

2022

Annual Report



SAPTCO Memberships



The International Association of
Public Transport



Arab Union of
Land Transport



National Association for
Pupil Transportation



International Road
Transport Union

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ



Custodian of the Two Holy Mosques
King Salman bin Abdulaziz



His Royal Highness
Prince Mohammed bin Salman bin Abdulaziz
Crown Prince, Prime Minister

Index

• Board of Directors	08
• Chairman's Statement	09
• Board of Directors' Report	10
• SAPTCO Services & Operations	49
• Consolidated Financial Statements and Independent Auditors' Report for the Year Ended 31 December 2022	79



HE. Eng. Khalid bin Saleh Almudaifer
Deputy Minister of Industry and Mineral
Resources for Mining Affairs
Chairman of the Board of Directors



Mr. Musaed bin Abdulaziz Aldawood
Vice Chairman



Eng. Khalid bin Abdullah Alhogail
MD - CEO



**Maj. Gen. Zayed bin Abdurrahman
Altuwayan**
Ministry of Interior Representative
Board Member



Dr. Saud bin Mohammed Alnimir
Board Member



Mr. Abdulaziz bin Musaed Almusaed
Ministry of Finance Representative
Board Member



Mr. Turki bin Musaed Almubarak
Board Member



Mr. Yasser bin Suleiman Aldawood
Public Investment Fund Representative
Board Member



Mr. Walid Abdurrahman Alhabib
Board Member



Mr. Abdullah bin Ibrahim Alsaleh
Ministry of Commerce Representative
Board Member

Chairman's Statement

In the Name of Allah, the Most Beneficent, the Most Merciful

Praise be to Allah, the lord of all beings. Blessings and peace be upon the most noble of Messengers, the Prophet Mohammad and his household and companions.

Dear/ Shareholders of the Saudi Public Transport Company - SAPTCO

Peace, mercy and blessings of Allah be upon you,

On my own behalf and on behalf on my fellow Board members, I am pleased to present to you the Board of Directors' report for the year ending on December 31, 2022, including the Company's most notable activities, achievements, consolidated financial results, and the auditor's report for the fiscal year 2022.

During 2022, SAPTCO, thankfully, managed to promote its leadership in the Saudi land transport industry by continuing to provide its various services. In 2022, SAPTCO expanded its activities in digital mobility by providing multiple leading services. In addition, it managed to expand its activities in other sectors, including specialized services and maintenance of buses and heavy vehicles. The most notable achievements during the year 2022 include:

- Winning contracts for public transport projects in:
 - Madinah City.
 - Dammam City and Qatif Governorate.
 - Taif City.
 - Buraidah City and Unaizah Governorate.
- Completing the preparations for the launch of King Abdulaziz Project for Riyadh Public Transport.
- Winning a contract to operate transportation services for the 2022 World Cup in Qatar.
- Engaging in transportation services for the seasons of Ramadan and Hajj, in coordination with the competent authorities.
- Establishing five leading services in the field of smart mobility and logistics under the Digital Mobility Solutions Company - DMS, wholly owned by SAPTCO.

As a result of its positive performance, SAPTCO experienced a marked improvement in its financial results. During the year 2022, Operating revenues amounted to SR 1.3 Bn, compared to SR 961 Mn of 2021 year, with an increase of (37%). Moreover, during 2022, the net losses amounted to SR (96) Mn, with a decrease of (56%), as compared to 2021 year.

SAPTCO has initiated the implementation of the strategic transformation plan to achieve a number of targets, including, in particular, strengthening its financial position, improving its financial results, increasing its market share in the transportation industry, meeting the requirements of various categories of customers, realizing incomes that fulfill the expectations of its shareholders, and developing and improving its services, by utilizing different growth opportunities, such as the increase in the number of Hajj and Umrah performers, in line with the Saudi Vision 2030, and the launch of public transport projects in a number of cities in the Kingdom, as well as digital transformation projects and smart mobility services.

Dear Shareholders, I would like to emphasize that BoD constantly seeks to adopt schemes, policies, programs and strategies that help overcome the challenges confronting the Company, and continue to make achievements and successes that fulfill the expectations of shareholders. SAPTCO intends to continue implementing projects and initiatives, as well as improving the efficiency of services, which will reflect positively on its results, God willing.

Finally, I would like to extend, personally, on behalf of the Company's Directors, personnel and shareholders, thanks, gratitude and appreciation to the Custodian of the Two Holy Mosques, King Salman bin Abdulaziz, and His Royal Highness Crown Prince, Mohammed bin Salman bin Abdulaziz - may Allah protect them - for the unlimited support received by the Company throughout its journey of more than four decades. We shall also extend thanks, gratitude and appreciation to the Company's shareholders and customers for their trust, while confirming that we shall make more efforts to fulfill their expectations and aspirations. Moreover, I would like to express my thanks and appreciation to my fellow Directors and all the Company's personnel for their determined efforts.

And Allah is the Grantor of success Peace, mercy and blessings of Allah be upon you,

The Chairman of the Board of Directors





Board of Directors' Report

To the Honorable Shareholders of Saudi
Public Transport Company
For the year ended on 31 December 2022

1) Implemented and non-implemented provisions of the Corporate Governance Regulations, and justifications thereof.

Saudi Public Transport Company (SAPTCO) is committed to applying the provisions contained in the Corporate Governance Regulations issued by the Board of the Capital Market Authority, and the Company has also prepared and approved its Governance Regulations from the Ordinary General Assembly of Shareholders.

The Company has applied all the provisions contained in the Corporate Governance Regulations except for the articles shown in the table below:

Sr.	Article/Para. No.	Para. status	Article/Paragraph Text	Inapplication Causes
1	Article (41), Paragraph E	Indicative	The Board of Directors takes the necessary arrangements to obtain an appraisal from a competent external authority each three years.	The board is self-evaluated, and coordination will be made with a competent external body if necessary.
2	Article 54, Paragraph B	Indicative	The Chairman of the Audit Committee must be an independent member.	Chairman of the Audit Committee is Mr. ALAA ALFADAA non-Board member.
3	Article 70	Indicative	A committee called the Risk Management Committee shall be formed by a decision of the Board of Directors.	No Independent committee has been formed from the members of the Board, however, the Company has formed a Committee from its employees and under presidency of the Group Chief Financial Officer.
4	Article 71, Paragraph 72	Indicative	The terms of reference of the Risk Committee and the meetings of the Risk Committee.	Not applicable due to not forming of a Risk Management Committee.
5	Article 85	Indicative	The Company develops programs to develop and stimulate participation and performance of the Company's employees.	The Company has developed the necessary programs to share and discuss employees, and has adopted a program to grant employees an annual incentives, and study of establishment of social institutions for company employees, will be carried out if necessary.
6	Article 87	Indicative	The Ordinary General Assembly, upon the proposal of the Board of Directors, shall establish a policy that ensures a balance between its objectives and the objectives that society aspires to achieve.	The Company participates in many community programs and activities, and the Company is studying the preparation of a social responsibility policy.
7	Article 88	Indicative	The Board of Directors shall develop programs and determine the means necessary to present the Company's initiatives in the field of social work.	Developing the Company's performance indicators in the field of social work, will be carried out.
8	Article 95	Indicative	Formation of the Corporate Governance Committee.	An independent committee was not formed, but its work was assigned to a Company's executive director.

2) Names, qualifications, experiences, and current and previous positions of the Board and Committees' members and the Executive Management.

A. Table showing the names of the Board members, their current and previous membership, positions, qualifications and experience as at 31 December 2022

Sr.	Member name	Current Positions	Previous Positions	Qualifications	Experiences
1	HE. Eng. KHALID ALMUDAIFER	<ul style="list-style-type: none"> Deputy Minister of Industry and Mineral Resources for Mining Affairs. Chairman of the Board – Saudi Public Transport Company. Chairman of the Investment and Strategy Committee – Saudi Public Transport Company. Chairman of the Board of Digital Mobility Solutions Company for Investments – a wholly owned subsidiary of SAPTCO. 	Chairman of Saudi Arabian Mining Company (Maaden)	<ul style="list-style-type: none"> Bachelor of Civil Engineering, King Fahd University of Petroleum and Minerals. Master of Civil Engineering, King Fahd University of Petroleum and Minerals. Postgraduate Diploma in Global Business, University of Oxford. 	<ul style="list-style-type: none"> Vice President of Finance /Sector Manager for Financial Management Eastern Petrochemical Company, a SABIC company. Chairman of Qassim Cement Company. Vice President of Phosphate Unit and Vice President of Business Development 2006 - 2011 (Maaden). Chairman of Saudi Arabian Mining Company (Maaden) and Chief Executive Officer from 2011 - 2018. Deputy Minister of Industry and Mineral Resources for Mining Affairs 2018 to present.
2	Mr. MUSAD AL-DAWOOD	<ul style="list-style-type: none"> Mining Development Agent – Ministry of Industry and Mineral Resources. Deputy Chairman of the Board – Saudi Public Transport Company. Chairman of the Remuneration and Nomination Committee - Saudi Public Transport Company. 	Undersecretary for Support Services – Ministry of Human Resources and Social Development.	Bachelor of Computer Science in Information Systems - King Saud University 1999.	<ul style="list-style-type: none"> Director of the Knowledge Management Center of the Saudi Commission for Tourism and Antiquities (KSA) from 2003 to 2008. Chief Executive Officer of Najm Insurance Services from 2008 to 2011. Chief Executive Officer of Tammam Company for Facilities Maintenance and Cleaning Services (KSA) from 2011 to 2017. Vice President of Operations - Riyadh Airports Company. Undersecretary for Support Services – Ministry of Human Resources and Social Development. Mining Development Agent – Ministry of Industry and Mineral Resources.
3	Major General. ZAYED ALTUWAYAN	Deputy Director of Public Security.	Commander of Hajj Security Forces	<ul style="list-style-type: none"> Bachelor of Security Sciences, King Fahd Security College. Master of Criminal Justice Naif Arab University for Security Sciences. 	<ul style="list-style-type: none"> Public Security Training Affairs 1405 AH. Riyadh Police 1414 AH. Director of Operations Department of the Special Forces for Road Security 1414 AH. Commander of the Special Forces for Road Security in Riyadh 1418 AH. Deputy Commander of the Special Forces for Road Security 1436 AH. Commander of the Special Forces for Road Security 1437 AH. Assistant to the Commander of the Hajj Security Forces 1437 AH. Assistant to the Director of Public Security for field supervision of the Hajj and Umrah 1440 AH. Commander of the Hajj Security Forces 1441 AH. Deputy Director of Public Security 1441 AH.

Sr.	Member name	Current Positions	Previous Positions	Qualifications	Experiences
4	Mr. ABDULAZIZ ALMOSAAD	Assistant Undersecretary for Budget Performance and Director General of the Permanent Working Group at the Ministry of Finance.	Head of the Vision Realization Office at the Ministry of Labor and Social Development.	<ul style="list-style-type: none"> Bachelor of Science in Food and Nutrition, King Saud University. 2002. MBA from Suffolk University of Boston USA. 2008 	<ul style="list-style-type: none"> Automated Operations Operator (Saudi Arabian Spring Food Company) February 2002 – August 2002. Supervisor of the production process (Saudi Spring Food Company) 2002 - 2003. Director General of the General Department of Materials (Saudi Arabian Spring Food Company) 2003 - 2005. Specialist Office of Strategic Management (Arabian Agricultural Services Company ARASCO) 2009 - 2010. Director General of the Office of Strategic Management (Arabian Agricultural Services Company ARASCO) 2010 - 2015. President of ALEMAR International - Arabian Agricultural Services Company (ARASCO) 2013 - 2016. Director General of the Strategic Transformation Office (Ministry of Labor and Social Development) 2016 - 2018. Head of the Vision Realization Office (Ministry of Labor and Social Development) 2017 - 2018. Assistant Undersecretary for Budget Performance and Director General of the Permanent Working Group (Ministry of Finance) 2018 to present.
5	Dr. SAUD ALNIMIR	Chairman, House of National Consulting	Professor at the Department of Public Administration and Dean of the Faculty of Administrative Sciences at King Saud University.	<ul style="list-style-type: none"> Bachelor of Accounting and Business Administration, King Saud University, 1393 AH. Master of Public Administration, University of Missouri, 1396 AH. Doctorate Degree in Public Administration University of Florida USA 1401 AH. 	<ul style="list-style-type: none"> Assistant, Department of Business Administration, King Saud University, 1393 AH. Assistant Professor, Department of Business Administration, King Saud University 1401 AH. Associate Professor, Department of Business Administration, King Saud University, 1409 AH. Professor of Business Administration Department (with distinction) King Saud University from 1416 AH to 1429 AH. Retired university professor, King Saud University, starting from 01/07/1429 AH.
6	Mr. ABDULLAH ALSALEH	Assistant Undersecretary for Planning and Development and Advisor to the Minister of Commerce- Ministry of Commerce.	Head of the founding team of the Saudi Authority for Intellectual Property (SAIP)	<ul style="list-style-type: none"> Bachelor of Information Systems, King Saud University, 2008. Master of Information Systems, King Saud University, 2013. 	<ul style="list-style-type: none"> Analyst and business developer at Prince Sultan bin Abdulaziz Humanitarian City 2008/2012-. Project Portfolio Manager at Thiqa Business Services 2012 - 2017. Head of the founding team of the Saudi Authority for Intellectual Property (SAIP) 2017 - 2018. Head of the founding team of the Saudi Economic Business Center 2018 - 2019. Assistant Undersecretary of the Ministry of Commerce for Planning and Development – from May 2019 to date. Advisor to the Minister of Commerce from October 2017 to present.

Sr.	Member name	Current Positions	Previous Positions	Qualifications	Experiences
7	Mr. TURKI ALMUBARAK	Private business.	Part-time financial advisor at AlYemni Group.	Bachelor of Accounting, King Saud University, 2003.	<ul style="list-style-type: none"> Assistant Director in Investment Management Samba Financial Group from 2003 to 2004. Director of Investment Department, Samba Financial Group from 2004 to 2006. Part-time financial advisor at AlYemni Group. Managing Partner at Alasenah Trading Company.
8	Mr. YASSER AL-DAWOOD	Head of Planning and Operations for Middle East and North Africa Investments at the Public Investment Fund.	Head of the Project Management Office at the Public Investment Fund from 2020 to 2021.	<ul style="list-style-type: none"> Bachelor of Industrial Engineering in 2007 from King Saud University. MBA in 2011 from the University of Portsmouth in the United Kingdom. 	<ul style="list-style-type: none"> Material Planner and Controller - Advanced Electronics Company Limited from 2007 to 2009. Consultant PricewaterhouseCoopers (UK) 2010. Project Manager at the Saudi Food and Drug Authority from 2011 to 2012. Senior Project Manager, Ministry of Health from 2012 to 2013. Director of PricewaterhouseCoopers from 2013 to 2014. General Manager of Al Ayala Contracting Est 2015. Director of Strategy – Ministry of Commerce and Investment from 2015 to 2016. Director of the Vision Realization Office – Ministry of Transport from 2016 to 2017. Undersecretary for Implementation Support – Ministry of Transport from 2017 to 2018. Undersecretary for Planning and Information – Ministry of Transport from 2018 to 2019. Head of Project Management Office – Public Investment Fund from 2020 to 2021. Head of Planning and Operations for MENA Investments – Public Investment Fund from 2021 to present.
9	Mr. WALID ALHABIB	Management of institutions, real estate companies and contracting.	Management of institutions, real estate companies and contracting.	Bachelor of International Business Administration 2010 from King Abdulaziz University.	Management of institutions, real estate companies and contracting.

Sr.	Member name	Current Positions	Previous Positions	Qualifications	Experiences
10	Eng. KHALID ALHOGAIL*	MD - CEO of Saudi Public Transport Company.	General Manager of Saudi Public Transport Company.	Bachelor of Civil Engineering, King Saud University.	<ul style="list-style-type: none"> • CEO and MD of Saptco, from 2006 to present. • President of the International Association of Public Transport (UITP), Brussels, 2021 to present. • Chairman of the Board of Directors of the Arab Transport Union of the League of Arab States (AULT) 2021 to present. • Chairman of the Saudi French Public Transport Company (PTC), 2014 to present. • Board Chairman of the Saudi Emirati Integrated Transport Company (SEITCO), 2014 to present. • Vice Chairman of Digital Transport Solutions (DMS), 2021 to present. • Member of the Board of Directors of Riyadh Metro Company (CAMCO) from 2019 to present. • Member of the Board of Directors of the Saudi Center for Economic Business from 2022 to present. • Member of the board of Directors of the National Competitiveness Center 2022 to present. • Member of the Logistics Strategic Partnership Council (MOLTS), 2021 to present. • Member of the Board of Directors of Hamad M. Aldrees & Partners Co. for Industry & Mining from 2022 to present. • Member of the National Logistics Committee, Federation of Saudi Chambers (FSC), 2020 to present. • Member of the Saudi Spanish Business Council, 2017 to present. • Member of the Saudi French Business Council, 2012 to present. • Member of the Saudi Management Association, 2002 to present. • Member of the Saudi Council of Engineers, 2000 to present. • In 2021 awarding the Man of the Year of the International Road Federation (IRF) - Washington. • Chairman of the National Committee for Joint Stock Companies (CSC), 2009– 2017. • Member of BOD, Transport General Authority (CSC), 2015 - 2018. • President of International Association of Public Transport of the Middle East (UITP-MENA), 2016 – 2021. • Deputy Chairman of BOD, the Arab Transport Union of the League of Arab States (AULT), Arab League, 2016 – 2021. • Member of the Board of Directors of the Public Transport Authority (TGA) 2015 - 2018. • Member of visory Council of the Minister of Hajj (MHAJJ), 2016 – 2019. • Member of the International Road Union (IRU), 2016 – 2019. • Member of the American National Student Transportation Association (NAPT), 2014 – 2017. • Member of the National Committee for Tourism, 2009 – 2016. • Member of the Saudi Russian Business Council, 2015 to 2017. • Member of the Saudi Bahraini Business Council, 2014 – 2016.

* In 2022, he joined the Board of Directors on 14 April 2022 – as a Managing Director.

B. A table showing the names of the members of the Board committees, their current and previous positions, qualifications and experience as at 31 December 2022:

B-1) Remuneration and Nomination Committee:

Sr.	Name	Current Positions	Previous Positions	Qualifications	Experiences
1	Mr. MUSAD AL-DAWOOD	Their current and previous positions, qualifications and experience are listed under (a) above for directors.			
2	Mr. YASSER AL-DAWOOD				
3	Mr. ABDULLAH ALSALEH				
4	Mr. WALID ALHABIB				

B-2) Audit Committee:

Sr.	Member name	Current Positions	Previous Positions	Qualifications	Experiences
1	Mr. ALAA ALFADAA*	Undersecretary for Common Services – Ministry of Industry and Mineral Resources.	Assistant Undersecretary for Budget Performance and Implementation – Ministry of Finance.	<ul style="list-style-type: none"> Bachelor of Administrative Sciences in Accounting, King Saud University, 2003. Master's Degree in Applied Finance, University of Newcastle - Australia 2009. 	<ul style="list-style-type: none"> Financial Controller at the General Organization for Social Insurance from 2003 to 2009. Director of the Internal Audit Department at Granada Investment Center from 2004 to 2006. Director General of Financial Control at the General Organization for Social Insurance from 2010 to 2015. Director General of Financial Affairs at the Communications and Information Technology Commission from 2015 to 2017. Executive Advisor for Financial Planning and Budgeting at the Ministry of Finance from 2017 to December 2019. Assistant Undersecretary for Budget Performance and Implementation at the Ministry of Finance from January 2019 to 2020. Board member of a number of companies and government institutions.
2	Mr. ABDULAZIZ ALMOSAAD**	His current and previous positions, qualifications and experience are listed under (a) above of the directors.			
3	Mr. BAKER ALHABOUB*	Undersecretary for Policy and Legislation - Ministry of Investment	Director General of Governance, Risk and Compliance (Saudi Arabian Mining Company), and the founding Secretary General of the Saudi Bar Association.	<ul style="list-style-type: none"> Bachelor's degree – Sharia – Imam Muhammad bin Saud Islamic University – 2000AD. Master – Judiciary – Higher Institute of Judiciary – 2004. LL.M. - Law - University of Nottingham - 2009. Executive Leadership Diploma, INSEAD Business School, December 2015 	<ul style="list-style-type: none"> Practicing lawyer from 2000 to 2005 Legal Advisor held a number of duties in the Capital Market Authority, the last of which was Director of Studies of the Appeals Committee for Securities Disputes from 2005 to 2012. Founding Secretary General of the Saudi Bar Association from 2016 to 2019. Legal Advisor held a number of duties in the Saudi Arabian Mining Company, the most recent of which was the General Manager of Governance, Risk, and Compliance from 2012 to 2022. Undersecretary for Policy and Legislation - Ministry of Investment

Sr.	Member name	Current Positions	Previous Positions	Qualifications	Experiences
4	Mr. MESHAL ALMUQRIN*	CEO (Diamond Concept Company Ltd)	Tawuniya Insurance – Head of Internal Audit from 2012 to 2017.	<ul style="list-style-type: none"> Bachelor's Degree – Accounting – King Saud University – 1999. Masters – Business Administration – University of Central Lancashire (UK) 2007. 	<ul style="list-style-type: none"> Chairman of the Audit Committee – Deutsche Gulf Finance – Closed Joint Stock Company. Board member and Member of the Audit Committee of Zahrah Alwaha for Trading Co– Joint Stock Company. Member of the Audit Committee – Register for Registration of Contracts – Closed Contribution. 2002 - 2004: KPMG – Review Supervisor. 2007 - 2009: Gulf Capital – Head of Internal Audit. 2012 - 2017: Tawuniya Insurance – Head of Internal Audit. 2017-present: Diamond Concept Company Ltd – Chief Executive Officer.

* Non-Board member of the Audit Committee.

**Independent Board member

B-3) Investment and Strategy Committee:

Sr.	Name	Current Positions	Previous Positions	Qualifications	Experiences
1	HE .Eng. KHALID ALMUDAIFER	Their current and previous positions, qualifications and experience are listed under (a) above for directors.			
2	Major General. ZAYED ALTUWAYAN				
3	Dr. SAUD ALNIMIR				
4	Mr. TURKI ALMUBARAK				
5	Eng. KHALID ALHOGAIL				

Sr.	Name	Current Positions	Previous Positions	Qualifications	Experiences
1	Eng. KHALID ALHOGAIL	MD - CEO of Saudi Public Transport Company.	General Manager of Saudi Public Transport Company.	Bachelor of Civil Engineering, King Saud University.	<ul style="list-style-type: none"> • CEO and MD of Saptco, from 2006 to present. • President of the International Association of Public Transport (UITP), Brussels, 2021 to present. • Chairman of the Board of Directors of the Arab Transport Union of the League of Arab States (AULT) 2021 to present. • Chairman of the Saudi French Public Transport Company (PTC), 2014 to present. • Chairman of the Saudi Emirati Integrated Transport Company BOD (SEITCO), 2014 to present. • Vice Chairman of Digital Transport Solutions (DMS) BOD, 2021 to present. • Member of the Board of Directors of Riyadh metro company (CAMCO) from 2019 to present. • Member of the Board of Directors of the Saudi Center for Economic Business from 2022 AD to present. • Member of the board of Directors of the National Competitiveness Center 2022 to present. • Member of the Logistics Strategic Partnership Council (MOLTS), 2021 to present. • Member of the Board of Directors of Hamad M. AlDrees & Partners Co. for Industry & Mining from 2022 to present. • Member of the National Logistics Committee, Federation of Saudi Chambers (FSC), 2020 to present. • Member of the Saudi Spanish Business Council, 2017 to present. • Member of the Saudi French Business Council, 2012 to present. • Member of the Saudi Management Association, 2002 to present. • Member of the Saudi Council of Engineers, 2000 to present. • In 2021 awarding the Man of the Year of the International Road Federation (IRF) - Washington. • Chairman of the National Committee for Joint Stock Companies (CSC), 2009– 2017. • Member of BOD, Transport General Authority (CSC), 2015 - 2018. • President of International Association of Public Transport of the Middle East (UITP-MENA), 2016 – 2021. • Deputy Chairman of BOD, the Arab Transport Union of the League of Arab States (AULT), Arab League, 2016 – 2021. • Member of the Board of Directors of the Public Transport Authority (TGA) 2015 - 2018. • Member of advisory Council of the Minister of Hajj (MHAJJ), 2016 – 2019. • Member of the International Road Union (IRU), 2016 – 2019. • Member of the American National Student Transportation Association (NAPT), 2014 – 2017. • Member of the National Committee for Tourism, 2009 – 2016. • Member of the Saudi Russian Business Council, 2015 to 2017. • Member of the Saudi Bahraini Business Council, 2014 – 2016.

Sr.	Name	Current Positions	Previous Positions	Qualifications	Experiences
2	Mr. AHMED ALJOHANI	CEO of Specialized Mobility solutions - Saudi Public Transport Company	<ul style="list-style-type: none"> • Executive Vice President of Business - Saudi Public Transport Company – SAPTCO • Chief Business officer – Saudi Public Transport Company 	Master of Computer Science in Information Systems from King Saud University	<p>Administrative and executive functions:</p> <ul style="list-style-type: none"> • CEO of Specialized Transportation from January 2022 to date. • CEO and Board Member of Digital Mobility Solutions Company for Investments from August 2021 to date. • Executive Vice President of Business Saudi Public Transport Company from April 2019 to December 2021. • Executive Vice President, Saudi Public Transport Company 2016-2019. • Vice President of Support Saudi Public Transport Company 2012 – 2016. • Director of the Information Technology Sector Saudi Public Transport Company 2008-2012. <p>Membership of Boards of Directors and Executive Committees:</p> <ul style="list-style-type: none"> • Board member of Saudi Emirates Integrated Transport Company (SEITCO) since March 2014 to date. • Board member of the Digital Transformation Leaders Club. • Chairman of the Executive Committee of the Saudi Emirates Integrated Transport Company (SEITCO) from August 2020 to date. • Board member of Saudi French Public Transport Company (PTC) from April 2015 to December 2021.
3	Mr. KHALID ALZAHIRANI	Group Chief Finance Officer - Saudi Public Transport Company	Vice President of Finance- Saudi Public Transport Company	<ul style="list-style-type: none"> • Master of Business Administration - University of Wales, Bangor, United Kingdom. • The fifth level of the British National Vocational Qualification (NVQ) - Bahrain Training Institute. • Member of the Association of Technical Accountants (AAT) 	<ul style="list-style-type: none"> • Chief Executive Officer – Riyadh Exhibition and Convention Center. • Senior Expert – Ministry of Economy and Planning. • General Manager – Modern Electronic Company – Al Faisaliah Group. • Chief Financial Officer – Modern Electronic Company – Al Faisaliah Group. • Account Manager Central Region – Almarai Company.

Sr.	Name	Current Positions	Previous Positions	Qualifications	Experiences
4	Mr. TURKI ALSUBIHI	CEO of Public Transport - Saudi public Transport Company	Administrative General Manager Saudi French Public Transport Company (PTC)	Bachelor of Accounting – King Saud University	<ul style="list-style-type: none"> • President of Public Transport - Saudi Public Transport Company - from January 2022 AD to present. • General Manager and Board Member - Saudi French Public Transport Company (PTC) - from 2019 to present. • Member of the Board of Directors of the Capital Metro Company (CAMCO) from 2019 to date. • Administrative General Manager - Saudi French Public Transport Company (PTC) - from 2014 to 2019. • GM of the Projects Sector - Saudi Public Transport Company - from 2014 to 2019. • GM of Strategic Planning - Saudi Public Transport Company - from 2011 to 2014. • Member of the International Association of Public Transport (UITP) from 2007 to present. • Member of the Saudi Organization for Chartered and Professional Accountants, 2001.
5	Eng. GHASSAN ABDULJAWAD	GM of Strategic Planning – Saudi Public Transport Company	GM of Strategy & Performance – Saudi Public Transport Company	Bachelor of Industrial Engineering. Obtain several specialized certificates in leadership, strategy preparation, project management and financial analysis.	<ul style="list-style-type: none"> • Director General of International Cooperation and Partnerships at the Ministry of Transport. • Director of the National Transport and Logistics Strategy Project. • Director General of Planning and Project Management Office at the Industrial Estates and Technology Zones Authority (Modon). • Head of the Strategy Management Office at the Monetary Agency (Central Bank of Saudi Arabia SAMA). • Director of Planning and Strategy, Aluminium Business Unit, Maaden. • Financial Analyst and Business Unit Polymers SABIC. • Director General of Strategy and Project Management Office at the General Authority of State Real Estate.

3) Names of companies inside and outside the Kingdom in which a Board member is a member of their current or previous Board or a manager.

A table showing the names of companies inside or outside Saudi Arabia in which the Company's board member is a member of its current and previous boards of directors or one of its directors on 31 December 2022

SR No	Member name	Names of companies in which the Board member is a member of their current boards of directors or of their	inside Saudi Arabia / Outside Saudi Arabia	Legal Entity (Listed Contribution/Unlisted Contribution/Limited Liability...)	Names of companies in which the Board member is a member of their previous boards of directors or	inside Saudi Arabia / Outside Saudi Arabia	Legal Entity (Listed Contribution/Unlisted Contribution/Limited Liability...)
1	Eng. KHALID ALMUDAIFER	Saudi Arabian Mining Company (Maaden)	inside Saudi Arabia	Listed public shareholding	Qassim Cement Company.	inside Saudi Arabia	Listed public shareholding
		Digital Mobility Solutions Company for Investments		Limited Liability Company (Affiliated to SAPTCO)	Saudi Arabian Railway Company (SAR)		Owned by the Public Investment Fund
					The Gulf International Bank		(Closed shareholding)
2	Mr. MUSAD AL-DAWOOD	N/A	-	-	N/A	-	-
3	Major General. ZAYED ALTUWAYAN	N/A	-	-	N/A	-	-
4	Mr. ABDULAZIZ ALMOSAAD	N/A	-	-	N/A	-	-
5	Dr. SAUD ALNIMIR	House of National Consulting	inside Saudi Arabia	Licensed financial company	Saudi Consolidated Electric Co. from 2009 AD to 2017 AD.	inside Saudi Arabia	Listed public shareholding
		Alinma Bank		Listed public shareholding	Solidarity Saudi Takaful Company from 2011 to 2016		Listed public shareholding
6	Mr. ABDULLAH ALSALEH	King Abdullah City for Atomic and Renewable Energy	inside Saudi Arabia	Governmental entity			-
		ELECTRONIC COMMERCE		Governmental entity	-	-	-
		Digital Mobility Solutions Company for Investments		Limited Liability Co. (Affiliated to SAPTCO)	-	-	-

SR No	Member name	Names of companies in which the Board member is a member of their current boards of directors or of their directors	inside Saudi Arabia / Outside Saudi Arabia	Legal Entity (Listed Contribution/Unlisted Contribution/Limited Liability...)	Names of companies in which the Board member is a member of their previous boards of directors or of their directors	inside Saudi Arabia / Outside Saudi Arabia	Legal Entity (Listed Contribution/Unlisted Contribution/Limited Liability...)
7	Mr. TURKI ALMUBARAK	Yanbu Cement Co.	inside Saudi Arabia	Listed Joint Stock Company	N/A	-	-
8	Mr. YASSER AL-DAWOOD	Pharmaceutical Investments Company	inside Saudi Arabia	Closed Joint Stock Co.	King Fahd Causeway Authority	Saudi Arabia - Bahrain	Governmental entity
		Touristic Investment Company		Closed Joint Stock Co.	General Authority of Customs 20182019-	inside Saudi Arabia	Governmental entity
					General Authority of Civil Aviation		Governmental entity
					Riyadh Airports Company		Limited Liabil-ity Company
9	Mr. WALID ALHABIB	N/A	-	-	N/A	-	-
10	Eng. KHALID ALHOGAIL	Saudi French Public Transport Company - PTC	inside Saudi Arabia	Limited Liabilty Co. (Affiliated to SAPTCO)	Saudi Bahraini Transport Co	Outside the kingdom	Limited Liability Company (SAPTCO associate)
		Digital Mobility Solutions Company for Investments		Limited Liabilty Co (Affiliated to SAPTCO)			
		Capital Metro Co Ltd – (CAMCO)		Limited Liability Co. (SAPTCO Associate)			
		Saudi Emirates Integrated Transport Company – (SEITCO)		Limited Liabilty Co (SAPTCO Joint Venture)			
		Hamad M.AIDrees & Partners co. for Industry & Mining		Closed Joint Stock Co.			

Composition of the Board and classification of its members, as follows: Executive Directors, Non-Executive Director, Independent Director.

The Company is managed by a Board of Directors consisting of ten members, four of whom represent the government, including the president, who are appointed with the approval of the Prime Minister based on the proposal of the Minister of Transport, and six members who represent the private sector to be chosen by the General Assembly of shareholders. The Board members are appointed for a period of three years. They may be re-appointed for another term(s). The following table shows the membership status of the Board members.

Sr.	Member Name	Capacity	Membership Category
1	Eng. KHALID ALMUDAIFER	Chairman of the Board	Non-executive
2	Mr. ABDULLAH ALSALEH	Member	
3	Mr. YASSER AL-DAWOOD	Board Member – Representative of the Public Investment Fund	
4	Mr. MUSAD AL-DAWOOD	Vice Chairman of the Board	Independent
5	Major General. ZAYED ALTUWAYAN	Member	
6	Mr. ABDULAZIZ ALMOSAAD	Member	
7	Dr. SAUD ALNIMIR	Member	
8	Mr. TURKI ALMUBARAK	Member	
9	Mr. WALID ALHABIB	Member	
10	Eng. KHALID ALHOGAIL	Member	Executive

5) Procedures taken by the Board to inform its members, Non-Executive Directors in particular, of shareholders' suggestions and remarks on the Company and its performance.

The company has included the rights of the shareholders and the general assembly in the corporate governance guide, and the suggestions and observations of the shareholders are received through several means, including:

- Investor Protection Website (Capital Market Authority).
- Postal letters, telephone or telegraphic communications or by e-mail.
- Attendance of shareholders to the headquarters of the Company in the general administration or branches
- General Assembly Meetings and Minutes of Meetings.

The Board members and the committees are informed of this.

6) A brief description of the competencies and duties of committees, such as Audit Committee, Nomination Committee and Remuneration Committee indicating their names, their chairmen, members, number of their respective meetings, dates of those meetings and members' attendance details of each meeting.

The Board of Directors of the Company has formed its committees from among the members of the Board or from outside, where their tasks and terms of reference are determined according to work regulations drawn up by the Board of Directors and approved by the Ordinary General Assembly of shareholders, which are as follows:

1. Remuneration & Nomination Committee

Formed by a decision of the Board of Directors from non-executive members, where the controls of its work, functions, procedures, rules for the selection of its members, the duration of their membership, and their remuneration are determined in accordance with a regulation proposed by the Board of Directors and approved by the General Assembly of Shareholders.

The Remuneration and Nomination Committee is responsible for:

1. Preparing a clear policy for the remuneration of the Board members and the committees emanating from the Board and the Executive Management, and submitting it to the Board of Directors for consideration in preparation for approval by the General Assembly, taking into consideration the adoption of standards related to performance, disclosure and verification of its implementation.
2. Clarifying the relationship between the granted remunerations and the applicable remunerations policy, and indicating any material deviation from this policy.
3. Periodically, reviewing of the remuneration policy and evaluating its effectiveness in achieving its objectives set.
4. Recommending to the Board of Directors the remunerations to be granted to the Board members, its committees and the senior executives of the Company in the light of the approved policy.
5. Proposing clear policies and standards for membership of the Board of Directors and Executive Management.
6. Recommending to the Board of Directors the nomination and re-nomination of its members in accordance with the approved policies and standards, taking into consideration that no person previously convicted of a crime against trust shall be nominated.
7. Preparing a description of the capabilities and qualifications required for membership of the Board of Directors and holding executive management positions.
8. Determining the time to be allocated by the member to the work of the Board of Directors.
9. Annual review of the necessary skills or experience requirements appropriate to the membership of the Board of Directors and the Executive Management.
10. Reviewing the structure of the Board of Directors and the Executive Management, recommending changes that can be made.
11. Annual verification of the independence of independent members of the BOD, and the absence of any conflict of interest if the member is a Board member of another company.
12. Developing job descriptions for executive members, non-executive members, independent members and senior executives.
13. Establishing special procedures in the event of a vacancy in the position of a Board member or senior executives.
14. Identifying weaknesses and strengths of the Board of Directors and proposing solutions to address such in line with the Company's interest.
15. Considering paying an additional remuneration to any of the Board members and the committees of the Board of Directors for additional efforts or other advisory or technical services carried out by the member and present the recommendation of the Committee in this regard to the Board for approval.
16. Determining and apply appropriate performance measures for the rewards process, in addition to determining performance reward budgets based on the achievement of the Company's strategic objectives in order to disburse rewards, and recommend the disbursement of annual performance rewards to the Company's employees.
17. In developing the Compensation Policy, the Committee shall follow performance criteria in addition to:
 - Providing competitive rewards to attract, motivate and attract highly skilled managers.
 - Applying performance indicators, including financial and non-financial performance measures.
18. The Committee shall review and recommend the following:
 - Human Resources Policies and Procedures
 - Management development programs and succession plans for executives.
 - Calendar objectives and performance indicators to be achieved within rewards and incentive programs.

A statement of the names and attendance at the meetings of the Remuneration and Nomination Committee during the year 2022:

Sr.	Name	Nature of membership	Number of meetings of the Remuneration and Nomination Committee (3)			Total
			First	Second	Third	
			13/02/2022 AD	05/06/2022 AD	04/12/2022 AD	
1	Mr. MUSAD AL-DAWOOD	Chairman	√	X	√	2
2	Mr. ABDULLAH ALSALEH	Member	√	√	√	3
3	Mr. YASSER AL-DAWOOD	Member	√	√	√	3
4	Mr. WALID ALHABIB	Member	√	√	√	3

2. Audit Committee

Formed by a decision of the Ordinary General Assembly of the Company from the shareholders or others, provided that at least one of them is an independent member and that it does not include any of the executive Board members, and determines the controls of its work, tasks and procedures in accordance with a regulation proposed by the Board of Directors and approved by the ordinary general assembly of shareholders.

The Audit Committee is responsible for monitoring the Company's business and verifying the integrity and integrity of its reports, financial statements and internal control systems. The tasks of the Committee include, in particular:

(A) Financial Reports:

- Analyzing the Company's interim and annual financial statements before presenting them to the Board and providing its opinion and recommendations thereon to ensure their integrity, fairness and transparency.
- Providing its technical opinion, at the request of the Board, regarding whether the Board's report and the Company's financial statements are fair, balanced, understandable, and contain information that allows shareholders and investors to assess the Company's financial position, performance, business model, and strategy.
- Analyzing any important or non-familiar issues contained in the financial reports.
- Accurately investigating any issues raised by the Company's Chief Financial Officer or any person assuming his/her duties or the Company's Compliance Officer or External Auditor.
- Examining the accounting estimates in respect of significant matters that are contained in the financial reports.
- Examining the accounting policies followed by the Company and providing its opinion and recommendations to the Board thereon.

(B) Internal Audit:

- Examine and review the Company's internal and financial control systems and risk management systems.
- Study internal audit reports and follow up the implementation of corrective actions for the observations contained therein.
- Control and supervise the performance of internal audit in the Company to verify the availability of the necessary resources and effectiveness in the performance of the work and tasks entrusted to it.
- Recommend to the Board of Directors the appointment of the Director of Internal Audit and propose his remuneration.

(C) Auditor:

- Providing recommendations to the Board to nominate Auditors, dismiss them, determine their remunerations, and assess their performance after verifying their independence and reviewing the scope of their work and the terms of their contracts.
- Verifying the independence of the Auditor, its objectivity, fairness, and effectiveness of the audit activities, taking into consideration the relevant rules and standards.
- Reviewing the plan of the Company's auditor and its activities, and ensuring that it does not provide any technical or administrative works that are beyond its scope of work, and provides its opinion thereon.
- Responding to queries of the Company's auditor.
- Studying the auditor's report and observations on the financial statements and following up on what has been taken in regard thereto.

(D) Ensuring the Compliance:

- Reviewing the findings of the reports of supervisory authorities and ensuring that the Company has taken the necessary actions in connection therewith.
- Ensuring the Company's compliance with the relevant laws, regulations, policies and instructions.
- Reviewing the contracts and proposed transactions by the Company with related parties, and providing its recommendations to the Board in connection therewith.
- Raising the issues it deems necessary to take action on to the Board of Directors, and make recommendations for the actions to be taken.

A statement of the names and attendance at the meetings of the Audit Committee during the year 2022:

Sr.	Name	Nature of membership	Number of Audit Committee meetings (7)							Total
			First 5/1/2022	Second 3/2/2022	Third 27/3/2022	Fourth 22/5/2022	Fifth 22/8/2022	Sixth 6/11/2022	Seventh 4/12/2022	
1	Mr. ALAA ALFADAA	Chairman	√	√	√	√	√	√	√	7
2	Mr. ABDULAZIZ ALMOSAAD	Member	√	√	√	√	√	√	√	7
3	Mr. BAKER ALHABOOB	Member	√	√	√	√	√	√	√	7
4	Mr. MESHAL ALMUQRIN	Member	√	√	√	√	√	√	√	7

3. Investment and Strategy Committee

Formed by a decision of the Board of Directors of the Company from among the Board members or non-Board members, where the controls of its work, functions and procedures are determined in accordance with a regulation issued by the Board of Directors.

The Investment and Strategy Committee is specialized in the following:

- Investing the surplus cash liquidity and continuous review of the liquidity position in accordance with the following controls:
 - a. Be Sharia compliant.
 - b. Be quickly liquidable when needed.
 - c. Be of low risk.
 - d. The investment shall be in the local market and in Saudi Riyals.
 - e. The investment shall be managed by a financial institution licensed to practice the profession.
 - f. The investment shall be part of the available liquidity.
- Finding investment opportunities available in the local market to invest the Company's assets.

- Evaluating existing investments periodically and making appropriate recommendations to the Board.
- Full disclosure of the related parties in the event that the investment is related to one of them.
- Recommending to the Board of Directors to enter into new investment projects and income diversification projects in accordance with the Company's strategies.
- Following up on the performance of the Company's investment portfolios, conducting evaluation studies and making the necessary recommendations.
- Following up the implementation of the strategic plans of the Company of various types.

Statement of the names and attendance of the meetings of the Investment and Strategy Committee during the year 2022:

Sr.	Name	Nature of membership	Number of Investment and Strategy Committee meetings (3)			Total
			First 29/3/2022 AD	Second 7/6/2022 AD	Third 01/11/2022 AD	
1	Eng. KHALID ALMUDAIFER	Chairman	√	√	√	3
2	Major General. ZAYED ALTUWAYAN	Member	√	√	√	3
3	Dr. SAUD ALNIMIR	Member	√	√	√	3
4	Mr. TURKI ALMUBARAK	Member	√	√	√	3
5	Eng. KHALID ALHOGAIL*	Member	√	√	√	3

* A non-Board member, as he was appointed as a Board member as of 14 April 2022.

7) Where applicable, the means used by the Board to assess its performance, performance of its committees and members, and the external body, which conducted the assessment and its relation with the Company, if any:

The Board evaluated its performance during the fiscal year 2022 through a self-assessment questionnaire that included questions related to all aspects of the work and tasks entrusted to those concerned with the evaluation to identify the weaknesses and strengths and propose to address them in line with the interest of the Company. Consideration was given to taking the necessary measures in the light of the outputs of the evaluation process to the extent that achieves the interest of the Company and its shareholders. There is no external party that has evaluated and the evaluation of the Board will be taken into consideration externally if necessary.

8) Disclose remuneration of the Board members and Executive Management as stated in Article (93) of the Corporate Governance Regulations.

(1) Remuneration Policy for Members of the Board of Directors and Committees Emanating from it:

- In accordance with Article (22) of the Company's Bylaws and Paragraph (III) of the remuneration policy for Board members and senior executives approved by the General Assembly of shareholders of the Company, the remuneration of the Board of Directors shall be determined in a lump sum as an annual remuneration for each session (attendance allowance) and within the limits stipulated in the Companies Law and its regulations. This is represented in the granting of an annual remuneration to each Board member worth (200) thousand Saudi riyals after the approval of the ordinary general assembly of shareholders of the Company.

- Regarding the annual remuneration of the members of the committees emanating from the Board, with a maximum of (150) thousand Saudi riyals for the Audit Committee, and the remuneration, nominations, investment and strategy committees, with a maximum of (130) thousand Saudi riyals, the entitlement of the full remuneration is linked to attending the meetings of the committees by 70% and more.
- An attendance allowance is granted to each member for each meeting of the Board of Directors, committees or general assemblies, amounting to five thousand Saudi riyals.
- Travel tickets are provided to members residing outside the region where the meetings of the Board of Directors and committees or general assemblies for internal and external trips are held and an assignment allowance of SAR (1,125) for four days for tasks outside the Kingdom and two days for tasks inside Saudi Arabia.
- A member of the council or committees is granted a relocation allowance of SAR (500) per day.
- The Board/committees' member shall be granted a residence allowance of SAR (1,000) inside Saudi Arabia per day and SAR (1,500) per day outside Saudi Arabia.
- In all cases, the total amount of remuneration and financial or in-kind benefits received by a Board member shall not exceed five hundred thousand Saudi riyals annually in accordance with the Companies Law.
- The bonuses awarded are in accordance with the approved bonus policy, and the principles and criteria for calculating and accruing bonuses have been observed.

The Company confirms that there is no material deviation from this policy.

No remuneration has been granted for any technical, administrative or consulting work to any of the directors.

(2) Senior Executive Rewards Policy:

- The bonuses granted to senior executives are divided into the following:
- An annual remuneration approved by the Board of Directors based on the recommendation of the Remuneration and Nomination Committee shall be disbursed in accordance with the planned target of the Company.
- An annual bonus stipulated by some senior executives' contracts and awarded during the year.
- An annual bonus granted according to the efforts made, according to the powers granted to the CEO of the Company by the Board of Directors, to be evaluated by the senior management during the fiscal year.
- The bonuses awarded are in accordance with the approved bonus policy, and the principles and criteria for calculating and accruing bonuses have been observed.
- The Company confirms that there is no material deviation from this policy.

The following tables show the salaries, allowances and bonuses that were paid to the Board members and five senior executives who received the highest bonuses and compensation during 2022, including the CEO and the CFO:

Disclosure of Directors' Remuneration

(Amounts in SAR '000)

	Fixed remunerations						Variable remunerations									
	Specific amount	Allowance for attending Board's sessions	Total attendance allowance for committee meetings	In-kind benefits	Remuneration of technical, administrative and consulting works	The remuneration of the Chairman, the Managing Director or the Secretary, if such is a member	Total	Profits Ratio	Periodic bonuses	Short - term incentive plans	Long - term incentive plans	Granted Shares (Value is entered)	Total	End of Service Gratuity	Total	Expenses
First: Independent Members																
1. Mr. MUSAD AL-DAWOOD	200	30	10	-	-	-	240	-	-	-	-	-	240	-	240	-
Major General. ZAYED ALTUWAYAN	200	35	15	-	-	-	250	-	-	-	-	-	250	-	250	-
3.Mr. ABDULAZIZ ALMOSAAD	200	35	35	-	-	-	270	-	-	-	-	-	270	-	270	-
4.Dr.SAUD ALNIMIR	200	35	15	-	-	-	250	-	-	-	-	-	250	-	250	-
5.Mr.TURKI ALMUBARAK	200	35	15	-	-	-	250	-	-	-	-	-	250	-	250	-
6.Mr.WALID ALHABIB	200	35	15	-	-	-	250	-	-	-	-	-	250	-	250	-
Total	1,200	205	105	-	-	-	1,510	-	-	-	-	-	1,510	-	1,510	-
Second: Non-executive members																
1. Eng. KHALID ALMUDAIFER	200	30	15	-	-	-	245	-	-	-	-	-	245	-	245	-
2. Mr. ABDULLAH ALSALEH	200	35	15	-	-	-	250	-	-	-	-	-	250	-	250	-
3. Mr. YASSER AL-DAWOOD	200	35	15	-	-	-	250	-	-	-	-	-	250	-	250	-
Total	600	100	45	-	-	-	745	-	-	-	-	-	745	-	745	-
Third: Executive members																
1.Eng.KHALID ALHOGAIL	200	20	15	-	-	-	235	-	-	-	-	-	235	-	235	-
Total	2,000	325	165	-	-	-	2,490	-	-	-	-	-	2,490	-	2,490	-

Remunerations paid to members of committees

(Amounts in SAR '000)

	Fixed remunerations (Except allowances for attending sessions)	Allowance for attending sessions	Total
Members of Audit Committee			
1. Mr. ALAA ALFADAA	150	35	185
2. Mr. ABDULAZIZ ALMOSAAD	150	35	185
3. Mr. BAKR AI HABOUB	150	35	185
4. Mr. MESHAL AI - MUQRIN	150	35	185
Total	600	140	740
Members of the Remuneration and Nominations Committee			
1. Mr. MUSAD AL-DAWOOD	130	10	140
2. Mr. ABDULLAH ALSALEH	130	15	145
3. Mr. YASSER AL-DAWOOD	130	15	145
4. Mr. WALID ALHABIB	130	15	145
Total	520	55	575
Members of the Investment and Strategy Committee			
1. Eng. KHALID ALMUDAIFER	130	15	145
2. Major General. ZAYED ALTUWAYAN	130	15	145
3. Dr. SAUD ALNIMIR	130	15	145
4. Mr. TURKI ALMUBARAK	130	15	145
5. Eng. KHALID ALHOGAIL	130	15	145
Total	650	75	725

Senior Executives Remuneration

(Including Chief Executive Officer and Chief Financial Officer)

Remuneration and compensation paid to (5) senior executives of the Company for the year ended 31 December 2022

(Amounts in SAR '000)

Statement	Fixed remunerations				Variable remunerations						End of Service Gratuity	Total remuneration of executives on behalf of the board, if any	Total
	Salaries	Allowances	In-kind benefits	Total	Periodic remunerations	Dividends	Short - term incentive plans	Long - term incentive plans	Granted shares (value to be entered)	Total			
(5) Senior Executives	5,760	2,865	697	9,322	4,059	0	0	1,780	0	5,839	637	365	16,163

SAPTCO has disclosed the remuneration of senior executives in accordance with Article (93) of the Corporate Governance Regulation, where the Company seeks to disclose the remuneration of executives in line with the level of public disclosure in the Saudi financial market and the maturity of practice, and the preservation of human capital, where the Company seeks to prevent risks related to detailed disclosure, guided by the discretionary authority in the rules of offering securities and ongoing obligations.

9) Any sanction, penalty, preventive measure or precautionary restriction imposed on the Company by the Authority or any other supervisory, regulatory or judiciary authority, describing reasons for non-compliance, the imposing authority and the measures undertaken to remedy and avoid such non-compliance in the future.

The Company is committed to the regulations and instructions issued by the competent regulatory authorities continuously, and due to the nature of the Company's operations throughout the Kingdom as well as the high rates of operation during the year 2022, including the operation of the Ramadan and Hajj seasons, where financial fines of about SAR 1.58Mn were imposed by the Transport General Authority related to the operational aspects and the Company's management is working to study them and develop development plans and programs to address them in coordination with the competent authorities and relevant parties.

10) Results of the annual review of effectiveness of internal control procedures of the Company and the opinion of the audit committee with respect to adequacy of Company's internal control system.

During 2022, the Audit Committee examined the Company's internal control systems (through the internal audit sector) and ensured their effectiveness. It also studied and reviewed the main operational, financial and administrative risks that the Company may face, analyzed them, and developed the solutions and treatments required to ensure the safety of overcoming these risks. In addition to studying the weaknesses and strengths of internal control, where the audits are carried out in a periodic and continuous manner by informing the Audit Committee about the achievements of the internal audit sector of the Company. The examination included all the work and activities of the Company and its various sectors and that the results of the examination of the internal control systems showed that there is no material weakness in the internal control system of the Company. The external auditor also evaluates this system as part of his audit of the Company's final financial statements and enables him to review all the minutes of the audit committee and the reports of the internal audit sector for the financial period under examination.

11) Audit Committee's recommendation on the need for appointing an internal auditor for the Company, if there is no internal auditor.

Not applicable as the Company has an internal auditor represented in the internal audit sector.

12) The Audit committee's recommendations that are in conflict with the Board's resolutions or those which the Board disregarded, relating to appointment, dismissal, performance assessment or determining the remuneration of an external auditor, as well as justifications for those recommendations and reasons for disregarding them.

There is no conflict between the Audit Committee's recommendations and the Board's decisions.

13) Details of the Company's social contributions, if any.

In the interest of Saudi Public Transport Company to activate and achieve social responsibility programs through its leading role in the field of transportation in the KSA, the Company has continued its student training programs during 2022 in accordance with the cooperative training program for 2022. The Company has trained (10) students during 2022 in many programs and specializations. The Company has also participated in many programs and community activities and contributed to national and social events by providing bus transportation services to many charities.

14) A statement of the dates of the General Assembly meetings held during the last fiscal year and the names of the Board members who attended them.

Two meetings of the General Assembly of the Company's shareholders were held during the fiscal year 2022 AD, the details of which are as follows:

Statement of attendance at the meetings of the General Assemblies held during the year 2022 (first and second meetings)

SR No	Member name	Attendance record	
		16th Extraordinary General Assembly Meeting 10/04/2022 AD	47th Ordinary General Assembly Meeting 22/05/2022 AD
1	Eng.KHALID ALMUDAIFER – Chairman of the Board and Meeting Chairman	√	√
2	Mr. Musaed Al-Dawood – Vice Chairman of the Board.	√	√
3	Major General. ZAYED ALTUWAYAN	√	√
4	Mr. ABDULAZIZ ALMOSAAD	√	√
5	Dr. SAUD ALNIMIR	√	√
6	Mr. ABDULLAH ALSALEH	√	√
7	Mr.TURKI ALMUBARAK	√	√
8	Mr. YASSER AL-DAWOOD	√	√
9	Mr. WALID ALHABIB	√	√
10	Eng. KHALID ALHOGAIL	Did not join	√

15) A description of the main types of activities of the Company and its affiliates. If there are two types or more, a statement showing each activity and its effect on the size of the Company's businesses and contributions to the results, must be attached.

- **SAPTCO:** Its capital is (1,250,000,000) Saudi Riyals, established by Royal Decree No. M/11 dated 7 Rajab 1399 AH (corresponding to 04 February 1979AD), for the purpose of transporting passengers by bus on the public road network in the Kingdom within cities, and between them, and outside the Kingdom, transporting parcels, transporting and transporting goods and tasks, school transport, transporting teachers, renting and operating cars, private taxis and trucks, operating and maintaining metro, trains, transporting sand and gravel, organizing tourist trips inside Saudi Arabia and Hajj and Umrah services from inside and outside the Kingdom, providing support services, logistics and technical training in the field of transport and importing spare parts and chemical cleaners for vehicles.

The approval of the Council of Ministers was issued on 10 Sha'ban 1442 AH (corresponding to 23 March 2021AD) to extend the concession contract for a period of one year until 30 Jumada Al-Thani 1443 AH (corresponding to 02 February 2022 AD).

In September 2021, the Transport General Authority published a request document that included the Authority's desire to plan and implement the liberalization of the market for intercity bus transportation services in the KSA and divide it into concession areas. Later in January 2022, it published a tender document for qualifying companies wishing to apply for a competition to operate concession areas, provided that the same shall commence operating in July 2023 AD.

The approval of the Council of Ministers was issued on 05 Jumada Al-Awwal 1444 AH (corresponding to 29 November 2022 AD) to extend the concession contract from 2 Rajab 1443 AH (corresponding to 3 February 2022 AD) to 18 Jumada Al-Thani 1445 AH (corresponding to 31 December 2023 AD), or to complete the start-up in all areas according to the new contracts (whichever is earlier).

The Company's revenue is derived from the following main activities:

1. Passenger transport sector: It includes scheduled transport services represented in passenger transport services between cities, within cities, and international transport, with revenues amounting to SAR 631.64 Mn. This activity contributes at a rate of 46.31% of the company's revenue.
2. Specialized Services Sector: It includes transportation services under the leasing contracts concluded by the Company with third parties, whether governmental or non-governmental, inside or outside Saudi Arabia, in addition to limousine services, with revenues of SAR 332.16 Mn. This activity contributes at a rate of 24.35% to the Company's revenues.
3. General Management: Includes support units and strategic projects, with revenues of SAR 44.59 Mn and contribute at the rate of 3.27% to the Company's revenues.

Subsidiary Companies:

Saudi French Public Transport Company PTC:- a subsidiary company whose main activity is the supply, operation and maintenance of buses in the city of Riyadh under the license of the General Investment Authority No. 10608351147347 to implement the King Abdul Aziz project for public transport in Riyadh on 8 Dul al-Qadah 1435 AH (corresponding to 03 September 2014 AD), Its revenue is SAR 333.16 Mn and contribute at the rate of 24.42% of the Company's revenues.

Digital Mobility Solutions Company for Investments

(a) Introduction to the Company and its services:

A company specialized in building leading companies in the field of smart mobility and logistics. DMS also promotes investment opportunities to attract investors from inside and outside KSA. Today, DMS contributes to advancing the social and economic development of KSA, as it in turn achieves the strategic objectives of the Kingdom's Vision 2030 through innovation, sustainability and smart solutions in mobility and logistics. Since its establishment in mid-2021, DMS has established (5) pioneering services aimed at improving the quality of life and developing the transport sector in the KSA as follows:

- Smart Mobility Service – ReKab Solutions Company:
100% owned by DMS, registered in Riyadh, Kingdom of Saudi Arabia under commercial register number 1010795911 date 16 Ramadan 1445 AH (corresponding to 17 April 2022).
The paid capital of the company is SR 10,000. The company is engaged in the shared rides transportation services.
- Logistics and Freight Services- Fastmile Company
- Tourism and Umrah Services -eJourney
- Supply Chain Solutions Services Platform - FinUp
- Vehicle Inspection, Repair and Maintenance Service - Merapp

(b) DMS's most notable achievements:

- Establishing and building (5) pioneering services in the smart mobility and logistics solutions sector.
- Opening of the headquarters of DMS and its subsidiaries in Riyadh.
- Launching the accounts of the social network and the website of DMS and its affiliates.
- DMS and its subsidiaries participate in GITEX exhibition in Dubai
- Operation of smart participatory mobility service in Riyadh – Jeddah – Makkah.
- DMS Participates as a Techstars Accelerator Representative in the Project Appraisal and Guidance Committee
- Participation of DMS and its subsidiaries as speakers at GITEX Dubai.

- A DMS subsidiary of Fastmile participated as a speaker at the Limitless Conference in Riyadh.
- A subsidiary of DMS , eJourney, has signed a series of strategic agreements aimed at providing integrated tourism services to visitors from inside and outside KSA for the purpose of facilitating domestic tourism and Umrah operations.

(c) DMS Future Plans :

- Continuity and acceleration of the growth of DMS startups.
- Attract strategic investors from inside and outside KSA.
- Highlight the brand of DMS and its subsidiaries by marketing products through participation in conferences and events inside and outside KSA.
- Increasing the market share in the field of smart participatory mobility services by providing service in new cities.
- Attracting and incubating talented people and opening an accelerator program for entrepreneurial ideas in the transport sector

(d) DMS' revenues amounted to SAR 22.5 Mn and contribute to 1.65% of the Company's revenues.

16) A description of the Company's significant plans and decisions (including changes to the structure, expanding company's operations or halting them) and future expectations.

During 2022, SAPTCO worked to react quickly when lifting precautionary measures and the return of travel and the seasons of Hajj and Umrah gradually, taking advantage of its flexible business model and organizational structure adopted by the end of 2021. The year 2022 witnessed an improvement in the performance of the operational sectors, thanks to the Company's success in rationalizing expenditures through a measures that contributed to reducing costs and ensuring the integration of the Company's activities and operations according to the highest standards of efficiency and effectiveness. In view of the importance of defining the Company's directions, strategy and future objectives for all its activities based on the new business model and organizational structure, the Board of Directors approved the strategic plan for the Company and the strategic business units for the next phase (2023-2025), which is in line with the objectives of the Kingdom's Vision 2030 to strengthen the transport sector. It also contributes to the development of SAPTCO's capabilities as a national company specialized in the public and specialized transport sector and expansion in complementary sectors such as maintenance and technical affairs for buses and heavy vehicles.

17) Information on any risks facing the Company (operational, financial or market related) and the policy of managing and monitoring these risks. Risk Management:

The Saudi Public Transport Company (SAPTCO) shall apply the risk management methodology in accordance with ISO 31000:2018 standards. The Company has prepared a risk management policy that defines the framework, risk appetite, and criteria for identifying and evaluating risks. In order to apply this methodology, the Company's management has formed an internal committee that works to identify the risks faced by the Company and develop corrective action plans to mitigate them and reduce their effects, in order to ensure the optimal balance between risk and return on the Company and contribute to achieving the strategic objectives of the Company. The committee submits the results of its work periodically to the Company's management and the audit committee for presentation to the Board of Directors.

Risks in the Company:

The Company faces a variety of risks as a result of the nature and conditions of its operations associated with the field of land transport. The Company works to assess these risks in accordance with the approved risk policies and procedures. It also works to develop the necessary procedures and controls to mitigate these risks and review them on an ongoing basis to verify their effectiveness. The most prominent of these risks are:

1) Strategic Risks:

Strategic risks that arise due to external variables that affect the Company's implementation of its strategic plans, most notably:

- Decrease in revenue as a result of the expiration of the intercity transport concession contract:

The Company is working to diversify its sources of income and expand the contracts and projects of public transport, educational transport and specialized service contracts, in addition to investing in digital mobility solutions, as well as restructuring the company to commercial units to enhance profitability, and the Company is preparing all the

equipment to obtain a market share of the new concession areas, and the decision of the Council of Ministers was issued to extend the concession contract until 31 December 2023, or to complete the start-up in all regions according to the new contracts (whichever is earlier).

- The low share of the Company in the transport market due to the presence of competitive means of transport.

The prices of competitive means of transport are constantly reviewed, and the Company also conducts marketing programs and promotional offers for competition, as well as a company specialized in smart mobility solutions as a diversification of the services provided by the Company.

- Continuous changes in legislation, labor market regulations and laws, and the possibility of increased costs.

The Company is working to include variables in the systems within the Company's contracts, as well as diversifying the Company's activities and structure, where the Company participates in workshops and activities held in order to identify in advance the orientations of legislators.

2) Operational Risks:

The Company faces many risks that affect the course of its operations, operations and business, the most prominent of which are:

- The Company's business has been affected by the spread of diseases, epidemics and pandemics:

Business continuity plans have been developed and crisis management committees formed in the event of the spread of diseases, epidemics and pandemics. The Company is also working to follow up and adhere to the instructions issued by the competent authorities, in addition to benefiting from the support provided by the state, as well as developing solutions to reduce costs and include emergency conditions in the Company's contracts.

- The use of old buses, which may cause accidents or fines from the regulatory authorities.

Periodic maintenance of buses is carried out and an inspection certificate is obtained. It has been agreed with the Transport General Authority to do not calculate the violations of the obsolescence of buses until the end of the concession contract. The exchange of benefits between sectors has also been activated to benefit from modern buses.

- High indirect costs for the Company.

The Company is working to automate the work and reduce manual work continuously, and is working on the implementation of many projects to improve the internal systems as well as projects to link the systems.

- Protecting the privacy of the Company's data in the event of breaches and disasters.

The Company works to protect its data by making frequent copies of data in distant geographical locations, as well as developing adequate and continuously updated protection programs and controls.

- Increase maintenance costs for technical systems.

The Company continuously studies and evaluates the systems available in the market, and works to replace a number of systems with high maintenance costs with alternative systems, as well as continuous follow-up of the efficiency of use and optimal utilization of all the Company's technical systems.

3) Compliance Risks:

Risks related to the Company's commitment to the regulatory authorities, the most prominent of which are:

- Failure to issue the necessary licenses for the Company's sites according to the requirements of government agencies.

The Company rehabilitates a number of sites owned by it to meet the requirements and obtain licenses. The Company is also preparing to hand over the agreed sites in good condition to the competent authority at the end of the concession, as well as reducing capital investments for the requirements of new projects and assigning them to contractors.

4) Financial Risks:

The Company is subject to many financial risks, which affect the financial position of the Company and the possibility of the Company to meet its obligations, the most prominent of which are:

- The financial position of the Company was affected by the failure of customers and debtors to pay:

As part of the company's confrontation with the risk of non-payment of its debts by customers and debtors, the Company has taken the following measures:

- Apply credit limits to reduce instances of default.
- Review and update the receivables policies periodically.
- Form a committee to manage receivables and increase the effectiveness of control and collection.
- Opening financing facilities with commercial banks.
- Submitting the Company's troubled claims to the government agencies on Etimad platform in coordination with the specialists in the Ministry of Finance.

18) A summary in a form of a table or graph showing the Company's assets, liabilities and results of the last five fiscal years or since the incorporation date, whichever is shorter.

The tables below summarize the financial position and income statements for the last five years

Comparative statement (summary) of the consolidated statement of financial position for the last five years

(Amounts in SAR '000)

Statement	2022	2021	2020	2019	2018
Current Assets	2,638,362	2,721,602	1,171,876	851,507	819,450
Non-Current Assets	2,035,706	2,059,455	3,525,834	3,242,692	2,287,962
Total Assets	4,674,068	4,781,057	4,697,710	4,094,199	3,107,412
Total Liabilities	1,407,977	1,114,404	859,921	1,006,953	764,115
Murabaha Finance - Non-Current Portion	1,035,376	1,317,872	943,763	336,663	164,749
An advance payment from a client - Non-Current Portion	1,053,531	1,105,574	1,437,950	959,078	420,609
EOSs for the Employees	175,337	156,750	145,612	137,516	157,488
Deferred Revenues - Non-Current Portion	-	-	4,675	5,313	7,682
Lease Contract Liabilities - Non-Current Portion	62,178	36,947	31,041	8,529	-
Total Non-Current Liabilities	2,326,422	2,617,143	2,563,041	1,447,099	750,528
Total Liabilities	3,734,399	3,731,547	3,422,962	2,454,052	1,514,643
Capital	1,250,000	1,250,000	1,250,000	1,250,000	1,250,000
Statutory Reserve	-	-	-	183,471	179,939
Conventional Reserve	-	-	42,730	42,730	42,730
Accumulated losses (Retained Earnings)	(304,915)	(200,350)	(22,067)	163,801	130,562
Investments Revaluation Reserve	-	-	-	(6,495)	(18,502)
Non-Controlling Equities	(5,416)	(140)	4,085	6,640	8,040
Total Equities	939,669	1,049,510	1,274,748	1,640,147	1,592,769
Total Liabilities & Equities	4,674,068	4,781,057	4,697,710	4,094,199	3,107,412

Comparative statement (summary) of the consolidated income statement for the last five years

(Amounts in SAR '000)

Statement	2022	2021	2020	2019	2018
Revenues of the Main Business	1,319,467	960,573	1,169,662	1,711,891	1,455,453
Total Costs	(1,441,801)	(1,185,708)	(1,543,485)	(1,677,761)	(1,482,570)
Other Revenues	40,110	24,511	12,683	16,693	68,622
Deterioration Loss in the Investment Value in the Associated Company	(2,801)	517	244	1,728	(8,295)
Minority Equity Share in the Net Loss of a Subsidiary	(5,482)	(4,278)	(2,555)	(1,400)	2,518
Zakat	(5,847)	(16,081)	(14,264)	(17,227)	(12,795)
Net profit during the year	(96,354)	(220,466)	(377,715)	33,924	22,933

19) Geographical analysis of revenues of the Company and its affiliates.

(A Table Showing the Geographical Analysis of The Company's Total Revenue (in SAR '000) on 31 December 2022)

(Amounts in SAR '000)

State-ment	Total Rev-enues of the Cen-tral Re-gion	Total rev-enues of the East-ern Re-gion	Total Rev-enues of the Southern Region	Total rev-enues of the South-ern Re-gion	Total for Saudi French Public Transport Company PTC	Total for Digi-tal Mobility Solutions Com-pany DMS	The Compa-ny's total rev-enue
Total revenues	309,207	109,888	515,874	73,419	333,163	22,504	1,364,055

*Inclusive of funding income.

20) Any material differences in the operational results compared to the previous year's results or any expectations announced by the Company.

Regarding to comparing operating results for the fiscal year 2022 with the 2021 year, the operating revenues of the Company increased during 2022 compared to the 2021 year by SR 358.9 Mn at a rate of (37.36%), while the total group profit from operation during 2022 increased by SR 173.74 Mn, at a rate of 7,399.28%, and the operating expenses in 2022 increased by SAR 185.16 Mn compared to 2021 year, by (19.32%). While the net (loss) achieved by the Group during the year 2022 SR (96.35) Mn, compared to a net loss of SR (220.47)Mn for the 2021 year, a decrease of SR 124.11 Mn and by (56.30%) from the net (loss) of the 2021 year.

Table showing the Group's operational results for 2022 compared to the previous year 2021:

(Amounts in SAR '000)

Statement	2022 AD	2021 AD	Variations (-) or +	Variations Ratio %
Operational Revenues	1,319,467	960,573	358,894	37.36%
Operational Expenses	1,143,384	958,225	185,159	19.32%
Total Profit from the Operation	176,083	2,348	173,735	7,399.28%
Expenses of the Main Business	217,778	160,089	57,689	36.04%
Profit (Loss) from the Main Operations	(41,695)	(157,741)	116,046	73.57%
Other Revenues/ Expenses	(48,812)	(46,644)	(2,168)	4.65%
Deduct: Zakat or tax	5,847	16,081	(10,234)	- 63.64%
Net Loss	(96,354)	(220,466)	124,112	- 56.30%

21) Any inconsistency with the standards approved by the Saudi Organization for Chartered and Professional Accountants.

There is no difference from the accounting standards adopted by the Saudi Organization for Chartered and Professional Accountants regarding the review and evaluation of the Company's financial statements.

22) Name of each affiliate company, its capital, the Company's ownership percentage, main scope of business, country of operation and country of incorporation.

There are two subsidiaries (Public Transportation Co. Digital Mobility Solutions Company for Investments, two associate companies (Saudi Bahraini Transport Co Ltd and Capital Metro Co Ltd – CAMCO) and a joint venture (Saudi Emirates Integrated Transport Company-SEITCO) and their details are as follows:

Company Name	Public Transportation Co. Ltd.	Digital Mobility Solutions Company for Investments - One Person Company	Capital Metro Co Ltd - CAMCO	Saudi Emirates Integrated Transport Company – (SEITCO)	Saudi Bahraini Transport Co
Its capital (SAR)	10,000,000	5,000,000	18,000,000	100,000	10,000,000
Exporter Ownership Percentage	80%	100%	20%	50%	40%
Its main activity	Supply, operation and maintenance of buses in the city of Riyadh under the license of the General Investment Authority No. 10608351147347 dated 08/11/1435 AH	Professional, scientific, technical and administrative activities, administrative and support services, financial and insurance activities, information and communications and transport and storage activity	Road construction and road maintenance works under the license of the General Authority for Investment No. 10206381177142 dated 03/11/1438 AH	The activity of Saudi Emirates Integrated Transport Company is to provide school transportation services, own vehicles from buses, manage corporate fleets and provide car transportation services.	Transporting passengers by bus between KSA and the Kingdom of Bahrain via the King Fahd Causeway (Saudi Arabia-Bahrain), transporting luggage and parcels, and practicing all activities related to public transport. (Under Liquidation)
The State's principal place of operations	Kingdom of Saudi Arabia	Kingdom of Saudi Arabia	Kingdom of Saudi Arabia	Kingdom of Saudi Arabia	Kingdom of Bahrain
Country of incorporation	KSA (under CR No. 1010429250)	KSA (under CR No. 1010732875)	KSA (under CR No. 1010611311)	KSA (under CR No. 1010403688)	KSA (under Commercial Registration No. 2050016546) and Kingdom of Bahrain under Commercial Registration (17777)

* The Extraordinary General Assembly of the Partners decided on 31 December 2015 to liquidate the Company and complete its legal procedures. The liquidation has not been completed to date.

23) Details of shares and debt instruments issued by each affiliate company.

1) Public Transportation Co. (PTC) Ltd:

The capital consists of Public Transportation Co. Ltd. out of (1,000,000) cash shares, the value of each cash share is ten Saudi riyals, and Saudi Public Transport Company owns (800,000) cash shares worth (8,000,000) Saudi riyals, i.e. 80% of the capital of Public Transportation Co. Ltd. There are no debt instruments issued to Public Transportation Co. Ltd.

2) Digital Mobility Solutions Company for Investments - One Person Company

The capital of Digital Mobility Solutions Company for Investments consists of (500,000) cash shares worth of each cash share (10) Saudi Riyals, and Saudi Public Transport Company owns (500,000) cash shares in the amount of (5,000,000) Saudi Riyals, that is, (100%) of the capital of Digital Mobility Solutions Company for Investments.

3) Capital Metro Co Ltd – CAMCO:

Capital Metro Co Ltd –CAMCO consists of (18,000) cash shares worth of each cash share (1,000) Saudi Riyals, and Saudi Public Transport Company (3,600) has a cash share of (3,600,000) Saudi Riyals, i.e. 20% of the capital of Capital Metro Co Ltd – CAMCO. There are no debt instruments issued to Capital Metro Co Ltd.

4) Saudi Emirates Integrated Transport Company:

The capital of the Saudi Emirates Integrated Transport Company consists of one hundred cash shares, the value of one share is SAR (1,000), and the Saudi Public Transport Company owns fifty cash shares worth SAR (50,000), or 50% of the capital of the Saudi Emirates Integrated Transport Company. There are no debt instruments issued to the Saudi-Emirati Integrated Transport Company.

5) Saudi Bahraini Transport Co

The capital of Saudi Bahraini Transport Co consists of ten thousand cash shares, the value of each share is one thousand Saudi riyals, and Saudi Public Transport Company owns (4,000) shares worth SAR (4) Mn, or (40%) of the capital of Saudi Bahraini Transport Co, which is SAR (10,000,000) (ten million Saudi riyals), and there are no debt instruments issued to the Saudi Bahraini company.

The Extraordinary General Assembly of the partners of Saudi Bahraini Transport Co Ltd agreed at its meeting held on 31 December 2015 to dissolve and liquidate the Company and appoint a liquidator to liquidate it. The Company does not expect the liquidation to have a material effect on the financial statements.

24) A descriptions of dividends distribution policy.

Subject to Article (49) of the Bylaws of Saudi Public Transport Company (SAPTCO), the Company's net annual profits after deducting all general expenses and other costs including depreciation reserve shall be distributed as follows:

1. (10%) of the net profits shall be set aside to form the statutory reserve of the Company, and the Ordinary General Assembly may decide to discontinue this deduction when the said reserve reaches (30%) of the paid-up capital.
2. The Ordinary General Assembly may, upon the proposal of the Board of Directors, avoid (5%) of the net profits to form an agreement reserve allocated for a specific purpose or purposes specified by the Board of Directors. Such retention shall be suspended if it reaches (25%) of the capital.
3. The Ordinary General Assembly may, upon the proposal of the Board of Directors, decide to form other reserves, to the extent that it is in 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 sums from the net profits for the establishment of social institutions for the Company's employees or to assist the existing ones of these institutions.
4. After that, a percentage of no less than (5%) of the Company's paid-up capital shall be distributed to the shareholders.
5. The remainder is then distributed to the shareholders as an additional share in the profits or retained in the retained earnings account.

The Company Board of Directors has recommended to don't distribute a cash dividends to shareholders for the year 2022.

25) A description of any interest in a class of voting shares held by persons (other than the company's directors, Senior Executives and their relatives) who have notified the Company of their holdings pursuant to Article (45) of the Listing Rules, along with any change to such rights during the last –fiscal year.

There are no shares with special voting priority or any debt instruments belonging to Board members, senior executives, and their relatives, or to any third parties, as the Company currently does not have debt instruments convertible into shares.

26) A description of any interest, contractual securities or rights issue of the Board members, Senior Executives and their relatives on the shares or debt instruments of the Company or its affiliates, and any change on such interest or rights during the last fiscal year.

A description of any interest of the directors and their relatives in the shares or debt instruments of the Company or its subsidiaries:

A table showing the interest of the directors in the shares and debt instruments of the Company:

SR No	Name of the person to whom the interest belongs or the contractual papers or subscription rights	Beginning of the year		End of the year		Net Variation	variations ratio
		Number of shares	Debt instruments	Number of shares	Debt instruments		
1	Eng. KHALID ALMUDAIFER	-	-	-	-	-	0 %
2	Mr. MUSAD AL-DAWOOD	-	-	-	-	-	0 %
3	Major General. ZAYED ALTUWAYAN	-	-	-	-	-	0 %
4	Mr. ABDULAZIZ ALMOSAAD	-	-	-	-	-	0 %
5	Dr. SAUD ALNIMIR	-	-	-	-	-	0 %
6	Mr. ABDULLAH ALSALEH	-	-	-	-	-	0 %
7	Mr. TURKI ALMUBARAK	100	-	100	-	-	0 %
8	Mr. YASSER AL-DAWOOD	-	-	-	-	-	0 %
9	Mr. WALID ALHABIB	193,600	-	194,600	-	1000	0.52 %
10	Eng. KHALID ALHOGAIL	1000	-	1000	-	-	0 %

A description of any interest of senior executives and their relatives in shares or debt instruments of the Company or any of its subsidiaries:

Sr	Name of the Beneficiary	Beginning of the year		End of the year		Net Variation	Variation Ratio
		Number of shares	Debt instruments	Number of shares	Debt instruments		
1	Eng. KHALID ALHOGAIL	1000	-	1000	-	0	0 %
2	Eng. GHASSAN ABDULJAWAD	5000	-	5000	-	0	0 %

27) Information on any loans (payable upon request or not), a statement of the total indebtedness of the Company and its affiliates, any amounts paid by the Company in repayment of loans during the year, the amount of the principal debts, the creditor's name, the loan term and the remaining amount. In case there are no loans, a declaration thereof shall be presented.

These contracts represent Islamic Murabaha contracts from some local banks for the purchase of vehicles for the Company to be paid in monthly installments for a period of five years, and the guarantees of repayment of the loan is the Company's signing of bonds for an order delivered to the bank. The Company has concluded an Islamic Murabaha financing agreement with Al Rajhi Bank and the Saudi National Bank to purchase buses, as follows:

- An Islamic Murabaha Agreement was signed with Al Rajhi Bank on 01 January 2018 for the purchase of 50 Travego buses. The principal amount of the loan is SAR 61.5Mn. The loan will be repaid over a period of five years from the date of receipt of the buses. The first installment was paid on 01 February 2018, and the last installment will be paid on 01 January 2023.
- An Islamic Murabaha agreement was signed with Al Rajhi Bank on 10 May 2018 to purchase 350 King Long Buses, model 2019. The original amount of the loan is SAR 136.6Mn. The loan will be repaid over five years from the date of receipt of the buses. The first installment was paid on 10 June 2018, and the last installment will be paid on 10 May 2023.
- An Islamic Murabaha Agreement was signed with the National Bank of Saudi Arabia on 17 June 2019 to purchase 200 King Long (YMQ6128YS) 2020-model buses for intercity transport. The principal amount of the loan is SAR 83 Mn. The loan will be repaid over five years from the date of receipt of the buses. The first installment was paid on 13 August 2019 and the last installment will be delivered on 07 July 2024.
- An Islamic Murabaha agreement was signed with Al Rajhi Bank on 26 August 2020 to purchase 448 King Long buses, 2021-model, and the principal amount of the loan is SAR (101) Mn. The loan will be repaid over a period of five years from the date of receipt of the buses. The first installment was paid on 27 September 2020, and the last installment will be paid on 26 August 2025.
- An Islamic Murabaha Agreement was signed with Al Rajhi Bank on 23 June 2022 to purchase 260 King Long buses model 2023. The principal amount of the loan is SAR (148.9) Mn. The loan will be repaid over a 5-year period from the date of receipt of the buses. The first installment was paid on 24 July 2022 and the last installment will be paid on 23 June 2027.

a. Table showing the position of outstanding Loans of the parent company as at 31 December 2022

(Amounts in SAR '000)

Bank Name	Value in 2021	New loan added during 2022	Paid during 2022	Remaining until 31 December 2022
Al-Rajhi Bank	131,466	148.902	75,495	204,873
Saudi National Bank (SNB)	42,948	–	16,645	26,303
Total loans of parent company	174,414	148.902	92,140	231,176

Note: This offer does not include the financing cost of the loan.

Operating loans to the parent company with banks:

During 2022, the Company, in accordance with facility contracts concluded with local banks, received quarterly operating loans (renewable or repayable in full) in order to meet the impact of the Corona pandemic on operation and the details of operational loans as follows:

(Amounts in SAR '000)

Bank Name	Borrowing Date	Loan Amount at 31 December 2022
Al-Rajhi Bank	17/03/2022	100,223
Saudi National Bank (SNB)	17/01/2022	50,615
Total		150,838

b. Table showing the position of outstanding (loans) for the subsidiary (Saudi French Public Transport Company) as on 31 December 2022

(Amounts in SAR '000)

Bank Name	Value in 2021	New loan added during 2022	Paid during 2022	Remaining until 31 December 2022
Arab National Bank	1,262,000	27,500	40,000	1,249,500
Total Loans	1,262,000	27,500	40,000	1,249,500

Note: This offer does not include the financing cost of the loan.

(Amounts in SAR '000)

Total Loans of Parent and the Subsidiary	1,631,514
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28) A description of the classes and number of any convertible debt instruments, contractual securities, right issue or similar rights issued or granted by the Company during the fiscal year, as well as stating any compensation obtained by the Company in this regard.

There are no debt instruments convertible into shares, or any option rights, subscription right notes or similar rights issued or granted by the Company during the financial year.

29) A description of any conversion or subscription rights under any convertible debt instruments, contractually based securities, rights issue or similar rights issued or granted by the Company.

There are no debt instruments convertible into shares, or any option rights, subscription right notes, or similar rights issued or granted by the Company during the financial year.

30) A description of any redemption, purchase or cancellation by the Company of any redeemable debt instruments and the value of such securities outstanding, distinguishing between those listed securities purchased by the Company and those purchased by its affiliates.

There is no redemption, purchase or cancellation by the Company of any redeemable debt instruments of the Company or its Affiliate.

31) The number of Board meetings held during the last financial year, their dates and the attendance record of each meeting listing the names of the attendees.

The Board of Directors of the Company held (5) meetings during the fiscal year 2022, according to the following attendees:

Record of attendance at Board meetings during 2022 AD

Sr.	Member name	First Meeting No. 363. 17/01/2022 AD	Second Meeting No. 364. 27/03/2022 AD	Third Meeting No. 365. 20/06/2022 AD	Fourth Meeting No. 366 08/09/2022 AD	Fifth Meeting No. 367 05/12/2022 AD	Total
1	Eng. KHALID ALMUDAIFER	√	X	√	√	√	4
2	Mr. MUSAD AL-DAWOOD	√	√	√	X	√	4
3	Major General. ZAYED ALTU-WAYAN	√	√	√	√	√	5
4	Mr. ABDULAZIZ ALMOSAAD	√	√	√	√	√	5
5	Dr. SAUD ALNIMIR	√	√	√	√	√	5
6	Mr. ABDULLAH ALSALEH	√	√	√	√	√	5
7	Mr. TURKI ALMUBARAK	√	√	√	√	√	5
8	Mr. YASSER AL-DAWOOD	√	√	√	√	√	5
9	Mr. WALID ALHABIB	√	√	√	√	√	5
10	Eng. KHALID ALHOGAIL	Did not jointed		√	√	√	3

32) The number of the Company's requests of shareholders registry, dates and reasons thereof

The shareholders' register was requested during the fiscal year 2022 (8) times; the details of the requests were as follows:

SR.	Date of Request	Reason for Request
1	02/01/2022	Corporate Actions
2	31/03/2022	Corporate Actions
3	18/05/2022	General Assembly
4	01/06/2022	Others
5	08/06/2022	Others
6	21/09/2022	Corporate Actions
7	19/12/2022	Corporate Actions
8	31/12/2022	Corporate Actions

33) A description of any transaction between the Company and any Related Party.

During the fiscal year 2022 AD, some work was carried out between Saudi Public Transport Company –SAPTCO and its subsidiaries (Saudi French Public Transport Company) Digital Mobility Solutions Company for Investments (and Saudi Emirates Integrated Transport Company (SEITCO) (Joint Venture) , represented in providing of a technical services, selling buses and other services within the scope of normal busines and without any preferential conditions. The transaction amount (27.2 and 99.2) million Riyals for SEITCO and DMS respectively.

34) Information relating to any businesses or contracts to which the Company is a party, and in which a Director of the Company, a Senior Executive or any person related to any of them is, or was, interested, including names of the person in relation with such business and contract, in addition to the nature, conditions, durations and amount of the business or contract. If there are no businesses or contracts, the Company must submit a statement thereof.

There are Some business and contracts were carried out between the Saudi Public Transport Company and its subsidiaries (related parties) in accordance with the standards and conditions followed with third parties within the normal business, during the fiscal year ending on 31/12/2022 AD, and the members mentioned below have no interest in these business, which are as follows:

SR.	Nature of business or contract	Business or contract amount	Business or contract term	Business or contract conditions
1	Digital Mobility Solutions (DMS): a. Providing financial support in the form of working capital.	SAR 99.2 Million	Fiscal Year 2022	<ul style="list-style-type: none"> • Eng. Khaled bin Saleh Al-Mudaifer, Chairman of the Board of Directors, and Chairman of the Board of Directors of Digital Mobility Solutions Company, of which the Company owns 100% of its capital. • Eng. Khalid bin Abdullah Alhogail, Board Member (Executive), and Board Member of Digital Mobility Solutions Company, in which the Company owns 100% of its capital. • Mr. Abdullah bin Ibrahim Al-Saleh, Member of the Board of Directors (Non-Executive), and member of the Board of Directors of Digital Mobility Solutions Company, in which the Company owns 100% of its capital. • Mr. Ahmed bin Ayed Aljohani, Chief Executive Officer of Specialized Transport Solutions (Senior Executives), who is a member of the Board of Directors and CEO of the Digital Mobility Solutions Company, in which the Company owns 100% of its capital.
2	Contracts and services agreement with SEITCO: a. Contract for rent-ing accommodation and parking for SEITCO buses in Al-Hair depot, the contract is valid starting from August 17, 2022 AD. b. Selling (192) used buses and their spare parts. c. Providing financial sums to support the purchase of buses, as well as to support working capital.	SAR 4.3 Million SAR 13.2 Million SAR 9.7 Million	Fiscal Year 2022	Eng. Khalid bin Abdullah Al-Hogail, Member of the Board of Directors (Executive) and Chairman of the Board of Directors of the Saudi Emirates Integrated Company (SEITCO), in which the company owns 50% of its capital.

These transactions will be presented to the General Assembly of shareholders for voting

35) A description of any arrangements or agreements under which a Director or a Senior Executive of the Company has waived any remunerations.

No arrangement or agreement has been made whereby any salary or compensation has been waived by a Board member of the Company or a senior executive.

36) A description of any arrangements or agreements under which a shareholder of the Company has waived any rights to dividends.

No arrangements or assignment agreements have been made under which a shareholder of the Company has waived any profit rights.

37) A statement of the value of any paid and outstanding statutory payments on account of any Zakat, Taxes, fees or any other charges that have not been paid until the end of the annual financial period, with a brief description and reasons therefor

Table showing the regular payments made and due to the various entities in the country as at 31 December 2022

(Amounts in SAR '000)

Statement	Outstanding and unpaid as at the end of the 2022 year fiscal period	Paid 2022
Zakat and Tax	23,767	80,213
The General Organization of Social Insurance (GOSI)	2,033	23,768
Costs of visas and passports	-	4,599
Labour office fees	-	26,628
Total	25,800	135,208

The amounts shown in the table represent the following:

- Social insurance:

Social insurance fees paid for the year 2022, and due for the December 2022, and was paid in January 2023.

- Visas, passports and labour office fees:

Fees for renewing visas and work permits for the Company's employees paid during 2022.

- Zakat and Tax:

During November 2021 AD, the company received an initial assessment from the Zakat, Tax and Customs Authority for the years 2019 AD and 2020 AD with zakat differences amounting to 27 million for the, and the company submitted an objection to the aforementioned Authority's assessment. In April 2022, the company received the final assessment from the Authority for the years 2019 and 2020, with zakat differences of 2.77 million riyals, and the amount was paid to the Authority on April 28, 2022. This resulted in reversing of provision surplus amounting to 24.30 million riyals (in the first quarter of 2022 AD).

38) A statement as to the value of any investments made or any reserves setup for the benefit of the employees of the Company.

There are no investments or other reserves created for the benefit of the Company's employees.

39) Declarations that:

The Board of Directors of Saudi Public Transport Company acknowledges the following:

- 1- That the accounting records have been duly prepared;
- 2- The internal control system is well established and effectively implemented.
- 3- There is no significant doubt regarding the Company's ability to continue its activity.

40) If the external auditor's report contains reservations on the annual financial statements, the Board's report must highlight them mentioning their reasons and any relevant information.

The auditor's report did not contain any qualifications to the annual financial statements.

41) If the Board recommends replacing the external auditor before the end of the term for which it is appointed, the report shall indicate this, mentioning the reasons for the replacement recommendation.

The Board of Directors did not recommend the replacement of the chartered accountant before the end of three consecutive fiscal years.

42) Disclose details of treasury shares maintained by the Company, and details of utilizing such shares.

There are no treasury shares held by the Company.

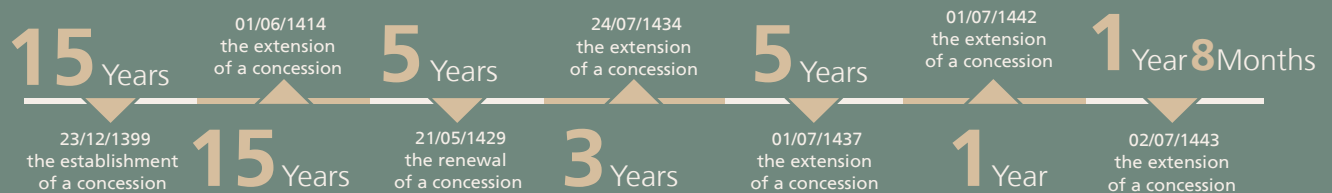


A long line of orange Saptco buses is parked along the left side of a two-lane asphalt road. The road has a dashed yellow center line and a solid yellow edge line. The background features a steep, rocky hillside with sparse vegetation under a clear blue sky. Several tall, thin light poles are visible along the road. The buses are arranged in a single file, receding into the distance.

Saptco's Services & Operations

Saptco's Services & Operations

Upon the issuance of Royal Decree No. (M / 11), dated 7/3/1399, which aimed to establish the Saudi Public Transport Company, as a Saudi joint stock company, efforts began to establish the concept of public transport in the Kingdom, and this was followed by another Royal Decree No. (M / 48) dated 23/12/1399, the company was granted the concession to transport passengers by bus within and between cities for fifteen Hijri years.



In order to provide the necessary financial resources, and according to the company's Articles of Association, the amount of 1,000,000,000 (one billion) Saudi riyals, has been allocated as the Company's capital. In 2007, the capital was increased to 1,250,000,000 (one billion, two hundred and fifty million) Saudi riyals. The main tasks of the company are to transport passengers by buses on the public road network within and between cities.

SAPTCO's fleet and subsidiaries consist of

7,000 vehicles,

Where SAPTCO fleet is 3,854 vehicles of various types and specifications, and is equipped with the latest technology and tracking systems.



First: Passenger Buses

1 - Urban Transport

Urban Public Transport is the transport of passengers on specific lines on the intracity network at a specific fare value. Fare value is unified for all lines, or they may be different depending on the line and type of service.



+ 11 million passengers

11,903,087 Number of passengers

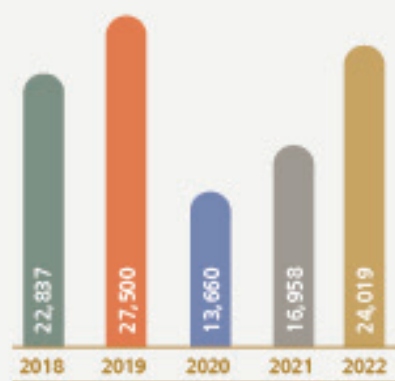


+24 million km

24,019,436 operations Kilometers



Urban Riderships
from 2018 - 2022 in thousands

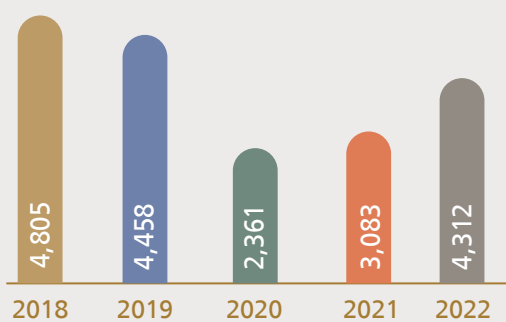
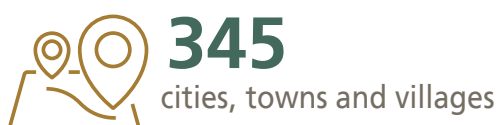


Urban operational kms
from 2018 - 2022 in thousands

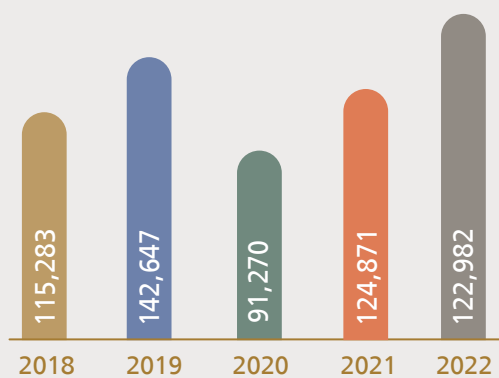


2 - Intercity Transport

Intercity Transport refers to bus transportation between cities, with a scheduled network of lines connecting cities, towns and villages through 13 main stations and over 150 agents spread throughout the Kingdom of Saudi Arabia.



Number of passengers between cities, from 2018 - 2022 in thousands



Kilometers traveled between cities, from 2018 - 2022 in thousands

3 - International Transport Services

SAPTCO offers international transportation to passengers via modern, advanced, and safety equipped fleet of buses from cities in the kingdom to a number of the neighboring Gulf and Arab countries including United Arab Emirates, Bahrain and Egypt.


03

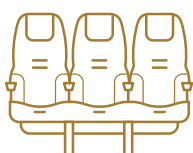
Countries


16

daily trips


14

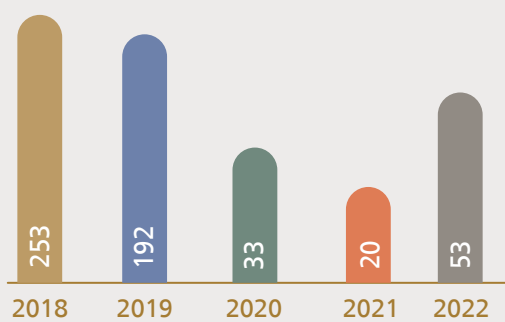
lines


**+ 50 thousand
passengers**

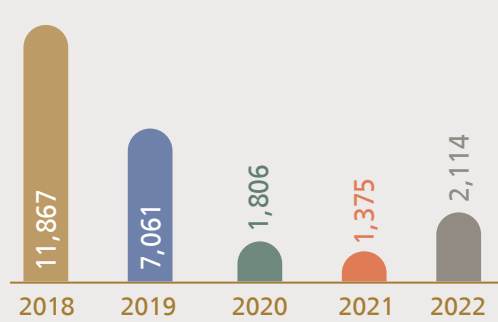
53,368 passengers


+2 million km

2,114,146 Kilometers traveled



Number of passengers between countries,
from 2018 - 2022



Kilometers traveled between countries,
from 2018 - 2022 in thousands:

4 - VIP services

SAPTCO provides distinctive VIP Express services with more comfort and entertainment, in terms of luggage, drinks and snacks services during the trip, with an advanced entertainment system on the bus for an enjoyable trip and a high-quality service.



With VIP EXPRESS



Snacks



Hot
drinks



Screen TV
service



Luxury
seat



Direct
trips



Wi-Fi



Charging
points



107,743
passengers



2,677,248
Kilometers
traveled



Second: Specialized Services

1 - Charter Services

This is a service involving bus rentals to direct beneficiaries or organizers of special programs, transportation of local and foreign Umrah pilgrims and visitors between shrines in Makkah and Madinah, and rentals for private tours, tourist or archaeological sites within or between cities. Rentals can be on a daily or hourly basis.



Rentals on a daily or hourly basis



Rentals for tourist tours, school or university trips



Intercity bus transport rentals



Transportation of Hajj pilgrims to the Holy Sites (Haram, Mina, Arafat, Muzdalifah)



Transportation of Umrah pilgrims and visitors of the Sacred Mosque

Key Achievements:

- Provided transportation services for the Saudi Olympic Committee Riyadh, the Investment Forum and Formula A1.
- Provided transportation services for the activities of the Riyadh Season.
- Operated an electric bus in KAUST.
- Provided transportation services for Cruise Saudi.
- Provided transportation services to the embassy of China during the Chinese president's visit.
- Provided World Cup shuttle transportation services between the Saudi and Qatari ports.



2- Charter Services for Hajj and Umrah

This is a service for transporting pilgrims to Hajj sites in Makkah (Haram, Mina, Arafat, Muzdalifah). SAPTCO plays a critical role in transporting pilgrims at all stages of Hajj in order to ease their movement and facilitate their performance of this ritual.



Rentals during Hajj performance and transport-to-Arafat days



Transfer of pilgrims coming from the Jeddah and Madinah airports to Makkah and then to the Holy Sites

Charter Services for the Transportation of Worshippers:

This is a service for transporting pilgrims and hotel guests to and from the Holy Mosque of Makkah to perform prayers and Hajj/Umrah rites, as prescribed and regulated by the competent authorities.



Umrah season rentals



Hajj season rentals



Shuttle transportation rentals



Key Achievements:

- Providing a reliable transportation service for pilgrims to the sacred sites, utilizing a fleet of 400 buses, under the close supervision of the esteemed General Syndicate of Cars.
- Engaging in providing comprehensive transportation services for pilgrims traveling between Makkah, Madinah, and Jeddah.
- Securing contracts with the majority of Arab and Islamic Hajj missions, as well as Gulf Hajj campaigns, during the busy Hajj season.

3- Transfer pilgrims to the holy mosque:

It is a service for transporting pilgrims and hotel guests to and from the Holy Mosque of Makkah to perform prayers and Hajj/Umrah rites, as prescribed and regulated by the competent authorities.



Key Achievements:

- Transported worshippers during the Ramadan season as planned with the General Syndicate of Cars
- Participated in the transportation of worshippers during the Hajj season, as prescribed and regulated by the competent authorities.
- Contracted directly with hotels and accommodation facilities in Mecca
- Contracted with international missions for the Salawat service, including from Indonesia, Iran, Iraq and Sudan.

4- Charter Services of international transportation



Private and tourist trips



Umrah and international sightseeing tours



Transportation of pilgrims



Transportation to and from neighboring countries



Key Achievements:

- Participated in the delivery of World Cup 2022 services in Qatar.
- Delivered services for Bahrain cruises.
- Transferred Umrah pilgrims, visitors and tourists from and to the countries covered by the Company's services.

5- Ongoing contracts

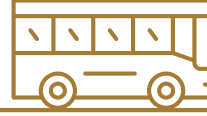
This involves ongoing contracting (short terms - long terms) with government agencies, companies and universities to transfer their employees.



Personnel
transportation



School, university
and trainee
transportation



Our Customers:



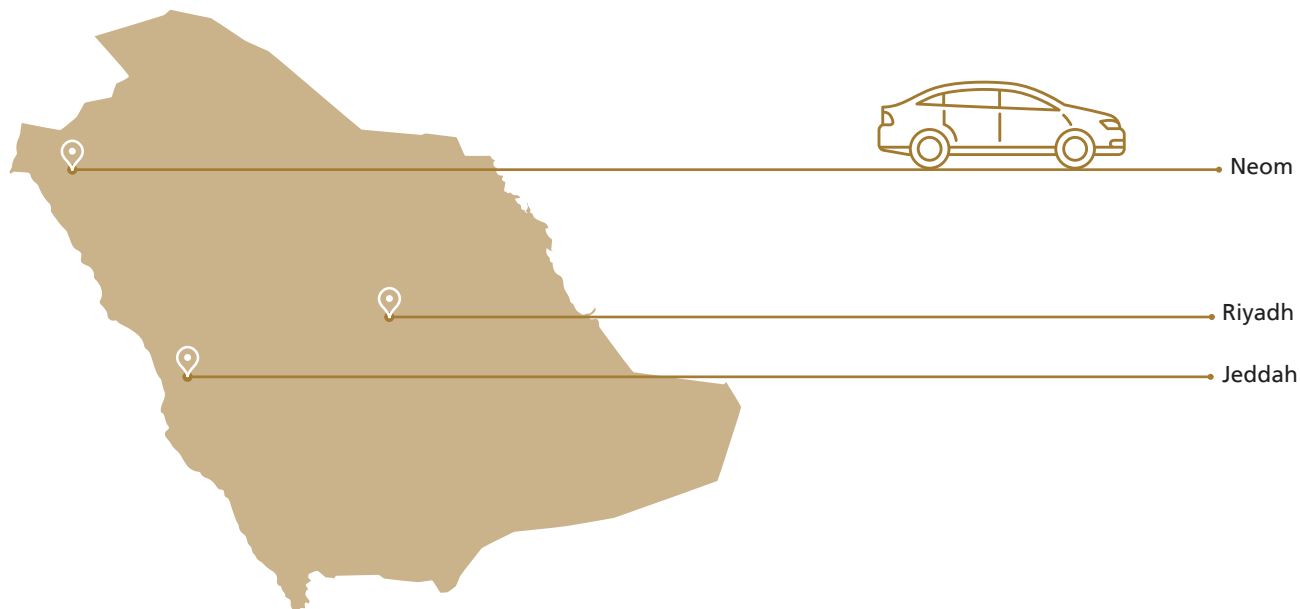
نيوم NEOM

Key Achievements:

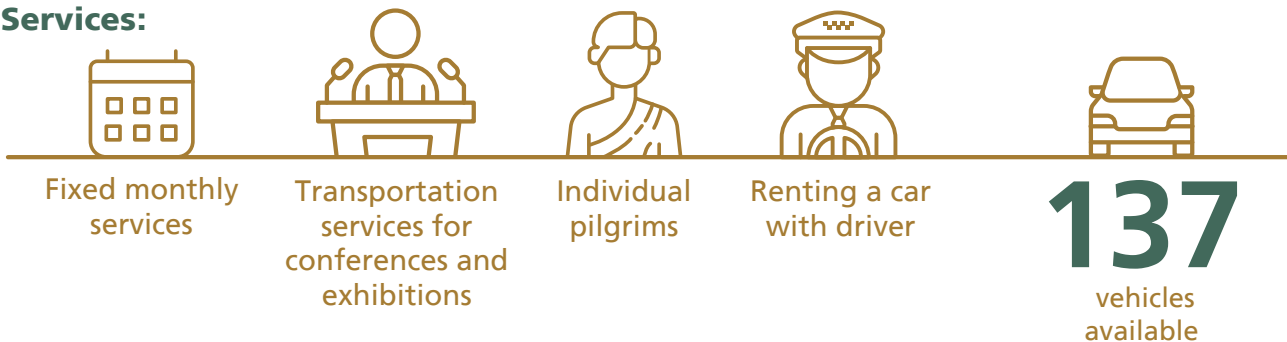
- Multiple contracts have been successfully awarded by both government and private entities, resulting in a remarkable growth rate of 60% for the sector.

6- Limousine Services

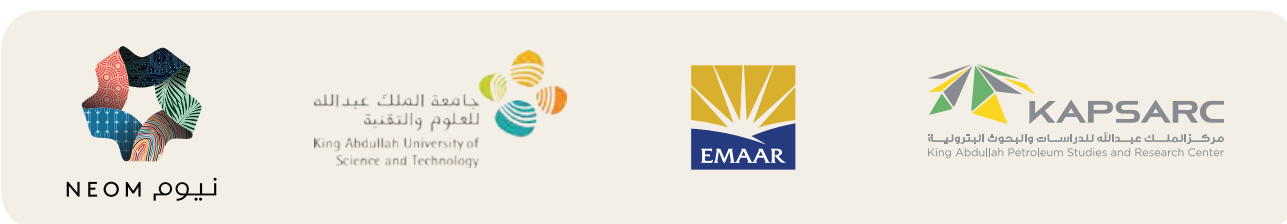
This offers a premium chauffeur-driven limousine service at top levels of comfort, convenience and safety with a varied fleet of luxury, family and economy cars through long-term contracts for the business sector.



Services:



Our Customers:



Key Achievements:

- Won multiple contract with several governmental entities and companies

7- Self-Driving Vehicles

Key Achievements:

Won a first phase contract for the supply and operation of 6 self-driving vehicles in NEOM, as SAPTCO is the first operator of autonomous vehicles in the region.



Service locations:



8- Electric Buses

SAPTCO has launched an electric bus service for transportation within the university campus in Jeddah, becoming the first operator of electric buses in Saudi Arabia. The initiative aims to promote clean energy and reduce carbon emissions, contributing to environmental preservation.



They run along the A7 route, which begins at Al Khaldiyyah and ends at Al Balad.



They operate along the public transportation routes in Jeddah.



They consume 10% less electricity compared to other electric buses.



They are capable of covering a distance of up to 300 kilometers with just one charge.



They contribute to realizing the objectives of the National Strategy for Transportation and Logistics,



the objective of which is to decrease carbon emissions in transportation activities by 25%,



and support the implementation of cutting-edge technologies and eco-friendly transportation practices,



in order to enhance the standard of living in urban areas.

Sapco also operate electric buses in kaust to help in some studies and researches about enhancing sustainability to go along with saudi green initiative and 2030 vision to contribute in providing transportation services to protect the enviroment



Kaust's electric buses



Jeddah's electric bus

Technical Affairs

The Technical Affairs Sector (TAS) is affiliated to the Shared Technical Services Unit. It is responsible for all tasks related to the engineering and maintenance of the Company's fleet and works to ensure its best readiness, which reflects positively on achieving both the internal and external requirements of the Company. It is administratively under the Director-General of the Technical Affairs Sector and has three main departments:

Maintenance Department



It is the department concerned with equipping vehicles, implementing periodic, preventive and corrective maintenance programs, fleet modifications and bodywork repairs, as well as improving the fleet's efficiency through a set of programs aimed at maintaining the effectiveness of the entire fleet of the Company.

Planning & Scheduling Department



It is the department concerned with additional fleet services (fuel, washing, technical assurance, maintenance quality control).

Warehouses & Supplies Department

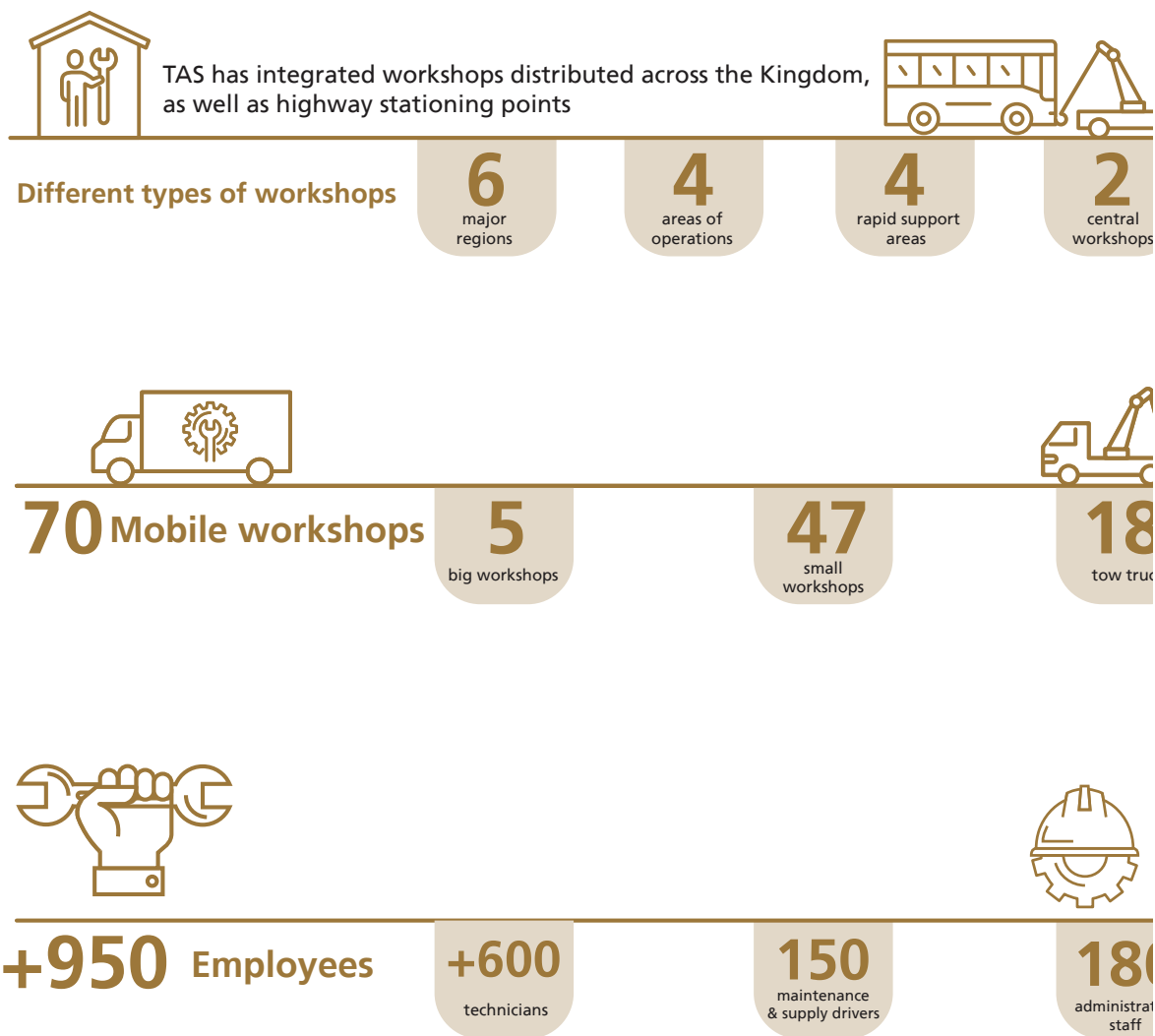


It is the department concerned with supplying M&O units in all regions across the Kingdom with spare parts, oils and maintenance requirements.



Key Achievements:

- Changed the maintenance system from ILS to Oracle EAM.
- Increased the operating fleet's readiness by more than 90%.
- Completed the automated fuel (diesel) issue control project.
- Saudization rate increased to more than 28%.
- Activated the quality control system.



Quality and Safety

The Quality and Safety Sector takes responsibility for the application of international standards, data analysis and implementation of internal audit to ensure compliance with policies and procedures and continuous improvement.

Key Achievements:

- Completed the development and approval of policies and processes.
- Worked with the IT Sector to create a document archiving program.
- Worked with an external consultant to implement ISO 45001.

SAPTCO Training Academy

Training is an effective tool to promote the productive efficiency of workers in all fields and develop their capabilities through continuous training programs. With this in mind, SAPTCO became interested in establishing a training academy to prepare personnel that are scientifically qualified on the basis of a future vision that keeps pace with the technological advancements used in HR development. The efficiency of training at SAPTCO Training Academy depends on achieving its goals and vision, which is (i) to be a leading reference for the heavy road transport industry sciences in the Middle East, (ii) to contribute to enhancing traffic safety by providing training services and programs that will have a positive impact on improving drivers' skills and behavior and the environment through designing, implementing and running driver education programs in Saudi Arabia and the region, and (iii) to provide improvement, development and training services for bus/vehicle maintenance technicians. It is planned for the Training Academy to be an independent profit center and therefore it should identify its own revenue resources and proceed to develop these resources into services that are offered to internal and/or external customers.

476
Different courses



4816
Trainees



Key Achievements:

- Created an online training platform.
- Established maintenance simulation workshops for training purposes.
- Created a training course for Ministry of National Guard personnel to train on tow trucks.
- Trained 1450 seasonal drivers through 237 training courses in 2022.

Customer Department

It is the link between the Company and its customers which addresses customer requests and inquiries through all different communication channels. It also manages customer complaints, assists in handling complaints with the relevant bodies and manages customer satisfaction measurement.

In addition, the Customer Department contributes to reducing customer complaints by meeting with the respective relevant departments, thus enhancing customer experience.



Key Achievements:

- Dealt with customer complaints and inquiries that exceeded 70000 requests.
- Percentage of answered calls was approximately 94%, and customers' satisfaction with the Customer Service Center was 95%.
- Customer interaction across social media channels increased by 250% compared to last year.



Human Resources

The HR Sector sponsors investment in the Company's human capital by determining the amount and quality of the resources needed to meet the Company's human requirements with the aim of performing job functions and implementing business plans conducive to the realization of sectoral and corporate objectives. In return, the sector provides all necessary services to employees, takes care of their affairs, reward them and creates for them an attractive and suitable work environment. The departments of this sector are: Recruitment, Strategy & Organizational Development, and Personnel Affairs.

Manpower Distribution by Job Category



Administrative

522



Operational

459



Technical

639



Drivers

1,995



Total

3,615



Saudization

%28.30

Key Achievements:

1. Implemented a new incentive scheme which greatly contributed to improving staff productivity, thus reflecting favorably on increasing the Company's revenues.
2. Applied and communicated an authority Matrix for the prerogatives of the Board Chairman, CEO, heads of business units and directors-general.

3. The employee performance appraisal system was redesigned in order to establish internal justice for employees by linking performance to PIs and evaluation criteria that would improve staff efficiency and productivity, and to be in alignment with the new incentive system.
4. Updated HR policies and procedures with the aim of improving the services offered to staff.

5. Launch the 7 Habits workshop for GMs and department managers as a part of the leadership program for executive and middle management
6. Conducted an employee satisfaction survey.
7. Launched an online salary certificate and confirmation service.
8. An amount of 500 thousand riyals was received for 2022 from HRDF's Saudization support programs.

Corporate Communication and Digital Marketing Activities

1. SAPTCO participated in sponsoring several events and activities:



SAPTCO participated as an official logistics partner to transport the visitors and guests of the Future Minerals Forum held in Riyadh on 12/1/2022



SAPTCO participated in transporting visitors to the Global Tech Event LEAP22 held in Riyadh on 2/2/2022

2. SAPTCO provided media coverage for a number of achievements:



Signing two contracts for the Taif public transport project worth 100M riyals



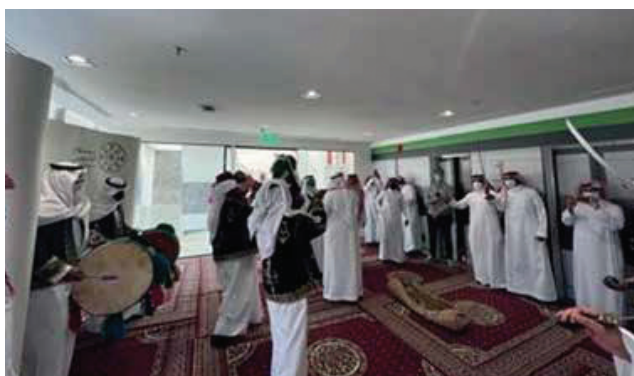
SAPTCO signs the 149.6-million Dammam and Qatif bus transportation project contract

3. SAPTCO held several internal events for its employees:



Ice cream Day

1. SAPTCO participated in sponsoring several events and activities:



Founding Day



Founding Day



National Day



A greeting meeting for SAPTCO employees

4. SAPTCO sports activities:



In cooperation with the Labor Committee, SAPTCO participated in the Kingdom's 2nd SNCWC Championship.

5. SAPTCO social media accounts:

Total followers on each platform

 **99,961** followers

 **19,745** followers

 **152,039** followers

 **15,029** followers

 **221,846,051**

Number of impressions on social media platforms

 **49,192**

Number of interactions with SAPTCO social media campaigns

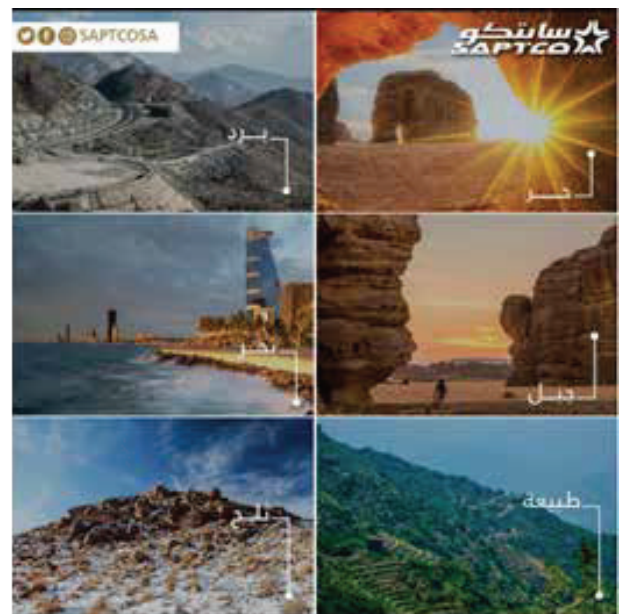
 **2,423,791**

Number of Company website visitors

6. Key SAPTCO campaigns during 2022:



7. Top 2022 designs and artworks:



(Selected based on the highest reach, while taking aesthetics into account)

شركة المواصلات العامة Public Transportation Co



Implementing a contract to supply, operate, maintain and manage the Riyadh bus network as part of the King Abdulaziz Project for Riyadh Public Transport (Metro – Busses).

Riyadh Bus Project Highlights:

Coverage Areas **Inside the city of Riyadh**



842
buses



2
accommodation,
maintenance and
staff housing
centers



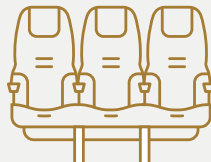
4
BRT routes



100
lines



4,000
Employees



120
passengers
per year



Universal access
for people with
disabilities

Key Achievements

- Started operations with 180 buses from the Company's western site.
- The eastern site operated 100% of the accommodation center with all its facilities including the administrative building, parking lots, maintenance workshops, automatic bus washers and fuel stations per highest technical and civil quality standards.

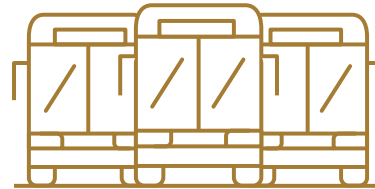




Saudi Emirates Integrated Transport Limited (SEITCO)

School transportation services

Operating and providing school transportation services (i.e. safe student transport by bus) to and from schools in accordance with educational transport standards.



2,940
buses



Key Achievements:

Gradually resumed the school transportation service for 2022 after the suspension of classes during the COVID-19 pandemic.





Operating and maintaining lines 1 and 2 of the six-line Riyadh metro project of the Royal Commission for Riyadh City which is an 80%-20% JV between the French company RATP Dev and SAPTCO, respectively.

Riyadh Metro Project Highlights:

Project Duration

 **12** Years

Number of Lines

 **2**

Number of Stations

 **40**
for lines 1 & 2

Staff

 **2,500**
employees

Accommodation centers

 **2** for line 1
1 for line 2

Number of Carriages

 **41** for Line 1
26 for Line 2



Key Achievements:

1. CAMCO's administrative accommodation center was taken over and preparations for the red line 2 operating phase are underway.
2. A new project manager was appointed and senior engineers and technicians recruited from RATP Dev's projects around the world.
3. Completion rate of employment and experienced workforce recruitment is 28.35%.



DIGITAL MOBILITY SOLUTIONS (DMS)



It is a venture capital investment company that focuses on meeting increasing demand in a manner tailored to the modern lifestyle by creating platforms to enable and provide advanced digital solutions to address sustainable mobility needs of businesses and individuals and keep pace with the Kingdom's Vision 2030 on improving the quality of life.

Vision: Being the leading venture builder in mobility to make it sustainable, seamless and smart.

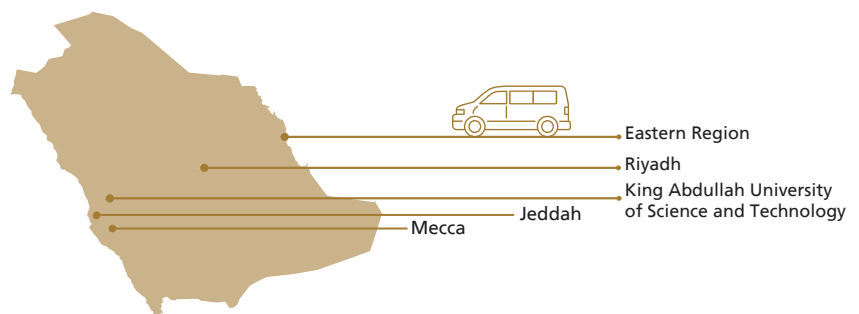
Mission: Inventing and investing in entrepreneurial minds to establish leading digital mobility ventures.

Key Achievements

- Five entrepreneurial companies in the smart mobility and logistics sector were established and built.
- Headquarters of DMS and its subsidiaries was opened in Riyadh.
- Social media accounts and website of DMS and its subsidiaries were launched.
- DMS and its subsidiaries participated in GITEX Dubai.
- Smart ride-sharing service was operated in Riyadh, Jeddah and Makkah.
- DMS participated as a representative in a Techstars accelerator mentorship and project evaluation committee.
- DMS and its subsidiaries participated as speakers in GITEX Dubai.
- A DMS subsidiary, fastmile, participated as a speaker in Limitless Riyadh.
- A DMS subsidiary, eJourney, signed a set of strategic agreements for the provision of integrated tourist services to visitors from within and outside Saudi Arabia with the aim of facilitating domestic tourism and Umrah.

1 - Smart participatory mobility service "REKAB Solutions Company"

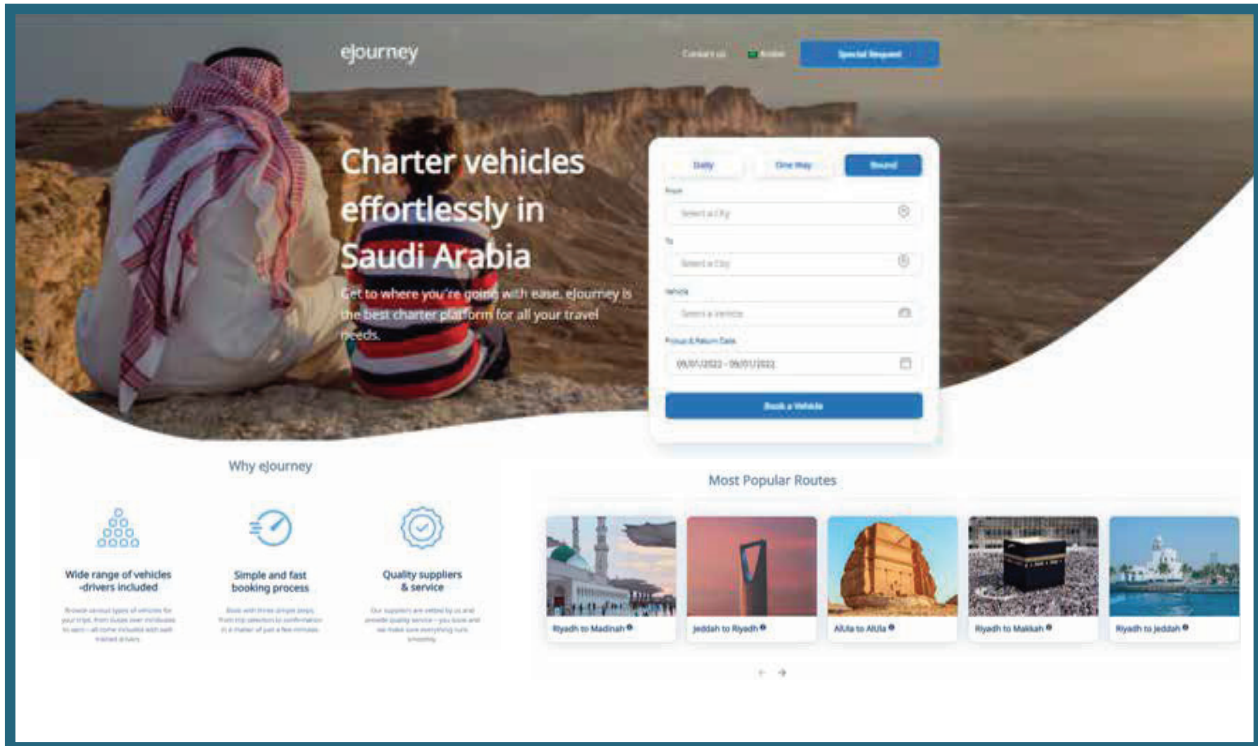
Rekab is a new innovative participatory service for city mobility through vehicles equipped with the latest comfort and safety technologies. The company offers an on-demand car that gets to you whenever you want and takes you to wherever you wish to go.



2- EJOURNEY:

eJourney

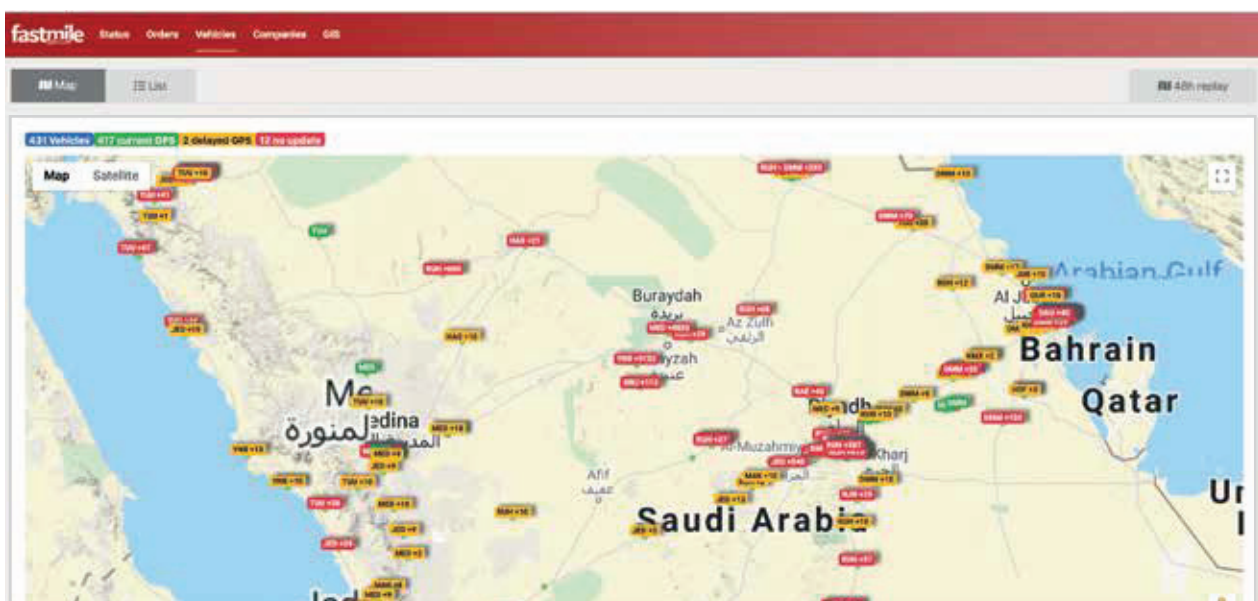
It is the first platform in the region that provides umrah and tourism packages to meet the needs of pilgrims. And for the purposes of internal tourism and tourists coming from outside the Kingdom to enrich their experience, which is distinguished with ease and flexibility.

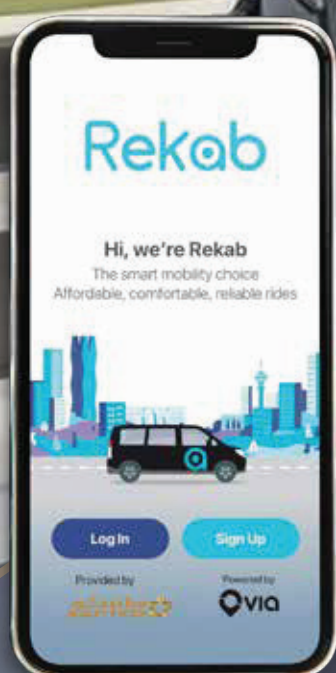


3- FASTMILE:

fastmile

it is a platform that provides service of delivering parcels by buses and others' trucks, around all cities in the Kingdom, for the purpose of the serves to specialized shipping companies and e-commerce companies, and targeting cities that are not reached by private sector shipping services.







Consolidated Financial Statements and Independent Auditor's Report for the Year Ended on 31 December 2022

**SAUDI PUBLIC TRANSPORT COMPANY AND
ITS SUBSIDIARIES**
(A Saudi Joint Stock Company)
CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022
Together with the
Independent Auditor's Report

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
(A Saudi Joint Stock Company)
CONSOLIDATED FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT
For the year ended 31 December 2022

INDEX	<u>Page</u>
Independent auditor's report	-
Consolidated statement of financial position	1
Consolidated statement of profit or loss	2
Consolidated statement of comprehensive income	3
Consolidated statement of changes in equity	4
Consolidated statement of cash flows	5
Notes to the consolidated financial statements	6-60


KPMG Professional Services

Riyadh Front, Airport Road
P. O. Box 92876
Riyadh 11663
Kingdom of Saudi Arabia
Commercial Registration No 1010425494

Headquarters in Riyadh

كي بي إم جي للاستشارات المهنية

واجهة الرياض، طريق المطار
صندوق بريد ٩٢٨٧٦
الرياض ١١٦٦٣
المملكة العربية السعودية
سجل تجاري رقم ١٠١٠٤٢٥٤٩٤

المركز الرئيسي في الرياض

Independent Auditor's Report

To the Shareholders of Saudi Public Transport Company (A Saudi Joint Stock Company)

Opinion

We have audited the consolidated financial statements of Saudi Public Transport Company ("the Company") and its subsidiaries (collectively referred to as "the Group"), which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statements of profit or loss, other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants (SOCPA).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with International Code of Ethics for Professional Accountants (including International Independence Standards) (the Code), that is endorsed in the Kingdom of Saudi Arabia that are relevant to our audit of the consolidated financial statements, and we have fulfilled our other ethical responsibilities in accordance with the Code's requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KPMG professional Services, a professional closed joint stock company registered in the Kingdom of Saudi Arabia. With the paid-up capital of SAR 40,000,000. (Previously known as "KPMG Al Fozan & Partners Certified Public Accountants") A non-partner member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved.

كي بي إم جي للاستشارات المهنية شركة مبنية مساهمة مسجلة في المملكة العربية السعودية، رأس مالها (٤٠,٠٠٠,٠٠٠) ريال سعودي مدفوع بالكامل، المسماة سابقاً "شركة كي بي إم جي للفرزان وشركاه محاسبون ومراجعون قانونيون". وهي عضو غير شريك في الشبكة العالمية لشركات كي بي إم جي المستقلة والتابعة لـ كي بي إم جي العالمية المحدودة، شركة التجارزة محدودة بضمان. جميع الحقوق محفوظة.



Independent Auditor's Report (Continued)

To the Shareholders of Saudi Public Transport Company (A Saudi Joint Stock Company)

Key Audit Matter (continued)

Revenue recognition – See note (5-4) to the consolidated financial statements for the accounting policy relating to revenue recognition and note (31) to the consolidated financial statements for the related disclosures.

The key audit matter	How the matter was addressed in our audit
<p>During the year ended 31 December 2022, the Group recognised total revenue of SR 1,319 million (2021: SR 960 million). Sales from transportation of passengers are recognized as revenue when the respective transportation services are rendered.</p> <p>Sales from transportation of passengers and specialised services, are recognized at a point in time.</p> <p>Revenues from service concession arrangements, are recognized over time in accordance with agreed contractual terms and completion of works.</p> <p>We have identified revenue recognition as a key audit matter because revenue is one of the Group's performance indicators giving rise to an inherent risk that revenue could be subject to overstatement to meet targets or expectations.</p>	<p>Among other things, our procedures included the following:</p> <ul style="list-style-type: none"> • Assessing the design, implementation and operating effectiveness of management's key internal controls (including relevant IT general and application controls) which govern the revenue recognition process; • Evaluating the Group's revenue recognition policy; • Testing a sample of revenue transactions made during the year and inspecting underlying supporting documentation; • Inquiring from management whether there were actual or suspected cases of fraud; • Testing a sample of credit notes post the year-end, where applicable, to assess that the revenue is recorded in the correct period; and • Considering the adequacy of the related disclosures made by the management in the Group's consolidated financial statements.



Independent Auditor's Report (Continued)

To the Shareholders of Saudi Public Transport Company (A Saudi Joint Stock Company)

Key Audit Matter (continued)	
<p>Assessing potential impairment of Property, plant, and equipment (Buses and Vehicles)– See notes (5-12) and (5-21) to the consolidated financial statements for the accounting policy relating to property, plant, and equipment and note (7) to the consolidated financial statements for the related disclosures.</p>	
The key audit matter	How the matter was addressed in our audit
<p>As at 31 December 2022, the Group's property, plant and equipment amounted to SR 919 million (2021: SR 940 million).</p> <p>The management performed an impairment assessment by comparing the carrying value of the cash generating units (CGU) for buses, trucks and related assets amounting to SR 746,7 million, to their value in use based on discounting cash flow forecasts.</p> <p>Impairment losses were recognized for property, plant and equipment of buses, trucks and related assets amounting to SR 47,8 million.</p> <p>Estimating the value in use comprises of projections of future discounted cash flows of the cash-generating units, approximations of growth rates and discount rates which are inherently subject to significant uncertainty due to changing economic conditions and trends.</p> <p>We have identified the assessment of impairment of buses, trucks, and related assets as a key audit matter because the assessment includes certain significant assumptions which could be subject to management bias. Furthermore, the assessment involves an element of uncertainty.</p>	<p>Among other things, our procedures included the following:</p> <ul style="list-style-type: none"> Assessing the design and implementation of management's key internal controls which govern the process around assessing potential impairment of property, plant and equipment (Buses, trucks and related assets); Assessing management's identification of the CGUs and the allocation of assets to the CGUs for the purposes of the impairment assessment; Evaluating the assumptions adopted in the preparation of the discounted cash flow forecasts, including projected future growth rates for income and expenses and discount rate with reference to our understanding of the business, historical trends and available sector information. Engaging our valuation specialists to assess the methodology adopted by management in its impairment assessment of property, plant and equipment (Buses, trucks and related assets); and Performing sensitivity analyses on the key assumptions, including weightage average cost of capital ('WACC'), used in the discounted cash flow forecast and assessing whether there were any indicators of management bias in the selection of these assumptions. Considering the adequacy of the related disclosures made by the management in the Group's consolidated financial statements.



Independent Auditor's Report (Continued)

To the Shareholders of Saudi Public Transport Company (A Saudi Joint Stock Company)

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, when made available to us, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA, the applicable requirements of the Regulations for Companies and Company's By-laws and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, the Audit Committee, are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. 'Reasonable assurance' is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.



Independent Auditor's Report (Continued)

To the Shareholders of Saudi Public Transport Company (A Saudi Joint Stock Company)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

As part of an audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, then we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit of Saudi Public Transport Company and its subsidiaries.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

KPMG Professional Services

Fahad Mubark Al Dossari
License No.: 469



Riyadh, 9 Shaaban 1444
Corresponding to: 1 March 2023

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 31 December 2022
 (Saudi Arabian Riyals in '000)

	<u>Note</u>	31 December 2022	31 December 2021
Assets			
Non-current assets			
Property, plant and equipment, buses and trucks, net	7	919,304	940,359
Investment Properties	8	307,122	307,122
Intangible assets, net	9	631,383	651,787
Right-of-use assets, net	10	81,391	43,854
Due from a related party	27	46,629	45,253
Investments in associates and joint venture	11	46,723	66,993
Deferred tax assets	29	302	418
Other non-current assets		2,852	3,669
Total non-current assets		2,035,706	2,059,455
Current assets			
Inventories, net	13	25,413	16,443
Trade receivables, net	14	224,898	124,137
Unbilled receivables	12	1,278,217	2,062,976
Prepayments and other current assets	15	50,383	57,859
Due from related parties	27	60,069	46,639
Investment I-VTPI	16	7,523	-
Cash and cash equivalents	17	991,859	410,130
		2,638,362	2,718,184
Assets held for sale	35	-	3,418
Total current assets		2,638,362	2,721,602
Total assets		4,674,068	4,781,057
EQUITY			
Share capital	18	1,250,000	1,250,000
Statutory reserve	19	-	-
Consensual reserve	20	-	-
Accumulated losses		(304,915)	(200,350)
Equity attributable to shareholders of the Parent Company		945,085	1,049,650
Non-controlling interests	39	(5,416)	(140)
Total equity		939,669	1,049,510
Liabilities			
Non-current liabilities			
Murabaha financing	21	1,035,376	1,317,872
Advance from a customer	22	1,053,531	1,105,574
Employees' defined benefits obligations	23	175,337	156,750
Lease liabilities	24	62,178	36,947
Total Non-current liabilities		2,326,422	2,617,143
Current Liabilities			
Murabaha financing	21	445,300	118,541
Short-term Murabaha financing	21	150,838	120,291
Trade and retention payables	26	181,145	127,016
Due to related parties	27	22,023	11,576
Current portion of lease liabilities	24	20,853	7,629
Accrued expenses and other current liabilities	28	313,066	258,319
Contract liabilities	25	9,932	9,949
Advance from a customer	22	241,053	412,596
Zakat and income tax payable	29	23,767	48,487
Total current liabilities		1,407,977	1,114,404
Total liabilities		3,734,399	3,731,547
Total equity and liabilities		4,674,068	4,781,057


 Authorized financial member


 Chief Financial Officer

The accompanying notes 1 through 43 form an integral part of these consolidated financial statements.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year end 31 December 2022

(Saudi Arabian Riyals in '000)

	<u>Note</u>	31 December 2022	31 December 2021
Revenues	31	1,319,467	960,573
Cost of revenue	32	(1,143,384)	(958,225)
Gross profit		176,083	2,348
Selling and distribution expenses	33	(23,633)	(14,862)
General and administrative expenses	34	(126,390)	(100,892)
Reversal for impairment in assets held for sale	35	4,220	2,350
Provision for impairment of non-current assets	7 & 9	(55,975)	(43,000)
Impairment of trade receivables	14	(16,000)	(3,685)
Operating Loss for the year		(41,695)	(157,741)
Finance income		4,478	6,342
Finance cost		(69,944)	(44,473)
Net finance costs		(65,466)	(38,091)
Share in loss of a joint venture		(20,655)	(33,581)
Share in (loss) / Profit of associates		(2,801)	517
Other income	36	40,110	24,511
Loss before zakat and income tax		(90,507)	(204,385)
Zakat and income tax	29	(5,847)	(16,081)
Net loss for the year		(96,354)	(220,466)
Loss for the year attributable to:			
Shareholders of the Parent Company		(90,872)	(216,188)
Non-controlling interests		(5,482)	(4,278)
Net loss for the year		(96,354)	(220,466)
Loss per share (in Saudi Riyal):			
Basic and diluted, from the loss for the year attributable to shareholders of the parent company	37	(0.73)	(1.73)


 Authorized board member


 Chief Financial Officer

The accompanying notes 1 through 43 form an integral part of these consolidated financial statements.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME
 For the year end 31 December 2022
 (Saudi Arabian Riyals in '000)

	<u>Note</u>	31 December 2022	31 December 2021
Loss for the year		(96,354)	(220,466)
Other comprehensive income			
Items that will not be reclassified subsequently to the consolidated statement of profit or loss:			
Re-measurement losses on defined benefit obligation		(13,487)	(4,772)
Total items that will not be reclassified subsequently to the consolidated statement of profit or loss:		(13,487)	(4,772)
Total comprehensive loss for year		(109,841)	(225,238)
Total comprehensive loss for the year relating to:			
Shareholders of the Parent Company		(104,565)	(221,013)
Non-controlling interests		(5,276)	(4,225)
Total comprehensive loss for year		(109,841)	(225,238)



Authorized board member



Chief Financial Officer

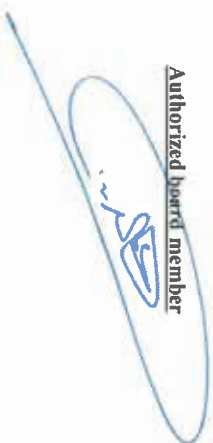
The accompanying notes 1 through 43 form an integral part of these consolidated financial statements.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
 For the year end 31 December 2022
 (Saudi Arabian Riyals in '000)

	Share capital	Statutory reserve	Consensual reserve	Accumulated losses	Total	Non-controlling interests	Total equity
At 1 January 2022	1,250,000	-	-	(200,350)	1,049,650	(140)	1,049,510
Loss for the year	-	-	-	(90,872)	(90,872)	(5,482)	(96,354)
Other comprehensive loss for the year	-	-	-	(13,693)	(13,693)	206	(13,487)
Total comprehensive loss				(104,565)	(104,565)	(5,276)	(109,841)
As at 31 December 2022	1,250,000	-	-	(304,915)	945,085	(5,416)	939,669

	Share capital	Statutory reserve	Consensual reserve	Accumulated losses	Total	Non-controlling interests	Total equity
At 1 January 2021	1,250,000	-	42,730	(22,067)	1,270,663	4,085	1,274,748
Transfer from consensual reserve to accumulated losses (Note 20)	-	-	(42,730)	42,730	-	-	-
Loss for the year	-	-	-	(216,188)	(216,188)	(4,278)	(220,466)
Other comprehensive loss for the year	-	-	-	(4,825)	(4,825)	53	(4,772)
Total comprehensive loss				(221,013)	(221,013)	(4,225)	(225,238)
As at 31 December 2021	1,250,000	-	-	(200,350)	1,049,650	(140)	1,049,510

Authorized board member



Chief Financial Officer



The accompanying notes 1 through 43 form an integral part of these consolidated financial statements.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year end 31 December 2022

(Saudi Arabian Riyals in '000)

	Note	31 December 2022	31 December 2021
Operating activities			
Loss for the year before Zakat and income tax		(90,507)	(204,385)
<i>Adjustments to reconcile income before Zakat and income tax to net cash flows:</i>			
Depreciation of property, plant and equipment, buses and trucks	7	148,458	162,271
Depreciation on right-of-use of assets	10	18,478	5,724
Amortization of intangible assets	9	8,188	5,661
Impairment of non-current assets	7	55,975	43,000
Impairment of trade receivables and other current assets	14	16,000	3,834
Allowance for slow moving inventories	13	2,622	205
Share in loss of a joint venture	11	20,655	33,581
Reversal of impairment of assets held for sale	35	(4,220)	(2,350)
Share in losses of associates	11	2,801	517
Finance cost		62,803	35,228
Finance income		(1,376)	(5,635)
Provision for employees' defined benefits obligations	23	24,738	20,372
Gains from sale of property, plant and equipment		(3,822)	(2,989)
Contract liabilities		2,780	1,916
Change in financial assets at FVPI	16	1,340	-
Cash flow after adjustments for non-cash items		264,913	96,950
Working capital adjustments:			
Inventories	13	(11,592)	1,421
Trade receivables and unbilled receivables	14	698,880	(181,921)
Amounts due from related parties	27	(13,430)	2,156
Prepayments and other current assets	15	7,477	(2,176)
Other non-current assets		817	818
Trade payables	26	54,129	(26,304)
Amounts due to related parties	27	10,447	5,093
Advance from a customer	22	(223,584)	(37,979)
Accrued expenses and other current liabilities	28	51,945	641
Contract liabilities	25	(17)	(14,482)
Cash flows used in operating activities		839,985	(155,783)
Zakat and income tax paid	29	(30,451)	(4,758)
Employees' defined benefits liabilities paid	23	(20,023)	(14,971)
Net cash flows used in operating activities		789,511	(175,512)
Investing activities			
Investments in equity instruments through FVPI		(9,244)	-
Liquidation investments in equity instruments through FVPI		381	-
Proceeds from sale of property, plant and equipment, buses and trucks	7	11,460	20,515
Purchase of property, plant and equipment, buses and trucks	7	(175,185)	(20,554)
Purchase of intangible assets	9	(26,859)	(73,290)
Net cash flows used in investing activities		(199,447)	(73,329)
FINANCING ACTIVITIES			
Proceeds from Murabaha financing		1,021,135	1,142,926
Repayment of Murabaha financing		(952,730)	(798,250)
Repayment of lease liabilities		(20,341)	(3,520)
Repayment of finance costs		(56,399)	(33,771)
Net cash outflows from financing activities		(8,335)	307,385
Net Increase in cash and cash equivalents		581,729	58,547
Cash and cash equivalents at 1 January		410,130	351,583
Cash and cash equivalents at 31 December		991,859	410,130
Non-cash transaction			
Transferred from intangible assets to property and equipment		117	-
Right-of-use assets		56,016	13,689
Lease liability on right-of-use assets		56,016	13,689
Transferred from assets held for sale to property and equipment		324	-
Transferred from intangible assets to unbilled receivables		30,882	-

Authorized board member

Chief Financial Officer

The accompanying notes 1 through 43 form an integral part of these consolidated financial statements.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

1. INFORMATION ABOUT THE GROUP

Saudi Public Transport Company ("SAPTCO", the "Parent Company", or the "Group") is a Saudi Joint Stock Company, registered in Riyadh, Kingdom of Saudi Arabia and formed under the Royal Decree No. M/11 dated on 7 Rabi' I 1399H (corresponding to 5 February 1979) whose shares are publicly traded on the Saudi Stock Exchange. The formation was declared pursuant to the resolution of his Excellency, The Minister of Commerce, No. 254 dated 14 Sha'aban 1399H (corresponding to 9 July 1979). The Company operates under Commercial Registration number 1010024335 issued on 5 Ramadan 1399H (corresponding to 29 July 1979). The Parent Company's head office's address is Al-Nakheel neighborhood, Al-Takhasusi Street, Building No. 7995, P.O. Box 10667 Riyadh 11443, KSA.

The principal activities of the Group are passenger's buses transport both intra and inter-city throughout and outside the Kingdom of Saudi Arabia, as well as transfer of non-postal parcels, cargo, school transport, teachers transport, car rental and private transport, operating and maintaining of trains, metros, motor vehicles and trucks, organizing tours, transporting pilgrims and visitors inside and outside of the Kingdom of Saudi Arabia and importing spare parts and chemical detergents of vehicles.

A Royal Decree No. (M/48) dated 22 Dhul-Hijjah 1399H (corresponding to 12 November 1979) was issued to grant Saudi Public Transport Company a franchise contract whereby the Company commits to transport passengers on public roads network both intra and inter-city throughout the Kingdom of Saudi Arabia for a period of fifteen Hijri years.

The Council of Ministers in its resolution No. (57) issued on 1 Jumada' II 1414H (corresponding to 15 November 1993) approved the renewal of the franchise contract for a period of fifteen years starting from 1 Rajab 1414H. On 21 Jumada' I 1429H (corresponding to 26 May 2008), the contract was renewed for another renewable five-year period starting from 1 Rajab 1429H (corresponding to 4 July 2008).

The Council of Ministers in its resolution No. (254) issued on 24 Rajab 1434H (corresponding to 3 June 2013) approved the extension of the franchise contract signed between the Government and Saudi Public Transport Company (SAPTCO), whereby the Company is committed to carry passengers by buses within and between cities in the Kingdom for a period of three years starting 1 Rajab 1434H (corresponding to 11 May 2013). The concerned governmental authorities shall have the right during that period to partially reduce the spatial coverage of the franchise contract based on the phases of issuing new tender for providing public transportation between the cities inside the Kingdom of Saudi Arabia.

On 29 Dhul-Hijjah 1436H (corresponding to 12 October 2015), the Council of Ministers approved the extension of the franchise contract, signed between the Government and Saudi Public Transport Company (SAPTCO) by virtue of the Royal Decree (No M/48 dated 23 Dhul-Hijjah 1399H) (corresponding to 13 November 1979), for a period of five years starting 1 Rajab 1437H (corresponding to 8 April 2016), and without giving the Company or any other Company any competitive advantage when issuing tenders for providing public transportation services between the cities of the Kingdom. On 27 Safar 1442H (corresponding to 14 October 2021), the Parent Company received a letter from H.E. the Chairman of General Authority for Transport regarding the franchise contract included therein the approval of the Council of Ministers (initial approval) on what the assigned committee has reach to regarding Parent Company's assets which includes an extension of the franchise contract for a year from 1 Rajab 1442H (corresponding to 13 February 2022) and the required terms for the final settlements by the Company regarding the franchise contract as announced in the Company's website and its announcements in Tadawul.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

1. INFORMATION ABOUT THE GROUP (CONTINUED)

Accordingly, the Board of Directors presented the terms mentioned in the approval of the Council of Ministers to Company's shareholders on the Ordinary General Assembly meeting that held on 29 Rabi' I 1442H (corresponding to 15 November 2021). Therefore, the Ordinary General Assembly has approved on the conclusion mentioned on the letter based on the agreement and the terms and conditions of the franchise contract. On 10 Shaban 1442H (corresponding to 23 March 2022), the final approval of the Council of Ministers was issued in accordance with the above-mentioned terms.

The Transport General Authority published in September 2021 an application document containing the authority's desire to plan and implement the liberalization of the intercity bus transportation services market in the Kingdom of Saudi Arabia and dividing it into concession areas. Later, in January 2022, it published a brochure of conditions and specifications to qualify companies wishing to apply for concession area operation tender, provided that their operation begins in July 2023. The company continues to provide inter-city bus transportation service.

The approval of the Council of Ministers was issued on 05 Jumada Al-Awwal 1444 AH (corresponding to 29 November 2022 AD) to further extend the concession contract starting from 2 Rajab 1443 AH (corresponding to 3 February 2022 AD) to 18 Jumada Al-Akhira 1445 AH (corresponding to 31 December 2023 AD), or to complete the start-up in all areas according to the new contracts (whichever is earlier).

The Company announced on 15/02/2023 that SAPTCO and NEX Continental Holdings consortium won the intercity concession to transport passengers by buses in the southern region of the Kingdom of Saudi Arabia. The contract with the Transport General Authority has been signed on 15/02/2023 for a period of ten years, starting from the launch of operations that will be during Q4 2023. The joint venture percentage will be 85% for SAPTCO, and 15% for NEX Continental Holdings.

The Parent company has invested in the following subsidiaries, which are included in these consolidated financial statements:

<u>Subsidiaries</u>	<u>Year of incorporation</u>	<u>Shareholding</u>				<u>Principal activity</u>	<u>Country of incorporation</u>
		<u>31 December 2022</u>		<u>31 December 2021</u>			
		<u>Direct</u>	<u>Indirect</u>	<u>Direct</u>	<u>Indirect</u>		
Public Transportation Company	2014	80%		80%		Executing King Abdulaziz Project for Public Transport in Riyadh	Kingdom of Saudi Arabia
Digital Mobility Solutions Company for Investments *	2021	100%		100%		Systems analysis and self-mobility -technologies	Kingdom of Saudi Arabia

Public Transportation Company ("PTC") (20% owned by RATP Development (French company)) is a Limited Liability Company registered in Riyadh, the Kingdom of Saudi Arabia under commercial registration number 1010429250 dated 8 Rabi' I 1436H (corresponding to 31 December 2014). The Company is engaged in importing, operating and maintaining of buses in Riyadh according to license issued by the Ministry of Investment No. 10608351147347 dated on 8 Dhul-Qi'dah 1435H (corresponding to 4 September 2014). The paid up capital of the Company is SR 10 million. The principle activity of the company is executing King Abdulaziz Project for Public Transport in Riyadh.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

1. INFORMATION ABOUT THE GROUP (CONTINUED)

Digital Mobility Solutions Company for Investments which is 100% owned by Saudi Public Transport Company is a limited liability company registered in Riyadh, Kingdom of Saudi Arabia under commercial registration number 1010732875 dated 1 Muharram 1443H (corresponding to 10 August 2021). The paid up capital of the Company is SR 5 million. The Company is engaged in the activities of systems analysis and mobility technologies.

* ReKab Solutions for transportation services Company which is 100% owned by Digital Mobility Solutions Company for Investments is a limited liability company registered in Riyadh, Kingdom of Saudi Arabia under commercial registration number 1010795911 dated 16 Ramadhan 1443H (corresponding to 17 April 2022). The paid up capital of the Company is SR 10,000. The Company is engaged in the activities of shared rides transportation services.

The Company has also invested in the following associates and joint venture:

Investment in associates and a joint venture	Relationship	Shareholding		Principal activity	Country of incorporation
		31 December 2022	31 December 2021		
Saudi Bahraini Transport Company (*)	Associate	40%	40%	Transportation activities	Kingdom of Saudi Arabia
Capital Metro Company Limited	Associate	20%	20%	Road construction works and maintenance	Kingdom of Saudi Arabia
Saudi Emirates Integrated Transport Company	Joint Venture	50%	50%	Educational transportation services	Kingdom of Saudi Arabia

* The Saudi Bahraini Transport Company is under liquidation since 31 December 2015.

2. SIGNIFICANT EVENTS

Although the group suffered during the past two financial years from the effects of the spread of the Corona (Covid-19) epidemic declared as a pandemic by the World Health Organization in the first of 2020AD, the group took many measures that resulted in limiting the negative impact of the pandemic on the group.

The Group does not expect any significant and negative future impact on the going concern principle, and bank covenants. The Company will continue to reassess its position and the associated impact on a regular basis. Knowing that the competent authorities have removed the precautionary measures for the Coronavirus pandemic, as well as suspending the application of distancing measures in the Grand Mosque and the Prophet's Mosque.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

3. BASIS OF PREPARATION**a) Statement of compliance**

These consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS") as endorsed in Kingdom of Saudi Arabia and other standards and pronouncements endorsed by the Saudi Organization for Chartered and Professional Accountants ("SOCPA") (referred to as "IFRS as endorsed in KSA").

The consolidated financial statements are prepared under the historical cost convention, except for the following:

- Financial assets at fair value through Other Comprehensive Income ("FVOCI") are measured at fair value
- Financial assets at fair value through profit or loss ("FVTPL") are measured at fair value.
- Defined benefit liabilities are recognized at the present value of future liabilities using the Projected Unit Credit Method.
- The Group's investments in its associates and joint venture are accounted according to the equity method.

b) NEW STANDARDS OR AMENDMENTS EFFECTIVE IN 2022 AND SUBSEQUENT YEARS

The below pronouncements are effective for subsequent annual periods and earlier application is permitted. The Group has not early adopted the new or amended standards in preparing these

financial statements. The impact of these standards on the Group is not expected to be material when the below standards and amendments are applied.

The following are a number of standards, amendments and interpretations of standards that were issued by the IASB in 2022.

Effective from	New Standards and Amendments
1 January 2022	Onerous Contracts – Cost of Fulfilling a Contract (amendments to IAS 37) Annual Improvements to IFRS Standards 2018-2020 Property, Plant and Equipment: Proceeds Before Intended Use (Amendments to IAS 16) Reference to the Conceptual Framework (Amendments to IFRS 3)

New requirements that will be applied subsequently:

Effective for annual periods beginning on or after	New Standards and Amendments
1 January 2023	Classification of liabilities as current or non-current (Amendments to IAS 1) IFRS 17 - Insurance Contracts and amendments to IFRS 17 - "Insurance Contracts" Disclosure of Accounting Policies (amendments to IAS 1 and IFRS Practice Statement 2) Definition of Accounting Estimates (Amendments to IAS 8) Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12)
Available for optional adoption / effective date deferred indefinitely	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28)

The management estimated that the application of the new standards and amendments has no significant impact on the consolidated financial statements of the Group as at 31 December 2022.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

3. BASIS OF PREPARATION (Continued)**c) Going Concern**

The consolidated financial statements are prepared on the going concern basis.

d) Functional and presentation currency

The consolidated financial statements are presented in Saudi Riyals ("SR"), which is also the Group's functional currency. All amounts have been rounded to the nearest thousand ("SR'000"), unless otherwise indicated.

4. USE OF ESTIMATES AND JUDGEMENTS

The preparation of Group's consolidated financial statements in accordance with IFRS as endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements as endorsed by SOCPA require management to make judgments, estimates, and assumptions that affect the reported amounts of revenues, costs, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. Actual results may differ from these estimates.

Judgments

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

- Revenue recognition: whether revenue is recognized over time or at a point in time. note (31)/ policy 5.4
- Consolidation policy 5.1: whether the Group has de facto control over an investee.

Information about assumptions and estimation uncertainties at 31 December 2022 that have a significant risk that may lead to a material adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

- Note 14/ policy 5.5: measurement of ECL allowance for trade receivables and contract assets: key assumptions in determining the weighted-average loss rate; and
- Note 7.1/ policy 5.5: impairment test on property, plant and equipment, buses, trucks, and intangible assets; key assumptions underlying recoverable amounts;
- Note 7.3/ policy 5.12: estimation of residual value of all property, plant, buses, and trucks except for lands and book value-depreciated assets.
- Note 23/ policy 5.17: measurement of defined benefit obligations: key actuarial assumptions.
- Note 31/ The application of IFRS 15 has required management to make the following judgements:

Satisfaction of performance obligations

The Group is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method of recognising revenue. The Group has assessed that based on the agreements entered into with the customers, the Group does not create an asset with an alternative use to the Group and usually has an enforceable right to payment for performance completed to date. In these circumstances the Group recognises revenue over time. Where this is not the case revenue is recognised at a point in time.

In addition, the application of IFRS 15 has resulted in the following estimation process:

Allocation of transaction price to performance obligation in contracts with customers

The Group has allocated the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation. The Group has elected to apply the input method in allocating the transaction price to performance obligations where revenue is recognised over time. The Group considers that the use of the input method, which requires revenue recognition on the basis of the Group's efforts to the satisfaction of performance obligation, provides the best reference of revenue actually earned. In applying the input method, the Group estimates the efforts or inputs to the satisfaction of a performance obligation. In addition to the cost of meeting contractual obligation to the customers, these estimates mainly include the time elapsed for services contracts.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

4. USE OF ESTIMATES AND JUDGEMENTS (continued)

The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Estimate over cost to complete the project

As part of application of over time method on contract accounting, the cost to complete the project is estimated by the management. These estimates include, amongst other items, the mobilization costs, procurement costs, construction costs, operation costs, variation orders by the Grantor and the cost of meeting other contractual obligations to the Grantor. Such estimates are reviewed at regular intervals. Any subsequent changes in the estimated cost to complete may affect the results of the subsequent periods.

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair value, for both financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values for financial assets and liabilities. This includes a team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer.

The team regularly reviews significant unobservable input and adjustments to the evaluation. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of the Standards, including the level in the fair value hierarchy in which the valuations should be classified. Significant valuation issues are reported to the Group's audit committee.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active financial markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data. (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

5. SIGNIFICANT ACCOUNTING POLICIES**5.1 Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 December 2022 and collectively referred to as ("the Group"). Control is achieved when the Group is exposed, or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee).
- Exposure, or rights, to variable returns from its involvement with the investee.
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of Other Comprehensive Income ("OCI") are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognized at fair value. The non-controlling interest is measured at its proportional share of the acquiree's net assets.

5.2 Investment in associates and joint venture

An associate is an entity over which the Group has significant influence. Significant influence is defined as the ability to participate in the financial and operating policies and decisions of the investee but is not 'control' or 'joint control' of those policies.

A joint venture is a form of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The considerations established to ensure whether there is a significant influence or joint control are similar to those necessary considerations to determine control over the subsidiaries.

The Group's investments in its associates and joint venture are accounted according to the equity method.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

5.2 Investment in associates and joint venture (Continued)

Under the equity method, the investment in an associate or joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not nor individually tested for impairment. The consolidated statement of profit or loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there is any change that is directly recognized in the equity of the associate or joint venture, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity.

The aggregate of the Group's share of profit or loss of the associate or joint venture is shown in the consolidated statement of Profit or loss outside operations profit, and represents the income or loss after tax and the non-controlling interest in the subsidiaries of the associate or joint venture.

The financial statements of the associates or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After applying the equity method, the Group determines whether it is necessary to recognize any impairment loss in the value of its investment in its associate or joint venture. At the date of the preparation of each consolidated financial statements, the Group ensures that there is objective evidence that the investment in an associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, then recognizes the loss as "share in earnings of an associate or joint venture" in the consolidated statement of Profit or loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognizes the retained investment at fair value. The difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retaining investment and disposal proceeds is recognized in the consolidated statement of Profit or loss.

5.3 Classification of assets and liabilities as "current" and "non-current"

The Group presents assets and liabilities in the consolidated statement of financial position as current/ non-current.

Assets are current when they are:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle.
- If it is acquired mainly for trading purposes.
- Expected to be realized within twelve months after the reporting period, or Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- When it is expected to be settled in the normal operating cycle.
- If it is acquired mainly for trading purposes.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the financial period.

The Group classifies all other liabilities as "non-current".

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

5. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**5.4 Revenue from contracts with customer**

The Group recognizes revenue according to IFRS 15, using the following five-steps model:

Step 1: Identify the contract with the customer	A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
Step 2: Identify the performance obligations	A performance obligation is a contract with a customer to transfer a good or service to the customer.
Step 3: Identify the transaction price	The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.
Step 4: Allocation of transaction price	For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.
Step 5: Revenue recognition	The Group recognizes revenue as it satisfies a performance obligation by transferring a promised good or service to the customer under a contract.

Identify the contract with the customer

The Group carefully evaluates the terms and conditions of the contracts with its customers because revenue is recognized only when performance obligations in contracts with customers are satisfied. A change in the scope or price of a contract (or both) is considered as a contract modification and the Group determines whether this creates a new contract or whether it will be accounted for as part of the existing contract.

Identify the performance obligations

Once the Group has identified the contract with a customer, it evaluates the contractual terms and its customary business practices to identify all the promised services within the contract and determine which of those promised services (or bundles of promised services) will be treated as separate performance obligations.

Identify the transaction price

The Group determines transaction price as the amount which it expects to be entitled. It includes an estimate of any variable consideration, the effect of a significant financing component (i.e., the time value of money), the fair value of any non-cash consideration and the effect of any consideration paid or payable to a customer (if any). Variable considerations are limited to the amount for which it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Allocation of transaction price

Once the performance obligations have been identified and the transaction price has been determined, transaction price is allocated to the performance obligations, generally in proportion to their stand-alone selling prices (i.e., on a relative stand-alone selling price basis). When determining stand-alone selling prices, the Group is required to use observable information, if any. If stand-alone selling prices are not directly observable, the Group makes estimates based on information that is reasonably available.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

5. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

5.4 Revenue from contracts with customer (continued)

The Group satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

- The Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.
- Revenues are measured at fair value of consideration received or receivable, after taking into account terms of payment contracted, net of taxes and levies. The Group reviews revenue arrangements according to specific criteria to determine whether it is acting as a principal or agent.
- Revenue is recognized to the extent that economic benefit will flow to the Group, and revenue and cost, if applicable can be measured reliably.

The Group provides transportation services within and outside the Kingdom of Saudi Arabia, as well as the related services. If the services under a single arrangement are rendered during different financial periods, then it is allocated on sale value basis between the different services.

Some tickets are neither used for travel and nor refundable. This is often referred to as "tickets breakage". In cases in which the Group is expected to be entitled to breakage, the estimated amount is recognized as revenue to the extent it is highly probable that there will be no significant revenue reversal. Where the Group cannot accurately estimate the breakage that there will be no significant revenue reversal, then the respective revenue is recognized only when the likelihood of the customer exercising its remaining rights becomes remote.

Revenue is recognized upon when services are rendered to customers. Rental income is recognized on straight line basis over the terms of respective agreements while other income is recognized when earned.

The Group also provides a number of secondary services as part of ticket or at an extra charge e.g. extra baggage, internet services, provision of food, etc. The Group determines that these secondary services are not distinct from the transportation services and hence accounts for its transportation services as a single performance obligation.

The Group also sells tickets on behalf of other companies through its stations. The Group has concluded that it acts as an agent in respect of such sales. Accordingly, revenue is recognized only to the extent of Group's commission on such sales.

The Group generates revenue from the following areas:

- a) Passenger transport
- b) Revenue from specialized services
- c) Revenue from government authorities
- d) Service concession arrangements with third parties
- e) Revenue from digital mobility solution

Revenue over time is recognized for each performance obligation by measuring progress towards satisfying the performance obligation. The non-cash consideration is measured at fair value. If the fair value of non-cash consideration cannot be reasonably estimated, the consideration is measured with reference to standalone selling price of other goods or services promised to the customers in exchange for the consideration.

A contract modification exists when the parties to a contract approve a modification that creates new or changes enforceable rights and obligations of the parties to the contract. Revenue recognition under the existing contract should continue until the contract modification is approved.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

5. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

5.4 Revenue from contacts with customer (continued)

(a) Revenue from passenger transport

Revenue from passenger transport mainly includes cash collected from passengers at the time of purchase of tickets and is recognized when the service is provided to passengers. A deferred revenue is recognized for tickets purchased in advance till the date of travel or expiry of tickets. Revenue is recognized when the customer obtains the service. The revenue is recognized at a point in time. The performance obligations are represented in providing a passenger service to the customer.

(b) Revenue from specialized services

The key services provided through specialized services are as follows: -

- Rental services represented in the bus rental service for direct beneficiaries or special programs organizers.
- Continuous contract services represented in contracting with government authorities, companies and universities to transfer their employees and students.

Revenue is recognized when the customer obtains the passenger service. The revenue is recognized at a point in time. The performance obligations are represented in providing the service to the customer.

(c) Revenue through government authorities

This represents government support revenues for public transport services from the contracts concluded with the Royal Commission for Riyadh City, Jeddah Municipality, Medina Region Development Authority and Eastern Region Municipality, the revenue is recognized over time.

(d) Service concession arrangements

Service concession arrangements revenue recognition

The Company satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

- The Company's performance does not create an asset with an alternate use to the Company and the Company has an enforceable right to payment for performance completed to date.
- The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced;
- The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied. When the Company satisfies a performance obligation by delivering the promised services it creates a contract based asset on the amount of consideration earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognized, this gives rise to a contract liability.

Revenue is measured at the fair value of the consideration received or receivable, considering contractually defined terms of payment and excluding taxes and duty. The Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

5. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

5.4 Revenue from contracts with customer (continued)

(d) Service concession arrangements (continued)

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue and costs, if applicable, can be measured reliably.

Service concession arrangement:

The subsidiary (Public Transportation Company "PTC", "the Operator") entered into a contract with the Royal Commission for Riyadh ("Commission" or "the Grantor") on 20 November 2014 for the execution of King Abdulaziz Project for Public Transport in Riyadh. Original contract term is 12 years. Under the arrangement, the Company purchases buses, constructs warehouses, manages operations (i.e. operations of buses - public transportation in various transport lines) and management of transport lines for the Commission. The contract is divided into two phases: mobilization phase and operational phase. At the end of the concession period, the grantor has the option of purchasing the infrastructure (buses and warehouses) along with other assets or transferring the legal right to the Company. Terms that give the grantor the right to terminate the agreement include poor company performance and a material breach of the terms of the agreement.

Based on the arrangement with the Riyadh Authority, the Company has an unconditional right to receive cash during the mobilization and operation period and does not have the right to use the infrastructure to recover cash from the general public. The company recognizes the financial assets arising from the concession arrangement when it has an unconditional contractual right to receive cash from the grantor in exchange for construction or upgrade services provided.

Below table summaries the type of projects and their revenue recognition.

Type of Project	Nature and timing of satisfaction of performance obligations, including significant payment terms	Revenue recognition
King Abdulaziz Project for Public Transport in Riyadh	<p>The Company recognizes revenue from the services over time when project-related costs are incurred for each of the separately identified performance obligation through the adoption of cost plus basis.</p> <p>A profit margin is based on cost by recognizing the revenue for each performance obligation.</p> <p>The Company has the following performance obligations:</p> <ul style="list-style-type: none"> i. Preparation ii. Purchase of buses iii. Construction of warehouses iv. Operation of buses v. Facility management vi. Traffic control center <p>Invoices are submitted to the customer based on the payment stages agreed upon in the contract and the mechanism for issuing monthly invoices. The customer acknowledges the work performed before issuing invoices. Invoices are payable within 60 days. Amounts not billed are presented as unbilled revenue.</p>	<p>Revenue is recognized over time as per the contractual terms agreed and completion of work.</p>

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

5. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

5.4 Revenue from contracts with customer (continued)

(e) Revenue from digital mobility solution

The Company is engaged in the activities of systems analysis and mobility technologies. The company provide on-demand services, shared ride service that picks up multiple passengers heading in the same direction with a click of a button. Revenue is recognized when the customer obtains the service. The revenue is recognized at a point in time. The performance obligations are represented in providing a passenger service to the customer.

(f) Finance income

Finance income is recognized using effective commission rate method which represents the rate under which the estimated future cash receipts are discounted over the expected life of a financial instrument (or a shorter period, whichever is more appropriate, for the net book value of the financial asset. Commission income is included in finance income in the consolidated statement of profit or loss.

(g) Dividends

Dividends are recognized when the Group's right to receive the payment is established, which is generally when the shareholders approve the dividends.

5.5 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of an entity and a financial liability or equity instrument of another entity.

IFRS 9 introduces requirements for the presentation and measurement of financial assets and financial liabilities, impairment and hedge accounting. IFRS 9 requires all financial assets to be measured at amortized cost or fair value in subsequent financial periods following initial recognition.

Recognition

Financial assets and liabilities are recognized on the consolidated statement of financial position when the Group becomes a party to the financial instrument.

Classification

The Group classifies its financial assets and liabilities in the following measurement categories:
 1) those to be measured subsequently at fair value either through other comprehensive income, or through profit or loss, and
 2) those to be measured at amortised cost.

The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those measured at amortized cost unless designated as liabilities subsequently measured at FVTPL. For assets and liabilities measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income ("OCI").

The Group reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

5 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**5.5 Financial instruments (continued)**

The Group has implemented the following classifications:

<u>Financial statements item</u>	<u>Classification under IFRS 9</u>
Investments at fair value through Profit or loss	Fair value through profit or loss (FVTPL)
Investments at fair value through other comprehensive income	Fair value through other comprehensive income (FVOCI)
Investments in Murabaha deposits	Amortized cost
Trade receivables, unbilled receivables and other receivables	Amortized cost
Cash and cash equivalents	Amortized cost
Amounts due from a related party	Amortized cost
Murabaha financing	Amortized cost
Trade and other payables	Amortized cost

Financial assets***Initial recognition and measurement***

Financial assets are initially measured at their fair values. The subsequent measurement of financial asset depends on its classification either at amortized cost, at fair value through other comprehensive income (FVOCI) or at fair value through profit or loss (FVTPL).

The classification of financial assets at initial recognition depends on the contractual cash flow characteristics of the financial asset and the Group's business model for managing them. With the exception of Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are "solely payments of principal and interest (SPPI) on the principal amount outstanding". This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

5 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**5.5 Financial instruments (continued)****Financial assets (continued)****Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified into following categories:

Financial assets carried at fair value through profit or loss	These assets are subsequently measured at fair value. Net gains and losses, including any interest revenue or dividend income, are recognized in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest revenue, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Equity investment at fair value through other comprehensive income	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of income. Dividends are recognized as other income in the consolidated statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at FVTPL:

Financial assets at fair value through the consolidated statement of financial position at fair value with net changes in fair value recognized in the consolidated statement of profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either: (a) the Group has transferred substantially all the risks and rewards of the asset; or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

5 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

5.5 Financial instruments (continued)

Financial assets (continued)

Derecognition

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognized to the extent of the Group continuing involvement. In that case, the Group also continues to recognize the associated liabilities. The transferred asset and the associated liabilities are measured on a basis that reflects the rights and liabilities the Group has retained.

Impairment

The Group recognizes loss allowances for Expected Credit Losses (ECLs) on:

- Financial assets that are measured at amortised cost; and
- Contract assets (as defined in IFRS 15).

Receivable balances for which credit risk has not increased significantly since initial recognition are measured at 12-month ECLs (i.e. the risk of default occurring over the expected life of the financial instrument).

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the group considers reasonable and supportable information that is relevant and available without undue cost or effort.

This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). In all cases, the maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

ECLs are probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 360 days past due;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or the disappearance of the active market for a security because of financial difficulties.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

5 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

5.5 Financial instruments (continued)

Impairment (continued)

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Financial Liabilities

Initial recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans or borrowings, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans, other payables and borrowings, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized cost (long-term payables and lease liabilities).

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities identified upon initial recognition at fair value through profit or loss.

Financial liabilities are classified as held for trading when they are acquired for the purpose of repurchasing in the near future. This category also includes derivative financial instruments used by the Group that are designated as hedging instruments in hedge relationships as defined by IFRS 9 (Financial Instruments). Separated embedded derivatives are classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the consolidated statement of income.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not determined any financial obligation at fair value through profit or loss.

Financial liabilities at amortized cost

This category is relevant to the Group. After initial recognition, liabilities and interest-bearing loans, and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in the statement of profit or loss when the liabilities are derecognized as well as through EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the statement of profit or loss. This category applies to all interest-bearing loans.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

5 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**5.5 Financial instruments (continued)*****Derecognition***

A financial liability is derecognized when it is fulfilled, cancelled or expires. When an existing financial liability is replaced by another from the same lender on entirely different terms, or substantially the terms of an existing liability, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statement of income.

Offsetting of financial instruments

Financial assets and financial liabilities are offset with the net amount reported in the consolidated statement of financial position only if there is an enforceable legal right to offset the recognized amounts and an intent to settle on a net basis, or to realize the assets and settle the liabilities simultaneously

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written-off could still be subject to enforcement activities to comply with the Group's procedures for recovery of amounts due.

5.6 Cash and cash equivalents

Cash and cash equivalents shown in the consolidated statement of financial position include cash at banks, cash on hand and short-term deposits with an original maturity of three months or less and are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents include of cash on hand and short-term deposits, as defined above, less bank overdrafts, if any as they are considered as an integral part of the Group's cash management.

5.7 Dividends

The Group recognizes a liability to make cash or non-cash distributions to the shareholders when the distribution is approved and the distribution is no longer at the discretion of the Group.

5.8 Provisions***General***

Provisions are recognized when the Group has a legal present or expected obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of income net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

5 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

5.9 Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all related conditions will be complied with. When the grant relates to an expense item, it is recognized as income over the periods to match the grant on a systematic basis to the cost to be compensated. Group applies the matching approach for the grant received from the High Commission for the Development of Riyadh ("Commission's Projects and Planning Center") which relates to the electronic systems of alternative private buses service project in Riyadh.

5.10 Assets held for sale

The Group classifies current assets as held for sale if their carrying amounts will be recovered principally through sale rather than through continuing use. Current assets held for sale are measured at the lower of their carrying amount or fair value less costs to sell.

The criteria for classification of assets held for sale are met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be cancelled. The Management must be committed to the plan to sell the asset and which is expected take place within one year from the date of the classification.

5.11 Inventories

Inventories are measured at the lower of cost or net realizable value, with appropriate provisions for any obsolete or slow moving items. Cost is determined using the weighted-average method.

Cost includes expenditure incurred in acquiring the inventories and costs incurred in bringing them to their existing location and condition. Net realizable value is based on estimated selling price less any further costs expected to be incurred on disposal.

5.12 Property, plant and equipment, buses and trucks

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. This cost includes the cost of replacing part of property, plant and equipment and borrowing costs relating to long-term construction projects if the recognition criteria are met. If replacement of important parts of plant and equipment is required in stages, the Group depreciate these parts separately over their useful lives. In contrast, when a major test is performed, its cost is recognized in the carrying amount of plant and equipment as a replacement if its recognition criteria are met. All other repairs and maintenance costs are recognized in the consolidated statement of profit or loss when incurred.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

<u>Asset categories</u>	<u>Estimated lives</u>
Buildings and building improvements	3 – 33 years
Buses, trucks and trailers	6 – 12 years
Machine and equipment	2 – 20 years
Furniture and fixtures	3 – 10 years
Motor Vehicles	3 – 6 years

Depreciation is not calculated on lands.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

5 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**5.12 Property, plant and equipment, buses and trucks (continued)**

An item of property, plant and equipment, buses, trucks and any significant part that is initially recognized on derecognition or where there are no future benefits expected from use or disposal. Any gain or loss arising on derecognition of an asset (calculated as the difference between the net disposal proceeds and carrying amount of the asset) is included in the consolidated statement of income in the year the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment, buses and trucks are reviewed at each financial year end and adjusted prospectively, if appropriate.

Projects under construction are stated at incurred cost until the assets are prepared for its intended purpose. Then, such cost is capitalized on the relevant assets. This includes the cost of contractors, materials, services and capital advances.

5.13 Leases

The Group shall assess whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

5.13.1 Group as a lessee

The Group applies a single recognition and measurement model for all leases, except for short-term leases and leases of low-value assets. The Group recognizes a lease liability to make lease payments and right-of-use assets represents the right to use the right-of-use assets.

a) Right-of-use assets

The Group recognizes right-of-use assets at the lease commencement date (i.e., the date of availability of right-of-use asset). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term.

b) Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid against residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease terms give the Group right to terminate the lease. Variable lease payments that depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition of payment occurs.

5.13.2 Group as a lessor

Leases in which substantially all the risk and rewards of ownership are transferred to the Group are classified as operating lease. The arising rental income is calculated on a straight-line basis over the term of the lease and recognized under income in the consolidated statement of profit or loss due to its operating nature. Initial direct costs resulting from negotiating and arranging an operating lease are charged to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rental income are included as revenue in the period in which they are earned.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

5 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**5.14 Investment properties**

Investments held to earn rentals or capital appreciation are classified as investment properties. Investment properties are measured initially at cost including transaction costs less any accumulated depreciation and accumulated impairment losses, if any.

Depreciation is calculated on a straight-line basis over the estimated useful lives. Depreciation is not calculated on lands.

Investment properties are derecognized either when it has been disposed of or when it is permanently withdrawn from use and no future economic benefits is expected from it. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the consolidated statement of income in the period of derecognition.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment properties to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investments property, the Group accounts for this property in accordance with the policy stated under Property, plant and equipment up to the date of change in use.

5.15 Intangible assets

On initial recognition, intangible assets acquired separately are measured at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is charged to consolidated statement of income in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. Amortization expenses of intangible assets with finite lives are included in the consolidated statement of income as an expense and in line with the function of intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested annually for impairment either individually or at the cash-generating unit level. The assessment of indefinite useful life is reviewed annually to ensure that the assessment made for the indefinite useful life is still supported, otherwise the change from "indefinite useful life" to "definite useful life" is made prospectively.

Gain or losses arising on derecognition of intangible assets are measured as a difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the consolidated statement of income when the asset is derecognized.

Software

Computer software are recognized at cost less accumulated amortization and accumulated impairment losses. Historical cost comprises all costs attributable directly to the acquisition of the items.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

5 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**5.15 Intangible assets (continued)***Research and development*

Expenditure on research activities is recognised in profit or loss as incurred.

Development expenditure is capitalised only if the expenditure can be measured reliably, the product of process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment loss.

Amortization is charged to consolidated statement of income using the straight-line method in order to allocate the costs over the respective assets less the residual value over their estimated useful lives, as following:

Computer software 10 years
DMS application system 5 years

5.16 Foreign currencies**Foreign currency translation**

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

Foreign operations

Foreign operations are translated into Saudi Riyal (SAR) at the relevant exchange rates. The income and expenses of foreign operations are translated into SAR at the average exchange rates for the relevant period.

Foreign currency differences are recognised in OCI and accumulated in the translation reserve, except to the extent that the translation difference is allocated to NCI.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant portion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of an associate while retaining significant influence, the relevant proportion of the cumulative amount is reclassified to profit or loss.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

5 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**5.17 Employee benefits**

The Group has defined contribution plan with General Organisation for Social Insurance ("GOSI") where the Group and the employees contribute fixed percentage of their salary towards the retirement of its employees. The Group implements defined benefit plans under the Saudi Arabian Labor Law applicable based on employees' accumulated periods of service at the date of the consolidated statement of financial position.

The cost of providing the benefits under the identified benefits programs separately for each program using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the consolidated statement of financial position with a corresponding deduction or entry to retained earnings through OCI in the year end in which they occur. Re-measurement is not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in profit or loss on the earlier of:

- the date of the plan amendment or curtailment.
- the date that the Group recognizes restructuring-related costs.

Net interest is calculated by applying the discount rate to the net benefits obligations or assets. The Group recognizes the following changes in the net defined benefit obligation under "cost of revenue and administrative expenses" in the consolidated statement of income:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements.
- Net interest expense or income.

5.18 Finance costs

General and specific loan costs and Murabaha financing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized over the period of time required to complete and prepare the asset for use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Other borrowing costs are expensed in the year in which they are incurred in the consolidated statement of income.

5.19 Zakat and income tax**Zakat**

The Group are subject to Zakat in accordance with the regulations of the Zakat, Tax and Customs Authority ("ZATCA") in the Kingdom of Saudi Arabia. Zakat provision is calculated according to the consolidated Zakat base of the Group and its directly or indirectly wholly owned subsidiaries. Any differences between the provision and the final assessment are recorded when the final assessment is approved. Provision for zakat is charged to consolidated statement of profit or loss.

Income tax

Non-Saudi partner of the subsidiary is subject to corporate income tax in the Kingdom of Saudi Arabia based on his share of the results, which is included as an expense in the consolidated statement of income.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

5. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

5.19 Zakat and income tax (continued)

Income tax (continued)

Deferred tax is calculated using the liability method on temporary differences between the tax bases and liabilities and their carrying amounts for the consolidated financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except for:

- Where the deferred tax liabilities arise from the initial recognition of goodwill or of assets or liabilities in a transaction that is not a business combination and, at the time of the transaction affects neither the accounting profit nor taxable income or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognized on all deductible temporary differences, carry forward of unused taxes and unused tax losses only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax assets relating to the deductible temporary difference arise from the initial recognition of assets or liabilities in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable income.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it is likely to result in future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax regulations) that have been issued and effective on the date of the consolidated financial statements preparation. Deferred tax relating to items recognized outside the consolidated statement of income is included. Deferred tax items related to a transaction are recognized either in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes related to the same taxable entity and the same taxation authority.

Value Added Tax (VAT)

Revenues, expenses and assets are recognized net of the amount of VAT, except:

- Where VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, VAT is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- Receivables and payables are stated with the amount of VAT included.

The net amount of value added tax (VAT) recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

5. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

5.19 Zakat and income tax (continued)

Deferred tax

The assessment of deferred tax assets and liabilities is based on management judgment. Deferred tax assets are only recognized if they can be utilized. Whether or not they can be used depends on whether the carry forward tax losses can be offset against future taxable profits. In order to assess the probability of their use future use, estimates are made of various factors such as future operating results etc. If actual values differ from the estimates, this can lead to a change in the assessment of recoverability of the deferred tax assets.

Additional Zakat liability, if any, related to prior years' assessments by ZATCA is accounted for in the year in which the assessments are finalized.

Withholding Tax

The Group withholds taxes on some transactions with non-resident parties in the Kingdom of Saudi Arabia in accordance with the income tax law in force in the Kingdom of Saudi Arabia.

5.20 Earnings per share

Basic and diluted earnings per share is calculated by dividing:

- the profit attributable to the shareholders of the Group;
- By the weighted average number of ordinary shares outstanding during the financial period.

The Group has not issued any potential ordinary shares; therefore, the basic and diluted earnings per share are the same.

5.21 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication of impairment. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and value in use. The recoverable amount is determined for an individual asset, unless the asset does generate cash inflows into the Group that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In the context of assessing value in use, the estimated future cash flows are discounted to arrive at their present values using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks of the asset. In the context of determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, a valuation model appropriate for this purpose is used.

Impairment losses of continuing operations are included in the consolidated statement of income or in expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, the Group assesses at each reporting date to determine the extent to which previously recognized impairment losses continue to exist or have decreased. If any such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed, except for impairment losses relating to goodwill, only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that have been previously determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is included in the consolidated statement of profit or loss unless the asset is carried at a revalued amount, in which case the reversal is treated as an increase in the revaluation.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

6. OPERATING SEGMENTS

For management purposes, the Group is organized into business units based on their operations and has the following reportable segments:

- Passenger Transport - It includes scheduled transport services, representing passenger transport services inside and outside the Kingdom of Saudi Arabia, including government support revenue as well as international transport services. It also includes the cargo operations. This is considered one of largest segments of the Group.
- Specialized Services - It includes transport services under lease agreements entered into by the Company with third parties, whether government or non-government parties, inside or outside the Kingdom of Saudi Arabia. It also includes Limo services.
- Revenues from the concession arrangements for the King Abdul-Aziz Project for Public Transport in Riyadh - It includes the financial results of the Public Transportation Company, which is engaged in execution of King Abdul-Aziz Project for Public Transport in Riyadh, as stated in Note 1.
- Head Office - It includes the headquarter of the Company, and financial information about support unit activities.

These operating segments are identified based on internal reports that the entity regularly reviews for allocating resources to segments and assessing their performance "management method". The management method is based on how the management organizes the segments within the entity for making operating decisions and assessing performance. The management of SAPTCO, at the end of every reporting period, reviews the above segments for setting quantitative thresholds as well as criteria for presenting the revenues and expenses of each segment.

The activities of the Company and its subsidiaries are primarily conducted in the Kingdom of Saudi Arabia.

Inter-segment and inter business units' revenues are eliminated upon consolidation and reflected in the "adjustments and eliminations" column.

Management monitors the operating results of business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on consolidated statement of profit or loss and is measured consistently with the consolidated statement of profit or loss in the consolidated financial statements.

The Group has no significant customer that contributes 10% or more to the Group's revenues for the year ended 31 December 2021 and 2022 respectively, except for certain government agencies which in aggregate account for 10% of the Group's revenue.

The Group's revenues are affected by seasons with high operating rates. These seasons are during the period of Hajj, summer vacation, holy month of Ramadan and public holidays. The financial information included for these segments is as follows:

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

6. OPERATING SEGMENTS (CONTINUED)

Information on reportable segments (continued)

	Passenger transport SR'000	Specialized services SR'000	Head office SR'000	Digital mobility solutions SR'000	Concession for the King Abdul-Aziz Project for Public Transport in Riyadh SR'000	Total segments SR'000	Adjustments and eliminations SR'000	Total SR'000
For the year ended 31 December 2022								
Total revenue (Note 31)	630,923	333,117	-	24,570	333,163	1,321,773	(2,306)	1,319,467
Cost of revenue (Note 32)	(405,717)	(386,086)	-	(80,585)	(291,258)	(1,163,646)	20,262	(1,143,384)
Gross (loss)/profit	225,206	(52,969)	-	(56,015)	41,905	158,127	17,956	176,083
Provision for impairment of non-current assets	47,782	-	-	8,194	-	55,976	-	55,976
Loss before zakat and income tax	135,604	(105,718)	(115,509)	(86,451)	(25,133)	(197,208)	106,701	(90,507)
For the year ended 31 December 2021								
Total revenue (Note 31)	472,681	153,694	-	1,958	332,367	960,700	(127)	960,573
Cost of revenue (Note 32)	(408,024)	(248,397)	-	(6,598)	(312,953)	(975,972)	17,747	(958,225)
Gross (loss)/profit	64,657	(94,703)	-	(4,640)	19,414	(15,272)	17,620	2,348
Provision for impairment of non-current assets	(43,000)	-	-	-	-	-	-	(43,000)
Loss before zakat and income tax	(16,838)	(116,246)	(67,092)	(16,486)	(22,334)	(238,996)	34,611	(204,385)

6. OPERATING SEGMENTS (CONTINUED)

6. OPERATING SEGMENTS (CONTINUED)

Information on reportable segments (continued)

33

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022

(Saudi Arabian Riyals in '000)

7. PROPERTY, PLANT AND EQUIPMENT, BUSES AND TRUCK

	Land SR'000	Buildings SR'000	Buses, trucks and trailers SR'000	Furniture & Fixture SR'000	Motor vehicles SR'000	Machines and equipment SR'000	Total SR'000
Cost							
Balance as at 1 January 2021	90,264	547,550	1,737,587	21,907	76,405	104,799	2,578,512
Additions during the year	-	3,180	2,912	328	8,676	5,458	20,554
Transfers during the year	-	2,248	2,418	307	868	56	5,897
Transfer of assets held for sale	-	-	(78,448)	(497)	(12,493)	(1,612)	(78,448)
Disposals during the year	-	(229)	-	-	-	-	(14,831)
Balance as at 31 December 2021	90,264	552,749	1,664,469	22,045	73,456	108,701	2,511,684
Additions during the year	-	5,318	147,594	751	787	7,469	161,919
Transfers during the year	-	-	-	-	-	117	117
Transfer of assets held for sale (note 35)	-	-	3,498	-	-	-	3,498
Balance as at 31 December 2022	90,264	558,067	1,815,561	22,796	74,243	116,287	2,677,218
Accumulated depreciation and impairment							
Balance as at 1 January 2021	-	393,619	924,137	15,453	60,754	72,158	1,466,121
Depreciation during the year	-	25,524	120,613	1,387	6,028	8,719	162,271
Disposals during the year	-	(230)	-	(449)	(10,360)	(1,591)	(12,630)
Transfer of assets held for sale (note 35)	-	-	(70,810)	-	-	-	(70,810)
Impairment provision	-	-	43,000	-	-	-	43,000
Balance as at 31 December 2021	-	418,913	1,016,940	16,391	56,422	79,286	1,587,952
Depreciation during the year	-	9,998	123,783	1,362	5,764	7,551	148,458
Disposals during the year	-	-	-	-	-	-	-
Transfer of assets held for sale (note 35)	-	-	3,174	-	-	-	3,174
Impairment provision	-	-	47,782	-	-	-	47,782
Balance as at 31 December 2022	-	428,911	1,191,679	17,753	62,186	86,837	1,787,366
Net book value							
As at 31 December 2022	90,264	129,156	623,882	5,043	12,057	29,445	889,847
As at 31 December 2021	90,264	133,836	647,529	5,654	17,034	29,415	923,732

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

7. PROPERTY, PLANT AND EQUIPMENT, BUSES AND TRUCKS, NET (CONTINUED)

	31 December 2022 SR'000	31 December 2021 SR'000
Property, plant and equipment, buses and trucks	889,847	923,732
Projects in progress	(7.2) 29,457	16,627
	919,304	940,359

7.1 Impairment test of buses and trucks

Management performs impairment assessment of buses and trucks and associated assets to identify that any impairment may exist at the end of each financial year. During the year ended 31 December 2022, management tested the buses and trucks and associated assets to determine whether impairment exists or not. The management determined that the carrying value of certain buses and trucks and associated assets was higher than its recoverable amount by SR 47.8 million (resulted from intercity CGU) for the year ended 31 December 2022 (2021: SR 43). The recoverable value was determined on the basis of value-in-use calculation, and it is the present value of the future cash flows expected to be obtained from the cash-generating unit for these buses, trucks and related assets. The management drew on its previous experience taking into consideration the market indicators and used a discount rate estimated based on the weighted average cost of capital.

The Company operates through three main sectors which are intercity transport services, intra-city transport services, and the specialized services sector. Accordingly, the Company has determined three cash-generating units, which are as follows:

- The intercity transport services and the related assets, which is represented in passenger transport services on the road network connecting the Kingdom's various cities and villages.
- The intra-city transport services and related assets, which is represented in the public transport service through a network of lines covering the main cities in the Kingdom (Riyadh - Jeddah - Damam - Madinah),
- The specialized services and related assets are various services provided by SAPTCO according to the desire of its customers who are keen to act as direct beneficiaries or special programs organizers as part of the company's endeavor to extrapolate the needs of the beneficiaries of customers, improve and develop the services provided in line with their aspirations and meet and achieve their desires.

The value in use was used to arrive at the recoverable amount and is as follows:

<u>Cash-generating units and associated assets</u>	<u>Recoverable amount (Value in use) Saudi Riyals in millions</u>
Specialized services	906
Intercity transportation	107
Intra-city transportation	27.4

The recoverable amount has been determined based on actual value and the discounted future cash flows. The WACC rate was 11.1% for intercity transportation services, and 10.6% for intra-city transportation and specialized services. Based on an impairment test, recoverable amounts of buses and trucks are lower than their carrying amounts as of 31 December 2022. The impairment loss on buses for intra-city transportation services is SR 47.8 million, without a decrease in the specialized services and intercity transportation services.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

7. PROPERTY, PLANT AND EQUIPMENT, BUSES AND TRUCKS, NET (CONTINUED)**7.1 Impairment test of buses and trucks (CONTINUED)**

An increase/decrease in the WACC rate by 1% for intra-city transportation services will lead to an increase/decrease in the impairment of SR 87 thousand, SR 93 thousand, respectively.

An increase/decrease in the WACC rate of 1% for intercity transportation services will not result in an impairment.

An increase/decrease in the WACC rate of 1% for specialized services will not result in an impairment.

7.2 Projects and buses under progress/ preparation

Projects and buses under progress include advances to suppliers for the construction and development of buildings, furniture and buses.

Movement in projects under progress during the year is as follows:

	31 December 2022 SR'000	31 December 2021 SR'000
At the beginning of the year	16,627	24,264
Additions during the year	12,830	-
Transfers during the year	-	(5,897)
Transfer of intangible assets during the year (Note 9)	-	(1,740)
At the end of the year	29,457	16,627

The company expects to complete the projects in progress during the year ended on 31 December 2023.

7.3 Re-assessment of the residual values at the end of the useful life

During the year 2022, the Group's management re-assessed the useful life and the residual value of the certain items of property, plant and equipment (buses and trucks) and concluded to be remain same as last year without any changes.

During the year ended 31 December 2021, the Group's management re-assessed the residual values at the end of the useful life for certain items of property, plant and equipment (buses and trucks). This resulted in a decrease in the depreciation charged to the consolidated statement of profit or loss for the year ended 31 December 2022, a decrease in costs and an increase in profit for the year by the same amount as follows:

	Before re- assessment SR'000	After re- assessment SR'000	Effect on profit or loss SR'000
Change in depreciation value	123,783	108,061	15,722

8. INVESTMENT PROPERTIES

Investment properties of the Group comprise of lands in the Kingdom of Saudi Arabia amounting to SR 307 million as at 31 December 2022 and 31 December 2021. The Group intends to hold these lands for the purposes of appreciation in value. Such lands are carried at cost less impairment, if any.

The fair value of investment properties have been determined by external and independent property valuers. The lands were assessed by "Qiam Valuation Company", license number (804/18/323) at the Saudi Authority for Accredited Valuers, having appropriate recognized professional qualifications and recent experience in the location and category of the property being valued. The independent valuers determine the fair value of the Group's investment properties portfolio on an annual basis or upon request by the management. The recent fair valuation was performed as at 31 December 2022, and the fair value determined at SR 442.6 million (2021: SR 437 million).

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
(Saudi Arabian Riyals in '000)

8. INVESTMENT PROPERTIES (CONTINUED)

The above-mentioned investment properties are measured at fair value using the market approach, which is a valuation technique that uses pricing and other relevant information generated by market transactions including similar or comparable assets and adjusted to reflect differences in size, location, frontage/visibility, view, and utilization, and are classified under Level 2 using other observable inputs.

The Group has no restrictions on the sale of its investment properties and no contractual obligations to purchase, construct or develop investment properties or liabilities for repairs, maintenance, and enhancements.

9. INTANGIBLE ASSETS, NET

	31 December 2022 SR'000	31 December 2021 SR'000
Software, applications and licenses (a)	46,616	36,139
Other intangible assets (b)	584,767	615,648
	631,383	651,787

a) Software, applications and licenses

	SR'000
Cost	
Balance as at 1 January 2021	88,745
Additions	4,256
Transferred from projects under progress	1,740
Balance as at 31 December 2021	94,741
Additions	26,975
Transferred from projects under progress	(117)
Balance as at 31 December 2022	121,599
Accumulated amortization	
Balance as at 1 January 2021	52,941
Additions	5,661
Balance as at 31 December 2021	58,602
Additions	8,187
Impairment charges	8,194
Balance as at 31 December 2022	74,983
Net book value	
As at 31 December 2022	46,616
As at 31 December 2021	36,139

During 2022, the management has recognised an impairment loss of an intangible asset amounting to 8.2 million.

b) Other intangible assets

Intangible assets represent the PTC's right to the residual value of the buses and garages of Riyadh Public Transport Project after the completion of the project. Under the project's contract, the grantor (the Royal Commission for Riyadh) has an option to purchase these buses and garages at their net book value. If this option is not exercised, its subsidiary has the right to retain these buses.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

9. INTANGIBLE ASSETS, NET (CONTINUED)**b) Other intangible assets (continued)****MODIFICATION TO PUBLIC TRANSPORT PROJECT CONTRACT**

During March 2022, Royal Commission for Riyadh City ("the Grantor") and the Company have agreed certain amendments, through a variation order ("Variation Order 3"), in the King Abdulaziz Project for Public Transport in Riyadh ("the Project"), which has resulted in a change in the costs and margins of few performance obligations. Subsequent to the period end, on 7 April 2022 the Company has received the signed Variation Order 3 by the Grantor, with an effective date of 17 March 2022.

Accordingly, necessary adjustments have been reflected in these financial statements, mainly:

- a) Decrease in the intangible assets for the Grantor's option to buy the buses with an amount of SR 111 million and increase in the intangible assets for the Grantor's option to buy the depots and head office building with an amount of SR 80 million;
- b) Decrease in the Depots Construction revenue and cost with an amount of SR 80.8 million and SR 79.3 million, respectively;
- c) Increase in the Bus Procurement revenue and cost with an amount of SR 111 million; and
- d) Change in profit margin in performance obligation for Bus Operations

10. RIGHT-OF-USE ASSETS, NET

The Group has leases for buildings (office premises, workshops, and sites) and Cars. The lease terms range from 2 to 5 years. The Group depreciates these contracts over the lease term on a straight-line basis. The Group also has some leases for residential buildings of 12 months or less and low-value leases. The Group applies for an exemption from recognition for these short-term leases and leases of low-value assets. The Group has recognized a rental expense for these contracts of SR 19.9 million for the year ended 31 December 2022 (31 December 2021: SR 5 million).

	Buildings
	SR'000
Cost	
As at 1 January 2021	44,305
Additions	13,689
Balance as at 31 December 2021	57,994
Additions	56,016
Balance as at 31 December 2022	114,010
Accumulated depreciation	
As at 1 January 2021	8,417
Charge for the year	5,724
Balance as at 31 December 2021	14,141
Charge for the year	18,478
Balance as at 31 December 2022	32,619
<i>Net book value</i>	
As at 31 December 2022	81,391
As at 31 December 2021	43,854

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

11. INVESTMENTS IN ASSOCIATES AND JOINT VENTURE

	31 December 2022 SR'000	31 December 2021 SR'000
Share in joint venture (SEITCO) (a)	46,723	66,993
Share in an associate (CAMCO) (b)	(4,800)	(1,999)
Share in an associate (Saudi Bahraini Transport Company) (c)	-	-

(a) Movement of investment in joint venture during the year was as follows:

	31 December 2022 SR'000	31 December 2021 SR'000
Balance at beginning of the year	66,993	94,311
Share of losses	(20,655)	(33,581)
Share in comprehensive income	385	964
Additions	-	5,299
Balance at the end of the year	<u>46,723</u>	<u>66,993</u>

The investment balance in joint venture is as follows:

Saudi Emirates Integrated Transport Company (SEITCO) is a joint venture in which the Group has joint control and a 50% ownership interest. SEITCO is engaged in providing school transport services, owning vehicles including buses, managing companies' vehicle fleet and providing transport by vehicles. SEITCO started its activities during the third quarter of 2014. In accordance with SEITCO's articles of association, the Group and the other investor in the joint venture have agreed to distribute dividends, net of the statutory reserve in accordance with their capital structure, which is currently 50% of each, respectively.

The Group's share in SEITCO is accounted for under the equity method in these consolidated financial statements based on SEITCO's financial statements.

The following table summarizes SEITCO's financial information:

	31 December 2022 SR'000	31 December 2021 SR'000
Statement of balance sheet		
Assets		
Current assets	95,717	50,188
Non-current assets	234,827	255,640
Total assets	<u>330,544</u>	<u>305,828</u>
Liabilities		
Current liabilities	133,639	72,287
Non-current liabilities	104,025	99,555
Total liabilities	<u>237,664</u>	<u>171,842</u>

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
(Saudi Arabian Riyals in '000)

11. INVESTMENTS IN ASSOCIATES AND JOINT VENTURE (CONTINUED)

Continuation to the table of SEITCO's financial information:

	31 December 2022	31 December 2021
	SR'000	SR'000
Statement of Income		
Revenues	188,536	43,959
Cost of revenue	(213,779)	(101,780)
Total losses	(25,243)	(57,821)
General and administrative expenses	(11,832)	(10,072)
Operating losses	(37,075)	(67,893)
Loss after Zakat	(41,310)	(67,161)

No dividends were distributed by SEITCO during the years ended 31 December 2022 and 31 December 2021.

The balance of the investment in the associate is as follows:

	31 December 2022	31 December 2021
	SR'000	SR'000
Balance at beginning of the year	(1,999)	(2,724)
Share of (losses) / profit for the year	(2,801)	517
Share in comprehensive income	-	208
Balance at the end of the year	(4,800)	(1,999)

On 2 Rabi' I 1439H (corresponding to 20 November 2017), the Saudi Public Transport Company has entered into as a new partner in the Capital Metro Company Limited ("CAMCO") through an acquisition of 3600 new shares issued by CAMCO amounting to SR 3,600 thousand which represents 20% of the company's capital. The contribution to the Company's capital was made on 24 Rabi' II 1439H (corresponding to 11 January 2018).

CAMCO is an associate which was established in accordance with the Saudi Regulations with a share capital of SR 18 million divided into 18,000 shares of SR 1,000 each. The purpose of the company is construction works and road maintenance. The Group's share in CAMCO is accounted for using equity method. The credit balance of investment in the associate has been classified under current liabilities as provision against loss in the associate under accrued expenses as the Company has guaranteed the obligation of the associate.

The following table summarizes the financial information of CAMCO:

	31 December 2022	31 December 2021
	SR'000	SR'000
Statement of balance sheet		
Assets		
Current assets	477,985	251,389
Non-current assets	20,137	18,891
Total assets	498,122	270,280
Liabilities		
Current liabilities	257,029	202,079
Non-current liabilities	261,563	77,050
Total liabilities	518,592	279,129

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

11. INVESTMENTS IN ASSOCIATES AND JOINT VENTURE (CONTINUED)

	31 December 2022	31 December 2021
Statement of Income		SR'000
Revenues	182,355	191,637
Cost of revenue	(168,146)	(166,120)
Total income	14,209	25,517
General and administrative expenses	(11,423)	(10,879)
Net income before Zakat	2,786	2,773

(c) The balance of the investment in an associate is as follows:

	31 December 2022	31 December 2021
	SR'000	SR'000
Balance at beginning of the year	7,459	7,459
Less: impairment of investment	(7,459)	(7,459)
Balance at the end of the year	-	-

The Group has 40% share in Saudi Bahraini Transport Company, a limited liability company registered in the Kingdom of Saudi Arabia. Group's share in associate is accounted for using the equity method in the consolidated financial statements. The audited financial statements of the associate have not been issued from 2014 to 2022 until the date of the consolidated financial statements. On 31 December 2015, the partners' extraordinary general assembly in Saudi Bahraini Transport Company decided to dissolve and liquidate the company and appoint a liquidator to liquidate it. Accordingly, the entire value of the investment has been reduced as the Group is unable to determine the recoverable amount of such investment. The Group does not expect that no provision would be made as a result of liabilities on Saudi Bahraini Transport Company.

12. UNBILLED RECEIVABLES

Unbilled receivables are revenue recognized but not yet billed. Public Transport Company 'PTC' issues a bill to the customer according to the agreed schedule. Current unbilled receivables are amounts that will be billed over the next 12 months.

The unbilled receivables balance has been presented as follows in the consolidated statement of financial position:

	31 December 2022	31 December 2021
	SR'000	SR'000
Unbilled receivable	1,278,217	2,062,976
	1,278,217	2,062,976

The Unbilled receivables represents the revenue recognized and has not been billed yet. The Public Transport Company (PTC) will bill the customer as per the agreed billing schedule. The current unbilled receivable represents the amounts due to be billed within the next 12 months.

As per the payment schedule, during the period, the PTC has received an amount of SAR 1,065 million (31 December 2021: SAR 130 million) from RCRC

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

13. INVENTORIES, NET

	31 December 2022	31 December 2021
	SR'000	SR'000
Spare parts inventory	74,111	62,519
Less: provision for slow-moving inventory	(48,698)	(46,076)
	25,413	16,443

An analysis of the Movement in provision for slow moving inventory for the year ended 31 December is as follows:

	31 December 2022	31 December 2021
	SR'000	SR'000
Balance at beginning of the year	46,076	46,205
Charged during the year (Note 32)	2,622	205
Sales from obsolete inventory	-	(334)
Balance at the end of the year	48,698	46,076

14. TRADE RECEIVABLES, NET

	31 December 2022	31 December 2021
	SR '000	SR'000
Trade receivables:		
Government and semi-government institutions	200,689	133,027
Private sector	88,725	40,120
Total trade receivables	289,414	173,147
Less: impairment losses on accounts receivables	(64,516)	(49,010)
Trade receivables, net	224,898	124,137

Group's receivables do not usually carry any commission and are collected primarily within 90 days. On 31 December 2022, the impaired trade receivables amounted to SR 64.5 million (31 December 2021: SR 49.0 million).

The movement in impairment of trade receivables:

	31 December 2022	31 December 2021
	SR'000	SR'000
Balance at beginning of the year	(49,010)	(46,939)
Charge for the year	(16,000)	(2,071)
Amount written off during the year	494	-
Balance at the end of the year	(64,516)	(49,010)

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
(Saudi Arabian Riyals in '000)

15. PREPAYMENTS AND OTHER CURRENT ASSETS

	31 December 2022 SR'000	31 December 2021 SR'000
Value Added Tax	12,032	33,586
Advances to suppliers	13,550	2,508
Prepaid rent	2,329	1,247
Other receivables	27,577	25,789
	<u>55,488</u>	<u>63,130</u>
Less: impairment	(5,105)	(5,271)
	<u>50,383</u>	<u>57,859</u>

The movement in impairment:

	31 December 2022 SR'000	31 December 2021 SR'000
Balance at beginning of the year	(5,271)	(3,509)
Reversal / (charge) for the year	166	(1,762)
Balance at the end of the year	<u>(5,105)</u>	<u>(5,271)</u>

16. Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include investments in listed equity shares. Fair values of these equity shares are determined by reference to published price quotations in an active market.

Movement in fair values of investment through profit and loss

	31 December 2022 SR'000	31 December 2021 SR'000
At the beginning of the year	-	-
Addition	9,244	-
Disposal	(381)	-
Movements due to changes in fair value	(1,340)	-
At the end of the year	<u>7,523</u>	<u>-</u>

17. CASH AND CASH EQUIVALENTS

	31 December 2022 SR'000	31 December 2021 SR'000
Cash in hand	1,528	1,430
Cash at bank	874,996	286,582
Short-term deposits	115,335	122,118
	<u>991,859</u>	<u>410,130</u>

18. SHARE CAPITAL

As at 31 December 2022, the fully paid-up share capital of the Company is SR 1,250 million (31 December 2021: SR 1,250 million) divided into 125 million shares (31 December 2021: 125 million shares) of SR 10 each.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

19. STATUTORY RESERVE

In accordance with the Company's By-laws, the Group is required to set aside 10% of its net income for the year as statutory reserve and the Ordinary General Assembly may discontinue when said reserve totals 30% of the capital. This reserve is not available for distributions.

The Board of Directors, in its meeting held on 22 Rabi' II 1442H (corresponding to 7 December 2021), approved to absorb part of the accumulated losses of the Company by transferring an amount of SR 183,4 million from the statutory reserve of the Company.

20. CONSENSUAL RESERVE

In accordance with the Company's by-law, the Ordinary General Assembly may, based on a proposal of the Board of Directors, set aside a percentage of 5% of the Group's net income to form a consensual reserve and allocate it for a specific purpose(s). On 14 Ramadan 1442H (corresponding to 26 April 2022), the Company's Ordinary General Assembly agreed to absorb part of the accumulated losses of the Group by transferring the consensual reserve amount of SR 42.7 million to the accumulated losses.

21. MURABAHA FINANCING

The Group has entered into Murabaha arrangements with banks to obtain Murabaha facilities. These loans have been availed during 2017 to 2022 and have a maturity of three to five years from the date of the Murabaha financing agreement and are secured by promissory notes bearing prevailing commission rates ranging between 1%-2% plus SIBOR. The Group has obtained these loans in order to finance the procurement of buses.

During 2021, PTC entered into an agreement with a local bank to restructure short-term Murabaha financing amounted to SR 499 million, to be long-term Murabaha financing and increase the bank facilities to SR 800 million payable in quarterly installments for a period of 7 years and is secured by promissory notes bearing prevailing commission rates 1.50% plus SIBOR.

During 2022, PTC entered into an extension agreement with a local bank in relation to the above-mentioned long-term Murabaha facilities of (SR 800 million plus SR 150 million) and withdrew an additional amount of SR 200 million during the year.

Short-term Murabaha financing

During current year, the Company obtained short-term bank facilities from local banks amounted to SR 150 million in the form of Murabaha to finance operating activities.

The balance used from Murabaha financing amounted to SR 1,632 million as at 31 December 2022 (31 December 2021: SR 1,557 million).

Murabaha and long-term financing are as follows:

				31 December 2022	31 December 2021
	Currency of the loan	Maturity date	Credit limit	SR'000	SR'000
Local Bank 1	SR	2028	1,282,000	1,249,500	1,262,000
Local Bank 2	SR	2022	250,000	135,771	-
Local Bank 3	SR	2027	800,000	-	-
Local Bank 4	SR	2023	61,500	1,128	14,320
Local Bank 4	SR	2023	136,598	12,499	41,511
Local Bank 5	SR	2024	83,000	26,303	42,825
Local Bank 4	SR	2025	101,000	55,475	75,221
Total value				1,480,676	1,435,877
Less: Current portion of long-term Murabaha				(445,300)	(118,817)
Net change in deferred interests costs				-	812
Non-current portion of long-term Murabaha				1,035,376	1,317,872

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2022

(Saudi Arabian Riyals in '000)

21. MURABAHA FINANCING (CONTINUED)

The short-term current Murabaha financing and current portion of long-term Murabaha are as follows:

	Currency of the loan	Credit limit	31 December 2022 SR'000	31 December 2021 SR'000
Local Bank 1 - Current balance of long-term Murabaha	SR	1,282,000	367,500	40,000
Bank 4 - Current balance of long-term Murabaha	SR	61,500	1,127	13,239
Bank 4 - Current balance of long-term Murabaha	SR	136,598	12,490	29,123
Bank 5 - Current balance of long-term Murabaha	SR	83,000	16,600	16,600
Bank 4 - Current balance of long-term Murabaha	SR	101,000	20,357	19,855
Bank 2 - Current balance of long-term Murabaha	SR	250,000	27,594	-
Short-term Murabaha financing from local banks	SR	300,000	150,838	120,291
Total value			596,506	239,108
Net change in deferred interests costs			(368)	(276)
Total short-term Murabaha financing and current portion of long-term Murabaha			596,138	238,832

A summary of the Murabaha transaction is as follows:

	31 December 2022 SR'000	31 December 2021 SR'000
Balance at beginning of the year	1,556,704	1,210,572
Proceeds during the year	1,021,136	1,142,926
Re-payments during the year	(946,326)	(796,794)
Balance at the end of the year	1,631,514	1,556,704

The balance of Murabaha was presented in the consolidated statement of financial position as follows:

	31 December 2022 SR'000	31 December 2021 SR'000
Current portion of murabaha financing and short-term financing	445,300	118,541
Short-term Murabaha financing	150,838	120,291
Non-current portion recognized under non-current liabilities	1,035,376	1,317,872
	1,631,514	1,556,704

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

22. ADVANCE FROM A CUSTOMER

The balance of advance from a customer represents an amount of SR 1,295 million (2021: 1,519) as an advance payment for executing King Abdulaziz Project for Public Transport in Riyadh. The PTC received SR 471 million in 2015, SR 548 million in 2019, SR 549 million in 2021 and 223.6 million in 2022. The balance at the end of the period was classified under current and non-current items with balances of SR 241 million and SR 1,053.5 million, respectively (31 December 2021: SR 413 million and SR 1,106 million, respectively). The value of the advance payment is amortized according to the completed works by the Public Transportation Company, with a percentage of the total cumulative works submitted.

23. EMPLOYEES' BENEFITS LIABILITIES

	31 December 2022 SR'000	31 December 2021 SR'000
Opening balance - present value of the defined benefit obligation	156,750	145,612
Current service cost	21,023	18,325
Benefits paid	(20,023)	(15,239)
Commission cost	3,715	2,109
Re-measurement of defined benefits obligations	13,872	5,943
Closing balance - present value of the defined benefit obligation	175,337	156,750

Employees' benefits liabilities

	31 December 2022 SR'000	31 December 2021 SR'000
Current service cost	21,023	18,325
Commission cost on benefit liability	3,715	2,109
Total employee benefit liabilities recognized in profit or loss	24,738	20,434

Gains on revaluation recognized in OCI:

	31 December 2022 SR'000	31 December 2021 SR'000
Gains on revaluation in defined benefit scheme:		
Financial assumptions	8,814	(6,918)
Demographic assumptions	(1,468)	(1,289)
experience adjustments	6,526	14,150
Total re-measurement recognized in OCI	13,872	5,943

The re-measurement (losses)/ gains on defined benefit liabilities account appears in the statement of other comprehensive income is the amount of SR 13,487 (2021: 4,772) after adding / deducting the Group's share in the associates.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

23. EMPLOYEES' BENEFITS LIABILITIES (CONTINUED)

The weighted average duration of the defined benefit obligation as at 31 December 2022 is 6.86 years (31 December 2021: is 7.69 years). An analysis of the maturity of the undiscounted benefit payments is as follow:

	31 December 2022 <u>SR'000</u>	31 December 2021 <u>SR'000</u>
Within one year	25,047	21,766
After one year but not more than five years	61,146	54,862
More than five years	159,890	113,913
	<u>246,083</u>	<u>190,541</u>

The significant assumptions used in determining the defined benefits obligations are as follows:

Key actuarial assumption	31 December 2022 <u></u>	31 December 2021 <u></u>
Financial assumptions:		
- Discount rate - present value of the defined benefit obligation	4.2%	2.5%
- Discount rate - expenses in consolidated statement of income	2.5%	1.5%
- Future salary increases	2.5%	2%
- Withdrawal rate	Moderate	Moderate
Demographic assumptions:		
- Retirement age	60 years	60 years
- Employee turnover rates:		
a. Service up to 6 years	12%	12%
b. Service from 7 to 25 years	9%	9%
c. Service more than 25 years	4%	4%

The mortality rate used is the Group's reinsurance mortality rate. The average rate for the next year is 0.36%.

A quantitative sensitivity analysis for significant assumptions on the employees' benefits are shown below:

	31 December 2022 <u>Impact on defined benefit scheme</u>	31 December 2021 <u>Impact on defined benefit scheme</u>
Discount rate		
Increase by 1%	18,887	4,294
Decrease by 1%	(2,486)	(4,211)
Future salary increase		
Increase by 1%	22,352	17,333
Decrease by 1%	(3,171)	(14,810)
Withdrawal rate		
Increase by 1%	2,006	805
Decrease by 1%	(1,209)	(782)
Mortality rate		
Increase by 1%	8,865	(6,011)
Decrease by 1%	8,884	6,021

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
(Saudi Arabian Riyals in '000)

24. LEASE LIABILITIES

	31 December 2022 SR'000	31 December 2021 SR'000
Balance as at beginning of the year	44,576	32,491
Additions during the year	56,016	13,683
Paid during the year	(20,340)	(3,520)
annual interest cost	2,779	1,922
Balance as at the end of the year	<u>83,031</u>	<u>44,576</u>

	31 December 2022	31 December 2021
Current portion	20,853	7,629
Non-current portion	62,178	36,947
Total	<u>83,031</u>	<u>44,576</u>

Future minimum lease payments

	Future lease payments	Interest	Present value of the minimum lease payments
Within one year	23,434	1,238	22,196
Two to five years	60,915	4,417	56,498
Later than five years	6,600	2,263	4,337
Total	<u>90,949</u>	<u>7,918</u>	<u>83,031</u>

25. CONTRACT LIABILITIES

	31 December 2022 SR'000	31 December 2021 SR'000
Passenger advance revenues	9,932	9,949
	<u>9,932</u>	<u>9,949</u>

26. TRADE AND RETENTION PAYABLES

	31 December 2022 SR'000	31 December 2021 SR'000
Trade payables	173,298	118,550
Restricted suppliers performance guarantees	7,847	8,466
	<u>181,145</u>	<u>127,016</u>

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

27. RELATED PARTIES

Related parties of the Group comprise of shareholders having control, joint control, or significant influence over the entity, key management personnel and affiliates where shareholders have control, joint control, or significant influence. The transactions with related parties are made on terms approved by the Board of the Directors of the Group. The Group and its related parties transact with each other in the ordinary course of business. The significant transactions and balances between the Group and its related parties are as follows:

	<u>Nature of relationship</u>	<u>Nature of Transactions</u>	31 December 2022 SR'000	31 December 2021 SR'000
<u>Related party</u>				
Saudi Emirates Integrated Transport Company (SEITCO)	Joint Venture	Finance income Share in loss of the joint venture Sold of buses Services rendered	1,376 (20,655) 11,136 3,414	337 (33,581) - 947
Capital Metro Company Ltd (CAMCO)	Associate	Share in profits of the joint venture Services rendered	(2,801) 738	517
RATP Development (French company)	Non-controlling interests of the subsidiary	Services rendered	7,248	6,845
RATP Dev Saudi Arabia (LLC)	Non-controlling interests of the subsidiary	Services rendered	45,872	46,539

Significant balances resulted from the above transactions the Group and its related parties are as follows:

		31 December 2022 SR'000	31 December 2021 SR'000
<u>Related party</u>	<u>Recognized under</u>		
Saudi Emirates Integrated Transport Company	Due from a related party	105,960	89,990
Capital Metro Company Ltd (CAMCO)	Due from a related party	738	1,902
RATP Development (French company)	Due to related party	8,774	6,908
RATP Dev Saudi Arabia (LLC)	Due to related party	13,250	4,668

The joint venture

* During 2014, the Company has funded the operating activities of Saudi Emirates Integrated Transport Co., Ltd. ("SEITCO") in an amounting to SR 30 million. This amount is not subject to any interest and SR 20 million from the value of the loan has been paid up to 31 December 2022 and management expects to pay the remaining amount during 2024 and 2025. The loan has been recognized at the present value.

In addition, during 2016, the Company has provided two additional finances totaling to SR 40 million to finance operations for the implementation of government school transport contracts. The amount will be recovered upon receiving the accruals of SEITCO. The loan has been recognized at the present value. Management expects to pay the remaining amount during 2024 and 2025.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

27. RELATED PARTIES (CONTINUED)

During 2019, the Company sold 350 buses to Saudi Emirates Integrated Transport Company (SEITCO) to be paid in annual installments.

This balance has been classified under current assets as the Company expects to collect the amount during 2023.

The significant transactions between the Group and key management personnel are as follows:

Transactions with key management personnel:

	31 December 2022 SR'000	31 December 2021 SR'000
Board expenses and allowances	4,371	4,806
Compensations of the key management personnel (*)	16,163	12,515

(*) Compensations of the key management personnel:

	31 December 2022 SR'000	31 December 2021 SR'000
Short-term employees' benefits	15,526	11,825
Long-term benefits	637	690
	<u>16,163</u>	<u>12,515</u>

Key management personnel compensation includes salaries and employees' defined benefit liabilities.

28. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

	31 December 2022 SR'000	31 December 2021 SR'000
Accrued expenses:	<u>158,172</u>	127,015
Employee accruals	90,874	54,096
Other payables	64,020	77,208
	<u>313,066</u>	<u>258,319</u>

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

29. ZAKAT AND INCOME TAX

a. Zakat

The Zakat charge for the year amounts to SR 5.4 million (31 December 2021: SR 16.0 million).

Movement in Zakat Provision

The movement in the provision for zakat is as follows:

	31 December 2022 SR'000	31 December 2021 SR'000
At the beginning of the year	48,409	36,715
Zakat differences	(24,296)	10,995
Zakat for the year	5,393	5,274
Paid during the year	(6,071)	(4,575)
At the end of the year	23,435	48,409

b. Zakat

Zakat is calculated based on the zakat base of the Company and its subsidiaries separately. The Company submitted zakat declarations until 2021 and obtained the necessary zakat certificates until the end of 2021.

The Zakat, Tax and Customs Authority (the Authority) has issued its final zakat assessments for the company until 2020.

The main components of zakat base for Saudi Public Transport Company and its subsidiaries were as follows:

The Company's Zakat base is calculated as follows:

Description	31 December 2022 SR'000	31 December 2021 SR'000
Share capital	1,258,000	1,258,000
Total adjusted loss	(63,002)	(193,676)
Provisions and reserves carried forward	255,755	262,485
Murabaha loans	231,176	174,413
Others	610,303	671,117
Total	2,292,232	2,172,339
Less:		
Property, plant and equipment, net	917,105	937,884
Long term investments	47,168	66,993
Inventories of spare parts	61,928	62,648
Carried forward losses	233,998	38,288
Others	829,270	867,760
Zakat base	202,763	198,766
Zakat payable	5,393	5,274

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

29. ZAKAT AND INCOME TAX (CONTINUED)

c. Income tax

Charge for the year

The income tax charge for the year is SR 340 thousand (31 December 2021: SR 229 thousand).

Movement of Provision for income tax

The movement in the provision for income tax was as follows:

	31 December 2022 SR'000	31 December 2021 SR'000
Balance at beginning of the year	78	5
Charged during the year	340	229
Paid during the year	<u>(86)</u>	<u>(156)</u>
Balance at the end of the year	<u>332</u>	<u>78</u>

The subsidiary filed the Zakat and tax return to the Zakat, Tax and Customs Authority ("ZTCA") up to the year 2021.

No Zakat assessment has yet been made by the ZTCA.

Charged to statement of profit or loss is as follows:

	31 December 2022 SR'000	31 December 2021 SR'000
Zakat charged during the year	5,391	16,270
Income tax	340	229
Deferred tax payable from subsidiary	<u>116</u>	<u>(418)</u>
	<u>5,847</u>	<u>16,081</u>

30. CONTINGENT LIABILITIES

As at 31 December 2022, the Group's bankers have issued on its behalf during the normal course of business guarantees, acceptances and documentary credit with a maximum of SR 2,325.7 million (31 December 2021: SR 2,072 million).

31. REVENUES

	31 December 2022 SR'000	31 December 2021 SR'000
Revenues from concession arrangements for the King Abdul-Aziz Project for Public Transport in Riyadh	333,163	332,367
Revenues from passenger transport	554,860	416,894
Revenues from specialized services	332,158	153,694
Revenues from digital mobility solutions	22,504	1,831
Revenues from government support (*)	<u>76,782</u>	<u>55,787</u>
	<u>1,319,467</u>	<u>960,573</u>

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

31. REVENUES (CONTINUED)

(*) The Royal Commission for Riyadh ("Commission's Projects and Planning Center") and Saudi Public Transport Company (SAPTCO) ("Operator") agreed to implement the alternative bus service in Riyadh as an alternative service provided by the existing local buses in the Riyadh city for two years, including the provision of materials, equipment, workers and any matters technically and practically required for the implementation of the project. The operation start date is 11 Jumada' II 1439H (corresponding to 27 February 2018) for transport on service runways and stop points in Riyadh city, which is to be determined by approval of the Public Transport Authority.

The total of the annual support amount for the year ended 31 December 2022 was SR 36,5 million which was disbursed in equal monthly installments. Due to the ends of the agreement, during 2022, the Group agreed with the Royal Commission for Riyadh to continue to implementing, where King Abdulaziz Project for Public Transport has not started yet.

Jeddah Municipality and SAPTCO agreed to implement the alternative bus service project in Jeddah for a period of five years, including the provision of materials, equipment, workers and all matters technically and practically required for implementing the project. The operation start date is 11 Jumada' II 1439H (corresponding to 27 February 2018) for transport on service runways and stop points in Jeddah city, which is to be determined by approval of the Public Transport Authority. The total of the annual support amount was SR 20 million which was disbursed in equal monthly installments.

The group entered into a contract with the Madinah Region Development Authority on January 24, 2022 AD to provide frequency transmission services in Madinah for a period of five years, amounting to 57.5 million riyals, including value added tax, and the implementation of the contract began in March 2022. During the holy month of Ramadan, the contract amount increased by 10% to reach a contract value of SAR 63.2 million. Additional services were provided for an amount of SAR 6 million that were related to this increase. As a result, the total value of the support amount for the nine months periods ended 31 December 2022 was SR 14 million.

The Group entered into a contract with the Eastern Province Municipality on 23/01/2022 AD (corresponding to 20/06/1443AH), to provide frequency transmission services in Dammam City and Al-Qatif governorate, for a period of five years, amounting to (149.6) million riyals, including value added tax, and the implementation of the contract began in October 2022. The total value of the support amount for the three months periods ended 31 December 2022 was SR 6.5 million without VAT.

32. COST OF REVENUES

	31 December 2022 SR'000	31 December 2021 SR'000
Mobilization phase expenses for King Abdulaziz Project		
for public transportation in Riyadh	269,490	291,601
Salaries and other related expenses	392,634	289,056
Depreciation and amortization expenses	167,699	167,101
Bus repairs and maintenance	126,663	84,065
Visa and iqama fees	35,044	39,731
Contractual services	87,355	41,703
Maintenance and general fees	22,925	16,791
Rent	16,818	9,956
Provision of slow moving inventory (note 13)	2,622	205
Property insurance expense	7,940	8,610
Others	14,194	9,406
	1,143,384	958,225

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

33. SELLING AND DISTRIBUTION EXPENSES

	2022	2021
	<u>SR'000</u>	<u>SR'000</u>
Local agents' commissions	16,551	13,105
Advertisement and promotion	3,754	149
International agents' commissions	1,173	510
Advertisements	2,155	1,098
	<u>23,633</u>	<u>14,862</u>

34. GENERAL AND ADMINISTRATIVE EXPENSES

	2022	2021
	<u>SR'000</u>	<u>SR'000</u>
Salaries and other related expenses	61,647	46,605
Management consulting expenses	20,735	15,057
Repairs and maintenance expenses	601	2,783
IT services expenses	8,134	5,891
Depreciation and amortization expenses	7,424	6,555
Contractual services	-	6,575
Remunerations, expenses and allowances of the Board of Directors and sub-committees (note 27)	4,371	4,806
Telephone and internet expenses	2,399	3,036
Rent	178	42
Visa and iqama fees	3,157	490
Research and Development*	5,983	3,899
Property insurance expense	1,580	629
Others	10,181	4,524
	<u>126,390</u>	<u>100,892</u>

*The Group's digital mobility business concentrates on the development of various applications and platforms for transportation services. Research and development costs that are not eligible for capitalisation have been expensed in 2022 and they are recognised in administrative expenses.

35. ASSETS HELD FOR SALE

During the year ended 31 December 2021, the Group's management decided to sell some of its assets (buses) that are used in passenger transportation operations. Accordingly, such assets have been reclassified as assets held for sale. The measurement process resulted in losses of SR 4.2 million, which represents the difference between the estimated recoverable value of SR 3.4 million and the net book value of SR 7.6 million for these fixed assets. Accordingly, these differences have been recognized as impairment losses of assets in the consolidated statement of profit or loss.

In 28 April 2022, the Company sold a portion of these assets to SEITCO for an amount of 11.1 Million Saudi Ryal which resulted in a capital gain of 3.8 million Saudi Ryal.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
 (A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
 (Saudi Arabian Riyals in '000)

36. OTHER INCOME

	31 December 2022 SR'000	31 December 2021 SR'000
Gains on sale of property, plant, busses and equipment (note 35)	3,822	3,604
Settlement of insurance claims	-	1,819
Drivers renting	-	800
Gains on sale of scrap	766	1,078
Penalties	1,994	409
Rental income	4,456	1,561
Amortization of deferred revenues	-	6,733
Advertising revenue on intra-city transport busses	1,050	-
Provisions no longer required	-	7,470
Others	28,022	1,037
	40,110	24,511

37. LOSS PER SHARE

Basic and diluted earnings per share (EPS) is calculated by dividing the income for the year attributable to ordinary shareholders of the parent company by the weighted average number of the outstanding ordinary shares during the year.

The following table reflects the income and share data used in the calculation of basic and adjusted earnings per share:

	2022 SR'000	2021 SR '000
Loss attributable to ordinary shareholders of the parent company for basic loss.	(90,872)	(216,188)
	2022	2021
Weighted average number of ordinary shares for basic loss per share	125,000,000	125,000,000
	2022 SR	2022 SR
Basic and adjusted loss per share	(0.73)	(1.73)

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
(Saudi Arabian Riyals in '000)

38. FINANCIAL INSTRUMENTS

The table below shows the carrying values of financial assets and liabilities not held at fair value as their carrying value represents a reasonable estimate of the fair value

	31 December 2022 (SR'000)			31 December 2021 (SR'000)		
	Financial assets at amortized cost	Financial liabilities at amortized cost	Total	Financial assets at amortized cost	Financial liabilities at amortized cost	Total
Financial assets not measured at fair value						
Trade receivables	224,898	-	224,898	124,137	-	124,137
Due from related parties	106,698	-	106,698	91,892	-	91,892
Cash and cash equivalents	991,859	-	991,859	410,130	-	410,130
Unbilled receivables	1,278,217	-	1,278,217	2,062,976	-	2,062,976
	<u>2,601,672</u>	<u>-</u>	<u>2,601,672</u>	<u>2,689,135</u>	<u>-</u>	<u>2,689,135</u>
Financial liabilities not measured at fair value						
Murabaha financing	-	1,631,514	1,631,514	-	1,556,704	1,556,704
Amounts due to related parties	-	22,023	22,023	-	11,576	11,576
Trade payables	-	181,145	181,145	-	127,016	127,016
Accrued expenses and other current liabilities	-	313,066	313,066	-	258,319	258,319
Lease liabilities	-	83,031	83,031	-	44,577	44,577
	<u>-</u>	<u>2,230,779</u>	<u>2,230,779</u>	<u>-</u>	<u>1,998,192</u>	<u>1,998,192</u>

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2022
(Saudi Arabian Riyals in '000)

39. NON-CONTROLLING INTERESTS IN THE SUBSIDIARY

Following is the summary of financial information of the subsidiary having non-controlling interests as shown in note (1):

	31 December 2022 SR'000	31 December 2021 SR'000
Non-controlling interests percentage	20%	20%
Assets		
Current assets	2,083,110	2,274,673
Non-current assets	602,149	630,997
Total assets	2,685,259	2,905,670
Liabilities		
Current liabilities	797,237	602,727
Non-current liabilities	1,943,981	2,334,199
Total liabilities	2,741,218	2,936,926
Revenues	333,163	332,367
Loss	(25,732)	(22,403)
Total comprehensive loss	(24,703)	(22,139)
Cash flow generated from/ (used in) from:		
Operating activities	660,959	(217,721)
Investing activities	(6,929)	(74,578)
Financing activities	(56,079)	428,398
	597,951	136,099
Share of non-controlling interests in net assets	(5,416)	(140)
Share of non-controlling interests in net loss	(5,482)	(4,278)

40. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities expose it to a variety of financial risks that include liquidity risk, market risk, and credit risk comprising currency risk, fair value risk and credit risk. The Group's risk management focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Group.

Liquidity Risk

Liquidity risk represents the Group's difficulties in providing funds to meet commitments relating to financial instruments. The Group's policy in managing liquidity risk is to ensure that it will have sufficient cash liquidity and adequate funding to meet its liabilities when due.

The table below summarizes the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

	31 December 2022				
	On demand	Less than one year	1-2 years	More than two years	Total
Financial liabilities					
Trade and other payables	4,701	169,051	7,393	-	181,145
Accrued expenses and other current liabilities	-	313,066	-	-	313,066
Murabaha financing	-	445,300	986,569	48,807	1,480,676
Short-term Murabaha financing	-	150,838			150,838
Lease liabilities	-	20,853	12,220	49,958	83,031
	4,701	1,099,108	1,006,182	98765	2,208,756

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2022

(Saudi Arabian Riyals in '000)

40. RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

	31 December 2021				Total
	On demand	Less than one year	1-2 years	More than two years	
<i>Financial liabilities</i>					
Trade and other payables	110,807	11,860	4,349		127,016
Accrued expenses and other current liabilities	-	258,319	-		258,319
Murabaha financing	-	118,817	161,126	1,156,470	1,436,413
Short-term Murabaha financing	-	120,291	-	-	120,291
Lease liabilities	-	7,629	12,086	24,861	44,576
	110,807	516,916	177,561	1,181,331	1,986,615

Market risk

Market risk is the risk that changes in market prices, such as currency rates and interest rates that will affect the Group's profit 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 parameters, while optimizing the return.

Equity price risk

The Group's investments in listed and unlisted equities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the equity price risk through diversification and placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's management on a regular basis. The Group's Investment Committee reviews and approves all equity investment decisions.

Investments in equity instruments designated as at FVOCI are subject to price risk due to the changes in market value of instruments, arising either from specific factors of individual instruments, their issuers or factors affecting all financial instruments traded in the market. The Group's market risk policy requires it to manage such risks by setting and monitoring objectives and constraints on investments, diversification plan, and limits on investment in each industry or sector.

No sensitivity analysis to equity price risk is presented as the Group sold its investments during 2021.

Foreign currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Group is subject to fluctuations in foreign exchange rates in its ordinary course of business. The Group uses foreign currencies, mainly USD and EUR. The Group is not exposed to significant currency risk with respect to USD as the Saudi Riyal is pegged to the USD, and transactions denominated in other currencies are not considered to represent significant currency risk. However, EUR is subject to higher exchange fluctuations than USD.

No sensitivity to foreign currency risk is presented due to its minimal effect on the consolidated financial statements.

Credit Risk

Credit risk is the risk that one party will fail to meet its obligation and will cause the other party to incur a financial loss. The Group's exposure to credit risk is mainly influenced by the individual characteristics of each customer, which the Group seeks to manage its credit risk with respect to customers by setting credit limits for individual customers and by monitoring outstanding receivables. However, the management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. Because of the nature of the Group's business, significant portion of revenue is collected in cash due to which the Group is not significantly exposed to credit risks.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

40. RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Concentrations arise when a number of counterparties are engaged in similar business activities, activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. On the date of the consolidated financial statements, no significant concentrations of credit risk were identified by the management, except for transactions with government institutions.

The following is an analysis of information about credit risk exposure on the Group's trade receivables using the provision matrix:

31 December 2022					
TRADE RECEIVABLES					
	Total	Less than	90 days	1-2	More than
	SR'000	90 days	to 1 year	years	two years
		SR'000	SR'000	SR'000	SR'000
Carrying amount of trade receivables	289,414	111,441	74,930	40,486	62,557
Expected credit loss as at 31 December 2022	64,516	2,836	8,467	3,340	49,873
31 December 2021					
Trade receivables					
	Total	Less than	90 days	1-2	More than
	SR'000	90 days	to 1 year	years	two years
		SR'000	SR'000	SR'000	SR'000
Carrying amount of trade receivables	173,146	79,086	19,393	15,701	58,966
Expected credit loss as at 31 December 2021	49,010	1,725	3,546	7,246	36,493

The credit quality of trade and other receivables was determined as follows:

High credit grade pertains to receivables with no default; medium grade pertains to receivables up to 3 defaults; and low grade pertains to receivables with more than 3 defaults. All receivables classified as past due or impaired in the table above are graded "high".

The maximum exposure to credit risk at the reporting date is the carrying amount of each class of the financial assets.

Capital management

The policy of the Group is to maintain a strong capital base to maintain investor, creditor and market confidence and to support future development of the Group's business. Management monitors the capital return as well as the level of dividends to the ordinary shareholders.

The Group manages its capital to ensure:

- Its ability to continue as a going concern.
- Financing its working capital and the requirements of strategic investments efficiently and in an optimal manner.
- Increasing returns to the shareholders to the maximum extent possible.
- Maintaining an appropriate composition of debt and equity.

The Company monitors capital using the movement rate, which is net debt divided by total capital plus debt. The Company includes within the debt current and non-current portion of the loans.

SAUDI PUBLIC TRANSPORT COMPANY AND ITS SUBSIDIARIES

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2022**

(Saudi Arabian Riyals in '000)

40. RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

To calculate net debt, the Group adds interest-bearing term loans, trade and other payables, and deducts bank balances, cash in hand, short-term deposits and discontinued operations.

	31 December 2022 SR'000	31 December 2021 SR'000
Long-term and short-term Murabaha loans	1,631,514	1,556,704
Accounts payable, accrued expenses and other liabilities	494,211	385,335
Less: cash and cash equivalents	<u>(991,859)</u>	<u>(410,130)</u>
Net debt	1,133,866	1,531,909
Equity	<u>939,669</u>	<u>1,049,510</u>
Share capital and net debt	<u>2,073,535</u>	<u>2,581,419</u>
Debt ratio	55%	59%

No changes were made in the Group's objectives, policies or processes during the year ended 31 December 2022 and 2021. The Group has no externally imposed capital requirements as at 31 December 2022 and 2021.

Interest rate risk

Interest rate risk is the exposure to various risk associated with the effect of fluctuations in the prevailing interest rates on the Group's financial position and cash flows. The Group manages interest rate risk by regularly monitoring the interest rate levels of its interest-bearing financial instruments. The Company is not exposed to significant interest sensitivity risk.

41. DIVIDEND

The Board of Directors recommended in its meeting held on 7 Sha'ban 1444H (corresponding to 27 February 2023) not to distribute cash dividends for the financial year 2022. The Board of Directors also recommended paying a remuneration of SR 2 million to the board members in accordance with the approved policies.

42. SUBSEQUENT EVENTS

- The new Companies Law issued through Royal Decree M/132 on 1/12/1443H (corresponding to 30 June 2022) (hereinafter referred as "the Law") came into force on 26/6/1444 H (corresponding to 19 January 2023). For certain provisions of the Law, full compliance is expected not later than two years from 26/6/1444H (corresponding to 19 January 2023). The management is in process of assessing the impact of the New Companies Law and will amend its By-Laws for any changes to align the Articles to the provisions of the Law. Consequently, the Company shall present the amended By-Laws to the shareholders in their Extraordinary/Annual General Assembly meeting for their ratification.
- As provided in Note 1 to the financial statements, the Group entered into an agreement on 15 Feb 2023 with Transport General Authority to operate intercity bus service in southern region of the Kingdom of Saudi Arabia.

43. APPROVAL OF THE FINANCIAL STATEMENTS

The consolidated financial statements have been approved by the Board of Directors on 7 Sha'ban 1444H (corresponding to 27 February 2023).

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