



# Corporate Governance Report

## Introduction

### Corporate Governance Overview

Building on the well-established approach adopted by Kuwait Telecommunications Company (stc) over the past years in the optimal implementation of corporate governance rules, in accordance with the provisions of Book Fifteen of the Executive Bylaws of Law No. (7) of 2010 regarding the Establishment of the Capital Markets Authority and the Regulation of Securities Activity and its subsequent amendments, the Company continues to reinforce the principles of transparency and commitment as two fundamental pillars across all its operational and strategic decisions.

Believing in the importance of enhancing governance standards and adopting best international practices, the Board of Directors has strengthened the Company's ability to achieve outstanding financial and operational performance and to sustain long-term success. This aligns with stc's strategic vision aimed at fostering shareholders' and investors' confidence and ensuring business continuity.

### Investment Management Committee

As part of enhancing corporate governance and strategic oversight, the Investment Management Committee was established at the beginning of 2025 to support the executive management in setting and guiding the Company's investment strategy.

The Committee plays a pivotal role in:

- Developing and reviewing investment strategies.
- Evaluating new investment opportunities.
- Approving investment proposals; and
- Monitoring the performance of approved projects.

The Committee ensures that all investment decisions are aligned with the Company's long-term objectives, prevailing market dynamics, and acceptable levels of risk. Through its oversight, the Committee contributes to the sustainable growth and sound financial positioning of the Company in line with its strategic aspirations.

### Commitment to Governance Excellence and Sustainability

stc continuously strives to be a leading model of innovation, efficiency, and leadership within Kuwait's telecommunications and digital transformation sector. The Company achieves this by adopting a comprehensive governance framework that aligns with the Capital Markets Authority's instructions and guidelines while reflecting best global practices in this field.

Moreover, the Company seeks to contribute to shaping a sustainable future for the local community through purposeful initiatives and a long-term vision built on accelerated growth and continuous development.

### Ethical Conduct and Corporate Culture

In this regard, stc places great importance on fostering a culture of professional conduct and ethical values within and beyond the workplace, recognizing its positive impact on enhancing corporate reputation and reinforcing the Company's leading position in the market.

Within this framework, the Company has adopted three core ethical principles under the slogan "with our integrity, we go further," derived from its core values of dedication, dynamism, and daring.



## Governance Awareness and Compliance Culture

Furthermore, stc is committed to raising employees' awareness of governance, disclosure, and compliance concepts through periodic newsletters and awareness initiatives. These initiatives aim to strengthen the culture of corporate compliance and ensure that all employees recognize the importance of governance in embedding fairness, transparency, and integrity within the work environment.

### Awards and Achievements

In parallel with this, stc has been keen to develop and adopt management systems aligned with international standards. The company obtained the ISO/IEC 27001:2022 certification for its Information Security Management System, reflecting its commitment to protecting the confidentiality, integrity, and availability of information and ensuring compliance with relevant legal requirements.

stc also obtained the ISO 37301:2021 certification for Compliance Management Systems, becoming the first company in Kuwait to achieve this significant milestone. This step reflects the company's commitment to maintaining the highest standards of compliance at both the local and international levels. The ISO 37301:2021 certification serves as evidence of the company's success in strengthening a culture of compliance, implementing laws and regulations, and building trust with all stakeholders, including customers, shareholders, and regulatory authorities.

These efforts contribute to building an organizational culture founded on responsibility, accountability, and the highest standards of professional performance, reflecting the Company's aspirations to achieve its strategy and sustain a solid and reputable market position.

In line with this approach, stc has achieved numerous accomplishments in the field of governance at both the local and international levels. stc Kuwait was recognized at the GBO Awards by receiving the award for "Best Telecommunications Company in Corporate Governance – 2025," marking the second consecutive year the company has received this award (2024 and 2025). This recognition reflects the sustainability of its commitment to applying the highest standards of corporate governance and embedding best practices at the institutional level.

The Corporate Affairs Sector was also honored with the "Best Leadership in Compliance and Corporate Governance Initiatives – Telecommunications Sector 2025" award, in recognition of its role in embedding effective compliance and corporate governance practices across the company.

From this standpoint, the rules and principles of governance applied at stc include a set of principles and standards that constitute the general framework of governance, presented in detail as follows:

## Rule (1): Construct a Balanced Board Composition

The Board of Director's role represents the point of balance that works to achieve Shareholders' objectives and follow-up with the Executive Management. The Board of Directors seek to achieve the strategic goals by ensuring that the Executive Management performs all the tasks entrusted. It also seeks to include aspects of sustainability represented by environmental, social, and governance issues into its operations (where needed).

Since the Board of Directors' decisions have a significant impact on the company's performance and the soundness of its financial position, stc is keen to form a balanced, qualified board of directors with diverse experiences to have

a positive impact on it, thereby improving its performance, financial situation, and market share. Therefore, stc has ensured that the majority of Board Members are non-executive directors, including two independent members. It has also ensured that the Board of Directors includes members with diverse and extensive experience in the fields of communications and networks, as well as accounting and finance, which contributes to the expertise required when discussing the topics presented to the Board.

# The Board of Directors of stc



**Dr. Mahmoud Ahmad  
Abdulrahman**

Chairman - Non-Executive  
Independent member

Dr. Abdulrahman combines large experience in administration, legal affairs and communication sector. He assumed several Academic leadership positions in the Ministry of Higher Education besides his career in legal work when serving many governmental and public entities, and was appointed as an arbitrator to settle several disputes. He had served as a Board Member in Wataniya Mobile Telecommunication Company, Warba Bank, Kuwait Cement Company, and National Offset Company.

Dr. Abdulrahman joined the teaching staff in the College of Law on graduating from Kuwait University. In 1995, he was appointed as Legal Affairs Director in Kuwait University for one year. From 1997 to 2005, he served as Head of Legal Office the Kuwait Civil Aviation Directorate.

From 2002 to 2004, he served as Assistant Dean of the College of Law at Kuwait University. From 2005 to 2023, Dr. Abdulrahman served as Legal Department Director in the Kuwait Investment Authority.

Moreover, Dr. Abdulrahman has published several legal theses in the Law Magazine and other scientific magazines as well as executed two projects relating to consumer protection law and the monopoly and merger law, which were submitted to the Kuwait National Assembly.

Dr. Abdulrahman holds a PhD in Commercial Law from Exeter University, UK, completed in 1994, and a Bachelor's degree from Kuwait University completed in 1988.



### Eng. Moaeed Huwajj Alsloom

Vice Chairman - Non-Executive  
Representative of Saudi Telecom  
Company stc

Eng. Moaeed Huwajj Alsloom is currently the Vice Chairman of the Board of Directors at the Kuwait Telecommunications Company (stc), representing stc group.

Eng. Moaeed Huwajj Alsloom is the Group Chief New Market Officer from May 2022; he was also the CEO of MATARAT Holding Company from 2019 to 2021, the Vice President of Investment Operations in stc Group from 2015 to 2019, the General Manager of Operations and Performance at stc Group from 2010 to 2015, and Senior Advisor to the Board of Directors from 2005 to 2008. In addition, Eng. Moaeed is a member of the Board of Directors of stc Bahrain since 2015, whereby he has been appointed as a Chairman from 18 June 2023 up until now, and Vice Chairman of the Board of Directors of stc Bank from November 2022 up to date; also, Board of Directors of Matarat holding from 2018 until now. He was a member of the Board of Directors of OGER Telecom from 2018 to 2019, and Kuwait Telecommunications Company (stc), and he was Commercial Head of the same company from 2008 to 2010.

Eng. Moaeed is an executive with more than 25 years of progressive experience in the field of institutional and digital transformation, governance, and company establishment. He has worked in several industries, including the telecom sector and aviation sector, through which he chaired committees and participated in the membership of a number of boards of directors. Throughout his career in stc Group, Eng. Moaeed has shown consistent success in maximizing corporate performance, driving growth, ensuring adherence to good governance practices, and enhancing value especially for the portfolio of companies and VC Funds in both local and international.

Eng. Moaeed holds a Master of Business Administration degree from Prince Sultan University and a Bachelor of Science degree in Systems Engineering from King Fahd University of Petroleum and Minerals.

### Mr. Abdulaziz Abdullah Al Ghamdi

Board Member - Non-Executive  
Representative of Saudi Telecom  
Company stc

Mr. Abdulaziz Abdullah Al-Ghamdi is a Board Member in Kuwait Telecommunications Company (stc) representing stc group.

Currently, Mr. Abdulaziz has been appointed as Vice President of Portfolio Management in the New Market Unit at stc Group; also, he was the General Manager of Investment Operations in stc Group until June 2022. He is an executive with more than 18 years of progressive experience in the telecom industry. Throughout his career in stc Group, one of the largest telecom companies in Middle East, Mr. Abdulaziz has shown consistent success in maximizing corporate performance, driving growth, ensuring adherence to the best governance practices, and enhancing value especially for the portfolio of companies and VC Funds in both local and international markets where stc group is a significant player.



Mr. Abdulaziz has rich experience in Strategic Business interventions and transformation programs in addition to building high-impact PMO teams for start-ups and green field projects. He is a Board Member in a number of companies including stc Bahrain and Maxis Berhad - the largest Telecom Company in Malaysia.

Mr. Abdulaziz holds a Master's degree in Human Resources Management from University of Westminster in London, UK. In addition, he has a Bachelor's degree in Computer Information Systems from King Saud University in Riyadh, KSA. Further, he has attended a number of courses with global executive education institutes such as Harvard, INSEAD and London Business School.



### Eng. Bader Saleh Al-Anazi

Board Member - Non-Executive  
Representative of stc Gulf Holding

Eng. Bader Al-Anazi is currently the Vice President of Financial Operations and Excellence in stc group Finance Unit. Prior to that, he held several leadership and managerial positions including General Manager of Financial Planning and Budgeting and General Manager of Commercial Finance in stc group Finance Unit.

Eng. Bader has more than 20 years of experience in the telecom industry across Technology, Commercial, Finance, and Strategy domains. In addition to being a Board Member at Kuwait Telecommunications Company stc since

2024, Al-Anazi was also a Board Member at stc specialized from 2020 to 2024 where he was a member of the audit committee, as well as being a Board Member in stc GCC Cable Systems from 2022 to 2025.

Al-Anazi was enrolled in stc's High Potential Executive Program where he completed several Leadership Programs from leading business schools. Eng. Bader holds an MBA degree from Yarmouk University, and a Bachelor's degree in Electrical Engineering from King Fahad University of Petroleum & Minerals.

### Mr. Turki Abdulaziz Al Naim

Board Member - Non-Executive  
Representative of stc Gulf Holding 1

Mr. Turki Abdulaziz Al Naim has been a Board Member at Kuwait Telecommunications Company (stc), representing stc Gulf Holding 1 since April 2024. Currently serving as the Vice President of Commercial Growth Services at stc KSA, Mr. Al Naim brings a wealth of strategic insight leadership, and an unwavering commitment to driving growth and long-term value creation.

In his current roles, Mr. Al Naim is instrumental in spearheading the development and execution of stc's Commercial Growth Strategy, which aims to diversify the company's product portfolio and expand revenue streams beyond core services. In the past, Mr. Al Naim has spearheaded initiatives aimed at digital transformation, including the establishment of a digital governance framework across stc consumer business and subsidiaries, and the introduction of self-service and digital channels.



Mr. Turki A. Al Naim is an alumnus of Missouri State University, where he earned his Master of Business Administration in 2008, following a Bachelor of Science in Accounting from King Faisal University in 2005. He has since complemented his academic foundation with executive education at leading global institutions, including London Business School, Stanford University, INSEAD, and The Wharton School. Through programs such as High Performance People Skills, Customer-Focused Innovation, Leading Digital Transformation and Innovation, and Strategic Marketing for Competitive Advantage, Mr. Al Naim has deepened his leadership acumen and broadened his perspective on innovation, strategy, and organizational growth.



### Eng. Ziad Ben Hamad AlHasson

Board Member - Non-Executive  
Representative of stc Gulf Holding 3

Eng. Ziad Hamad A. AlHasson is a Board Member in Kuwait Telecommunications Company (stc) representing stc Gulf Holding 3 since April 2024.

Eng. Ziad Hamad A. AlHasson is currently, a Vice President of Sales Carrier and Wholesale at Saudi Telecom (stc) since June 2022, after being appointed General Manager of Carrier and Operator Sales for the local market in 2021.

Eng. Ziad Hamad A. AlHasson has 19 Years of experience in Telecom Wholesale business. He has accumulated extensive experience and expertise in the telecommunications industry, his career journey began as Project Manager at Advanced Electronics Company's in Air force Avionics Business Unit in Riyadh, transitioning to Mobily in mid-2005, as International Roaming Manager in 2005, and after career advancements later in 2009, AlHasson was appointed as GM of International Traffic Management and Services. He contributed significantly to expanding Mobily's international services footprint.

AlHasson was active in international telecommunication standardization organizations, and he was elected by 45 Arab Operators to be Chairman of the GSMA Arab region 2011-2013.

In 2013, AlHassoun was elected president of the GSMA (Global System for Mobile Communications Association) for Arab States.

In 2016, Eng. Ziad Hamad A. AlHasson joined stc KSA and he consequently managed multiple general departments in Wholesale Business Units (Mobility Wholesale, National Wholesale) to restructure the business and build sales growth strategy. In 2022 Eng. AlHasson has been appointed as Vice President Sales - Carrier Wholesale Business.

Eng. Ziad Hamad A. AlHasson obtained a Master of Business Administration (MBA) - Project Management in 2003, from Colorado Technical University, in USA. He earned his Bachelor's degree in Industrial Engineering from King Saud University in Saudi Arabia in 2000.

### Sheikh Mohammed Salman Hamoud Al-Sabah

Board Member - Non-Executive  
Representative of Kuwait Investment  
Authority



Sheikh Mohammed Salman Hamoud Al-Sabah is a Board Member at Kuwait Telecommunications Company stc, representing Kuwait Investment Authority, since September 2024.

He is currently the Director of the Follow-up Unit – Asset Management at Kuwait Investment Authority. Sheikh Mohammed Al-Sabah was also Chairman of the Board of Directors at The Touristic Enterprises Company from 2023 to 2025, the Vice Chairman of the Board of Directors at Al-Ajial Holding Company (Morocco) since 2021, and a member of the Investment Committee at Al-Ajial Holding Company (Morocco) since 2018. Additionally, he has been a member of the Board of Directors of the Credit Bank since 2025.

Sheikh Mohamed Al-Sabah began his career at Kuwait Investment Authority as an Investment Analyst in 2012 before holding managerial positions in the Asset and Liability Management starting 2021.

Currently, and since 2017, he holds the position of Board Member and Chairman of the Board of Directors of Kuwait Care for Hospital Management, known as "Enaya", which is wholly owned by the Kuwait Investment Authority.

Over the past years, Sheikh Mohamed Salman Hamoud Al-Sabah has been also a member in the Founding Committee of the Health Assurance Hospitals Company (Dhahan) in 2012, the Founding Committee of Al-Durra Company in 2015, the Founding Committee of Jaber Al-Ahmad Hospital from 2017 to 2019, and the Board of Directors at Al-Ajial Holding Company (Morocco) from 2018 to 2021.

Sheikh Mohammed Al-Sabah holds a Bachelor's degree in Administrative Sciences with Business Administration specialization from the American University of Kuwait (2011), and has completed several training courses in the United States, Singapore, and Kuwait.



### Mr. Hamad Abdulrahman Al Sanea

Board Member - Non-Executive  
Representative of Public Institution  
for Social Security Fund

Mr. Hamad Abdulrahman Al Sanea has been appointed as a Board Member in Kuwait Telecommunications Company (stc) since July 2025, representing the Public Institution for Social Security, where he is currently the Head of Public Equities. He is also a Board Member at Kuwait Medical City. Mr. Hamad was Board Member at Wafra International Investment Company from 2021 till 2024, where he was the Chair of the Nominations and Remunerations Committee and a member at the Investment Committee and the Risk Committee.

Mr. Hamad Abdulrahman Al Sanea is an executive with more than 15 years of progressive experience in the Investment Field, managing portfolios in addition to leading strategic

milestones and making investment decisions. Mr. Hamad started his career in the asset allocation field and portfolio management at Kuwait Investment Authority in the period between 2008 to 2016 before joining NBK Capital, currently "NBK Wealth" where he contributed to constructing, managing, and monitoring various portfolios and funds from 2016 to 2019. He was also the Vice President for Managing Portfolios at KAMCO from 2019 to 2021.

Mr. Hamad was awarded the CFA charter in 2019 and holds a Master's degree in Finance from London Business School in 2017. In addition, he has a Bachelor's degree in Accounting and Information Systems, from Virginia Polytechnic Institute and State University (Virginia Tech), USA, with a primary focus on Accounting in 2007.

### Dr. Mithqal Sartawi

Board Member - Non-Executive  
Independent member



Dr. Mithqal Sartawi is a member of the Board of Directors at Kuwait Telecommunication Company (stc), a position he has held since the end of March 2024.

With extensive experience in management, consulting, project management and development, Dr. Sartawi has assumed various roles in both the public and private sectors in Kuwait.

Previously, he served as the Chief Executive Officer of Privatizing Holding Co. and worked for seven years as the Chief Consultant at the Kuwait Investment Authority (KIA). Additionally, he has held positions as a Board Member and Chairman of Tri International Consulting Group (TICG), a joint venture between Oliver Wayman and the Kuwait Investment Authority. Currently, and since 2017, he serves as a Board Member and now Chairman

of Kuwait Care for Hospital Management, known as "Enaya," which is wholly owned by the Kuwait Investment Authority.

Dr. Sartawi began his career in 1978 at the Kuwait Institute for Scientific Research (KISR) after completing his Ph.D. He spent six years focusing on conventional and renewable energy while also lecturing at Kuwait University's Electrical Engineering Department. During his tenure at KISR, Dr. Sartawi published several papers in referred journals and authored numerous technical reports in the areas of power generation and solar systems.

Dr. Sartawi holds a Ph.D. in Electrical Engineering from McGill University in Montreal, Canada, obtained in 1978. He also holds a Master of Engineering (M. Engineering) from Sheffield University in the UK, earned in 1974, and a B.Sc. in Electrical Engineering from Iraq, received in 1972.

The Board of Directors held (6) meetings in 2025, details as follows:

Name	(1) 05/02/2025	(2) 23/04/2025	(3) 22/07/2025	(4) 26/10/2025	(5) 23/11/2025	(6) 24/12/2025	Attendance	Absence %
<b>Dr. Mahmoud Ahmad Abdulrahman (Chairman- Non-Executive - Independent)</b>	✓	✓	✓	✓	✓	✓	100%	—
<b>Eng. Moeed Ben Huweij Al Saloom (Vice Chairman - Non-Executive)</b>	✓	✓	✓	✓	✓	✓	100%	—
<b>Mr. Abdulaziz Abdullah Al Ghamdi (Board Member - Non-Executive)</b>	✓	✓	✓	✓	✓	✓	100%	—
<b>Mr. Bader Ben Saleh Al Anazi (Board Member - Non-Executive)</b>	✓	✓	✓	✓	✓	✓	100%	—
<b>Mr. Turki Ben Abdulaziz Al Naim (Board Member - Non-Executive)</b>	✓	✓	✓	✓	✓	✓	100%	—
<b>Mr. Ziad Ben Hamad Al Hasson (Board Member - Non-Executive)</b>	✓	✓	✓	✓	✓	✓	100%	—
<b>Sheikh Mohammad Salman Al Sabah (Board Member - Non-Executive)</b>	✓	✓	✓	✓	—	✓	83.33%	16.67%
<b>Mr. Hamad Abdulrahman Al Sanea<sup>1</sup> (Board Member - Non-Executive)</b>	— <sup>1</sup>	— <sup>1</sup>	✓	✓	✓	✓	100%	—
<b>Dr. Mithqal Mohammad Al Sartawi (Board Member - Non-Executive - Independent)</b>	✓	✓	✓	✓	✓	✓	100%	—

<sup>1</sup> Mr. Hamad Abdulrahman Al-Sanea nominated as a representative of the Public Institution for Social Security for its designated seat, effective 1 July 2025.

## Mr. Ahmed Meshari Al-Faris Board Secretary

Mr. Ahmed Meshari Al-Faris holds the position of the Board of Directors Secretary. He was appointed during the Board of Directors' meeting dated 24 December 2018.

Al-Faris obtained a Master's degree in Business Administration (MBA) from Maastricht School of Management in Netherlands in 2009 and a Bachelor's Degree in Accounting from Kuwait University in 2000. He has extensive banking experience through his work at the Central Bank of Kuwait and in the Islamic banking field at Kuwait Finance House from 2002 until 2014, then he joined Kuwait Telecom Company (stc) from 2014 until 2017 to work as Director of the Regulatory Compliance Department, after which he held the position Deputy

Undersecretary of the Ministry of Commerce and Industry for Corporate Affairs and Commercial Licenses from 2017 until 2018.

Mr. Ahmed Al-Faris was also appointed as Board of Directors Member of the Public Authority for Industry for the year 2017 - 2018 and the Central Bank of Kuwait in 2018, in addition to his membership in advisory boards, such as the Permanent Committee for Improving the Business Environment and Enhancing Competitiveness, the Higher Committee for the Study of Demographic Imbalances in the State of Kuwait, and the Advisory Council College of Administrative Sciences at Kuwait University. In 2020, he was also elected as a member of the Board of Directors of Kuwait Finance House.

### A summary of how to apply the requirements of registration and coordination and keeping the minutes of meetings of the Board of Directors of the company

The Board of Directors Secretary assists the members of the Board on an ongoing basis to ensure that they obtain any required information in accordance with the Board of Directors Resolutions or in consultation with the Chairman of the Board of Directors, in addition to assisting the Chairman of the Board of Directors in all matters related to preparing

the agenda of the Board's meetings and issuing invitations to the Board Members. The Board Secretary records all the decisions and discussions of the members of the board of directors, records the results of the voting operations that take place in the meetings of the board of directors, and works to preserve the documents of the board of directors.

### The Independent Member's Acknowledgement that meets the independence criteria

The independent member acknowledged that his independency is still valid as stated in Article (2-3) of Chapter Three of Book Fifteen (Corporate Governance) of the Executive Regulations of Law No. (7) of 2010 regarding the establishment

of the Capital Markets Authority and the regulation of securities activity and their amendments, as well as the independent member has the qualifications, experience and technical skills that are appropriate with stc's activity.

# Rule (2): Establish Appropriate Roles and Responsibilities

**Brief on how the company defines the policy of tasks, responsibilities, and duties of each of the Board of Directors Members and the Executive Management Members, as well as the powers and authorities delegated to the Executive Management.**

## Duties and Responsibilities of the Board of Directors

stc has a Board of Directors' Charter, that is fully compatible with the requirements of the Corporate Governance rules which includes defining the tasks and responsibilities of the Board of Directors, including but not limited to:

- Adopting strategic goals, plans, and policies.
- Approving the annual budget estimates, as well as the interim and annual financial statements.
- Overseeing major capital expenditure of the company, assets' owning and disposal.
- Ensuring the Company's commitment to policies and procedures, which ensure stc's respect for applicable internal systems and regulations.
- Ensuring the accuracy and integrity of the data and information that must be disclosed, in accordance with the applicable policies and procedures of disclosure and transparency process.
- Develop a plan/policy to include sustainability factors in the company's overall strategy, main business plans, and risk measurement and management process, if necessary.

stc also has job descriptions for the Board Members, which include a clear definition of the tasks and responsibilities of each Board Member, as well as the authority matrix, which clarifies the authorities of the Board of Directors, Executive Management, and Committees.

## Board of Directors' Achievements

Based on the Board of Directors' responsibilities to achieve the best financial and operational results and to fully implement the strategic plan, the Board has accomplished numerous achievements during its current term for the financial year ended 31 December 2025. These achievements reflect the outcome of a journey of successes and milestones attained by stc throughout the year, supported by tangible positive indicators across various financial, marketing, and technological fields.

In its seventeenth year of operation, stc successfully navigated intense competition with strong capability, earning customer satisfaction through the introduction of promotional offers, competitive pricing, and new services, in addition to enhancing customer loyalty. This, in turn, had a positive impact on operating revenues and profitability, contributing to strengthening stc's role in developing the telecommunications sector in the State of Kuwait, serving the Kuwaiti community, supporting the national economy, and generating attractive returns for its shareholders.

Furthermore, the Board of Directors continued to apply best international practices and comply with the requirements of local regulatory authorities in the governance framework, through the effective collaboration of the Board's committees with executive management.

## A summary of how to apply the requirements that allow the Board of Directors Members to obtain accurate and timely information and data

The Board of Directors has adopted the guide procedure that ensures that the Board Members obtain information accurately and in a timely manner and in accordance with relevant laws and legislation. The guide specifies the mechanism for requesting information and presenting it to the Board of Directors. In addition, the procedures and obligations of the members to maintain the confidentiality of the information that has been passed on to them by virtue of their work.

## The Board of Directors Committees

The Board of Directors has formed a number of independent committees, and the instructions and rules of governance issued by the Capital Markets Authority have been taken into account when forming these committees. The Board has formed 4 committees emanating from it, which are the Audit Committee, the Risk Management Committee, the Nominations and Remunerations Committee, and the Executive Committee.

Committee: Audit Committee	Formation Date: 1 April 2024	Committee Term: (3) years	Number of Members: (4)
	↓ Name	↓ Position	↓ Classification
<b>Committee Members:</b>	Eng. Bader Ben Saleh Al-Anazi	Chairman	Non-executive
	Mr. Hamad Abdulrahman Al Sanea <sup>1</sup>	Member	Non-executive
	Mr. Abdulaziz Ben Abdullah Al-Ghamdi	Member	Non-executive
	Dr. Methqal Mohammad Sartawi	Member	Independent

<sup>1</sup> Mr. Hamad Abdulrahman Al-Sanea nominated as a representative of the Public Institution for Social Security for its designated seat, effective 1 July 2025.

### The Committee performs several duties including:

- Review the interim financial statements before presenting them to the Board of Directors and expressing an opinion and recommendation to the Board of Directors in order to ensure the fairness and transparency of financial data and reports.
- Examine accounting topics and understand their impact on financial statements.
- Evaluate the adequacy and effectiveness of the Internal Control Systems applied within the company and prepare a report that includes the Committee's opinion and recommendations in this regard.
- Appointing/ Re-appointing an independent external auditor to examine and evaluate the internal control systems and submit an annual report to the Committee stating its opinion and recommendations prior to presenting the same to the Board of Directors and sending it to the Capital Markets Authority.
- Evaluate the efficiency of the information security procedures and the internal control system applied in this regard.
- Technical supervision of the Internal Audit Department activities and reviewing the results of internal audit reports and regulatory authorities.
- Monitoring the External Auditor's work, and discussing any obstacles or difficulties encountered the external auditor that may include any scope activities limitations of the independent external auditor or difficulties in obtaining required information, or any significant disagreements with Management.
- Review the reports submitted by the Shariah Supervisory Board, ensure compliance with the provisions of Islamic Shariah, and submit its recommendations to the Board.
- Ensuring that the company is in compliance with laws, policies, regulations, instructions, and provisions of Islamic Shariah.
- Oversee internal audit plans and procedures to detect and address fraud and corruption and follow up on auditors' observations, taking necessary actions to safeguard the company's integrity and financial position.

In 2025, the Audit Committee held (5) meetings, detailed as follows:

Name	(1) 4/02/2025	(2) 22/04/2025	(3) 21/07/2025	(4) 26/10/2025	(5) 23/12/2025
<b>Eng. Bader Ben Saleh Al-Anazi</b>	✓	✓	✓	✓	✓
<b>Mr. Hamad Abdulrahman Al Sanea<sup>1</sup></b>	—	—	✓	✓	✓
<b>Mr. Abdulaziz Ben Abdullah Al-Ghamdi</b>	✓	✓	✓	✓	✓
<b>Dr. Methqal Mohammad Sartawi</b>	✓	✓	✓	✓	✓

<sup>1</sup> Mr. Hamad Abdulrahman Al-Sanea nominated as a representative of the Public Institution for Social Security for its designated seat, effective 1 July 2025.

### The Committee has accomplished many achievements, including:

- Reviewing the financial statements (quarterly and annually) before submitting them to the Board of Directors.
- Discussing the reports submitted by the Internal Audit Department related to results of the audit outcome on the Company's departments and activities and approve the Annual Internal Audit plan.
- Discussing the quarterly and annual reports of the Internal Shariah Audit and the reports of the Shariah Supervisory Board in the presence of the Shariah Audit Team and the Shariah Supervisory Board.
- Discussing the Compliance Reports.
- Approving the objectives of the Key Performance Indicators (KPIs) of the Internal Audit Department.

<b>Committee: Risk Management Committee</b>	<b>Date of formation: 1 April 2024</b>	<b>Committee Term: (3) years</b>	<b>Number of Members: (4)</b>
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	↓ Name	↓ Position	↓ Classification
<b>Committee Members:</b>	Mr. Abdulaziz Al Ghamdi	Chairman	Non-executive
	Eng. Bader Al Enezi	Member	Non-executive
	Dr. Mithqal Al Sartawi	Member	Independent
	Sheikh Mohammed Ben Salman Al Sabah	Member	Non-executive

- The Committee performs several duties including:**
- Preparing and reviewing the Risk Management strategies and policies, as well as the tendency of the risks before being approved by the Board of Directors. Ensuring the implementation of these strategies and policies, and that they commensurate with the nature and size of the Company's activities.
  - Ensuring the availability of adequate resources and systems to manage the risks.
  - Ensuring that Risk Management personnel have a full understanding of the risks surrounding the Company and increasing employees' awareness of the risk culture.

In 2025, the Risk Management Committee held (5) meetings, detailed as follows:

Name	(1) 04/02/2025	(2) 22/04/2025	(3) 08/06/2025	(4) 21/07/2025	(5) 26/10/2025
Mr. Abdulaziz Al Ghamdi	✓	✓	✓	✓	✓
Eng. Bader Al Enezi	✓	✓	✓	✓	✓
Dr. Mithqal Al Sartawi	✓	✓	✓	✓	✓
Sheikh Mohammed Ben Salman Al Sabah	✓	✓	—	✓	✓

- Committee's Achievements:**
- The Committee has accomplished many achievements, including:**
- Maintaining the ISO 31000 Certification for Risk Management.
  - Review of Legal Cases Status and action plans.
  - Review of the Company-wide Business Continuity Crisis Plan.
  - Enhancing the (Top Risk) reporting dashboard to reflect the status of risks for all stc Kuwait subsidiaries and alignment with stc Group.
  - Discussing the Quarterly reports submitted by Risk Management Department.
  - Discussed and Reviewed Cyber Security related risks on a quarterly basis.
  - Approval of objective, plan and KPIs for Risk Management Department for 2026.

<b>Committee: The Nomination and Remuneration Committee</b>	<b>Formation Date: 1 April 2024</b>	<b>Committee Term: (3) years</b>	<b>No. of Members: (4)</b>
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	↓ Name	↓ Position	↓ Classification
<b>Committee Members:</b>	Dr. Mahmoud Ahmad Abdulrahman	Chairman	Independent
	Eng. Moeed Ben Howejj Al-Salloum	Member	Non-executive
	Mr. Turki Abdulaziz Al Naim	Member	Non-executive
	Eng. Ziad Ben Hamad AlHasson	Member	Non-executive

- The committee performs several tasks including:**
- Recommending the acceptance of the nomination and re-nomination of the Board Members and Executive Management.
  - Developing a clear policy for Board Members' and Executive Management's remunerations.
  - Determine the appropriate skills required for Board of Directors membership in the Board of Directors and review these requirements on an annual basis.
  - Determine the mechanism for evaluating the performance of the Board as a whole and the performance of each member of the Board and the Executive Management.

In 2025, the Nomination and Remuneration Committee held (3) meetings, detailed as follows:

Name	(1) 30/1/2025	(2) 17/4/2025	(3) 24/12/2025
Dr. Mahmoud Ahmad Abdulrahman	✓	✓	✓
Eng. Moeed Ben Huwajj Al-Salloum	✓	✓	✓
Mr. Turki Ben Abdulaziz Al Naim	✓	✓	✓
Eng. Ziad Ben Hamad AlHasson	✓	✓	✓

- Committee's Achievements:**
- During the year 2025, the committee achieved several achievements, including:**
- Development of Human Resources programs in the company.
  - Reviewing the authority matrix in addition to the policies and procedures.
  - Recommending the Board of Directors hold a workshop on the opportunities and challenges of digital financial services in the telecommunications sector.
  - Launching the Board of Directors Performance and Effectiveness Assessment Program for the year 2025.

<b>Committee: Executive Committee</b>	<b>Formation Date:</b> 1 April 2024	<b>Committee Term:</b> (3) years	<b>No. of Members:</b> (4)
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	↓ Name	↓ Position	↓ Classification
<b>Committee Members:</b>	Eng. Moeed Ben Huwajj Al-Salloum	Chairman	Non-executive
	Dr. Mahmoud Ahmad Abdulrahman	Member	Independent
	Mr. Turki Ben Abdulaziz Al Naim	Member	Non-executive
	Mr. Ziad Ben Hamad AlHasson	Member	Non-executive

- The committee performs several tasks including:**
- Discussing the Strategy Action Plan and estimated budget before presenting it to the Board of Directors.
  - Following up on the implementation of the strategic plan and performance indicators periodically.
  - Reviewing Company's performance in general, the performance of all Company's sectors in detail, and discussing deviations from the work plan and the estimated budget.

In 2025, the Executive Committee held (5) meetings, detailed as follows:

Name	(1) 05/02/2025	(2) 23/04/2025	(3) 22/07/2025	(4) 26/10/2025	(5) 24/12/2025
Eng. Moeed Ben Huwajj Al-Salloum	✓	✓	✓	✓	✓
Dr. Mahmoud Ahmad Abdulrahman	✓	✓	✓	✓	✓
Mr. Turki Ben Abdulaziz Al Naim	✓	✓	✓	✓	✓
Mr. Ziad Ben Hamad AlHasson	✓	✓	✓	✓	✓

- Committee's Achievements:**
- The committee achieved several achievements, including:**
- Reviewing the strategy and work plan for the next three years.
  - Studying the estimated budget.
  - Follow up on the operational performance of the company periodically.
  - Studying the investment opportunities.



# Executive Management



**Eng. Muataz Abdullah Aldharrab**

Chief Executive Officer

stc has job descriptions that clearly define the tasks and responsibilities of each position, and an approved Authority Matrix is available to delegate powers to all sectors within stc. Executive Management Tasks include, for example (but are not limited to):

- Working to implement all internal policies, regulations, and systems approved by the Board of Directors.
- Executing the strategy and annual plan approved by the Board of Directors.
- Preparing periodic reports (financial and non-financial) regarding the progress achieved in the Company's activity in light of the strategic plans and objectives, and presenting those reports to the Board of Directors.
- Managing the daily work and activity management.
- Active participation in building and developing a culture of ethical values.
- Developing internal control and Risk Management systems, ensuring the effectiveness and adequacy of these systems, and adhering with the risk appetite approved by the Board of Directors.

**stc has a qualified Executive Management Team, who are as follows:**

Eng. Muataz Abdullah Aldharrab	<b>Chief Executive Officer</b>
Mr. Khalid Fahad Almayouf	<b>Chief Financial Officer</b>
Mr. Khalid Fahad Al Sudairy	<b>Chief Strategy Officer</b>
Mr. Issam Issa Al Asousi	<b>Chief Corporate Affairs Officer</b>
Eng. Amer Issam Atoui	<b>Chief Consumer Officer</b>
Eng. Dhari Dawood Al-Quraishi	<b>Chief Technology Officer</b>
Mr. Raed Nabeel Maree	<b>Chief Human Resources Officer</b>
Mr. Mohammad Fadhel Al-Sabea	<b>Chief Audit Executive</b>
Mrs. Anowd Hammad Muthaib	<b>Chief Transformation and Synergies Officer</b>

Mr. Muataz Abdullah Aldharrab was appointed as the Chief Executive Officer of Kuwait Telecommunications Company (stc) effective in March 2024, with over two decades of experience in the telecommunication, information, and technology industries, including a previous role as a Board Member at CCC. Mr. Muataz currently serves as the Chairman for solutions by stc Kuwait and e-portal holding Board of Directors. Mr. Muataz Aldharrab also held several senior executive positions at local and multinational companies where he acquired a well-versed and diversified leadership, managerial, and technical expertise and capabilities in several areas.

Prior to joining Kuwait Telecommunications Company (stc), Mr. Muataz Aldharrab had served as the Chief Strategy Officer at solutions by stc KSA since 2020, where he played a major role in building a distinct strategy that contributed to the company's transformative growth in the ever-evolving digital world. Mr. Muataz Aldharrab also played a pivotal role in leading the IPO team in 2021, successfully taking solutions by stc KSA public in the Main Market of the Saudi Exchange. He also contributed

to positioning solutions by stc KSA as the digital enabler and leading ICT solutions provider for Saudi Arabia while expanding the Company's strategic mergers and acquisitions. Mr. Muataz joined solutions by stc KSA in 2015 where he climbed the ladder from being the Director of Govt. and Enterprise Solutions Engineering to the position of General Manager of Corporate Governance and Customer Success in 2019.

Mr. Muataz Aldharrab started his career path as an Associate Consulting Engineer at CISCO Systems before joining Saudi Business Machines LTD (SBM) where he led several telecommunication infrastructure and international peering projects with global telecom providers. Rejoining CISCO Systems, Mr. Muataz's efforts was recognized where he received the Sales Achiever Award.

Mr. Muataz holds a Bachelor's degree in Systems Engineering from King Fahad University of Petroleum and Minerals. He earned an MBA from Prince Sultan University, a Master's in Change from INSEAD France, and completed the Senior Executive Leadership Program from Harvard.



**Mr. Khalid Fahad Almayouf**

Chief Financial Officer

Mr. Khalid Fahad Almayouf was appointed as the Chief Financial Officer of Kuwait Telecommunications Company (stc) in August 2023. He is also the Head of the Audit and Risk Committee of solutions by stc and e-Portal Holding Company - stc's subsidiaries.

Almayouf held various executive positions throughout his career and gained in depth financial and accounting expertise in several industries including financial services, shipping, logistics, as well as health and information technology. Almayouf worked in government and international companies where he was a part of the assessment of organic growth and the acquisition expansion opportunities.

Prior to joining Kuwait Telecommunications Company (stc), Almayouf served as the Chief Financial Officer (CFO) at Sehati for Information Technology, in KSA, since 2021, where he significantly contributed towards Saudi Vision 2030 of digitalization of healthcare services. He successfully established the finance sector to support the transformation of the healthcare landscape in the Kingdom of Saudi Arabia and aligned all the financial related transactions between the healthcare providers and the insurance companies in the Saudi market.

He has contributed to providing a strategic vision for the company and achieving remarkable growth and success in the National Platform for Health and Insurance Exchange Services (NPHIES). He also served as a member in multiples executive committees to ensure the establishment of the new platform, in addition to aiding the company in reaching its operational and financial efficiency.

Mr. Khalid Fahad Almayouf started his career in the accounting field in Saudi Central Bank before joining Bahri - The National Shipping Company of Saudi Arabia - as Budgeting & Financial Reporting in November 2017, where he rose through the ranks to take on the position of the Head of Budgeting & Management Reporting department in March 2020 prior to serving as the Acting Chief Financial Officer (CFO) at Bahri America. Throughout his time in Bahri Group, he played a pivotal role in restructuring the finance department, implementing new processes, centralizing the group financial reporting, and ensuring alignment between the parent company and its subsidiaries.

Almayouf received his Bachelor's degree in Finance with a Minor in Marketing in 2015 from Boise State University (USA) and attained a Master of Business Administration (MBA Finance) from King Saud University (KSA) in 2022.



**Mr. Khalid Fahad AlSudairy**

Chief Strategy Officer

Mr. Khalid AlSudairy was appointed as Chief Strategy Officer of Kuwait Telecommunications Company (stc) in June 2024. AlSudairy is a visionary and results-oriented strategy executive with leadership experience and proven track record of developing as well as implementing robust business strategies that drive revenue growth, operational efficiency, and market expansion.

He is a proactive and innovative leader who excels at leading high-performing teams and fostering a culture of continuous improvement, with a strong background in Consulting, Telecommunications, and Banking industries for B2B and B2C segments.

Before joining stc, AlSudairy was the General Manager of the Corporate Strategy Department at solutions by stc for more than 8 years. He also has experience working in international organizations such as Accenture Middle East.

AlSudairy has a Master's degree in Politics and International Relations from Royal Holloway University - UK, a Bachelor's degree in Management and Organization from Lancaster University - UK, and multiple professional certifications from institutions such as Stanford University, London Business School, and the Wharton School.



### Mr. Issam Issa Al Asousi

Chief Corporate Affairs Officer

Mr. Issam Al Asousi was appointed as the Chief Corporate Affairs Officer of stc in October 2011. He is also a member of the Audit and Risk Committee of solutions by stc and e-Portal Holding Company - stc's subsidiaries.

Mr. Issam Al Asousi first started his career in the banking, where he took up his first position in 1980 at the Bank of Kuwait and Middle East as Head of the Banking Services Group, which included several departments the most important of which were: VIP Private Banking Department, Marketing Department, Branch Management, Product Development, and Credit Cards Management. This included the provision of services to both customers and those with high purchasing power throughout Kuwait.

In 2003, Mr. Issam joined Al Dar Investment Company, where he played a key role in driving the institution's investment strategies, including the establishment of a Consumer Finance Company called "Wared". Furthermore, in 2008, Mr. Issam moved on to Al Dowalliah Investment Group as the Deputy Managing Director, where he was responsible for defining, implementing, and executing the organization's domestic and international strategies.

Mr. Issam graduated from Kuwait University in 1975 with a Degree in Commerce. After that, he received a one-year training program at Chase Manhattan Bank in Washington - United States of America, in 1981. He also received a Diploma in Banking from the Kuwait Institute of Banking Studies in 1982, in addition to several courses from accredited foreign institutes.

### Eng. Amer Issam Atoui

Chief Consumer Officer

Eng. Amer Atoui was appointed Chief Consumer Officer of Kuwait Telecommunications Company (stc) in April 2021.

Eng. Amer Atoui is a seasoned executive in the telecommunications industry with a proven track record of driving performance improvements and implementing turnaround strategies for multinational telecom companies.

Before joining stc, Eng. Atoui served as the B2C Managing Director at LAMI Insurance Technologies from July 2020 to March 2021, where he played a key role in structuring the company's start-up vertical B2C, and defining its strategy.

Eng. Atoui's career began at LibanCell (a Lebanese mobile operator), where he held various technical and commercial roles from 1999 to 2004. He then joined Comium Group as International Business Development Manager until 2006. His most notable achievement



came as CEO of COMIUM Gambia (2006-2015), where he led the establishment of a greenfield mobile operation, implementing effective commercial strategies and cost-saving initiatives that resulted in strong financial performance.

From 2016 to 2019, Eng. Atoui served as the Managing Director of the Consumer Business Unit at Telkom Kenya (formerly Orange Kenya), where he spearheaded the company's rebranding, transformation, and performance turnaround. Additionally, he was an Advisor for the Orange Kenya Acquisition Project at Helios Investment Partners in early 2016.

Eng. Atoui holds an Executive MBA (dual degree) from ESCP (France) and Ecole Supérieure des Affaires (Lebanon), and a Bachelor's in Engineering (Computers and Communications) from the American University of Beirut, which he earned in 1999.



**Eng. Dhari Dawood  
Al-Quraishi**

Chief Technology Officer

Eng. Dhari Dawood Al-Quraishi was appointed as the Chief Technology Officer (CTO) of Kuwait Telecommunications Company (stc) in July 2025. With over 27 years of experience in the banking and telecom industries, Eng. Dhari is a seasoned leader with a proven track record in both business and technology. He is known for his transformative leadership and ability to achieve performance goals while fostering a culture of excellence.

Prior to joining stc, Eng. Dhari served as the CEO of International Turnkey Systems (ITS), a subsidiary of Kuwait Finance House (KFH), starting in 2023. In this role, he led operations across, GCC, Egypt, and Turkey, achieving significant improvements in projects delivery, financial position, customer satisfaction, and productivity.

Before his tenure at ITS, Eng. Dhari held key leadership positions at the National Bank of Kuwait (NBK) from 2016 to 2023. As Acting Group CIO and Head of IT, he successfully reduced customer complaints and increased IT delivery and efficiency. His experience also includes delivering comprehensive data-center and disaster-recovery solutions.

Eng. Dhari began his career at the Mobile Telecommunication Company "Zain" in 1998, where he spent over 17 years. He culminated his tenure as Director of Operation Support System & Quality until 2016, overseeing all the Telecom/IT operations.

Eng. Dhari holds a Bachelor's degree in Electrical Engineering from Kuwait University. He has further enhanced his leadership capabilities through executive programs at Harvard Business School and London Business School.

**Mr. Raed Nabeel  
Maree**

Chief Human Resources Officer



Mr. Raed Nabeel Maree was appointed as the Chief Human Resources Officer of Kuwait Telecommunications Company (stc) effective in June 2025, with over 29 years of professional experience, including more than 20 years in Human Resources leadership across diverse sectors such as telecom, healthcare, investment, and public services. He is widely recognized for his strategic thinking, strong business acumen, and ability to drive impactful transformation within organizations.

In his most recent role as Head of HR & Admin at KIBS, Raed led major HR initiatives including the implementation of the HR Business Partner model, a structured onboarding program, and a comprehensive HRIS system. He played a key role in the organization's five-year strategy development, led restructuring efforts, and introduced 360° assessments, competency frameworks, and performance management systems.

Raed is also the founder of Talent Formation, an HR consultancy through which he provided advisory services to leading Kuwaiti companies such as NTEC (National Technology Enterprise Company), MARKAZ, and Arkan Real Estate. He previously held senior leadership roles at Ooredoo Telecom and YIACO Medical, where he led ERP implementations, revamped compensation structures, and strengthened HR's strategic contribution.

He holds a Bachelor's degree in Business Administration and has completed executive HR programs at the University of Michigan and INSEAD. Raed also holds multiple certifications in Six Sigma, leadership development, and international HR policy. His key strengths lie in strategic HR leadership, organizational development, and driving operational excellence in fast-paced environments.

### Mr. Mohammad Fadhel Al-Sabea

Chief Audit Executive



Mr. Mohammad Al-Sabea was appointed as Chief Audit Executive of Kuwait Telecommunications Company (stc) in July 2022. He is also a member of the Audit and Risk Committee of solutions by stc and e-Portal Holding Company - stc's subsidiaries.

Prior to joining stc, Mr. Mohamed held the position of Head of Internal Audit at Health Assurance Hospitals Company (DHAMAN).

Mr. Mohamed Al-Sabea has more than 25 years of experience in internal auditing, where he has extensive experience in the field of governance and risk management in addition to holding several leadership positions in various industries. Mr. Al-Sabea started his professional career at the Central Bank of Kuwait and Kuwait Petroleum Corporation (KPC) in 1996 before moving to the investment sector to occupy

the position of Vice President of the Internal Audit at Aayan Leasing and Investment Company. He later joined Al-Imtiaz Investment Group as an Executive Manager of Risk Management. Mr. Al-Sabea also held the position of Head of Internal Audit at Kuwait Telecom Company (stc) between 2014 and 2019 before joining Boubyan Bank as Assistant General Manager for Internal Audit.

Mr. Mohammad Al-Sabea obtained his Bachelor's degree in Accounting and Auditing in 1996. He has also obtained several recognized professional certificates including the Certified Public Accountant USA (CPA), Certified Internal Auditor (CIA), Certified Information Systems Auditor (CISA), Certified Fraud Examiner (CFE), Internal Controls Certificate (COSO), Certified Risk Manager (ISO 31000), and Certified Corporate Governance Officer (CCGO).

### Mrs. Anowd Hamad Muthaib

Chief Transformation and Synergies Officer



Mrs. Anowd Muthaib was appointed as Chief Transformation and Synergies Officer in (CTSO) at Kuwait Telecommunications Company (stc) in March 2024. She was Acting Chief Strategy Officer (CSO) from January to June 2024. A distinguished Strategy and Marketing professional, she has over two decades of in-depth experience in commercial, planning, strategy, marketing, and customer value management across Telecom and Banking.

Mrs. Anowd joined stc as a Managing Director for the Consumer Segment in 2010. In a mere three years, she propelled the company to the second-highest revenue position, fueled by her strategic acumen and the establishment of a groundbreaking B2C digital strategy. Appointed as the General Manager - Enterprise Strategy & Marketing at stc from 2019, Anowd has been at the forefront of B2B strategy, overseeing planning, budgeting and marketing initiatives. Spearheading the development and

establishment of the ICT portfolio, she played a pivotal role in stc's successful integration plans with Qualitynet (ISP) and E-portal (ICT Group of companies), as well as in launching solutions by stc, the brand representing stc Kuwait's B2B solutions.

Mrs. Anowd Muthaib's started her professional path as a Simulation and Acquisition Analyst and Product Development in the Consumer Marketing Department at Zain Kuwait (MTC) from 2001 to 2009, followed by the role of Premier Segment Marketing Manager at Burgan Bank from 2009 to 2010.

Her academic foundation includes a degree in Electrical & Electronic Engineering from Heriot-Watt University (Scotland), complemented by executive courses at Harvard and INSEAD in Decision-Making, Negotiation, Leadership Strategies and Strategic Marketing.

# Rule (3): Recruit Highly Qualified Candidates for the Board of Directors Members and the Executive Management

## Nominations and Remunerations

The Board of Directors formed the Nominations and Remunerations Committee in accordance with the corporate governance rules as set out in Article 4-1 of Book Fifteen Corporate Governance. The committee's composition includes an independent member, and the committee's charter is available, which includes its duties and responsibilities of the committee. The committee is responsible for (but not limited to) the following:

- Recommending acceptance of nomination and re-nomination of the members of the Board and Executive Management.
- Developing a clear policy for the remuneration of the Board of Directors and Executive Management.
- Determining the required skills for membership in the Board of Directors and review those needs on an annual basis.
- Reviewing the organizational structure and provide recommendations to the Board of Directors regarding any proposed amendments to the organization structure.
- Attracting applications of those willing to occupy Executive positions as needed, studying and reviewing those applications.
- Determining the different segments of remunerations that will be granted to employees, such as fixed bonuses segment, the performance related bonus segment, the bonus segment in the form of shares, and the end-of-service bonus segment.
- Preparing a job description for the Executive and Non-executive members as well as the Independent Members.
- Ensuring the independency criteria of independent members.
- Preparing a report of the total remunerations granted to Members of the Board of Directors, the executive body and the managers; whether cash or benefits or privileges, of whatever nature and title, directly or indirectly through the company or Subsidiaries.
- Determining the mechanisms for evaluating the performance of the Board as a whole and evaluating the performance of each member of the Board and Executive Management.
- Reviewing the salary scale and job grades periodically.
- Ensuring the rewards are granted in accordance with the approved Remuneration Policy.
- Reviewing Human Resource Policies and any amendments thereto and presenting them to the Board of Directors.

In adherence to the highest standards of transparency as stipulated in the leading practices and in the Corporate Governance Rules, stc has committed to preparing a detailed report on all the remuneration granted to the Board of Directors Members and the Executive Management. Noting that during 2025 there are no material deviations from the approved remuneration policy by Board of Directors.

## Remuneration Policy Overview

The Remuneration Policy of Kuwait Telecommunications Company (stc) aims to establish a structured and equitable framework for determining the remuneration of the Board of Directors and Executive Management, ensuring alignment with the Company's strategy, objectives, and acceptable risk levels.

The Policy is founded on principles of sound corporate governance, transparency, and performance linkage, connecting remuneration to both financial and non-financial performance indicators. It also ensures an appropriate balance between fixed and variable remuneration to promote sustainability and long-term performance incentives.

## Board of Directors' Remuneration

This includes the compensation granted to Board members in consideration of their membership and is divided into:

- Annual Board membership remuneration.
- Meeting attendance allowances, in addition to reimbursement of expenses and any special compensation for specific assignments.
- Committee membership remuneration.

Such remuneration is subject to approval by the General Assembly and must comply with applicable statutory limits.

## Executive Management Remuneration

This is divided into two main components:

Fixed Remuneration: Salaries, allowances, and benefits contractually determined based on responsibilities, expertise, and career path.

Variable Remuneration: Incentives and bonuses linked to performance and the achievement of financial and non-financial key performance indicators, while taking risk management and sustainability into account.

The Policy also defines the relevant roles and responsibilities, particularly those of the Board of Directors and the Nomination and Remuneration Committee in overseeing, reviewing, and approving the remuneration framework, in addition to the annual disclosure requirements and compliance with applicable regulatory obligations.

The following is a statement of all the benefits and rewards received by the Board of Directors Members and Executive Management for the year 2025.

The Board of Directors of Kuwait Telecommunication Company stc is consists of (9) members, including the Chairman of the Board of Directors:

## Remunerations and benefits of Members of Board of Directors

Total number of members	Remunerations and benefits through the parent company			Remunerations and benefits through the subsidiaries			
	Fixed remuneration and benefits (Kuwaiti Dinar)	Variable remuneration and benefits (Kuwaiti Dinar)		Fixed remuneration and benefits (Kuwaiti Dinar)		Variable remuneration and benefits (Kuwaiti Dinar)	
	Health insurance	Annual remuneration	Remuneration (Committees' / Benefits)	Health insurance	Monthly salaries total of the year	Annual remuneration	Remuneration (Committees' / Benefits)
9	-	308,500 <sup>1</sup>	134,000	-	-	-	-

<sup>1</sup> Subject to AGM Approval.

Details of the segments and types of remuneration and benefits mentioned are examples without limitation.

Total remunerations and benefits granted to five senior executives who have received the highest remunerations. This is in addition to the Chief Executive Officer and the financial manager or their deputy, if not included<sup>1</sup>

Total executive positions	Remunerations and Benefits through the parent company							Remunerations and Benefits through the subsidiaries						
	Fixed remuneration and benefits (Kuwaiti Dinar)							Variable remuneration and benefits Kuwaiti Dinar						
	Monthly salaries total of the year	Health insurance	Annual tickets	Housing allowance	Transportations allowance	Children's education allowance	Annual remuneration	Monthly salaries (total of the year)	Health insurance	Annual tickets	Housing allowance	Transportation allowance	Children education allowance	Annual remuneration
5	518,057	10,283	43,135	114,048	53,236	19,673	812,677 <sup>1</sup>	119,870	2,362	-	-	8,601	18,000	118,670 <sup>1</sup>

<sup>1</sup> Final numbers to be adjusted subject to BoD approval.

Details of the segments and types of remuneration and benefits mentioned are examples without limitation.

## Rule (4): Safeguard the Integrity of Financial Reporting

### Financial Reports and the External Auditor

The Board of Directors and Executive Management provide a written pledge to confirm the validity and integrity of prepared financial reports. The Board of Directors also formed the Audit Committee in accordance with the Corporate Governance Rules, according to Article 5-6 of the Book Fifteen "Corporate Governance" of the Executive Regulations of the Capital Market of Authority.

Details of the formation and achievements of the committee were presented in the previous section.

During the year 2025, there were no cases of conflict between the Audit Committee's recommendations and the Board of Directors' resolutions.

### Financial Reporting and External Auditor

stc issues a set of financial reports on a periodic basis that includes:

- Interim financial statements.
- Annual Reports.
- Profits announcements.

### With regard to the External Auditor, the Audit Committee is responsible for

- Reviewing the scope of work, methodology, and work plan of the proposed external auditor, including coordination of external audit efforts with internal audit.
- Monitoring the external auditor's performance to ensure that they do not provide services other than those required by the external auditing profession.

- Recommending to the Board of Directors to appoint and re-appoint the external auditor, or proposing to change them proposing their fees, and reviewing thier appointment letter, provided thier registration in the special register with the Capital Markets Authority, so that they fulfills all the conditions stipulated in the requirements of the CMA's decision regarding the system of registering auditors, and verifying the independence of the external auditor periodically and before thier appointment or reappointment, and to verify that the external

auditor does not perform any additional tasks that do not fall within the tasks assigned to them, before assigning them, and which may affect their independence in accordance with what the auditing profession requires.

- Discussing any obstacles or difficulties encountered by the external auditor. These obstacles include scope limitations on the external auditor's activities or obtaining the required information and any fundamental disagreements that may result with the management.

## Rule (5): Apply sound systems of Risk Management and Internal Audit

### Risk Management

Risk Management is responsible for implementing the risk strategy and policy, which include sustainability risks represented by environmental, social, and governance issues, and prepares periodic reports on the nature of the risks to which stc is exposed, submitting them to the Risk Committee for approval before presenting them to the board of directors. Risk Management employees have the requisite experience to accomplish the function that has been allocated to them. The Risk Management Department has independence since it reports directly to the Risk Committee, which is appointed by the Board of Directors, in accordance with the established organizational structure and governance regulations.

### Formation of the Risk Management Committee

The Risk Management Committee is established by a resolution of the Board of Directors and shall consist of no fewer than three (3) members, including at least one (1) independent member in accordance with the definition set by the Capital Markets Authority. The purpose of the Risk Management Committee is to assist the Board of Directors of Kuwait Telecommunications Company (stc) in overseeing the Company's risk management activities, supporting the Board, and informing it of current risks that may face the Company as well as its future risk strategy.

The Board of Directors has the authority to appoint the Committee members from among individuals with relevant and recent practical experience in risk management and financial matters, and to determine their term of membership. Membership on the Committee shall cease upon the termination of the member's Board membership.

The Committee's responsibilities include reviewing and approving the Risk Management Framework Manual, assessing the adequacy and proper implementation of the Company's risk management policies and procedures, defining the Company's risk profile and risk appetite, and monitoring the performance of the Risk Management Department in compliance with applicable regulatory and supervisory requirements.

### Summary of the internal control systems

- Approved policies and procedures that cover all key activities and processes of the company.
- A comprehensive and detailed Organizational Structure approved by the Board of Directors and covers all the sectors and departments within the company.
- Approved job descriptions covering all the company's employees.
- Approved regulations by the Board of Directors, which cover all board committees, according to the Corporate Governance rules.
- Approved policies by the Board of Directors that cover all the requirements under the Corporate Governance Rules.
- Approved financial and administrative authority matrices by the Board of Directors, to determine all the powers of various parties and covers all key processes.
- Integrated mechanism that covers all major operations.
- Monitoring and controlling the several independent parties, including internal parties (Internal Audit, Quality Control, and Compliance) and external parties (External Audit, and the ISO Audit Team, Shariah Audit).

## Internal Audit

stc has an effective Internal Audit Department with full technical and administrative independence, through its direct reporting to the Audit Committee emanating from Board of Directors. The Internal Audit Department performs several tasks, including:

- Conducting out Risk Assessment facing stc with the aim of preparing a risk-based audit plan and presenting the same to the Audit Committee for approval.
- Conducting out audit reviews covering all stc's operations and activities in accordance with the Audit Plan, approved by the Audit Committee, in order to evaluate the effectiveness and efficiency of internal controls.
- Conduct quarterly reviews to verify whether the Executive Management has taken the corrective actions agreed upon in the internal audit reports.
- Submitting reports on all the audit findings to the Audit Committee and discussing them with the presence of the Executive Management's representatives.
- Carry out any special tasks assigned by the Audit Committee.

## Rule (6): Promote Code of Conducts and Ethical Standards

### Summary of the Code of Ethics and Business Conduct Standards

stc, represented by its Board of Directors, Executive Management, and all employees, believes that integrity is one of the core pillars upon which its business is built, guiding all interactions with stakeholders. The Company also recognizes that adherence to professional conduct and ethical values is a fundamental element in achieving its objectives and ensuring the sustainability of its business.

Accordingly, the Company fosters an ethical culture based on respect for laws and regulations, accountability, and transparency in all daily practices.

In this regard, the Compliance Department, in cooperation with the relevant departments, works to strengthen and embed the principles of the Code of Ethics and Professional Conduct and to ensure its effective implementation in line with best practices in this field. The Code clearly defines stc's policy regarding common areas related to professional behavior and ethical values, including integrity, conflict of interest, confidentiality of information, compliance with laws and regulations, and fair dealing with customers and suppliers. It also includes guidelines and

practical applications that help all employees and stakeholders understand and apply these principles in the workplace.

The Code's slogan, "With our integrity, we go further," reflects stc's core values of dedication, dynamism, and courage, and represents the foundation of the Company's Ethics and Integrity Program. It also embodies stc's firm commitment to integrity and transparency in its dealings with customers, communities, the market, investors, and the internal work environment.

All leaders at stc are committed to promoting a culture and work environment grounded in integrity, by encouraging the reporting of any potential violations of the Code of Ethics and Professional Conduct through dedicated channels that ensure confidentiality and protect whistleblowers from any retaliatory actions.

The Company relies primarily on awareness bulletins, internal messages, and regular educational content to raise awareness among employees and stakeholders regarding the Code of Ethics and Professional Conduct and the importance of adhering to ethical values in all interactions, thereby ensuring the reinforcement of ethical culture across all levels of the Company.

### Summary of policies and mechanisms to reduce conflicts of interest

In line with its commitment to promoting professional conduct and ethical values, and pursuant to Rule Six of the Corporate Governance Rules, stc has adopted a Conflict of Interest Policy designed to ensure the implementation of appropriate procedures for identifying and effectively managing material conflict of interest cases in a manner that protects the interests of the Company, its shareholders, and all stakeholders.

This policy requires all Board members, executive management, and employees to disclose any direct or indirect personal interests that could lead to a conflict of interest with stc's interests. It also mandates that no individual may exploit their position or access to information for personal gain. Moreover, any member involved in a conflict of interest case must abstain from voting or participating in deliberations on the matter in question, and this must be documented in the meeting minutes.

stc identifies and manages conflict of interest cases in accordance with its approved policies and procedures and takes the appropriate measures in this regard.

The auditors' report includes a statement of balances and transactions with related parties, which are considered as such when one party has the ability, directly or indirectly, to control or exert significant influence over another party's financial and operational decisions.

Related parties primarily include major shareholders of stc, members of the Board of Directors, senior management, and companies over which they can exercise significant influence.

Furthermore, stc engages in certain transactions that arise in the ordinary course of business with the parent company, subsidiaries, and affiliates. These transactions are reflected in the financial statements and accompanying notes, and the outstanding balances due to these related parties are disclosed as of December 31, 2025, in accordance with applicable accounting standards and regulatory requirements.

The following are the significant transactions with the parent company, which are included in the statement of profit or loss and other comprehensive income:

	2024, Thousand Kuwaiti Dinars	2025, Thousand Kuwaiti Dinars
Management Fees	12,400	11,164
Revenue	12,925	9,903
Other Operational Expenses	25,487	32,776

## Rule (7): Disclosure and transparency accurately and in a timely manner

### Disclosure and transparency

#### A summary of the application of mechanisms for presentation and accurate and transparent disclosure that define aspects, areas, and characteristics of disclosure

Kuwait Telecommunications Company (stc) believes that adherence to the principle of transparency is one of the key pillars in strengthening the confidence of shareholders and stakeholders. Therefore, the Company is committed to maintaining the highest standards of accuracy and clarity when disclosing relevant information in a timely manner, and in full compliance with the laws, regulations, and directives issued by the competent regulatory authorities.

This approach stems from stc's ongoing efforts to build a work environment characterized by integrity and transparency, achieve sustainability, and establish a positive reputation that supports the Company's long-term continuity.

In this regard, stc is committed to the accurate and comprehensive disclosure of its financial statements, earnings reports, audit reports, and material information, in accordance with the requirements of the Capital Markets Authority (CMA) and other regulatory bodies. The Company also ensures the confidentiality of non-public

information and takes the necessary measures to protect it. Access to such documents and data is restricted and granted only within the limits permitted under applicable regulations.

To further strengthen communication with stakeholders, stc provides effective communication channels that enable timely access to comprehensive and accurate reports — demonstrating the Company's firm commitment to its Disclosure and Transparency Policy.

Moreover, stc maintains a comprehensive record with Bursa Kuwait and the Capital Markets Authority, which includes all disclosures issued by the Company during the past five years.

In 2025, the total number of disclosures issued by stc amounted to 63, clearly affirming the Company's strong commitment to promoting transparency. The Company also publishes all material disclosures on its official website in compliance with the CMA's requirements.

## Brief about the application of the requirements of the Board of Directors disclosure and executive management disclosures and the managers' disclosures

stc maintains a dedicated register containing the disclosures of Board members and executive management, which is available for review by all shareholders. The Company affirms that shareholders have the right to access this register free of charge, and ensures that it is regularly updated to accurately reflect the actual status of related parties.

## A brief statement on the application of the formation requirements of a unit of investors' affairs

stc has established the Investor Relations Department, which is responsible for the communication process with current and potential shareholders in addition to providing the necessary data, information and financial reports. The Investor Relations Department has an appropriate independent reporting line that allows the provision of data, information, and reports in a timely and accurate manner through the recognized means of disclosure including the company's website.

## Brief on how to develop the information technology's infrastructure on which it shall significantly rely on in the disclosure processes

stc follows a policy of adopting and expanding the use of information technology to communicate with shareholders, investors, and stakeholders. The Company relies heavily on information technology to enhance its communication channels with these groups, having a dedicated a Corporate Governance section on its official website. This section provides all updated information and data that assist shareholders, as well as current and potential investors, in exercising their rights and evaluating performance. In addition, the company's website and its mobile Investor Relations application include a dedicated Investor Relations page that offers comprehensive and up-to-date information.

In this context, the Capital Markets Authority launched the Electronic Disclosure System, which aims to unify all disclosure platforms and channels into one integrated system. Kuwait Telecommunications Company stc was among the first companies to make disclosures through the new electronic system, even before the mandatory implementation period began. This demonstrates stc's commitment to keeping pace with technological advancement and digital transformation across all areas of its operations, as well as its adherence to the laws and regulations issued by the relevant regulatory authorities.

# Rule (8): Respect the Right of Shareholders

## Protecting Shareholders' Equity

### Summary of the application of the requirements for identification and protection of general rights of shareholders, in order to ensure fairness and equality amongst all shareholders

Through the Investor Relations Department, stc is committed to fulfilling its commitment to shareholders by maintaining the highest standards of transparency and fairness. stc believes that the effective Corporate Governance enhances the value for its shareholders and offers appropriate guidelines for the Board of Directors, and its committees, and Executive Management to carry out their duties in a manner that benefits stc and its shareholders. Therefore, stc seeks to achieve the highest levels of transparency, accountability and effective management through adopting, and monitoring the execution of strategies, goals and policies to ensure compliance with its regulatory and ethical responsibilities.

It is worth noting that after the company's listing on Kuwait Stock Exchange, we developed and maintained the contact channels with investors and financial experts. stc is also committed to transparency and presenting financial information via various communication channels in accordance with best professional practices for disclosure and transparency. Furthermore, stc delighted to interact with domestic and international investors as well as financial experts in order to meet with them and answer their queries. stc also participated in investor conferences to enhance the communication with all levels of shareholders and the financial community.

Furthermore, the website and the Investor Relations mobile app. provide a range of information about the company's stock, financial data and performance reports, as well as adopting the Shareholders' Protection Rights Policy.

Finally, stc guarantees all shareholders the right to view all relevant information and disclosures through publishing them on the website and in the annual reports that are available to all shareholders, as well as to enabling them to obtain all information about the Board of Directors, their qualifications, the shares they own, their chairmanship or membership on the boards of other companies, as well as the information on Executives Management within the Company. It is also possible for all stakeholders to obtain all relevant information.

## Summary on the creation of a special records at the Clearing Agency, as part of the requirements for ongoing monitoring of shareholder data

Since its establishment, stc has maintained a special register with the Clearing Agency that contains the shareholders names, their information, and the amount of shares owned by each of them. The shareholders register is updated on a daily basis and any changes to the data recorded are modified according to the data received by stc or the Clearing Agency in this regard.

## Brief on how to encourage shareholders to participate and vote in the company's general assembly meetings

- stc initially, discloses the date of the General Assembly Meeting, once the Board of Directors decides on it.
- stc announces the date of its General Assembly Meeting through the web page of Boursa Kuwait in addition to the Investor Relations web page on the official website.
- A public invitation is made to shareholders to attend and participate in the General Assembly Meeting, (regardless of their capacity), and includes the agenda. The invitation is delivered through the announcement in at least, two daily newspapers published in Arabic. The first announcement is published two weeks prior to the General Assembly Meeting while the second announcement is published one week prior to the General Assembly Meeting. The second announcement must be published in the official newspaper.
- Recently, stc launched a mobile application for Investor Relations, providing access to company's news, financial reports, invitations, disclosures, as well as shares performance data.

## Rule (9): Recognizing the Role of Stakeholders

### Recognizing the role of stakeholders

#### Brief about conditions and policies that ensure protection and recognition of the rights of stakeholders

stc strives to respect and protects stakeholder's rights in all its internal and external dealings, as their contributions are a critical resource for increasing the company's competitiveness and profitability levels. In order that the stakeholders' transactions, whether contracts or deals with the company, do not conflict with the interests of the shareholders, the following factors have been considered:

- None of the stakeholders shall obtain any advantage through their dealings in contracts and transactions that are included in the company's normal activities.
- The establishment of internal policies and regulations that identify a clear mechanism for documenting contracts and deals of various types.

#### The company also adopted a set of policies, including, but not limited to:

- Stakeholder Protections Rights Policy.
- Contracting Policy.
- Conflict of Interest Policy.
- Code of Ethics and Business Conduct Policy.
- Whistleblowing Policy.
- Supplier Code of Conduct.
- Related Parties Transaction Policy.

#### Brief on how to encourage stakeholders to keep track on Company's various activities

stc is committed to dealing with the Board of Directors Members and stakeholders on the same conditions as it does with other stakeholders without any discrimination or preferential terms, in addition to reviewing proposed deals and transactions with the relevant parties and making appropriate recommendations in this regard to the Board of Directors.

stc is also committed to providing stakeholders with information and data related to their activities on a regular basis in accordance with the contracts concluded with them and in a manner that does not violate the confidentiality of applicable information confidentiality guidelines. All contracts concluded with stakeholders have contractual clauses that protect the confidentiality of the information entrusted to them in order to fulfill the tasks assigned to them.

On the other hand, stc is committed to ensuring the protection of stakeholders' rights in accordance with the laws of the State of Kuwait that govern the relationship between the company and its stakeholders, such as the Kuwaiti National Labor Law, the Companies Law and its Executive Regulations, the Commercial Law, and instructions issued by the Capital Markets of Authority and other regulatory authorities.

## Rule (10): Encourage and Enhance the Performance

### Performance Enhancement

#### A Summary on the application of the requirements for the development of mechanisms that allow Board of Directors Members and Executive Management to attend training programs and courses regularly

stc is committed to continuous training and qualification, which provides the Board of Directors Members and the Executive Management with the appropriate understanding and knowledge of all topics related to the company's activities, as well as familiarity with the most recent developments in the relevant administrative, financial and economic fields, in addition to the ability to strategically plan, based on stc's needs and then achieve its goals.

#### Brief on the evaluation performance methods of the Board as a whole and the performance of each member of each member of the Board of Directors and the Executive Management

stc has developed systems and mechanisms to periodically evaluate the performance of each Board of Directors Members and the Executive Management. Including a set of performance indicators linked to the extent of achieving the strategic goals are met, the quality of the Risk Management, and the efficiency of the internal control systems. The Board of Directors has also adopted performance indicators to measure the performance of both the Board of Directors and the Executive Management.

#### An overview of the Board of Directors' efforts in asserting the importance of corporate value creation with the employees at the Company through achieving the Company's strategic goals and improving key performance indicators.

The Board of Directors and the Executive Management are keen to create corporate values within stc by following the highest standards of the Code of Ethics and Business Conduct, in addition to applying the Employee Guide, which works to achieve the highest levels associated with applying business ethics, achieving the strategic goals, and improving performance rates, contributing effectively to creating institutional values among employees and motivates them.

# Rule (11): Focus on the Importance of Corporate Social Responsibility

## Corporate Social Responsibility

stc consistently strives to maintain its position as one of Kuwait's leading companies, playing an active and essential role in promoting the principles of corporate social responsibility (CSR) through the implementation of a comprehensive, diverse, and sustainable program that encompasses several fundamental and vital pillars.

The Company has continued to strengthen its integrated CSR program through numerous community campaigns and initiatives that create added value and a positive impact on society, contributing to social development and enhancing awareness of the importance of social responsibility.

stc also seeks to adopt a comprehensive and sustainable approach in implementing its CSR initiatives, with the participation of stc family members, in cooperation with governmental entities, public benefit organizations, and private

The Company also aims to ensure the sustainability of its community initiatives, which serve the interests of society both in the present and the future, grounded in ethical values, principles of governance, as well as neutrality and transparency. stc has placed its responsibility toward the community at the forefront of its priorities.

## Brief about the programs and mechanisms helping to highlight the Company's efforts exerted in the field of social work

With regard to social responsibility, stc Kuwait implemented a range of impactful initiatives focused on education, digital empowerment, entrepreneurship, and community health. These initiatives included partnerships, awareness campaigns, and support for programs in collaboration with government and private entities, as well as continuous support for entrepreneurs through the "Weyak" initiative and the InspireU. business accelerator program.

For further details on stc's most recent CSR initiatives, please refer to the CSR section published on the Company's website and the latest Annual Report.

sector institutions. This collaborative approach helps foster the development, empowerment, and growth of the community and the State of Kuwait.

As a leading digital transformation and sustainability-driven company in Kuwait, stc invests in strategic partnerships built on the concept of giving, and engaging with customers and various segments of society, driven by the belief that giving is the essence of success.

However, stc's leadership is not limited to its position in the local market. Since its establishment more than seventeen years ago, stc has spared no effort in reaffirming its commitment to a wider community, playing an active role in supporting the Kuwaiti society across its various sectors and groups, with a primary focus on education, health, sports, environment, entrepreneurship, and youth development.



# The Shariah Report of Kuwait Telecommunications Company (stc) Shariah Supervisory Board

## Shariah Supervisory Board Report For the period from 01/01/2025 to 31/12/2025 AD

Praise be to Allah, Lord of the worlds, and prayers and peace be upon our Prophet Mohammad, his family and all his companions

Pursuant to an appointment by the Members of General Assembly, according to the instructions of the supervisory authorities, and what is included in the Company's Memorandum of Association, the Shariah Supervisory Board submits the following report:

The Shariah Supervisory Board has examined the company's activities, the principles used and the contracts related to the transactions and applications offered by the company during the period, as well as expressing an opinion on

if the company complies with the provisions and principles of Islamic Shariah, and in accordance with fatwas, resolutions and instructions issued by the Shariah Supervisory Board and the Shariah standards approved by the Company.

The Shariah Supervisory Board has also reviewed the policies and procedures for the company's products and activities to work in accordance with the provisions of Islamic Shariah (None).

Response to all the company's inquiries that may arise from the work and related to the interpretation or application of Shariah standards.

It becomes clear that the company's management is held responsible in accordance with the provisions of Islamic Shariah.

Noting that:

- The resolutions issued by the Shariah Supervisory Board for contracts, operations and transactions concluded by the company during the period amounted to (18) on the following figure:-

The resolutions	(01/2025), (02/2025), (03/2025), (04/2025), (05/2025), (06/2025), (07/2025), (08/2025), (09/2025), (10/2025), (11/2025), (12/2025), (13/2025), (14/2025), (15/2025), (16/2025), (17/2025), (18/2025)
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- The shareholders are responsible for paying Zakat, so the shareholder shall pay Zakat on its shares if the conditions and legal controls for Zakat are fulfilled.
- Contracts and transactions concluded by the company during the period are in accordance with the provisions of Islamic Shariah.

Best Regards,

**Dr. Abdulrhman Al-Hamed**  
Chairman of the Shariah Committee

**Dr. Abdullah Al-Atiqi**  
Shariah Committee Member

**Dr. Abdullah Al-Rashidi**  
Shariah Committee Member

## Commitment to Shariah Compliance and Integrity Standards

# Audit Committee Report

## Committee Chairman Speech



**Eng. Bader Ben Saleh Al Anazi**

Audit Committee Chairman

### Dear Shareholders,

Peace, Mercy and Blessings of God be upon all of you

It gives me great pleasure, on my own behalf and on behalf of my fellow members of the Audit Committee, to welcome you to the Audit Committee's Annual Report for the year 2025. We are pleased to share with you the key activities and achievements accomplished by the Committee during the year, which build upon the continuous efforts of previous years to strengthen governance and promote sustainability in the Company's operations.

As one of the core pillars of corporate governance, the Audit Committee continually strives to support the Board of Directors in carrying out its oversight role, while enhancing transparency and integrity within the Company's operational and financial processes. During 2025, our focus was on strengthening the internal control

system and assessing its effectiveness and efficiency, with the aim of safeguarding the Company's assets, ensuring business continuity, and achieving its strategic objectives.

Among the Committee's major accomplishments this year was the comprehensive and thorough review of the Company's financial statements, ensuring their compliance with international accounting standards and regulatory requirements. The Committee also worked to enhance the independence of both internal and external auditors, enabling them to perform their roles efficiently and objectively, resulting in reports that accurately and transparently reflect the Company's financial position.

In addition, the Committee devoted special attention to addressing cybersecurity challenges by reviewing policies and

procedures related to data protection and information confidentiality, particularly in light of the accelerating pace of digital transformation. The Committee also monitored the implementation of the Company's digital transformation strategies within the internal audit function to ensure their alignment with strategic objectives and to enhance the Company's readiness for the future.

Commitment to governance and enhancing trust between the Company and its shareholders are key priorities that the committee is keen to achieve. The Committee has ensured that the Company adheres to all applicable laws and regulations, thereby reinforcing its reputation as an institution that upholds the highest professional standards.

In conclusion, I would like to express my sincere appreciation to the members of the Audit Committee for their dedication

and commitment to fulfilling their responsibilities, and to the Company's management for their continued cooperation and support. We remain committed to advancing the Company's objectives and ensuring the sustainability of its performance in a way that serves the interests of shareholders and strengthens its long-term success.

Yours sincerely,

**Eng. Bader Ben Saleh Al Anazi**

Audit Committee Chairman

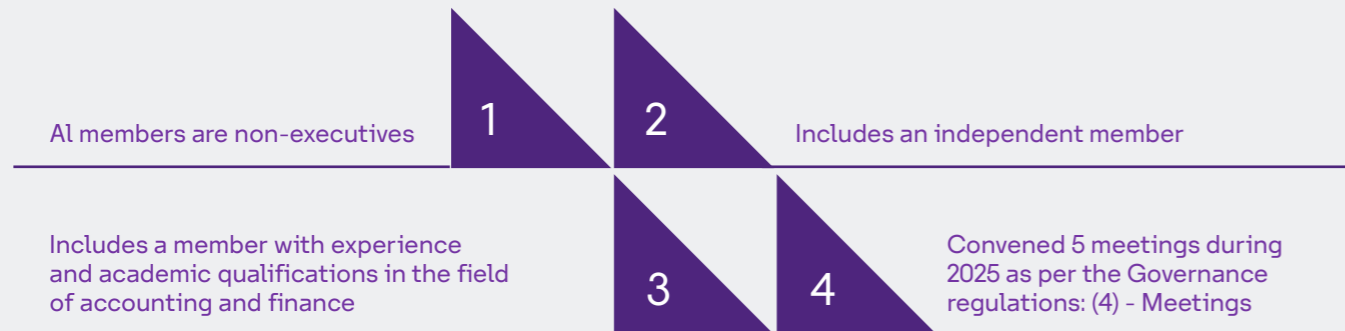
# Objective

The Audit Committee aims to uphold the principles of compliance and transparency by ensuring the integrity of financial reporting and the effectiveness of internal control systems, thereby safeguarding shareholders' interests and enhancing confidence in the Company's performance and sustainability.

# Members

<p><b>Eng. Bader Bin Saleh Al-Enezi</b> Committee Chairman – (Non-executive) &amp; Board Member – (Non-executive)</p>	<p><b>Mr. Hamad Abdulrahman Hamad Al Sanea</b> Committee Member – (Non-executive) &amp; Board Member – (Non-executive)</p>	<p><b>Mr. Abdulaziz Bin Abdullah Al-Ghamdi</b> Committee Member – (Non-executive) &amp; Board Member – (Non-executive)</p>	<p><b>Dr. Methqal Mohammad Sartawi</b> Committee Member – (Independent) &amp; Board Member – (Independent)</p>
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# Committee features:



# Roles and responsibilities:

Roles and responsibilities assigned to the committee as per the committee charter and governance regulations are as follows:

- Review financial statements to ensure its validity and integrity.
- Provide recommendations to the Board related to assigning the external auditor and monitor their performance.
- Evaluate the internal control system.
- Periodically evaluate the Committee's performance while ensuring governance and confidentiality.
- Ensure compliance with policies and regulations and review the reports of the regulatory authorities.
- Supervise the Internal Audit Department and ensure timely reporting.
- Study the accounting policies, and provide recommendations on the same to the Board.
- Oversee anti-fraud and anti-corruption efforts and ensure the existence of effective reporting and investigation.

# 2025 – Snapshot

<p><b>Financial Statements</b></p> <ul style="list-style-type: none"> <li>Periodic review of FS (Quarterly &amp; Year-end) before presenting it to the board.</li> <li>Discussing external auditor's opinion on the FS and ensure its independence.</li> <li>Discussing significant changes in IFRS and its impact on the FS.</li> <li>Ensure the financial statements are correctly consolidated.</li> <li>Follow up on auditor's observations and any significant legal matters.</li> </ul>	<p><b>Internal Control</b></p> <ul style="list-style-type: none"> <li>Review the ICR report that is conducted by independent external auditor.</li> <li>Discuss the quarterly and annual internal Shariah audit reports and Shariah Supervisory Board reports before submitting its recommendation to the board of directors.</li> <li>Assign the ICR project to an independent and approved firm to review the internal control system and then send it to CMA.</li> <li>Enforce the whistle blowing policy and ensure the compliance of it laws.</li> </ul>	<p><b>Internal Audit</b></p> <ul style="list-style-type: none"> <li>Approve the internal audit charter and the risk-based plan.</li> <li>Discuss IA reports and follow-up reports submitted by the IA department to close the raised points.</li> <li>Ensuring the independence of the Chief Internal Audit.</li> <li>Discuss and review IAD's objectives and KPIs.</li> <li>Discuss the Internal Audit Department's report on the results of data analytics and continuous auditing.</li> <li>Review the annual internal audit budget and oversee its technical performance</li> </ul>
<p><b>External Audit</b></p> <ul style="list-style-type: none"> <li>Present proposals and recommendations related to assigning the external auditor by the Board and General Assembly.</li> <li>Presenting proposals and recommendations related to assigning the Shariah Supervisory by the Board.</li> <li>Follow-up with the management on the periodical reports sent to the regulators.</li> <li>Review the scope of work and objectives the external auditor.</li> </ul>	<p><b>Compliance</b></p> <ul style="list-style-type: none"> <li>Review the compliance reports that reflect the Company's compliance with external regulatory requirements and following up on the implementing the recommendations.</li> <li>Ensure compliance with corporate governance to enhance regulatory compliance.</li> <li>Monitor corrective actions on recommendations and observations issued by regulators.</li> </ul>	<p><b>Anti-Fraud and Anti-Corruption</b></p> <ul style="list-style-type: none"> <li>Oversee internal audit plans and procedures to detect and address fraud and corruption.</li> <li>Ensure the existence of effective mechanisms for independent reporting and investigation of fraud or corruption.</li> <li>Follow up on auditor's observations and take necessary actions to safeguard the Company's integrity and financial position.</li> <li>Review the outcomes of investigations into reports submitted through the whistleblowing reports.</li> </ul>