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جودة تلتحق بالثقة
Quality you can rely on

Board of Directors

**HH Prince Naif bin
Sultan bin Mohammed
bin Saud Al Kabeer**

Chairman



Mr. Sulaiman A.K. Al Muhaidib
Vice Chairman



**Mr. Ammar bin Abdulwahid
Al Khudairy**
Director



Mr. Bader bin Abdullah Al Issa
Director



Mr. Hosam Ali Al Qurashi
Director



**Mr. Mohammed Mansour
Al Mousa**
Director



**Mr. Salman Abdeltuhsin
Al Sudeary**
Director



**HH Prince Saud bin Sultan bin
Mohammed bin Saud Al Kabeer**
Director



Mr. Waleed bin Khalid Fatani
Director

HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer, Chairman

Prince Naif is a seasoned businessman. His highness holds a bachelor's degree in business administration & Marketing from King Saudi University in 1999.

In addition to being the chairman of Almarai Company, he is the chairman for several other reputable companies including Zain, Arabian Shield, Global Downstream Industries, Global Chemical industries. He is also a board member of numerous companies such as Yamama Cement, Faraby Al Khaleej Petrochemical, Tejoury Company, The Ideal Factory.

Mr. Sulaiman A.K. Al Muhaidib, Vice Chairman

Mr. Sulaiman Muhaidib is the Chairman of Al-Muhaidib Group. He is also the Chairman of Savola Group, RAFAL Real Estate Development Company. In addition, he sits on the Board of Directors of Vision Invest, ACWA Power International, King Salman Center for Disability Research and Prince Fahad Bin Salman Charity Association for Renal Failure Patients Care.

Mr. Ammar bin Abdulwahid Al Khudairy, Director

Mr. Ammar Al khudairy is the Chairman of Saudi National Bank. Prior to his bank chairmanship, he played key leadership roles in various Saudi financial institutions such as Riyadh Bank, United Saudi Bank, and Banque Saudi Fransi. In addition, Al khudairy served as a Board Member from 2015 to 2018, Chairman of the Audit Committee from 2015 to 2018, and was the interim Managing Director/CEO from October 2017 to March 2018 at Banque Saudi Fransi. Alkhudairy's expertise, which spans over 30 years in the financial sector, focused on areas such as Corporate Banking, Project Finance, Corporate Finance, M&A, and Asset Management. Al khudairy has also served in various public and private board memberships, including Chairmanship of Goldman Sachs Saudi Arabia, Chairmanship of Morgan Stanley Saudi Arabia, Chairmanship of Allianz Saudi Arabia, and board member of Almarai. He founded and chairs Amwal Capital Partners, an alternative assets' management business based in DIFC and also Riyadh. He also served as director in government related entities, including Real Estate Development Fund and the Economic Cities Authority. Alkhudairy earned a M.Sc. in Engineering Administration and B.Sc. in Civil Engineering from George Washington University.

Mr. Bader bin Abdullah Al Issa, Director

Mr. Bader Al Issa is the CEO of Assila Investments and the Vice Chairman of Savola Group. He also serves several Boards including Banque Saudi Fransi, Dur Hospitality, Panda Retail Company, Afia International Company, United Sugar Company and Savola Foods. Bader is a CFA charter

holder and holds a BA in Economics from the University in Virginia and an MBA from Rice University in the United States of America.

Mr. Hosam Ali Al Qurashi, **Director

Mr. Hosam Al Qurashi has over 20 years of rich professional industry experience with government entities and national and multinational conglomerates. He is currently a Board Member at the Saudi Coffee Company (PIF Subsidiary), The Madinah Heritage Company (PIF Subsidiary) and Nana, the largest grocery app in the Kingdom. As an Executive Advisor to The Royal Commission for Riyadh City, Hosam has played a key role in the development of the Riyadh City brand and marketing strategy, leading a multi-government entity programme to attract regional headquarters of multinational companies to Riyadh, established the city marketing and investment promotion function covering the investment support office, the city marketing department, marketing operations, diversity equity and inclusion, city diplomacy and city excellence. Prior to that Hosam was the CCO/CMO of Panda Retail Company, the largest grocery retailer in the Middle East and Africa. In this venture Hosam was accountable for category management, merchandise planning, strategic buying, and marketing. As the CEO of Whites (fast-growing lifestyle retailer), Hosam developed a five year strategy which restructured the companies end-to-end operations. Whilst in the role of CMO of Nahdi Medical Company (largest pharmacy chain in MENA), Hosam redefined the company's brand and created an entirely new marketing function for the chain, launched its award-winning loyalty programme (Nuhdeek) and its private label range which also led to Hosam winning the Middle East 'Retail Professional of the Year' award in 2015 from the ICSE. In addition, Hosam has experience with Procter & Gamble and managed several mega brands across the GCC such as Bonux, Downy, Fairy and Pantene.

Mr. Mohammed Mansour Al Mousa, **Director

Mr. Mohammed Almousa is the Group CFO for SALIC Co. Prior to this, he assumed various executive roles within Al Faisaliah Group Holding Co. and its affiliates, the last of which was Group CFO in addition to his directorship on various boards and committees. He is currently a Board Director for SALIC Ukraine Co. (Ukraine), Minerva Foods Co. (Brazil), Daawat Foods Co. (India), and United Farmers Investment Co. (KSA). He also Chairs the Executive Committee of G3 Canada Co., an affiliate of G3 Global Holdings Co. in Canada, and sits on the Audit Committee of Abdullah Al-Othaim Markets. Mohammed holds a Master's degree in Accountancy from Missouri State University and a Bachelor's degree in Business Administration from King Saud University. He also attended executive programmes at IMD and Harvard Business School, and holds several professional certifications (CPA, CME1).

Mr. Salman Abdelmuhsin Al Sudaery,Director**

Mr. Salman Al Sudaery holds a master's degree in Finance and commenced his career in the financial sector in the United States of America, working in both the private equity and investment banking field. Following several years in this sector, Salman moved back to Saudi Arabia, where he launched his first company, Tejoury, a company specializing in Records and Information Management. This company has grown to be the largest provider of RIM services in the Kingdom. In addition to launching several other start-ups, he also participates on several boards and committees of both publicly and privately held companies.

HH Prince Saud bin Sultan bin Mohammed bin Saud Al Kabeer, Director

A business administration graduate of King Fahad University of Petroleum and Minerals. He is also a board member at Aldar Chemicals Company and Chairman of Export 30. Prince Saud joined Almarai in a role within the marketing department following two years of working at Banque Saudi Fransi.

Mr. Waleed bin Khalid Fatani, Director

Mr. Waleed bin Khalid Fatani is the CEO of Savola Group. He also held Saudi Fransi Capital CEO (from June 2015 till 31 December 2020). He worked as the Group Treasurer of Abdul Lateef Jamil and Capital Markets & Investment Advisor to the President from June 2013 to June 2015. He was also the General Manager of Deutsche Bank KSA from May 2011 to June 2013. Additionally, he started his career with Banque Saudi Fransi in 1994. He was the Head of Group Treasury and was a member of several executive committees to develop and follow up the Group's treasury strategy. Waleed has over 26 years of banking, financial and investments experience, and his career has given him vast experience across various business sectors and the financial services sector. He holds a bachelor's degree of science in accounting from California State University (1993).

Mr. Peter Amon,*Director

Mr. Peter Amon is an international Senior FMCG Executive with over 27 years of experience working for leading consumer goods companies, Unilever, Kraft, Nestlé and for a global professional service company, Aramark. He has a proven track record in building winning brands and services globally, successful innovation management and internationalization of businesses. In his previous position he was the Head of Global Food for Nestlé Professional. He is currently a Supervisory Board Member and Executive Director of More-Than-Meals (MTM), Luxembourg. Peter holds an MBA degree from the University of Würzburg, Germany.

Mr. Saad bin Abdulmohsen Al Fadly,*Director

Mr. Saad Al Fadly has more than 20 years of experience in investment management, investment banking, risk control and corporate governance. He has a solid educational and training background and holds a Master's degree in Financial Economics.

Mr. Sultan Abdulmalik Al Sheikh,*Director

Mr. Sultan Abdulmalek Al-Sheikh is a Senior Director - Head of Financial Institutions Sector at the MENA Investments Division at the Public Investment Fund of Saudi Arabia (PIF). Mr. Al-sheikh joined PIF in 2015. He is also a Board and Committee member of Almarai Company, Gulf International Bank B.S.C.& Gulf International Bank - Saudi Arabia, Tahakom Investment Company, Saudi Company for exchanging Digital Information (Tabadul), and The Saudi Real Estate Refinance Company. He was also a Board and Committee member of The Helicopter Company (ended 31 Jan. 2021), Saudi Fisheries Company (ended 24 Oct 2020). Al-Sheikh was an Executive Committee member at the Saudi Telecom Company (April 2021). Prior to joining PIF, Mr. Al-Sheikh held key positions in reputable financial institutions. He served as an Associate and Vice President of Investment Banking at Saudi Fransi Capital.

Mr. Al-Sheikh also worked as an Officer in the Securities Listing Department at the Saudi Capital Market Authority (CMA) and as a Relationship Manager at the National Commercial Bank (NCB) of Saudi Arabia.

Mr. Al Sheikh has an extensive experience in finance, with a focus on advising on a range of different ECM transactions including IPOs, rights issues, and M&A. In addition to possessing 18 years of professional experience in financial institutions, Mr. Al-Sheikh holds a Master of Science in Finance from The George Washington University, USA and a Bachelor of Science in Finance from King Fahad University of Petroleum & Minerals, Saudi Arabia.

* Membership ended on 6 August 2022.

** Membership started on 7 August 2022

Executive Management

Abdullah Al Bader, Chief Executive Officer

Abdullah Al Bader joined Almarai in 2000 and was involved in the strategic functions, until he was appointed as the Company's CEO in March 2021. Through a career with Almarai of more than 20 years, Abdullah held several positions within the Company's different sectors, including manufacturing, distribution, sales, marketing, and shared services. The most recent position he held was the Executive Vice President of the Bakery division. Abdullah holds a Master's degree in Business Administration from the University of Leicester in the UK.

Andrew Mackie, Executive Vice President – Farming

Andrew Mackie is the Executive Vice President for Farming at Almarai through which he is responsible for the global farming operations for Dairy, Poultry and Arable Farming. Andrew joined Almarai in 1977, after which he held several positions in the Farming sector of the business. He was the General Manager of Farming from 1998 after serving as the Regional Manager of Farming. Andrew holds a qualification from the West of Scotland Agricultural College, UK.

Danko Maras, Chief Financial Officer

Danko Maras was appointed as Almarai's CFO effective 6 April 2020. He is an experienced financial professional having had senior international positions in the fast-moving consumer goods industry such as Unilever, Leaf and Cloetta, where in addition to being Group CFO, he also has held positions such as CEO and President. He holds a GMP from Harvard Business School (HBS) and a B.Sc. in Business Administration and Economics from Uppsala University.

Fahad Mohammed Al Drees, Chief Human Resources Officer

Fahad Aldrees joined Almarai in 2006 and was appointed as Chief Human Resources Officer in March 2021. During his 15 years at Almarai, Fahad has worked in several capacities from manufacturing to distribution and sales. Most recently, he held the position of Head of Human Resources Services. Fahad holds a BA in English Language and completed specialized courses in Human Resources from the University of Michigan, USA.

Faisal Al Fahadi, Executive Vice President – Corporate Affairs

Faisal Alfahadi is the Executive Vice President of Corporate Affairs for Almarai where he leads on all corporate and government affairs throughout the organization and its investment portfolio. During his tenure at Almarai he has held several senior positions, including General Manager of Human Resources and Support Services and General

Manager of Juice Business. Faisal holds a Master's degree in Marketing from the University of Salford, UK.

Fawaz Al Jasser, Executive Vice President – Bakery

Fawaz Aljasser is currently the Executive Vice President of the Bakery Division at Almarai Company. Before that, Fawaz held a number of positions at Almarai Company, including Chief Human Resources Officer, where he managed the Company's Human Resources and Support Services unit. He was also Director of the Technical Institute for Dairy and Food and General Manager of "Teeba" company, a joint venture for Almarai in Jordan. Fawaz holds a Bachelor's degree in English Literature from Imam Muhammad bin Saud University in Saudi Arabia and a Higher Diploma from the University of Leicester in the United Kingdom.

Hussam Abdulqader, Chief Marketing Officer

Hussam Abdulqader is Almarai's Chief Marketing Officer. His responsibilities span over branding, product and packaging innovation and development, corporate communications and public relations and marketing services. Since joining Almarai in 2003, he held several positions across the Company, including General Manager of Marketing, CEO of MFI - a joint venture between Almarai and Chipita, CEO of Teeba - the Jordan operation of the joint venture between Almarai and PepsiCo. Prior to joining Almarai, Hussam worked for Nielsen as Head of Retail Measurement Services for the Gulf Cooperation Council (GCC). He holds a BA in Business Administration from Amman Private University, Jordan.

Michael McDonald, Executive Vice President – Poultry

Michael McDonald was appointed Executive Vice President of Poultry in January 2020, prior to which he held the role of Head of Business Unit Poultry. Michael joined Almarai in 2000, during his time he has held several positions within the Almarai Farming and Poultry divisions. He holds a Higher National Diploma from Greenmount Agricultural College, a Postgraduate Certificate in Food Safety and Security from Queens University Belfast, as well as an MBA from Liverpool University, UK.

Mohammed Al Shuhail, Executive Vice President – Food Service

Mohammed Al Shuhail is the Executive Vice President of Food Service and manages Almarai's portfolio within B2B operations (HORECA). Mohammed joined the Company as Chief Executive Officer of the International Pediatric Nutrition Company (IPNC). Prior to this, he worked for Al Safi Danone and the Danone Group in the Middle East and

Spain, holding several key positions. These included CEO of Al Safi Dairy Company, where he built a sustainable B2B business model, and EVP of Human Resources of Alsafi Danone Company, Head of Export where he developed the company's portfolio and opened new international markets and managed different brands in the marketing department. In addition, he was the Innovation Manager for Danone Dairy Company in Spain. Mohammed was awarded an Executive MBA from London Business School (LBS), UK, and holds a B.Sc. in Marketing from King Fahad University of Petroleum and Minerals (KFUPM).

Niall Mackay, Executive Vice President – Supply Chain

Niall Mackay is the Executive Vice President of Supply Chain for Almarai, a role in which he is responsible for planning, distribution, and logistics throughout the Almarai supply chain including all sourcing and purchasing activities. Prior to joining Almarai he held senior operational positions at Pedigree Pet Foods (a part of Mars Inc.), Coca-Cola Enterprises, British Bakeries (part of Rank and Hovis McDougal) and Royal Mail, UK. Niall holds a Master's degree in Chemical Engineering from Imperial College, UK, and an MBA from Henley Management College, UK.

Nikolaos Stavridis, Executive Vice President – Sales

Nikolaos Stavridis is the Executive Vice President of Sales for Almarai. He is responsible for the overall Almarai sales function. Nikolaos has extensive sales experience in FMCG. Prior to joining Almarai, he held various executive positions, such as Key Account Manager at Pepsico (Greece), Sales Director at Danone (Greece and Cyprus), Commercial Director at Arla Foods (Greece, Romania, Malta, and Cyprus), CCO - Board Member at Global Finance Group (Greece, Romania, Bulgaria, Spain, and Cyprus), COO at Group Linette (North and East Africa), General Manager at Almarai, and Vice President (Board Member) at Olayan Group (GCC and Africa). Nikolaos holds a Master's degree in Corporate Finance from the University of Indianapolis, USA and a Master's degree in Business Administration and Strategy from the University of Nottingham, UK.

Omar Salim, Executive Vice President – Dairy and Juice

Omar Salim is the Executive Vice President for Dairy and Juice, a role in which he is responsible for all Dairy and Juice business units in the Company. Prior to joining Almarai, he worked for Mars Inc. as Director of Marketing for the Africa, India and Middle East regions and he also worked at Procter & Gamble across many regions in its Research and Development team. When he first joined Almarai he was appointed to the position of General Marketing Manager. Omar holds a Master's degree in Industrial Engineering from the University of Oklahoma, USA.

Paul Partelides, Chief Strategy and Planning Officer

Paul Partelides is the Chief Strategy and Planning Officer for Almarai, leading the Company's Strategic Business unit with responsibility for strategy and mergers and acquisitions (M&A) for existing and new businesses and markets. Prior to joining Almarai, Paul was Director of Global Strategy and Development at INVISTA where he was responsible for growing the international scope of the business both organically and via M&A. Paul holds an MBA from INSEAD and a B.Sc. in Economics. He started his career at KPMG, where he qualified as a Chartered Accountant.

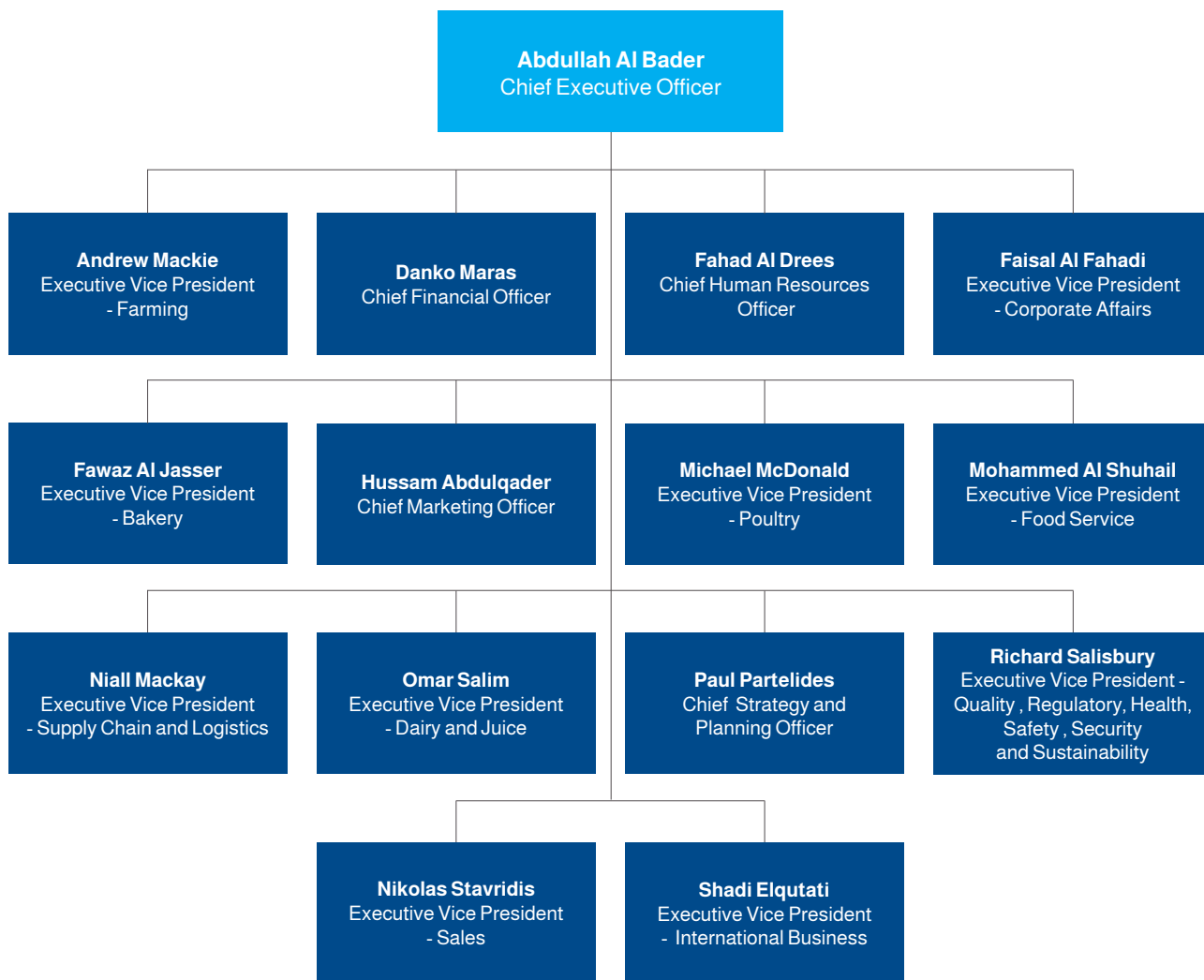
Shadi Elqutati, Executive Vice President – International Business

Shadi Elqutati is the Executive Vice President of the International Business Unit at Almarai. Shadi joined the Company as CEO for Teeba company in Jordan in 2018 and prior to this, he worked for Nestle KSA as General Manager for Infants Nutrition. Shadi has 21 years of experience in well-known pharmaceutical companies like Merck, AstraZeneca and Janssen Inc which includes different fields like sales and marketing in which he held several key positions. Shadi holds an MBA degree from New York Institute of Technology University, USA and a Bachelor's degree in Pharmaceutics from Applied Science University, Jordan.

Richard Salisbury, Executive Vice President – Quality, Regulatory, Health, Safety, Security and Sustainability

Richard Salisbury is the Executive Vice President for Quality, Regulatory, Health, Safety, Security and Sustainability. In this role it is his duty to protect and develop the Almarai brand and business by leading and safeguarding Almarai's principles for Sustainable Excellence by implementing business strategies in line with the Company's overall strategy. Prior to joining Almarai, Richard worked at Britvic Soft Drinks, where he held various positions in product development, packaging development and project management. He holds a Food Science and Technology qualification from Seale-Hayne Agricultural College, UK.

Almarai Organizational Chart



Tadawul Announcements

Almarai announced a number of events and strategic activities throughout the year. The most important events, activities and strategic decisions were announced on the official website of the Saudi Stock Exchange (Tadawul),

Almarai's corporate website and on Almarai's Investor Relations application. In total, 18 announcements were made to shareholders. The following table summarizes the announcements by date, type and subject

No.	Date	Announcement Type	Title of Announcement
1	13 January 2022	Notice to Shareholders	Almarai Company Announces an update on the Completion of the acquisition of Bakemart UAE and Bakemart Bahrain
2	23 January 2022	Financial Results	Almarai Company Announces Its Consolidated Financial Results for The Year Ended on 31 December 2021 (Twelve Months)
3	7 February 2022	Notice to Shareholders	Almarai Company Announces that one of its subsidiaries has acquired an Additional Stake in Modern Food Industries ("MFI")
4	27 February 2022	Notice to Shareholders	Almarai Company Announces the Opening of Nomination for Membership to The Board of Directors
5	20 March 2022	Notice to Shareholders	Almarai Company Invites Its Shareholders to The Extraordinary General Assembly Meeting (The First Meeting) by Means of Modern Technology
6	7 April 2022	Invitation to EGM	Almarai Company Announces to its Shareholders the Starting Date of the Electronic Voting on the Agenda Items of the Extraordinary General Assembly Meeting (The First Meeting)
7	10 April 2022	Financial Results	Almarai Company Announces Its Condensed Consolidated Interim Financial Results for The Period Ended 31 March 2022 (Three Months)
8	13 April 2022	Invitation to EGM	Almarai Company Announces the Results of The Extraordinary General Assembly Meeting (The First Meeting)
9	22 May 2022	Notice to Shareholders	Almarai Company Invites Its Shareholders to The Ordinary General Assembly Meeting (The First Meeting) by Means of Modern Technology
10	9 June 2022	Invitation to EGM	Almarai Company Announces to its Shareholders the Starting Date of the Electronic Voting on the Agenda Items of the Ordinary General Assembly Meeting (The First Meeting)
11	14 June 2022	Notice to Shareholders	Almarai Company Announces Investment for Parent Bird facility to support the Food Security Agenda in KSA
12	14 June 2022	Notice to Shareholders	Almarai Company Announces plan to enter Seafood Category
13	15 June 2022	Invitation to EGM	Almarai Company Announces the Results of The Ordinary General Assembly Meeting (The First Meeting)
14	17 July 2022	Financial Results	Almarai Company Announces Its Condensed Consolidated Interim Financial Results for The Period Ended 30 June 2022 (Six Months)
15	8 August 2022	Notice to Shareholders	Almarai Company Announces the Appointment of the Chairman of the Board, Vice Chairman and Formation of the Board's Committees for the New Term
16	18 September 2022	Notice to Shareholders	Almarai Company Announces the Redemption of its SAR 1,600 million Sukuk – Series V
17	9 October 2022	Financial Results	Almarai Company Announces Its Condensed Consolidated Interim Financial Results for The Period Ended on 30 September 2022 (Nine Months)
18	20 December 2022	Notice to Shareholders	Almarai Company Announces the Board of Directors' recommendation to distribute dividends to shareholders for the year 2022

Almarai and its Subsidiaries

Almarai operates its business through a variety of subsidiaries, joint ventures, associates and agency relationships. The Company maintains long term investments and exerts effective control through the full

capacity to lead and direct economic performance, financial policies and operational processes. Almarai consolidates its financial operations and results as one business unit, issuing Consolidated Financial Statements after elimination of all

Name of Subsidiary	Country of Incorporation	Business Activity Country of Incorporation
Almarai Investment Company Limited	Saudi Arabia	Holding Company
Almarai Baby Food Company Limited	Saudi Arabia	Manufacturing Company
Almarai Agricultural and Livestock Production Company Limited	Saudi Arabia	Liquidated
Almarai Construction Company Limited	Saudi Arabia	Dormant
Almarai for Maintenance and Operation Company Limited	Saudi Arabia	Liquidated
Agricultural Input Company Limited (Mudkhalat)	Saudi Arabia	Dormant
Hail Agricultural Development Company	Saudi Arabia	Poultry / Agricultural Company
Hail Agricultural and Livestock Production Company Limited	Saudi Arabia	Liquidated
International Baking Services Company Limited	Saudi Arabia	Dormant
International Pediatric Nutrition Company Limited	Saudi Arabia	Dormant
Modern Food Industries Company Limited (Refer note 1)	Saudi Arabia	Bakery Company
Nourlac Company Limited	Saudi Arabia	Liquidated
Western Bakeries Company Limited	Saudi Arabia	Bakery Company
Pure Breed Poultry Company Limited	Saudi Arabia	Poultry Company
Premier Food Industries Company L.L.C	Saudi Arabia	Manufacturing and Trading Company
Artas United Limited Company	Saudi Arabia	Transportation and Storage Company
Almarai for Meat LLC	Saudi Arabia	Meat Company
Agro Terra S.A.	Argentina	Dormant
Fondomonte South America S.A.	Argentina	Agricultural Company
Almarai Company Bahrain W.L.L.	Bahrain	Trading Company
Almarai Investment Holding Company W.L.L.	Bahrain	Holding Company
Bakemart W.L.L. (Refer note 13)	Bahrain	Manufacturing and Trading Company
IDJ Bahrain Holding Company W.L.L.	Bahrain	Holding Company
International Dairy and Juice Limited	Bermuda	Holding Company
International Dairy and Juice (Egypt) Limited	Egypt	Holding Company
International Company for Agricultural Industries Projects (Beyti) (SAE)	Egypt	Manufacturing and Trading Company
Beyti For Importation and Exportation Company L.L.C.	Egypt	Trading Company
BDC Info Private Limited	India	Operations Management
Markley Holdings Limited	Jersey	Dormant
Al Muthedoon for Dairy Production	Jordan	Dormant
Al Atheer Agricultural Company	Jordan	Dormant
Al Namouthjya for Plastic Production	Jordan	Dormant
Al Rawabi for juice and UHT milk Manufacturing	Jordan	Manufacturing Company
Teeba Investment for Developed Food Processing	Jordan	Manufacturing Company
Arabian Planets for Trading and Marketing L.L.C.	Oman	Trading Company
Alyoum for Food Products Company L.L.C.	Oman	Dormant
Fondomonte Inversiones S.L.	Spain	Holding Company
Hail Development Company Limited	Sudan	Dormant
Almarai Emirates Company L.L.C.	UAE	Trading Company
BDC international L.L.C.	UAE	Operations Management
Almarai Company Drinks Manufacturing LLC	UAE	Manufacturing Company
Bakemart L.L.C (Refer note 13)	UAE	Manufacturing and Trading Company
Bakemart FZ L.L.C (Refer note 13)	UAE	Manufacturing and Trading Company
Fondomonte Holding North America L.L.C.	USA	Holding Company
Fondomonte Arizona L.L.C.	USA	Agricultural Company
Fondomonte California L.L.C.	USA	Agricultural Company
Hayday Farm Operation L.L.C.	USA	Agricultural Company

significant intergroup balances and transactions. Minority interests represent the portion of profit or loss and net assets not dominated or controlled by the Group and are presented separately in the Consolidated Income Statement and Balance Sheet. The following table sets out the subsidiary

companies' names, business activity, functional currency, ownership interest, share capital and number of shares issued. There are no shares or debt instruments issued to any of these entities.

Effective Ownership Interest				
	2022	2021	Share Capital	Number of Shares Issued
	100%	100%	SAR 1,000,000	1,000
	100%	100%	SAR 200,000,000	20,000,000
	-	100%	SAR 1,000,000	1,000
	100%	100%	SAR 1,000,000	1,000
	-	100%	SAR 1,000,000	1,000
	52%	52%	SAR 25,000,000	250
	100%	100%	SAR 300,000,000	30,000,000
	-	100%	SAR 1,000,000	1,000
	100%	100%	SAR 500,000	500
	100%	100%	SAR 41,000,000	410,000
	100%	75%	SAR 70,000,000	70,000
	-	100%	SAR 3,000,000	3,000
	100%	100%	SAR 200,000,000	200,000
	94%	94%	SAR 46,500,000	465,000
	100%	100%	SAR 500,000	50,000
	100%	100%	SAR 10,000	100
	100%	-	SAR 1,000,000	100,000
	100%	100%	ARS 5,097,984	5,097,984
	100%	100%	ARS 2,211,988,598	2,211,988,598
	100%	100%	BHD 100,000	1,000
	100%	100%	BHD 34,450,000	344,500
	100%	-	BHD 30,000	600
	52%	52%	BHD 250,000	2,500
	52%	52%	USD 7,583,334	7,583,334
	52%	52%	EGP 3,233,750,000	323,375,000
	52%	52%	EGP 3,802,366,670	380,236,667
	52%	52%	EGP 2,000,000	2,000
	100%	100%	INR 2,750,680	275,068
	100%	100%	GBP 5,769,822	5,769,822
	52%	52%	JOD 500,000	500,000
	52%	52%	JOD 750,000	750,000
	52%	52%	JOD 250,000	250,000
	52%	52%	JOD 500,000	500,000
	52%	52%	JOD 21,935,363	21,935,363
	70%	70%	OMR 150,000	150,000
	100%	100%	OMR 20,000	20,000
	100%	100%	EUR 138,505,946	138,505,946
	100%	100%	SDG 100,000	100
	100%	100%	AED 300,000	300
	100%	100%	AED 200,000	200
	100%	100%	AED 250,000 (Unpaid)	100
	100%	-	AED 300,000	300
	100%	-	AED 300,000	300
	100%	100%	USD 500,000	50,000
	100%	100%	USD 500,000	50,000
	100%	100%	-	-
	100%	100%	-	-

Share Price and Shareholder Information

Almarai Shareholdings

As of 31 December 2022, Almarai had 55,054 shareholders. Institutional Investors represent 91.8% of the total share ownership, while individual investors represent 8.2%. There

are 37 shareholders owning one million or more shares in Almarai, representing 89.8% of the issued shares. The following tables provide an overview of Almarai's investors:

31 December 2022			
Almarai Investors According to Nature of Investors	Percentage of Ownership	Number of Investors	Number of Shares
Institutional Investors	91.8%	607	917,701,238
Individual investors	8.2%	54,447	82,298,762
Total	100.0%	55,054	1,000,000,000

31 December 2022			
Almarai Investors According to Nationality	Percentage of Ownership	Number of Investors	Number of Shares
Saudi	94.2%	53,330	942,298,058
Other nationalities	5.8%	1,724	57,701,942
Total	100.0%	55,054	1,000,000,000

31 December 2022		
Almarai Investors According to Investor Type	Percentage of Ownership	Number of Investors
SAVOLA Group	34.5%	1
Sultan Holding Group	23.7%	1
Saudi Agricultural and Livestock Investment Company (SALIC)	16.3%	1
Governmental and quasi-governmental institutions	3.2%	16
Other individuals	8.2%	54,447
Funds	11.5%	417
Companies	2.5%	163
Swap agreements	0.1%	8
Total	100.0%	55,054

31 December 2022		
Almarai Investors According to Size of Ownership	Percentage of Ownership	Number of Investors
Million shares and more	89.8%	37
From 500 thousand to less than a million	1.7%	24
From 100 thousand to less than 500 thousand	3.2%	160
From 50 thousand to less than 100 thousand	0.8%	120
From 10 thousand to less than 50 thousand	1.6%	749
From 5 thousand to less than 10 thousand	0.5%	698
From 1 thousand to less than 5 thousand	1.3%	7,739
Less than one thousand shares	1.1%	45,527
Total	100.0%	55,054

Ownership Notification

According to Article 68 of the Rules on the Offer of Securities and Continuing Obligations issued by the Capital Market Authority (CMA), during 2022, Almarai received no new

notifications of new ownership percentages of more than 5% of the shares issued to the Company. The following table outlines ownership of 5% or more of the issued shares:

Ownership of 5% and more of the issued shares	Beginning of the Year		End of the Year	
	Number of Shares	Percentage of Ownership	Number of Shares	Percentage of Ownership
SAVOLA Group	345,218,236	34.5%	345,218,236	34.5%
Sultan Holding Group	236,956,536	23.7%	236,956,536	23.7%
Saudi Agricultural and Livestock Investment Company (SALIC)	163,233,480	16.3%	163,233,480	16.3%
Total	745,408,252	74.5%	745,408,252	74.5%

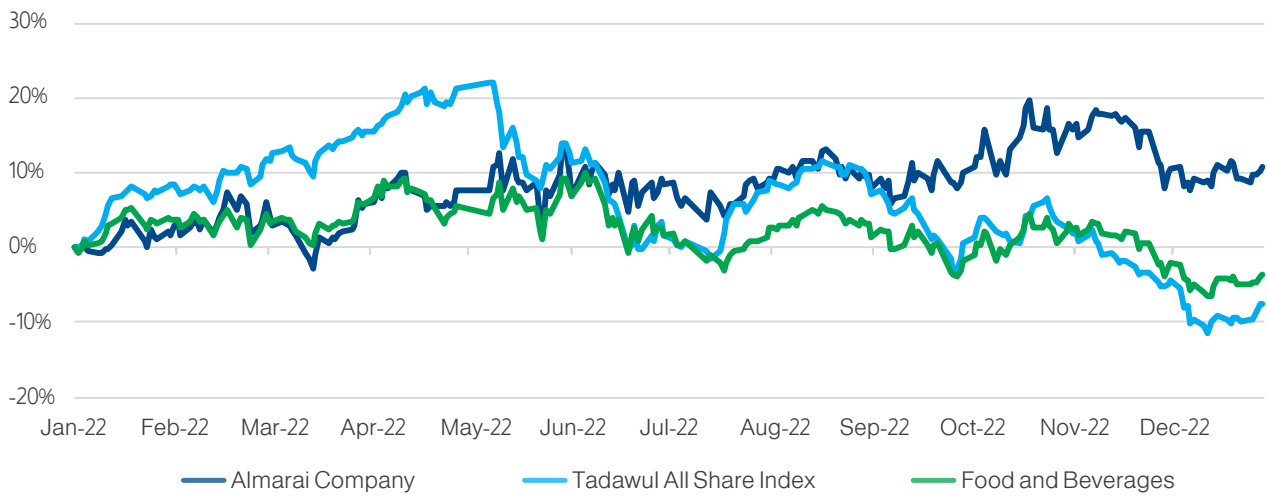
Number of Company's Requests of Shareholders Records	Date of Request	Reason for the Request
1	10 January 2022	Periodic Reports
2	14 February 2022	Periodic Reports
3	14 February 2022	Periodic Reports
4	16 February 2022	Periodic Reports
5	21 February 2022	Periodic Reports
6	27 February 2022	Periodic Reports
7	14 April 2022	Dividend Entitlement
8	15 April 2022	Dividend Entitlement
9	26 May 2022	Periodic Reports
10	26 May 2022	Periodic Reports
11	23 August 2022	Periodic Reports
12	4 September 2022	Periodic Reports
13	2 November 2022	Periodic Reports
14	7 December 2022	Periodic Reports

Share Data Performance (SAR)

Almarai Share Information		
Listing Date	2005	
Exchange	Saudi Stock	
Symbol	2280	
ISIN code	SA000A0ETH1	
Number of shares issued	1,000,000,000	
Market cap as of 31 December 2022	SAR million	53,500
	USD million	14,266

Share Price 31 December 2022	Share Price 1 Year Ago	Share Price 3 Year Ago	52-week High	52-week Low	Change from 2021-2022
53.50	48.75	49.50	58.00	46.50	9.7%

Share Price Performance during the Year of 2022



Main Transactions Investments and Other Events

Acquisitions

On 7 February 2022, one of Almarai's subsidiaries, Western Bakeries Company, Limited Liability Company (WBL) completed the acquisition of an additional 25% stake, owned by Chipita Saudi Arabia (Cyprus) Limited, in Modern Food Industry LLC (a subsidiary company), for a total value of SAR 250 million. After this acquisition, the ownership of the shares of Western Bakeries Company became 100% of the capital of the Modern Food Industry LLC. This acquisition will enhance the leadership of the Company in the food sector in the region, and will support Saudi Vision 2030, local content and food security. MFI is engaged in the manufacturing and sale of long shelf life Bakery products, under the brand name of "7DAYS".

Full Commitment Towards Achieving Food Security

On 13 June 2022, the Board approved bringing forward an investment of SAR 153 million to secure parent poultry birds supply for Almarai and the Kingdom of Saudi Arabia market. The investment will allow Almarai to mitigate an imminent risk of supply shortages of parent stock in the Kingdom. Once further investments are deployed to secure additional parent stock supply, the parent bird facility will be utilized for hatching egg production as initially planned for poultry capacity expansion. Almarai's proactive investment in securing parent bird stock is part of its commitment to all stakeholders to provide quality food product and a recognition of its contribution to food security in the Kingdom.

On 13 June 2022, the Board approved an investment plan to enter the branded sea food category. This will enable Almarai to offer its consumers with seafood at consistently high quality. This investment plan will expand Almarai's product offering and contribute to the food security agenda as per Vision 2030. The investment plan entails an initial investment of SAR 252 million, financed from Almarai's Operating Cash Flows. The investment plan is subject to approval by various regulatory authorities and the expected time frame of this investment is 24 months from the date of final regulatory approval.

Capital Expenditure

CAPEX incurred in 2022 amounted to SAR 1.3 billion, which is at a similar level to 2021, to maintain normal business operation. Expenditure was incurred as follows:

- All manufacturing facilities, sales, supply chain and dairy farming amounting to SAR 0.5 billion for various capacity expansion projects including the poultry plant expansion.
- Poultry operation and poultry farming SAR 0.5 billion.
- Replacement and other CAPEX accounted for approximately another SAR 0.3 billion.

Important Events in 2023

Dates	Subject of Announcement*
9-16 April 2023	Announcement of the Interim Consolidated Financial Results for Q1 2023
11 April 2023	The Extraordinary General Assembly meeting will be held to approve amendments to Almarai's Bylaws, The Board of Directors's report and the Financial Statements for 2022, as well as other subjects
16-27 April 2023**	Maturity and distribution of profits to shareholders for the financial year 2022
9-23 July 2023	Announcement of the Interim Consolidated Financial Results for Q2 2023
8-15 October 2023	Announcement of the Interim Consolidated Financial Results for Q3 2023

*Announcement dates for Financial Results are preliminary and subject to change

** Dividends distribution date is preliminary and subject to change

Preparation of the Financial Statements

The Condensed Consolidated Interim Financial Statements are issued with a review report and the Annual Consolidated Financial Statements are issued with an audit report by the Independent Auditors. These Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS) that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants ("SOCPA"). As part of this requirement, the Group has prepared Condensed Consolidated Interim Financial Statements for each quarter of 2022 and Annual Consolidated Financial Statements for the year ended 31 December 2022 in accordance with IFRS that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA. PricewaterhouseCoopers (PwC) was appointed as Almarai's Independent Auditors after the Audit Committee recommended PwC to the Board of Directors to audit the

Company's accounts for the fiscal year 2022 and Q1 2023. The Board of Directors requested the approval of the nomination of PwC and its fees during the General Assembly Meeting in April 2020, at which time the appointment was approved. After auditing the Consolidated Financial Statements for the year ended 31 December 2022, PwC issued its unqualified Independent Auditors' Report expressing their opinion that the Consolidated Financial Statements as a whole present fairly, in all material respects, the consolidated financial position of Almarai Company and its subsidiaries as at 31 December 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS, that are endorsed in the Kingdom of Saudi Arabia, and other standards and pronouncements issued by the SOCPA.

Dividend Policy

As per Article 48 of Almarai's Bylaws, after deducting all general expenses and other costs, the Company's annual Net Profits shall be allocated as follows:

- 10% of the annual Net Profits shall be allocated to form the Company's statutory reserve. Such allocation may be discontinued by the Ordinary General Assembly when this reserve totals 30% of the Company's paid-up capital.
- The Ordinary General Assembly may, upon the recommendation of the Board of Directors, allocate a specific percentage of the Net Profits to create a voluntary reserve to be allocated to the determined objective or objectives allocated for specific purposes.
- The Ordinary General Assembly, upon determining the dividend, may resolve to form other reserves, to the extent that the same is in the interests of the Company or will ensure the distribution of fixed profits so far as possible among the shareholders. The said Assembly may likewise deduct from the Net Profit amounts to establish social organizations for the Company's workers or to assist any such organizations already in existence.
- Out of the balance of the Net Profits a payment of not less than 5% of the paid-up capital shall be distributed to shareholders.
- Subject to the provisions laid down in Article 21 of these Bylaws, and Article 76 of the Companies Law, a percentage not more than 5% of the remaining balance, if any, shall be allocated as remuneration to Members of the Board of Directors, provided that the entitlement to such remuneration shall be proportionate to the number of sessions attended by a Member.
- The Company, after complying with the regulations laid down by the competent authorities, may distribute semi-annual and quarterly dividends. As per Article 48 of Almarai's Bylaws, profits distributed to shareholders are paid at the location and time

determined by the Board of Directors in compliance with CMA regulations. Almarai has achieved a 46.6% payout ratio for the five year period from 2017-2021. Even though Almarai expects, as per its current distribution practice, to distribute annual cash dividends, there are no guarantees for the distribution of dividends on an ongoing basis. There are no guarantees for the value and percentage of dividends each year. Cash dividends are approved or recommended according to factors including profits achieved, cash flows, new capital investments and prospects of outgoing funds, taking into account the importance of maintaining a strong financial policy to meet any emergency events. The Board of Directors strives to maintain consistency of cash flow each year by reducing the impact of any change in free cash flow that may be attributed to the achievement of profits or losses in specific financial years, while maintaining a medium term target distribution rate of dividend ratio. Almarai has distributed to its shareholders approximately SAR 19,009 million since it was listed on Tadawul, in the form of cash dividends and bonus shares. Cash dividends amounted to approximately SAR 9,909 million, representing 41.1% of total dividends and bonus shares, while bonus shares from a capital increase reached SAR 9,100 million. This excludes the capital increase resulting from the acquisition of Western Bakeries and International Bakeries Services at a nominal value of SAR 90 million and the 100% acquisition of Hail Agricultural Development Company (HADCO) at a nominal value of SAR 60 million.

Dividends Paid Compared to Net Income Attributable to Shareholders of the Company

Year	Net Income (SAR million)	Dividend (SAR million)	Percentage	Capital (SAR million)	Amount (SAR)
2005	386.1	-	-	75	-
2006	464.7	200.0	43.0%	100	2
2007	667.3	272.5	40.8%	109	2.5
2008	910.3	381.5	41.9%	109	3.5
2009	1,096.7	460.0	41.9%	115	4
2010	1,285.4	517.5	40.3%	230	2.25
2011	1,139.5	517.5	45.4%	230	2.25
2012	1,440.6	500.0	34.7%	400	1.25
2013	1,502.2	600.0	39.9%	600	1
2014	1,674.3	600.0	35.8%	600	1
2015	1,915.7	690.0	36.0%	600	1.15
2016	2,080.5	720.0	34.6%	800	0.9
2017	2,182.2	750.0	34.0%	1,000	0.75
2018	2,008.8	850.0	42.3%	1,000	0.85
2019	1,811.8	850.0	46.9%	1,000	0.85
2020	1,984.4	1,000.0	50.4%	1,000	1
2021	1,563.5	1,000.0	64.0%	1,000	1
Total	24,114.0	9,909.0	41.1%	-	-

Dividend Dates

Year	Announcement Date	Due Date	Distribution Date	Distribution Method	Amount (SAR)
2006	21-Jan-07	27-Mar-07	10-Apr-07	Account transfer	2
2007	21-Jan-08	24-Mar-08	7-Apr-08	Account transfer	2.5
2008	19-Jan-09	23-Mar-09	7-Apr-09	Account transfer	3.5
2009	20-Jan-10	11-Apr-10	26-Apr-10	Account transfer	4
2010	6-Dec-10	3-Apr-11	11-Apr-11	Account transfer	2.25
2011	7-Dec-11	2-Apr-12	11-Apr-12	Account transfer	2.25
2012	19-Jan-13	2-Apr-13	10-Apr-13	Account transfer	1.25
2013	29-Dec-13	2-Apr-14	9-Apr-14	Account transfer	1
2014	28-Dec-14	5-Apr-15	12-Apr-15	Account transfer	1
2015	14-Dec-15	3-Apr-16	12-Apr-16	Account transfer	1.15
2016	6-Dec-16	26-Mar-17	4-Apr-17	Account transfer	0.9
2017	11-Dec-17	9-Apr-18	17-Apr-18	Account transfer	0.75
2018	10-Dec-18	7-Apr-19	15-Apr-19	Account transfer	0.85
2019	9-Dec-19	5-Apr-20	13-Apr-20	Account transfer	0.85
2020	15-Dec-20	13-Apr-21	21-Apr-21	Account transfer	1
2021	15-Dec-21	12-Apr-22	20-Apr-21	Account transfer	1
2022*	20-Dec-22	As per EGM Approval	As per EGM Approval	Account transfer	1

*2022 is recommended to the Board of Directors for EGM approval and subject to change

Distribution in the Form of Granting Bonus Shares

Year	Share Capital (SAR million)	Nominal Value of Bonus (SAR million)	Share Capital After Bonus (SAR million)	Percentage	Notes
2005	750	250	1,000	33.3%	One bonus share for every 3 outstanding shares
2010	1,150	1,150	2,300	100.0%	One bonus share for every 1 outstanding share
2012	2,300	1,700	4,000	73.9%	One bonus share for every 1.353 outstanding shares
2013	4,000	2,000	6,000	50.0%	One bonus share for every 2 outstanding shares
2016	6,000	2,000	8,000	33.3%	One bonus share for every 3 outstanding shares
2017	8,000	2,000	10,000	25.0%	One Bonus share for every 4 outstanding shares
Total		9,100.0			

Dates of Bonus Shares and Other Capital Changes

Year	Announcement Date	Issue Type	Due Date	Previous Capital (SAR million)	New Capital (SAR million)
2005	18-Oct-05	Bonus shares	25-Dec-05	750	1,000
2007	19-Feb-07	Acquisition (WB and IBS)	27-Mar-07	1,000	1,090
2009	9-May-09	Acquisition (HADCO)	7-Oct-09	1,090	1,150
2010	5-Oct-10	Bonus shares	5-Dec-10	1,150	2,300
2012	7-Dec-11	Bonus shares	2-Apr-12	2,300	4,000
2013	29-May-13	Bonus shares	9-Sep-13	4,000	6,000
2016	14-Dec-15	Bonus shares	3-Apr-16	6,000	8,000
2017	8-Jun-17	Bonus Shares	8-Oct-17	8,000	10,000

Statutory Payments, Penalties and Sanctions

Statutory Amounts Recorded during 2022

Almarai is committed to paying certain fees and expenses to Saudi Government departments as per applicable terms and regulations. These inherent expenses are recorded in

the Financial Statements of the Company's operations. The following table details statutory charges in 2022, with a brief description and related reason.

Statutory Organization	Description	Reason	2022 (SAR million)	2021 (SAR million)
Saudi Customs	Amounts paid or charged as customs fees on imports & port charges.	Government requirement	77	69
General Authority of Zakat and Income Tax	Amounts paid as Zakat, WHT, Income Tax & VAT expenses according to the various laws	Government requirement	1,635	1,208
General Organization for Social Insurance	Amounts paid or charged as social insurance expenses, in accordance with Saudi Labour Law	Government requirement	91	87
Other Statutory Organizations	Amounts paid or charged according to various other laws	Other government requirements	251	249
Total			2,054	1,614

Penalties and Sanctions

Almarai was not charged any penalties or sanctions during 2022 by any supervisory, regulatory or judicial unit.

Corporate Governance Code

The purpose of these Rules is to set out Almarai's approach to corporate governance. Almarai is committed to maintaining high standards of corporate governance and considers good corporate governance an essential tool for maximizing long term shareholder value and is consistent with its commitment to quality in all its processes and products. The Company's Corporate Governance Rules are mandatory for all Directors and staff of Almarai and can only be amended by a resolution of the Board of Directors. Corporate governance is defined as 'the system by which business corporations are directed and controlled'. The corporate governance structure specifies the distribution of authority and responsibilities among different participants in the Company, such as the Board of Directors, managers, shareholders and others, and spells out the rules and procedures for making decisions on corporate affairs. By doing this, it also provides the structure through which the Company's objectives are set and the means of attaining those objectives and monitoring performance. The Board of Directors is responsible for Almarai's Corporate Governance Rules. The shareholders' role in governance is to appoint the Directors, Audit Committee and Independent Auditors and to satisfy themselves that an appropriate governance structure is in place. The responsibilities of the Board include setting the Company's strategic aims, providing the leadership to put them into effect, supervising the management of the business and reporting to shareholders on their stewardship. The Board's actions are subject to laws, regulations and accountability to the shareholders in the General Assembly Meeting.

Almarai's Corporate Governance Rules have been prepared according to international principles of corporate governance and local regulatory requirements, particularly the Capital Market Authority (CMA). It should be viewed as setting the framework of requirements for corporate governance within the Company. It should not be seen as a substitute for sound judgment and honorable arms' length dealings by Directors and Officers of the Company and should be viewed within the context of the broader legislative framework of Saudi Arabia. In particular, the stipulations of the following, the requirements of which have not all been incorporated in these Rules, need to be borne in mind when considering corporate governance issues:

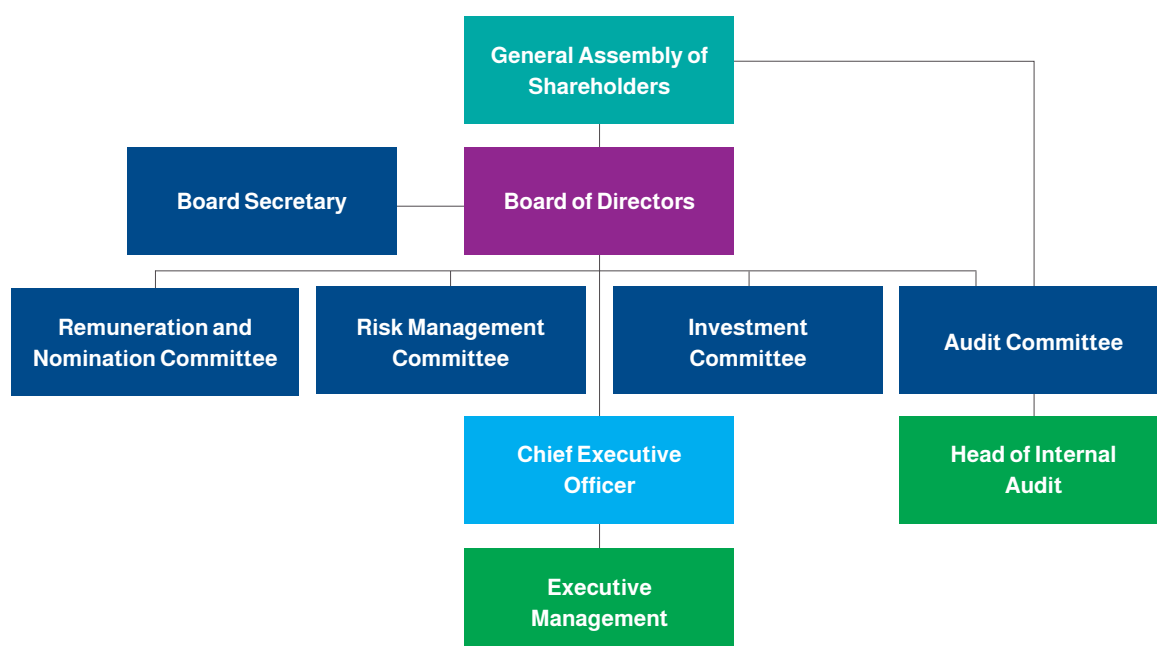
- The requirements of the CMA and of Tadawul.
- The Companies Law of Saudi Arabia and associated ministerial directives of the Ministry of Commerce and Ministry Investment.
- Almarai's Bylaws.
- The Board establishes governance rules for the Company in accordance with the provisions of these regulations, and monitors their implementation, verifies their effectiveness, and amends them as necessary.

Rights of Shareholders and the General Assembly

Almarai's Bylaws and Corporate Governance Rules ensure that shareholders enjoy all rights related to shares, in particular, the right to receive a share of approved dividend payments, the right to receive a share of the Company's assets upon liquidation, the right to attend General Assembly Meetings and participate in their deliberations and voting, the right to dispose of shares, the right to oversee the work of the Board of Directors and file responsibility litigation against Board Members, and the right to inquire and request information that does not compromise the interests of the Company and does not conflict with the terms and executive regulations of the CMA. Almarai allows maximum participation by shareholders at General Assembly Meetings and is keen to ensure that the choice of time and venue enables full participation. The Company has adopted an electronic voting system to make it easier for shareholders to exercise their right of voting if they are unable to attend in person. Almarai's Bylaws and Corporate Governance Rules also contain provisions related to the General Assembly, including procedures and precautions necessary to ensure that all shareholders are exercising their regular rights. The General Assembly is the highest power in the Company, with sole authorities including: the appointment and termination of Board Members, approval of the Consolidated Financial Statements, appointment of the Audit Committee and the external auditor and

determination of his fees, approval of the regulation for the Audit Committee including its procedures, duties and rules for selecting its members, the means of their nomination, the term of their membership, their remunerations, and the mechanism of appointing temporary members in case a seat on the Committee becomes vacant, approval of the regulation for the Remuneration and Nomination Committee including its procedure, duties and rules for selecting its members, the term of their membership and their remunerations, approval of dividend distribution as recommended by the Board of Directors, increase or decrease of the capital of the Company and, amendment of the Bylaws. Almarai provides sufficient access for its shareholders to read the minutes of the General Assembly Meeting and provides the CMA with a copy of the minutes within 10 days of the meeting. Shareholder concerns that have a significant gravity are elevated through the appropriate channels to the Board of Directors for consideration and action. If necessary, these concerns would be raised to the Board Secretary. Any material concerns that could potentially impact the Company or its financial position and which are available in all means of media, newspaper, Almarai website or announcement via Tadawul will be communicated to the Board of Directors.

Corporate Governance Structure



Board of Directors Formation and Functions

Almarai's Bylaws provide for a Board of Directors (comprising nine Members). The rules regarding the appointment, resignation, term of office, powers, remuneration and the principal requirements are summarized below. The Board of Directors is the supreme management body within the Company and is appointed by the shareholders at the General Assembly in order to represent and protect the Company's interests. The Board is responsible for leading and controlling the Company and discharges this responsibility by approving the implementation of Company strategies and objectives. The Board empowers the management of the Company to run the business within defined parameters and monitors the performance of the Company. While the Board delegates authority to the Company's management, under the direction of the CEO, to attend to the routine running of the business, the Board retains ultimate fiduciary responsibility to shareholders to ensure the proper operation of the Company. The Board is appointed by the shareholders with the primary responsibility for operating the Company in their long term best interests. The Board also has a responsibility to provide clear directions and boundaries for the Company's Executive Management to operate within. This involves setting out a clear vision and strategy for the Company and defining the delegations that will be allowed to management and the policies and boundaries within which they are permitted to operate. This process is achieved by:

- a) Approving the strategic plans and main objectives of the Company and supervising their implementation. This includes:
 - Laying down a comprehensive strategy for the Company, the main work plans and policy related to risk management and reviewing and updating such policy.
 - Determining the most appropriate capital structure of the Company, its strategies and financial objectives and approving its annual budgets.
 - Supervising the main capital expenses of the Company and acquisition/disposal of assets.
 - Deciding the performance objectives to be achieved, supervising the implementation thereof and overseeing the overall performance of the Company.
 - Reviewing and approving the organizational and functional structures of the Company on a periodic basis
- b) Laying down rules for internal control systems and supervising those systems. This includes:
 - Developing a written policy to regulate conflicts of interest and remedy any possible cases of conflict by Members of the Board of Directors, Executive Management and shareholders. This includes misuse of the Company's assets and facilities and arbitrary disposition resulting from dealings with related parties.
 - Ensuring the integrity of financial and accounting procedures including procedures related to the preparation of the financial reports.
 - Ensuring the implementation of control procedures appropriate for risk management by forecasting the risks that the Company could encounter and disclosing them transparently.
 - Reviewing the effectiveness of internal control systems annually.
 - Drafting Corporate Governance Rules for the Company that do not contradict the provisions of existing laws and regulations, supervising and

monitoring, in general, the effectiveness of the Rules and amending them whenever necessary.

- Laying down specific and explicit policies, standards and procedures for the Members of the Board of Directors and implementing them after they have been approved by the General Assembly.
- c) Outlining a written policy that regulates the relationship with stakeholders with a view to protecting their respective rights. Such a policy must cover the following:
- Mechanisms for indemnifying the stakeholders in the event that their rights are contravened under the law and their respective contracts.
 - Mechanisms for the settlement of complaints or disputes that might arise between the Company and stakeholders. Suitable mechanisms for maintaining good relationships with customers and suppliers and protecting the confidentiality of information related to them.
 - A Code of Conduct for the Company's Executives and employees compatible with proper professional and ethical standards and regulating their relationship with stakeholders.
- d) The Board of Directors lays down procedures for supervising the following:
- Deciding on policies and procedures to ensure the Company's compliance with laws and regulations and the Company's obligation to disclose material information to shareholders, creditors and other stakeholders.
 - Preparing the Financial Statements and the Annual Report on the activities and financial status of the Company for the last financial year including the proposed method for a dividend payment.
 - Recommending to the General Assembly of shareholders the appointment, dismissal and the remuneration of external auditors Almarai's Corporate Governance Rules stipulate that the Board should include a minimum of one in three independent Directors. Executives may be Directors upon satisfaction of the relevant legal requirements. Almarai has implemented internal check-and-balance measures for assessing the performance of the Board of Directors and its committees. These measures include but are not limited to a formal review process involving an evaluation by each Board Member on the performance and effectiveness of the Board as a body, and its Members individually.

Members of the Board of Directors

The following tables include Directors' names, positions, membership status in other joint stock companies, and attendance at the Board meetings held during 2022, noting

that these meetings were planned, and the Chairman did not receive any request by two or more of the Board Members to hold emergency meetings during 2022.

Member name	Position	Membership status	(Listed/Unlisted)	Membership of Joint Stock Companies inside and outside of KSA
HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer	Chairman of the Board	Non-Executive	Listed	Yamamah Cement Co., Arabian Shield Cooperative Insurance Company, Zain Company
			Unlisted	Sultan Holding Group, Global Thermal Chemical-GTC, Global Chemical Industries Company-GCI, Al-Faraby Petrochemical Company, Tejoury Company, Tarabot investment & development company, Diplomat Art, Dar Alselal, Sabeen Investment Company.
Mr. Sulaiman A.K. Al Muhaidib	Vice Chairman	Non-Executive	Listed	Savola Group.
			Unlisted	Vision invest Co. (Roaia), Abdulkadir Al Muhaidib and Sons, RAFAL Real Estate Development Company, Al Muhaidib Holding, Amwal Alajjal, Taj Alawfia, That Alsawari.
Mr. Ammar bin Abdulwahid Al Khudairy	Board Member	Independent	Listed	Saudi Pharmaceutical Industries & Medical Appliances Corporation (SPIMACO), Saudi National Bank,
			Unlisted	Amwal Capital, Real Estate Development Fund, Saudi National Capital, Amwal AlKhaleej Alola, Saudi Sports Company, Amwal AlKhaleej Investment, Yasmeen Alshrouq Company, Global Chemical Industries - GCI, Global Thermal Chemical GTI, Rwaal Altanmiah Company, Qantarrah Investment Company, Al-Farabi Pharmaceutical, Thuraa Almostaqbal Investment, Saudi Taab Contracting, Dubai Saudi Arabia Contracting,
Mr. Bader bin Abdullah Al Issa	Board Member	Non-Executive	Listed	Savola Group, Banque Saudi Fransi, Dur Hospitality Co.
			Unlisted	Savola Foods Company, Panda Retail Company, United Sugar Company, Afia International Company, Assila Investment.
Mr. Hosam Ali Al Qurashi**	Board Member	Independent	Listed	-
			Unlisted	Saudi Coffe Company, Saudi Heritage Company, Nana Delivery App, Modern Foods Company.
Mr. Mohammed Mansour Al Mousa**	Board Member	Non-Executive	Listed	Abdullah Alothaim Markets Company.
			Unlisted	-
Mr. Salman Abdulmuhsin Al Sudeary**	Board Member	Independent	Listed	Arabian Shield Cooperative Insurance Company.
			Unlisted	Tejoury CJSC, Tejoury Company - Foreign Branch Company, Bahrain, Archiving Warehouses (Subsidiary of Tejoury), Laian Homes Company LLC, ISNDA Corp. (Subsidiary of Tejoury), Abdulrahman Al-sudairy Foundation
HH Prince Saud bin Sultan bin Mohammed bin Saud Al Kabeer	Board Member	Non-Executive	Listed	-
			Unlisted	ADDAR Chemicals Company, Thirty Exports Company Ltd, Sultan Holding Group.
Mr. Waleed Khalid Fatani	Board Member	Non-Executive	Listed	Knowledge Economic City Company (KEC), Herfy Foods Co., Savola Group
			Unlisted	Kinan International Real Estate Development Company Limited, Panda Retail Co., United Sugar Company, Afia International Company, Alkabeer Holding Company, Savola World Est.
Mr. Peter Amon*	Board Member	Independent	Listed	-
			Unlisted	More-Than-Meals
Mr. Saad bin Abdulmohsen Al Fadly*	Board Member	Independent	Listed	Saudi British Bank
			Unlisted	Hassana Investment Company
Mr. Sultan bin Abdulmalek Al Sheikh*	Board Member	Non-Executive	Listed	-
			Unlisted	Gulf International Bank (Saudi Arabia), Gulf International Bank (Bahrain), Saudi Company for Exchanging Digital Information ("Tabadul"), Tahakom Investment Company, The Saudi Real Estate Refinance Company (SRC)

* Membership ended on 6 August 2022

** Membership started on 7 August 2022

Regular Meetings of the Board for 2022

No.	Member Name	Position	Meetings					Attendance Rate
			First 14-Feb-22	Second 11-Apr-22	Third 13-Jun-22	Fourth 26-Sep-22	Fifth 19-Dec-22	
1	HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer	Chairman	Attended	Attended	Attended	Attended	Attended	100%
2	Sulaiman A.K. Al Muhaidib	Vice Chairman	Attended	Attended	Attended	Attended	Attended	100%
3	Mr. Ammar bin Abdulwahid Al Khudairy	Member	Attended	Attended	Attended	Attended	Attended	100%
4	Mr. Bader bin Abdullah Al Issa	Member	Attended	Attended	Attended	Attended	Attended	100%
5	Mr. Hosam Ali Al Qurashi**	Member	-	-	-	Attended	Attended	100%
6	Mr.Mohammed Mansour Al Mousa**	Member	-	-	-	Attended	Attended	100%
7	Mr.Salman Abdelmuhsin Al Sudeary**	Member	-	-	-	Attended	Attended	100%
8	HH Prince Saud bin Sultan bin Mohammed bin Saud Al Kabeer	Member	Attended	Attended	Attended	Attended	Attended	100%
9	Mr. Waleed bin Khalid Fatani	Member	Attended	Attended	Attended	Attended	Attended	100%
10	Mr. Peter Amon*	Member	Attended	Attended	Attended	-	-	100%
11	Mr. Saad bin Abdulmohsen Al Fadly*	Member	Attended	X	Attended	-	-	80%
12	Mr. Sultan bin Abdulmalek Al Sheikh*	Member	Attended	Attended	Attended	-	-	100%

* Membership ended on 6 August 2022

** Membership started on 7 August 2022

Shareholders General Assembly Meetings during 2022

No.	Member Name	Position	First Meetings	Second Meetings	Attendance Rate
			12-Apr-22	14-Jun-22	
1	HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer	Chairman	Attended	Attended	100%
2	Mr. Sulaiman A.K Al Muhaidib	Vice Chairman	Attended	Attended	100%
3	Mr. Ammar bin Abdulwahid Al Khudairy	Member	Attended	Attended	100%
4	Mr. Bader bin Abdullah Al Issa	Member	Attended	Attended	100%
5	Mr. Hosam Ali Al Qurashi**	Member	-	-	-
6	Mr.Mohammed Mansour Al Mousa**	Member	-	-	-
7	Mr.Salman Abdelmuhsin Al Sudeary**	Member	-	-	-
8	HH Prince Saud bin Sultan bin Mohammed bin Saud Al Kabeer	Member	Attended	Attended	100%
9	Mr. Waleed bin Khalid Fatani	Member	Attended	Attended	100%
10	Mr. Peter Amon*	Member	Attended	Attended	100%
11	Mr. Saad bin Abdulmohsen Al Fadly*	Member	Attended	Attended	100%
12	Mr. Sultan bin Abdulmalek Al Sheikh*	Member	Attended	Attended	100%

* Membership ended on 6 August 2022

** Membership started on 7 August 2022

Ownership of Board Members

The table below illustrates shares held by Members of the Board of Directors and any changes that occurred during

2022. There were no arrangements by which any of the Board Members waived any salary or compensation.

Ownership by Members of the Board of Directors

Member Name	Note	Opening Balance (January 2022)	Closing Balance (December 2022)	Percentage Change
HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer	Personal ownership	8,695,651	8,695,651	0.0%
Mr. Sulaiman A.K Al Muhaidib	Personal ownership	8,695	8,695	0.0%
Mr. Ammar bin Abdulwahid Al Khudairy	-	-	-	-
Mr. Bader bin Abdullah Al Issa	Personal ownership	1,666	1,666	0.0%
Mr. Hosam Ali Al Qurashi**	-	-	-	-
Mr. Mohammed Mansour Al Mousa**	-	-	-	-
Mr. Salman Abdelmuhsin Al Sudeary**	-	-	-	-
HH Prince Saud bin Sultan bin Mohammed bin Saud Al Kabeer	-	-	-	-
Mr. Waleed bin Khalid Fatani	-	-	-	-
Mr. Peter Amon*	-	-	-	-
Mr. Saad bin Abdulmohsen Al Fadly*	-	-	-	-
Mr. Sultan bin Abdulmalek Al Sheikh*	-	-	-	-

* Membership ended on 6 August 2022

** Membership started on 7 August 2022

Ownership of Senior Executives

The following table illustrates Senior Managers, their interests in Almarai shares, as well as any changes that occurred in 2022. None of them have any interest in debt

instruments issued by Almarai and there were no arrangements or agreements by which any of the Senior Managers waived any salary or compensation.

Ownership by Senior Managers

Name	Shares Ownership		
	Opening Balance (January 2022)	Closing Balance (December 2022)	Percentage Change
Abdullah Al Bader	260	260	0%
Andrew Mackie	0	0	-
Danko Maras	0	0	-
Fahad Al Drees	470	470	0%
Faisal Al Fahadi	0	0	-
Fawaz Al Jasser	11,960	0	-100%
Hussam Abdulqader	0	1	100%
Michael McDonald	1	1	0%
Mohammed Al Shuhail	48,488	48,488	0%
Niall Mackay	0	0	-
Nikolaos Stavridis	0	0	-
Omar Salem	3,280	30,000	815%
Paul Partelides	0	0	-
Richard Salisbury	0	0	-
Shadi Elqutati	0	0	-

Details of Paid Compensation and Remuneration

Board Remunerations 2022								
Fixed Remunerations								
Name	Position	Specific amount *	Allowance for attending Board meetings	Total Allowance for attending committee meetings	In-kind benefits	Remunerations for technical, managerial and consultative work	Remunerations of the Chairman, Managing Director or Secretary, if a member	Total
Independent Directors								
Mr. Ammar bin Abdulwahid Al Khudairy	Member	500,000	15,000	15,000	-	-	-	530,000
Mr. Hosam Ali Al Qurashi**	Member	140,959	6,000	3,000	-	-	-	149,959
Mr. Salman Abdelmuhsin Al Sudeary**	Member	161,096	6,000	6,000	-	-	-	173,096
Mr. Peter Amon*	Member	209,041	91,500	9,000	-	-	-	309,541
Mr. Saad bin Abdulmohsen Al Fadly*	Member	328,493	6,000	6,000	-	-	-	340,493
Total		1,339,589	124,500	39,000	-	-	-	1,503,089
Non-Executive Directors								
HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer	Chairman	350,000	15,000	15,000	-	-	500,000	880,000
Mr. Sulaiman A.K. Al Muhaidib	Vice Chairman	200,000	15,000	-	-	-	-	215,000
Mr. Bader bin Abdullah Al Issa	Member	410,411	15,000	18,000	-	-	-	443,411
Mr. Mohammed Mansour Al Mousa**	Member	140,959	6,000	6,000	-	-	-	152,959
HH Prince Saud bin Sultan bin Mohammed bin Saud Al Kabeer	Member	350,000	15,000	6,000	-	-	-	371,000
Mr. Waleed bin Khalid Fatani	Member	350,000	35,000	24,000	-	-	-	409,000
Mr. Sultan Abdulmalik Al Sheikh*	Member	209,041	9,000	3,000	-	-	-	221,041
Total		2,010,411	110,000	72,000	-	-	500,000	2,692,411
Sub Total		3,350,000	234,500	111,000	-	-	500,000	4,195,500

* This amount includes annual remuneration for membership of the Board of Directors and fixed remunerations for membership of committees.

*Membership ended on 6 August 2022

**Membership started on 7 August 2022

Board Remunerations 2022

Variable Remunerations

Percentage of the profits	Periodic remunerations	Short-term incentive plans	Long-term incentive plans	Granted shares	Total	End-of-service award	Aggregate Amount	Expenses Allowance
-	-	-	-	-	-	-	530,000	-
-	-	-	-	-	-	-	149,959	-
-	-	-	-	-	-	-	173,096	-
-	-	-	-	-	-	-	309,541	-
-	-	-	-	-	-	-	340,493	-
-	-	-	-	-	-	-	1,503,089	-
-	-	-	-	-	-	-	880,000	-
-	-	-	-	-	-	-	215,000	-
-	-	-	-	-	-	-	443,411	-
-	-	-	-	-	-	-	152,959	-
-	-	-	-	-	-	-	371,000	-
-	-	-	-	-	-	-	409,000	-
-	-	-	-	-	-	-	221,041	-
-	-	-	-	-	-	-	2,692,411	-
-	-	-	-	-	-	-	4,195,500	-

Paid to Five Top Senior Executives 2022 (including CEO and CFO) *

The five top Senior Executives, including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO), receive a remuneration according to employment contracts signed with them. The following table illustrates details of remuneration and compensation paid to Senior Executives.

Remunerations of Top Five Senior Executives (CEO & CFO Included)	Fixed Remunerations (SAR)			
	Salaries	Allowances	In-kind benefits	Total
For 2022 (SAR)	8,640,000	2,510,000	390,000	11,540,000
For 2021 (SAR)	7,707,234	2,440,541	690,000	10,837,775

*The Company committed to disclose total remuneration of the Senior Executive Management in accordance with the requirements of Article 93(4-b) of the Corporate Governance Rules. In order to protect the interests of the Company, its shareholders and its employees, and to avoid any damage that may result from the disclosure in details as per job titles and positions, the description of remuneration is not presented pursuant to Appendix (1) Remuneration Schedule of Corporate Governance Rules related to Senior Executives.

Committees

Board of Directors

Name	Position	Fixed Remuneration (SAR)	Meeting Attendance Allowance (SAR)	Total (SAR)
HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer	Chairman	200,000	15,000	215,000
Mr. Sulaiman A.K. Al Muhaidib	Vice Chairman	200,000	15,000	215,000
Mr. Ammar bin Abdulwahid Al Khudairy	Member	200,000	15,000	215,000
Mr. Bader bin Abdullah Al Issa	Member	200,000	15,000	215,000
Mr. Hosam Ali Al Qurashi**	Member	80,548	6,000	86,548
Mr. Mohammed Mansour Al Mousa**	Member	80,548	6,000	86,548
Mr. Salman Abdelmuhsin Al Sudeary**	Member	80,548	6,000	86,548
HH Prince Saud bin Sultan bin Mohammed bin Saud Al Kabeer	Member	200,000	15,000	215,000
Mr. Waleed bin Khalid Fatani	Member	200,000	35,000	235,000
Mr. Peter Amon*	Member	119,452	91,500	210,952
Mr. Saad bin Abdulmohsen Al Fadly*	Member	119,452	6,000	125,452
Mr. Sultan Abdulmalik Al Sheikh*	Member	119,452	9,000	128,452
Total		1,800,000	234,500	2,034,500

*Membership ended on 6 August 2022

**Membership started on 7 August 2022

Periodic Remunerations	Profits	Variable Remunerations (SAR)				End of Service Award	Other Benefits	Aggregate Amount
		Short-term Incentive Plans	Long-term Incentive Plans	Granted shares (insert the value)	Total			
-	-	8,355,250	-	3,331,776	11,687,026	-	1,358,879	24,585,905
-	-	6,582,066	-	1,087,408	7,669,474	-	5,951,870	24,459,119

Remuneration and Nomination Committee

Name	Position	Fixed Remuneration (Except for the allowance for attending Board meetings) (SAR)	Meeting Attendance Allowance (SAR)	Total (SAR)
Mr. Ammar bin Abdulwahid Al Khudairy	Chairman	150,000	3,000	153,000
Mr. Bader bin Abdullah Al Issa	Member	60,411	3,000	63,411
Mr. Hosam Ali Al Qurashi**	Member	60,411	3,000	63,411
HH Prince Saud bin Sultan bin Mohammed bin Saud Al Kabeer	Member	150,000	6,000	156,000
Mr. Saad bin Abdulmohsen Al Fadly*	Member	89,589	3,000	92,589
Mr. Sultan Abdulmalik Al Sheikh*	Member	89,589	3,000	92,589
Total		600,000	21,000	621,000

*Membership ended on 6 August 2022

**Membership started on 7 August 2022

Audit Committee

Name	Position	Fixed Remuneration (Except for the allowance for attending Board meetings) (SAR)	Meeting Attendance Allowance (SAR)	Total (SAR)
Mr. Raied A. Al Seif	Chairman	200,000	15,000	215,000
Mr. Eid bin Faleh Al Shamri	Member	200,000	15,000	215,000
Mr. Salah Khalid Al Taleb**	Member	80,548	6,000	86,548
Mr. Salman Abdelmuhsin Al Sudeary**	Member	80,548	6,000	86,548
Mr. Sulaiman bin Naser Al Hatlan	Member	200,000	12,000	212,000
Dr. Abdulrahman bin Suliman Al Turaigi*	Member	119,452	9,000	128,452
Mr. Saad bin Abdulmohsen Al Fadly*	Member	119,452	3,000	122,452
Total		1,000,000	66,000	1,066,000

*Membership ended on 6 August 2022

**Membership started on 7 August 2022

Risk Committee

Name	Position	Fixed Remuneration (Except for the allowance for attending Board meetings) (SAR)	Meeting Attendance Allowance (SAR)	Total (SAR)
Mr. Waleed Khalid Fatani	Chairman	150,000	24,000	174,000
Mr. Raied A. Al Seif**	Member	59,918	6,000	65,918
Mrs. Vanessa Fisk	Member	150,000	12,000	162,000
Mr. Jayson Day*	Member	90,082	6,000	96,082
Total		450,000	48,000	498,000

*Membership ended on 6 August 2022

**Membership started on 7 August 2022

Investment Committee

Name	Position	Fixed Remuneration (Except for the allowance for attending Board meetings) (SAR)	Meeting Attendance Allowance (SAR)	Total (SAR)
Mr. Bader bin Abdullah Al Issa	Chairman	150,000	15,000	165,000
Mr. Ammar bin Abdulwahid Al Khudairy	Member	150,000	12,000	162,000
Mr. Mohammed Mansour Al Mousa**	Member	60,411	6,000	66,411
HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer	Member	150,000	15,000	165,000
Mr. Peter Amon*	Member	89,589	9,000	98,589
Total		600,000	57,000	657,000

*Membership ended on 6 August 2022

**Membership started on 7 August 2022

Company Committees

With the exception of the Audit Committee, which shall be formed by the resolution of the Company's Ordinary General Assembly, the Board may at any time establish specialized committees as may be needed depending on the Company's circumstances in order to enable it to effectively perform its duties. The formation of committees shall be made in accordance with general procedures developed by the Board, which shall determine the duties, duration and powers of each committee, and the way in which the Board monitors the activities of each committee. The committee shall inform the Board of its findings or decisions with complete transparency. The Board shall regularly follow up the activities of such committees to ensure the performance of the duties dedicated to them. Each committee shall be responsible before the Board for its activities; this shall not relieve the Board of its responsibility for such activities,

and the duties and powers that it has delegated to such committee. The list of non-Board Company Committee Members:

Risk Committee

Vanessa Eastham Fisk, Risk Committee Member

Vanessa Fisk is a full time Independent Non-Executive, currently sitting on the Boards of ABC International Bank plc, UK; Almarai Company, KSA; Banque Saudi Fransi, KSA; is the Special Advisor to the Al Omran family KSA and an Independent Supervisory Board member of the family office, Narmo Capital and most recently she has joined the Board of TPL REIT Management Co Ltd, Pakistan. Vanessa focuses on companies which have a strong innovation and/or transformation agenda, with her current portfolio spanning both traditional and new digital enterprises. In particular she

has a keen interest in those businesses deploying newer technologies to gain competitive advantage and is an active Board Advisor and Mentor to a number of the Middle East's emerging Fintech and Regtech start-ups. Prior to pursuing a Non-Executive career, Vanessa spent over 20 years in a wide variety of Senior Executive Director positions across multiple geographies. During 18 years at Barclays Bank PLC, Vanessa undertook roles of Chief Operating Officer and Chief Risk Officer for the Middle East; Director of Strategy and Transformation at Gerrard Investment Management Ltd; Chief Risk Officer for the Corporate Bank and Head of the Regional UK Leveraged Finance businesses. More recently Vanessa spent five years as Wholesale Banking Managing Director and Chief Operating Officer for Standard Chartered Middle East, North Africa and Pakistan. Vanessa holds a BA Hons in Accountancy and Finance from Huddersfield University, a post graduate degree in Leadership Studies from Exeter University and after leaving Standard Chartered completed the International Executive Programme in Global Corporate Governance at Insead Business School, Fontainebleau, Paris. For the last three years, Vanessa has also been a visiting guest speaker on the Insead Global Executive MBA Programme.

Audit Committee

Raied A. Al Seif, Audit Committee Chairman

Raied Al Seif is the CEO of Sultan Holding Company. He currently holds the following Board positions: Member of the Board of Arabian Shield Insurance, IBC Environmental Lebanon, Dar Al Selal, Diplomat and Barq Logistic Company. Prior to that, Raied held the position of Division Head at ANB, leading a team of Relationship Managers. Raied holds a Bachelor's degree in Accounting from the College of Administrative Science at King Saud University in Riyadh, KSA.

Eid F. Al Shamri, Audit Committee Member

Eid Al Shamri holds a degree in Bachelor of Science in Industrial Management with Honors from King Fahd University of Petroleum and Minerals (1989). He received his Certified Public Accountants license from the State of Colorado (1995) and has been a member of the American Institute of Certified Public Accountants (AICPA) since 1995. Eid is a professional with a 30 year proven track record and has held various Executive positions. He is also a member of several boards and committees in other companies.

Salah Khalid Al Taleb, Audit Committee Member

Salah Al-Taleb is a member of the Saudi Consultative Assembly, "Shura" council and a member of the board of directors of Tejoury company. He also holds numerous memberships and fellowships: member of Saudi Organization for Chartered and Professional Accountants, member of the Saudi Institute of Internal Auditors, member of the Saudi Management Association, American Fellowship for Certified Public Accountants (CPA), American Fellowship for Certified Management Accountants (CMA), American Fellowship for Certified Financial Accountants (CFM), American Fellowship for Certified Internal Auditor Accountants (CIA), American Fellowship for Certified Government Auditing Professional (CGAP), American Fellowship for Certified Control Self-Assessment (CCSA). Prior to his current role, Salah was the assistant chairman of the board of directors for strategic affairs and review of the Saudi Space Commission.

Salah has a PHD in Financial Accounting from George Washington University, USA and a master's degree in Applied Accounting from Miami University, Florida USA and a Bachelor's in Finance from King Saud University, Riyadh Saudi Arabia.

Sulaiman N. Al Hatlan, Audit Committee Member

Sulaiman Alhatlan currently serves as a Board Member and Managing Director for Maharah Human Resources Company. He is also a Board Member at Saudi Vitrified Clay Pipes Company. He is an Audit Committee member for several listed and unlisted companies. Throughout his career, Sulaiman has carried out many senior roles of financial advisory for both the public and private sectors. He holds a Bachelor's degree in Accounting from King Saud University (1994), and a Master's degree in Accountancy from California State University.

Investment Committee

The Board of Directors issued a resolution dated 8 June 2020 to form the Investment Committee as a new committee, including the Investment Committee Regulation setting out the Committee's duties and authorities. At the same time, the Board abolished its Executive Committee. The purpose of the Investment Committee (the "Investment Committee" or "Committee") Regulation is to set out the composition, responsibilities, and duties of the Committee and to define the interaction with the Board of Directors and Executive Management. The primary purpose of the Committee is to assist the Board in fulfilling its responsibilities towards the strategic planning and investments of Almarai Company and to oversee the Company's existing and future investments.

Rules for selecting members of the Investment Committee, how they are nominated and the duration of their membership

- An Investment Committee shall be formed from among the Board Members or others by a resolution of the Board of Directors.
- Nomination of Investment Committee members shall be pursuant to the recommendation of the Remuneration and Nomination Committee.
- The number of members of the Committee shall not be less than three nor more than five.
- The Committee Chairman shall be appointed by the members thereof at the first Committee meeting.
- Members of the Investment Committee shall be appointed for a period not exceeding three years and may be reappointed as needed for the Committee's formation.
- At its first meeting, the Investment Committee shall appoint a Secretary from among its members or the Company's employees.
- The Committee members shall have the appropriate experience and qualifications relevant to the duties, responsibilities and the nature of the Committee's functions.
- If an Investment Committee seat becomes vacant, the Company's Board of Directors may appoint a temporary member to the vacant position, provided that the latter has the required expertise and competence. The CMA shall be informed thereof, within five business days from the date of such appointment.
- The Company undertakes to notify the CMA of the names of its Investment Committee members and the status of their membership, within five business days from the date of their appointment, as well as

any changes that may affect their membership within five business days from the occurrence of such changes.

- Membership of the Investment Committee shall expire upon the expiry of the Committee's term or the expiry of the member's membership, in accordance with any applicable Saudi law, regulation or instruction. However, the Board of Directors may, at any time, remove all or some members of the Investment Committee. Members may also resign, on condition that they do so at an appropriate time, lest they be held liable towards the Company for damages resulting therefrom.

Duties and Competencies of the Investment Committee

The Investment Committee shall be competent to:

- Work with Executive Management to develop an investment strategy and policy for the Company commensurate with the nature of its business, activities, and risks, and make appropriate recommendations to the Board of Directors.
- Review the investment strategy and policy regularly to ensure its alignment with any changes that may occur in the external work environment in which the Company operates, legislation regulating business, or strategic objectives or otherwise, and recommend to the Board proposed changes.
- Oversee the Company's investment activities and establish appropriate processes for measuring and assessing investment performance.
- Study and evaluate the investment opportunities proposed by the Executive Management regarding the following transactions and make appropriate recommendations:
 - Mergers or acquisitions of companies, businesses, or assets
 - Any termination, sale, transfer of ownership, exit, or disposition of an existing investment
 - Joint ventures under partnership agreements
 - Investments/expansions in new or existing projects
 - Investment opportunities that Executive Management wishes to enter
 - Examination of financing prospects for the above transactions
 - Ensure that the proposed investment opportunities comply with relevant regulations and instructions

- Identify and prioritize proposed investment proposals
- Study the progress on the approved investment opportunities
- Carry out any tasks assigned by the Board of Directors
- Review and follow up on the implementation of Board and Investment Committee decisions

Meetings of the Investment Committee

- The Investment Committee shall convene periodically, at least every six months, and whenever needed.
- The Investment Committee meetings are quorate, if attended by a majority of its members. Committee resolutions shall be adopted by a majority of the members present. In case of a tie, its Chairman shall have the casting vote.
- The Chairman of the Investment Committee shall call for the convening of Committee meetings. Any member of the Investment Committee or the Chairman of the Board may ask the Chairman of the Investment Committee to call the Committee to meet.
- The invitation to the meeting of the Investment Committee shall be sent to the Committee members, together with the agenda, seven days before the date of the scheduled meeting, unless the members agree otherwise.
- No Member of the Board of Directors or Executive Management shall be entitled to attend Investment Committee meetings unless the Committee requests to hear his/her opinion or obtain his/her advice. Attendance of Investment Committee meetings shall be limited to the members and the Secretary of the Committee.
- Investment Committee meetings shall be documented and minutes including the discussions and deliberations carried during such meetings shall be prepared. Recommendations of the Committee and voting results shall be documented and retained in a special and organized register, including the names of the attendees and any reservations they expressed (if any). Such minutes shall be signed by all of the attending members.
- The Chairman of the Investment Committee or his assignee shall attend the Company's General Assemblies to answer shareholders' questions.

- The Investment Committee shall submit summary reports to the Board of Directors following each of its meetings.
- Within the scope of its powers, the Investment Committee may seek assistance from any expert or specialist, whether internal or external. This shall be included in the minutes of the Committee meeting. Such minutes shall state the name of the expert and his/her relation to the Company or its Executive Management.

Powers of the Investment Committee

In the performance of its duties, the Investment Committee may:

- Request appropriate information that will enable the Committee to carry out its roles and responsibilities.
- Investigate any matter falling within its functions, or any subject specifically requested by the Board of Directors.
- Access the Company's records and documents.
- Seek legal and technical advice from any third party or other independent consultant, when necessary, to assist the Committee in performing its functions.
- Review investment opportunities proposed by the Executive Management, provided that the justifications for approval or rejection are documented in the minutes of meetings.
- Recommend investment opportunities to the Board of Directors.

Investment Committee Members Remuneration

- The remuneration of the Committee members shall be a fixed cash amount, in addition to an attendance allowance.
- The annual remuneration for the members of the Committee shall be determined as per the recommendation of the Remuneration and Nomination Committee to the Board of Directors.

Final Provisions (Application and Review)

This Regulation shall be effective from the date of its approval by the Board of Directors. This Regulation shall be reviewed by the Board of Directors, and any amendments shall be approved by the Board of Directors.

No.	Member Name	Position	Meetings					Attendance Rate
			First	Second	Third	Fourth	Fourth	
			21-Mar-22	23-May-22	21-Jun-22	14-Sep-22	28-Nov-22	
1	Mr. Bader bin Abdullah Al Issa	Chairman	Attended	Attended	Attended	Attended	Attended	100%
3	Mr. Ammar bin Abdulwahid Al Khudairy	Member	Attended	X	Attended	Attended	Attended	80%
5	Mr. Mohammed Mansour Al Mousa**	Member	-	-	-	Attended	Attended	100%
2	HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer	Member	Attended	Attended	Attended	Attended	Attended	100%
4	Mr. Peter Amon*	Member	Attended	Attended	Attended	-	-	100%

*Membership ended on 6 August 2022

**Membership started on 7 August 2022

Remuneration and Nomination Committee

The Board formed this Committee for a period of three years starting from 7 August 2019. The regulation of the Remuneration and Nomination Committee including the remuneration of its members was approved by the Company's General Assembly on 8 October 2017 in accordance with Articles 60 and 64 of the Corporate Governance Regulations issued by the CMA. The Committee has the role of making recommendations to the Board of Directors on nominations to the Board, developing clear policies for the remuneration of the Board of Directors and Senior Executives of the Company and its subsidiaries, reviewing the structure of the Board of Directors, identifying weaknesses and strengths of Members of the Board, ensuring the independence of independent Members (annually) and ensuring the absence of conflicts of interest if Members also belong to the board of directors of another company.

Regarding remuneration, the Committee shall be responsible for the following:

- Preparing a clear policy for the remuneration of the Board Members and its committees, and the Executive Management, and presenting such policy to the Board in preparation for approval by the General Assembly, provided that such policy follows standards that are linked to performance, and disclosing and ensuring the implementation of such policy.
- Clarifying the relation between the paid remuneration and the adopted Remuneration Policy and highlighting any material deviation from that policy.
- Periodically reviewing the Remuneration Policy and assessing its effectiveness in achieving its objectives.
- Providing recommendations to the Board in respect of the remuneration of its Members, its Committees and Senior Executives, in accordance with the approved policy.
- Reviewing the financial remuneration of the CEO, including long term and short term incentives, in addition to setting the performance level to be achieved by the CEO, and providing recommendations to the Board in respect thereof.

- Reviewing and authorizing the CEO's recommendations as to financial remuneration of Senior Executives.
- Ensuring and observing the compliance of the Company with respect to the policy for the remuneration of the Board Members and its committees, and the Executive Management approved by the General Assembly of shareholders.

Regarding nominations, the Committee shall be responsible for the following:

- Suggesting clear policies and standards for membership of the Board and the Executive Management.
- Providing recommendations to the Board for the nomination or renomination of its Members, in accordance with approved policies and standards, taking into account that nominations shall not include any person convicted of a crime involving moral turpitude or dishonesty.
- Preparing a description of the capabilities and qualifications required for Membership of the Board and Executive Management positions.
- Determining the amount of time that the Member shall allocate to the activities of the Board.
- Annually reviewing the skills and expertise required of the Board Members and the Executive Management, while determining the strengths and weaknesses of the Board and Executive Management, and recommending remedial solutions that serve the Company's interests.
- Reviewing the structure of the Board and Executive Management, as well as providing recommendations regarding changes that may be made to such structure.
- Annually ensuring the independence of Independent Directors and the absence of any conflicts of interest if a Board Member also acts as a member of the board of directors of another company.
- Providing job descriptions for the Executive, Non-Executive and Independent Directors and Senior Executives.

- Setting procedures to be followed if the position of a Member of the Board or a Senior Executive becomes vacant.
- Determining the strengths and weaknesses of the Board and recommending remedial solutions that serve the Company's interests.
- Providing an appropriate level of training and induction to new Board Members regarding the Company's tasks and achievements so that they can perform their duties effectively.
- Examining and reviewing the Executive Management's performance.
- Examining and reviewing succession plans for the Company in general, and for the Board of Directors, Chief Executive Officer and Senior Executives.
- Examining and reviewing the recommendations of the Chief Executive Officer regarding the appointment and termination of Senior Executives, except for the Head of Internal Audit department who shall be appointed and dismissed upon the recommendation of the Company's Audit Committee.

Remuneration and Nomination Committee Meetings during 2022

During 2022, the Remuneration and Nomination Committee held two meetings. The following table illustrates the names, positions and attendance of Committee members.

No.	Member Name	Position	Meetings		Attendance Rate
			First	Second	
			23-May-22	28-Nov-22	
1	Mr. Ammar bin Abdulwahid Al Khudairy	Chairman	X	Attended	50%
2	Mr. Bader bin Abdullah Al Issa**	Member	-	Attended	100%
3	Mr. Hosam Ali Al Qurashi**	Member	-	Attended	100%
4	HH Prince Saud bin Sultan bin Mohammed bin Saud Al Kabeer	Member	Attended	Attended	100%
5	Mr. Saad bin Abdulmohsen Al Fadly*	Member	Attended	-	100%
6	Mr. Sultan bin Abdulmalek Al Sheikh*	Member	Attended	-	100%

*Membership ended on 6 August 2022

**Membership started on 7 August 2022

Audit Committee

The Company's Ordinary General Assembly formed this Committee for a period of three years starting from 7 August 2016. As an amendment, regulation of the Audit Committee, including the remuneration of its members, was approved by the Company's General Assembly on 8 October 2017, in accordance with Article 101 of the Companies Law. The Audit Committee shall be competent in monitoring the Company's activities and ensuring the integrity and effectiveness of the reports, Financial Statements and internal control systems. The duties of the Audit Committee shall particularly include the following:

Financial Reports

- Analyzing the Company's Interim and Annual Financial Statements before presenting them to the Board and providing its opinion and recommendations thereon to ensure their integrity, fairness and transparency.
- Providing its technical opinion, at the request of the Board, regarding whether the Board's report and the Company's Financial Statements are fair, balanced, understandable and contain information that allows shareholders and investors to assess the Company's financial position, performance, business model and strategy.
- Analyzing any important or non-familiar issues contained in the financial reports.
- Accurately investigating any issues raised by the Company's CFO or any person assuming his or her duties, or the Company's Compliance Officer or external auditor.
- Examining accounting estimates in respect of significant matters that are contained in the financial reports.
- Examining the Company's accounting policies and providing the Board with its opinion and recommendations thereon.

Internal Audit

- Examining and reviewing the Company's internal and financial control systems.
- Analyzing internal audit reports and following up on the implementation of corrective measures in respect of the remarks contained therein.
- Monitoring and overseeing the performance and activities of the Company's internal Auditor and Internal Audit department to ensure the availability of the necessary resources and their effectiveness in performing the assigned activities and duties.

- Submitting a recommendation to the Board on appointing a Director for the Internal Audit department, and suggesting the remuneration thereof.
- Studying and reviewing the Company's internal control system and preparing a written report on its opinion regarding the adequacy thereof and other activities that it conducted within its competence.
- The Board shall make available sufficient copies of said report at the Company's head office at least 10 days prior to the date set for the General Assembly Meeting, in order to provide each shareholder with a copy of said report, which shall be read during the Assembly.

The Auditor

- Providing recommendations to the Board to nominate auditors, dismiss them, determine their remuneration and assess their performance after verifying their independence and reviewing the scope of their work and the terms of their contracts.
- Verifying the independence of the Auditor, its objectivity, fairness and the effectiveness of audit activities, taking into account relevant rules and standards.
- Reviewing the plan of the Company's Auditor and its activities, and ensuring that it does not provide any technical or administrative work that is beyond its scope of work, and provides its opinion thereon.
- Responding to queries of the Company's Auditor.
- Reviewing the Auditors' reports and its comments on the Financial Statements, as well as following up on the procedures taken in connection therewith.

Ensuring Compliance

- Reviewing the findings of the reports of supervisory authorities and ensuring that the Company has taken the necessary actions in connection therewith.
- Ensuring the Company's compliance with relevant laws, regulations, policies and instructions.
- Reviewing the contracts and proposed related party transactions, and providing its recommendations to the Board in connection therewith.
- Reporting any issues to the Board in connection with what it deems necessary to take action on and providing recommendations as to the steps that should be taken.

The Committee is formed according to the following rules:

- An Audit Committee shall be formed by a resolution of the Ordinary General Assembly of the Company upon the recommendation of the Board of Directors.
- Nomination of Audit Committee members shall be pursuant to the recommendation of the Remuneration and Nomination Committee.
- Audit Committee members may be shareholders or others, provided that at least one of them is an independent member, and that one of its members is specialized in finance and accounting.
- The Audit Committee shall not include any Executive Directors.
- Any person who works or has worked in the executive or financial management of the Company or with the Auditor of the Company during the last two years may not be a member of the Audit Committee.
- The number of members of a committee shall not be less than three or more than five.
- The Chairman of the Board of Directors may not be a member of the Audit Committee.
- Members of the Audit Committee shall be selected in such a way as to ensure that they possess a variety of skills and expertise, taking into account their possession of appropriate expertise in the Company's business sector, including those who are competent in financial and accounting matters.
- Members of the Audit Committee shall be appointed for a period not exceeding three years and may be reappointed as needed for the Committee's formation.
- The Chairman of the Audit Committee shall be an independent member and shall be appointed by the members thereof at the first Committee meeting.
- At its first meeting, the Audit Committee shall appoint a secretary from among its members or the Company's employees.
- If an Audit Committee seat becomes vacant, the Company's Board of Directors may appoint a temporary member to the vacant position, provided that the latter has the required expertise and competence. The CMA shall be informed thereof within five business days from the date of appointment, which shall be submitted before the Ordinary General Assembly at its first subsequent meeting. The new Audit Committee member shall complete the term of his or her predecessor.
- The Company undertakes to notify the CMA of the names of its Audit Committee members and the status of their memberships within five business days from the date of their appointment, as well as any changes that may affect their membership, within five business days from the occurrence of such changes.

As per Article 103 of the Companies Law, the Audit Committee may ask the Board of Directors to call the General Assembly to convene if the Board of Directors hinders its work or when the Company suffers serious damages or losses. During 2022, the Audit Committee held five meetings. The following table illustrates the names, positions and attendance of the Committee members.

No.	Member Name	Position	Meetings					Attendance Rate
			First 20-Jan-22	Second 7-Apr-22	Third 14-Jul-22	Fourth 6-Oct-22	Fifth 6-Dec-22	
1	Mr. Raied A. Al Seif	Chairman	Attended	Attended	Attended	Attended	Attended	100%
2	Mr. Eid bin Faleh Al Shamri	Member	Attended	Attended	Attended	Attended	Attended	100%
3	Mr. Salah Khalid Al Taleb**	Member	-	-	-	Attended	Attended	100%
4	Mr. Salman Abdulmuhsin Al Sudeary**	Member	-	-	-	Attended	Attended	100%
5	Mr. Sulaiman bin Naser Al Hatlan	Member	Attended	Attended	X	Attended	Attended	80%
6	Dr. Abdulrahman bin Suliman Al Turaigi*	Member	Attended	Attended	Attended	-	-	100%
7	Mr. Saad bin Abdulmohsen Al Fadly*	Member	X	Attended	X	-	-	60%

*Membership ended on 6 August 2022

**Membership started on 7 August 2022

Results of Annual Internal Audit Procedures

Internal Control System

The Board shall approve an internal control system for the Company in order to assess the policies and procedures relating to risk management, implementation of the provisions of the Company's governance rules approved by the Company and compliance with the relevant laws and regulations. Such a system shall ensure compliance with clear accountability standards at all executive levels in the Company, and that related party transactions are implemented in accordance with the relevant provisions and controls.

Establishing Independent Departments within the Company

For purposes of implementing the approved internal control system, the Company has established departments for the assessment and management of risks and for internal auditing. The Company may utilize external entities to perform the duties and competencies of the units or departments of risk assessment and management and internal control without prejudice to the Company's responsibility for those duties and competencies.

Duties of the Internal Audit Department

The Internal Audit department shall assess and monitor the implementation of the internal control system and verify that the Company and its employees comply with the applicable laws, regulations and instructions and the Company's policies and procedures. The Internal Audit department shall be composed of an internal Audit Manager whose appointment is recommended by the Audit Committee. Such internal auditor shall be responsible before the Audit Committee and a number of competent employees. The formation and operation of the Internal Audit department shall take into consideration the following:

- Employees of such department shall be competent, independent and adequately trained, and shall not be entrusted with any functions other than internal audit duties and internal control systems.
- The Internal Audit department shall report to the Audit Committee, and shall be subordinate and accountable to it.

- The remuneration of the Manager of the Internal Audit department shall be determined by a recommendation of the Audit Committee, as per Company policies.
- The department shall be given access to information and documents, and shall be able to obtain the same without any restrictions.

Internal Audit Plan

The Internal Audit department shall operate pursuant to a comprehensive audit plan approved by the Audit Committee. The plan shall be updated annually. Key activities and operations, including the activities of the Risk Management and Compliance departments, shall be reviewed at least annually.

Maintaining Internal Audit Reports

The Company shall keep records of the audit reports and business documents, which shall clarify its accomplishments, findings and recommendations, and all actions taken in this regard.

Internal Audit Report

- The Internal Audit department shall prepare and submit, at least quarterly, a written report on its activities to the Board and the Audit Committee. Such report shall include an assessment of the Company's internal control system and the final opinion and recommendations of the department. Such report shall also specify the procedures taken by each department for addressing the findings and recommendations from the previous audit, and any remarks thereon, particularly failures to promptly address such findings and recommendations and the reasons for such failure.
- The Internal Audit department shall prepare a general written report to be submitted to the Board and the Audit Committee on the audit activities it carried out during the financial year, compared to the approved plan. Such report shall explain the reasons for any deviation from the plan, if any, during the quarter following the end of the relevant financial year.

- The Board shall specify the scope of the report of the Internal Audit department, based on recommendations from the Audit Committee and the Internal Audit department. The report shall include the following in particular:
 - Procedures for monitoring and overseeing the financial affairs, investments and risk management.
 - Assessing the development of risk factors threatening the Company and the existing systems, in order to confront radical or unexpected changes on Tadawul.
 - An assessment of the performance of the Board and the Senior Management with respect to the implementation of internal control systems, including specifying the number of times the Board has been informed of control issues (including risk management) and a description of the method followed to address such issues.
 - Failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly the issues disclosed in the Company's Annual Reports and its Financial Statements).
 - The extent to which the Company has complied with the internal controls when determining and managing risks.
 - Information describing the Company's risk management operations.

The Audit Committee directly supervises Internal Audit, while Internal Audit continuously examines the efficiency and effectiveness of Almarai's internal control systems. Accordingly, the Board of Directors, based on the reports and recommendations of the Audit Committee, and in line with its business plan, confirms the following in respect of 2022:

- That no matters were brought to the Board's attention that would lead the Board to believe that there was a fundamental lack of integrity in financial and accounting systems such that it would require disclosure.
- That the control systems are effectively functioning and facilitating the mitigation of potential risks that Almarai and its subsidiaries may face and that no matters relating to the functioning of internal controls were brought to the Board's attention that were material and would require disclosure.
- That all necessary arrangements and corrective actions have been taken on all concerns and recommendations raised by Internal Audit to the Audit Committee.

Risk Committee

The Committee has the role of developing a strategy and comprehensive policies for risk management, monitoring their implementation, and reviewing and updating them. The Committee also determines and maintains an acceptable level of risk that may be faced by the Company ensuring that the Company does not go beyond such level, ensuring the feasibility of the successful continuation of the Company.

The Committee shall be responsible for the following:

- Examining and reviewing the Company's risk management policies.
- Developing a strategy and comprehensive policies for risk management that are consistent with the nature and volume of the Company's activities, monitoring their implementation, and reviewing and updating them based on the Company's internal and external changing factors.
- Determining and maintaining an acceptable level of risk that may be faced by the Company and ensuring that the Company does not go beyond such level.
- Ensuring the feasibility of the Company's continuation, the successful continuity of its activities and determining the risks that threaten its existence during the following 12 months.
- Overseeing the Company's risk management system and assessing the effectiveness of the systems and mechanisms for determining and monitoring the risks that threaten the Company in order to determine areas of inadequacy therein.
- Regularly reassessing the Company's ability to manage risks and to be exposed to such risks.
- Preparing detailed reports on the exposure to risks and the recommended measures to manage such risks, and presenting them to the Board.
- Providing recommendations to the Board on matters related to risk management.
- Ensuring the availability of adequate resources and systems for risk management.
- Reviewing the organizational structure pertaining to risk management and providing recommendations regarding the same before approval by the Board.
- Verifying the independence of risk management employees from activities that may expose the Company to risk.
- Ensuring that risk management employees understand the risks threatening the Company and seeking to raise awareness of the culture of risk.
- Reviewing any issues raised by the Audit Committee that may affect the Company's risk management.

Risk Management Committee Meetings during 2022

During 2022, the Risk Management Committee held four meetings. The following table illustrates the names, positions and attendance of Committee members.

No.	Member Name	Position	Meetings				Attendance Rate
			First 20-Mar-22	Second 22-May-22	Third 4-Sep-22	Fourth 27-Nov-22	
1	Mr. Waleed bin Khalid Fatani	Chairman	Attended	Attended	Attended	Attended	100%
2	Mr. Raied A. Al Seif**	Member	-	-	Attended	Attended	100%
2	Mrs. Vanessa Fisk	Member	Attended	Attended	Attended	Attended	100%
4	Mr. Jason Day*	Member	Attended	Attended	-	-	100%

*Membership ended on 6 August 2022

**Membership started on 7 August 2022

Related Party Transactions

Almarai's written policy on conflict of interest addresses potential conflict situations for Directors, Executives and shareholders. The General Assembly is notified of any potential conflict of interest requiring approval. During the

normal course of its operations in 2022, Almarai carried out the following significant transactions with related parties on an arms' length basis.

Nature of Transaction	Transaction Amount		Balance at	
	2022	2021	31 December 2022	31 December 2021
	SAR '000	SAR '000	SAR '000	SAR '000
Sales To				
Panda Retail Company	714,967	731,026	128,479	132,001
Afia International Company	-	2,249	-	531
Herfy Food Services	1,242	-	76	-
Abdullah Al Othaim Markets	532,408	491,769	105,220	98,291
Total	1,248,617	1,225,044	233,775	230,823
Purchases From				
United Sugar Company	67,722	57,633	(5,704)	(4,845)
Maria Fondomonte S.A.	-	26,962	-	(462)
	67,722	84,595	(5,704)	(5,307)
Services From				
Arabian Shield Cooperative Insurance Company	160,169	162,054	(2,163)	(275)
Saudi Telecommunication Company - STC*	27,958	25,194	-	-
Zain	10,923	7,390	-	-
	199,050	194,638	(2,163)	(275)
Total	266,772	279,233	(7,867)	(5,582)
Finance Charges				
Saudi British Bank*	6,905	5,512	-	(1,587)
Banque Saudi Fransi	416	2,042	-	(588)
Saudi National Bank	8,904	9,187	-	(2,644)
	16,225	16,741	-	(4,819)
Bank Financing				
Saudi British Bank*	9,694	26,685	(1,751,429)	(1,042,002)
Banque Saudi Fransi	6,811	2,352	(262,575)	-
Saudi National Bank	23,711	14,586	(915,625)	(590,625)
	40,216	43,623	(2,929,629)	(1,632,627)

* During December 2022 the entity became a related party for the Group. The disclosed transactions reflect the total amount of trading activity carried out during 2022 and 2021 and the related balance as at 31 December for such years

Dealings during the Year 2022

The following significant related party transactions during 2022 required approval from the General Assembly.

Member	Nature of Dealing	Amount SAR '000	Period	Conditions
Chairman / HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer				
Mobile Telecommunication Company Saudi (ZAIN)	Telecommunication services	10,923	2022	Commercial condition prevailing in the market
Arabian Shield Cooperative Insurance Company (HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer, Mr. Salman Abdelmuhsin Al Sudeary**)				
Arabian Shield Cooperative Insurance Company	Insurance	160,169	2022	Commercial condition prevailing in the market
Savola Group (Mr. Sulaiman A.K Al Muhaidib, Mr. Bader Abdullah Al Issa and Mr. Waleed bin Khalid Fatani)				
Panda Retail Company	Product Sales	714,967	2022	Commercial condition prevailing in the market
United Sugar Company	Sugar Purchasing	67,722	2022	Commercial condition prevailing in the market
Herfy Food Services Co.	Product Sales	1,242	2022	Commercial condition prevailing in the market
Mr. Ammar Al Khudairy				
Saudi National Bank	Bank Financing	23,711	2015 : 2026	Commercial condition prevailing in the market
Saudi National Bank	Payment of Sukuk Finance Charges	8,904	2015 : 2022	Commercial condition prevailing in the market
Mr. Bader bin Abdullah Al Issa				
Banque Saudi Fransi	Bank Financing	6,811	2017 : 2027	Commercial condition prevailing in the market
Banque Saudi Fransi	Payment of Sukuk Finance Charges	416	2015 : 2022	Commercial condition prevailing in the market
Mr. Mohammed Mansour Al Mousa**				
Abdullah Al Othaim Markets	Product Sales	532,408	2022	Commercial condition prevailing in the market
Mr. Saad Al Fadly*				
Saudi British Bank	Bank Financing	9,694	2019 : 2029	Commercial condition prevailing in the market
Saudi British Bank	Payment of Sukuk Finance Charges	6,905	2013 : 2022	Commercial condition prevailing in the market
Mr. Sultan Al Shaikh*				
Saudi Telecom Company	Telecommunication Services	27,958	2022	Commercial condition prevailing in the market

*Membership ended on 6 August 2022

**Membership started on 7 August 2022

Disclosure and Transparency Policy

Almarai seeks to provide accurate, regularly updated information to all its stakeholders and other interested parties. This policy reflects current activities and will be updated as and when those activities change. The Company publishes and regularly updates information about corporate structure and operations, partners, investments, other commercial activity and performance related information. As a publicly listed Company, Almarai recognizes its obligation to respond appropriately to legitimate questions from consumers, customers, government, the media and other stakeholders. Information disclosed by Almarai under this policy is available on various websites including the Company's website (www.almarai.com) and the Saudi Stock Exchange (Tadawul) website (www.tadawul.com.sa).

The following information is updated and published annually, or as required by the law and relevant rules and regulations.

This is not an exhaustive list – other useful information is also disclosed as required:

- Board Members
- Board Committee Membership
- Board Reports
- Quarterly Reports and Financial Statements
- Annual Reports and Financial Statements
- Accounting Policies
- Related Party Transactions
- Review of Principal Activities
- Auditors' Report

In the following circumstances, Almarai will not routinely publish information:

- Where disclosure would, or would be likely to, prejudice the commercial interests of Almarai, its business partners or other third parties, and where the public interest in disclosure does not outweigh the public interest in maintaining the exemption.
- When information has been given to Almarai in confidence, and where disclosure could give rise to an action for breach of confidence.
- Personal information about Almarai employees, Board Members or other individuals, where to do so may be in breach of data protection principles.
- Where disclosure would, or would be likely to, prejudice the investigation, prevention or detection of crime, or the administration of justice.

- When information is subject to legal privilege.

Hotline Compliance: Code of Conduct (COC) / Conflict of Interest (COI) / Whistleblowing Policy

Almarai is an organization with strong values of responsibility and integrity. Our Code of Conduct contains general guidelines for conducting business with the highest standards of ethics. Almarai is committed to an environment where open, honest communications are the expectation, not the exception. We strive to create an environment where any stakeholder, whether internal or external, feels comfortable in reporting an instance that he or she believes violates Almarai Code of Conduct policies or standards. In this spirit, Almarai has partnered with a leader in ethics and compliance reporting, to provide a transparent and anonymous reporting mechanism, hosted by a third-party hotline provider. All stakeholders are encouraged to submit reports relating to violations stated in Almarai's Code of Conduct, as well as ask for guidance related to policies and procedures and provide positive suggestions and stories with a guarantee that their comments will be heard. Web link: <https://www.almarai.com/en/corporate/compliance/>

Historic Information

The information that Almarai publishes on its website is mainly current information, although some historic information is available, for example previous Annual Reports.

Contact Almarai

Related or interested parties are invited to communicate with the Investor Relations department by email: investor.relations@almarai.com Interested parties may also contact the Company through the following telephone numbers: 800 124 6688 in Saudi Arabia, or +966 (11) 453 6688 from abroad. Interested parties may also contact Almarai by email: info@almarai.com

For more information, visit the Company's website: www.almarai.com

Board of Directors Certification

The Board of Directors has taken care to ensure the professional performance of the Company during 2022 and certifies the following:

- There are no equity shares or debt instruments belonging to subsidiaries.
- There were no convertible debt instruments, or any securities or contractual rights of initial public offering or similar rights issued or granted by Almarai, and there was no compensation obtained by Almarai in return.
- There were no rights of conversion or initial public offering under convertible debt instruments, or any securities or contractual rights of initial public offering or similar rights issued or granted by Almarai.
- There were no substantial operational conflicts of interest during 2022, other than those that have been disclosed.
- We did not receive a request from the external auditors to call a meeting of the General Assembly during 2022.
- We did not receive a request from shareholders owning 5% or more of the Company's share capital to call a meeting of the General Assembly during 2022.
- There was no procedure that might lead to the obstruction of shareholders' rights of voting.
- There were no significant events affecting the integrity of the financial position of the Company after the financial year 2022 requiring disclosure, other than information that is available and declared.

- The Company did not provide loans or credit facilities to any Member of the Board of Directors.
- Proper books of account have been maintained.
- The system of internal control is sound and has been effectively implemented.
- There are no significant doubts concerning Almarai's ability to continue as a going concern.

Recommendations to the General Assembly

After reviewing the most important operational and financial activities for the financial year 2022, we are pleased to attach the Consolidated Financial Statements with the Auditor's Report. We recommend that the General Assembly approve the Directors' Report, the Consolidated Financial Statements and the Auditor's Report. The place and time of the General Assembly Meeting and any other items on the agenda will be announced at a later date.

Financial Performance for 2022

Financial Performance

The Consolidated Profit attributable to shareholders of SAR 1,760 million, is an increase of 12.6% year on year mainly due to a solid revenue growth of 18.1%. This revenue growth was achieved across the board and the growth was evident in all countries, products and channels. Whilst the growth was broad based, the significant contribution to the growth came from Bakery and Poultry products and from the Food services channel which continues to grow from strength to strength.

Gross profit for Almarai however declined as the revenue growth was merely covering the global commodity cost inflation and as a result of inflation on the top line, the margin was diluted from 31.9% to 30.0%. However, strict cost control, directed marketing spend and by leveraging economies of scale, the operating profit of 12.2% remained within range of 2021's operating profit of 12.7%.

Lastly, the Net Income was impacted by the higher cost of funding (an increase of 23.7%) driven by increases in interest rates across the globe and in the KSA. As a result, the Net Income grew from SAR 1,564 million to SAR 1,760 million, an increase of 12.6%. The Net Income declined to 9.4% of revenue as compared to 9.9% of revenue in year 2021.

Due to increases in global commodity costs, Almarai's inventory, and its working capital, experienced inflationary pressures. As a result, the inventory was increased by nearly SAR 1,000 million and working capital increased to 19.3% of revenues, which we believe is a more sustainable number going forwards. This working capital adjustment resulted in 2022 free cash flow of only SAR 1,842 million, a reduction of nearly SAR 1,200 million from last year. However, the free cash flow represented 9.8% of the Net Revenue which we expect to improve in the coming years.

Segmental Results

Dairy and Juice segment recorded 12.2% revenue growth over the last year driven by a strong performance in the Long Life Dairy segment which grew by 19.9% year on year. This was followed by fresh Dairy and Juice segments which recorded positive growth. However, the profitability growth was limited to 2.6% due to further commodity cost inflation within the segment.

Bakery segment growth was driven by normalization of school hours, tourism and general opening of trade. As a result, the top line growth was 36.4% which supported the Net Income growth of 53.2%. The Net Income growth was made

possible by leveraging economies of scale and available capacity within the segment.

Poultry segment revenue grew by 30.9% driven by 10% excess capacity made available in the second half of the year. The excess capacity, along with improved performance in the Food services channel, resulted in net profit growth of 39.3%.

Geographic Sales

Saudi Arabia, holding 64.6% value share of Almarai's sales at country level, remains the major contributor of sales for the Company by adding SAR 1,877 million or 65.3% to the total revenue growth. The UAE came in as the second largest market for Almarai representing 9.0% of its total sales, followed by Egypt.

Cash Flow and Balance Sheet

The Company delivered Net Cash Generated From Operating Activities of SAR 3,829 million, a reduction of 22.1% from the 2021 Operating Cash Flows of SAR 4,915 million, mainly due to increased working capital driven by higher inventory due to global commodity cost inflation.

The Net Cash used in investing activities of SAR 1,987 million in 2022 was nearly 10% up than cash spent last year of SAR 1,814 million. The positive free Cash Flow for 2022 amounted to SAR 1,842 million, which was SAR 1,000 million lower than 2021 due to higher inventory valuations.

By the end of 2022, the overall leverage of the Company reached 2.3 Net Debt to EBIDTA, which is now lower than the strategic limit set by the Board of Directors of 2.5 times. The Net Debt to Equity Ratio reached 53% at the end of 2022, below the 100% target.

Managing Risk

In the course of the year, the maturity profile of the existing debt facilities increased from 3.5 years to 3.9 years due to acquiring new bullet term loans. The Company will continue to review and consolidate its debt profile to ensure a diversified and aligned maturity profile with its free cash flow generation expectations. The Company interest rate hedging programme ensured an optimum percentage of debt in a fixed interest rate regime to protect from unfavorable movement earlier in the year. The policy is to keep the hedge ratio between 50% to 80% of its borrowings at fixed commission. During 2022, volatile currency risk was managed via maintaining minimal foreign currency exposure in both Egyptian and Argentinean operations.

Whilst stable EGP provided a further cushion, deteriorating ARS was protected via close and constructive collaboration between local and corporate finance teams. The Company entered into future currency contracts to eliminate volatility in foreign currency. The Company further consolidated its commodities hedging programme for corn, soybeans, soymeal, plastic, and sugar, with an established risk framework in place to guard against challenges created by volatile commodity prices. In addition, the corporate finance team also engaged in a comprehensive overhaul of existing insurance policies to ensure optimized coverage aligned with Almarai's changing risk profile.

Existing Financing

Almarai continued to enjoy a strong credit standing with various government and non-government financial and lending institutions, as well as from fixed income investors from both domestic and international markets. This

favorable position results from Almarai's predictable positive Operating Cash Flows and its clear strategy for sustainable growth. Existing financing amounted to SAR 9,514 million at the end of 2022, in the form of Murabaha banking facilities compliant with Shariah (excluding the banking facilities of foreign and GCC subsidiaries), Government funding and Sukuk from fixed income investors. All contractual terms and guarantees used for these financing agreements are executed with normal commercial conditions, including the mortgage of assets and production lines amounting to SAR 1,262.3 million, to the benefit of government financial institutions. Financing facilities granted by banks and other financial institutions are guaranteed by secured promissory notes issued by the Company.

Source of Financing (SAR million)

Source of Financing	Amount of Core Funding	Financing Period	Payment Method	Start of Year 2022	Additions during the Year	Paid during the Year	31 December 2022	Maturity Date
Banks and Financial Institutions (Islamic Banking Facilities).	10,416.2	2-10 years	Quarterly, semi-annual and annual	3,892.4	15,185.4	13,338.8	5,738.9	2022-2032
Banking Facilities of Foreign Subsidiaries	579.8	1-7 years	Quarterly, semi-annual and annual	397.5	935.3	1,119.6	213.2	2022-2026
Saudi Industrial Development Fund	1,159.2	1-11 years	Semi-annual	1,417.7		258.4	1,159.2	2022-2028
Supranational	839.6	1-9 years	Semi-annual	368.7	75.0	43.0	400.7	2022-2029
Agricultural Development Fund	603.1	11 years	Annual	122.2		19.2	103.1	2022-2027
Sukuk - Fourth Tranche	-	7 years	Lump sum	1,608.9		1,608.9	-	Sep-22
International Sukuk	1,898.9	5 years	Lump sum	1,896.5		(2.4)	1,898.9	Mar-2024
Total	15,496.8			9,703.8	16,195.6	16,385.5	9,514.0	

Classification of Funding (SAR million)

Classification of Funding	2022 (SAR million)	2021 (SAR million)
Short Term Loans	91.0	135.9
Current Portion of Long Term Loans	974.1	2,495.7
Loans - Non-Current Liabilities	8,448.9	7,072.2
Total	9,514.0	9,703.8

Classification of Funding (SAR million)

Maturity of Funding	2022 (SAR million)	2021 (SAR million)
Less than one year	1,065.1	2,631.6
One to two years	3,938.1	1,108.4
Two to five years	2,867.2	4,703.4
Greater than five years	1,643.6	1,260.4
Total	9,514.0	9,703.8

Potential Financing

Due to the continuing need to finance Almarai's current operations and potential future investments, Almarai manages any excess cash and constantly provides the necessary financing solutions for all operational needs,

as well as funding proposals for cost efficient financing facilities. The volume of unutilized banking facilities and available government financing amounted to SAR 5,982.7 million at the end of 2022.

Facilities and Utilization (SAR million)

