



مخازن
MAKHAZEN

Agility Public Warehousing Company K.S.C.P

Audit Report 2025

Chairman’s message

The establishment of an Audit Committee represents a fundamental pillar of sound corporate governance, reflecting the Company’s commitment to best practices in oversight and accountability. The Committee plays a critical role in promoting a strong culture of compliance by safeguarding the integrity, accuracy, and transparency of the Company’s financial reporting.

In line with the corporate governance regulations issued by the Capital Markets Authority, the Board of Directors has established an Audit Committee. In addition to overseeing the integrity of the Company’s financial statements, the Committee is entrusted with monitoring the adequacy and effectiveness of the internal control systems, ensuring that appropriate controls are in place to support the Company’s operations and risk management framework.

Audit Committee

The Audit Committee is a key component of the Company’s corporate governance framework and supports the Board of Directors in overseeing the integrity of the financial reporting process, internal control systems and audit functions.

The Board of Directors has established an Audit Committee according to the regulations in Article 5-6 of Chapter 15 of the Corporate Governance bylaws. The Audit Committee consists of three non-executive members, including independent members. Members of the committee possess appropriate qualifications and practical experience in accounting and financial matters consistent with the Company’s activities.

The Board of Directors has approved a Committee Charter defining its mandate, structure and responsibilities. The Committee reports its findings and recommendations to the Board of Directors and meets periodically at least four times a year in accordance with its approved charter. For the year 2025, the committee didn’t detect any contradictory views between the committee’s recommendations and the Board of Directors’ resolutions.

Audit Committee Structure

The new committee members were elected in May 22nd, 2025, for a 3 years term. The committee consists of 3 members and met 5 times during 2025

Members	Role	Classification	Attendance
Naser Al Rashed	Chairman	Independent	100%
Sultan Al Essa	Member	Independent	100%
Abdulaziz Nader Andulhamid AlEisa	Member	Non-Executive	100%

Roles and responsibilities

- Review periodic financial statements prior to submission to the Board of Directors and provide opinions and recommendations to ensure the fairness and integrity of financial reporting.
- Recommend to the Board of Directors the appointment, reappointment, or replacement of the external auditors, verify their independence, and review the terms of engagement and remuneration.
- Follow up on the performance and work of external auditors and ensure that no non-audit services are provided that could affect their independence.
- Review external auditors' observations and ensure that appropriate corrective actions are taken.
- Evaluate the adequacy and effectiveness of the internal audit systems and submit reports and recommendations to the Board of Directors.
- Supervise the Internal Audit function and review and approve internal audit plans.
- Review internal audit reports and ensure that corrective actions are implemented in response to audit observations.
- Recommend the appointment, replacement, or removal of the Head of Internal Audit and evaluate their performance.
- Ensure compliance with applicable laws, regulations, and internal policies.
- Discuss observations and penalties issued by regulatory authorities against the company, follow up on the executive management's actions to address and rectify these observations and violations, and provide recommendations to the Board of Directors accordingly.

Committee main achievements in 2025:

- 1- Reviewed periodic financial statements prior to submission to the Board of Directors and provided recommendations to support the accuracy and transparency of financial reporting.
- 2- Reviewed the external auditors' reports, observations, and any audit qualifications raised.
- 3- Reviewed accounting treatments and financial statements.
- 4- Reviewed Internal Audit reports periodically and ensured that management implemented corrective actions related to audit observations.
- 5- Reviewed external auditor performance and confirmed their independence. For the year 2025, the committee recommended the appointment of existing auditors.
- 6- Held periodic meetings with the external auditors and Internal Audit to discuss financial reporting matters, audit observations, and risk areas.
- 7- Reviewed regulatory and supervisory observations and ensured that appropriate corrective actions were taken where required.

With regard to the external auditor, the Audit Committee:

- Recommends to the Board of Directors the appointment, re-appointment or change of the external auditor and ensure they are among the approved and licensed auditors by the relevant authorities.
- The committee also recommends the proposed audit fees, subject to approval of the shareholders at the General Assembly.

- Verifies the independence and objectivity of the external auditor and ensures that the auditor does not perform services that may impair independence.

Based on the above, the Audit Committee has recommended to the Board in 2025 the reappointment of the external auditors: Mr. Bader Abdul Jader / Ernst & Young - Aiban, Al Osaimi & Partners and the appointment of Mr. Mohammad Shuaib Al-Bazei / RSM-Al Bazei and Partners which was later approved by the General Assembly.

Internal Audit Department

The Internal Audit Department reports directly to the Audit Committee. The department evaluates the adequacy and effectiveness of internal controls, compliance with policies and procedures and operational efficiency across the Company's activities. The Internal Audit Department meets regularly with the audit committee and submits periodic reports and recommendations.

Financial Undertaking

The Board of Directors and Executive Management jointly affirm the integrity and accuracy of the Company's financial reports. These reports are prepared in accordance with the International Financial Reporting Standards (IFRS) as approved by the relevant regulatory authority, and present a true and fair view of the Company's financial position and operating results in all material respects.

Financial Reporting

The Company issues a range of periodic financial reports, including:

- Internal financial results
- Interim and annual financial statements
- Earnings announcements
- Annual reports

Internal Control Report

During 2025, the Company appointed an independent external auditor, **Mazars**, to assess and review the effectiveness of its internal control systems and to issue an internal control report in accordance with applicable regulatory requirements. The report concluded that the Company's internal control systems are effective, and that Management has implemented the necessary corrective actions under the supervision of the Board of Directors and the Audit Committee.

In addition, **Allianz**, which was engaged in 2025 to perform an Internal Audit Quality Assurance Review (QAR) covering the period from 2022 to 2024, issued its report concluding that the Company's internal audit function generally conforms to applicable standards, policies and procedures, as well as the Code of Ethics.