

Board Annual Report

2025

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NayifFat





Dear Shareholders,

The Board of Directors is pleased to present to you its report on the results for the financial year ended. This year represents an important milestone in the Company's journey of more than twenty-four years, during which the Company recorded its first annual loss since its establishment.

The Board of Directors has been keen to prepare this report in accordance with the highest standards of transparency and professional discipline, based on the belief that clear communication with shareholders constitutes a fundamental pillar for strengthening



confidence and maintaining credibility, particularly during periods that witness operational and credit-related challenges.

First: Financial Performance Summary

The company ended the financial year with a net loss of approximately (126) million Riyals, compared to positive results in previous years. This shift in performance is due to a combination of interrelated factors, most notably:

- Re-evaluation of a number of key assumptions used in the expected credit loss models under International Financial Reporting Standard No. (9), including updating the assumptions of Loss Given Default (LGD) and the timing of write-offs for certain delinquent portfolios, based on observed recovery patterns, updated collection strategies, and prevailing practices in the local market.
- Application of (Management Overlays) to address some technical constraints in the models and enhance the level of prudence.
- Execution of organized write-offs on some high-risk portfolios in accordance with approved policies.
- Relative slowdown in sales growth during the year compared to previous periods.
- Increase in operating expenses compared to the level of revenue growth.

The financial impact resulting from updating expected credit loss assumptions during the current year has been recognized as a change in accounting estimates according to the applicable accounting standards, reflecting a more pragmatic view of asset quality and existing credit risks.

Second: Credit Portfolio Quality

Some financing segments within both the retail and corporate sectors experienced an increase in delinquency levels, necessitating a comprehensive review of the credit asset quality, which included:

- Re-evaluation of actual delinquency and recovery patterns.
- Enhancing the level of prudence in calculating provisions.
- Aligning the timing of write-offs with observed collection and recovery behavior and regulations.

These steps aimed at enhancing asset quality and improving the accuracy of accounting risk measurement, with full compliance with accounting standards and relevant regulatory instructions.

The Board of Directors believes that recording these provisions is a professional measure that enhances the reliability of the financial statements and establishes a stronger foundation for future growth.

Third: Regulatory Framework and Supervisory Requirements

During 2025, the company continued aligning its credit policies and procedures with regulatory instructions and prevailing practices in the financing sector within the Kingdom, thereby enhancing compliance levels and risk management quality. This included developing credit measurement and analysis tools, improving expected credit loss models, and strengthening monitoring and collection mechanisms, consistent with best professional practices. The Board believes that this approach, despite its financial impact during the current year, represents an important foundation for enhancing sustainability and financial resilience in the medium to long term.

Fourth: Expenses and Operational Efficiency

Operating expenses increased at a rate not commensurate with revenue growth, prompting the Board to conduct a comprehensive review of the cost structure, identifying a number of improvement opportunities, most notably:

- Restructuring certain cost items.
- Increasing operational efficiency.
- Aligning expenses with growth priorities and return quality.
- Enhancing financial control and expense oversight.

The executive management has begun implementing practical measures to control costs and improve operational efficiency while maintaining business continuity and service quality. The effects of these measures are expected to gradually appear in upcoming periods.

Fifth: Financial Position and Going Concern

Despite the loss recorded during the financial year, the company maintains an adequate level of liquidity and operational capacity that enables it to continue its activities normally and implement its operational plans without a material impact on business continuity.

The Board believes that the company's financial position remains capable of supporting the current phase and enhancing the company's ability to gradually return to a sustainable growth path.

Sixth: Corrective Actions and Roadmap

In light of the above, the Board, in cooperation with the executive management, has taken a set of fundamental measures, most notably:

- Strengthening governance frameworks and credit risk management.
- Reviewing granting, pricing, and collection policies.
- Improving delinquency and recovery management efficiency.
- Conducting periodic reviews of the credit portfolio.

- Realigning growth strategy to achieve a balance between quality, sustainability, and profitability.

These measures aim to restore gradual growth in the financing portfolio and achieve sustainable profitability while maintaining balanced credit discipline and effective risk management.

Message to the Shareholders

The Board of Directors recognizes that this year's results fell short of shareholder expectations and reaffirms its full commitment to performing its supervisory role and taking the necessary measures to enhance financial stability and improve results quality in the coming periods.

The Board believes that a realistic and disciplined approach to the current challenges represents the optimal approach to safeguarding shareholders' interests in the medium to long term.

The Board views this year as a milestone for reviewing and strengthening financial and credit discipline and is confident that the foundations laid during this period will positively reflect on the company's performance and sustainability in the future.

We thank our valued shareholders for their trust and renew our commitment to managing the company according to the best professional and regulatory practices.

With highest respect and appreciation,

Saud Hawaimal AlDosari
Board Chairman

Board of Directors



Anas Mohammed Ali AlSheikh

Board Member

Independent



Sami Abdullah Suleiman AlZukri

Board Member

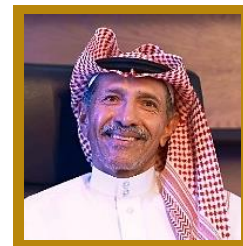
Independent



Eid Faleh bin Saif AlShammari

Vice Chairman

Independent



Saud Huwaymil Faraj AlDosari

Chairman

Non-Executive



Hussam Muhannad Qusai AlAzzawi

Board Member

Non-Executive



Fahad Abdullah Saad AlSubaie

Board Member

Non-Executive



Naif Abdulaziz Hassan AlDughither

Board Member

Independent



Naif Abduljalil Ali AlSaif

Board Member

Independent

Dear Partners,

I am honored to present an overview of the operational performance of Nayifat Finance Company during the fiscal year 2025, which witnessed significant achievements across various fronts.

I am pleased to provide a review of the operational performance of Nayifat Finance Company during the fiscal year 2025, which represented an important transitional phase in the company's journey, characterized by significant challenges to enhance financial position strength and asset quality.

The year saw intensive focus on addressing challenges related to credit portfolio quality, contributing to securing asset quality indicators and enhancing the reliability of financial statements, despite the temporary financial impact of these measures on the year's results.

At the same time, the executive management continued working to enhance operational efficiency, develop financing products, improve customer experience, and expand digital channels, supporting business continuity and maintaining the company's core operational strength while enhancing liquidity and operational flexibility.

The company also paid special attention to realigning lending, pricing, and collection policies, improving delinquency management, and conducting a comprehensive portfolio review, aiming to build a more sustainable growth base and achieve a better balance between expansion and return quality.

Given the steps achieved during 2025, the company enters 2026 in a stronger position, ready to restore growth and profitability by focusing on measured expansion in consumer and SME financing, accelerating digital transformation, improving operational efficiency, and investing in human capital development.

While recognizing shareholders' aspirations for better results, we reaffirm our full commitment to executing approved plans, enhancing financial and operational discipline, and continuously improving performance to achieve sustainable value in the medium and long term.

In conclusion, I extend my thanks to our esteemed shareholders for their trust and support, and to the company's employees for their dedication and commitment, and we reaffirm our commitment to leading the company toward a new phase of stability and sustainable growth.

With highest respect and appreciation,

Khalid Abdulaziz AlJunaidel
Acting CEO



About Nayifat

Overview of Nayifat Finance Company and Its Business Activities:

Nayifat Finance Company is a Saudi public joint-stock company licensed and regulated by the Saudi Central Bank (SAMA). The Company was established in 2002 in Riyadh with an initial capital of SAR 10 million, which has since grown to SAR 1.2 billion today. Nayifat is considered the first non-bank financial institution to obtain a license from the Saudi Central Bank in 2014, and it is recognized as one of the leading companies in the consumer finance market.

The Company provides its customers with a range of products and services that are fully compliant with the principles and provisions of Islamic Shariah, including consumer finance, financial leasing, credit card financing, small and medium enterprises (SME) financing, and debt-based crowdfunding.

Nayifat Finance Company is regarded as one of the most prominent non-bank financial institutions focused on meeting the financing needs of individuals in the Kingdom of Saudi Arabia. The Company enjoys a leading position in the retail financing market and is well positioned to capitalize on growth opportunities based on its comprehensive range of products, extensive branch network, robust risk management framework, and strong brand presence. The Company has also demonstrated a high level of growth capability and flexibility in responding to market conditions, while adapting its strategies to keep pace with developments in the consumer finance and SME financing markets in Saudi Arabia.

Vision:

To strive to become the leading provider of financing services in the Kingdom of Saudi Arabia, while supporting the ambitions of Vision 2030 in building a vibrant society and a thriving economy.

Mission:

To continue our legacy as a leading non-bank financial institution by facilitating the financing needs of individuals across the Kingdom of Saudi Arabia, through providing an innovative range of Shariah-compliant products and services in the areas of consumer finance, SME financing, credit card financing, and debt-based crowdfunding.

(1) Key Decisions and Major Events for 2025

(Structural changes, business expansion, suspension of operations):

➤ Full transfer of statutory reserve balance

On 05-01-2025, Nayifat Finance Company implemented the Board of Directors' recommendation to the General Assembly to transfer the entire statutory reserve balance to retained earnings.

➤ Company share buyback

On 10-03-2025, the Extraordinary General Assembly approved Nayifat's purchase of a number of its shares, up to 3,400,000 shares (2.83% of total ordinary shares), to hold as treasury shares, considering the market price below fair value. The purchase will be financed from the company's own resources and cash balances, with completion by the end of November 2025, and shares will be held for a maximum of ten years, after which applicable regulations will be followed.

➤ Appointment of Mr. Khalid Abdulaziz AlJunaidel as CEO

On 22-05-2025, the company implemented the Board's decision dated 19-05-2025, appointing Mr. Khalid Abdulaziz AlJunaidel as CEO for six months. On 16-12-2025, the company implemented the Board's decision dated 19-11-2025, extending his appointment until 09-05-2026.

➤ Cash dividend distribution to shareholders

On 29-06-2025, the Board decided to distribute cash dividends to shareholders for Q4 2024 and Q1 2025.

➤ Launch of Nayifat's new strategy

On 05-07-2025, the company announced its new five-year strategy (until 2030) to strengthen its leadership in the financing sector and contribute to achieving Saudi Vision 2030 objectives, enabling individuals and SMEs to access innovative financial solutions.

➤ Election of Board members for the new term

On 02-11-2025, the Extraordinary General Assembly approved the election of the Board for a three-year term until 02-11-2028. On 03-11-2025, the Board appointed the chairman, vice-chairman, and formed committees, implemented on 20-11-2025.

Challenges and Future Outlook

2025 witnessed significant operational, financial, and regulatory challenges, with the current Board assuming duties at year-end amid a legacy of weak portfolio quality, high delinquency ratios, and the urgent need to develop operational and technical systems to meet current requirements and regulatory mandates.

The Board took a strategic decision to enhance governance and financial discipline. This decision had a short-term financial impact, resulting in a net loss during the year, but improved asset quality, increased coverage ratios, and established a stronger risk management foundation.

The new Board also adopted a comprehensive digital transformation project for company systems as a strategic necessity to keep pace with market developments and enhance competitiveness. Despite the high investment requirements, this represents a critical pillar for future company growth by improving operational efficiency, customer experience, and reliance on digital channels.

2025 can be summarized as a year of rebuilding, with the company bearing short-term financial impacts to establish a more resilient and stable foundation for gradual return to profitability and balanced, sustainable growth, supported by a clear roadmap and close Board oversight.

The Board affirms confidence in Nayifat Finance Company's ability to seize opportunities amid the qualitative transformation of the Saudi economy, deliver added value to shareholders, and strengthen its position in the non-banking finance sector.

The Board reaffirms its commitment to continue working according to the highest governance and transparency standards to meet stakeholders' aspirations and build a more stable and prosperous future.

Company Strategy and Future Expectations

In July 2025, the company launched its five-year strategy until 2030, focusing on sustainable financing portfolio growth, enhancing market share, accelerating digital transformation, improving operational efficiency, enhancing financial performance based on risk management, and empowering human capital.

The Board collaborated with specialized consultants to develop the administrative and operational structure, adopt best institutional practices, and implement a comprehensive transformation program to address structural challenges, reposition the company for balanced and sustainable growth, including governance strengthening, delinquency management, operational efficiency, accelerating execution, and business/product restructuring.

Strategic Objectives

Ongoing economic growth in Saudi Arabia, Vision 2030 initiatives, and financial sector development programs will enhance the presence of non-banking financial institutions in the Kingdom's financial services sector, increasing financing demand.

On 06-07-2025, the company launched its five-year strategy to reinforce its leadership and contribute to Saudi Vision 2030 goals, focusing on six main pillars:

1. Achieving sustainable growth of the financing portfolio.
2. Enhancing market share and competitiveness.
3. Accelerating digital transformation.
4. Improving operational efficiency.
5. Enhancing financial performance based on risk management.
6. Empowering human capital.

(2) Main Activities:

The company conducts financing activities according to the Finance Companies Control Law, its executive regulations, related laws, and rules and instructions issued by the Saudi Central Bank. It operates under a license issued by the Saudi Central Bank (License No. 5/A Sh/201312 dated 1435/02/28H – 2013/12/31G).

Licensed activities include:

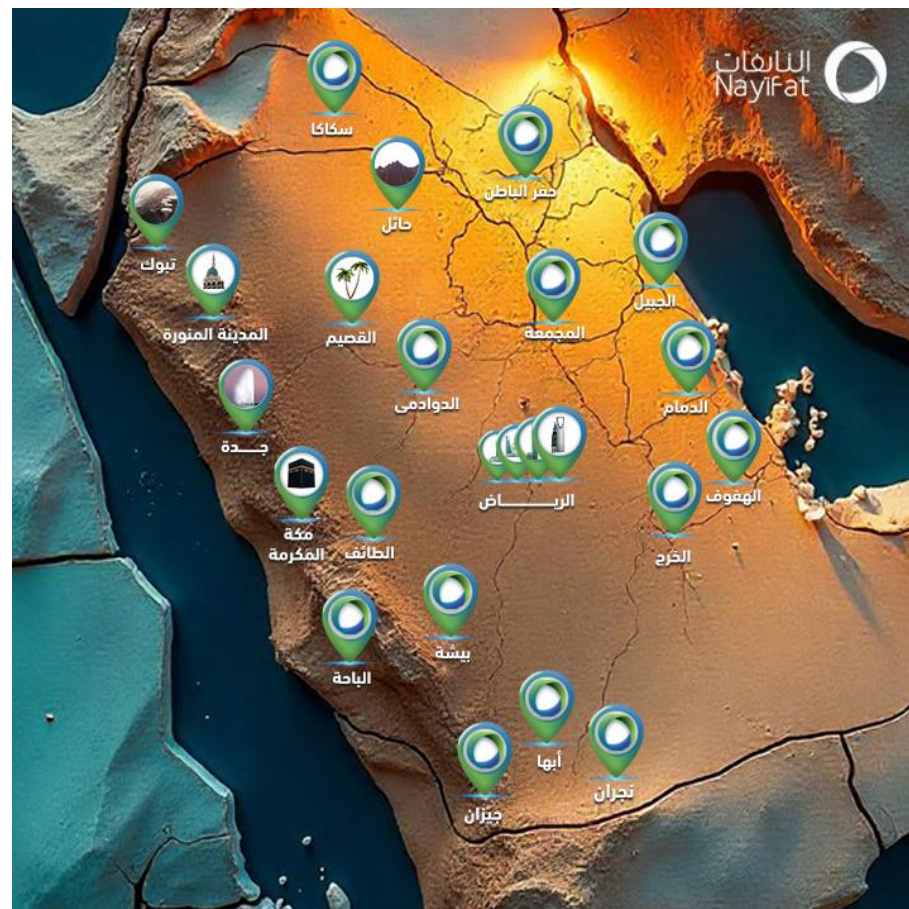
- Consumer finance
- Leasing
- SMEs
- Credit card
- Debt crowdfunding

(The company has no subsidiaries inside or outside the Kingdom)

Company Branches:

The company operates a wide branch network of 24 branches across Saudi Arabia, aiming to provide efficient services and meet customer needs.

(No subsidiaries inside or outside the Kingdom)



Organizational Structure and Key Functions

(Key Functions and Departments):

Without prejudice to the authorities vested in the Board of Directors under the provisions of the Companies Law and its implementing regulations, the Executive Management is responsible for implementing the Company's plans, policies, strategies, and key objectives in a manner that fulfills its purposes. The Chief Executive Officer (CEO) bears the primary responsibility for executing the strategy approved by the Board of Directors. The CEO is responsible for overseeing and managing the Company's daily operations and ensuring that all activities are aligned with the Company's strategy, risk appetite, and the policies approved by the Board. The CEO is also accountable to the Board of Directors for achieving the Company's annual profitability, sales targets, and market share objectives. In addition, the CEO serves as the principal link between the Company's management and the Board of Directors, and is responsible for ensuring that the Board is adequately informed about the Company's performance, as well as the short-, medium-, and long-term challenges facing the Company.

The CEO leads an effective executive team composed of several key sectors, which are classified as follows:

1. Oversight and Supervisory Functions:

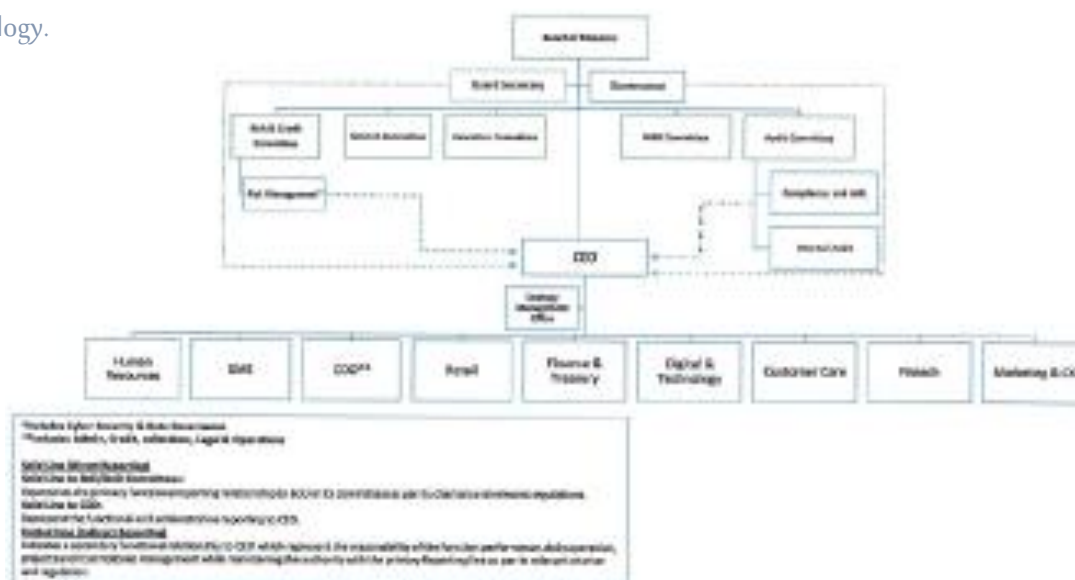
These functions ensure compliance with applicable laws and regulations, including Risk Management, Compliance and Anti-Money Laundering and Counter-Terrorism Financing, Internal Audit, and Corporate Governance.

2. Business Functions:

These functions are responsible for driving growth and directing activities in support of the Company's strategic objectives, including Retail Financing, Small and Medium Enterprises (SME) Financing, the Crowdfunding Platform (Ulend), and Marketing.

3. Operational and Support Functions:

These functions are responsible for executing daily operations and supporting business continuity. They include the Executive Operations Department, covering Operations, Collections, Credit, Legal Affairs, and Administrative Affairs, in addition to Customer Care, Finance and Treasury, Strategy Office, Human Resources, and Information Technology.



Each department operates under approved policies and operational procedures that define its responsibilities and ensure integration of activities in accordance with best supervisory and operational practices. A brief overview of each is provided below:

1. Retail Financing Department

This department provides innovative financial solutions compliant with the principles and provisions of Islamic Shariah for individual customers. It focuses on product development and enhancing sales performance to meet customer expectations and respond to evolving market needs.

2. Small and Medium Enterprises (SME) Financing Department

This department develops Shariah-compliant financing solutions for small and medium-sized commercial enterprises, covering a wide range of economic sectors across the Kingdom of Saudi Arabia.

3. Debt Crowdfunding (Ulend)

This function oversees the Ulend debt crowdfunding platform, ensuring compliance with regulatory requirements and supporting the creation of investment opportunities.

4. Executive Operations Department

This department oversees a group of operational and administrative divisions that support the Company, including Credit, Collections, Operations, Administrative Affairs, and Legal Affairs. It aims to ensure operational efficiency, promote coordination among departments, and implement best institutional practices to support business continuity and high-quality performance.

➤ **Credit Department**

Responsible for establishing preliminary eligibility criteria for potential customers seeking financing facilities, conducting creditworthiness assessments, and verifying compliance with Saudi Central Bank requirements, thereby reducing potential credit risks faced by the Company.

➤ **Collections Department**

Implements an effective collection strategy aimed at maintaining a high recovery rate of overdue accounts and ensuring timely payments to maintain a low loss ratio.

➤ **Operations Department**

Oversees the execution of all activities related to contracts, business support, and internal operational monitoring, while considering cost and performance factors to ensure the quality of services provided to the Company.

➤ **Administrative Affairs Department**

Provides administrative support services to all departments and divisions within the Company. Its responsibilities include supervising office services, managing assets and supplies, and ensuring a suitable work environment that enhances efficiency and productivity.

➤ **Legal Affairs**

Provides specialized legal advice and ensures full compliance with applicable laws and regulations in the Kingdom. It also manages all legal matters related to contracts and litigation and represents the Company before judicial and regulatory authorities to safeguard its interests and ensure compliance.

5. Customer Care Department

Provides customer support services, addresses customer expectations, and resolves complaints efficiently and without delay. The support team also delivers after-sales services and conducts customer satisfaction surveys to ensure expectations are met.

6. Finance and Treasury Department

Responsible for managing the Company's assets and liabilities, preparing financial reports, and ensuring compliance with applicable accounting standards to achieve financial sustainability.

7. Information Technology Department

Manages the Company's technological systems, supports digital transformation, and ensures operational continuity through technological solutions. It also regularly evaluates the IT environment and updates the Company's infrastructure.

8. Human Resources Department

Responsible for attracting qualified employees and placing significant emphasis on the training and development of existing staff to achieve high levels of performance aligned with the Company's vision. It also proposes performance-based compensation and incentive programs and supports the recruitment of young national talent in alignment with Saudi Vision 2030 and the Company's strategic directives.

9. Marketing and Customer Experience Department

Responsible for strengthening the Nayifat brand and enhancing customer experience through targeted campaigns, personalized engagement, and continuous improvement of services.

10. Strategy Office

Responsible for guiding the Company's strategy and overseeing its implementation while ensuring alignment between strategic objectives and departmental initiatives.

11. Compliance & (AML/CFT) Department

This is an independent department responsible for compliance functions. It reports directly to the Audit Committee and administratively to the Chief Executive Officer. Its responsibilities include: (Verifying the Company's compliance with applicable laws, regulations, and instructions - Identifying and addressing all compliance risks and monitoring their developments - Analyzing new policies, procedures, and processes and recommending actions to address related compliance risks - Implementing a risk-based compliance program and including its findings in periodic reports - Receiving compliance-related complaints and preparing written guidance for employees when

required - Developing internal policies and procedures to combat financial crimes such as money laundering and terrorism financing - Monitoring compliance with AML/CFT laws, regulations, and rules - Promoting awareness of compliance issues and providing periodic employee training programs - Promptly reporting any violations or irregularities to the Saudi Central Bank and the Audit Committee). The Company provides the necessary technical support to ensure the Compliance Department performs its duties effectively.

12. Internal Audit Department

This is an independent department responsible for evaluating the effectiveness of the internal control system and verifying the Company's and its employees' compliance with applicable laws, regulations, and internal policies and procedures—whether operations are managed internally or through external service providers. The Internal Audit Department has unrestricted access to information, documents, and records. It reports directly to the Audit Committee and administratively to the Chief Executive Officer. The department consists of at least one internal auditor, whose appointment is recommended by the Audit Committee and who is accountable to it. The Internal Audit function must be staffed with personnel possessing appropriate competence, independence, and training.

13. Corporate Governance Department

The Board of Directors seeks to apply the highest standards of governance and best practices, while ensuring compliance with all laws, regulations, executive rules, and circulars issued by regulatory authorities. The Company seeks to strengthen the pillars of effective governance through: (Activating the supervisory role of the Board of Directors - Protecting the rights of stakeholders - Promoting business ethics and transparency - Enhancing performance measurement and accountability - Strengthening internal control mechanisms). To ensure the effective implementation of governance practices, the Board of Directors has delegated the Head of Governance, who reports directly to the Board, to develop governance rules specific to the Company that do not conflict with mandatory regulatory requirements. The Head of Governance is responsible for monitoring their implementation, verifying their effectiveness, and updating them when necessary. Responsibilities include: (Ensuring the Company's compliance with governance rules - Reviewing and updating governance policies in line with regulatory requirements and best practices - Reviewing and developing the Code of Professional Conduct representing the Company's values, along with other internal policies and procedures - Keeping Board members informed of developments in corporate governance and emerging best practices).

14. Risk Management Department

This is an independent department that reports directly to the Risk and Credit Committee and administratively to the Chief Executive Officer. The Risk Management Department is responsible for analyzing and monitoring various types of risks, including: (Credit risk - Market risk - Cost-of-funding risk - Asset-liability mismatch risk - Foreign exchange risk - Liquidity risk - Operational risk - Country risk - Legal risk - Reputational risk - Technology risk), In addition to any risks identified by the Saudi Central Bank. The department also develops appropriate procedures to identify, assess, manage, and monitor risks, prepares related reports, and establishes a comprehensive risk

management framework that ensures early and comprehensive risk identification, evaluation of interrelated risks, and effective coordination with the Board of Directors, the Risk and Credit Committee, senior management, responsible employees, and the Internal Audit Department when necessary.

Two specialized units operate under the Risk Management Department:

➤ **Cybersecurity**

Implements advanced cybersecurity strategies and comprehensive policies to protect Company and customer data from cyber threats. It also applies strict IT asset risk management policies, analyzes threats and vulnerabilities, and develops response and recovery plans.

➤ **Data Governance**

Responsible for ensuring the accuracy, quality, and security of data, which supports better decision-making and risk reduction. Its responsibilities include developing data governance policies, ensuring regulatory compliance, enhancing data security, and improving the use of data in financial analysis and risk management, thereby strengthening transparency, regulatory compliance, and trust among customers and regulatory authorities.

Financial and Operational Performance

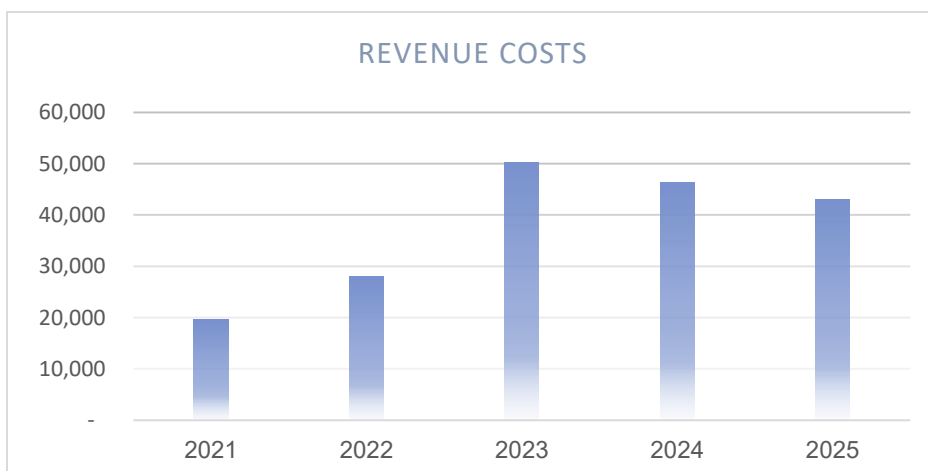
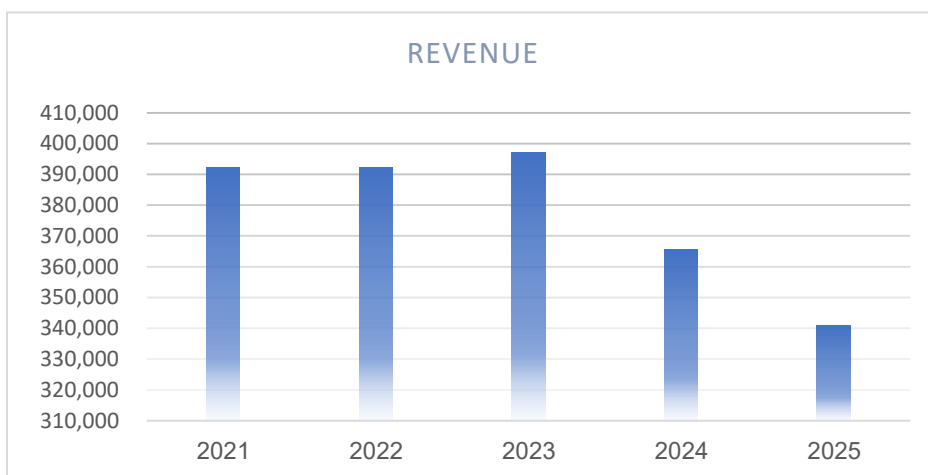
(3) Impact of Main Activities on the Company's Business Volume and Their Contribution to the Results for the Financial Year 2025 (SAR in Thousands)

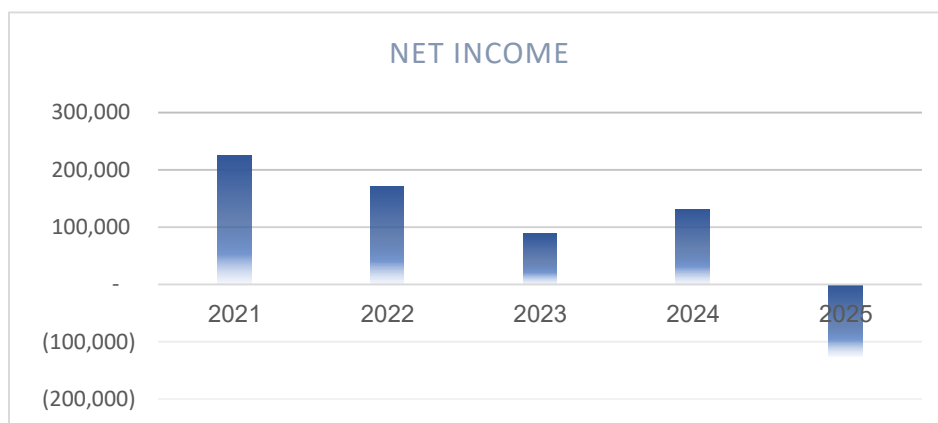
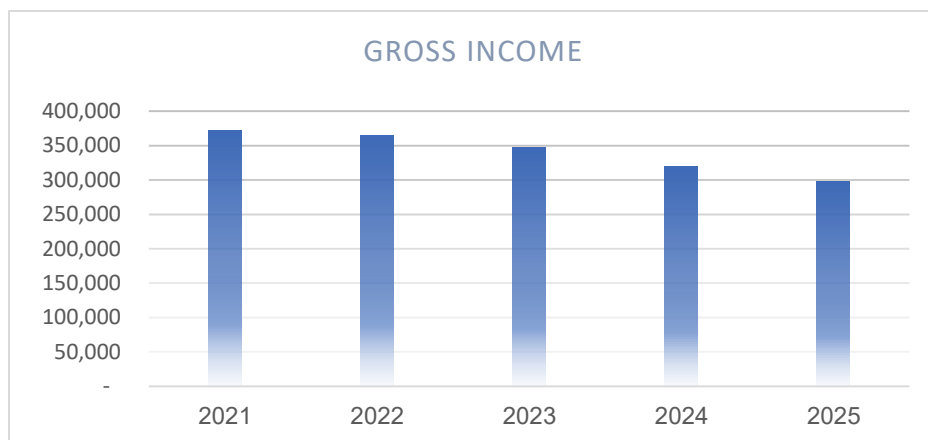
Description	Revenue	Percentage
Consumer Finance (Retail)	278,618	82%
Small and Medium Enterprises (SMEs)	59,739	18%
Credit Cards	1,109	0.3%
Total	339,465	100%

* The Company does not have any subsidiaries.

(4) Comparison of Business Results for the Last Five Years (SAR in Thousands)

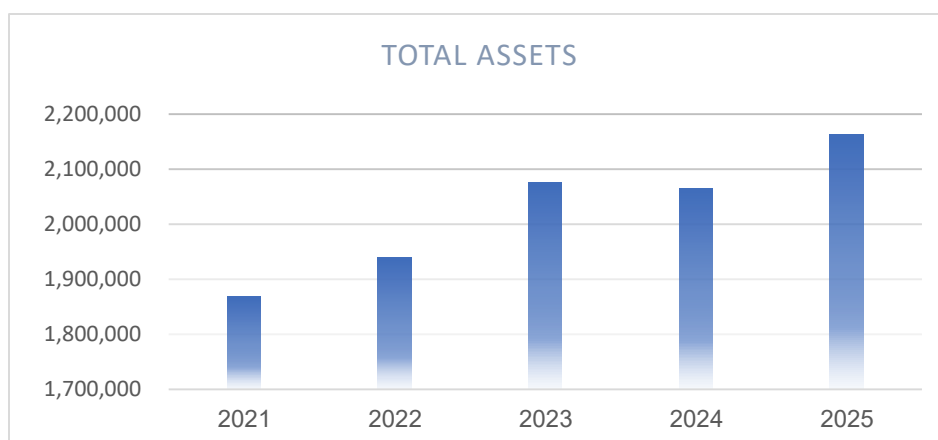
Description	2021	2022	2023	2024	2025
Revenue	390,855	392,041	395,256	362,559	339,465
Other Revenue	1,491	292	1,704	2,921	1,742
Revenue Costs	19,579	27,992	50,320	46,240	42,966
Gross Income	372,767	364,341	346,640	319,240	298,241
Net Income	225,088	171,457	88,214	131,071	(125,812)

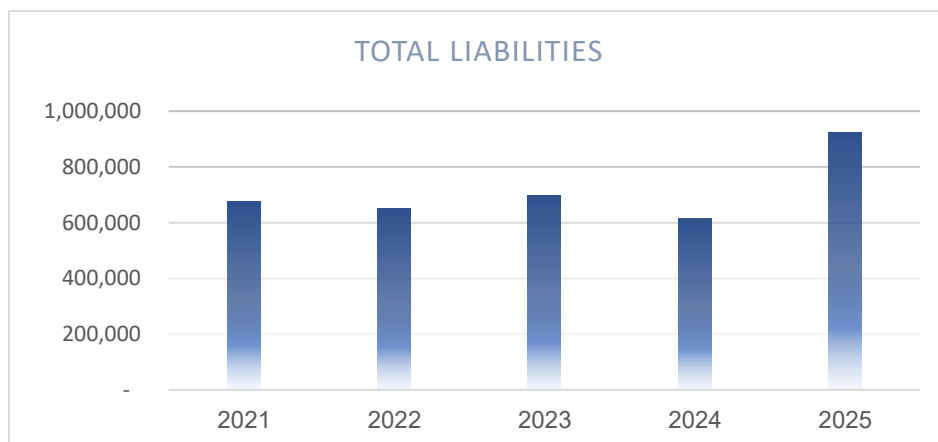




(5) Assets and Liabilities (SAR in Thousands)

Description	2021	2022	2023	2024	2025
Current Assets	711,820	734,001	784,024	822,734	913,422
Non-Current Assets	1,155,727	1,204,580	1,292,548	1,242,024	1,249,464
Total Assets	1,867,547	1,938,581	2,076,572	2,064,758	2,162,886
Current Liabilities	307,696	322,169	317,825	351,433	375,601
Non-Current Liabilities	367,608	327,712	381,833	265,340	547,768
Total Liabilities	675,304	649,881	699,658	616,773	923,369



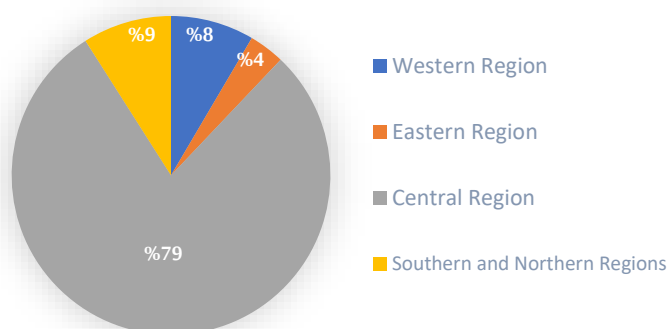


(6) Geographical Analysis of the Company's Total Revenues for 2025 (SAR in Thousands)

* The Company does not have any subsidiaries.

Region	Revenue
Central Region	267,853
Southern and Northern Regions	30,604
Western Region	28,748
Eastern Region	12,260
Total Revenue	339,465

Geographical Analysis of Total Revenues



(7) Explanation of Any Material Differences in Operating Results Compared to the Previous Year or Any Announced Company Forecasts (SAR in Thousands)

Description	2024	2025	Change (+/-)	Change %
Revenue	362,559	339,465	(23,094)	-6%
Other Revenue	2,921	1,742	(1,179)	-40%
Revenue Cost	46,240	42,966	(3,275)	-7%
Total Income	319,240	298,241	(20,999)	-7%
Other Operating Costs	170,254	418,201	247,947	146%
Operating Income Before Zakat	148,986	(120,109)	(269,096)	-181%

(8) Clarification of any deviation from the accounting standards approved by the Saudi Organization for Chartered and Professional Accountants:

The financial statements have been prepared in accordance with the International Financial Reporting Standards adopted in the Kingdom of Saudi Arabia, and there is no deviation from the accounting standards approved by the Saudi Organization for Chartered and Professional Accountants.

(9) Dividend Distribution Policy

Pursuant to Article (107) of the Companies Law, shareholders are entitled to the rights attached to their shares, including the right to receive a share of the net profits approved for distribution. In accordance with Article (26) of the Implementing Regulations of the Finance Companies Control Law, the Company must meet the following conditions before distributing dividends: (1) Ensuring that the distribution does not lead to a decline in capital adequacy or liquidity levels below the prescribed thresholds. (2) Ensuring that the total dividends distributed during the financial year do not exceed the profits realized during the previous financial year. (3) Complying with any additional conditions determined by the Saudi Central Bank (SAMA). In addition, the Company must obtain the non-objection of the Saudi Central Bank prior to approving, recommending, or announcing any dividend distribution or other distributions. Dividend distribution is also subject to several restrictions stipulated in the Company's Articles of Association (Articles 51 and 54), as follows:

1. Allocating a general reserve equal to 10% of net profits, to be designated for one or more purposes as determined by the Ordinary General Assembly based on the recommendation of the Board of Directors.
2. The Ordinary General Assembly may decide to create additional reserves to the extent necessary to serve the Company's interests or to ensure a stable level of dividends for shareholders as much as possible.
3. Thereafter, not less than 5% of the Company's paid-up capital shall be distributed to shareholders.
4. Subject to the provisions of Article (20) of the Articles of Association, a maximum of 10% of the remaining balance may be allocated as remuneration to the Board of Directors, provided that such remuneration is proportional to the number of meetings attended by each member.
5. The remaining balance shall then be distributed to shareholders as dividends or transferred to retained earnings.
6. The Company may also distribute interim dividends to its shareholders on a semi-annual or quarterly basis by a resolution of the Board of Directors, if the Company's financial position permits and sufficient liquidity is available, in accordance with the relevant regulations and procedures established by the competent authority.
7. A shareholder shall be entitled to dividends in accordance with the resolution issued by the General Assembly or the Board resolution approving interim dividend distributions. The resolution shall specify the eligibility date and distribution date, and dividends shall be payable to shareholders registered in the Company's shareholder

records at the end of the specified eligibility date. The Board of Directors shall implement the General Assembly's resolution regarding dividend distribution within the period prescribed by law.

8. Dividend distributions shall be made in Saudi Riyals. For the purpose of organizing and completing the dividend distribution process, the Company may engage a third party, such as one of the banks with which the Company deals; however, such engagement does not relieve the Company of its legal responsibility toward shareholders regarding dividend distribution.

(10) Dividends Distributed During the Financial Year 2025

Total Dividends Distributed During 2025	Proposed Dividend Distribution at the End of 2025*	Dividend Distribution Ratios During 2025				No.
		Q4	Q3	Q2	Q1	
SAR 19,641,186.5, representing 1.65% of the Company's dividend-entitled shares, equivalent to SAR 0.165 per share	—	—	—	—	1.65%	Percentage
	—	—	—	—	19,641,186.5	Total

On 29 June 2025, Nayifat Finance Company announced the Board of Directors' resolution dated 24 June 2025 to distribute cash dividends to shareholders for the fourth quarter of 2024 and the first quarter of 2025. The total distributed amount reached SAR 39,282,373, with 119,037,495 shares entitled to dividends, resulting in a dividend per share of SAR 0.33, representing 3.3% of the nominal share value.

* Proposed Method for Dividend Distribution at the End of the Financial Year 2025:

There were no recommendations issued by the Board of Directors of Nayifat Finance Company as of 31 December 2025 regarding dividend distribution.

(11) Statutory Payments During 2025

Description	2025		Reason for Payment
	Paid	Payable as of the End of the Financial Period (Unpaid)	
Zakat and Income Tax	17,605,551	—	Zakat and Income Tax
VAT / WDT	3,546,302	—	Value Added Tax
GOSI	6,718,628	—	Social Insurance Contributions
Ministry of Labor	130,825	—	Ministry of Labor
Government Payments	3,743,444	—	Government Payments
Saudi Central Bank (SAMA)	690,000	—	Supervisory Fees
Saudi Exchange (TADAWUL)	234,729	—	Annual Listing Fees
Securities Depository Center (EDAA)	483,000	—	Annual Shareholder Registry Management Fees
Total Payments	25,130,026		

Company Management

(12) Composition of the Board of Directors and Classification of Its Members

The Board of Directors for the current term, which commenced on 03 November 2025 and will continue for a period of three years ending on 02 November 2028, consists of eight (8) members appointed by the Extraordinary General Assembly held on 02 November 2025. The Board includes two non-executive members and six independent members. The list of Board members is as follows:

Name	Position	Nationality	Membership Classification	Start of Board Term
Saud Huwaimal AlDosari	Board Chairman	Saudi	Non-Executive	03-11-2025
Eid Faleh AlShammari	Vice Chairman	Saudi	Independent	03-11-2025
Sami Abdullah Al-Zukri	Board Member	Saudi	Independent	03-11-2025
Anas Mohammed AlSheikh	Board Member	Saudi	Independent	03-11-2025
Naif Abduljalil AlSaif	Board Member	Saudi	Independent	03-11-2025
Naif Abdulaziz AlDughither	Board Member	Saudi	Independent	03-11-2025
*Fahad bin Abdullah AlSubaie	Board Member	Saudi	Non-Executive	03-11-2025
Hussam Muhannad AlAzzawi	Board Member	Saudi	Non-Executive	03-11-2025

* The membership status of Mr. Fahad bin Abdullah Al-Subaie was changed from **Independent** to **Non-Executive**, due to the occurrence of a circumstance affecting independence (having an indirect interest in one of the contracts conducted for the benefit of the Company).

Duties and Responsibilities of the Board of Directors

Subject to the authorities prescribed to the General Assembly under the Companies Law, its Executive Regulations, and the company's Articles of Association, the Board of Directors shall have the broadest powers in managing the company and directing its affairs to achieve its objectives. The Board's tasks and authorities include the following:

1. Developing the company's plans, policies, strategies, and main objectives, supervising their implementation, reviewing them periodically, and ensuring the availability of necessary human and financial resources to achieve them. This includes developing the company's overall strategy, main work plans, risk management policies and procedures, reviewing and directing them, and working to provide the necessary technical systems to identify and manage major risks such as market risks, counterparty risks, subscription risks, operational risks, and anti-money laundering risks; setting performance objectives and monitoring implementation and overall performance in the company; determining the optimal capital structure, strategies, and financial objectives; approving budgets of all types; supervising the company's major capital expenditures; acquiring and disposing of assets; setting performance objectives and monitoring implementation and overall performance; periodically reviewing and approving the organizational and functional structures of the company; and verifying the availability of human and financial resources needed to achieve the company's objectives and main plans.
2. Establishing systems and controls for internal oversight and supervising them, including setting a written policy to address actual and potential conflicts of interest for Board members, executive management, and shareholders. This includes misuse of company assets and facilities, misconduct arising from related-party transactions, ensuring the integrity of financial and accounting systems, including those related to financial reporting, and ensuring the application of appropriate control systems to measure and manage risks. This involves establishing a general overview of the risks the company may face, creating an environment aware of risk management culture at the company level, presenting it transparently to stakeholders and related parties, and conducting an annual review of the effectiveness of internal control procedures.

3. Developing clear and specific policies, standards, and procedures for Board membership—without conflicting with the mandatory provisions of these regulations—and implementing them after approval by the General Assembly.
4. Establishing a written policy regulating the relationship with stakeholders in accordance with these regulations.
5. Setting policies and procedures to ensure the company’s compliance with regulations and rules and its adherence to disclosure of material information to shareholders and stakeholders, and verifying that the company’s management complies with them.
6. Supervising the company’s financial management, cash flows, and financial and credit relationships with third parties.
7. Proposing to the Extraordinary General Assembly its recommendations regarding increasing or decreasing the company’s capital, dissolving the company before the term specified in the Articles of Association, or reporting on its continuation.
8. Proposing to the Ordinary General Assembly its recommendations regarding the use of the company’s statutory reserve, if established by the Extraordinary General Assembly and not allocated for a specific purpose.
9. Forming additional financial reserves or provisions for the company and determining the method of distributing the company’s net profits.
10. Preparing the company’s preliminary and interim financial statements and approving them before publication.
11. Preparing the Board of Directors’ report and approving it before publication.
12. Ensuring the accuracy and integrity of data and information required to be disclosed according to the applicable disclosure and transparency policies and procedures.
13. Establishing effective communication channels that enable shareholders to continuously and periodically review the company’s various activities and any material developments.
14. Forming specialized committees derived from the Board through resolutions specifying the committee’s duration, powers, responsibilities, and the Board’s oversight, including naming members, defining their tasks, rights, and duties, and evaluating the performance and work of these committees and their members.
15. Determining the types of rewards granted to company employees, such as fixed rewards, performance-based rewards, and stock-based rewards, provided this does not conflict with regulatory controls and procedures issued in implementation of the Companies Law for listed joint-stock companies.
16. Establishing the values and standards that govern work within the company.

(13) Members of the Board of Directors, Committee Members, and Executive Management, Their Current and Previous Positions, Qualifications, and Experience

This section provides an overview of the members of the Board of Directors, members of the Board committees, and the executive management, including their current and previous positions, qualifications, and professional experience. It also includes the names of companies inside or outside the Kingdom in which a member of the Company’s Board of Directors currently serves, or previously served, as a board member or member of senior management.



Mr. Saud Huwaymil AlDosari Board Chairman Non-Executive	
Brief Professional Profile	A pioneer in the financing sector in the Kingdom, Mr. Saud Al-Dosari has over four decades of experience in banking and finance. He founded Nayifat Finance Company and managed it since 2002, later serving as Chairman of the Board until 2022. During his tenure, he led the Company’s growth to become one of the leading financing companies in the Saudi market.
Academic Qualifications	<ul style="list-style-type: none"> • Bachelor’s Degree in Business Economics, Woodbury University, USA – 1979 • Master of Business Administration (MBA), University of La Verne, USA – 1983
Membership at Nayifat	<ul style="list-style-type: none"> • Chairman of the Risk and Credit Committee
Current Memberships and Positions	<ul style="list-style-type: none"> • From 11/2025 – Present: Chairman of the Board, Nayifat Finance Company (A public joint-stock company operating in the financing sector / Kingdom of Saudi Arabia)
Previous Professional Experience	<ul style="list-style-type: none"> • 2002 – 2010: Founder and General Manager, Nayifat Finance Company (Public joint-stock company operating in the financing sector / Saudi Arabia) • 1999 – 2000: Deputy General Manager, Arab National Bank (Joint-stock company operating in the banking and financial services sector / Saudi Arabia) • 1991 – 1999: General Manager of the Credit Cards Division and Chairman of the Leadership Committee for Measurement in Asia and the Middle East for Cards, Samba Financial Group (Joint-stock company operating in the banking and financial services sector / Saudi Arabia) • 1988 – 1991: Director of the Corporate and Retail Banking Division, Samba Financial Group (Joint-stock company operating in the banking and financial services sector / Saudi Arabia) • 1986 – 1988: Director of Central Region Branches, Samba Financial Group (Joint-stock company operating in the banking and financial services sector / Saudi Arabia) • 1984 – 1986: Branch Administration Manager – Al-Kharj Branch, Samba Financial Group (Joint-stock company operating in the banking and financial services sector / Saudi Arabia) • 1980 – 1982: Equity Department Supervisor, Samba Financial Group (Joint-stock company operating in the banking and financial services sector / Saudi Arabia)



Mr. Eid Faleh bin Saif Al-Shammari Vice Chairman Independent	
Brief Professional Profile	A financial and investment expert with more than 30 years of experience in the fields of finance, investment, and advisory services. He served as Chief Executive Officer of Ethraa Financial Company for 12 years, in addition to holding executive positions at the National Commercial Bank (NCB), Saudi American Bank (SAMBA), and the Saudi Industrial Development Fund.
Academic Qualifications	<ul style="list-style-type: none"> • Bachelor’s Degree in Industrial Management (Honors), King Fahd University of Petroleum and Minerals, Saudi Arabia – 1989 • Certified Public Accountant (CPA), American Institute of Certified Public Accountants (AICPA), Membership No. 01585014 – 1995
Membership at Nayifat	<ul style="list-style-type: none"> • Chairman of the Audit Committee
Current Memberships and Positions	<ul style="list-style-type: none"> • 2021 – Present: Board Member, Audit Committee Chairman, Taiba Investments Company (A joint-stock company operating in the hospitality and real estate sector / Saudi Arabia) • 2020 – Present: Audit Committee Member, Sports Boulevard Foundation (A government non-profit organization operating in the sports sector / Saudi Arabia) • 2020 – Present: Audit Committee Member, King Salman Park Foundation (A government non-profit organization operating in the quality of life and urban development sector / Saudi Arabia) • 2019 – Present: Audit Committee Member, Almarai Company (A joint-stock company operating in the food and beverage sector / Saudi Arabia) • 2016 – Present: Board Member and Chairman of the Audit Committee, Al-Hassan Ghazi Ibrahim Shaker Company (A joint-stock company operating in the import, manufacturing, and distribution of home appliances / Saudi Arabia) • 2006 – Present: Board Member, Audit Committee Chairman, Nomination and Remuneration Committee Member, and Governance Committee Member, Aldrees Petroleum and Transport Services Company (A joint-stock company operating in petroleum services and transportation / Saudi Arabia)
Previous Professional Experience	<ul style="list-style-type: none"> • 2024 – 2025: Board Member and Chairman of the Nomination Committee, Seera Holding Group (A joint-stock company operating in the travel, tourism, and investment sector / Saudi Arabia) • 2022 – 2025: Audit Committee Member, Riyadh Bank (A joint-stock company operating in the banking and financial services sector / Saudi Arabia) • 2021 – 2022: Advisor, Ministry of Industry and Mineral Resources Sector • 2017 – 2023: Board Member and Chairman of the Audit Committee, Fawaz Abdulaziz Al-Hokair & Co. (A joint-stock company operating in the luxury retail sector / Saudi Arabia) • 2013 – 2015: Board Member and Chairman of the Investment Committee, Amana Cooperative Insurance Company (A joint-stock company operating in the insurance sector / Saudi Arabia) • 2013 – 2023: Board Member, Gulf Stevedoring Contracting Company (A limited liability company operating in transportation and logistics services / Saudi Arabia) • 2011 – 2018: Audit Committee Member, Banque Saudi Fransi (A joint-stock company operating in the banking and financial services sector / Saudi Arabia) • 2008 – 2020: Chief Executive Officer, Ethraa Financial Company (A joint-stock company operating in the financial sector / Saudi Arabia) • 2007 – 2017: Board Member and Chairman of the Audit Committee, Aliteco Company (A joint-stock company operating in industrial and commercial services / Saudi Arabia)



Mr. Sami Abdullah Suleiman AlZukri	
Board Member Independent	
Brief Professional Profile	An expert in investment and real estate development with more than 20 years of experience in the development and investment sectors. He currently serves as Chief Executive Officer of Tal Development and Development Company and Chief Executive Officer of Albilad Trading and Economy Company. He previously worked at Jadwa Investment and SABB Bank.
Academic Qualifications	<ul style="list-style-type: none"> Bachelor's Degree in Management Information Systems, King Fahd University of Petroleum and Minerals, Saudi Arabia – 1997
Membership at Nayifat	<ul style="list-style-type: none"> Member of the Nomination and Remuneration Committee
Current Memberships and Positions	<ul style="list-style-type: none"> 2025 – Present: Chief Executive Officer, Albilad Trading and Economy Company (Limited Liability Company operating in the non-bank financial sector / Saudi Arabia) 2025 – Present: Member of the Board of Managers, Albilad Catalyst Company Limited (Limited Liability Company operating in the industrial sector / Saudi Arabia) 2025 – Present: Chairman of the Board of Managers, Jubail Tourism Company Limited (Limited Liability Company operating in the hospitality sector / Saudi Arabia) 2023 – Present: Board Member in several funds (Grand Square Fund – Ishbilyah Fund – SEDCO Capital REIT) (Real estate investment funds / Saudi Arabia) 2023 – Present: Board Member, Alinma Real Estate Fund for Riyadh Suburbs, Alinma Investment Company (Real estate investment fund / Saudi Arabia) 2023 – Present: Chairman of the Board, Advanced Products Company (Limited Liability Company operating in the industrial sector / Saudi Arabia) 2020 – Present: Board Member, Alinma Hospitality REIT, Alinma Investment Company (Real estate investment fund / Saudi Arabia) 2019 – Present: Board Member, Alinma Makkah Development Fund I, Alinma Investment Company (Real estate investment fund / Saudi Arabia) 2019 – Present: Board Member, Alinma Makkah Development Fund II, Alinma Investment Company (Real estate investment fund / Saudi Arabia) 2018 – Present: Board Member, Maskan Arabia Investment and Real Estate Development Company (Closed joint-stock company operating in the real estate sector / Saudi Arabia) 2007 – Present: Chief Executive Officer, Tal Development and Development Company (Limited Liability Company operating in the investment and real estate development sector / Saudi Arabia) 2007 – Present: Board Member and Chief Executive Officer, Tal Development and Development Company (Limited Liability Company operating in the real estate and investment sector / Saudi Arabia) 2007 – Present: Board Member, Modern Perspective Engineering Consultancy Company (Limited Liability Company operating in engineering and consultancy services / Saudi Arabia) 2007 – Present: Board Member, Tal International Holding Company (Holding company operating in real estate development, industrial and engineering solutions, and financing / Saudi Arabia)
Previous Professional Experience	<ul style="list-style-type: none"> 2022 – 2024: Board Member, Asyaf Investment Company



Mr. Anas Mohammed Ali Al-Sheikh	
Board Member Independent	
Brief Professional Profile	A legal and regulatory expert with more than 20 years of experience in the financial and regulatory sector in the Kingdom. He has held several leadership positions at the Capital Market Authority (CMA), Saudi Exchange (Tadawul), and the Ministry of Tourism, including Deputy Minister for Policies and Regulations at the Ministry of Tourism and General Counsel at Jadwa Investment, in addition to serving on various committees, authorities, and government institutions.
Academic Qualifications	<ul style="list-style-type: none"> Bachelor of Laws (LL.B), King Saud University, Riyadh, Saudi Arabia – 2000 Master of Laws (LL.M) in Corporate Law, Nottingham Trent University, Nottingham, United Kingdom – 2004 General Securities Qualification Certificate (CME-1) – Saudi Financial Academy Compliance, Anti-Money Laundering and Counter-Terrorism Financing Certificate (CME-2) – Saudi Financial Academy
Membership at Nayifat	<ul style="list-style-type: none"> Chairman of the Nomination and Remuneration Committee
Current Memberships and Positions	<ul style="list-style-type: none"> 2025 – Present: Member of the Compliance Committee, Saudi Exchange (Tadawul) (Joint-stock company operating in the securities services sector / Saudi Arabia) 2025 – Present: Member of the Compliance Committee, Muqassa (Closed joint-stock company affiliated with Saudi Tadawul Group operating in securities clearing services / Saudi Arabia) 2025 – Present: Member of the Compliance Committee, Edaa – Securities Depository Center (Closed joint-stock company affiliated with Saudi Tadawul Group operating in securities depository services / Saudi Arabia) 2024 – Present: Board Member, Imam Abdulaziz bin Mohammed Royal Reserve Development Authority (Government authority operating in the environmental and development sector / Saudi Arabia) 2024 – Present: Board Member, Imam Turki bin Abdullah Royal Reserve Development Authority (Government authority operating in the environmental and development sector / Saudi Arabia) 2024 – Present: Member of the Executive Committee, Imam Abdulaziz bin Mohammed Royal Reserve Development Authority (Government authority operating in the environmental and development sector / Saudi Arabia) 2024 – Present: Member of the Executive Committee, Imam Turki bin Abdullah Royal Reserve Development Authority (Government authority operating in the environmental and development sector / Saudi Arabia) 2023 – Present: Board Member, Al-Nassr Company (representing the Public Investment Fund) (Closed joint-stock company operating in the sports sector / Saudi Arabia) 2023 – Present: Audit Committee Member, Al-Nassr Company (representing the Public Investment Fund) (Closed joint-stock company operating in the sports sector / Saudi Arabia) 2022 – Present: Managing Partner, Anas Al-Sheikh Law Firm (Private professional firm operating in the legal and advisory services sector / Saudi Arabia)
Previous Professional Experience	<ul style="list-style-type: none"> 2020 – 2022: Deputy Minister for Policies and Regulations, Ministry of Tourism (Government entity operating in the tourism sector / Saudi Arabia) 2017 – 2020: General Counsel and Head of Compliance, Jadwa Investment (Closed joint-stock company operating in the financial services sector / Saudi Arabia) 2016 – 2017: Head of Regulatory Policy and Supervision, Saudi Exchange (Tadawul) (Joint-stock company operating in securities services / Saudi Arabia) 2013 – 2014: Advisor, Clifford Chance (Limited liability company operating in legal services / Saudi Arabia) 2005 – 2013: Director of Rules, Regulations, and International Standards, Capital Market Authority (CMA) (Government authority operating in financial regulation and supervision / Saudi Arabia)



Mr. Naif Abduljalil Al-Saif Board Member Independent	
Brief Professional Profile	An investment and treasury management specialist with more than 20 years of financial and banking experience gained at Samba Financial Group and Saudi Hollandi Bank. He previously served as Acting Chief Executive Officer of Samba Capital and Group Treasurer, and currently holds several leadership positions including chairing a number of SNB Capital funds and serving on the boards of investment and technology companies.
Academic Qualifications	<ul style="list-style-type: none"> ● Master of Business Administration (MBA) – Finance, Prince Sultan University (PSU), Saudi Arabia – 2015 ● Bachelor's Degree in Finance and Economics, King Fahd University of Petroleum and Minerals (KFUPM), Saudi Arabia – 2004
Membership at Nayifat	<ul style="list-style-type: none"> ● Member of the Risk and Credit Committee
Current Memberships and Positions	<ul style="list-style-type: none"> ● 2024 – Present: Board Member, Budget Saudi Arabia (A listed joint-stock company operating in the transportation services sector / Saudi Arabia) ● 2024 – Present: Board Member, Malaa Financial Technology Company (Limited liability company operating in the fintech sector / Saudi Arabia) ● 2022 – Present: Chairman, SNB Saudi Equity Trading Fund (Investment fund operating in the financial services sector / Saudi Arabia) ● 2022 – Present: Chairman, SNB North America Fund (Investment fund operating in the financial services sector / Saudi Arabia) ● 2022 – Present: Chairman, SNB European Equity Fund (Investment fund tracking European equities / Saudi Arabia) ● 2022 – Present: Chairman, SNB Asia Pacific Fund (Investment fund operating in the financial services sector / Saudi Arabia) ● 2022 – Present: Chairman, SNB Healthcare Equity Fund (Investment fund operating in the financial services sector / Saudi Arabia) ● 2022 – Present: Chairman, SNB GCC Equity Fund (Investment fund operating in the financial services sector / Saudi Arabia) ● 2022 – Present: Chairman, SNB Emerging Markets Fund (Investment fund operating in the financial services sector / Saudi Arabia) ● 2022 – Present: Chairman, SNB Global Real Estate Income Fund (Investment fund operating in the financial services sector / Saudi Arabia) ● 2022 – Present: Chairman, SNB Saudi Small and Medium Enterprises Fund (Investment fund operating in the financial services sector / Saudi Arabia) ● 2022 – Present: Chairman, SNB GCC Growth and Income Fund (Investment fund operating in the financial services sector / Saudi Arabia) ● 2022 – Present: Chairman, SNB Saudi Free Equity Fund (Investment fund operating in the financial services sector / Saudi Arabia) ● 2022 – Present: Chairman, SNB REIT Funds Fund (Real estate investment fund operating in the financial services sector / Saudi Arabia) ● 2022 – Present: Chairman, SNB Nama Funds (General investment fund operating in the financial services sector / Saudi Arabia) ● 2021 – Present: Board Member, SNB Saudi Government Sukuk Fund (Investment fund operating in the financial services sector / Saudi Arabia) ● 2021 – Present: General Manager – Head of Principal Investments and Financing, SNB Capital (Joint-stock company operating in the financial services sector / Saudi Arabia)
Previous Professional Experience	<ul style="list-style-type: none"> ● 03/2021 – 07/2021: Acting Chief Executive Officer, Samba Capital and Asset Management (Joint-stock company operating in the financial services sector / Saudi Arabia) ● 02/2019 – 03/2021: Group Treasurer – General Manager of Treasury and Investments, Samba Financial Group (Joint-stock company operating in financial services and asset management / Saudi Arabia) ● 2006 – 2019: Held various positions at Samba Financial Group (Joint-stock company operating in the banking and financial services sector / Saudi Arabia) ● 2004 – 2006: Trader, Money Market and Derivatives Desk, Saudi Hollandi Bank (Joint-stock company operating in the banking and financial services sector / Saudi Arabia) ● 01/2003 – 01/2004: Management Training Program (MTP), Saudi Hollandi Bank (Joint-stock company operating in the banking and financial services sector / Saudi Arabia)



Mr. Naif Abdulaziz Al-Dughither Board Member Independent	
Brief Professional Profile	A strategic expert in the financial sector with more than 20 years of experience in strategy, institutional transformation, and governance. He has held leadership positions at the Capital Market Authority (CMA), Al Rajhi Capital, and National Industrialization Company (Tasnee), and currently serves on several boards and committees of financial and investment companies.
Academic Qualifications	<ul style="list-style-type: none"> ● Master of Business Administration (MBA) – Finance, Prince Sultan University, Saudi Arabia – 2009 ● Bachelor's Degree in Industrial Engineering, King Saud University, Saudi Arabia – 2001 ● General Securities Qualification Certificate (CME-1) – Saudi Financial Academy, 2018
Membership at Nayifat	<ul style="list-style-type: none"> ● Chairman of the Executive Committee
Current Memberships and Positions	<ul style="list-style-type: none"> ● Financial Advisor, Naif Al-Dughither Financial Advisory Office (Non-securities advisory services) ● 2025 – Present: Board Member, Marbha Company (Closed joint-stock company operating in the energy sector / Saudi Arabia) ● 2025 – Present: Board Member, Mishari Al-Shahri Engineering Consultants Company (Closed professional joint-stock company operating in engineering consultancy / Saudi Arabia) and Member of the Nomination and Remuneration Committee ● 2025 – Present: Member of the Investment Committee, Qassim Medical Services Company (Closed joint-stock company operating in the healthcare sector / Saudi Arabia) ● 2024 – Present: Board Member and Chairman of the Audit Committee, Qimat Al-Ramhiyah Company (Joint-stock company operating in the food and poultry sector / Saudi Arabia) ● 2024 – Present: Board Member, Onelvest Financial Company (Closed joint-stock company operating in the financial services sector / Saudi Arabia) ● 2024 – Present: Board Member of several SNB Capital investment funds (Investment funds operating in the financial services sector / Saudi Arabia)
Previous Professional Experience	<ul style="list-style-type: none"> ● 2024 – 2025: Board Member, Financial Competitiveness Company (Limited liability company operating in the fintech sector / Saudi Arabia) ● 2020 – 2024: Director of Strategy and Transformation, Al Rajhi Capital (Closed joint-stock company operating in the financial services sector / Saudi Arabia) ● 2015 – 2020: Deputy for Strategic Affairs and International Relations (and several other roles), Capital Market Authority (CMA) (Government authority responsible for financial regulation and supervision / Saudi Arabia) ● 2009 – 2015: Business Affairs Manager, National Industrialization Company (Tasnee) (Joint-stock company operating in the basic materials sector / Saudi Arabia) ● 2007 – 2009: Inspection and Compliance Specialist, Capital Market Authority (CMA) (Government authority operating in financial regulation and supervision / Saudi Arabia) ● 2001 – 2006: Credit Analyst, Saudi Industrial Development Fund (SIDF) (Government development fund operating in industrial financing and development / Saudi Arabia)



Mr. Fahad Abdullah Al-Subaie Board Member Non-Executive	
Brief Professional Profile	An entrepreneur in the healthcare and logistics sectors with extensive experience in business development and commercial expansion. He previously held leadership positions at Al-Dawaa Medical Services Company and founded several companies in the healthcare services sector. He currently serves as Chairman of the Boards of Proceed Healthcare Logistics Services and Premi Medical Devices Factory, and holds membership in several boards of private companies and the Eastern Chamber of Commerce.
Academic Qualifications	<ul style="list-style-type: none"> Executive Master of Business Administration (Healthcare Management), Prince Mohammed bin Salman College – Saudi Arabia, 2024 Bachelor's Degree in Financial Management and Accounting, University of Kent – United Kingdom, 2012 Diploma in Fixed Asset Investment Management, New York Institute of Finance – 2012 Diploma in Alternative Investment Management, London School of Economics and Political Science – 2011
Membership at Nayifat	<ul style="list-style-type: none"> Member of the Executive Committee
Current Memberships and Positions	<ul style="list-style-type: none"> 2014 – Present: Executive Vice President, Al-Dawaa Medical Services Company (A joint-stock company operating in the healthcare and pharmaceutical retail sector / Saudi Arabia) 2026 – Present: Chairman of the Board, Eastern Chamber of Commerce (Government entity) 2025 – Present: Chairman of the Board, Saudi Leather Industries Company (Joint-stock company operating in the production of safety and military footwear / Saudi Arabia) 2026 – Present: Board Member, Falcom Holding Company (Joint-stock company operating in the investment sector / Saudi Arabia) 2025 – Present: Board Member, Alblad Holding Company (Limited liability company operating in the non-bank financial sector / Saudi Arabia) 2024 – Present: Board Member, Digital Business Systems Company (Limited liability company operating in the information technology sector / Saudi Arabia) 2024 – Present: Board Member, Advanced First Medical Devices Manufacturing Company (Limited liability company operating in the medical devices sector / Saudi Arabia) 2021 – Present: President, Saudi Wrestling Federation (Government entity) 2021 – Present: Board Member, Perpetual Group (Limited liability company operating in advertising and media / Saudi Arabia) 2021 – Present: Member of the Executive Committee for Saudization in the Eastern Region (Government entity)
Previous Professional Experience	<ul style="list-style-type: none"> 2015 – 2023: Co-Founder and Partner, Perpetual Group (Limited liability company operating in advertising and media / Saudi Arabia) 2020 – 2022: Commercial Director, Al-Dawaa Medical Services Company (Joint-stock company operating in the healthcare and pharmaceutical retail sector / Saudi Arabia) 2014 – 2020: Business Development Director, Al-Dawaa Medical Services Company (Joint-stock company operating in the healthcare and pharmaceutical retail sector / Saudi Arabia) 2022 – 2026: Board Member, Eastern Chamber of Commerce (Government entity) 2021 – 2022: Chairman, Eastern Province Young Businessmen Council (Government entity) 2014 – 2017: Member, National Committee for Young Businessmen in the Kingdom (Government entity) 2014 – 2017: Member, Eastern Province Young Businessmen Council (Government entity)



Mr. Hussam Muhannad Qusay Al-Azzawi Board Member Non-Executive	
Brief Professional Profile	An entrepreneur and investor specializing in technology and quantitative finance, with international experience in investment and financial analysis. He previously worked as an Analyst at Merrill Lynch in New York within the consumer and retail investment banking sector. He currently serves as Chief Executive Officer and Chairman of TFB Capital, in addition to holding executive roles and board memberships in several technology and industrial companies.
Academic Qualifications	<ul style="list-style-type: none"> Master's Degree in Data Science and Programming, University College London (UCL), United Kingdom – 2024 Bachelor's Degree in Economics and Public Policy, University of Chicago, United States – 2019 Series 63, Bank of America / FINRA, USA – 2020 Securities Industry Essentials (SIE), Bank of America / FINRA, USA – 2019 Series 79, Bank of America / FINRA, USA – 2019
Membership at Nayifat	<ul style="list-style-type: none"> Member of the Executive Committee
Current Memberships and Positions	<ul style="list-style-type: none"> 09/2024 – Present: Managing Partner and Executive Board Member, Rax Printing – 3D Printing for Aviation and Civil Engineering Industries (Limited liability company operating in the industrial sector / Saudi Arabia) 07/2022 – Present: Managing Partner, Al-Wusata Development Company (Limited liability company operating in the investment sector / Saudi Arabia) 11/2024 – 07/2025: Chief Executive Officer and Chairman, TFB Capital (Quantitative and high-frequency trading fund) (Limited liability company operating in the investment sector / Saudi Arabia)
Previous Professional Experience	<ul style="list-style-type: none"> 2019 – 2022: Investment Banking Analyst – Consumer & Retail Sector, Merrill Lynch, New York (A subsidiary of Bank of America operating in the financial services sector / Outside the Kingdom)



Mr. Hussain bin Mohammed Al-Shakra Director of Governance & Board Secretary	
Academic Qualifications	<ul style="list-style-type: none"> Mini MBA (Professional) – Arab Union for Human Resources Development, Turkey – 2012 Bachelor's Degree, College of Arts, King Saud University, Riyadh – 2002 Certified Accountant for Non-Accountants Program, Riyadh Chamber of Commerce and Industry – 2004
Current Positions	<ul style="list-style-type: none"> 2021 – Present: Director of Governance, Nayifat Finance Company 2024 – Present: Board Secretary, Nayifat Finance Company
Previous Professional Experience	<ul style="list-style-type: none"> 2009 – 2022: Board Secretary, Nayifat Finance Company 2009 – 2017: Director of SME Financing Department, Nayifat Finance Company 2002 – 2009: Director of Credit Department and Risk Committee, Nayifat Finance Company 2000 – 2002: Credit Card Coordinator, The Saudi British Bank (SABB) 1996 – 2000: Credit Card Coordinator, Samba Financial Group

(14) Board of Directors Meetings Held During 2025

The Board of Directors held ten (10) meetings during 2025. The following table shows the names of the Board members and their attendance, as detailed below:

No.	Name	Membership	Board of Directors Meetings for 2025										Attendance	%
			02-25	05-07	05-13	05-28	08-12	11-03	11-19	12-10	12-25	12-31		
The current (4th) Board term, which commenced on 03-11-2025 for a period of three years ending on 02-11-2028:														
1	Saud Huwaymil Al-Dosari	Board Chairman Non-Executive	NA	NA	NA	NA	NA	√	√	√	√	√	5/5	%100
2	Eid Faleh Al-Shammari	Vice Chairman Independent	NA	NA	NA	NA	NA	√	√	√	√	√	5/5	%100
3	Sami Abdullah Al-Zakri	Board Member Independent	NA	NA	NA	NA	NA	√	√	√	√	√	5/5	%100
4	Anas Mohammed Al-Sheikh	Board Member Independent	NA	NA	NA	NA	NA	√	√	√	√	√	5/5	%100
5	Naif Abduljalil Al-Saif	Board Member Independent	NA	NA	NA	NA	NA	√	√	√	√	√	5/5	%100
6	Naif Abdulaziz Al-Dughither	Board Member Independent	NA	NA	NA	NA	NA	√	√	√	√	√	5/5	%100
7	Fahad Abdullah Al-Subaie	Board Member Non-Executive	NA	NA	NA	NA	NA	√	√	√	√	√	5/5	%100
8	Hussam Muhannad Al-Azzawi	Board Member Non-Executive	NA	NA	NA	NA	NA	√	√	√	√	√	5/5	%100
The previous (3rd) Board term, which commenced on 25-09-2022 and ended on 02-11-2025:														
1	Saad Abdulmohsen Al-Humaidi	Board Chairman Independent	√	√	√	√	√	NA	NA	NA	NA	NA	5/5	%100
2	Abdulmohsen Mohammed AlSaleh	Vice Chairman Independent	√	√	√	√	√	NA	NA	NA	NA	NA	5/5	%100
3	Atta Hamad Al-Bayouk	Board Member Non-Executive	√	Apologized	√	Proxy	√	NA	NA	NA	NA	NA	5/3	%60
4	Salman Abdulaziz bin Shahyawin	Board Member Non-Executive	√	√	√	√	√	NA	NA	NA	NA	NA	5/5	%100
5	Yousif Ibrahim Al-Shaer	Board Member Independent	√	√	√	√	√	NA	NA	NA	NA	NA	5/5	%100
6	Abdulkarim Hamad Al-Nujaydi	Board Member Independent	√	√	√	√	√	NA	NA	NA	NA	NA	5/5	%100
7	Bandar Mohammed Al-Baiz	Board Member Non-Executive	√	√	√	√	√	NA	NA	NA	NA	NA	5/5	%100
8	Turki Nasser Al-Qahtani	Board Member Non-Executive	√	√	√	√	√	NA	NA	NA	NA	NA	5/5	%100

(15) General Assemblies of Shareholders Held During 2025

Three General Assembly meetings were held during 2025. The following table shows the names of Board members and committee chairmen who attended, as detailed below:

No.	Name	Membership	General Assembly Meetings for the Year 2025			Attendance	%
			Extraordinary 10-03	Ordinary 30-06	Extraordinary 02-11		
The current (4th) Board term, which commenced on 03-11-2025 for a period of three years ending on 02-11-2028:							
1	Saud Huwaymil Al-Dosari	Board Chairman Non-Executive — Chairman of Risk & Credit Committee	NA	NA	NA	-	-
2	Eid Faleh Al-Shammari	Vice Chairman Independent — Chairman of Audit Committee	NA	NA	NA	-	-
3	Sami Abdullah Al-Zakri	Board Member Independent	NA	NA	NA	-	-
4	Anas Mohammed Al-Sheikh	Board Member Independent — Chairman of Nomination & Remuneration Committee	NA	NA	NA	-	-
5	Naif Abduljalil Al-Saif	Board Member Independent	NA	NA	NA	-	-
6	Naif Abdulaziz Al-Dughither	Board Member Independent — Chairman of Executive Committee	NA	NA	NA	-	-
7	Fahad Abdullah Al-Subaie	Board Member Non-Executive	NA	NA	NA	-	-
8	Hussam Muhannad Al-Azzawi	Board Member Non-Executive	NA	NA	NA	-	-
The previous (3rd) Board term, which commenced on 25-09-2022 and ended on 02-11-2025:							
1	Saad Abdulmohsen Al-Humaidi	Board Chairman Independent — Chairman of Executive Committee	√	√	√	3/3	%100
2	Abdulmohsen Mohammed AlSaleh	Vice Chairman Independent — Chairman of Risk & Credit Committee	√	√	√	3/3	%100
3	Atta Hamad Al-Bayouk	Board Member Non-Executive	√	√	Apologized	3/2	%67
4	Salman Abdulaziz bin Shahyawin	Board Member Non-Executive	√	√	Apologized	3/2	%67
5	Yousif Ibrahim Al-Shaer	Board Member Independent	√	√	√	3/3	%100
6	Abdulkarim Hamad Al-Nujaydi	Board Member Independent — Chairman of Audit Committee — Chairman of Nomination & Remuneration Committee	√	√	√	3/3	%100
7	Bandar Mohammed Al-Baiz	Board Member Non-Executive	√	√	√	3/3	%100
8	Turki Nasser Al-Qahtani	Board Member Non-Executive	√	√	√	3/3	%100

(16) Board Committees and Their Responsibilities

Shariah Committee

The committee was formed pursuant to a Board of Directors resolution dated 03-11-2025, and on 20-11-2025, the Saudi Central Bank (SAMA) issued its non-objection to the committee's formation. The committee is responsible for establishing Shariah governance controls and issuing resolutions and fatwas related to the Company's activities, approving products and ensuring their compliance with the principles and provisions of Islamic Shariah, and approving documents, records, contracts, and correspondence. It also reviews the contract structures, documentation, and current applications used by the Company to assess their compliance with Islamic Shariah principles. In addition, it reviews any new products introduced by the Company to ensure their compliance with Shariah provisions and establishes the fundamental principles governing the drafting of contracts and documentation. The committee informs the Board of Directors of appropriate recommendations and corrective actions if it determines that the Company has engaged in financing activities inconsistent with Islamic Shariah principles. Furthermore, the committee issues a comprehensive annual report to both the Board of Directors and the Saudi Central Bank, outlining the extent of compliance with Islamic Shariah principles based on the transactions reviewed. It also notifies the Saudi Central Bank in cases where non-Shariah-compliant activities are not addressed effectively or appropriately. The Shariah Committee confirmed in its annual report that Nayifat Finance Company complies with the provisions and principles of Islamic Shariah in all its transactions, in accordance with the fatwas and guidance issued by the committee.

Committee Membership: *(The committee continued with the same composition)*

Name	Position
Sheikh Abdullah Sulaiman Al-Manea <i>(Independent – from outside the Board)</i>	Chairman
Dr. Mohammed Ali Al-Qari <i>(Independent – from outside the Board)</i>	Member
Dr. Abdulrahman Abdulaziz Al-Nafisa <i>(Independent – from outside the Board)</i>	Member

Biographies of the Committee Members

Sheikh Abdullah Sulaiman Al-Manea Chairman of the Committee	
Brief Professional Profile	He is considered one of the most prominent scholars in the Kingdom of Saudi Arabia, with an academic and judicial career spanning more than six decades in the fields of Islamic jurisprudence, judiciary, and fatwa issuance. He held several high-level positions, including Member of the Council of Senior Scholars, President of the Court of Cassation in the Western Region, and Member of the Supreme Judicial Council. Since 2008, he has served as a Shariah Advisor at the Royal Court. He possesses deep expertise in Islamic jurisprudence and Shariah-compliant financial transactions, and participates in several Shariah boards of financial institutions both within and outside the Kingdom.
Academic Qualifications	<ul style="list-style-type: none"> ● Bachelor's Degree in Arabic Language, Imam Muhammad bin Saud Islamic University, Saudi Arabia – 1957 ● Master's Degree in Comparative Jurisprudence, Higher Institute of Judiciary, Saudi Arabia – 1969
Current Memberships and Positions	<ul style="list-style-type: none"> ● 2008 – Present: Shariah Advisor at the Royal Court of Saudi Arabia, and Chairman of the Shariah Committee of the Arab National Bank ● 2000 – Present: Member of the Shariah Board of the Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI) ● 1990 – Present: Member of several private and public Shariah boards, most of which are Shariah boards of financial institutions ● 1980 – Present: Member of the Islamic Fiqh Academy and the International Islamic Fiqh Academy ● 1971 – Present: Member of the Council of Senior Scholars in Saudi Arabia
Previous Professional Experience	<ul style="list-style-type: none"> ● 1996 – 2000: President of the Court of Cassation in the Western Region, Makkah ● 1976 – 1996: Cassation Judge at the Court of Cassation in the Western Region, Makkah ● 1975 – 1976: Deputy to the Grand Mufti of the Kingdom, Sheikh Abdulaziz bin Baz (may Allah have mercy on him), in Shariah, administrative, and financial affairs ● 1969 – 1971: Member of the Supreme Judicial Council, Saudi Arabia ● 1957 – 1969: Fatwa member under the leadership of the Grand Mufti of the Kingdom, Sheikh Mohammed bin Ibrahim (may Allah have mercy on him)

Dr. Mohammed Ali Al-Qari Committee Member	
Brief Professional Profile	He is regarded as one of the distinguished experts in the field of Islamic finance, with extensive academic and professional experience spanning several decades in economic affairs and Shariah-compliant finance. He contributes his expertise to the development of Shariah-compliant financial solutions and the enhancement of Shariah governance practices within the financial sector.
Academic Qualifications	<ul style="list-style-type: none"> ● PhD in Economics, University of California, United States – 1984 ● Master's Degree in Economics, University of California, United States – 1981 ● Bachelor's Degree in Economics, King Abdulaziz University, Saudi Arabia – 1975
Current Memberships and Positions	<ul style="list-style-type: none"> ● 2022 – Present: Member of the Shariah Committee, Yanal Finance Company ● 2014 – Present: Member of the Shariah Committee, Nayifat Finance Company ● 2013 – Present: Member of the Shariah Committee, Saudi Finance Company ● 2008 – Present: Member of the Shariah Committee, Sahal Finance Company ● 2008 – Present: Member of the Shariah Committee, Dar Al-Tamleek Finance Company ● 2000 – Present: Member of the Shariah Board of AAOIFI ● 2005 – Present: Expert at the International Islamic Fiqh Academy – Organization of Islamic Cooperation (OIC) ● 1998 – Present: Member of the Shariah Board of the Dow Jones Islamic Market Index (New York) ● 1990 – Present: Editorial Board Member of the Journal of Islamic Economics, published by the International Association for Islamic Economics (United Kingdom) ● 1990 – Present: Editorial Board Member of the Majma' Al-Fiqh Journal, issued by the Islamic Fiqh Academy affiliated with the Muslim World League ● 1998 – Present: Member of several Shariah boards of financial institutions worldwide ● 1985 – Present: Expert at the International Islamic Fiqh Academy, affiliated with the Organization of Islamic Cooperation
Previous Professional Experience	<ul style="list-style-type: none"> ● 2000 – 2008: Director of the Islamic Economics Research Center, King Abdulaziz University ● 1975 – 2008: Professor of Islamic Economics, King Abdulaziz University, Jeddah

Sheikh Dr. Abdulrahman Abdulaziz Al-Nafisa Committee Member	
Brief Professional Profile	He possesses more than 20 years of experience in Shariah supervision and governance, during which he held leadership roles in licensed financial companies within the Kingdom. He combines academic and professional expertise in jurisprudence, economics, and Shariah financial governance.
Academic Qualifications	<ul style="list-style-type: none"> ● PhD in Islamic Economics, Istanbul Sabahattin Zaim University – 2019 ● Bachelor's Degree in Shariah, Imam Muhammad bin Saud Islamic University, Saudi Arabia – 2015 ● Master's Degree in Sociology, King Saud University, Saudi Arabia – 2008 ● Master's Degree in Islamic Economics, American University in Washington, United States – 2007 ● Bachelor's Degree in Sociology, Imam Muhammad bin Saud Islamic University, Saudi Arabia – 1994
Current Memberships and Positions	<ul style="list-style-type: none"> ● 2025 – Present: Chairman of the Shariah Committee, Istidama Financial Business Company ● 2024 – Present: Chairman of the Shariah Committee, Yaqeen Capital Company ● 2023 – Present: Chairman of the Shariah Committee, Alpha Arabia Finance Company ● 2017 – Present: Director of Shariah Supervision Department, Falcom Holding Company ● 2014 – Present: Secretary and Member of the Shariah Committee, Nayifat Finance Company ● 2014 – Present: Secretary and Member of the Shariah Committee, Al-Amthal Finance Company
Previous Professional Experience	<ul style="list-style-type: none"> ● 2017 – 2026: Director of Shariah Supervision Department, Falcom Holding Company, and Secretary and Member of the Shariah Committee ● 2015 – 2023: Secretary and Member of the Shariah Committee, Yaqeen Capital ● 2006 – 2017: Director of Shariah Supervision Department, Yaqeen Capital (formerly Falcom Financial Services) ● 2010 – 2019: Adjunct Lecturer, Imam Muhammad bin Saud Islamic University ● 1994 – 2005: Student Counselor, Ministry of Education ● 1993 – 1994: Social Specialist, Ministry of Labor and Social Development

Committee Meetings: The committee held nine (9) meetings during 2025, as detailed below:

No.	Name	Membership	Shariah Committee Meetings for the Year 2025									Attendance	%
			01-22	02-11	03-03	03-11	05-06	06-24	08-06	09-18	12-25		
1	Sheikh Abdullah Sulaiman Al-Manea	Chairman	√	√	√	√	√	√	√	√	√	9/9	%100
2	Dr. Mohammed Ali Al-Qari	Member	√	√	√	√	√	√	√	√	√	9/9	%100
3	Dr. Abdulrahman Abdulaziz Al-Nafisa	Member	√	√	√	√	√	√	√	√	√	9/9	%100

Audit Committee

The committee was formed pursuant to a Board of Directors resolution dated 03-11-2025, and on 20-11-2025, the Saudi Central Bank (SAMA) issued its non-objection to the formation of the committee. The committee is responsible for overseeing the Company's activities and verifying the integrity and reliability of its financial reports and statements, as well as ensuring the availability and effectiveness of internal control systems. Its responsibilities include reviewing the financial statements and expressing an opinion thereon to ensure their integrity, fairness, and transparency. The committee also reviews and evaluates the internal control systems, financial controls, and risk management framework within the Company. In addition, it reviews internal audit reports and follows up on the implementation of corrective actions related to the observations contained therein. The committee also oversees and supervises the performance and activities of the Internal Auditor and the Internal Audit Department, ensuring that the necessary resources are available and that the department effectively performs its duties and responsibilities. Furthermore, the committee recommends to the Board of Directors the appointment, dismissal, and remuneration of the external auditors, as well as evaluating their performance, after verifying their independence and reviewing the scope of their work and the terms of engagement. In addition, the committee reviews the results of reports issued by regulatory authorities, verifies that the Company has taken the necessary actions in response, and ensures the Company's compliance with applicable laws, regulations, policies, and related instructions.

Committee Membership

The committee for the current term consists of the following members:

Name	Position
Mr. Eid Faleh bin Saif Al-Shammari	Chairman
Mr. Abdullah Saleh Abdullah Al-Luhaidan (<i>Independent – from outside the Board</i>)	Member
Mr. Fahad Suleiman Abdulrahman Al-Nuhait (<i>Independent – from outside the Board</i>)	Member

Biographies of the Committee Members

Mr. Eid Faleh bin Saif Al-Shammari

(Chairman of the Committee)

(Previously mentioned in Section (13) – biographies of Board members.)

Mr. Abdullah Saleh Abdullah Al-Luhaidan Committee Member	
Brief Professional Profile	He has more than ten years of experience in internal audit and financial governance, during which he held leadership positions at the General Authority for Military Industries and major companies such as Ma'aden and Abdul Latif Jameel. He possesses deep expertise in risk management and internal control systems.
Academic Qualifications	<ul style="list-style-type: none"> ● Bachelor's Degree in Commerce (Accounting), Swinburne University of Technology – 2012 ● Master's Degree in Finance, RMIT University – 2014 ● Certified Internal Auditor (CIA) – The Institute of Internal Auditors
Current Memberships and Positions	<ul style="list-style-type: none"> ● 2020 – Present: General Manager of Internal Audit, General Authority for Military Industries
Previous Professional Experience	<ul style="list-style-type: none"> ● 2019 – 2020: Internal Audit Supervisor, Abunayyan Company ● 2018 – 2019: Internal Auditor, Saudi Arabian Mining Company (Ma'aden) ● 2015 – 2017: Internal Auditor, Abdul Latif Jameel Company

Mr. Fahad Suleiman Al-Nuhait Committee Member	
Brief Professional Profile	He has more than 20 years of experience in investment, finance, and portfolio management, during which he held leadership roles in major entities such as NEOM, Dussur, and the Saudi Fund for Development. He currently serves as Chief Executive Officer of HPDC, and is a board member of several local and regional companies, reflecting comprehensive expertise that combines financial depth and strategic leadership.
Academic Qualifications	<ul style="list-style-type: none"> ● Master of Science in Finance, Newcastle University – 2009 ● Bachelor's Degree in Financial Management, King Saud University – 2003 ● Leadership Program, Harvard Business School – 2018 ● CFA Charterholder, CFA Institute – 2017
Current Memberships and Positions	<ul style="list-style-type: none"> ● 2024 – Present: Board Member, Modern Mills Company (Closed Joint-Stock Company) ● 2023 – Present: Chief Executive Officer, Halal Products Development Company (HPDC) – wholly owned by the Public Investment Fund (PIF) ● 2023 – Present: Board Member, BRF Arabia Investment Company (Closed Joint-Stock Company) ● 2022 – Present: Member of the Audit Committee, Nayifat Finance Company (Independent – from outside the Board) ● 2021 – Present: Chairman of the Board, Saudi Coffee Company (Closed Joint-Stock Company) ● 2019 – Present: Board Member, Al Hammadi Holding (Public Joint-Stock Company)
Previous Professional Experience	<ul style="list-style-type: none"> ● 2021 – 2023: Board Member, Saudi Jordanian Investment Fund ● 2019 – 2023: General Manager of Industrial Investments and Financing, NEOM ● 2013 – 2015: Board Member, MEFIC Capital ● 2015 – 2017: Board Member, IFC/AMC MENA Fund ● 2017 – 2019: General Manager of Investments, Dussur ● 2010 – 2017: Head of Investment Team, The Arab Investment Company ● 2005 – 2010: Credit Insurance Manager, Saudi Fund for Development

Audit Committee Meetings

The Committee held fifteen (15) meetings during 2025, as detailed below:

No.	Name	Membership	Audit Committee Meetings for 2025															Attendance	%		
			02-18	02-20	03-17	03-19	03-24	04-16	04-17	04-28	05-01	07-24	07-29	08-04	10-23	10-27	12-29				
The current term (4) of the Audit Committee, which began on 03-11-2025 for a period of three years and ends on 02-11-2028:																					
1	Mr. Eid Faleh Al-Shammari	Chairman	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	√	1/1	%100	
2	Mr. Abdullah Saleh Al-Luhaidan	Member	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	√	1/1	%100	
3	*Mr. Fahad Suleiman Al-Nuhait	Member	√	√	√	√	Apologized	Apologized	√	√	√	√	√	√	√	√	√	√	14/12	%86	
The previous (3) term of the Audit Committee, which ended on 02-11-2025:																					
1	Dr. Abdulkarim Hamad AlNujaydi	Chairman	√	√	√	√	√	√	√	√	√	√	√	√	√	√	√	√	NA	14/14	%100
2	Mr. Aziz Mohammed Al-Qahtani	Member	√	√	√	√	√	√	√	√	√	√	√	√	√	√	√	√	NA	14/14	%100

*Mr. Fahad Suleiman AlNuhait continued his membership in the Audit Committee.

Executive Committee

The committee was formed pursuant to a Board of Directors resolution dated 03-11-2025, and on 20-11-2025, the Saudi Central Bank (SAMA) issued its non-objection to the formation of the committee. The primary role of the Executive Committee is to provide support and assistance to the Company's management and work alongside it to achieve its objectives and implement its key plans, policies, and strategies. The committee also reviews the proposed short- and medium-term financial and operational business plans, ensuring their alignment with the Company's approved long-term strategic plans. In addition, the committee reviews the annual budgets and operational and capital expenditures, and examines management reports concerning material legal matters, recommending the necessary actions to the Board of Directors. It also monitors the Company's performance and requests explanations for any deviations or variances from the approved plans and budgets. The Chairman of the Committee submits reports to the Board regarding any significant matters and, after consultation with the Chairman of the Board, determines the items that should be included on the Board's agenda, in addition to any matters that do not fall within the scope of other Board committees.

Committee Membership: The committee for the current term consists of the following members:

Name	Position
Mr. Naif Abdulaziz Hassan Al-Dughither	Chairman
Mr. Fahad Abdullah Saad Al-Subaie	Member
Mr. Hussam Muhannad Qusay Al-Azzawi	Member
Mr. Saad Abdulmohsen Abdulaziz Al-Humaidi (Independent – from outside the Board)	Member

Biographies of the Committee Members:

Mr. Naif Abdulaziz Hassan Al-Dughither (Chairman of the Committee) - (Previously mentioned in Section (13) – biographies of Board members.)

Mr. Fahad Abdullah Saad Al-Subaie (Committee Member) - (Previously mentioned in Section (13) – biographies of Board members.)

Mr. Hussam Muhannad Qusay Al-Azzawi (Committee Member) (Previously mentioned in Section (13) – biographies of Board members.)

Mr. Saad Abdulmohsen Abdulaziz Al-Humaidi Committee Member – Independent (from outside the Board)	
Brief Professional Profile	A financial and accounting expert with approximately 16 years of experience in compliance, auditing, and corporate management. He has served as General Manager of Advanced Time Company since 2014, and previously worked as Compliance Manager at Amana Cooperative Insurance Company. He possesses extensive experience in board and committee memberships and chairmanships, including audit and nomination committees across various organizations, in addition to his previous leadership roles at Nayifat Finance Company.
Academic Qualifications	<ul style="list-style-type: none"> Bachelor's Degree in Accounting, University of Northern Colorado, United States – 2004 Certified Fraud Examiner (CFE) – United States – 2020 Board Governance Certificate, International Institute for Management Development (IMD), Switzerland – 2024
Current Memberships and Positions	<ul style="list-style-type: none"> 2025 – Present: Chairman of the Audit Committee, King Salman Center for Disability Research (Non-profit organization / Saudi Arabia) 2024 – Present: Chairman of the Audit Committee, Believe Business Services Company (Simplified joint-stock company operating in business services / Saudi Arabia) 2023 – Present: Board Member, Red Palm Artistic Production Company (Limited liability company / Saudi Arabia) 2023 – Present: Board Member, Number Twenty-One Artistic Production Company (Limited liability company / Saudi Arabia) 2019 – Present: Board Member and Chairman of the Nomination and Remuneration Committee, Al Hammadi Holding Company (Saudi Arabia) 2014 – Present: General Manager, Advanced Time Company (Company operating in investment and development / Saudi Arabia)
Previous Professional Experience	<ul style="list-style-type: none"> 2022 – 2025: Board Member and Member of the Nomination and Remuneration Committee, Nayifat Finance Company (Public joint-stock company operating in the finance sector / Saudi Arabia) 2024 – 2025: Chairman of the Executive Committee, Nayifat Finance Company 2024 – 2025: Chairman of the Board, Nayifat Finance Company 2019 – 2025: Board Member and Chairman of the Audit Committee, Al-Baha Investment and Development Company (Public joint-stock company / Saudi Arabia) 2022 – 2024: Chairman of the Audit Committee, Nayifat Finance Company 2009 – 2014: Compliance Manager, Amana Cooperative Insurance Company (Public joint-stock company / Saudi Arabia) 2007 – 2009: Assistant Business Risk Services Team Leader, Ernst & Young (Chartered accountants / Saudi Arabia) 2006 – 2007: Credit Officer, Al Rajhi Bank (Public joint-stock company operating in the banking sector / Saudi Arabia) 2005 – 2006: External Auditor, PricewaterhouseCoopers (PwC) (Chartered accountants / Saudi Arabia)

Executive Committee Meetings: The Committee held four (4) meetings during 2025, as detailed below:

No.	Name	Membership	Executive Committee Meetings for 2025				Attendance	%
			02-24	04-15	12-04	12-23		
The current term (4) of the Executive Committee, which began on 03-11-2025 for a period of three years and ends on 02-11-2028:								
1	Mr. Naif Abdulaziz Al-Dughither	Chairman	NA	NA	√	√	2/2	%100
2	Mr. Fahad Abdullah Al-Subaie	Member	NA	NA	√	√	2/2	%100
3	Mr. Hussam Muhannad Al-Azzawi	Member	NA	NA	√	√	2/2	%100
4	*Mr. Saad Abdulmohsen Al-Humaidi	Member	√	√	√	√	4/4	%100
The previous (3) term of the Executive Committee, which ended on 02-11-2025:								
1	Mr. Abdulmohsen Mohammed Al-Saleh	Member	√	√	NA	NA	2/2	%100
2	Mr. Salman Abdulaziz Shahyawi	Member	√	√	NA	NA	2/2	%100
3	*Mr. Fahad Ibrahim Al-Mufarrej	Member	√	√	NA	NA	2/2	%100
* Mr. Saad Abdulmohsen Al-Humaidi continued his membership in the Executive Committee.								
* Mr. Fahad Ibrahim Al-Mufarrej resigned from his position as CEO and from his membership in the Executive Committee due to personal circumstances, and his last working day was 28-05-2025.								

Risk and Credit Committee

The Committee was formed pursuant to a Board of Directors' resolution dated 24-12-2025, and the non-objection of the Saudi Central Bank (SAMA) to its formation was obtained on 11-01-2026. The Committee is responsible for establishing a comprehensive risk management strategy and policies commensurate with the nature and scale of the Company's activities, ensuring their implementation, review, and periodic updates. It also determines and maintains the acceptable level of risk exposure that the Company may face and verifies that such levels are not exceeded. In addition, the Committee oversees the sustainability and continuity of the Company's operations, identifies risks that may threaten its ongoing operations, supervises the Company's risk management framework, and evaluates the effectiveness of risk measurement and monitoring systems to identify any deficiencies. The Committee also prepares detailed reports on risk exposures and proposed mitigation measures, which are submitted to the Board of Directors, and provides recommendations to the Board on matters related to risk management. Furthermore, the Committee supervises the Company's credit activities by reviewing credit policies, credit limits, customer classifications, and ensuring compliance and effectiveness in credit management.

Committee Membership

The Committee for the current term consists of the following members:

Name	Position
Mr. Saud Huwaimil Al-Dosari	Chairman
Mr. Naif Abduljalil Al-Saif	Member
Mr. Abdullah Suleiman Al-Nami <i>(Independent – from outside the Board)</i>	Member
Mr. Mishari Najeeb Al-Abdulkarim <i>(Independent – from outside the Board)</i>	Member

Biographies of the Committee Members:

Mr. Saud Huwaimil Al-Dosari (Committee Chairman) *(Previously mentioned in Section (13) – Board Members' Biographies)*

Mr. Naif Abduljalil Al-Saif (Committee Member) *(Previously mentioned in Section (13) – Board Members' Biographies)*

Mr. Abdullah Suleiman Al-Nami	
Committee Member – Independent (from outside the Board)	
Brief Professional Profile	He has more than 20 years of experience in governance, risk, and compliance. During his career, he held leadership roles in major banks and organizations such as Al Rajhi Bank, Riyad Bank, and MODON. He currently serves as General Manager of Governance, Risk, and Compliance at (MODON / Asasco) and holds memberships in several board committees and boards of directors, reflecting his deep expertise in developing governance frameworks and enterprise risk management systems.
Academic Qualifications	<ul style="list-style-type: none"> ● Master of Business Administration (MBA), University of Louisiana at Monroe (Delta), USA – 2009 ● Bachelor of Science in Mechanical Engineering, New Mexico State University, USA – 1994 ● Diploma in Business Administration – 1996 ● Master's Degree in Islamic Finance – Banking and Financial Institutions ● Level 7 Diploma in Strategic Management and Leadership, England – 2020 ● Compliance and Anti-Money Laundering Workshop – PwC, Riyadh – 2019 ● Decision-Making Strategies for Leaders – London Business School, UK – 2019 ● Chief Compliance Officer (CCO) – Euromoney Financial Training, London – 2017 ● Public Speaking and Presentation Skills – 2016 ● Diploma in Strategic Tools and Techniques for Financial Risk Management, Hong Kong Management Association – 2008
Current Memberships and Positions	<ul style="list-style-type: none"> ● 2025 – Present: General Manager of Governance, Risk and Compliance – (MODON / Asasco) ● 10/2014 – Present: Member of the Board Risk Committee, Ajal Financial Services Company ● 02/2022 – Present: Chairman of the Board Audit Committee, National Tri-Generation Cooling Company
Previous Professional Experience	<ul style="list-style-type: none"> ● 2023 – 2024: Chairman of the Board Audit Committee – National Energy Supply Company ● 2003 – 2016: Member of the Board Compliance Committee – Al Rajhi Capital ● 2003 – 2016: Group Chief Compliance Officer – Al Rajhi Bank ● 2011 – 2016: Senior Vice President – Operational Risk & Anti-Money Laundering, Riyad Bank ● 2011 – 2015: Board Member – Riyad Insurance Agency Company ● 2006 – 2011: Vice President – Retail Risk Management, Riyad Bank

Mr. Mishari Najeab Al-Abdulkarim Committee Member – Independent (from outside the Board)	
Brief Professional Profile	He has nearly 19 years of professional experience in information technology, information security, governance, and risk management. He holds academic qualifications in computer engineering and multiple professional certifications in audit, fraud investigation, IT governance, and information security. He currently holds leadership roles in IT and information security audit, with extensive experience across government, semi-government, and large corporate entities, in addition to serving on and chairing several specialized committees, supporting his role in overseeing risk and credit governance and enhancing decision-making quality.
Academic Qualifications	<ul style="list-style-type: none"> ● Master of Science in Computer Engineering, King Abdulaziz University – 2012 ● Bachelor of Science in Computer Science and Information (Computer Engineering), King Abdulaziz University – 2007 ● Certified Internal Auditor (CIA) – Institute of Internal Auditors, USA (2020) ● Certified Fraud Examiner (CFE) – Association of Certified Fraud Examiners, USA (2021) ● Certified Information Systems Auditor (CISA) – ISACA, USA (2018) ● Certified in the Governance of Enterprise IT (CGEIT) – ISACA, USA (2018) ● Certified Information Security Manager (CISM) – ISACA, USA (2017) ● Certified in Risk and Information Systems Control (CRISC) – ISACA, USA (2017) ● Certified Information Systems Security Professional (CISSP) – (ISC)², USA (2017)
Current Memberships and Positions	<ul style="list-style-type: none"> ● 01/2024 – Present: Member of the Risk and Credit Committee, Saudi Real Estate Refinance Company ● 01/2020 – Present: Chairman of the Objections Committee, Elm Company ● 2018 – Present: General Manager of IT and Information Security Audit, Elm Company
Previous Professional Experience	<ul style="list-style-type: none"> ● 11/2022 – 12/2023: Member of the Audit Committee, Tabadul Company ● 05/2017 – 02/2018: Director of IT Security, National Cybersecurity Center ● 09/2007 – 05/2017: Head of Network and Security Department, King Faisal Specialist Hospital & Research Centre.

Committee Meetings

The Committee held four (4) meetings during the year 2025, as detailed in the following table:

No.	Name	Membership	Risk & Credit Committee Meeting Dates for 2025				Attendance	%
			02-24	05-06	08-27	09-10		
Current Term (4) of the Risk & Credit Committee – starting 24-12-2025 and ending 02-11-2028:								
1	Mr. Saud Huwaimil Al-Dosari	Chairman	NA	NA	NA	NA	-	-
2	Mr. Naif Abduljalil Al-Saif	Member	NA	NA	NA	NA	-	-
3	*Mr. Abdullah Suleiman Al-Nami	Member	√	√	√	√	4/4	%100
4	Mr. Mishari Najeab Al-Abdulkarim	Member	NA	NA	NA	NA	-	-
Previous Term (3) of the Risk & Credit Committee – ended on 02-11-2025:								
1	Mr. Abdulmohsen Mohammed Al-Saleh	Chairman	√	√	√	√	4/4	%100
2	Mr. Atta Hamad Al-Bayouk	Member	√	Apologized	√	√	4/3	%75
3	Mr. Yousif Ibrahim Al-Shaer	Member	√	√	√	√	4/4	%100
* Mr. Abdullah Suleiman Al-Nami continued his membership in the Risk & Credit Committee.								

Nomination and Remuneration Committee

The Committee was formed pursuant to a Board of Directors' resolution dated 03-11-2025, and the non-objection of the Saudi Central Bank (SAMA) to its formation was obtained on 20-11-2025. The Committee is responsible for preparing a clear policy for the remuneration of Board members, Board committees, and executive management, reviewing it periodically, and evaluating its effectiveness in achieving the intended objectives. The policy must take into consideration performance-related standards, ensure proper disclosure, and verify its implementation. The Committee also recommends to the Board of Directors the remuneration of Board members, Board committees, and senior executives in accordance with the approved policy. In addition, the Committee proposes clear policies and criteria for membership of the Board of Directors and executive management, and recommends candidates to the Board as well as their re-nomination in accordance with the approved policies and criteria. The Committee further reviews the structure of the Board of Directors and executive management and provides recommendations regarding potential changes. It also coordinates with the Human Resources Department to develop a succession planning and replacement policy, and ensures that executive management complies with it. The Committee also recommends appointments to senior leadership positions within the Company, verifies annually the independence of independent Board members, and

ensures that no conflicts of interest exist when a member serves on the board of another company. Furthermore, the Committee prepares job descriptions for executive members, non-executive members, independent members, and senior executives, identifies strengths and weaknesses within the Board, and proposes appropriate solutions to address them.

Committee Membership

The Committee for the current term consists of the following members:

Name	Position
Mr. Anas Mohammed Al-Sheikh	Chairman
Mr. Sami Abdullah Al-Zakri	Member
Mr. Fawzi Abdulrahman Bobshait (<i>Independent – from outside the Board</i>)	Member

(Biographies of the Committee Members)

Mr. Anas Mohammed Al-Sheikh (Committee Chairman) - (*Previously mentioned in Section (13) – Board Members’ Biographies*)

Mr. Sami Abdullah Al-Zakri (Committee Member) - (*Previously mentioned in Section (13) – Board Members’ Biographies*)

Mr. Fawzi Abdulrahman Bobshait Committee Member – Independent (from outside the Board)	
Brief Professional Profile	A senior leader with nearly four decades of experience in the fields of mining, education, and human capital development. Since 1985, he has held several leadership positions, most notably Vice President and Advisor at Ma’aden. He currently serves as Advisor to the CEO at Al-Othaim Company and as a faculty member at King Fahd University of Petroleum and Minerals (KFUPM). He has also played an active role in various educational and professional councils and committees, including the Technical and Vocational Training Corporation (TVTC) and the Saudi Mining Polytechnic Institute. He holds a Doctorate in Business Administration in addition to several advanced degrees in computer science, education, and human resources.
Academic Qualifications	<ul style="list-style-type: none"> ● Bachelor’s Degree in Computer Science and Engineering – 1985 ● Master’s Degree in Computer Engineering – 1990 ● Higher Diploma in Human Resources, University of Minnesota – 2006 ● Master’s Degree in Education, University of Minnesota – 2007 ● Master of Science – Texas A&M University – 2013 ● Doctor of Business Administration (DBA) – University of Portsmouth – 2022
Current Memberships and Positions	<ul style="list-style-type: none"> ● 2025 – Present: Advisor to the CEO (Part-time) – Al-Othaim Company ● 2024 – Present: Faculty Member (Part-time) – King Fahd University of Petroleum and Minerals ● 2024 – Present: Board Member – Loss Prevention and Risk Mitigation Association (Salamatak) ● 2021 – Present: Board Member – Technical and Vocational Training Corporation (TVTC) ● 2015 – Present: Member of the Nomination Committee – DUR / Taiba
Previous Professional Experience	<ul style="list-style-type: none"> ● 2012 – 2024: Vice President (Advisor) – Ma’aden Company ● 2019 – 2024: Chairman – Industrial Loss Prevention and Risk Mitigation Association (Salamatak) ● 2016 – 2024: Chairman of the Steering Committee for Scientific Excellence Schools ● 2016 – 2024: Chairman of the Board – Saudi Mining Polytechnic Institute.

Committee Meetings

The Nomination and Remuneration Committee held ten (10) meetings during the year 2025, as detailed in the table below:

No.	Name	Membership	Meetings of the Nominations and Remuneration Committee for 2025										Attendance	%	
			01-07	02-05	02-19	05-18	05-22	07-02	07-08	08-19	08-26	12-22			
Current Term (4) of the Nomination & Remuneration Committee – starting 03-11-2025 and ending 02-11-2028:															
1	Mr. Anas Mohammed Al-Sheikh	Chairman	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	√	1/1	%100
2	Mr. Sami Abdullah Al-Zakri	Member	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	√	1/1	%100
3	Mr. Fawzi Abdulrahman Bobshait	Member	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	√	1/1	%100
Previous Term (3) of the Nomination & Remuneration Committee – ended on 02-11-2025:															
1	Dr. Abdulkarim Hamad Al-Najeedi	Chairman	√	√	√	√	√	√	√	√	√	√	NA	9/9	%100
2	Mr. Atta Hamad Al-Bayouk	Member	√	√	√	Apologized	Apologized	√	√	√	√	√	NA	9/7	%78
3	Mr. Salman Abdulaziz bin Shahween	Member	√	√	√	√	√	√	√	√	√	√	NA	9/9	%100
4	Mr. Saad Abdulmohsen Al-Humaidi	Member	√	√	√	√	√	√	√	√	√	√	NA	9/9	%100

(17) Executive Management – Experience and Qualifications of Senior Executives

Senior management consists of qualified and experienced executives who possess the knowledge and expertise required to manage the Company's operations in alignment with its strategic objectives.



Mr. Khalid Abdulaziz Al-Junaidel

2025 – Acting Chief Executive Officer / 2024 – Chief Financial Officer

Academic Qualifications	<ul style="list-style-type: none"> Bachelor's Degree – International Business Administration* Executive Development Program – London Business School- Higher Diploma – Commercial Accounting
Previous Professional Experience	<ul style="list-style-type: none"> 2023 – 2024: Chief Financial Officer – Saudi Fransi Leasing Finance Company Over 23 years of experience in the banking and financial sector, holding several leadership roles in financial management, risk management, and treasury.



Talal Shamroukh Al-Omani

2022 – Head of Compliance and AML/CTF

Academic Qualifications	<ul style="list-style-type: none"> Bachelor's Degree in Business Administration and Information Systems – Emporia State University, Kansas, USA (2014)
Previous Professional Experience	<ul style="list-style-type: none"> 2020 – 2022: Head of Compliance and AML/CTF – Medgulf Insurance 2019 – 2020: Senior Compliance & AML Officer – Kingdom Insurance Brokerage 2016 – 2019: Compliance & AML Officer – SAICO Insurance 2014 – 2016: Compliance Specialist – Medgulf Insurance



Dhari Al-Jarba

2025 – Head of Human Resources

Academic Qualifications	<ul style="list-style-type: none"> Master of Business Administration – Saudi Electronic University
Previous Professional Experience	<ul style="list-style-type: none"> 2021 – 2025: HR Business Partner Lead – Arab National Bank 2018 – 2021: Recruitment Manager – Arab National Bank 2014 – 2018: Assistant Manager – Recruitment – Arab National Bank 2008 – 2014: Recruitment Specialist – Banque Saudi Fransi



Salman Al-Nassyan

2025 – Head of Internal Audit

Academic Qualifications	<ul style="list-style-type: none"> Bachelor of Science in Accounting – Prince Sultan University
Previous Professional Experience	<ul style="list-style-type: none"> 2024 – 2025: Head of Internal Audit – Saudi Finance Company 2023 – 2024: Head of Internal Audit & Secretary of Audit Committee – Yanal Finance 2022 – 2023: Internal Audit Director – Yanal Finance 2021 – 2022: Quality Department Manager – STC 2019 – 2021: Project Portfolio Manager – STC 2014 – 2019: Project Manager – STC 2012 – 2014: Financial Auditor – PricewaterhouseCoopers



Khaled Salah Salem

2025 – Head of Information Technology

Academic Qualifications	<ul style="list-style-type: none"> Bachelor's Degree in Computing Sciences – King Abdulaziz University, Jeddah (2009)
Previous Professional Experience	<ul style="list-style-type: none"> 2024 – 2025: Chief Digital Information Officer – Saudi Fransi Finance 2021 – 2024: Chief Information Officer – GBH Company 2021: Vice President – Technology Management – Zain Cash 2017 – 2027: IT Budget Manager – Bank Aljazira 2017 – 2019: Head of IT Infrastructure Development – Bank Aljazira 2017 – 2021: Head of Automation – Bank Aljazira 2016 – 2017: Head of Windows Infrastructure – Samba Financial Group 2015 – 2016: Backend Systems Specialist – Samba Financial Group 2015: Information Systems Analyst – Saudi Aramco 2010 – 2015: Applications Specialist – Ma'aden Phosphate



Yazeed Al-Shuaifan

2025 – Head of Branch Network (Direct Sales)

Academic Qualifications	<ul style="list-style-type: none"> Bachelor's Degree in Business Administration and Information Systems – Emporia State University, Kansas, USA (2014)
Previous Professional Experience	<ul style="list-style-type: none"> 2022 – 2025: Acting Head of Direct Sales – Bank Albilad 2022: Retail Sales Manager – Central Region – Alinma Bank 2012: Manager – National Commercial Bank 2011 – 2012: Team Supervisor – Etisal International



Sami Al-Sudais

2025 – Head of SMEs

Academic Qualifications	<ul style="list-style-type: none"> Master of Business Administration – Saudi Electronic University
Previous Professional Experience	<ul style="list-style-type: none"> 2021 – 2025: HR Business Partner Lead – Arab National Bank 2018 – 2021: Recruitment Manager – Arab National Bank 2014 – 2018: Assistant Manager – Recruitment – Arab National Bank 2008 – 2014: Recruitment Specialist – Banque Saudi Fransi



Nojoud Al-Omar

2025 – Head of Marketing and Customer Experience

Academic Qualifications	<ul style="list-style-type: none"> Bachelor's Degree in Early Childhood Education – Princess Nourah bint Abdulrahman University
Previous Professional Experience	<ul style="list-style-type: none"> 2021 – 2025: HR Business Partner Lead – Arab National Bank 2018 – 2021: Recruitment Manager – Arab National Bank 2014 – 2018: Assistant Manager – Recruitment – Arab National Bank 2008 – 2014: Recruitment Specialist – Banque Saudi Fransi



Munirah Mohammed Al-Qasim

2023 – Head of Customer Care

Academic Qualifications	<ul style="list-style-type: none"> Bachelor's Degree in Da'wah and Media – Imam Mohammad bin Saud Islamic University (2011)
Previous Professional Experience	<ul style="list-style-type: none"> 2021 – 2023: Senior Supervisor – Internal Complaints & SAMA Complaints – Nayifat Finance 2018 – 2021: SAMA Complaints Supervisor – Nayifat Finance 2016 – 2017: Customer Care Representative – Nayifat Finance 2014 – 2016: Sales Representative – Nayifat Finance

Note: Mr. Hussein Mohammed Al-Shakarrah – Governance Director and Board Secretary (biography previously disclosed in the Board of Directors section).

Human Capital

Human capital is considered a key pillar of success for Nayifat Finance Company. The Company places significant emphasis on attracting and retaining qualified talent and creating a competitive work environment aligned with its strategic aspirations. The Human Resources Department continuously works on developing programs and initiatives aimed at fostering a competitive workplace, enhancing employee engagement, and increasing organizational stability and competitiveness. As of the end of 2025, the Company employed 302 staff members, of whom 34% are Saudi female employees, while the overall Saudization rate reached 93%. The Company was also classified within the Platinum category under the Nitaqat Program. The Company also places strong emphasis on training and development, both at the Board level and the executive management level. During 2025, members of the Board of Directors and senior executives participated in an awareness session covering Anti-Money Laundering and Counter-Terrorist Financing, Fraud Prevention, Cybersecurity, Corporate Governance, and Business Continuity, delivered by the Investment Academy for Training. In addition, employees received a number of developmental and mandatory training programs, including courses related to Anti-Money Laundering, Counter-Terrorist Financing, and Cybersecurity.

(18) Where Applicable, the Methods Adopted by the Board of Directors to Evaluate its Performance, the Performance of its Committees, and its Members

The Nomination and Remuneration Committee proposed the mechanisms necessary to evaluate the performance of the Board of Directors, its members, its committees, and the executive management, using key performance indicators (KPIs) linked to the achievement of the Company's strategic objectives, the quality of risk management, the effectiveness of internal control systems, and other relevant indicators. The performance evaluation procedures were documented and clearly defined, and included an assessment of the skills and expertise possessed by the Board. The evaluation also covered the overall effectiveness of the Board's operating mechanisms. The individual evaluation of Board members considered the extent of each member's active participation and commitment to fulfilling their duties and responsibilities, including attendance at Board and committee meetings and allocating adequate time for such responsibilities.

(19) Remuneration Policy for the Board of Directors, Board Committees, and Executive Management

The Board of Directors granted remuneration to members of the Board, its committees, and executive management in accordance with the Company's Remuneration Policy for the Board of Directors, Board Committees, and Executive Management, which was approved by the General Assembly on 10-03-2025, as well as the amended version approved by the General Assembly on 30-06-2025. The amended policy became effective from the beginning of the current Board term on 03-11-2025. The policy includes the following rules and standards governing remuneration:

- **General Rules and Standards**

1. Remuneration must be based on a recommendation from the Nomination and Remuneration Committee.
2. Remuneration must be fair and proportionate to the responsibilities, duties, and roles of the Board member, committee member, or executive, as well as aligned with the objectives set by the Board of Directors for the financial year, ensuring consistency with the Company's strategy and objectives.
3. Remuneration should be reasonably sufficient to attract, motivate, and retain qualified and experienced Board members, committee members, and executives, while linking the variable component of remuneration to the Company's annual performance, thereby encouraging long-term success throughout the Board's term.
4. Remuneration is determined based on the job level, responsibilities assigned to the position, academic qualifications, professional experience, skills, and performance level.
5. Remuneration must be aligned with the size and nature of the Company's risks.
6. Remuneration is determined in coordination with the Nomination and Remuneration Committee in the case of new appointments.
7. Board members may not vote on the item related to Board remuneration during the General Assembly meeting.

- **Remuneration of Board Members and Committees**

1. The remuneration of Board members may consist of a fixed amount, meeting attendance allowance, in-kind benefits, and/or a percentage of the Company's net profits, in accordance with the schedule included in the policy. Two or more of these forms of remuneration may be combined, subject to regulatory requirements.
2. A Board member may receive remuneration for membership in any Board committee, or for performing additional executive, technical, administrative, or advisory tasks (under a professional license) assigned within the Company, in addition to remuneration received as a Board member, in accordance with the Company's bylaws and regulatory requirements.
3. If remuneration is linked to a percentage of the Company's profits, such percentage must not exceed 10% of net profits, after deducting reserves determined by the General Assembly and distributing at least 5% of the Company's paid-up capital to shareholders, provided that entitlement to such remuneration is proportional to the number of meetings attended by the member.
4. The remuneration of independent Board members must not be linked directly or indirectly to the Company's profits.
5. A special remuneration may be granted to the Chairman of the Board, in addition to other remunerations received, based on a recommendation from the Nomination and Remuneration Committee, provided that it does not exceed the maximum limit set in the policy schedule, and may be approved and paid by the Board of Directors.
6. The remuneration of committee chairpersons and members may consist of a fixed amount and/or meeting attendance allowance, as specified in the policy schedule, and both may be combined subject to regulatory requirements.
7. The Board of Directors appoints a Board Secretary, from among its members or from outside the Board, and determines their responsibilities and remuneration based on the recommendation of the Nomination and Remuneration Committee.
8. Each member of the Board and its committees (whether from within or outside the Board), including the Chairman, is reimbursed for actual expenses incurred to attend Board or committee meetings, including travel, accommodation, and subsistence expenses.
9. Remuneration may be granted to Board and committee members in the form of shares, subject to all applicable regulatory requirements. In such cases, the value of the shares shall be determined based on the market value at the entitlement date.
10. The remuneration of Board and committee members may vary in amount, reflecting the member's experience, specialization, responsibilities, independence, number of meetings attended, and other relevant considerations.
11. Remuneration for Board members, committee members, and the Board Secretary is paid pursuant to a Board resolution without the need for approval by the General Assembly.

- **Executive Management Remuneration**

1. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, determines the types of remuneration granted to executive management, such as fixed compensation or performance-based incentives (short-term and long-term).
2. The remuneration of the Chief Executive Officer (CEO) is determined by Board approval, and the Board may delegate the authority to determine such remuneration and other benefits to the Nomination and Remuneration Committee.
3. Executive management receives annual bonuses based on performance evaluation, in addition to fixed compensation, allowances, and benefits according to their employment contracts.
4. Remuneration for executive management may be granted in the form of shares, subject to applicable regulatory requirements. In such cases, the value of shares shall be determined based on the market value at the entitlement date, and such arrangements shall be governed by a separate policy if approved, in accordance with applicable regulations.
5. The performance evaluation of executive management is primarily based on their professional performance during the year and their contribution to achieving the Company's strategic objectives.

- **Cases for Suspension or Recovery of Remuneration**

1. If the General Assembly decides to terminate the membership of a Board member due to absence from three consecutive Board meetings or five separate meetings during the membership term without a valid excuse accepted by the Board, such member shall not be entitled to any remuneration for the period following the last meeting attended, and must repay all remuneration received during that period.
2. If the Audit Committee or the relevant authority determines that remuneration granted to any Board member or executive management was based on incorrect or misleading information presented to the General Assembly or included in the Board's annual report, such remuneration must be returned to the Company, and the Company shall have the right to claim its recovery.

(20) Relationship Between the Granted Remuneration and the Remuneration Policy

The remuneration allocated to the members of the Board of Directors and its committees for the year 2025 was granted in full alignment with the approved Remuneration Policy, and no deviations from this policy were identified.

(21) Disclosure of Details Regarding Paid Remuneration and Compensation

The Board of Directors relied on the Company's Remuneration Policy for the Board of Directors, Board Committees, and Executive Management in determining the remuneration granted to Board members, committee members, and executive management.

A – Remuneration of the Board of Directors for the Financial Year 2025 (SAR)

	Fixed Remunerations							Other Remunerations / Variable Remunerations						End of service benefits	Grand total	Expenses allowance
	A certain amount	Allowance for attending board Meetings	Attending Total allowance for Committee Meetings	In-kind benefits	Remuneration for technical administrative and advisory	Remuneration of the /MD or the chairman secretary, if he is a member	Total	percentage of profit	Committees Membership Remunerations	short term incentive plans	long term incentive plans	Granted Shares (Value is entered)	Total			
Current Board Term (4), which began on 03-11-2025 for three years and ends on 02-11-2028:																
First: Independent Members																
1- Eid Faleh Al-Shamri	40,411	15,000	3,000	-	-	-	58,411	-	24,247	-	-	-	24,247	-	82,658	-
2- Sami Abdullah Al-Zikri	40,411	15,000	3,000	-	-	-	58,411	-	16,164	-	-	-	16,164	-	74,575	-
3- Anas Mohammed Al-Sheikh	40,411	15,000	3,000	-	-	-	58,411	-	19,397	-	-	-	19,397	-	77,808	-
4- Nayef Abduljalil Al-Saif	40,411	15,000	-	-	-	-	55,411	-	2,192	-	-	-	2,192	-	57,603	-
5- Nayef Abdulaziz Al-Dughaiter	40,411	15,000	6,000	-	-	-	61,411	-	19,397	-	-	-	19,397	-	80,808	-
Second: Non-Executive Members																
6- Saud Huwaimel Al-Dossari	40,411	15,000	-	-	-	-	55,411	-	2,630	-	-	-	2,630	-	58,041	-
7- Hussam Muhammad Al-Azzawi	40,411	15,000	6,000	-	-	-	61,411	-	16,164	-	-	-	16,164	-	77,575	-
8- Fahd Abdullah Al-Subaie	40,411	15,000	6,000	-	-	-	61,411	-	16,164	-	-	-	16,164	-	77,575	-
Previous Board of Directors Term (3), which began on 25-09-2022 and ended on 02-11-2025:																
First: Independent Members																
1- Saad Abdulmohsen Al-Humaidi	420,205	15,000	39,000	-	-	1,260,616	1,734,821	-	100,205	-	-	-	100,205	-	1,835,026	-
2- Yousef Ibrahim Al-Shaar	420,205	15,000	12,000	-	-	-	447,205	-	-	-	-	-	-	-	447,205	-
3- Abdulkarim Hamad Al-Nujaidi	420,205	15,000	57,000	-	-	-	492,205	-	126,062	-	-	-	126,062	-	618,267	-
4- Abdulmohsen Mohammed Al-Saleh	420,205	15,000	18,000	-	-	-	453,205	-	42,021	-	-	-	42,021	-	495,226	-
Second: Non-Executive Members																
5- Atta Hamad Al-Bayouk	420,205	9,000	30,000	-	-	-	459,205	-	-	-	-	-	-	-	459,205	-
6- Salman Abdulaziz Shahween	420,205	15,000	33,000	-	-	-	468,205	-	42,021	-	-	-	42,021	-	510,226	-
7- Bandar Mohammed Al-Baz	420,205	15,000	-	-	-	-	435,205	-	-	-	-	-	-	-	435,205	-
8- Turki Nasser Al-Qahtani	420,205	15,000	-	-	-	-	435,205	-	-	-	-	-	-	-	435,205	-
Board Secretary:																
* Hussein Mohammed Al-Shakrah	100,205	-	-	-	-	-	100,205	-	-	-	-	-	-	-	100,205	-
Total	3,785,133	234,000	216,000	-	-	1,260,616	5,495,749	-	426,664	-	-	-	426,664	-	5,922,413	-

* Mr. Hussein bin Mohammed Al-Shakra's appointment as Secretary of the Board of Directors continues for the current term, which began on 03-11-2025, for a period of three years.

B – Compensation and Remuneration of the Five Highest-Paid Senior Executives, Including the CEO and CFO, for the Financial Year 2025 (SAR)

Total	Total				Total						End of service benefits	Total executive remuneration for the board, if any	Grand total
	salaries	Allowances	In-kind benefits	Total	Regular Remunerations	Profits	short term plans incentive	long term plans incentive	Granted Shares (Value is entered)	Total			
	4,716,279	1,573,795	-	6,290,074	-	-	-	-	-	6,290,074			

* The remuneration granted to senior executives has been disclosed on an aggregated basis rather than individually, in order to protect the Company's interests, as detailed disclosure may lead to potential harm, including creating a competitive environment and job instability.

C - Remuneration of Committee Members for the Fiscal Year 2025 (SAR)

Statement	Fixed Remunerations (other than attendance allowance)	Allowance for attendance	Total
Audit Committee Members			
Current Term (4) for the Audit Committee, which began on 03-11-2025 for three years and ends on 02-11-2028:			
Mr. Eid Faleh Al-Shamri	24,247	3,000	27,247
Mr. Abdullah Saleh Al-Luhaidan	16,164	3,000	19,164
* Mr. Fahd Sulaiman Al-Nuhait	100,205	30,000	130,205
Previous Term (3) for the Audit Committee, which ended on 02-11-2025:			
Dr. Abdulkarim Hamad Al-Nujaidi	126,062	30,000	156,062
Mr. Aziz Mohammed Al-Qahtani	84,041	30,000	114,041
* Mr. Fahd Sulaiman Al-Nuhait continued his membership in the Audit Committee.			
Total			446,719
Shariah Committee Members (The committee continued in the current term (4) which began on 03-11-2025 with the same previous formation)			
Sheikh / Abdullah Sulaiman Al-Manea	103,438	27,000	130,438
Dr. Mohammed Ali Al-Qari	58,185	27,000	85,185
Dr. Abdulrahman Abdulaziz Al-Nafisa	58,185	27,000	85,185
Total			300,808
Executive Committee Members			
Current Term (4) for the Executive Committee, which began on 03-11-2025 for three years and ends on 02-11-2028:			
* Mr. Nayef Abdulaziz Al-Dughaiter	19,397	6,000	25,397
Mr. Fahd Abdullah Al-Subaie	16,164	6,000	22,164
Mr. Hussam Muhannad Qusai Al-Azzawi	16,164	6,000	22,164
* Mr. Saad Abdulmohsen Al-Humaidi	100,205	12,000	112,205
Previous Term (3) for the Executive Committee, which ended on 02-11-2025:			
Mr. Abdulmohsen Mohammed Al-Saleh	42,021	6,000	48,021
Mr. Salman Abdulaziz bin Shahween	42,021	6,000	48,021
Mr. Fahd Ibrahim Al-Mufarrij (Former Member)	20,467	6,000	26,467
* Mr. Saad Abdulmohsen Al-Humaidi continued his membership in the Executive Committee.			
Total			304,439
Risk and Credit Committee Members			
Current Term (4) for the Risk and Credit Committee, which began on 03-11-2025 for three years and ends on 02-11-2028:			
Mr. Saud Huwaimel Al-Dossari	2,630	-	2,630
Mr. Nayef Abduljalil Al-Saif	2,192	-	2,192
* Mr. Abdullah Sulaiman Al-Nami	206,931	12,000	218,931
Mr. Mishari Najib Al-Abdulkarim	2,192	-	2,192
Previous Term (3) for the Risk and Credit Committee, which ended on 02-11-2025:			
Mr. Abdulmohsen Mohammed Al-Saleh	-	12,000	12,000
Mr. Atta Hamad Al-Bayouk	-	9,000	9,000
Mr. Yousef Ibrahim Al-Shaer	-	12,000	12,000
Mr. Abdulrahman Mohammed Al-Zuwaidi (Former Member)	29,044	-	29,044
* Mr. Abdullah Sulaiman Al-Nami continued his membership in the Risk and Credit Committee.			
Total			287,989
Nominations and Remuneration Committee Members			
Current Term (4) for the Nominations and Remuneration Committee, which began on 03-11-2025 for three years and ends on 02-11-2028:			
Mr. Anas Mohammed Al-Sheikh	19,397	3,000	22,397
Mr. Sami Abdullah Al-Zikri	16,164	3,000	19,164
Mr. Fawzi Abdulrahman Bubshait	16,164	3,000	19,164
Previous Term (3) for the Nominations and Remuneration Committee, which ended on 02-11-2025:			
Dr. Abdulkarim Hamad Al-Nujaidi	-	27,000	27,000
Mr. Atta Hamad Al-Bayouk	-	21,000	21,000
Mr. Salman Abdulaziz bin Shahween	-	27,000	27,000
Mr. Saad Abdulmohsen Al-Humaidi	-	27,000	27,000
Total			162,725
Grand Total			1,502,680

(22) Provisions of the Corporate Governance Regulations that have been applied and those that have not been applied and the reasons for that

The company gives top priority and great attention to implementing all provisions related to governance issued by the regulatory authorities, with the Board of Directors having the primary and central role in this regard. The company has applied all the provisions of the Corporate Governance Regulations issued by the Board of the Capital Market Authority, except for the following provisions which were not applied during the year 2024:

Article	Article text	Reasons for not applying
7	Communication with Shareholders: (d) The Company shall appoint a responsible person responsible for the Company's investor relations related tasks in order to achieve effective and fair communication between the Company and the shareholders.	Guidance paragraph
39	Evaluation	Guidance Article
82	Social work initiative: The board of directors sets the programs and determines the necessary means to present the company's initiatives in the field of social work.	Guidance Article
85	Social work initiative: The board of directors sets the programs and determines the necessary means to present the company's initiatives in the field of social work.	Guidance Article
92	Formation of a Corporate Governance Committee: If the Board of Directors forms a committee specialized in corporate governance, it must delegate to it the competencies stipulated under Article 92 of these Regulations. This committee must follow up on any issues related to governance applications, and provide the Board of Directors, at least annually, with the reports and recommendations it reaches.	Guidance Article

(23) Description of Any Transaction Between the Company and a Related Party, or Any Business or Contracts in Which the Company is a Party and in Which Any Member of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, Senior Executives, or Any Related Person Has or Had an Interest During the Financial Year 2025:

Mechanism for Approving Related Party Transactions

Referring to Article (71) of the Companies Law, a member of the Board of Directors must, upon becoming aware of any direct or indirect interest in the business and contracts on behalf of the company, notify the Board accordingly, and this notification shall be recorded in the minutes of the Board meeting. This member shall not participate in voting on the resolution issued in this regard in the Board or the general assemblies. The Board shall inform the General Assembly at its meeting about the business and contracts in which a Board member has a direct or indirect interest, accompanied by a special report from the company's auditor prepared according to the auditing standards adopted in the Kingdom.

According to the company's policy regarding transactions with related parties, the Audit Committee and the Risk and Credit Committee review any transaction or dealings between the company and a related party, and any contracts or transactions in which the company is a party, and in which or in which there was an interest for any member of the Board of Directors, the CEO, the CFO, or senior executives, or any person related to any of them. A recommendation for approval of the transactions is then submitted to the Board of Directors, which in turn informs the General Assembly at its meeting about these business and contracts.

Company	Related Parties	Interest (Direct / Indirect)	Conditions of Transactions	Value in 2025 including VAT (Thousand SAR)
Yaqeen Capital	*Fahad Abdullah AlSubaie *Hussam Muhannad AlAzzawi (Current Board Members)	Indirect (Related Parties)	1. Acting as an agent for Nayifat's clients in selling their financing products on behalf of Nayifat, under an ongoing contract that is automatically renewed without any preferential conditions.	➤ 505 (Commodities Waqala transaction) 35,920 (Advance for commodity Tawarruq transactions – held on behalf of the Company)
	*Abdulmohsen Mohammed AlSaleh *Salman Abdulaziz bin Shahween (former Board members)	Indirect (Related Parties) The interest of Mr. Abdulmohsen AlSaleh ceased as of the date of his resignation from the Board of Directors of Yaqeen Capital on 01-06-2025. The interest of Mr. Salman bin Shahween ceased upon the expiry of the Nayifat Board of Directors' term on 02-11-2025.	2. Fees for managing the company's stock portfolio and executing the purchase of treasury shares held by the company, without any preferential conditions.	➤ 73 (Treasury shares portfolio management fees) 43,374 (Payment for purchase of Treasury shares)
	*Falcom Holding (Major shareholders in Al Nayifat with a 48% ownership) (Major shareholders in Yaqeen Capital with a 40% ownership)	Direct (Major shareholder)		
AlBayouk Office	*Mr. Ata Hamad AlBayouk (Former Board Member)	Direct (Owner) The interest of Mr. Ata AlBayouk ceased upon the expiry of the Nayifat Board of Directors' term on 02-11-2025.	3. Zakat & VAT consulting services, without any preferential conditions.	➤ 357 (Zakat / VAT consultancy fees)

* The Ordinary General Assembly of Nayifat approved, on 30-06-2025, the related party transactions conducted during the year 2025. As the Board of Directors' term ended on 02-11-2025, and given that the former Board members (Mr. Ata Hamad AlBayouk, Mr. Abdulmohsen Mohammed AlSaleh, and Mr. Salman Abdulaziz bin Shahween) no longer serve on the Board for the current fourth term, transactions with AlBayouk Certified Public Accountants are no longer considered related party transactions effective 03-11-2025. However, transactions with Yaqeen Capital continue to be classified as related party transactions. Since Both Current Board members Mr. Fahad Abdullah AlSubaie and Mr. Hussam Muhannad AlAzzawi, has an Indirect interest (Related parties), Also Falcom Holding Company is a major shareholders in both Al Naifaat Company and Yaqeen Capital Company, this transaction will be handled in accordance with the approved mechanism for dealings with related parties (obtaining approval for this transaction from the Ordinary General Assembly for the year 2026), in addition to disclosing this in the annual Board of Directors report in a manner consistent with regulatory requirements.

(24) Information related to any competing businesses with the Company or any of its lines of business carried out or previously carried out by any member of the Board of Directors, including the names of those involved, the nature of such businesses and their terms:

None.

(25) The Company's Requests for the Shareholders Register, the Dates of Such Requests, and the Reasons Therefor During the Year 2025:

No.	Shareholders Register Date	Reason for Request	No.	Shareholders Register Date	Reason for Request
1	31/12/2025	Company Procedures	4	30/06/2025	General Assembly
2	02/11/2025	General Assembly	5	10/03/2025	General Assembly
3	14/07/2025	Dividends File	6	15/01/2025	Dividends File

(26) If the External Auditor's Report Includes Reservations on the Annual Financial Statements, the Board of Directors' Report Must Clarify Such Reservations, Their Reasons, and Any Related Information:

There are no reservations on the financial statements for the year 2025 in the external auditor's report (KPMG).

(27) Any Penalty, Sanction, Precautionary Measure, or Restriction Imposed on the Company by the Authority or Any Supervisory, Regulatory, or Judicial Body, Including the Reasons for the Violation, the Authority Imposing It, and the Means of Remedying and Avoiding Its Recurrence in the Future:

Executive Decisions Issued by the Saudi Central Bank Regarding the Violation	2024		2025	
	Number of Executive Decisions	Total amount of fines	Number of Executive Decisions	Total amount of fines
Violation of Saudi Central Bank's supervisory instructions	4	560,000	4	530,000
Violation of Saudi Central Bank's Customer Protection Instructions	-	-	-	-
violates the Central Bank's cybersecurity instructions	1	25,000	-	-
Violation of Saudi Central Bank's instructions to conduct due diligence in combating money laundering and terrorist financing	-	-	1	160,000

Sanction/ penalty/ precautionary measure/ precautionary restriction	Reasons for the violation	The signatory of the violation	Ways to remedy it and prevent it from recurring in the future
Violation of the Saudi Central Bank supervisory and regulatory instructions – Executive Department for Supervision of Non-Bank Financial Institutions, which resulted in: 1. Warning the Company not to repeat these two violations or violate any of its laws, executive regulations, or related regulatory instructions.	1. The Company's failure to submit the financial statements for the second quarter of 2024 within the specified timeframe. 2. The Company's failure to publish the financial statements for the second quarter of 2024 within the specified timeframe.	Saudi Central Bank	Full compliance with the regulations and instructions of the Saudi Central Bank regarding the submission and publication of financial statements in accordance with SAMA regulations and instructions.
Violation of the Saudi Central Bank supervisory and regulatory instructions – Executive Department for Supervision of Non-Bank Financial Institutions, which resulted in: 1. Warning the Company not to repeat these violations or violate any financing laws, executive regulations, or related regulatory instructions. 2. Imposing a financial penalty of SAR 25,000. 3. Requiring the Company to immediately rectify the violation in coordination with the Executive Department for Supervision of Non-Bank Financial Institutions.	The Company's failure to comply with SAMA instructions and circulars regarding the standard form of the individual consumer finance contract, by concluding financing contracts that were not compliant with the approved standard form and which prohibit entering into contracts inconsistent with it or making any amendments to it.	Saudi Central Bank	Full compliance with SAMA regulations, instructions, and directives regarding the standard form of the individual consumer finance contract.
Violation of the Saudi Central Bank instructions related to due diligence in Anti-Money Laundering and Counter-Terrorist Financing, which resulted in: 1. Warning the Company not to repeat these violations or violate any AML/CFT laws, regulations, or instructions. 2. Imposing a financial penalty of SAR 160,000. 3. Requiring the Company to rectify these violations immediately in coordination with the Financial Integrity Department at SAMA, and address them within the agreed timelines, including providing periodic reports demonstrating the progress of corrective actions.	1. The Company had not completed the full integration with Elm Company to benefit from the Digital Document service, including the lack of system linkage in branches and the absence of official availability of the service in branches. 2. Absence of documented procedures for updating customer identification or retaining copies of identification documents. 3. Deficiencies in verifying customer identity through a reliable and independent source for customers registered via digital channels.	Saudi Central Bank	Full compliance with SAMA regulations, instructions, and directives and ensuring such violations are not repeated in the future.
Violation of the Saudi Central Bank supervisory and regulatory instructions – Executive Department for Supervision of Non-Bank Financial Institutions, which resulted in: 1. Warning the Company not to repeat such violations or violate any financing laws, executive regulations, or related regulatory instructions. 2. Imposing a financial penalty of SAR 480,000. 3. Requiring the Company to rectify the violations mentioned above immediately in coordination with the Executive Department for Supervision of Non-Bank Financial Institutions.	The Company's failure to comply with several provisions of the Finance Companies Control Law, its executive regulations, and the related applicable instructions.	Saudi Central Bank	Full compliance with the Finance Companies Control Law, its executive regulations, and related instructions, and ensuring such violations are not repeated in the future.
Violation of the Saudi Central Bank supervisory and regulatory instructions – Executive Department for Supervision of Non-Bank Financial Institutions, which resulted in: 1. Warning the Company not to repeat such violations or violate any financing laws, executive regulations, or related regulatory instructions. 2. Imposing a financial penalty of SAR 25,000.	The Company's failure to submit the risk report for the first quarter of 2025 within the specified timeframe.	Saudi Central Bank	Full compliance with SAMA regulations and instructions regarding the submission of risk reports and ensuring submission within the specified timeframe.

(28) Description of any interest, contractual securities, and subscription rights belonging to the members of the Board of Directors, Senior Executives, and their relatives in the shares or debt instruments of the company or any of its subsidiaries, and any change in that interest or those rights during the fiscal year 2025:

Who has the interest?	Property Type	Beginning of 2025		End of 2025		Net change	% change
		Number of Shares	Debt instruments	Number of Shares	Debt instruments		
Members of the Board of Directors for the current term, which began on 03/11/2025 for a period of three years:							
Mr. Saud Huwaymil AlDosari Board Chairman Non-Executive	Direct	6,135,579	-	6,135,579	-	0	%0
	Indirect	-	-	-	-	-	-
Mr. Eid Faleh bin Saif Al-Shammari Vice Chairman Independent	Direct	1,000	-	1,000	-	0	%0
	Indirect	-	-	-	-	-	-
Mr. Sami Abdullah Suleiman AlZukri Board Member Independent	Direct	10	-	10	-	0	%0
	Indirect	-	-	-	-	-	-
Mr. Anas Mohammed Ali Al-Sheikh Board Member Independent	Direct	10	-	10	-	0	%0
	Indirect	-	-	-	-	-	-
Mr. Naif Abduljalil Al-Saif Board Member Independent	Direct	10	-	10	-	0	%0
	Indirect	-	-	-	-	-	-
Mr. Naif Abdulaziz Al-Dughither Board Member Independent	Direct	1,000	-	1,000	-	0	%0
	Indirect	-	-	-	-	-	-
Mr. Fahad Abdullah Al-Subaie Board Member Non-Executive	Direct	100	-	100	-	0	%0
	Indirect	-	-	-	-	-	-
Mr. Hussam Muhannad Qusay Al-Azzawi Board Member Non-Executive	Direct	-	-	-	-	0	%0
	Indirect	-	-	-	-	-	-
Members of the Board of Directors for the previous term (3), which ended on 02/11/2025:							
Saad Abdulmohsen AlHumaidi Board Chairman	Direct	1,200	-	1,200	-	0	%0
	Indirect	-	-	-	-	-	-
Abdulmohsen Mohammed AlSaleh Vice Chairman	Direct	120	-	120	-	0	%0
	Indirect	-	-	-	-	-	-
Bandar Mohammed AlBaz Board Member	Direct	14,719	-	14,719	-	0	%0
	Indirect	-	-	-	-	0	%0
Turki Nasser AlQahtani Board Member	Direct	57,498	-	57,498	-	0	%0
	Indirect	-	-	-	-	-	-
Senior Executives of the Company:							
Hussein Mohammed AlShakarah Governance Manager and Board Secretary	Direct	139,462	-	139,462	-	0	%0
	Indirect	-	-	-	-	-	-
Ahmed Ibrahim Hamli Administrative Manager	Direct	34,782	-	34,782	-	0	%0
	Indirect	-	-	-	-	-	-

(29) Social Contributions:

The company recognizes the importance of fulfilling its role toward society as an integral part of it, and is aware of its social responsibility in promoting solidarity among its members, drawing its principles from the tolerant Islamic Sharia, which encourages righteousness, piety, and cooperation.

In this context, the company has contributed over past years to several initiatives, including supporting the Health Fund and contributing to patient treatment costs through donations to Prince Sultan bin Abdulaziz Humanitarian Services City. During the year 2025, as part of the company's efforts to support social responsibility initiatives and based on the principle of social solidarity, the company undertook the following initiatives:

1. Donated fifty thousand riyals to the Ihsan Endowment affiliated with the Ihsan platform.
2. Donated one hundred thousand riyals to the King Salman Humanitarian Aid and Relief Center.
3. Provided some financial assistance to humanitarian cases among its employees.
4. Initiated granting exemptions to certain clients facing humanitarian situations or financial difficulties, in consideration of their circumstances and to assist them in settling their debts.

Risks

(30) Risks

Credit and Default Risks and Collection Risks

The company is exposed to the risk of its clients failing to pay the financing amounts due to the company, as well as risks arising from the practical failure to enforce the guarantees provided to secure repayment and collect receivables. The company's performance, revenues, and profits depend on the financial solvency of its clients, who mainly consist of individual clients, credit card clients, and small and medium-sized enterprise clients, and the stability of their credit positions. It should be noted that the company does not perform periodic assessments of clients' credit status after granting and disbursing financing. The company also does not monitor the actual use of disbursed financing amounts, which limits its ability to accurately classify the financing portfolio and to take necessary actions in a timely manner if clients' credit conditions deteriorate, increasing the likelihood of default.

Risk Management and Monitoring Policy:

The company operates according to comprehensive policies for expected credit losses and financing and risk management, ensuring strict control over all stages of the financing cycle. The company has also implemented an Early Warning System (EWS) that supports proactive collection strategies by identifying potential risks at an early stage. The risk and collection teams work closely and prepare regular management information system (MIS) reports for business sectors to enhance transparency, support decision-making, and improve the overall efficiency of collection operations.

Financial and Liquidity Risks:

The company is exposed to liquidity risks, represented by insufficient financial resources to meet its obligations when due, or high costs of required liquidity. These risks are related to financing operations and may occur when there is a gap between cash flows provided to clients as financing and cash flows collected from clients, or when the company relies on a specific source for short- or long-term financing, or in the event of market deterioration. Such a decrease in liquidity could negatively affect the company's operations, financial position, and results.

Risk Management and Monitoring Policy:

The Risk Management Department prepares comprehensive liquidity reports and presents them to senior management to support discussions and strategic decision-making. These reports provide essential information on the company's liquidity position, enabling timely actions to ensure financial stability and compliance with regulatory requirements.

Operational Risks:

Operational risks are defined as the risk of loss resulting from inadequate or failed internal processes, human errors, system failures, or external events. The company's operational risk management framework and policy provide a comprehensive definition of operational risks at the company level and specify the tools and processes for identifying, assessing, monitoring, and controlling them. Key components of this framework include Risk and Control Self-Assessment (RCSA), Key Risk Indicators (KRIs), scenario analysis, and incident management, all of which are thoroughly documented in the company's operational risk procedures.

Risk Management and Monitoring Policy:

The company has an approved operational risk policy providing an organized framework to identify, assess, and address operational risks at the company level. Under this framework, the company conducts regular RCSA exercises to evaluate the effectiveness of internal controls and identify areas for improvement. Events related to operational losses are closely monitored and analyzed to ensure timely resolution, strengthen controls, and enhance operational resilience.

Market Risks:

The growth rate of the non-banking finance sector in the Kingdom may differ from the company's expectations due to several factors, including the ability of finance companies to compete with commercial banks, product diversification, ease of procedures, and other factors

beyond the company's control, such as high unemployment rates or significant reductions in public sector salaries, including any slowdown or decline in economic growth. Any negative impact on the non-banking finance sector would adversely affect the company's business, financial position, results of operations, and future outlook.

Risk Management and Monitoring Policy:

Market risks are subject to the company's approved risk management policy, which defines the principles and controls for monitoring and managing market exposure. Within the stress-testing framework, the company conducts periodic assessments to measure the impact of changes in profit rates, particularly marginal changes, on the credit portfolio, enabling it to identify potential vulnerabilities, enhance preparedness, and support sound strategic decision-making under varying market conditions.

Risks Related to High Debt Levels and Credit Ratings:

Several factors may contribute, and if they occur, such as lower financing costs or an improved credit rating for the company, they may increase financing provided by commercial banks to the company. If the company takes excessive borrowing decisions, it may fail to meet its obligations during financial stress periods, which would negatively affect its business, financial position, operational results, and future outlook. A high level of financial leverage may also cause difficulties in meeting obligations during stress periods. Increased debt represents a risk to the company's financial position and solvency, and realized losses may increase liabilities relative to assets, potentially raising the cost of borrowing and reducing profitability.

Risk Management and Monitoring Policy:

These risks are managed through the company's approved credit policies, supported by comprehensive risk management procedures. The company uses an integrated risk assessment framework, including an organized credit rating model to evaluate borrowers' quality and creditworthiness. Risk teams conduct due diligence studies and detailed examinations of small and medium enterprise clients to ensure sound credit decisions, limit potential exposures, and maintain portfolio integrity.

Risks Related to Fluctuations in Financing Costs and Profit Rates:

The company's business relies on obtaining financing from lending commercial banks. Profit margins from financing contracts depend primarily on the availability of liquidity from funders and profit rates linked to the SAIBOR index. Current assets represented by the financing portfolio generate fixed profits, while liabilities are calculated at variable rates. Differences in profit rates between assets and liabilities, along with mismatched maturities, expose the company to pricing mismatch risks. The company cannot guarantee its ability to maintain profitability by increasing client profit rates to offset higher financing costs. Failure to pass on these increases may reduce the profitability of financing products, lower margins, and decrease product attractiveness to current and potential clients. Conversely, the company may not benefit from future decreases in profit rates due to reduced margins.

Risk Management and Monitoring Policy:

These risks are managed according to the liquidity risk policy and the general risk management policies. Risk teams prepare detailed liquidity reports and stress tests, including shocks to liquidity and market risk factors, to assess portfolio exposure under adverse conditions and provide management with information necessary to strengthen the company's resilience.

Risks Related to Dependence on IT Systems and Cybersecurity Exposure:

The company's IT systems, as well as those of key service providers or partners in credit card and electronic services, are exposed to disruption risks due to fires, floods, explosions, terrorist acts, natural disasters, or other human-related events. Any such events may negatively affect the company's operations and continuity. The company also faces cybersecurity risks from reliance on external suppliers and service providers, including those based outside the Kingdom, whose practices may not comply with local regulatory and security requirements, or may use unqualified or insufficiently assessed security solutions, exposing company systems to breaches. Reliance on unqualified penetration testers

may lead the Saudi Central Bank to identify significant findings during Red Team activities, potentially impacting operations and overall security readiness.

Risk Management and Monitoring Policy:

Cybersecurity teams are responsible for establishing and implementing policies and procedures to protect systems and digital infrastructure, monitoring technical threats, enhancing incident response and readiness, and strengthening disaster recovery capabilities, ensuring business continuity and data protection.

Risks Related to Reputation and Protection of Trade Name and Brand:

The company relies on its reputation, trade name, and brand in marketing its services and products, supporting its business and competitive position. The company's success largely depends on maintaining brand strength and value, which can be affected by factors such as corporate reputation, financing products, and brand recognition. The company has registered the brands "Nayifat" and "Ulend." Failure to protect intellectual property rights or exposure to infringement by third parties may harm brand value.

Risk Management and Monitoring Policy:

These risks are managed through a supplier risk assessment framework, supported by the fraud risk policy and operational risk self-assessment processes, ensuring third-party exposure is evaluated, fraud risks are mitigated, and operational controls are strengthened.

Risks Related to Risk Management Policies and Procedures:

The nature of the company's financing business involves many inherent risks, and incurring some losses is inevitable. The company's success depends on its ability to achieve a balance between risk and return through careful and effective management. The company has developed and updated risk management strategies and procedures covering credit risks, asset and liability management, market risks, and operational risks. These policies rely on analyzing historical market behavior and forecasting future economic variable trends. However, these policies may fail to accurately predict future risks that exceed expectations, particularly given the rapidly changing and complex nature of risks, potentially exposing the company to unknown risks that could materially affect its financial position and operating results.

Risk Management and Monitoring Policy:

These risks are managed through an integrated set of policies covering risk management, operational risks, fraud risks, credit risks, and liquidity risks. Risk teams conduct ongoing assessments using liquidity reports, stress tests, enterprise risk reports, key risk indicators, and detailed credit assessments to support governance and decision-making.

Risks Related to Changes in Applied Accounting Policies:

The International Financial Reporting Standard (IFRS) 9 was adopted by the Saudi Central Bank as of January 1, 2018, and Nayifat Finance Company applied it early starting January 1, 2017. The company is committed to applying the standard in accordance with the instructions of the Central Bank. The company applied the expected cash flow approach until December 31, 2021, then transitioned to the probability of default approach (ODR) during 2022, considering portfolio segmentation, future economic factors, and historical collection patterns to calculate expected credit losses. The company applies a write-off policy for all overdue financing portfolio in line with the applicable accounting standards and the Central Bank guidelines.

Risk Management and Monitoring Policy:

Provisioning and write-off methodologies are governed by the company's approved expected credit loss policy, ensuring consistency, transparency, and compliance with regulatory requirements. The company has also conducted an independent validation of the expected credit loss model through an external consultant to assess model robustness and standards, identify potential weaknesses, and enhance its accuracy and reliability.

Declaration

(31) Actions Taken by the Board of Directors to Inform Its Members -Especially Non-Executive Members - of Shareholders’ Proposals and Comments Regarding the Company and Its Performance:

No comments or proposals were received from shareholders regarding the company and its performance during the year 2025. In the event that any proposals or comments are received from shareholders, the Board of Directors informs its members, especially non-executive members, by including them in the agenda of the first Board meeting for discussion and to take the necessary recommendations.

(32) Results of the Annual Review of the Effectiveness of the Company’s Internal Control Procedures and the Audit Committee’s Opinion on the Adequacy of Internal Controls in the Company:

Based on the reports presented to the Committee and the discussions held during the period in which it carried out its duties in 2025, the Committee did not identify any material observations that require disclosure to the shareholders. Within the scope of the period under review, the Committee believes that the Company’s internal control, financial control, and risk management systems operate with an appropriate level of adequacy and effectiveness, supporting the achievement of the Company’s objectives, safeguarding its assets, ensuring the integrity of financial reporting, and complying with the relevant laws and regulations.

In this context, the Committee emphasizes the importance of the executive management continuing to periodically review and update policies and procedures, and to further strengthen the culture of compliance and risk management in line with leading regulatory practices and the requirements of supervisory authorities. The Committee also affirms the continuation of regular follow-up and coordination with the executive management and internal control functions to ensure the continuous improvement and effectiveness of the control environment.

(33) Audit Committee Recommendation Regarding the Need to Appoint an Internal Auditor in the Company:

A Director of the Internal Audit Department was appointed based on the Audit Committee’s recommendation on 01-05-2025 and with the Board of Directors’ approval on 08-05-2025. The company is also currently contracting with a major firm (Ernst & Young) to assist the Internal Audit Director in performing all internal audit work to ensure operational efficiency.

(34) Audit Committee Recommendations That Conflict with Board Decisions or Were Rejected by the Board Regarding the Appointment or Dismissal of the Company’s Auditor, Determination of Fees, Evaluation of Performance, or Appointment of the Internal Auditor, Including the Rationale and Reasons for Non-Adoption:

None.

(35) If the Board of Directors Recommends Changing the Auditor Before the End of the Assigned Period, the Report Must Include This Recommendation and Its Reasons:

No recommendation was issued by the Board of Directors to replace the auditor during the year 2025.

(36) Name of Each Subsidiary, Its Capital, the Company’s Ownership Percentage, Its Main Activity, the Country of Primary Operations, and the Country of Incorporation:

None.

(37) Details of Shares and Debt Instruments Issued for Each Subsidiary:

None.

(38) Description of Any Interest in Voting Share Classes Held by Persons (Other than Board Members, Senior Executives, and Their Relatives) Who Notified the Company of Such Rights Under Article 85 of the Rules for Offering Securities, and Any Changes to These Rights During the Last Fiscal Year:

#	Who has the interest	Number of shares at the beginning of the year	Number of shares at the end of the year	Net change	Change %
(1)	Falcom Holding Co.	57,606,618	57,606,618	0	% 0

(39) Description of the Classes and Numbers of Any Convertible Debt Instruments and Any Contractual Securities, Subscription Warrants, or Similar Rights Issued or Granted by the Company During the Fiscal Year 2025, Including Any Consideration Received by the Company:

None.

(40) Description of Any Conversion or Subscription Rights Under Convertible Debt Instruments, Contractual Securities, Subscription Warrants, or Similar Rights Issued or Granted by the Company During the Fiscal Year 2025:

None.

(41) Description of Any Redemption, Purchase, or Cancellation by the Company of Any Redeemable Debt Instruments, and the Value of Remaining Securities, Distinguishing Between Listed Securities Purchased by the Company and Those Purchased by Its Subsidiaries:

None.

(42) Statement of Any Arrangement or Agreement Under Which a Board Member or Senior Executive Waived Any Compensation:

None.

(43) Statement of Any Arrangement or Agreement Under Which a Shareholder Waived Any Rights to Dividends:

None.

(44) Statement of the Value of Any Investments or Reserves Established for the Benefit of the Company's Employees:

None.

(45) Disclosure of Treasury Shares Held by the Company and Details of Their Uses:

On 11-03-2025, the company announced the results of the Extraordinary General Assembly meeting held on 10-03-2025, which included approval for Nayifat Company to purchase up to 3,400,000 shares, representing 2.83% of the company's total ordinary shares, to be held as treasury shares, as the Board of Directors considers the market price of the shares to be below their fair value.

According to the mandate granted by the Extraordinary General Assembly to the Board of Directors to complete the purchase by the end of November 2025, Nayifat Company contracted with Yaqeen Capital to manage the company's share portfolio and execute the treasury share purchases. The purchase was financed from the company's own resources using its cash balances. The purchases were completed within the prescribed period, with no objection from the Saudi Central Bank and approval from the Extraordinary General Assembly. The company will hold the purchased shares for a maximum period of ten years, after which it will follow the procedures and controls stipulated in the relevant laws and regulations.

No.	Number of Treasury Shares Held by the Company	Book Value	Date of Holding	Details of Their Use
1	(3,400,000) shares	SAR 34,000,000	Fully purchased during 2025	Held by the Company as treasury shares

(46) Information Regarding Any Financing Facilities Granted to the Company, Whether Payable on Demand or Otherwise, Including a Disclosure of the Total Debt of the Company and Its Subsidiaries*, the Original Amount of the Financing Facility, the Name of the Granting Entity, Its Term, and the Remaining Balance: (SAR Million)

#	Banks	Total Limit	Total Outstanding	Limit Available	Period (months)	Loan term	Type of facility
(1)	Alinma Bank	200	143	58	48	3-Month SAIBOR +	Revolving
(2)	Bank Aljazira	300	248	52	60	1-Month SAIBOR +	Revolving
(3)	Emirates NBD Bank	200	–	200	48	1-Month SAIBOR +	Revolving
(4)	National Bank of Bahrain	130	100	30	48	3-Month SAIBOR +	Revolving
(5)	Saudi National Bank	200	200	0	36	3-Month SAIBOR +	Revolving
(6)	Riyad Bank	358	145	206	48	1-Month SAIBOR +	Revolving
(7)	Bank Albilad	200	–	200	48	6-Month SAIBOR +	Revolving
(8)	SAB / Saudi Awwal Bank	199	–	199	48	1-Month SAIBOR +	Revolving
Total		1,787	836	945			

* The Company does not have any subsidiaries inside or outside the Kingdom.

(47) Other Declarations:

From the perspective of the responsibility entrusted to the Board of Directors and its keenness to ensure the continuity of the company and preserve it for the purpose for which it was established, and based on the information provided by the company's management, it hereby acknowledges the following:

1. The Account records have been set up correctly.
2. The internal control system was prepared on sound foundations and effectively implemented.
3. There is no doubt whatsoever about the Company's ability to continue its activity.
4. There are no competing works related to any of the members of the Board of Directors.

Conclusion

The Board of Directors extends its highest appreciation and gratitude to the Custodian of the Two Holy Mosques, **King Salman bin Abdulaziz Al Saud**, and to **His Royal Highness Crown Prince Mohammed bin Salman bin Abdulaziz** – May God protect them – for their unlimited support to the financial and economic sector in the Kingdom.

The Board also expresses its sincere thanks to the **Saudi Central Bank**, the **Capital Market Authority**, and the **Ministry of Commerce** for their continuous efforts in developing the legislative and regulatory environment.

The Board further extends its appreciation to the Company's valued shareholders for their trust, to our customers – our partners in success – and to all employees of Nayifat Finance Company for their dedication and commitment in achieving the Company's objectives and future aspirations.

Board of Directors
Nayifat Finance Company