

NOFOTH FOOD PRODUCTS COMPANY

ANNUAL REPORT 2024





BISMILLAH AL-RAHMAN AL-RAHIM

"In the name of Allah, the Most Gracious, the Most Merciful"



SPEECH OF THE CUSTODIAN OF THE TWO HOLY MOSQUES

KING SALMAN BIN ABDULAZIZ AL SAUD

MAY ALLAH BLESS HIM



My first objective is to establish our country as a successful and leading example globally in every aspect, and I am committed to collaborating with you to make that happen.



SPEECH OF HIS ROYAL HIGHNESS CROWN

PRINCE MOHAMMED BIN SALMAN

MAY ALLAH BLESS HIM



Our ambition is to build a more prosperous nation, in which every citizen finds what he wishes. We will not accept anything less than placing our nation at the forefront of the world's nations for the future we are building together





► CHAIRMAN'S MESSAGE



Dear Esteemed Shareholders,



Rakan Al-Faizi
Chairman of the Board

It is my honor and privilege, on behalf of myself and the members of the Board of Directors, to present to you the Board of Directors' report for Nofoth Food Products Company for the fiscal year ended December 31, 2024. This year has been marked by balanced growth and sustained operational and financial progress.

The company has continued to strengthen its position in the Kingdom's food sector, achieving an 18.45% growth in revenue and a net profit exceeding SAR 51.6 million—clear evidence of the efficiency of our business model and strategic expansion plan.

The Board of Directors has remained committed to upholding governance and transparency principles while enhancing stakeholder engagement, aligning with best practices and the standards set by the Capital Market Authority.

We believe that the coming phase holds promising opportunities, as we focus on investing in digital transformation, expanding our supply chain, and developing national talent—enhancing shareholder value and ensuring long-term sustainability.

In conclusion, I extend my sincere gratitude and appreciation to our esteemed shareholders for their trust and to the executive management team and all employees for their dedicated efforts. With determination and confidence, we look forward to a future of greater excellence and success.



► CEO'S MESSAGE



Dear Esteemed Shareholders,



Ibrahim Alomaigan
Chief Executive Officer

I am pleased to share with you an executive summary of Nofoth Food Products Company's performance for the year 2024—a year filled with operational and financial achievements that underscore the company's strength and its strategy of sustainable growth and operational excellence.

Thanks to the dedication of our team and the blessings of God, the company recorded an 18.45% increase in revenue, reaching SAR 365 million. We achieved an EBITDA of SAR 82.4 million, while net profit rose to over SAR 51.6 million. These figures reflect our success in enhancing operational efficiency and expanding our market share.

Throughout 2024, We enhanced our supply chain, strengthened operational oversight, and invested in innovation and talent development to drive future growth. Committed to quality, sustainability, and governance, we continue to create long-term value for all stakeholders.

I extend my sincere gratitude to the Board of Directors for their unwavering support, to our esteemed shareholders for their trust, and to my colleagues—both executives and employees—for their dedication and hard work in realizing the company's aspirations.



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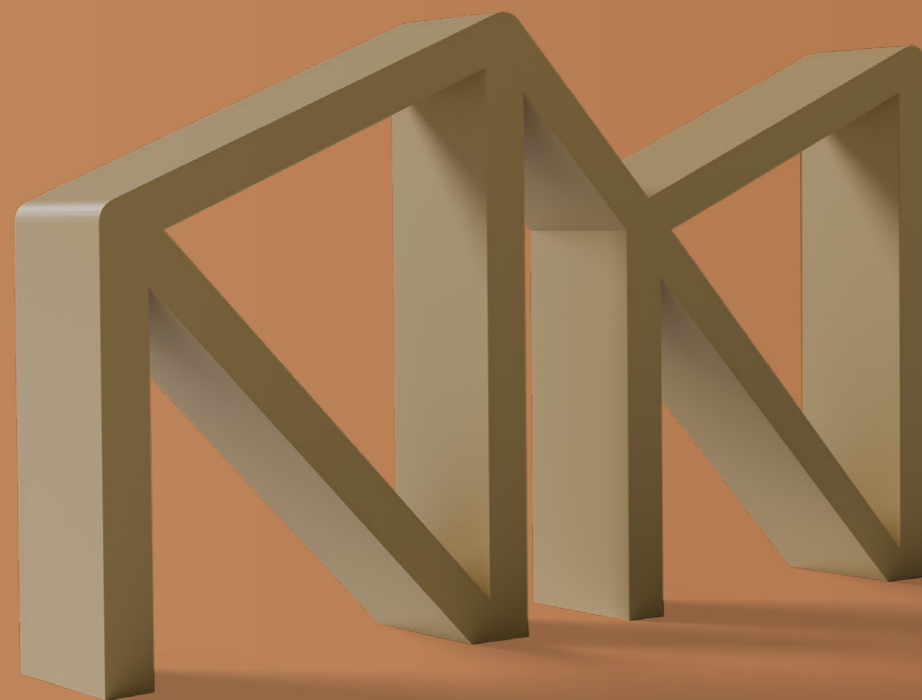
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Nofoth Food Products Co. is a Saudi joint-stock company listed on the Saudi Stock Exchange, the Parallel Market (Nomu), and it is one of the leading companies in the food sector in the Kingdom of Saudi Arabia. Nofoth was established in 2016. Since then, it has undergone ongoing growth via the enhancement of its production process and the introduction of unique trademarks that address market demands. Nofoth, due to its ambitious strategy and operational efficiency, has attained a rising annual growth rate, strengthening its competitive stance in the local market. Nofoth strives to achieve its vision to become the leading food company in the Kingdom and the Region, in line with Saudi Vision 2030 which focuses on economic development, enhancing sustainability, and supporting the food and logistics services sector.

01 OVERVIEW

1.1 Overview:	
<div><div></div><div>Report Overview:</div><p>This annual report provides shareholders of Nofoth Food Products Co. ("Nofoth" or "the Company") an in-depth analysis of the Company's performance for financial year 2024, covering significant accomplishments, operational advancements, financial performance, governance, risks, and sustainability. The present report also aims to enhance the transparency and disclosure level, enabling stakeholders and investors with a deeper understanding of the Company's position and future trends.</p></div>	<div><div></div><div>Reporting Period</div><p>The report includes the financial and operational performance of Nofoth during the period from 01 January 2024 to 31 December 2024, in accordance with the approved financial reporting cycle.</p></div>
<div><div></div><div>Report Language</div><p>The report is prepared in Arabic. If an English version is issued, the Arabic shall be the official and approved version in case of any discrepancies between both versions.</p></div>	<div><div></div><div>Compliance with Standards and Regulations :</div><p>The annual report is prepared in accordance with the applicable regulations and laws in the Kingdom of Saudi Arabia, and it is based on the followings:</p><ul style="list-style-type: none">• International Financial Reporting Standards (IFRS) approved in Saudi Arabia.• Standards issued by the Saudi Organization for Certified Public Accountants (SOCPA).• Capital Market Authority's requirements.• Articles of Association of Nofoth Food Products Co.</div>

1.2 Significant Events and Developments in the Year 2024	
In 2024, Nofoth Food Products Co. witnessed several strategic developments that enhanced its competitive position, operational growth, and financial position. Below are the significant events:	
January 2024	<div><div></div><div>Launch of the Employee Share Program</div><ul style="list-style-type: none">• Nofoth has purchased its shares in order to allocate them in the employee incentive program, as part of its strategy to recruit and retain talent.</div>
January 2024	<div><div></div><div>Company's Capital Increase:</div><ul style="list-style-type: none">• The capital was approved to be increased from SAR 24,000,000 to SAR 48,000,000• The total number of shares increased to 48,000,000 shares, enhancing the Company's ability to implement its expansion plans.</div>
March 2024	<div><div></div><div>Launch of "Cake by Mamola"</div><ul style="list-style-type: none">• The Company launched the new brand "Cake by Mamola," specializing in distinct cake products.• This step comes as part of the Company's strategy to expand and diversify its food products, in order to meet the growing market needs in the dessert and baking sectors.</div>
July 2024	<div><div></div><div>Transfer of the factory to the Economic City "MODON"</div><p>The Company has transferred its factory to the economic city "MODON" which contributes to the followings:</p><ul style="list-style-type: none">• Enhancing operational efficiency and increasing productivity Leveraging well-developed infrastructure to support innovation and future expansion• Enhancing operational sustainability and achieving long-term economic savings</div>
October 2024	<div><div></div><div>Acquisition of the "McCoy's Restaurant" brand</div><ul style="list-style-type: none">• In its expansion plan, Nofoth acquired the "McCoy's Restaurant" brand, which has a distinguished history in the food sector.• This acquisition aims to enhance the Company's presence in the basic food sector and expand its customer base.</div>

1.3 GENERAL STATISTICS FOR THE YEAR 2024

Nofoth Food Products Co. recorded positive financial results, achieving strong growth compared to the previous year

Products:	Customers:
+50	+4.5M
MORE THAN 35 NEW PRODUCTS	EXECUTED ORDERS IN 2024
<ul style="list-style-type: none">•New quality products in order to enhance diversity in the company's offerings.•Sub and seasonal products meet the changing market needs across all Nofoth brands.	<ul style="list-style-type: none">•The number of executed orders in 2024 exceeded more than 4.6 million orders.•Nofoth continued to significantly expand its customer base, reflecting a high demand for its products and services.

1.4 FINANCIAL PERFORMANCE FOR THE YEAR 2024

Nofoth Food Products Co. recorded positive financial results, achieving strong growth compared to the previous year.

Total Revenue:	SAR 308.19 million Growth of 14.1%+	COMPARED	To The Previous Year, With An Increase Of Sar (37.99+) Million.
Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA):	SAR 67.10 millionn An increase of 29.7%+	COMPARED	To The Previous Year, With An Increase Of More Than Sar (15.37+) Million.
Net Profit:	SAR 42.67 million increased by 35.5%+	COMPARED	To The Previous Year, With An Increase Of Sar (37.99+) Million.
Total Comprehensive Income:	SAR 42.77 million An increase of 38.3%	COMPARED	To The Previous Year, With An Increase Of Sar (37.99+) Million.
Earnings Per Share (EPS):	SAR 1.78n Growth of 35.52%+	COMPARED	To The Previous Year 2024.

02 STRATEGIC PATH

2.1 Company's inception :

Since its establishment, Nofoth Food Products Co has embraced an ambitious objective to be the top food company by creating unique brands and investing in high quality food items. Nofoth practices its activities according to a flexible and sustainable approach, focusing on thoughtful growth and strategic expansion, contributing to the realization of Saudi Vision 2030 to build a thriving economy, vital society, and an ambitious nation.



2016

Establishment

Nofoth Food Products Co. was established for food products in Riyadh with an initial capital of SAR 100,000.



2021

Capital Increase

The Company has increased its capital to 24 million Saudi Riyals, in order to support its expansion plans.



2022

Approval of Listing

Nofoth has obtained the Capital Market Authority's approval for listing on the parallel market (Nomu), constituting a strategic step to enhance its position in the food sector.



2023

Official listing in the Parallel Market (Nomu)

Nofoth's shares have been officially listed on the parallel market, providing investors with the opportunity to contribute to its future growth.



2023

Splitting-up the Nominal Value of the Share

Nofoth implemented Splitting-up the Nominal Value of the Share of its shares with the aim of enabling a wider base of investors to participate and enhance the liquidity of shares in the market.



2024

Re-increase of the Capital

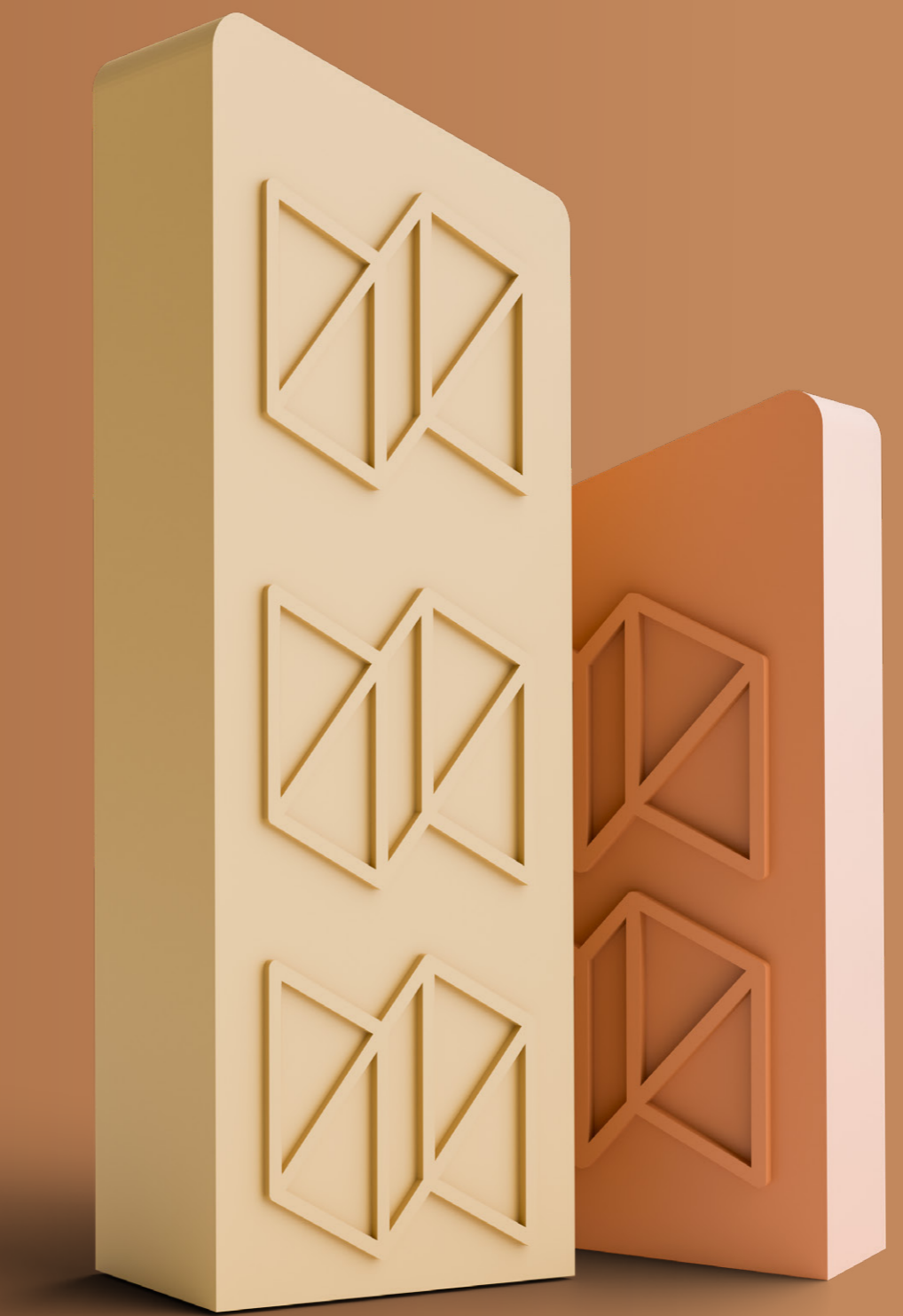
Nofoth, as part of its expansion plans, has increased its capital to SAR 48 million, enhancing its ability to expand and invest in new projects.



2024

Launch of the Employee Share Program

Nofoth has purchased its shares in order to allocate them in the employee incentive program, as part of its strategy to recruit and retain talent.



2.2 Company activity

Nofoth Food Products Company is a Saudi company specializing in the sale of food products and the development of innovative brands in the food sector. It strives to provide high-quality products that meet consumer expectations and enhance the company's competitiveness in the local and regional markets, based on a system of values centered on excellence and innovation.

2.2 Our Brands

Nofoth Food Products Co. seeks to offer distinctive brands that meet the needs of customers of all tastes and categories, with a focus on quality and innovation. The Company has expanded over the past years in offering a range of brands that have become pioneer in the food and sweets sector within the Kingdom.



ENABAH

- Anabah is a brand specialized in offering stuffed dishes. In Anabah, we provide products such as stuffed vegetables, kibbeh, and musakhan with delicious and innovative fillings.
- The first branch opened in 2020, and with the trust of our customers, we have expanded to over 59 branches across various regions of the Kingdom.



MAMOLA

- Mamoula is a brand that has redefined the concept of street food, specializing in offering fresh Mamoul products directly from the oven with innovative fillings.
- Mamoula is founded in 2021, and it has grown to more than 58 branches across the Kingdom.



PINKISH BITE

- It brings together pastries and stuffed dishes in their latest forms and innovative packaging.
- It grew to 34 branches, establishing a presence in all major regions.



QISHTYA

- It is specialized in desserts with rich creamy fillings with a variety of flavors.
- It has over 33 branches across the kingdom.



ALBALAH ALTHAHABI

- Serving the finest varieties of fried and baked dates, in addition to traditional Eastern desserts



TOP100

- A platform that supports productive families under the slogan #FromHomeToHome providing them with opportunities for development and growth.
- Products are selected based according to specific criteria in tasting and quality.



QALB ICECREAM

- It is a brand that redefines the ice cream experience by introducing it in small bite-sized pieces suitable for gatherings and meetings.
- This brand focuses on high quality, unique flavors, and attractive design.



CAKE BY MAMOLA

- A brand specializing in offering cakes of the highest standards, guaranteeing that products are of high quality and a fantastic taste and premium ingredients




MAQSoud RESTAURANTS

- It is a recently acquired brand to enhance the company's presence in the essential food sector.
- It offers authentic Eastern meals and targets expansion across various regions of the kingdom

2.3 Our expansion

The company has an extensive network of branches covering the central, eastern, western, southern, and northern regions.



OUR BRANDS	        
	OUR BRANCHES IN THE KINGDOM
	FRANCHISE BRANCH AREAS
إجمالي الإيرادات	THE ANNUAL REVENUE FOR THE YEAR 2024 REACHED SAR 308,189,985

2.4 Our Main Values :

Nofoth is based on a set of main values that form the base for its success:

✓	Customer Satisfaction Providing a unique food experience meeting customer expectations	✓	Flexibility and Speed The ability to make quick decisions to keep up with the market	✓	Continuous Creativity Fostering the spirit of creativity and seeking the best food solutions
✓	Excellence and Perfection Adherence with quality at all stages of production and service	✓	Efficiency and Productivity Achieving the highest level of production with the least available resources.		

2.5 Strategy and Its Implementation Pillars

Nofoth Food Products Company strives to enhance its leadership in the food sector through the developing an integrated strategy focused on innovation, expansion, and enhancing the work environment. Such strategy was designed based on the unique capabilities and operational expertise possessed by the company, while considering future trends and available opportunities in the market.

Our Position and Strengths

Nofoth’s strategy is based on three main pillars that enhance its competitiveness and sustainability:

Continuous Creativity Developing new products and services that enhance customer experience and keep up with market aspirations.	Attracting Exceptional Talents and Leadership Forming a strong and capable team to efficiently achieve the company’s objectives	Sustainable financial and operational distinction Achieving stable growth rates since its establishment, reflecting the strength of the executive performance and the efficiency of operational processes of the company.
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2.6 Strategic Priorities

Nofoth’s strategy is based on three main axes aligning with Saudi Vision 2030 and enhancing its market position. Such axes are:

Expansion and Geographic Growth:	Qualitative Expansion in Business Models:	Enhancing the Work Environment:
Expansion in the main branches, increasing the number of cloud branches, and expanding the franchise scope.	Developing new business models, innovating new brands, and introducing new products for each brand	Establishing an inspiring and attractive work environment contributing to attract the best talents in the food sector.

Implementing the Strategy

These priorities have been linked to main objectives and a clear implementation plan, which includes executive paths and specific initiatives, in addition to precise governance to ensure the quality of implementation and following up on achieving the goals as per the plan

2.7 Strategic Initiatives

To achieve strategic goals, Nofoth has developed a set of operational and administrative initiatives distributed as follows:

① Geographical Expansion:	② Growth and Creativity:	③ Achieving Operational Sustainability:	④ Enhancing the Work Environment:
<ul style="list-style-type: none">Opening a greater number of new branches in major cities and regionsEnhancing the growth of cloud branches and supporting franchise.	<ul style="list-style-type: none">Developing new brands to meet market needsCreating new food products with high quality and innovative flavorsAligned with its growth and innovation strategy, Nofoth expands through strategic acquisitions, enhancing market share, diversifying revenue streams, and creating long-term value for shareholders.	<ul style="list-style-type: none">Adopting sustainable planning concepts and mechanisms enhancing efficiency and reducing waste.Utilizing advanced technologies in production and supply chains enhancing operational efficiency	<ul style="list-style-type: none">Developing a work environment fostering creativity and supporting institutional excellenceProviding advanced training programs for employees ensuring continuous professional development

2.8 Development and Innovation in Nofoth

Nofoth Food Products Company believes that creativity and continuous development are the fundamental pillars for its growth and sustainability in the market. Therefore, the company relies on a strategic approach in research and development to ensure introducing high-quality and creative products that meet customer expectations and enhance the company's position in the food sector.

Nofoth research and development team focuses on several key axes that contribute to supporting operational and creative excellence, including:

✓	Market and Competitor Analysis: Studying food and beverage market through analyzing of local and international competitors and identifying new opportunities.
✓	Enhancing Operational Efficiency: Working to reduce operational and capital costs in product development and branding.
✓	Strategic Planning: Developing medium-term plans to support branding and company products.
✓	Launching New Brands: Creativity in launching and developing unique brands that meet market requirements
✓	Monitoring and Analyzing the Financial Market: Studying financial market conditions and their impact on investment and expansion decisions
✓	Analyzing Consumer Behavior: Following up on consumer trends to ensure meeting their dynamic needs
✓	Product Development: Introduction of new products and enhancement of existing products to ensure excellence and quality.

2.9 R&D Achievements in the year 2024

✓	Expansion of the company's R&D department and equipping it with all the necessary equipment and resources to align with the requirements of food creativity and development
✓	Attracting high-profile talents in development field, and appointing creative chefs with distinguished experiences
✓	Conducting over 1,500 experiments and tests on various food products, with the aim of improving quality and expanding products options.
✓	Conducting in-depth analyses for over 100 local and international business models, including the benchmarking of competitor practices
✓	Innovating more than 50 new products, including products of new, subsidiary, and seasonal kinds for the various company brands.
✓	Introducing "Cake by Mamola" brand, as a new addition to the company's brand portfolio
✓	Acquisition of the "Maqsoud Restaurants" brand, and working on developing the identity and products of such brand to align with Nofoth standards.

2.10 Nofoth's Targets for the Year 2025

In seeking to achieve sustainable growth and enhance its leading position in the food sector in the Kingdom, Nofothd Food Products Company has set a range of strategic targets for the year 2025, that align with the company's ambitions and are in harmony with the directions of Saudi Vision 2030

Main Axes and Targets:

Creativity and Brand Development

Developing creative food products with high quality, that keep up with the needs of diverse consumer segments
Investing in introducing and developing major brands covering the most important sectors of food luxury in the Kingdom and the region.

Expansion and Geographic Growth:

Entering new growth areas inside and outside the Kingdom, whether through direct expansion or through strategic acquisitions.

Enhancing Operational Efficiency:

Achieving operational savings through reducing costs and improving resource management

Digital Transformation:

Applying automation and digital transformation in operational and administrative processes to enhance efficiency and accelerate performance

Financial Optimization:

Increasing the net profit margin through increasing revenue and enhancing profitability margins

2.11 Organizational Structure

The organizational structure of Nofoth Food Products Company reflects a clear and effective management approach, ensuring the ideal distribution of authorities and tasks, and supports the implementation of strategic plans and the achievement of operational and financial objectives.

The structure is formed of three main administrative levels:

Shareholders General Assembly

It represents the supreme power in the company, responsible for making key decisions including but not limited to approving the financial statements, appointing board members.

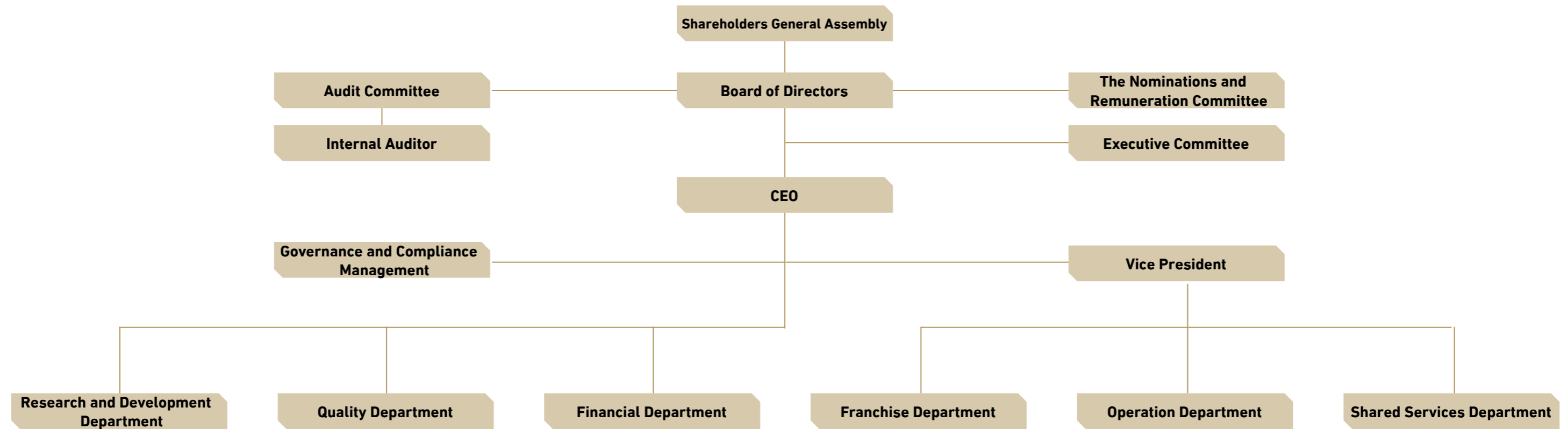
Board of Directors and Subcommittees

The board of directors assumes full responsibility for the general direction, oversight, and supervision of the company's business.
Three committees support the board of directors in such responsibility:

- **Audit Committee:** It monitors the performance of the internal control system and the quality of financial disclosure
- **Nominations and Remuneration Committee:** It is concerned with developing incentive policies and evaluating the administrative performance.
- **The Executive Committee:** It monitors the implementation of key strategies and operational decisions

Executive Management

The Executive Management have been delegated with implementing the company daily operations under the leadership of the Managing Director CEO , who oversees all operational, financial, and administrative departments.



Nofoth Executive Department

Executive responsibilities at Nofoth Food Products Company are distributed among a group of specialized departments that work in harmony to achieve the company's strategic objectives, ensure effective operations, and enhance creativity and quality.

Firstly: Regulatory and Supervisory Departments

Governance and Compliance Management

Oversees the development and implementation of governance and compliance policies and procedures to ensure the company's operations are in accordance with local and international regulations and laws. In addition, it provides legal advice and prepares the necessary regulatory reports.

Secondly: Financial and Planning Departments

Financial Department

Manages the company's financial performance by monitoring liquidity and cash flows, and preparing financial results as per approved standards. And it includes three subsidiary departments:

Accounting Division	Budgeting and Reporting Division	Costs Division
Registers all financial and investment operations, and prepares financial and supervisory reports	Prepares financial plans, monitors actual performance against the budget, and analyzes differences	Analyzes direct and indirect costs to enhance production efficiency and reduce expenses

Third : Quality Department

Quality Department

Ensures the implementation of quality standards on the company's products through continuous monitoring policies and procedures, and oversees the continuous improvement of processes to achieve customer satisfaction.

Fourth : Development and Innovation Department

Research and Development Department

Innovates new products and improves current products, monitors market and technological trends, and develops future strategies. Its divisions include:

Marketing Division	Graphic Design Division	Customer Service Division
Plans and executions for marketing campaigns and targets new customers	Designs the company's visual identity and branding.	Supports customers and resolves their problems, and enhances customer experience and loyalty

Fifth : Shared Services Department

Shared Services Department

Supports all departments by providing resources and administrative and technical services, including:

Human Resources Division	Information Technology Division	Projects Division
Attracts and develops talent, and creates distinguished job experiences.	Operates the company's technical systems in, ensuring information security, and support the digital infrastructure	Manages construction and technical projects and monitors their implementation as per the budget and timelines

Sixth : Operation Department

Operation Department

Implements the company's operational strategy through providing oversight over production, sales, and supply chains, and ensures high efficiency in implementing the operations.

Divisions affiliated to it include:

Supply Chain Division

Organizes supply and logistics services and manages relationships with suppliers.

Production Division

Monitors and manages production to achieve the highest quality at the lowest cost.

Sales Division:

Develops sales strategies and manages sales teams to achieve the targets

Seventh : Franchise Department

Franchise Department

Expands the company's operations through franchising, by selecting the suitable partners, preparing operational manuals, providing training and support, and following up on the construction processes to ensure the new branches conformity with the company's identity.



03 HUMAN CAPITAL

3.1 Human resources: The Pillar of Excellence and Growth

Human resources at Nofoth Food Products Company are the main driver for achieving sustainable excellence. We believe that investing in human resources is a long-term investment that transforms ambitions into achievements and turns innovation into tangible reality. We work to create a motivating and appealing work environment that focuses on empowerment, professional development, and work-life balance, while offering competitive benefits packages that shows the company's appreciation of employees as a strategic asset.

Strategies for Excellence in Managing Human Resource

✓

Inspiring work environment

We foster a culture of openness and engagement that encourages employees to be creative and initiative.

✓

Clear Career Paths

Based on performance, we provide opportunities for professional advancement through carefully planned career paths.

✓

Work-life balance

We implement flexible policies supporting the mental and social health of employees, and achieving a balance between their professional and personal lives.

✓

Continuous Learning and Development

We provide with professional training and development programs enhancing the efficiency of staff and updating their skills.

✓

Competitive Advantages

We provide with salaries and financial incentives, along with comprehensive health insurance and performance-based reward programs.

3.2 Talent and Competencies Management: Leading Excellence

Nofoth pays significant attention to attracting and developing talents, through the following

✓

Analysis of Future Needs

To ensure that skills are in alignment with strategic directions.

✓

Smart Resourcing

Through utilizing innovative hiring and specialized training programs.

✓

Performance Management

Through periodic evaluations supporting individual and collective development.

✓

Talent Retention

Through creating a stimulating and stable work environment

3.3 Empowerment and Training: Preparing Future Leaders

We seek to empower our employees through specialized training programs, granting them the authority and confidence to make effective decisions within their scope of work

The initiatives include:

✓

Training Courses

in technical and leadership aspects.

✓

Empowering Employees

We empower our employees with the confidence and authorities needed to make effective decisions within their range of responsibilities, which enhances their sense of responsibility and loyalty.

✓

Interactive Performance Evaluation Systems

for providing with immediate feedback.

✓

Initiatives to enhance

values of teamwork and knowledge sharing.



3.4 Benefits

Benefits Packages: Appreciation is the base of loyalty

Our benefits include the following:

Performance-based reward programs.

Health insurance coverage for the employees

Providing with opportunities of continuous professional training and career growth paths

Applying flexible work policies supporting work-life balance

Performance Enhancement and Continuous Development

We are committed to continuous improvement in the work environment through:

Adopting modern technologies for enhancing efficiency

Encouraging internal innovation through idea-sharing platforms

Applying advanced performance systems allowing for immediate optimization

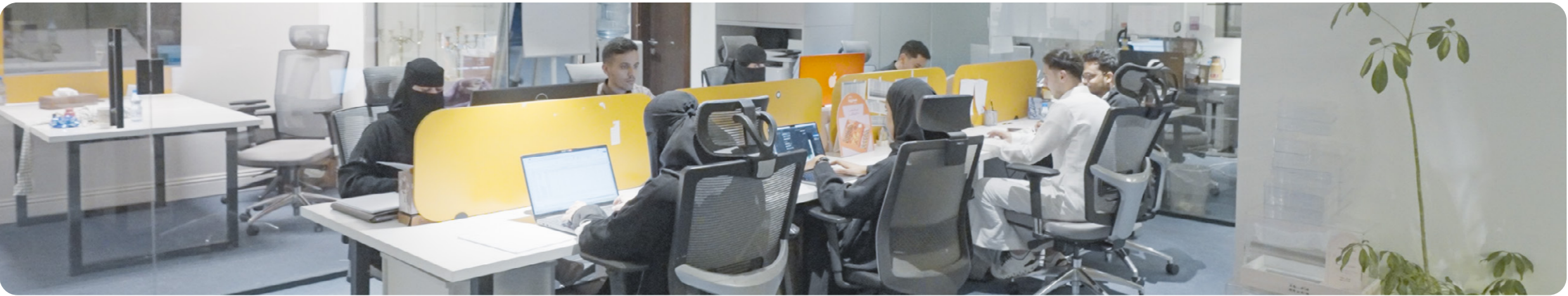
Diversity and Inclusion: An environment inclusive for all

Nofoth believes that diversity is a strength, and is therefore committed to:

Fairness in providing development and promotion opportunities.

Respecting different backgrounds and cultures.

Creating an inclusive environment enriching interaction and collaboration





04 SUSTAINABILITY

4.1 Sustainability and Risk Management



► Introduction

Nofoth Food Products Company pays great attention to institutional sustainability and adopts a comprehensive approach in quality and risk management, which enhancing its ability to face challenges and achieve sustainable growth. The company works through its Audit Committee, Executive Management, and the Governance and Compliance Department, on ensuring compliance with laws, identify potential risks, and implementing preventive measures to safeguard its assets, reputation, and the continuity of its operations.



► Quality and Compliance Management

Nofoth is committed to implement the highest standards of quality and safety, ensuring customer satisfaction and the stability of operational processes. The Governance and Compliance Department also works on monitoring regulatory compliance, providing guidance to the staff, and submitting regulatory reports to senior management, which contributes to building an institutional culture based on transparency and accountability.



► Risk Management Framework

Nofoth adopts a sophisticated policy in Enterprise Risk Management (ERM), which includes risk identification, classification, and analysis , the development of response and mitigation plans, and linking such tasks to the Audit Committee, Board of Directors, and Executive Management, with the continuous assessment of the operational effectiveness of internal controls.

4.2 The Main Risk List and Company Response

#	Type of Risk	Brief Description	The company's response
1	Strategy	Failure to implement the work plan and achieve growth	Regular monitoring, setting strategic alternatives, .attracting competencies or consultants, where required
2	Governance	Conflict of interest among board members or executives	Periodic disclosure, Evaluation Audit Committee, Restrictions on the use of internal information
3	Organizational	Failure to renew licenses or permits	An automatic tracking system, a specialized team, .monitoring updates of regulatory systems
4	Operational	Leased Sites	Registering contracts in "Ejar", planning alternatives, a centralized database for contracts
5	Financial	Lack of insurance coverage for facilities	Comprehensive review, negotiation on integrated insurance documents, evaluating coverage limits
6	Zakat	Possible Zakat Differences	Detailed review of declarations, allocation of provisions, coordinating with the ZATCA
7	Behavioral	Employees Errors or Misconduct	Continuous training, activation of internal reporting and accountability mechanisms, immediate correction of violations
8	Market	Faliure of a new product or a marketing campaign	Market analysis, creative digital marketing, continuous product development
9	Human Resources	Reliance on Key Employees	Stimulation and Retention Programs, Job Succession, Support for Localization of Competencies
10	Digital	.Relying heavily on delivery applications	Diversifying Channels, Balanced Contracts, Technical Emergency Plans
11	Economic	Decrease in Consumer Spending	Flexible promotional campaigns, price adjustments, monitoring economic indicators
12	Technology	Malfunctions or breaches of system information	Electronic protection, multiple backups, regular updates
13	Organizational	Failure in compliance with the new companies law	Policy updating, training, specialized legal consultancy
14	Healthy	Pandemics such as COVID-19	Activation of emergency plans, operations digitization, strict health and safety measures
15	Governance	Transactions with related parties	General Assembly approval, periodic review, fair commercial standards
16	Financial	Credit Risks (Banks, Clients, Other (Parties	Liquidity distribution, client evaluation, credit allocations
17	Financial	Liquidity Risks	Enhancing revenue collection, reducing expenses, diversifying funding sources

Additional Detail on Risks and Response

In continuation of what has been mentioned in the Risk and Response Table above, Nofoth explains below a detailed description of the most significant risks identified during the fiscal year, including backgrounds of these risks and their potential impacts on operational and financial performance, in addition to the plans and measures adopted to deal with such risks and mitigate their impact as much as possible.

Such risks are part of the comprehensive assessment adopted by the company within the framework of Enterprise Risk Management, where they are periodically updated by the competent authorities within the company in coordination with the Audit Committee and Executive Management, to ensure the company's readiness to deal with new emerging changes.

This section includes more detailed explanations of the seventeen risks mentioned in the table, with highlighting the qualitative analysis of each of them, and how the company responds to them through its monitoring and procedural programs or through tools of governance and internal control. Such measures are continuously reviewed and assessed for effectiveness.



Type of Risk	Detail	Response
01 Risks of Failure to Implement the Business Plan and Growth Strategy	The company's future growth relies on its ability to efficiently implement its strategic plans. It may be faced with operational, market, or regulatory challenges that impede expansion or prevent the achievement of targets. Failing to achieve such plans may lead to a decline in revenue or weaken the company's competitiveness.	Performance is periodically evaluated, alternative plans are developed, and human resources and consulting resources are allocated to support implementation.
02 Risks of Conflicts of Interest Among Board Members and Executives	Such risk relates to the possibility that board members or senior executives may engage in competitive activities, or misuse internal information to achieve personal interests.	The company adopts clear policies for disclosing interests and conflicts of interest, and independent committees oversee the review of such cases and ensure effective governance for them.
03 Risks of Licenses and Permits	Delay in renewing or loss of necessary licenses from regulatory bodies may lead to the suspension of operational activities, which could have negative implications for financial and operational performance.	Licensing operations are managed through a centralized monitoring system, and a specialized team is allocated to deal with regulatory bodies and meet the relevant requirements.
04 Risks of Leased Sites	All company sites are leased, including branches and warehouses, and any defects in the lease agreements may affect the business continuity, particularly at vital locations.	All contracts are recorded in the "Ejar" system, and the expiration dates are monitored with contingency plans in place for critical locations.
05 Risks of Absence of Comprehensive Insurance	Limited reliance on insurance leaves the company vulnerable in the event of the occurrence of major incidents, such as fires or natural disasters.	The management is working on periodically reviews for insurance policies and negotiating with insurance companies for suitable coverages for each of the company's facilities.



Type of Risk	Detail	Response
06 Potential Risks of Zakat Differences	ZATCA may impose additional amounts on the company due to differences in estimates or interpretations, which constitutes a financial burden.	Estimates are reviewed in collaboration with Zakat consultants, with the allocation of precautionary provisions within financial statements
07 Risks of Employees Misconduct and Errors	This risk pertains to the likelihood of violations or irregular actions by employees, which could affect the reputation or lead to financial losses.	The company implements regulatory controls, organizes awareness and internal training programs, along with immediate investigation and accountability procedures.
08 Risks of the Failure of New Product	Failing of new products to meet customer expectations may lead to a decrease in sales and a weak return on investment in innovation	Product development decisions are supported by market and experimental analytics, and the enhancement of digital marketing campaigns.
09 Risks of Relying on Key Employees	The departure of talents or the difficulty in attracting experienced alternatives forms a strategic risk to institutional performance	The company adopts loyalty programs, motivation initiatives, and professional development, and prepares succession plans to ensure continuity.
10 Risks of Relying on Delivery Applications	A significant portion of sales relies on delivery applications, which exposes the company to risks of service disruption, increased costs, or poor control over the customer experience	Sales channels are diversified, Negotiations are conducted to secure better terms and the company's direct channels are developed
11 Risks of Decreased Consumer Spending	Economic conditions or the rising cost of living may affect negatively on the consumer's spending ability, especially in the sector of luxury food products.	Developing flexible marketing offers and adjusting operational costs for delivering higher value for the price.
12 Risks of Information Systems	They include technical malfunctions, cyber-attacks, or data loss. Any malfunction may halt operations or lead to the leakage of sensitive information	Protected technical infrastructure, daily backups, continuous monitoring, and security updates

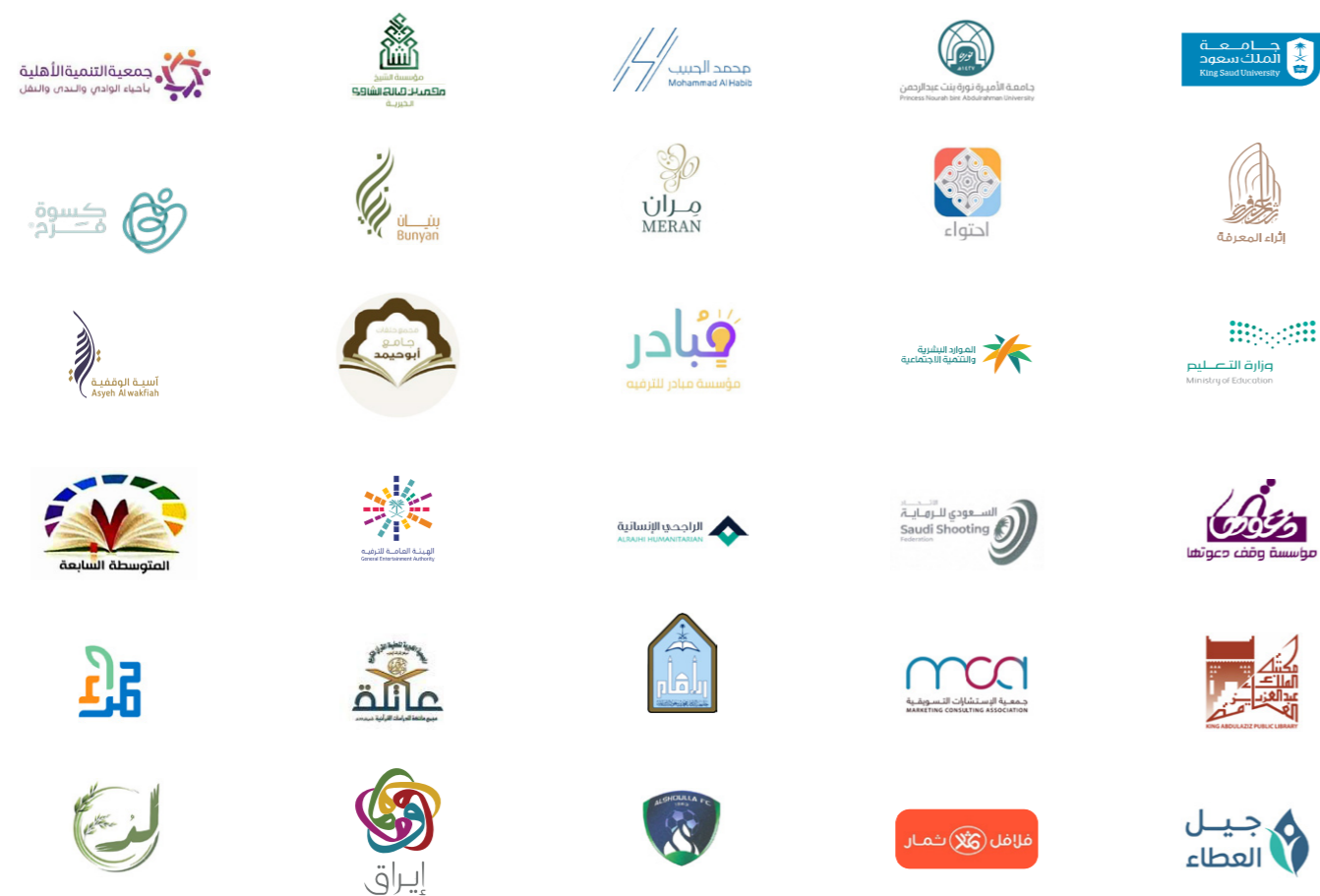


Type of Risk	Detail	Response
13 Risks of Complying with the Corporate System	The new corporate system imposes additional requirements, and failure to comply thereto may result in fines or legal accountability	The company closely follows regulations and updates its internal policies in collaboration with consultants.
14 Risks of Pandemics and Public Crises	Crises such as COVID19- have proved their extensive impact on supply chains, sales movement, and operational processes.	Developing emergency plans, enhancing digital transformation, and diversifying supply chains
15 Risks of Dealing with Related Parties	Financial or commercial transactions with related parties without supervision may affect transparency and governance and expose the company to legal risks	All transactions require the approval of the General Assembly, and are reviewed against governance standards
16 Credit Risks	Such risks arise from the possibility of The failure of customers, debtors, or banks to meet their obligations.	The company monitors accounts receivable and allocates sufficient provisions, and only deals with creditworthy entities.
17 Liquidity Risks	It lies in the unavailability of cash sufficient to cover short-term obligations.	Collection is optimized, unnecessary costs are reduced, and funding sources are diversified.



4.3 Our Community Contribution

Building on its social responsibilities, Nofoth is committed to foster strong relationships with non-profit organizations, offer its support through the provision of products and participation in community initiatives. The company seeks to play an effective role in serving the community and in supporting the national development objectives, in alignment with Vision 2030 of Saudi Arabia.



05 GOVERNANCE

5.1 Governance and Shareholders’ equity

To continue the efforts demonstrated by Nafoth Company in enhancing sustainability principles and risk management, the company establishes a robust governance system reflecting its commitment to transparency, accountability, and compliance. It also focuses on protecting shareholders' rights and activating their participation in making strategic decisions.

This framework includes a set of organizational and supervisory practices that ensure the balance of interests, and support the relationship between shareholders, the board of directors, and the executive management, in accordance with the Companies’ Law and the Capital Market Law along with their executive regulations.

5.2 Shareholders

Nofoth Company, through its board of directors and executive management, works to protect its shareholders’ equity and ensure fairness and equality among them without discrimination. The company pays special attention to the ongoing communication with shareholders, ensuring they are informed of the significant developments conducted to the company's operations.

5.3 Key shareholders’ equity include:

- **Attending General Assemblies and participating in their deliberations.**
- **Voting on the proposed resolutions and suggestions.**
- **Reviewing the financial reports, statements, and company documents**
- **Managing shares voluntarily, within the regulatory framework.**

5.4 Market Listing Information in the Capital Market

Date of Listing	January 09, 2023
The Capital Market	Saudi Capital Market “Tadawul” - The Parallel Market "Nomu"
Share code	9556
International Code	SA15M2B4LA13
Capital	48,000,000 Saudi Riyals
Number of Issued Shares	48,000,000 shares
Nominal value of the share	1 Saudi Riyal
Auditors	RSM Allied Accountants for Professional Services

5.5 General Assembly of Shareholders

The General Assembly of Shareholders is the supreme authority in the company, representing all shareholders and enabling them to exercise their statutory and supervisory rights over the company's operations. The General Assembly is convened in accordance with the approved procedural rules. It is responsible for reviewing all matters related to the company and reflects the company's commitment to governance principles and enhancing effective communication among shareholders, the board of directors, and the executive management.

The company is committed to holding general assemblies in accordance with the provisions of the Companies Law, its implementing regulations, and the company's articles of association. It also ensures that shareholders are enabled to actively participate in the meetings via electronic voting means, guaranteeing transparency in presenting items, discussing them, and making decisions.



5.6 Details of Advertisements Published through Tadawul for the Year 2024

In the context of enhancing transparency and compliance, Nofoth Food Products Co. has published a series of important announcements throughout ٢٠٢٤ on the Saudi Exchange website, as part of its ongoing efforts to effectively communicate with its shareholders and keep them updated by the developments related to its operational, financial, and expansion activities. The following list includes the most prominent announcements disclosed this year:

- ✓ 03/01/2024 Announcing the launch of the Electronic Voting on the Items of the Extraordinary General Meeting Including Capital Increase
- ✓ 08/01/2024 Announcing the results of the extraordinary general assembly meeting which includes the approval of increasing the company's capital
- ✓ 25/03/2024 Announcing the Annual Financial Results Ending on 202331-12-
- ✓ 08/05/2024 The Board of Directors' recommendation on distributing cash dividends for the fiscal year 2023
- ✓ 03/06/2024 Invitation to Attend the Ordinary General Assembly Meeting (First Meeting)
- ✓ 05/06/2024 Addendum Announcement Regarding the Ordinary General Assembly Meeting
- ✓ 25/06/2024 Announcing the Results of the Ordinary General Assembly Meeting (First Meeting)
- ✓ 7/24/2024 Announcing the Opening of Candidacy for Membership in the Board of Directors
- ✓ 8/13/2024 Announcing the preliminary Financial Results for the Period Ending on 2024-06-30
- ✓ 10/13/2024 Invitation to Attend the Ordinary General Assembly Meeting (First Meeting)
- ✓ 10/30/2024 Signing of a non-binding memorandum of understanding with Maqsoud Restaurants for a potential purchase deal

- ✓ 11/4/2024 Announcing the Results of the Ordinary General Assembly Meeting (First Meeting)
- ✓ 11/24/2024 Announcing the Appointment of Audit Committee Members
- ✓ 11/24/2024 Announcing the appointment of the Chairman and Vice Chairman of the Board, forming board committees, and appointing company representatives to regulatory bodies
- ✓ 11/26/2024 Announcing the acquisition of "Maqsoud Restaurants" brand as part of the expansion plan with amount of SAR 3.7 million
- ✓ 11/28/2024 Announcing purchasing residential commercial land in Hittin district, Riyadh

► These announcements reflect the company's commitment to applying the highest standards of governance and financial disclosure, and also emphasize its constant development in various operational, administrative, and strategic aspects.



5.7 Ordinary and Extraordinary General Assembly Meetings of 2024

During the fiscal year 2024, Nufoth for Food Products held three general assembly meetings, varying between one extraordinary general meeting and two ordinary general meetings, to discuss multiple items including the approval of a capital increase, the approving the financial statements, and the appointment of committees and councils.


The following table lists the dates of the meetings and the names of the board members who attended:

The Member	Meeting of the Extraordinary General Assembly	Ordinary General Assembly Meeting	General Assembly Ordinary Meeting
	25/06/1445H	18/12/1445H	01/05/1446 AH
	07/01/2024	24/06/2024 G	03/11/2024 G
Azzam Omar Abdul Rahman Al-Mufdi	✓	✓	✓
Fahad Hamad Abdulaziz Al-Dailij	✗	✓	✓
Rakan Hethal Ali Al-Faizi	✓	✓	✓
Ibrahim Abdullah Ibrahim Al-Amigan	✓	✓	✓
Faisal Abdullah Ibrahim Al-Omigan	✓	✓	✓

5.8 Applications of the shareholders' register

The company requested the shareholders' registry from the Securities Depository Center "Edaa" (13 requests) during the fiscal year of 2024, for purposes related to the general assemblies or to monitor the company's administrative procedures.

The following table displays the dates of the requests and their purposes:

Order Date		Application Justifications
		
1	03/01/2024	The General Assembly
2	03/01/2024	The General Assembly
3	04/01/2024	The General Assembly
4	06/02/2024	Company Procedures
5	12/02/2024	Company Procedures
6	26/03/2024	Company Procedures
7	30/04/2024	Company Procedures
8	27/05/2024	Company Procedures
9	13/06/2024	Company Procedures
10	24/06/2024	The General Assembly
11	02/09/2024	Company Procedures
12	15/10/2024	Company Procedures
13	03/11/2024	The General Assembly

5.9 The company's commitment towards the shareholders

Nufoth Food Products Company believes that transparency and effective communication are fundamental pillars indicating the successful corporate governance, and therefore, investor relations hold a strategic position in the company's management system. By activating open and multiple communication channels, the company aims at ensuring the availability of accurate information at the right time, enabling shareholders and investors to make decisions based on a comprehensive understanding of the company's performance and future strategies.

The company is committed to the continuous improvement of communication tools and disclosure mechanisms, aiming at enhancing their active participation in decision-making, particularly in matters related to general assemblies, dividend distribution policies, and growth and expansion plans. Positive engagement among investors, executive management, and the board of directors is a fundamental pillar for strengthening governance, achieving sustainability, and ensuring the alignment of interests among all relevant parties.

"Nofoth" strives to advance in developing its investor relations approach in alignment with the best local and international practices, enhance its standing in the Saudi financial market, and solidify its shareholders and the investor community's trust, today and in the future.

5.10 Distribution of Dividends

Nufoth Food Products Company adopts a clear and disciplined dividend distribution policy that balances the interests of shareholders and the sustainability of the company's growth. This policy is in line with the company's basic law, Companies' Law and its implementing regulations, and companies governance regulations, according to the following details

Allocation of Distributed Profits

The board of directors is responsible for presenting dividend distribution proposals to the ordinary general assembly, and the decision on these proposals falls within the jurisdiction of the general assembly, which determines the percentage of net profits to be distributed to shareholders after deducting reserves, if any.

Reports and Disclosure

1. The Board of Directors is bound, at the end of each fiscal year, to prepare the financial statements of the company, along with a comprehensive report on the company's activities and its financial position for the year ended, including the proposed dividend distribution mechanism. These documents are to be delivered to the external auditor in a minimum period of forty-five (45) days before the Ordinary General Meeting is convened.
2. These documents must be signed by the Chairman of the Board, the CEO, and the CFO, and copies should be kept at the company's headquarters and made available for shareholders to review.

Entitlement to dividends

The shareholder is entitled to dividends based on the resolution issued by the General Assembly regarding this matter, which specifies the maturity date and the distribution date. Eligibility shall be for the shareholders registered in the shareholders' register at the Depository Center at the end of the specified entitlement day.

Distribution Timing of Dividends

The Board of Directors must implement the General Assembly's resolution to distribute dividends within a period not exceeding (15) business days from the maturity date stated in the resolution , whether issued by the General Assembly or the Board of Directors when distributing interim dividends

Formation of Reserve

The Ordinary General Assembly may, based on a recommendation from the Board of Directors, allocate a portion of the net profits to form Reserves designated for specific purposes. She is also entitled to form additional Reserves aimed at stabilizing dividend distribution or serving the interests of the company. The association also has the authority to deduct amounts from the net profits to achieve social purposes for the company's employees, such as establishing or supporting existing social institutions that serve them.

Profit Balance

The company may not purchase its own shares except within the limits of distributable profits, whether from its cash reserves or through external financing.

Requirements for Distributing Interim Dividends

Interim dividends (quarterly or semi-annual) may be distributed in accordance with the following regulations:

1. Issuance of an annual authorization from the General Assembly to the Board of Directors allowing the distribution of interim dividends.
2. The company's sufficient liquidity and its ability to anticipate future profit levels
3. Distributable profits according to the latest financial statements cover the proposed interim distribution, after accounting for previously distributed or capitalized amounts.

Regulations for Distributing dividends

1. Dividend distributions are deducted from retained earnings or distributable reserves, or both.
2. The company must maintain the regularity of dividend distributions as much as possible, while adhering to the periodic disclosure of distribution ratios and their schedules.
3. The company is committed to immediately disclosing to the authority and the public any resolution to distribute profits.

Distribution of dividends for the Year 2023

Nofoth Food Products Company has distributed cash dividends to its shareholders for the fiscal year ending on 31 of December 2023, at the rate of 20 Halalas per share, which is equivalent to 20% of the Par value of the share, with a total amounting to 9,600,000 Saudi Riyals.



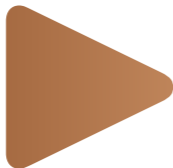
5.11 Board of Directors

Formation of the Board of Directors

The management of Nofoth Food Products Company is overseen by a board of directors consisting of five members, who are elected by the General Assembly of shareholders for a term not exceeding four years. The formation of the Board requires that the number of independent members should not be less than two or one third of the total members -whichever is more-, and the majority of the members should be non-executive. This should be in accordance with the company's system and the Corporate Governance Regulations.






The previous term of the board of directors ended in November 2024, consequently, a new board was elected for the current term during the General Assembly meeting held on 3 of November 2024. The new board was formed in accordance with the regulatory requirements and the approved governance.

Hereby is a statement showing the formation of the previous board of directors, and the current board, specifying the duration of each term








Former Board Members

Term Duration: from 152021/06/AD to 202024/11/AD

	<div>► Name</div> <div>Azzam bin Omar Almofadda</div> <div>► Membership type</div> <div>Independent</div>	<div>► Position</div> <div>Chairman of the Board of Directors</div>
	<div>► Name</div> <div>Dr. Fahd bin Hamad Al-Dailej</div> <div>► Membership type</div> <div>Independent</div>	<div>► Position</div> <div>Board Member</div>
	<div>► Name</div> <div>Ibrahim Abdullah Al-Omigan</div> <div>► Membership type</div> <div>Executive</div>	<div>► Position</div> <div>Vice Chairman of the Board and CEO</div>
	<div>► Name</div> <div>Faisal Abdullah Al-Omigan</div> <div>► Membership type</div> <div>Non-executive/Non-independent</div>	<div>► Position</div> <div>Board Member</div>
	<div>► Name</div> <div>Rakan Hedhal Al-Faizi</div> <div>► Membership type</div> <div>Independent</div>	<div>► Position</div> <div>Board Member</div>

Current Board Members

Term Duration: From 212024/11/AD to 302028/06/AD

	<div>► Name</div> <div>Rakan Hedhal Al-Faizi</div> <div>► Membership type</div> <div>Independent</div>	<div>► Position</div> <div>Chairman of the Board of Directors</div>
	<div>► Name</div> <div>Ibrahim Abdullah Al-Omigan</div> <div>► Membership type</div> <div>Executive</div>	<div>► Position</div> <div>Vice Chairman of the Board and CEO</div>
	<div>► Name</div> <div>Dr. Fahd bin Hamad Al-Dailej</div> <div>► Membership type</div> <div>Independent</div>	<div>► Position</div> <div>Board Member</div>
	<div>► Name</div> <div>Faisal Abdullah Al-Omigan</div> <div>► Membership type</div> <div>*Executive</div>	<div>► Position</div> <div>Board Member</div>
	<div>► Name</div> <div>Abdulmalik Abdullah Al Othaim</div> <div>► Membership type</div> <div>Independent</div>	<div>► Position</div> <div>Board Member</div>

5.12 Biographies of the Board Members

Firstly: Former Board Members

Azzam bin Omar Almofadda

Academic Qualifications	Fellowship of The Saudi Organization for Chartered and Professional Accountants (SOCPA) Fellowship of the Saudi Authority for Accredited Valuers (AB Taqeeem) Certified Board Member from the Gulf Directors Institute (GCC BDI) Fellowship of the Sharia Advisor in Islamic Finance Jurisprudence and Dispute Resolution Master's Degree in Financial Management – Arab East colleges (2012) Bachelor's Degree in Accounting – King Saud University (2003) Bachelor's Degree in Law – Imam Mohammad Ibn Saud Islamic University (2020) Certified Public Accountant, Accredited Valuer, and Licensed Bankruptcy Expert
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Work Experience	Co-Managing Director – Alpha Consulting Group (2018 - Present) Chief Executive Officer – Riyadh Investment Company (2016–2018) Chief Executive Officer – Amikan Travel and Tours Group (2011–2016) Chief Executive Officer – Al-Wahat Trading Company (2006–2010) Director of Administrative Affairs and Human Resources – A.S Al-Sayed & partners Contracting CO. LTD (2003–2006)
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Board Membership (current)	Board Member – Alpha Consulting Group Board Member – Sulaiman A. Al-Rajhi Real Estate Company Board Member – Tilal Real Estate Board Member – Al-Hokama Medical Company Board of Directors Member – Tharwat for Financial Securities Board of Directors Member – Itmam Consultancy Board Member – Global Falcom Board Member – Sahmein Investment
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Fahd bin Hamad Al-Dailej

Academic Qualifications	Bachelor's degree in Aqeedah and Intellectual Doctrines– Ummul Al-Qura University (1993) Master's in Islamic Studies – Ummul Al-Qura University (2003) Ph.D. in Islamic Culture – Islamic University of Madinah (2014)
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Work Experience	CEO - Al-Subaie Charity Foundation (2022 - Present) - General Manager - Atyab and Dar Al-Bushra Educational Companies (2020 - Present) - CEO - Saad and Abdulaziz Al-Mosa Waqf Foundation (2016–2022) - Advisor and Manager - Sulaiman Bin Abdulaziz Al-Rajhi Charitable Foundation (2006–2015)
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Board Membership (current)	Chairman of the Board – Qyem Education Company Board Member – QHR Consulting Co. Board Member – Leadership Development Company LDC
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Ibrahim bin Abdullah Al-Omeiqan

Academic Qualifications	Master of Financial Management – Heriot-Watt University (2011AD) Bachelor of Business Administration – King Saud University (2007AD)
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Work Experience	CEO – Nofoth Company (2017 – Present) - Western Region Manager – Shell Global (2013–2015) - Executive Manager – Ajwaa Tourism Company (2012–2013) - Branch Manager – Amikan Tourism Group (2010–2012)
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Board Membership (current)	Board Member – Neft Alsharq Co for Chemical Industries
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Rakan bin Hithal Al-Faizi

Academic Qualifications	Master of Business Administration – King Saud University (2017) - Bachelor of Industrial Engineering – King Saud University (2012)
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Work Experience	Founder and CEO - One Media Group (2016 - Present) - Project Manager - Social Development Bank (2013–2016) - Business Developer - Elm Company (2013)
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Board Membership (current)	Board Member - One Investments Company Digital Direction, Basma Media, Qolano, Cypher
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Faisal bin Abdullah Al-Omigan

Academic Qualifications	Bachelor of Computer Science – King Saud University (2013)
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Work Experience	Vice President – First Travel Company (2018 - Present) - Software Engineer – Saudi Telecom Company (2014–2021)
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Board Membership (current)	Manager at Vaza Food Company - Manager at Al-Assas Al-Matina Company.
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Secondly: Current Board Members:

Rakan bin Hithal Al-Faizi

Biographies	(Previously mentioned)
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Ibrahim bin Abdullah Al-Omeiqan

Biographies	(Previously mentioned)
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Fahd bin Hamad Al-Dailej

Biographies	(Previously mentioned)
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Faisal bin Abdullah Al-Omigan

Biographies	(Previously mentioned)
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Abdulmalik bin Abdullah Al Othaim

Academic Qualifications	Bachelor of Finance - Suffolk University (United States) - 2020
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Work Experience	- Co-founder and CEO – Hello IT Company (2023 - Present) - Vice President of Investments – Othaim Holding Company (2024 - Present) - Investment President – Orobah Investment Company (2021 - Present)
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Board Membership (current)	- Board Member – Othaim Holding Company - Board Member – Orobah Investment Company - Investment Committee Member – Riva Investment Company
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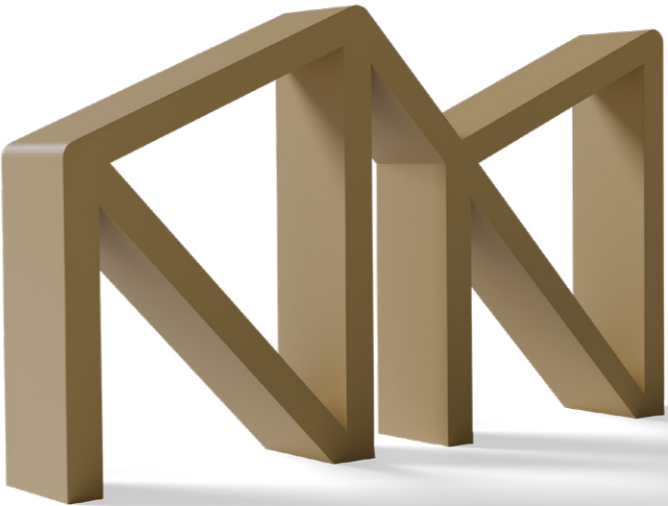
5.13 Disclosure of Board Members' Memberships

The following table illustrates the companies where board members hold positions on their boards or serve as a manager, whether within the Kingdom or abroad, and whether currently or in previous periods.

Names of companies in which the member currently holds a board membership or a managerial position			Names of companies where the member has previously held a board membership or a managerial position		
Rakan Hethal Al-Faizi راكان هثال الفايزي	<ul style="list-style-type: none">One Investments CompanyNofoth Food Products CompanyDigital trend Company (Trend)Print Media CompanyCipher company for cyber securityGolato Company for Sports Systems		—		
	Inside Kingdom	Outside Kingdom	Inside Kingdom	Outside Kingdom	
	✓	×	—	—	
Ibrahim Abdullah Al Omigan ابراهيم عبدالله العميقان	<ul style="list-style-type: none">Nofoth Food Products CompanyNeft Alsharq Co. for Technical Industries		<ul style="list-style-type: none">First Travel Company		
	Inside Kingdom	Outside Kingdom	Inside Kingdom	Outside Kingdom	
	✓	×	✓	×	
Fahad Hamad Al-Da'ij فهد حمد الدعيح	<ul style="list-style-type: none">Nofoth Food Products CompanyQHR Consulting Co.Leadership Development Company (LDC)		—		
	Inside Kingdom	Outside Kingdom	Inside Kingdom	Outside Kingdom	
	✓	×	—	—	
Faisal Abdullah AlOmigan فيصل عبدالله العميقان	<ul style="list-style-type: none">Nofoth Food Products CompanyVaza Food Company		<ul style="list-style-type: none">First Travel Company		
	Inside Kingdom	Outside Kingdom	Inside Kingdom	Outside Kingdom	
	✓	×	✓	×	
Abdulmalik Abdullah AlOthaim عبدالمالك بن عبدالله العثيم	<ul style="list-style-type: none">Othaim Holding CompanyOrobah Investment CompanyRiva Investment CompanyAlpha Investment Company		—		
	Inside Kingdom	Outside Kingdom	Inside Kingdom	Outside Kingdom	
	✓	×	—	—	

(Former Member)

Azzam Omar Almofadda	Names of companies in which the member currently holds a board membership or a managerial position		Names of companies where the member has previously held a board membership or a managerial position	
	<ul style="list-style-type: none">Alpha Professional Consulting GroupSulaiman A. Al-Rajhi Real Estate CompanySaudi Tilal Real Estate for Hotels and ResortsTharwat Financial SecuritiesAl Hokama Medical CompanySahmein Investment CompanyFalcom International Trading Company		<ul style="list-style-type: none">First Travel CompanyThe National Housing Company (NHC)Special Food CompanyNofoth Food Products Company	
	Inside Kingdom	Outside Kingdom	Inside Kingdom	Outside Kingdom
	✓	✗	✓	✗



5.14 Board Members' Ownership of Shares at the Beginning and End of the Year

Ownership of Directors' shares at the beginning of 2024

Directors (Previous Term)				
Full Name	Number of shares before the capital increase	Number of shares after the capital increase	Debt Instruments	Type of Ownership
Azzam bin Omar Almofadda	20,173 shares	40,346 shares	-	Directly
Ibrahim bin Abdullah Al-Omeiqan	2,988,480 shares	5,976,960 shares	-	Directly
Fahd bin Hamad Al-Dailej	-	-	-	-
Faisal bin Abdullah Al-Omikan	1,176,380 shares	2,352,760 shares	-	Directly
Rakan bin Hedhal Al-Faizi	5,000 shares	10,000 shares	-	Directly

Directors (Current Session)				
Full Name	Number of shares before the capital increase	Number of shares after the capital increase	Debt Instruments	Type of Ownership
Rakan bin Hedhal Al-Faizi	5,000 shares	10,000 سهم	-	Directly
Ibrahim bin Abdullah Al-Omeiqan	2,988,480 shares	5,976,960 shares	-	Directly
Fahd bin Hamad Al-Dailej	-	-	-	-
Faisal bin Abdullah Al-Omikan	1,176,380 shares	2,352,760 shares	-	Directly
Abdulmalik bin Abdullah Al Othaim	-	-	-	-

Ownership of Directors' shares at the end of 2024

Directors (Previous Term)				
Full Name	Number of shares before the capital increase	Number of shares after the capital increase	Debt Instruments	Type of Ownership
Azzam bin Omar Almofadda	40,346 shares	-	-	Directly
Ibrahim bin Abdullah Al-Omeiqan	5,976,960 Shares	-	-	Directly
Fahd bin Hamad Al-Dailej	-	-	-	-
Faisal bin Abdullah Al-Omikan	2,352,760 shares	-	-	Directly
Rakan bin Hedhal Al-Faizi	110,000 shares	-	-	Directly

Directors (Current Session)				
Full Name	Number of shares before the capital increase	Number of shares after the capital increase	Debt Instruments	Type of Ownership
Rakan bin Hedhal Al-Faizi	110,000 shares	-	-	Directly
Ibrahim bin Abdullah Al-Omeiqan	5,976,960 shares	-	-	Directly
Fahd bin Hamad Al-Dailej	-	-	-	-
Faisal bin Abdullah Al-Omikan	2,352,760 shares	-	-	Directly
Abdulmalik bin Abdullah Al Othaim	25 shares	-	-	Directly

5.15 Board of Directors’ Procedures to Brief the Members

Council procedures for informing members and engaging with stakeholders

The Board of Directors of Nofoth Food Products Company is committed to enhancing effective communication with shareholders by providing many channels to receive shareholders’ feedback, notes, and suggestions regarding the Company and its performance. Such notes shall be regularly presented to the Board of Directors with the aim of promoting dialogue with shareholders and balancing the interests of the Company and shareholders.

Additionally, the Board of Directors adopts a transparent policy in keeping its members informed of all the latest updates and significant information pertains to the company, which ensures that BoD members are well-equipped to perform duties and exercise their supervisory and oversight responsibilities effectively.

Board of Directors meetings throughout 2024

Based on the Company’s AoA, the Board of Directors holds no less than (٤) meetings annually upon the call of the Chairman. The following table demonstrates the details of the Board of Directors’ meetings throughout ٢٠٢٤ for both the previous and current sessions, including the attendance percentage for each member:

5.16 Board of Directors’ Meetings

Firstly: Board of Directors’ Meetings (Previous Session)

Name		Meeting (1)	Meeting (2)	Meeting (3)	Meeting (4)	Attendance quorum
		Sunday 24-03-2024	Tuesday 07-05-2024	Monday 12-08-2024	Thursday 26-09-2024	
1	Azzam Omar Almofadda	✓	✓	✓	✓	%100
2	Fahad Hamad Al-Da'ilj	✓	✓	✓	✓	%100
3	Rakan Hethal Al-Faizi	✓	✓	✓	✓	%100
4	Ibrahim Abdullah Al Omigan	✓	✓	✓	✓	%100
5	Faisal Abdullah Al Omigan	✓	✓	✓	✓	%100

Secondly: Board of Directors Meetings (Current Session)

الاسم		Meeting (1)	Meeting (2)	Attendance quorum
		Thursday 21-11-2024	Thursday 26-12-2024	
1	Rakan Hethal Al-Faizi	✓	✓	%100
2	Ibrahim Abdullah Al Omigan	✓	✓	%100
3	Fahad Hamad Al-Da'ilj	✓	✓	%100
4	Faisal Abdullah Al Omigan	✓	✓	%100
5	Abdulmalik bin Abdullah Al Othaim	✓	✓	%100

5.17 Board of Directors' Declarations

The Board of Directors of Nofoth acknowledges the following for the fiscal year ending on December 31, 2024:

✓ The Company's accounting records were properly prepared in accordance with the accounting standards adopted in the Kingdom of Saudi Arabia.	✓ There are no critical conflicts of interest throughout the fiscal year, other than such conflicts disclosed herein.
✓ The internal control system was designed on a sound basis and were implemented effectively to ensure the integrity of operations and the quality of financial reporting.	✓ There are no significant transactions with relevant parties that have not been disclosed herein.
✓ There is no doubt that the Company is able to process its operations.	✓ No rights to the profits were waived by the shareholders, board members, executive management, or employees.
✓ All disclosed information, whether directly or indirectly, accurately reflects the significant facts and opinions, without intending to influence the share price.	✓ Throughout the year, the Company did not issue or grant transferrable debt instruments, securities, subscription warrants, or similar rights.
✓ The Company has not experienced any significant events affecting its financial position that require disclosure, other than what was announced.	✓ No recoverable debt instruments were recovered, purchased, or cancelled throughout the fiscal year.
✓ The consolidated financial statements of the Company was prepared in accordance with the standards of the Saudi Organization for Chartered and Professional Accountants (SOCPA).	✓ There are no sanctions, penalties, or precautionary restrictions imposed on the Company by the Capital Market Authority (CMA) or any other regulatory or supervisory entity, other than what was mentioned herein.
✓ No deviations from the approved accounting standards were recorded throughout the fiscal year.	✓ The Audit Committee did not issue any recommendations that conflict with the decisions of the Board of Directors, nor were any of the Committee's recommendations rejected.
✓ The auditors have no reservations with regard to the financial statements.	✓ The Company did not provide any loans or credit facilities to the members of the Board of Directors or the executive management.
✓ The Board of Directors did not recommend changing the auditor throughout the appointment period.	✓ The Company did not receive any feedback from the shareholders throughout the fiscal year 2024.
✓ The Company did not receive any request from the auditor to call for holding the general assembly.	✓ All transactions with the relevant parties were conducted with the approval of the shareholders' general assembly and in accordance with the approved regulatory frameworks.
✓ The Company did not receive any request from shareholders owning 10% or more of the capital to call for holding the general assembly.	✓ All transactions with related parties were conducted with the approval of the General Assembly of Shareholders and in accordance with the approved regulatory frameworks.
✓ There are no procedures or practices that may hinder the shareholders' voting rights.	✓ NOFOTH Food Products Company acknowledges that, as of the end of the fiscal year ending December 31, 2024, the Audit Committee has not issued any recommendations regarding the appointment or dismissal of the company's auditor, the determination of his fees, the evaluation of his performance, or the appointment of the internal auditor that would conflict with the decisions of the Board of Directors. The Board has not rejected any of the Committee's recommendations in this regard.

5.18 Executive Management Team



Ibrahim Abdullah Al Omigan



Position Chief Executive Officer



Academic Qualifications

- Master's in Financial Management from Heriot-Watt University, 2011.
- Bachelor's of Business Administration from King Saud University in Riyadh, 2007



Work Experience

- Western Region Manager at Shell Global
- Executive Manager at Ajwaa Tourism Agency
- Branch Management Director at Amikan Travel & Tours Group



Boards of Directors membership

- Board member at Neft Alsharq Co. for Technical Industries
- Board Member at First Travel Company
- Member of the Board of Directors at the Riyadh Investment Company



Thabet Mohammed Altwijry



Position Vice President



Academic Qualifications

- Graduated with a Bachelor's degree in Computer Engineering from Qassim University, 2016
- Graduated with an Advanced English Language Program Certificate from Eypat Colleges in Ireland in 2014



Work Experience

- Executive Vice President of Operations from September 2020 to July 2023
- Sales and Marketing Manager from January 2020 to September 2020
- Regional Manager at Nofoth Food Products Company from 2017 to 2020
- Airport Systems Engineer at King Khalid International Airport



Name
Mohamed Farouq

Position
CFO

Date of Joining
December 2020

Academic Qualifications

- Certified by the Association of Chartered Certified Accountants (ACCA) in the United Kingdom, 2014.
- Bachelor's degree in Accounting from Oxford Brookes University in England, 2012.



Name
Abdulaziz Nasser Al-Qefari

Position
Governance and Compliance Manager

Date of Joining
October 2023

Academic Qualifications

- Enrolled on the Private Law Master's program at Majmaah University
- Bachelor of Sharia from Qassim University with a Second-Class Honors.



Name
Yassar Debian

Position
Project Manager

Date of Joining
August 2021

Academic Qualifications

- Bachelor's of Civil Engineering from Qassim University
- Project Management Professional Certification (PMP).



Name
Abeer Abdallah Al Omigan

Position
Research and Development Department Manager

Date of Joining
May 2022

Academic Qualifications

- Bachelor's of Speech and Hearing Disorders Therapy from King Saud University
- Diploma in Culinary Arts from Le Cordon Bleu in London.
- Enrolled in the Master's of Business Administration program.



Name
Ahmed suliman Habib

Position
Marketing Department Manager

Date of Joining
May 2017

Academic Qualifications

- Bachelor of Accounting from Zagazig University 2014.



Name
Zaki Khlid Aldalq

Position
Franchise Manager

Date of Joining
November 2024

Academic Qualifications

- Bachelor of Quality Management from Al Yamamah University 2015



Name
Mu'adh Ibrahim Al-Khalil

Position
Director of Human Resources Management

Date of Joining
December 2020

Academic Qualifications

- Bachelor's degree in English Language and Translation from Qassim University, 2017
- Higher Diploma in Human Resource Management from Majmaah University, 2020.



Name
Mohammed Khatib

Position
Supply Chain and Logistics Manager

Date of Joining
September 2021

Academic Qualifications

- Bachelor of Science in Computer Science and Information Technology from Jawaharlal Nehru Technological University in India, 2007
- Certified as a Lead Auditor in Quality Management System ISO 9001ISO by the British Standards Institution in the United Kingdom, 2015.



Name
Salem Ahmed Al-Aroui

Position
Sales Management Director

Date of Joining
October 2020

Academic Qualifications

- Bachelor of Information Technology Management from the University of Science and Technology, Yemen, 2011.



الاسم :
Alaa El-Din Mohammed Al-Rifai

المنصب :
Production Management Director

تاريخ الالتحاق :
March 2024

المؤهلات العلمية :

- Diploma in Hotel Management from Al-Quds College (Jordan) 1998.



5.19 Committees derived from the Board of Directors

Three main committees emerge from the board of directors of Nofoth Food Products Company, which are:



5.20 The Audit Committee

Formation of the Committee:

The Audit Committee is constituted by a decision of the Board of Directors, from among the members of the Board or from outside it, taking into account the following:

- ✓ The Committee shall not include any of the executive members.
- ✓ The number of members shall be from three to five members, including at least one independent member.
- ✓ The chairman of the board shall not be a member of the committee.
- ✓ The Committee shall not include any member that worked in the executive or financial management of the Company, or worked with the Company's auditor throughout (2) years prior to their appointment.

The committee formation must include a member specialized in financial and accounting affairs. Members shall be selected based on their expertise and professional qualifications, with a commitment to the principles of integrity, loyalty, and the safeguarding of the interests of the Company and its shareholders.

Audit Committee Responsibilities:

Financial statements:

1. Examining of the preliminary and annual financial statements of the Company before presenting them to the Board of Directors, providing an opinion thereon, and making recommendations to ensure their integrity, fairness, and transparency.
2. Expressing a technical view and feedback, as requested by the Board of Directors, on whether the Board's report and the Company's financial statements are fair, balanced, and understandable, and include information that enables shareholders and investors to assess the Company's financial position, performance, business model, and strategy.
3. Examining any significant or uncommon issues in the financial statements.
4. Investigating any issues raised by the Company's CFO or its representative, the compliance officer, or the auditor.
5. Verifying the accounting estimates in significant aspects in the financial statements.
6. Examining the accounting policies adopted by the Company and express views, feedback and giving recommendations to the Board of Directors regarding such policies.

Internal Audit:

1. Examining and reviewing internal and financial control systems and risk management in the Company.
2. Examining internal audit reports and following up on the implementation of corrective actions for the observations noted therein.
3. Supervising and monitoring the performance and duties of the internal auditor and the internal audit department of the Company; in order to ensure the availability and effectiveness of the necessary resources to perform the assigned duties.
4. Recommending the Board of Directors to appoint a manager either for the Internal Audit Department or for the position of internal auditor, and to give recommendation for their remunerations.

Auditor:

1. After verifying their independence and reviewing the scope of their work and the terms of their engagement, and evaluating their performance; the audit recommends the Board of Directors to nominate auditors, their dismissal, setting their remunerations.
2. Ensuring the independence, objectivity, and fairness of auditors, as well as the effectiveness of the audit activities, taking into account the relevant rules and standards.
3. Reviewing the Company auditor's plan and activities, ensuring that the auditor is not engaging in technical or administrative tasks out of the scope of auditing, and expressing its views in this regard.
4. Responding to the inquiries of the Company's auditor.
5. Examining the auditor's report and his observations and feedback on the financial statements and follow up on the actions taken on the said financial statements.

Ensuring Compliance:

1. Reviewing the outcomes of the regulatory entities' reports and verifying that the Company has taken the necessary actions regarding the outcomes.
2. Verifying the Company's compliance with relevant regulations, laws, policies, and directives.
3. Reviewing contracts and transactions recommended to be conducted by the Company with the related parties, and submitting vies and feedback thereon to the Board of Directors.
4. Referring the issues that deemed critical to the Board of Directors, and giving recommendations on the actions that shall be taken.

5.21 Audit Committee Members

Members of the Audit Committee (Previous Session)



► **Name**
Abdulrahman bin Ibrahim Al-Hudlaq

► **Position**
Chairman of the Committee

► **Membership type**
Member from outside the BoD



► **Name**
Riyan bin Omar Almofadda

► **Position**
Member

► **Membership type**
Member from outside the BoD



► **Name**
Sultan bin Ahmed Al-Shbeili

► **Position**
Member

► **Membership type**
Member from outside the BoD

Members of the Audit Committee (Current Session)



► **Name**
Abdulrahman bin Ibrahim Al-Hudlaq

► **Position**
Chairman of the Committee

► **Membership type**
Member from outside the BoD



► **Name**
Riyan bin Omar Almofadda

► **Position**
Member

► **Membership type**
Member from outside the BoD



► **Name**
Sultan bin Ahmed Al-Shbeili

► **Position**
Member

► **Membership type**
Member from outside the BoD



► **Name**
Abdulmalik Abdullah Al Othaim

► **Position**
Member

► **Membership type**
Independent Member





CVs and Portfolios of the Audit Committee Members

Firstly: Members of the Audit Committee (Previous Session)

Abdulrahman bin Ibrahim Al-Hudlaq/ Chairman of the Committee

Academic Qualifications	- Master's of Business Administration - Arab East Colleges, Riyadh, 2015 - Bachelor's degree of Accounting - Imam Mohammad Ibn Saud Islamic University, 2011
Work Experience	- CEO of SADR Logistics Services (2020 – 2022) - CEO of Abdulrahman Al-Shaalan Sons Company (2017 – 2020) - Internal Auditor at the Education and Training Evaluation Commission (2015 – 2017) - Accountant at the Education and Training Evaluation Commission (2012 – 2015)
Board Membership (current)	- Chairman of the Board of Directors at Code Development Co. - Director at: DS RENT, Clean Life Co., Asas Makeen, Naseej

Riyan bin Omar Almofadda / Committee Member

Academic Qualifications	- Master's in Finance – Indiana University, USA, 2018 - Bachelor's in Accounting – King Saud University, 2013 - Fellowship of the Saudi Organization for Certified Public Accountants (SOCPA) - Fellowship in Economic Enterprises Evaluation
Work Experience	- Partner at Alpha Consulting Group (2020 – Present) - Audit Manager at Almofadda Accounting Firm (2018 – 2020) - Member of various advisory and professional committees
Board Membership (current)	Sahmein Investment Company

Sultan bin Ahmed Al-Shbeili / Committee Member

Academic Qualifications	- Bachelor of Accounting - King Saud University, 2013 - Fellowship of the Saudi Organization for Certified Public Accountants (SOCPA) - International Financial Reporting Standards Certificate (IFRS) from ACCA
Work Experience	- Founder and Manager at Sultan AlShubaily Certified Public Accountant Company (2021 – Present) - Partner at PKF (Al Bassam Chartered Accountants) (2017 – 2021) - Accounting Team Leader at THIQAHA Company (2016 – 2017) - Senior Auditor at Ernst & Young (2012 – 2016)
Board Membership (current)	-

Secondly: Members of the Audit Committee (Current Session)

Abdulrahman bin Ibrahim Al-Hudlaq/ Chairman of the Committee

Biographies	(Previously mentioned)
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Riyan bin Omar Almofadda / Committee Member

Biographies	(Previously mentioned)
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Sultan bin Ahmed Al-Shbeili / Committee Member

Biographies	(Previously mentioned)
-------------	------------------------

Abdulmalik bin Abdullah Al Othaim / Committee Member

Academic Qualifications	Bachelor's Degree in Finance - Suffolk University, Boston, 2020
Work Experience	- Co-founder and CEO at Hello IT Company (2023 – Present) - Vice President of Investments at Othaim Holding Company (2024 – Present) - Head of Investment at Orobah Company (2021 – Present)
Board Membership (current)	- Director at Othaim Holding, Orobah Investment Company - Member of the Investment Committee at Riva Investment

5.22 Audit Committee Meetings

The Audit Committee holds its meetings periodically or as needed, with the aim of discussing the financial statements, monitoring audit reports, reviewing internal control systems, and other topics relevant to the Committee's scope of work.

During the fiscal year 2024, the Committee held (5) meetings, and below is a detailed statement of attendance and participation:

Audit Committee Meetings Schedule - 2024

Name	Meeting (1)	Meeting (2)	Meeting (3)	Meeting (4)	Meeting (5)	Attendance quorum
	09/03/2024	30/04/2024	11/08/2024	17/11/2024	20/11/2024	
Abdulrahman bin Ibrahim Al-Hadlaq	✓	✓	✓	✓	✓	%100
Riyan bin Omar Almofadda	✓	✓	✓	✓	✓	%100
Sultan bin Ahmed Al-Shbeili	✓	✓	✓	✓	✓	%100

5.23 The Executive Committee:

The Executive Committee shall be formed by a decision of the Company's Board of Directors, provided that the number of its members shall not be less than (3) and not more than (5) members. The Committee's term shall commence from the date of its formation and shall expires with the expiration of the Board of Directors' term, Additionally, members may be reappointed for a similar term or terms. The chairman of the Committee shall be appointed from among its members, unless the Board of Directors decides otherwise. The Chairman of the Board of Directors shall not chair the Executive Committee.


Executive Committee Responsibilities :

The Executive Committee shall exercise the powers entrusted to it by the Board of Directors, and submit periodic reports on its activities and recommendations to the BoD, while maintaining direct communication channels with it. The Committee competencies include the following:

- ✓ Participating and overseeing the Company's implementation plan and examining the proposals submitted by the executive Department.
- ✓ Ensuring the integrity of the Company's strategy implementation and its effectiveness in achieving the desired objectives
- ✓ Reviewing periodic financial Department, sales, projects, expansion reports on a regular basis and reporting to the Board of Directors in case of any defaults in the Department's implementation of plans.
- ✓ Examining the strategic projects with financial impact.
- ✓ Conducting Feasibility Study of Alliances and Partnerships with Other Companies
- ✓ Conducting Feasibility Study for Establishing new companies or brands for the Company
- ✓ Providing Technical views and feedback, based on the request of the Board of Directors, on projects proposed by the CEO or by others.
- ✓ Submitting the necessary recommendations and proposals to the Board of Directors.

5.24 Formation of the Executive Committee

Executive Committee Members (Previous Session)



► **Name**

Faisal Abdullah Al Omigan


► **Position**

Chairman of the Committee

► **Membership type**

Non-executive

Executive Committee Members (Current Session)



► **Name**


Faisal Abdullah Al Omigan

► **Position**

Chairman of the Committee

► **Membership type**

Executive member



► **Name**


Ibrahim Abdullah AlOmeiqan

► **Position**

Member

► **Membership type**

Executive member



► **Name**


Ibrahim Abdullah AlOmeiqan

► **Position**

Member

► **Membership type**

Executive member



► **Name**


Haitham Mohammed Humeisan

► **Position**

Member

► **Membership type**

Non-executive member – External to the company



► **Name**

Mohammed bin Abdullah Al Suloom

► **Position**

Member

► **Membership type**

Non-executive member – External to the company

Biographies of the Executive Committee Members

Firstly: Members of the Executive Committee (Previous Session)

Faisal bin Abdullah Al Omigan / Chairman of the Executive Committee	
Academic Qualifications	Bachelor's degree in Computer Science from King Saud University, Saudi Arabia, 2013.
Work Experience	currently serving as the Executive Vice President at First Travel Co. (a closed joint-stock company operating in the tourism sector) since 2018. Previously served as a software engineer at Saudi Telecom Company from 2014 to 2021.
Board Membership (current)	Manager at Vaza Food Products Company - Manager at Al-Asas Al-Matin Company..

Secondly: Members of the Executive Committee (Current Session)

Faisal bin Abdullah Al Omigan / Chairman of the Executive Committee	
Biographies	(Previously mentioned)
Ibrahim bin Abdullah Al-Omeiqan/ A member of the executive committee	
Biographies	(Previously mentioned)

Ibrahim bin Abdullah Al-Omeiqan/ A member of the executive committee	
Academic Qualifications	Holder of a Master's degree in Financial Management from Heriot-Watt University in the year 2011. Graduated with a Bachelor's degree in Business Administration from King Saud University in Riyadh in 2007.
Work Experience	He has been serving as the CEO of Nofoth Food Products Company since 2017. Served as the Western Region Manager at SI Shell International (2013 – 2015). Executive Director at Ajwaa Travel and Tours Company (2012 – 2013) Branch Manager for Amikan Travel & Tours Group (2010 – 2012)
Board Membership (current)	Board member at Neft Alsharq co. for chemical industries. Board Member at First Travel Group.

Mohammed bin Abdullah Al Suloom/ A member of the executive committee	
Academic Qualifications	He holds a Bachelor's degree in Business Administration from the Technological University of the Shannon, Ireland, in 2016. He holds a Master's degree in Financial Management and Accounting from Anglia Ruskin University, UK, in 2019. He holds a Master's degree in Financial Management and Accounting from IE Business School, Spain, in 2022.
Work Experience	Manger of Development and Innovation at Plenty Food (since 2022)
Board Membership (current)	Board Member of Plenty Food Company.

Haitham Mohammed Humeisan/ A member of the executive committee	
Academic Qualifications	Holder of a Bachelor's degree in Industrial Engineering from King Saud University in Riyadh
Work Experience	Currently serving as the CEO of Zawahir Al-Yam Company since 2021. Served as the Planning and Quality Manager at Zawahir Al-Yam Company (2015 – 2021) Inventory Planner at Saudi Telecom Company (2014 - 2015) Production Planning Engineer at Zamil Industrial (2013 – 2014)
Board Membership (current)	No memberships have been declared.

5.25 Executive Committee Meetings:

The Executive Committee holds its meetings regularly or whenever necessary, to monitor the implementation of operational plans, discuss strategic projects, and review periodic reports. The committee ensures the efficient performance of its duties by reviewing the topics referred to it and submitting the necessary recommendations to the board of directors.

Below is a statement of the Executive Committee meetings held during the year, and the attendance rate of its members.

Record of the Executive Committee Members' Attendance for 2024									
Name		Meeting (1)	Meeting (2)	Meeting (3)	Meeting (4)	Meeting (5)	Meeting (6)	Meeting (7)	Attendance quorum
		27/01/2024	28/03/2024	14/05/2024	12/07/2024	04/09/2024	11/10/2024	05/11/2024	
1	Faisal bin Abdullah Amikan	✓	✓	✓	✓	✓	✓	✓	%100
2	Ibrahim bin Abdullah Al-Omeiqan	✓	✓	✓	✓	✓	✓	✓	%100
3	Haitham Moahmed Humeisan	✓	✓	✓	✓	✓	✓	✓	%100



5.26 Remuneration and Nominations Committee:








The Remuneration and Nominations Committee is formed by a decision of the Board of Directors, provided that the number of its members shall not be less than three and not more than five members. The term of the committee begins from the date of its formation and ends with the end of the council's session, with the possibility of re-nominating members for similar terms. The members of the committee select a chairperson from among themselves, unless the board of directors decides otherwise. It is not permissible for the chairperson of the board of directors to also be the chairperson of this committee.

Responsibilities of the Remuneration and Nominations Committee:

The committee exercises all the powers granted to it in accordance with the approved regulations and rules, and submits its reports and recommendations to the Board of Directors, ensuring that there are effective communication channels with the Board. The committee's responsibilities include the following:

- | | |
|--|---|
| ✓ Preparing a clear policy for the remunerations of the board members, subsidiary committees, and executive management, and submitting it to the board for consideration in preparation for its adoption by the General Assembly, ensuring that the policy is linked to performance standards and disclosed, and verifying its implementation. | ✓ Annual review of the company's needs for skills and expertise within the Board of Directors and the Executive Management. |
| ✓ Clarifying the relationship between the granted remunerations and the applied remuneration policy, along with stating any significant deviations from it. | ✓ Evaluating the structure of the Board of Directors and the executive management, and provide appropriate recommendations regarding any changes. |
| ✓ Regularly review the remuneration policy and assess its effectiveness in achieving its objectives. | ✓ Annual verification of the independence of independent board members and the absence of any potential conflicts of interest. |
| ✓ Recommendation to the Board of Directors regarding the remuneration for the board members, their subcommittees, and senior executives, in accordance with the approved policies. | ✓ Setting job descriptions for executive members, non-executive members, independent members, and senior executives. |
| ✓ Suggesting clear policies and standards for nominating members to the Board of Directors and the executive management. | ✓ Setting a clear mechanism for dealing with vacancies in the positions of the Board of Directors or in the senior executive positions. |
| ✓ Recommendation for the nomination or re-nomination of board members, ensuring that the nominee has not been convicted of a crime involving moral turpitude or dishonesty. | ✓ Identifying the strengths and weaknesses in the council's performance and suggesting suitable solutions to address them in a manner that serves the company's interest. |
| ✓ Preparing a detailed description of the skills and qualifications required for board membership and executive positions. | |
| ✓ Defining the expected time allocation by the board member to fulfill his duties. | |

5.27 Members of the Remuneration and Nominations Committee

Members of the Remuneration and Nominations Committee (Previous session)	Remuneration and Nomination Committee Members (Current Session)
<div><div><p>► Name</p><p>Rakan bin Hedhal Al-Fayzi</p><p>► Membership type</p><p>Independent</p><p>► Position</p><p>Chairperson of the Remuneration and Nominations Committee</p></div></div>	<div><div><p>► Name</p><p>Fahd bin Hamad Al-Dailej</p><p>► Membership type</p><p>Independent</p><p>► Position</p><p>Chairperson of the Remuneration and Nominations Committee</p></div></div>
<div><div><p>► Name</p><p>Abdullah Bin Saleh Al Fadhil *</p><p>► Membership type</p><p>Non-executive/ From outside the company</p><p>► Position</p><p>Remuneration and Nominations Committee Member</p></div></div>	<div><div><p>► Name</p><p>Abdullah Bin Saleh Al Fadhil *</p><p>► Membership type</p><p>Non-executive/ From outside the company</p><p>► Position</p><p>Remuneration and Nominations Committee Member</p></div></div>
<div><div><p>► Name</p><p>Ziyad bin Sultan bin Daham</p><p>► Membership type</p><p>Non-executive/ From outside the company</p><p>► Position</p><p>Remuneration and Nominations Committee Member</p></div></div>	<div><div><p>► Name</p><p>Ziyad bin Sultan bin Daham</p><p>► Membership type</p><p>Non-executive/ From outside the company</p><p>► Position</p><p>Remuneration and Nominations Committee Member</p></div></div>
<div><div><p>► Name</p><p>Thabit Bin Mohamed Al Twaigry *</p><p>► Membership type</p><p>Executive</p><p>► المنصب</p><p>Remuneration and Nominations Committee Member</p></div></div>	

* Mr. Thabet Mohamed Al-Twijry resigned on September 3, 2024, and Mr. Abdullah bin Saleh Al-Fadil was appointed as Remuneration and Nominations Committee Member in his place.

Biographies of the Members of the Remuneration and Nomination Committee:

Members of the Remuneration and Nomination Committee (Previous Session)		Remuneration and Nomination Committee Members (Current Session)	
Rakan bin Hathal Al-Faizi/ Chairman of the Committee		Fahd bin Hamad Al-Dailej/ Chairman of the Committee	
Academic Qualifications	Master of Business Administration - King Saud University (2017) Bachelor of Industrial Engineering - King Saud University (2012)	Academic Qualifications	Bachelor of Doctrine and Sects - Umm Al-Qura (1993) Master of Islamic Studies - Umm Al-Qura (2003) PhD in Islamic Culture - Islamic University (2014)
Work Experience	Founder and CEO - One Media Group Project Manager - Social Development Bank Business Developer - Elm Company	Work Experience	CEO - Al Subaie Endowment Foundation General Manager - Atiyab and Dar Al-Bushra Educational CEO - Saad and Abdulaziz Al Mousa Endowment
Board Membership (current)	Board Member - One Investments Company Digital Direction, Basma Media, Qolano, Cypher	Board Membership (current)	Chairman of the Board of Directors - Qyem Education Company Board Member - Resource Qualification, Leadership Development
Abdullah Bin Saleh Al Fadhil/ Member		عبدالله بن صالح الفاضل / عضو اللجنة	
Academic Qualifications	Master of International Human Resources - Middlesex London (2015) Bachelor of Human Resources - Bedfordshire (2013)	Biographies	(Previously mentioned)
Ziad Bin Sultan Daham/ Member		زياد بن سلطان دهام / عضو اللجنة	
Academic Qualifications	PhD in Business Administration - Cumberland University (2023) Master's in Strategic Quality - Portsmouth (2012) Bachelor's in English Language and Translation - King Saud University (2007)	Biographies	(Previously mentioned)
Work Experience	Executive Manager of Quality Assurance Control - SME Bank Strategic Manager - Transformation Program at the Ministry of Interior Quality Manager - Security Forces Hospital		
Board Membership (current)	National Health Priorities Committee Appeals Committee - Central Council for Accreditation of Healthcare Facilities		
Thabet bin Mohammed Al-Twijry/ Resigned Member		Remuneration and Nominations Committee Meetings	
Academic Qualifications	Bachelor of Computer Engineering - Qassim University (2016) English Language Certificate - Ireland (2014)	The Remuneration and Nominations Committee holds its meetings regularly, at least once annually, or as needed to effectively monitor its business. Below is the attendance book for the meetings: Schedule of the Remuneration and Nominations Committee Meetings:	
Work Experience	Executive Vice President of Operations - Nofoth Company Sales and Marketing Manager Regional Manager - Nofoth Hardware Engineer - King Khalid Airport		
Board Membership (current)	-		
		The Previous Committee	

5.28 Governance and Compliance:

Governance aims to establish a comprehensive framework of rules and principles based on policies and controls to achieve the specified objectives efficiently and effectively. The company aims to enhance professional performance, ongoing oversight, and the organization of relationships among stakeholders through the application of governance principles. It also ensures compliance with the highest standards of governance and leading international practices, as well as full adherence to the regulations, rules, and decisions issued by the regulatory authorities in the Kingdom of Saudi Arabia. It relies on fundamental principles including justice, transparency, and equality, with the aim of curbing improper practices, protecting shareholders' rights, and sustaining business operations.

Remuneration Policies:

The Remuneration policy for the Board of Directors, its committees, and the executive management has been established to define clear and fair standards, in accordance with the requirements of the Companies Law and the Capital Market Law and their implementing regulations. The policy includes the following:

General Standards for Remunerations

The Nomination and Remuneration Committee, if established, is responsible for recommending to the Board the remuneration of Board members, its subcommittees, and the company's senior executives based on the following criteria:

- ✓ Its integration with the company's strategy and objectives.
- ✓ Linking the variable part of the remunerations to long-term performance.
- ✓ Calculating remunerations based on job level, tasks, qualifications, experience, and skills.
- ✓ Its alignment with the company's risk level.
- ✓ Considering market practices while avoiding exaggeration.
- ✓ Targeting the attraction and retention of competencies.
- ✓ Remuneration may be recovered if it is proven to have been granted based on inaccurate information.
- ✓ Organizing the granting of shares, whether they are a new issue or from the shares owned by the company.

Remuneration of Board Members and Sub-Committees:

- ✓ The board members' remuneration at Nofoth Food Products Company consists of a specific amount, sessions attendance allowances, in-kind benefits, or a certain percentage of the net profits. Two or more of these benefits may be combined.
- ✓ The remuneration of the members of Sub-Committees of the Board of Directors at Nofoth Food Products Company consists of a specific amount, sessions attendance allowances, or in-kind benefits. Two or more of these benefits may be combined.
- ✓ The board of directors proposes the remuneration of Board members and committee members, based on the recommendations of the Nominations and Remuneration Committee, if any, in accordance with the related laws, regulations, and instructions, and any conditions approved by the General Assembly; however, none of the proposed remuneration and compensations for the chairman and board members shall be approved except after the General Assembly's approval.
- ✓ When forming the sub-committees of the board of directors, it is necessary to consider the number of committees a board member can serve, ensuring that the total remuneration received for membership in the board and committees does not exceed the maximum limit stipulated in the Companies Law.

Executive Management Remuneration :

- ✓ The annual remuneration for the company's CEO is determined based on the achievement of annual and strategic objectives
- ✓ The annual remuneration for the executive management in the company is calculated based on their achievement of the annual and strategic objectives.
- ✓ The salaries and benefits allocated for the executive management are determined based on the approved policy in the company, to include :-
Basic Salary | Allowances. | Benefits | Commissions |. What is approved by the Board of Directors

The Relationship Between Granted Remunerations and the Remuneration Policy:

Remunerations were granted to the Board members, the Audit Committee members, the Nomination and Remuneration Committee members, and the Executive Committee, in addition to the remunerations awarded to the executive management, in accordance with the remuneration policy approved by the company.
The company confirms that there were no significant deviations from the approved policy during the reporting period.

5.29 Remunerations

Board Members' Remuneration

A total of SAR 990,000 will be disbursed as a remuneration , of which (859,180) Saudi Riyals are for the members of the former Board of Directors, for the fiscal year ending on December 31, 2024, according to the table below:

Former Board of Directors Members									
The fixed reward					The variant rewards				
The Statement	Capacity	A specific amount	An allowance of sessions attendance	Total	Periodic remuneration	Short-term incentive plans	Long -term incentive plans	The granted shares	Total amount
The Independent Members									
Dr. Fahd Hamad Al-Dailej	Vice Chairman of the Board of Directors	133,197	12,000	145,197	0	0	0	0	0
Engineer / Rakan bin Hathal Al-Faizi	Board Member	133,197	12,000	145,197	0	0	0	0	0
Non-executive members									
Azzam Omar Al-Mufdi	Chairman of the Board of Directors	266,393	12,000	278,393	0	0	0	0	0
Faisal bin Abdullah Al Omigan	Board Member	133,197	12,000	145,197	0	0	0	0	0
The Executive Members									
Ibrahim bin Abdullah Al Omigan	The Managing Director and Chief Executive Officer	133,197	12,000	145,197	0	0	0	0	0
Total		801,371	60,000	859,180	0	0	0	0	0



The current board members									
The fixed reward					The variant rewards				
The Statement	Capacity	A specific amount	An allowance of sessions attendance	Total	Periodic remuneration	Short-term incentive plans	Long -term incentive plans	The granted shares	Total amount
The Independent Members									
Rakan bin Hathal Al-Faizi	Chairman of the Board of Directors	33,607	6,000	39,607	0	0	0	0	0
Dr. Fahd Hamad Al-Dailej	Board Member	16,803	6,000	22,803	0	0	0	0	0
Abdulmalik Abdullah Al Othaim	Board Member	16,803	6,000	22,803	0	0	0	0	0
The Executive Members									
Ibrahim Abdullah Al Omigan	Vice Chairman and Chief Executive Officer	16,803	6,000	22,803	0	0	0	0	0
Faisal Abdullah Al Omigan	Board Member	16,803	6,000	22,803	0	0	0	0	0
Total		100,820	30,000	130,820	0	0	0	0	0



Rewards of the Committees’ Members

An amount of SAR 164.481 shall be paid as a reward of the auditing committee’s members. An amount of SAR 172.000 has paid as a reward of the executive committee’s members. An amount of SAR 26.000 has paid as a reward of the Committees’ Members of rewards and nominations for the financial year ended in 31 December 2024 A.D.

Members of the auditing committee (The previous)

Member’s name	Capacity	The fixed reward	An allowance of sessions attendance	Total
Abdul Rahman Ibrahim Al Hadlaq	Head of the auditing committee	44,399	10,000	54,399
Riyan bin Omar Al-Mufdi	A member of the auditing committee	35,519	10,000	45,519
Sultan bin Ahmed Al-Shbeili	A member of the auditing committee	35,519	10,000	45,519
Total		115,437	30,000	145,437

Members of the auditing committee (The current)

Member’s name	Capacity	The fixed reward	An allowance of sessions attendance	Total
Abdul Rahman Ibrahim Al Hadlaq	Head of the auditing committee	5,601	-	5,601
Riyan Omar Almofadda	A member of the auditing committee	4,481	-	5,601
Sultan bin Ahmed Al-Shbeili	A member of the auditing committee	4,481	-	5,601
Abdulmalik Abdullah Al Othaim	A member of the auditing committee	4,481	-	5,601
Total		19,044	-	19,095

Members of the executive committee (The previous)

Member's name	Capacity	The fixed reward	An allowance of sessions attendance	Total
Faisal Bin Abdullah Al Omayqan	Chairman of the Executive Committee	44,399	14000	58,399
Ibrahim bin Abdullah Al-Omeiqan	A member of the executive committee	35,519	14000	49,519
Haitham Muhammed	A member of the executive committee	35,519	14000	49,519
	Total	115,437	36,000	157,437

Members of the executive committee (The current)

Member's name	Capacity	The fixed reward	An allowance of sessions attendance	Total
Faisal Bin Abdullah Al Omayqan	Chairman of the Executive Committee	5,601	-	5,601
Ibrahim bin Abdullah Al-Omeiqan	A member of the executive committee	4,481	-	4,481
Mohammed bin Abdullah Al Suloom	A member of the executive committee	4,481	-	4,481
	Total	14,563	-	14,563



Members of the rewards and nominations committee (the previous):

Member's name	Capacity	The fixed reward	An allowance of sessions attendance	Total
Rakan Bin Huthal Al Fayzi	Head of the rewards and nominations committee	5,410	1,500	6,910
Thabit Bin Mohamed Al Twaigry *	A member of the rewards and nominations committee	3,251	0	3,251
Abdullah Bin Saleh Al Fadhil *	A member of the rewards and nominations committee	2,158	1,500	3,658
Ziad Bin Sultan Daham	A member of the rewards and nominations committee	5,410	1,500	6,910
Total		16,229	4,500	20,729

* Mr. Thabit Mohamed Al Towaigry resigned on 03.09.2024 and Mr. Abdullah Bin Saleh Al Fadhil was appointed as a member of the rewards and nominations committee

Members of the rewards and nominations committee (the current):

Member's name	Capacity	The fixed reward	An allowance of sessions attendance	Total
Fahd bin Hamad Al-Dailej	Head of the rewards and nominations committee	1,120	1,500	2,620
Abdullah Bin Saleh Al Fadhil	A member of the rewards and nominations committee	1,120	1,500	2,620
Ziad Bin Sultan Daham	A member of the rewards and nominations committee	1,120	1,500	2,620
Total		3,361	4,500	7,861



Rewards of senior executives

Rewards were paid for five senior executives during the financial year ended in 31 December 2024 AD, from them is the CEO and financial manager according to the following:

The fixed reward					The variant rewards								
Names	Salaries	Allowances	Real advantages	Total	Rewards	Profits	Short-term incentive plans	Long -term incentive plans	The granted shares	Total	End of service pay	Total rewards of the board for the executives	Total amount
Salem Ahmed Saleh Al-Aroui	281,988		-	380,680	69,289	-	-	-	-	69,289	-	-	449,969
Muhammad Abdul Kalim Khatib	286,336	100,222	-	386,558	78,295	-	-	-	-	78,295	-	-	464,853
Mohamed Farouk	444,444	155,556	-	600,000	203,074	-	-	-	-	203,074	-	-	803,704
Thabet Mohammed Al-Tuwaijri	1,008,000	490,158	-	1,498,158	1,687,842	-	-	-	-	1,687,842	-	-	3,186,000
Ibrahim Abdullah Al-Amiqan	2,220,000	1,019,280	-	3,239,280	6,658,025*	-	-	-	-	6,658,025	-	-	9,897,305

* The CEO's rewards was calculated per the January 1, 2022, contract, linking it to performance and results. Given the company's positive growth and efficiency gains, the annual bonus increased accordingly. The contract was renewed on January 1, 2025, with updated terms and performance indicators aligned with the company's evolving strategy.



5.30 A statement of the transactions of the related parties.

Nofoth Food Products Co. shall keep its transactions with the related parties based on absolute competitive and commercial, achieving interests and rights of all shareholders without discrimination. The Company shall, in all its contracts concluded with the related parties, comply with the principle of transparency and the full disclosure as provided by the related laws and regulations.

Below is a statement with the most prominent transactions and contracts concluded with related parties during the fiscal year ended in 31 December 2024 AD.

The parties have the indirect interest.	The relation	The value (SAR)	the related party	Process type
Faisal Bin Abdullah Al Omayqan and Ibrahim Bin Abdullah Al Omayqan	related to one of the senior shareholders (Abdullah Bin Ibrahim Al Omayqan)	1,263,708	Abdullah Al Omayqan Real Estate Company (L.L.C)	Rent contract of offices and fairs.
Faisal Bin Abdullah Al Omayqan and Ibrahim Bin Abdullah Al Omayqan	Related to the shareholder/ Naif Bin Abdullah Bin Nasser Al Omayqan	597,099	Musakhin Foundation for providing the meals	Processes of products selling
Faisal Bin Abdullah Al Omayqan and Ibrahim Bin Abdullah Al Omayqan	related to one of the senior shareholders (Abdullah Bin Ibrahim Al Omayqan)	367,291	Al Omayqan Travel & Tourism Foundation	Services of booking tickets

In addition: the Company represents that there are no contracts or arrangement existing and valid until date of approving this report, and the chairman, one of its members, .CEO or the financial manager shall have a direct or indirect substantial interest in in contrary to so disclosed above

5.31 The competitive works

The extraordinary general assembly that was held on 24.06.2024 agreed on licensing participation of some of the directors in works that are competitive to the :Company’s activities. Below is a statement of the information related to those works

Name of the director	The company where it practices a competitive activity	The Company’s activity	Role of the director at the Company
Faisal Bin Abdullah Al Omayqan	Faza Food Co.	The food products	The Company’s manager



5.32 Corporate Governance Regulations (Applied and Non-Applied Provisions)

As guidance by a regulation of the companies governance issued by the board of the Capital Market Authority, the board of Nofoz Food Products Co. shall work on compliance with the best practices of governance and following- up the rules and criteria which ensure the rights and obligations and promote the transparency and creditability, contributing in achieving the Company’s goals and promoting a confidence of the stakeholders.

The Company has applied all provisions binding as provided in regulation of the companies governance. It has excluded some guiding provisions only as stated in the following table:

Sr.	Article Number	Paragraph Number	Article Title	Reasons for Non-Compliance
1	37	-	Training	Guiding
2	39	-	Evaluation	Guiding
3	51	C	Audit Committee Chairman's Independence	Guiding
4	67	-	Risk Management Committee Formation	Guiding
5	68	-	Risk Committee Responsibilities	Guiding
6	69	-	Risk Management Committee Meetings	Guiding
7	80	-	Stakeholder Relationship Management	Guiding
8	82	1, 3	Employee Incentives	Guiding
9	84	-	Social Responsibility	Guiding
10	85	-	Social Work Initiatives	Guiding
11	92	-	Governance Committee	Guiding

5.33 Penalties and sanctions

Nofoz for the food products shall be keen to comply in full with the laws and regulations issued by the official authorities in the KSA. Despite, a number of the penalties during the financial year 2024 AD. was registered as stated in the table below:

The penalty source	The penalty value
The municipality penalties	351,800
Penalties of the passports	21,750
Penalties of the withdrawal tax	7,000
Traffic penalties	15.46
Penalties of the labor office	51,890
Penalties of the transport authority	200
Penalties of the ministry of commerce	6,000
Total	438,655

5.34 The internal auditing

the internal auditing shall be deemed one of the most important regulatory tools which contribute in promoting the effectiveness of the Company's works and identify points of strengths and weaknesses in the different departments, reflecting positively on enhancing the overall performance and guiding the Company towards achieving its strategic goals. The auditing committee shall - representing in the unit of the internal auditing- have a substantial role in evaluating, measurement of the risks and promoting the wise governance inside the Company.

Results of the annual auditing of the effectiveness of the procedures of the internal control and opinion of the auditing committee.

The auditing committee shall keep following the system of the internal control continuously to achieve its efficiency and effectiveness in supporting sustainability of the company's works and achieving its goals. For this purpose, an integrated control system has been developed based on policies and procedures aimed to:

- ✓ Ensuring compliance with the regulations and laws
- ✓ Mitigating from the irregularities and the organizational default.
- ✓ Promoting the controlling environment inside the Company
- ✓ Enhancing the operational and administrative processes

The auditing committee has approved an internal auditing plan based on the risks. During the fiscal year 2024 AD, it focused on the high-risk issues through:

- ✓ Evaluating extent of the control procedures efficiency
- ✓ Follow-up the reports issued by the internal and external auditing.
- ✓ Verification of treatment of the contained notes and recommendations
- ✓ Assure from implementing the required enhancement periodically.

The committee's opinion:

Based on results of the evaluation and continuous follow-up, the auditing committee sees that the law of the internal control works efficiently and effectively currently.
in addition, the Committee shall emphasize on the Company shall continue to do the efforts for developing the control environment through enhancement of the policies and procedures periodically, promoting the shareholders' and relevant parties' confidence in the company's performance and transparency.

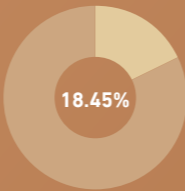
06

FINANCIAL PERFORMANCE

6.1 Financial Performance Overview

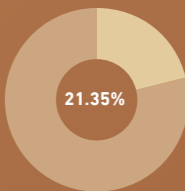
Revenue

The revenue for 2024 amounted to 365,059,686 SAR, compared to 308,189,985 SAR in 2023, reflecting an 18.45% increase.



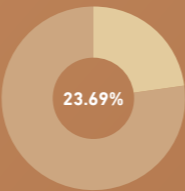
Earnings Per Share (EPS)

The earnings per share for 2024 amounted to 1.08 SAR, compared to 0.89 SAR in 2023, reflecting a 21.35% increase.



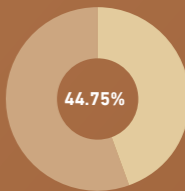
Gross Profit

The total profit for 2024 amounted to 226,308,479 SAR, compared to 182,971,239 SAR in 2023, reflecting a 23.69% increase.



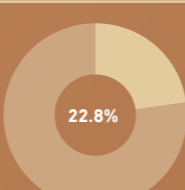
Total Assets

The total assets for 2024 amounted to 235,756,759 SAR, compared to 162,867,287 SAR in 2023, reflecting a 44.75% increase.



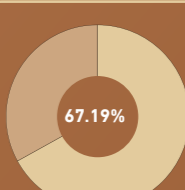
Earnings Before Depreciation, Amortization, Interest, Zakat, and Taxes

The total profit before depreciation, amortization, interest, Zakat, and taxes for 2024 amounted to 82,399,200 SAR, compared to 67,097,334 SAR in 2023, reflecting a 22.81% increase.



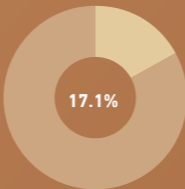
Total Liabilities

The total liabilities in 2024 amounted to 94,437,330 compared to 56,484,055 SAR in 2023, an increase of 67.19%.



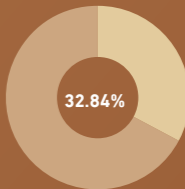
Operating Profit

The total operating profit for 2024 amounted to 50,012,746 SAR, compared to 42,689,134 SAR in 2023, reflecting a 17.16% increase.



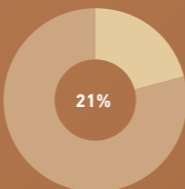
Shareholders' Equity

Shareholders' equity in 2024 amounted to 141,319,429 compared to 106,383,232 Saudi Riyals in 2023, an increase of 32.84%.



Net Profit

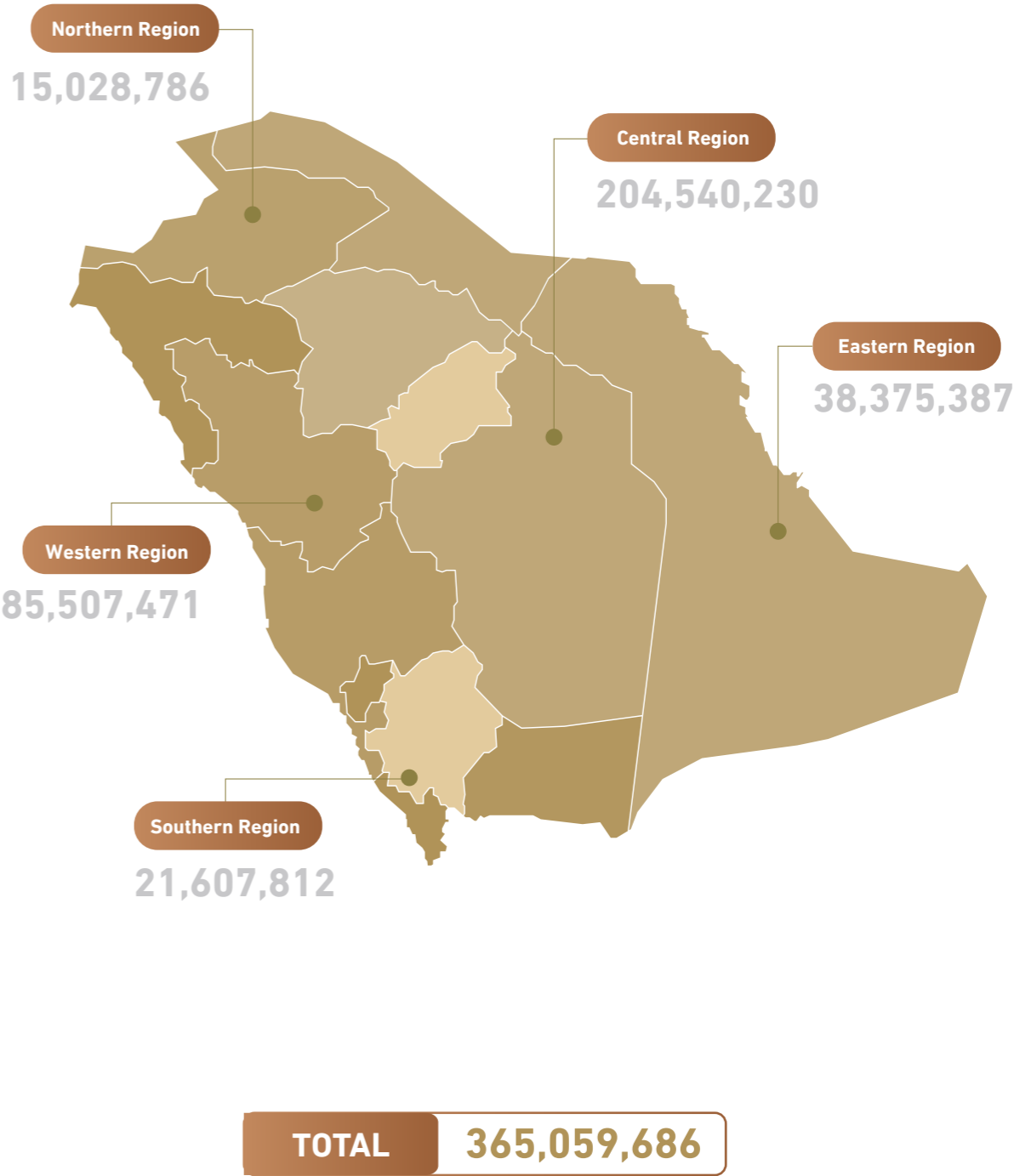
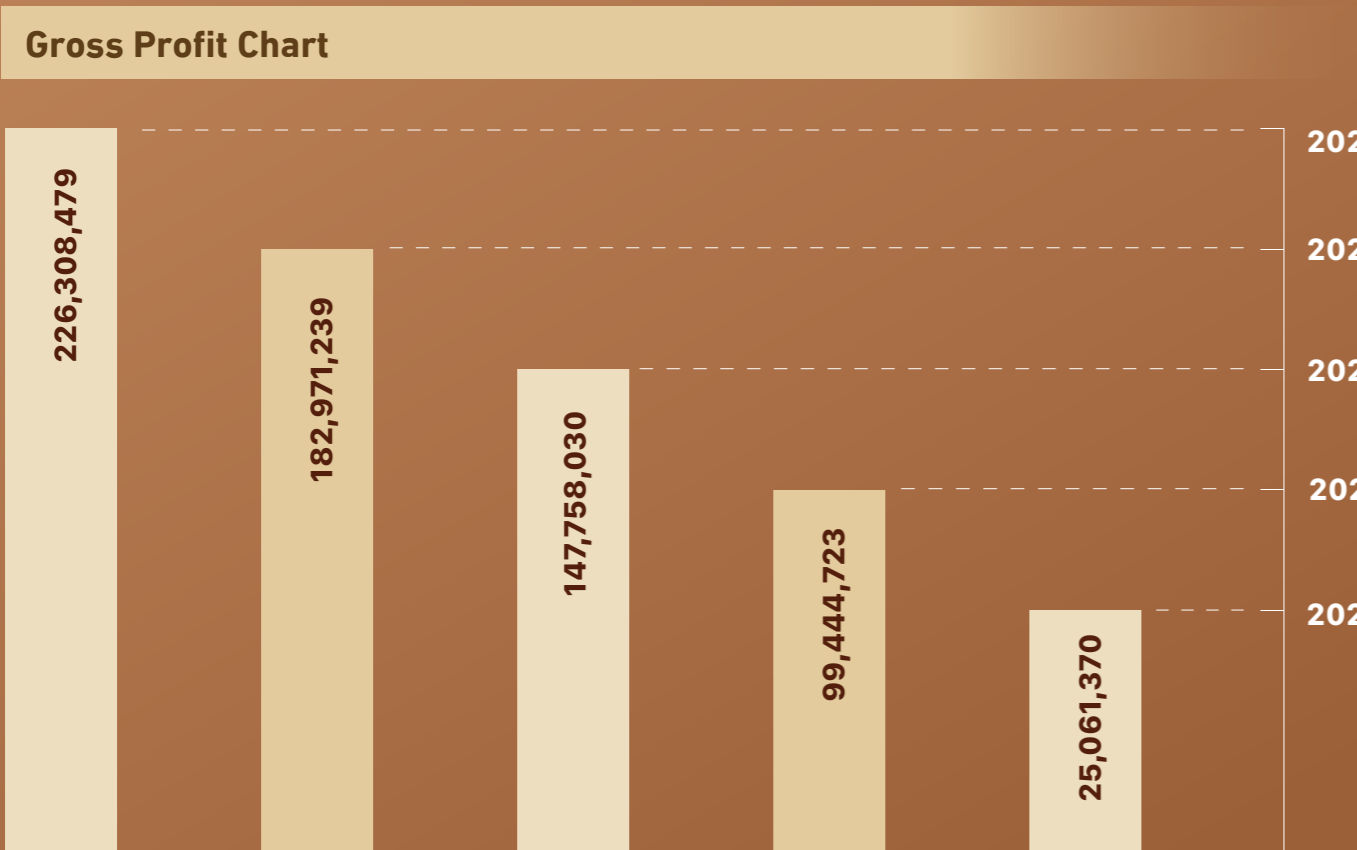
The net profit for 2024 amounted to 51,636,185 SAR, compared to 42,670,755 SAR in 2023, reflecting a 21.01% increase.



6.2 Company's Financial Performance

6.3 Geographical Analysis

Statement	2020	2021	2022	2023	2024
Sales Revenue	52,037,280	196,618,933	270,199,270	308,189,985	365,059,686
Cost of Sales	26,975,910	97,174,210	122,441,240	125,218,746	138,751,207
Gross Profit	25,061,370	99,444,723	147,758,030	182,971,239	226,308,479
General, Administrative, and Marketing Expenses	21,402,921	73,799,529	114,914,571	140,242,946	176,219,014
Net Other Income	2,168,636	3,451,152	570,102	2,923,568	5,024,938
Zakat	213,268	737,609	887,923	1,772,847	1,403,675
Net Profit / Loss	5,208,769	26,847,954	31,486,711	42,670,755	51,636,185



6.4 Company’s Assets and Liabilities

Assets	2020	2021	2022	2023	2024
Total Non-Current Assets	29,199,174	50,303,777	70,213,317	70,303,558	123,794,226
Total Current Assets	14,827,855	28,849,642	53,184,363	92,563,729	111,962,533
Total Assets	44,027,029	79,153,419	123,397,680	162,867,287	235,756,759
Liabilities	2020	2021	2022	2023	2024
Total Current Liabilities	16,713,173	21,454,372	30,598,915	36,690,995	59,108,263
Total Non-Current Liabilities	13,828,077	19,007,689	24,381,675	19,793,060	35,329,067
Total Liabilities	30,541,250	40,462,061	54,980,590	56,484,055	94,437,330
Shareholders' Equity	2020	2021	2022	2023	2024
Capital	100,000	24,000,000	24,000,000	24,000,000	48,000,000
Statutory Reserve	50,000	2,734,795	5,883,466	0	0
Retained Earnings	8,551,032	12,121,400	39,259,440	83,013,661	101,049,846
Total Shareholders' Equity	13,485,779	38,961,358	68,417,090	106,383,232	141,319,429
Total Liabilities and Shareholders' Equity	44,027,029	79,153,419	123,397,680	162,867,287	235,756,759

6.5 Statement of Investments or Reserves

The company's General Assembly has approved the purchase of a number of the company's shares, not exceeding 2,400,000 shares, to be allocated under the Employee Stock Program. The company has acquired 366,564 shares. It is worth noting that none of these shares have been granted to any of the company's employees to date.

Treasury shares owned by the company

Number of treasury shares	Saudi Riyals	Year of purchase	Purpose of holding the shares as treasury shares
366564	6,920,027	2024	Employee Incentive Program

6.6 Statement of Statutory Payments Registered on the Company

Nofoth Company is committed to paying the regular fees to government agencies in accordance with the regulations and systems in force in the Kingdom of Saudi Arabia, which are stated below:

Government fees, labor and visa office	3,081,985
Social insurance	1,943,312
Value added tax	21,791,434
Withholding tax	5,209.48
Zakat	1,403,675
Total	28,225,615.48

- Nofoth Food Products Company acknowledges that, as of the end of the fiscal year ending December 31, 2024, the Company has no outstanding loans, whether short-term or long-term, or whether repayable on demand or in any other form.
- The company also confirms that no loan payments were made during the fiscal year, as there were no financing obligations to any donors during the reporting period.

