



Annual Report

2022

We aspire to initiate a new era of national education characterized by development and creativity, and achieving the national transformation plan and the vision of our beloved kingdom, relying on Allah Almighty first, then on the combined national efforts with our accumulated experience over the past decades and diversity our knowledge and learning resources.



National Company for Learning & Education

Annual Report | Submitted to the shareholders of the company
for the fiscal year ended August 31, 2022G.



The Custodian of the Two Holy Mosques

King Salman bin Abdullaziz Al Saud

May God protect him



His Royal Highness Prince

Mohammad bin Salman Al Saud

Crown Prince And Prime Minister

May God protect him

Annual Report

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01

Introduction



Overview of the National Company for Learning and Education

The "National Company for Learning and Education" commenced its ambitious pioneering journey at the hands of Sheikh Mohammed bin Ibrahim Al-Khudair in 1378H / 1958G by establishing "Tarbya Namouthajiya Schools " that included at that time the kindergarten and primary levels for boys and girls. This establishment was the first education school for girls in the city of Riyadh, consisting of about 50 male and female students in rented buildings in its first headquarters in Al-Malaz district, Sitteen street and then on Jarir Street. In 1400H / 1980G, the school buildings were constructed in the Al-Rayan district with integrated facilities that included all stages of education. In culmination of its achievements, a paradigm shift occurred in the year 1423H / 2002G, with the transformation of this educational entity into the first closed joint stock company in the educational sector under the name of "National Company for Learning and Education" registered in the Kingdom of Saudi Arabia pursuant to Ministerial Resolution No. (346).

The Company includes giant educational complexes that accommodate more than 28 thousand students, distributed in all stages from kindergarten, primary, intermediate and high school, according to the national curriculum and international curricula. A human cadre of approximately 2,300 male and female employees work in these complexes and more than 17 thousand male and female students study in educational buildings that were constructed according to the highest specifications. Such buildings feature combined educational and cultural halls, scientific laboratories on one hand, and entertainment facilities and sport clubs on the other, on an area estimated at more than 200 thousand square meters. In the course of its work, the Company was keen on developing the educational process and qualifying its human capital by signing many partnership agreements with leading international educational institutions. The Company received several accredited international certificates, such as the International Organization for Standardization (ISO 9002), as well as participation medals, awards and shields of excellence, such as the "Excellence Award in Leadership and Management" for several consecutive years, in addition to some of its students having the honor of representing the Kingdom in many regional and international competitions.

The Company seeks to carry out acquisitions and expansions by investing in education in the Kingdom through the establishment and operation of a number of educational complexes in the coming years, and is looking forward to expanding its geographical spread in all regions in accordance with the absorptive capacities and economic strategic studies.

The beginning of the company's work through Tarbya Namouthajiya Schools in Al-Malaz district, Riyadh

1958

Converted to a Closed Joint Stock Company

2002

Acquired "Al-Hadara" school

2006

Opening of the educational complex in Al-Nozha district, Riyadh

2013

Opening of the educational complex in Qurtubah district, Riyadh

2017

Opening of the educational complex in Buraidah city, Al-Qassim Province

2019

Opening of the educational complex in Al-Qairawan district, Riyadh

2020

Opening of the new educational complex in Al-Dahran city in the Eastern Province

2022

The educational complex has been moved to Al-Rayan district in Riyadh.

1980

Raised share capital to 200 million riyals

2006

Opening of the educational complex in Al-Rawabi district, Riyadh Al-Hadara Schools Previously

2009

Raised share capital to 300 million riyals

2016

Raised share capital by 130 million riyals through Public Offering

2018

Acquired Al-Ghad schools in Riyadh Acquired Al-Khwarizmi schools in Riyadh

2020

Opening of the educational complex in Al-Arid district, Riyadh

2021



Vision, Values, and Mission

Vision

To become the national reference in operating schools and empowering future leaders through an integrated system of educational services.

Mission

We seek to provide quality education to build the character of our students around leadership, research and innovation by providing an attractive and safe environment and developing educational competencies.

Values

patriotism

While providing our services, we focus on cultivating national values and traits that are in line with the Kingdom's Vision 2030.

Sustainable Development

Through developing the state-of-the-art educational means and activities and continuing to develop our performance and competencies.

Credibility and Transparency

By dealing with our partners (investors, teachers, students and parents) and preserving their rights.

Teamwork

Through enabling our employees to make decisions and achieve the goal to the best standards.

Discipline

In rendering educational services within a disciplined educational environment along with observing the applicable laws and regulations.

Safety and Security

Commitment to applying the highest standards of security and safety in our educational facilities.

Add value

We are honest in what we say and do and we disclose our results to others.

Chairman Statement

Khaled bin Mohammed Al-Khudair

Chairman of the Board of Directors of the
National Company for Learning and Education



Valued shareholders of the National Company for Learning and Education,

Peace and blessing of Allah be upon you,

With great pleasure, we celebrate with you the third year since listing the National Company for Learning and Education in the Saudi Stock Exchange. The Company was the first public education company to join the Exchange, through which we aim to place the Company in a pioneering position and be a model in operating educational complexes, stemming from its vision to be the first company in the Kingdom in the field of private education and a national reference in the operation of educational facilities.

I am glad to congratulate you on the new academic year 2022/2023G, on behalf of all employees of the National Company for Learning and Education. We invoke the Almighty to help us serve the message of education and support our students from both genders by providing a leading educational environment that encourages leadership, research and innovation based on our educational mission that began 65 years ago when Sheikh Mohammed bin Ibrahim Al-Khudair, may God protect him, began his journey with education through the establishment of Tarbya Namouthajiya Schools in 1958G. It gives me immense pleasure to present you with the annual report for the year 2022G, and the results achieved by the National Company for Learning and Education, thanks and gratitude to Allah Almighty for his bounty, and then to the sincere and influential efforts of the Company's Board, Executive Management and employees in our schools and educational complexes. I would like also to shed light on the Company's developments and its financial position during the year ending on 31/08/2022G. I would like to extend my congratulations on the successful opening of the Company's tenth educational complex at the beginning of this year (Tarbya Namouthajiya International Schools Complex in Al-Dhahran),

the financial impact of which will start appearing in the first quarter of 2022/2023. This complex received the first batch of students on the first school day of this academic year on 27/8/2022G. I underline also the continued success of the educational complexes that were opened and the ones that were recently acquired during the past few years in continuation of the successive expansions since the Company's listing in November, 2018G, during which period four educational complexes were operated to bring the educational complexes to 10 earlier this year. These expansions come in line with the Company's plan adopted by the Board of Directors to go on in its expansion activities by establishing new complexes and acquiring existing high-quality schools while maintaining the highest standards in the operation and management of educational complexes to ensure financial sustainability in achieving growth and realizing returns up to the aspirations of the Company shareholders. In conclusion, I would like to extend our sincere thanks and appreciation to our valued shareholders for their confidence in us. I also would like to take the opportunity to thank my colleagues and fellow Board members for their continuous and inspiring recommendations that contributed to formulating the Company's strategies. My sincere thanks are also extended to our colleagues in the executive management, and to all employees of the National Company for Learning and Education, for their hard work and sincerity in performing their tasks, as well as their efforts to implement those strategies, looking forward to more successes and achievements.

Statement of the CEO Mohammed bin Khaled Al-Khudair

CEO of the National Company for Learning and Education



Honorable shareholders, may the Almighty bless you all,

We, in the National Company for Learning and Education, are proud that our goal over the past six decades is to make exemplary learning within the reach of every learner, and here we are achieving our goal, which we set since 1958G, in investing in education. Today, we continue to be proud, praise be to Allah, of the distinguished educational performance accompanied by the expansions and growth of the Company in its financial performance.

We excel, praise be to God, in our international education, where we achieved this year the first place in the Aptitude test and Achievement tests of secondary school students at the level of international schools in the Riyadh region. International education also has a special journey for our children in kindergarten, as we expanded in the east of the Kingdom and in Dhahran specifically, to share this journey with the children of the region. We are always proud of the close partnership among teachers, parents and students that enables us to provide the best possible learning experience and environment and achieve the best academic results- The COVID-19 pandemic has transformed our world into a digital one, helping our schools adapt to new challenges and seeking diverse.

ways to engage and inspire students from a distance through technology as in the face-to-face education. While we always believe and affirm that the best place to seek education is at school, we also realize that the correct use of technology provides many educational opportunities. This is what made us invest a long time ago in activating digital platforms to enhance the educational process, and this is what we will continue to do.

Last year, we also aimed to focus on enhancing the distinctive feature of education in our schools in the National Company for Learning and Education, i.e., our focus on values, which are the basis of our work. We place great importance on the simple and supreme human values of cooperation, respect, empathy, compassion and transparency. It is these important characteristics that will make our youth ready for the challenges of the future, and this is what enables them to make our world better as future makers.

Thank you so much for your trust in the National Company for Learning and Education family, asking the Almighty to make us worthy of this trust.

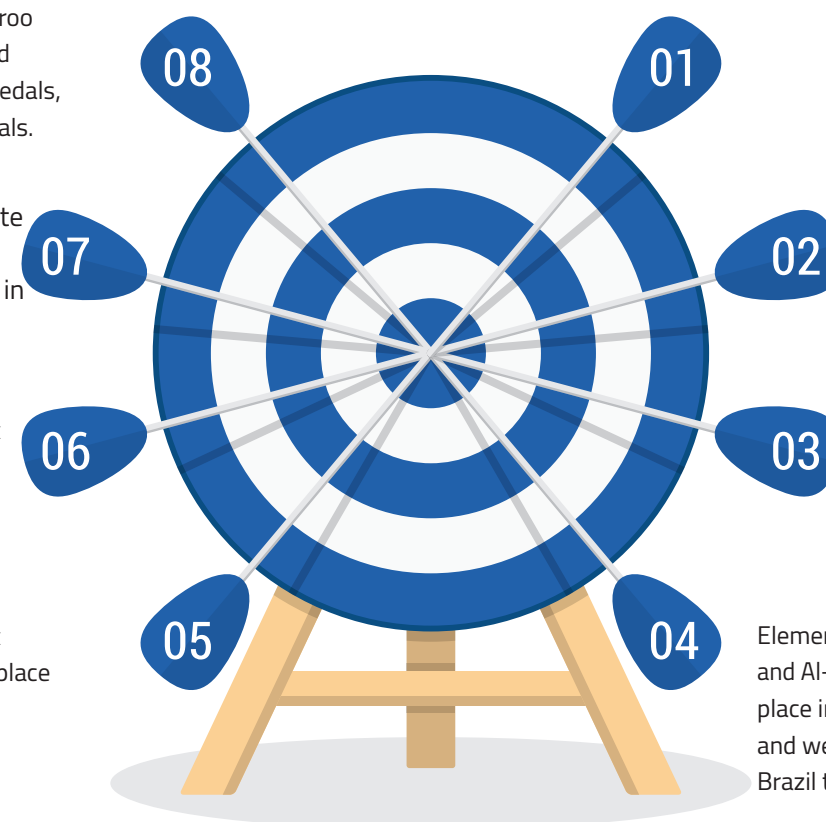
Most important achievements and awards

Obtaining 78 medals in the international kangaroo competition: 15 gold medals, 33 silver medals, and 30 bronze medals.

Students in Al Nuzha Intermediate School Obtained the Bronze Medal in the Bibras Talent Competition

Al-Qassim Complex Students won first place in the World Robot Olympiad competition

Al-Qassim Complex Students won first place in the Engineering Excellence Award

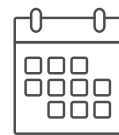


**LEARNING IS NOT A PREPARATORY STAGE OF LIFE,
LEARNING IS THE ESSENCE OF LIFE.**

02

Overview of the Company's Activity

Education
is the basis that
We can build
Upon our future



01

The First Pillar

Leading Educational Outcomes

- Promote the values of perfection and discipline
- Enhance basic skills
- Enhance technical skills and contemporary sciences
- Promote sports and cultural activities
- Enhance critical and creative thinking skills and effective communication
- Improve the Company's schools' ranking in ratings and competitions
- Parent's involvement in the educational process

02

The Second Pillar
a stimulating institutional
environment

- Ensure the priority safety of the company's community
- Governance of operations to ensure institutionalization
- Improve the technical environment and its systems
- Professional development of human capital
- Improve support services of the educational process

03

The Third Pillar
Sustainable Financial Results

- Growth of the number of students in Company's affiliated schools
- Improve the level of financial results
- Increase revenue from support activities

Strategic Objectives
and
Expansion Plans



Significant Achievements and Awards

1



Governance

Where internal regulations are in place to guarantee development of sound administrative structures that outline how decisions are taken internally, distribution of responsibilities, authorities and duties and having clear lines of relationship between the related parties represented in the Board of Directors, management, shareholders and stakeholders, in a manner that leads to avoiding conflict of interest among these parties, but rather leads to realizing the interests of investors and ensures the Company's steady growth, supports its competitiveness, and helps provide financing and generate profits. Governance mechanisms are applied, the most important of which are: Accounting standards mechanisms, quality measurement mechanisms, and information production control mechanisms.

2



Expansionary
future vision

Strategic orientation, definition of the Company's field of activity and the beneficiaries of its services, clarity of the organizational structure, policies and philosophical frameworks that govern decision-making to reach continuous superior performance.

3



Company's
experience

Company's long and deep experience in the private public education sector, which is over sixty years, qualifies it to be one of the largest companies specialized in developing and managing private educational projects in the Kingdom of Saudi Arabia and a leading and reliable national reference in the transfer of knowledge and education.

4



Unique schooling
model

For the availability of distinctive infrastructure, modern buildings, equipment, facilities, technological support and all requirements to achieve the objectives of the educational process.

5



Polarization
Competences

The Company's human capital is its most important asset. The Company endeavors persistently to attract the best national, Arab and international educational and administrative talents and experiences, that are trained and equipped with academic and professional qualifications according to the best standards, and characterized with their cumulative and deep experience and optimal practices that qualify them to achieve the Company's vision and goals in light of the performance indicators specified in the successive strategic plans.

6



Partnerships

The Company is keen on building partnerships with the best national and international houses of expertise on one hand, and with beneficiaries and stakeholders on the other hand, and working closely with them to achieve the common goals.

7



Self Growth

The Company has managed to achieve steady profits during its journey, which secure necessary financial resources, liquidity and sufficient flexibility for expansion, development and spread operations which enable it to achieve its vision and future goals in a secure manner.

8



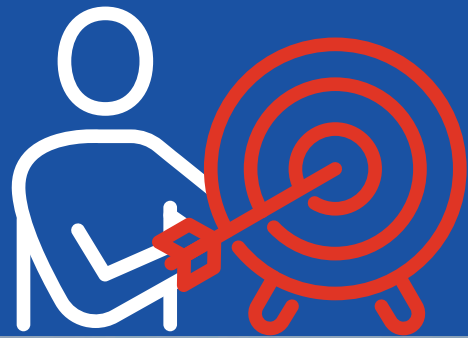
Talent promotions

Our belief in the skills, abilities, and capabilities of our students is our greatest competitive value as it is the basis for being an advanced educational edifice. Our determination to refine the skills of our students, enhances their wellbeing, boosts their self-confidence and prepares them and all of us to move forward in an insightful world of innovators and creators. With them and alongside their talents, we can always make long strides and step sterility towards excellence

The Company's expansion plans and strategy

The strategy of the National Company for Learning and Education is based on providing high-quality educational services, and enhancing its competitive position through expansion and growth of the student base. During the school year 2021/2022G, the Tarbya Namouthajiya Schools Complex - Al-Arid was opened, which is located in the city of Riyadh, Al-Arid district, and its capacity is estimated at 3,000 students. The Company also intends to continue expanding its activity through the establishment and operation of educational complexes and through the acquisition of existing schools. During 2022, the Company signed a purchase agreement for all the owners' shares in Al-Salam National Schools in the city of Al-Khobar. The Tarbya Namouthajiya International Schools complex was opened in Al-Dharan in the Eastern Province in August 2022, with an estimated capacity of 2,300 male and female students.

In addition, the Company recently announced the lease of two educational buildings in Al-Qairawan and Al-Arid districts, with a total capacity of 4,240 male and female students. It is expected that they will be operational starting from the next academic year 2023/2024G. Also, there are three new projects to lease three plots of lands in Riyadh in Hetteen, Qurtubah, and Al-Narjis districts, to construct and operate educational complexes for the Company. Opening times will be announced later.



Company's Activities and Educational Complexes:

The National Company for Learning and Education is engaged in the ownership, establishment, management and operation of private schools for general education and investing in sports field, entertainment and student sports clubs. The combined capacity of the nine existing complexes in the fiscal year 2022G amounted to more than 28 thousand male and female students, while the actual number of students was 17,141 male and female students. The number of the educational and administrative staff was more than 2,300 male and female employees. The Company provides its services in the field of education for both males and females according to the Saudi national curriculum as well as the American international curriculum.

Complex	Al-Rayan	Al-Rawabi	Al-Nozha	Qurtubah	Buraidah	Al-Ghad	Al-Khwarizmi	Al-Qairawan	Al-Arid
Foundation	1980	2009	2013	2017	2019	1990	2010	2020	2021
Location	Riyadh	Riyadh	Riyadh	Riyadh	Qassim	Riyadh	Riyadh	Riyadh	Riyadh
Curriculum	National-International	National-International	National-International	National-International	National-International	National	National	National-International	National-International
Optimum Capacity	5,250	4,375	4,375	1,050	2,625	2,200	1,220	4,550	3,000
Number of students	3,263*	3,374	2,564*	723	894	1,594	1,132	2,310	1,287
Occupancy	62%	77%	59%	69%	34%	72%	93%	51%	43%

* The numbers include the Model Education International Academy: Al-Rayan Academy 110 and Al-Nozha Academy 183.



Existing projects

The Company operates its main activities through nine educational complexes:

Tarbya Namouthajiya Schools Complex – Al-Rayan:

The complex is located in Al-Rayan district, Riyadh, on a land area of 60 thousand square meters, with an optimal capacity of 5,250 male and female students. The complex was inaugurated in 1980G. The educational complex provides private education service according to the national curriculum, for the stages of kindergarten, primary, intermediate and secondary for boys and girls. The complex also includes the Model Education International Academy (MEIA), which is a school that adopts the full school day system according to the American international curriculum. MEIA Academy is distinguished by giving interest to extracurricular activities through enrichment programs, solving homework and providing healthy lunches.

The Capacity of the Complex | 5,250 male and female students 

Tarbya Namouthajiya Schools Complex – Al-Nozha:

The complex is located in Al-Nozha District, Riyadh on a land area of 29.3 thousand square meters, with an optimal capacity of 4,375 boys and girls. It was established in 2013G. The educational complex provides private education service in accordance with the national curriculum for the stages of kindergarten, primary, intermediate and secondary stages for boys and girls. The complex also includes the Model Education International Academy (MEIA), which is a school that adopts the full school day system according to the American international curriculum. MEIA Academy is distinguished by giving interest to in extracurricular activities through enrichment programs, solving homework and providing healthy lunches.

The Capacity of the Complex | 4,375 male and female students 

Tarbya Namouthajiya Schools Complex – Al-Rawabi:

The complex is located in Al Rawabi District, Riyadh, on a land area of 35.8 thousand square meters, with an optimal capacity of 4,375 boys and girls. Noteworthy, the Company acquired Al-Hadara Schools in 2006G, which after the construction of the complex in 2009G, was converted into Tarbya Namouthajiya Schools Complex - Al-Rawabi. The educational complex provides the private education service in accordance with the national curriculum as well as according to the American international curriculum for the stages of kindergarten, primary, intermediate and secondary levels for boys and girls.

The Capacity of the Complex | 4,375 male and female students 

Tarbya Namouthajiya Schools Complex - Qurtubah:

The complex is located in the Qurtubah District, Riyadh, on a land area of 5.4 thousand square meters, with an optimal capacity of 1,050 boys and girls. The complex was opened and operated at the academic year 2017G-2018G. The educational complex provides private education service according to the national curriculum as well as according to the American international curriculum for the stages of kindergarten and primary for boys and girls.

The Capacity of the Complex | 1,050 male and female students 

Tarbya Namouthajiya Schools Complex - Buraidah:

The complex is located in the north of the city of Buraidah in the Qassim region, on a land area of 12.7 thousand square meters, with an optimal capacity of 2,625 boys and girls. The complex was opened and operated at the academic year 2019G-2020G. The educational complex provides private education service in accordance with the national curriculum as well as in accordance with the American international curriculum for the stages of kindergarten, primary, intermediate and secondary levels for boys and girls.

The Capacity of the Complex | 2,625 male and female students 

Al-Khwarizmi National Schools Complex- Riyadh:

The complex is located in Al-Nada district, Riyadh, on a land area of 6.2 thousand square meters with an optimal capacity of 1,220 boys and girls. Noteworthy, the Company acquired Al-Khwarizmi Private Schools in the year 2020G. The educational complex provides private education service according to the national curriculum, for the stages of kindergarten, primary, intermediate and secondary for boys only.

The Capacity of the Complex | 1,220 male and female students 

Tarbya Namouthajiya Schools Complex - Al-Arid:

The complex is located in Al-Arid district, Riyadh, on a land area of 19.6 thousand square meters, with an optimal capacity of 3,000 boys and girls. The educational complex was opened at the academic year 2021G-2022G. The complex provides private education service in accordance with the national curriculum as well as in accordance with the American international curriculum for the stages of kindergarten, primary, intermediate and secondary for boys and girls.

The Capacity of the Complex | 3,000 male and female students 

Al-Ghad National Schools Complex - Riyadh:

The complex is located in King Abdullah District, Riyadh, on a land area of 11.3 thousand square meters with an optimal capacity of 2,200 boys and girls. Noteworthy, the Company acquired Al-Ghad Private Schools in the year 2020G. The educational complex provides private education service according to the national curriculum, for the stages of kindergarten, primary, intermediate and secondary for boys and girls.

The Capacity of the Complex | 2,200 male and female students 

Tarbya Namouthajiya Schools Complex - Al-Qairawan:

The complex is located in Al-Qairawan District, on a land area of 29 thousand square meters, with an optimal capacity of 4,550 boys and girls. The complex was opened and operated the academic year 2020G-2021G. The educational complex provides private education service in accordance with the national curriculum as well as in accordance with the American international curriculum for the stages of kindergarten, primary, intermediate and secondary for boys and girls.

The Capacity of the Complex | 4,550 male and female students 



Projects under construction/in process

The company is currently in process of constructing and operating new educational complexes for boys and girls

Tarbya Namouthajiya International Schools Complex – Al-Dhahran:

The complex is located at Dhahran city in the Eastern Province, on a land with a total area of 9.9 thousand square meter, with an optimal total capacity of 2,300 boys and girls. It was opened in the academic year 2022G-2023G. The complex provides private education service in accordance with the American international curriculum for the stages of kindergarten, primary, intermediate and secondary for boys and girls.

The Capacity of the Complex | 2,300 male and female students

Al-Salam National Schools Complex - Al-Khobar:

An agreement was signed to purchase the entire shares of the owners of Al-Salam National Schools Company, and the Company is in the process of finalizing the procedures related to completing the purchase transaction. The complex is located in Al-Olaya district, Al-Khobar, on a land area of 10.5 thousand square meters, with an optimal capacity of 1,950 male and female students. The educational complex provides private education service in accordance with the national curriculum for the stages of kindergarten, primary, intermediate and secondary levels for boys and girls.

The Capacity of the Complex | 1,950 male and female students

Educational complex in Al-Arid district:

The project consists of renting an educational complex in Al-Arid district, Riyadh on a land area of 14.8 thousand square meters for a period of 20 years. The complex has an estimated capacity of 2,520 male and female students. It is expected to start operating the educational complex in the academic year 2023-2024G. Through this educational complex, the Company aims to grow its market share in the north of Riyadh by providing educational curricula that serve multiple segments of parents to meet their various desires.

The Capacity of the Complex | 2,520 male and female students

Educational complex in the Al-Qairawan district:

The project consists of renting an educational complex in Al-Qairawan district, Riyadh on a land area of 9.7 thousand square meters for a period of 20 years. The complex has an estimated capacity of 1,720 male and female students. It is expected to start operating the complex from the academic year 2023-2024G. Through this educational complex, the Company aims to grow its market share in the north of Riyadh by providing educational curricula that serve multiple segments of parents to meet their various desires.

The Capacity of the Complex | 1,720 male and female students

Tarbya Namouthajiya Schools Complex - Qurtubah 2:

The project includes renting a land in Qurtubah district, Riyadh, with an area of 13.2 thousand square meters, for a period of 27 years, starting from the date of issuance of the licenses to benefit from the land as an educational complex by the competent authorities. This is for investment of the land in building and operating an educational complex in Qurtubah district, complementing the services of the Company's current school in Qurtubah district, which is close to reaching its capacity and serves the kindergarten and primary stages only.

Educational complex in Hetteen district:

The project consists of renting a land in Hetteen district, Riyadh, with an area of 12.7 thousand square meters, for a period of 26 years and six months, starting from the date of issuance of licenses to benefit from the land as an educational complex by the competent authorities. This is for investing in building and operating an educational complex in Hetteen district with the aim of expanding and growing the student base, which will contribute to achieving the Company's strategy.

Tarbya Namouthajiya Schools Complex - Al-Qasr 2:

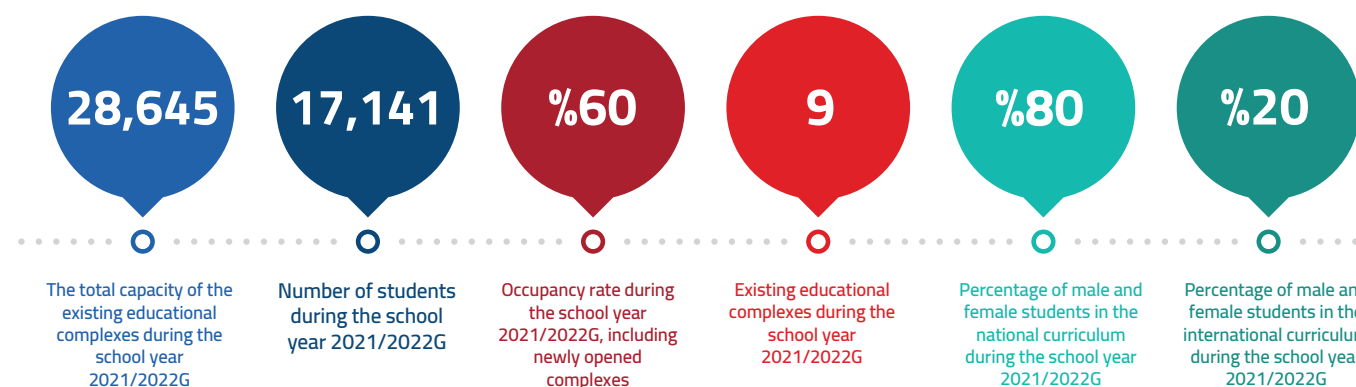
The project consists of the establishment of an educational complex in Al-Qasr district in the city of Al-Khobar, on a land area of 14.9 thousand square meters. The project is under the re-study phase and setting out the timeline as previously disclosed.

Tarbya Namouthajiya Schools Complex – Al-Narjis:

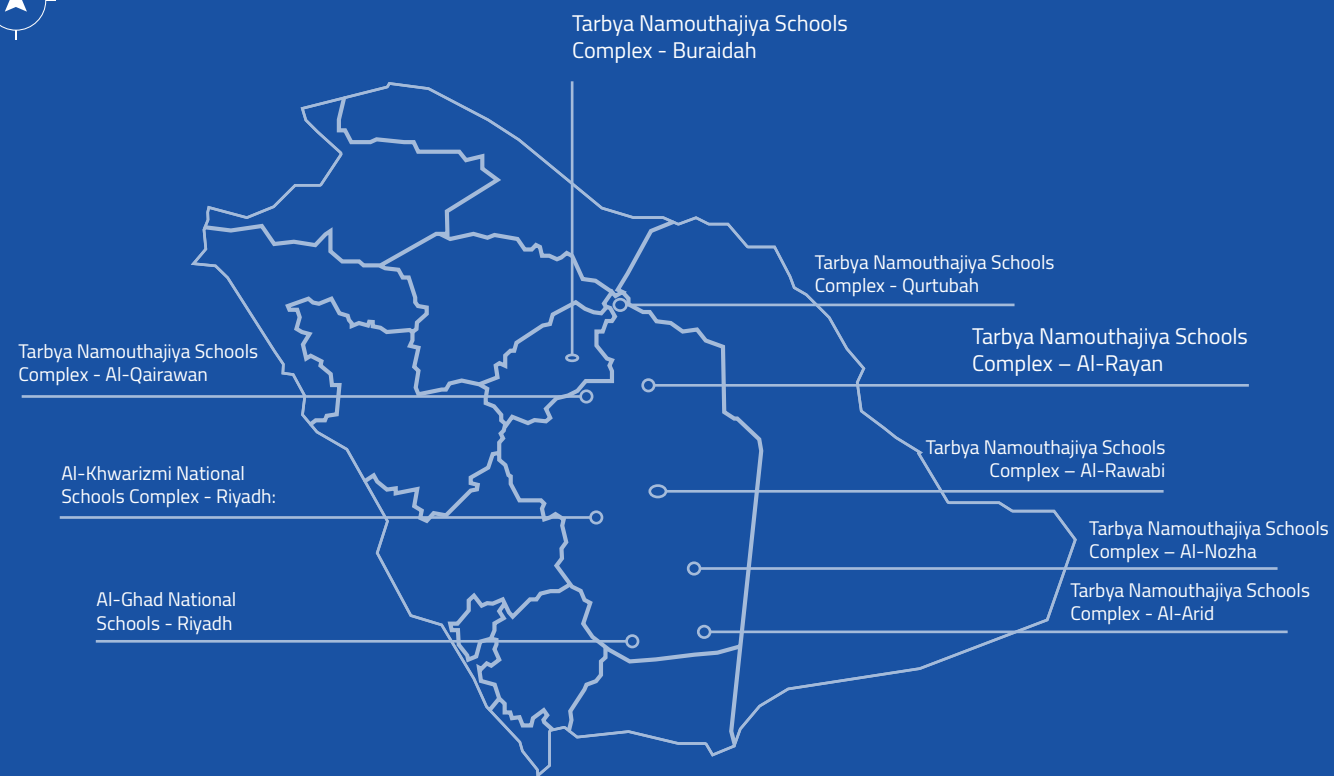
The project consists of leasing a land in Al-Narjis district in Riyadh with an area of 10 thousand square meters for a period of 20 years, starting from the date of signing the contract. This is for investing in building and operating an educational complex affiliated to the Tarbya Namouthajiya Schools in Al Narjis district, with the aim of expanding and growing the student base, which will contribute to achieving the Company's strategy.

Tarbya Namouthajiya Schools Complex - Al-Qasr 1:

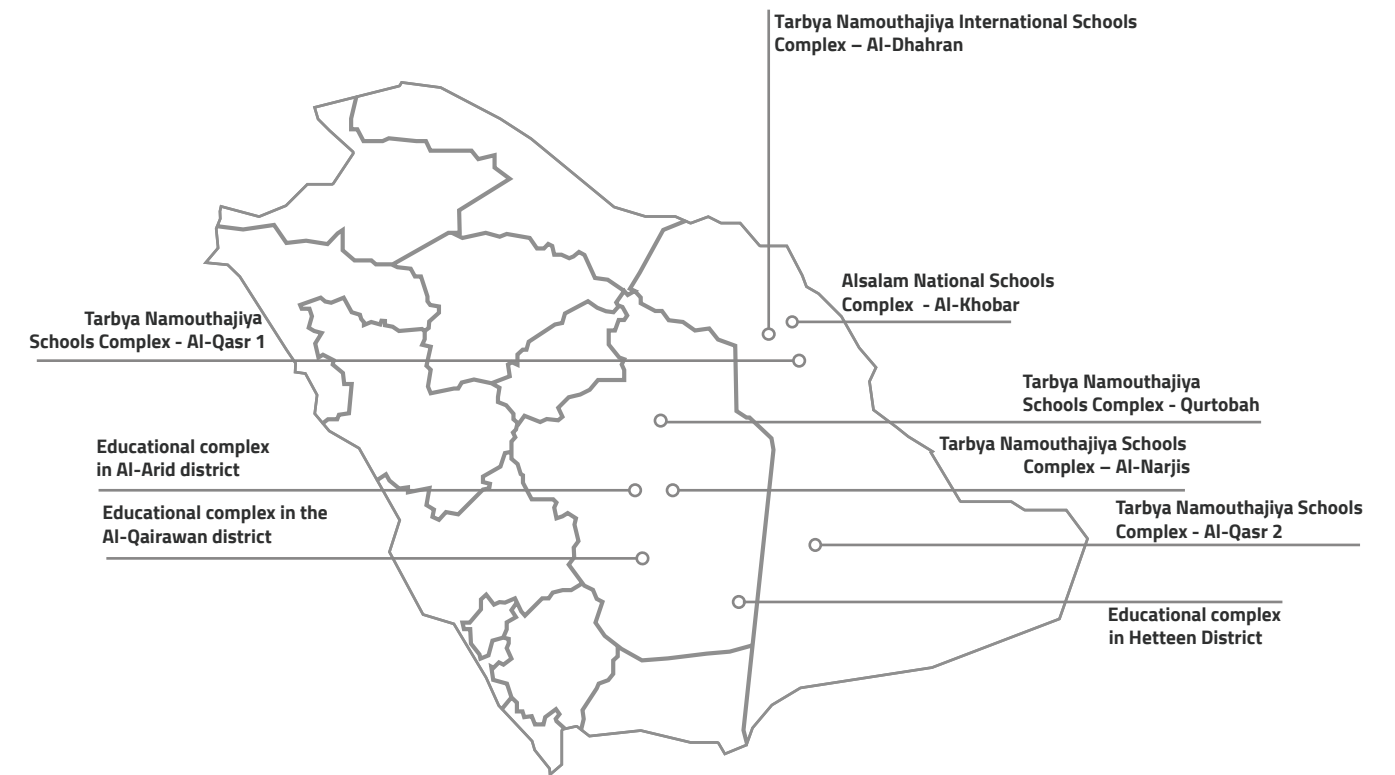
The project consists of the establishment of an educational complex in Al-Qasr district in the city of Al-Khobar, on a land area of 11.8 thousand square meters. The project is within the re-study phase and setting out the timeline as previously disclosed.



Existing projects



Projects under construction/in process



Financial Performance

1.Main activities of the Company and their Revenues:

The Company and its subsidiaries provide educational services to male and female students of all educational levels, including kindergarten, primary, intermediate and secondary levels. The Company has two main programs, the National Education Program and the International Education Program. The Company provides sports clubs in a number of its educational complexes, in order to achieve the message of the integrated curriculum that the Company aspires to and seeks, and the educational role that is consistent with its originality and heritage. The Company also provides school transportation services to its male and female students in several educational complexes.

Item	2022	Relative Weight
Tuition fees	305,548,423	%99.03
School transportation fees	685,000	%0.22
Sports club revenue	2,297,571	%0.75
Total	308,530,994	%100

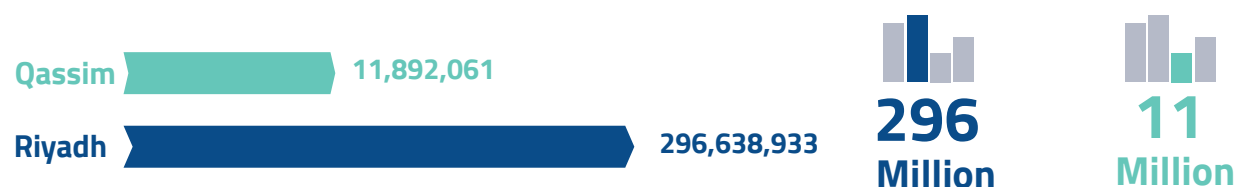
*The above statement covers the information of the National Company for Learning and Education and its subsidiaries. Revenues from exchange of transactions among group companies were excluded.

2.Geographical analysis of the total revenues of the Company and its subsidiaries

The Company's business and revenues were concentrated in the central region (Riyadh - Qassim) knowing that the Company is in the process of expanding outside the central region through the announced projects, which are located in the eastern region.

Geographical analysis of the total revenues of the Company and its subsidiaries				
Year	Total Revenues	Riyadh	Qassim	Total
2022G	308,530,994	296,638,933	11,892,061	308,530,994

The above statement includes the information of the National Company for Learning and Education and its subsidiaries.



3.The Company's assets, liabilities and shareholders equity in the last five fiscal years

(SAR' 000)						
Statement	2018	2019	2020	2021	2022	Change between the year 2021-2022
Current Assets	87,490	288,852	165,467	194,578	236,136	%21
Non-current assets	401,741	452,847	671,523	666,042	767,547	%15
Total Assets	489,231	741,699	836,990	860,620	1,003,683	%17
Current Liabilities	55,087	58,531	65,949	113,210	172,664	%53
Non-current liabilities	91,407	77,629	146,187	132,412	180,472	%36
Total Liabilities	146,494	136,160	212,136	245,622	353,135	%44
Paid up Capital	300,000	430,000	430,000	430,000	430,000	%0
Premium	0	100,986	100,986	100,986	100,986	%0
Statutory Reserve and Retained shareholders Earnings	42,737	74,553	93,868	84,013	119,562	%42
Total Shareholders Equity	342,737	605,539	624,854	614,999	650,548	%6

4-Income statement for the last five fiscal years

(SAR' 000)						
Statement	2018	2019	2020	2021	2022	Change between the year 2021-2022
Revenues	204,270	197,943	217,841	176,088	308,531	%75
Governmental subsidies and grants	15,686	9,396	7,434	11,104	7,154	(%36)
Cost of Revenues	(137,617)	(120,011)	(120,042)	(116,782)	(189,179)	%62
Gross profit	82,339	87,328	105,233	70,410	126,506	%80
Net profit	48,874	50,392	57,798	24,458	71,047	%190

5-Material differences in operational results from the results of the previous year

(SAR'000)				
Statement	2021	2022	Changes	Percentage of Change
Revenues	176,088	308,531	132,443	%75
Government grants and subsidies	11,104	7,154	(3,950)	(%36)
Cost of Revenue	(116,782)	(189,179)	(72,397)	%62
Total profit	70,410	126,506	56,096	%80
Advertising expenses	(4,520)	(4,551)	(31)	%1
General and administrative expenses	(34,349)	(43,789)	(9,440)	%27
Impairment losses on accounts receivable	1,500	826	(674)	(%45)
Other income	1,124	1,180	56	%5
Operating profit	34,165	80,172	46,007	%135
Financing costs, net	(5,684)	(6,225)	(541)	%10
Zakat	(4,023)	(2,900)	1,123	(%28)
Net profit	24,458	71,047	46,589	%190

The increase in net profit during the current year compared to the previous year is attributed to an increase in revenues by 75% over the previous year, which is mainly due to the increase in the number of students enrolled in the Company's schools by 29%, from 13.3 thousand students in the previous year to 17.1 thousand students at the end of the current year, in addition to the increase in tuition fees from the previous year, which included exceptional discounts related to the repercussions of the Corona pandemic, announced by the Company at the time.

This is despite the decrease in government grants and subsidies during the current year compared to the previous year, which is mainly due to the Company benefiting from the government initiative "Sanid" related to mitigating the financial effects of the repercussions of the emerging Coronavirus during the previous year.

The Company proceeds in achieving its growth goals, as a new educational complex for the Tarbya Namouthajiya Schools was opened in Al-Arid district at the beginning of the current year 2021-2022, which contributed to the increase in the number of students in addition to the growth in the number of students of the newly operated educational complexes (Tarbya Namouthajiya Schools Complex – Al-Qairawan and Tarbya Namouthajiya Schools Complex – Buraidah). During the current year, the Company achieved profitability rates similar to the rates before the Corona pandemic, despite the high operational costs of operating new campuses.

6-Subsidiaries, their capital, the Company's ownership percentage, their main activities, the country where its operations are principally located, and the country in which it is incorporated

Subsidiary Name	Capital (Saudi Riyals)	Company Ownership Percentage	Revenues (SAR'000)	Main activity	Country main location of its operations	Country of incorporation
Al-Khwarizmi Educational Company	100,500	%100	17,231	General Education	Saudi Arabia	Saudi Arabia
Al-Ghad National Schools Co. Ltd	1,200,000	%100	31,466	General Education	Saudi Arabia	Saudi Arabia
Refan Operation and Maintenance Company Ltd.	200,000	%100	7,440	Operation and Maintenance	Saudi Arabia	Saudi Arabia

Revenue from mutual operations among the group companies have not been excluded.

7-Loans and Murabaha:

(SAR'000)						
Name of Lender	Principal amount of loan	Loan term	Repaid Amounts during the year	Remaining amount of the loan	Total indebtedness of the Company and its subsidiaries	Notes
Ministry of Finance	25,000	10 years	5,000	-	-	Financing the construction of Al-Rawabi complex project
Ministry of Finance	25,000	10 years	2,500	-	-	Financing the construction of Al-Nuzha complex project
Al Rajhi Bank	40,932	6 years	4,070	12,209	12,209	Financing the purchase of land for Al-Qairawan complex
Al Rajhi Bank	17,071	6 years	1,627	9,761	9,761	Financing the purchase of lands for Al Qasr complexes 1 and 2
Al Rajhi Bank	1,274	6 years	233	817	817	Credit facilities for Al-Qairawan complex project
Total	109,277		13,430	22,787	22,787	

8-Regulatory payments to government authorities

(SAR'000)			
Statement	Repaid	Due until the end of the annual financial period and has not been repaid	Brief description
Zakat	3,380	3,218	Represents the zakat due for the financial year ended on 31 August 2022G.
Value added tax	-	(7,990)	It represents the difference between the tax collected from parents and the tax deducted from purchases and according to the royal decree that the state bears the tax amounts on behalf of Saudis for school fees, so the balance appears due to the Company
General Organization for Social Insurance	15,799	1,468	Represents the social insurance payable for the month of August 2022G
Visa and passport costs	930	-	-
Labor office fee	4,920	-	-
Total	25,029	(3,304)	-

Risks and Methods of dealing with them

Risk management is carried out by senior management in accordance with policies approved by the Board of Directors. Senior management identifies and assesses financial risks when appropriate through close cooperation with the Company's operating units. The Company is exposed to the following risks through its use of financial instruments:



1 Market risks

Market risks are that changes in market prices such as foreign exchange rates, profit rates and stock prices that will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while optimizing the return.

2 Currency risks

Currency risks are the risk of changes in the value of financial instruments due to changes in foreign exchange rates. Most of the Company's transactions are in Saudi Riyals. The management closely and continuously monitors fluctuations in currency rates. Based on its experience and market reaction, management does not believe that it is necessary to hedge against foreign currency risks as most foreign currency risks are relatively limited in the medium term.

3 Commission rate risks

The fair value and cash flow of interest rate risks are the exposure to various risks associated with the impact of fluctuations in the prevailing interest rates on the Company's financial position and cash flows. The Company is mainly exposed to interest rate risks as a result of Murabaha transactions from commercial banks. The Company manages its financing costs by improving available liquidity and limiting lending.

4 Credit risks

Credit risks are the inability of the counterparty to a financial instrument to meet its contractual obligations. The Company's exposure to credit risks mainly comes from cash and cash equivalents and accounts receivable. The carrying amount of financial assets represents the maximum credit risk.

5 Liquidity risks

Liquidity risks are the risks that the Company may encounter difficulties in meeting the obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as much as possible, that sufficient liquidity is available to meet its obligations as they fall due, without incurring unacceptable losses or risking the Company's reputation.

Educational Activities



Developing Education Curriculums

The National Education & Learning Company offers two programs, the National Education Program, which implements the curricula approved by the Saudi Ministry of Education, and the international program that applies to the American international curriculum



Managing Educational Schools

The buildings of NCLE Schools, their facilities, and advanced equipment are integrated into a model environment that attracts enjoyment with learning and ensures all the needs of the educational process and achieves excellence in learning.



Educational Services

The company offers a unique educational service in an attractive and integrated educational environment through its educational complexes. Its curricula and activities follow the global development of education and are in line with the age groups of students. It also aims to create and cultivate a spirit of competition, prepare students for professional life

Social Contributions for the Company

The Company aims to have an active societal role that serves in various societal areas, where The Company has achieved its plans and objectives through its effective contribution to:

The Green Saudi Initiative



Our Green Environment Program



Participation in International Children's Day with Bunyan Charitable Association



Fina Khair Program



Our warmer winter clothing initiative



Holding the Southern Border Champions League





03

Corporate Governance

Corporate Governance

1. Composition of the Board of Directors and classification of its members

S/N	Member Name	Membership Classification Member Name (Executive/ Non-Executive/ Independent)
1	Khaled bin Mohammed Al-Khudair	Chairman of the Board - Non-Executive
2	Ibrahim bin Abdel Rahman Al-Derei	Deputy Chairman of the Board – Non-Executive
3	Abdullaziz bin Mohammed Al-Swailem	Board Member - Independent
4	Abdullaziz bin Hamoud Al-Thiab	Board Member - Independent
5	Saad bin Abdullaziz Al-Hoqail	Board Member - Independent
6	Nawal bint Mohammed Al-Ghunaiman	Board Member - Independent

2.Names of the members of the Board of Directors, members of the committees, and the executive management, their current and previous positions, qualifications and experience:



A.Members of the Board of Directors and Committees



Khaled bin Mohammed Al-Khudair

Chairman of the Board and Chairman of the Executive Committee

Current Positions

- Chairman of the Board of Directors of the National Company for Learning and Education
- Chairman of the Investment Committee of the National Company for Learning and Education
- Chairman of the Board of Directors of Aaj Real Estate Investment Company
- Chairman of the Board of Trustees of Al-Yamamah University
- Custodian of Endowment Mohammed Ibrahim Al-Khudair Company
- Chairman of the Board of Directors of Yamami Company
- Director of Mohammed Ibrahim Al-Khudair Company for Development and Real Estate Investment
- Chairman of the Board of Directors of Aja Trading and Contracting Company

Previous Positions

- Deputy Chairman and Managing Director of the National Company for Learning and Education
- CEO of the National Company for Learning and Education
- Managing Director for the Board of Aaj Real Estate Investment Company
- Member of the Nominations and Remunerations Committee at the National Company for Learning and Education
- Director of the Specialized Building Company

Qualifications

- Bachelor's degree, Mass Communication, Imam Mohammed Ibn Saud Islamic University, Riyadh, Saudi Arabia.
- Executive Management Program, California University.

Experience

- Accumulated managerial experience in several profit and charitable fields such as general education, university education, contracting, and real estate



Ibrahim bin Abdel Rahman Al-Derei

Deputy Chairman of the Board , member of the Nominations and Remuneration Committee, and Chairman of the Governance Committee

Current Positions

- Deputy Chairman of the Board of Directors of the National Company for Learning and Education
- Member of the Nominations and Remunerations Committee at the National Company for Learning and Education.
- Chairman of the Governance Committee at the National Company for Learning and Education.

Previous Positions

- Deputy CEO of the National Company for Learning and Education
- General Manager of Complexes for the National Company for Learning and Education
- Educational Supervisor at Ministry of Education
- Director of many public and private schools
- Teacher in public schools

Qualifications

- He holds a BA in History in 1984 from King Saud University, Riyadh, Saudi Arabia

Experience

- Accumulated experiences in education and managerial and educational supervisory experiences, long experience in the National Company for Learning and Education as Deputy CEO



Abdullaziz bin Mohammed Al-Swailem

Board Member and member of the Audit Committee

Current Positions

- Member of the Board of Directors of the National Company for Learning and Education.
- Member of the Audit Committee at the National Company for Learning and Education
- Chairman of the Board of Directors of Mohammed Al-Ali Al-Swailem Investment Company.
- Member of the Board of Directors of Mohammed Al-Ali Al-Swailem Trading and Contracting Company
- Deputy Chairman of the Board of Trustees of the Mohammed Al-Ali Al-Swailem Charitable Foundation
- General Manager of the Middle East Factory for Metal and Plastic Molds

Previous Positions

- General Manager of the Springs Factory for Beverage and Packaging Company

Qualifications

- Master of Business Administration, Colorado University of Technology in 1999, Denver, USA.
- Bachelor of Economics, Imam Mohammed bin Saud University in 1990, Riyadh, Saudi Arabia.

Experience

- Managerial and technical experiences in several fields, most notably education, industry, contracting and trade



Abdullaziz bin Hamoud Al-Thiab

Board Member and Chairman of the Nominations and Remuneration Committee

Current Positions

- Member of the Board of Directors of the National Company for Learning and Education
- Chairman of the Nominations and Rewards Committee at the National Company for Learning and Education
- General Manager of Abdullaziz Al-Thiab & Brothers Company
- Chairman of the Board of Directors of the Nextel Company
- Deputy Chairman of the Board of Directors, Hana Food Industries Co.
- One of the managers of Rowad Al-Watan Real Estate Investments Ltd
- Member of the Board of Directors of Hamoud Ibrahim Al-Thiab Sons Transport Company
- Member of the Board of Directors of Al-Thiab Company for Industry and Agriculture

Previous Positions

- Manager of real estate investment at Al-Thiab Company for Industry and Agriculture
- Manager of Farms Department at Al-Thiab Company for Industry and Agriculture
- Member of the Board of Directors of the United Real Estate Investment Company

Qualifications

- General Secondary Certificate, Tarbya Namouthajiya Schools in 1994, Riyadh, Kingdom of Saudi Arabia.

Experience

- Managerial and technical experiences in several fields, most notably education, industry, contracting and trade



Nawal bint Mohammed Al-Ghunaiman

Board Member and member of the Nominations and Remuneration Committee

Current Positions

- Member of the Board of Directors of the National Company for Learning and Education
- Member of the Nominations and Remuneration Committee at the National Company for Learning and Education
- Member of the Governance Committee of the National Company for Learning and Education
- Director of the Strategic Initiatives Office at the Public Pension Agency

Previous Positions

- Executive Officer, International Aluminum Company
- Finance specialist at Riyadh Bank

Qualifications

- Bachelor of Economics from King Saud University
- MBA from Shippensburg University in Pennsylvania, USA
- Diploma in Strategy Implementation from INSEAD Business School in Fontainebleau, France
- Executive MBA from Hult International Business School, Cambridge, USA

Experience

- Membership in several committees, and expertise in several areas, most notably strategic and operational planning, implementation of technical initiatives and projects, follow-up and implementation of performance indicators, in addition to various management consultancies.



Saad bin Abdullaziz Al-Hoqail

Board Member and member of the Investment Committee

Current Positions

- Member of the Board of Directors of the National Company for Learning and Education
- Member of the Investment Committee of the National Company for Learning and Education
- Head of Marketing Department at Al Faisal University
- Founder and Chairman of the Board of Directors of Dahaa Advertising Company
- Chairman of the Board of Directors of Sinmar Company
- Founder and Board Member of Surround Restaurants Company
- Founder and Deputy Chairman of the Marketing Association
- Founder and Chairman of the Board of Trustees of the Marketing Entrepreneurs Award
- Member of the Board of Directors of the Ciliac Association and Chairman of the Investment Committee
- Member of the Higher Media Committee at the Ministry of Municipal and Rural Affairs and Housing
- Member of the Teacher Tests Quality Committee at the Ministry of Education

Previous Positions

- Chairman of the Finance Committee of the T20 Group 2019-2020
- Member of the Advisory Committee of the Aljazira Diwans Fund of Aljazira Capital
- Visiting Professor at Texas State University, USA
- Marketing researcher at the Supreme Commission for Tourism

Qualifications

- PhD in Business Administration - Marketing from Texas State University, USA
- MBA Marketing from Colorado State University, USA
- Bachelor's degree in Business Administration, Marketing, from King Saud University

Experience

- Accumulated managerial experience in several areas, most notably: boards of directors, investment and marketing committees, corporate structuring, higher education and research.



Mohammed bin Farhan bin Nader

Chairman of the Audit Committee

Current Positions

- Chairman of the Audit Committee at the National Company for Learning and Education
- Executive Partner in United Accountants Company (RSM) Group Member
- Member of the Board of Directors of Chemanol and Chairman of the Audit Committee
- Member of the Sipchem Audit Committee
- Member of the Extra Company Audit Committee
- Member of Yanbu Cement Company Audit Committee
- Member of the Audit Committee at Bank Albilad
- Chairman of the Audit Committee of SMASCO.
- Member of the Board of Directors of the Awqaf Company of Princess Noura Bint Abdul Rahman University
- Chairman of the Audit Committee at Sulaiman Al-Rajhi Holding Company

Previous Positions

- CFO for Endowment Suliman Al Rajhi Holding Company

Qualifications

- Fellowship of the Saudi Organization for Certified Public Accountants (SOCPA) in 2010G
- Fellowship of American Accountants (CPA) in 2007.
- Master's degree in Business Administration and Finance, Heriot-Watt University, 2004G, Michigan State, USA.
- Bachelor of Accounting, King Saud University in 2001G, Riyadh, Saudi Arabia.

Experience

- Accumulated experience in the field of Audit, financial and administrative affairs



Khaled bin Saad Al-Sabti

Member of the Audit Committee

Current Positions

- Member of the Audit Committee at the National Company for Learning and Education
- Partner - Saad Saleh Al-Sabti & Partner Company for Accounting and Auditing. A member of the global ECOVIS group
- Member of the Board of Directors of Rana Investment Company - closed joint stock
- Chairman of the Audit Committee at Rana Investment Company - closed joint stock
- Member of the Audit Committee of the Saudi Coffee Company - closed joint stock

Previous Positions

- Audit Manager - Saad Al-Sabti Office, Certified Public Accountant and Auditors.
- Senior Auditor at Deloitte & Touche and Partners
- Member of the Audit Committee of the Saudi Triple Production Energy Company - closed joint stock

Qualifications

- Master's degree in Finance, Texas A&M University, Dallas, USA.
- Bachelor's degree in Accounting Sciences, King Saud University, Riyadh, Kingdom of Saudi Arabia.
- (CIA) Certified Internal Auditor - Association of Internal Auditors
- (SOCPA) -Public Accountant Saudi Organization for Certified Public Accountants
- (CPA) Certified Public Accountant - Council of Certified Accountants - New Hampshire

Experience

- Accumulated experience in internal audit, risk, financial management and legal accounting



Mohammed bin Abdullaziz Al-Naeem

Member of the Governance Committee

Current Positions

- Member of the Governance Committee of the National Company for Learning and Education .
- A licensed, independent and full-time health services management consultant

Previous Positions

- Member of the Board of Directors of Al-Sagr Cooperative Insurance Company.
- Member of the Nominations and Remuneration Committee - Al Sagr Cooperative Insurance Company.
- Member of the Audit Committee - Al Sagr Cooperative Insurance Company.
- Director of the Accreditation Department, the General Secretariat of the Council of Cooperative Health Insurance.
- Manager of the Technical Affairs Department. The General Secretariat of the Council of Cooperative Health Insurance.
- Consultant of Obstetrics and Gynecology, Armed Forces Hospital, Riyadh, Kingdom of Saudi Arabia.

Qualifications

- Diploma in Social Health Insurance. 2002, International Training Center. International Labor Organization. Turin, Italy.
- German Fellowship (PhD) February 1989G North Rhine - Germany specializing in obstetrics and gynecology.
- Bachelor of Medicine and Surgery, November 1975G, Cairo University, Egypt

Experience

- Accumulated experiences in the health field and various administrative experiences



Rakan bin Abdullah Al-Aboudi

Member of the Investment Committee

Current Positions

- Member of the Investment Committee in the National Company for Learning and Education
- Member of the Projects Committee at the National Grain Company
- Manager of investment portfolios at the Saudi Company for Agricultural Investment and Livestock Production (SALIC)

Previous Positions

- Director of the Investment Department at the National Company for Learning and Education
- Merger and Acquisition Specialist at SABIC
- Investment specialist at SABIC USA

Qualifications

- Master of Finance, St. Thomas University, Texas, USA
- CFA Certified Financial Analyst, Institute of Financial Analysts, USA
- Bachelor of Business Administration, Majoring in Finance, Al Yamamah University, Riyadh, Saudi Arabia

Experience

- Technical and managerial expertise in the field of finance, investment, merger and acquisition, planning and strategic partnerships



Mohammed bin Khaled Al-Khudair

Member of the Investment Committee

Current Positions

- Member of the Investment Committee of the National Company for Learning and Education
- CEO of the National Company for Learning and Education
- Deputy Chairman of the Private Education Committee of the Federation of Saudi Chambers of Commerce
- Member of the Private Education Committee of the Federation of Saudi Chambers of Commerce in Riyadh
- Member of the Board of Trustees of Al Yamamah University

Previous Positions

- Assistant CEO of the National Company for Learning and Education
- Manager of the project of offering the National Company for Learning and Education for public subscription in the Capital Market
- General Manager of Strategy and Business Development at Al Yamamah University
- Senior Analyst at McKinsey & Company
- Worked at IBM in San Francisco, California

Qualifications

- Master's degree in International Management from Hult International Business School in San Francisco, USA.
- MBA from Washington State University, USA.
- Bachelor's degree in Financial Management from Al Yamamah University.

Experience

- Manager of the Company's public offering project in the capital market, which took place in November of 2018, and in the same month became an assistant to the CEO. Prior to joining the National Company for Learning and Education, he worked at Al Yamamah University as General Manager of Strategy and Business Development, and also worked at McKinsey & Company as a Senior Analyst, through which he participated in many consulting projects for the public and private sectors, in addition to his work at IBM in San Francisco, California



Abdullah bin Ahmed Balsharaf

Member of the Investment Committee

Current Positions

- Member of the Investment Committee of the National Company for Learning and Education
- Deputy CEO of the National Company for Learning and Education
- CFO of the National Company for Learning and Education
- Member of the Audit Committee at SMASCO
- Member of the Audit Committee of the National Chemical Fertilizer Industry Company

Previous Positions

- Deputy CEO for Financial and Administrative Affairs in the National Company for Learning and Education
- Director of the Internal Audit Department at the National Company for Learning and Education
- Manager of Internal Audit at SMASCO
- Supervisor of Audit and Audit at Deloitte & Touche, Bakr Abu Al-Khair & Partners.

Qualifications

- Executive Master in Business Administration, Al Yamamah University - Riyadh, Saudi Arabia
- Master's degree in Business Administration from the University of Ensek,
- Higher Diploma in International Leadership, Washington State University
- Bachelor of Financial Management, Al-Yamamah National University in Riyadh - Kingdom of Saudi Arabia
- Fellowship of the American Institute of Internal Auditors (CIA)

Experience

- Accumulated experience in the field of finance, internal audit and external audit

B.Executive Management



Mohammed bin Khaled Al-Khudair CEO

Current Positions

- CEO of the National Company for Learning and Education
- Member of the Investment Committee of the National Company for Learning and Education
- Deputy Chairman of the Private Education Committee of the Federation of Saudi Chambers of Commerce
- Member of the Private Education Committee of the Federation of Saudi Chambers of Commerce in Riyadh
- Member of the Board of Trustees of Al Yamamah University

Previous Positions

- Assistant CEO of the National Company for Learning and Education
- Manager of the project of offering the National Company for Learning and Education for public subscription in the Capital Market
- General Manager of Strategy and Business Development at Al Yamamah University
- Senior Analyst at McKinsey & Company
- Worked at IBM in San Francisco, California

Qualifications

- Master's degree in International Management from Hult International Business School in San Francisco, USA.
- MBA from Washington State University, USA.
- Bachelor's degree in Financial Management from Al Yamamah University.

Experience

- Manager of the Company's public offering project in the capital market, which took place in November of 2018, and in the same month became an assistant to the CEO. Prior to joining the National Company for Learning and Education, he worked at Al Yamamah University as General Manager of Strategy and Business Development, and also worked at McKinsey & Company as a Senior Analyst, through which he participated in many consulting projects for the public and private sectors, in addition to his work at IBM in San Francisco, California



Abdullah bin Ahmed Balsharaf

Member of the Investment Committee

Current Positions

- Member of the Investment Committee of the National Company for Learning and Education
- Deputy CEO of the National Company for Learning and Education
- CFO of the National Company for Learning and Education
- Member of the Audit Committee at SMASCO
- Member of the Audit Committee of the National Chemical Fertilizer Industry Company

Previous Positions

- Deputy CEO for Financial and Administrative Affairs in the National Company for Learning and Education
- Director of the Internal Audit Department at the National Company for Learning and Education
- Manager of Internal Audit at SMASCO
- Supervisor of Audit and Audit at Deloitte & Touche, Bakr Abu Al-Khair & Partners.

Qualifications

- Executive Master in Business Administration, Al Yamamah University - Riyadh, Saudi Arabia
- Master's degree in Business Administration from the University of Ensek,
- Higher Diploma in International Leadership, Washington State University
- Bachelor of Financial Management, Al-Yamamah National University in Riyadh - Kingdom of Saudi Arabia
- Fellowship of the American Institute of Internal Auditors (CIA)

Experience

- Accumulated experience in the field of finance, internal audit and external audit



Mansour bin Musa bin Abdul Rahman Al-Qaba'

General Manager of Educational Affairs

Current Positions

- General Manager of Educational Affairs at the National Company for Learning and Education

Previous Positions

- General Supervisor of the Campus of Tarbya Namouthajiya school in Al-Rawabi district.
- General Supervisor of the Campus of Tarbya Namouthajiya school in Al-Rayan district.
- Head of School Administration Department, Education Department, Riyadh Region.
- Assistant Supervisor of School Administration for Planning and Programs, Department of Education, Riyadh Region.
- Planning and follow-up supervisor at the Department of Education, Riyadh Region
- School Administration Supervisor, Education Department, Riyadh Region.
- High school Headmaster

Qualifications

- BA in Mass Communication, Imam Mohammed bin Saud Islamic University, Riyadh, Saudi Arabia
- Diploma in Education from King Saud University, Riyadh, Saudi Arabia.
- Diploma in School Administration from King Saud University, Riyadh, Saudi Arabia.
- Master of Arts in Education from King Saud University, Riyadh, Saudi Arabia.
- PhD in the quality of private education from Yarmouk University, Hashemite Kingdom of Jordan.

- Accumulated experiences in learning and education and educational supervisory experiences, and he had long experience in the National Company for Learning and Education



Issa bin Abdullah Al-Dhafyan

General Manager of Shared Services

Current Positions

- General Manager of Shared Services at the National Company for Learning and Education

Previous Positions

- Executive Director of the Al-Khwarizmi Private Schools Complex affiliated to the National Company for Education
- Executive Director of Tarbya Namouthajiya school Campus in Al-Nozha and Qurtubah districts
- Assistant General Supervisor of the Tarbya Namouthajiya schools in Al Rawabi Campus
- Collaborator with King Saud University to teach the history of the Kingdom of Saudi Arabia
- Director of the Education Office in Diriyah Governorate
- Assistant Director of the Education Office in Central Riyadh

Qualifications

- Bachelor's degree in History, Imam Mohammed bin Saud Islamic University, Riyadh, Saudi Arabia
- MA History of Imam Mohammed bin Saud Islamic University, Riyadh, Saudi Arabia
- PhD in History from King Saud University, Riyadh, Saudi Arabia.

Experience

- Accumulated experiences in learning and education and educational supervisory experiences, and he had long experience in the National Company for Learning and Education

3. Companies inside or outside the Kingdom in which a member of the Company's Board of Directors is a member of its current and previous boards of directors or one of their managers.

Member Name	Names of companies in which member of a the Board of Directors is a member of their current boards of directors or one of their managers	Inside /Outside the kingdom	Legal Entity	Names of companies in which a member of the Board of Directors is a member of their current boards of directors or one of their managers	Inside /Outside the kingdom	Legal entity (listed joint stock / unlisted joint stock / limited liability /...)
Khaled bin Mohammed Al-Khudair	<ul style="list-style-type: none"> Aaj real estate investment Company Endowment Mohammed Ibrahim Al-Khudair Company Al Yamamah University Yamami Company Mohammed bin Ibrahim Al-Khudair Company for Development and Real Estate Investment Aja Trading and Contracting Company 	Inside	<ul style="list-style-type: none"> Closed joint stock company Limited Liability Limited Liability Limited Liability Limited Liability Closed joint stock company 	Specialized Building Company	Inside	<ul style="list-style-type: none"> Limited Liability
Ibrahim bin Abdel Rahman Al-Derei	None	None	None	None	None	None
Abdullaziz bin Mohammed Al-Swailem	<ul style="list-style-type: none"> Mohammed Al-Ali Al-Swailem Investment Company Mohammed Al-Ali Al-Swailem Trading and Contracting Company Middle East Metal Mold Factory Company Springs Beverage Factory Company Mohammed Al-Ali Al-Swailem Charitable Foundation. 	Inside	<ul style="list-style-type: none"> Closed joint stock company Closed joint stock company Limited Liability Limited Liability Charitable Establishment 	Spring Beverage Factory Company	Inside	<ul style="list-style-type: none"> Limited Liability
Abdullaziz bin Hamoud Al-Thiab	<ul style="list-style-type: none"> Abdul Aziz Al-Thiab & Brothers Company Nextel Company Hana Food Industries Company Rowad Al-Watan Real Estate Investment Co. Ltd. Hammoud Ibrahim Al-Thiab Sons Company for Transport 	Inside	<ul style="list-style-type: none"> Limited Liability Limited Liability Closed joint stock Company Limited Liability Closed joint stock Company 	Almotaheda Real Estate Investment Company	Inside	<ul style="list-style-type: none"> Closed joint stock Company
Nawal bint Mohammed Al-Ghunaiman	None	None	None	None	None	None
Saad bin Abdullaziz Al-Hoqail	<ul style="list-style-type: none"> Dahaa Advertising Company Sinmar Company Surround Restaurants Company 	Inside	<ul style="list-style-type: none"> Limited Liability Limited Liability Limited Liability 	None	None	None

4. Board meetings held during the last fiscal year:

Members	2021/10/21	2021/11/18	2022/01/06	2022/04/07	2022/06/30	2022/04/08	2022/08/17	Total attendance
Khaled bin Mohammed Al-Khudair	✓	✓	✓	✓	✓	✓	✓	%100
Ibrahim bin Abdel Rahman Al-Derei	✓	✓	✓	✓	✓	✓	✓	%100
Abdullaziz bin Mohammed Al-Swailem	✓	✓	✓	✓	✓	✓	✓	%100
Abdullaziz bin Hamoud Al-Thiab	✓	✓	✓	✓	✓	✓	✓	%100
Saad bin Abdullaziz Al-Hoqail	✓	✓	✓	✓	✓	✓	✓	%100
Nawal bint Mohammed Al-Ghunaiman	✓	✓	✓	✓	✓	✓	✓	%100

5. Dates of the general assemblies of shareholders held during the last fiscal year and names of directors attending these assemblies

S/N	الاسم	Meeting of the Ordinary General Assembly on 09/01/2022G
1	Khaled bin Mohammed Al-Khudair	✓
2	Ibrahim bin Abdel Rahman Al-Derei	✓
3	Abdullaziz bin Mohammed Al-Swailem	✓
4	Abdullaziz bin Hamoud Al-Thiab	✓
5	Saad bin Abdullaziz Al-Hoqail	✓
6	Nawal bint Mohammed Al-Ghunaiman	✓

6. Company Committees

Firstly: Audit Committee:

The Audit Committee consists of (3) members. The tasks and functions of the Audit Committee include, but not limited to, studying the interim and annual financial statements of the Company before presenting them to the Board of Directors, expressing its opinion and recommendation in this regard, studying the accounting policies used in the Company, and expressing an opinion and recommendation to the Board of Directors in this regard, monitoring and supervising the performance and activities of the internal auditor, studying and reviewing internal control systems and internal audit reports, recommending to the Board of Directors to nominate and dismiss auditors, determine their fees, evaluate their performance, follow up on their work, and study their observations, reviewing the results of the reports of the supervisory authorities, verifying that the Company has taken the necessary measures in this regard, and verifying the Company's compliance with the relevant laws, regulations, policies and instructions. Following is a table showing the committee's membership and its meetings during the fiscal year 2022:

S/N	Name	Type of Membership	Meeting number and date			
			First meeting 09/11/2021	Second meeting 30/12/2021	Third meeting 31/03/2022	Forth meeting 28/06/2022
1	Mohammed bin Farhan bin Nader	Chairman of the Committee	✓	✓	✓	✓
2	Khaled bin Saad Al-Sabti	Committee member	✓	✓	✓	✓
3	Abdullaziz bin Mohammed Al-Swailem	Committee member	✓	✓	✓	✓

Results of the annual audit of the effectiveness of the Company's internal control procedures, in addition to the audit committee's opinion on the adequacy of the Company's internal control system.

The internal audit provides assurance and advisory services with independence and objectivity for the purpose of adding value, improving operations and achieving Company goals. Internal audit assists the Company in achieving its objectives by adopting a regular approach to evaluate and improve the effectiveness of risk management and internal control. The Internal Audit function has carried out many audits in accordance with the audit plan approved by the Audit Committee in order to give the necessary assurances about the effectiveness and efficiency of internal control and risk management in the Company, in addition to contributing to the review of the preliminary and annual financial statements. The results of the audits indicate the reasonableness of the efficiency and effectiveness of the internal control system from several aspects, with some observations that require improvement and development of the relevant internal control tools.

Secondly: Nominations and Remunerations Committee:

The Nomination and Remunerations Committee consists of (3) members. The tasks and functions of the Nomination and Remunerations Committee include, but are not limited to, preparing and updating the policies necessary for the remuneration of the members of the Board of Directors and the committees emanating from the Board and the executive management and periodically reviewing them and evaluating their effectiveness in achieving the objectives, and clarifying the relationship between the remuneration granted and the applicable remuneration policy, indicating any material deviation from this policy; proposing clear policies and criteria for membership of the Board and executive management; recommending to the Board of Directors nominations for Board membership, annually verifying the independence of independent members; identifying weaknesses and strengths in the Board of Directors and proposing solutions to address them in accordance with the interest of the Company, reviewing the structure of the Board of Directors and the executive management; making recommendations regarding the changes that can be made, and studying the issues that are relevant to it or referred to it by the Board of Directors and submitting its recommendations to the Board to take the appropriate decision regarding them. The following table shows the committee's membership and its meetings during the fiscal year 2022:

S/N	Name	Type of Membership	Meeting number and date		
			First meeting 20/10/2021	Second meeting 16/11/2021	Third meeting 29/06/2022
1	Abdullaziz bin Hamoud Al-Thiab		✓	✓	✓
2	Ibrahim bin Abdel Rahman Al-Derei		✓	✓	✓
3	Nawal bint Mohammed Al-Ghunaiman		✓	✓	✓

Thirdly: Investment Committee

The Investment Committee consists of (5) members. The tasks and competencies of the Investment Committee include, but not limited to, setting the Company's strategic objectives and ensuring their achievement; reviewing the Company's strategic plan and updating it periodically, taking into account new business; reviewing feasibility studies and other studies related to expansionary projects; reviewing the progress of the expansion projects and the beginning of their operation; reviewing the available investment opportunities and verifying their economic feasibility; following up the progress of work in the implementation of investment deals and submitting the necessary recommendations and reports to the Board of Directors; reviewing the Company's marketing plan and various activities that will make the marketing campaigns successful; identifying trends investment outside the main activity of the Company; and studying and defining investment trends outside the Company's scope of business. The following table shows the committee's membership and its meetings during the fiscal year 2022:

S/N	Name	Type of Membership	Meeting number and date				
			1st meeting 20/10/2021	2nd meeting 04/04/2022	3rd meeting 01/06/2022	4th meeting 29/06/2022	5th meeting 16/08/2022
1	Khaled bin Mohammed Al-Khudair	Chairman of the Committee	✓	✓	✓	✓	✓
2	Saad bin Abdullaziz Al-Hoqail	Deputy Chairman of the Committee	✓	✓	✓	✓	✓
3	Rakan bin Abdullah Al-Aboudi	Committee member	✓	✓	✓	✓	✓
4	Mohammed bin Khaled Al-Khudair	Committee member	✓	✓	✓	✓	✓
5	Abdullah bin Ahmed Balsharaf	Committee member	✓	✓	✓	✓	✓

Fourthly: Governance Committee

The Governance Committee consists of (3) members. The tasks and functions of the Governance Committee include, but not limited to, reviewing and updating the Company's governance rules in accordance with the regulations and laws of the regulatory and supervisory authorities; verifying the Company's compliance with the rules of governance in order to regulate the various relations between the Board of Directors, executives, shareholders and stakeholders; and setting special rules and procedures to facilitate the decision-making process and give it a character of transparency and credibility in order to protect the rights of shareholders and stakeholders. The following table shows the committee's membership and its meetings during the fiscal year 2022:

S/N	Name	Type of Membership	Meeting number and date	
			First meeting 15/11/2021	Second meeting 04/01/2022
1	Ibrahim bin Abdel Rahman Al-Derei	Chairman of the Committee	✓	✓
2	Nawal bint Mohammed Al-Ghunaiman	Committee member	✓	✓
3	Mohammed bin Abdullaziz Al-Naeem	Committee member	✓	✓

7.A statement of the names, number of shares and percentages of ownership of the Substantial Shareholders in the Company

Nationality	No. of Shares at the beginning of 2022G	Ownership (%) at the beginning of 2022G	No. of Shares at the end of 2022G	Ownership (%) at the end of 2022G	Net Change	Change (%) at the end of 2022G
Mohammed bin Ibrahim Al-Khudair Company for Development and Real Estate Investment						
Saudi	16,817,302	39.11%	-	0%	(16,817,302)	(100%)
Endowment Mohammed Ibrahim Al-Khudair Company						
Saudi	9,580,711	22.28%	9,580,711	22.28%	-	0%
Mohammed bin Ibrahim Al-Khudair						
Saudi	-	0%	16,817,307	39.11%	16,817,307	100%

8.Actions taken by the Board of Directors to inform its members, especially non-executives, with regard to shareholders' proposals and comments relating to the Company and its performance.

The Investor Relations Unit was formed, which is the link between the Board of Directors and the shareholders. Many direct meetings with them took place, as well as participation in a number of conferences that include individual and group meetings with investors on the local and international levels.

Shareholders can also contact the Investor Relations Department by sending an e-mail to: investor.relations@edu.com.sa

The Company's Governance Regulation also includes the Board of Directors' work procedures, which gave special attention to hearing and responding to shareholders' suggestions and inquiries, in addition to providing members with the minutes of assemblies' meetings that include shareholders' inquiries.

9.Means adopted by the Board to evaluate its performance,performance of its committees and their members, and the external agency that carried out the assessment and its relationship with the Company

The Board conducts a general performance assessment of itself and of the Company's committees through a questionnaire submitted to the Nominations and Remunerations Committee. The Company will appoint a third party to carry out the assessment in the future whenever the need arises.

10. Remuneration of Board Members and Executive Management

Firstly: Standards and principles for the remuneration of Directors and committees members:

- » The remuneration should be fair and commensurate with the skills and competencies of the member and the work and responsibilities he performs. It may vary from one member to another based on the member's experience, the tasks assigned to him by the Board, the number of sessions he attended, and any other considerations that are in the interest of the Company.
- » The remuneration may be a certain amount of money, attendance allowance for meetings, or in-kind benefits. Two or more of these benefits may be combined. In all cases, the total of what a member of the Board of Directors receives in terms of financial or in-kind rewards and benefits shall not exceed an amount of (500,000) five hundred thousand Riyals annually in accordance with the regulations set out by the competent regulatory authorities.
- » The remuneration should be consistent with the Company's strategy and objectives.
- » The remuneration should be provided for the purpose of urging the members of the board to make the Company successful and ensures a long-term development, such as linking the variable part of the remuneration with long-term performance.
- » To take into account its consistency with the size and nature of the work and profitability of the Company, after considering the level of the Company's underlying risks.
- » Taking into account the practices of other companies in determining the remuneration, while avoiding the unjustified rise in remuneration and compensation that could result from that.
- » To aim to attract professional competencies and maintain their motivation, and not to exaggerate the amount of the remuneration.
- » The remuneration of independent board members shall not be a percentage of the profits achieved by the Company or be directly or indirectly based on the profitability of the Company.
- » Entitlement of the remuneration to a member of the Board of Directors or a member of the committee shall be at the end of each financial year.
- » A member of the Board of Directors may be granted a remuneration in return for his membership in the Audit Committee, or in return for additional works or executive, technical, administrative or advisory positions assigned to him by the Company, in addition to the remuneration he receives as a member of the Board of Directors and any other committees.
- » The remuneration shall be calculated until the date of expiry of the membership. If it is decided to terminate the membership of the member due to his non-attendance for three consecutive meetings without a legitimate excuse or for urgent reasons, then the member's remuneration is calculated to the last meeting attended by the member before the termination of his membership.

Secondly: The mechanism used to determine remuneration of Directors, committees and executive management:

a) Directors Remuneration:

- » **Remuneration for members of the Board of Directors (non-independent):** The remuneration is paid to the executive and non-executive members of the Board of Directors based on the annual net profit of the Company, excluding capital gains and profits resulting from financial operations, according to the following:
- » In the event that the annual net profit without capital gains and profits resulting from financial operations is less than SAR 75 million, a remuneration due of SAR (200,000) is disbursed to the Chairman of the Board of Directors and SAR (100,000) is disbursed to the rest of directors.
- » In the event that the annual net profit excluding capital gains and profits resulting from financial operations is SAR 75 million or more, a remuneration of SAR (400,000) is due and will be paid to the chairman of the Board of Directors and SAR (200,000) will be paid to the rest of directors.

- » **Remuneration for independent board members:** An annual lump sum of SAR (100,000) is disbursed as an annual remuneration for the independent board member.
- » **Allowances:** No attendance allowance will be paid for meetings.
- » **Other Benefits:**
 - a. Medical insurance for the members of the Board of Directors and their families, according to the Company's medical insurance policy.
 - b. Deduction of the full tuition fees in the schools affiliated to the Company for the children of the members of the Board of Directors.
- » **Remuneration of the Secretary of the Board of Directors:** An annual remuneration of SAR (5,000) is paid to the Secretary of the Board of Directors.
- » The remuneration is withheld from any member of the Board who fails to attend more than 50% of the Board's meetings during the year.
- » In the event of resignation or appointment of a member during the fiscal year, the amount of the remuneration shall be calculated in proportion to the period of his work in the Council.

B) Remunerations and allowances for committees:

- » **Remuneration of the Audit Committee:** An amount of SAR (60,000) is disbursed as an annual basic remuneration for the chairman of the committee and an amount of SAR (50,000) for a committee member who is not a member of the Board of Directors, and an amount of SAR (10,000) is disbursed as an annual basic remuneration for a member of the committee from among the members of the Board of Directors.
- » **Remuneration and Nominations Committee Reward:** An amount of SAR (10,000) is disbursed as an annual basic remuneration for the committee member.
- » **Remunerations of other committees emanating from the Board of Directors.** An amount of SAR (10,000) is disbursed as a basic annual remuneration for each member.
- » **Allowances:** No attendance allowance will be paid for meetings
- » The remuneration is withheld from any member of the sub-committees who is absent more than 50% of the committee's meetings during the year.
- » In the event of the resignation or appointment of a member during the fiscal year, the amount of the remuneration is calculated in proportion to the period of his work in the committee.
- » **Remuneration of the of committees' secretaries:** An annual remuneration of (5,000) Saudi riyals to be paid to the secretary of each committee.

C) Company Management Remuneration:

An annual bonus shall be paid to the Company's Executive Management based on criteria related to the achievement of performance indicators for the results of the annual assessment and the results of achieving goals.

Relationship between granted remunerations and the applicable remunerations policy

The granted remuneration comply with the approved remuneration policy, taking into consideration the basis and standards relevant to calculating the rewards and its entitlement.

Third: Remuneration of Board Members

A statement of amounts received by Board members in their capacity as workers or administrators, or in return for technical, administrative or consulting work:

	Fixed remuneration							Variable remuneration					Indemnity	Grand Total	Expenses Allowance
	Specific Amount	Allowance for attending Board Sessions	Total remuneration and attendance allowance for committees meetings	In-kind Benefits	Amounts received by board members in their capacity as workers or managers, or in return for technical, administrative, or consultancy work	Remuneration of the Chairman, Managing Director, or Secretary, if he is a member	Total	A percentage of Profit	Periodic Remuneration	Short Term Incentive Plans	Long Term Incentive Plans	Amounted of Granted Shares			
First: Independent Members															
Abdulaziz bin Mohammed Al-Suwailem	100,000	-	10,000	46,000	-	-	156,000	-	-	-	-	-	-	156,000	-
Abdullaziz bin Hamoud Al-Thiab	100,000	-	10,000	-	-	-	110,000	-	-	-	-	-	-	110,000	-
Saad bin Abdulaziz Al-Hogail	100,000	-	10,000	-	-	-	110,000	-	-	-	-	-	-	110,000	-
Nawal bint Mohammed Al-Ghunaiman	100,000	-	20,000	-	-	-	120,000	-	-	-	-	-	-	120,000	-
Total	400,000	-	50,000	46,000	-	-	496,000	-	-	-	-	-	-	496,000	-
Second: Non-Executive Members															
Khalid bin Mohammed Al-Khudair	-	-	10,000	-	-	200,000	210,000	-	-	-	-	-	-	210,000	-
Ibrahim bin Abdul Rahman Al-Derei	100,000	-	20,000	62,600	-	-	182,600	-	-	-	-	-	-	182,600	-
Total	100,000	-	30,000	62,600	-	200,000	392,600	-	-	-	-	-	-	392,600	-
Grand Total	500,000	-	80,000	108,600	-	200,000	888,600	-	-	-	-	-	-	888,600	-

Forth: Remuneration of Senior Management

	Fixed Remunerations				Variable Remunerations					Indemnity paid	Total executive remuneration for the board, if any	Grand Total
	Salaries	Allowances	In-kind Benefits	Total	Periodic Remuneration	Profits	Long Term Incentive Plans	Granted Shares	Total			
Remunerations and compensation granted to the top five executives, including the CEO and CFO	3,088,485	-	-	3,088,485	1,038,000	-	-	-	1,038,000	-	-	4,126,485



Fifth: Remuneration of Committee members

	Fixed Remuneration Except Session attendance Allowance	Session attendance Allowance	Total
Members of Audit Committee			
Mohammed bin Farhan bin Nader	60,000	—	60,000
Abdulaziz bin Mohammed Al-Swailem	10,000	—	10,000
Khalid bin Saad Al-Sabti	50,000	—	50,000
Total	120,000	—	120,000
Members of Nominations and Remuneration Committee			
Abdullaziz bin Hamoud Al-Thiab	10,000	—	10,000
Ibrahim bin Abdul Rahman Al-Dara'	10,000	—	10,000
Nawal bint Mohammed Al-Ghunaiman	10,000	—	10,000
Total	30,000	—	30,000
Members of Investment Committee			
Khalid bin Mohammed Al-Khudair	10,000	—	10,000
Saad bin Abdulaziz Al-Hogail	10,000	—	10,000
Rakan bin Abdullah Al-Aboudi	10,000	—	10,000
Mohammed bin Khaled Al-Khudair	10,000	—	10,000
Abdullah bin Ahmed Balsharaf	10,000	—	10,000
Total	50,000	—	50,000
Members of Governance Committee			
Ibrahim bin Abdulrahman Al-Derei	10,000	—	10,000
Nawal bint Mohammed Al-Ghunaiman	10,000	—	10,000
Mohammed bin Abdulaziz Al-Naeem	10,000	—	10,000
Total	30,000	—	30,000

11. Description of the Company's Dividends Distribution Policy

The Dividend Distribution Policy is based on the following criteria:

- 10% of the net profits shall be set aside to form the statutory reserve for the Company, and the Ordinary General Assembly may decide to discontinue this when the said reserve reaches (30%) of the capital.
- Dividends to be distributed to shareholders at a rate of no less than (5%) of the capital.
- The Ordinary General Assembly may, based on the proposal of the Board of Directors, set aside (5%) of the net profits to form a consensual reserve allocated for a specific purpose or purposes.
- The Ordinary General Assembly may decide to form other reserves, to the extent that achieves the interest of the Company or ensures the distribution of fixed profits as much as possible to the shareholders. The aforementioned assembly may deduct sums from the net profits to establish social institutions for the Company's employees or to assist the existing institutions.
- The eligibility for profits is for the shareholders registered in the shareholders' records at the end of the day specified for eligibility determined by the general assembly or contained in the decision of the Board of Directors.
- Profits to be distributed to shareholders are paid according to what is determined by the general assembly or the Board of Directors.
- The General Assembly may, if the statutory reserve exceeds (30%) of the paid-up capital, decide to distribute the surplus to shareholders.

Percentage of Dividends distributed to shareholders during the fiscal year 2022, in addition to the ratio of dividends proposed to be distributed after the end of the fiscal year 2022G, and the total of these dividends (in Saudi Riyals)

Capital	No. of Shares	Percentage of Dividends distributed during the fiscal year 2022		Proposed Dividends to be distributed after the end of the fiscal year 2022G	Total dividends distributed and proposed to be distributed
		Distribution date	20/01/2022G		
430,000,000	43,000,000	Percentage	8%	12%	86,000,000
		Total	34,400,000	51,600,000	



12. Interests in the Company's shares and debt instruments of board members and senior executives

a) A description of any interest in the shares and debt instruments of the Company belonging to the members of the Board of Directors and their relatives in the shares or debt instruments of the Company or any of its subsidiaries, and the change that occurs to them during the year 2022G

S/N	Name of the person to whom the interest, contractual papers or subscription rights belong	Beginning of year Number of Shares	End of year Number of Share	Net Change	Percentage of Change	Debt Instruments
1	Khalid bin Mohammed Al-Khudair	319,727	326,992	7,265	2.27%	None
2	Ibrahim bin Abdulrahman Al-Derei	1,000	11,000	10,000	1000%	None
3	Abdulaziz bin Mohammed Al-Suwailem	102,509	102,575	66	0.06%	None
4	Abdullaziz bin Hamoud Al-Thiab	244,340	-	(244,340)	(100%)	None
5	Saad bin Abdulaziz Al-Hogail	10	10	-	-	None
6	Nawal bint Mohammed Al-Ghunaiman	-	-	-	-	None

b) There is no interest for senior executives or their relatives in the shares or debt instruments of the Company or any of its subsidiaries during the year 2022G.

13. Information about the business or contracts to which the Company is a party with related parties

S/N	Related parties	Nature of the work or contract	Contract Amount	Contract Period	Name of the member/ senior executives or related person
1	Yamami Company	Lease contract for an educational building (Al-Arid neighborhood)	84,250,000	10 years renewable for a similar period	Khalid bin Mohammed Al-Khudair Mohammed bin Khalid Al-Khudair
2	Specialized Building Company	Supervision on construction for Qairawan Educational Complex project	Variable	Completed	Khalid bin Mohammed Al-Khudair Mohammed bin Khalid Al-Khudair
3	Specialized Building Company	Supervision on construction contracts for the Dhahran Educational Complex project	Variable	Completed	Khalid bin Mohammed Al-Khudair Mohammed bin Khalid Al-Khudair
4	Aja Trading and Contracting Company	Implementation and construction of the Dhahran Educational Complex	13,965,363	Completed	Khalid bin Mohammed Al-Khudair Mohammed bin Ibrahim Al-Khudair



14. Provisions of the Corporate Governance Regulations that were applied, and those that were not applied, and the reasons behind that

The Company applies all provisions of the Corporate Governance Regulations issued by the Capital Market Authority, except for the provisions listed below:

Article/paragraph number	Paragraph Status	Article text	Reasons for not being applied
39	guiding	Training and preparation of the Board members and the Executive Management and shall develop the necessary programs required for that.	No programs have been approved from the Company.
41/e	guiding	The Board shall carry out the necessary arrangements to obtain an assessment of its performance from a competent third party every three years.	The performance appraisal has not yet been obtained from a third party. The Remuneration and Nomination Committee evaluates the performance of the Board of Directors at the end of the financial year.
70-71-72	guiding	Forming the risk management committee, determining its competence and its meetings	This has not been approved from the Company and is still under study
85	guiding	(Employees' motivation) The Company shall establish programs for developing and encouraging the participation and performance of the Company's employees. The programs shall particularly include the following: <ul style="list-style-type: none"> 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. 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. Establishing social organizations for the benefit of the Company's employees. 	under study
87	guiding	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.	The company contributes to the field of social responsibility, but there is no relevant policy
88/1	guiding	Establish indicators that link the Company's performance with its social initiatives and comparing it with other companies that engage in similar activities.	The Company undertakes many community initiatives, but there are no performance indicators for that.

15. The Company's requests for the shareholders' register

Request No.	Property File Date	Property File Date
1	31/10/2021	Corporate Action
2	30/11/2021	Corporate Actions
3	02/12/2021	Corporate Actions
4	09/01/2022	General Assembly
5	15/03/2022	Corporate Actions

16. Board Declarations

- The Board declares that the account records have been properly prepared.
- The Board declares that the internal control system was prepared on sound foundations and implemented effectively.
- The Board declares that there is no doubt about its ability to continue its activities.
- There is no interest in the class of priority voting shares which belong to persons who informed the Company of those rights under Article (68) of the Rules on the Offer of Securities and Continuing Obligations issued by the Capital Market Authority.
- There are no classes or numbers of any convertible debt instruments or any contractual securities or memoranda of subscription right or similar rights issued or granted by the Company during the fiscal year.
- There are no transfer or subscription rights under convertible debt instruments, contractual securities, subscription right memoranda, or similar rights issued or granted by the Company.
- There is no redemption, purchase or cancellation by the Company of any redeemable debt instruments
- There are no arrangements or agreements under which a member of the Company's Board of Directors or a senior executive has assigned any remuneration.
- There are no arrangements or agreements under which one of the Company's shareholders has assigned any rights to profits.
- There are no investments or reserves or provisions established for the benefit of the Company's employees.



الشركة الوطنية للتربية والتعليم
NATIONAL COMPANY FOR LEARNING & EDUCATION

To be the first company in the field of management and operation of educational facilities, and be a national reference specialized in the dissemination of knowledge while adopting the highest international standards

