

**SHIL**

شركة سهل للتمويل  
SHL FINANCE COMPANY

# ANNUAL REPORT – 2025 –



**CUSTODIAN OF THE TWO HOLY MOSQUES**

KING SALMAN BIN ABDULAZIZ AL SAUD

حفظه الله

**CROWN PRINCE, PRIME MINISTER**

MOHAMMED BIN SALMAN BIN ABDULAZIZ AL SAUD

حفظه الله



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### **Chairman's Speech**

Mr. Yousef Abdullah Al-Shalash

In conclusion, my fellow Board members and I express our utmost gratitude and appreciation to the leader of our blessed journey, the Custodian of the Two Holy Mosques and His Royal Highness the Crown Prince, may God support them, for the great achievements and developments our beloved country has achieved under their wise leadership in all fields. We also express our sincere gratitude to the Saudi Central Bank, which has remained supportive of the various financing sectors. We also extend our thanks to the Chairman and members of the Shariah Board for their valuable advice and guidance. We also extend our thanks and gratitude to our shareholders and customers. I also thank the company's executive management and all its employees, with great pride in our creative human resources, whose dedication and perseverance have contributed to achieving the company's goals.

### **Ladies and gentlemen, shareholders of the SHL Finance Company**

On behalf of myself and my colleagues on the Board of Directors, I am pleased to meet with the shareholders of SHL Finance Company through this Annual Report for the fiscal year ending December 31, 2025. In this Report, we review our performance during the last year and highlight the most significant achievements of the company in 2025. These achievements would not have been possible without your continued support and trust in the Board of Directors and the company's executive management. Your support and ongoing communication are fundamental to the company's progress, its continued success, and its leading position. We Worked to develop our financing products while considering market needs and the returns achieved for shareholders, all company employees, and stakeholders. One of the biggest challenges the company faced during the fiscal year 2025 was the high rate of financing and borrowing costs, which negatively impacted the cost of financing and directly affected the company's profitability.

However, the interest rates began to gradually decline during 2025. The executive management and specialized Board Committees exerted significant efforts to mitigate the impact of financing costs through several internal procedures and policies. Among the most important of these was minimizing and controlling the operating and production costs, which had a positive impact by the end of 2025. In addition, the Board focused on developing plans and policies to support the company's future growth and development. This includes overseeing and monitoring the company's five-year strategic plan, starting in 2025. A contract was signed with Ernst & Young, a specialized consulting firm, to conduct market research and recommend new products aligned with the company's operations. Furthermore, the internal work environment was improved in terms of staffing, and all company operations and products were automated using the best modern technologies and systems to achieve high productivity, profitability, and reasonable returns for shareholders' investments.

On behalf of myself and the executive management team, I would like to express my gratitude to the Chairman and members of the Board of Directors, as well as all Chairmen and members of the Board's Committees, for their continues support of the executive management in achieving the company's strategic objectives and fulfilling the aspirations of shareholders and stakeholders. With God's grace and guidance, the company achieved balanced growth levels during the fiscal year 2025, marked by numerous accomplishments and positive developments, despite the significant challenges faced by the finance sector. The company implemented a series of measures to mitigate these impacts and overcome these challenges by developing new products and services, reducing costs, and enhancing operational efficiency to deliver greater value to its shareholders, clients, and employees.



### **CEO's Speech**

Mr. Bandar Saeed Al-Ghamdi

Perhaps one of the most significant developments achieved by the company this year was the commencement of its five-year strategic plan, beginning in 2025. This plan aims to capitalize on available opportunities in the finance market and develop new and diverse products that will further solidify the company's position as a leading player in this field. The company's strategic plan focuses primarily on developing and supporting its digital transformation. The year 2026 will witness significant progress - God willing - in developing the company's technological systems, while adhering to the highest standards of information security and protecting customer data and personal information in accordance with applicable regulations and instructions.

The executive management pays great attention to improving the internal work environment by attracting and retaining qualified national talent and creating an attractive work environment. It also activates the role of internal governance and oversight within the company and strengthens relevant departments with qualified personnel to enable them to perform their roles effectively. Customer service and satisfaction are also a priority for the executive management, through providing highly efficient services, responding to customer requests and inquiries from shareholders and stakeholders in record time, and responding to their complaints or comments in accordance with relevant policies and regulations.

## Company Overview

The SHL financing Company was established in alliance and partnership between the founders, the Arab National Bank, Dar Al-Arkan Real Estate Development Company, the International Finance Corporation, and some national companies and individual investors, where it was registered in the city of Riyadh in the Kingdom of Saudi Arabia under Commercial Registration No.: 1010241934 and the date of 12/22/1428 AH corresponding to 01/01/2008 AD. The company is also licensed by the Central Bank of Saudi Arabia to engage in real estate, SME, & Consumer financing activities, under license No. 14 / A.SH / 201403 dated 04/27/1435 AH corresponding to 2/27/2014 AD.

The company's capital is 1,000,000,000 Saudi Riyals, paid in full and divided into 100 million shares. The SHL Finance Company has become a public joint stock company, where 30% of shares were offered in the Saudi Stock Exchange in April 2022. The following are the main shareholders and their shares in the capital:

Contributors	Number of Shares	Ownership percentage
Arab national Bank	29,400,000	29.4%
Dar Al-Arkan Company	10,500,000	10.5%
Yousef bin Abdullah Al-Shalash	5,600,000	5.6%
Other Shareholders	54,500,000	54.5%
The total	100,000,000	100%

The main activity of the company is to carry out real estate financing , Consumer Financing, and financing the activities of Small & Medium Establishments for individuals and corporate, in accordance with the provisions of the Companies Law, the Finance Companies Control Law and its Executive Regulations and related regulations and the rules and instructions issued by the Saudi Central Bank - The company carries out its activities in accordance with Sharia principles and with the applicable regulations and after obtaining the necessary permits from the competent authorities, if any.

Since its establishment in 2007 (SHL) was considered a pioneer in the Islamic financing field that is geared toward meeting the financing needs of customers in the Saudi market in compliance with Sharia principles of the Sharia supervisory board that all products and services are Shariah-compliant. During this short period of time SHL has managed to achieve a great leap in its achievements and care for customer satisfaction, which is a constant goal that the company always strives to achieve. From the beginning the highest priority has always been to provide services professionally, with the highest quality and hard work to serve our country and in turn benefit to the society and individuals.

## Vision, Mission and Values

Since its establishment on January 1, 2008, SHL Finance (SHL) has become one of the leading companies in the field of Islamic financing directed to meet the basic housing needs of customers in the Saudi market and help them find solutions to finance dream homes while adhering to the provisions of Islamic Sharia, as the presence of a Sharia supervisory board guarantees Compliance of all products and services with the provisions and rules of Islamic Sharia. And during this period of its inception, the company was able to achieve a qualitative leap in the level of achievements and its interest in customer satisfaction as a supreme goal that it seeks to achieve, as the company was keen from the beginning to provide its services with professionalism and high quality by striving tirelessly to serve the country in a way that benefits the society and the individual.



### Our vision

Contribute to achieving the Kingdom's Vision 2030 in raising the percentage of ownership by financing citizens through financial solutions compatible with Islamic Sharia.



### Our mission

We seek to provide various financing solutions that meet the needs of all segments of customers to own their properties easily through the latest technology.



### Our values

Developing channels of communication with clients. Facilitate the customer journey with easy procedures. Developed environment and sustainable growth.

# **1. Board of Directors**

The company's Board of Directors works to maintain focus on achieving the strategic goals and objectives in accordance with the company's vision, mission and objectives. The Board of Directors consists of eleven members elected by the General Shareholders Assembly held on 17th November 2025, as it includes the most prominent talents who possess extensive experience and knowledge. They are responsible for setting the company's strategy, the basics of its work, and directing the administrative and financial performance.

#### A. Composition of the Board of Directors and classification of its members (Executive - NON-executive - Independent)

Name	Nationality	Membership Type (Chairman - Vice President - Member)	Membership Status (Executive - Non-Executive - Independent)
Mr. Yousef Abdullah Al-Shalash	Saudi	Chairman"	Non-executive
Mr. Obaid Abdullah Al-Rasheed	Saudi	Vice Chairman"	Non-executive
Mr. Khaled A. Al-Rashed	Saudi	Member	Non-executive*
Mr. Abdulelah Saleh Al-Shaikh	Saudi	Member	Independent
Dr. Ahmed Saleh Al-Dehailan	Saudi	Member	Non-executive
Mr. Ayham Muhammad Al-Yousef	Saudi"	Member	Non - executive
Mr. Ziad Naim El-Chaar	Lebanese	Member	Non-executive
Mr. Kamal Amin Khodr	Saudi"	Member	Non-executive
Mr. Walid A. Al-Murshed	Saudi"	Member	Independent*
Mr. Ibrahim Abdullah Al-Jaser	Saudi	Member	Independent
Mr. Mansour S. Bin Madi	Saudi	Member	Independent*
Mr. Faris Ibrahim Al-Rashid Al-Humaid	Saudi	Member	Independent**
Mr. Mohammed A. Al-Ghannam	Saudi	Member	Independent**

\* The new Board members: Mr. Khalid A. Alrashed, Mr. Waleed A. murshid, & Mr. Mansour S. Bin Madi, were elected by the General Assembly held on 27th Nov 2025 for the Board Term of (4) years starting as from 28th Nov 2025.

\*\* Mr. Faris Alhumaid & Mr. Mohammad Algannam were board member in the period board term up 27th Nov 2025.

## 2- BOARD MEMBERS

THEIR CURRENT AND PREVIOUS JOBS, QUALIFICATIONS AND EXPERIENCE, AND COMPANIES INSIDE OR OUTSIDE THE KINGDOM THAT THEY HOLD MEMBERSHIP IN ITS CURRENT AND PREVIOUS BOARDS OF DIRECTORS OR ONE OF ITS MANAGERS



- Yousef Abdullah Al-Shalash,
- Chairman of the Board (Non-Executive)

### Date of appointment to the Board (current term):

- 27th November 2025
- Appointed as the Chairman of the Board on 23rd December 2025

### Academic and Professional Qualifications:

- Bachelor's degree in Islamic law, Imam Muhammad bin Saud Islamic University, 1990 AD.
- Diploma in Systems Studies Program for the Bureau of Investigation and Public Prosecution from the Institute of Public Administration in 1992
- Chairman of the Board of Directors of the SHL Finance Company (non-executive) for the previous and current term that ends on November 27, 2029 AD. (Public Joint Stock Company - Saudi Arabia)
- Chairman of the Board of Directors of Dar Al-Arkan Real Estate Development Company (non-executive), member of the Executive Committee and member of the Nominations and Remuneration Committee, a public joint stock company, working in the field of real estate management and development, since its establishment in 2000 AD to date (a public joint stock company - Saudi Arabia).

### Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:

- Chairman of the Board of Directors of Al-Khair Bank, (non-executive) a Bahraini closed joint stock Company, since its establishment in 2004 AD until 30/01/2022 AD. (Closed Joint Stock Company - Kingdom of Bahrain).
- Chairman of the Board of Directors of Al-Khair Capital Saudi Arabia, (non-executive) a closed joint stock company, since its inception in 2009 AD to date (Closed Joint Stock Company - Kingdom of Saudi Arabia).
- Chairman of the Board of Directors of Dar Al-Arkan Real Estate Company, (non-executive) and a member of the Nominations and Remuneration Committee, a closed joint stock company from 9/9/2020 AD to date (a closed joint stock company - Saudi Arabia).
- Chairman of the Board of Directors, Quara Holding Company (non-executive), a limited liability company - Saudi Arabia
- Chairman of Thurawat Alosul real estate company, limited Liability company, KSA.
- Chairman of Alwarid Alowola real estate company, limited liability company, KSA.
- Chairman of Aman Trading Company, limited liability company, KSA.
- Chairman of the Board of Directors of Emaar Al-Bayader Development and Trade Company (Executive) Limited Liability Company - Kingdom of Saudi Arabia.
- Vice Chairman of Dar Global, listed company - UK Joint Stock.



- Obaid Abdullah Al-Rasheed,
- Vice Chairman (Non-Executive) / Member of the Nomination and Remuneration Committee

**Date of appointment to the Board (current term):**

- 27th November 2025

**Date of appointment as Vice-Chairman of the Board:**

- 23rd December 2025

**Date of appointment to the Nomination and Remuneration Committee (Current term):**

- 8th January 2026

**Academic and Professional Qualifications:**

- Bachelor of Business Administration from San Jose State University in the United States in 1983.

**Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**

- Vice Chairman of the Board of Directors of the SHL Finance Company for the current & previous Board term (non-executive) - (a public shareholding company - the Kingdom of Saudi Arabia).
- Member of the Nominations and Compensation Committee of the SHL Finance Company for the current and previous Board term (non-executive) (a public joint stock company - KSA).
- Member of the Board of Directors and the MD of the Arab National Bank, , from 2021 AD to date. (Non-executive) - (Public Joint Stock Company - Kingdom of Saudi Arabia).
- The CEO of the Arab National Bank from 2021 AD to date. (Executive) - (Public Joint Stock Company - Saudi Arabia).
- Vice Chairman of the Board of Directors of the Saudi Chemical Company, (non-executive) - a public joint stock company, working in the field of manufacturing civil and military explosives and related products from 2019 AD to date. (Public Joint Stock Company - Kingdom of Saudi Arabia).
- Vice Chairman and Chairman of the NRC, of the Board of Directors of Dr. Suliaman Al Habib Group for Medical Services (non-executive) - a public joint stock company, working in the field of establishing and managing hospitals, medical centers, dispensaries, laboratories, analysis, x-rays, dental clinics and pharmacies from 2015 AD to date. (Public Joint Stock Company - KSA).
- Member of the Executive Committee, Saudi British Council, from 2023 to date.
- Chairman of the Board of Directors of Al-Arabi Heavy Equipment Rental Company, a closed joint stock company, working in the field of heavy equipment rental, from 2010 until 2021. (Closed Joint Stock Company - Saudi Arabia).
- Deputy MD of the Arab National Bank, a public joint stock company, working in the field of banking, from 2010 AD until 2021 AD. (Public Joint Stock Company - Kingdom of Saudi Arabia).
- Member of Board of Directors, (non-executive) Malaz Insurance Company from 2010 to 2018, Joint Stock Company, working in Insurance field, Kingdom of Saudi Arabia.
- Member of the Board of Directors, Saudia Airlines, (non-executive), from 2014 to 2016, Joint Stock Company - Kingdom of Saudi Arabia.
- Vice Chairman of the Board of Directors of the Saudi Chemical Company, a public joint stock company, working in the field of manufacturing civil and military explosives and related products, from 2013 AD to date (Public Joint Stock Company - Kingdom of Saudi Arabia).
- Member of the Board of Directors, (non-executive), Tabouk Cement Company, as from 2005 to 2013, Joint Stock Company - Saudi Arabia.



- Abdulelah Saleh Al-Shaikh
- Member of the Board of Directors (Independent)

**Date of appointment to the Board (current term):**

- 27th November 2025

**Date of appointment as Risk Committee member (current term)**

- 27th November 2025
- 21st January 2026

**Academic and Professional Qualifications:**

- Bachelor of Administration Portland University - USA 1986
- MBA, Eastern New Mexico University - 1988

**Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**

- Member of the Board of Directors of the SHL Finance Company (Independent) for the current & previous term to date. Public Joint Stock Company Kingdom of Saudi Arabia.
- Member of the Credit & Risk Management Committee of SHL Finance Company for the current term - Public Joint Stock Company - Kingdom of Saudi Arabia.
- The CEO of SHL Finance Company as from June 2011 up to August 2020 - Public Joint Stock Company - Kingdom of Saudi Arabia.
- Board member and chairman of the Audit Committee as from 2014 up to Feb 2025 - Attah for Education company - Public Joint Stock Company Kingdom of Saudi Arabia.
- Board member and a member of the NRC and Governance Committees as from 2021 up to date - Care shield Holding Company- Joint Stock Company Kingdom of Saudi Arabia
- Board member of SAMAMA Holding company as from 2021 up to date - Joint Stock Company - Kingdom of Saudi Arabia.
- Vice Chairman and chairman of the Audit Committee and member of the NRC of Standard Chartered Capital as from 2022 up to date - Joint Stock Company - Kingdom of Saudi Arabia
- Board member of SIMAH company from 2000 to 2010 - Joint Stock Company - Kingdom of Saudi Arabia.
- Board member of the Saudi Hollandi Capital company from 2007 to 2010 - Joint Stock Company - Kingdom of Saudi Arabia
- Board member of the Saudi Traveler's Cheques from 2007 to 2008 - Joint Stock Company - Kingdom of Saudi Arabia.
- Board member of Al Yusr leasing financing company - from 2009 to 2015 - Joint Stock Company - Kingdom of Saudi Arabia.
- Board member & Audit Committee member of Saudi Fisheries company from 2014 up to 2017 - Public Joint Stock Company - Kingdom of Saudi Arabia.
- Board member and ExCom member of Lazourdi Group from 2012 to 2017 - Public Joint Stock Company - Kingdom of Saudi Arabia.
- Member of the real estate financing Committee - Chamber of Commerce - from 2009 to 2017, KSA.



- Ayham Mohammed Al-Yousef
- Board Member (Non-executive) / Member of the Executive Committee.

**Date of appointment to the Board (current term):**

- 27th November 2025

**Date of appointment as Executive Committee member (current term):**

- 08/01/2026

**Academic and Professional Qualifications:**

- Academic and Professional Qualifications Bachelor of Industrial Management, King Fahd University of Petroleum and Minerals, Kingdom of Saudi Arabia in 1994.

**Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**

- Member of the Board of Directors & member of the Executive Committee of the SHL Finance Company (non-executive) for the previous and current term to date. Public Joint Stock Company - Kingdom of Saudi Arabia.
- Member of the Board of Directors and member of the ExCom and NRC of Wala Insurance Company (independent) as from May 2025 up to date - Joint Stock company - Kingdom of Saudi Arabia.
- Member of the Investment Committee of Al-Ahlia Gulf Union Cooperative Insurance Company (independent) - a public shareholding company, working in the field of cooperative insurance from 2016 AD to 2024. Public Joint Stock Company - Kingdom of Saudi Arabia
- CEO of Vision Capital Company from 2008 to 2011 AD - a closed joint stock company - Saudi Arabia.
- General Manager of HSBC Fund - from 2006 to 2008 - a closed joint stock company - Saudi Arabia.
- CEO of the Real Estate Development Fund, a government fund, working in the field of finance, from 2016 AD until 2018 AD. Government Fund - Kingdom of Saudi Arabia.
- Advisor to the Minister of Housing, a government agency working in the field of organizing and facilitating a balanced and sustainable housing environment, from 2017 AD until 2018 AD. Government agency - Kingdom of Saudi Arabia.
- Chief Executive Officer of Albilad Capital, a closed joint stock company, working in the field of dealing, custody, investment management, fund operation, arranging and advising in securities business, from 2011 AD until 2015 AD. Closed joint stock company - Kingdom of Saudi Arabia.



- Ziad Naim El-Chaar
- Board Member (Non-Executive) / Member of the Executive Committee

**Date of appointment to the Board (current term):**

- 27th November 2025

**Date of appointment as Executive Committee member (current term):**

- 08/01/2026

**Academic and Professional Qualifications:**

- Bachelor of Science from the American University of Beirut in 1990.
- Master's degree in Commerce and Business Administration from the American University of Beirut in 1998.

**Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**

- Member of the Board of Directors and member of the ExCom of the SHL Finance Company (non-executive) for the previous and current term and to date - a public joint stock company - the Kingdom of Saudi Arabia.
- Board of Directors Chairman of Wassalt Real Estate Services - from 2023 to date - joint stock closed company - working in real estate marketing Kingdom of Saudi Arabia.
- Vice Chairman of the Board of Directors - DAR Alarkan real estate development company, as from 2025 to date - joint stock company - Kingdom of Saudi Arabia.
- Vice Chairman of Quara Holding Company, a limited liability company working in the field of real estate, from 2021 AD to date - a limited liability company - Saudi Arabia.
- Vice Chairman of the Board of Directors of Dar Al-Arkan Real Estate Company, a closed joint stock company, operating in the field of real estate, from 2020 AD to date. A closed joint stock company - Kingdom of Saudi Arabia.
- CEO of Emaar, a UAE public shareholding company, working in the field of real estate management and development, from 2018G to 2019G. - United Arab Emirates.
- CEO and Board member of Dar Al-Arkan Real Estate Development Company, a public joint stock company, working in the field of real estate management and development, from 2017 AD until 2019 AD. - Kingdom of Saudi Arabia.
- Member of the Board of Directors of DAMAC Properties, a UAE public shareholding company, working in the field of real estate management and development, from 2005 AD until 2017 AD. United Arab Emirates.
- Chief Executive Officer of Fattal Holding Company, a Lebanese closed joint stock company, working in the field of distributing food, beverages and pharmaceutical products in Lebanon, Iraq and Syria from 1993 AD until 2005 AD. State of Lebanon.



- Kamal Amin Salim Khodr
- Member of the Board of Directors (Non-Executive) / Chairman of the Executive Committee & Chairman of the Credit and Risk Management Committee

**Date of appointment to the Board (current term):**

- 27th November 2025

**Date of appointment to the Executive Committee (current term):**

- 08/01/2026

**Date of appointment as chairman of the Risk Committee:**

- 21/01/2026

**Academic and Professional Qualifications:**

- Bachelor of Business Administration from the University of Richmond, UK in 1989.
- Master of Business Administration from the University of Liverpool in the United Kingdom in 2011.
- Executive leadership Development Program from Harvard Business School in 2017.

**Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**

- Member of the Board of Directors of the SHL Finance Company for the previous & current term to date. A public joint stock company - Kingdom of Saudi Arabia.
- Chairman of the Credit & Risk Management Committee of the SHL Finance Company for the previous & current term to date. A public joint stock company - Kingdom of Saudi Arabia.
- Chairman of the Executive Committee of the company for the previous & current term to date. Public Joint Stock Company - Kingdom of Saudi Arabia.
- The CEO of Risk Management at the Arab National Bank, a public joint stock company, operating in the field of banking, from 2018 to date. Public Joint Stock Company - Kingdom of Saudi Arabia.
- Member of the Board of Directors of SIMAH Credit Information Company, a closed joint stock company, working in the field of credit information system, from 2020 AD to date. Closed joint stock company - Kingdom of Saudi Arabia.
- Member of the Audit Committee of SIMAH Credit Information Company, a closed joint stock company, working in the field of credit information system, from 2020 to date. Closed joint stock company - Kingdom of Saudi Arabia.
- MEMBER OF THE Investment and Risk Committee of the Guarantee of Small & Medium Establishment Program, KAFALA as from 2023 to date.
- Head of the Corporate Banking Services Group at Banque Saudi Fransi, a public joint stock company, working in the field of banking, from 2012AD until 2018AD. Public Joint Stock Company - Kingdom of Saudi Arabia.



- Faris Ibrahim Al-Rashid Al-Humaid, (Independent)
- Member of the Nominations and Remunerations Committee & Board Member of the Previous Board Term Ended on 27th November 2025

**Date of appointment to the Board (current term):**

- 14th February 2023

**Date of appointment to the Nominations and Remunerations Committee:**

- 21st March 2023

**Date of end of Board membership:**

- 27th November 2025

**Academic and professional qualifications:**

- Bachelor of Computer Science from King Saud University, Kingdom of Saudi Arabia in 1994.
- Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom
- Entrepreneurs Development Program, from the Ceylon College of Management, Massachusetts Institute of Technology, Cambridge, USA, in 2009.
- Oxford Advanced Leadership and Management Program, University of Oxford, Oxford, UK, 2011.
- Board of Directors Institute Certificate, Board of Directors Institute, Saudi Arabia, 2015.
- General Certificate of Dealing in Securities - Securities and Legislations - Financial Academy - Riyadh 2017.
- International Certificate in Wealth Management - Wealth and Investment Management - Financial Academy - Riyadh 2021.

**Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**

- Member of the Board of Directors of the SHL Finance Company (Independent) for the previous term to date - a public joint stock company - the Kingdom of Saudi Arabia.
- Member of the Nominations and Rewards Committee of the SHL Finance Company for the previous term to date. Public Joint Stock Company - Kingdom of Saudi Arabia
- Chairman of the Board of DIRECTORS & CEO of sharaka financial COMPANY, closed Joint Stock company working in financial fund from 2023 ad to date
- Co-founder of Lindo Saudi Information Technology Company, a closed joint stock company, working in the field of financing products, from 2019 AD to date - Kingdom of Saudi Arabia
- Co-founder of Sabbar Company, a limited liability company working in the field of employment, from 2019 to date. - Kingdom of Saudi Arabia.
- Chairman of the Board of Directors of Derayah Ventures Fund, a private fund, working in the field of investment, from 2019 AD to 2023. - Kingdom of Saudi Arabia.
- Chairman of the Board of Directors of the Czech Center for Physiotherapy and Rehabilitation, a closed joint stock company, working in the field of health care, from 2018 to 2023. Closed joint stock company - Kingdom of Saudi Arabia.
- Member of the Board of Directors and Chairman of the Nominations Committee, Dur Hospitality Company, a public joint stock company operating in the field of hotels, from 2021 to 2023- Kingdom of Saudi Arabia.
- Member of the Board of Directors and member of the Governance Committee, Bin Dawood Holding Company, a public joint stock company operating in the field of consumer goods, from 2022 to date - Kingdom of Saudi Arabia.
- Member of the Board of Directors and Chairman of the Nominations Committee, Elm Company, a public joint stock company working in the field of technology, from 2021 to date - Kingdom of Saudi Arabia.
- Founder and chairman of the glasses board at the Wateen Endowment Foundation, working in the field of blood donation, from 2018 AD to date.
- Member of the BOARD HALA Trading Company (formerly Hlala), joint STOCK COMPANY working in the field of financial technology, from 2024 to date. - Kingdom of Saudi Arabia.
- Member of the Board of Directors of Derayah Financial Company, a closed joint stock company, operating in the financial sector, from 2013 TO 2023 - Kingdom of Saudi Arabia.
- Founder and Chairman of the Board of Trustees of Oqal, working in the field of providing opportunities for founders of pioneering startups from 2011 AD to date, Endowment Foundation - Saudi Arabia.
- Member of the Board of Directors of Ibrahim Al-Rashed Sons Agricultural Company, a closed joint stock company, working in the field of agricultural and animal production, from 2009 AD to date - Kingdom of Saudi Arabia.
- General Manager at Nal Investment Company, a limited liability company, working in the field of investment, from 2008 AD until 2018 AD - Kingdom of Saudi Arabia.
- Member of the Board of Directors and Chairman of the Audit Committee, Naseej Communications and Information Technology Company, a technical company from 2021 to date - a limited liability company - Saudi Arabia.
- Member of the Board of Directors of Hlala Bostani Company, a limited liability company, in the field of sweets from 2022 to date - Kingdom of Saudi Arabia.
- Chairman of the Board of Directors of Specialized Coffee Company, a limited liability company, in the field of coffee from the date of 2022 - Kingdom of Saudi Arabia.



- Ahmed Saleh Al-Dehailan
- Board Member (Non-Executive) / Member of the Audit Committee and Member of the Executive Committee

#### Date of appointment to the Board (current term)

- 27th November 2025

#### Date of appointment to the Audit Committee (current term)

- 8th January 2026

#### Date of appointment to the Executive Committee (current term)

- 8th January 2026

#### Academic and professional qualifications

- Bachelor's degree in Accounting from Imam Muhammad bin Saud Islamic University, Kingdom of Saudi Arabia in 1992.
- Master of Accounting from the University of Miami, Florida, USA in 1997.
- Ph.D. in Accounting and Finance from Cardiff University, United Kingdom in 2004.

#### Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom

- Member of the Board of Directors of the SHL Finance Company for the previous & current Term (non-executive) to date - a public shareholding company the Kingdom of Saudi Arabia.
- Member of the Audit Committee and member of the Executive Committee (non-executive) for the previous & current Term of the Saudi Home Loans Company to date - a public joint stock company - the Kingdom of Saudi Arabia.
- Chairman of the Board of Directors of T'azur Takaful Insurance Company (non-executive), a closed joint stock company, Kuwait, operating in the field of insurance from 2011 AD to date. Closed joint stock company - State of Kuwait.
- Chairman of the Board of Directors of Al-Khair Holding company from 27th July 2022 up to date, a Bahraini closed joint stock Company - Kingdom of Bahrain.



- Ibrahim bin Abdullah Al-Jaser
- Board Member / Audit Committee Member

**Date of appointment to the Board (current term):**

- 27th November 2025

**Date of appointment as audit Committee member (current term):**

- 8th January 2025

**Academic and Professional Qualifications:**

- Bachelor's degree in Industrial Management - Accounting from King Fahd University of Petroleum and Minerals - 1994.
- Other studies ( Accounting, Auditing and Taxation) - University of Alabama - USA - 1995.
- He has extensive experience in many sectors, exceeding 28 years in financial management in communications and technology, projects, real estate and logistics sectors, banking, financial technology, and external auditing, in addition to his experience in financial restructuring, deal management, company transformation, human resources management, asset and cost management, numerous acquisitions and liquidations, and integration of financial and accounting systems.

**Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**

- He worked as the Chief Financial Officer of the National Water Company, a Saudi joint stock company from 2018 up to 2025 - fully owned by the Kingdom of Saudi Arabia, since 2018 to date.
- Member of the Board of Directors, and the Audit Committee of SHL Finance Company (independent) for the previous & current term and to date - a public joint-stock company - the Kingdom of Saudi Arabia.
- Chairman of the Audit and Compliance Committee of Dammam Airport Company from February 2022 to date - a government company - the Kingdom of Saudi Arabia.
- Chairman of the Audit and Compliance Committee of Global Digital Solutions Company (Neoleb) from February 2022 to date - a closed joint-stock company - the Kingdom of Saudi Arabia.
- Member of the Board of Directors and Chairman of the Audit and Compliance Committee of Al-Jari Investment Company from January 2024 to date - a limited liability company - the Kingdom of Saudi Arabia.
- Member of the Board of Directors and the Audit and Compliance Committee of Lidar Investment Company from April 2022 to date - a limited liability company - the Kingdom of Saudi Arabia.
- Member of the Executive Committee of the King Abdullah bin Abdulaziz Zamzam Water Investment Project from January 2024 to date - Zamzam Project Kingdom of Saudi Arabia
- Member of the Audit and Compliance Committee of Naseej Technology Company from September 2021 to date - a public joint stock company - the Kingdom of Saudi Arabia.
- Member of the Board of Directors of Jazan Development and Investment Company from January 2024 to date - a public joint-stock company - the Kingdom of Saudi Arabia.
- Member of the Audit and Compliance Committee of Abdul Latif Alissa Holding Group from June 2024 to date - Closed Joint Stock Company - Kingdom of Saudi Arabia.
- He also held several previous memberships, most notably: Member of the Board of Directors and Chairman of the Audit Committee at Airports Holding Company, Member of the Audit Committee at Tabadul for Saudi Logistics Digital Transformation, Member of the Board of Directors at Inmaa Company, Member of the Executive Committee at Osool Capital Company, and Member of the Board of Directors and Executive Committee at Ejar Crane Company United Arab Emirates.
- He previously held several roles, most notably: Chief Financial Officer of the Saudi Telecom Company Channels Group, Al Hoshan Group, and Abdullah Fouad Holding Company, Deputy Financial Controller of Al Faisaliah Group, and Executive Director of Corporate Finance, Financial Planning and Control at SAMBA Financial Group, in addition to his previous experience as an external auditor at Deloitte Touche Tohmatsu.



- Khaled bin Abdulaziz Al-Rashed
- Board Member (Non-Executive) - Current Board Term as from 27th November 2025

**Date of appointment to the Board (current term):**

- 27th November 2025

**Academic and Professional Qualifications:**

- Mr. Al-Rashed earned an MBA degree from INSEC University and Al Yamamah University completed postgraduate studies at the University of Washington. And received a bachelor's degree from King Saud University.
- **Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**
- Board member of SHL Finance Company for the current Term as from 27th November 2025 - joint stock listed company - KSA
- Board member of ANB Capital as from September 2025 - Saudi Joint Stock (Closed) company - KSA
- Member of the ExCom of the Saudi - UAE Council as from April 2025 - Government entity - KSA.
- Board Member and Executive Committee Member as from 2023 - Saudi Financial Support Services company - Saudi Joint Stock (Closed) company - KSA.
- Board Member - Al Arabi Heavy Equipment Company - Saudi Joint Stock (Closed) company - KSA.
- The CEO of the Retail Banking as from 2022 - ANB - Saudi Joint Stock (Listed) company - KSA.



- Walid bin Abdulrahman Al-Murshed
- Board Member (Independent) - Current Board Term as from 27th November 2025

**Date of appointment to the Board (current term):**

- 27th November 2025

**Date of appointment as Chairman of the Nominations and Remunerations Committee:**

- 8th January 2026

**Academic and Professional Qualifications:**

- Master's degree with honors in Economics from California State University, and a Bachelor's degree in Management Sciences (Accounting) from King Saud University, and an Advisor to the Ministry of Investment. He brings over 30 years of professional experience across the public and private sectors, both locally and internationally.
- **Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**
- Board member - SHL Finance Company for the current Board Term starting as from 28th November 2025 - Listed Joint Stock Company - Kingdom of Saudi Arabia.
- The Chief Executive Officer of Quara Holding Company since December 2024. Limited Liability Company - Kingdom of Saudi Arabia.
- Chairman of Audi Capital as from 2025 to date - Closed Joint Stock Company - Kingdom of Saudi Arabia.
- Head of the International Finance Corporation (IFC) a member of the World Bank Group in Saudi Arabia, where he also oversaw the IFC's regional operations in the Middle East. His career with the IFC spanned assignments in Washington, Cairo, and Dubai since 2001-International Organization - USA
- The Saudi Central Bank, where he held various roles in Banking Supervision and oversaw both banking and non-banking financial institution as from 1992 to 2001 - Government Institution - Kingdom of Saudi Arabia.



- **Mansour Saeed bin Madi**
- **Board Member (Independent) - Current Board Term as from 27th November 2025**

**Date of appointment to the Board (current term):**

- 27th November 2025

**Academic and Professional Qualifications:**

- Bachelor's degree in Computer Science King Saud University - 1998.
- An accomplished executive with 37 years of leadership experience in banking, fintech, real estate, and government.
- **Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**
- Board member-SHL Finance Company for the current Board Term starting as from 28th November 2025 - Listed Joint Stock Company - Kingdom of Saudi Arabia
- The CEO & Board member of REDF (2018-2025), transformation into a digitally driven housing finance enabler aligned with Vision 2030 - Government Institution - Kingdom of Saudi Arabia.
- Board member of the National Housing Company as from 2019 to 2025 - Government Institution - Kingdom of Saudi Arabia.
- The CEO of Financing Damanat Company - as from 2023 up to June 2025-Government Institution - Kingdom of Saudi Arabia.
- He previously held senior roles at Samba Financial Group (1988-2016) and led a regional travel-tech start-up (2016-2018). Listed Joint Stock Company Kingdom of Saudi Arabia.



- **Mohammed Abdulrahman Al-Ghannam**
- **Board Member up to 27th November 2025 of the previous Board Term - Independent**

**Date of appointment to the Board (current term):**

- 17th October 2023

**Academic and Professional Qualifications:**

- Bachelor's degree in Business Administration - City College University 1983
- **Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**
- Member - temporary- of the Board of Directors of the SHL Finance Company (non-executive) as from 17th October 2023 to date - a public shareholding company - the Kingdom of Saudi Arabia.
- Board member in the Development of Human Resources Company as from 2019 up to date - limited liability company - Kingdom of Saudi Arabia.
- The CEO of the Development of Human Resources Company as from 2018 up to date - limited liability company - Kingdom of Saudi Arabia.
- Branch manager of the Arab National Bank from 1983 up to 2013 - a public shareholding company - the Kingdom of Saudi Arabia.

### 3- Board meetings

(5) Board meetings were held during the year 2025 as shown in the table below:

Name	First meeting 2025/03/17	Second meeting 2025/06/25	Third meeting 2025/09/30	Third meeting 2025/12/03	Fourth meeting 2025/12/17
Mr. Yousef Abdullah Al-Shalash	Attended	Attended	Attended	Attended	Attended
Mr. Obaid Abdullah Al-Rasheed	Attended	Attended	Attended	Attended	Attended
Mr. Abdulelah Saleh Al-Shaikh	Attended	Attended	Attended	Attended	Attended
Dr. Ahmed Saleh Al-Dehailan	Attended	Attended	Attended	Attended	Attended
Mr. Ayham Muhammad Al-Yousef	Attended	Attended	Attended	Attended	Attended
Mr. Ziad Naim El-Chaar	Apologized	Attended	Attended	Attended	Attended
Mr. Kamal Amin Khodr	Attended	Attended	Attended	Attended	Attended
Mr. Faris Ibrahim Al-Rashid Al-Humaid	Attended	Attended	Attended	Term Expiration	Term Expiration
Mr. Mohammed A. Al-Ghannam	Attended	Attended	Attended	Term Expiration	Term Expiration
Mr. Ibrahim Abdullah Al-Jaser	Attended	Attended	Attended	Attended	Attended
Mr. Walid A. Al-Murshed	Not appointed	Not appointed	Not appointed	Attended	Attended
Mr. Khaled A. Al-Rashed	Not appointed	Not appointed	Not appointed	Attended	Attended
Mr. Mansour S. Bin Madi	Not appointed	Not appointed	Not appointed	Attended	Attended

### 4- Board Committees

In accordance with the company's bylaws and the two governance regulations issued by the Central Bank of Saudi Arabia and the Capital Market Authority, the company has committed itself to forming the appropriate and regular number of committees emanating from the Board of Directors according to the requirements of their operation and in a way that contributes to assisting the Board of Directors to effectively carry out the tasks entrusted to it. The Board also issued regulations related to the work and tasks of these committees, or recommended their approval by the General Assembly of Shareholders, such as the Audit Committee and the Nominations and Remunerations Committee. This is in accordance with the relevant regulating laws and regulations and in a way that achieves the Board's oversight of its work and evaluation of its performance in general, through the reports it submits to the Council, as well as through reviewing and approving the minutes of its periodic meetings.

The following is a statement and a brief description of the tasks of each committee, the number of its members, the meetings held, in addition to the attendance record of the members:

## 1. Executive Committee:

Brief description of the functions and powers of the Executive Committee:

The current Executive Committee was nominated by the Board of Directors meeting held on 3rd December 2025, consists of a maximum of five (5) members to be nominated by the Board of Directors, with the need to obtain a non-objection letter from the Central Bank of Saudi Arabia (SAMA) for appointment. The Company received SAMA none objection on 08/01/2026. The committee meets (9) meeting per year 2025, and the committee chairman can call for any meeting if work requires that.

The committee exercises its powers and competencies according to the authorities delegated to it by the Board of Directors in accordance with the authority matrix, in addition to monitoring the financial performance and its compatibility with the budget approved by the Board of Directors, as well as ensuring the implementation of the company's policies and procedures, as well as approving the annual operational plans and estimated financial budgets before submitting them to the Board of Directors for approval.

a. The following is a statement of the members of the Executive Committee during the year 2025, with an explanation of their membership characteristics:

Name	Nationality	Membership Type <small>(Chairman - Vice President - Member)</small>	Membership Status <small>(Executive - Non-Executive - Independent)</small>
Mr. Kamal Amin Khodr	Saudi	Committee Chairman	Non-Executive
Dr. Ahmed Saleh Al-Dehailan	Saudi	Committee Member	Non-Executive
Mr. Bader Nahes Al-Otaibi	Saudi	Committee Member	Non-Executive
Mr. Ziad Naim El-Chaar	Lebanese	Committee Member	Non-Executive
Mr. Ayham Al-Yousef	Saudi	Committee Member	Non-Executive

b. The Executive Committee Held (9) Meetings During the year 2025, According to the Attached Statement of Attendance Record for Each Meeting.

Meeting	Ahmed Al-Dehailan	Ayham Al-Yousef	Ziad El-Chaar	Kamal Khodr	Bader Al-Otaibi
First meeting 29 JAN 2025	Present	Not Appointed	Present	Present	Not Appointed
Second meeting 12 MAR 2025	Present	Not Appointed	Present	Present	Not Appointed
Third meeting 01 MAY 2025	Present	Not Appointed	Apology	Present	Not Appointed
Fourth meeting 19 JUNE 2025	Present	Not Appointed	Apology	Present	Not Appointed
Ffifth meeting 25 JUNE 2025	Present	Not Appointed	Present	Present	Not Appointed
Sixth meeting 26 AUG 2025	Present	Not Appointed	Present	Present	Not Appointed
Seventh meeting 24 SEP 2025	Present	Not Appointed	Present	Present	Present
Eighth Meeting 20 NOV 2025	Present	Not Appointed	Present	Present	Present
Ninth Meeting 25 NOV 2025	Present	Not Appointed	Present	Present	Present

**c. Current and previous jobs and professional qualifications of the members of the Executive Committee other than the members of the Board of Directors:**

Bader Nahes Al-Otaibi - ExCom Member

**Date of appointment in the committee (current term):**

- 08/01/2025

**Academic and professional qualifications:**

- Executive Leadership Program (Michigan Ross, USA)
- MBA in International Business Management (INSEEC University, France)
- EMBA, second class honor (Al-Yamamah University)
- Bachelor of Science in Human Resources (King Abdulaziz University)
- Postgraduate certificate in International Management and Leadership (Washington State University)
- Diploma in Computer Programming (Institute of Public Administration)
- Art of Successful Negotiations (Harvard Law School)
- Various leadership courses

**Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**

- Chairman of the Board for Arabian Heavy Equipment Leasing Co. (AHEL).
- Chairman for Nomination and Compensation Committee in Tanimah Program (National Program for Community Development in the Regions)
- Member of Board Committee for Nomination Remuneration Committee (NRC) of Saudi Home Loan (SHL) - listed company.
- Member of Board Committee for Nomination Remuneration Committee (NRC) of ANB Capital (Investment Arm of Arab National Bank - Subsidiary)
- Board Committee Chairman for Nomination Remuneration Committee (NRC) of Arabian Heavy Equipment Leasing Co. (AHEL).
- Member of Cross-Sell Committee, Strategy Committee, Management Executive Committee, Chairman of Personnel Committee and Member of Compliance Information Security Committee in ANB.

## 2. Audit Committee:

### a. Brief description of the Audit Committee's competence and duties:

The Audit Committee was established for the current term by the Resolution of the Board of Directors meeting held on 3rd December 2025. The Company obtained Saudi Central Bank (SAMA) none Objection on 8th January 2026 for the appointment of the Audit Committee. The Audit Committee consists of (3) members as a minimum and (5) members as a maximum. Accordingly, the committee until the end of the year 2025 was formed of (5) members in accordance with the main principles of governance in financial institutions issued by the Central Bank, as well as the governance regulations issued by the Capital Market Authority. The duties and powers of the Audit Committee are as follows:

- Recommending to the Board of Directors to approve the nomination/appointment or re-appointment of the company's external auditor from among the list of nominated auditors, and to determine his fees. The committee's scope of work also includes ensuring that the nominated external auditor has the necessary expertise to review the company's financial and accounting business, and to practice his work with complete impartiality and independence.
- Supervising the Internal Audit Department and the Compliance Department, ensuring their independence in performing their duties, and verifying that there are no restrictions on their work or the existence of anything that could negatively affect their work.
- Reviewing the quarterly and annual financial statements and discussing them with the executive management and the external auditor and recommending to the Board of Directors their approval and recommending their approval by the General Assembly of Shareholders.
- Approving the annual plan of the Internal Audit Department and the Compliance Department and following up on their implementation.
- Review and update the internal policies of the Internal Audit Department and the Compliance Department, and ensure that appropriate human cadres are available in the concerned departments.
- Preparing the annual report of the Audit Committee and submitting it to the Board of Directors for approval and recommendation for approval by the General Assembly of Shareholders.
- Reviewing the effectiveness of the company's internal control by requesting reports from the relevant internal departments

b. The following is a statement of the members of the Audit Committee during the year 2025, with an explanation of the characteristics of their membership:

Name	Nationality	Membership Type Chairman - Vice Chairman - Member	Membership Status
			Executive - Non-Executive - Independent
Dr. Mohammed Sulaiman Al-Aqeel	Saudi	Committee Chairman	INDEPENDENT NON-BOARD MEMBER
Dr. Ahmed Saleh Al-Dehailan	Saudi	Committee Member	NON-EXECUTIVE BOARD MEMBER
Mr. Yazeed Omer Al-Sowaillem	Saudi	Committee Member	INDEPENDENT NON-BOARD MEMBER
Mr. Thamer Mesfer Al-Wadai	Saudi	Committee Member	INDEPENDENT NON-BOARD MEMBER
Mr. Ibrahim Abdullah Al-Jaser	Saudi	Committee Member	INDEPENDENT BOARD MEMBER

c. The Audit Committee held (7) meetings during the year 2025, according to the attached statement with the attendance record for each meeting.

Meeting	Dr. Mohammed Sulaiman Al-Aqeel	Dr. Ahmed Saleh Al-Dehailan	Yazeed Omer Al-Sowailem	Thamer Mesfer Al-Wadai	Ibrahim Al-Jaser
First Meeting 25 FEB 2025	Present	Present	Present	Present	Present
Second Meeting 27 APR 2025	Present	Present	Present	Present	Present
Third Meeting 26 MAY 2025	Present	Present	Present	Present	Present
Fourth Meeting 23 JULY 2025	Present	Present	Present	Present	Present
Fifth Meeting 16 SEP 2025	Present	Present	Present	Present	Present
Sixth Meeting 22 OCT 2025	Present	Present	Present	Present	Present
Seventh Meeting 26 NOV 2025	Present	Present	Present	Present	Present

d. Current and previous jobs and qualifications of members of the Audit Committee who are not members of the Board of Directors



- Dr. Muhammad Sulaiman Al-Aqeel
- Chairman of the Audit Committee - Independent from outside the Board.

Date of appointment to the Audit Committee (current term):

- 08/01/2026

Academic and professional qualifications:

- Bachelor's degree in Accounting from King Saud University, Qassim Branch, Kingdom of Saudi Arabia in 1987.
- Master's degree in accounting from the University of Miami, USA, in 1996.
- Ph.D. in Accounting from the University of Melbourne, Australia, in 2006.
- Fellowship of the Saudi Organization for Auditors and Accountants (SOCPA) in 1997.

### Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:

- Member of the Audit Committee of the Saudi Home Finance Company from 2020 AD to date - a public joint stock company - the Kingdom of Saudi Arabia.
- Member of the External Advisory Committee for the Bachelor of Accounting Program, Imam Abdurrahman Bin Faisal University, a public university, working in the field of education, from 2021 AD to date - Kingdom of Saudi Arabia.
- Member of the Advisory Board of the Accounting Department at the College of Economics and Administration at Qassem University, a public university, working in the field of education, from 2019 AD to date. Kingdom of Saudi Arabia.
- Assistant Secretary General for Membership and Professional Development at the Saudi Organization for Auditors and Accountants (SOCPA), a governmental body, working in the field of pioneering and supervising the accounting and auditing profession in the Kingdom of Saudi Arabia, from 2013 AD until 2019 AD.
- Heading a consulting team assigned to study and review accounting reports prepared by certified accountants based on a consulting contract between the Saudi Organization for Auditors and Accountants and a government agency from 2016 AD to 2019 AD. Kingdom of Saudi Arabia.
- Associate Professor of Accounting at the Institute of Public Administration, a government institute, working in the field of raising the adequacy of state employees and preparing them scientifically, from 2013 AD until 2014 AD. Kingdom of Saudi Arabia.
- Assistant Professor of Accounting at the Institute of Public Administration, a governmental institute, working in the field of raising the adequacy of state employees and preparing them scientifically, from 2006 AD until 2013 AD. Kingdom of Saudi Arabia
- Part-time consultant at the Ministry of Education, from 2011 to 2012. Kingdom of Saudi Arabia.
- Coordinator of the accounting sector at the Institute of Public Administration, a government institute, working in the field of raising the adequacy of state employees and preparing them scientifically, from 2010 AD until 2012 AD. Kingdom of Saudi Arabia.
- Member of the editorial board of the Journal of the Institute of Public Administration, a governmental institute, working in the field of raising the adequacy of state employees and preparing them scientifically from 2008 AD until 2012 AD. Kingdom of Saudi Arabia.
- Member of the Examinations Committee of the Saudi Organization for Auditors and Accountants, a governmental body, working in the field of pioneering and supervising the accounting and auditing profession in the Kingdom of Saudi Arabia from 2007 AD until 2012 AD, the Kingdom of Saudi Arabia.
- Member of number of governmental and some charity organizations - Kingdom of Saudi Arabia.



- Yazid Omar Abdullah Al-Suwailem
- Member of the Audit Committee - Independent from outside the Board.

### Date of appointment to the Audit Committee (current term):

- 08/01/2026

### Academic and professional qualifications:

- Bachelors degree - King Fahd University of Petroleum and Minerals - Software Engineering.
- Mini MBA SMEs Growth - Babson University.

**Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**

- Member of the Audit Committee of the Saudi Home Finance Company from 2023 to date - a public joint stock company Saudi Arabia
- Managing partner - Tarmeez Digital. Limited Liability Company 2022 to date - Kingdom of Saudi Arabia.
- CEO - Tarmeez Digital. Limited Liability Company 2011 to 2022 - Kingdom of Saudi Arabia.
- Member and Partner - Takhlees Logistics Company 2021 to date. Limited Liability Company - Kingdom of Saudi Arabia.
- Member and Partner - Lamma Al-Oula Company for Information Technology. 2014 to date - Limited Liability Company - Kingdom of Saudi Arabia.
- Founder and CEO of Information Technology - Lamma Al-Oula Company 2014 to date. Limited Liability Company - Kingdom of Saudi Arabia.
- Founder and CEO of Information Technology - iPhady. 2011- 2014 A limited liability company - Kingdom of Saudi Arabia
- Software Engineer - Saudi Systems Engineering Company. 2011-2012 A limited liability company - Saudi Arabia.
- Software Engineer - Advanced Electronics Company. 2009 -2011 Limited Liability Company - Saudi Arabia.



- Thamer Musfer Al-Wadai
- Audit Committee Member - Independent from outside the Board of Directors

**Date of appointment to the Audit Committee (current term):**

- 08/01/2026

**Academic and professional qualifications:**

- Bachelors degree of Business Administration - Alemam Mohammed bin Saud University
- MBA - Yamama University
- Accounting Diploma - Institute of Administration - Riyadh

Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:

- Member of the Audit Committee of SHL Finance Company from Feb 2023 to date - a public joint stock company - Saudi Arabia
- Board of Directors, Chairman of Audit Committee, Member of the NRC of the Arab National Bank as from March 2020 up to date - a public joint stock company - Saudi Arabia
- Member of the Audit Committee - Al Madinah Heritage Company as from March 2021 up to date - Saudi Arabia.
- Member of the Audit Committee in Takamul Holding company as from December 2021 up to date- Saudi Arabia.
- Member of the Audit Committee in Swaeed for work solutions - as from 2021 up to date- Saudi Arabia.
- Board member and Audit Committee Chairman of Spectopharama company as from May 2022 up to date - Saudi Arabia
- Member Board of Directors , Chairman of Audit Committee of Naba Alsaha Co. from 2024 up to date- Saudi Arabia.
- Member of Board of Directors, Chairman of Audit Committee at Saudi Qimah Trading Co. as from Dec 2024- Saudi Arabia.
- Chairman of Audit and Risk Committee at National Center for Waste Management as from December 2021 up to date- Saudi Arabia.
- Member of Audit and Risk Committee, Future Work Company as from September 2022 up to date- Saudi Arabia.
- Member of Audit and Risk Committee, Tamkeen Technologies as from March 2023 up to date- Saudi Arabia.
- Member of Audit Committee, Holoul Company as from 2021 up to date- Saudi Arabia.
- Member of Audit and Risk Committee, Remat Al-Riyadh Development Company as from January 2023 up to date- Saudi Arabia.

**E. Results of reviewing the effectiveness of internal control functions:**

The Audit Committee pays great attention to an effective internal control system in the company in order to manage risks within the framework of the company's approved risk acceptance policy. The internal control system includes the policies, procedures and processes approved by the Board of Directors whose implementation is supervised by the Audit Committee and the Company's Internal Control Department.

The Internal Auditing Department acts as a basic line of defense by submitting periodic reports to the Audit Committee on the results of its works in relation to the results of examination and auditing and the observations or suggestions it consider about the general performance of the company and its main departments. Through these reports, the Auditing Committee assesses the adequacy, suitability and effectiveness of the internal control system and directs to address the risks that are referred to in the internal auditing reports and the reports of the Compliance Department and Combating Money Laundering and Terrorism Financing.

During 2025, the Audit Committee reviewed various reports on the adequacy of internal control conditions and systems from the Internal Audit Department and the Compliance Department. The Audit Committee also held several meetings during the year and received reports from the Risk and Cyber Security Department, Information Technology Department, Legal Department and other departments. The Audit Committee's discussions and decisions were documented in the minutes of the meetings and the issues and observations that required attention were submitted to the company management or to the Board specialized Committees or to the Board of Directors. The committee also reviewed the latest developments regarding issues that require the attention of the Audit Committee. In addition, it received internal audit reports and compliance reports and reviewed action plans of submitted issues. According to the continuous evaluation of the company's internal control policies and controls, the internal control system works effectively in terms of covering the important risks and control aspects that would substantially affect the achievement of the company's objectives.

Pursuant to the minutes of the meetings of the Audit Committee and its work reports submitted to the Chairman and members of the Board of Directors that included the necessary observations and recommendations, the committee, through its follow-up of the performance of the Internal Audit Department, Compliance Department and other relevant departments, and reviewing the reports submitted by the Internal Audit Department, Risk Management, Compliance Department, as well as the reports of the external auditor during 2025, in addition to other reports that the Audit Committee requests from time to time regarding the activity of some departments to find out about some aspects of the company's progress of work and the meetings that were held in the presence of the chief executive officer and senior executives and the discussions related to the contents of the reports submitted to the committee, the Audit Committee is convinced of the reasonableness and effectiveness of the company's internal control procedures and that the internal control environment is constantly developing to meet the business need. The committee also confirms that it does not have any material observations about the company's business that must be mentioned and that the observations. Furthermore, corrective procedures are made regarding the opinions and observations expressed by the committee by the Internal Audit Department or the Compliance Department which follows up, monitors and closes these observations.

### 3. Risk and Credit Management Committee:

The Risk & Credit Management Committee was established by the Board Resolution in its meeting held on 03/12/2025, and after obtaining the SAMA none objection for the appointment of the Committee members on 21st January 2026. The Committee consisted of (5) members from the Board or none Board members.

#### a. A brief description of the tasks and terms of reference of the Risk and Credit Management Committee:

- Developing a clear and written business strategy and policies for risk management and identifying all types of related risks and the methods of handling them.
- Developing appropriate procedures for early and comprehensive detection of risks, evaluating, managing and monitoring them as well as preparing reports in their regard.
- Preparing and discussing the risk report on a quarterly basis and submitting it to the Board of Directors, including the decisions taken in this regard.
- Reviewing the company's internal policies and regulations related to risk management activities.
- Reviewing the company's general provisions, setting an upper limit for large exposures, and studying the appropriate treatment of overdue accounts.
- Evaluating and monitoring the adequacy and effectiveness of the Company's risk management framework and supervision to ensure effective risk identification, measurement and reporting, including desire of risk and risk tolerance.
- Reviewing the policies and regulations related to the activities of the Information Security Department.
- Supervision of the standing and potential risks, including credit risk, market risk, liquidity risk, operational risk, legal risk, strategic risk, reputation risks, credit concentration risks in the portfolio, financing risks, and information security risks within the framework and directives of the Board of Directors.

#### b. Statement of the members of the Risk and Credit Management Committee:

Name	Nationality	Membership Type <small>Chairman - Vice Chairman - Member</small>	Membership Status <small>Executive - Non-Executive - Independent</small>
Mr. Kamal Amin Khodr	Saudi	Committee Chairman <small>(Board Member)</small>	Non-Executive
Abdulelah Saleh Al-Shaikh	Saudi	Committee Member <small>(Board Member)</small>	Independent
Pierre-Com Liege	French	Committee Member <small>(Outside the Board)</small>	Non-Executive
Roy Rajeh Al-Khoury	Lebanese	Committee Member <small>(Outside the Board)</small>	Non-Executive
Faisal Taleb Khan	Saudi	Committee Member <small>(Outside the Board)</small>	Non-Executive*

\* Faisal Khan was appointed as Committee member on 2nd Feb 2025

**c. The Risk & Credit Management Committee held (4) Meetings during the year 2025, according to the attached statement of attendance record for each Meeting.**

Meeting	Kamal Amin Khodr	Abdulelah Saleh Al-Shaikh	Pierre-Com Liege	Roy Rajeh Al-Khoury	Faisal Taleb Khan
First Meeting 3 FEB 2025	Present	Present	Present	Present	Present
Second Meeting 05 MAY 2025	Present	Present	Present	Present	Present
Third Meeting 6 AUG 2025	Present	Present	Present	Present	Present
Fourth Meeting 04 NOV 2025	Present	Present	Present	Present	Present

**d. Current and previous jobs and professional qualifications of the members of the Risk and Credit Committee other than the members of the Board of Directors:**

Pierre - Come Liege, member of the Risk and Credit Committee

[Date of appointment in the committee \(current term\):](#)

- 21/01/2026

[Academic and professional qualifications:](#)

- Bachelors degree in Engineering Statistics from ENSAI (National School of Statistic), Bruz, France, in 2005.
- Masters degree in Statistics and Economics from the University of Evry Val d'Essonne, Ivry, France, in 2003.

[Current and previous positions and companies in which he served as a member of their board of directors inside or outside the Kingdom:](#)

- Member of the Risk and Credit Management Committee at the SHL Finance Company from 2020 to date. Public Joint Stock Company - Kingdom of Saudi Arabia.
- Director of Risk Management Intelligence at Arab National Bank, a public joint stock company, operating in the field of banking, from 2018 to date. Public Joint Stock Company - Kingdom of Saudi Arabia.
- Director of Retail Risk Management at Bank Saudi Fransi, a public joint stock company, operating in the field of banking, from 2013 to 2018. Public Joint Stock Company - Kingdom of Saudi Arabia.
- Senior Manager of Project Management at Credit Agricole, a French public shareholding company, working in the field of banking, from 2010 AD until 2013 AD. Public joint stock company - France.
- Project Risk Manager at Credit Agricole, a French public shareholding company, working in the field of banking from 2008 until 2009. Public joint stock company - France.
- Quantitative Marketing Analyst, Credit Agricole, a French public shareholding company, working in the field of banking, from 2005G until 2007G. Public joint stock company - France.

Roy Rajeh Alkhory - member of the Credit & Risk Management Committee

[Date of appointment in the committee \(current term\):](#)

- 21/01/2026

[Academic and professional qualifications:](#)

- Academic and professional qualifications Bachelor's degree in Banking & Finance
- Number of specialized training Courses and certificates in Banking & Finance.

[Current and previous positions and companies in which he served as a member of their board of directors inside or outside the Kingdom:](#)

- Member of the Risk and Credit Management Committee at the SHL Finance Company from June 2023 up to date - Public Joint Stock Company - Kingdom of Saudi Arabia.
- Head of Special Assets Management from Jan 2023 to date - Arab National Bank - Public Joint Stock Company - Kingdom of Saudi Arabia.
- Head of Credit Review - Bankmed Group, as from 2018 to October 2022 - Joint Stock Company - Republic of Lebanon.
- Head of Corporate Banking Support Department - BSF from 2007 to 2018 - Public Joint Stock Company - Kingdom of Saudi Arabia.
- Held many banking and financing positions in the Republic of Lebanon and Kingdom of Saudi Arabia.

Faisal Taleb Khan - Member of the Credit & Risk Management Committee

[Date of appointment in the committee \(current term\):](#)

- 21/01/2026

[Academic and professional qualifications:](#)

- Bachelor's degree in Computer Engineering - King Fahad University - 2001.
- Number of certificates and training courses in the information Security and protection of Cyber Security.
- Current and previous positions and companies in which he served as a member of their board of directors inside or outside the Kingdom.
- Member of the Risk and Credit Management Committee SHL Finance Company from June 2023 to date - Public Joint Stock Company - Kingdom of Saudi Arabia.
- Chief Information security head - Arab National Bank from 2017 to date - Public Joint Stock Company - Kingdom of Saudi Arabia.
- Deputy head of information security department from 2013 to 2018 - Public Joint Stock Company - Kingdom of Saudi Arabia.
- Manager of information security section from 2009 to 2013 - Bank Albilad - Public Joint Stock Company - Kingdom of Saudi Arabia
- Worked as information security officer in the Arab National Bank from 2003 to 2009 - Public Joint Stock Company - Kingdom of Saudi Arabia.

#### 4. Nominations and Remunerations Committee:

The Nominations and Remuneration Committee (NRC) was formed based on the nomination of the Board of Directors at its meeting held on 3rd December 2025, and the Central Bank's approval of the Committee's appointment was obtained on 8th January 2026. The Committee consists of five (5) members from the Board of Directors or from outside the Board, including at least two independent members. It is chaired by an independent member, and the Chairman of the Board shall not be appointed as its chairman. The General Assembly, based on a recommendation from the Board, approves the committee's Charter, which include its rules and procedures, its duties, the procedures for appointing its members, their term of membership, and their remuneration. The committee is responsible for researching and proposing candidates for membership on the Board and the Executive Management, and for preparing a clear policy for the remuneration of members of the Board, its subcommittees, and the Executive Management. The committee must meet at least twice a year.

##### a. brief description of the Committee's Tasks and Terms of Reference:

- Evaluating the performance of the members of the council and its committees. The committee also evaluates the strengths and weaknesses of the council and its committees, and proposes to address any deficiencies, if any.
- Recommendations to the Board of Directors regarding the nomination of members of the Board and its committees and following up on obtaining the approval of the Central Bank of Saudi Arabia.
- Following-up the independence of the independent members on an annual basis, and ensuring that there is no conflict of interest in case the member occupies the position of membership of the board of directors of another company that has interests with the company.
- Ensuring that an introductory program is set for the new members of the Board of Directors and its committees and the nature of their work.
- Reviewing and approving the company's compensation and benefits policies. The committee also reviews and recommends all forms of compensation to members and trustees of the board and committees.
- Reviewing human resource policies and procedures and development goals that include performance indicators to be achieved within incentive and reward programs.
- Reviewing and recommending the appointment of executive managers in the company in accordance with the company's policies and objectives.

##### b. A statement of the members of the Nominations and Remunerations Committee:

Name	Nationality	Membership Type Chairman - Vice Chairman - Member	Membership Status Executive - Non-Executive - Independent
Ayham M. Al-Yousef	Saudi	Committee Chairman (Board Member)	Independent*
Obaid Abdullah Al-Rasheed	Saudi	Committee Member (Board Member)	Non-Executive*
Faris Ibrahim Al-Humaid	Saudi	Committee Member (Board Member)	Independent*
Bader Nahes Al-Otaibi	Saudi	Committee Member (Outside the Board)	Non-Executive
Walid Abdulrahman Al-Murshed	Saudi	Committee Member (Board Member)	Independent*
Mansour Saeed Bin Madi	Saudi	Committee Member (Board Member)	Independent*

\* Ayham M. Al-Yousef - Member & Chairman of the NRC Committee up to 27th Nov 2025.

\* Faris Ibrahim Al-Humaid: Member of the NRC Committee up to 27th Nov 2025.

\* Walid Abdulrahman Al-Murshed: Member & Chairman of the NRC Committee as from 8th Jan 2026.

\* Mansour Saeed Bin Madi: Member of the NRC Committee as from 8th Jan 2026.

c. **The Nomination & Remuneration Committee (NRC) held (3) Meetings during the year 2025, according to the attached statement of attendance record for each Meeting.**

Meeting	Ayham M. Al-Yousef	Obaid Abdullah Al-Rasheed	Faris Ibrahim Al-Humaid	Bader Nahes Al-Otaibi
First Meeting 24/02/2025	Present	Present	Present	Present
Second Meeting 02/07/2025	Present	Present	Present	Present
Third Meeting 14/09/2025	Present	Present	Present	Present

d. **Current and previous jobs and professional qualifications of the members of the NRC other than the members of the Board of Directors:**

Bader Nahes Al-Otaibi - NRC Member

**Date of appointment in the committee (current term):**

- 08/01/2025

**Date of appointment to the Board (previous term):**

- 07/08/2025

**Academic and professional qualifications:**

- Executive Leadership Program (Michigan Ross, USA)
- MBA in International Business Management (INSEEC University, France)
- EMBA, second class honor (Al-Yamamah University)
- Bachelor of Science in Human Resources (King Abdulaziz University)
- Postgraduate certificate in International Management and Leadership (Washington State University)
- Diploma in Computer Programming (Institute of Public Administration)
- Art of Successful Negotiations (Harvard Law School)
- Various leadership courses

**Current and previous positions and companies in which he served as a member of the Board of Directors inside or outside the Kingdom:**

- Chairman of the Board for Arabian Heavy Equipment Leasing Co. (AHEL).
- Chairman for Nomination and Compensation Committee in Tanimah Program (National Program for Community Development in the Regions)
- Member of Board Committee for Nomination Remuneration Committee (NRC) of Saudi Home Loan (SHL) - listed company.
- Member of Board Committee for Nomination Remuneration Committee (NRC) of ANB Capital (Investment Arm of Arab National Bank - Subsidiary)
- Board Committee Chairman for Nomination Remuneration Committee (NRC) of Arabian Heavy Equipment Leasing Co. (AHEL).
- Member of Cross-Sell Committee, Strategy Committee, Management Executive Committee, Chairman of Personnel Committee and Member of Compliance Information Security Committee in ANB.

## 5. The Sharia Committee:

Since its establishment in 2008, the company has been committed to appointing a Sharia Supervisory Committee to ensure its products and services comply with Sharia principles and regulations. The Sharia Supervisory Committee has consistently operated throughout this period, reviewing and approving the company's products and providing Sharia-compliant opinions on relevant documents and contracts. This is in addition to conducting annual audits and ensuring the company's compliance with Sharia principles. Following the issuance of the Sharia Governance Regulations for Financial Institutions by the Central Bank, the company decided to add a fourth member to the Sharia Supervisory Board to enhance its efficiency and diversification.

a. brief description of the committee's duties and powers:

- Reviewing all the company's products and contracts and ensuring their compliance with Sharia provisions and controls.
- Verifying the company's commitment to executing its transactions in accordance with the provisions of Islamic Sharia.
- Reviewing and approving the company's Shari'a supervision reports and works and making observations thereon.
- Contributing to what serves the development of performance and the legal commitment of the company and the preservation of its legal identity in policies, standards, procedures and the like.

b. Statement of the members of the Sharia Committee

Name	Nationality	Membership Type <small>Chairman - Vice Chairman - Member</small>	Membership Status <small>Executive - Non-Executive - Independent</small>
Sheikh Abdullah bin Sulaiman Al-Manea	Saudi	Committee Chairman	Independent
Sheikh Dr. Abdullah Al-Mutlaq	Saudi	Committee Member	Independent
Sheikh Dr. Muhammad bin Ali Al-Qari	Saudi	Committee Member	Independent
Sheikh Dr. Yousef Bin Abdullah Al-Shubaily	Saudi	Committee Member	Independent

c. The Sharia Committee held two meetings during 2025, according to the statement attached to the attendance record:

Meeting	Sheikh Abdullah bin Sulaiman Al-Manea	Sheikh Dr. Abdullah bin Muhammad Al-Mutlaq	Sheikh Dr. Muhammad bin Ali Al-Qari	Sheikh Dr. Yousef Bin Abdullah Al-Shubaily
First Meeting 21/07/2025	Present	Present	Present	Present
Second Meeting 05/11/2025	Present	Present	Present	Present

**Sheikh Abdullah bin Sulaiman Al-Manea, Chairman of the Sharia Committee:**

Sheikh Abdullah, an advisor and member of the Royal Court in the Kingdom, and a member of the Supreme Judicial Authority of the Royal Court since its establishment in 1391 AH. He was appointed as Vice President for Scholar Research, Fatwa, Preach and Guidance in 1396 AH. He is a member of the Islamic Jurisprudence Academy of the Organization of the Islamic Conference. He worked as a President of the Courts of Makkah Al-Mukarramah, and a former judge of the Court of Cassation in Makkah Al-Mukarramah.

Sheikh Abdullah is a member of Sharia Supervisory Committees in a number of Saudi banks. He is also a member of several Sharia boards and entities, including the Accounting and Auditing Organization of Islamic Financial Institutions located in Bahrain. Moreover, he supervised a number of doctoral theses, participated in the discussion of a number of master's and doctoral theses, collected a number of legal rulings (interpretative opinions) and wrote a number of books on Islamic finance.



**Sheikh Dr. Abdullah Al-Mutlaq, Member of the Sharia Committee:**

Sheikh Abdullah is a member of the Standing Committee of Scholar Research and Fatwa. Sheikh Abdullah obtained a Ph.D. from Imam Muhammad bin Saud University in Riyadh in 1408 AH. He was previously a chairman of the Comparative Jurisprudence Department at the university. Sheikh Abdullah is a member of Sharia Supervisory Committees in a number of Saudi banks. Besides, he supervised a number of doctoral theses, participated in the discussion of a number of master's and doctoral theses, collected a number of legal rulings (interpretative opinions) and wrote a number of books in the field of Islamic finance.



**Sheikh Dr. Muhammad Ali Al-Qari, Member of the Sharia Committee:**

Sheikh Al-Qari is a professor of Islamic Economics at King Abdulaziz University in Jeddah, and a former director of the Islamic Economics Research Center at the same university. Sheikh Al-Qari received the Scientific Award of the Islamic Development Bank in Islamic banking and financial sciences of ٢٠٠٤. He is an expert at the Islamic Jurisprudence Academy of the Organization of the Islamic Conference and the Islamic Jurisprudence Academy of the Muslim World League. Sheikh Al-Qari is a member of the editorial boards of a number of academic publications in the field of Islamic financial services and jurisprudence, including the journals issued by the Jurisprudence Academy of the Muslim World League, Islamic Economic Studies of the Islamic Development Bank, Islamic Economics of the International Association of Islamic Economics in London, and the Advisory Board of the Harvard Series in Sharia Islamic. Sheikh Al-Qari is a member of many Fatwa and Sharia Supervisory Boards in many banks and financial institutions. He is also an author of several books and articles on Islamic finance in both Arabic and English. Besides, he is a frequent speaker at conferences held around the world as well as being a visiting professor at Harvard University in 199٥. Sheikh Al-Qari holds a Ph.D. from the University of California.



**Professor Dr. Yousef bin Abdullah Al-Shubaili, Member of the Sharia Committee:**

Professor of Comparative Sharia Jurisprudence at the Higher Judicial Institute, holds a Doctorate Degree (PHD) with excellent degree with first class honors in Comparative Sharia Jurisprudence from the Higher Judicial Institute, and is an expert in the International Islamic Jurisprudence Academy, and Chairman and member of a number of committees in commercial disputes. He is a chairman and member of a number of Sharia committees for Islamic financial institutions, a member of the Advisory Committee of the Scientific Society of Saudi Islamic Banking, a (former) member of the Board of Directors of the General Authority for the Guardianship of the Funds of Minors and the like, and a (former) member of the Advisory Council of the Center for Jurisprudential Excellence in Contemporary Sharia Issues. He supervised and discussed dozens of academic reserches for Master's and PHD degrees in Sharia jurisprudence and regulations, and he has many published academic papers on Islamic financial transactions and zakat issues.



**5. the Means on which the Board of Directors relied on in evaluating its performance, the performance of its committees, the executive administration and the external entity that conducted the evaluation and its relationship with the company, if any.**

In implementation of the governance policies issued by the Central Bank of Saudi Arabia, as well as adopting the best practices in this regard, after the company was listed on Tadawul in April 2022, the Board of Directors, in its second meeting held on 28/06/2022 AD, issued an evaluation policy of the members of the Board and its Committees. The evaluation focused on the following data:

1. Self-assessment of the performance of the members of the Council.
2. Performance evaluation of the Executive Committee.
3. Performance evaluation of the audit committee.
4. Performance evaluation of the Credit and Risk Management Committee.
5. Evaluating the performance of the Nomination and Remuneration Committee.

The company confirms that it is in the process of external consultant assistant to be assigned to conduct the evaluation during the current Board term starting from 28th Nov 2025 up to 27th Nov 2029.

The Board members also reviewed summary reports in their meeting at the end of each year on the Board Committees performance during the year which reports outlined the Committee constitution, its members, meetings held, and the major actions and decisions taken during the year.

The Board also conduct, on year basis, an evaluation of the Independent members, to verify the member's independency and to ensure that there are no relationships or circumstances that may affect or impeach their independency.

## **6. Remuneration and compensation policy of members of the Board, its subcommittees and the executive administration:**

The company applies the policy of Remuneration and Compensation of the Board of Directors, its Committees and the Senior Executive Policy approved by the General Assembly of Shareholders held on December 22, 2021, according to the recommendation of the Board of Directors and the Nominations and Remuneration Committee. This Policy included the main and effective principles of best practices and standards in accordance with the supervisory regulations and instructions. The Policy also aims to attract the appropriate competencies to accomplish the tasks and responsibilities of the Board of Directors and its Committees in line with the company's activity, strategy and objectives.

It aims to urge the members of the Board of Directors for the success and development of the company in the long term, and to enhance the effectiveness of risk management and achieve the integrity and stability of the company's financial position.

The Policy has established a number of controls that must be considered when determining remuneration, including, but not limited to, the remuneration fairness and suitability with the member's competencies, works and responsibilities that the members of the Board of Directors undertake and bear to be achieved during the fiscal year. The rewards must be fair and commensurate with the results of the periodic evaluation of the performance of the members of the Board of Directors and its Committees, and the performance and evaluation of the Senior Executive administration.

## A statement of the remuneration approved for the members of the Board of Directors of 2025:

	Fixed remunerations							Variable remunerations						End of service remuneration	Grand total	Expenses allowance
	A certain amount	Allowance for attending committee sessions	Total allowance for attending committee sessions	In-kind benefits	Rewards for technical administrative and advisory works	Remuneration for the chairman, managing director or secretary if he is a member	Total	Profits percentage	Periodic bonuses	Short-term incentive plans	Long-term incentive plans	Shares granted (the value is entered)	Total			
<b>First: Independent Members</b>																
Ibrahim Abdullah Al-Jaser	250,000	3,000	15,000	-	-	-	265,000	-	-	-	-	-	-	-	-	-
Faris Ibrahim Al-Humaid	230,000	3,000	9,000	-	-	-	239,000	-	-	-	-	-	-	-	-	-
Abdulelah Al-Shaikh	250,000	3,000	15,000	-	-	-	265,000	-	-	-	-	-	-	-	-	-
Mohammed Al-Ghannam	230,000	3,000	9,000	-	-	-	239,000	-	-	-	-	-	-	-	-	-
Walid A. Al-Murshed	20,000	3,000	6,000	-	-	-	26,000	-	-	-	-	-	-	-	-	-
Mansour S. Bin Madi	20,000	3,000	6,000	-	-	-	26,000	-	-	-	-	-	-	-	-	-
Total	1,000,000	18,000	60,000	-	-	-	1,060,000	-	-	-	-	-	-	-	-	-
<b>Second: Non-Executive Members</b>																
Yousef Abdullah Al-Shalash	250,000	3,000	15,000	-	-	-	265,000	-	-	-	-	-	-	-	-	-
Obaid Abdullah Al-Rasheed	250,000	3,000	15,000	-	-	-	265,000	-	-	-	-	-	-	-	-	-
Ahmed Saleh Al-Dehailan	250,000	3,000	15,000	-	-	-	265,000	-	-	-	-	-	-	-	-	-
Kamal Amin Khodr	250,000	3,000	15,000	-	-	-	265,000	-	-	-	-	-	-	-	-	-
Ziad Naim El-Chaar	250,000	3,000	12,000	-	-	-	262,000	-	-	-	-	-	-	-	-	-
Ayham Al-Yousef	250,000	3,000	15,000	-	-	-	265,000	-	-	-	-	-	-	-	-	-
Khaled A. Al-Rashed	20,000	3,000	6,000	-	-	-	26,000	-	-	-	-	-	-	-	-	-
Total	1,520,000	21,000	93,000	-	-	-	1,613,000	-	-	-	-	-	-	-	-	-
<b>Third: Executive Members</b>																
None																
Total																

**A statement of the remuneration approved for the members of the Board of Directors of 2025:**

Members	Allowance for attending sessions	Fixed bonuses <small>(Except for attendance allowance for sessions)</small>	Total
<b>Audit Committee Members</b>			
Ibrahim Abdullah Al-Jaser	21,000	91,000	112,000
Ahmed Saleh Al-Dehailan	21,000	91,000	112,000
Mohammed Sulaiman Al-Aqeel	21,000	91,000	112,000
Yazeed Omer Al-Sowailem	21,000	91,000	112,000
Thamer Mesfer Al-Wadai	21,000	91,000	112,000
Total	105,000	455,000	560,000
<b>Members of the Nomination and Remuneration Committee</b>			
Ayham M. Al-Yousef	9,000	91,000	100,000
Obaid Abdullah Al-Rasheed	9,000	91,000	100,000
Faris Ibrahim Al-Humaid	9,000	91,000	100,000
Bader Nahes Al-Otaibi	9,000	91,000	100,000
Total	36,000	364,000	400,000
<b>Members of the Risk Management Committee</b>			
Kamal Amin Khodr	12,000	91,000	103,000
Pierre-Com Liege	12,000	91,000	103,000
Abdulelah Saleh Al-Shaikh	12,000	91,000	103,000
Roy Rajeh Al-Khoury	12,000	82,000	94,000
Faisal Taleb Khan	12,000	91,000	103,000
Total	60,000	446,000	506,000
<b>Members of the Executive Committee</b>			
Kamal Amin Khodr	27,000	91,000	118,000
Ahmed Saleh Al-Dehailan	27,000	91,000	118,000
Ziad Naim El-Chaar	21,000	91,000	112,000
Bader Nahes Al-Otaibi	12,000	31,000	43,000
Total	87,000	304,000	391,000
<b>Shariah Committee Members</b>			
Sheikh Abdullah Al-Manea	10,000	120,000	130,000
Sheikh Dr. Abdullah Al-Mutlaq	10,000	120,000	130,000
Sheikh Dr. Muhammad Al-Qari	10,000	180,000	190,000
Sheikh Dr. Yousef Al-Shubaily	10,000	120,000	130,000
Total	40,000	540,000	580,000

## 6- Board of Directors



- Bandar Bin Saeed Al-Ghamdi
- Chief Executive Officer

### Date of appointment:

- 16/08/2020 AD

### Academic and professional qualifications:

Bachelor of Business Administration from King Abdul-Aziz University, Kingdom of Saudi Arabia in 2007.

### Current and previous positions and companies in which he served as a member of their board of directors inside or outside the Kingdom:

- Chief Executive Officer of the company, from 2020 AD to date.
- Member of the Executive Committee of the SHL Finance Company from 2020 AD to 10/04/2021 AD - Kingdom of Saudi Arabia.
- General Manager of Assets of Retail Banking at Al Bilad Bank, a public shareholding company, working in the field of banking, from 2015 AD to 2020 AD. Kingdom of Saudi Arabia.
- Assistant General Manager of Assets of Retail Banking at Al Inma Bank, a public joint stock company, operating in the field of banking, from 2007G to 2015G. Kingdom of Saudi Arabia.



- Abdulaziz Rasheed Al-Talib
- Chief Operation Officer

### Date of appointment:

- April 28, 2024

### Academic and professional qualifications:

- Masters degree in Science from the United States of America, with over 20 years of banking experience.
- Mr. Al-Talib has gained a wide range of experience throughout his career, including commercial operations, corporate banking, Islamic banking operations, implementing international standards, and credit monitoring with leading banks.

### Current and previous positions and companies in which he served as a member of their board of directors inside or outside the Kingdom:

- Mr. Al-Talib is a key pillar in implementing SHL Finance's strategy through 2029 through his role on the Strategy Steering Committee.
- Drives the company's operational efficiency by identifying areas for process improvement and implementing best practices. Develops and monitors operating budgets, ensuring efficient use of resources while maintaining financial stability. Leading and developing high-performance teams across various functions, fostering a culture of accountability, performance, and growth.
- Head of Credit Operations at Arab National Bank from 2018 to 2024 General Manager of Assets of Retail Banking at Al Bilad Bank, a public shareholding company, working in the field of banking, from 2015 AD to 2020 AD. Kingdom of Saudi Arabia.
- Senior Manager in Corporate Management at SABB Bank from 2014 to 2018
- Head of Corporate Services at Arab National Bank from 2010 to 2014.
- Head of Islamic Banking Operations at Arab National Bank from 2007 to 2010.
- Director of the Corporate Services Unit at Arab National Bank from 2005 to 2007.



- Abdullah Al-Shamrani
- Chief Financial Officer

**Date of appointment:**

- 23/07/2023

**Academic and professional qualifications:**

- Bachelor's degree in Financing from the University of King Fahad for Petroleum and Miners -2012
- Obtained professional training and courses in finance and banking sectors.

**Current and previous positions and companies in which he served as a member of their board of directors inside or outside the Kingdom:**

- Head of the Treasury Department - Amlak International for Financing - from June 2019 to July 2023 - Joint stock listed company - Kingdom of Saudi Arabia.
- Manager of the Treasury Dept. National Bank of Qatar - from June 2017 to June 2019 - Joint stock listed company - Kingdom of Saudi Arabia.
- Responsible officer for Treasury client's solutions - Saudi Hollandi Bank - from March 2013 to June 2017 - Joint stock listed company - Kingdom of Saudi Arabia.

**7. Statement of remuneration and compensations paid to five senior executives who received the highest remunerations, including the Chief Executive Officer and the Chief Financial Officer:**

Fixed Rewards				Variable Bonuses					
Salaries	Allowances	In-kind benefits	Total	Profits percentage	Other Allowances	In-kind advantages	Short-term incentive plans	Long-term incentive plans	Total
4,533,079.00	966,869.00	0	5,499,948.00	812,259.00	0	0	0	0	812,259.00

Remunerations of the company's senior executives are determined according to the recommendation of the Nominations and Remunerations Committee and the Board of Directors' approval of the relevant policy. The salaries, allowances, compensations and end of service rewards are determined according to the human resources policies approved by the company according to employment contracts and related regulations and applications. As for the annual bonuses, they are granted in line with the strategic objectives of the company to motivate the senior executives to achieve the general objectives of the company.

## 8. Company's Dividend Policy:

The company applies Article (39) of the Articles of Association—after amendment and alignment with the new Companies Law and its Executive Regulations—which stipulates that “shareholders are entitled to their share of profits in accordance with the General Assembly resolution issued in this regard. The resolution shall specify the due date and distribution date. The entitlement to profits shall be for shareholders registered in the shareholders' records at the end of the due date. The Board of Directors must implement the General Assembly resolution regarding the distribution of profits to shareholders.

“The Ordinary General Assembly may—by resolution renewed annually—authorize the Board of Directors to distribute interim dividends to shareholders semi-annually or quarterly in accordance with the procedures and rules regulating this matter issued by the competent authorities.”

The Board of Directors also issued a Dividend Distribution Policy at its first meeting held on March 20, 2024. The Board of Directors is committed to enhancing shareholders' confidence in the company by striving to achieve fairness and balance when determining dividend distribution, considering cash flows from operations, available financial resources, investment requirements, long-term growth strategies, and internal and external factors. This is to achieve the company's interests and sustainability, maximize Shareholder returns, and ensure the rights of stakeholders.

To confirm this, the Board has adopted a clear Dividend Distribution Policy («Policy»), which sets out the procedures for distributing dividends to shareholders, in accordance with the Company's Articles of Association and relevant rules and regulations.

## 9- Dividends announced and distributed in 2025:

The Company did not declare any dividends for the fiscal year 2025

## 10- Statement of the Names of the Companies in which the Company is a Shareholder:

Company Name	Capital	Company Ownership Percentage	Company's Main Activity	Headquarters of the Company's Operations	Headquarters of Incorporation of the Company
Saudi Contract Registration Company	37,500,000 Saudi Riyals	%2.23	Registration of Financial Lease Contracts	Riyadh, Kingdom of Saudi Arabia	Riyadh, Kingdom of Saudi Arabia

## 11. General Assemblies of Shareholders held During 2025

The Company Held (2) Shareholders meetings in 2025 the first Ordinary General Shareholder meeting was held on 30 /06/2025, and the Ordinary General Assembly Meeting was held on 27 November 2025, and we will highlight the Agenda of each of these meetings:

First: The Agenda of the Ordinary General Meeting (first meeting) held on 30th June 2025:

1. To review and discuss the Board of Directors Report for the fiscal year ended 31st December 2024. (attached)
2. To review and discuss the Financial Statements for the fiscal year ended 31st December 2024. (attached)
3. To vote on the External Auditors Report for the fiscal year ended 31st December 2024. (attached)
4. To vote on absolving the members of the Board of Directors from liabilities for the fiscal year ended 31st December 2024.
5. To vote on the appointment of the company's auditor from among the candidates based on the Audit Committee recommendation to examine, review, and audit the financial statements for the second, third and annual financial statements for the year 2025, and the first quarter of the year 2026, and to determine his fees. (attached).
6. Voting on the distribution of remuneration for the Board members for total amount of (2,806,000) two million eight hundred six thousand for the year ended 31st December 2024 (attached).
7. Voting on the distribution of remuneration for the Board Committees members for total amount of (2,046,000) two million forty-six hundred thousand for the year ended 31st December 2024 (attached).
8. To vote on delegating the Board of Directors to distribute Interim Profits on Quarterly or Simi Annual basis for the year ended December 2025.
9. To vote on the contracts & transactions for the year ended 31st December 2024, made between the company and the Arab National Bank as a related party, which the Board member Mr. Obaid Abdullah Alrasheed ( none executive member) had indirect interest, related regarding the banking facilities (Islamic Tawarruq financing) obtained from the Arab National Bank, with a total balance of 1.74 billion Saudi riyals as of December 31st , 2024, along with the consequences of these facilities

such as burdens and costs in the amount of 134.3 million Saudi riyals during the same year and on the basis of the SIBOR plus profit margin, the contract is considered as continuous dealings which is subject to annual renewal and made in the ordinary course of the company business without any privilege conditions or terms.

10. To vote on the contracts & transactions for the year ended 31st December 2024 made between the company and the Arab National Bank as a related party, which the Board member Mr. Obaid Abdullah Alrasheed (none executive member) had indirect interest, related to fair value of derivative financial instruments and hedging profit, which was canceled in January 2024. The total hedging losses during 2024 amounted to SAR 0.95 million riyal. These are ongoing transactions, conducted in the ordinary course of business under prevailing market terms without any preferential conditions.

11. To vote on the contracts & transactions for the year ended 31st December 2024 made between the company and the Arab National Bank as a related party, which the Board member Mr. Obaid Abdullah Alrasheed (none executive member) had indirect interest, relating to fees for establishing deferred contracts through Arab National Bank. The Company will amortize these fees on monthly basis until the end of these contracts. During 2024, the balance of the unamortized portion of the fees paid to Arab National Bank amounted to 9.8 million Saudi Riyals as of December 31, 2024, the is considered as continuous dealings which is subject to annual renewal and made in the ordinary course of the company business without any preferential conditions or terms.

12. To vote on the contracts & transactions for the year ended 31st December 2024, made between the company and the Arab National Bank as a related party,

which the Board member Mr. Obaid Abdullah Alrasheed (none executive member) had indirect interest, related to administrative service fees, provided by SHL Finance Company related to real estate financing contracts sold to the Arab Bank during 2014, according to the asset sale agreement signed with the Arab National Bank. The inclusive service revenues during the year 2024 were amounted to 3.4 million Saudi riyals, net after deducting the costs of services, and the balance of service fees due from the Arab National Bank was amounted to 0.3 million Saudi riyals as of December 31st, 2024, the contract is considered as continuous dealings which is subject to annual renewal and made in the ordinary course of the company business without any preferential conditions or terms.

13. To vote on the contract & transactions for the year ended 31st December 2024 made between the company and the Arab National Bank as a related party, which the Board member Mr. Obaid Abdullah Alrasheed (none executive member) had indirect interest, related to the service level agreement for Sharia supervision, on January 1, 2022, the company signed a service level agreement (SLA) with the Arab National Bank regarding assigning the tasks of Sharia compliance and Sharia Audit, for two years, at an amount of 10 thousand Saudi riyals monthly, and there was no any due balance as of 31st December 2024, the contract is considered as continuous dealings which is subject to annual renewal and made in the ordinary course of the company business without any preferential conditions or terms.

14. To vote on the contracts & transactions for the year ended 31st December 2024 made between the company and Dar Al Arkan Real Estate Development Company as a related party, which Board member Mr. Yousef bin Abdullah Al Shelash (none executive member) had indirect interest, relating to finance Dar clients to purchase ready housing units within the housing projects developed by Dar Al Arkan Real Estate Development Company. The total value of the units purchased from Dar Al Arkan Real Estate Development Company and financed to customers during the year 2024 was amounted to 2.2 million Saudi riyals, the contract is considered as continuous dealings which is subject to annual renewal and made in the ordinary course of the company business without any preferential conditions or terms.

15. To vote on the contracts & transactions for the year ended 31st December 2024 made between the company and the shareholder, Tharawat Real Estate Assets Company,

which the Board member Mr. Yousef bin Abdullah Al Shelash, (none executive member) has an indirect interest, and these amounts are represented the rental value for offices space Nos. (004/103/104/303/304) rented by the company's Head Offices in Madarat Towers located in Riyadh, Al-Wazarat district, with a total area of 1961 m2, according to the agreement signed between the company and Tharawat Real Estate Assets Company on 01/01/2020. The rents paid for the year 2024 were amounted to 2.2 million Saudi riyals, the contract is considered as continuous dealings which is subject to annual renewal and made in the ordinary course of the company business without any preferential conditions or terms.

16. To vote on the contracts & transactions for the year ended 31st December 2024 made between the company and Quara Digital Company for technical support services, in which the Board member Mr. Youssef bin Abdullah Al Shalash, (none executive member) has an indirect interest. Whereas, on 22/08/2022, the company signed an annual technical support services agreement with Quara Digital Company for technical support services, in order to provide the necessary technical support for the company. The fees paid to Quara Digital Company for technical support services during the 2024 were amounted to 0.125 million Saudi riyals, the contract is considered as continuous dealings which is subject to annual renewal and made in the ordinary course of the company business without any preferential conditions or terms.

17. To vote on the contracts & transactions for the year ended 31st December 2024 made between the company and Al-Khair Capital, in which Chairman Mr. Yousef bin Abdullah Al Shelash (none executive member) has an indirect interest, relating to Murabaha deposits during 2024: The company signed Murabaha deposits Agreement with Al-Khair Capital as part of its strategy to utilize its cash liquidity. The balance of Murabaha deposits as of 31st December 2024, was SAR 7.4 million and the profit gained was 1.27 million Saudi Riyals. These are ongoing transactions renewed annually, conducted in the ordinary course of business under prevailing market terms without any preferential conditions.

**Names of the Board of Directors› Members & Committees Chairmen present at the General Assembly›s Meeting and names of the absentees**

- Mr. Yousef Abdullah Al-Shalash - Board Chairman.
- Mr. Obaid Al-Rasheed - Board Vice Chairman.
- Mr. Mohammed Abdulrahman Al-Ghannam - Board Member.
- Mr. Kamal Bin Amin Khodr - Board Member & Chairman of the ExCom & Risk Committees.
- Mr. Ayham Bin Mohammed Al-Yousef -Board Member & Chairman of the NRC.
- Dr. Mohammed Bin Sulaiman Al-Aqeel - Chairman of the Audit Committee.
- Mr. Ziad Naim El-Chaar - Board Member.
- Mr. Faris Al-Rashid Al-Humaid - Board Member.
- Mr. Abdulelah Saleh Al-Shaikh - Board Member.
- Dr. Ahmed S. Al-Dehailan - Board Member.
- Mr. Ibrahim Abdullah Al-Jaser - Board Member.

**Second: The Agenda of the Ordinary General Meeting (first meeting) held on 27th November 2025:**

Voting to appoint Board of Directors members from the Nominees list for the new Board Term for Four (4) years which will start as from 28th November 2025 up to 27th November 2029 (Profiles & C.Vs. attached).

Names of the Board of Directors & Committees Members present at the General Assembly›s Meeting and names of the absentees:

1. Yousef A. Al-Shalash - Chairman of the Board.
2. Obaid A. Al-Rasheed - Vice Chairman of the Board.
3. Mohammed Abdulrahman Al-Ghannam - Board Member.
4. Kamal A. Khodr - Board Member & ExCom and Risk Committees Chairman.
5. Ayham Al-Yousef - Board Member & NRC Chairman
6. Ziad Naim El-Chaar - Board Member.
7. Faris Al-Rashid Al-Humaid - Board Member.
8. Abdulelah S. Al-Shaikh - Board Member.
9. Ahmed S. Al-Dehailan - Board Member.
10. Ibrahim Abdullah Al-Jaser - Board Member.
11. Dr. Mohammed Sulaiman Al-Aqeel- Audit Committee Chairman.

**12. Number of the company›s requests of the register of shareholders and the reasons:**

Number	Date of the request	Reasons for the request
(1)	2025/11/09	Company procedures
(2)	2025/12/17	Company procedures

### 13. Complied and Non-Complied Provisions of the Corporate Governance Regulations issued by the Capital Market Authority as well as the Reasons:

The company is committed to applying all mandatory provisions of the Corporate Governance Regulations issued by the Capital Market Authority, as well as applying the main principles of governance in financial institutions issued by the Central Bank of Saudi Arabia. The table below shows the provisions that were not applied in the Governance Regulations and the reasons for that:

Article of the Governance Regulations	Reasons for non-application
Article Seven - Paragraph (d) - Appointing an official specialized investor relations task	Guidance Clause
Article Thirty - nine - Evaluation	Guidance Clause
Article fifty-one - Paragraph (C) - Chairing the Audit Committee	Guidance Clause
Article eighty- two - Employee Motivation	Guidance Clause
Article eighty-five - Social Initiatives	Guidance Clause - Partially implemented, as the company adopted a repair and maintenance program for poor and week social classes in 2025
Article ninety-two - Governance Committee	Guidance Clause

### 14. Actions taken by the Board of Directors to inform its members of the shareholders' proposals and observations

The company receives the opinions, suggestions and complaints of the shareholders through the e-mail announced on the company's website & on Tadawul Website, and through phone calls where the Secretary of the Board is responsible for informing the Board of Directors of any substantial proposals or observations on the part of the shareholders. The company did not receive any proposals or observations during 2025.

# **15. The Company's Main Business Sectors and Departments**

## 1. Business and Product Development Sector

In pursuit of the company's strategic objectives and in keeping with market changes and the evolving financial industry, the Business and Product Development Department has worked to develop the company's products and align them with market changes by adhering to the latest scientific standards for business development and the introduction of financial products and services. This is achieved through continuous research and study of the financial market, analyzing the strengths and weaknesses of competitors, identifying customer needs and target segments to bridge the financing gap in the market, and then conducting feasibility studies for financial activities, products, and services in the market to identify the best available investment opportunities and create Developing products and financing solutions that serve economic activities and support the achievement of the company's strategic goals. The product and business development team also focused on studying important aspects related to marketing and sales strategies, product offerings, and the importance of using the latest technologies to increase productivity. The most important innovations are implemented at a record pace to ensure the continued development of the company's performance and maintain its position in the financial market. Building on the qualitative goals and achievements in business and product development of previous years, 2025 witnessed a significant leap forward in the development and launch of digital services and the automation of financing procedures.

### Key Achievements and Activities:

- Leading (5) strategic business initiatives in accordance with the company's approved strategy.
- Launching an easy-to-use financing application to enhance business operations and targets and facilitate the customer journey.
- Launching a point-of-sale financing product for small and medium-sized enterprises (SMEs).
- Working closely with the sales sector to double sales targets for the retail, high-net-worth, and SME segments, achieving record sales figures in 2025 compared to the company's historical sales performance.
- Launching and developing digital sales channels that serve the company's strategy and objectives, in partnership with Arab National Bank, the company's main shareholder.
- Developing and enhancing the productivity of new sales channels that serve the company's strategy and objectives, such as those with Arab National Bank.
- Approval and launch of more than (50) off-plan real estate development projects in cooperation with the largest real estate developers in the Kingdom, such as the National Housing Company and Talaat Moustafa Group.
- Ensuring Sharia compliance for all business operations, financing services, and agreements with service providers, and obtaining their approval from the company's Sharia Committee.
- Developing and organizing numerous company policies and procedures in accordance with best practices, clearly defining the roles and responsibilities of each department.
- Developing all training materials for all products and conducting training for company departments to enhance knowledge of the products, their features, policies, and procedures. This includes holding workshops to improve service levels and contribute to achieving the company's objectives.
- Renewing agreements and contracts with two international companies (DD Cap and Condor), both based in London, to provide commodity buying and selling services that support the company's financing (Tawarruq) operations.
- Developing and testing the system for new financing products, in addition to the ongoing development of existing products, their features, and characteristics.
- Enhancing technical integration with several service providers to improve efficiency and streamline financing procedures, facilitating faster and easier access to financing. Examples include (Masdar Payroll Service, and Nafath Documentation and Open Banking Services).
- Managing and developing the insurance policy for the financing portfolio in cooperation with Derayah Insurance Brokerage Company to achieve the highest quality standards for insurance services.
- Participating in financing exhibitions in the Kingdom of Saudi Arabia, such as Cash, Restatex, Baban Global, Kafalah, Shams Al Riyadh, and Global School Investment.
- Developing promotional and interactive advertising campaigns on search engines and social media platforms to raise awareness of new products and developing the official website content by updating it and adding all requirements of the Saudi Central Bank and the Capital Market Authority.
- Increasing awareness and education about financing products by publishing simple awareness messages for clients and facilitating communication between them and the company through verifying our official pages on social media platforms.

## **2. Commercial Finance, High Net Worth, and Small and Medium Enterprises (SMEs) Group Sector:**

As part of the company's 2025 business growth strategy, the Trade Finance, High-net-worth Individuals, and SME Finance Group continued its role in supporting the company's sustainable growth by providing Sharia-compliant financing solutions and programs, in line with the objectives of the Kingdom's Vision 2030 and enhancing the financing sector's contribution to supporting the national economy.

### **Financing Products and Programs:**

The Group's management developed specialized financing programs to support the financing of commercial activities, industrial projects, and real estate development projects, in addition to financing entrepreneurs and self-employed professionals. Financing opportunities for SMEs were also enhanced through the Kafalah program and integration with the SME Bank, which contributed to expanding the scope of beneficiaries and increasing the volume of financing opportunities.

### **Achieving Targets and Portfolio Growth:**

The Group successfully achieved its approved targets during the year, supported by controlled expansion in the trade finance portfolio and sustainable growth in the SME and high-net-worth individual portfolios. This was achieved while diversifying the client base and reducing concentration, thereby enhancing financial stability and increasing capital utilization efficiency.

### **Financing Quality:**

The Group focused on improving the quality of its financing portfolio by targeting opportunities with high creditworthiness, adhering to approved credit policies, and providing financing against suitable real estate collateral or through guarantee programs to support various activities. This contributed to maintaining balanced risk levels.

### **Customer Relationship Management and Service Quality:**

The Group paid special attention to enhancing the customer experience and increasing customer satisfaction through effective relationship management via a specialized team distributed across the main regions (Central, Western, and Eastern). Emphasis was placed on rapid response, high-quality communication, and efficient handling of feedback and suggestions within standard timeframes.

### **Operational Efficiency and Human Resources Development:**

The Group continued its efforts to enhance operational efficiency and improve the work environment in collaboration with the company's Human Resources team. This involved developing procedures and regulations, strengthening training and development programs, and attracting qualified national talent. These efforts support performance sustainability and enhance readiness to achieve future growth targets.

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### 3- Sales Department (Retail)

The Retail Sales Management works to achieve the company's short- and long-term goals by presenting the company's products to the end consumer and striving to reach the largest possible customer segment to grow the financing portfolio. The management also seeks to enhance the company's corporate image by enriching the customer journey, studying the needs and challenges of the real estate market, and submitting recommendations to executive management in line with market developments.

#### Key Activities and Achievements During 2025:

- Conducting field visits to more than 200 entities (offices, institutions, and real estate companies) in various regions of the Kingdom (Central, Eastern, and Western) to open new sales channels, present financing products, and introduce the company.
- Providing several entities with sales staff, informational brochures, and display stands to explain products and conduct initial calculations for clients.
- Approving several offices and agreements with the Legal Department.
- Attending several exhibitions:
  1. The Global School Investment Exhibition, September 2025.
  2. Shams Riyadh Exhibition, March 2025.
  3. Exhibition Restatex February 2025.
  4. Cash Expo February 2025.

#### Main Department Tasks

- Representing the company in selling its products and maintaining its policies, reputation, and credibility.
- Conducting market research, studying competitors, and analyzing real estate market trends.
- Adhering to instructions issued by company management.
- Working to achieve monthly targets by attracting clients through multiple channels, including:
- Achieving annual targets as determined by senior management. (Real estate offices and companies, governmental, semi-governmental, and private entities, telephone lists from the Marketing Department, and real estate development projects.)

#### Key Developments During 2025

During 2025, the Sales Department witnessed several developments that contributed to expanding the scope of work and increasing the efficiency of client acquisition. The most prominent of these were:

- Expanding field coverage by increasing the number of visits to real estate offices and governmental and semi-governmental entities, resulting in opening new sales channels and increasing the number of potential clients.
- Adding new real estate entities to the partner network after approval by the Legal Department, which the company's presence was strengthened across the Kingdom, contributing to increased demand.
- Improved product presentation to customers through the development of new informational materials (brochures, presentations, and stands) and the use of clearer tools for initial calculations.
- Enhanced sales team efficiency through internal training sessions focused on developing persuasion skills, explaining financing products, customer service, and improving closing rates.
- Enhanced communication with real estate entities through continuous follow-up and activation of support mechanisms, resulting in increased referrals and improved customer quality.
- Growth in the number of received and approved applications compared to the previous year, due to expanded channels and increased field activity.

### Future Development Plans:

During 2026, the Sales Department aims to implement a set of development plans to enhance its capabilities and increase sales volume in the real estate and personal finance sectors. Key among these plans are:

- Expanding real estate partnerships by attracting new real estate offices and companies in various regions, with the goal of increasing referrals and sales opportunities.
- Recruitment: We believe in the importance of building a strong team. Therefore, we have begun recruiting key talent and look forward to further expansion in the coming period. The team will support future growth plans.
- Enhance the efficiency of the real estate and personal sales team by implementing specialized training programs that include:
  - 1. Sales and persuasion skills.
  - 2. Professional product explanations.
  - 3. Customer relationship management and improved closing rates.
- Increase field presence by intensifying field visits to real estate, governmental, semi-governmental, and private entities to ensure access to a wider customer base.
- Improve the customer experience by developing a mechanism for receiving and tracking requests, and streamlining the customer journey from inquiry to contract signing.
- Strengthen collaboration with the marketing department to leverage advertising campaigns to raise product awareness, increase the number of interested customers, and improve the quality of phone lists.
- Increase sales targets in both real estate and personal finance to align with the company's product and sales channel expansion.
- Focus on governmental and semi-governmental clients by allocating appropriate sales tools to these segments and increasing communication with major entities.
- Develop a performance measurement mechanism through rigorous monthly monitoring of achievement levels and continuous improvement of sales representative performance.
- Activate additional external sales channels, such as collaborating with real estate developers on new projects and coordinating to create points of sale within high-traffic projects.

## 4. Marketing Department

The Marketing Department works to support the company's strategic objectives and enhance its market presence by building a strong corporate identity and establishing the brand, while keeping pace with market developments and customer needs. The department conducts market research and analyzes the target audience, identifying their needs and interests. This contributes to designing effective marketing messages and campaigns that support the company's goals and enhance its competitiveness. The Department also handles promotion and advertising across various social media channels, manages partnerships and sponsorships, and attracts media partners. This promotes brand awareness and raises awareness of the company's products and services. It also includes coordinating with company representatives to ensure an effective and organized presence at local and international exhibitions and events.

As part of managing event participation, the Marketing Department ensures that attendees have a positive and professional image of the company and that its identity and brand are prominently displayed at exhibitions and events. The department also evaluates marketing performance and measures the achievement of objectives through indicators such as attendance figures, engagement levels, reach, and media coverage.

During 2025, the Marketing Department participated in several prominent local and international exhibitions and events, which contributed to strengthening the company's market presence and building strategic relationships with relevant stakeholders and real estate developers. The department concludes its participation by preparing final marketing reports that include key findings, lessons learned, and recommendations, supporting improved performance and effective planning for future engagements.

### Exhibitions and Events Participated in During 2025:

Exhibitions and Events Participated In	Date & Venue
Cash Expo Exhibition	10-12 February 2025 – Riyadh City, Riyadh Exhibition Center
Restatex Riyadh Exhibition 2025	17-20 February 2025 – Riyadh City, Riyadh Exhibition Center
Shams Riyadh Exhibition	3 September – 3 November 2025 – Riyadh City, Shams Riyadh
International Schools Investment Exhibition	8-10 September 2025 – Riyadh City, Mada Reem Hotel
Biban Exhibition 2025	5-8 November 2025 – Riyadh City, Roshn Front

### Social Media Channels:

During 2025, work will focus on creating and activating new channels across social media platforms to expand the customer base, increase reach to a wider segment of the target audience, and enhance the company's digital presence. This step comes within the framework of supporting the comprehensive marketing strategy and enabling the marketing team to implement integrated, multi-channel marketing campaigns, which will contribute to increasing engagement, enhancing brand awareness, and achieving effective integration between digital and field marketing activities.



## 5. Operations Department

Operations Department is one of the main departments in the company and supports other departments and divisions to ensure the progress of work in accordance with internal policies and procedures and legislation of various relevant authorities. It also works to develop and improve daily work procedures and business support in such way that serves the company's strategic objectives. The following sections belonged to Operations Department:

1. Credit section for individuals.
2. Evaluation, Guarantees and Real Estate Maintenance Section.
3. Closing and Disposals Section.

### A- Credit Department

Credit Department is dedicated to analyzing and assessing real estate and personal financing applications from individuals received by the company. Their focus lies in verifying customers' alignment with credit policies and swiftly issuing final approvals, enabling competitive turnaround times while upholding quality standards. Furthermore, the Department actively endeavors to enhance procedures and propose recommendations aimed at optimizing workflow efficiency and mitigating potential future risks to the company.

#### Most important works and achievements:

1. Contributing to setting the necessary requirements in the system to launch personal finance products in accordance with credit policies and principles of responsible financing for individuals and testing them to ensure their validity and suitability.
2. Contributing to developing plans and implementing the project to convert existing variable lease contracts into fixed lease contracts and studying them for credit before implementation.
3. Concluding an agreement with a financial technology company through which technical services are provided that contribute to raising the level of efficiency of study procedures and approvals for real estate financing and personal financing applications.
4. Contributing to raising the level of quality and accuracy of customer data that is submitted to Credit Information Company
5. Applications are reviewed to ensure they comply with responsible financing standards.

### B- Evaluation and Guarantees Department

#### The Sections under this Department are as follows:

First: Real Estate Valuation Department:

This Section is responsible for evaluating financed and managed properties. It operates independently from other departments to ensure impartiality in decision-making. Real estate valuation is a crucial stage, as the company is committed to financing high-quality properties free from structural defects. This includes selecting a suitable location and assessing the minimum requirements for public services in the neighborhood where the property is situated.

Second: Maintenance Department:

This Section is responsible for maintaining clients' properties if fundamental defects appear after use. It also assesses the potential impact of natural disasters, such as fires, on the property.

Third: Recovered Properties Department:

This Section is responsible for receiving recovered properties. Upon receipt, it inspects the property, prepares a technical and engineering report, performs necessary maintenance if required, and then lists it on the real estate market according to the procedures stipulated by the Real Estate Authority. The department also provides the committee with the received offers for review.

Fourth: Real Estate Registration Department:

This Section is responsible for registering real estate. The first step involves physically recording all property data on the real estate registry platform to issue the title deed and property record.

Fifth: Registering undeveloped land and vacant properties and following up with the relevant authorities.

Sixth: Updating old title deeds to convert them into electronic deeds

### C- Closing and Clearance Department

Clearances and Ownership Transfer Department is an important and complementary element in completing the customer's experience to obtain the property through the process of issuing checks and transferring ownership (selling, buying and mortgaging all types of properties), in addition to the final review process of customer files, which contributes to raising the level of customer satisfaction and improving the quality of procedures. The following tasks are belonged to Closing and Clearance Department:

First/Purchasing and mortgaging newly financed properties and selling and releasing the mortgage of paid properties, while ensuring that the approved procedures are followed and the required documents are completed.

Second/Updating instruments and coordination.

## 6. Customer Care Department

Customer Care is an independent and centralized control department that is entrusted with the responsibilities of leading and managing consumer protection and customer complaints by setting and developing policies and procedures in accordance with the best practices in the field of customer protection and customer complaint handling, establishing and conducting awareness, training plans and programs related. Customer Care is responsible for ensuring timely responses, efficient execution, and proper documentation of all customer complaints, while treating customers fairly, honestly, and with integrity.

### Key Achievements:

1. significant achievement SAMA Complaints Handling Team, reaching a 99% successful complaint resolution rate within the standard complaint timeframe, exceeding the Central Bank's required performance indicator of 95%.
2. Achieving an 86% customer satisfaction rate, surpassing SAMA's required performance indicator of 70%.
3. Developing a collaborative work mechanism with relevant internal departments, including Service Level Agreements (SLA's) and a complaint escalation mechanism, to ensure timely resolution.
4. Transitioning to and engaging with the Central Bank's launch of its developed customer complaints management system during the third quarter.

### Communication Channels:

In line with the company's objectives to enhance customer satisfaction by responding to and handling complaints with the highest quality standards, the Customer Care Department strives to provide the best ways to communicate or submit complaints to ensure responsiveness and accessibility through:

- \*Toll-Free number
- \* Messaging and E-mail service
- \* Branch services
- \* Website
- \* SAMA Care platform
- \* Social media platforms.

### Customer Care Responsibilities:

1. Customer Service: Providing accurate information about products and services and resolving issues quickly and transparently.
2. Records and Reports: Maintaining secure records of all customer interactions and complaints and submitting reports.
3. Complaints Handling: Receiving, following up on, and resolving complaints in accordance with Service Level Agreements (SLA's) and Key Performance Indicators (KPI's), coordinating with internal departments, and escalating outstanding complaints to executive management.
4. Customer Protection: Ensuring full compliance with Central Bank regulations and protecting customer rights clearly and transparently.
5. Training and Development: Training staff on regulatory requirements, raising consumer awareness, and implementing process improvements to enhance customer satisfaction.
6. Complaints analysis: Analyze RCA, Frequency Analysis, Escalation Rate, Feedback Loop, Preventive Measures, and VOC.

## 7. Customer Services Department

Customer Service and the Call Center Department at SHL Finance Company constitute a fundamental pillar within the company's operational framework. They serve as the primary point of direct communication with clients and play a critical role in enhancing customer satisfaction and improving service quality. With the expansion of financing services and the continuous growth in the customer base, this department has become a decisive factor in achieving the company's strategic objectives. Currently, the department serves more than 7,500 clients in accordance with the highest quality standards across one of the largest financing portfolios among finance companies.

### Key Achievements:

- Successfully processed 2,863 customer requests from the beginning of the year through the 3rd quarter, covering more than 60 distinct services.
- Achieved a 14% increase in customer satisfaction compared to the previous year as a result of enhanced response quality and expedited processing.
- Reduced average waiting times by optimizing human resource allocation and implementing intelligent call-routing systems.
- Met performance indicators through the development of workflow mechanisms with relevant internal departments, including SLA and escalation procedures.
- Provided multiple communication channels to ensure seamless customer access, including email, call center, social media platforms, the corporate website, and branch locations.
- Introduced advanced digital communication solutions enabling customers to connect with the company easily at their preferred times, in addition to interaction through the company's mobile application.
- Analyzed customer-related call data and successfully reduced response waiting periods.

### Customer Service Responsibilities:

- Integrating internal departments into the customer service system to receive and process requests and inquiries, thereby enhancing response speed, monitoring, and follow-up efficiency.
- Continuously improving the customer experience to support organizational growth and safeguard the company's reputation.
- Ensuring continuous development of frontline and call-center employees by equipping them with in-depth knowledge of company products through specialized training programs.
- Managing and analyzing inbound and outbound customer communications, including live chats and automated notifications for both current and potential customers.

## 8. Customer Experience and Business Continuity Management Department:

A newly established Department focused on enhancing the customer experience and exercising independent oversight of customer complaint and inquiry handling by reviewing resolution practices and coordinating with relevant departments to address root causes and prevent recurrence, thereby contributing to improved customer satisfaction, in addition to developing, reviewing, and updating customer-related policies and procedures.

The Department is also responsible for managing business continuity, including conducting business impact analyses, developing contingency and recovery plans, and continuously testing and improving them to ensure uninterrupted service delivery in compliance with applicable regulatory and supervisory requirements.

## 9. Information Technology Department:

The IT department is the cornerstone of the organization, playing a vital role in streamlining business operations and achieving company goals. IT improves operational efficiency and supports the implementation of new solutions and integration while ensuring the stability of existing systems.

By encouraging collaboration among IT members, each member contributes specialized knowledge that allows for quicker issue resolution and enhanced support for business units and our customers. This collaboration not only boosts responsiveness but also reduces risks, meet the guidelines set forth by the central bank, and underpins digital transformation initiatives.

### Key IT Services:

- Business analysis and project management services.
- System enhancement and software solutions.
- Internal & External Integration Services.
- Advisory and support for IT digital transformation initiatives.
- Vendors & Contracts Management.
- Application Support and Maintenance.
- Technical Support & Ticketing system management.
- Business Intelligence and Analytics.
- Infrastructure Management.
- Security Services.
- Networking and database management services.
- Data Privacy & Data Backup and Recovery.
- Business continuity.
- Support audit requirements (internal and external).
- Provide Technical solutions to ensure adherence to central bank regulations.

### Achievements:

In 2024, the Information Technology Department (IT) has achieved several important milestones, including:

#### Data Quality Management.

- Identifying and resolving data quality issues on a daily, weekly, and monthly basis, resulting in compliance with the SIMAH finance score of 99.956%.

#### Technical Support

- Streamlining the management of technical support requests across various business channels.

#### Enhancing SHL Systems

- Successfully executing around: (15) major projects, (4,500) Requests and (50) changes order (CR) to business, regulatory, and audit needs.

#### Middleware Services:

- Laid the foundation for middleware and integration services, enabling seamless communication between our core system and external systems, which led to the launch of our first digital channel, Apply Now.
- Integrated with numerous third-party services, including ABSHIR, NATHER, DDCAP, MASDAR, TAHQAQ, Digital Contract, open banking, and SIMAH V2, establishing a basis for future digital channels, such as a mobile app.

#### Strategic Infrastructure Upgrade Projects

- Successfully completed various infrastructure initiatives, including upgrades to our network, systems.

#### Enhancing Cybersecurity:

- Implemented advanced security measures and protocols, resulting in a significant reduction in vulnerabilities and improved protection of sensitive data against cyber threats. Regular security audits and training sessions were conducted to ensure ongoing compliance and awareness across the organization.

#### Disaster Recovery (DR) for 2023 ,2024

- Successfully conducted two disaster recovery 5 days activities on our DR site during working hours, which was required by SAMA and this lead to have solid DR site which allowed SHL to use it on demand and which is actually happened this year.
- Provide new feature to collect customers fees through SADAD instead of manually collect the fees.
- AML System Alerts modifications

### Key Achieved Projects:

#### New Digital Channels:

- 1st Digital Channel for Customers-Apply Now-Customers.
- 2nd Digital Channel for Staff -Apply Now-Staff.
- 3rd Digital Channel for Apply Now - Fraud Handling.

#### Middleware Services:

- Automate & Integrate with many 3rd party Services: ABSHIR, NATHER, DDCAP, MASDAR, TAHQAQ, Digital Contract, Open Banking, and SIMAH V2.

#### Risk Management Dashboard.

- Delivered around (150) reports for Risk department to support Risk department to reduce manual efforts and support Risk demands from SAMA.

#### SME Revamp & Enhancement

- Revamp SME phase 1 system by providing new facilities, to simplify users journey and customer experience, which lead to simplify the application flow.

#### SADAD - Fees Allocation:

- Provide new feature to collect customers fees through SADAD instead of manually collect the fees.

#### AML System Alerts modifications:

- Review and revamp current AML system in order to make sure its matching our compliance and regulatory needs and expectations.

#### Other Core System Enhancement CRs:

- In house development for around 50 CR to improve system performance, business needs, adheres with SAMA and user's experience/ customer journey.

#### Infrastructure, IT Security and Business Continuity Projects

- New Email Service (Microsoft Exchange)
- External Audit - Deloitte (2022 ,2023)
- Forti Mail, FortiSanbox and FortiGate.
- SHL Network Upgrade (3 Phases).
- 5 Days Disaster Recovery for 2024
- Multi Factor Authentication Project.
- NAC (Network Access Control) Solution.

### Future Goals:

In the upcoming year, the Information Technology Department (IT) has set several objectives to achieve:

IT main goal is to align with full support in Digital Transformation Initiatives for IT like:

- Provide new mobile APP for SHL.
- Upgrading Core Systems.
- Upgrading Finance Systems.
- Build SHL API Gateway as per best practice.
- Provide new Omni-Channels.
- Manage SHL BAU (Business as usual) activities:
- Build SHL Private Cloud.
- Core system Enhancement & Support.
- Hardware & Software Tech Refresh.
- Developing IT Skills.

## 10. Compliance Department:

Compliance with regulations, laws and instructions is one of the most important foundations of the success of SHL Finance Company, and it maintains its reputation and credibility, and provides it with protection from regulatory penalties. Compliance is a comprehensive and multi-faceted responsibility that falls on all parties in the company, starting from the Board of Directors and senior management and ending with all employees, each according to his powers and the tasks assigned to him.

### Key Responsibilities:

1. Compliance Monitoring
2. Policy reviews
3. Training and Awareness
4. Regulatory Reporting
5. Strengthening the relationship with regulatory bodies
6. Mitigating non-compliance risks
7. Upholding sound values and practices
8. Establishing mechanisms to combat financial crimes
9. Providing advice and guidance on the risks of non-compliance within the company and senior management, and emphasizing the inclusion of compliance with regulations and laws in policies, procedures, and work processes for all products and services offered.
10. Managing combating money laundering, terrorist financing, and the financing of arms proliferation.
11. Anti-Fraud Management
12. Whistleblowing Management

### Key Developments in 2025:

The year 2025 saw an intense focus on develop technology into the compliance function to enhance efficiency and effectiveness:

1. updated framework for assessing the risks of money laundering, terrorist financing, and proliferation financing
  2. Developing inspection systems through a plan to upgrade the technological infrastructure and enhance the effectiveness of compliance systems, this will increase the efficiency of risk detection and compliance with Anti-money laundering, counter-terrorism financing, and counter-proliferation requirements.
1. Update an Anti-Fraud policy and a digital services policy
  2. The Anti-Fraud and Digital Services Policy has been updated to promote integrity and transparency, ensure the safe use of digital systems, and create a clear framework for preventing, reporting, and dealing with suspicious cases.

### Future Development Plans:

1. Professional qualification  
Seeking Professionally recognized certifications in the field of financial compliance to enhance regulatory confidence.
2. Development of technical systems

A plan has been adopted to develop the technical systems, as the organization is currently working on replacing the existing systems with a unified and more advanced platform, which provides an integrated solution for combating money laundering, terrorist financing, and the financing of arms proliferation.

### Key tasks performed by the Compliance Department:

1. Obtaining no objection to launching the e-services application
2. Obtaining no objection to changing the company's current core System
3. Obtaining no objection to disposing of financing assets or rights arising therefrom
4. Obtaining no objection to nominating Board members for the new term

## **11. Legal and Governance Department:**

The role of Legal and Governance Department revolves around framing governance in the company in line with the provisions of the main governance principles in financial institutions subject to supervision of the Central Bank and the Companies Law, governance regulations and related regulations issued by Capital Market Authority in addition to the financing laws and regulations and the circulars, regulations and controls issued by the Central Bank.

Legal Department bears responsibility of advocating for the company's rights and ensuring that cases are handled promptly and judiciously to safeguard the company's interests, reputation, and safety. This entails representing the company in legal proceedings with the aim of resolving cases in such manner that upholds its rights while adhering to legal protocols. Furthermore, the Department plays a pivotal role in the debt collection process by representing the company before relevant judicial bodies such as the Execution Court and the Committee for Resolving Financing Disputes. Moreover, the Legal Department serves as a vital resource for providing legal guidance, advice, and opinions across all divisions and departments of the company. Through the expertise of a highly skilled and experienced team, the Department offers comprehensive legal protection, both theoretically and practically, ensuring the company's compliance with legal requirements and mitigating potential risks.

### **Some of the key tasks and responsibilities of the legal department include:**

- Updating and preparing governance regulations in accordance with the requirements of the main governance principles for financing companies issued by the Central Bank, as well as working to issue all regulations in accordance with the requirements of Capital Market Authority after completing the company's public offering process and issuing the new companies' system and updated regulations from Capital Market Authority.
- Reviewing and updating the regulations and policies of the Board of Directors committees and the company's articles of association, as well as preparing and approving Sharia Committee regulations in accordance with the Sharia governance policy issued by the Central Bank.
- Representing and following up on cases brought by the company or filed by clients before Financing Disputes Committee.
- Coordinating and following up on performance with the external law firm that represents the company in lawsuits filed by the company or against the company, whether by clients or any third party.
- Following up on cases in government departments and some police departments regarding legal procedures as a plaintiff or defendant.
- Contributing effectively to the process of collecting debts from defaulting clients by pleading before Enforcement Court, Public Judiciary, and Committee for Resolving Financing Disputes.
- Assuming the secretarial duties of the Board of Directors and the committees emanating from the Board of Directors in accordance with the policy and regulations of the company's Legal Department.

## **12. Collection Department:**

Collection Department within SHL Finance Company plays a critical role in managing all collection activities and operations internally. Recognizing the significance of Collection Department within the credit cycle, the company places great emphasis on enhancing these processes by leveraging insights gleaned from collection reports and data. Backed by the unwavering support of the company's executive management, the Collection Department possesses invaluable experience in effectively managing its operations. This includes adeptly balancing the company's interests with the rights of customers, achieved through understanding of the underlying reasons for customer delays and defaults in meeting their obligations. Comprised of skilled professionals, the Collection Department boasts a team of qualified individuals equipped with the requisite expertise to handle collection operations proficiently. They meticulously implement controls and regulations prescribed by regulatory and supervisory authorities, ensuring compliance and adherence to industry standards

## **13. Human Resources Department:**

The Human Resources and Administrative Sector focuses on developing strategic and operational plans to attract, develop, and retain qualified Saudi talent, in addition to providing administrative support to all company sectors.

The sector also implements training programs aimed at enhancing technical and leadership skills and motivating employees to achieve optimal performance in alignment with the company's objectives. It further ensures the achievement of Saudization targets across all sectors, with the overall rate reaching 92% by the end of 2025.

Looking ahead to 2026, the sector will continue enhancing organizational structures and internal processes to keep pace with the company's strategic growth and to ensure full compliance with the regulations issued by the Saudi Central Bank.

## **14. Finance Department:**

Financial management is concerned with studying the best ways to use capital in order to maximize the market value of the company and maximize the wealth of shareholders to achieve survival and sustainable growth. It also determines the company's financial objectives in the short, medium and long term, as well as prepares estimated budgets with revenues, expenses and cash flows, and compiles and analyzes financial data in administrative reports to assist senior management in making decisions and following corrective measures for plans and the financial system.

## 15. Internal Audit Department:

The Internal Audit Department, under the supervision of the Audit Committee, assists the Board of Directors and Executive Management in fulfilling their oversight responsibilities by monitoring and reviewing the proper implementation of regulations, laws, policies, procedures, and bylaws.

It also focuses on emerging and new risks, crisis management, business continuity, and resilience. A key priority for the department is reviewing ongoing performance in terms of future planning, the development of business continuity arrangements at the company level, and monitoring the implementation of the business strategy and its impact on internal control processes and the company's risk management.

### Key Tasks:

- a. Complete and implement the Internal Audit work plan approved by the Audit Committee at 100%, according to the approved schedule.
- b. Ensure the proper handling of all observations from the Saudi Central Bank by the relevant departments through final reviews by the Internal Audit Department and by providing professional advice.
- c. Provide a number of advisory services to Executive Management upon request and with the approval of the Audit Committee.
- d. have Meetings with the Audit Committee to discuss all observations and ensure adherence to the specified deadlines for addressing them. Approval was also sought for extensions to address observations requiring further time, based on objective data.

The Internal Audit Department affirms the soundness of the company's internal control procedures and the effectiveness of its oversight system, based on the audit results for all departments, as approved by the Audit Committee.

## 16. Risk Management Department:

The SHL Finance Company pays very high attention to managing the risks that the company may be exposed to during the performance of its business. The risk department is considered one of the most important and specialized department in any financing activities. This department is headed by the Chief Risk Officer in the company and is organizationally affiliated to the Credit and Risk Management Committee (CRMC) emanating from the Board of Directors (BOD). The risk department is affiliated with many departments, including cyber-security management, credit risk, operational risk and Commercial Credit. The risk management plays a fundamental role in identifying the risks to which the company is exposed, whether financial or non-financial, for example but not limited to: credit, liquidity, market, operational and others. In addition, the company's risk management monitors and manages risks and mitigates them by setting policies and procedures that outlines the roles and responsibilities for managing the various risks in the company and the role of each administrative level in managing these risks, starting from the BOD as well as the executives and employees of the company. The risk management defines quantitative and qualitative standards for accepting all types of risks. These standards are approved by the CRMC and the BOD on a regular basis. Those standards and their levels are submitted to the CRMC and the BOD periodically. It should be noted that the CRMC Meeting is held on a quarterly basis or as needed. Through this committee, the main risks and their levels are discussed; sub-committees such as the Cyber-security Committee and the Business Continuity Committee are reviewed; and recommendations and suggestions are submitted to the company's board and administration.

## 16. Company's Social Responsibility

The company is committed to fulfilling its corporate social responsibility (CSR) role as a strategic pillar of its operations, in line with the objectives of the Kingdom's Vision 2030, particularly the Quality of Life pillar and the pillar for empowering the non-profit sector. This is achieved through sustainable development initiatives that create a tangible social impact and contribute to improving the living conditions of the most vulnerable groups.

As part of its commitment to supporting quality of life, the company is keen to enhance the social stability of beneficiary families. This is done through its humane and responsible approach to the heirs of deceased clients by finding solutions that enable them to continue benefiting from the financed properties, and through implementing housing and social initiatives that contribute to providing a safe and healthy residential environment that fosters a sense of security and stability.

The company's CSR initiatives also directly support efforts to empower the non-profit sector by building sustainable partnerships with specialized non-profit organizations and activating the role of the private sector in supporting development projects with a social impact. In this context, the company launched the «Ramadan of Giving» initiative for 2019.

Also, the «One Community» initiative for 2023, an annual program within the company's corporate social responsibility initiatives, aims to renovate and rehabilitate the homes of impoverished and needy families. This is achieved through the participation of volunteers from various segments of society, reinforcing the values of solidarity and community cooperation.

Furthermore, in 2024, the company contracted with the National Housing Development Foundation (Sakan) to renovate the homes of the most vulnerable families. Thanks be to God, the renovation of 25 homes was completed at a cost of approximately 128,300 riyals. The renovation and maintenance of all homes were completed within a month of the project's commencement, which had a profound impact on the beneficiaries, making their homes safer and warmer.

During 2025, the company continued implementing these initiatives through collaboration with non-profit organizations. A contract was signed with the Nawara Association (Itmam) to renovate and maintain 10 homes for the most vulnerable families, at a total cost of approximately SAR 135,000. This contributed to improving living conditions and providing safer and warmer housing for the beneficiaries.

As part of its annual community initiative, the company also completed the provision of in-kind support to beneficiary families. This included the purchase of winter clothing at an estimated cost of SAR 10,000 and electrical appliances at an estimated cost of SAR 10,000. The distribution of these items to the beneficiary families has been completed, contributing to improving their quality of life and bringing joy to their hearts. The company affirms its commitment to continuing its community initiatives annually and strengthening its partnerships with non-profit organizations. This fosters integration between the private and non-profit sectors and supports the goals of the Kingdom's Vision 2030 in building a vibrant society where its members enjoy a high quality of life. Better and more sustainable social development.

**17. statement of any sanction, penalty, precautionary measure, or precautionary restriction imposed on the company in 2025, with a statement of the reasons for the violation, the agency that signed it, and ways for treating and avoiding it in the future.**

**1. Penalties / Restrictions / Precautionary Measures Issued by the Central Bank of Saudi Arabia**

Subject of the Violation	Fiscal Year 2025		Fiscal Year 2025	
	No. of Executive Decisions	Total Amount of Financial Penalties in Saudi Riyals	No. of Executive Decisions	Total Amount of Financial Penalties in Saudi Riyals
Violation of the supervisory and regulatory instructions of the Central Bank of Saudi Arabia	0	0	2	85,000
Violation of the Central Bank of Saudi Arabia's customer protection instructions	0	0	0	0
Violation of the Central Bank of Saudi Arabia's instructions regarding due diligence in combating Anti- Money Laundering and Terrorism Financing	0	0	0	0

The company confirms that no fines or penalties were imposed on the company during 2025 by the Central Bank. As for decisions during 2025, the company adhered to the corrective plan and all observations that were shared with the Central Bank at the time.

**2. Sanctions and Penalties of Violations Imposed by other Parties:**

The company confirms that no fines or penalties were imposed on the company by any governmental or supervisory authority during 2025.

## 18. Risks that the company faces or is likely to face in the future:

### 1. Regulatory Risk:

SHL is a Public Joint-stock Company and its activities are regulated by the Central Bank of Saudi Arabia (SAMA) and the Capital Market Authority (CMA). Failure to comply with these requirements, will lead to substantial negative risks to the company's performance that may lead to material losses such as financial fines or to strategic and reputation risks such as suspending the company's license. In addition, the company has agreements with government agencies related to programs and initiatives that the company finances the beneficiaries. These agreements obligate the company to commit to certain regulatory provisions in its operational procedures to ensure compliance with those agreements. Furthermore, there are many regulations and bylaws to which the company is subject in its activities and which are supervised by government bodies and agencies, for example but not limited to the General Authority for Zakat, Tax and Customs, Municipalities and others. The company's failure to comply with these rules and regulations may cause material losses such as fines or organizational risks that may negatively affect the company's reputation and continuity.

### 2. Strategic Risk:

The financing sector is considered one of the vital sectors that undergo continuous dynamic changes. Due to the rapid changes and intense competition in the business sector, SHL is keen to have a clear and flexible strategy to achieve the company's goals. The company is keen to set short and long-term goals to achieve this strategy and to review these goals periodically by the company's administration and board committees. Some risks may arise on the company's performance related to the possibility of that the company's strategy does not keep pace with the rapid changes in the market, regulatory requirements, technical development or any mistakes by the company's administration in achieving and constantly following up the performance of the company's strategy. These risks are likely to have a negative impact on the company's financial performance.

### 3. Market and Business Risk:

The company mainly operates in the financing sector, which is a competitive sector full of products and competitors from banks and various financing companies. In view of the large market size and the continued demand for various financing products, the company is exposed to risks that may arise from the intensity of competition and the possibility of the entry of new competitors, whether local or global, that have greater financial or marketing capabilities which may affect the company's ability to keep up with these competitors, whether with financing prices offered to customers, new products offered, staff leakage, and so on. This competition may affect the company's market share or the company's loss of a segment of its customers and thus the company's financing portfolio and profits will decrease.

### 4. Reputational Risk:

The company's endeavor to maintain an excellent reputation is one of the important things that SHL Company always strives to achieve. Examples the risks that the company may be exposed to, in this regard include, but are not limited to, frequent customer complaints, which may affect the company's reputation with current and future customers, whether through customer services or social media, or the company's inability to interact with these complaints and resolve them quickly and effectively. Also, the company may be exposed to reputational risks as a result of poor financial results, which may lead to a decline in the value of the company's shares in the financial market, or operational losses such as a malfunction in the systems, cases of fraud or poor service provided by the company's employees, the company repeatedly obtaining regular violations from the Central Bank, or other judicial procedures against the company which may lead to the material negative impact on the company's performance in the future.

### 5. Credit Risk:

The SHL Finance Company is exposed to credit risks mainly as it operates in the financing activity. The credit risks are considered major risks of the company as they result from the possibility of delay or failure of the financed clients in paying the payments agreed upon in the financing contracts, in whole or in part,

at the times specified for maturity throughout the financing period. The company limits the impact of credit risks by adopting advanced methodologies for managing credit risks including designing policies and criteria for granting credit commensurate with the company's risk strategy and reviewing these credit policies periodically according to the performance of the credit portfolio and according to market changes. Credit policies include criteria for granting each segment of customers, different products, criteria for accepting real estate and real estate evaluation, credit history, etc. Credit policies are constantly reviewed by the Risk Committee and approved by the BOD. In addition, the performance of the credit portfolio is constantly reviewed by the risk department and risk committee. The necessary recommendations, to mitigate credit risks, are submitted to the BOD periodically. In addition, there is a specialized team for credit for both the retail and commercial segments, composed of employees with high experience in credit analysis. The company allocates and reviews a form for provisions for credit losses, according to the standards imposed by SAMA, which is reviewed by a specialized third party so that this form is updated annually or whenever changes arise that require it, in addition to being reviewed by the risk department and risk committee and approved by the BOD. Besides, the company has a team specialized in collections and it constantly follows up, on late and defaulted customers to urge them to pay.

#### 6. Operational Risk:

It is well known that financing procedures include errors that may result in financial losses or risks affecting the company's reputation with clients. These risks include, but are not limited to, the risks resulting from fraud, non-verification of customer documents proving income and credit capacity, errors in documenting legal documents such as contracts, which may lead to the loss of legal cases in addition to the risks of inefficiency of technical systems. Besides, the risk of business continuity is an operational risk that may result in times of disasters, crises, pandemics, etc. These risks may cause material operating losses that may adversely affect the company's financial results. The company manages these risks through a team specialized in operational risks and business continuity. The company has designed policies, procedures and standards for operational risks to define roles and responsibilities for managing operational risks and reviewing them continuously.

#### 7. Collateral Value Risk:

The company finances through the guarantee of real estate assets for most of its portfolio. The liquidation value of these assets may be affected in the event that some clients default, especially in times of economic recession, or if liquidation takes place on a large scale in the market, which may lead to a crisis in providing cash liquidity and thus affect the financial statements. In order to measure the expected impact of these risks, the company performs stress tests on the real estate portfolio using hypotheses of the impact of the real estate value on 3 levels (current prices, better than current prices, less than current prices) with an appropriate discount rate for the value of real estate and using approved real estate price indicators.

#### 8. Liquidity Risk:

Liquidity risk arises from the company's inability to provide sufficient cash flows to cover short or long-term obligations. Since the company's activity is real estate financing, this requires lending customers for long periods that may not be commensurate with the shorter borrowing periods from banking institutions from which the company usually borrows to provide the necessary liquidity, which may cause a gap between the periods of lending and borrowing which may result in the company's inability to fulfill its obligations. Therefore, this may have a negative impact on the company's financial results. The company takes several steps to mitigate liquidity risks, including, but not limited to, diversifying funding and liquidity sources from several banking institutions, government programs such as the Saudi Refinancing Company, and periodic cash flows from the company's activity. In addition, the company follows up liquidity risk indicators on a regular basis and submits reports to the risk committee on the performance of those indicators, in addition to the specialized policies and procedures of liquidity risk management approved by the risk committee and the BOD. They include the roles and responsibilities for managing those risks and early warning indicators for detecting liquidity risks.

#### 9. Interest Rate Risk:

Due to the long period of real estate financing for clients, there may be risks of interest rates fluctuating associated with the SIBOR rate during the financing period which may lead to the possibility that the company incurs losses represented by the difference between the prices at which

customers were financed and the prices after the increase which leads to an increase in the cost of financing the company's facilities from banks. In addition, some of the real estate financing that is provided to customers, are financing at a fixed interest rate throughout the financing period, which is likely to expose the company to some losses in the event that interest rates rise to higher levels. Therefore, the company seeks to mitigate these risks by implementing tools to hedge against the rise in interest rates for financing with a fixed interest rate, financing with a high profit margin that covers any possible rise in the SIBOR index, or financing with a variable profit margin in anticipation of any rise in prices.

#### 10. IT & Cyber-Security Risks:

There is no doubt that the failure of technical systems, is one of the most important risks that the company is exposed to, due to its direct impact on the company's performance. Most of the sector's business is carried out through technical systems. In addition, technical risks may arise from the lack of qualified staff for developing or maintaining the technical systems which may cause a negative impact on the competitive position of the company through the length of the procedures and the dissatisfaction of customers. Also, the company's systems are subject to cyber-attacks that may result from the impact of the company's business and systems, in addition to the possibility that customer information and data and the company's sensitive data will be hacked or lost, which may result in a material negative impact on the company's reputation and performance.

#### 11. Legal Risk:

The company may be exposed to many legal risks, including legal disputes with all parties that the company deals with, such as disputes with clients or former owners of real estate in the event that there are construction defects in the financed real estate. It also includes disputes with the Financing Dispute Settlement Committee, or disputes with any other parties. Legal risks generally arise from the company's loss of legal cases filed by or against the company, against other parties, which may cause material losses that affect the company's financial performance. The company always seeks to mitigate these risks by reviewing the cases that the company lost, analyzing the reasons that led to this, and developing corrective measures to prevent the recurrence of these losses.

#### 12. Insurance Coverage Risk:

Insurance coverage, of some risks, is very important to protect the company from material losses that the company may be exposed to such as the risk of death and total or partial disability of the funded clients, in addition to insurance of funded real estate or insurance against cyber-security risks and data protection of clients or insurance against the mistakes of the company's employees and executives. The lack of insurance coverage of these risks may lead to material losses with a negative impact on the company's financial results. It should be noted that the company is likely to be exposed to the non-approval of the insurance companies of the insurance coverage of some cases for several reasons, including the lack of proper disclosure by customers in the health declaration or errors related to the documents submitted to the insurance companies.

#### 13. Human Capital Risk:

The company's employees are considered one of the most important assets that any facility must maintain, train and continuously develop their capabilities to ensure their loyalty and continuity. Since the high competition in the labor market, may expose the company to the loss of distinguished employees with high experience, on whom the company depends greatly. The job leakage of distinguished employees especially in specialized majors, may have a negative impact on the company's performance and continuity.

## 19. Transactions and contracts with related parties during the fiscal year 2025

During its business cycle, the company contracted with a number of related parties as follows:

Name	Date Created	Nature of the Agreement	Duration	Amount
Arab National Bank	2021/2/8	Credit facilities	5 years	Facility Balance = 1.80 billion riyals (commission paid is 124 million riyals)
Arab National Bank	2014/30/3	Service Agreement - Sold portfolio		2.6 million riyals (due is (0.3 million Riyals)
Arab National Bank	2010/01/07	deferred commission agreement		7.97 million riyals
Tharawat Real Estate Assets Company	2021/26/5	Renting the company's headquarters in Riyadh	annually	2.2 million riyals
Dar Al Arkan Real Estate Development Company	2023/11/5	Purchase of housing units for the purpose of financing them for clients	two years	2.29 million riyals
Al Khair Capital Company	2020	Murabaha Deposit Agreement	-	Commission recognized 1.44 million Riyals
Quara Finance Company	2025/06/17	Tawaruq facility disbursed	Three Years	50 million riyals
Yousef Alshubaily Law Firm	2025/09/02	Sharia Supervisory Service Level Agreement	annually	0.12 million riyals
Wasalt Real Estate	2024/12/18	Service fees		0.01 million riyals

The company also confirms that there are no businesses or contracts concluded with the company that have a direct interest for a member of the Board of Directors, the executive administration, or any natural person related to any of them.

**20. Description of the company's important plans and decisions - including structural changes to the company, expansion of its business, or cessation of its operations and future prospects of the company's business:**

Since its inception, the company has worked to build a base of distinguished clients by providing products and services in its field of activity and contributing to providing suitable housing that meets their aspirations and indirectly contributes to family and community stability and sustainable economic development in the Kingdom of Saudi Arabia. Throughout its long history, the company has built a broad client base across the Kingdom's cities and regions. In 2014, it was recognized as the best provider of services to individual clients by Bankers Middle East, and it also enjoys a distinguished reputation for its responsiveness to customer complaints and feedback.

The company adopted a policy and strategy focused on expanding and developing its products by adding new activities such as consumer finance and financing for small and medium-sized enterprises (SMEs). It received approval from the Central Bank to conduct these activities in December 2022, and the company launched its consumer finance and SME financing products in mid-2023. The company also seeks to gain a significant share of the off-plan financing market through its partnerships with the National Housing Company and reputable real estate developers specializing in off-plan sales.

The Board of Directors approved the company's five-year strategic plan, commencing in 2025. The company contracted with the consulting firm Ernst & Young, a specialist in this field, to develop the strategy and business plan. This followed a comprehensive market survey of the financing sector both within and outside the Kingdom, identifying opportunities for the company to achieve leadership in the financing field.

The plan prioritizes digital transformation by adopting best practices and technological systems to drive business growth and enhance customer service, while maintaining the highest technical standards to ensure the security of transactions and protect the information of the company, its clients, and stakeholders. The company also obtained approval from the Central Bank to offer electronic services for its products and services, thereby improving customer service efficiency and facilitating product marketing.

Furthermore, the company aims to enhance its competitiveness and generate revenue for its shareholders by capitalizing on suitable opportunities within its field of activity through projects included in the Kingdom's Vision 2030 initiative. It also contributes to development by financing projects that support sustainable development in the Kingdom.

The company confirms that there are no plans to cease operations, reduce its activities, or restructure. The company seeks to expand its business and activities in a way that achieves a suitable return for its shareholders, employees and stakeholders

# **21. Company Financial Statements**

## 1- Balance Sheet:

Description (Saudi Riyals) (In Thousands)	2025	2024	2023	2022	2021
Financing Portfolio - Net	4,570,529	4,337,259	4,183,161	4,122,820	4,088,089
Other Assets	166,769	176,208	200,198	206,009	316,595
<b>Total Assets</b>	<b>4,737,298</b>	<b>4,513,467</b>	<b>4,383,359</b>	<b>4,328,829</b>	<b>4,404,684</b>
Loans & Facilities	2,904,416	2,756,546	2,667,085	2,551,268	2,653,075
Other Obligations	95,361	69,283	55,621	68,843	61,675
<b>Total Liabilities</b>	<b>2,999,777</b>	<b>2,825,829</b>	<b>2,722,706</b>	<b>2,620,111</b>	<b>2,714,750</b>
Equity	1,737,521	1,687,638	1,660,653	1,708,718	1,689,934
<b>Total Liabilities and Equity</b>	<b>4,737,298</b>	<b>4,513,467</b>	<b>4,383,359</b>	<b>4,328,829</b>	<b>4,404,684</b>

## 2- Income Statement:

Description (Saudi Riyals) (In Thousands)	2025	2024	2023	2022	2021
Financing Contracts Revenue	392,902	350,474	297,915	261,856	277,408
Other Operating Income *	12,047	6,767	5,318	37,277	17,827
<b>Total Revenue</b>	<b>404,949</b>	<b>357,241</b>	<b>303,233</b>	<b>299,133</b>	<b>295,235</b>
Borrowing Cost	(200,235)	(209,204)	(187,849)	(106,706)	(74,077)
Other Operating Expenses *	(128,626)	(119,523)	(116,158)	(115,942)	(110,986)
Provision of Credit Losses	(14,909)	5,385	3,664	21,458	8,840
<b>Total Cost</b>	<b>(343,770)</b>	<b>(323,342)</b>	<b>(300,343)</b>	<b>(201,190)</b>	<b>(176,223)</b>
<b>Total Income before Zakat &amp; Tax</b>	<b>61,179</b>	<b>33,899</b>	<b>2,890</b>	<b>97,943</b>	<b>119,012</b>
Zakat & Income Tax *	(10,503)	(7,371)	(564)	(2,053)	(15,816)
<b>Net Profit after Zakat &amp; Tax</b>	<b>50,676</b>	<b>26,528</b>	<b>2,326</b>	<b>95,890</b>	<b>103,196</b>

Other operating revenues include administrative fees and real estate evaluation fees for the financed properties after deducting evaluation costs. It also includes early repayment revenues and revenues from managing sold portfolios.

Other operating expenses include general and administrative expenses, selling and marketing expenses, and insurance expenses on the financing portfolio.

3- The following graph highlights the historical growth and movements in the numbers of the SHL Finance Company during the past five years:



#### 4- Main Financial Indicators

Description (Saudi Riyals)	2025	2024	2023	2022	2021
Earning per Share (EPS)	0.51	0.27	0.02	0.96	1.03
Return on Equity (ROE)	%2.92	%1.57	%0.14	%5.61	%6.11
Return on Assets (ROA)	%1.07	%0.59	%0.05	%2.22	%2.34
Debts to Equity (D/E)	1.67	1.67	1.64	1.53	1.61

#### 5- Here is a Geographical Analysis of the Company's Total Revenues:

Description (Saudi Riyals) (In Thousands)	2025	2024
Central Region	236,662	207,441
Western Region	58,988	68,316
Eastern Region	7,742	58,869
Northern Region	14,562	4,914
Southern Region	74,948	10,934
<b>Total S.Riyals</b>	<b>392,902</b>	<b>350,474</b>

#### 6- Clarification of any material differences in the operating results on the results of the previous year:

Description (Saudi Riyals) (In Thousands)	2025	2024	Changes	%
Financing Contracts Revenue	392,902	350,474	42,428	%12
Other Operating Income	12,047	6,767	5,280	%78
<b>Total Revenue</b>	<b>404,949</b>	<b>357,241</b>	<b>47,708</b>	<b>%13</b>
Cost of Borrowing	(200,235)	(209,204)	(8,969)	%4-
Other Operating Expenses	(128,626)	(119,523)	9,103	%8
Provision for Credit Losses	(14,909)	5,385	9,524	%377-
<b>Total Expenses</b>	<b>(343,770)</b>	<b>(323,342)</b>	<b>20,428</b>	<b>%6</b>
<b>Net Profit before Zakat and Tax</b>	<b>61,179</b>	<b>33,899</b>	<b>27,280</b>	<b>%80</b>
Zakat and Income Tax	(10,503)	(7,371)	2,132	%42
<b>Net Income after Zakat and Tax</b>	<b>50,676</b>	<b>26,528</b>	<b>24,148</b>	<b>%91</b>

- The company's total revenue increased by 13% compared to the previous year, primarily driven by higher revenue generated from financing contracts.
- The total cost for 2025 increased by 6% compared to the previous year, mainly due to the rise in Expected credit losses provision during the year.
- The company achieved a net profit before Zakat and income tax of SAR 61.18 million in 2025, marking a 80% increase compared to the previous year. The net profit after Zakat and income tax amounted to SAR 50.67 million in 2025, reflecting a 91% increase compared to the previous year.

## 7- Information Related to Loans from Banks and Financial Institutions

SAR Millions	2025	2024
Balance at Beginning of the Year	2,756,546	2,667,085
New Facilities	555,000	350,000
Paid During the Year	(406,752)	(256,674)
Fees on Facilities	200,235	208,726
Fees Paid During the Year	(200,613)	(212,591)
<b>Balance at the Year End</b>	<b>2,904,416</b>	<b>2,756,546</b>

## 8- A statement of the value of statutory payments that have been paid and due for zakat, taxes, fees, or any other dues that have not been paid until the end of the annual financial period, with a brief description and an indication of their reasons.

The statutory payments due by the company during 2025 include zakat, income tax due, value-added tax, and amounts due to the General Organization of Social Insurance in exchange for insurance contributions for employees. The following table shows the data of those payments:

Description (Saudi Riyals) (In Thousands)	Reasons	Paid During the Year	Due up the Year End and not Paid
General Authority for Zakat, Tax and Customs - The amount of zakat due on the Saudi partner and the income tax due on the foreign partner according to the provisions and regulations of the General Authority for Zakat and Income	Regulatory	6,185	11,399
General Authority of Zakat, Tax and Customs - Value Added Tax due on supplies subject to the Value Added Tax Law and its Executive Regulations	Regulatory	1,780	197
General Authority for Zakat, Tax and Customs - Withholding tax in accordance with the provisions and regulations of the General Authority of Zakat and Income	Regulatory	172	-
General Organization for Social Insurance in accordance with the provisions of the labor Law	Regulatory	5,499	474
Labor office - including fees for renewal of residency and work permits	Regulatory	125	-
Licenses and fees - They represent the licensing fees that the company pays to the regulatory authorities in return for licensing the activity, including the Central Bank of Saudi Arabia, Tadawul, Ida'a and the Ministry of Investment.	Regulatory	1,181	-

## Addendum (1): Admissions

The Board of Directors, according to the information available to it, in all material respects, acknowledges that:

- The account records were prepared correctly.
  - The internal control system was prepared on sound foundations and implemented effectively.
  - There is no doubt about the company's ability to continue its activities.
  - According to the best information available to it, in all material respects, there is no business or contracts to which the company is a party, or in which there was an interest of a member for the company's board of directors or the executive management, or for any person related to any of them.
- (Except within the limits stipulated in Article No. 56 of the executive regulations of the Finance Companies Control Law, issued by the Central Bank of Saudi Arabia, or what has been disclosed in the financial statements and this report).
- There are no recommendations of the Audit Committee during 2025 related to a conflict between it and the decisions of the Board of Directors, or related to the Board's refusal to take them into account regarding the appointment and dismissal of the company's auditor, determining his fees, evaluating his performance, or appointing the internal auditor.
  - There are no arrangements or agreements under which one of the company's shareholders waived any rights in the profits.
  - There are no arrangements or agreements under which a member of the company's board of directors or a senior executive waived any remuneration.
  - No recommendation was issued by the Board of Directors to change the auditor before the end of the period for which he was appointed, nor was this recommended by the Audit Committee.
  - There is no conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors regarding the appointment and dismissal of the company's auditor, determining his fees and evaluating his performance, or appointing the internal auditor.
  - There are no shares or debt instruments issued to any subsidiary company.
  - There are no treasury shares withheld by the company.
  - There are no investments or reserves established for the benefit of the company's employees during 2025.
  - There is no refund, purchase or cancellation by the company of any recoverable debt instruments and the value of the remaining securities.
  - There are no transfer or subscription rights under transferable debt instruments or contractual securities, or memorandums of subscription rights or similar rights issued or granted by the company.
  - There are no categories and numbers of any convertible debt instruments, any contractual securities, subscription right notes, or similar rights issued or granted by the company during the fiscal year 2025.
  - There is no interest, contractual securities, and subscription rights belonging to the members of the company's board of directors, senior executives, and their relatives in the shares or debt instruments of the company or any of its subsidiaries, and any change in that interest or those rights during the fiscal year 2025.
  - 
  - The financial statements have been prepared in accordance with the international accounting standards and the directives of the supervisory authorities. The Board, of Directors, acknowledges that there is no material difference from the accounting standards, approved by the Saudi Organization for Certified Public Accountants.

## Appendix (2): Annual Report of the Sharia Committee for 2025



بسم الله الرحمن الرحيم

### التقرير السنوي للجنة الشرعية للعام ٢٠٢٥م

فترة التغطية من

(٢٠٢٥/١٢/٣١ إلى ٢٠٢٥/١/١م)

الحمد لله وحده والصلاة والسلام على من لا نبي بعده وعلى آله وصحبه.

السادة رئيس وأعضاء مجلس إدارة شركة سهل للتمويل الموقرين  
السلام عليكم ورحمة الله وبركاته.. وبعد:

بناء على الفقرة الخامسة من البند (إعداد التقارير) من (سياسة اللجنة الشرعية) لشركة سهل للتمويل، والفقرة السابعة من المادة التاسعة من تعليمات الحوكمة الشرعية في شركات التمويل الصادرة من البنك المركزي والتي تنص على أن من مسؤوليات اللجنة الشرعية: (إعداد تقرير سنوي عن توافق أعمال التمويل التي تقوم بها شركة التمويل مع أحكام ومبادئ الشريعة الإسلامية ورفعها للمجلس).

بناء عليه تتقدم اللجنة الشرعية لشركة سهل للتمويل بالتقرير التالي:

خلال العام ٢٠٢٥م تم عقد اجتماعين للجنة الشرعية لشركة سهل للتمويل وتم خلالها إصدار (٨) قرارات (منها ما يتضمن الموافقة على أكثر من اتفاقية أو عقد) تتعلق بأعمال وخدمات ومنتجات الشركة المتوافقة مع الشريعة الإسلامية.

كما قامت اللجنة الشرعية بمراجعة تطبيق العقود المتعلقة بالعمليات والمنتجات المقدمة من الشركة خلال السنة المنتهية في (٢٠٢٥/١٢/٣١م)، وذلك عن طريق فريق المراجعة والالتزام الشرعي القائم بأعمال مراقبة تنفيذ هذه المنتجات والخدمات وفق القرارات الصادرة عن اللجنة الشرعية؛ لغرض تكوين رأي حول مدى الالتزام الشرعي في عمليات الشركة وما إذا كانت الشركة قد عملت ضمن أحكام ومبادئ الشريعة الإسلامية وطبقاً للقرارات والقواعد والتوجيهات المحددة الصادرة من اللجنة الشرعية.

وقد تضمنت المراجعة الفحص على أساس العينة لكل نوع من العمليات والمستندات المتعلقة بها والإجراءات المتبعة من قبل الشركة.

إن الإدارة القانونية -بالتعاون مع الرقابة الشرعية- مسؤولة عن التحقق من قيام الشركة بأعمالها طبقاً لأحكام ومبادئ الشريعة الإسلامية وإن مسؤولية اللجنة الشرعية هي تكوين رأي مستقل بناء على مراجعة أعمال الشركة وفقاً للمستندات التي تم الاطلاع عليها، وتقديم التقرير إلى سعادتكم.

الصفحة ١ من ٢

لقد قامت اللجنة الشرعية بالاطلاع على التقرير السنوي لأعمال المراجعة والالتزام الشرعي ومناقشته والحصول على جميع المعلومات والمستندات الضرورية التي تمكن من الحصول على أدلة كافية تعطي تأكيداً معقولاً بأن الشركة لم تخالف أحكام ومبادئ الشريعة الإسلامية في أعمالها.

وعليه فإننا نقرر ما يلي:

إن العقود والعمليات والمعاملات التي تم إبرامها من قبل الشركة خلال السنة المنتهية في (٢٠٢٥/١٢/٣١م) والتي قمنا بمراجعة التقرير الصادر بشأنها من قبل فريق المراجعة والالتزام الشرعي قد جاءت وفق أحكام ومبادئ الشريعة الإسلامية، مع الإشارة إلى وجود بعض الملحوظات التي جرى العمل على تصحيحها مع إدارة الشركة.

واللجنة تشكر الله تعالى على توفيقه ثم تشكر وتقدر للقائمين على الشركة تعاونهم وحرصهم على تفهمهم وتطبيق قرارات اللجنة الشرعية وفق أحكام الشريعة الإسلامية السمحة، وتسال الله العلي القدير الهدى والسداد،



وصلى الله وسلم على نبينا محمد وعلى آله وصحبه أجمعين.

والسلام عليكم ورحمة الله وبركاته.

#### اللجنة الشرعية لشركة سهل للتمويل

الاسم	الصفة	التوقيع
معالي الشيخ/ عبد الله بن سليمان المنيع	رئيساً	
معالي الشيخ د/ عبد الله بن محمد المطلق	عضواً	
فضيلة الشيخ د/ محمد بن علي القري	عضواً	
فضيلة الشيخ د/ يوسف بن عبد الله الشبيلي	عضواً	

الصفحة ٢ من ٢

### **Conclusion:**

In conclusion, the Chairman and Members of the Board of Directors express their thanks to the Honorable Shareholders, the Chief Executive Officer of the Company and all the Employees of the Company for their support and unlimited granting that contributed to the Development of the Company and the Achievement of its goals.

**(Chairman)**

**Yousef Abdullah Al-Shalash**

# SHIL

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