



ANNUAL REPORT

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Development Works Food Company

BOARD REPORT

...
2024



Development Works
FOOD COMPANY
شركة الاعمال التطويرية للغذائية

2	Table of Contents
3	Introduction
4	About company
5	highlights
5	Vision and Mission
5	Where are we located
6	Chapter One
6	Chairman message
6	Executive management message
7	Organizational structure
9	Strategy
10	Chapter Two
10	Business model
11	Market Overview
12	Sales
13	Risks
16	Operational review
17	Chapter Three
17	Board of Directors
18	Executive Management
19	Advertisements
20	General Assemblies
20	Subsidiaries
21	Preparing financial statements
21	Dividend distribution policy
21	Regular payments
22	Governance rules
23	shareholders' rights
24	Board of Directors composition
25	Regular meetings for 2024
25	Ownership of Board of Directors and Executive Management Members
26	Board of Directors' Remuneration
32	Board of Directors Committees
36	Transactions with related parties
36	Disclosure and Transparency Policy
36	Board of Directors' Declarations
37	Loans
37	Shareholder records
38	Chapter Four
38	Independent Auditor's Report
42	Consolidated statement of financial position
43	Consolidated profit and loss statement
43	Differences in operating results
44	Conclusion



Introduction

Dears,
Development Works Food Company Shareholders,

The Board of Directors of the Development Works Food Company is pleased to present the annual report of the Board of Directors to the General Assembly for discussion, review, and subsequent approval. The report includes a summary of the Company's activities and business developments for the year 2024. It also reviews the Company's operational and financial performance, financial statements and their explanations, and the Company's auditor's report for the fiscal year ending December 31, 2024. This report also includes a detailed description of the members of the Board of Directors and the members of the Board's committees, in addition to the Company's governance policies during the year 2024. It is worth noting that this report has been prepared in accordance with the regulatory requirements contained in the Companies Law issued by the Ministry of Commerce, the Corporate Governance Regulations issued by the Capital Market Authority Board, and the Company's Articles of Association. A high degree of transparency and disclosure has been taken into account in its preparation, ensuring that shareholders, investors, and stakeholders in the Development Works Food Company are provided with everything they need to help them make their decisions, and to qualify the Company for growth and competition to reach the ranks of major food companies locally and internationally.



Development Works
FOOD COMPANY
شركة الأعمال التطويرية للغذائية



1- About Company

Development Works Food Company is a Saudi joint stock company registered under Commercial Registration No. (1010290779) dated 07/16/1431 AH corresponding to 06/28/2010 AD issued in the city of Riyadh, with a capital of thirty million (30,000,000) Saudi riyals, divided into three million shares..

The company was established in 2010 with a capital of 100,000 (one hundred thousand riyals) under Name "Qout Food and Restaurant Development Corporation". In 2013, the company's name was changed to "Development Works Food Company".

In 2016, the company's entity was changed to a closed joint-stock company with a capital of 12,500,000, and in 2017, the company was offered on the parallel market, Nomu, under number 9501, with a capital of 12,500,000.

In 2019, the capital was increased from 12,500,000 to 25,000,000 by issuing shares "one share for each share".

In 2021, the company's capital was increased from 25,000,000 to 30,000,000 by issuing shares of "one share for every 5 shares".

In November 2021, the company moved from the parallel market (Nomu) to the main market, with number 6013.

The company has established a number of brands, of which it currently owns::

Juice Time - Beef Shots - The company also owns the franchise for the "Quiznos Sub" brand.



وقت العصير
JUICE TIME

كويزنوز
QUIZNOS



BEEF SHOTS

2- highlights

The most important developments, activities, and achievements made by the company during 2024.

1- The total number of the company's branches, brands, and points of sale at the end of the year amounted to 69 branches.

2- Continuing growth in the restaurant sector and the company's entry into new activities, by establishing the "London Strawberry" brand and continue to develop "Beef Shots" brand.

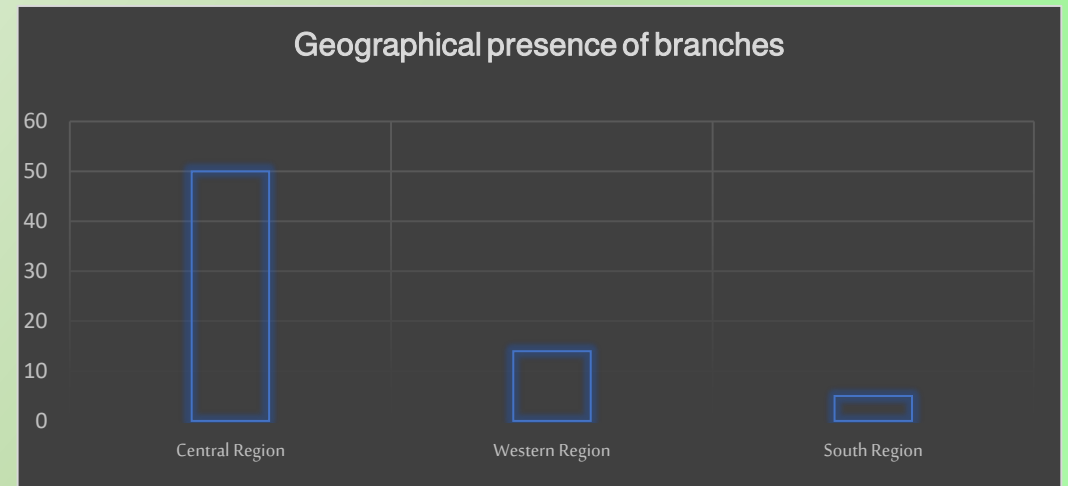
4- Where are we located

The company's branches are spread throughout the Kingdom, including the central, western, and southern regions, with two branches currently being opened in the eastern region.

3- Vision and Mission

Vision: To become the leading food development company in creating and investing in brands locally, regionally and globally.

Mission: To provide exceptional food products and distinctive, high-quality brands, understanding consumer behavior, meeting their needs, excelling in service, and fulfilling their aspirations



Chapter One

1- Chairman Message

Dear Shareholders of Development Works Food Company,
We would like to express our appreciation and respect to all the contributors of our esteemed company. We pray to Allah that you are all in good health and well-being.
The company is working to continue supporting its operations and existing projects in light of the company's strategy that is in line with the Kingdom's Vision 2030. The company has launched its strategy for the coming years, and we are striving to develop in accordance with modern economic data and what the wise leadership seeks under the patronage of the Custodian of the Two Holy Mosques, King Salman bin Abdulaziz, and his loyal Crown Prince, His Royal Highness Prince Mohammed bin Salman bin Abdulaziz, may God protect them.
The company has been able to leverage market developments and operational changes to deliver the best products and services that satisfy customer tastes. These factors, which have contributed to strengthening the business environment in the Kingdom, would not have been possible without the grace of God Almighty, followed by the wise policies and vision adopted by the government of the Custodian of the Two Holy Mosques and its continuous support, the results of which were evident in the annual report on Saudi Vision 2030 for the year 2024. The company is committed to continuing to provide a unique customer experience and enhancing operational performance across its various sectors. Despite the unfavorable market conditions that have cast a shadow over the global fruit market, including supply chain disruptions, which have impacted fruit prices, increased operating costs, and changes in the application of international standards, which have led to the current results, the company expects to enhance its financial performance in the coming years, God willing.
We are confident, based on the company's experience, that it will continue its path of success in the coming years by developing its products and activities. This is achieved through the determination of the company's management and employees, who have acquired accumulated skills and experience in facing challenges and devising the best solutions.
In conclusion, we express our gratitude and pride in the confidence our customers place in our products. On behalf of the Board of Directors, I am pleased to extend my sincere thanks and appreciation to all the company's shareholders for their confidence in the Board and to all the company's employees, praying to God Almighty to grant us and you success.

Chairman of the Board of Directors
Sulaiman Bin Mohammed al-Ghumaiz

2- Executive Management's Message

Dear Shareholders of Development Works Food Company,
Over the past years, the company has faced a number of challenges that have affected the company's results and have not been in line with shareholders' aspirations. Therefore, during these years, the company has made many changes in terms of administration, operations, organization, and technical systems. The company also launched its new strategy during the year and worked on launching and developing a number of brands, namely: London Strawberries -London Strawberry Brand and development of: Beef Shots, The results were achieved during the fiscal year 2024, as sales increased by 9.3%, and general and administrative expenses decreased by 20%. and we are planning to launch other brands in the coming years, which in turn will have a positive impact on the company's results.
We, as the company's management, extend our sincere thanks to the company's shareholders for their support and backing of their company. We also extend our thanks to the company's board of directors and employees, and We look forward to positive results in the coming year and the years ahead.

Chief executive officer
Hisham Abdulrahman Bin Muqrin

3- Organizational structure

Development Works Food Company has an organizational structure that defines the division of departments, the distribution of authorities, and the allocation of responsibilities among its divisions. The main administrative structure of the company consists of the Board of Directors, its affiliated committees, and a team of executive managers (the executive management). The structure is led by the Board of Directors and its affiliated committees in collaboration with the executive management.

The Board of Directors is responsible for providing guidance, general supervision, and oversight of the company. The executive management in the company is responsible for implementing strategic plans and managing day-to-day operations under the leadership of the CEO. They are directly involved in setting policies and necessary procedures to ensure the efficiency and effectiveness of the company's management and internal control system.

The company has committees that assist the Board of Directors in its work, including the Compensation and Nomination Committee and the Audit Committee. The powers of the Chairman of the Board, Vice Chairman, Managing Director, and Secretary of the company are defined in Article 21 of the company's bylaws.

Operation Management

The operations team works passionately to improve the efficiency of operational processes across all company-owned brands. They achieve this by optimizing the operational cycle, ensuring production quality, reducing production costs, and increasing productivity. Additionally, the team is dedicated to the continuous development of the operational system in all branches throughout the kingdom's regions.

Human Resources Management

The Human Resources team utilizes the latest technologies and best practices to provide support to the company's human capital. They develop strategic plans for human resources to attract and recruit talented individuals. They also oversee the processes of planning, organizing, directing, and controlling human resources to create a suitable work environment that aligns with the organization's goals.

The Human Resources team also has a responsibility towards the community, aiming to enhance the efficiency of the Saudi workforce and support the achievement of Saudization targets. As of 2024, the Saudization rate reached 20.3%. The company looks forward to further progress in the future.

Financial management

Financial management in Development Works Food Company has worked on innovating new financial models for analyzing financial figures and measuring the necessary financial indicators. These models facilitate the executive management in making financial decisions and contribute to safeguarding the interests of shareholders and stakeholders, including customers, employees, and suppliers. The financial management team continues to contribute and excel in their role.

Purchasing Management

The procurement team works on processing all purchase requests from various departments and contributes to ensuring transparency, efficiency, and adherence to ethical standards in business transactions. They strive to obtain the best possible value for the company's money.

Information Systems Management

The Information Systems team contributes to improving the company's internal systems and supports its complete digital transformation in all operations. They continue to develop internal technological systems and are fully prepared to address any sudden technical issues. They are the leaders in the company's complete electronic transformation.

Warehouse Management

The Warehouse Management team strives to achieve the best warehousing practices and safe transportation procedures. They contribute to fulfilling their mission at an acceptable cost while ensuring a continuous focus on improving warehouse management and transportation procedures.

Quality Management

The Quality Management is directly linked to the CEO, and the management exercises its supervisory roles over production processes, monitors branches and employees. The management continuously provides reports on its activities.

B2B Management

B2B sales team strives diligently and efficiently towards external sales and supplying all company products. The team also provides provisions to hotels, exhibitions, companies, and restaurants, catering to their needs. They also participate in and provide services for external events.

Maintenance and Project Management

The Maintenance and Projects team strives to utilize the latest technologies in handling urgent maintenance requests and organizing regular maintenance activities. They also contribute to all construction projects undertaken by the company, including design, construction, monitoring, and overseeing the handover process of branches.

Franchise Management

The Franchise Development team provides support to franchise partners who have the rights to the company's brand. They adhere to the best available business practices and standards. The team oversees franchise units, monitors compliance, and works towards achieving maximum benefit for both the customer and the company. They also contribute to implementing the company's strategy of expanding into all regions of the kingdom.

Marketing Management

The marketing specialists work on showcasing the company's brand and all its products in a manner that aligns with its brand identity. They also contribute to engaging the community through social media programs and achieving the best results according to the highest marketing standards and advanced marketing practices.

4- Social Responsibility

The company has shown special interest in charitable, social, and humanitarian activities alongside its economic and developmental role. The company is committed to building a culture of social responsibility among its employees. The company has contributed to a number of social and charitable activities during the year.

5- Strategy

- 1- Increase the company's capital to achieve the company's goals.
- 2- Creating brands in the most important food sectors.
- 3- Creating food products with high quality and nutritional value.
- 4- Geographic expansion through strategic positioning with main and cloud branches, expanding points of sale with external parties, and franchise unit branches in all cities of the Kingdom of Saudi Arabia and the Gulf States.
- 5- Building an integrated system for the company's activities and enabling it in industry and operation to contribute to the development of the food sector.
- 6- Expanding automated production processes, which will help save costs and increase product shelf life.
- 7- Acquiring successful brands that have the potential to grow.
- 8- Reducing production costs and achieving high profit margins.

Chapter Two

1- Business model

The Food Development Works Food Company has worked on building and developing its business model to enhance its ability to achieve its vision and strategy, while aligning with its commitment to continuous improvement. The business model serves as a guiding tool for the company's operations at all levels and an effective means to empower its management and employees to carry out their tasks according to the defined operational framework. It facilitates the practical application of corporate culture principles and the work environment, which are primarily based on efficiency factors and effective process management.

2- Outputs

1- Providing healthy products towards a “healthy society”

2- Providing luxury food products.

3- Achieving consumer satisfaction by providing food products that meet their desires at a reasonable value.

Brands	Raw materials	Work team
First in fresh juices Burger Competitor Competitor in fast-food sandwiches	Spending 40 million SAR on raw materials	533 Employees



3- Market Overview

In its ninth year since its launch, Saudi Vision 2030 is approaching its goal.

Its strategic objectives, highlighting its progress in various fields. This vision has contributed to boosting economic growth and reducing the unemployment rate to 7%, achieving the 2030 target ahead of schedule. The rate of household home ownership has also risen to 65.4%, approaching the 2030 target of 70%.

Non-oil fiscal revenues have seen significant growth, exceeding USD 90 billion, reflecting the Kingdom's economic transformation. Despite declining oil exports, the Kingdom is expected to maintain a GDP exceeding USD 1 trillion in 2025. Economic forecasts indicate moderate growth, with inflation expected to hover around 3%.

The food sector in the Kingdom is also witnessing significant growth and expansion, thanks to numerous initiatives and programs spearheaded by Saudi Vision 2030. One of the most prominent of these initiatives is the Quality of Life Program, which aims to diversify cultural and entertainment opportunities. The restaurant sector, particularly fine dining experiences with a casual atmosphere, is at the forefront of the scene, and this sector is considered a fast-growing sector. The competitive spirit in this sector has led to the opening of a variety of food delivery options, including traditional restaurants, food trucks, and delivery apps.

The food production market in Saudi Arabia is valued at \$50 billion, making it the most dynamic in the Middle East. This sector is witnessing rapid investment growth, driven by the fastest-growing café sector and the emergence of cloud kitchens. Technological advancements and the advantages of cloud kitchens, such as high profit margins and operational flexibility, are key factors contributing to the sector's growth.

4- Sales

The company started its actual activity at the beginning of 2012 and until now it continues to provide its products according to its targets. The value of the company’s sales amounted to (97,358,918) SAR for the year 2024 compared to (89,114,130) SAR for the year 2023, an increase of 9.3%. These sales are represented by the following:

The statement below shows the geographical analysis of the company's revenue.



Region	
Central Region	76,953,933
Western Region	14,806,985
Southern region	5,598,000
Total	97,358,918



5- Risks

The company is working on establishing an approach to risk management by clarifying the roles and responsibilities of the board of directors, its committees, executive management, and other employees. The company's board of directors acknowledges, to the best of their knowledge and belief, that there are no other significant risks beyond those mentioned in this report that could affect the company's position and its management's decisions.

The risks and uncertainties listed below are provided in no particular order of importance, and additional risks and uncertainties, including those not currently known or considered immaterial, may have the aforementioned effects.

Risks related to operating systems and information technology

Depends Company on Systems Technique the information To manage Her works and its facilities, Then Displays Company For risks Breakdown This is amazing Systems . Like a collapse the system or to fail Systems Protection or breakthrough Systems Company or Viruses e or Disasters Natural or Fires or mistakes Connection or non-Availability Employment Skilled Necessary to turn on This is amazing Systems And its management . If Failed Company in Preservation on Systems Technique the information And develop it or in Status Existence any Malfunctions in Its functions or happening Damage big or failure frequent, It will affect that In a way negative on Business Company And its results Finance And operational.

Operational risks and unexpected business interruptions

The company's revenues primarily depend on the continuity of its operational activities, and the company is exposed to significant operational risks due to several factors, including natural disasters, the issuance or changes in relevant government regulations, sudden system failures, or disruptions in power and electricity supply. These risks can cause significant damage to the company's facilities or workforce and can disrupt the operation process and the company's ability to deliver its products, resulting in financial losses. Consequently, these risks have a negative and fundamental impact on the company's operations, financial results, and future expectations.

Risks related to the market and the sector in which the company operates

The company is subject to the supervision of several government entities in the kingdom, making it exposed to risks associated with changes in regulations, laws, directives, and policies within the country. The legislative and regulatory environment in the kingdom witnesses the issuance of numerous systems and regulations, which are continuously developed and improved. Compliance costs for these regulations are high. Any changes in the existing systems or regulations, or the introduction of new laws and regulations, may result in unexpected additional financial expenses for the company to comply with these regulations and meet the requirements of the laws. Failure to comply with these regulations on a continuous basis may subject the company to penalties and fines imposed by the relevant supervisory authorities, negatively and significantly impacting its operations, financial position, and future expectations.

Liquidity risks

Liquidity risks refer to the company's inability to meet its obligations related to current financial claims upon their maturity. The company's financial claims consist of trade payables and accrued expenses, and there is no guarantee of the company's ability to fulfill its obligations on schedule. Unexpected or unforeseen events may require immediate liquidity. This negatively and fundamentally affects the company's operations, financial results, and future expectations. However, the company does not believe that it is exposed to substantial risks related to liquidity.

Credit risks

Credit risk arises when one party fails to fulfill a financial obligation to another. However, the company may face credit risk in a number of temporary or permanent situations, including receivables from customers and the failure of other debtors to meet their obligations to the company. Any provision for expected credit losses is established when there is objective evidence that the company will not be able to collect all amounts due. Furthermore, there are no credit sales for which management has not identified significant concentrations of credit risk.

The risks of relying on delivery apps and company apps

A significant portion of the company's sales are generated by delivery apps and corporate apps. The profitability ratios differ between delivery app customers, corporate app customers, and direct sales customers, and direct sales and sales through delivery apps are higher than sales through corporate apps. This negatively impacts the company's profit margins and will consequently negatively impact the company's business, financial position, results of operations, and future prospects.

Competitive environment risks

The company operates in a highly competitive market, and the risk is represented by the qualitative and numerical increase in competitors, which could affect the company's market share. The company is working to continuously develop and diversify its products while maintaining the highest levels of quality and customer service in order to reduce and confront these risks.

Risks Related With commitments potential

The company may incur potential liabilities, such as costs related to zakat, taxes, and lawsuits, in addition to any other liabilities or costs related to the company's operations, such as employee end-of-service benefits. If these liabilities materialize and the company is unable to meet them, they will have a material adverse impact on the company's financial position, operating results, and future prospects.

Risks related to lawsuits

The Company is exposed to lawsuits, whether as a plaintiff or defendant, and cannot accurately predict the cost of lawsuits or legal proceedings that may be filed by it or filed against it, or the final results of such lawsuits or the judgments issued therein, including the compensation and penalties they may include, and the negative impact they may have on the Company's reputation. These lawsuits may include, but are not limited to: zakat and tax issues, labor law, and other damages resulting from negligence or fraud by individuals or institutions. Therefore, any negative results of such lawsuits may have a negative and material impact on the Company, its results of operations, financial position, and future prospects.

Risks of relying on key employees

The company relies on the expertise of key employees, which means that the company's success in achieving its goals depends on these employees, retaining them, and attracting and hiring qualified and experienced people to work for it.

Risks of epidemics and disasters

Epidemics and disasters are among the risks that impact the economy in general, and the company's operations in particular. The global pandemic has seen a similar impact, including the one witnessed after the outbreak of the coronavirus pandemic, which negatively impacted the company's productivity and sales due to the precautions and precautionary measures that may be issued by the relevant authority, such as what happened during the 2021 fiscal year.

Exchange rate risks

It is the risk of change in the value of financial instruments due to changes in foreign exchange rates. Management monitors fluctuations in foreign exchange rates and believes that the company is not exposed to significant exchange rate risk, given that the company's official currency is the Saudi riyal, which is the primary currency in which the company deals, and its price is currently fixed with a small margin against the US dollar.

Risks of high raw materials used

The company faces risks of rising and fluctuating fruit prices, as most of the fruits used by the company are fresh and imported. The company faced the risk of rising fruit prices due to the unavailability of fruits in the local market, the suspension of imports from a number of fruit-exporting countries, and the difference in production seasons depending on the type of fruit. This risk affects the company's cost of sales, as this rise in imported fruits is reflected in an increase in the company's cost of sales, which may put pressure on profit margins.

Results of the annual review of the effectiveness of the company's internal control procedures

The Board of Directors seeks to develop and support the internal control and oversight systems, and to prepare an annual plan for the audit process, which aims to evaluate the internal control and oversight system through an internal audit unit that carries out internal audit work and submits periodic reports to the Audit Committee on operational, administrative and financial audits that are carried out on an ongoing basis. These audits aim to reasonably verify the achievement of the company's objectives, which are represented in protecting the company's assets, the accuracy and completeness of accounting records, and adherence to the systems and policies adopted by management to achieve the company's objectives, which are continuously monitored by the Audit Committee, and recommendations are made regarding them. The audits and internal control and oversight procedures did not reveal any fundamental weakness in the company's internal control and oversight system, which indicates, to a reasonable degree, assurance of the effectiveness and efficiency of the internal control system procedures.



Beef Shots

Beef shots is a burger spot serving the best Australian black angus beef along with a unique dining experience in a trendy location north of Riyadh. The grand opening took place in November 2023



Quiznos

The first Quiznos restaurant opened in 1981 in Denver, Colorado. The small sub shop that started more than 30 years ago in the kitchen of an old Italian restaurant has evolved into one of the world's leading quick-service restaurant chains.

Quiznos was founded by chefs who created their own blends using homemade ingredients , Becoming a pioneer in the field of toasted sandwiches, Quiznos uses high -quality meat Natural cheeses, signature sauces designed by chefs and toasted breads to create delicious sandwich combinations, takes care Quiznos With busy customers during the day who are looking for a delicious and fresh alternative to traditional fast food restaurants.



juice time

Through its chain of branches spread through out the Kingdom, “Juice Time” provides fresh and healthy juices and fruit salads. “Juice Time” seeks to be the first choice in the Middle East for lovers of fresh juices and fruits, those seeking health and fitness, and those interested in healthy food



BY JUICE TIME

Chapter Three

1- Board of Directors

Current Board of Directors 30/10/2024 to 29/10/2027

Previous Board of Directors 30/10/2021 to 29/10/2024

M	Name	Current Jobs	Previous jobs	Qualifications	Experiences	M	Name	Current Jobs	Previous jobs	Qualifications	Experiences
1	Sulaiman Muhammad Abdullah Al-Ghumaiz	Chairman of the Board of Directors Acting Director of Organizational Development and Workforce Planning - Royal Commission for AIUla	Board Operations Lead - Royal Commission for AIUla. Senior Board Operations Specialist - Royal Commission for AIUla. Board Operations Specialist - Royal Commission for AIUla. Senior Performance Management Officer - Al Rajhi Bank. Senior HR, Governance & Transformation Officer - Al Rajhi Bank. HR & Governance Officer - Al Rajhi Bank. Payroll Clerk - Al Homaizi Wholesale.	bachelor of science	More than 17 years in the field of management and business	1	Anas Saleh Ibrahim Al-Amoud	Chairman of the Board of Directors Head of Risk, Governance and Compliance at Halal Products Development Company (a Public Investment Fund company)	Director of Corporate Governance - Alinma Bank Director of Compliance DepartmentMobily Pay Senior Supervisor - Saudi Central Bank	MBA Finance / BBA	More than 17 years in the field of finance and business
2	Thanyan Abdullah Abdul Latif Al-Thunayan	Vice Chairman of the Board of Directors, Branch Manager - Social Development Bank	Branch Manager - Saudi Investment Bank. Supervisor - Branch Manager - Alinma Bank.	Bachelor of Accounting	More than 10 years in the field of financial and administrative business	2	Hisham Abdul Rahman Muhammad bin Muqrin	Vice Chairman of the Board of Directors CEO	CEO of Al-Mostathmer Securities, CEO of Tharawat Securities, CFO of Al-Bilad Capital	Master of Accounting	Over 20 years in the field of finance and business.
3	Mohammed Abdel Aziz Ibrahim Al-Eid	Advisor - Saudi Fund for Development	Director General of Information Technology Department - Saudi Fund for Development Director of Information Technology Department - Saudi Fund for Development Database Specialist - Saudi Fund for Development Computer Programmer - Saudi Fund for Development	Bachelor of Computer Science	More than 30 years in the field of management and computers	3	Ibrahim Nasser Mohammed Al-Shammari	CEO/Munch Automatic Bakeries Company	CEO/Mohammed Al Shamimry Financial Consulting Company, Head of Operations/Bravo Brands (a Coca-Cola company) UK	Bachelor of Finance and International Business Administration	Over 20 years in the field of finance and business.
4	Abdul Majeed Khaled Abdul Rahman Al-Masfar	General Authority for Statistics	Kafaat Business Solutions Company, Etihad Etisalat Company, Virgin Mobile, Communications, Technology and Space Commission	Master of Commercial Law	Over 18 years	4	Yazid Khaled Zaid Al-Tamimi	Lawyer / Omar Bin Saleh Al-Ibrahim Office (Lawyers and Legal Consultants)	nothing	Bachelor of Sharia Master of Systems	Law and Advocacy
5	Faisal Abdul Rahman Abdullah Al-Abdul Karim	Marketing Specialist	Financial Analyst - Asset Management - Gulf International Bank. Marketing Specialist - Adwati Company	Bachelor of Finance	More than 5 years in financial and corporate analysis in the capital markets	5	Bashar Abdulaziz Saleh Aba Al-Khail	Co-founder and President of Yasmina Information Technology Company	Chief Strategy Officer & Acting CEO/Al Sagr Insurance Company Insurance Supervisor & Insurance Sector Inspection Manager/Saudi Central Bank Banking Inspector/Saudi Central Bank	Bachelor of Financial Management Master'sMBA	More than 20 years in the field of finance and business
6	Saud Abdul Rahman Abdullah Al-Abdul Karim	financial analyst	Working as an editor-in-chief at a publishing company for marketing and working at Watheeq Capital	Bachelor of Finance	More than a year in administrative work	6	Abdullah Khaled Saad Al-Fadhli	Public Relations Officer / Wahj Al Hayat Advertising and Publicity Company	Public Relations Officer / Wahj Al Hayat Advertising and Publicity Company	Bachelor of Social Work	Public Relations and Social Service

Chapter Three

2- Executive Management

Current Executive Management

M	Name	Job	qualification	Previous jobs	Experiences
1	Hisham Abdul Rahman Muhammad bin Muqrin	chief executive officer	Master of Accounting	CEO of Al-Mostathmer Securities, CEO of Tharawat Securities, CFO of Al-Bilad Capital	More than 20 years in the field of finance and business
2	Fayed Reda Badir Arfa	Financial Director	Bachelor's degree in Commerce, Accounting Department	Financial Director of the CompanySTSElectrical - Financial Advisor to Kasb Holding Company	More than 13 years in the field of financial management, budgeting and auditing
3	Abdul Karim Mohammed Al-Ghazi	Human Resources Manager	Master of Human Resources (Executive) - Higher Diploma in Audit and Governance	Human Resources Specialist at Al Omair Trading Company - Operations Administrator at Al Torouk Al Mithalia Contracting Company	More than 5 years in the field of human resources
4	Adel Mohammed Al-Nahza	Purchasing Manager	Master'sMBA Bachelor of Financial Management	Purchasing Manager at Beit Al Shawarma Company, Director of Beneficiaries Department at the General Pension Authority	More than 5 years in procurement and more than 25 years in administration and finance
5	Omar Ali	Operations Manager	Bachelor of Business Administration	Operations Manager - Wasl Al Khair Company Operations Manager - Coffee Root Area Manager - Union Foods Trading	More than 13 years
6	Ahmed Ali Al-Muhajir	IT Manager	Bachelor of Science in Computer Engineering	IT Manager at Amajed Factory Company	More than 10 years in systems and information technology
7	Mohammed Adnan Ahmed Al-Aliwi	Maintenance and Construction Manager	Bachelor of Industrial	Maintenance and Projects Supervisor at Al-Najma Al-Nahhasiya Company / Maintenance Officer at Hassan Misfer Al-Zahrani Holding Company	More than 10 years in maintenance and projects

Previous Executive Management

M	Name	Job	qualification	Previous jobs	Experiences
1	Hisham Abdul Rahman Muhammad bin Muqrin	chief executive officer	Master of Accounting	CEO of Al-Mostathmer Securities, CEO of Tharawat Securities, CFO of Al-Bilad Capital	More than 20 years in the field of finance and business
2	Salah Muhammad Hasab Allah Shaheen	Financial Director	Bachelor of Commerce	Financial Manager of Herfy Factory	More than 30 years in the field of financial management and budgeting
3	Alwaleed Saud Al-Otaibi	Human Resources Manager	Bachelor of Business Administration	Human Resources Specialist	More than 3 years in HR
4	Ashraf Tahil Yuruth	Purchasing Manager	Master of Business Administration	Purchasing Manager/Green Carpet Company - Dubai Supervisor Manager Savoy Hotel,	More than 12 years in purchasing management
5	Karim Mohamed El-Sayed Mohamed	Operations Manager	Bachelor of Science	Cook Door, Kentucky, Metro, Al Bassami Transport Company	More than 12 years in restaurant management and operation
6	Ahmed Ali Al-Muhajir	IT Manager	Bachelor of Science in Computer Engineering	IT Manager at Amajed Factory Company	More than 10 years in systems and information technology
7	Mohammed Adnan Ahmed Al-Aliwi	Maintenance and Construction Manager	Bachelor of Industrial	Maintenance and Projects Supervisor at Al-Najma Al-Nahhasiya Company / Maintenance Officer at Hassan Misfer Al-Zahrani Holding Company	More than 10 years in maintenance and projects

Chapter Three

3- Advertisements

The number	the date	Ad Type	Announce
1	2024-03-01	Notice to shareholders	Development Works Food Company announces the Board of Directors 'recommendation to increase capital through a rights issue.
2	2024-13-02	Notice to shareholders	Development Works Food Company announces the appointment of a financial advisor to manage the subscription to priority rights shares.
3	2024-31-03	Notice to shareholders	Development Works Food Company announces its inability to publish its annual financial results for the period ending 12/31/2023 on the Saudi Stock Exchange (Tadawul) website within the specified statutory deadline due to the failure to complete the audit work.
4	2024-02-04	Correction of Notice to Shareholders	Corrective announcement from Development Works Food Company regarding its announcement of its inability to publish its annual financial results for the period ending 12/31/2023 on the Saudi Stock Exchange (Tadawul) website within the specified statutory deadline.
5	2024-05-06	Financial results	Development Works Food Company announces its annual financial results ending .12/31/2023
6	2024-16-05	Financial results	Development Works Food Company announces the preliminary financial results for the period ending) 2024-31-03three months(
7	2024-09-06	Invitation to the Ordinary General Assembly Meeting	Development Works Food Company announces the invitation of its shareholders to attend the Ordinary General Assembly Meeting (First Meeting)
8	2024-06-11	Supplementary announcement to the invitation to the Ordinary General Assembly meeting	Additional announcement from Development Works Food Company regarding its invitation to shareholders to attend the Ordinary General Assembly Meeting (First Meeting)
9	2024-26-06	Electronic voting for the Ordinary General Assembly Meeting	Development Works Food Company announces the start of electronic voting on the items of the Ordinary General Assembly (first meeting) (reminder announcement)
10	2024-07-01	Notice to shareholders	Development Works Food Company announces the results of the Ordinary General Assembly Meeting (Second Meeting)
11	2024-29-07	Correction of Notice to Shareholders	Corrective announcement from Development Works Food Company regarding its announcement of the results of the Ordinary General Assembly Meeting (Second Meeting)
12	2024-08-11	Notice to shareholders	Development Works Food Company announces its inability to publish the preliminary financial results for the period ending) 2024-30-06six months(
13	2024-13-08	Invitation to the Ordinary General Assembly Meeting	Development Works Food Company announces the invitation of its shareholders to attend the Ordinary General Assembly Meeting (First Meeting)
14	2024-20-08	Notice to shareholders	Development Works Food Company announces the opening of nominations for membership in the Board of Directors.
15	2024-22-08	Correction of Notice to Shareholders	Corrective announcement from the Development Works Food Company regarding its announcement of opening nominations for membership in the Board of Directors.
16	2024-29-08	Electronic voting for the Ordinary General Assembly Meeting	Development Works Food Company announces the start of electronic voting on the items of the Ordinary General Assembly (first meeting) (reminder announcement)
17	2024-09-04	Notice to shareholders	Development Works Food Company announces the results of the Ordinary General Assembly Meeting (Second Meeting)
18	2024-09-08AD	Financial results	Development Works Food Company announces the preliminary financial results for the period ending on 2024-30-06AD (six months)
19	2024-10-02AD	Invitation to the Ordinary General Assembly Meeting	Development Works Food Company announces the invitation of its shareholders to attend the Ordinary General Assembly Meeting (First Meeting)
20	2024-16-10AD	Notice to shareholders	Development Works Food Company announces the launch of its strategy
21	2024-17-10AD	Electronic voting for the Ordinary General Assembly Meeting	Development Works Food Company announces the start of electronic voting on the items of the Ordinary General Assembly (first meeting) (reminder announcement)
22	2024-24-10AD	Notice to shareholders	Development Works Food Company announces the results of the Ordinary General Assembly Meeting (First Meeting)
23	2024-11-03AD	Notice to shareholders	Development Works Food Company announces the appointment of the Chairman and Vice Chairman of the Board of Directors, the appointment of the Secretary of the Board, the formation of committees, and the appointment of company representatives for the new Board session.
24	2024-11-05AD	Notice to shareholders	Development Works Food Company announces the appointment of an Audit Committee
25	2024-11-07AD	Financial results	Development Works Food Company announces the preliminary financial results for the period ending on 2024-30-09AD (nine months)
26	2024-17-12AD	Supplementary Announcement Notice to Shareholders	Supplementary announcement from Development Works Food Company regarding its announcement of the Board of Directors 'recommendation to increase capital through a rights issue and the appointment of a financial advisor to manage the subscription to the rights issue.

Chapter Three

4 -General Assemblies

1	The company held its Ordinary General Assembly meeting on 1445-24-12AH corresponding to 2024-30-06AD.
2	The company held its Ordinary General Assembly meeting on 1446-30-02AH corresponding to 2024-03-09AD.
3	The company held its Ordinary General Assembly meeting on 1446-20-04AH corresponding to 2024-23-10AD.
*All members of the Board of Directors and committee heads attended the meetings.	

5- Subsidiary companies

M	Subsidiary company name	Commercial register	capital	Company ownership percentage	main activity	The country of establishment and Main location of its operations	Remarks
1	Al Faddan Fruit Company for Vegetables and Fruits	1010454082	500,000	%70	Import and sale of vegetables and fruits	Kingdom of Saudi Arabia	There are no shares or debt instruments issued by Al Faddan Fruits and Vegetables Company. - The company was sold at the end of 2024 and the official documents are being finalized.
2	Development Works Contracting Company	1010947344	10,000	%100	Public construction	Kingdom of Saudi Arabia	Not engaged in any commercial activity.
3	Suqour Jazeera Contracting Company	1010764194	10,000	%60	Maintenance and operation	Kingdom of Saudi Arabia	Not engaged in any commercial activity - The company is being liquidated
4	Daerat Al Imtiyaz Restaurants Company	1009089777	10,000	%100	Restaurant activities	Kingdom of Saudi Arabia	-Not engaged in any commercial activity.

Chapter Three

6- Preparing financial statements

The condensed interim consolidated financial statements, on which a review report is issued, and the annual consolidated financial statements, on which an audit report is issued, are prepared by the independent external auditor.

These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards as endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Certified Public Accountants.

The General Assembly held on 30-02-1446 (09-03-2024) appointed Al-Zoman, Al-Fahd and Al-Hajjaj Company as legal auditors. As an independent auditor, based on the Audit Committee's recommendation submitted to the Board of Directors, to conduct audits of the Company's accounts for the fiscal year 2024 and the first quarter of 2025 except for the first quarter of the fiscal year 2024

8- statutory payments

Regulatory authority	The amount
Zakat	(265,577)

7- Dividend distribution policy

According to Articles (42) and (43) of the Company's Articles of Association, the Company's profits shall be distributed as follows:

The company's annual net profits, after deducting all general expenses and other costs, shall be distributed as follows:

- 10% of the net profits shall be set aside to form a statutory reserve. The Ordinary General Assembly may stop this setting aside when the aforementioned reserve reaches half the capital.

The Ordinary General Assembly may, upon the recommendation of the Board of Directors, set aside a percentage of net profits to form contractual reserves and allocate them for a specific purpose or purposes. The remainder shall then be distributed to shareholders as an initial payment equivalent to at least 5% of the paid-up capital.

- After the above, a percentage not exceeding 10% of the remainder shall be allocated to reward the Board of Directors, taking into account the regulations and instructions issued by the Ministry of Commerce and Industry in this regard. The remainder shall then be distributed to shareholders as an additional share in the profits.

- Dividends to be distributed to shareholders shall be paid at the place and on the dates determined by the Board of Directors in accordance with the instructions issued by the Ministry of Commerce and Industry.

The company did not distribute dividends during 2024

Chapter Three

9- Governance rules

The purpose of these rules is to outline Development Works Food Company approach to corporate governance. We are committed to applying high standards of corporate governance. Sound governance is an essential tool for maximizing long-term shareholder value, consistent with the company's commitment to quality across all its operations and products. The company's governance rules are binding on all directors and employees and may only be amended by a resolution of the board of directors. Corporate governance rules are defined as "the system by which companies are directed and controlled." Corporate governance rules determine the distribution of powers and responsibilities among various stakeholders, such as the board of directors, executive management, shareholders, and others. They also define the rules and procedures for making decisions related to corporate affairs. Corporate governance provides the structure for establishing the company's objectives, the means of achieving these objectives, and performance measurement criteria. The board of directors is responsible for Development Works Food Company governance rules. Shareholders' role in governance includes appointing board members, forming the audit committee, and appointing the independent auditor, as well as ensuring the efficiency and effectiveness of the governance rules. The responsibilities of the Board of Directors include setting the company's strategic objectives, providing leadership to achieve them, overseeing the company's business management, and reporting to shareholders on their management of the company. The Board's work is subject to the rules and regulations and is accountable at the general assembly meetings of shareholders. The governance rules of the Development Works Food Company were prepared in accordance with the Companies Law, the regulations, rules, and instructions of the Capital Market, related regulations, and the company's articles of association. The Board of Directors is responsible for preparing the company's governance rules in accordance with the terms of those regulations, monitoring their implementation, verifying their effectiveness, and amending them as necessary. The company has also committed to implementing all provisions of the Corporate Governance Regulations issued by the Capital Market Authority Board, except for those mentioned in the table below, which have not been implemented:

THE ARTICLE	TEXT OF THE ARTICLE	THE REASON
37	The company shall pay sufficient attention to training board members, committee members, and executive management, and develop the necessary programs for this purpose.	Guidance, and work is underway to prepare a training program for members of the Board of Directors, committee members, and executive management.
67	Formation of the Risk Management Committee	Guidance
80	How to compensate stakeholders when their rights stipulated by regulations or protected by contracts are violated.	The company has a written policy to regulate the relationship with stakeholders, but it did not include the aforementioned paragraph. Work is underway to include it.
84	The Ordinary General Assembly, based on the proposal of the Board of Directors, shall establish a policy that ensures a balance between its objectives and the objectives that society aspires to achieve, with the aim of developing the social and economic conditions of society.	Guidance
85	The Board of Directors sets the programs and determines the necessary means to launch the company's initiatives in the field of social work.	Guidance
86	(3The company's website must include all the information that must be disclosed, and the method of classifying it in terms of its nature or the frequency of its disclosure.	Guidance

Chapter Three

10- Shareholders' rights

The Company's Articles of Association and the Corporate Governance Rules of the Development Works Food Company guarantee shareholders all rights related to shares, particularly the right to receive a share of the company's dividends, and the right to receive a share of the company's assets upon liquidation. Shareholders also have the right to attend General Assembly meetings, participate in their deliberations, vote on their decisions, dispose of shares, monitor the Board of Directors' activities, file liability lawsuits against Board members, and investigate and request information that does not harm the company's interests or conflict with the regulations, rules, and instructions issued by the Capital Market Authority. The Development Works Food Company also allows the largest possible number of shareholders to participate in General Assembly meetings and ensures that the meeting is held at an appropriate time and place, enabling everyone to attend. The company has also adopted a remote electronic voting system to facilitate shareholders exercising their voting rights if they are unable to attend. The Company's Articles of Association and Corporate Governance Rules also stipulate provisions related to the General Assembly of Shareholders, which include the procedures and precautions necessary to ensure that all shareholders exercise their statutory rights. The General Assembly of Shareholders is the highest authority in the company, with exclusive powers, including the appointment and dismissal of members of the Board of Directors, approval of the consolidated financial statements, appointment of the Audit Committee and the external auditor, determination of their remuneration, and approval of the Audit Committee's bylaws, which must include its procedures, duties, rules for selecting its members, the method of their nomination, their term of membership, their remuneration, and the mechanism for appointing temporary members in the event of a vacancy on the committee. It also has the power to approve the bylaws of the Remuneration and Nominations Committee, including its procedures, duties, rules for selecting its members, their term of membership, and their remuneration. It also has the power to approve the distribution of profits based on the Board of Directors' recommendation, increase or decrease the company's capital, and amend the company's articles of association. The company provides its shareholders with adequate access to the minutes of the General Assembly meetings and provides the Capital Market Authority with copies of these minutes within 10 days of the meeting. The company also pays great attention to shareholders' concerns, which it submits through appropriate channels to the Board of Directors for review and appropriate action.

Information that has a material impact on the company or its financial position shall be disclosed promptly and immediately through the Tadawul market and the company's website.

Chapter Three

11- Formation of the Board of Directors

The company is managed by a board of directors consisting of (6) Members, and members are classified according to the definitions contained in Article One of the Corporate Governance Regulations issued by the Capital Market Authority. The number of Board of Directors meetings held during the year 2024 amounted to (7) Meetings, during which a package of decisions and recommendations were taken, included in the agenda of the meetings for the current session.

*The composition of the Board of Directors and the classification of its members as follows: Executive Board Member - Non-Executive Board Member - Independent Board Member:

Current board of directors

M	Member name	Membership classification (executive/non-executive/independent)
1	Sulaiman Muhammad Abdullah Al-Ghumaiz	independent
2	Thanyan Abdullah Abdul Latif Al-Thunayan	independent
3	Mohammed Abdel Aziz Ibrahim Al-Eid	independent
4	Abdul Majeed Khaled Abdul Rahman Al-Masfar	independent
5	Faisal Abdul Rahman Abdullah Al-Abdul Karim	Not independent
6	Saud Abdul Rahman Abdullah Al-Abdul Karim	Not independent

Previous board of directors

M	Member name	Membership classification (executive/non-executive/independent)
1	Anas Saleh Ibrahim Al-Amoud	independent
2	Hisham Abdul Rahman Muhammad bin Muqrin	executive
3	Ibrahim Nasser Mohammed Al-Shammari	independent
4	Yazid Khaled Zaid Al-Tamimi	independent
5	Bashar Abdulaziz Saleh Aba Al-Khail	independent
6	Abdullah Khaled Saad Al-Fadhli	independent

Names of companies inside or outside the Kingdom in which a member of the company's board of directors is a member of their current or previous boards of directors or one of their managers

M	name	Names of companies whose board member is a member of their current board of directors or a director	Inside the Kingdom Outside the Kingdom	Names of companies in which the board member was a member of their previous boards of directors or a director	Inside the Kingdom Outside the Kingdom	Legal entity (listed/unlisted)/Limited Liability Company(../
1	Sulaiman Muhammad Abdullah Al-Ghumaiz	nothing	Inside the Kingdom	-	-	-
2	Thanyan Abdullah Abdul Latif Al-Thunayan	nothing	Inside the Kingdom	-	-	-
3	Mohammed Abdel Aziz Ibrahim Al-Eid	nothing	Inside the Kingdom	-	-	-
4	Abdul Majeed Khaled Abdul Rahman Al-Masfar	nothing	Inside the Kingdom	-	-	-
5	Faisal Abdul Rahman Abdullah Al-Abdul Karim	nothing	Inside the Kingdom	-	-	-
6	Saud Abdul Rahman Abdullah Al-Abdul Karim	nothing	Inside the Kingdom	-	-	-

M	name	Names of companies whose board member is a member of their current board of directors or a director	Inside the Kingdom Outside the Kingdom	Names of companies in which the board member was a member of their previous boards of directors or a director	Inside the Kingdom Outside the Kingdom	Legal entity (listed/unlisted)/Limited Liability Company(../
1	Anas Saleh Ibrahim Al-Amoud	nothing	-	-	-	-
2	Hisham Abdul Rahman Muhammad bin Muqrin	Al-Rahden Company, Al-Jouf Water Company	Inside the Kingdom	Tharawat Financial Company, Al-Mostathmer Securities Company	Inside the Kingdom	Closed contribution
3	Ibrahim Nasser Mohammed Al-Shammari	Sajana Trading Company, Munch Automatic Bakeries Company	Inside the Kingdom	-	-	Limited Liability Company
4	Yazid Khaled Zaid Al-Tamimi	nothing	-	-	-	-
5	Bashar Abdulaziz Saleh Aba Al-Khail	National Medical Care Company, Saudi Paper Manufacturing Company	Inside the Kingdom	-	-	listed contribution
6	Abdullah Khaled Saad Al-Fadhli	nothing	-	-	-	-

Chapter Three

12- Periodic meetings for the year 2024

- Number of Board of Directors meetings held during the year 2024 (7) meetings

Meetings of Current Board of Directors from 10/30/2024 to 12/31/2024

Name	30-10-2024	04-11-2024	20-11-2024	12-12-2024
Sulaiman Muhammad Abdullah Al-Ghumaiz	✓	✓	✓	✓
Thanyan Abdullah Abdul Latif Al-Thunayan	✓	✓	✓	✓
Mohammed Abdel Aziz Ibrahim Al-Eid	✓	✓	✓	✓
Abdul Majeed Khaled Abdul Rahman Al-Masfar	✓	✓	✓	✓
Faisal Abdul Rahman Abdullah Al-Abdul Karim	✓	✓	✓	✓
Saud Abdul Rahman Abdullah Al-Abdul Karim	✓	✓	✓	✓

13- Ownership of the Board of Directors and Executive Management

13-1 Interest and rights of the Board of Directors members:

M	Name of the person to whom the interest belongs	On 01/01/2024		On 12/31/2024		Net change	rate of change
		Number of shares	ratio	Number of shares	ratio		
1	Mohammed Abdel Aziz Ibrahim Al-Eid	—	—	17,040	%0.5680000	-	-
2	Thanyan Abdullah Abdul Latif Al-Thunayan	—	—	80	%0.0026667	-	-

- There is no interest for the members of the Board of Directors.

13-3 Interest and rights of senior executives:

The shares owned by the company's senior executives.

M	Name of the person to whom the interest belongs	On 01/01/2024		On 12/31/2024		Net change	rate of change
		Number of shares	ratio	Number of shares	ratio		
1	Hisham Abdul Rahman Muhammad bin Muqrin	—	—	9.9	%0.0003333	-	-

Meetings pf Previous Board of Directors from 01/01/2024 to 29/10/2024

Name	02-01-2024	05-05-2024	29-09-2024
Anas Saleh Ibrahim Al-Amoud	✓	✓	✓
Hisham Abdel Rahman Mohammed Muqrin	✓	✓	✓
Ibrahim Nasser Mohammed Al-Shammari	✓	✓	✓
Yazid Khaled Zaid Al-Tamimi	✓	✓	✓
Bashar Abdulaziz Saleh Aba Al-Khail	✓	✓	✓
Abdullah Khaled Saad Al-Fadhli	✓	✓	✓

13-2 Rights of those related to the Council members:

M	Name of the person to whom the interest belongs	kinship	beginning of the year		End of the year		Net change	rate of change
		wife- son- daughter	Number of shares	ratio	Number of shares	ratio		
-	—	—	—	—	—	—	—	—

There is no interest or right for any of the relatives of the Board members.

13-4 Rights of those related to senior executives:

M	Name of the person to whom the interest belongs	kinship	beginning of the year		End of the year		Net change	rate of change
		wife- son- daughter	Number of shares	ratio	Number of shares	ratio		
—	—	—	—	—	—	—	—	—

There is no ownership or interest of any relatives of the senior executives.

Chapter Three

14- Board of Directors' Remuneration

The following is the policy for remuneration of members of the Board of Directors, Board Committees and Executive Management. These policies aim to establish clear standards, controls and procedures for compensation and remuneration of members of the Board of Directors and members of its committees:

First: Board of Directors 'remuneration:

Remuneration includes amounts, allowances, profits, and the like, periodic or annual bonuses linked to performance, short- or long-term incentive plans, and any other in-kind benefits, excluding reasonable actual expenses and costs incurred by the company for a member of the Board of Directors. This remuneration may be an amount, an attendance allowance for meetings, in-kind benefits, or a certain percentage of net profits. Two or more of these benefits may be combined. If the remuneration is a certain percentage of the company's profits, this percentage may not exceed (dna ,swalyb s'ynapmoc eht dna metsys eht fo snoisivorp eht fo noitacilppa ni ylbmessA lareneG eht yb dediced sevreser eht gnitcuded retfa ,stiforp ten fo (10% eht dna ,snoitalugeR ecanrevoG etaroproC eht ,waL seinapmoC eht ni detalupits stimil eht nihtiw ,latipac s'ynapmoc eht fo (5%) naht ssel on fo sredloherahs ot tiforp a gnitubirtsid retfa .swalyb s'ynapmoc

Second: Standards, controls and procedures for remunerating members of the Board of Directors and Board of Directors committees:

- 1- The rewards must be fair and proportionate to the member's competencies, the work and responsibilities carried out and borne by the members of the Board of Directors, in addition to the objectives set by the Board of Directors to be achieved during the fiscal year .
- 2- The rewards shall be based on the recommendation of the Nominations and Remuneration Committee.
- 3- Remuneration must be commensurate with the company's activity, the skills required to manage it, its size, and the experience of the board members and board committees in the company's business.
- 4- The reward must be reasonably sufficient to attract, motivate and retain board members with appropriate competence and experience, taking into account the upper limit (500,000 Saudi Riyals).
- 5- A member of the Board of Directors may receive compensation for his membership in the Audit Committee formed by the General Assembly, or for any additional executive, technical, administrative or advisory work or positions - pursuant to a professional license - assigned to him in the company, in addition to the compensation he may receive in his capacity as a member of the Board of Directors and in the committees formed by the Board of Directors, in accordance with the Companies Law and the Company's Articles of Association. The total compensation received by the member in accordance with the above does not fall within the scope of the maximum compensation.
- 6- The remuneration of the members of the Board of Directors may vary in amount to reflect the extent of the member's experience, his specializations, the tasks assigned to him, his independence, the number of sessions he attends, and other considerations.
- 7- The remuneration of independent board members must not be a percentage of the company's profits or be based, directly or indirectly, on the company's profitability. This is to ensure that linking their remuneration to the company's performance or any other factors does not affect the independence of their decisions.

Chapter Three

8- According to what is stated in Article Twenty-One of the Company's Articles of Association, the Board of Directors shall, in accordance with its discretion and by a decision issued by it, determine the special remuneration that the Chairman of the Board, his Deputy, and the Managing Director - if any - shall receive for each of them, in addition to the remuneration stipulated for the members of the Board of Directors, within the limits of what is stipulated in the Companies Law and its regulations.

9- The members of the Board of Directors may not vote on the item of the Board of Directors' remuneration at the General Assembly meeting in order to ensure the independence of the decision issued by the General Assembly of the company regarding the item of the Board of Directors' remuneration.

10- If the General Assembly decides to terminate the membership of a member of the Board of Directors who is absent due to his failure to attend three consecutive Board meetings without a legitimate excuse, this member shall not be entitled to any bonuses for the period following the last meeting he attended, and he must return all bonuses paid to him for that period.

11- If the Audit Committee or the Capital Market Authority finds that the remuneration paid to any member of the Board of Directors is based on incorrect or misleading information presented to the General Assembly or included in the Board of Directors' annual report, the member must return it to the company, and the company has the right to demand its return. This does not relieve the member of the Board of Directors of any liability for any damages incurred by the company, its shareholders, or any other related persons as a result.

12- The Board of Directors must disclose in its annual report the details of the policies related to remuneration, the mechanisms for determining them, and the amounts and financial and in-kind benefits paid to each member of the Board of Directors in exchange for any executive, technical, administrative or advisory work or positions.

Third: Remuneration and fees of members of the Board of Directors and Board of Directors committees:

According to the above, the Board of Directors' remuneration and fees are calculated as follows:

1- Annual bonus for board membership of 110,000 SAR

2- Annual bonus for membership in committees emanating from the Board of Directors:

2-1 Audit Committee 40,000 SAR

2-2 Other committees 25,000 SAR

3- Allowance for attending Board of Directors and committee meetings The Board of Directors pays all members 2,000 riyals for each session.

4- The Board of Directors shall determine, in accordance with its discretion and by a decision issued by it, the special remuneration that the Chairman of the Board, his Deputy, and the Managing Director - if any - shall receive for each of them, in addition to the remuneration stipulated for the members of the Board of Directors.

Chapter Three

Fourth: Rewards for senior executives:

The Board of Directors, based on the recommendation of the Nominations and Remuneration Committee, determines the remuneration of senior executives, in accordance with the following principles:

- 1- Rewards and compensations must be consistent with the company's strategic objectives and serve as a motivating factor for senior executives to achieve those objectives, enhance the company's capabilities, and develop its business.
- 2- It must be appropriate to the nature of the company's business, activity, size, and required skills and experience.
- 3- To enable the company to attract senior executives with the necessary capabilities, skills and qualifications to enable the company to achieve its goals.
- 4- Not to cause any conflict of interest that would negatively affect the company's interests and its ability to achieve its goals. Executive management rewards include the following:
 - A. Basic salary and allowances according to the contract, paid at the end of each calendar month on a continuous basis, health insurance for him and his family members, an annual bonus linked to the annual evaluation, and an end-of-service bonus according to the labor system.
 - B. The CEO shall implement the remuneration policy for employees and senior executives in light of the plans, programs, and general guidelines approved by the Nominations and Remuneration Committee.

Remuneration of Current board members

	Fixed rewards							Variable rewards						End of service gratuity	Total	Expense allowance	comments
	a certain amount	Instead of attending council sessions	Total allowance for attending committee sessions	In-kind benefits	Technical, administrative and consulting work rewards	Chairman's Reward	the total	percentage of profits	periodic rewards	short-term incentive plans	Long-term incentive plans	Granted shares	the total				
First: Independent members																	
Sulaiman Muhammad Abdullah Al-Ghumaiz	18,986	8,000	0	0	0	0	26,986	0	0	0	0	0	0	0	26,986	0	
Thanyan Abdullah Abdul Latif Al-Thunayan	23,233	8,000	4,000	0	0	0	35,233	0	0	0	0	0	0	0	35,233	0	
Mohammed Abdel Aziz Ibrahim Al-Eid	25,233	8,000	8,000	0	0	0	41,233	0	0	0	0	0	0	0	41,233	0	
Abdul Majeed Khaled Abdul Rahman Al-Masfar	23,233	8,000	4,000	0	0	0	35,233	0	0	0	0	0	0	0	35,233	0	
the total	90,685	32,000	16,000	0	0	0	138,685	0	0	0	0	0	0	0	138,685	0	
Second: Non-independent members																	
Faisal Abdul Rahman Abdullah Al-Abdul Karim	23,233	8,000	4,000	0	0	0	35,233	0	0	0	0	0	0	0	35,233	0	
Saud Abdul Rahman Abdullah Al-Abdul Karim	18,986	8,000	0	0	0	0	26,986	0	0	0	0	0	0	0	26,986	0	
Third: Executive members																	
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

*The company also confirms that there is no material deviation from the rewards policy.

Remuneration of Previous board members

	Fixed rewards							Variable rewards						End of service gratuity	Total	Expense allowance	comments
	a certain amount	Instead of attending council sessions	Total allowance for attending committee sessions	In-kind benefits	Technical, administrative and consulting work rewards	Chairman's Reward	the total	percentage of profits	periodic rewards	short-term incentive plans	Long-term incentive plans	Granted shares	the total				
First: Independent members																	
Anas Saleh Al-Amoud	112,253	6,000	6,000	0	0	0	124,253	0	0	0	0	0	0	0	124,253	0	
Ibrahim Nasser Al-Shammari	112,253	6,000	6,000	0	0	0	124,253	0	0	0	0	0	0	0	124,253	0	
Yazid Khaled Zaid Al-Tamimi	112,253	6,000	6,000	0	0	0	124,253	0	0	0	0	0	0	0	124,253	0	
Bashar Abdul Aziz Aba Al-Khail	91,466	6,000	0	0	0	0	97,466	0	0	0	0	0	0	0	97,466	0	
Abdullah Khaled Al-Fadhli	91,466	6,000	0	0	0	0	97,466	0	0	0	0	0	0	0	97,466	0	
the total	519,694	30,000	18,000	0	0	0	567,691	0	0	0	0	0	0	0	567,691	0	
Second: Non-executive members																	
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Third: Executive members																	
Hisham Abdul Rahman Muhammad bin Muqrin	91,466	6,000	0	0	0	0	97,466	0	0	0	0	0	0	0	97,466	0	
the total	91,466	6,000	0	0	0	0	97,466	0	0	0	0	0	0	0	97,466	0	

*The company also confirms that there is no material deviation from the rewards policy.

Remuneration of members of the Board of Directors 'committees:

Current Audit Committee

Audit Committee Members	Fixed rewards (except session attendance allowance)	Instead of attending sessions	the total
Mohammed Abdel Aziz Ibrahim Al-Eid	6,247	8,000	14,247
Faisal Sultan bin Muslim Al-Subaie	6,247	8,000	14,247
Abdul Mohsen Ibrahim Abdul Rahman Al-Essa	6,247	8,000	14,247

Previous Audit Committee

Audit Committee Members	Fixed rewards (except session attendance allowance)	Instead of attending sessions	the total
Abdul Aziz Muhammad Ababtain	33,260	8,000	41,260
Musa Abdullah Al-Fawzan	33,260	8,000	41,260
Omar Mohammed Al-Munae	33,260	8,000	41,260

Current Nominations and Remuneration Committee

Members of the Nominations and Remuneration Committee	Fixed rewards (except session attendance allowance)	Instead of attending sessions	the total
Abdul Majeed Khaled Al-Masfar	4,247	4,000	8,247
Faisal Abdulrahman Al-Abdulkarim	4,247	4,000	8,247
Thanyan Abdullah Al-Thunayan	4,247	4,000	8,247

Previous Nominations and Remuneration Committee

Members of the Nominations and Remuneration Committee	Fixed rewards (except session attendance allowance)	Instead of attending sessions	the total
Yazid Khaled Al-Tamimi	20,788	6,000	26,788
Anas Saleh Al-Amoud	20,788	6,000	26,788
Ibrahim Nasser Al-Shammari	20,788	6,000	26,788

Total company payments to senior executives, including the CEO and CFO

Senior Executive Jobs	Fixed rewards				Variable rewards						End of service gratuity	Total executive remuneration for the Board, if any	Total
	Salaries	Suits	In-kind benefits	the total	periodic rewards	earnings	short-term incentive plans	Long-term incentive plans	Granted shares (enter value)	the total			
Total	768,096.84	380,915.21	0	1,149,012.05	0	0	0	0	0	1,149,012.05	44,270.83	97,466	1,290,748.89

Board of Directors Committees

1- Audit Committee

The Audit Committee consists of three members. The General Assembly approved the rules for selecting the Committee members, their term of membership, and the Committee's working method. The Audit Committee consists of the following:

Current Audit Committee Members

Name	Classification	Membership status	Qualification	Current Jobs	Previous jobs	Experiences
Mohammed Abdel Aziz Ibrahim Al-Eid	President	independent	Bachelor of Computer Science	Advisor - Saudi Fund for Development	Director General of Information Technology Department - Saudi Fund for Development Director of Information Technology Department - Saudi Fund for Development Database Specialist - Saudi Fund for Development Computer Programmer - Saudi Fund for Development	More than 30 years in the field of management and computers
Faisal Sultan bin Muslim Al-Subaie	member	From outside the council	Bachelor of Accounting	Internal Audit Department at the Saudi Authority for Accredited Valuers	Internal Audit Department in several listed companies	Diverse experience in internal auditing and accounting and membership in committees of a number of listed companies
Abdul Mohsen Ibrahim Abdul Rahman Al-Essa	member	From outside the council	Bachelor of Accounting	Director General of Financial Affairs, General Authority for Statistics	Financial Director of Rafid Company	More than 15 years in the field of financial management

Previous Audit Committee Members

Name	Classification	Membership status	Qualification	Current Jobs	Previous jobs	Experiences
Abdul Aziz Muhammad Ababtain	President	From outside the council	Master of Financial Management	Head of Internal Audit - Bahri Company	Internal Audit Manager at Saudi Hollandi Bank	20 years in the field of financial and auditing
Musa Abdullah Ali Al-Fawzan	member	From outside the council	Diploma in Financial and Administrative Sciences / Master of Administrative Sciences / Bachelor of Commerce	Vice President / Authenticity for Education and Training	Development Director - Al Rajhi Steel / CEO - Union Building Materials Company / Vice President - Al Othaim / CEO - Abdullah bin Abdulaziz Al Rajhi Charitable Foundation / Acting CEO - Kasb Financial Assistant	23 years in the field of financial and administrative business
Omar Mohammed Al-Munae	member	From outside the council	PhD in Finance and Accounting CFA	Chief Investment Officer of the Higher Education Fund - Chairman of the Board of Directors of Karnaf Finance Company	Professor - Imam Muhammad ibn Saud University Department of Finance and Investment - Faculty of Economics and Administrative Sciences	Experience in the field of financial and administrative business

Audit Committee Tasks

- Supervising the company's internal audit department to ensure its effectiveness in carrying out the tasks and duties assigned to it by the board.
 - Study the internal control system and prepare a written report on its opinion and recommendations thereon.
 - Studying internal audit reports and following up on the implementation of corrective actions for the observations contained therein.
 - Recommending to the Board the appointment and dismissal of chartered accountants and determining their fees. When recommending appointment, care must be taken to ensure their independence.
 - Follow up on the work of chartered accountants and approve any work outside the scope of the audit work assigned to them while performing their audit work.
 - Coordination between the company's various departments and external regulatory bodies, including the external auditor, the Capital Market Authority, and other external regulatory bodies.
 - Follow up on the implementation of the provisions of the registration and listing regulations issued by the Capital Market Authority.
 - Study the audit plan with the chartered accountant and provide comments on it.
 - Study the auditor's comments on the financial statements and follow up on what has been done regarding them.
 - Study the preliminary and annual financial statements before submitting them to the Board and expressing an opinion and recommendation thereon.
 - Study the accounting policies followed and express an opinion and recommendation to the Board regarding them.
- The number of Audit Committee meetings held during the year 2024 reached (8) Meetings, noting that there is no conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors.

Statement of attendance at the Audit Committee meetings for the year 2024:

Meetings of Current Audit Committee					Meetings of Previous Audit Committee				
Name	06-11-2024	11-11-2024	05-12-2024 AD	25-12-2024	Name	04-05-2024	16-05-2024	29-07-2024	07-09-2024
Mohammed Abdel Aziz Ibrahim Al-Eid	✓	✓	✓	✓	Abdul Aziz Muhammad Ababtain	✓	✓	✓	✓
Faisal Sultan bin Muslim Al-Subaie	✓	✓	✓	✓	Musa Abdullah Ali Al-Fawzan	✓	✓	✓	✓
Abdul Mohsen Ibrahim Abdul Rahman Al-Essa	✓	✓	✓	✓	Omar Mohammed Al-Munae	✓	✓	✓	✓

Board of Directors Committees

2- Nominations and Remuneration Committee:

The Nominations and Remuneration Committee consists of three members. The General Assembly approved the rules for selecting committee members, their term of membership, and the committee's working method. The Nominations and Remuneration Committee consists of the following:

Current Nominations and Remuneration Members

Name	Classification	Membership status	Qualification	Current Jobs	Previous jobs	Experiences
Abdul Majeed Khaled Al-Masfar	President	independent	Master of Commercial Law	General Authority for Statistics	Kafaat Business Solutions Company, Etihad Etisalat Company, Virgin Mobile, Communications, Technology and Space Commission	Over 18 years
Faisal Abdulrahman Al-Abdulkarim	member	Not independent	Bachelor of Finance	Marketing Specialist	Financial Analyst - Asset Management - Gulf International Bank Marketing Specialist - Adwati Company	More than 5 years in financial and corporate analysis in the capital markets
Thanyan Abdullah Al-Thunayan	member	independent	Bachelor of Accounting	Branch Manager - Social Development Bank	Branch Manager - Saudi Investment Bank Supervisor - Branch Manager - Alinma Bank	More than 10 years in the field of financial and administrative business

Previous Nominations and Remuneration Members

Name	Classification	Membership status	Qualification	Current Jobs	Previous jobs	Experiences
Yazid Al-Tamimi	President	independent	Bachelor of Sharia, Master of Systems	Lawyer / Omar Bin Saleh Al-Ibrahim Office (Lawyers and Legal Consultants)	nothing	Experience in the field of law and advocacy
Anas Al-Amoud	member	independent	MBA Finance / BBA	Head of Risk, Governance and Compliance at Halal Products Development Company (a Public Investment Fund company)	Director of Corporate Governance - Alinma Bank Director of Compliance Department - Mobily Pay Senior Supervisor - Saudi Central Bank	more than 17 years in the field of finance and business
Ibrahim Al-Shammari	member	independent	Bachelor of Finance and International Business Administration	CEO / Munch Automatic Bakeries Company	CEO / Mohammed Al Shamimry Financial Consulting Company	20 years in business management

Tasks and responsibilities of the Nominations and Remuneration Committee

- 1- Recommending to the Board of Directors the nomination for membership in the Board in accordance with the approved policies and standards, taking into account not to nominate any person who has previously been convicted of a crime that violates honor and integrity.
 - 2- Annual review of the skills required for Council membership and preparation of a description of the capabilities and qualifications required for Council membership, including determining the time that the member must devote to Council work.
 - 3- Reviewing the Council's structure and making recommendations regarding any changes that may be made.
 - 4- Identify the board's strengths and weaknesses, and propose ways to address them in a manner consistent with the company's interests.
 - 5- Annually ensuring the independence of independent members and the absence of any conflict of interest if the member is a member of the board of directors of another company.
 - 6- Preparing the policy for granting bonuses, benefits, incentives and salaries in the company and reviewing it annually.
 - 7- Establishing clear policies for compensation and rewards for board members and senior executives, taking into account the use of performance-related criteria when establishing these policies.
 - 8- Establish a rewards policy for the company that ensures that rewards and salaries are sufficient to attract and retain qualified individuals to work in the company, in a manner consistent with the salaries granted by similar companies in the market. Determine the company's needs for competencies at the level of senior executive management and employees and the basis for their selection.
 - 9- Preparing the company's human resources and training policy and reviewing it annually.
- The number of meetings of the Nominations and Remuneration Committee held during the year 2024 reached (5) meeting.

Statement of attendance at the Nominations and Remuneration meetings for the year 2024:

Meetings of Current Nominations and Remuneration Committee

Name	12-11-2024	22-12-2024
Abdul Majeed Khaled Al-Masfar	✓	✓
Faisal Abdulrahman Al-Abdulkarim	✓	✓
Thanyan Abdullah Al-Thunayan	✓	✓

Meetings of Previous Nominations and Remuneration Committee

Name	18-03-2024	26-09-2024	29-10-2024
Yazid Khaled Zaid Al-Tamimi	✓	✓	✓
Ibrahim Nasser Mohammed Al-Shammari	✓	✓	✓
Anas Saleh Ibrahim Al-Amoud	✓	✓	✓

Board of Directors' Declarations

The Board of Directors confirms that:

- No loan was granted to any of the Board members or senior executives.
- The Company has not entered into any transactions relating to the Company's shares with any of the Board of Directors or any of their direct relatives.
- The Company's financial statements were prepared in accordance with the accounting standards issued by the Saudi Organization for Certified Public Accountants.
- There are no voting shares held by persons who notified the Company of such rights during .2024
- There is no arrangement or agreement between the company and any shareholder to waive his share of profits.
- No reserves or savings have been created for the benefit of the Company's employees other than the end-of-service gratuity provision.
- There are no convertible debt instruments, and there are no redeemable debt instruments, of the Company and its subsidiaries.
- There are no purchases or contracts in which a member of the Board of Directors or executives has an interest.
There are no arrangements or agreements under which a member of the Board of Directors or a senior executive of the Company waived any salary or compensation that has not been disclosed.
- That the accounting records were prepared correctly.
- The internal control system was prepared on sound foundations and implemented effectively.
- There is little doubt about the company's ability to continue its business.
There are no businesses or contracts concluded by the company in which any member of the Board of Directors, senior executives, or any person related to any of them has an interest.
- The company has no treasury shares.

Related transactions

- There are no transactions with related parties other than previous subsidiary (Al Faddan Fruits and Vegetables Company).

Disclosure and Transparency Policy

The company is committed to continuously disclosing material events and developments of interest to stakeholders with complete transparency, in accordance with the requirements of relevant laws and regulations. The company supports this approach and implements it in all its dealings and activities, considering it a permanent commitment.

The CEO shall be responsible for implementing the rules relating to disclosure and shall be accountable to the Board for this. The Chairman of the Board shall follow up on the implementation of the Board's decisions in this regard.

The company is committed to not announcing any information unless it has verified its accuracy and that it has been prepared in accordance with the controls and standards approved by the competent authorities if the nature of that information so requires.

The company shall keep confidential information that is expected to affect the share price until it is officially announced in accordance with the relevant regulatory requirements, from all employees of the company and others, except for persons directly concerned with that matter. Confidential information includes information related to financial results (preliminary and annual), events affecting the financial results, decisions that have an impact on the financial results, and the like.

In all cases, the company shall disclose any information it has in a manner that does not harm its interests or pose a threat to its competitive position. If the company's disclosure might cause this, the company shall submit a statement to the Capital Market Authority containing the required information and the reasons supporting the non-disclosure at that time.

Shareholder records

The company has requested the shareholders' register from the Securities Depository Center "Edaa" (6) times during the year 2024 for the following purposes:

Justifications for the request	Order date
Company procedures	2024-19-02
Company procedures	2024-28-05
For the purpose of holding the General Assembly	2024-30-06
For the purpose of holding the General Assembly	2024-09-03
Company procedures	2024-10-20
For the purpose of holding the General Assembly	2024-23-10

Financing

•Existing financing:

The Development Business Company has maintained a strong credit rating with a number of financing institutions. Thanks to this credit rating, the company has succeeded in achieving positive operating cash flow in line with expectations. The financing value at the end of the year amounted to 2024 (9,761,381) It came in the form of bank facilities and financing instruments, and all the financing obtained by the company is compatible with the provisions of Islamic Sharia.

• Loan movement:

Source of funding	Primary financing amount	Additions during the year	Amount paid during the year	December 312024 AD
Al Rajhi Bank	9,647,857	2,289,819	7,426,295	4,511,381
Dinar bonds	2,250,000	6,000,000	3,000,000	5,250,000
Total	11,897,857	8,289,819	(10,426,295)	9,761,381

Chapter Four

Independent Auditor's Report

To the Shareholders of Development Works Food Company

A Saudi Joint Stock Company

Opinion

We have audited consolidated financial statements of Development Works Food Company ('the Company') and its subsidiaries (collectively "the Group") which comprise the consolidated statement of financial position as of December 31, 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity, and the consolidated statement of cash flows for the year then ended, and the notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are endorsed by the Saudi Organization for Chartered and Professional Accountants.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code") that is relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with Code requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

We draw attention to note number (31) of the accompanying notes to the consolidated financial statements, which refers to adjustments to the consolidated financial position balances as of December 31, 2023 and 2022, and the consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2023. Our opinion has not been modified in this regard.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

Independent Auditor's Report to the Company's Shareholders

Key audit matters	How our audit addressed the matter	Key audit matters	How our audit addressed the matter
Revenue Recognition The Group's net revenue amounted to SR 97,358,918. The Group recognizes its sales revenue at a specific point in time in accordance with the requirements of International Financial Reporting Standard No. (15) "Revenue from Contracts with Customers". We considered revenue a key audit matter due to the significant item in the consolidated financial statements and represents one of the key indicators that lead to inherent risks related to revenue recognition. Refer to the material accounting policies for the revenue recognition policy included in note (4-23) and note (20) for further details related to revenue.	We performed the following audit procedures: 1. Obtained an understanding and evaluated the design and implementation of the Group's key internal controls related to revenue. 2. Evaluated the adequacy of the Group's revenue recognition policies and their compliance with International Financial Reporting Standard No. (15). 3. Reviewed a sample of daily and monthly sales reconciliations prepared by management at the branch level and their consistency with revenue records. 4. Reviewed a sample of daily cash deposits from each point of sale through bank statements and compared them with the sales recorded in the accounting records. 5. Reviewed a sample of contracts signed with corporate customers and issued invoices to verify their occurrence and the Group's right to recognize revenue therefrom. 6. Reviewed a sample of revenue discounts and verified that they were recorded in accordance with the Group's policies and procedures. 7. Implemented revenue cutoff procedures to ensure revenue was recorded in the correct financial period. 8. Conducted a detailed analytical review of revenue, including identifying and inquiring about any significant or unexpected trends or fluctuations. 9. Assessed the adequacy and appropriateness of the disclosures in the consolidated financial statements in accordance with the financial reporting framework.	Right-of-use assets and lease liabilities Right-of-use assets as of December 31, 2024 amounted to SR 24,002,658 and lease liabilities as of December 31, 2024, amounted to SR 21,528,787, SR 9,407,598 is due within one year. The measurement of right-of-use assets and lease liabilities was considered a key audit matter due to the complexity and significant judgment involved in determining the appropriate lease term, discount rates, contract modifications, and accounting for asset disposals. In addition to the large number of leases, with separate agreements entered into for each branch of the Group. This aspect requires significant management judgment, as it can have a significant impact on the consolidated financial statements. Refer to the significant accounting policies for the policy related to leases contained in Note (4-7) and Note (9) for further details related to right-of-use assets and lease liabilities.	We performed the following audit procedures: 1. Tested the completeness of contracts considered as leases under International Financial Reporting Standard No. (16). 2. Reviewed management's assessment of the discount rate used to discount lease liabilities, as determined by management, to ensure its appropriateness. 3. Reviewed the accuracy of lease data inputs for a sample of lease contracts included in the calculation of lease liabilities and right-of-use assets. 4. Recalculated the related interest and depreciation expenses for right-of-use assets and lease liabilities. 5. Reviewed lease payments with appropriate supporting documentation. 6. Reviewed management's judgments regarding the appropriateness of extensions or termination options. 7. Assessed the adequacy and appropriateness of the disclosures in the consolidated financial statements in accordance with the financial reporting framework.

Independent Auditor's Report to the Company's Shareholders

Other Matter

The consolidated financial statements of the Group for the year ended December 31, 2023, were audited by another auditors who expressed a modified opinion on those consolidated financial statements on 26 Shawwal 1445H corresponding to (5 May 2024).

The reason for the qualified opinion was matters related to right-of-use assets, lease liabilities, depreciation of leasehold improvements and sublease agreements.

Other information

Other information consists of the information included in the Group's annual report, other than the consolidated financial statements and auditor's report thereon. Management is responsible for the other information in its annual report. The Group's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on our reading of Group's 2024 annual report as and made available to us, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements endorsed by Saudi Organization for Chartered and Professional Accountants and the provisions of Companies' Law and Company's By-laws, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, the Board of Directors, are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs that are endorsed in the Kingdom of Saudi Arabia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Independent Auditor's Report to the Company's Shareholders

As part of an audit in accordance with ISAs that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For Alzoman, Alfahad & Alhajjaj professional

Zaher Abdullah A Hajjaj
Certified Public Accountant
License No. (562)

Financial Center List

•Consolidated statement of financial position: (SAR)

Statement	2024	2023	2022	2021	2020
Current assets	21,343,924	21,515,850	24,889,304	31,776,423	29,345,925
Right to use assets	24,002,658	36,028,779	30,831,979	28,531,660	38,574,502
Investments in affiliated companies	-	-	-	176,578	-
Non-current assets	25,094,800	30,092,162	33,019,152	38,510,241	44,117,837
Total assets	70,441,382	87,636,791	88,740,435	98,994,902	112,038,264
Current liabilities	30,518,154	38,966,561	33,297,727	37,546,706	29,103,995
Non-current liabilities	17,652,935	27,519,891	29,046,025	28,382,243	24,766,327
long-term loans	3,000,000	3,311,382	7,397,857	14,734,897	27,256,122
Total liabilities	48,171,089	66,486,452	62,343,752	65,928,949	81,126,444
Paid-up capital	30,000,000	30,000,000	30,000,000	30,000,000	25,000,000
Reserves and retained earnings	(8,248,823)	(9,418,168)	(4,249,757)	2,199,428	5,911,820
shareholders' rights	22,270,293	21,150,339	26,396,683	33,065,953	30,911,820
Total liabilities and shareholders' equity	70,441,382	87,636,791	88,740,435	98,994,902	112,038,264

Profit and Loss Statement

• Consolidated statement of profit or loss and comprehensive income: (SAR)

Statement	2024	2023	2022	2021	2020
Revenue from Operations	97,358,918	89,114,130	98,650,440	100,858,743	94,503,256
Operating Costs	(90,945,984)	(86,444,470)	(94,261,416)	(91,373,944)	(91,882,566)
Total operating profit	6,412,934	2,669,660	4,389,024	9,484,799	2,620,690
Administrative, general and financing expenses	(10,051,774)	(11,489,943)	(12,354,064)	(10,694,534)	(9,491,100)
Other income - net	3,944,558	4,515,991	5,198,983	4,581,247	4,145,388
Zakat	(265,577)	(294,403)	(301,835)	(348,155)	(200,943)
Non-continuous operations	-	-	-	-	5,232,784
Net comprehensive income profit (loss)	1,346,883	(5,046,350)	(3,135,580)	2,372,825	8,158,749)(

• Differences in operating results: Comparison table

Statement	2024	2023	rate of change
Sales/Revenue	97,358,918	89,114,130	9.3%
cost of sales	(90,945,984)	(86,444,470)	5.2%
Gross profit	6,412,934	2,669,660	140.2%
General and administrative expenses	(7,410,697)	(8,659,424)	-14.4%
operating profit (loss)	2,560,926	(2,122,114)	220.7%

Conclusion

In conclusion, the Board of Directors of Development Works Food Company extends its sincere thanks to the shareholders for the trust they have placed in the Board, which it appreciates and values. The Board of Directors expresses its appreciation and gratitude to the government of the Custodian of the Two Holy Mosques, King Salman bin Abdulaziz, and his loyal Crown Prince, His Royal Highness Prince Mohammed bin Salman bin Abdulaziz, may God protect them, the Capital Market Authority, and all supervisory and regulatory bodies for their cooperation and continuous support to the Company. The Board also extends its thanks and appreciation to all employees of the Company for their loyalty, dedication, and continuous support to the Company.

Thanks and Best Regards,