,792,369
Gross profit	71,103,996	78,229,213	73,739,245	63,387,307	54,273,230
Net profit	31,314,330	30,792,063	36,555,384	30,086,377	28,354,621
Total Comprehensive Income	34,506,810	30,060,579	38,769,619	33,061,679	26,033,158

3.1 Summary of Financial Information *(Continued..)*



Revenue

The Company has three main streams of revenue: Direct, Managed-Hosting and Others. Variation is mainly due to increase in the revenue with the existing customers also the business generated from new customers. During the year, revenue increased by 4%.

Approximately SR 169 million (2024: SR 173 million) are derived from three major customers who contribute more than 29% (2024: more than 30%) to the total revenue.

Cost of revenue

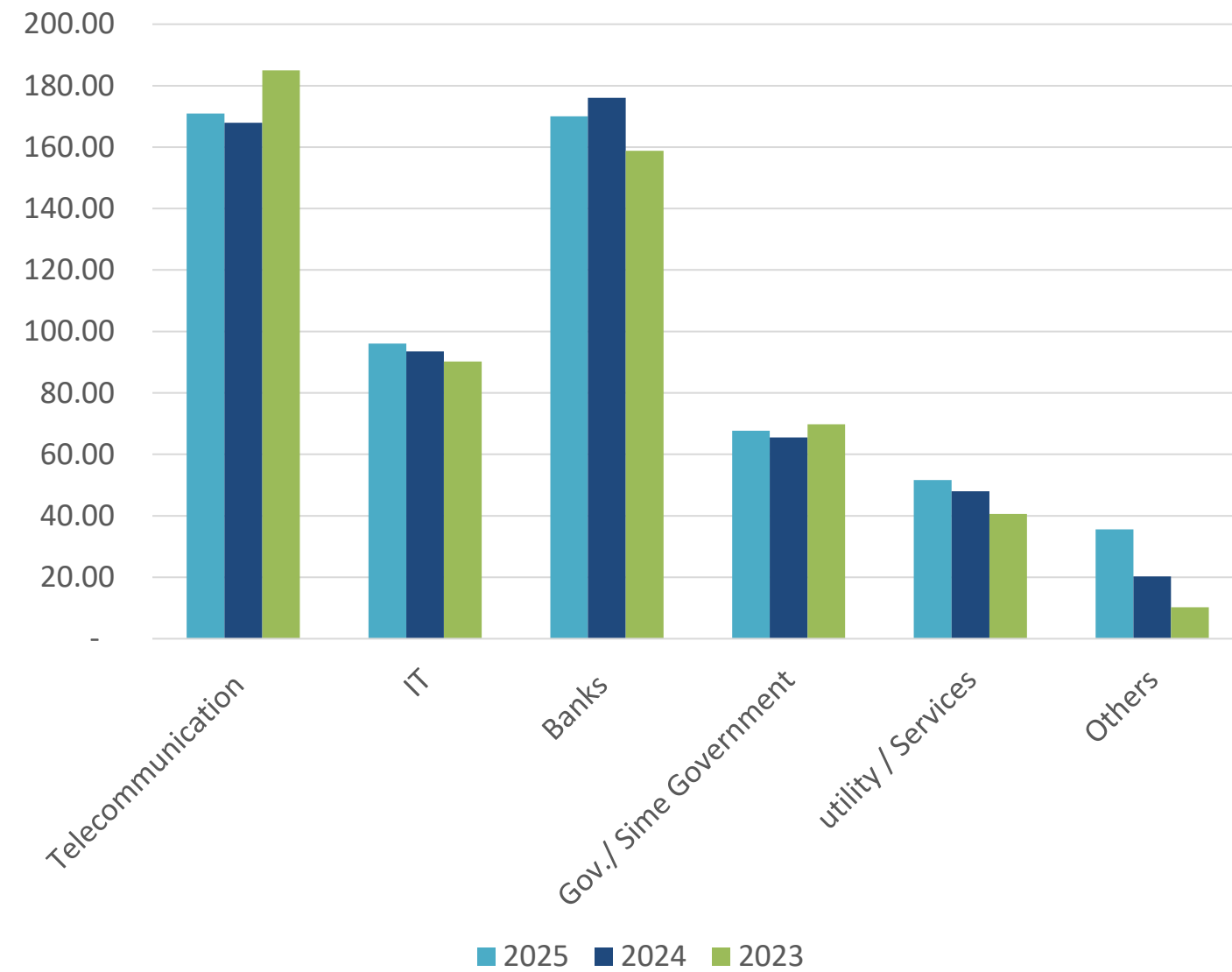
Cost of revenue has increased in line with the increase in sales. As well, the increase is primarily attributable to the recognition of additional provisions during the year in relation to Value Added Tax (VAT) exposure following the initial assessment received from the Zakat, Tax and Customs Authority (ZATCA), in light of ongoing assessments and discussions with the relevant authorities and parties, the assessment remains subject to final decision and appeal as well as the arrangement of potential recoverability from the customers.

Loss from discontinued operations

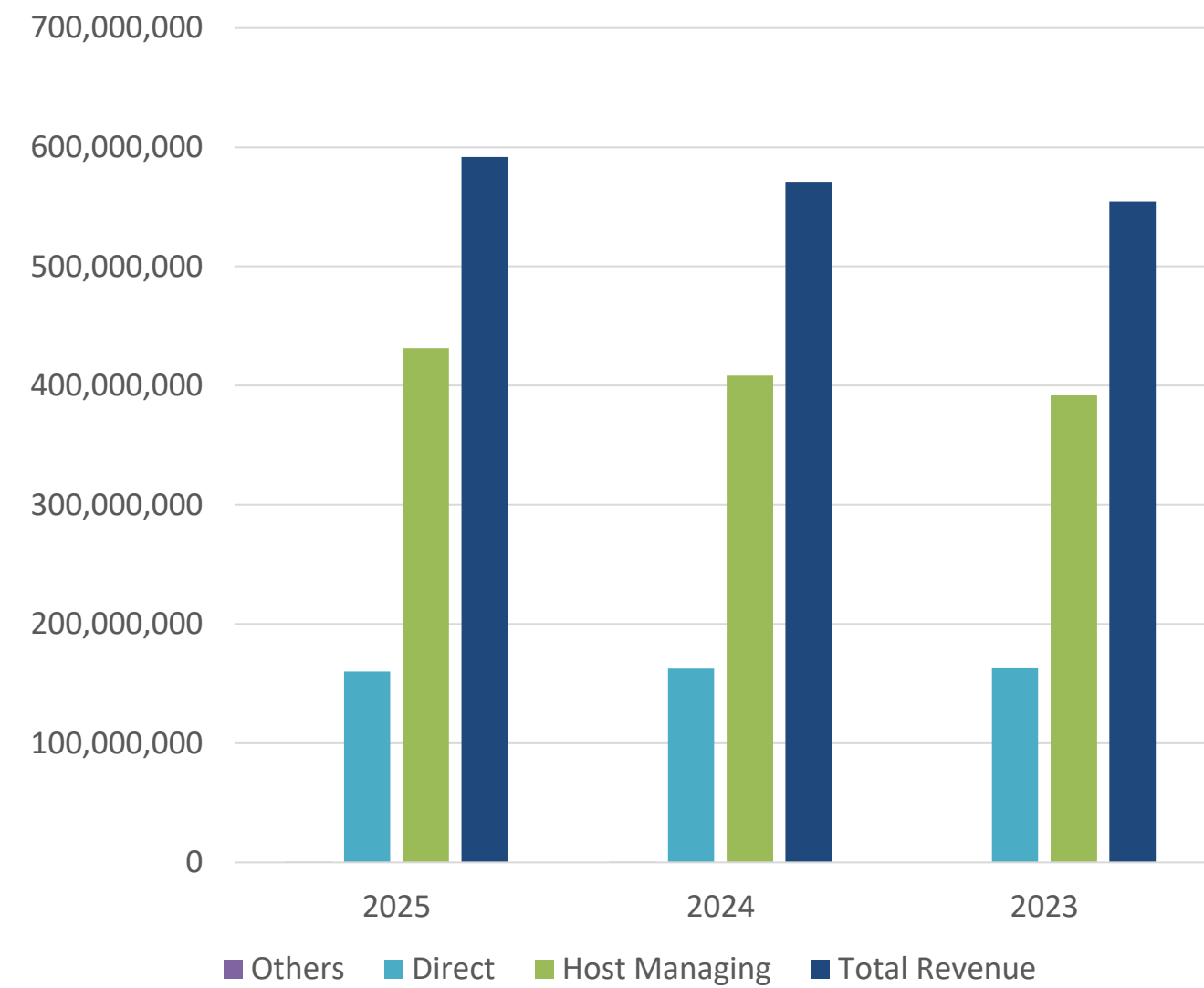
As at 31 December 2025, the Company’s Algerian subsidiary is in the process of winding up, following a Board decision to cease its operations to focus on the potential growth in the Saudi market. At the year end, the liquidation process remains ongoing, and the subsidiary had not been fully dissolved as of the reporting date. During 2025, the Group has settled a final tax notice received from the Tax Center of Algeria related to the subsidiary. Therefore, this tax amount has been accrued.

3.1 Summary of Financial Information *(Continued..)*

Revenue per sector

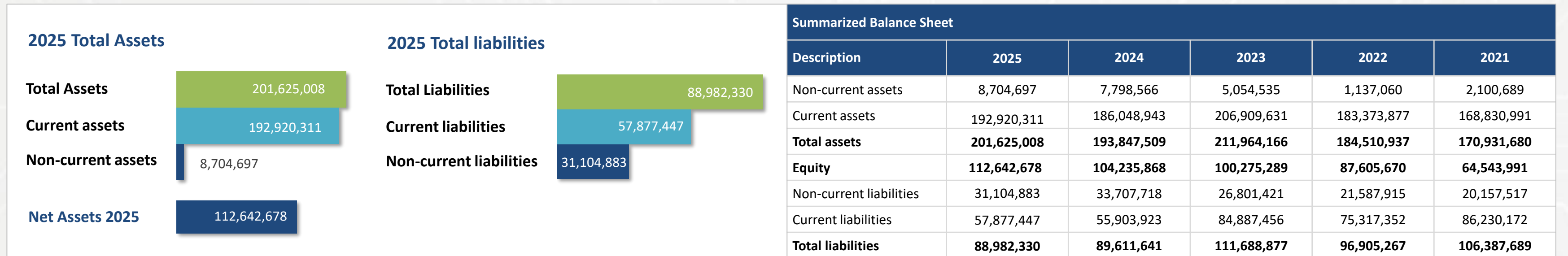


Revenue per service

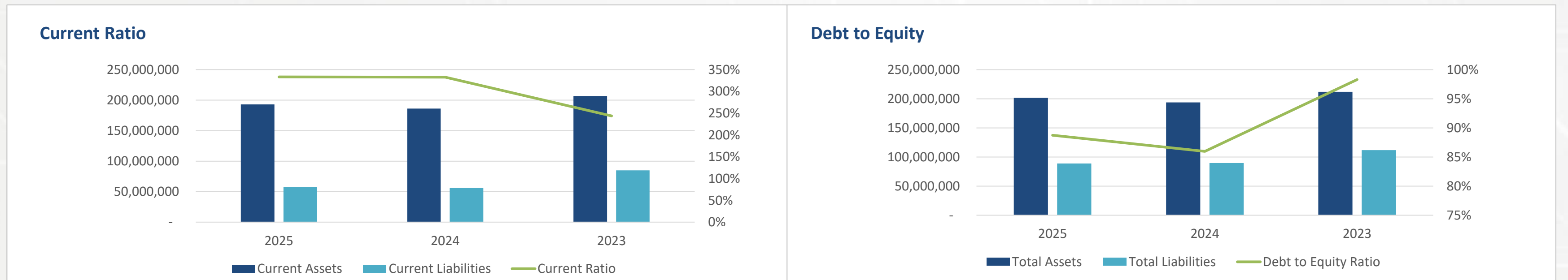


3.1 Summary of Financial Information *(Continued..)*

The graphs illustrate the Company's 2025 summarized balance sheet, with detailed tables presented on the following slide.

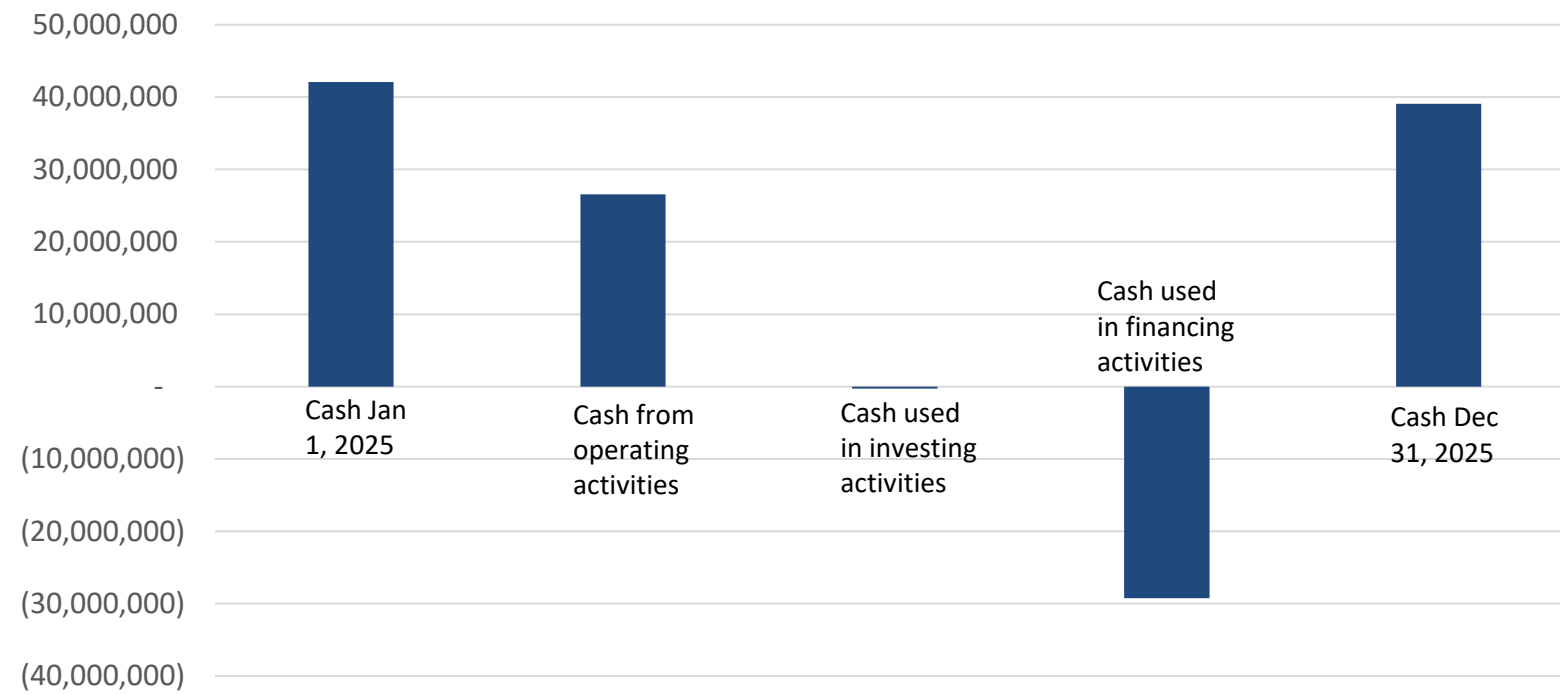


The below consolidated financial statements should be read along with the audited consolidated financial statements, including the accompanying notes for the financial year ended on December 31, 2025:



3.1 Summary of Financial Information *(Continued..)*

Cash Flow Analysis

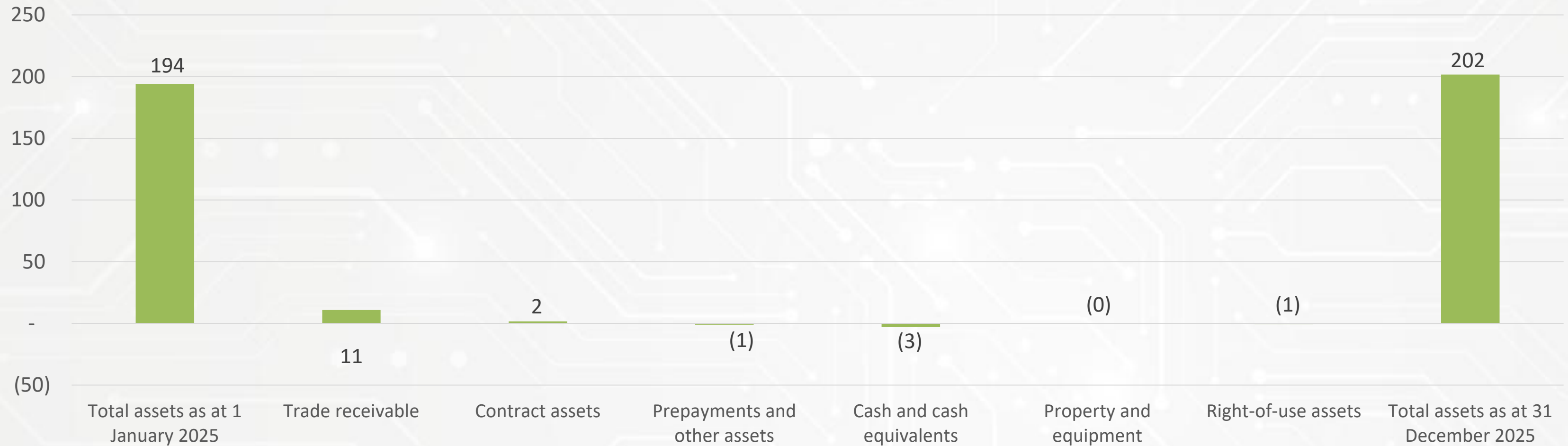


Following is the movement of short-term borrowings in 2025:

● Balance at beginning of the year	2.6M
● Interest expense	0.5M
● Proceeds during the year	27.4M
● Repayments during the year	29.9M
● Interest expense paid during the year	0.5M
● Balance at end of the year	0.0M

3.1 Summary of Financial Information *(Continued..)*

Financial Highlights (Assets – Saudi Riyals “Million”)



Trade receivables – during the year, the receivables balance increased by 9%, amounting to SAR 11.9 million, as a result of the increase in revenue. The variation is mainly driven by increased revenue from existing customers, as well as new business generated from new customers

In addition to the Expected Credit Loss (ECL) allowance, management has recorded specific provisions against the balances outstanding of customers of accounts receivables and unbilled revenue. During the year, net result of ECL and specific provision has been reduced by SAR 0.9 million in connection of collection of old balances.

The net decrease of SAR 2.9 million in cash as of December 31, 2025, compared to December 31, 2024, is primarily due to payment of debts resulting in debt free as of December 31, 2025. Moreover, the company has managed to secure time deposits during the year resulting in SAR 0.2 million interest income.

Other Assets remained in the same level for both years ended December 31, 2025 and 2024.

3.1 Summary of Financial Information *(Continued..)*



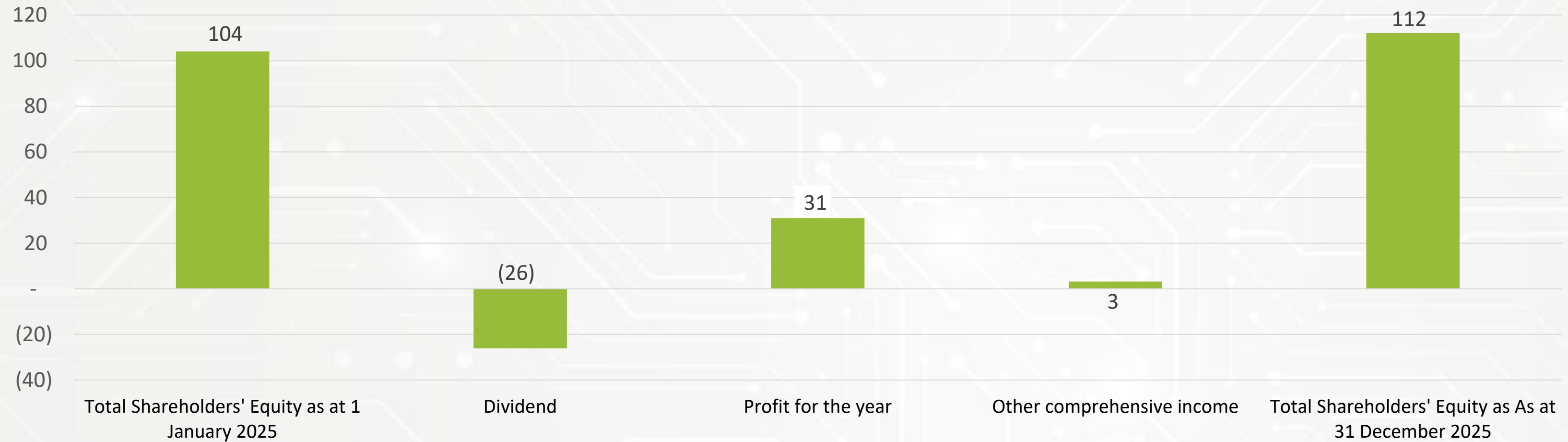
Short-term borrowings The Group has bank facilities in the form of short terms loans, overdraft and progress payment finance facility from commercial banks to finance its working capital requirements. During the year, the drawdowns amounted to SAR 27.4 million whereas repayments amounted to SAR 30 million. As a result of additional repayments pertaining to the opening balances, accordingly the company as of December 31, 2025, is debt free.

Defined benefits liabilities The Group operates a defined benefit plan in line with the Labour Law requirement in the Kingdom of Saudi Arabia. In the current year, and due to the payments made during the year resulted in the decrease in defined benefits liabilities as of December 31, 2025.

Accrued expenses & other liabilities has increased by SAR 5 million as compared to last year due to the additional provisions during the year in relation to Value Added Tax (VAT) exposure following the initial assessment received from the Zakat, Tax and Customs Authority (ZATCA), in light of ongoing assessments and discussions with the relevant authorities and parties, the assessment remains subject to final decision and objection as well as the potential recoverability from the customers.

3.1 Summary of Financial Information *(Continued..)*

Financial Highlights (Shareholders' Equity – Saudi Riyals “Million”)



Dividend - During the year 2025, the company announced the dividend for the second half of 2024 as SAR 2.35 per share amounting to SAR 14.1 million and first half of 2025 amounting to SAR 12 million at the rate of SAR 2 per share, the total dividend of SAR 26.1 million was paid during the year 2025. Since 2022, the company has maintained its dividend payment of SAR 26.1 each year paid semi annually.

Profit for the year - The company has achieved SAR 31.31 million as profit for the year contributing to the increase in the retained earnings.

3.2 Segment Reporting

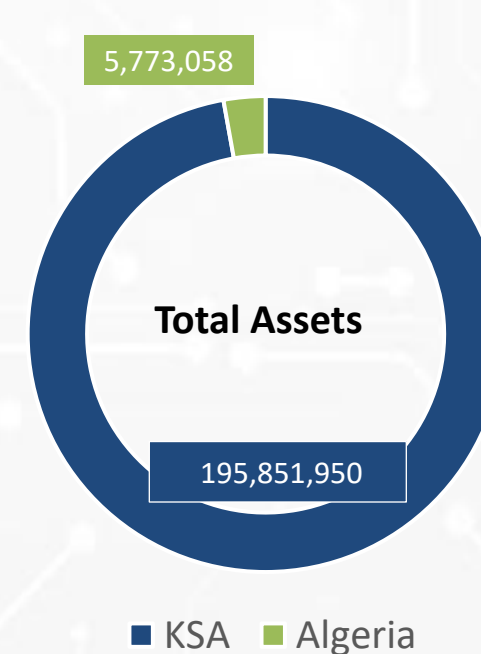
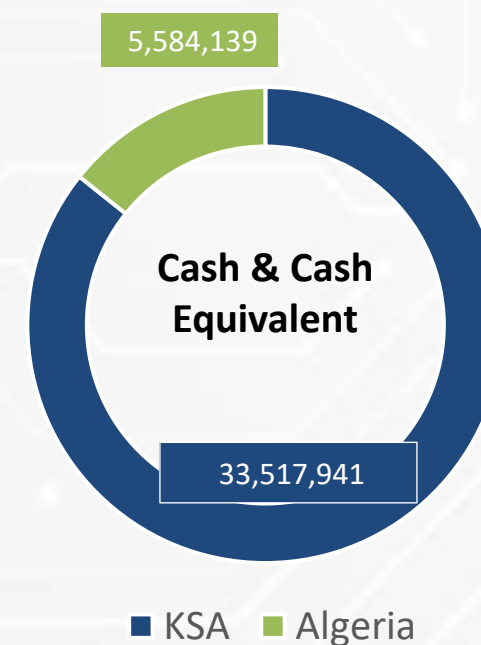
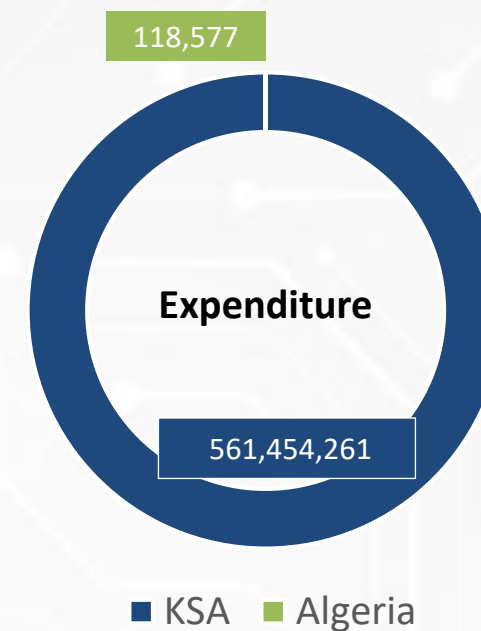
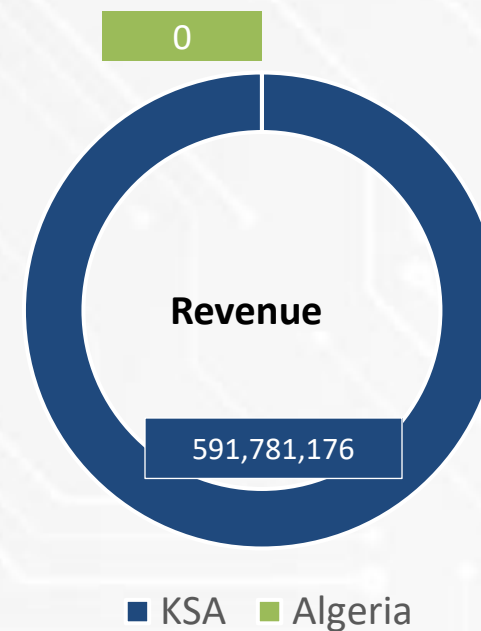
The Group has the following strategic geographical locations which represent its reportable segments. The Segment assets, liabilities and profit or loss are measured in the same way as in the consolidated financial statements.



Kingdom of Saudi Arabia: Provision of services in the geographical region of Kingdom of Saudi Arabia.



Algeria: Provision of services in the geographical region of Algeria.



3.3 Related Party Transactions

The Company has no related party transactions during the year.

3.4 Accounting Standards

The Group has consistently applied the International Financial Reporting Standard (“IFRS”) Accounting Standards as endorsed in the Kingdom of Saudi Arabia (“KSA”) and other standards and pronouncements endorsed by the Saudi Organization for Chartered and Professional Accountants (“SOCPA”).

There was no difference from the accounting standards approved by the Saudi Authority for Auditors and Accountants for the annual financial statements for the year ended December 31, 2025

3.5 Auditors’ Report

The auditors’ report on the financial statements ended December 31, 2025, is unmodified.

3.6 Dividends

3.6.1 Dividends Distribution Policy

The Company's dividend distribution policy is in accordance with the requirements of the regulations of the Capital Market Authority, the Companies Law, and the Company's Bylaws, and regulates the processes and procedures related to dividends distribution, declaration and determination of their payment schedule. The Company seeks to achieve a fixed Dividend Policy in general.

1. The General Assembly may, upon the proposal of the Board of Directors, set aside a percentage of the net dividends to form reserves and allocate them for the purposes specified by the General Assembly.
2. The Ordinary General Assembly may - when determining the portion of shares in net dividends - decide to form reserves, to the extent that achieves the interest of the Company or ensures the distribution of fixed dividends - as much as possible - to the shareholders. The aforementioned assembly may also deduct some amounts from the net dividends in order to achieve social purposes for the Company's employees.
3. The General Assembly shall determine the percentage that to be distributed to the shareholders from the net dividends after deducting reserves, if any.
4. The Company may distribute interim profits to its Shareholders on a semi-annual or quarterly basis by a resolution of the Board of Directors based on an authorization by the General Assembly of the Company, if the financial position of the Company allows and the Company's cash position, capital adequacy ratios and total equity shall be reviewed and, if sufficient, the remainder shall then be distributed to the shareholders.

The Company does not provide any guarantees that it will distribute dividends for any year, nor does it guarantee the value of those dividends that can be distributed in any specific year. The profit distribution process is subject to certain restrictions in accordance with the Company's bylaws.

3.6.2 Eligible Shareholders and Payment of Dividends

Shareholders shall be entitled to their share of dividends in accordance with the resolution issued by the General Assembly in this regard, provided that such resolution specifies the eligibility date and the distribution date. The eligibility of dividends for the shareholders of the Company who own shares and registered in the Securities Depository Center Company (Edaa) at the end of the second trading day following the specified eligibility date.

The Board of Directors, after obtaining authorization from the General Assembly, shall have the authority to distribute interim dividends to shareholders on a semi-annual or quarterly basis, in accordance with the relevant regulatory requirements and procedures.

3.6.3 Tax Implications on Payment of Dividends to Non-resident Shareholders

A withholding tax of 5% will be deducted on the payment of dividends to the Non-resident shareholders (Company / Individual).

3.6.6 Dividends Paid

Since the company registered in Nomu market in 2022, the Company has declared and paid the following dividends:

Distribution Date	Percentage of Dividend to the Share Par Value (%)	Dividend Amount	# of shares	Total Div Paid
25/09/2025	20%	2.00	6,000,000	12,000,000
10/04/2025	23.50 %	2.35	6,000,000	14,100,000
17/10/2024	20%	2.00	6,000,000	12,000,000
07/07/2024	23.50 %	2.35	6,000,000	14,100,000
22/10/2023	20%	2.00	6,000,000	12,000,000
19/06/2023	23.50 %	2.35	6,000,000	14,100,000

3.6.4 Unclaimed Dividends

When the Board of Directors decides the dividends and recommends them to the General Assembly, it shall immediately declare the details of the dividends, indicating the amount of the distribution, the percentage of the dividends to be distributed to the dividends achieved, the Company's capital, the total amounts of dividends, the method of payment and the date of distribution, if available at the time of the declaration after its meeting at which the dividends were approved in Tadawul.

3.6.5 Dividends Distribution Announcements

The company will make due announcements of dividends as applicable.

3.7 Penalty, Fines and Precautionary Procedure or Preventive Measures

The following table shows a detailed description of the penalties, sanctions and fines issued by the Capital Market Authority (CMA) or a supervisory, regulatory or judicial authority against the Company during the year:

Violation Type	Violation Issuer	Violation Amount (SAR)	Violation Cause	Violation Handling
Job localization requirement	Ministry of human resources and social development	96,000	Non-compliance with the localization rates for professions and activities for which ministerial decisions have been issued.	The company continuously takes the necessary steps to avoid this violation in the future by complying with the job localization requirement.

3.8 Statement of Statutory Payments Recorded

SNS is committed to settling all statutory fees payable to government entities in compliance with the applicable laws and regulations in force in the Kingdom of Saudi Arabia, as outlined in the table below

Regulatory Authority	Description	Amount	Description
General Organization for Social Insurance	General Organization for Social Insurance Fees	15,770,215	In accordance with the provisions and rules of GOSI
Government Entities Fees	Fees for Various Governmental Entities	882,510	All fee paid by the company for Government services
Zakat Tax and Customs Authority	VAT	71,837,623	In accordance with the provisions and rules of the Zakat obligation and the tax system.
	WHT	911	
	Zakat	2,785,634	
Total		91,276,893	

Corporate

GOVERNANCE

Leadership · Oversight · Accountability

4.1 About The Board

- The Board of Directors of SNS is composed of six members, who are appointed by the General Assembly for a four-year term in accordance with the Company's bylaws. The previous Board of Directors' term concluded on 13 October 2025. Accordingly, the General Assembly appointed the new Board of Directors for the new term, which began on 14 October 2025 and ends on 13 October 2029. In 2025, the Board of Directors held a total of Seven (7) board meetings.
- The Board consists of two non-executive members and four independent members. Currently, the Board has two Committees: Audit; and Nomination; and Remuneration. Each Committee meets regularly throughout the year, reports its actions and recommendations to the Board, and receives reports from management. All Board Committees have their respective charters that identify each Committee's roles, powers, and responsibilities.
- The Board of Directors meet at a minimum of four times a year or when required as per applicable regulations.
- The decisions and discussions of the Board of Directors are documented in the minutes of meetings and signed by the Chairman, Board of Directors & Board Secretary.

The Company's Board of Directors consists of
highly qualified and respected individuals in the
local, regional, and international business community

The Board members and their brief profiles are given below:

4.2 Board of Directors *Current term started 14 October 2025*



**Mr. Abdulmohsen Ibrahim
AlTouq**

Chairman

Non-Executive
37.25% Company Ownership



**Eng. Osama Mohammed
AlSabeg**

Vice Chairman & NRC Chairman

Non-Executive
36.83% Company Ownership



Dr. Abdullah AlHussaini

**Board Member & Audit
Committee Chairman**

Independent



**Dr. Mohammed Abdulkarim
AlMohimeed**

Board Member & NRC Member

Independent



Mr. Musab Husain AlKhodairi

Board Member & NRC Member

Independent



Mr. Mohammed Samir Ghonaim

**Board Member & Audit Committee
Member**

Independent

4.2 Board of Directors *Previous term Ended 13 October 2025*



**Mr. Abdulmohsen Ibrahim
AlTouq**

Chairman

Non-Executive

37.25% Company Ownership



**Eng. Osama Mohammed
AlSabeg**

**Vice Chairman, NRC Member &
Managing Director**

Executive

36.83% Company Ownership



Dr. Abdullah AlHussaini

**Board Member, Audit Committee
Chairman & NRC Member**

Independent



**Eng. Alwaleed Abdulrazaq
AlDryaan**

Board Member & NRC Chairman

Independent



Mr. Adel Mohammad Mallawi

**Board Member & Audit
Committee member**

Independent

Board Members' Profile



Mr. Abdulmohsen Ibrahim AlTouq

Nationality	Saudi
Post	Chairman
Education	- Bachelor of Business Administration, with specialty in Finance - King Saud University, Riyadh, Saudi Arabia, 1995.

Name of Companies in which a Board member is a member of their current Board or a manager	Inside/ outside Kingdom	Legal entity	Currently/ Previously
Member of Shoura Council since 2024 to date	Inside Kingdom	Shoura Council	Currently
Arab National Bank Board Membership Detail: - Vice Chairman of the Board 2020G to date - Board member since 2017G to date. - Member of Executive Committee - Member of Strategy Committee	Inside Kingdom	Listed Joint Stock	Currently
Tourism Development Fund - Board Member - 2022 to date - Chairman Risk Committee - 2023 to date - Chairman Audit Committee - 2023 to date - Member Credit Committee - 2023 to date	Inside Kingdom	Government Entity	Currently
Board Chairman, AlTouq Company Ltd. since 2013G to date.	Inside Kingdom	Limited Liability	Currently
AlUqair Development Company - Board Member Since 2020 G to date - Audit & Risk Committee Since 2023 G to date	Inside Kingdom	Government Entity	Currently
DAN Company - Board Member since 2022 G to date - Vice Chairman of Executive Committee	Inside Kingdom	Government Entity	Currently

Board Members' Profile



Eng. Osama Mohammed AlSabeg

Nationality	Saudi
Post	Vice Chairman, and NRC Chairman
Education	- Bachelor of Science in Electrical Engineering - King Fahd University of Petroleum and Minerals, Dhahran, Kingdom of Saudi Arabia, 1995.

Name of Companies in which a Board member is a member of their current Board or a manager	Inside/ outside Kingdom	Legal entity	Currently/ Previously
Board Chairman, Wataniya Finance Company and the member of the Executive Committee from 2023 and since 2020 to date respectively. Member of the Board of Directors of the Wataniya Finance Company since 2020 to 2023.	Inside Kingdom	Non-Listed Joint Stock	Currently
Board member of Bayader Al Aryaf Telecommunication Systems in the Kingdom of Saudi Arabia since 2006G to date.	Inside Kingdom	Limited Liability Company	Currently
Member of the board of directors of the Mutakamela Insurance (Formally called as Allianz Saudi Fransi Cooperative Insurance Company) Member of the nomination and remuneration committee and member of the risk committee since 2022 to 2025	Inside Kingdom	Listed joint stock	Previously

Board Members' Profile



Dr. Abdullah AlHussaini

Nationality	Saudi
Post	Independent Board Member, AC Chairman
Education	<ul style="list-style-type: none"> - Bachelor of Accounting, King Abdulaziz University, Jeddah, Kingdom of Saudi Arabia, 1990. - Master of Science in Accounting - King Saud University, Riyadh - Kingdom of Saudi Arabia, 1997. - Ph.D. in Financial Accounting and Audit - University of Kent, Canterbury, United Kingdom – 2005.

Name of Companies in which a Board member is a member of their current Board or a manager	Inside/ outside Kingdom	Legal entity	Currently/ Previously
Board Chairman, Sadu Capital.	Inside Kingdom	Non-Listed Joint Stock	Currently
Board Member, Al Khaleej Training and Education Company Chairman of Audit Committee Al Khaleej Training and Education Company, Member NRC Al Khaleej Training and Education Company,	Inside Kingdom	Listed Joint Stock	Currently
Board Member, Mouwast Medical Services Company, since 2024 to date.	Inside Kingdom	Listed Joint Stock	Currently
. Board Member, Masar Al-Numou Finance Co, from 2021 to date. . Audit Committee Member Masar Al-Numou Finance Co., . Chairman NRC Masar Al-Numou Finance Co., . Credit & Risk Committee Member Masar Al-Numou Finance Co.	Inside Kingdom	Non-Listed Joint Stock	Currently
Professor of Financial Accounting and Auditing, Prince Sultan University, since 2010 to date.	Inside Kingdom	Non-Profit Organization	Currently
Board Member, Deutsche Gulf Finance Company, from 2017 to 2020	Inside Kingdom	Non-Listed Joint Stock	Previously
Board Member, of Mutakamela Insurance (Formally called as Allianz Saudi Fransi Cooperative Insurance Company), since 2016 to 2024. - Risk Committee Member of Mutakamela Insurance (Formally called as Allianz Saudi Fransi Cooperative Insurance Company), - NRC Chairman of Mutakamela Insurance (Formally called as Allianz Saudi Fransi Cooperative Insurance Company),	Inside Kingdom	Listed Joint Stock	Previously
Board Member, Al-Mutatorah, Saudi Advanced Industrial Company, 2017-2021 Chairman of Audit Committee	Inside Kingdom	Listed Joint Stock	Previously
Board Member, Al-Babtain, Power and Communications Company, 2021-2024 Chairman of Audit Committee, Chairman of NRC	Inside Kingdom	Listed Joint Stock	Previously

Board Members' Profile



Dr. Mohammed Abdulkarim AlMohimeed

Nationality	Saudi
Post	Independent Board Member & NRC Member
Education	- Bachelors in Electrical Engineering from King Saud University, Riyadh, Saudi Arabia, 1985. - Masters in Electrical and Computer Engineering from Syracuse University, Syracuse, New York, USA, 1988 - PHD in Electrical and Computer Engineering from University of Pittsburgh, Pennsylvania, USA, 1997

Name of Companies in which a Board member is a member of their current Board or a manager	Inside/ outside Kingdom	Legal entity	Currently/ Previously
Board member of Qimah Green Shield Company.	Inside Kingdom	Limited Liability Company	Currently
<ul style="list-style-type: none"> • Vice President and Head of Digital Transformation Office from February 2022G to May 2024G. • Vice President, Chief Technology Officer (CTO), and Head of Digital Projects Group from November 2017G to January 2022G. • Vice President and Head of Digital Solutions Sector from May 2016G to October 2017G. • Executive Director – Emerging Business Unit from April 2014G to May 2016G. at Elm Company. 	Inside Kingdom	Government	Previously
Executive Director of the Electronic Services Program for Individuals (Absher Program) at the Ministry of Interior, Elm Company, from September 2010G to March 2014G.	Inside Kingdom	Government	Previously
<ul style="list-style-type: none"> • IT Sector Manager from January 2010G – August 2010G. • General Manager of Information Technology from 2009G to 2010G. • General Manager of E-Learning from 2006G to 2009G. • Director of E-Learning and Training from 2005G to 2006G. at Obeikan Research and Development Company. 	Inside Kingdom	Limited Liability Company	Previously
<ul style="list-style-type: none"> • Vice Dean of the College of Computer and Information Sciences from 2000G to 2002G. • Assistant Professor, Computer Engineering Department, College of Computer and Information Sciences from 1997G to 2005G. at King Saud University 	Inside Kingdom	Educational Institution	Previously

Board Members' Profile



Mr. Musab Husain AlKhodairi

Nationality Saudi
Post Independent Board Member and NRC Member
Education

- Bachelor of Science in Civil Engineering, PURDUE University, USA, 2005
- Family Governance Program Creating Family Charter, INSEAD University, Singapore, 2007.
- Project Management Program (PMP), McGill University, Canada, 2010.
- 5 Consecutive courses for the Executive Education Program, How to grow a business as an entrepreneur, London Business School, 2017.
- Real Estate and Finance Program, Finance for Non financials, London School of Economics, 2022

Name of Companies in which a Board member is a member of their current Board or a manager	Inside/ outside Kingdom	Legal entity	Currently/ Previously
Senior Director, Head of Center of Excellence Department at Public Investment Fund (PIF) from 2023G to date.	Inside Kingdom	Government Entity	Currently
Board member of Saudi Hospitality Company (SHC).	Inside Kingdom	Limited Liability Company	Currently
Board member of Depa PLC.	Inside Kingdom	Public shareholding	Currently
Board member of Saudi TAAB Company.	Inside Kingdom	Private Ownership	Currently
Executive Committee and member of asset management committee of Saudi Cruise.	Inside Kingdom	Limited Liability Company	Currently
Managing Partner at Saudi Taab Contracting Company 2018-2023	Inside Kingdom	Limited Liability Company	Previously
Chief Executive Officer – Project Operation & Business Development 2013-2017 Site Engineer, Planning Engineer, Procurement Manager & Project Manager 2013-2025 At Al Latifah contracting company	Inside Kingdom	Limited Liability Company	Previously

Board Members' Profile



Mr. Mohammed Samir Ghonaim

Nationality	Saudi
Post	Independent Board Member and AC Member
Education	<ul style="list-style-type: none"> - Bachelor in Manufacturing Engineering and Management, University of Manchester, June 2006 - Masters in Business Administration (MBA), Harvard Business School, May 2011.

Name of Companies in which a Board member is a member of their current Board or a manager	Inside/ outside Kingdom	Legal entity	Currently/ Previously
Audit Committee Member - Nomination and Remuneration Committee Member at SICO Capital.	Inside Kingdom	Closed Joint Stock Company	Previously
Chief Executive Officer (CEO) at D360 Bank from 2018G to 2024G.	Inside Kingdom	Closed Joint Stock Company	Previously
Engagement Manager at McKinsey & Company from 2012G to 2018G.	Inside Kingdom	Limited Liability Company	Previously
General Manager at Rocket from 2011G to 2012G.	Inside Kingdom	Limited Liability Company	Previously
Project Engineer at Saudi Aramco from 2006G to 2008G.	Inside Kingdom	Listed joint stock	Previously
Board Member at SICO Capital.	Inside Kingdom	Closed Joint Stock Company	Previously

Board Members' Profile



Eng. Alwaleed Abdulrazaq AlDryaan

Nationality	Saudi
Post	Independent Board member and NRC Chairman
Education	- B.S Electrical Engineering, University of Wisconsin, USA - M.S Electrical Engineering, University of Wisconsin, USA

Name of Companies in which a Board member is a member of their current Board or a manager	Inside/ outside Kingdom	Legal entity	Currently/ Previously
Board Member in Al Khaleej Training & Education. Riyadh. Saudi Arabia Since 1993 to date.	Inside Kingdom	Listed Joint Stock	Currently
Chairman of Mutakamela Insurance (Formally called as Allianz Saudi Fransi Cooperative Insurance Company) Since 2010 to date.	Inside Kingdom	Listed Joint Stock	Currently
Board Member of Care Medical Company, Riyadh, Saudi Arabia Since 2000 to date.	Inside Kingdom	Non-Listed Joint Stock	Currently
Board Member of Malaz Capital Group, Saudi Arabia Since 2014 to date.	Inside Kingdom	Limited Liability	Currently
Board of Trustees of the Financial academy, Saudi Arabia Since 2021 to date.	Inside Kingdom	Limited Liability	Currently
Chairman of Al Khaleej Training & Technology, Cairo. Egypt Since 2003 to date.	Outside KSA	Limited Liability	Currently
Managing Director of Fast Lane Company, Dubai. UAE Since 2004 to date.	Outside KSA	Limited Liability	Currently
Chairman of Franklin Covey Company, Dubai. UAE since 2006 to date.	Outside KSA	Limited Liability	Currently
Chairman of Linguaphone/Direct English Company, London UK, Since 2011 to date.	Outside KSA	Limited Liability	Currently
Young President Organization (YPO/WPO) since 2004	Inside Kingdom		Currently
General Manager, Al-Khaleej Computers & Electronic Systems (Al-Khaleej and Al-Falak Group of Companies) Institute of Electronic Industries Department. (From 1992 to 1993)	Inside Kingdom	Non-Listed Joint Stock	Previously
Board member of Arabian Cement Company, Saudi Arabia Since 2015 to Dec 2023.	Inside Kingdom	Listed Joint Stock	Previously
Board Member of New Horizons Computer Learning Centre, PA, USA Since 2005 to Nov 2023	Outside KSA	Non-Listed Joint Stock	Previously

Board Members' Profile



Mr. Adel Mohammad Mallawi

Nationality	Saudi
Post	Independent Board Member
Education	<ul style="list-style-type: none"> - Diploma in Board Directorship - GCC Board Directors Institute & FA Sep 2021 - Certificate in Board Directorship - GCC BDI & Financial Academy Oct 2020 - Master of Business Administration - University of Liverpool Online June 2019 - High Performance Board - IMD - Lausanne Nov. 2019 - Strategic Management in Banking - INSEAD, France 2015 - Assets & Liability Management – MERC, Dubai UAE 2010 - Advance Swaps - New York Institute of Finance, USA 2001 - Derivatives Boot camp- Euromoney, Cambridge, UK 1998 - Bachelor of science – chemistry. King Saud University, 1993

Name of Companies in which a Board member is a member of their current Board or a manager	Inside/ outside Kingdom	Legal entity	Currently/ Previously
Board and Chairman of Audit Committee – Tamweel Aloula since 2022 to date.	Inside Kingdom	Non-Listed Joint Stock	Currently
Chairman of Risk Committee – Tweek Fintech since 2022 to date.	Inside Kingdom	Non-Listed Joint Stock	Currently
Member of Advisory board at GCCBDI Riyadh (GCC Board of Directors Institute), from 2023 to date.	Inside Kingdom	Non-Profit Organization	Currently
Board Member, Saudi Pro League (SPL), from 2023 to date.	Inside Kingdom	Sporting League	Currently
Board Member, AION Digital KSA, from 2023 to date.	Inside Kingdom	Limited Liability	Currently
Board and Chairman of Audit Committee Saudi Construtioneers, From Oct 2023 to date	Inside Kingdom	Limited Liability	Currently
Banque Saudi Fransi - Member of the following committees: - General Management Committee – 2017 - 2022 - Market Risk Committee 2011 - 2022 - Asset & Liability Committee – Deputy Chairman 2011 - 2022 - Treasury and Investment Committee 2011 - 2022 - Business Continuity Committee 2011 - 2022 - Compliance Committee 2017 - 2022	Inside Kingdom	Listed joint stock	Previously
Risk Committee member – Mutakamela Insurance (Formally called as Allianz Saudi Fransi Cooperative Insurance Company) 2019 - 2022.	Inside Kingdom	Listed joint stock	Previously
Investment Committee member- Mutakamela Insurance (Formally called as Allianz Saudi Fransi Cooperative Insurance Company) 2019 – 2024.	Inside Kingdom	Listed joint stock	Previously
Board and Executive Committee – Mutakamela Insurance (Formally called as Allianz Saudi Fransi Cooperative Insurance Company) 2017 – 2019.	Inside Kingdom	Listed joint stock	Previously
Board member – Mutakamela Insurance (Formally called as Allianz Saudi Fransi Cooperative Insurance Company) 2022-2024.	Inside Kingdom	Listed joint stock	Previously
Audit Committee member – Saudi Fransi Capital 2017 – 2022	Inside Kingdom	Non-Listed Joint Stock	Previously
Executive Committee member – Saudi Fransi Capital 2017 – 2022	Inside Kingdom	Non-Listed Joint Stock	Previously
Chairman of the Board – SAKAN Real Estate Financing 2017 – 2019	Inside Kingdom	Non-Listed Joint Stock	Previously
Chairman of Audit Committee – Saudi Telecommunication Systems (SAT) 2020 to 2023.	Inside Kingdom	Non-Listed Joint Stock	Previously

Board Remuneration

Board members	Annual remuneration	Specific amount	Total allowance for attending committee meetings	Total allowance for attending General Assemblies	Remunerations for technical, managerial and consultative work	Remuneration for technical, managerial and consultative work	Remuneration of the Chairman, Managing Director or Secretary, if a member	In-kind benefits	Total	Percentage of the profits	Periodic remunerations	Short-term incentive plans	Long-term incentive plans	Granted shares	Expenses	Total	End of service reward	Aggregate amount	Expenses allowance
First: Independent Board Members																			
Dr. Abdullah Alhussaini	100,000	-	21,000	-	-	-	-	-	121,000	-	-	-	-	-	-	-	-	121,000	-
Mr. Musab Husain AlKhodairi	21,644	-	6,000	-	-	-	-	-	27,644	-	-	-	-	-	-	-	-	27,644	-
Mr. Mohammed Samir Ghonaim	21,644	-	6,000	-	-	-	-	-	27,644	-	-	-	-	-	-	-	-	27,644	-
Dr. Mohammed Abdulkarim AlMohimeed	21,644	-	6,000	-	-	-	-	-	27,644	-	-	-	-	-	-	-	-	27,644	-
Eng. Alwaleed Abdulrazaq Aldryaan	78,356	-	12,000	-	-	-	-	-	90,356	-	-	-	-	-	-	-	-	90,356	-
Mr. Adel Mohammad Mallawi	78,356	-	12,000	-	-	-	-	-	90,356	-	-	-	-	-	-	-	-	90,356	-
Sub-Total	321,644	-	63,000	-	-	-	-	-	384,644	-	-	-	-	-	-	-	-	384,644	-
Second: Non-Executive and Non-Independent Board Members																			
Mr. AbdulMohsen Ibrahim AlTouq	100,000	-	21,000	-	-	-	-	-	121,000	37.25%	-	-	-	-	-	-	-	121,000	-
Eng. Osama Mohammed AlSabeg	21,644	-	6,000	-	-	-	-	-	27,644	36.83%	-	-	-	-	-	-	-	27,644	-
Sub-Total	121,644	-	27,000	-	-	-	-	-	148,644	74.08%	-	-	-	-	-	-	-	148,644	-
Third: Executive and Non-Independent Board Members																			
Eng. Osama Mohammed AlSabeg	78,356	-	15,000	-	-	-	-	-	93,256	36.83%	-	-	-	-	-	-	-	93,256	-
Sub-Total	78,356	-	15,000	-	-	-	-	-	93,256	36.83%	-	-	-	-	-	-	-	93,256	-
Total	521,644	-	105,000	-	-	-	-	-	626,644	74.08%	-	-	-	-	-	-	-	626,644	-

Board Meetings And Attendance

Member Name	Boad of Directors Meetings (Previous term)							
	Executive	Non-Executive	Independent	5-Mar-25	18-Mar-25	22-May-25	19-Aug-25	3-Sep-25
Mr. Abdulmohsen Ibrahim AlTouq	-	✓	-	Attended	Attended	Attended	Attended	Attended
Eng. Osama Mohammed AlSabeg	✓	-	-	Attended	Attended	Attended	Attended	Attended
Dr. Abdullah Alhussaini	-	✓	✓	Attended	Attended	Attended	Attended	Attended
Eng. Alwaleed Abdulrazaq AlDryaan	-	✓	✓	Attended	Attended	Attended	Absent	Attended
Mr. Adel Mohammad Mallawi	-	✓	✓	Attended	Attended	Attended	Attended	Absent

Member Name	Boad of Directors Meetings (Current term)					
	Executive	Non-Executive	Independent		14-Oct-25	10-Dec-25
Mr. Abdulmohsen Ibrahim AlTouq	-	✓		-	Attended	Attended
Eng. Osama Mohammed AlSabeg	-	✓		-	Attended	Attended
Dr. Abdullah AlHussaini	-	✓		✓	Attended	Attended
Dr. Mohammed Abdulkarim AlMohimeed	-	✓		✓	Attended	Attended
Mr. Musab Husain AlKhodairi	-	✓		✓	Attended	Attended
Mr. Mohammed Samir Ghonaim	-	✓		✓	Attended	Attended

4.3 Board Committees

The Company in its policy adopts corporate governance, including the segregation of the responsibilities and functions of the Board of Directors, committees executive management and the policies that ensure that the Company works to achieve the interests of shareholders and follow the applicable Corporate Governance requirements.

4.3.1 Audit Committees

It is a committee formed by a resolution of the Board of Directors of the Company, which operates in accordance with its authorities included in the Committee's charter and the approved authority matrix, with a minimum number of members of three and not more than five.

The Audit Committee comprises four members: two Board members and two members from outside the Board.



Dr. Abdullah Alhussaini

Chairman



Mr. Khalid Mohammed Al Eid

Member



**Mr. Mohammad Abdulhakim
Salem**

Member



**Mr. Mohammed Samir
Ghonaim**

Member

The biographies of Dr. Abdullah Alhussaini & Mr. Mohammed Samir Ghonaim are stated in section 4.2 as part of the biographies of board members.

The biography of Mr. Khalid Mohammed Al Eid & Mr. Mohammad Abdulhakim Salem are as follows:

Audit Committee Members' Profile



Mr. Khalid Mohammed Al Eid

Nationality	Saudi
Post	Audit Committee Member
Education	<ul style="list-style-type: none"> - Bachelor's degree in Accounting from King Faisal University. - Master's degree in Business Administration from the University of Manchester.

Name of Companies in which a Board member is a member of their current Board or a manager	Inside/ outside Kingdom	Legal entity	Currently/ Previously
Audit Committee Member in East Gas Company	Inside Kingdom	Closed Joint Stock	Currently
Audit Committee Member in Al Jaber Financing	Inside Kingdom	Closed Joint Stock	Currently
Audit Committee Member in Advanced Petrochemical	Inside Kingdom	Public Joint Stock	Currently
Audit Committee Member in Al Khaleej Training and Education Co.	Inside Kingdom	Public Joint Stock	Currently
Audit Committee Member in Wala Insurance Company.	Inside Kingdom	Public Joint Stock	Currently
Audit Committee Member in Bena	Inside Kingdom	Public Joint Stock	Currently
General Manager of Internal Audit at King Fahd Causeway Authority.	Inside Kingdom	Government	Currently
Audit Committee Member in Cash In	Inside Kingdom	Limited Liability Company	Previously
Audit committee member in Imam Abdul Rahman Ibn Faisal University	Inside Kingdom	Government	Previously

Audit Committee Members' Profile



Mr. Mohammad Abdulhakim Salem

Nationality	Jordanian
Post	Audit Committee Member
Education	<ul style="list-style-type: none"> - Bachelor's degree in International Accounting from the German Jordanian University. - Certified Financial Consultant (CFC), the American Association for Investment and Financial Management - Certified Public Accountant (CPA) issued by the Guam State Board of Accountancy.

Name of Companies in which a Board member is a member of their current Board or a manager	Inside/ outside Kingdom	Legal entity	Currently / Previously
Finance Director at Al Touq Limited	Inside Kingdom	Limited Liability Company	Currently

Scope of The Committee's Work

The main role of the Committee is to assist the Board of Directors in supervising:



The soundness, integrity, effectiveness and accuracy of the Company's financial statements and reports.



The Company's compliance with legal and regulatory rules and requirements.



The qualifications, independence, and performance of the Company's external auditor.



The performance, integrity, and effectiveness of the Company's internal control and audit systems, and financial reports.

Committee Duties And Responsibilities

The audit committee shall be competent in reviewing the Company's activities and ensuring the integrity and effectiveness of the reports, financial statements and internal control systems. The duties of the audit committee shall particularly include the following:

A. Financial Statement & Reports

- Studying the Company's interim and annual financial statements before they are submitted to the Board of Directors, expressing its opinion, and making recommendations thereon before the Board of Directors to ensure their integrity, fairness, and transparency
- Providing a technical opinion—upon request from the Board of Directors—on whether the Board's report and the Company's financial statements are fair, balanced, understandable, and include information that enables shareholders and investors to assess the Company's financial position, performance, business model, and strategy.
- Studying any significant or unusual matters included in the financial reports.
- Thoroughly investigating any issues raised by the Company's CFO or its representative, the Company's compliance officer, or the external auditor.
- Verifying the accounting estimates in material issues included in the Company's financial statements and reports
- Studying the accounting policies followed by the Company and expressing opinions and recommendations to the Board of Directors thereon.

B. Internal Audit

- Review the Company's internal control, financial control, and risk management.
- Reviewing the Company's internal, financial, and risk management control systems and assessing their effectiveness.
- Reviewing internal audit reports and following up on corrective actions.
- Monitoring the performance and activities of the internal auditor and internal audit department to ensure adequate resources and effectiveness.
- Recommending to the Board the appointment and remuneration of the head of internal audit or internal auditor.
- Annually evaluating internal audit performance and recommending remuneration adjustments to the Board.t systems and assess their effectiveness.

The company has internal audit department since 2021

C. External Audit

- Recommending auditor nomination or dismissal, setting fees, and assessing performance after confirming independence and scope.
- Reviewing the auditor's professional qualifications and assigned team.
- Monitoring auditor performance and supervising activities with Board recommendations.
- Verifying auditor independence, objectivity, fairness, and audit effectiveness per regulations.
- Reviewing proposed audit scope, methodology, and plan with feedback.
- Ensuring auditor work remains within audit scope and advising the Board.
- Responding to auditor inquiries.
- Reviewing auditor reports and reservations on financial statements and following up actions.

Committee **Duties And Responsibilities**

D. Ensuring Compliance

- Ensuring the Company's compliance with relevant laws, regulations, policies, and instructions.
- Reviewing the outcomes of reports and investigations from supervisory or regulatory bodies, ensuring the Company takes the necessary measures regarding them.
- Reviewing the contracts and transactions proposed to be conducted by the Company with related parties, providing its feedback, and making recommendations to the Board of Directors.
- Ensuring mechanisms that allow employees to confidentially report concerns on financial, accounting, audit, or compliance matters.
- Submitting matters requiring Board attention and providing related recommendations.

E. Reports

- Informing the Board of Directors regarding the procedures of the Committee meetings, the recommendations it reaches, and the decisions it takes after each Committee meeting.
- Preparing a written annual report on its opinion regarding the adequacy and effectiveness of the Company's internal control, financial, and risk management systems, along with its recommendations in this regard, in addition to other works it has undertaken within its scope of competences. Copies are made available at the Company's head office for shareholders upon request and published on the Company and Tadawul websites at least twenty-one days before the scheduled meeting date, The report shall be read during the meeting.

F. Other Provisions

- Initiating and supervising special investigations, as appropriate.
- Performing other related works as requested by the Board of Directors.

The Committee, in performing its role, shall consider the division of responsibilities and competences between itself, the Board of Directors, the Company management, the internal auditor, and the auditor. In the event of a conflict between the Committee's recommendations and the Board of Directors' decisions, or if the Board rejects the Committee's recommendation with regard to appointing, dismissing, or determining the fee of the auditor or appointing the internal auditor, the Board's report shall include a summary of the Committee's related recommendations, its justifications, and reasons for the Board for not considering them.

G. Power

- The Committee has the necessary powers to perform its competences and duties

Audit Committee Members' Remuneration

Name	Fixed Remuneration	Allowance for attending the meeting	Expense claim & per diem	Total
Dr. Abdullah Alhussaini	100,000	21,000	-	121,000
Mr. Mohammad Abdulhakim Salem	100,000	21,000	-	121,000
Mr. Khalid Mohammed Al Eid	100,000	21,000	1,374	122,374
Mr. Mohammed Samir Ghonaim	21,644	6,000	-	27,644
Total	321,644	69,000	1,374	392,018

Audit Committee Meetings And Attendance

Name	Fixed Remuneration	Audit Committee Meetings (Previous term)				
		3-Feb-25	17-Mar-25	13-May-25	26-May-25	28-Aug-25
Dr. Abdullah Alhussaini	Chairman	Attended	Attended	Attended	Attended	Attended
Mr. Khalid Mohammed Al Eid	Member	Attended	Attended	Attended	Attended	Attended
Mr. Mohammad Abdulhakim Salem	Member	Attended	Attended	Attended	Attended	Attended

Name	Fixed Remuneration	Audit Committee Meetings (Current term)	
		03-Dec-25	23-Dec-25
Dr. Abdullah Alhussaini	Chairman	Attended	Attended
Mr. Khalid Mohammed Al Eid	Member	Attended	Attended
Mr. Mohammad Abdulhakim Salem	Member	Attended	Attended
Mr. Mohammed Samir Ghonaim	Member	Attended	Attended

4.3.2 Nominations and Remunerations Committee (NRC)

The NRC is a committee formed by a resolution of the Board of Directors of the Company, which operates in accordance with its authorities included in the Committee's charter and the approved authority matrix, with a minimum number of members of three and not more than five.

The NRC comprises three members which are also Board members.



**Eng. Osama Mohammed
AlSabeg**

Chairman



Mr. Musab Husain AlKhodairi

Member



**Dr. Mohammed Abdulkarim
AlMohimeed**

Member

The biographies of members of the NRC are stated in section 4.2 as part of the biographies of board members.

NRC Committee Duties And Responsibilities

The functions and responsibilities of the NRC include the following:

A. Nomination:

- Proposing rules and standards for membership in the Board of Directors and Executive Management.
- Recommending to the Board of Directors the nomination and re-nomination of members in accordance with the approved policies and standards, taking into account not to nominate any person who has previously been convicted of a professional crime or a crime that violates honor or honesty.
- Preparing a description of the capabilities and qualifications required for membership in the Board of Directors and holding executive management positions.
- Determine the time that a Board member must devote to the work of the Board.
- The Committee shall review the structure of the Board of Directors, Executive Management and make recommendations to the Board regarding the changes that may be made.
- The Committee shall annually verify the independence of independent members and the absence of any conflict of interest if the member is a member of the Board of Directors of another company.

NRC Committee Duties And Responsibilities

The functions and responsibilities of the NRC include the following:

A. Nomination: *Cont..*

- Develop job descriptions for executive members, non-executive members, independent members and senior executives.
- Develop special procedures in the event of a vacancy in the position of a member of the Board or the Executive Management.
- The Committee assesses the Board's strengths and weaknesses and submits proposals to address them in line with the Company's interests.
- The Committee ensures that the necessary policies are in place for the purpose of evaluating the work of employees annually and approving them before presenting them to the Board of Directors for final approval and ensuring their subsequent implementation.
- The Committee ensures that the necessary criteria are adopted to determine employee salaries in line with the employment market and general economic conditions in terms of inflation rates, competition, etc.
- The Committee ensures that there is a policy for end-of-fiscal-year bonuses and how to distribute them before presenting them to the Board of Directors for final approval and ensuring their subsequent implementation.

NRC Committee Duties And Responsibilities

The functions and responsibilities of the NRC include the following:

B. Remuneration:

- Preparing a clear list of rewards for the members of the Board, the committees emanating from the Board, and the Executive Management, as well as for the employees of the Company, and submitting it to the Board of Directors for review and then to the General Assembly for approval, provided that the list Management and the adoption of standards related to performance, and verifying their implementation.
- Clarify the relationship between the remuneration granted and the applicable remuneration regulation, and state any material deviation from this policy, if any.
- Periodically reviewing the remuneration regulations for the Board members, the committees emanating from the Board and the Executive Management and evaluating their effectiveness in achieving the desired objectives.
- Recommending to the Board of Directors the remuneration of Board members, Board committees and Executive Management in accordance with the approved regulation.

NRC Committee Members' Remuneration

Name	Fixed Remuneration	Allowance for attending the meeting	Total
Eng. Osama Mohammed AlSabeg	25,000	-	25,000
Dr. Abdullah AlHussaini	19,589	-	19,589
Mr. Musab Husain AlKhodairi	5,411	-	5,411
Dr. Mohammed Abdulkarim AlMohimeed	5,411	-	5,411
Eng. Alwaleed Abdulrazaq AlDryaan	19,589	-	19,589
Total	75,000	-	75,000

NRC Committee Meetings And Attendance

Name	Fixed Remuneration	NRC Meetings (Previous term)					
		20-Apr-25	29-Apr-25	6-May-25	21-May-25	22-Jun-25	18-Aug-25
Eng. Alwaleed Abdulrazaq AlDryaan	Chairman	Attended	Attended	Attended	Attended	Attended	Attended
Eng. Osama Mohammed AlSabeg	Member	Attended	Attended	Absent	Attended	Attended	Attended
Dr. Abdullah AlHussaini	Member	Absent	Attended	Attended	Absent	Absent	Attended

Name	Fixed Remuneration	NRC Meetings (Current term)	
		03-Nov-25	02-Dec-25
Eng. Osama Mohammed AlSabeg	Chairman	Attended	Attended
Dr. Mohammed Abdulkarim AlMohimeed	Member	Attended	Attended
Mr. Musab Husain AlKhodairi	Member	Attended	Absent

Remuneration Policy

Objectives and Principles of the Policy

1. The remuneration of Board Members, Committee Members and Senior Executives shall be determined in line with achieving the following objectives:
 - a) Enabling the Company to maintain the Board Members, Committee Members and Senior Executives who possess the required level of experience and qualifications.
 - b) The long-term success and development of the Company in order to achieve the interests of its shareholders while attracting, retaining and motivating the talents that the Company needs to achieve its business objectives.
 - c) Supporting the Company in the process of adapting to the competitive pressures of the sectors in which the Company operates.
2. The NRC is responsible for recommending to the Board of Directors the remuneration of the Board members, committee members, and Executive Management. The following criteria must be observed:
 - a) The remuneration must be proportionate to the company's activities and the skills required for its management.
 - b) The remuneration must align with the company's strategy, objectives, and the magnitude, nature, and level of risks associated with it.
 - c) The company must consider the practices of other companies and prevailing market trends in determining remuneration, while avoiding any unjustifiable increases in remunerations and compensations that may arise from such comparisons.
 - d) The remuneration must be fair and proportionate to the member's or executive's duties and responsibilities, as well as the tasks and responsibilities they undertake, in addition to the objectives set by the Board of Directors to be achieved during the financial year.
 - e) The remuneration should be reasonably sufficient to attract competent and experienced Board members and Executive Management, and ensure their motivation and retention.

Remuneration Policy (Continued..)

Remuneration Determination Rules

1. The remuneration of a Board member for their work on the Board of Directors may consist of a fixed amount, an allowance for attending meetings, in-kind benefits, or a percentage of the net profits. It is permissible to combine two or more of the aforementioned, and the Company's Bylaws may also set the maximum amount of such remuneration.
2. The Board may determine remuneration for Board members for their participation in the committees formed by the Board.
3. The remuneration received by a Board member must be fair and proportionate to the responsibilities undertaken by the member, as well as the tasks carried out and the objectives set by the Board to be achieved during the financial year.
4. The remuneration must be based on the recommendation of the NRC and proportionate to the company's activities and the required skills for its management, taking into consideration the sector in which the company operates, its size, and the experience of the Board members.
5. The remuneration must be reasonably sufficient to attract, motivate, and retain highly qualified and experienced Board members.
6. The remuneration of Board members and Board committees shall be disbursed according to the standards approved by the General Assembly, and the company's annual report must include all disbursed remunerations.
7. Board members are not permitted to vote on the item regarding Board members' remuneration in the General Assembly meeting.

Rules for Determining the Remuneration of Committee Members

1. The Board of Directors shall determine and approve the remuneration for membership in its committees and attendance allowances based on the recommendation of the NRC.
2. If the Board of Directors assigns any of its members to perform an official mission outside the city of Riyadh, such member shall be compensated in accordance with the actual cost, and in accordance with the Company's policy for travel rules.

Rules for Determining the Remuneration of Senior Executives

1. Based on the recommendations of the NRC, the Board of Directors shall determine the remuneration of Senior Executives in accordance with the relevant employment contracts, policies, remuneration plans and internal compensation.
2. The Board of Directors shall review and approve employment contracts with Senior Executives, including those ones that are to be concluded with newly recruited employees. It shall also review and approve any contract concluded with any employee against a wage or remuneration that is equivalent to the remuneration of the Senior Executives.

4.4 Senior Executive

The Executive Management is entrusted with executing the strategies, policies, and decisions approved by the Board of Directors, overseeing the Company's operational activities, and ensuring adherence to relevant laws and regulations, as well as internal policies and controls, to support the achievement of the Company's strategic and financial objectives.



Ahmad Abu Nemeah

CEO

Appointed
18/02/2024



Tareq Nasereddin

Financial Controller

Appointed
02/02/2025



Bander Aldahash

Chief Human Resources Officer

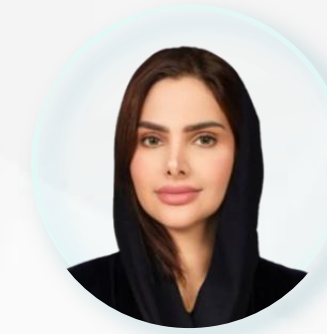
Appointed
21/09/2025



Muhammad Imran Malik

Board Secretary &
Chief Audit Executive

Appointed
02/11/2021



Arwa AlQahtani

Legal, Compliance & Governance Manager

Appointed
07/01/2025



Hasan Mustafa

Key Accounts Manager

Appointed
05/05/2014

Following is an overview of the senior management members

4.4 Senior Executives' Profile



**Ahmad
Abu Nemeh**

Nationality	Jordanian
Post	Chief executive Officer
Education	- BSC Accounting and Finance, University of Yarmouk and Allsraa University, Jordan, 2004.
Experiences	<ul style="list-style-type: none"> - Chief Executive Officer, Saudi Networkers Services since (2025 – present) - Chief Financial Officer, Saudi Networkers Services since (2024 – 2025) - Chief Strategy and Transformation Officer at Naizak Global Group (2022-2024). - Director of Finance at Inma Steel Fabricators (2020-2022). - Chief Financial Officer at Gulf Specialized Works (2017-2020). - Group Finance Manager at Pan Gulf Industrial Investments Group (2011-2017). - Audit Manager at Deloitte & Touche (2006-2011). - Senior Auditor at Talal Abu-Ghazaleh & Co. International (2004-2006).



**Tareq
Nasereddin**

Nationality	Jordanian
Post	Financial Controller
Education	<ul style="list-style-type: none"> - Certified Public Accountant, New Hampshire, 2017 - Bachelor Degree in Accounting, Lebanese American University, 2009
Experiences	<ul style="list-style-type: none"> - Financial Controller at Saudi Networkers Services (2025 – present) - Financial Controller at Koushan Real Estate (2024 – 2025) - Financial Director at TAJ Events (2022 – 2024) - Financial Team Leader at Red Sea Cruise Company (2021 – 2022) - Group Financial Reporting Manager at Ahmad Hamad AlGosaibi (2015 – 2020) - Senior Auditor at Deloitte Bakr Abu AlKhair (2009 – 2015)

4.4 Senior Executives' Profile



**Bander
Aldahash**

Nationality	Saudi
Post	Chief Human Resources Officer
Education	- Computer programing Diploma, Institute of Public Administration, Riyadh, KSA, 2005.
Experiences	<ul style="list-style-type: none"> - Chief Human Resources Officer, SNS (2025 – present). - VP Shared Services, Tamkeen Human Resource (THR), Riyadh, KSA from 2024 to 2025. - Shared Services General Manager) Saudi Manpower Solutions Company, SMASCO, Riyadh, KSA from 20214 to 2024 - Operations & HR Director Maximus Gulf, Riyadh, KSA from 2011 to 2014 - HR Manager, Integrated Networks, Riyadh, KSA –2011 to 2012 - HR Manager, Multi Forms KSA, Riyadh, KSA –2010 to 2011



**Muhammad
Imran Malik**

Nationality	Pakistani
Post	Board Secretary and Chief Audit Executive
Education	Fellow of the Association of Chartered Certified Accountants (FCCA) – Association of British Chartered Accountants, Glasgow, UK, 2003G.
Experiences	<ul style="list-style-type: none"> - Board Secretary & Chief Audit Executive SNS (2021 – present). - Board secretary & Chief Audit Executive of Bayader Al-Aryaf Telecommunications Systems in the Kingdom of Saudi Arabia (2019-2021). - General Manager Finance, MTN Group (2008-2018). - Assistant Manager, Ernst & Young KSA (2007-2008). - Reporting & Reconciliation Specialist, Ooredoo Group (2005-2006). - Audit Supervisor Ernst & Young Oman, UAE, Pakistan (1998-2004)

4.4 Senior Executives' Profile



Arwa
AlQahtani

Nationality	Saudi
Post	Manger- legal compliance & corporate governance
Education	<ul style="list-style-type: none"> - Masters of Law - European Law, Governance & Regulation from university of Bonn Germany 2018 G. -Bachelor in Law, King Abdu Aziz university Saudi Arabia Jeddah, in LAW from the faculty of Law and regulations.2012G. -Professional Certificates Governance, Risk, & Compliance (GRCO) certificate - Investment Academy of Saudi Arabia
Experiences	<ul style="list-style-type: none"> - Manger- legal compliance & corporate governance (2025 – present). - Legal Associate Hourani & Partners 2022 to 2024 - Legal Advisor, Petro Rabigh (Rabigh Refining and Petrochemical Company) (2020 -2024) Saudi Aramco and Sumitomo joint veture 2020 – 2024 - Lecturer University of Jeddah, Saudi Arabia College of Law and Judicial Studies 2019 –2020 Trainee – Legal Researcher Al Shamel Law Firm 2015 – 2016



Hasan
Mustafa

Nationality	Jordanian
Post	Customers' Key Accounts Manager
Education	High Diploma in Computers and Digital Systems – Al-Balqa Applied University - Amman, Jordan, 1989
Experiences	<ul style="list-style-type: none"> - Customers' Accounts Manager , SNS (2014 – present) - Sales Manager, Central Province, Hardware Solutions Builders – Hasoub, (2012-2013). - Sales Manager, CISCO Systems (2010-2012). - Sales Manager, Getronics Saudi Arabia Ltd, (2002-2010). - Senior Sales Representative, Jordan Data Systems (1996-2002). - Supervisor, Maintenance Division, Special Systems Company, (1990-1996).

4.4 Senior Executives' Remuneration

Name	Fixed remuneration								Shares granted	Total	End of Service Gratuity	Total remunerations paid to Executives, if any	Grand total
	Salaries	Allowances	In kind benefits	Total	Periodic remunerations	Dividend	Short - term incentive plan	Long-term incentive plans					
Ahmad Abu Nemeh	650,376	233,631	-	884,007	220,370	-	-	-	-	220,370	42,139	-	1,146,516
Tareq Nasereddin	362,593	132,408	-	495,001	-	-	-	-	-	-	20,563	-	515,564
Mohammed Imran Malik	570,208	201,688	-	771,896	226,111	-	-	-	-	226,111	34,880	-	1,032,887
Hasan Mustafa	379,988	138,996	-	518,984	730,004	-	-	-	-	730,004	57,214	-	1,306,202
Raed Arafeh *	288,000	152,000	-	440,000	5,688,948	-	-	-	-	5,688,948	36,667	-	6,165,615
Mustafa Odeh	389,774	142,421	-	532,195	475,952	-	-	-	-	475,952	44,090	-	1,052,237

* Raed Arafeh : former CEO

4.5 Board of Directors Declarations

The Board of Directors declares the following

That the accounting records were prepared correctly.

The internal control system was properly developed and implemented effectively.

There is no doubt about the company's ability to continue its activity.

In compliance with the law and rules on the Offers of Securities and Continuing Obligations, there are no sanctions, precautionary measure or reserve restrictions, imposed on the company by the CMA or any other supervisory regulatory or judicial body.

The Company's financial statements were prepared in accordance with the accounting standards approved by the Saudi Organization for Chartered and Professional Accountants and no inconsistencies were observed during the year.

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

There are no arrangements or agreements, under which a shareholder waives any right to dividend.

There is no interest, contractual securities and underwriting rights belonging to members of the Board of Directors.

There is no interest in the category of shares with the rights to vote belonging to persons (except for the disclosure of board members, senior executives and their relatives) who have informed the company of these rights during the year 2025.

There is no interest held by any person in a class of voting shares (other than the company's directors, senior executives, & their relatives) who notified the Company of their holdings under Article 85 of the Rules on the Offer of Securities and Continuing Obligations, including any changes during the last fiscal year.

4.5 Board of Directors Declarations *(Continued..)*

There is no refund, purchase or cancellation by the Company, for any refundable debt instruments.

There are no Board members, who are directly or indirectly involved in any competing business with the Company or any of its activities.

There is no conversion or subscription rights under any convertible debt instruments, contractually based securities, warrants or similar rights issued or granted by the company.

There is no interest, contractual securities or rights issue of the Board members, Senior Executives and their relatives on shares or debt instruments of the Company or its affiliates, and any change on these interest or rights during the last fiscal year.

There is no redemption, purchase or cancellation by the Company of any redeemable debt instruments and the value of such securities outstanding, distinguishing between those listed securities purchased by the Company and those purchased by its affiliates.

There is no shares or debt instruments issued to a subsidiary.

The Board of Directors recommended changing the external auditor during the year, based on the recommendation of the Audit Committee, following the expiry of the auditor's appointment term.

There are no arrangements or agreements, under which a board member or a senior company executive waives any salary or compensation.

The Company has no related party transactions during the year.

There is no overdue statutory payment on account of any zakat, taxes, fees or any other charges that have not been paid until the end of the annual financial period.

There are no categories or numbers of convertible debt instruments, contractual securities, subscription rights, or similar rights issued or granted by the Company during fiscal year 2025, nor any related compensation obtained.

The company does not have retained treasury shares.

The report provided by the external auditors does not contain any reservations of any sort on the financial statements for the year ended 31 December 2025.

4.6 Audit Committee and The Board

The Audit committee has not issued any recommendations that conflict with the resolutions of the Board of Directors. And the Board of Directors has not rejected any recommendations submitted by the Audit Committee.

4.7 Board of Directors' General Assembly Attendance

18 May
2025

8 Oct
2025

Name	Capacity	General Assembly Meetings	
Mr. Abdulmohsen Ibrahim AlTouq	Chairman	-	-
Eng. Osama Mohammed AlSabeg	Vice Chairman & Managing Director	✓	✓
Eng. Alwaleed Abdulrazaq AlDryaan	Member	-	-
Dr. Abdullah Alhussaini	Member	✓	✓
Mr. Adel Mohammad Mallawi	Member	✓	✓

✓ Attended
 - Absent

4.8 Recommendations From The Board of Directors To The General Assembly

The Board of Directors invites the Company's shareholders to convene and attend Ordinary and Extraordinary General Assembly meetings as and when required

4.9 Shareholder Capital Structure

As of December 31, 2025, shareholders and related details are as below:

Current Shareholders	No. of Shares	Nominal Value (SAR)	Direct ownership percentage
Mr. Abdulmohsen Ibrahim AlTouq	2,235,000	22,350,000	37.25%
Eng. Osama Mohammed AlSabeg	2,209,955	22,099,550	36.83%
The Public	1,555,045	15,550,450	25.92%
Total	6,000,000	60,000,000	100.00%

During the year the company announced the decision of its Board of Directors recommendation to increase the company's capital by 25%, by granting bonus shares through capitalizing 15,000,000 from the retained earnings account. This was decided by granting 1,500,000 bonus shares to shareholders by granting (1) bonus share for every (4) share owned by shareholders Subsequent to the reporting date 31 December 2025, the Company obtained the necessary approvals from the relevant authorities and general assembly meeting approval dated 08 March 2026.

4.10 Company Requests for Shareholders' Register

Numbers of company's requests of shareholders records, dates and reasons thereof.

Date	Reasons of Request
23/12/2025	Others – Main Market Transition purposes
08/10/2025	AGM
19/08/2025	Others – Main Market Transition purposes
03/08/2025	Others – Main Market Transition purposes
23/07/2025	Others – Main Market Transition purposes
26/05/2025	Others – Main Market Transition purposes
18/05/2025	AGM
17/04/2025	Others
15/04/2025	Others
07/04/2025	Others
17/01/2025	Others
14/01/2025	Others

4.11 The Company Announcement on Tadawul

In 2025, Saudi Networkers Services (SNS) announced a total of 18 announcements on the Tadawul official website, ranging from significant company events to shareholder notices. Here's a summary of these announcements in order from oldest to newest, according to their date and subject:

11/12/2025 Saudi Networkers Services Company announces the conclusion of the CEO's acting assignment and his appointment as the CEO

15/10/2025 Saudi Networkers Services Co. Announces the formation Of Audit Committee

15/10/2025 Saudi Networkers Services Co announces resolutions of the board of directors to appoint, The Chairman, Vice Chairman, The formation of Board committees, The appointment of the company's representatives to the capital market authority, the Saudi stock exchange (Tadawul), The securities depository center company (EDAA) and the appointment of Board's Secretary.

09/10/2025 Saudi Networkers Services Co. Announces the Results of the Ordinary General Assembly Meeting, (First Meeting)

28/09/2025 Saudi Networkers Services Co. announces the board of director's decision to transfer from parallel market to main market

08/09/2025 Saudi Networkers Services Co. Announces the Board's Recommendation to Increase the Capital by Granting Bonus Shares

08/09/2025 Saudi Networkers Services Co. announces the board of director's decision to distribute cash dividends for first half of the fiscal year 2025.

07/09/2025 Saudi Networkers Services Co. Board invites its shareholders to attend the Ordinary General Assembly Meeting the (First Meeting)

31/08/2025 Saudi Networkers Services Co. announces its interim Financial Results for the Period Ended on 2025-06-30 (Six Months)

02/07/2025 Saudi Networkers Services Co announces the opening of the Nomination Period for the board of directors' Membership for the Next Term

19/05/2025 Saudi Networkers Services Co. Announces the Results of the Ordinary General Assembly Meeting, (First Meeting)

30/04/2025 Saudi Networkers Services Company announces the appointment of the Acting CEO

30/04/2025 Saudi Networkers Services Co. announces the latest developments regarding the termination of the contract with the CEO by mutual consent and the appointment of a new CEO

23/04/2025 Saudi Networkers Services Co. Board invites its shareholders to attend the Ordinary General Assembly Meeting the (First Meeting)

26/03/2025 Saudi Networkers Services Co. announces the termination of the contract with the CEO by mutual consent and the appointment of a new CEO

26/03/2025 Saudi Networkers Services Co. announces the board of director's decision to distribute cash dividends for second half of the fiscal year 2024.

26/03/2025 Saudi Networkers Services Co. announces its Annual Financial Results for the year ended on 31-12-2024

15/01/2025 Saudi Networkers Services Co. Announces the (Renewal) of the Sharia-compliant Credit Facilities Agreement with Saudi Awwal Bank

4.12 Actions Taken By The Board of Directors To Inform Of The Shareholders' Suggestions And Observations About The Company

During the 1st Board of Directors meeting, after General Assembly the Chairman informs the members of the Board of Directors, especially the non-executive members, of the shareholders observations and suggestions about the company and its performance.

4.13 Risk Management

ADEQUACY OF THE INTERNAL CONTROL SYSTEM

The Audit Committee regularly reviews the effectiveness of the Company's internal control and monitoring systems through a risk-based audit plan conducted by the internal audit function. Based on annual confirmations and disclosures from executive management, the Audit Committee believes that the current internal control, finance, and risk management systems operate with acceptable effectiveness. However, some areas require improvement. It is important to note that no internal control system, regardless of its design and application, can provide absolute assurance. The Company does not currently have a Risk Management Committee and will establish one once it becomes mandatory.

4.13.1 Risks

The Company recognizes that effective risk management is essential to achieving its strategic objectives and maintaining sustainable growth. The Board of Directors, through its governance and oversight responsibilities, monitors the key risks that may affect the Company's operations, financial performance, and reputation.

Management, internal audit and audit committee are responsible for identifying, assessing, and managing risks across the organization through appropriate internal controls, policies, and monitoring mechanisms. The Company continues to strengthen its risk management practices by regularly evaluating its risk exposure and implementing mitigation measures designed to safeguard the Company's assets, operations, and stakeholders' interests.

The following section outlines the principal risks that may affect the Company's business and the key measures implemented by management to mitigate these risks.

4.13.1 Risks

MARKET COMPETITION RISK

The IT services sector is highly competitive, with new entrants, evolving technologies, and pricing pressures. Intensified competition could reduce market share and compress profit margins.

Response : The Company maintains high service quality, strengthens client relationships, & invests in innovative solutions. Market trends are monitored, and new service offerings are explored to sustain competitiveness and profitability.

CLIENT CONCENTRATION RISK

Dependence on a limited number of key clients may expose the Company to revenue fluctuations if contracts are reduced or terminated.

Response : The Company diversifies its client base across sectors and geographies. Contract renewal and retention plans are actively managed, while business development initiatives target new market segments.

REVENUE VOLATILITY RISK

Fluctuations in client demand or project delays may impact revenue stability and operational planning.

Response : The Company actively manages its project pipeline, pursues long-term contracts, and continuously updates revenue forecasts. Contingency plans maintain operational stability during revenue fluctuations.

LIQUIDITY RISK:

Delays in client payments or unforeseen financial obligations may affect the Company's ability to meet short-term obligations.

Response : Cash flows are closely monitored, financial planning is prudent, and liquidity buffers are maintained. Effective receivables management mitigates potential liquidity pressures.

INFORMATION SYSTEMS RISK:

Limitations or disruptions in information systems and other critical systems may affect operational efficiency and financial reporting accuracy.

Response : Investments in information systems controls, system monitoring, and staff training are maintained. Regular audits, backups, and contingency plans ensure operational continuity and data integrity.

CREDIT RISK:

The failure of clients to meet payment obligations could result in financial loss and cash flow disruption.

Response : Ongoing credit assessments are conducted for all clients. Receivable balances are monitored, and timely collection procedures are enforced to minimize exposure.

4.13.1 Risks (Continued..)

REGULATORY AND COMPLIANCE RISK:

Changes in laws, regulations, or reporting requirements may expose the Company to penalties or operational restrictions.

Response : The Company works closely with legal and regulatory advisors to anticipate changes. Policies, internal controls, and employee training are continuously updated to ensure compliance.

LEGAL RISK:

Potential disputes arising from contracts, employment, or third-party claims may lead to financial or reputational impact.

Response : Management proactively manages contractual obligations and legal exposures. Legal advice is sought for high-risk matters, disputes are resolved promptly, & insurance coverage is maintained.

HUMAN CAPITAL RISK:

Dependence on skilled personnel and consultants makes the Company vulnerable to talent shortages or high turnover, which may affect service delivery.

Response : The Company invests in competitive compensation, career development, and engagement programs. Succession planning and talent pipelines ensure continuity and support growth.

OPERATIONAL EFFICIENCY RISK:

Inefficient processes could increase costs, delay service delivery, and reduce client satisfaction.

Response : Operational processes are continuously reviewed, & improvement initiatives are implemented. Standard procedures, performance metrics, & internal audits enhance efficiency and effectiveness.

TECHNOLOGY INFRASTRUCTURE RISK:

Reliance on IT systems may expose the Company to disruptions that could affect operations and reporting.

Response : Investments in IT infrastructure, redundancy systems, and maintenance programs support operational continuity. Disaster recovery and business continuity plans are regularly tested.

CYBERSECURITY RISK:

Threats such as hacking, ransomware, or unauthorized access could compromise data, disrupt services, or cause financial and reputational damage.

Response : A comprehensive cybersecurity program includes firewalls, intrusion detection, regular vulnerability assessments, and employee training. Incident response plans mitigate potential impact.

4.13.1 Risks (Continued..)

DATA PROTECTION RISK:

Unauthorized access to sensitive company or client data could result in regulatory penalties and reputational harm.

Response : Robust data protection policies, encryption standards, and access controls are enforced. Regular audits and monitoring ensure compliance with data privacy regulations.

ECONOMIC ENVIRONMENT RISK:

Macroeconomic changes, inflation, or shifts in government spending may affect demand and financial performance.

Response : Economic indicators are monitored, and business strategies are adjusted accordingly. Sector diversification and flexible pricing mitigate exposure to market fluctuations.

REPUTATION RISK:

Decline in service quality, client dissatisfaction, or negative publicity could harm the Company's brand and future growth.

Response : Client engagement, quality assurance, and continuous improvement initiatives maintain trust and market credibility. Timely issue resolution and proactive communication are prioritized.

4.14 Implemented and Non-implemented Provisions of the Corporate Governance Regulations

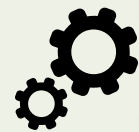
Guided by the Corporate Governance Regulations issued by the Capital Market Authority, the Board of Directors of SNS is committed to adhering to best governance practices and implementing rules and standards that safeguard rights and obligations while promoting credibility and transparency.

The Company confirms its compliance with all provisions as applicable of the Corporate Governance Regulations issued by the Authority, except for the provisions specified below.

Article/Paragraph #	Test of the Article/ Paragraph	Implementation status	Reasons
Article 37	Training	Not Implemented	This article is indicative
Article 39	The Assessment	Not Implemented	This article is indicative
Article 67	Composition of the Risk Management Committee	Not Implemented	This article is indicative
Article 68	Competencies of the Risk Management Committee	Not Implemented	This article is indicative
Article 69	Meetings of the Risk Management Committee	Not Implemented	This article is indicative
Article 92	Formation of a Corporate Governance Committee	Not Implemented	This article is indicative

4.15 Social Responsibility

Saudi Networkers Services (SNS) remains committed to fulfilling its social responsibility through initiatives that support sustainable development and contribute to the advancement of the Kingdom's human capital ecosystem. The Company continues to align its efforts with the objectives of Saudi Arabia's Vision 2030, with a focus on developing national talent, supporting digital transformation, and creating long-term value for the community.



Program Framework

SNS implemented a structured On-the-Job Training (OJT) Program during 2025, aimed at equipping Saudi graduates with practical experience and industry-relevant capabilities in the fields of information technology and cybersecurity.

- On-the-job training in real projects
- Mentorship by experienced professionals
- Collaboration with national institutions



Program Objectives

The program combines hands-on training within a real business environment with structured learning, enabling participants to develop both technical and professional competencies. Trainees are integrated into live operational and client-based projects under the supervision of experienced professionals, while also benefiting from specialized theoretical training delivered in collaboration with leading national institutions

- On-the-job training in real projects
- Mentorship by experienced professionals
- Collaboration with national institutions



Impact & Contribution

SNS seeks to enhance the employment process of Saudi talent, bridge the gap between academic outcomes and labor market requirements, and support the development of a sustainable and skilled national workforce. The program also contributes to Ambassadors of SNS in the market building a pipeline of qualified professionals in high-demand technology domains.

- Build national talent pipeline
- Strengthen knowledge transfer
- Improve workforce scalability
- Support economic growth

SNS believes that investing in people is a key driver of sustainable growth and remains committed to expanding its social responsibility initiatives through continuous investment in training, capability development, and knowledge transfer, reinforcing its role as a strategic partner in supporting the Kingdom's economic and digital transformation

ACKNOWLEDGMENT

At the end of our report, the Board of Directors of SNS are pleased to thank the shareholders for their trust and continued support. We also extend our thanks to the Company's management and employees for their fruitful efforts.


Regards,

Board of Directors
30 March 2026


For more information, please contact Investor Relation Department via 00966112939595 or by email ir@saudinetworkers.com


THANK YOU

Building the Kingdom's Digital Backbone

 +966 11 293 9595

 www.saudinetworkers.com

 info@saudinetworkers.com

 8228 King Abdulaziz Road, Al Sulimaniyah,
P.O.Box 25141, Riyadh, 11466, Saudia Arabia.