

ANNUAL REPORT

2020



Jabal_Omar_SA

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Note: This is an English translation of the official Arabic text. In the event of any contradiction or difference between the Arabic text and the English text of this Report, the Arabic text shall prevail.

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

﴿قُلْ إِنَّ رَبِّي يَبْسُطُ الرِّزْقَ لِمَن يَشَاءُ
وَيَقْدِرُ وَلَكِنَّ أَكْثَرَ النَّاسِ لَا يَعْلَمُونَ﴾



**The Custodian of
the Two Holy Mosques**

King Salman bin Abdulaziz Al Saud

- May ALLAH protect him -



**His Royal Highness
Crown Prince & Minister of Defense**

Mohammed bin Salman bin Abdulaziz Al Saud

- May ALLAH protect him -



His Royal Highness

Prince Khalid Al-Faisal
Advisor to the Custodian of the Two Holy Mosques
Governor of Makkah Region
- May ALLAH protect him -



His Royal Highness

Prince Badr bin Sultan Bin Abdulaziz
Deputy Governor of Makkah Province
- May ALLAH protect him -



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Pleasant Accommodation

In the serenity of the holy city, Jabal Omar project was built with a unique design offering a wide range of services for Hajj & Umrah visitors to give them a unique experience and complement their visit to the holy Ka'aba. The project was designed in a rich Islamic architectural design and became an important project for a full development plan for the holy city of Makkah, so it become city of inspiration for the entire Islamic world that combines authenticity and modern aspects of living. Jabal Omar is a mixed-use destination that offers luxury residential units, international hotels and different malls and retail areas.



About the Company

Jabal Omar Development Company is one of the largest real estate development companies in the Middle East, as well as one of the largest listed companies in the Saudi market. As for Jabal Omar destination, it is considered one of the most important mix-use real estate projects that are steps away from the Holy mosque. The vision of the project goes along with 2030 vision that aims to increase the capacity of Makkah to accommodate more Hajj & Umrah visitors and offer the required services. Therefore, JODC takes pride in contributing to achieve this goal by developing areas around the Holy mosque and provide visitors with a unique spiritual experience.





Chairman of Board of Directors

Dr. Ziyad bin Othman Al-Hogail

Dear Shareholders,

Year after year, our kingdom is moving towards the top, witnessing achievements in various fields, keeping pace with the Kingdom's ambitious vision 2030 to achieve the aspirations of all of us .

And on behalf of myself and on behalf of my colleagues, members of the board of directors and employees, I would like to take this opportunity to express the highest expressions of gratitude to the Custodian of the Two Holy Mosques King Salman bin Abdulaziz and his trustworthy Crown Prince, Deputy Prime Minister and Minister of Defense Prince Muhammad bin Salman and advisor to the Custodian of the Two Holy Mosques, Prince The Makkah Region, Prince Khaled Al-Faisal and his deputy Prince Badr bin Sultan, for their unlimited support for Makkah region in terms of development sustainability in all sectors, which is positively reflected on the continuous improvements of the service offered for the guests of Holy Ka'aba.

It is no secret that the effects of the Corona pandemic on the hospitality sector in the Kingdom in general and on Makkah Al-Mukarramah in particular. As it had a direct impact on the occupancy rates in hotels and commercial centers and on the construction of Jabal Omar project.

Despite this, the company has taken several measures and initiatives that have contributed to mitigate the negative effects of the pandemic, benefiting at the same time from the great and exceptional support provided by the government of the Custodian of the Two Holy Mosques, may God protect him, supporting the private sector to overcome the impacts of this crisis.

In Jabal Omar, we continued to move forward by promoting the concept of unique lifestyle that enriches the spiritual experience of visitors to the Holy Mosque. And in line with the company's vision "The nation's trusted master developer, the company to begin implementing a plan aimed to achieve sustainability and enhance the ability to overcome the current challenges and take advantage of the opportunities created by 2030 vision to host the maximum number of Muslims and enable them to perform the Hajj and Umrah enjoying services provided by the hospitality sector and enrich the experience of Visitors to Makkah.

With determination, the company continues to implement its ambitious plans and projects, making Jabal Omar project one of the most important attractions for visitors to the Holy Mosque as an integrated, mix-use real estate development, to achieve the aspirations and goals of the company's shareholders and the Board of Directors.

In conclusion, I extend my sincere thanks and appreciation to the honorable shareholders for their support and confidence, noting at the same time the efforts made by my colleagues, members of the Board of Directors and the employees of the company for their dedication and commitment. Praying to God Almighty for more success towards serving the holy city of Makkah.



Chief Executive Officer

Mr. Khaled Mohammed Al-Amoudi

Dear shareholders

Jabal Omar Development Company is moving forward and overcoming challenges faced as a result of the precautionary measures taken by the Kingdom to prevent the outbreak of the Corona virus and protect citizens, residents and visitors which was the main reason in reducing infection rates inside the Kingdom and in a very successful Hajj season despite All the challenges of the pandemic. These measures affected the entire global economy, and the hospitality sector in particular, especially in Makkah Al-Mukarramah.

However, with persistence and determination, and thanks to the strength of the company and the efficiency of its employees, work was carried out in accordance with a strategic transformation plan that aims to enhance the company's ability to overcome current and future challenges.

The strategic transformation plan is based on operational, financial, commercial and organizational restructuring, which will support in achieving the organization goals. On the operational level, work is currently underway to accelerate the pace of completion of the project phases by adopting new operating modules based on the use of the latest development and

construction techniques. As for financial restructuring, the company aims to reach sustainable financial solutions that help it finance its projects, restructure its obligations, and achieve the desired returns. While the commercial restructuring is based on increasing revenues and rationalizing expenditures, while searching for investment opportunities and introducing innovative real estate products, with the aim of making the most of the privileged location next to the Holy Mosque. Work is also underway to develop the organization structure of the company to ensure attracting and developing the best qualified human resources and creating an attractive work environment that stimulates production and creativity.

Among the achievements and initiatives of this plan - although somewhat limited - the results on the ground represent a remarkable success in many aspects, for example:

- 1- Issuing the unified title-deed over the entire project, which is expected to contribute to enhancing the company's ability to finance its current and future projects, in addition to expanding its business and activities in line with the company's strategy and achieving its goals
- 2- The completion of the sale of a plot of land within the master plan of Jabal Omar project, with a value of SAR

830 million and an area of 2,572 square meters. The earnings from the sale will contribute to supporting the company in financing its projects, running its business and restructuring the existing loans

3- Reducing the financial burdens due for the year 2020 AD

4- Postponing all due installments to the lending banks until 2021

5- Reducing salaries and wages for all sectors

6- Implementing a plan to reduce the operating expenses of hotels during the Corona pandemic, which included the temporary shut-down of all hotels except for one hotel, and the gradual return when Umrah is permitted, the shut-down of unused energy sources and the cancellation of all orders for external supplies.

These initiatives have resulted in a positive impact on managing the company's cash flows, reducing its obligations and expenditures during the year 2020 compared to the previous year.

keeping pace with what our Kingdom is witnessing from the era of transformation towards the future, and in order to achieve the objectives of the Board of Directors and its shareholders, we will strive to achieve success according to our strategy, but we realize that success requires Achieving fruitful partnerships and joint

cooperation, and from this standpoint I would like to extend my sincere thanks and appreciation to all our partners from the government and private sectors, who did not hesitate to support us and continued to cooperate with us in order to create the future.

Dear shareholders,

It gives me pleasure to express to you my deepest gratitude and appreciation for your trust and cooperation, and I hope that our performance during the recent period and the transformation that our company is witnessing will be an indicators that your confidence will have fruitful results.

I would also like to thank all the employees of the company who were able to achieve the desired aspirations, and were able to manage transformation and deal with change in a wonderful way, and I assure them that the spirit of innovation, perseverance and determination to achieve the goal enables us to look confidently to a bright future.



Board of Directors



Chairman of the Board of Directors - Non-Executive
Dr. Zeyad Bin Othman Alhekail

QUALIFICATIONS

- > Bachelor, Master and PhD in Mechanical Engineering

CURRENT JOBS AND MEMBERSHIPS

- > Chairman of the Executive Committee of Jabal Omar Development Company
- > Chairman of the Board of Directors of the Advanced Communications and Electronics Systems Company
- > Chairman of the Board of Directors of Linking Knowledge Company
- > Chairman of the Board of Trustees of the National Institution for Developmental Housing
- > Member of the Board of Directors of Bank Albilad
- > Member of the Board of Directors of Sulaiman Al-Rajhi Real Estate Investment Co.
- > Member of the Board of Directors of the National Poultry Co.

PREVIOUS JOBS, MEMBERSHIPS, AND EXPERIENCES

- > CEO of Sulaiman Al-Rajhi Endowments Holding Company
- > CEO of the advanced educational company
- > Vice Dean of King Saud University for Educational and Academic Affairs
- > Supervisor of the Prince Sultan Institute for Advanced Technology Research
- > General Manager of Information Technology at Sulaiman Al-Rajhi Group of Companies
- > Dean of the affairs of Admission and Registration at the University of King Saud
- > Member of the Board of Directors of Sulaiman Al-Rajhi Endowments Holding Company
- > Member of the Board of Directors of the National Company for Information Systems
- > Member of the Board of Directors of Sulaiman Al-Rajhi Company for Education and Development
- > Member of the Board of the National Company for Management for water aquaculture
- > Chairman of the Board of Directors of the Advanced Educational Company



Deputy Chairman of the Board Independent
Dr. Abdulraouf M. Mannaa

QUALIFICATIONS

- > Bachelor, Master and PhD in Mechanical Engineering

CURRENT JOBS AND MEMBERSHIPS

- > Chairman of the Nomination and Remuneration Committee at Jabal Omar Development Company
- > Member of the Board of Directors of SEDCO Holding Company

PREVIOUS JOBS, MEMBERSHIPS, AND EXPERIENCES

- > Member of the Board of Directors of the Social Development Bank
- > Managing Director of Savola Group
- > Managing Director of Emaar, The Economic City
- > Member of the Board of Directors of the General Organization for Social Security
- > Member of the Board of Directors of the Saudi Investment Bank
- > Member of the Board of Directors of Knowledge Economic City
- > Member of the Board of Directors of Baeshen Company
- > Member of the Board of Directors of Hasana Company



Board Member - Non-Executive
Eng. Waleed Abdulrahm Aleisa

QUALIFICATIONS

- > Bachelor and Master in Chemical Engineering
- > Master of Computer Science

CURRENT JOBS AND MEMBERSHIPS

- > Member of the Committee on Nominations and Remuneration Company Jabal Omar Development
- > Member of the Board of Directors of the Tawuniya Insurance Company
- > Member of the Board of Directors of the United Insurance Company, Bahrain

PREVIOUS JOBS, MEMBERSHIPS, AND EXPERIENCES

- > Chairman of the Board of Directors of the Tawuniya Insurance Company
- > Advisor to the Board of Directors of The Pioneer Investment Company
- > Chief Operating Officer of The Pioneer Investments Company
- > Project Manager, King Abdullah Financial District - The Pioneer Investment Co.
- > Director of Research and Planning Department at the Financial Market Authority
- > CEO and member of the Board of Directors of Raza Company



Board Member - Independent
Mr. Mohammed Saud Alrasheed

QUALIFICATIONS

- > Bachelor in Science Management - Systems

CURRENT JOBS AND MEMBERSHIPS

- > Chairman of the Audit Committee of Jabal Omar Development Company
- > Chairman and Owner of Muhannad Bin Saud Al Rasheed Advocates and Legal Consultants in cooperation with Baker Potts LLP

PREVIOUS JOBS, MEMBERSHIPS, AND EXPERIENCES

- > Member of the Audit Committee of Al-Reef Sugar Refining Company
- > More than 24 years of experience in the field of rights



Board of Directors



Board Member - Independent
Mr. Thalib Bin Ali Al-Shamrani

QUALIFICATIONS

- > Bachelor of Economics and Management (Business Administration)

CURRENT JOBS AND MEMBERSHIPS

- > Advisor to His Excellency the Minister of Finance
- > Member of the Board of Directors of the Human Resources Development Fund and member of the Executive Committee
- > Member of the Board of Directors of the General Organization for Social Insurance and Chairman of the Risk Committee
- > Member of the Risk Committee - General Authority of Zakat and Income
- > Member of the Board of Directors of the Saudi Space Commission
- > Member of the Accounting Standards Committee in the Public Sector
- > Membership of several committees related to governance, control, finance and risks

PREVIOUS JOBS, MEMBERSHIPS, AND EXPERIENCES

- > Assistant Minister of Finance for Financial Affairs
- > 35 years of banking experience, including 24 years at Riyadh Bank, at the senior and executive levels
- > Senior Deputy CEO at Riyadh Bank and Senior Head of Risk Management and Supervision of the Risk, Credit, Finance and Human Resources sectors
- > Executive Vice President for Financial Affairs at Riyadh Bank
- > Chairman of the Board of Directors of the Ithraa of Riyadh Real Estate
- > Member of the Board of Directors and Chairman of the Audit and Compliance Committee of Riyadh Capital
- > Vice-Chairman and Chairman of the Executive Committee of the Saudi Travel Check Company
- > Membership of several banking and risk management committees, the International Basel Standards Implementation Committee, and the accounting committees



Board Member - Independent
Mr. Mohialdeen Saleh Kamel

QUALIFICATIONS

- > Bachelor in Economics, majoring in Management and Marketing

CURRENT JOBS AND MEMBERSHIPS

- > Member of the Executive Committee of Jabal Omar Development Company
- > Member of the Board of Directors of Dallah Health Services Company
- > Member of the Board of Directors of the Saudi Research Group
- > Member of the Board of Directors of Dallah Al-Baraka Holding (Bahrain)
- > Member of the Board of Directors, Al-Khozama Management Company

PREVIOUS JOBS, MEMBERSHIPS, AND EXPERIENCES

- > Chairman of the Board of Directors of Dallah Media Production Company
- > Chairman of the Board of Directors of Al Rabeeh Company
- > Member of the Board of Directors of Dallah Real Estate Investment Company
- > Member of the Board of Directors of Almaza Real Estate Development Company
- > Member of the Board of Directors of the Arab Company for Tourism and Real Estate Development
- > Member of the Board of Directors of the Arab Company for Digital Distribution
- > Executive Vice President of the Media Sector at the Arab Media Company
- > General Supervisor of Sports Channels and Managing Director of Sports Events Company
- > Experience in the commercial and industrial fields, as well as direct and indirect investments
- > Executive Vice President for Projects Sector at Dallah Al-Baraka Holding Co.
- > Member of the Board of Directors and member of the Executive Committee of Al Baraka Banking Group



Board Member - Independent
Mr. Ali Mohammed Alkanhel

QUALIFICATIONS

- > Bachelor of Accounting

CURRENT JOBS AND MEMBERSHIPS

- > Member of the Audit Committee of Jabal Omar Development Company
- > Deputy Governor for the Financial Affairs Sector in the General Authority of Endowments
- > Vice-Chairman of Harf Information Technology Company

PREVIOUS JOBS, MEMBERSHIPS, AND EXPERIENCES

- > Deputy Governor of the General Authority of Endowments for Financial Affairs
- > Member of the Board of Directors and Chairman of the Audit Committee at Advanced Selco Company
- > General Manager of the Group Financial Controller at the Saudi Telecom Company
- > General Manager of the Group for Financial Reporting at the Saudi Telecom Company
- > Director of Revenue and Receivables Department at the Saudi Telecom Company
- > Work in multiple positions at PricewaterhouseCoopers



Board Member - Non-Executive
Dr. Ahmad Othman Alqasabi

QUALIFICATIONS

- > Bachelor, Master and PhD in Civil Engineering

CURRENT JOBS AND MEMBERSHIPS

- > Member of the Executive Committee and Head of the Project Management Team at Jabal Omar Development Company
- > Member of the Board of Directors and Member of the Executive Committee of the Thakher Investment and Real Estate Development Company Ltd.
- > Member of the Board of Directors and Deputy CEO of Al Qasabi Contracting Company
- > Member of the Board of Directors for Geotech Overseas Project Engineering
- > Member of the Committee on Audit in the company Bin Laden Global Holding

PREVIOUS JOBS, MEMBERSHIPS, AND EXPERIENCES

- > Member of the Saudi Code Preparation Committee - Structural Committee
- > Vice President of the Committee for Preparing the Saudi Soil and Foundations Code
- > Member of the Examinations Committee for Colleges of Medicine - King Saud University
- > Member of the Board of Directors and member of the Executive Committee of the Saudi Contractors Authority
- > Chairman of the Committee of the supervisory of Qias tests
- > Supervisor of registration - College of Engineering - King Saud University
- > Supervisor of the Statistics Center in Higher Education - Ministry of Higher Education
- > General Manager of Al-Qasabi Contracting Company
- > Member of the Committee of the supervisory project Prince Turki Alsudairy Mosque
- > CEO of Al-Aqiq Real Estate Investment Company
- > Faculty member - College of Engineering - King Saud University
- > Scientific course in PLAXIS program for engineering design
- > Scientific course in ABAQUS program for engineering analysis
- > Practical course in the uses of a device GPR
- > Practical course in strategic planning
- > Practical course in accounting for non-accountants
- > Practical Course in Finance for Non-Financial Yen
- > A workshop in financing economical housing for Saudis



Board Member - Independent
Mr. Ahmed Wazie Al-Qahtani

QUALIFICATIONS

> Bachelor of Finance

CURRENT JOBS AND MEMBERSHIPS

- > Chief Investments Officer Local Markets at Hasana Investment Company
- > Member of the Board of Directors and Member of the Executive Committee of GEMS Education
- > Member of the Board of Directors and member of the Executive Committee of the Saudi Medical Care Group
- > Member of the Board of Directors and member of the Executive Committee of the National Medical Care Company
- > Chairman of the Board of Directors of Jawda Integrated Real Estate Company
- > Member of the Board of Directors of Ma'arif for Education and Training.

PREVIOUS JOBS, MEMBERSHIPS, AND EXPERIENCES

- > Senior Portfolio Manager, HSBC Saudi Arabia
- > Equity Research Analyst at NCB Capital



Project Overview

SUMMARY OF THE PROJECT PHASES

The project consists of 7 phases, all of which are provided with infrastructure services.

- > **Completed Phase: Phase 1.**
- > **Under Construction Phases: Phase 2, Phase 3 and Phase 4.**
- > **Under Development Phases: Phase 5, Phase 6 and Phase 7.**

HOTELS

- > The number of completed hotels in the project is six hotels, including 3,444 rooms.
- > The number of hotels under construction in the project is five hotels, including 4,278 rooms.

SHOPPING CENTRES

- > The number of completed Shopping Centres in the project is four.
- > The leasable space in the completed Shopping Centres in the project is 44,959 m².
- > The number of Shopping Centres under construction in the project is five.
- > The leasable space in commercial complexes under construction is 43,770 m².

RESIDENTIAL UNITS

- > The number of Residential Units sold since the launch of the project is 265 units.
- > The number of Residential Units offered for sale through the Wafi program is 741 housing units, out of which 78 are sold.

CAR PARKING

- > The number of parking spaces available for use is 425.
- > The number of parking under construction is 1172.



Project Description

- > The total area of the project land is 235,869 m².
- > The total saleable is 152,321 m², representing 65 % of the land's total area.
- > The project, when fully developed, will contain approximately 13,107 hotel and residential rooms and several commercial units with a total area of 183.686 m².
- > The project includes the largest Convention Center in Makkah dedicated to holding conferences and social events.
- > All project lands are provided with the necessary infrastructure and services.
- > The project has a central monitoring system for crowd management (CCTV) and a fire fighting station and system.
- > The project includes several pedestrian roads equipped with escalators in order to facilitate the movement of pedestrians for those coming from the various parts of the project to the Grand Mosque. There are commercial shops on both sides of the road. Also, its branches lead towards the project's inside and to the public praying area.
- > The project includes an internal two- way car ring road to connect all parts of the project with bus stops.
- > Reinforced Concrete Tunnels under the main and secondary streets of the entire project.
- > The project includes a system to collect rainwater from the roofs of buildings, water sinks and ablution for recycling and reuse.
- > The project includes an advanced waste disposal system and integrated sewage networks.
- > The project includes a 268 MVA power transmission station that covers the entire project's electricity needs. In addition to a central cooling plant with a production capacity of 59,000 tons that cover the project's needs to provide a centralized water-cooled air conditioning system.

It should be noted that all the above details are based on the currently approved project plan.



Completed hotels in the project



Jabal Omar Hilton Suites

It consists of two towers; each consists of 21 floors overlooking Ibrahim al - Khalil Street, including 484 suites. The hotel was opened in Ramadan 1435 AH.





Completed hotels in the project



MARRIOTT JABAL OMAR MAKKAH

Jabal Omar Marriott Hotel

It consists of two towers. The first tower consists of 12 floors and the second tower consists of 21 floors overlooking the intersection of Umm Al-Qura Street and Ibrahim Al-Khalil Street. They contain 426 rooms, and the hotel was opened in Ramadan 1436 AH.





Completed hotels in the project



Jabal Omar Hyatt Regency Hotel

It consists of two towers; each consists of 23 floors overlooking Ibrahim Al-Khalil Street with 657 rooms. The hotel was opened in Ramadan 1436 AH.





Completed hotels in the project

جبل عمر كونراد مكة
JABAL OMAR
CONRAD
MAKKAH

Jabal Omar Conrad Hotel

It consists of two towers; each consists of 24 floors overlooking Ibrahim Al-Khalil Street with 438 rooms. The hotel was opened in Ramadan 1437 AH.





Completed hotels in the project

جبل عمر هيلتون مكة ومركز المؤتمرات



Jabal Omar Hilton Convention Hotel

It consists of two towers; each consists of 23 floors overlooking Ibrahim Al-Khalil Street with 768 rooms. The hotel was opened in Rajab 1437 AH.





Completed hotels in the project



Jabal Omar Double Tree By Hilton Hotel

It consists of two towers; each consists of 29 floors with 448 rooms and 228 suites, in addition to the two meeting halls, three restaurants and a fitness center. The hotel was opened in Rabi Thani 1441 AH.





Disclosure requirements



Details of the activities of the Company and its subsidiaries and their contribution to the results of Jabal Omar Company

1.1 - Jabal Omar Development Company activities

1. Development and reconstruction of the Jabal Omar region adjacent to the Grand Mosque square from the western side and any other areas within the Kingdom of Saudi Arabia.
2. Management, operation and maintenance of the Company's employees' accommodation and hotels
3. Owning real estate and developing them into organizational plots, in addition to managing, investing, selling and renting them. Furthermore, owning plots of land for urban development.
4. Import and export of equipment, machinery and furniture related to the Company's business.
5. Carry out all necessary construction, reconstruction, maintenance, demolition and survey works.
6. Operating training institutes specialized in the field of hospitality and hospitality.
7. Hotel management, operation and furnishing.
8. Securing and providing private civil security guard services.
9. Management, operation and maintenance of commercial facilities.
10. Laundries and restaurants services

1.2 - Statement of each activity and the contribution of its results:

S	Activity	Activity revenue	Ratio
1	Land development, construction and sale of developed real estate	31,043,245	17,57%
2	Management and operation of hotels	121,776,363	68,93%
3	Operating and renting shopping centers	23,861,938	13,50%
Total		176,681,546	100%

1.3 - Key activities for Jabal Omar Subsidiaries:

S	The subsidiary company	Main types of activities
1	Central District Cooling Company	The construction of the central cooling plant in Jabal Omar project and the possibility of its participation in any other cooling plants for other projects in the central region of Makkah.
2	Shamkhat Company	Real estate development and investment activities, commission-based real estate management activities, management and leasing of owned or leased properties (non-residential), management and leasing of owned or leased properties (residential), purchase, sale and lease of land and real estate.
3	Sahat Company	Purchase, sale and lease of lands, management and leasing of owned or leased real estate (non-residential), real estate management activities against a commission, real estate development and investment activities, building construction, building maintenance and operation works.
4	Wharfah Company	Management and operation of hotels.
5	Alyat Company	The general construction of non-residential buildings, including (schools, hotels, etc.), systems, purchase analysis and sale of content, real estate, divided and active off-plan sales, management and leasing owned or leased real estate (residential), and the management and leasing owned or leased real estate (Non-residential), commission-based real estate management activities, building maintenance services activities.
6	Eshraqat companies	Trade, operation, maintenance and cleaning of facilities, education and training, employment and recruitment, tourism, restaurants, hotels and exhibition organization, real estate and land (sale and purchase of land and real estate), contracting, transport, mail and storage.

1.4 - Statement of the activities of subsidiaries and contribute to her the results of Jabal Omar Development Company.

S	The subsidiary companies	Activities of the subsidiary companies	Activity revenue	% from Jabal Omar Company's revenues
1	Wharfah company	Hotel management and operation	4,936,936	2,79%
2	Alyat Company	Marketing	699,508	0,40%
3		Total	5,636,444	3,19%



Significant accomplishments, plans, decisions and future expectations of the Company

Since the beginning of the year 2020, the Company started implementing a strategic transformation plan that aims to accelerate the completion of the project stages, introduce innovative real estate products and search for investment opportunities, in addition to reaching sustainable financial solutions that help it achieve its goals and the aspirations of its shareholders. This plan resulted in the following:

- Issuance of the Unified Title-Deed for the entire Jabal Omar project located in Makkah Al-Mukarramah.
- Signed a contract to sell a land plot in the Jabal Omar project, an area of 2572 m² worth 830 million riyals.

The year included several decisions concerning preventive measures taken by the Kingdom to prevent the coronavirus outbreak, which caused a significant decline in occupancy rates in hotels and temporary suspension of commercial centers and business development project Jabal Omar. Jabal Omar Development Company has taken many measures and initiatives to mitigate the effects of the Corona pandemic on the Company's results and work, including the following:

- Stopping unused service contracts during the Umrah suspension period.
- Reviewing and reducing the value of the existing service contracts.
- Reducing salaries and wages for all sectors (including hotels) by taking advantage of SANED support and Hadaf, reducing the number of working hours and wages for employees who are not added to SANED, granting paid and unpaid leaves, in addition to reducing the number of employees by 43 % for Jabal Omar Development and its subsidiaries.
- Implementing a plan to reduce operating expenses for hotels, which included the temporary closure of all project hotels except for one hotel and gradually return when allowed to perform Umrah, the shutdown of unnecessary sources of energy and cancellation of all external supply orders.
- Reduce the burden of funding due for the year 2020 by getting an exemption from the payment owed to the Fund for Development of Makkah Real Estate for the period starting from 10 March 2020 until 01 November 2020.
- Issuing the necessary permits during the curfew period to resume development work on the project.
- Postponing the payment of all instalments which are due to the lending banks till 2021.



Disclosure requirements



The risks that the company may face, and the risk management and control policy

The group's activities could expose it to a variety of risks, such as financial risks, which are credit risk, liquidity risk, and market risk (currency risk, interest rate risk, and other price risks). The senior management manages these risks by the policies and procedures approved by the Board of Directors, which perform their role in supervising the implementation and development of these policies through its committees. The Audit Committee also assists the Board of Directors in ensuring the general framework's adequacy for risk management. The risk management policies and procedures that the group is exposed to it, including the necessary controls to reduce its harmful effects, It does not provide absolute assurance that it is comprehensive or controlling these risks or prevent their occurrence in whole or in part.

The following is a summary of the most critical risks identified to the Group's activities and procedures taken about it:

THE RISKS OF CONTINUING EXPOSURE TO THE CORONA PANDEMIC

As indicated in note No. (1) in the financial statements, the Group's operating activities were negatively affected due to the repercussions of the emerging coronavirus (Covid-19), which was classified as a pandemic in March 2020. The outbreak of this pandemic and its aftermath led to a sharp decline in cash and revenues generated from operations, especially hotels and the commercial area, and sales, which significantly weakened cash liquidity and led to losses during the year 2020. The continuation or exacerbation of the Coronavirus pandemic outbreak will result in the Group's operating activities being further adversely affected. The group's management has taken several proceedings to confront these repercussions and to hedge against the possibility of this pandemic continuing in the future and the adverse effects that follow on the market and as a result of applying precautionary procedures by the Kingdom's government to contain the spread of the virus. Among these procedures are the following:

- Reviewing the group's business model, the diversity of its operations, and its geographical distribution.
- Financial restructuring of the group by rescheduling the debts and bank facilities granted and reducing their cost, and forming a special committee that includes some members of the Board of Directors and senior executives of the group to follow up the financial restructuring progress process continuously.
- The use of consultants and financial expertise houses in the restructuring process.
- Reviewing the exit policies of the group's investments and setting up a plan to liquidate some real estate investments according to updates.
- Organizational restructuring, strengthening governance, raising operations efficiency, and reducing expenditures to help implement the Group's strategy and achieve its objectives.
- Monitor market conditions directly and periodically review the latest reports of specialists.

CREDIT RISK

Credit risk is the risk that the counterparty of a financial instrument will not fulfill its obligations, causing the other party to incur a financial loss. The Group manages credit risk by assessing its counterparties' creditworthiness before entering into any transactions and by monitoring any existing exposures on an ongoing basis to ensure timely settlement.

Credit risk arises from cash, cash equivalents, restricted cash, and credit risk to customers, including receivables and accrued rental income and contract assets. As of the reporting date, the Group's maximum exposure to credit risk is the carrying values of these assets.

LIQUIDITY RISK

The risk is that the group will encounter difficulties in obtaining the necessary financing to meet the obligations associated with financial instruments. Liquidity risk may arise due to the inability to sell a financial asset quickly at a value close to its fair value. Liquidity risk is managed through regular monitoring of balances and bank facilities to ensure sufficient liquidity is available to meet any future liabilities. The group's management has developed a plan to enable the group to fulfill its obligations when they are due and to continue its operations as a going concern.

MARKET RISK:

The risk arising from the fluctuation of the fair value or future cash flows of a financial instrument is the result of changes in market prices. Market risk includes three types of risk: currency risk, interest rate risk and other price risk such as equity and commodity price risk.

INTEREST RATE RISK:

It is the exposure to various risks related to the effect of fluctuations in the prevailing interest rates on the group's financial position and cash flows. The Group manages interest rate risk by regularly monitoring interest rate schedules for interest-bearing financial instruments. The interest bearing liabilities are mainly bank borrowings and are at variable rates which are subject to repricing. Management monitors changes in interest rates and believes that the interest rate risk on the fair value and cash flows of the Group is not material. Interest bearing financial assets consist of short-term, fixed-rate, murabaha deposits. Therefore, you are not exposed to interest rate risk on cash flow and interest rate risk to fair value.

CURRENCY RISK:

It's the value of a financial instrument will fluctuate due to changes in foreign currency risk exchange rates. Currency risk arises when future commercial transactions and the recognized assets and liabilities are valued in a currency other than the group's functional currency. The Group's transactions are denominated mainly in Saudi riyals and US dollars. Management believes that there is no currency risk arising from transactions denominated in currencies pegged to the Saudi riyal.

THE OTHER PRICE RISKS:

The risks arising from the fluctuation of the fair value of the future cash flows of a financial instrument due to changes in market prices, whether these changes are a result of specific factors related to the financial instrument or its issuer or other factors that affecting on all similar financial instruments traded in the market. The Group's exposure to unit price risk arises from investments held by the Group that are designated in the consolidated statement of financial position at fair value through profit or loss. The Group monitors prices closely in order to manage the price risk arising from these investments.

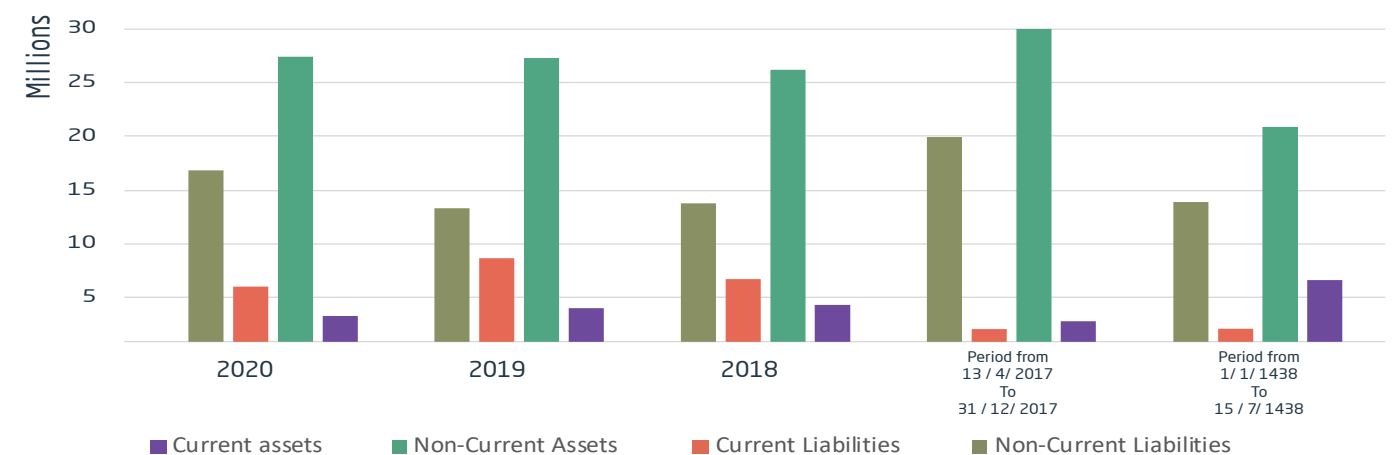


Summary of assets and liabilities of the Company and the results of its business:

4.1 - The Company's assets and liabilities in the last five financial years

S	Statement	2020	2019	2018	Period from 13 / 4 / 2017 To 31 / 12 / 2017	Period from 1 / 1 / 1438 To 15 / 7 / 1438
1	Current assets	2,135,995,416	2,791,710,000	3,055,193,000	1,707,750,537	5,091,936,301
2	Non-Current Assets	23,600,885,579	23,495,866,000	22,511,264,000	25,880,943,542	17,783,792,109
3	Total Assets	25,736,880,995	26,287,576,000	25,566,457,000	27,588,694,079	22,875,728,410
4	Current Liabilities	4,561,625,070	6,936,834,000	5,167,500,000	1,063,960,121	1,096,672,242
5	Non-Current Liabilities	14,186,514,689	11,035,738,000	11,452,944,000	16,935,138,844	11,587,715,254
6	Total Liabilities	18,748,139,759	17,972,572,000	16,620,444,000	17,999,098,965	12,684,387,496

4.2 - Diagram of the Company's assets and liabilities in the last five financial years



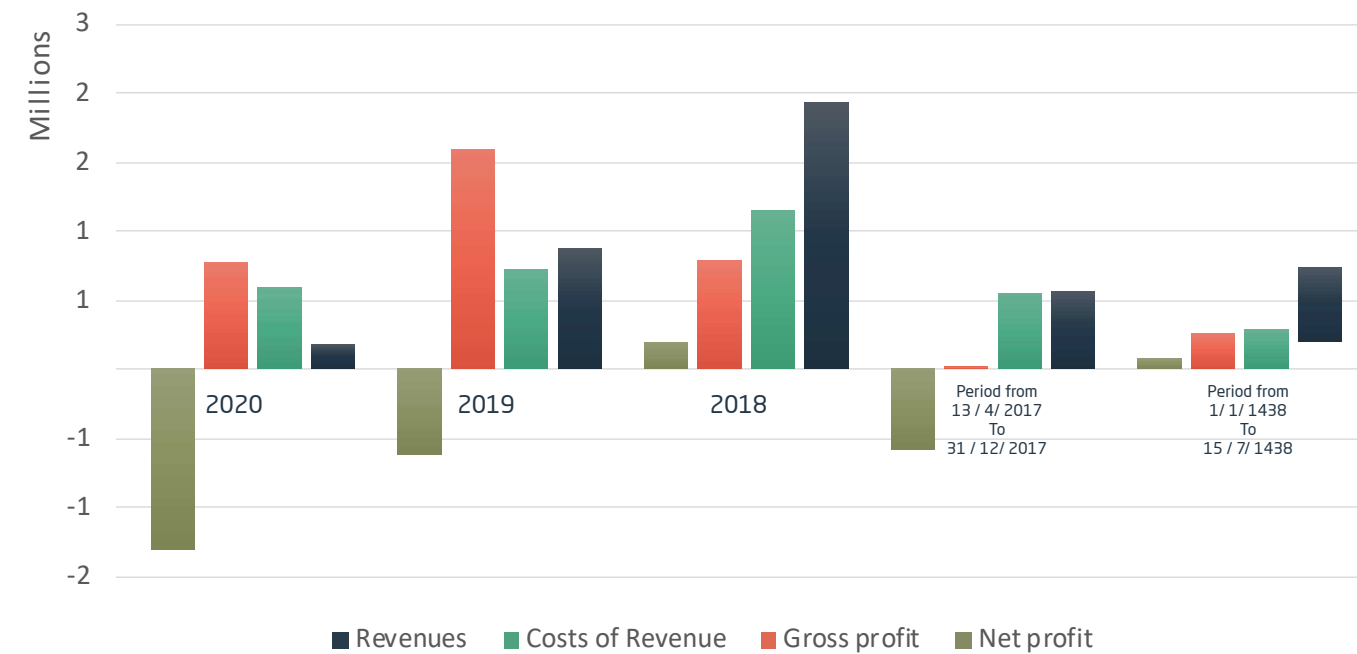


Disclosure requirements

4.3 - The results of the Company's business in the last five financial years

S	Statement	2020	2019	2018	Period from 13 / 4 / 2017 To 31 / 12 / 2017	Period from 1 / 1 / 1438 To 15 / 7 / 1438
1	Revenues	176,681,546	885,220,064	1,962,643,843	568,826,613	547,741,392
2	Costs of Revenue	(601,366,756)	(734,378,535)	(1,164,807,049)	(557,716,673)	(291,346,791)
3	Gross profit	(424,685,210)	150,841,529	797,836,794	11,109,940	256,394,601
4	Net profit	(1,339,005,792)	(635,103,464)	194,992,931	(600,974,438)	76,656,958

4.4 - A graph of the Company's business results in the last five financial years



Geographical analysis of the total revenues of the Company and its subsidiaries during the year 2020

5.1. - Geographical analysis of the Company's total revenue

Geographical Area	Revenue
Makkah Al-Mukarramah	176,681,546
Total Revenue	176,681,546

5.2. - Geographical total revenues Analysis of subsidiaries

Geographical Area	Revenue
Makkah Al-Mukarramah	5,636,444
Total Revenue	5,636,444



Explanation of the material differences in the operating results of the Company compared to the results of the previous year

Statement	2020	2019	Changes (+) or (-) Percentage change	نسبة التغير
Revenues	176,681,546	885,220,064	-708,538,518	-80 %
Cost of revenue	(601,366,756)	(734,378,535)	133,011,779	-18 %
Gross profit	(424,685,210)	150,841,529	-575,526,739	-382 %
Other operating income	18,501,940	140,969,000	-101,064,060	-85 %
Other operating expenses	(384,598,021)	(298,669,000)	-107,332,028	39 %
Operating profit (loss)	(790,781,291)	(6,858,471)	-783,922,827	11430 %



Names of the subsidiaries, their capital and the percentage owned by the Company, their primary functions, Country, Establishment and Operation Location and details of the issued shares of each subsidiary

#	Company's Name	Capital	Percentage of the company's ownership	Main activity	Country, Establishment & Operation Location
1	Central District Cooling Company	5.000.000 Saudi Riyals	Jabal Omar Development Company owns 40%	The construction of the central cooling plant in Jabal Omar project, in addition to the potentiality of its participation in any other cooling plants for other projects in the central region of Makkah Al-Mukarramah.	Saudi Arabia
2	Shamkhat Development Company Ltd	100.000 Saudi Riyals	Wholly owned by Jabal Omar Development Company	Real estate development and investment activities, commission-based real estate management activities, management and leasing of owned or leased properties (non-residential), management and leasing of owned or leased properties (residential), purchase, sale and lease of land and real estate.	Saudi Arabia
3	Sahat property management company	5.000.000 Saudi Riyals	Jabal Omar Development Company owns 100%	Purchase, sale and lease of lands, management and leasing of owned or leased real estate (non-residential), real estate management activities against a commission, real estate development and investment activities, building construction, building maintenance and operation works.	Saudi Arabia
4	Warfat Hospitality Company	15.000.000 Saudi Riyals	Jabal Omar Development Company owns 90%	Management and operation of hotels.	Saudi Arabia
5	Alyat Marketing Company	5.600.000 Saudi Riyals	Jabal Omar Development Company owns 100%	The general construction of non-residential buildings, including (schools, hotels, etc.), systems, purchase analysis and sale of content, real estate, divided and active off-plan sales, management and leasing owned or leased real estate (residential), and the management and leasing owned or leased real estate (Non-residential), commission-based real estate management activities, building maintenance services activities.	Saudi Arabia
6	Eshraqa companies for logistics services	100.000 Saudi Riyals	Wholly owned by Jabal Omar Development Company	Trade, operation, maintenance and cleaning of facilities, education and training, employment and recruitment, tourism, restaurants, hotels and exhibition organization, real estate and land (sale and purchase of land and real estate), contracting, transport, mail and storage.	Saudi Arabia



Disclosure requirements



8 The company's policy in distributing dividends

According to Article forty-one of the Company's articles of association, which states the following:

"The net profits of the Company are distributed among the shareholders at a rate of no less than 2% of the paid-up capital (annually, semi-annually or quarterly) after deducting all general expenses and other costs, including the Sharia-imposed zakat, and setting aside (10%) of the net profits to be a reserve. Legally, the Ordinary General Assembly may stop this deduction when the aforementioned reserve reaches (30%) of the paid-up capital."



9 Information related to any loans on the Company (whether they are payable on demand or otherwise). A disclosure of the total indebtedness of the Company and its subsidiaries, any amounts paid by the Company in repayment of loans during the year, the principal amount of the loan, the name of the donor, its duration, and the remaining amount

#	Name of the donor of the loan	Principal amount of the loan	Term of the loan (Year)	Amounts paid in repayment to the loan during the year	Remaining amount of the facilities available	Total indebtedness of the company and its subsidiaries
1	Ministry of Finance	3,000,000,000	11	-	-	3,000,000,000
2	Banks & financial institutions	10,543,015,530	1 to 12 years	193,000,777	3,508,139,065	10,528,769,222
3	Sukuk	508,045,332	5	-	-	508,045,332

(All numbers mentioned in the above table are in Saudi riyals)



10 The number of the Company's requests for shareholders' register and dates and reasons for those requests

The shareholders' register was requested eight (8) times as follows:

#	Date	Reason	#	Date	Reason
1	February 25, 2020	Corporate Process	5	September 20, 2020	Corporate Process
2	May 5, 2020	General Assembly	6	November 10, 2020	Corporate Process
3	May 13, 2020	General Assembly	7	November 10, 2020	Corporate Process
4	July 7, 2020	Corporate Process	8	December 31, 2020	Corporate Process



11 Number of Board meetings held during 2020, dates of sessions and the attendance record of each meeting explaining the names of those present

The Board of Directors held a total of (15) Meeting and (9) board resolutions by circulation. the following table shows the attendance record for each meeting:

#	Member Name	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	Number of meetings attended by the member
		27 JAN	05 FEB	16 FEB	22 AMR	26 APR	29 APR	10 MAY	20 JUN	30 JUN	15 JUL	22 JUL	16 AUG	07 SEP	20 OCT	29 NOV	
1	Ziad Al-Hogail	✓	✓	✓	✓	✓	✓	✓	✓	✓	Conflicting interest	✓	✓	✓	✓	✓	14
2	Abdul Raouf Manna	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	15
3	Muhammad Al-Rasheed	✓	✓	✓	✓	✓	✓	Apologized	✓	✓	✓	Apologized	✓	✓	Apologized	✓	12
4	Ahmed Al-Qasabi	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	15
5	Mohiuddin Kamel	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	Apologized	✓	✓	✓	14
6	Ali Al Kanhal	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	15
7	Abdurrahman Al-Rawaf	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	Resigned	14
8	Walid Al-Issa	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	Apologized	✓	✓	✓	14
9	Thaleb Alshamrani	He wasn't a member of the board			✓	✓	✓	✓	✓	✓	Apologized	✓	Conflicting interest	✓	✓	✓	9
10	Ahmed Al-Qahtani	He wasn't a member of the board														✓	1
11	Mansour Al-Busaili	✓	Apologized	✓	Resigned												2
12	Yasser Sharif	✓	Apologized	Resigned												1	



Disclosure requirements



The names of the members of the board of directors and the members of the committees who resigned during the year 2020 and the date on which the resignation was submitted and takes effect

ρ	Name	Date of resignation	Effective date of resignation
1	Abdul Aziz Al-Subaie	January 1, 2020	January 27, 2020
2	Yasser Al-Sharif	February 12, 2020	16 February 2020
3	Mansour Al-Busaili	February 27, 2020	March 1, 2020
4	Abdul Rahman Al-Rawaf	23 November 2020	23 November 2020



A description of any interest of securities and contractual rights of subscription belonging to the members of the board of directors and their relatives in the company 's shares or debt instruments and any change in that interest or those rights during 2020

ρ	Name of the person to whom the interest, contractual papers, or subscription rights belong in Jabal Omar Company	Beginning of the year 2020	End of the year 2020	Net change	Percentage of change
		Number of shares	Number of shares		
1	Ziad Al-Hogail	1100	1100	0	%0
2	Abdul Raouf Manna	1000	1000	0	%0
3	Ahmed Al-Qasabi	1000	1000	0	%0
4	Ahmed Al-Qahtani	0	0	0	%0
5	Ali Al Kanhal	0	0	0	%0
6	Walid Al-Issa	0	0	0	%0
7	Thaleb Alshamrani	0	0	0	%0
8	Muhannad Al-Rasheed	1000	1000	0	%0
9	Mohiuddin Kamel	5000	5000	0	%0

Note: There is no interest or subscription rights of board members, senior executives or their relatives in the debt instruments of the company or subsidiaries.



Procedures for informing members of the Board of Directors of shareholders' proposals and comments about the company and its performance

The Board of Directors reviews the shareholders 'suggestions and observations about the company and its performance during the meeting that follows the assembly and takes what is appropriate so that it does not conflict with the company's goals and strategy.

Committees emanating from the Board of Directors



Audit Committee

15.1. - A statement of the names of the members of the audit committee , their qualifications, current and previous jobs, and their experiences

#	Name	Qualifications	Current positions	Previous jobs and experiences
1	Muhannad Al-Rasheed	Bachelor of Administrative Sciences Systems	Chairman and Owner of Muhannad Bin Saud Al Rasheed Advocates and Legal Consultants in cooperation with Baker Potts LLP	<ul style="list-style-type: none"> Member of the Audit Committee of Al-Reef Sugar Refining Company More than 24 years of experience in the field of rights
2	Ali Al Kanhal	Bachelor of Accounting	<ul style="list-style-type: none"> Deputy Governor for the Financial Affairs Sector in the General Authority of Endowments Vice Chairman of the Board of Management of "Harf" Information Technology 	<ul style="list-style-type: none"> Deputy Governor of the General Endowment Authority for Financial Affairs Member of the Board of Directors and Chairman of the Audit Committee at Advanced Selco Co. General Manager of the Financial Controller of the Group at the Saudi Telecom Company General Manager of the Group for the Financial Reports at the Saudi Telecom Company Director of the Revenue and Accounts Receivable Department at the Saudi Telecom Company Work in multiple positions at Price water house Coopers
3	Thamer Al-Ateesh -Member of the Audit Committee from outside the Board	<ul style="list-style-type: none"> Bachelor's degree in Accounting Master of Accounting. Certified fraud examiner (CFE) 	General Director of the General Department of Internal Auditing at the General Authority of Zakat and Income	<ul style="list-style-type: none"> Senior Supervisor of Internal Auditing, Public Pension Agency Deputy Assistant Governor for Financial Affairs at the Public Pension Agency Member of the Audit Committee of the Tawuniya Insurance Company
4	Mohammed bin Nader - Member of the Audit Committee from outside the Board	<ul style="list-style-type: none"> Bachelor of Accounting Master of Business Administration and Finance The American Fellowship of Certified Public Accountants (CPA) Saudi Fellowship for Certified Public Accountants (SOCPA) 	Member of the Audit Committee of Jabal Omar Development Company	<ul style="list-style-type: none"> The Executive Partner of the Allied Accountants, a member of the global RSM Group Executive Director of Finance for Sulaiman Al-Rajhi Endowments Holding Company

15.2 A brief description of the terms of reference and tasks of the audit committee

The terms of reference and tasks of the audit committee

The Audit Committee is responsible for monitoring the company's business and verifying the integrity of the reports, financial statements, and internal control systems therein. The committee's tasks include the following:

Financial Reports

- Studying the initial and annual financial statements of the company before submitting it to the Board of Directors and expressing its opinion and recommendation in this regard to ensure its integrity, fairness and transparency.
- Give technical opinion - building on the request of the Board of Directors - whether the report of the Board of Directors and financial statements fair, balanced and understandable to the company and includes information that allows shareholders and investors evaluate the company 's financial position and performance and its business model and strategy.
- Study any important or unusual issues included in the financial reports.
- Carefully researching any issues raised by the company's financial director, whoever assumes his duties, the company's compliance officer, or the auditor.
- Verification of accounting estimates in the material issues included in the financial reports.
- Study the accounting policies applied in the company and express opinion and recommendation to the Board of Directors in this regard.



Disclosure requirements

Internal Audit

- Study and review of the company’s internal, financial and risk management systems .
- Study the internal audit reports and follow up on the implementation of corrective actions for the observations contained therein.
- Control and supervise the performance of the internal auditor and internal audit in the company - if any - to verify the availability and effectiveness of the necessary resources in the business and the performance of the tasks assigned to them. If the company does not have an internal auditor, the committee must submit its recommendation to the board regarding the extent of the need to appoint him.
- Recommending to the Board of Directors to appoint a director of the internal audit unit or department or the internal auditor and suggesting his remuneration.

External Auditor

- Recommending to the Board of Directors to nominate and dismiss auditors, determine their fees, evaluate their performance after verifying their independence and review the scope of their work and the terms of contracting with them.
- Verifying the auditor’s independence, objectivity and fairness, and the effectiveness of the audit work , taking into account the relevant rules and standards .
- Review references the company ’s accounts and its business plan, and the verification of the failure to provide technical or administrative acts beyond the scope of the review
- Answer the inquiries of the company’s auditor .
- Study the auditor’s report and his notes on the financial statements and follow up on what has been taken in their regard.

Compliance

- Review the results of the reports of the regulatory authorities and verify that the company has taken the necessary actions in this regard.
- Verify the company ’s compliance with the relevant laws, regulations, policies and instructions.
- Review of contracts and transactions proposed that the company conducted with the parties with the relationship, and to provide its views about it to the Board of Directors.
- Raise the issues it deems necessary to take action in their regard to the Board of Directors and make recommendations on the measures to be taken.

15.3 - Audit Committee meetings

Audit Committee held am total number of (13) meeting and (5) resolutions by circulation during 2020, the following table shows the attendance record for each meeting :

#	Member Name	Number of meetings	1	2	3	4	5	6	7	8	9	10	11	12	13
		Date	5 FEB	1 MAR	30 MAR	23 APR	16 JUN	21 JUN	26 JUN	28 JUL	23 AUG	15 SEP	21 OCT	8 NOV	10 DEC
1	Muhannad Al-Rasheed	Chairman of the Committee	Apologized	✓	✓	✓	✓	✓	✓	✓	✓	Apologized	Apologized	✓	✓
2	Thamer Al-Ateesh	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
3	Mohammed bin Nader	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
4	Ali Al Kanhal	Member	Wasn't a member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
5	Ziad Al-Hogail	Member	✓	Resigned											



The Nominations and Remuneration Committee

16.1. - A statement of the names of the members of the Nomination and Remuneration Committee, their qualifications, current and previous positions, and their experiences:

#	Name	Qualifications	Current positions	Previous jobs and experiences
1	Abdul-Raouf Muhammad Manna	• Bachelor, Master and PhD in Mechanical Engineering	• Member of the Board of Directors of SEDCO Holding Company	• Member of the Board of Directors of the Social Development Bank • Managing Director of Savola Group • Managing Director of Emaar, The Economic City • Member of the Board of the General Organization for Insurance Administration of no social • Member of the Board of Directors of the Saudi Investment Bank • Member of the Board of Directors of Knowledge Economic City • Member of the Board of Directors of Baeshen Company • Member of the Board of Directors of Hasana Company
2	Walid Abdul Rahman Al-Issa	• Bachelor and master's in chemical engineering • Master of Computer Science	• Member of the Board of Directors of the Tawuniya Insurance Company • Member of the Board of Directors of the United Insurance Company, Bahrain	• Chairman of the Board of Directors of the Tawuniya Insurance Company • Advisor to the Board of Directors of Al Ra'idah Investment Company • Chief Operating Officer of Al-Ra'idah Investments Company • Project Manager, King Abdullah Financial District - Al Ra'idah Investment Company • Director of Research and Planning Department at the Financial Market Authority • CEO and member of the Board of Directors of Raza Company
3	Fahd Musa Al-Zahrani	• Bachelor, Master and PhD in Electrical Engineering	Member of the Nomination and Remuneration Committee in the following companies: • Mask Company • ACWA Power Company • Al Yusr Company • Country Finance • Qassim Cement Company • Endowments of Sulaiman Al-Rajhi • Sahab Company of the Red Crescent • Riyadh Valley Company of King Saud University • State Real Estate Authority • Bin Laden International Holding Company	• Senior Vice President, Human Resources, Operations • Executive Vice President of Human Resources • Senior Manager, Training and Development • Training and Saudization consultant at LM Ericsson • Vice Dean of the Technical College in Abha • Head of Computer Technology Department, Abha College of Technology • President of the Saudi Student Club, Fort Collins, Colorado, USA • Principal of the Saudi School, Fort Collins, Colorado, USA • Instructor in Microprocessor Lab, College of Engineering, University of Colorado, USA

16.2. - The terms of reference and functions of the Nomination and Remuneration Committee

- 1) To propose clear policies and criteria for membership in the Board of Directors and executive management .
- 2) Recommending to the Board of Directors to nominate its members and re-nominate them in accordance with the approved policies and standards, taking into account not to nominate any person previously convicted of a breach of trust .
- 3) Preparing a description of the capabilities, qualifications and merits required for membership in the Board of Directors and for filling executive management positions .
- 4) Determine the time that the member should allocate to the work of the board of directors .
- 5) Annual review of the necessary needs of skills or appropriate expertise for board membership and executive management functions .
- 6) Review the structure of the Board of Directors and executive management and make recommendations regarding changes that can be made.
- 7) Verify on an annual basis the independence of the independent members, and the absence of any conflict of interest if the member is a member of the board of directors of another company .
- 8) Develop job descriptions for the executive and independent members of the board of directors and the executive management .
- 9) Establishing special procedures in case the position of a member of the board of directors or senior executives becomes vacant .
- 10) Identify the strengths and weaknesses of the board of directors or senior executives .
- 11) Propose criteria and a mechanism for evaluating performance for each of the board, its members, company committees, and executive management .
- 12) Reviewing and evaluating the performance of its duties and responsibilities at least once every year, provided that the results of the evaluation, along with suggestions to improve their effectiveness, are sent to the Board .
- 13) Approval of the dismissal / termination of the senior executives contract .
- 14) Preparing a clear policy for the remuneration of members of the Board of Directors and the committees emanating from the Board and the Executive Management, and submitting them to the Board of Directors for consideration in preparation for approval by the General Assembly, provided that this policy takes into account the observance of standards related to performance, disclosure of them, and verification of their implementation .
- 15) Clarify the relationship between the bonuses awarded and the applicable remuneration policy, and indicate any material deviation from this policy .
- 16) Periodic review of the remuneration policy, and evaluation of its effectiveness in achieving the objectives sought from it .
- 17) Recommending to the Board of Directors the remuneration of members of the Board of Directors, the committees emanating from it, and the senior executives of the company, in accordance with the approved policy .
- 18) Supervising the succession plans of the executive management at the company level .
- 19) Recommending to the Board of Directors to nominate members from outside the Board to serve on other Board Committees .
- 20) Any additional tasks assigned to it by the Board.



Disclosure requirements

16.3 Meetings of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee held (9) meetings during the year 2020, and the following table shows the attendance record for each meeting:

#	الاسم	Number of meetings	1	2	3	4	5	6	7	8	9
		Date	03 FEB	10 MAR	22 APR	20 MAY	23 JUN	30 JUN	19 JUL	20 SEP	08 NOV
1	Abdul-Raouf Al Manna	Chairman	✓	✓	✓	✓	✓	✓	✓	✓	✓
2	Abdul Rahman Al Rawaf	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓
3	Fahd Al-Zahrani	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓

Note: Mr. Abdulrahman Al-Rawaf resigned from the membership of the Nominations and Remuneration Committee on November 23, 2020 AD, and Mr. Walid Al-Issa was appointed as his replacement starting from November 29, 2020



The Executive Committee

17.1. - A statement of the names of the members of the Executive Committee , their qualifications, current and previous positions, and their experiences :

#	Name	Qualifications	Current jobs	Previous jobs and experiences
1	Ziad Al-Hogail	BSc, MSc and PhD in Electrical Engineering	<ul style="list-style-type: none">Chairman of the Executive Committee of Jabal Omar Development CompanyChairman of the Board of Directors of the Advanced Communications and Electronics Systems CompanyChairman of the Board of Directors of Linking Knowledge CompanyChairman of the Board of Trustees of the National Institution for Developmental HousingMember of the Board of Directors of Bank AlbiladMember of the Board of Directors of Sulaiman Al-Rajhi Real Estate Investment Co.Member of the Board of Directors of the National Poultry Co.	<ul style="list-style-type: none">CEO of Sulaiman Al-Rajhi Endowments Holding CompanyCEO of the advanced educational companyVice Dean of King Saud University for Educational and Academic AffairsSupervisor of the Prince Sultan Institute for Advanced Technology ResearchGeneral Manager of Information Technology at Sulaiman Al-Rajhi Group of CompaniesDean of the affairs of Admission and Registration at the University of King SaudMember of the Board of Directors of Sulaiman Al-Rajhi Endowments Holding CompanyMember of the Board of Directors of the National Company for Information SystemsMember of the Board of Directors of Sulaiman Al-Rajhi Company for Education and DevelopmentMember of the Board of the National Company for Management for water aquacultureChairman of the Board of Directors of the Advanced Educational Company
2	Mohiuddin Kamel	BA in Economics, majoring in Management and Marketing	<ul style="list-style-type: none">Member of the Board of Directors of Dallah Health Services CompanyMember of the Board of Directors of the Saudi Research GroupMember of the Board of Directors of Dallah Al Baraka Holding (Bahrain)Member of the Board of Directors of Al-Khozama Management Company	<ul style="list-style-type: none">Chairman of the Board of Directors of Dallah Media Production CompanyChairman of the Board of Directors of Al Rabeeh CompanyMember of the Board of Directors of Dallah Real Estate Investment CompanyMember of the Board of Directors of Almaza Real Estate Development CompanyMember of the Board of Directors of the Arab Company for Tourism and Real Estate DevelopmentMember of the Board of Directors of the Arab Company for Digital DistributionExecutive Vice President for the Media Sector at the Arab Media CompanyGeneral Supervisor of Sports Channels and Managing Director of Sports Events CompanyHe has experience in the commercial and industrial fields, as well as direct and indirect investmentsExecutive Vice President for Projects Sector at Dallah Al Baraka Holding CompanyMember of the Board of Directors and member of the Executive Committee of Al Baraka Banking Group
3	Ahmed Al-Qasabi	BSc, MSc and PhD in Civil Engineering	<ul style="list-style-type: none">Head of the project management team at Jabal Omar Development CompanyMember of the Board of Directors and Member of the Executive Committee of Thakhir Real Estate Investment and Development Ltd.Member of the Board of Directors and Deputy CEO of Al Qasabi Contracting CompanyMember of the Board of Directors for Geotech Overseas Project EngineeringMember of the Committee on Audit in the company Bin Laden Global Holding	<ul style="list-style-type: none">Member of the Saudi Code Preparation Committee - Structural CommitteeVice President of the Committee for Preparing the Saudi Soil and Foundations CodeMember of the Examinations Committee for Colleges of Medicine - King Saud UniversityMember of the Board of Directors and member of the Executive Committee of the Saudi Contractors AuthorityChairman of the Committee of E supervision tests measureSupervisor of registration - College of Engineering - King Saud UniversitySupervisor of the Statistics Center in Higher Education - Ministry of Higher EducationGeneral Manager of Al-Qasabi Contracting CompanyMember of the Committee of the E supervising project Prince Turki Al MosqueCEO of Al-Aqiq Real Estate Investment CompanyFaculty member - College of Engineering - King Saud University.A scientific course in a program PLAXIS For engineering design.A scientific course in a program ABAQUS For engineering analysisA practical course in the uses of a device GPRA practical course in strategic planningPractical course in accounting for non-accountantsPractical Course in Finance for Non-Financial YenA workshop in financing economical housing for Saudis
4	Khaled Al-Amoudi	Bachelor of Industrial Management Marketing	<ul style="list-style-type: none">CEO of Jabal Omar Development CompanyChairman of the Board of Directors of the Central District Cooling CompanyMember of the Board of Directors of the Makkah Real Estate Development FundMember of the Board of Directors of the Human Resources Development Fund "Hada"Member of the Investment Committee of the Human Resources Development Fund "Hada"Member of the Board of Directors of the National Financial Services CompanyMember of the Real Estate Committee in the Makkah Chamber	<ul style="list-style-type: none">General Supervisor of the Real Estate Development FundHead of Real Estate Finance - National Commercial Bank

17.2. - Functions and tasks of the Executive Committee

- Review strategy And plans Action The company, get On Understanding Full From Administration Company, And raise the recommendation For the board Administration To count.
- Review The budget Annual For the company, And get To understand Full From Administration, And lift recommendation To the board of directors To count.
- Review Reports Patrol Issued About Management, fixing Which Issues should Forwarded For the board Administration Or discuss it With Administration.
- Approve any transactions within the limits of the powers delegated to them by the Board of Directors, which exceed the limits of the powers granted to the CEO.
- Consider the issues referred by the CEO to take the necessary measures and provide the necessary support.
- Reviewing the company's investment policies.
- Reviewing the company's business policies and procedures that do not fall within the scope of the responsibility of any of the other board committees, obtaining a full understanding from the management, and submitting the recommendation to the board of directors for approval.
- Review the authority matrix and submit the recommendation to the Board of Directors for approval.
- Self-review of the performance of the committee according to its validity at least once during the year, in order to verify the effectiveness of its performance. The result of the self-evaluation must be sent to the board of directors, accompanied by any suggestions to improve its performance, as necessary.
- Recommending to the council in everything that would increase the efficiency and effectiveness of business The internal company related to the following:

> financial affairs

> Investment

> Operational

> Procurement and Contracts

11) Review, evaluate and approve the proposed investments and projects submitted by the executive management that are within the limits of the committee's authorities.

12) Monitoring and evaluating the performance of the company's investments periodically and ensuring its consistency with the policies and strategies

Executive Committee meetings

The Executive Committee held a total number of (7) meetings during 2020, and the following table shows the attendance record for each meeting:

#	Name	Number of meetings	1	2	3	4	5	6	7
		Date	26 FEB	06 APR	12 APR	26 JUL	27 AUG	24 SEP	14 OCT
1	Ziad Al-Hogail	Chairman of the Committee	✓	✓	✓	✓	✓	✓	✓
2	Mohiuddin Kamel	Member	✓	✓	✓	✓	✓	✓	✓
3	Ahmed Al-Qasabi	Member	✓	✓	✓	✓	✓	✓	✓
4	Khaled Al-Amoudi	Member	✓	✓	✓	✓	✓	✓	✓
5	Mansour Al-Busaili	Member	Apologized	Resigned					



Means which was adopted by the Board unless management in assessing its performance and the performance of its committees and its members

Based on the proposal of the Board of Directors, the Nomination and Remuneration Committee established a mechanism to evaluate the performance of the Board, its members and the committees emerging from it, through questionnaire forms in order to identify and address strengths and weaknesses.



Disclosure requirements



A statement of the names of the executive management, their qualifications, current and previous positions, and their experiences

#	Name	Qualifications	Current jobs	Previous jobs and experiences
1	Khaled Al-Amoudi CEO	Bachelor of Industrial Management - Marketing	<ul style="list-style-type: none">• CEO of Jabal Omar Development Company• Chairman of the Board of Directors of the Central District Cooling Company• Member of the Board of Directors of Inmaa Makkah Real Estate Development Fund• Member of the Board of Directors of the Human Resources Development Fund "Hada"• Member of the Investment Committee of the Human Resources Development Fund "Hada"• Member of the Board of Directors of the National Financial Services Company• Member of the Real Estate Committee in the Makkah Chamber of commerce	<ul style="list-style-type: none">• General Supervisor of the Real Estate Development Fund• Head of Real Estate Finance - National Commercial Bank
2	Wael Al-Turk CFO	<ul style="list-style-type: none">• BAs Economics• Master of Finance	<ul style="list-style-type: none">• CFO of Jabal Omar Development Company• Member of the Board of Directors of the Central District Cooling Company	<ul style="list-style-type: none">• Financial Director and Operations Director In Bloom Invest• Support services manager In Rabia Trading and Contracting Company

Remuneration: amounts, allowances, profits and the like, periodic or annual bonuses related to performance, short or long-term incentive plans, and any other in-kind benefits, except for reasonable, actual expenses and expenses incurred by the Company on behalf of a member of the board of directors to perform his work.

Meeting: any meeting of the members, including meetings of the Board of Directors, the committees emanating from it, teams, workshops, and the General Assembly.

Article 4: Criteria for determining rewards

The following criteria should be taken into consideration when determining rewards:

1. That the remuneration is fair and commensurate with the member's competencies and the works and responsibilities he carries out and assumes, in addition to the goals set by the board of directors to be achieved during the fiscal year.
2. Remuneration must be in proportion to the Company's activity and the skill needed to manage it.
3. Its consistency with the size, nature, and degree of risks of the Company.
4. The remuneration is sufficient to attract, motivate and retain competent and experienced board members.
5. Considering the practices of other companies in the market in determining rewards while avoiding what may result from unjustified increases in bonuses and expenses.
6. Take into account the sector in which the Company operates and its size.
7. Taking into consideration the experience, skills, and educational qualifications of the members of the Board of Directors.
8. To be prepared in coordination with the Nominations and Remuneration Committee upon new appointments.
9. The calculation and disbursement of rewards shall be by this policy.

Article 5: General rules and restrictions

1. A member of the Board of Directors and members of the committees emanating from him may obtain compensation or separate remuneration for any technical, administrative or advisory work submitted to the Company, provided that such works are performed under a professional license.
2. A member of the board of directors may obtain remuneration for his membership in the audit committee formed by the General Assembly of shareholders, in addition to the income that he can obtain as a member of the board of directors and other committees emanating from it.
3. The remuneration of the members of the Board of Directors may be of varying magnitude to reflect the member's experience, competencies, tasks entrusted to him and his independence, the number of sessions he attends, and other considerations.
4. An additional reward may be paid to a member of the board of directors and a member of the committees emanating from the board if he is assigned to other additional tasks, based on the recommendation of the Nominations and Remuneration Committee and after obtaining the approval of the Board of Directors on that.
5. Board members are not entitled to vote on the board members' remuneration item at the shareholders' general assembly meeting.
6. The total remuneration, allowances, and benefits a member of the Board of Directors gets for his membership in the board, committees, and work teams may not exceed the amount of (500,000) five hundred thousand Saudi riyals annually.

Article 6: Details of bonuses and expenses allowances

Details of the remunerations and expenses allowance are as bellow:

1. The Company offers an annual remuneration to the Chairman of the Board of Directors of (300,000) riyals.
2. The Company offers an annual remuneration for each member of the board of directors of (200,000) riyals.
3. The Company offers an annual remuneration for each committee member emanating from the board, with a value of (100,000) riyals.
4. The Company offers a reward for each member of the work teams, to be determined based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, after taking into account the tasks entrusted to the work team, the number of meetings and outputs, so that the value of the reward does not exceed (200,000) riyals annually.
5. The Company offers an attendance allowance reward for each meeting, an amount of (3,000) riyals, and this includes the meeting through



Remuneration policy for members of the Board of Directors.

Article 1: The purpose of the policy

- This policy aims to set clear standards for the remuneration of the members of the Board of Directors, the committees emanating from it, and the work teams, and to specify all the payments due to them and the expenses allowances and expenses that the Company incurs on behalf of the members to perform their work.
- The Nomination and Remuneration Committee have prepared this policy by the provisions of the Companies Law and the Capital Market Law and their implementing regulations and the best practices in force. They are reviewed and updated at the committee's discretion or when any changes occur in the relevant regulatory requirements.

Article 2: Scope of Application

- This policy applies to members of the Board of Directors and the committees emerging from it, including members of the Audit Committee, and members from outside the Board.
- This policy applies to the employees of Jabal Omar Development Company who have membership in the committees emanating from the Board of Directors.

Article 3: Definitions

The following words and phrases denote the meanings indicated before them unless the context requires otherwise:

Board: The Board of Directors of Jabal Omar Development Company.

Committee: The Board of Directors forms specialized committees according to the Company's need, circumstances, and conditions, to enable it to perform its duties effectively, under general procedures established by the Board that includes defining the mission of each committee, the duration of its work, the powers vested in it during this period, and how the Board of Directors supervises it.

Workshops: meeting of board members with the executive management and/or specialists from outside the board to discuss one or more topics to exchange views, experiences, information, and suggestions about it.

Work teams: It is a team made up of one or more members of the board of directors, which the board forms and determines the term of work and the powers vested in it to study a specific topic, and the work team must provide the council with the results of that study. The task force may also include members from outside the board.

Executive Member: A member of the Board of Directors who is a full-time member of the Company's executive management and participates in its day-to-day business.

Non-executive member: a member of the board of directors who are not dedicated to managing the Company and does not participate in its day-to-day business.

Independent Member: A non-executive board member who enjoys complete independence in his position and decisions. None of the independence symptoms stipulated in the Corporate Governance Regulations apply to him.

Members of committees and work teams from outside the board: experts and specialists from outside the Company.



Disclosure requirements

virtual communication means, for example, group conversation.

6. The Company secures travel tickets for members residing outside the area where the meeting is held for domestic or foreign trips in business class or first class (if a seat in business class is not available). And if the ticket is purchased by the member, an expense allowance will be paid to the member as follows:

- An amount of (2,500) riyals for domestic flights.
- An amount of (5.000) riyals for trips to one of the Gulf Cooperation Council countries or Arab countries.
- An amount of (10,000) riyals for trips to any other country.

The allowance mentioned above is calculated once for all meetings held in one day or during successive days, and this includes meetings of all other committees.

7. The Company provides accommodation for members residing outside the area where the meeting is held in an executive room or a junior suite (in the event that an executive room is not available) in five-star hotels for a period of one night for each meeting, whether the meeting is inside or outside the Kingdom. In case the accommodation is secured By the member, an allowance will be paid to him for one night for each meeting as follows:

- An amount of (1,500) riyals if the meeting takes place inside the Kingdom.
- An amount of (2,500) riyals if the meeting is outside the Kingdom.

The allowance mentioned above is calculated once for all meetings held in one day or during successive days, and this includes meetings of all other committees.

8. A hospitality expense allowance is paid to members residing outside the area where the meeting is to be held, as follows:

- An amount of (500) riyals for each meeting inside the Kingdom.
- the amount of 800 riyals for each meeting outside the Kingdom.

The allowance mentioned above is calculated once for all meetings held in one day or during successive days, and this includes meetings of all other committees.

9. A transportation expense allowance is paid to members residing outside the area where the meeting is to be held, as follows:

- An amount of (700) riyals for each meeting inside the Kingdom.
- the amount of (1.000) riyals for each meeting outside the Kingdom.

The allowance mentioned above is calculated once for all meetings held in one day or during successive days, and this includes meetings of all other committees. The allowance mentioned above is not calculated if the Company has provided transportation for all travels of the member during his stay.

10. The board's Secretary will be paid remuneration of (3,000) riyals for each meeting.

Article 7: Eligibility, remuneration payment mechanism

1. A member deserves the remuneration starting from the date of the start of the Board's session and the committees are emerging from it, or from the date of the issuance of the member's joining the council, committee, or work team's decision until the end of those sessions or from the date of the issuing of the decision approving the member's resignation or dismissal.
2. The procedures for disbursing rewards and expenses are prepared by the Governance and Compliance Sector, provided that the order for their disbursement is approved by the CEO.
3. May exchange Attendance allowance and expenses allowance quarterly.
4. The annual remuneration for the members of the Board of Directors, the committees are emanating from it, and the work teams are paid annually.
5. The member's dues shall be paid without delay if his membership is terminated.
6. The mechanism for calculating the annual remuneration for members of the Board of Directors, the committees emanating from it, and the work teams in the event they join or expire their membership during the session is as follows:
(The value of the annual remuneration for the member the / number of days of the calendar year x the number of actual days). Actual days mean the number of days for the membership period in which the rumination is due to be paid.

Article 8: Cases of stopping or recovering remunerations and allowances

Remuneration and allowances will be suspended or refunded in the following cases:

1. If the Company, the audit committee, or the body finds that the remuneration paid to any of the members is based on incorrect or misleading information presented to the General Assembly or included in the board of directors' report, they must be returned to the Company. The Company has the right to ask him to refund them.

2. If the General Assembly decides to terminate a member of the Board of Directors who is absent due to his failure to attend three consecutive Board meetings without a legitimate excuse. A member is not entitled to remuneration for the period following the last meeting he attended, and he must return all rewards that were paid to him for that period.

Article 9: Disclosure of Remunerations and Allowances

Details of the remuneration and expenses allowance paid to members of the Board of Directors and the committees emerging from it and any material deviation from this policy shall be disclosed in the annual report of the Board of Directors.

Article 10: Entry into force

This policy shall be effective from the date of its approval by the General Assembly of shareholders.

· Note: There is no material deviation between the above policy and the remunerations awarded to members



Remuneration policy for executive management

The purpose:

This policy aims to reward senior executives (referred to in this policy pal "executives" or "executives") on their performance and to appreciate their efforts and contribution to achieving the Company's objectives, approved by the Board of Directors, through related performance bonuses with the level of performance of the Company, sectors, and executives, it is expected to achieve several goals, which include:

- > Attracting and maintaining the best talent.
- > Motivation and raising the level of performance of the executive staff to achieve the Company's goals.
- > Linking the performance of the executive staff to the Company's goals.
- > Providing diversity in the wage and benefits mix compared to best practices in the labor market.

Merit and Instructions:

- > At the beginning of the year, the Company's goals and the sectors' goals are approved.
- > At the end of the year, the performance of the Company, its sectors, and its executives is evaluated.
- > The value of the Remuneration awarded to executives is directly proportional to the Company's objectives.
- > Executive Remuneration is calculated as the number of salaries that increase or decrease according to the performance factors' results.
- > Executives are not entitled to receive any Remuneration unless 80% of the operational goals and financial indicators that were initially approved are achieved.
- > The year.
- > The annual executive Remuneration amount will stop increasing if the investigation percentage exceeds 150% of the target.
- > The executives' remuneration is proportional to their actual length of service in the evaluation year.
- > An accurate and fair performance appraisal system is required.
- > Rewards are not given to any executive who has not achieved or maintained minimum performance factors.

The factors affecting the calculation of the executive employee remuneration:

- > Company performance.
- > Performance of the executive employee.
- > Sector performance.
- > Functional class.
- > The level of the sector's contribution to achieving the Company's goals (in the annual bonus only).
- > Shareholder return coefficient (in long-term bonus only).

The formula for calculating the annual Remuneration

(Reference base by job grade) x (Reward percentage corresponding to performance results) x (Number of months of service period from the year of evaluation)



Disclosure requirements

The reference basis is:

Target incentive as multiples of base salary upon achieving a performance level of 7 out of 10

Rating on	The target stimulus (Base Salary) at a performance level of 7 out of 10	Functional Class	Functional Groups
Company performance	The number of salaries determined by the Board of Directors	CEO	Chief Executive Officer
Sector Performance	The number of salaries determined by the Board of Directors	C	Executive

Implementation Mechanism:

- > The executive management submits to the board of directors the company's performance achieved for the past year.
- > The Board of Directors reviews the operational and financial results for the past year, with the Nomination and Remuneration Committee informing of these results after their final approval by the Board.
- > If 80% or more of the operational goals and target financial indicators are achieved, the Nomination and Remuneration Committee determines the remuneration pool's size based on the approved policy and submits a recommendation to the Board of Directors for approval.
- > The Board of Directors, after approving what it deems necessary regarding this matter, directs the executive management to disburse remuneration according to the approved mechanism in coordination with the Nominations, Remuneration, and Lifting Committee of what has been done to the Board.

Note: There is no material deviation between the above



A breakdown of the remuneration and compensation owed to the board members, committee members and executive management (all the sums mentioned in this article are in Saudi riyals)

Remunerations and compensation payable to members of the Board of Directors during the year 2020 AD

Remunerations and compensation payable to members of the Board of Directors																			
P	اسم الموظف	Fixed remuneration								Variable remuneration						End of service indemnity	Grand total	expense allowance	
		specific amount	Allowance for attending Board sessions	Allowance for attending work team meetings	Annual remuneration for members of work teams	Allowance for attending the Assembly meeting	In-kind benefits	Remuneration for technical, administrative & advisory work	Reward for Board Chairman or Managing Director or Secretary if he was one of the members	Total	Percentage of profits	Periodic reward	Short-term incentive plans	Long-term incentive plans	Shares awarded				Total
Independent members																			
1	Abdul Raouf Manna	200,000	45,000	9,000	34,016	3,000	0	0	0	291,016	0	0	0	0	0	0	0	291,016	0
2	Mohiuddin Kamel	200,000	42,000	0	0	3,000	0	0	0	245,000	0	0	0	0	0	0	0	245,000	0
3	Muhannad AlRasheed	200,000	36,000	0	0	3,000	0	0	0	239,000	0	0	0	0	0	0	0	239,000	0
4	Ali Al Kanhal	200,000	45,000	0	0	3,000	0	0	0	248,000	0	0	0	0	0	0	0	248,000	0
Total		800,000	168,000	9,000	0	12,000	0	0	0	1,023,016	0	0	0	0	0	0	0	1,023,016	0
Non-executive members																			
5	Ziyad Al-Hogail	286,749	42,000	0	0	3,000	0	0	1,000,000	1,331,749	0	0	0	0	0	0	0	1,331,749	5,700
6	Ahmed Al-Qasabi	200,000	45,000	9,000	134,016	3,000	0	0	0	391,016	0	0	0	0	0	0	0	391,016	1,200
7	Thaleb Alshamrani	151,639	27,000	0	0	3,000	0	0	0	181,639	0	0	0	0	0	0	0	181,639	1,200
8	Ahmed Al-Qahtani	20,765	3,000	9,000	9,016	0	0	0	0	41,781	0	0	0	0	0	0	0	41,781	0
9	Walid Al-Issa	200,000	42,000	9,000	34,016	3,000	0	0	0	288,016	0	0	0	0	0	0	0	288,016	5,200
10	Abdul Rahman Al-Rawaf*	179,235	42,000	0	0	3,000	0	0	0	224,235	0	0	0	0	0	0	0	224,235	0
11	Abdul Aziz Al-Subaie*	21,311	0	0	0	0	0	0	0	21,311	0	0	0	0	0	0	0	21,311	0
12	Mansour Al-Busaili*	32,787	6,000	0	0	0	0	0	0	38,787	0	0	0	0	0	0	0	38,787	0
13	Yasser Sharif *	25,137	3,000	0	0	0	0	0	0	28,137	0	0	0	0	0	0	0	28,137	0
Total		1,117,623	210,000	27,000	177,048	15,000	0	0	1,000,000	2,546,671	0	0	0	0	0	0	0	2,546,671	13,300

Notice:

* Resigned members during the year 2020

* The annual remuneration for the work teams included the rewards owed for the year 2019, which the board agreed to disburse during the year 2020 based on the remuneration policy approved by the board. An amount of one hundred twenty five thousands for Dr. Ahmed Al-Qasabi, an amount of twenty five thousands for Dr. Abduraouf Mana'a, an amount of twenty five thousandsfor Mr. Waleed Al-Issa.

The Board of Directors decided to pay an additional annual bonus to the Chairman of the Board of Directors, Dr. Ziad Othman Al-Hogail, in the amount of one million riyals, in exchange for his assignment to supervise and work with the executive management and external consultants to study and implement the main initiatives related to the company's transformation plan, noting that the assignment period is a calendar year starting from the date of his appointment as Chairman of the Board of Directors on the date of February 17, 2020, and automatically renewed for a similar period unless his membership is terminated through one of the membership termination methods, or if the mandate is terminated by the council or the member.

All sums mentioned in this article are in Saudi riyals.



Disclosure requirements

Remunerations and compensation due to members of the Audit Committee during the year 2020

#	Name of the member	Remunerations type		Total
		Fixed remuneration (except for the session attendance allowance)	Session attendance allowance	
1	Muhannad Al-Rasheed	100.000	30.000	130.000
2	Ali Al-Kanhal	87.022	36.000	123.022
3	Thamer Al-Ateesh	100.000	39.000	139.000
4	Mohammed bin Nader -	100.000	39.000	139.000
5	Ziyad Al-Hogail	12.568	3.000	15.568
Grand total				546.590

Remunerations compensation due to members of the Nomination and Remuneration Committee during the year 2020.

#	Name of the member	Remunerations type		Total
		Fixed remuneration (except for the session attendance allowance)	Session attendance allowance	
1	Abdul Raouf Manna	100.000	27.000	127.000
2	Abdul Rahman Al-Rawaf*	89.618	27.000	116.618
3	Fahd Al-Zahrani	100.000	27.000	127.000
Grand total				370.618

*: Resigned members during the year 2020 AD

Remunerations and compensation due to members of the Executive Committee during the year 2020

#	Name of the member	Remunerations type		Total
		Fixed remuneration (except for the session attendance allowance)	Session attendance allowance	
1	Ziyad Al-Hogail	87.022	21.000	108.022
2	Ahmed Al-Qasabi	100.000	21.000	121.000
3	Mohiuddin Kamel	100.000	21.000	121.000
4	Khaled Al-Amoudi	87.022	21.000	108.022
5	Abdul Aziz Al-Subaie *	7.104	0	7.104
6	Mansour Al-Busailli*	16.393	0	16.393
7	Yasser Sharif *	12.568	0	12.568
				494.109

*: Resigned members during the year 2020 AD

Remunerations and compensation due to five senior executives, including the CEO and CFO, during the year 2020

Position	Fixed remuneration				Variable remuneration						End of service indemnity	Grand total
	Salaries	allowances	in kind benefits	Total	Periodic remuneration	Profits	Short-term incentive plans	Long-term incentive plans	المكافأة السنوية	Total		
Chief Executive Officer	2,920,000	766,500	0	3,686,500	0	0	0	0	0	0	0	3,686,500
Chief Financial Officer *	1,031,482	362,569	0	1,394,051	0	0	0	0	0	0	362,553	1,756,604
Chief Development Officer	1,802,467	630,864	0	2,433,331	0	0	0	0	0	0	0	2,433,331
Adviser	1,161,480	406,518	0	1,567,998	0	0	0	0	0	0	0	1,567,998
Head of Project Management *	1,057,474	370,116	0	1,427,590	0	0	0	0	0	0	233,496	1,661,086

* Remunerations for the position of CFO sector included the remuneration of the current and former head of the financial sector during the year 2020.

* The remuneration for the position of Head of Project Management included the remuneration of the current and former Head of Project Management during the year 2020.



23 Results of the annual review of the effectiveness of the company's internal control procedures and the audit committee's opinion of their adequacy

The control procedures in the company are reviewed on an ongoing basis by the internal audit sector by adopting a systematic and structured methods based on risks to ensure the efficiency of the control procedures and to provide the necessary recommendations for improvement in order to enhance and protect the value of the company and help it to reach its objectives. The results of the review are discussed with the executive management and follow-up on the correction of the observations contained therein. During the year, the audit work showed a number of essential notes that were submitted to the executive management, the audit committee and the board of directors, and procedures have been discussed to address them, and despite the necessary professional care to the maximum reasonable level, it is not possible to absolutely assert the comprehensiveness of the examination processes for all the work and activities of the company by virtue of the fact that the audits are carried out on the basis of the estimated sample.

In light of the structural changes that the company underwent during the 2020 that resulted in the merging of some departments, the suspension of the activity of some subsidiaries and the transfer of some tasks and responsibilities from one department to another, the company's management is currently reviewing and updating the internal control procedures, roles and responsibilities to be compatible with those changes. The Board of Directors of the company will establish a risk management department that will develop a comprehensive framework for risk management and ensure that the executive management applies appropriate control systems to measure and manage risks by developing a general perception of the risks that the company may face and creating an environment that is familiar with the risk management culture at the company level and presenting it transparently with the Board and stakeholders. And the parties related to the company in accordance with Article 26/3 of the Corporate Governance Regulations, and it is expected that these initiatives, if implemented, will contribute to strengthening the company's risk management.



24 Details of the Company's social contributions

Since the establishment of Jabal Omar Company, it has undertaken from the standpoint of social responsibility to play the pioneering role in achieving strategic partnership and providing qualitative support to civil society institutions. Therefore, over the course of its path, the Company has implemented several community initiatives that covered various areas of development and focused more in the region of Makkah Al-Mukarramah, which contributed to the achievement of positive returns but due to circumstances of COVID-19 pandemic has not made available to the Company the opportunity to continue to do its part to serve the community.



Disclosure requirements

25 Statement of the dates of the general assemblies of the shareholders held during the 2020 and the names of members of the Board of Directors attends these associations

The Board of Directors held the eleventh extraordinary general assembly meeting on Thursday corresponding to 13 May 2020, this meeting attended by the following members of the Board of Directors:

- 1 Dr. / Ziad Othman Hugail - Chairman of the Board of Directors
- 2 Dr. / Abdel - Raouf Mohammed Manna - Vice Chairman of the Board of Directors
- 3 Mr. / Muhannad Saud Al- Rasheed
- 4 Dr. / Ahmed Osman bronchial
- 5 Mr / Thalib Ali Al - Shamrani
- 6 Mr / Abdul Rahman Muhammad Al - Rawaf
- 7 Mr / Ali Muhammad Al- Kanhal
- 8 Mr / Mohi - Din Saleh God Full
- 9 Engineer / Walid Abdul Rahman Al – Issa

26 A description of any deal between the Company and a related party, the related information to any business or contracts in which the Company is a party, or in which there is an interest in a member of the Company's board of directors, its senior executives, or any person related to any of them.

#	The parties involved contracted with them	Type of deal nature of business or contract	The amount of work or contract	Duration of work or contract	Terms of the contract	Relationship type / name of the member or the senior executives or any person related to any of them
1	Tawuniya Insurance Company	The Tawuniya Company provides health insurance services to the employees of Jabal Omar Development Company	4,244,160,10 SR	Year	There are no preferential conditions	Mr. Walid Abdel-Rahman Al-Issa one of the members of the Board of Directors is a member of the Tawuniya Insurance Company
2	Ministry of Finance	Providing credit support by the Ministry of Finance to the Company to obtain a loan from a local bank	A maximum of 1,600,000,000 Saudi riyals	Do not apply	There are no preferential conditions	Mr. Thalib Ali Al Shamrani one of the members of the Board of Directors is a senior executive in the Ministry of Finance



27 The Board of Directors Member Decisions

- 1) The account records were properly prepared.
- 2) The internal audit system was prepared on a right basis and was effectively implemented.
- 3) There is no doubt about the ability of the Company to continue its activity.
- 4) There is no contradiction between the recommendations of the Audit Committee and the decisions of the Board of Directors during the year that did not reject the introduction of the Board with any recommendation of the recommendations of the auditor of the appointment of references to the accounts of the Company and isolate and determine his fees.
- 5) There is no arrangement or agreement under which a member of the Company's board of directors or a senior executive, waived any salary or compensation.
- 6) There is no arrangement or agreement under which a shareholder of the Company waived any rights to profits.
- 7) There is no debt instruments transferable and any contractual or memoranda of securities the right to subscribe or similar rights issued or granted by the Company during the year a financial.
- 8) There is no transfer or subscription rights under convertible debt instruments, contractual securities, subscription right notes, or similar rights issued or granted by the Company.
- 9) There is no refund, purchase or cancellation on the part of the Company for any refundable debt instruments.
- 10) There is no interest in the voting-eligible shares category belonging to persons (except for members of the Company's board of directors, senior executives and their relatives) who informed the Company of these rights.
- 11) The Company has not made any investments or allocated other reserves that have been created for the benefit of the Company's employees.
- 12) There are no treasury shares held by the Company.
- 13) The Board of Directors did not recommend changing the auditor Before the expiry of the specified period.
- 14) There are no shares and debt instruments issued by the subsidiary companies.
- 15th) There is no difference from the accounting standards approved by Saudi Organization for Chartered and Professional Accountants.



28 Reservations in the auditor's report on the annual financial statements

The financial statements for the year 2020 were brought to the attention of the external auditor and read as follows:

- We draw attention to note 1 of the consolidated financial statements, which indicates that the Group incurred a total comprehensive loss and negative operating cash flows of 1,341 million Saudi riyals and 271.4 million Saudi riyals, respectively, during the year ended December 31, 2020.

In addition, the current liabilities of the Group exceeded its current assets amounted to 2,425.6 million Saudi riyals, and the accumulated losses of the group amounted to 2,128.2 million Saudi riyals as on December 31, 2020. The group depends on the successful implementation of management plans to generate sufficient cash flows to enable it to meet its obligations when due and for its operations continue without significant curtailment. These circumstances, together with other matters described in Note 1 indicate that there is a material uncertainty that may raise significant doubts about the group's ability to survive as a continuing group. Our opinion has not been modified in relation to this matter.



29 The provisions of the Corporate Governance Regulations that have been applied, what has not been applied, and the reasons for that.

The company has applied all the provisions mentioned in the Corporate Governance Regulations issued by the Capital Market Authority, with the exception of the provisions listed below:

#	Article NO.	Article/ paragraph requirements	Reasons for non-application
1	22	Developing, reviewing and directing risk management policies and procedures.	Work is underway to develop risk management policies and procedures
2	25 - 8	Putting succession plans on the board of directors of the company	The company developed a policy for succession of members of the board of directors and the committees emanating from it, and it was studied by the Nominations and Remuneration Committee then by the Board of Directors, and after its amendment according to the Board's views, it was approved on November 29, 2020 and work is underway to develop a succession plan to implement the aforementioned policy
3	30 - 8	Participating in developing a succession and replacement plan for the company's executive positions	The company has developed a succession plan for the executive management during the year 2019 AD and work is underway to update it in line with the fundamental changes in the organizational structure of the company that occurred during the year 2020 AD according to the transformation plan
4	39 - 2	The necessary mechanisms are put in place for members of the Board and the Executive Management to obtain training programs and courses on an ongoing basis	Due to the circumstances resulting from the Corona pandemic, insufficient attention has been paid to training and qualifying members of the Board of Directors and members of the Executive Management. The requirements of this guidance article will be applied in the future
5	41	The evaluation of the Council's performance every three years by a competent external body	A guiding article that will be applied in the future. Note that the performance of the board was internally evaluated on an annual basis
6	70-71-72	Form the Risk Management Committee and define its terms of reference and meetings	A guiding material that will be applied in the future if the company deems it necessary
7	85	Establishing a program to give employees shares in the company or a share of the profits it achieves, retirement programs, and establishing a future fund to spend on these programs and establishing social institutions for the company's workers.	A guiding article that will be implemented in the future.
8	87	The Ordinary General Assembly - based on a proposal from the Board of Directors, sets a policy that ensures a balance between its goals and the goals that society aspires to achieve with the aim of developing the social and economic conditions of the society.	A guiding article that will be implemented in the future.
9	88	The Board of Directors sets the programs and defines the necessary means to present the company's initiatives in the field of social work.	A guiding article that will be implemented in the future.
10	95	Formation of the Governance Committee	The Corporate Governance Department implements the tasks required of the Governance Committee, noting that the formation of the Governance Committee is considered a guideline



Disclosure requirements



A statement of the value of the regular payments paid and due for the payment of any zakat, taxes, fees or any other payables that were not paid until the end of the annual financial period, with a brief description of them and their reasons

Statement	2020 AD		Brief description of it	Statement of reasons
	Paid	Payable until the end of the annual financial period and the repayment has not been made		
Zakat	-	-	-	-
Tax	132,617.70	-	-	-
The Public Institution for Social Security	9,068,888.37	622,121.05	-	-
Costs of visas and passports	166,625.00	-	-	-
Labor office fees	783,637.00	-	-	-

(All numbers mentioned in the table are in Saudi riyals)



Any penalty, sanction, precautionary measure, or precautionary restriction imposed on the company by any supervisory, regulatory or judicial authority.

#	Amount of the violation	Reasons for the violation	The authority giving the violation	Ways to fix it and avoid its occurrence in the future
1	1,500 Riyals	Failure to set precautionary instructions for spacing, failure to provide protective equipment such as sterilizers, thermometers, etc. Failure to provide of self-sealing containers.	The municipality	The company has provided the necessary requirements.