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Chairman's Message





Tadweeer Honorable Shareholders

May the peace, blessings, and mercy of Allah be upon you,,,

At the beginning of a new year, I am pleased to present to you a report on the Company's performance for the year 2022 AD. The results were positive, thanks to Allah Almighty, and then the efforts of the members of the Board of Directors and the work team. The achievements that have been achieved are nothing but an extension of the diligent work of the Company's personnel. This escalating success enhances the confidence of the shareholders in strategic directions.

In addition, we intend to continue this distinction and expand the Company's business. We have started the first phase of establishing the largest recycling plant in the world; with a production capacity of (400,000) tons per year, compared to the current production capacity, which amounts to (48,000) tons per year. The plant is built on an area of (42,000) square meters. It may be useful to emphasize the Company's Keenness to reach the highest stages of growth and raise the percentage of financial returns of its shareholders.

I also take this opportunity to thank our leadership for the continuous support and motivation, opening horizons and highlighting the available investment opportunities, which enables us to develop appropriate plans and studies necessary for business development and attracting the investments necessary to achieve the long-term objectives in accordance with the Company's future strategies.

Needless to say, I am pleased to express my abundant thanks and gratitude to the members of the Board of Directors, the Executive Staff and all shareholders for their support and motivation, which contributed to the achievement of these successes - Praise be to Allah, asking Allah Almighty to make the coming years full of success and prudence.

Managing Director's Message





Honorable Shareholders

May the peace, blessings, and mercy of Allah be upon you,,,

Tadweeer works with its administrative and technical staff to achieve its objectives according to its mission and strategy, using the highest competencies and the latest technologies to obtain competitive products —internally and externally —in a world that has become teeming with electronic waste. This places the responsibility on the Company to raise the effort and double the energies in order to achieve the Company's objectives in complete harmony and alignment with the interest of society in disposal from the damages of these wastes and creating a clean environment for a healthy society.

We thank Allah for the support of the Kingdom of Saudi Arabia for the leading companies that promote the achievement of economic goals in the Kingdom. We, at the National Environmental Recycling Company (Tadweeer), are pleased to contribute to qualitative initiatives that serve the (prosperous economy) pillar of our ambitious Vision 2030 AD.

Although there were challenges during the past year, the human capital had a primary role in achieving the successes and growth of the Company. The net profits for the year 2022 AD reached (18,159,645) Riyals, and the value of its sales was (404,614,717) Riyals.

The Company seeKs to focus —in the future period —on establishing production lines with modern technologies. This is to increase production capacity up to (400,000) tons per year, in addition to expanding the scope of resources and entering new marKets, which enhances the Company's sustainability and growth over the coming years.

In conclusion, I cannot but offer thanks and gratitude to the Company's personnel for their distinguished solidarity in advancing the strategic directions towards success, and their relentless pursuit for the Company's presence in the ranks of major companies in the world.

Peace, mercy and blessings of Allah be upon you

Allah is the Arbiter of Success



The Company's Achievements During the Year 2022 AD

The Company achieved many real achievements during the past year 2022 AD, relying on the Company's financial strength and competitive advantages to add solid foundations in order to implement the Company's strategy and plans for expansion and growth with confidence, and its Keenness to adopt international best practices in all its activities. We summarize some of these achievements below.



Enter the (Parallel MarKet —Nomu) with great success. This gave the Company a basic foundation to launch strongly towards achieving its ambitious strategy of expansion and growth with confidence and strength.



Conclude contracts with Saudi Electricity Company worth more than 20 Million Saudi Riyals.



Sign a contract with PrimeGate for Communications and IT to recycle the replaced copper cables from the infrastructure of the telecommunications sector in the Kingdom.



Sign a Memorandum of Understanding with the Ministry of Communications to recycle more than 1,000,000 devices within 5 years.



Sign a Memorandum of Understanding with the Saline Water Conversion Corporation (SWCC) to recycle waste materials from (renovated) desalination plants.



Sign a contract with the Saudi Energy Efficiency Center to recycle air conditioners with high energy consumption.



Start construction works for factories of recycling electronic, electrical and metal waste, with a production capacity of 400,000 tons per year.



Production reached 41,357 tons, compared to the factory's production capacity of 40,000 tons / year.

About Tadweeer

Company' Profile

National Environmental Recycling Company (Tadweeer) was established as a closed joint stock company in 2015 AD. The Company owns the first factory in the Kingdom of Saudi Arabia specialized in the recycling of electronic, electrical and metal waste. The production capacity is approximately (48,000) tons annually. The company also works in the field of Information Technology Asset Disposition (ITAD), which is Known as information technology data destruction according to the latest international methods and specifications.

The main operations of the National Environmental Recycling Company (Tadweeer) are represented in the recycling of electronic and electrical waste in accordance with the approved environmental standards issued by the supervisory authorities such as the "National Center for Waste Management" as well as the "National Center for Environmental Compliance". The Company aims to produce various metal ore from the waste of electronic and electrical devices according to a business model that complies with environmental protection regulations in the Kingdom of Saudi Arabia. The Company carries out the process of chopping, sorting, and separating mixed metals through techniques based on artificial intelligence. These processes result in various metals of high purity, such as:



All Kinds of Copper



All Kinds of Aluminum



Stainless Steel



Nickel and Chrome



Electronic panels contain precious metals such as gold and silver



Iron



Plastic produced from electronic and electrical devices



Other diverse types of hard metals

The Company sells these metals, which vary in purity between 80% and 99%, to the local and international marKets.

Subsidiaries



The Company has one subsidiary; Safe Information Modern Systems FZE (formerly Sims Recycling Solutions). Its details as follows:

The Company has purchased all the shares of Sims Group UK Limited in Sims Recycling Solutions FZE, registered under No. (150717), located in Jebel Ali Free Zone in Dubai.

Company's Policy

Tadweeer believes in basic principles that major industrial businesses cannot drop or achieve objectives, growth and development without adhering to them. These principles include:

Environmental Health and Safety

Commit to standard practices of health, safety and environment systems and standards, Keep abreast of any developments and updates at the local and global levels, and carry out continuous improvement and development.

Human Capital

Apply a high level of investment in human resources, attract qualified cadres, work on sustainable development, training, motivation policy, and spread a team work culture.

StaKeholders

Maintain a balanced relationship with customers, suppliers and stakeholders that preserve the rights of all and improve work methods.

Quality

Commit to the highest standards of product quality and the quality of technical and administrative practices for the Company's operations and activities. For this purpose, it seeks to attract expertise and initiatives that support this approach. ç



Commitment

Compliance with the statutory and legal framework and all governance controls, references and statutory documents. In addition, it works on all means recommended to maintain the quality of statutory performance.

Transparency

Commit to the principle of transparency and build bridges of communication with investors and success partners in a way that preserves their rights to participate in consolidating the Company's progress towards better prospects.



Company Vision

To be a leader company in the electronic and electrical waste recycling industry in the Middle East. As well as, to be among the top 10 recycling companies in the world.



Company Mission

The Company develops recycling' materials solutions that exceed the satisfaction of its customers, in terms of reducing the negative impact on the environment in order to ensure the safety of society. In addition to increasing shareholder value, taking care of the Company's crew members professionally, and making a contribution that improves society.



Company Strategy

Tadweeer' strategy rests on four main pillars:

- The ability to recycle all materials available in the market.
- Reach the highest possible purity in the final products.
- Complete separation of finished products.
- Reduce the supply chain; target purchases at source and sales to smelters.



■ Company's Competitive Advantage

- The most efficient factory in the field of electronic and electrical waste recycling.
- High technical expertise of the work team.
- The factory holds international quality systems.
- The rapid development of production capacity and quality of produced materials.
- Flexibility in the nature of production processes.
- The ability to enter new and diversified sales markets.

Company's CurExpansion Plan

The Company seeKs to expand its business and improve the quality of final outputs, based on its vision, mission, and strategic and operational plans. As part of that, the Company's expansion plan is based on three matters:



Invest in the purchase of equipment and production lines with advanced technologies, with a total value of (31,000,000) Saudi Riyals.



Increase the production capacity to reach a production of approximately (400,000) tons within three years.



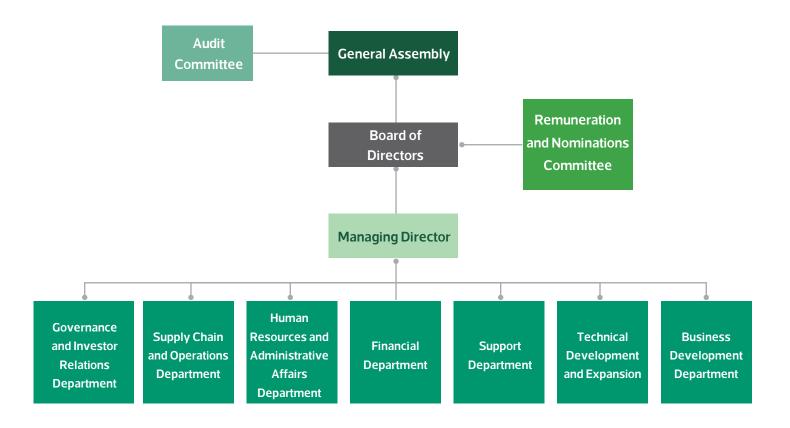
Own an industrially licensed land, with a large area that includes all industrial operations.



Expand the range of input materials, in addition to enter new marKets (such as damaged cars).

Based on the Company's expansion plan, Tadweeer will invest in very advanced technologies that rely on artificial intelligence in its work. These technologies are among the rare technologies in the world; as they are found in only five countries so far. This will enable us to deal and benefit from all the inputs that fall under the electronic and electrical waste sector.

Organizational Chart





Board of Directors and Sub-Committees

Board of Directors

Tadweeer is managed by a Board of Directors consisting of (6) members, elected by the Ordinary General Assembly of shareholders for a period not exceeding three years, with the possibility of re-election for a similar period.

Board Responsibilities

Subject to the terms of reference of the General Assembly, the Board of Directors shall have the widest powers and authorities in managing the Company and supervising the management and implementation of its business and conducting its affairs. The role of the Company's Board of Directors, in brief, is to set general strategies, policies, master plans, and financial objectives for the Company's business, to appoint the Company's executive

managers, and to ratify all financial reserves and budgets, in addition to what was stipulated in the Company's Articles of Association. In addition, the Board of Directors protects the interests of the shareholders by ensuring full compliance with all laws and regulations in force in the Kingdom according to the Articles of Association and the rules and regulations of the Capital MarKet Authority.

Board Meetings

The following table shows the classification of the members of the Board of Directors and the number of attendees at the meetings of the Board.

	ြိ	Board Meetings	
Member Name	Position	First Meeting 27/7/2022	Second Meeting 24/10/2022
Mr. Iyad Abdel Aziz Al-Nafeh	Chairman of the Board	②	Ø
Dr. Nasser Abdul Rahman Al-Rasheed	Board Deputy	•	②
Eng. Abdullah Abdul Mohsen Al-Faris	Board Member	•	②
Mr. Nasser Mohammed Al-Dhoeb	Board Member	②	②
Mr. Fawzi Abdullah Al-Suwaih	Board Member	②	②
Mr. Abdul Aziz Abdullah Al-Aql	Board Member	•	

Audit Committee

The Audit Committee was formed in accordance with Article (54) of the Corporate Governance Regulations issued by the Capital MarKet Authority. The Extraordinary General Assembly, in its meeting held on 81442/1/ AH corresponding to 162020/9/ AD, approved the formation of an Audit Committee consisting of three members.

The Audit Committee is responsible for monitoring the Company's works, examining its records and documents, examining the Company's financial statements, reports and notes submitted

by the auditor, if any, evaluating the effectiveness of the Company's assessment of risks, evaluating internal control systems and the accuracy of financial and administrative reports, reviewing management reports and information requested by the supervisory authorities, monitoring the work of external and internal auditors and coordination between them, ensuring adherence to the rules of financial and administrative instructions and professional behavior, expressing opinions about them, and preparing reports on its opinion on the adequacy of the internal control system in the Company and its work.

Audit Committee Meetings

	[o]	Audit Committee Meetings		
Member Name	Classification	First Meeting 20/6/2022	Second Meeting 27/7/2022	Third Meeting 27/10/2022
Mr. Fawzi Abdullah Al-Suwaih	Chairman of the Committee	•	•	⊘
Mr. Sultan Abdul Aziz Al-Mashouq	Committee Member	•	•	•
Mr. Abdul Aziz Abdullah Al-Aql	Committee Member	Ø	Ø	•

Remuneration and Nominations Committee

The Remuneration and Nominations Committee consists of —at least —three members. The committee carries out the assignments entrusted to it in accordance with the approved Chart of Authority. The committee' scope of work includes the following:

- Supervise the remuneration and incentives plan for Tadweeer employees and follow up on its implementation.
- Supervise the nomination process for the membership of the Board and its sub-committees, and ensure that it is linKed to performance.
- Supervise the administrative succession plan for senior leadership at Tadweeer level.
- Manage the process of evaluating the performance of the members of the Board and its sub-committees.
- Supervise and ensure that the Employee Grievance Policy is implemented.
- Develop fair and effective policies for the remuneration of the Board of Directors and the Executive Management in order to attract active members of the Board of Directors in addition to a high performance Executive Management.

Remuneration and Nominations Committee Meetings

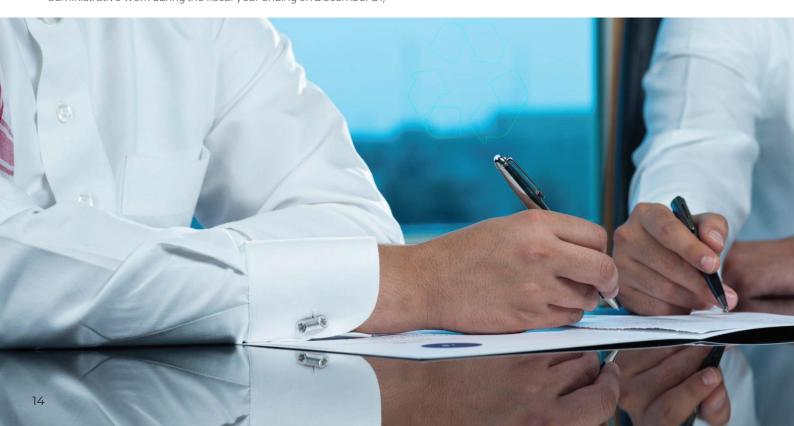
Member Name	<u>D</u>	Remuneration and Nominations Committee Meetings	
Member Name	Classification	First Meeting 23/10/2022	
Mr. Fawzi Abdullah Al-Suwaih	Chairman of the Committee		
Mr. Iyad Abdel Aziz Al-Nafeh	Committee Member		
Mr. Nasser Mohammed Al-Dhoeb	Committee Member		

Remunerations of the Members of the Board of Directors and its Sub-committees

The remunerations of the members of the Board of Directors and its sub-committees are approved based on a proposal from the Remuneration and Nominations Committee, and then the Board's recommendation to the General Assembly to pay remunerations and financial benefits to the members of the Board of Directors and its sub-committees in exchange for the technical and administrative work during the fiscal year ending on December 31,

2022 AD. No remunerations have been approved as of the date of this report.

The remuneration of the members of the Board of Directors and its sub-committees will be presented at the nearest meeting of the General Assembly for approval.



Resumes of the Members of the Board of Directors and Committees

Mr. Iyad Abdel Aziz Al-Nafeh Chairman of the Board of Directors Qualifications Bachelor's Degree in Research and Operations Expertise Extensive experience in the field of finance, business and management of industrial companies Memberships • Deputy Chairman of the Board of Directors of ALNAFIE BUILDING MATERIALS FACTORY CO. • Chairman of the Board of Directors of

Mgayes AlDegah CO.

Dr. Nasser Abdul Rahman Al-Rasheed		
Deputy Cha	nirman of the Board of Directors	
Qualifications	Master's and PhD in Statistics and Management	
Expertise	Founder and owner of a group of closed joint stock companies in the field of industry and real estate	
Memberships	 Chairman of the Board of Directors of TFWED for building materials IND. Co. Chairman of the Board of Directors of Diyar Al Khuzami Real Estate Development Co. 	

Eng. Abdullah Abdul Mohsen Al-Faris Member of the Board of Directors Qualifications Bachelor's Degree in Industrial and Systems Engineering Expertise An industrial engineer in the field of petrochemicals and an investor in the real estate sector Memberships • Member of the Board of Directors of TFWED for building materials IND. Co. • Member of the Board of Directors of Diyar Al Khuzami Real Estate Development Co.

Mr. Nasser Mohammed Al-Dhoeb		
Board Mem	ber and Managing Director	
Qualifications	Master of Business Administration (MBA)	
Expertise	More than 28 years of experience in project management, finance and strategic planning. CEO for more than 10 years. He has many contributions in the microfinance industry for individuals in the Arab world. Founding partner of Tadweeer.	
Memberships	N/A	

Mr. Abdul Aziz Abdullah Al-Aql

Board Member and Chairman of the Audit Committee

Qualifications Bachelor's Degree in Computer Science

Expertise

- An expert in the field of internal auditing. He held the position of Deputy Director of Internal Auditing at the Arab Bank from 132015/5/ to 242018/5/.
- He held the position of a Member of the Audit Committee at Al Yusr Finance Company from 102018/8/ until 302021/6/.

Memberships N/A

Mr. Fawzi Abdullah Al-Suwaih

Member of the Board of Directors and Audit Committee

Qualifications Bachelor's Degree in Accounting and

Business Administration

Expertise

Consultant and expert in the field of accounting and management. He worked for Aramco for nearly 30 years. He also held the position of Chief Financial Officer of Petro Rabigh

Company previously.

Memberships N/A

Mr. Sultan Abdul Aziz Al-Mashoug

Member of the Audit Committee

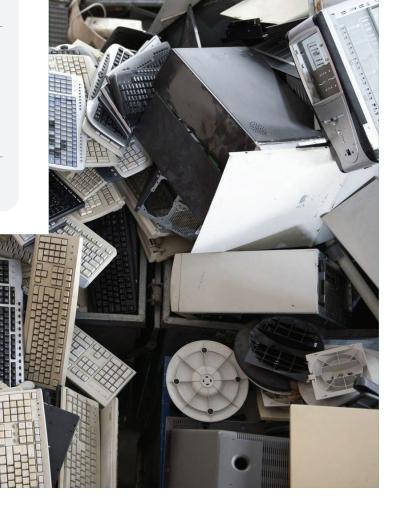
Qualifications Bachelor's Degree in Information

Technology

Expertise

More than 15 years of experience in ICT. He led many private and government projects. He also contributed several strategies and the development of innovative business models.

Memberships N/A





Net Profit and Earningsper Share

Tadweeer Company achieved net profits of 18,159,645 Riyals by the end of 2022 AD, compared to profits of 11,347,830 Riyals during 2021 AD, as the following table shows:

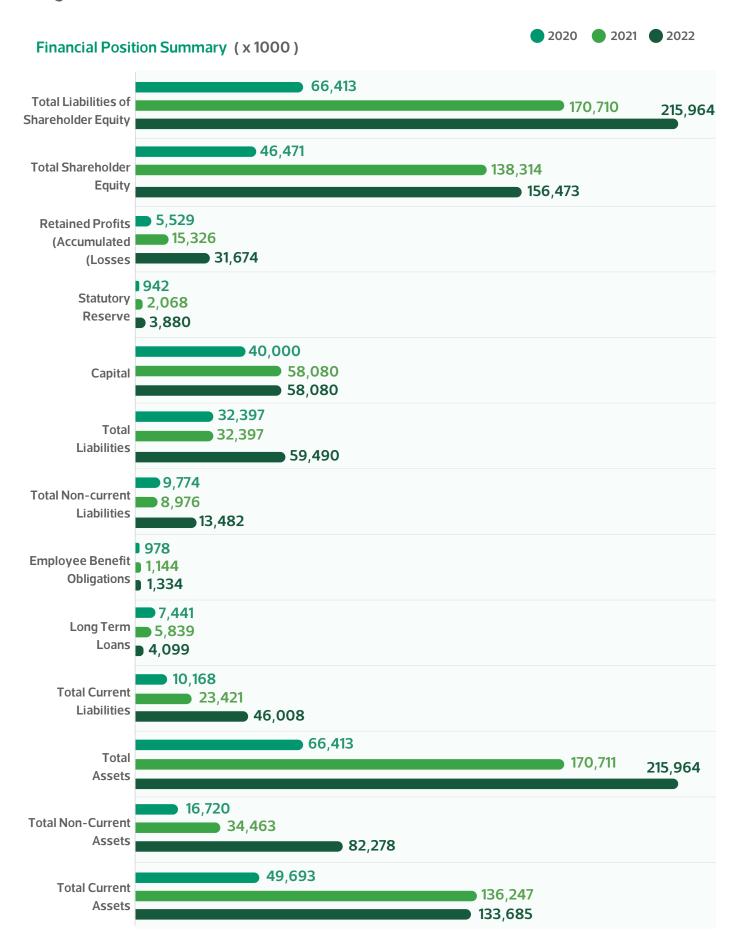




The reason for the increase in net profits for the current fiscal year compared to the previous fiscal year is due to an increase in revenues and a decrease in some expenses.

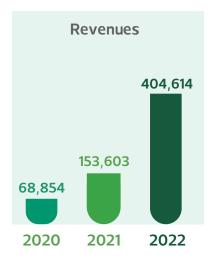


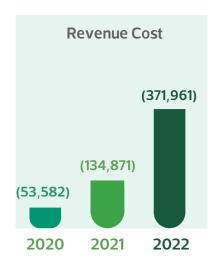
Statement of Financial Position

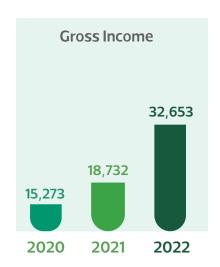


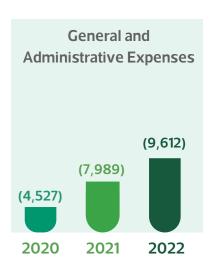
Statement of Income

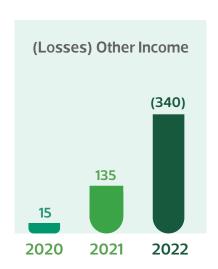
Summary of the Statement of Income (x 1000)

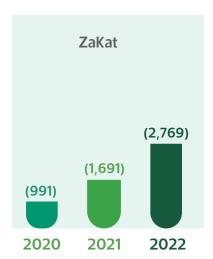


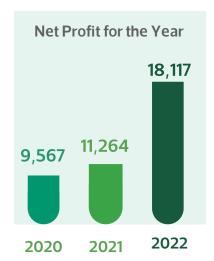
















5

Risks and How to Deal with Them

■ The Concept of Risk Management

The National Environmental Recycling Company works to protect the interests of its customers, employees and all parties related to its business. This enables the Company to manage potential risks in a way that enhances its strategy aimed at making it (the leading company in the electronic and electrical waste recycling industry

in the Middle East). Risk management aims to identify assets, proactively monitor and understand risks that face it, evaluate its impact on performance and take preventive measures to control it, while —at the same time —intensifying efforts to seize opportunities to achieve strategic objectives.

Why Tadweeer Cares about Risks

- Tight control over the risks surrounding the activities and work of the National Environmental Recycling Company.
- Determine the qualitative treatment for each type of risk.
- Work to reduce losses and accept them to the lowest possible extent.
- Facilitate the effective allocation of resources through risk / reward analysis, elimination of redundant risk management activities, and identification of process improvement opportunities.
- Provide appropriate confidence to all staKeholders in Tadweeer, especially shareholders, creditors, customers and suppliers, in order to protect the ability to generate profits despite any accidental losses that may lead to diminishing or non-realization of profits.



■ The Nature of Risks and Tadweeer's Policy for Dealing with Them

Liquidity Risk:

Liquidity risk is the risk that (Tadweeer) will encounter difficulty in collecting funds to meet its obligations associated with financial instruments. (Tadweeer) manages liquidity risk by ensuring the availability of banking facilities.

In addition to the terms of sales that require payments to be made within 30 to 60 days from the date of sale. This leads to the repayment of payables within 30 to 60 days from the date of purchase.

Credit Risk:

Credit risk represents the inability of one party to fulfill its obligations. This leads to the other party incurring a financial loss. (Tadweeer) seeks to manage credit risk in relation to banks by dealing only with reputable banks, and in relation to customers

by settling credit limits for customers and obtaining guarantees banks from selected customers, in addition to monitoring outstanding receivables and ensuring accurate follow-up of those receivables.

Risks Related to Projects under Development

(Tadweeer) owns a number of important capital projects under development or in the planning stages (such as the new production plants, expansion and modernization of existing factories). Each of these projects contains a number of risKs during construction, such as the risK of exceeding the investment cost, risK of delaying the commencement of the project or its incompleteness, risK of default on the part of any particular contractor or subcontractor or its ability to comply with its contractual obligations, shortfalls or increases in equipment costs, failure or damage to equipment, processes or technical means, difficulties in connecting upstream facilities or related manufacturing industries facilities, the

unavailability of the required raw materials in a timely manner upon commencement of commercial operations, start-up or readiness issues, problems of effective process integration, increased operating costs, unexpected liabilities, change in taxes or fees, difficulties in achieving expected sufficiency, collaboration and cost savings and changes in market conditions. In the event of any such risk, the gross profits of the project concerned shall be materially adversely affected. If any new project does not achieve the expected levels of performance or profitability, this may have a material and negative impact on the business of (Tadweeer), the results of its operations or its financial position.

Risks Related to Laws and Regulations

(Tadweeer) is subject to different laws and regulations. These laws and regulations may relate to the requirements for obtaining and renewing licenses, permits, and certificates. As well as, the

recycling sector is one of the modern sectors in the Kingdom in terms of regulatory and legislative changes that may occur in terms of obtaining licenses, their requirements and regulations.

General Assemblies of Shareholders

The General Assembly of Shareholders is considered the supreme authority in the Company. It has exclusive powers that include appointing and dismissing the members of the Board of Directors, approving the consolidated financial statements, appointing the Audit Committee and the external auditor, determining his fees, and approving the regulations related to the Audit Committee and the Remuneration and Nomination Committee, which shall include their procedures, duties, rules for selecting their members, the method of their nomination, the term of their membership and their remunerations, approving and distributing profits in accordance with the recommendation of the Board of Directors, and increasing or decreasing the Company's capital and amending the Articles of Association.

Tadweeer is Keen to choose the appropriate time and place to hold the Assembly, allowing the largest number of shareholders to attend. The Company has also adopted a remote electronic voting system to facilitate shareholders' exercise of their right to vote if they are unable to attend in person. The Articles of Association and the Corporate Governance System stipulate the provisions related to the General Assembly of Shareholders, which include the procedures and precautions necessary to ensure that all shareholders exercise their statutory rights.

The following table shows the meetings of the General Assembly Shareholders and the members' attendance at the meetings of the Assembly:

Member Name	Extraordinary General Assembly Meeting
Premiser Hame	25/8/2022
Mr. Iyad Abdel Aziz Al-Nafeh	
Dr. Nasser Abdul Rahman Al-Rasheed	×
Eng. Abdullah Abdul Mohsen Al-Faris	×
Mr. Fawzi Abdullah Al-Suwaih	×
Mr. Abdul Aziz Abdullah Al-Aql	
Mr. Nasser Mohammed Al-Dhoeb	

■ Dividend Policy:

According to the Company's Articles of Association, the annual net profits are distributed as follows:

- (10%) of the net profits shall be set aside to form the Company's statutory reserve. The Ordinary General Assembly may decide to suspend this reservation when the aforementioned reserve reaches (30%) of the paid-up capital.
- 2. The Ordinary General Assembly —based on a proposal by the Board of Directors —may set aside a percentage of the net profits to form a consensual reserve to be allocated according to what the Ordinary General Assembly deems of the interest of the Company in that.
- 3. 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 also deduct amounts from the net profits in order to establish social institutions for the Company's employees or to support such existing institutions.

- 4. After that, a percentage of not less than (5%) of the Company's paid-up capital shall be distributed to the shareholders from the remainder.
- 5. Subject to the provisions stipulated in Article (21) of this Articles of Association, and Article (76) of the Companies Law, after the aforementioned, a percentage not exceeding (10) of the remainder shall be allocated to the remuneration of the Board of Directors, provided that the entitlement to this remuneration shall be commensurate with the number of meetings attended by the member, provided that the remunerations and financial or in-Kind benefits received by the Board Member shall not exceed Five Hundred Thousand Rivals annually.
- 6. The remainder shall be distributed to the shareholders as additional profits.

Audit, Internal Control and the Results of the Audit Committee

One of the specialized audit companies has been appointed to carry out the tasks and work of internal audit for the year ended December 31, 2022. In accordance with the internal audit standards issued by the International Institute of Internal Auditors, the Internal Audit Department has reviewed the adequacy and effectiveness of the internal control system according to an annual plan approved by the Audit Committee. The plan included monitoring general accounting controls, accounts receivable and payments, revenue accounts, suppliers' accounts, costs, fixed assets, assets, and others. It also submitted the results of its work to the Audit Committee, which in turn submitted its reports in this regard to the Board of Directors.

Based on the reports of the Company's external auditor and internal auditor, and where these reports did not show any material weaKness in the Company's internal control systems, the Audit Committee believes that the Company's Executive Management has maintained an effective internal control system, and that the scope and volume of audits and the discussions of the Audit Committee during its periodic meetings provided the committee with a reasonable basis for this opinion, taking into account that any internal control system regardless of how soundly designed and effectively applied cannot provide absolute assurance about the effectiveness of the applied internal control systems.

Company Auditor's Report

"Baker Tilly MKM & Co. Certified Public Accountants" was approved by the Extraordinary General Assembly on August 25, 2022 AD as the Company's external auditor for the year ended

on December 31, 2022. The report of the Company's chartered accountant did not include any reservations on the annual financial statements for the fiscal year 2022.

Shareholder Relations

Based on the Company's Keenness and interest in the rights of its shareholders and the awareness of the Board of Directors in Knowing its responsibilities towards the Company's shareholders in order to achieve communication based on a common understanding of the Company's strategic objectives and interests, all shareholders' rights have been included in the Company's Articles of Association and governance regulations and the internal regulations developed in this regard.

Therefore, Tadweeer is always Keen to provide all information to all shareholders in a transparent and impartial manner in a way that enables them to fully exercise their rights through the General Assemblies. As well as, the Company Keeps them constantly up to date with the latest developments regarding the Company's business through the Company's website and the website of Saudi Stock Exchange (Tadawul).

Investor Relations Officer

Abdullah Fahad Al-Masoud

Investor Relations Officer



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