



SGS

الشركة السعودية للخدمات الأرضية
Saudi Ground Services Company

20 ANNUAL 24 REPORT



واجهة وطن
FACE OF A NATION



بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

IN THE NAME OF ALLAH

My first goal is for our country to be a successful and pioneering model in the world on all levels. I will work with others to achieve that.



The Custodian of the Two Holy Mosques
King Salman bin Abdulaziz Al-Saud
May God protect him

Success stories always begin with a vision, and the most successful visions are those built on strengths.

His Royal Highness
Prince Mohammed bin Salman bin
Abdulaziz Al Saud
May God protect him



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واجهة وطن FACE OF A NATION

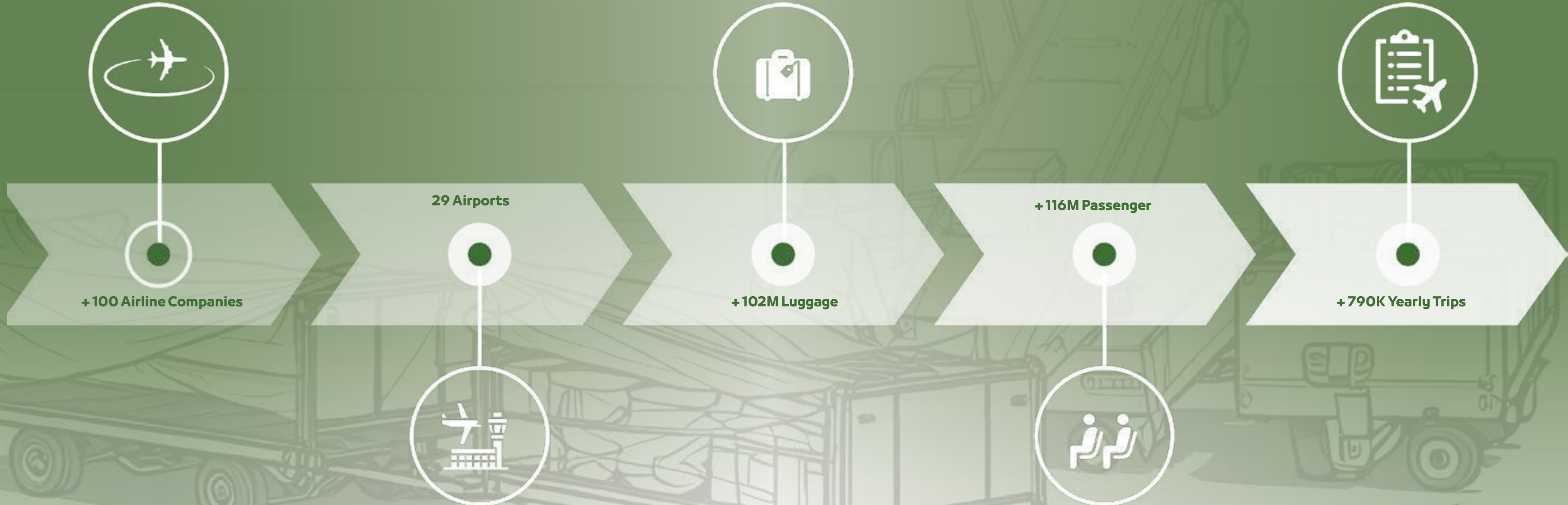
OUR VISION MISSION

“To be the leading company in Saudi Arabia by continuing to provide the best ground handling services.”

VALUES



STATISTICS





OUR HISTORY

The Saudi Ground Services Company is the national operator for ground handling services in the aviation sector in the Kingdom of Saudi Arabia. It was established by the Saudi Arabian Airlines Corporation to carry out ground support services at the kingdom's airports.

The aviation sector in the Kingdom of Saudi Arabia has witnessed rapid and noticeable development since the beginning of the twenty-first century. It was necessary to keep pace with this development and provide efficient integrated ground handling services.

At that time, the three ground handling service companies were in operation: Saudi Arabian Airlines Ground Services, National Company for Ground Handling Services, and Al-Ataar Ground Handling Company (Ataar for Travel). Each of these companies had a special record in providing high-quality services to their clients.

Saudi Arabian Airlines signed partnership agreements that led to the merger of the three companies and the establishment of the Saudi Ground Services Company in 2008. The three companies had an impact on shaping the company's approach and culture.

1945

Established within Saudi Arabian Airlines.

2010

Merged with Al-Attar Company for Ground Handling Services.

2011

It was renamed to Saudi Ground Services Company.

2008

It became independent from Saudi Arabian Airlines to become Saudi Arabian Airlines Ground Services Company.

2010

Distribution of dividends to shareholders.

2014

It was converted into a closed joint-stock company with a capital of 1,880,000,000.

2020

The COVID-19 pandemic and the suspension of flights.

2024

Distribution of Dividends to Shareholders

2015

30% of the company was offered on the stock market for trading on June 25, 2015.

2023

The company's return to profitability.



CHAIRMAN MESSAGE

We are pleased to present to our esteemed shareholders, partners, and customers the Annual Report of Saudi Ground Services Company (SGS) for the year 2024. This report provides an in-depth overview of our operational performance and achievements, along with a comprehensive presentation of our development projects and programs. Furthermore, it highlights the Company's efforts to expand its activities and services as part of the practical implementation of its strategic plan, ensuring the realization of its goals both now and in the future.

Thanks to the unwavering support and wise guidance of our esteemed leadership—the Custodian of the Two Holy Mosques and His Royal Highness the Crown Prince, may Allah protect them—our nation continues to achieve remarkable success. This progress coincides with the completion of major infrastructure projects and developments in the transport and airport sectors, all aimed at driving economic growth, enhancing tourism, and successfully hosting some of the world's most sought-after events across our beloved country.

To further strengthen our leading role in the aviation industry and contribute to the ambitious goals of Saudi Vision 2030 and the National Transport and Logistics Strategy, which aim for 330 million passengers and 250 global destinations, Saudi Ground Services Company continues to advance its development projects and programs, as outlined in this report. These initiatives align with the significant expansions in the airport system, the unprecedented rise in air traffic, and the increasing number of international airlines operating in the Kingdom. Additionally, preparations are underway for the launch of Riyadh Air and the development of King Salman International Airport, a state-of-the-art global hub that will transform Riyadh into a world-class gateway for transport, trade, and tourism. This will further establish the Kingdom as a global logistics center and a crossroads of the world's continents.

This report also provides a comprehensive overview of Saudi Ground Services' achievements in 2024, showcasing outstanding operational performance throughout the year, particularly during the Hajj and Umrah seasons, as well as during international conferences, cultural events, and sporting competitions. It offers a detailed assessment of our advanced capabilities in handling both domestic and international flights, ensuring the highest levels of safety, quality, and professionalism. The report also highlights our successful establishment of new partnerships, including our selection as the ground services provider for Riyadh Air, as this new national airline prepares for its launch across the Kingdom and beyond.

Furthermore, the report celebrates our ongoing efforts to nurture and develop future national leaders through the Training Academy, alongside the numerous prestigious awards and accolades we have received. These honors recognize the dedication, passion, and creativity of our exceptional team—the men and women of this great nation—who continue to drive our Company's progress.

In conclusion, on behalf of my fellow Board Members, the Executive Management, and all our employees, I extend my sincere gratitude and deepest appreciation to the Custodian of the Two Holy Mosques and His Royal Highness the Crown Prince, may Allah protect them. We pray for their continued well-being and for even greater progress and prosperity for our beloved nation.

Our heartfelt thanks also go to our shareholders, customers, and partners, with special appreciation for the Ministry of Transport and Logistics, the General Authority of Civil Aviation (GACA), various government entities, and airport operating companies. Lastly, I express my sincere gratitude to every member of our Company, whose commitment, excellence, and dedication continue to propel Saudi Ground Services forward, contributing to the Kingdom's ongoing journey of growth and prosperity.

With best wishes,
Eng. Khalid Gassim Al-Buainain
Chairman of the Board of Directors

Eng. Khalid Al-Buainain
Chairman of Board of Directors





CEO MESSAGE



Building on its distinguished role in serving the national economy and the aviation industry in our beloved Kingdom, Saudi Ground Services continues to soar to new heights of achievement and success. The 2024 annual report marks a major milestone in this ongoing journey, which, with the blessing of Allah, is dedicated to realizing the Company’s strategic objectives, contributing to the success of Saudi Vision 2030 and the National Transport and Logistics Strategy, and fostering the growth of our national economy. Despite challenges, our economy continues to flourish and achieve new levels of progress under the wise leadership of the Custodian of the Two Holy Mosques and His Royal Highness the Crown Prince, may Allah protect them.

A review of the key performance indicators and services presented in this report clearly demonstrates that the Company has made remarkable progress, further solidifying its role as the national provider of ground services in the Kingdom. Through continuous achievements, the Company builds on its expanding expertise in delivering ground handling services to both local and international airlines at airports across the Kingdom, all while upholding the highest standards of quality and professionalism.

As we highlight the key performance achievements of 2024, we take immense pride in the Company’s unprecedented operational success. Over 790,000 domestic and international flights were handled, nearly 116 million passengers were served, and a record 102 million pieces of luggage were processed.

Demonstrating our pride in serving pilgrims and our commitment to fulfilling the directives of our wise leadership, may Allah safeguard them, the Company provided exemplary service during both the arrival and departure phases. This included managing over 12,000 flights, assisting nearly 2 million pilgrims, and processing more than 4 million pieces of luggage.

Moreover, the Company remains committed to introducing innovative services, such as the “Luggage-Free Traveler” service, which ensures luggage is transported seamlessly from the traveler’s residence to the airport. Additionally, the “Hayakum” project offers an integrated service experience designed to provide pilgrims with a smooth and comfortable journey, journey, ensuring that all services meet the highest standards of quality. These initiatives, along with other modern services highlighted in this report, have left a lasting positive impression of our beloved country on pilgrims.

In alignment with our strategic vision to expand operations and build more partnerships, the Company has earned the trust of Riyadh Air to provide ground handling services at King Khalid International Airport. We have also strengthened our services across all Saudi airports to support global cultural and sporting events, as well as the growing influx of tourists arriving in our beloved country from around the world. This is achieved through seamless coordination with the Ministry of Transport and Logistics, GACA, Saudi Airlines, and related entities, in conjunction with the limitless growth opportunities for air transport services in our great nation.

Additionally, the Company has been committed to diversifying its activities and revenue streams while playing a greater role in supporting the Kingdom’s tourism boom. To this end, a new wholly owned subsidiary has been established as a limited liability company in Saudi Arabia under the name Ground Services for Travel and Tourism Company, with a capital of 500,000 riyals, after fulfilling all regulatory requirements and relevant guidelines.

In international recognition of its achievements, the Company received the Governance Index Excellence Award from Al-Faisal University in 2023, along with several global awards, including “Best Ground Handling Company in the Kingdom,” “Best Ground Handling Service Provider for Aircraft,” and “Best Ground Services Provider in the Middle East.” These accolades underscore the Company’s outstanding performance, development projects, and advanced training programs offered by its IATA-accredited academy. The academy provides training in ground handling, equipment operation, customer service, and safety while continuously enhancing the skills of our workforce. This supports our objectives of increasing job localization, preparing future leaders, and enabling Saudi women to contribute to the growth of Saudi Ground Services.

As part of its commitment to the Saudi Green Initiative, the Company actively works to reduce carbon emissions across all operations. This includes transitioning to electric equipment, increasing the use of green energy, and incorporating environmentally friendly hydrogen solutions. The Company also embraces sustainable technologies, drives digital transformation, and automates operations, all while fostering a healthy work environment that encourages creativity, innovation, and success.

In conclusion, we extend our heartfelt gratitude to His Excellency the Chairman and the Board of Directors for their unwavering support. Our appreciation also goes to our shareholders, customers, and partners, as well as to our exceptional team of men and women who continue to contribute to the success of this national institution. Together, we remain dedicated to serving our cherished country, which has given us so much and to which we owe our utmost loyalty and commitment.

Allah is the Arbiter of Success.

Mohammad Abdulkarim Mazi

Mohammad Abdulkarim Mazi

Saudi Ground Services - CEO





BOARD MEMBERS





Eng. Khalid Gassim Al- Buainain
Chairman of The Board



Dr. Omar Abdullah Jefri
Vice Chairman of The Board



Mr. Mansour Abdulaziz Al Bosaily
Board Member



Capt. Fahd Hamzh Cynndy
Board Member



Mr. Nader Mohammed Saleh Ashoor
Board Member



Mrs. Ghada Ali Al Jarbou
Board Member



Mr. Said Abdullatif Alhadrami
Board Member



Mr. Per Utnegaard
Board Member



Mr. Nasser Farouk Al Qawas
Board Member





EXECUTIVE MANAGEMENT





Mr. Mohammad Mazi
CEO



Mr. Mazen Dhaifallah
VP Corporate Affairs and Secretary of the Board and
Committees



Mr. Waleed Ali
VP for Planning and Support Services



Mr. Ahmed Alzahri
VP Human Resources



Mr. Omar Alamoudi
VP Operations



Mr. Mohammed Alamoudi
VP Finance (Acting)



Mr. Abdulaziz Alhamad
VP Commercial (Acting)



الشركة السعودية للخدمات الأرضية
Saudi Ground Services Company



Introduction

Saudi Ground Services Company (“the Company”) was established as a limited liability company in Jeddah, Kingdom of Saudi Arabia under Commercial Registration No. 4030181005 dated 11/07/1429 AH (corresponding to 14/07/2008). His Excellency the Minister of Commerce and Industry issued Resolution No. 171/Qaf dated 07/07/1435 AH (corresponding to 06/05/2014 AD) approving the transformation of the Company from a limited liability company to a closed joint stock company with a capital of SAR 1,880,000,000 (one billion, eight hundred and eighty million riyals) divided into 188,000,000 (one hundred and eighty-eight million) ordinary shares with a nominal value of 10 Saudi riyals per share (“Shares”). 56,400,000 ordinary shares representing 30% of the Company’s capital were offered for public subscription during the period from 03/06/2015 AD to 09/06/2015 AD). The Company was listed on the Saudi Exchange and the trading of its shares began on 24/06/2015 AD.

The Company’s main activity is to provide ground handling services and support services within the Kingdom’s airports for many local and international airlines, including (passenger services, coordination, management and supervision services, airport apron services, support services).

The company is comprised of multiple sectors and departments that ensure the provision of vital support services to its operations, including (Ground Operations and Handling, Finance, Human Resources, Commercial Affairs, Internal Audit, Legal and Governance, Facilities Maintenance, Engineering Support, and Strategy & Growth).

1- Joint Venture:

1.1 Saudi Amad for Airport Services and Transport Support:

SGS established Saudi Amad for Airport Services and Transport Support Company (“SAAS”) in Jeddah. SAAS is a closed joint stock company registered under No. 4030254190 (dated 27/10/1434 AH corresponding to 03/09/2013 AD) with a capital of SAR 500,000. SAAS specializes in transporting passengers at airports via various means of transportation. The Company owns 50% of SAAS shares. The remaining 50% is owned by Al Amad Trading and Catering Company, a Saudi limited partnership company registered under Commercial Registration No. 4030057952 dated 22/11/1407 AH corresponding to 19/07/1987 AD.

Main activities: The main activity of SAAS is to provide passenger and crew transportation services and operate buses at airports. The main purpose of the company was to integrate the operational processes of both SGS and Al Amad Trading & Catering Company with regard to transporting passengers, as Al Amad Trading & Catering Company was operating buses to transport passengers within international airports and Tabuk Airport before establishing SAAS. Activities include passenger handling at airports, car rental brokers, bus rental, specialized transportation, light transport, and car rental.

1.2 Alvest Arabia Equipment Services:

Alvest Arabia Equipment Services (formerly TLD Arabia) is a joint venture between French TLD Group and SGS. The main purpose of Alvest is to provide specialized automation and maintenance services in airport solutions and ground handling equipment for SGS and other companies in all airports in the Kingdom. SGS owns 50% of the shares in Alvest, while the remaining 50% is owned by TLD Group Company, it is a mixed limited liability company, registered under Commercial Registration No. (4030396817) dated 12/03/1442H. with a capital of SAR 1,000,000, and is headquartered in Jeddah, Kingdom of Saudi Arabia.

Main activities: The main activity of Alvest Arabia is to provide maintenance services for ground services equipment, machine rental, operational rental, and rental of other air transport equipment without drivers. It also provides administrative and supervisory services at airports and provides other activities and services related to air transport.



1.3 Jusoor Airports Services Company:

SGS established Jusoor Airports Services Company in partnership with the Saudi Services and Operation Company Limited for the purpose of implementing the operation and maintenance of passenger bridges and gates services in all airports in the Kingdom. SGS owns 51% of Jusoor, while the remaining 49% is owned by Saudi Services and Operations Company Ltd, which is a limited liability company registered under commercial registration No. (4030522240) with a capital of SAR 1,000,000, and is headquartered in Jeddah, Kingdom of Saudi Arabia.

Main activities: The main activity of Jusoor is to provide operation and maintenance services for passenger bridges and gates.

1.4 Ground Service Company for Travel and Tourism Services:

SGS established Ground Service Company for Travel and Tourism Services to provide travel agency activities. It is a limited liability company wholly owned by SGS and registered under No. (4030558452), with a capital of SAR 500,000, and its headquarters are located in Jeddah, Kingdom of Saudi Arabia.

Main activities: The main activity of the company is to provide services related to air transport and travel agency activities.

واجهة وطن FACE OF A NATION

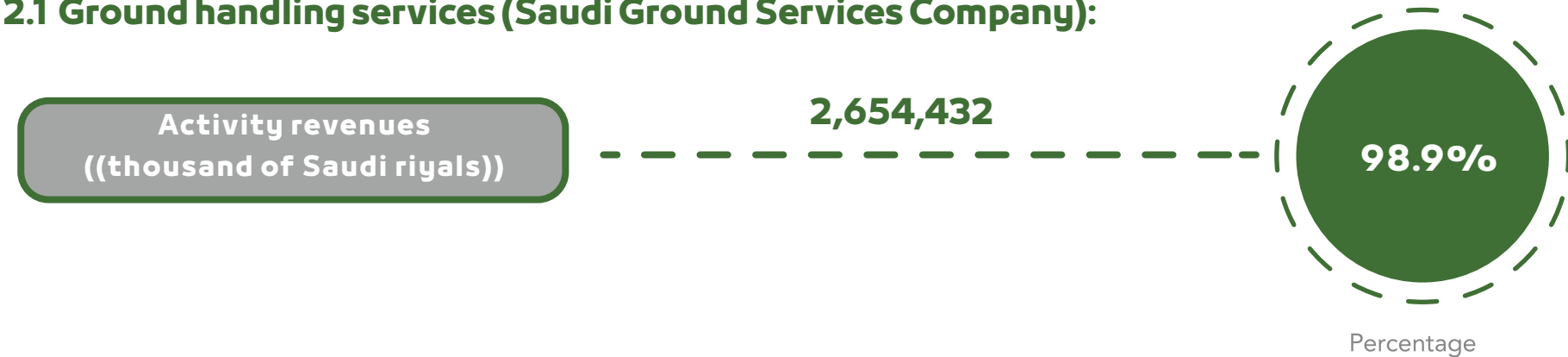


02

MAIN FINANCIAL RESULTS

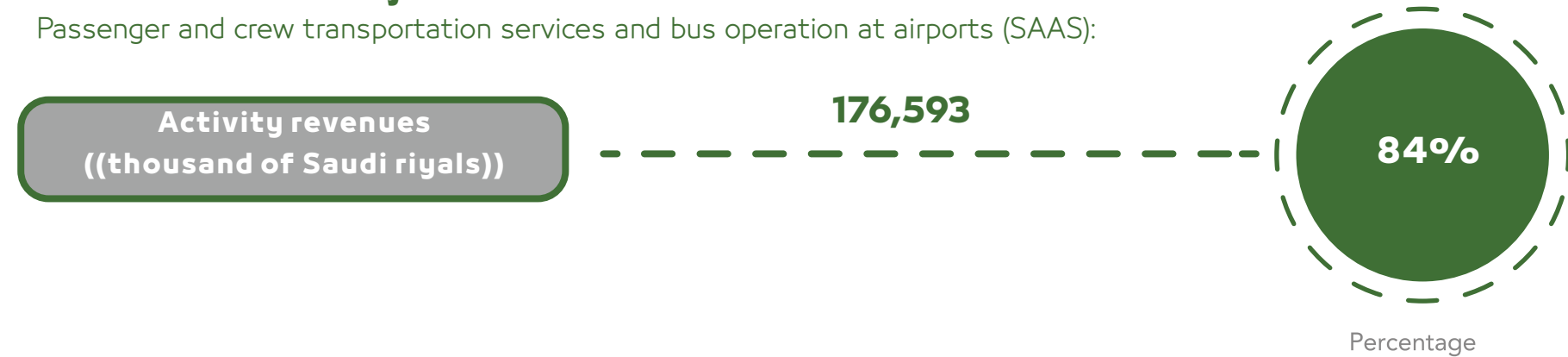


2.1 Ground handling services (Saudi Ground Services Company):



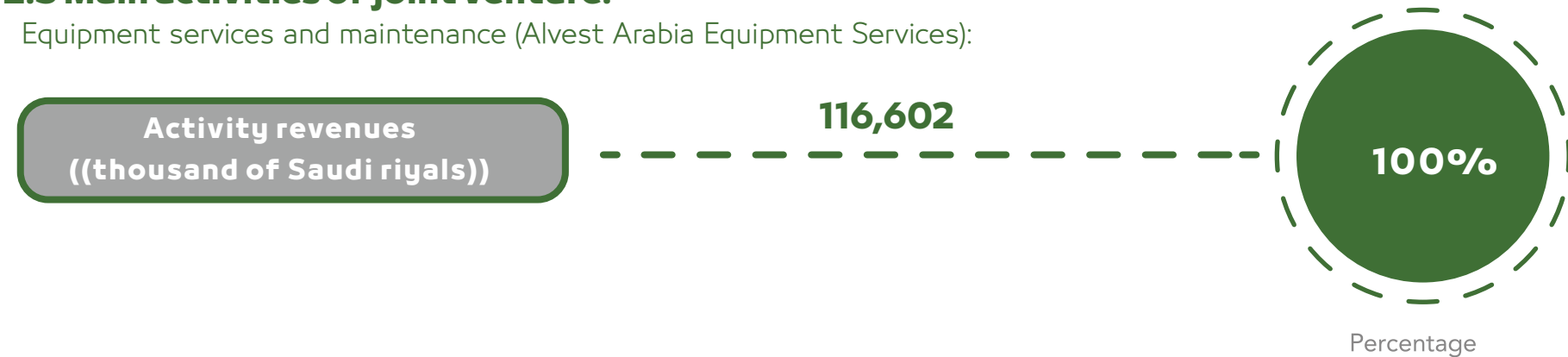
2.2 Main activities of joint venture:

Passenger and crew transportation services and bus operation at airports (SAAS):



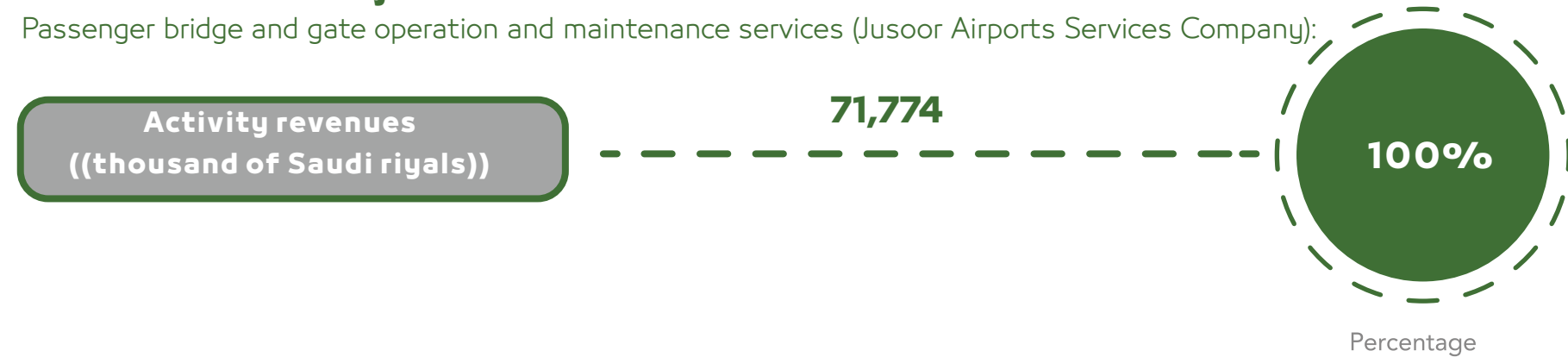
2.3 Main activities of joint venture:

Equipment services and maintenance (Alvest Arabia Equipment Services):



2.4 Main activities of joint venture:

Passenger bridge and gate operation and maintenance services (Jusoor Airports Services Company):



2.5 Partners & Capital in SAAS (joint venture):

Partner's Name	Shares Value in SAR	Percentage of Capital
Saudi Ground Services Company	250,000	50%
Al Amad Trading & Catering Company	250,000	50%
Total	500,000	100%

2.6 Partners & Capital in Alvest Arabia Equipment Services (joint venture):

Partner's Name	Shares Value in SAR	Percentage of Capital
Saudi Ground Services Company	500,000	50%
TLD Group	500,000	50%
Total	1,000,000	100%

2.7 Partners & Capital in Jusoor Airports Services Company (joint venture):

Partner's Name	Shares Value in SAR	Percentage of Capital
Saudi Ground Services Company	510,000	51%
Saudi Services and Operations Company	490,000	49%
Total	1,000,000	100%

2.8 Partners & Capital in Ground Service Company for Travel and Tourism Services (joint venture):

Company's Name	Shares Value in SAR	Percentage of Capital
Saudi Ground Services Company	500,000	100%

3) Summary of SGS financial results during the past five years:

Statement (amounts in thousands Riyals)	2024 AD	2023 AD	2022 AD	2021 AD	2020 AD
Revenues	2,683,844	2,458,888	1,977,037	1,607,933	1,251,835
Revenue Costs	2,062,907	2,049,876	1,817,998	1,412,954	1,272,534
Gross Profit	620,937	409,012	159,039	194,979	(20,699)
Net Profit	327,034	211,477	(244,488)	(254,410)	(454,295)

3.1 Comparison of SGS assets and liabilities during 2024 AD with Previous Years:

Statement (Amounts in Thousands of Riyals)	2024 AD	2023 AD	2022 AD	2021 AD	2020 AD
Current Assets	2,607,092	2,623,402	2,867,727	3,327,522	2,751,360
Non-Current Assets	1,660,661	1,595,730	1,502,856	1,519,164	1,665,592
Total Assets	4,267,753	4,219,132	4,370,583	4,846,686	4,416,952
Current Liabilities	1,107,418	1,178,118	1,191,379	1,450,845	785,520
Non-Current Liabilities	646,641	709,522	1,077,174	1,131,127	1,132,248
Total Liabilities	1,754,059	1,884,640	2,268,553	2,581,972	1,917,768

3.2 Geographical Analysis of SGS Total Revenues during 2024 AD: SGS operates in 29 airports across the Kingdom’s regions and does not operate outside the geographical scope.

Geographical Analysis of the SGS Total Revenues (amounts in thousands of riyals)							
Year	Total Revenues	Western Region	Central Region	Eastern Region	Madinah Region	Northern Region and Other Regions	Total
2024 AD	2,683,844	1,045,411	761,753	212,143	242,486	422,051	2,683,844

3.3 Geographical analysis of subsidiary revenues (SAAS): SGS operates in 29 airports across the Kingdom’s regions and does not operate outside the geographical scope.

Geographical analysis of subsidiaries’ total revenues (amounts in thousands of riyals)				
Year	Total Revenues	King Abdulaziz International Airport - Jeddah	Other stations	Total
2024 AD	210,212	125,981	84,231	210,212

3.4 Geographical analysis of subsidiary revenues (Alvest Arabia Equipment Services): SGS operates in 29 airports across the Kingdom’s regions and does not operate outside the geographical scope.

Geographical analysis of subsidiaries’ total revenues (amounts in thousands of riyals)				
Year	Total Revenues	King Abdulaziz International Airport - Jeddah	Other stations	Total
2024 AD	116,602	36,593	80,009	116,602

3.5 Geographical analysis of subsidiary revenues (Jusoor Airports Services Company): The company operates in two airports in the Kingdom (Jeddah - Dammam) and does not operate outside the geographical scope.

Geographical analysis of subsidiaries’ total revenues (amounts in thousands of riyals)				
Year	Total Revenues	King Abdulaziz International Airport - Jeddah	Other stations	Total
2024 AD	71,774	63,845	7,929	71,774

3.6 Summary of key material differences in the operating results from the results of the previous year or any expectations declared by SGS:

Statement (Amounts in Thousands of Riyals)	2024 AD	2023 AD	Variation (+) or (-)	Variation Percentage
Sales / Revenue	2,683,844	2,458,888	224,956	9%
Cost of Sales / Revenue	(2,062,907)	(2,049,876)	13,031	1%
Gross Profit	620,937	409,012	211,925	52%
Operating Income - Others	61,443	52,204	9,239	18%
Administrative Expenses	(269,692)	(210,285)	59,407	28%
Loss on Impairment of Trade Receivables	(94,062)	(22,698)	71,364	314%
Operating Profit (Loss)	318,626	228,233	90,393	40%



KEY MATERIAL EVENTS, DECISIONS AND ACHIEVEMENTS

04



4) Main Substantial Events, Decisions & Achievements:

SGS witnessed a significant improvement in its business during 2024. The increase in domestic and international air traffic was positively reflected in its performance. This improvement has contributed to enhancing its financial results, allowing it to distribute cash dividends to shareholders for the first half of 2024. This continuous growth reflects The Company’s ability to adapt to changes in the aviation sector and strengthens its position as a leading provider of ground services in the Kingdom.

Among The Company’s notable achievements in 2024:

- Introduction of the “Luggage-Free Traveler” service, which aims to ease the travel experience for passengers and provide a smoother journey. This service is part of The Company’s ongoing commitment to delivering the best solutions and services in the aviation sector.
- Additionally, SGS launched its full-fledged project for serving the pilgrims through “Hayakum” services, which aims to provide a flexible and comfortable experience for pilgrims performing Hajj.
- A major contract worth 1.5 billion was signed with Riyadh Air, reflecting the company’s continued growth in the aviation sector and contributing to strengthening its strategic partnerships to expand its service offerings.
- One more achievement that reflects institutional excellence, SGS received the Excellence Award in Corporate Governance Index from Al-Faisal University, ranking among the top ten companies in the non-financial sector listed on the Saudi Exchange for the fourth year in a row. These awards highlight The Company’s commitment to the highest standards of governance and transparency and further strengthen its leading position in the market.
- Moreover, SGS won several prestigious awards, including the “Best Ground Handling Services Provider” and “Best Fleet Operator” for 2024 in the Kingdom.
- Additionally, SGS received the “Best Ground Handling Company of 2024 in the Kingdom” award from the International Finance Corporation, recognizing its excellence in providing innovative logistics solutions and improving ground operations efficiency. This not only strengthens the Company’s leading position but also contributes to enhancing the performance of the Saudi aviation sector according to the highest global standards.

- On another note, to maintain the quality of services and ensure the safety of employees and passengers, SGS has placed a strong emphasis on employee awareness and training, in line with the requirements of GACA. Throughout 2024, SGS trained 60,134 employees across 9,549 training days in 5,770 sessions.

Furthermore, the Company’s Board of Directors and its committees played a key role in driving the Company’s goals and ensuring business continuity. Some of the most important decisions made include:

1. Approval of the annual financial results report for the period ending on December 31, 2023.
2. Approval of the Board of Directors’ report for the fiscal year ending on December 31, 2023 and publishing it on Tadawul website.
3. Appointment of Mr. Nasser bin Farouk Al-Qawas as a member of the Risk Management Committee effective from February 1, 2024.
4. Renewal of the contract with Flyadeal for three years.
5. Signing of a contract with Flynas for ground handling services.
6. A recommendation to the Extraordinary General Assembly to amend the company’s Articles of Association to align with the new Companies Law.
7. A recommendation to the General Assembly to amend the Company’s policies.
8. Approval of Governance Policy amendments.
9. A recommendation to the General Assembly to approve the transfer of the statutory reserve balance to retained earnings.
10. Approval and publication of quarterly financial results: Q1 for the period ending March 31, 2024;
11. Approval and publication of the quarterly financial results: Q2 for the period ending on June 30, 2024.
12. Approval and publication of the quarterly financial results: Q3 for the period ending on September 30, 2024.
13. Completion of the establishment of a fully owned subsidiary, “Ground Services Company for Travel and Tourism Services.”
14. Signing a contract with Tawuniya Insurance Company to provide medical insurance services for SGS employees.
15. Approval of the CEO’s resignation and the appointment of a new CEO for SGS.
16. A recommendation for the distribution of dividends to shareholders for the first half of 2024.
17. Approval of the Company’s general budget for the fiscal year 2025.

5) Key Structural and Organizational Changes at SGS:

In 2024, SGS focused on continuing to develop its systems and enhance its operational processes in alignment with its objectives and strategy, which are closely tied to the Saudi Vision 2030. SGS also continued implementing administrative restructuring plans, which included strengthening the commitment to bylaws, guidelines, and supervisory directives both in form and spirit. This effort aims to uphold ethical and professional standards among SGS employees, enabling them to perform their duties in a way that fosters sustainable growth and mitigates risks related to non-compliance or financial crimes.

SGS also worked towards completing its transformation plan to expand its operations in future ground services and diversify income sources, which had been previously announced as part of key projects and contracts listed on “Tadawul.” This positively impacted SGS’ financial performance, benefiting both its shareholders and employees.

The transformation plan did not only focus on business expansion but also on changing the work environment to create a healthy and functional space for employees. This was intended to enhance productivity and provide opportunities for employee initiatives by offering a comprehensive and healthy work environment.

6) Future Expectations:

SGS expects to see significant growth in its operations in the coming period, in line with the goals of Saudi Vision 2030. With these ambitious objectives, there will be an increasing demand for high-quality and efficient ground services, providing SGS with a great opportunity to expand its service offerings and improve its infrastructure.

As the number of travelers and pilgrims increases, SGS will continue to develop and deliver innovative solutions, such as enhancing the passenger experience, expanding services, and adopting advanced technologies to keep pace with the evolving aviation industry. This will present investment opportunities that will contribute to The Company’s growth and expansion in the coming years, enabling the Company to achieve the highest levels of efficiency and quality.

Based on these future expectations, SGS will work to enhance its operational capacity and increase investments in technology and modern facilities to meet growing demand and ensure the best services for all categories of travelers and pilgrims.



07

RISKS



7- Risks:

SGS is committed to monitoring key risks and developments that could impact its operations through its risk management system. All departments and stations collaborate closely and effectively to identify potential risks, ensuring that appropriate plans are in place to address and minimize these risks and their potential impact. All risks are regularly monitored by the executive management and the Risk Management Committee, under the supervision of the Board of Directors.

Below are some of the risks SGS may face:

1. Regulatory risks

These are risks related to changes in laws and regulations issued by regulatory bodies, which may have a direct financial impact on the Company's operations. Any change in these laws or regulations may result in higher operational or financial costs. To address this, SGS has established policies and procedures to ensure compliance with relevant regulations and laws. SGS also adheres to the standards set by the International Air Transport Association (IATA) and GACA.

2. Business Continuity

Global external events in recent years, such as the impact of the COVID-19 pandemic on the aviation sector, have posed significant threats to the continuity of the Company's operations or have partially affected them. In response to these risks, SGS has adopted a flexible operational strategy that has helped reduce costs and maintain sufficient liquidity to handle any risks that may affect business continuity.

3. Operational Risks:

Operational risks stem from inadequate internal procedures, employee shortcomings, or technical system failures. SGS mitigates these operational risks through its Safety, Quality, and Risk Department, which ensures proper implementation of policies and procedures through an internal control system designed to identify, assess, and monitor risks.

4. Revenue Concentration Risks

This risk arises from The Company's reliance on a limited number of customers, which could pose a threat to the Company's revenue. To mitigate this risk, SGS has focused on securing a competitive share in local markets, with a customer base that includes both major Saudi and international airlines.

5. Accident and Injury Risks

SGS operates in a high-risk environment within airports, where any technical or human fault or negligence during service delivery could result in damage to property or loss of life. To manage this risk, SGS has activated the role of Safety, Security, Quality, and Risk Management Department. The department conducts regular reviews to ensure compliance with safety policies, procedures and operational requirements. SGS also invests in employee training and awareness programs and holds workshops to ensure the delivery of services to the required standard. In addition, SGS has insurance coverage for its assets in addition to insurance coverage against any legal liability that may arise against SGS towards any other party as a result of its operations.

6. Equipment Depreciation and Replacement Risks

This risk involves the depreciation of equipment and machinery, which lose market value over their lifespan, potentially resulting in their market value being lower than their book value. Given that equipment and machinery are vital for the Company's ground services operations, the Company has implemented strategies to minimize operational costs by enhancing the quality and efficiency of services offered to customers. Recently, SGS signed a joint venture agreement with the French TLD Group aimed at improving service quality at reduced costs through the provision of competitive maintenance services for ground handling equipment and specialized technology.

7. Liquidity Risks

This risk pertains to a lack of sufficient liquidity to meet operational requirements. To address this, SGS has adopted a growth strategy and diversified income sources. Additionally, SGS has secured banking facilities and loans to cover its working capital needs.

8. Legal Risks

Legal risks are those arising from lawsuits filed by SGS' customers, employees, or other parties against SGS. To mitigate these risks, SGS has an internal legal department and has also appointed external legal consultants to ensure compliance with legal and regulatory requirements.

9. Reputation Risks

Reputation risks are those that could jeopardize SGS' reputation. Factors such as a decline in service quality can harm the Company's image. To manage these risks, the Security, Quality, and Risk Management Department ensures that the services provided meet international standards. Additionally, the Company has a Customer Service Department dedicated to addressing complaints promptly.

10. Credit Risks

Credit risks refer to the possibility that a customer, guarantor, or counterpart may fail to meet their financial obligations to SGS. To manage this risk, SGS regularly reviews outstanding accounts receivable and collects appropriate guarantees while adhering to international financial reporting standards. In case of customer's default, SGS takes legal action to safeguard its rights.

11. Cybersecurity Risks

Cybersecurity risks involve the possibility of loss due to cyberattacks or data breaches. To mitigate these risks, SGS continuously reviews and monitors activities related to cybersecurity policies to ensure that adequate measures and preventive controls are in place to avoid any cyberattacks.



CORPORATE GOVERNANCE REGULATIONS

08

8) Corporate Governance Regulations:

SGS has been keen to fully adhere to the principles of corporate governance accredited by the Capital Market Authority and to follow international professional standards in its dealings and adopt principles of transparency and disclosure, which aims to enhance the efficiency of its work and its relations with all stakeholders. In 2024, SGS focused on governance procedures and Board secretariat, which included all governance policies to ensure complete alignment with the provisions of the Companies Law and the CMA's Corporate Governance Regulations. This also included the following:

8.1 Evaluation of Board, Board Members and Committees Effectiveness

As per the Corporate Governance Regulations, the Board evaluated its members' effectiveness and participation, both individually and as a group, and assessed the performance of the Board's committees. The Governance and Board Affairs Departments completed the 2024 evaluation process, and the results were submitted to the Nomination and Remuneration Committee and the Board.

8.2 Training Programs for Members of the Board and Committees

In 2024, SGS offered introductory programs for the board members and organized airport tours for them to understand the Company's operational work. Additionally, several specialized programs in corporate governance and best practices for dealing with stakeholders were provided through a training program at the Governance Academy in Riyadh. The Company also worked to ensure education of board members and committees through modern technology. Overall, SGS is fully committed to all mandatory provisions of the Corporate Governance Regulations issued by CMA. This commitment is reflected in the inclusion of all mandatory requirements in the Company's bylaws, governance document, and its complementary policies. These actions enhance the principles of disclosure, information provision, transparency, fairness in dealings, and the protection of shareholder rights, aiming to define the duties and responsibilities of the board members and executive management in line with regulatory directives. SGS applies all Corporate Governance Regulations provisions except for the following provisions:

S.	Article / Paragraph No.	Article / Paragraph Text	Reasons for Non-application
1	82/1	Forming committees or holding specialized workshops to hear the opinions of the Company's employees and discuss the issues and topics that are subject to important decisions	Guiding article
2	82/2	Motivating employees: Establishing a scheme for granting Company shares or a percentage of the Company profits and pension programs for employees, and setting up an independent fund for such program.	Guiding article
	82/3	Motivating employees: Establishing social organizations for the benefit of the Company's employees.	
3	84	Social responsibility: The Ordinary General Assembly, based on the Board recommendation, shall establish a policy that guarantees a balance between its objectives and those of the community for purposes of developing the social and economic conditions of the community.	Guiding article
4	85/1	Social initiatives: Establishing indicators that link the Company's performance with its social initiatives and comparing it with other companies that engage in similar activities.	Guiding article The Company carries out some initiatives, which were mentioned in the report, but the Company did not set specific programs or measurement indicators
	85/2	Social initiatives: Disclosing the objectives of the Company's social responsibility to its employees and raising their awareness and knowledge of social responsibility.	
	85/3	Social initiatives: Disclosing plans for achieving social responsibility in the periodical reports on the activities of the Company's.	
	85/4	Social initiatives: Establishing awareness programs to the community to familiarize them with the Company's social responsibility.	
5	B/4/90	The Board shall: 4) A description of the necessary details with respect to the remunerations and compensations granted to each of the following, separately: B) Five Senior Executives who have received the highest remuneration from the Company, provided that the chief executive officer and chief financial officer are among them.	The Company settled for disclosure of the total salaries of the top five senior executives.
6	92	Formation of a Corporate Governance Committee	Guiding article. The Nominations and Remuneration Committee plays the role of the Governance Committee
7	Appendix No. (1) /28	The Board of the Capital Market Authority issued Decision No. 1-35-2018 dated 09/07/1439H corresponding to 26/03/2018G that the table for disclosing the remuneration of senior executives specified in Appendix (1) of the Corporate Governance Regulations (Guidance Text). Provided that the disclosure of the remuneration of senior executives in the reports of the Board of Directors that will be issued for the financial periods beginning on 01/01/2020 AD shall be detailed in accordance with the table for disclosing the remuneration of senior executives specified in Appendix (1) of the Corporate Governance Regulations.	The company has committed to disclose the components of senior executives' remuneration in total, in accordance with the statutory requirements contained in subparagraph (b) of paragraph (4) of Article (90) of the Corporate Governance Regulations, but to protect the interests of the company, its shareholders and employees, and to avoid any harm that may result from the disclosure in detail by titles and according to positions, the details were not presented as contained in Appendix (1) for senior executives of the Corporate Governance Regulations.



09

**MEMBERS OF BOARD, BOARD COMMITTEE,
AND EXECUTIVE MANAGEMENT**



9) Members of Board, Board Committee, and Executive Management

9.1 Formation of the Board of Directors and Membership Classification:

The Board of Directors of the Company is formed, in accordance to its Articles of Association, of nine members for a period of three years, and in line with the provisions of the Companies Law, the current Board of Directors has been formed for a period of three Gregorian years that began on 06/05/2022 AD until 05/05/2025 AD. The statement below shows the names of the members of the Board of Directors and the classification of their memberships as of 31/12/2024

S.	Member Name	Position	Membership Classification
1	Eng. Khalid Gassim Al-Buainain	Chairman of the Board of Directors	Independent
2	Dr. Omar Abdullah Jefri	Deputy Chairman of the Board	Independent
3	Mr. Mansour Abdulaziz Al-Bosaily	Board Member	Independent
4	Capt. Fahd Hamza Cynndy	Board Member	Non-Executive
5	Mr. Nader Muhammad Saleh Ashoor	Board Member	Independent
6	Mr. Said Abdullatif Al-Hadrami	Board Member	Independent
7	Ms. Ghada Ali Al-Jarbou	Board Member	Independent
8	Mr. Per Utnegaard	Board Member	Independent
9	Mr. Nasser Farook Al-Qawas	Board Member	Non-Executive

10) Board of Directors and Committees Members

The following statement shows the names of the Board of Directors members, their qualifications and experiences during the period from 01/01/2024 AD until 31/12/2024 AD:

1. Eng. Khalid Gassim Al-Buainain:

Eng. Khalid Gassim Al-Buainain holds the position of Chairman of the Board of Directors and Chairman of the Executive Committee at SGS and is an independent board member. The following is a statement of his academic qualifications, professional experiences and memberships:

Current Positions	Previous Positions	Qualifications	Experiences
Member of the Board of Directors of (HSBC) Arabia	-Senior Vice President - Technical Services at Saudi Aramco	Holds a Bachelor's degree in Mechanical Engineering from King Fahd University of Petroleum and Minerals	Over 31 years in Saudi Aramco
	-Senior Vice President - Engineering, Financial and Operations Support at Saudi Aramco		
	-Senior Vice President - Marketing and Distribution at Saudi Aramco		
	-Senior Vice President - Engineering Services at Saudi Aramco		

Memberships & Professional Experience:

Job Title	Company Name	Legal Entity Type
Board Member	HSBC Arabia	Inside the Kingdom - Joint Stock
Board Member	Saudi Amad Company	Inside the Kingdom - Closed Stock

2. Dr. Omar Abdullah Jefri:

Dr. Omar Abdullah Jafri holds the position of Deputy Chairman of the Board of Directors and the Executive Committee and Chairman of the Audit Committee of the Company and is an independent board member. The following is a statement of his academic qualifications, professional experience and memberships:

Current Positions	Previous Positions	Qualifications	Experiences
Advisor to the Minister of Transportation and Logistical Services	Senior Advisor to the Director General of Saudi Arabian Airlines	-Holds a PhD in Marketing from the University of Alabama,	More than 26 years of experience in the
	-Assistant Director General for Administrative Affairs and Systems at Saudi Airlines	-Master of Business Administration from King Fahd University of Petroleum and Minerals	aviation sector.
		-Bachelor of Industrial Management from King Fahd University of Petroleum and Minerals.	

Memberships & Professional Experience:

Job Title	Company Name	Legal Entity Type
Chairman of the Board of Directors and Member of the Executive Board	SITA International, a non-profit organization owned by international airlines	Semi-governmental entity - outside the Kingdom
Board Member	Sanaad Holding Company	Inside the Kingdom - Listed Joint Stock
Board Member	Yemen Airways	Outside the Kingdom
Board Member	National Air Services Company (NAS)	Inside the Kingdom - Listed Joint Stock
Board Member and Chairman of the Audit Committee oard Member	Board Member and Chairman of the Audit Committee oard Member	Inside the Kingdom - Not Listed

3. Mr. Mansour Abdulaziz Al-Bosaily:

Mr. Mansour Abdulaziz Al-Bosaily holds the position of Board Member and Chairman of the Risk Management Committee at the Company and is an independent Board Member. The following is a statement of his academic qualifications, professional experience and memberships:

Current Positions	Previous Positions	Qualifications	Experiences
Board Member of the Saudi Ground Services Company	Branch Manager at the United Saudi Bank. -Corporate Credit Team Director at the Saudi Bank.	Bachelor of Information Systems from King Saud University	More than 31 years of experience in the
	-Senior Director of Legal Affairs and General Secretary at the Saudi British Bank.		banking and legal sector

Memberships & Professional Experience:

Job Title	Company Name	Legal Entity Type
Member of the Governance, Risk and Compliance Committee	Human Resources Development Fund - Hadaf	Government Fund
Board Member	Sanaad Holding Company	Inside the Kingdom - Listed Joint Stock
Chairman of the Governance Committee and Member of the Nominations and Remuneration Committee	Al Rajhi Bank	Inside the Kingdom - Listed Joint Stock
Member of the Governance, Risk and Compliance Committee	Insurance Authority	Governmental Authority

4. Capt. Fahd Hamzah Cynndy:

Capt. Fahd Hamzah Cynndy, a non-executive board member representing Saudi Arabian Airlines within the Board of Directors, also serves as the CEO of Saudia Technic. Additionally, he is a member of the Executive Committee and Remuneration and Nominations Committee at SGS. His academic qualifications, professional experience, and memberships are detailed below:

Current Positions	Previous Positions	Qualifications	Experiences
Managing Director of Saudia Technic	- CEO of Saudia Technic - CEO of SGS.	- University degree in (Commercial Aviation) from the University of North Dakota program in USA. - Master's degree in Business Administration (MBA) from the Hong Kong University of Science and Technology in China. - Bachelor of Science in Mechanical Engineering from Western New England University in USA. - Executive Leadership Development Certificate from Stanford University in USA. In addition, Captain Fahd has accumulated over 6,300 flight hours and holds a Federal Aviation Administration (FAA) Commercial Pilot License, and is an IATA-certified instructor.	Over 23 years of experience in the aviation sector at Saudi Aramco.

Memberships & Professional Experience:

Job Title	Company Name	Legal Entity Type
Vice-Chairman of the Board	The Helicopter Company	Within the Kingdom – A PIF companies.
Chairman of the Board of Directors	Gulf Flight Safety Association	Outside the Kingdom
Chairman of the Board of Directors	Rotortrade Saudi Arabia	Within the Kingdom - Unlisted Company
Board Member – General Assembly Member	Yemenia Airways	Outside the Kingdom – Republic of Yemen
Board Member – Executive Committee Member	SAEI	Within the Kingdom – A Simplified Joint Stock Company.
Board Member	Saudia Cargo	Within the Kingdom - Unlisted Company
Board Member	Al-Ittihad Club Company	Within the Kingdom – A PIF companies.
Board Member	AviLease	Within the Kingdom – A PIF companies.

5. Mr. Nader Mohammed Saleh Ashoor:

Mr. Nader Mohammed Saleh Ashoor serves as an Independent Board Member, as well as a member of the Audit Committee and the Risk Management Committee at SGS. His academic qualifications, professional experience, and memberships are detailed below:

Current Positions	Previous Positions	Qualifications	Experiences
Group CFO – NEOM	CFO (Bupa Arabia) - Board Member and Audit Committee Member at Saudi Steel Pipe Company. - Board Member at Diaverum Middle East.	- Bachelor's degree in Accounting from King Fahd University of Petroleum and Minerals (KFUPM). - MBA certificate from the International Institute for Management Development (IMD), Switzerland.	Over 19 years of experience in accounting, finance, and internal auditing.

Memberships & Professional Experience:

Job Title	Company Name	Legal Entity Type
Board Member	Bupa Arabia	Within the Kingdom - Listed Joint-Stock Company
Audit Committee Member	D360 Bank	Listed Joint-Stock Company
Board Member	SISCO Holding	Within the Kingdom - Listed Joint-Stock Company
Board Member	ENOWA	Within the Kingdom – A Joint Stock Company.
Board Member	TONOMUS Ltd.	Within the Kingdom – A Joint Stock Company.
Member of the Audit Committee and the Risk Management Committee	A PIF Subsidiary	Listed Joint-Stock Company

6. Mr. Said Abdullatif Al Hadrami:

Mr. Said Abdullatif Al Hadrami serves as an Independent Board Member, as well as a member of the Executive Committee and the Remuneration and Nominations Committee at SGS. His academic qualifications, professional experience, and memberships are detailed below:

Current Positions	Previous Positions	Qualifications	Experiences
Board Member at SGS.	- Vice President of Retail and Lubricants (Aramco).	- Bachelor's degree in Industrial Management and Metallurgy.	Over 31 years of experience at Saudi Aramco.
	- Head of the Saudi Center for International Strategic Partnerships (SCISP) in Riyadh.		
	- Vice President of International Operations (Aramco).	- MBA certificate from King Fahd University of Petroleum & Minerals (KFUPM) and a General Management Program certificate from Harvard University (USA).	

Memberships & Professional Experience:

Job Title	Company Name	Legal Entity Type
Executive Committee Member	Bahri	Within the Kingdom - Listed Joint-Stock Company
Member of the Executive, Governance, and Risk Committee	Saudi Arabian Industrial Investments Company "Dussur"	Within the Kingdom - Listed Joint-Stock Company

7. Mrs. Ghada Ali Al-Jarbou:

Mrs. Ghada Al-Jarbou is an independent board member of the company and head of the Nominations and Remunerations Committee. The following is a statement of her educational qualifications, professional experience, and memberships:

Current Positions	Previous Positions	Qualifications	Experiences
Chief Operating Officer (Saudi Awwal Bank "SAB")	Director General of Global Liquidity and Cash Management (SAB Bank)	- Bachelor's degree in Computer Science from King Saud University.	Over 25 years of experience in the banking sector.
	- Chief Operating Officer of Retail Banking (SAB Bank).		
		- MBA - University of Bath (United Kingdom).	

Memberships & Professional Experience:

Job Title	Company Name	Legal Entity Type
Board Member, Executive Committee Member, and Chairperson of the Nomination and Remuneration Committee.	General Organization for Social Insurance (GOSI)	Within the Kingdom – Government Entity.
Board Member	Infinite PL	Within the Kingdom

8. Mr. Per Utnegaard:

Mr. Per Utnegaard serves as an Independent Board Member, as well as a member of the Executive Committee and the Risk Management Committee at SGS. His academic qualifications, professional experience, and memberships are detailed below:

Current Positions	Previous Positions	Qualifications	Experiences
Investor at Ottengaard & Partners.	- Executive Board Chairman of Swissport International.	- Bachelor's degree in Business Administration and Marketing from Northern Michigan University.	Over 31 years of experience in trading and ground handling.
	- Group President and CEO (Bilfinger, Germany).		

Memberships & Professional Experience:

Job Title	Company Name	Legal Entity Type
Nomination Committee Member	Sulzer	Listed Joint-Stock Company
Deputy Chairman of the Board	Swissport International	Outside the Kingdom

9. Mr. Nasser Farouk AlQawas

Mr. Nasser Farouk AlQawas holds the position of a Non-Executive Board Member at SGS. His board membership commenced on 01/11/2023 to fill a vacancy and complete the current board term ending on 05/05/2025. He is also a member of the Risk Management Committee, with his membership beginning on 01/02/2024. Furthermore, he acts as Saudia’s representative on the Board and concurrently holds the position of Assistant Director General of Legal Affairs at Saudia. His academic qualifications, professional experience, and memberships are detailed below:

Current Positions	Previous Positions	Qualifications	Experiences
Vice President of Legal Affairs at Saudia	- General Counsel and Senior Director of Legal Affairs and Governance (Bupa Cooperative Insurance).	- Bachelor's degree in Law from King Abdulaziz University.	Over 31 years of experience in law,
	- Senior Legal Counsel (National Commercial Bank).	- Master's degree in Law from King Abdulaziz University.	governance, and
	- Chief Compliance Officer of the Saudi National Bank Group.		compliance.
	- Board Secretary-General (Saudi National Bank).		

Memberships & Professional Experience:

Job Title	Company Name	Legal Entity Type
Board Member	SAEI	Within the Kingdom - Unlisted Company
Chairman of the Anti-Corruption Subcommittee	Saudia	Government Entity – Within the Kingdom
Board Member – Chairman of the Governance, Risk, and Compliance Committee	Abunayyan Holding	Within the Kingdom
Board Member – Audit Committee Chairman	Diyar AlKhayyal Real Estate Development	Closed Joint-Stock Company -Within the Kingdom
Board Member	Middle East Propulsion Company - MEPC	Limited Liability Company (LLC)



NON-BOARD COMMITTEE MEMBERS

11



11) Non-Board Committee Members:

The following statement outlines the names, qualifications, and experience of non-board committee members during the period from 01/01/2024 to 31/12/2024:

1. Mr. Saleh Abdulrahman Alfadhel - Audit Committee Member:

Mr. Saleh Al- Fadhel holds the position of a member of the Audit Committee of the company, and he is a member from outside the Board of Directors. The following is a statement of the academic qualifications, professional experience, and memberships:

Committee Memberships	Current Positions	Previous Positions	Qualifications	Experiences
Audit Committee Member at SGS.	CFO at Savvy Games Group.	<div>- CFO at Herfy Food Services Co. since 2015.</div> <div>- Assistant Executive Director General for Financial Affairs and Services at Saudia.</div>	<div>- Master's degree in Accounting and Master's degree in Finance from the University of Illinois, USA.</div> <div>- Bachelor's degree in Business Administration from King Saud University, and holds a Certified Public Accountant (CPA) and (SOCPA) certification.</div>	Held multiple leadership positions

2. Mr. Hisham Ali Al Akil - Audit Committee Member:

Mr. Hisham Ali Al Akil holds the position of Audit Committee Member and is a non-board member at SGS. His academic qualifications, professional experience, and memberships are detailed below:

Committee Memberships	Current Positions	Previous Positions	Qualifications	Experiences
Audit Committee Member at SGS.	<div>CFO at Bank Albilad.</div> <div>- Audit Committee Chairman at the National Housing Company (NHC).</div> <div>- Audit Committee Chairman at Saudi Reinsurance.</div>	<div>- CFO at Al Rajhi Capital.</div> <div>- Deputy CFO at Alrajhi Bank.</div> <div>- CFO at Al Rajhi Bank - Malaysia.</div> <div>- Assistant General Manager at Alrajhi Bank.</div>	<div>- Master's degree in Accounting and Finance from the University of Illinois at Urbana-Champaign, USA.</div> <div>- Bachelor's degree in Accounting from King Saud University.</div> <div>- Holds dual Certified Public Accountant (CPA) certifications from the Saudi Organization for Chartered and Professional Accountants (SOCPA) and the American Institute of CPAs (AICPA).</div>	Over 21 years of experience in accounting, auditing, and financial consulting across diverse sectors including banking, insurance, and aviation.

3. Mr. Adel Saleh Abalkhail - Audit Committee Member:

Mr. Adel Saleh Abalkhail holds the position of Audit Committee Member and is a non-board member at SGS. His academic qualifications, professional experience, and memberships are detailed below:

Committee Memberships	Current Positions	Previous Positions	Qualifications	Experiences
Audit Committee Member	CFO at Alinma Bank	Deputy Head of the Finance Group at Al Rajhi Bank, KSA	<div>- Master's degree in Accounting and Finance from the University of Illinois at Urbana-Champaign, USA</div> <div>- Bachelor's degree in Accounting from King Saud University</div>	Over 19 years of experience in the banking sector and the Saudi Arabian Monetary Authority (SAMA)



12

EXECUTIVE MANAGEMENT TEAM



12) Executive Management Team:

The following statement outlines the names, qualifications, and experience of the executive management team during the period from 01/01/2024 to 31/12/2024:

1. Mr. Mohammad Abdulkarim Mazi - CEO:

Mr. Mohammad Abdulkarim Mazi has been serving as the Chief Executive Officer (CEO) of SGS since 01/09/2024. He originally joined SGS on 01/01/2020.

His academic qualifications and professional experience are detailed below:

Current Positions	Previous Positions	Qualifications	Experiences
CEO In addition to membership on several boards of directors and committees	- Executive Vice President of Finance and Business Development at SGS. - CFO at Johnson Controls Arabia. - Head of Budgeting and Performance Reporting at Saudi Aramco.	- MBA from Texas A&M University. - Bachelor's degree in Accounting from the University of New Orleans, USA.	Over 15 years of experience in financial management.

2. Mr. Mazen Gharib Dhaifallah - VP Corporate Affairs and Secretary of the Board and Committees:

Mr. Mazen Gharib Dhaifallah holds the position of Vice President of Corporate Affairs and Secretary of the Board and Committees at SGS, which he joined on 02/04/2016. His academic qualifications and professional experience are detailed below:

Current Positions	Previous Positions	Qualifications	Experiences
- VP Corporate Affairs - Secretary of the Board and Committees	Executive Director of Governance and Board Secretariat at SGS - Acting Vice President of Commercial Affairs	- Bachelor's degree in Business Administration. He has also completed numerous training programs in management, anti-money laundering, governance, board and committee secretariat functions, compliance, insurance, banking, customer service, and executive leadership. Additionally, he is licensed to practice insurance activities and disclosure operations on Tadawul systems.	Mr. Mazen Dhaifallah possesses over 28 years of experience in governance, board secretariat, compliance, anti-money laundering, and commercial affairs across various sectors, including banking, insurance, and aviation, at several listed joint-stock companies.

3. Mr. Mohammed Abdulsalam Al-Amoudi - Acting VP Finance:

Mr. Mohammed Abdulsalam Al-Amoudi has been serving as the Acting CFO since 03/09/2024. His academic qualifications and professional experience are detailed below:

Current Positions	Previous Positions	Qualifications	Experiences
Acting VP Finance	Director of Financial Planning and Analysis	Master's degree in Strategy and International Business, Aston University, United Kingdom, 2016. Bachelor's degree in Finance, KFUPM, 2013.	Goody Company, Director of Financial Planning and Analysis, 2016 – 2020. Afia International Company (Savola) Financial Analyst, 2013 – 2015.

4. Mr. Omar Ahmed Al-Amoudi – VP Operations:

Mr. Omar Ahmed Al-Amoudi has been serving as the Deputy COO since 01/12/2024. His academic qualifications and professional experience are detailed below:

Current Positions	Previous Positions	Qualifications	Experiences
VP Operations	- Executive Director of Jeddah Station at SGS. - Executive Director of Madinah Station at SGS. - Operational Risk Manager at SGS - Operations Manager at SGS.	Bachelor's degree of Arts in Communication and Public Relations.	Over 15 years of experience in the aviation sector, including airport operations and ground services.

5. Mr. Abdulaziz M. Alhamad – Acting VP for Commercial Affairs:

Mr. Abdulaziz M. Alhamad has been serving as the Acting Vice President for Commercial Affairs since 13/09/2024 until 28/02/2025. His academic qualifications and professional experience are detailed below:

Current Positions	Previous Positions	Qualifications	Experiences
Acting Vice President for Commercial Affairs		Diploma – Industrial Training Center	Over 15 years of experience in the aviation sector, including
	- Executive Director of Customer Relations at Saudi Ground Services Company	Bachelor's Degree – Marketing	airport operations and ground services.
	- Sales Manager at Saudi Ground Services Company		

6. Mr. Ahmed Mohammed Alzahri – VP Human Resources:

Mr. Ahmed Mohammed Alzahri has been serving as Vice President of Human Resources since 01/05/2023. He joined SGS on 09/08/2020. His academic qualifications and professional experience are detailed below:

Current Positions	Previous Positions	Qualifications	Experiences
VP Human Resources	Human Resources Assistant at Economic Link Company from 2009 to 2010.	- Bachelor's degree in human resources and Master's degree in Healthcare Management. & Several other certifications, including:	Over 15 years of experience in development, training, and human resources.
	- Compliance Assistant at Stony Brook Medicine in 2013.	SHRM – CP	
	- Project Manager – Technical Readiness at Petro Rabigh from 2014 to 2015.	PMP	
	- Project Manager – Competency Planning Project at Petro Rabigh from 2015 to 2016.	APTD Saville Assessment	

7. Mr. Waleed Ibrahim Ali - VP for Planning and Support Services:

Mr. Waleed Ibrahim Ali has been serving as Vice President for Planning and Support Services since 01/05/2023. He joined SGS on 14/04/2022. His academic qualifications and professional experience are detailed below:

Current Positions	Previous Positions	Qualifications	Experiences
Vice President for Planning and Support Services	Joint Venture Management – Ground Services.	Bachelor's degree in Science and	Over 31 years of experience in
	- Head of International Airports (Gulf, Middle East, European Union, United Kingdom, and North America).	Bachelor's degree in Computer Science from the City University of New York.	the airline/aviation industry.
	- Senior General Manager, Brussels Hub, Continental Europe.		
	- General Manager of Airport Operations, JFK Hub.		
	- Training and Station Operations Manager – Singapore Airlines.		
	- (Operations Control Center and Load Control) Manager - British Airways.		

8. Mr. Ibrahim Ismail Saifuddin - Executive Director of Internal Audit:

Mr. Ibrahim Ismail Saifuddin has been serving as the Executive Director of Internal Audit since 01/01/2022. His academic qualifications and professional experience are detailed below:

Current Positions	Previous Positions	Qualifications	Experiences
Executive Director of Internal Audit	He held several positions at Saudi Aramco, including:	- Bachelor's degree in Accounting from the University of New Orleans.	Over 21 years of experience, during which he advanced through various leadership positions in financial management and internal audit departments.
	- Head of the Employee Benefits Accounting Unit in the Payroll Department.		
	Head of Accounting Systems Department.		
	- Head of Digital Internal Audit Unit.		
	He also served as the Director of the Financial Security Department at SGS.		

1. Mr. Michael V. Elmir– Safety & Quality Senior Director:

Mr. Michael V. Elmir holds the position of Safety & Quality Senior Director in the company, effective from the date of 17-01-2024, note that he joined the company on ment of his academic qualifications and professional experiences:

Current Positions	Previous Positions	Qualifications	Experiences
Senior Executive Director of Safety and Quality	Vice President of Health, Safety, and Environment (A) Head of Health, Safety, Environment, and Quality. - General Manager of Safety, Risk, and Environment - Group Director of Health and Safety - Ground Aviation Equipment Maintenance Engineer	Master's degree in Science and Technology (Aviation Management), University of New South Wales (UNSW) in Australia. Advanced Diploma in Electrical Engineering. Qualified Investigator in Safety and Human Factors - Australian Transport Safety Bureau (ATSB).	Over 33 years of experience in engineering management, safety, quality, and security management.





13

BOARD, COMMITTEE, AND ASSEMBLY MEETINGS



13) Board, Committee, and Assembly Meetings:

The Board of Directors, its subsidiary committees, and the Audit Committee, during 2024, held a number of scheduled and unscheduled meetings to monitor the executive management’s activities and strategic projects. Additionally, a General Assembly of Shareholders was convened with a quorum of members present. These meetings totaled twenty-three for the year, as follows:

Description	No. of Meetings
Board Meetings	4
Executive Committee Meetings	4
Audit Committee Meetings	5
Risk Management Committee Meetings	5
Nomination and Remuneration Committee Meetings	4
Extraordinary General Assembly Meeting	1
Total	23

13.1 Board Meetings:

The Board of Directors held a total of four (4) meetings up to 31/12/2024. The following statement details the Board meetings and the attendance record for each:

No. of Meetings					
Member Name	First Meeting 21/03/2024	Second Meeting 23/05/2024	Third Meeting 28/09/2024	Forth Meeting 09/12/2024	Total
Eng. Khalid Gassim Al-Buainain	Present	Present	Present	Present	4
Dr. Omar Abdullah Jefri	Present	Present	Present	Present	4
Mr. Mansour Abdulaziz Al-Bosaily	Present	Present	Present	Present	4
Capt. Fahd Hamza Cynndy	Present	Present	Present	Present	4
Mr. Nader Muhammad Saleh Ashoor	Present	Present	Present	Present	4
Mr. Said Abdullatif Al-Hadrami	Present	Present	Present	Present	4
Ms. Ghada Ali Al-Jarbou	Present	Present	Present	Present	4
Mr. Per Utnegaard	Present	Present	Present	Present	4
Mr. Nasser Farouk AlQawas	Present	Present	Present	Present	4

14) Shareholder Affairs:

1) Shareholder Proposals and Feedback on SGS and Its Performance:

In 2024, the Board of Directors assigned the responsibilities of shareholder affairs to the Governance Department and the Board Secretariat, with functional reporting to the Board. A number of governance experts were appointed within the department to undertake the duties and responsibilities of the Board Secretariat, its various sub-committees, and the secretariat and boards of directors of the subsidiary companies. This department is responsible for receiving shareholder proposals and feedback through various communication channels.

2) Shareholder Communication Channels for Proposals and Feedback:

The Board is committed to providing and facilitating all possible means and channels for shareholders to communicate and to submit their proposals and feedback through the following channels:

1. Shareholder Email Address: mdhaifallah@saudiags.com
2. SGS website: www.saudiags.com
3. Contact Numbers Listed in SGS’s Profile on the Saudi Exchange (Tadawul 4031).
4. Communication via SGS’s postal address (P.O. Box: 4350, Jeddah 23719, KSA, Al Basateen District).
5. Communication via SGS’s landline with the Governance Department and Board Secretariat at phone number: 0126909999, Ext. 9663, 8801, 8866.
6. In-person submission of proposals or complaints to the Board Secretariat at the following address: Jeddah, Al Yasmin Center, King Road, Al Basateen District.

3) Shareholder Proposals and Feedback Reception and Non-Executive Board of Directors Notification Procedures:

1. The Board Secretariat receives all proposals and feedback submitted by shareholders through the designated communication channels.
2. The Board Secretary promptly forwards all received proposals and feedback to the Chairman of the Board.
3. Shareholder proposals and feedback are presented and circulated to all board members for review at board meetings.
4. Responses are issued within five working days of receiving the proposal or feedback.

4) Received Shareholder Proposals and Feedback:

The Board Secretariat, during 2024, received a number of shareholder feedback, proposals, and inquiries through the announced communication channels. Responses were provided to the shareholders by the Board Secretariat and the Investor Relations Department in accordance with the Capital Market Authority regulations.



COMMITTEES

15



15- Committees:

A suitable number of Board sub-committees are formed based on SGS needs, circumstances, and activities, in accordance with SGS’s Articles of Association and Corporate Governance Regulations, contributing to assisting the Board in effectively performing its assigned tasks, according to general procedures established by the Board. These procedures define the committee’s mandate, duration, granted authorities, and the Board’s oversight mechanisms. The committees submit their reports to the Board, which periodically monitors the performance of these committees to ensure fulfillment of their assigned responsibilities. The Board also approves the charters of all its subcommittees, while the General Assembly approves the charters of the Audit Committee and the Nomination and Remuneration Committee. Moreover, the following Board committees have been established:

- 1. Audit Committee
- 2. Nomination and Remuneration Committee
- 3. Executive Committee
- 4. Risk Management Committee

15.1 Audit Committee:

The committee consists of three to five members, including non-executive Board members and external members. SGS’s General Assembly approves the committee’s charter and selects its members. The committee convenes regularly, holding at least four meetings annually or as needed. SGS has ensured that the committee’s charter aligns with supervisory directives, and accordingly, the committee’s rules of procedure were amended and approved during the Extraordinary General Assembly meeting convened on 23/05/2024. The committee, in line with regulatory directives, is responsible for overseeing the company’s operations, ensuring the integrity and accuracy of financial reports and statements, and evaluating the effectiveness of internal control systems. The committee’s duties specifically include the following:

- 1. Reviewing the company’s financial statements and announcements related to its financial performance prior to their presentation to the Board, to ensure their integrity, fairness, and transparency, and provide its opinion accordingly.
- 2. Providing a technical opinion, upon the request of the Board, on whether the Board’s report and the company’s financial statements are fair, balanced, understandable, and include the information necessary to enable shareholders and investors to assess the company’s financial position, performance, business model, and strategy
- 3. Reviewing any significant or unusual matters included in the financial reports and accounts.
- 4. Conducting a thorough examination of any issues raised by the company’s Chief Financial Officer (CFO) or their designee, the Compliance Officer, or the external auditor.
- 5. Verifying the accounting estimates related to material matters included in the financial reports.

6. Reviewing the accounting policies adopted by the company and providing the relevant opinions and recommendations to the Board.

7. Meeting with executive management and external auditors to review and discuss the company’s quarterly operational results and annual financial statements, as well as all internal control reports or summaries.

8. Reviewing other relevant reports or financial information submitted by the company to any governmental authority or the public, as well as related reports or summaries provided by the external auditors.

9. Reviewing and assessing the company’s internal control, financial, and risk management frameworks.

10. Reviewing internal audit reports and monitoring the implementation of corrective actions for the observations noted therein.

11. Overseeing and supervising the performance and activities of the internal auditor and the internal audit department, if applicable, to ensure the availability of necessary resources and the effectiveness of their operations and assigned tasks. If the company does not have an internal auditor, the committee shall provide its recommendation to the Board regarding the necessity of appointing one.

12. If the company does not have an internal auditor, the committee shall provide its recommendation to the Board regarding the necessity of appointing one. If the committee does not recommend such an appointment, it must state the reasons in the annual report.

13. Recommending to the Board the appointment of the head of the internal audit unit or the internal auditor and proposing their remuneration.

14. Recommending to the Board the appointment, dismissal, and determination of fees for external auditors, as well as evaluating their performance, after ensuring their independence and reviewing the scope of their work and contract terms.

15. Ensuring the independence and objectivity of the company’s external auditors and assessing the effectiveness of their audit work, considering relevant rules and standards.

16. Reviewing the external auditors’ plan and work, ensuring that they do not provide any technical or managerial services beyond the scope of the audit, and providing observations in this regard.

17. Addressing inquiries from the company’s external auditors.
18. Reviewing audit reports and auditors’ observations on the financial statements and monitoring the actions taken in response.
19. Actively engaging in dialogue with the internal auditor, considering disclosed relationships or services that may affect the auditor’s independence objectivity and, and taking appropriate measures to oversee the independence of external auditors.
20. Consult with the external auditor regarding any issues or obstacles they experience and examine the management’s response.
21. Reviewing the findings of regulatory reports and ensuring that the company has taken the necessary actions in response.
22. Ensuring the company’s compliance with applicable laws, regulations, policies, and directives.
23. Reviewing proposed contracts and transactions between the company and related parties and submitting its views to the Board.
24. Reporting to the Board on matters requiring action and providing recommendations on the necessary steps to be taken.
25. Overseeing and supervising the performance and activities of the Compliance Department Manager, if applicable, to ensure the availability of necessary resources and the effectiveness of their operations and assigned tasks. If the company does not have a Compliance Officer, the committee shall provide its recommendation to the Board regarding the necessity of appointing one.
26. Recommending to the Board the appointment of the Compliance Department Manager or the Compliance Officer and proposing their remuneration .
27. Discussing financial or accounting practices with the external auditor.
28. Overseeing any investigation of activities within its purview.
29. Reviewing any other financial matters specified by the Board.

15.2 Audit Committee Members:

Committee Members: As of 31/12/2024, the committee consists of the following members:

Name	Membership Status	Title
Dr. Omar Abdullah Jefri	Independent Board Member	Committee Chairman
Mr. Saleh Abdulrahman Alfadhel	External Member	Committee Member
Mr. Hisham Ali Al Akil	External Member	Committee Member
Mr. Adel Saleh Abalkhail	External Member	Committee Member
Mr. Nader Mohammed Saleh Ashoor	Independent Board Member	Committee Member

15.3 Committee Meetings:

In 2024, the Audit Committee convened (5) meetings, with member attendance detailed below:

Meetings Held: 5 Meetings in 2024						
Name	First Meeting 24/03/2024	Second Meeting 12/05/2024	Third Meeting 04/08/2024	Forth Meeting 05/11/2024	Fifth Meeting 15/12/2024	Total
Dr. Omar Abdullah Jefri	Present	Present	Present	Present	Present	5
Mr. Nader Mohammed Saleh Ashoor	Present	Present	Present	Present	Present	5
Mr. Saleh Abdulrahman Alfadhel	Present	Present	Present	Present	Present	5
Mr. Hisham Ali Al Akil	Present	Present	Present	Present	Present	5
Mr. Adel Abalkhail	Present	Present	Present	Present	Present	5

15.4 Nomination and Remuneration Committee:

The committee consists of three to five members, including non-executive Board members and external members. The company’s General Assembly approves the committee’s charter. The committee convenes regularly, holding at least two meetings annually or as needed. The company has ensured that the committee’s charter aligns with supervisory directives, and accordingly, the committee’s rules of procedure were amended and approved during the Extraordinary General Assembly meeting convened on 23/05/2024. The committee, in accordance with regulatory directives, is responsible for the following tasks and responsibilities:

1. Proposing clear policies and criteria for membership in the Board of Directors and executive management.
2. Recommending to the Board the nomination and re-nomination of its members in accordance with the approved policies and criteria, while ensuring that no individual that is previously convicted of a crime involving in dishonesty is nominated.
3. Developing a description of the required competencies and qualifications for Board membership and executive management positions, as well as determining the time commitment expected from the Board members.
4. Conducting an annual review of the necessary skills and expertise required for Board membership and executive management positions.
5. Examining the organizational structure of the Board and executive management and providing recommendations on potential changes.
6. Annually verifying the independence of independent members and ensuring the absence of any conflicts of interest if a member holds a Board position in another company.
7. Developing job descriptions for executive members, non-executive members, independent members, and senior executives.
8. Establishing procedures for addressing vacancies in the positions of Board members or senior executives.

9. Identifying the strengths and weaknesses of the Board and proposing remedies to address them in line with the company’s best interests.
10. Developing a clear policy for the remuneration of Board members, Board committees, and executive management, and submitting the same to the Board for review before approval by the General Assembly. This policy should be performance-based, ensure transparency, and include mechanisms for monitoring its implementation.
11. Clarifying the relationship between the granted remunerations and the applicable remuneration policy, while identifying any significant deviations from this policy.
12. Conducting periodic reviews of the remuneration and compensation policy and assessing its effectiveness in achieving its intended objectives.
13. Providing recommendations to the Board regarding the remuneration of Board members, Board committees, and senior executives in accordance with the approved policy.
14. Conducting a comprehensive review of the senior executive succession plan as part of the committee’s operations, while considering the company’s opportunities and challenges, as well as the skills and expertise required for future Board members.
15. Approving the appointment of senior executives in the company, proposing and implementing succession policies for the Board, its committees, and executive leadership, in coordination with the company’s Human Resources Department, and ensuring compliance by executive management.
16. Establishing clear policies for the compensation and remuneration of Board members and senior executives, to be implemented upon approval by the General Assembly in accordance with regulations. These policies shall consider all criteria deemed necessary by the committee, including relevant legal and regulatory requirements, and the provisions and recommendations of the Corporate Governance Regulations and related guidelines. The purpose of this policy is to ensure that the company’s executive management members are provided with appropriate incentives to drive enhanced performance, and that they are fairly and reasonably compensated for their individual contributions to the company’s success.
17. Endorsing the structure of all company-performance-based compensation plans, defining their objectives, and recommending the approval of the total amounts allocated for such plans.
18. Reviewing, evaluating, and approving the design of all share incentive plans for submission to the Board and the General Assembly. The committee, as part of such plans, determines whether to grant any shares, establishes their total value, and allocates shares to executive Board members and other members of the company’s executive management. The committee also sets the performance targets upon which the granting of these shares is based.
19. Recommending to the Board the approval of appropriate performance metrics, as well as determining performance-based compensation budgets based on the achievement of the company’s strategic objectives and profit-risk balance, to facilitate the disbursement of bonuses, annual performance incentives, and long-term performance rewards.

15.5 Nomination and Remuneration Committee Members:

Committee Members: As of 31/12/2024, the committee consists of the following members:

Name	Title
Ms. Ghada Ali Al Jarbou	Committee Chairman
Mr. Said Abdullatif Al-Hadrami	Committee Member
Capt. Fahd Hamza Cynndy	Committee Member

15.6 Committee Meetings:

In 2024, the Nomination and Remuneration Committee convened (4) meetings, with member attendance detailed below:

Meetings Held: 4 Meetings in 2024					
Member Name	First Meeting 14/03/2024	Second Meeting 19/05/2024	Third Meeting 22/08/2024	Forth Meeting 15/12/2024	Total
Ms. Ghada Ali Al Jarbou	Present	Present	Present	Present	4
Mr. Said Abdullatif Al-Hadrami	Present	Present	Present	Present	4
Capt. Fahd Hamza Cynndy	Present	Present	Present	Present	4

15.7 Executive Committee:

The Executive Committee consists of three to five Board members and convenes regularly every two months or more if needed. The company has ensured that the committee’s charter aligns with supervisory directives. Moreover, the committee is responsible for the following tasks:

1. he Executive Committee supports the CEO within the powers delegated to them by the Board and within the committee’s powers granted by the Board, and handles matters entrusted to it by the Board. However, the committee has no authority to amend any decision made by the Board or to alter any rules or regulations.
2. The committee undertakes all tasks assigned to it by the Board, which may delegate additional duties to the committee as needed, based on the Board’s requirements and assigned responsibilities.
3. Reviewing business performance reports, human resources reports, investor relations reports, and the company’s social engagements report.
4. Monitoring interim reports on annual operational plans, cost-saving initiatives and challenges, major strategic projects, etc.
5. Ensuring the review of executive management reports, presentations, and clarifications deemed necessary for this purpose.
6. Reviewing financial reports, shareholder reports, reports of company signatories, legal affairs and corporate secretariat reports, financial affairs reports, and operational aspects related to the company’s daily management, etc.
7. Recommending the approval of the annual operational plan, strategic plan, investment strategy, credit facilities/business matters beyond the risk limits set by the Board, etc.
8. Keeping abreast and scrutinizing the key issues and matters presented to the CEO or executive management by internal administrative committees.
9. Assisting the company’s CEO within the committee’s authority regarding matters referred by the CEO or the Board, such as regulatory approvals, etc.
10. Reviewing and approving special and necessary expenses, expenditures, and company obligations related to its activities, as well as real estate and property matters such as leases, and support services, within the limits approved by the Board.
11. Reviewing and approving the project costs and supporting service expenses, such as security, safety, maintenance, and similar matters.
12. Providing guidance to the company’s departments in general and the property and support services department in particular on matters related to property and support services.
13. The committee shall, at least once a year, review its performance, status, and rules of procedure to ensure the committee operates with maximum effectiveness and recommend any changes it deems appropriate for the Board’s approval.
14. The committee conducts its operations and exercises the powers granted by the Board in accordance with the company’s Articles of Association.
15. The committee deliberates and makes decisions regarding urgent matters that require immediate action.
16. The responsibilities of the committee encompass decision-making concerning the company’s day-to-day activities.
17. Monitoring the performance of the CEO and senior management and providing recommendations in this regard.
18. The committee undertakes the activities listed below pertaining to the company’s strategic plan:
19. Reviewing the company’s strategic planning procedures and processes in collaboration with the CEO.
20. Ensuring the completion of strategic plans that fulfill the company’s objectives.
21. Reviewing the CEO’s recommendations regarding the allocation of company resources aimed at aligning the company’s strategic plans with its long-term operational objectives.
22. Periodically reviewing the strategic plans and operational objectives of the company and its subsidiaries (if any) to ensure their alignment with the company’s objectives.

15.8 Executive Management Members:

Committee Members: As of 31/12/2024, the committee consists of the following members:

Name	Title
Eng. Khalid Gassim Al Buainain	Committee Chairman
Dr. Omar Abdullah Jefri	Committee Member
Capt. Fahd Hamza Cynndy	Committee Member
Mr. Per Utnegaard	Committee Member
Mr. Said Abdullatif Al-Hadrami	Committee Member

15.9 Executive Committee Meetings:

In 2024, the Executive Committee convened (4) meetings, with member attendance detailed below:

Meetings Held: 4 Meetings in 2024					
Member Name	First Meeting 15/02/2024	Second Meeting 07/05/2024	Third Meeting 28/08/2024	Forth Meeting 28/11/2024	Total
Eng. Khalid Gassim Al Buainain	Present	Present	Present	Present	4
Dr. Omar Abdullah Jefri	Present	Present	Present	Present	4
Capt. Fahd Hamza Cynndy	Present	Present	Present	Present	4
Mr. Per Utnegaard	Present	Present	Present	Present	4
Mr. Said Abdullatif Al-Hadrami	Present	Present	Present	Present	4

15.10 Risk Management Committee:

The Risk Management Committee is consists of three to five members, including independent ,non-executive, and external members, with appointments made by a Board resolution. The committee convenes periodically, quarterly or as needed. Furthermore, the company has ensured that the committee’s charter aligns with supervisory directives.

The committee’s mandate includes overseeing the company’s risk management function and providing counsel to the Board on all significant risk issues pertinent to the company’s various operations, alongside offering strategic risk direction, which encompasses establishing a risk outlook, determining priorities, and monitoring the execution of major transformational risk initiatives. In fulfilling its duty to provide this counsel to the Board, the committee oversees the management of issues concerning the following:

1. The company’s current and future risk exposure.
2. Assessing the company’s risk aspects and its future risk strategy and management.
3. Risk management within the company.

The committee, in pursuit of this, focuses on the following:

1. Collaborating with the executive management to develop a comprehensive risk management policy that aligns with the company’s business nature, operational activities, objectives, and strategy, and recommending the policy for adoption by the Board.
2. Identifying and maintaining oversight of the company’s potential risks, and ensuring that the company does not exceed its risk tolerance through the company’s risk management.
3. Supervising the company’s risk management system and evaluating the effectiveness of the systems and mechanisms for identifying, measuring, and monitoring potential risks to the company, to pinpoint any shortcomings, if any.
4. Offering recommendations to the Board concerning risk management topics.
5. Securing the availability of sufficient resources and systems for risk management.
6. Reviewing the organizational structure of risk management (when necessary) and formulating the relevant recommendations prior to approval by the Board.
7. Verifying the independence of risk management staff from activities that could result in the company’s vulnerability to risks.
8. Confirming the risk management team’s understanding of the company’s risk landscape and actively increasing risk culture awareness.
9. Reviewing issues raised by the Audit Committee that may affect risk management within the company.
10. Periodically reviewing the comprehensive risk management policy to ensure its suitability for changes that may occur in the company’s internal or external operating environment, or in the regulations governing its operations, strategic objectives, or other factors, and recommending proposed changes to this policy to the Board.
11. Annually reviewing SGS risk tolerance, considering the current and potential macroeconomic environment, financial and regulatory environmental matters, and verifying SGS’s ability to identify and manage emerging risks, then providing appropriate recommendations for any changes deemed suitable for SGS risk appetite and approval by the Board.

12. Overseeing and supervising SGS’s cybersecurity management.
13. Reviewing cybersecurity risks and providing recommendations to the Board regarding proposed plans to address those risks.
14. Ensuring that the cybersecurity risk management methodology and procedures are supported by the executive management, so that the committee can analyze and evaluate the risks arising from these projects and changes, and report to the Board for final approval

15.11 Risk Committee Members

Committee Members: As of 31/12/2024, the committee consists of the following members:

Name	Title
Mr. Mansour Abdulaziz Al-Bosaily	Committee Chairman
Mr. Per Utnegaard	Committee Member
Mr. Nader Muhammad Saleh Ashour	Committee Member
Mr. Nasser Farouk AlQawas	Committee Member

15.12 Committee Meetings

During 2024, the Risk Committee held (5) meetings, and committee members participated in attendance as shown below:

Meetings Held: 5 Meetings in 2024						
Name	First Meeting 13/02/2024	Second Meeting 11/05/2024	Third Meeting 18/07/2024	Forth Meeting 29/08/2024	Fifth Meeting 20/11/2024	Total
Mr. Mansour Abdulaziz Al-Bosaily	Present	Present	Present	Present	Present	5
Mr. Per Utnegaard	Present	Present	Present	Present	Present	5
Mr. Nader Muhammad Saleh Ashour	Present	Present	Present	Present	Present	5
Mr. Nasser Farouk AlQawas	Present	Present	Present	Present	Present	5

16) Joint VentureCompany’s Board of Directors:

16.1 Saudi Amad for Airport Services & Transport Support (SAAS) The Board of Directors consists of the following members:

Name	Title
Khalid Gassim Al-Buainain	Chairman of the Board of Directors
Farid Jarallah Al-Harazi	Deputy Chairman of the Board
Mohammad Abdulkarim Mazi	Board Member
Mazen Gharib Abdulrahim Dhaifallah	Board Member Since: 01/09/2024
Saleh Mohammed Benladen	Board Member Since: 23/07/2024
Taha Hassan Alghmadi	Board Member Since: 10/01/2024
Raed Hassan Al-Idrissi	Board Member Resigned: 30/08/2024
Qaid Khalaf Al-Otaibi	Board Member Resigned: 04/02/2024
Khaled Mohammed Saleh Radwan	Board Member Resigned: 07/01/2024

16.2 Alvest Arabia Equipment Services:

The Board of Directors consists of the following members:

Name	Title
Raed Hassan Al-Idrissi	Chairman of the Board of Directors (Resigned 30/08/2024)
Mohammad Abdulkarim Mazi	Chairman of the Board of Directors (succeeding Mr. Raed Al-Idrissi effective 1/9/2024)
Mohammed Abdulsalam Al-Amoudi	Member of the Board of Directors (effective 1/9/2024)
Fabrice Denninger	Member of the Board of Directors
Severine Delecourt	Member of the Board of Directors

16.3 Jusoor Company for Operation and Maintenance:

The Board of Directors consists of the following members:

Name	Title
Raed Hassan Al-Idrissi	Chairman of the Board of Directors (Resigned 30/08/2024)
Mohammad Abdulkarim Mazi	Chairman of the Board of Directors (succeeding Mr. Raed Al-Idrissi effective 1/9/2024)
Raed Khaled Zainal	Member of the Board of Directors
Mohammed Ali Hassan	Member of the Board of Directors
Ahmed Mohammed Alzahri	Member of the Board of Directors

16.4 Ground Services Company for Travel and Tourism Services:

The Board of Directors consists of the following members:

Name	Title
Raed Hassan Al-Idrissi	Chairman of the Board of Directors (Resigned 30/08/2024)
Mohammad Abdulkarim Mazi	Deputy Chairman of the Board(succeeding Mr. Raed Al-Idrissi effective 1/9/2024)
Mazen Gharib Abdulrahim Dhaifallah	Member of the Board of Directors
Mohammed Abdulsalam Al-Amoudi	Member of the Board of Directors





17

REMUNERATIONS OF MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT



17.1 Board Members Remuneration Policy:

The Extraordinary General Assembly that was held on (23/05/2024) approved the Remuneration and Compensation Policy for the Board, its committees, and the executive management. In general, remuneration and bonuses paid to members of the Board of Directors of SGS, including non-executive members, are determined in accordance with the guidelines issued by the regulatory authorities. Furthermore, the determination of said remuneration and bonuses is governed by the prevailing corporate governance principles in the Kingdom, compensation regulations issued by the relevant authorities, the Corporate Governance Regulations issued by the Capital Market Authority (CMA), the provisions of the Companies Law, the Company’s Articles of Association (AoA), and the Company’s Corporate Governance Regulations.

Careful consideration was given to ensuring that the level and structure of remuneration for members of BOD are both sufficient and commensurate to attract and retain exceptional individuals, to effectively fulfill their assigned responsibilities. The regulations governing nominations and remuneration explicitly mandate the avoidance of developing any compensation and reward plans, policies, or programs that exceed prevailing norms or the directives of regulatory authorities.

17.2 Remuneration and Compensation for Members of SGS BOD:

Pursuant to the provisions of SGS’s AoA, the remuneration for BOD membership shall be determined as follows:

- 1.Each member of SGS BOD shall receive a fixed annual remuneration of Three Hundred and Fifty Thousand (350,000) Saudi Riyals, for their membership on SGS BOD and their participation in its activities. The Chairman of SGS BOD shall receive a fixed annual remuneration of Five Hundred Thousand (500,000) Saudi Riyals, exclusively.
2. The Chairman and each member of BOD shall receive a fee of Five Thousand (5,000) Saudi Riyals, exclusively, for attendance at each BOD meeting, whether such attendance is in person or via any form of modern technology.
3. SGS shall reimburse all actual expenses incurred by the Chairman and each member of BOD for their attendance at BOD meetings, including but not limited to travel and accommodation expenses.

17.3 Committee Members’ Compensation (In-Board and External)

Each member of the BOD committee, whether internal or external, shall receive a fixed annual compensation for their participation in the subcommittees emanating from the BOD, as follows:

- 1.The Chairman of the Executive Committee has (150,000) Saudi Riyals, and the members of the Executive Committee (120,000) Saudi Riyals only
- 2.The Chairman of the Nomination and Remuneration Committee has (150,000) Saudi riyals, and the members of the Nomination and Remuneration Committee (120,000) Saudi riyals only.
- 3.The Chairman of the Audit Committee has (150,000) Saudi riyals, and the members of the Audit Committee (120,000) Saudi Riyals only.
- 4.The Chairman of the Risk Management Committee has (150,000) Saudi riyals, and the members of the Risk Management Committee (120,000) Saudi Riyals only.

- A)Note that in the event that the Board of Directors decides to establish any other subcommittee, the members of this committee will receive the same amount of compensation.
- B)The Chairman and member of the committees receive an amount of (3,000) Saudi Riyals for attending each session of the committees in which he is a member, whether he attends directly or through any of the means of modern technology.

17.4 Determination of BOD Remuneration:

The remuneration of BOD members is determined annually, considering members’ active participation in BOD and committee activities throughout the fiscal year. Attendance allowances are disbursed annually upon actual attendance at each BOD and committee meeting. Remuneration designated for BOD and committee members is paid on a pro rata 365-day membership basis, calculated based on the duration of appointment to BOD and committees.

17.5 Executive Management Remuneration:

The Extraordinary General Assembly that was held on (23/05/2024) approved the Remuneration and Compensation Policy for the Board, its committees, and the executive management.

17.6 Relationship Between Remuneration and Policy:

BOD acknowledges that the remuneration granted to BOD and committee members, both internal and external, has been disbursed strictly in compliance with the remuneration policy duly approved by the General Assembly of Shareholders and the SGS’s AoA. Furthermore, there has been no deviation from the policy, and the remuneration was approved under the supervision of the Nominations and Remuneration Committee.

18) BOD Members’ Remuneration and Compensation:

In accordance with Article 76 of the Companies Law, the total annual remuneration and compensation granted to the Chairman of BOD was maintained within the statutory ceiling of Eight Hundred and Fifty Thousand (850,000) Saudi Riyals annually, and the statutory ceiling for a member was maintained within Seven Hundred Thousand (700,000) Saudi Riyals annually, respectively.

The following statement details the remuneration of BOD members for the period from 01/01/2024 to 31/12/2024:

Fixed Remuneration (SAR) for the period 01-01-2024 to 31-12-2024								Variable Remuneration (SAR)								
	Fixed Amount	BOD Meetings Attendance Allowance	Total Committee Meetings Attendance Allowance	Benefits in Kind	Technical, Administrative, and Advisory Work Remuneration	Chairman, Managing Director, or Secretary Remuneration (if applicable)	Total	Percentage of Profits	Periodic Remuneration	Short-Term Incentive Plans	Long-Term Incentive Plans	Granted Shares (Enter Value)	Total	End-of-Service Remuneration (SAR)	Grand Total (SAR): Amount Disbursed to Member After Deduction of Any Amount Exceeding the Statutory Limit.	Expense Allowance
First: Independent Members																
Khalid Gassim Al-Buainain	650,000	20,000	12,000	-	-		682,000	-	-	-	-	-	-	-	682,000	-
Mansour Abdul-Aziz Al-Bosaily	500,000	20,000	15,000	-	-		535,000	-	-	-	-	-	-	-	535,000	-
Omar Abdullah Jefri	620,000	20,000	27,000	-	-		667,000	-	-	-	-	-	-	-	667,000	-
Nader Muhammad Saleh Ashour	590,000	20,000	30,000	-	-		640,000	-	-	-	-	-	-	-	640,000	-
Said Abdul Latif Al-Hadrami	590,000	20,000	24,000	-	-		634,000	-	-	-	-	-	-	-	634,000	-
Ghada Ali al-Jarbou	500,000	20,000	12,000	-	-		532,000	-	-	-	-	-	-	-	532,000	-
Per Utnegaard	590,000	20,000	27,000	-	-		637,000	-	-	-	-	-	-	-	637,000	-
Total	4,040,000	140,000	147,000	-	-		4,327,000	-	-	-	-	-	-	-	4,327,000	-
Second: Non-Executive Members																
Fahd Hamza Cynndy	590,000	20,000	24,000	-	-		634,000	-	-	-	-	-	-	-	634,000	-
Nasser Farooq AlQawas	470,000	20,000	15,000	-	-		505,000	-	-	-	-	-	-	-	505,000	-
Total	1,060,000	40,000	39,000	-	-		1,139,000	-	-	-	-	-	-	-	1,139,000	-



19

SENIOR EXECUTIVES' COMPENSATION AND BENEFITS



19) Senior Executives’ Compensation and Benefits:

Name	Five Senior Executives (including the CEO and CFO) (SAR)
Salaries	6,167,049
Allowances	3,651,268
Benefits in Kind	-
Total	9,818,317
Periodic Remuneration (as per employment contracts)	8,890,372
Profits, Short-Term/Long-Term Incentive Plans, Granted Shares	-
Total	8,890,372
End-of-Service Benefits	569,379
Total Executive Compensation from BOD (if any)	-
Grand Total	19,278,068

*All individuals who held positions from 1/1/2024 to 31/12/2024 were included.

*SGS has strictly complied with the disclosure of senior executive compensation elements in aggregate, pursuant to the regulatory mandates set forth in subparagraph (b) of paragraph (4) of Article (90) of the Corporate Governance Regulations. Notwithstanding, to safeguard the interests of SGS, its shareholders, and employees, and to preclude any potential detriment arising from granular disclosure by position titles, the detailed information has been withheld as prescribed in Appendix (I) of the Senior Executives section of the Corporate Governance Regulations.

20) Committee Members’ Remuneration:

Details of Audit Committee Members’ Remuneration:

The following statement details the remuneration of Audit Committee members for the period from 1/1/2024 to 31/12/2024:

Name	Fixed Remuneration (SAR)	Meeting Attendance Allowance (SAR)	Total (SAR)
Dr. Omar Abdullah Jefri	150,000	15,000	165,000
Mr. Nader Muhammad Saleh Ashour	120,000	15,000	135,000
Mr. Saleh Abdulrahman Alfadhel	120,000	15,000	135,000
Mr. Hisham Ali Al Akil	120,000	15,000	135,000
Mr. Adel Abalkhail	120,000	15,000	135,000
Total	630,000	75,000	705,000

Details of Nominations and Remuneration Committee Members’ Remuneration:

The following statement details the remuneration of Nominations and Remuneration Committee members for the period from 1/1/2024 to 31/12/2024:

Name	Fixed Remuneration (SAR)	Meeting Attendance Allowance (SAR)	Total (SAR)
Ms. Ghada Ali Al-Jarbou	150,000	15,000	165,000
Mr. Said Abdullatif Al-Hadrami	120,000	15,000	135,000
Capt. Fahd Hamza Cynndy	120,000	15,000	135,000
Total	390,000	45,000	435,000

Details of Executive Committee Members’ Remuneration:

The following statement details the remuneration of Executive Committee members for the period from 1/1/2024 to 31/12/2024:

Name	Fixed Remuneration (SAR)	Meeting Attendance Allowance (SAR)	Total (SAR)
Eng. Khalid Gassim Al-Buainain	150,000	15,000	165,000
Dr. Omar Abdullah Jefri	120,000	15,000	135,000
Mr. Said Abdullatif Al-Hadrami	120,000	15,000	135,000
Capt. Fahd Hamza Cynndy	120,000	15,000	135,000
Mr. Per Utnegaard	120,000	15,000	135,000
Total	630,000	75,000	705,000

Details of the remuneration of the Risk Management Committee members:

The following statement shows the details of the Risk Management Committee’s remuneration during the period from (01/01/2024G to 31/12/2024G):

Name	Fixed Remuneration (SAR)	Meeting Attendance Allowance (SAR)	Total (SAR)
Mr. Mansour Abdulaziz Al-Bosaily	150,000	15,000	165,000
Mr. Nader Muhammad Saleh Ashour	120,000	15,000	135,000
Mr. Per Utnegaard	120,000	15,000	135,000
Mr. Nasser Farooq AlQawas	120,000	15,000	135,000
Total	510,000	60,000	570,000

21) Remuneration for BOD Members for Technical, Administrative, or Consulting Services:

BOD confirms that no amounts were paid to BOD members during 2024 in their capacity as employees or administrators, or for technical, administrative, or consulting services.

22) Penalties/Sanctions:

SGS conducts its business and activities in accordance with the prevailing regulations, rules, and directives, to which it adheres both in letter and spirit. During 2024, no penalties or sanctions were imposed on SGS by the relevant regulatory authorities.





AUDIT COMMITTEE FINDINGS AND OPINION ON THE INTERNAL CONTROL SYSTEM

23



23) Audit Committee Findings and Opinion on the Internal Control System:

A) Internal Audit Findings:

SGS adopts an internal control framework based on the three lines of defense. SGS’s various business sectors align their activities with regulations and rules, while the internal control departments, comprising Compliance, Risk Management, and Security and Safety, act as the second line of defense by assessing, measuring, and monitoring various risk levels across operations, credit, and information security, and ensuring compliance with the controls established to guarantee SGS’s fulfillment of regulatory requirements. These departments submit periodic reports to BOD’s subcommittees (Executive, Audit, Risk). The Internal Audit Department serves as the third line of defense, responsible for conducting necessary examinations and reviews to verify SGS’s and its personnel’s adherence to procedural work manuals, based on the internal audit work performed during the 2024 fiscal year for various departments within SGS.

B) Audit Committee Opinion:

One of the responsibilities and roles of the Audit Committee is to ensure the adequacy of SGS’s internal control system and to perform its duties in accordance with best practices, through monitoring and reviewing reports issued by the Internal Auditor, External Auditor, and Compliance Department. The following is the Audit Committee’s opinion on the adequacy of SGS’s internal control system:

C) Executive Management:

SGS’s Executive Management has signed declarations affirming their responsibility to provide internal control procedures that ensure the effectiveness and efficiency of SGS’s operations and control procedures, including the reliability and integrity of financial reports, and compliance with applicable regulations, laws, and policies.

D) Internal Audit Department:

SGS’s Internal Audit Department executes the annual audit plan approved by the Audit Committee to assess the implemented internal control framework, focusing on evaluating the control environment, organizational structure, risks, policies and procedures, segregation of duties, and information systems. This is achieved through random sampling of planned audit activities to examine and confirm the effectiveness and efficiency of the designed and implemented internal control systems, and to obtain assurances of the effectiveness and efficiency of internal control procedures during the year.

E) Compliance Department:

The Compliance Department ensures SGS’s compliance with all external regulations and rules, identifies potential risks facing SGS, and provides advice on how to avoid them to maintain SGS’s legal standing and protect it from legal penalties. It also responds to all letters received from regulatory authorities within the specified regulatory periods without delay.

F) External Auditor:

The Audit Committee has ensured that the External Auditor fulfills its responsibilities towards SGS by monitoring the planning and execution of audit work to obtain a high degree of assurance that the accounting standards recognized in the Kingdom have been applied by SGS, and that SGS’s quarterly and annual financial statements are free from material misstatements, as evidenced by the unqualified opinion of the External Auditor during 2024. Based on the annual review of internal control procedures conducted during 2024 by the Audit Committee, the External Auditor, and SGS’s Internal Audit Department, the results showed a number of observations identified during the year. Most of these observations have been addressed, while efforts continue to develop and improve SGS’s internal control systems and procedures. It is noted that the audit process, by its nature, relies on random sampling of operations and procedures, which may result in the examination not covering all aspects. Furthermore, the geographical expansion of SGS’s activities within the Kingdom reinforces the need to exert further efforts to enhance the efficiency and effectiveness of internal control.

G) Audit Committee Recommendations:

The Audit Committee issued no recommendations, nor were there any conflicts between its recommendations and BOD’s decisions, nor did BOD refuse to adopt any recommendations.



24) Details of SGS’s Social Contributions:

In alignment with SGS’s core values, which revolve around safety, responsibility, and excellence, SGS continued to enhance its constructive contributions through a range of targeted activities and initiatives aimed at serving the community and achieving sustainable development in accordance with its strategy. SGS was keen to instill and promote social awareness and cultural concepts, in addition to supporting its personnel’s participation in these programs. Some of the initiatives and achievements carried out by SGS during 2024 are detailed below.

24.1 Social responsibility:

- 1.On the occasion of World Diabetes Day, SGS organized a health awareness event for its employees at King Fahd International Airport in Dammam, with the participation of Tadawi General Hospital, Al-Dawaa Pharmacy, and Fitness Time.
- 2.SGS, in cooperation with East Jeddah Hospital, organized a seasonal influenza vaccination campaign for SGS’s employees.
- 3.Under the slogan ‘Your Flag is Pink...Be Strong’, SGS organized an awareness campaign on the importance of early detection of breast cancer for SGS’s female employees.
- 4.As part of its ongoing efforts to implement safety programs at the Kingdom’s airports, SGS, in cooperation with Dammam Airports Company (DACO) and Flydubai Airlines, conducted a foreign object debris removal campaign at King Fahd International Airport in Dammam to maintain aircraft safety.
- 5.SGS, in cooperation with Horizon Company, Saudi German Hospital, and East Jeddah Hospital, organized an awareness initiative on the occasion of World Cancer Day, aimed at raising awareness and enhancing employees’ health knowledge.
- 6.In its commitment to the safety of its personnel, SGS conducted a simulated evacuation drill to ensure SGS’s and its personnel’s readiness in the event of any emergencies in the main building, under the supervision of the General Directorate of Civil Defense in Jeddah Governorate.

25)Shareholders’ General Assemblies:

In 2024, SGS conducted one Shareholders’ General Assembly meeting. The attendance of the Board of Directors (BOD) members at this meeting was as follows:
The statement below details the attendance of BOD members at the Extraordinary General Assembly held on 23/5/2024:

Name		Extraordinary General Assembly Meeting 23/05/2024
Eng. Khalid Gassim Al-Buainain		Present
Dr. Omar Abdullah Jefri		Present
Mr. Mansour Abdulaziz Al-Bosaily		Present
Mr. Nader Muhammad Saleh Ashour		Present
Mr. Said Abdullatif Al-Hadrami		Present
Ms. Ghada Ali al-Jarbou		Present
Mr. Per Utnegaard		Present
Capt. Fahd Hamza Cynndy		Present
Mr. Nasser Farooq AlQawas		Present



25.1 Results of the Extraordinary General Assembly Meeting held on 23/5/2024:

1. BOD’s report for the fiscal year ending December 31, 2023, was reviewed and discussed.
2. The Auditors’ report for the fiscal year ending December 31, 2023, was approved after discussion.
3. The financial statements for the fiscal year ending December 31, 2023, were reviewed and discussed.
4. The discharge of liability for BOD members for the fiscal year ending December 31, 2023, was approved.
5. BOD’s decision to appoint Mr. Nasser bin Farooq Al-Qawas as a non-executive member of BOD, with effect from his appointment date of 1/11/2023, to fulfill the remainder of the current BOD term concluding on 5/5/2025, succeeding former non-executive member Mr. Kon Korfiatis, was approved.
6. The appointment of Ernst & Young (EY) as statutory auditor, selected from among the nominees pursuant to the Audit Committee’s recommendation, to conduct the examination, review, and audit of the financial statements for the third quarter and annual financial statements of 2024, and the first and second quarters of 2025, along with the determination of their professional fees, estimated at 1,048,005 Saudi Riyals, was approved.
7. The transactions and contracts between SGS and Saudi Arabian Airlines, comprising the provision of ground handling services at the Kingdom’s airports, in which BOD members Mr. Nasser Al-Qawas and Captain Fahd Cynndy hold an indirect interest, totaled 1,003,430,184 Saudi Riyals in 2023. These transactions were conducted on commercial terms and without preferential advantages, and were duly approved.
8. The transactions and contracts between SGS and Saudia Technic, wherein BOD member Mr. Nasser Al-Qawas and Captain Fahd Cynndy held indirect interests, specifically for the provision of ground handling services at airports within the Kingdom, and which generated a total value of 33,946,750 Saudi Riyals in 2023, were approved. It was further confirmed that all such transactions were conducted under standard commercial terms and without any undue preferential advantages.
9. The transactions and contracts between SGS and Saudia Private Aviation (SPA), wherein BOD member Mr. Nasser Al-Qawas and Captain Fahd Cynndy held indirect interests, specifically for the provision of ground handling services at airports within the Kingdom, and which generated a total value of 13,633,472 Saudi Riyals in 2023, were approved. It was further confirmed that all such transactions were conducted under standard commercial terms and without any undue preferential advantages.
10. The transactions and contracts between SGS and Saudi Royal Fleet Services, wherein BOD member Mr. Nasser Al-Qawas and Captain Fahd Cynndy held indirect interests, specifically for the provision of ground handling services at airports within the Kingdom, and which generated a total value of 33,196,728 Saudi Riyals in 2023, were approved. It was further confirmed that all such transactions were conducted under standard commercial terms and without any undue preferential advantages.

11. The transactions and contracts between SGS and Flyadeal, wherein BOD member Mr. Nasser Al-Qawas and Captain Fahd Cynndy held indirect interests, specifically for the provision of ground handling services at airports within the Kingdom, and which generated a total value of 208,238,883 Saudi Riyals in 2023, were approved. It was further confirmed that all such transactions were conducted under standard commercial terms and without any undue preferential advantages.
12. The transactions and contracts between SGS and Saudi Amad for Airport Services & Transport Support (SAAS), wherein BOD member Eng. Khaled Al-Buainain held an indirect interest, specifically for the provision of ground handling services at airports within the Kingdom, and which generated a total value of 8,037,823 Saudi Riyals in 2023, were put to a vote. It was further confirmed that all such transactions were conducted under standard commercial terms and without any undue preferential advantages.
13. The transactions and contracts between SGS and SAL Saudi Logistics Services, wherein BOD member Mr. Nasser Al-Qawas and Captain Fahd Cynndy held indirect interests, specifically for the provision of ground handling services at airports within the Kingdom, and which generated a total value of 14,453,029 Saudi Riyals in 2023, were approved. It was further confirmed that all such transactions were conducted under standard commercial terms and without any undue preferential advantages.
14. The transactions and contracts between SGS and Catrion Catering Holding, wherein BOD member Mr. Nasser Al-Qawas and Captain Fahd Cynndy held indirect interests, specifically for the provision of catering services, and which generated a total value of 49,132,362 Saudi Riyals in 2023, were put to a vote. It was further confirmed that all such transactions were conducted under standard commercial terms and without any undue preferential advantages.
15. The transactions and contracts between SGS and SAAS, wherein BOD member Eng. Khaled Al-Buainain held an indirect interest, specifically for an operational vehicle rental services agreement at airports within the Kingdom, and which generated a total value of 10,208,100 Saudi Riyals in 2023, were approved. It was further confirmed that all such transactions were conducted under standard commercial terms and without any undue preferential advantages.
16. The transactions and contracts between SGS and Bupa Arabia for Cooperative Insurance, wherein BOD member Mr. Nader Ashour held an indirect interest, specifically for the provision of insurance services, and which generated a total value of 103,323,951 Saudi Riyals in 2023, were approved. It was further confirmed that all such transactions were conducted under standard commercial terms and without any undue preferential advantages.
17. The transactions and contracts between SGS and SAAS, wherein BOD member Eng. Khaled Al-Buainain held an indirect interest, specifically for the provision of crew transportation services at airports within the Kingdom, and which generated a total value of 53,315,622 Saudi Riyals in 2023, were approved. It was further confirmed that all such transactions were conducted under standard commercial terms and without any undue preferential advantages.
18. The authorization of BOD to exercise the powers of licensing vested in the Ordinary General Assembly, as stipulated in paragraph (1) of Article 27 of the Companies Law, for a period of one year from the date of approval by the Ordinary General Assembly, or until the end of the authorized BOD term, whichever occurs first, in accordance with the conditions set out in the Executive Regulations of the Companies Law for Listed Joint Stock Companies, was approved.
19. The authorization of BOD to distribute interim dividends on a semi-annual or quarterly basis for the fiscal year 2024 was approved.



20. The disbursement of 2,750,000 Saudi Riyals as remuneration for BOD members for the fiscal year ending December 31, 2023, was approved.

21. The amendment of the Audit Committee’s charter was approved.

22. The amendment of the Nominations and Remuneration Committee’s charter was approved.

23. The amendment of BOD membership policy, criteria, and procedures was approved.

24. The amendment of BOD and Committee members’ and Executive Management’s remuneration and compensation policy was approved.

25. The amendment of Article (4) of the SGS’s AoA, pertaining to the Company’s objectives, was approved.

26. The amendment of Article (6) of the SGS’s AoA, pertaining to the Company’s duration, was approved.

27. The amendment of SGS’s AoA to comply with the new Companies Law, and the reordering and renumbering of the Articles to align with the proposed amendments, was approved.

28. The transfer of the statutory reserve balance of 520,172,845 Saudi Riyals, as stated in the financial statements for the year ending December 31, 2023, to the retained earnings balance, was approved.

26) Approved Accounting Standards:

The financial statements have been prepared in accordance with International Accounting Standards, as directed by the Capital Market Authority through Circular No. (S 15/12231/1/) dated 27/10/1436 AH (corresponding to 12/8/2015). BOD affirms that there are no material deviations from the accounting standards approved by the Saudi Organization for Certified Public Accountants (SOCPA).

27) Appointment of Auditors:

The Extraordinary General Assembly of SGS, convened on 23/5/2024, approved the selection of Ernst & Young (EY), as recommended by the Audit Committee from the list of nominated auditors, to audit the SGS’s annual financial statements and the interim financial statements for the first and second quarters of 2025, and ratified their audit fees, estimated at 1,048,005 Saudi Riyals.

28. Joint Ventures:

Subsidiary Company Name	Capital (SAR)	Ownership Percentage	Main Activity	Headquarters of its operations and Establishment
Saudi Amad for Airport Services & Transport Support (SAAS)	500,000 SAR	50%	The main activity of SAAS is to provide passenger and crew transportation services and operate buses at airports. The main purpose of the company was to integrate the operational processes of both SGS and Al Amad Trading & Catering Company with regard to transporting passengers, as Al Amad Trading & Catering Company was operating buses to transport passengers within international airports and Tabuk Airport before establishing SGA.	Kingdom of Saudi Arabia
Alvest Arabia Equipment Services (TLD Previously)	1,000,000 SAR	50%	The main activity of Alvest Arabia Equipment Services consists of providing ground service equipment maintenance services, the rental of machine tools and other air transport equipment without operators, and operational leasing. Additionally, it offers administrative and supervisory services at airports and engages in other air transport-related activities and services.	Kingdom of Saudi Arabia
Jusoor Airports Services Company	1,000,000 SAR	51%	The main activity of Jusoor is to provide operation and maintenance services for passenger bridges and gates.	Kingdom of Saudi Arabia
Ground Services Company for Travel and Tourism Services	500,000 SAR	100%	The main activity of the company is to provide services related to air transport and travel agency activities.	Kingdom of Saudi Arabia
— — — — —	— — —	— — —	— — — — —	— — — — —

28.1 Shares and Debt Instruments of the Joint Venture Company (SAAS):

There are no shares or debt instruments of this subsidiary company.

28.2 Shares and Debt Instruments of the Joint Venture Company (Alvest Arabia Equipment Services):

There are no shares or debt instruments of this subsidiary company.

28.3 Shares and Debt Instruments of the Joint Venture Company (Jusoor Company for Operation and Maintenance):

There are no shares or debt instruments of this subsidiary company.

29) Dividend Distribution Policy:

shareholders in accordance with the SGS’s dividend distribution policy, as follows:

1. The Ordinary General Assembly, upon the proposal of the BOD, may allocate a specific percentage of net profits to form a voluntary reserve for a designated purpose or designated purposes.
2. The Ordinary General Assembly is empowered to establish additional reserves, provided such reserves are demonstrably in the best interests of SGS or serve to facilitate the distribution of consistent dividends to shareholders to the greatest extent practicable. The aforementioned Assembly may also deduct amounts from net profits to establish social institutions for SGS’s employees or to provide support to existing institutions.
- 3.The remaining amount shall be distributed to shareholders at a rate of not less than five percent (5%) of SGS’s issued and paid-up capital.

4.Subject to the provisions of Article 21 of these AoA and Article 76 of the Companies Law, a specific percentage of the remaining amount shall be allocated as remuneration for the BOD, provided that the entitlement to this remuneration is proportionate to the number of sessions attended by each member.

The Extraordinary General Assembly convened on May 23, 2024, authorized the BOD to distribute interim dividends to shareholders, specifying eligibility and distribution dates, in alignment with SGS’s financial position, cash flows, and strategic expansion and investment initiatives.

Accordingly, the Board of Directors, through Resolution No. (23-2024) dated August 28, 2024, recommended the distribution of dividends to shareholders for the first half of 2024. The announcement was published on the Tadawul website on August 29, 2024, a Board resolution No. (08 – 2025) was also issued on 18, March 2025 approving the distribution of cash dividends to shareholders for the second half of 2024. The announcement was published on the Tadawul website on 18, March 2025. as follows:

Dividend Percentage Distributed During 2024:	
Distribution Date	27-03-1446 AH (30-09-2024)
Dividend Type	First Half of 2024
Percentage	10%
Dividend Per Share	1 SAR
Total	188,000,000 SAR

Dividend Percentage That Has Been Announced and Will Be Distributed in 2025	
Distribution Date	19-10-1446 AH (17-04-2025)
Dividend Type	Second Half of 2024
Percentage	10%
Dividend Per Share	1 SAR
Total	188,000,000 SAR

29.1 Interim Dividend Distribution Policy:

A) SGS may distribute interim dividends to its shareholders on a semi-annual or quarterly basis, after fulfilling the following requirements:

1. Obtaining BOD authorization from SGS’s Ordinary General Assembly to distribute interim dividends through a resolution renewed annually.
2. SGS shall maintain good and regular profitability.
3. SGS shall have reasonable liquidity and be able to predict its profit level with a reasonable degree of certainty.
4. SGS shall have distributable profits, according to the latest audited financial statements, sufficient to cover the proposed dividends after deducting any distributed or capitalized profits from those financial statements’ date.

B) Dividend distributions shall be accounted for against retained earnings accumulated from prior fiscal years, voluntary reserves, or a combination thereof. SGS shall maintain a consistent and sequential approach to the methodology and proportions of dividend distributions, aligning with the SGS’s financial capacity and available liquidity. The BOD is obligated to disclose and publicly announce the predetermined, periodic dividend ratios allocated for shareholder distribution on their respective scheduled dates.

Upon the decision to distribute interim dividends, SGS shall promptly announce and publish such a decision, and provide the CMA with a copy of the announcement upon its release.

29.2 Dividend Payment Timing:

1. The BOD shall implement the General Assembly’s decision regarding dividend distribution to registered shareholders within (15) days from the dividend entitlement date specified in the General Assembly’s resolution or the BOD’s resolution to distribute interim dividends.
2. The Executive Management shall implement the BOD’s resolution to distribute interim dividends to registered shareholders within (15) days from the dividend entitlement date specified in the BOD’s resolution.
3. The Board Secretariat Department is responsible for procuring the shareholder register as of the record date, in accordance with the CMA’s directives.
4. The Finance Department is obligated to execute dividend disbursements in accordance with the distribution dates specified within the resolutions of BOD and the General Assembly.

30) SGS Announcements for 2024:

Throughout the fiscal year 2024, SGS adhered to its obligation to disclose all material and financial information in compliance with the Rules on the Offer of Securities and Continuing Obligations, as evidenced by the following announcements:

Announcement Title	Announcement Date
SGS Announces Renewal of Contract with Flyadeal for Ground Handling Services (Related Party)	01/ 02/ 2024
SGS Announces Annual Financial Results for the Year Ending 31/12/2023.	25/ 03/ 2024
SGS Announces Renewal of Contract with Flynas for Ground Handling Services	14/ 04/ 2024
SGS BOD Invites Shareholders to Attend the Extraordinary General Assembly Meeting (First Meeting)	24/ 04/ 2024
SGS Announces Preliminary Financial Results for the Period Ending 31/1/2024 (Three Months)	13/ 05/ 2024
SGS Announces BOD’s Approval to Establish a Wholly-Owned Limited Liability Subsidiary.	26/ 05/ 2024
SGS Announces Results of the Extraordinary General Assembly Meeting (First Meeting).	26/ 05/ 2024
SGS announces the resignation of the CEO and the appointment of a successor.	24/ 07/ 2024
SGS Announces Preliminary Financial Results for the Fiscal Period Ending 30/6/2024 (Six Months).	05/ 08/ 2024
SGS Announces Contract Award with Aviation Services Company (Riyadh Air).	12/ 08/ 2024
SGS Announces BOD’s Decision to Distribute Cash Dividends to Shareholders for the First Half of 2024.	29/ 08/ 2024
SGS Announces Preliminary Financial Results for the Period Ending September 30/9/2024 (Nine Months).	06/ 11/ 2024
SGS Announces the Opening of Nominations for BOD Membership for the Upcoming Term.	28/ 11/ 2024

31) Ownership of Voting Shares:

The BOD affirms that there are no interests in voting shares held by persons (other than BOD members, senior executives, and their relatives) who have notified SGS of such rights pursuant to Article (45) of the Listing Rules.

32) Share Ownership of BOD Members, Senior Executives, and their Relatives:

The following tables detail the contractual securities and subscription rights held by the BOD members, senior executives of SGS, and their relatives in shares or debt instruments of SGS or any of its subsidiaries, and any changes in such interests or rights during the preceding fiscal year:

Ownership of BOD Members and their Relatives:

Name	Beginning of Year		End of Year		Net Change	Variation Percentage
	Number of Shares	Debt Instruments	Number of Shares	Debt Instruments		
Eng. Khalid Gassim Al-Buainain	-	-	-	-	-	-
Dr. Omar Abdullah Jefri	1000	-	1000	-	-	0%
Mr. Mansour AbdulAziz Al-Bosaily	1000	-	1000	-	-	0%
Mr. Nader Muhammad Saleh Ashour	100	-	100	-	-	0%
Capt. Fahd Hamza Cynndy	-	-	-	-	-	-
Mr. Said Abdullatif Al-Hadrami	100	-	100	-	-	0%
Ms. Ghada Ali Al-Jarbou	-	-	-	-	-	-
Mr. Per Utnegaard	-	-	-	-	-	-
The wife of Mr. Mansour Abdulaziz Al-Bosaily	3990	-	3990	-	-	0%
Mr. Nasser Farooq AlQawas	-	-	-	-	-	-

33) Ownership of Shares or Debt Instruments of SGS by Senior Executives and their Relatives:

The BOD declares that none of the senior executives or their relatives’ own shares or debt instruments in SGS.

34) Ownership of Shares or Debt Instruments of Subsidiary Companies by BOD Members and their Relatives:

The BOD declares that there are no interests, contractual securities, or subscription rights held by the BOD members and their relatives in shares or debt instruments of any subsidiary company.

35) Ownership of Shares or Debt Instruments of Subsidiary Companies by Senior Executives and their Relatives:

The BOD declares that there are no interests, contractual securities, or subscription rights held by senior executives and their relatives in shares or debt instruments of any subsidiary company.

36)SGS Loan Information:

Funding Entity	Funding Amount (SAR)	Drawn Amount (SAR)	Repayment Amount During the Year	Loan as of December 31, 2024	Facilities Obtained Date	Drawdown Date	Payable on Demand	Duration
Total	100 Million	1,250 Million	100 Million	-	2020 AD	2020-2021	-	3 Years

37) Convertible Debt Instruments:

- 1. The BOD declares that SGS did not issue or award any classes of convertible debt instruments, contractual securities instruments, any subscription warrants, or similar rights during the fiscal year.
- 2. BOD declares that there are no conversion or subscription rights associated with convertible debt instruments, contractual securities instruments, subscription warrants, or similar rights issued or awarded by SGS.

38) Redemption, Purchase, or Cancellation of Redeemable Debt Instruments:

BOD declares that neither SGS nor its subsidiaries redeemed, purchased, or cancelled any redeemable debt instruments.

39) Shareholder records:

SGS requested shareholder records via the Tadawulaty platform for the following purposes:

Number of SGS Requests for Shareholder Records During 2024		
Number of Requests	Date of Request	Reason for Request
1	05/ 03/ 2024	SGS Procedures
2	31/ 03/ 2024	SGS Procedures
3	22/ 05/ 2024	General Assembly
4	30/ 06/ 2024	SGS Procedures
5	16/ 09/ 2024	Dividend File
6	12/ 09/ 2024	Dividend File
7	17/ 09/ 2024	SGS Procedures





CONTRACTS AND WORKS WITH RELATED PARTIES

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Related party	Nature of Relationship with SGS	Type of Contracts and Transactions	Duration	Transaction Amount (SAR)	Terms of Work or Contract	Member Name
Saudi Airlines Air Transport Company	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS	Services provided	Five Years (Three years with an option to renew for two additional years)	1,106,315,194	Same terms and standards applied to non-related parties without any preferences.	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS with a 52.5% stake. It is represented on BOD by Captain Fahd Cynndy and Mr. Nasser Al-Qawas.
Saudia Aerospace Engineering Industries Company	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS	Services provided	Three Years.	22,411,109	Same terms and standards applied to non-related parties without any preferences.	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS with a 52.5% stake. It is represented on BOD by Captain Fahd Cynndy and Mr. Nasser Al-Qawas
Catrion Catering Holding Company	35.7% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS	Services provided	One year, renewable annually.	4,240,182	Same terms and standards applied to non-related parties without any preferences.	35.7% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS with a 52.5% stake. It is represented on BOD by Captain Fahd Cynndy and Mr. Nasser Al-Qawas.

Saudia Private Aviation (SPA)	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS	Services provided	Three years	13,293,469	Same terms and standards applied to non-related parties without any preferences.	35.7% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS with a 52.5% stake. It is represented on BOD by Captain Fahd Cynndy and Mr. Nasser Al-Qawas.
Saudi Royal Fleet Services	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS	Services provided	One year, automatically renewable annually.	31,490,245	Same terms and standards applied to non-related parties without any preferences.	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS with a 52.5% stake. It is represented on BOD by Captain Fahd Cynndy and Mr. Nasser Al-Qawas.
Flyadeal airlines	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS	Services provided	Three years	245,635,374	Same terms and standards applied to non-related parties without any preferences.	100% owned by the Saudi Arabian Airline and it is a founding shareholder in the company by 52.5%. It is represented in the Board of Directors by Capt. Fahd Cynndy and Mr. Nasser Alqawas.
Saudi Amad for Airport Services & Transport Support (SAAS)	Subsidiary Company, with SGS holding a 50% ownership stake.	Services provided	Indefinite term	9,844,265	Same terms and standards applied to non-related parties without any preferences.	Subsidiary Company
Alvest Arabia Equipment Services	Subsidiary Company, with SGS holding a 50% ownership stake.	Services provided	Indefinite term	844,577	Same terms and standards applied to non-related parties without any preferences.	Subsidiary Company

SAL Saudi Logistics Services	49% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS with a 52.5% stake	Services Provided	Three years	18,217,226	Same terms and standards applied to non-related parties without any preferences.	The Saudi Arabian Airlines Public Corporation, with a 49% ownership and a founding shareholder of SGS with a 52.5% stake, is represented on BOD by Captain Fahd Cynndy and Mr. Nasser Al-Qawas.
Jusoor Company for Operation and Maintenance	Subsidiary Company, with SGS holding a 51% ownership stake.	Invoicing on behalf of the related party	Indefinite term	71,774,205	Same terms and standards applied to non-related parties without any preferences.	Subsidiary Company
Jusoor Company for Operation and Maintenance	Subsidiary Company, with SGS holding a 51% ownership stake.	Expenses on behalf of the related party	Indefinite term	41,940,764	Same terms and standards applied to non-related parties without any preferences.	Subsidiary Company
Catrion Catering Holding Company	35.7% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS	Services Provided	Seven years, renewable annually.	61,710,927	Same terms and standards applied to non-related parties without any preferences.	35.7% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS with a 52.5% stake. It is represented on BOD by Captain Fahd Cynndy and Mr. Nasser Al-Qawas.
Saudi Amad for Airport Services & Transport Support (SAAS)	Subsidiary Company, with SGS holding a 50% ownership stake.	Operational Vehicle Leasing Services Agreement	Indefinite term	19,814,443	Same terms and standards applied to non-related parties without any preferences.	Subsidiary Company

PSAA	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS	Services Provided	Indefinite term	1,420	Same terms and standards applied to non-related parties without any preferences.	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS with a 52.5% stake. It is represented on BOD by Captain Fahd Cynndy and Mr. Nasser Al-Qawas.
Saudi Amad for Airport Services & Transport Support (SAAS)	Subsidiary Company, with SGS holding a 50% ownership stake.	Transactions related to the transportation of crew, passengers, and deportees.	Indefinite term	36,770,738	Same terms and standards applied to non-related parties without any preferences.	Subsidiary Company
Saudi Arabian Airlines Corporation	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS	Services Provided	Indefinite term	20,000	Same terms and standards applied to non-related parties without any preferences.	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS with a 52.5% stake. It is represented on BOD by Captain Fahd Cynndy and Mr. Nasser Al-Qawas.
Alvest Arabia Equipment Services (TLD Arabia)	Subsidiary Company, with SGS holding a 50% ownership stake.	Equipment maintenance	Indefinite term	111,665,930	Same terms and standards applied to non-related parties without any preferences.	Subsidiary Company
Alvest Arabia Equipment Services (TLD Arabia)	Subsidiary Company, with SGS holding a 50% ownership stake.	Invoicing on behalf of the related party	Indefinite term	8,740,589	Same terms and standards applied to non-related parties without any preferences.	Subsidiary Company
PSAA	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS	Services received	Indefinite term	2,555,070	Same terms and standards applied to non-related parties without any preferences.	100% owned by the Saudi Arabian Airlines Public Corporation and a founding shareholder of SGS with a 52.5% stake. It is represented on BOD by Captain Fahd Cynndy and Mr. Nasser Al-Qawas.

41) Waiver by Members or Executives:

No BOD or committee member has waived their specific remuneration.

42) Waiver by Shareholders:

The BOD declares that there are no arrangements or waiver agreements wherein any of SGS’s shareholders have relinquished their rights to profits.

43)Investment Programs for SGS Employees:

The BOD declares that there are no investments or reserves established for the benefit of the SGS’s employees.

44) Statutory Payments:

SGS is committed to fulfilling its statutory payment obligations to governmental authorities, encompassing Zakat, taxes, and contributions owed to the General Organization for Social Insurance (GOSI) in respect of employee contributions. The subsequent table delineates these payments:

Statement (Amounts in SAR)	2024 AD		Brief Description	Statement of Reasons
	Paid	Due and Unpaid as of the End of the Annual Financial Period		
Zakat, Tax and Customs Authority (ZATCA) *	21,998,377	-	Payments related to ZATCA	Payments related to ZATCA
GOSI	149,936,858	14,707,835	For employee contributions	For employee contributions
Visa and Passport Costs	5,560,965	-	For collected fees	For collected fees
Labor Office Fees	27,205,425	-	For collected fees	For collected fees
Ramp fees and others	11,837,727	-	For collected fees	For collected fees

45) Reservations on the Financial Statements

The Board of Directors (BOD), declares that the statutory auditor has issued no reservations in their audit report concerning SGS’s financial statements for the fiscal year 2024. BOD further undertakes to provide the Capital Market Authority (CMA) with any supplementary information requested should the auditor express any reservations regarding the annual financial statements.

46) Change of Auditors:

The BOD declares that it did not recommend the premature replacement of the statutory auditor during its appointed term. Ernst & Young (EY) was duly appointed to conduct the audit of SGS’s annual and quarterly financial statements for the fiscal year 2024 and remained in office throughout that period.

47)Treasury Shares

The BOD confirms the absence of any treasury shares held by SGS.

48) Other Declarations:

- 1.The BOD declares that the accounting records have been accurately prepared.
- 2.The BOD declares that the internal control system has been established on sound foundations and implemented effectively.
- 3.The BOD declares that there is no substantial doubt about SGS’s ability to continue as a going concern.
- 4.The BOD declares that no member of BOD has any direct or indirect involvement in businesses that compete with SGS or its lines of business.



Conclusion:

In conclusion, BOD extends its deepest gratitude and unwavering appreciation to our esteemed shareholders for their steadfast trust, our valued partners for their continued support and our exceptional executive leadership team for their diligence and resilience , we also commend our dedicated colleagues and employees for their relentless commitment to excellence, Which has been instrumental in upholding the highest standards of performance and service. As we loke ahead we embrace the promise of another year filled with remarkable achievements, driven by our beloved nation and distinguished economic entity that is SGS. With optimism and determination, we forge ahead, confident in a future of continued success and prosperity for all.



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واجهة وطن FACE OF A NATION



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