



**Greenstone Saudi Arabia
Board Report**

Year 2025





1. INTRODUCTION

Greenstone Saudi Arabia (Joint Stock Company) ("**Greenstone Saudi Arabia**" or the "**Company**") owned by ("**Greenstone Group FZ-LLC**" or the "**Greenstone Group**") is licensed by the Capital Market Authority ("**CMA**") of the Kingdom of Saudi Arabia (the "**Kingdom**") to undertake the Securities Activities of "Managing Investments and Operating Funds " and "Arranging" as defined in Article 2 of the Securities Business Regulations issued by the CMA ("**SBR**").

On 22 January 2020, the CMA issued its approval to the Company to commence business under the Arranging activity.

On 28th January 2024, the CMA issued its approval to the Company to commence business under the Managing Investments and Operating Funds ("**MIOF**") activity.

Since inception, the Company's primary business has been the offer of securities in foreign companies, foreign limited partnerships, foreign funds or other foreign-incorporated vehicles (each a "**Foreign Investment Vehicle**") to investors in the Kingdom of Saudi Arabia ("**KSA-based investors**") within the Kingdom under either Part 3 of the CMA's Rules on the Offer of Securities and Continuing Obligations (the "**ROSCO**") or Part 6 of the CMA's Investment Fund Regulations (the "**IFRs**") as applicable. During 2025, Greenstone expanded its services to include the registration, offering, management, and operation of a local private fund under the scope of its MIOF license.

A summary of the services provided by the company during the period 1 January 2025 to 31 December 2025 (the "**Reporting Period**") is as follows:

1.1. ARRANGING

Registration of one Foreign Investment Vehicle under the ROSCO was active during the Reporting Period. The offer period for the vehicle will end on 30 June 2026. No further business or activity was conducted under the scope of the Arranging license during the period.

1.2. ADVISING

On 15 April 2025, the Board of Directors of the Company resolved to adjust the Company's activities by approving the cancellation of the Advising license.

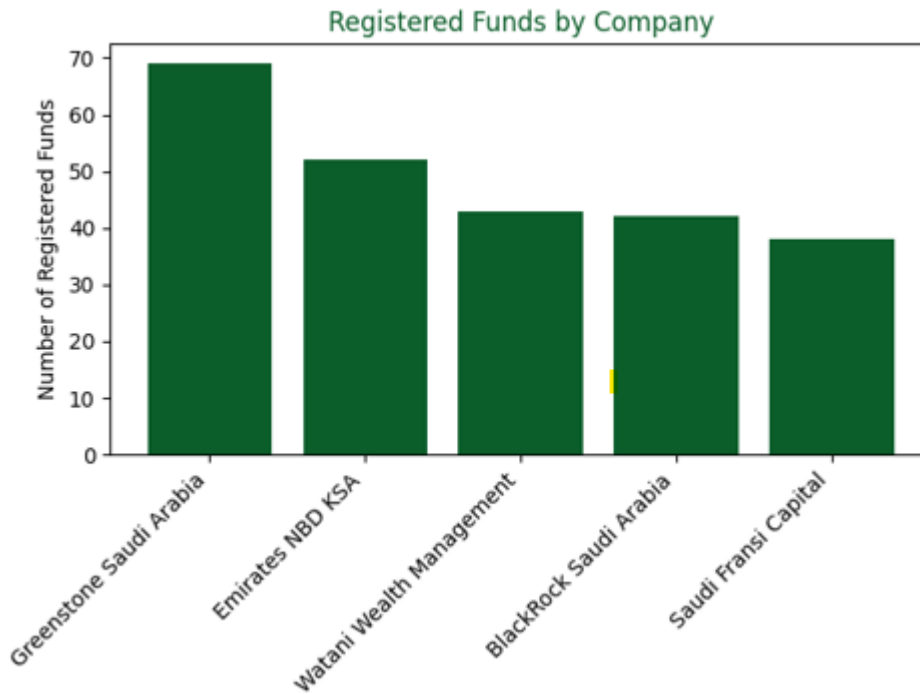
1.3. MANAGING INVESTMENTS AND OPERATING FUNDS

(a) Offering of Securities issued by Foreign Funds (in accordance with Part 6 of the IFRs)

Various foreign funds were registered under the IFRs, which include funds investing in the health, education, technology, and real estate sectors.

- 69 foreign funds registered and under the offering period and active at the reporting period.

Top 5 foreign funds registration managers according to the CMA website:



Greenstone Saudi Arabia leads the market with a share of nearly a third of all foreign funds (28.3%) registered with the CMA, reflecting a clear expansion strategy in diversifying investment products.

- 49 new foreign funds approved registrations during the Reporting Period.
- 28 Registrations were cancelled or expired during the Reporting Period.

(b) Manage a Private Local Fund (in accordance with Part 5 of the IFRs)

- The offering of a local private closed-end Shariah-compliant fund, the Saudi Premier Real Estate Investment Fund (the “**SPREIF**”), was approved by the CMA on 30 July 2024 and started operating on 31 December 2024, with assets under management of SAR 600 million.

The Fund's main objective is to provide current income to unit holders and to develop capital over the medium and long term, through investing in real estate development projects and income-generating properties. Greenstone Saudi Arabia managed the fund successfully up until its voluntary withdrawal as the fund manager, effective from the 31 December 2025.



2. FORMATION OF THE BOARD OF DIRECTORS

Greenstone Saudi Arabia's Board of Directors is composed of (5) members as follows:

Name	Classification
Mr. Paul Francesco Loiacono	Non-executive board member (Chairman)
Mr. Stephen Latham	Non-executive board member (Vice Chairman)
Mr. Kunal Bhasin	Independent board member
Mr. Tugrul Diri	Independent board member
Mrs. Yasemin Fakioglu	Non-executive board member

3. OTHER COMPANIES IN WHICH A MEMBER OF THE BOARD OF DIRECTORS IS A MEMBER OF THE BOARD OF DIRECTORS

The additional memberships of the Board of Directors inside and outside the Kingdom of Saudi Arabia are as follows:

Name	Board of Directors Memberships
Mr. Paul Francesco Loiacono	Independent board member, Lyst Technologies, Manama, Bahrain (2017- Present) Board member, Metacourt.gg, Switzerland (2019-Present) Board member, Greenstone QFC LLC, the State of Qatar (2025 – present)
Mr. Stephen Latham	Board member, Greenstone Equity Partners Financial Products Promotion LLC, United Arab Emirates (" UAE ") (2016 – Present) Board member, Greenstone QFC LLC, the State of Qatar (" Qatar "), (2017– Present) Board Member, Geminian Holdings Limited, Cayman Islands (2023 – Present) Board Member, Greenstone (DIFC) Limited, UAE (2025 – present)
Mr. Kunal Bhasin	Board member, 1 West Finance New York, USA, (2017- Present)
Mr. Tugrul Diri	Board member, Dora Kimya Sanayi ve Ticaret Anonim Sirketi, Istanbul, Turkiye (2014- Present)
Ms. Yasemin Fakioglu	Board member, Istanbul Consulting LLC, Parsippany, New Jersey, USA, (2018- Present) Board member, Greenstone QFC LLC, the State of Qatar (2025 – present) Board member, Greenstone (DIFC) Limited, UAE (2025 – present)

4. AFFILIATED COMPANIES

Greenstone Saudi Arabia is part of the Greenstone group of companies. The Company is a wholly owned subsidiary of Greenstone Group FZ-LLC ("**GSG**"). Details of GSG and other entities which are wholly owned by GSG ("**Greenstone Affiliates**") as of the end of the Reporting Period are as follows:

Name	Share Capital	Ownership by Greenstone Saudi Arabia	License Activity	Regulatory Authority	Country of Operations	Country of Establishment
Greenstone Group FZ-LLC	130 Ordinary Shares (Voting) of AED1,000 each; and 72,666,246 Ordinary Shares (Non-Voting) of AED 0.0120 each	0%	Marketing Management	N/A	UAE	Ras Al Khaimah Economic Zone ("RAKEZ"), UAE
Greenstone Equity Partners Financial Products Promotion LLC	AED 10,000,000	0%	Financial Products Promotion, Foreign Securities Promotion, Managing Investments and Operating Funds	UAE Securities and Commodities Authority	UAE	The Department of Economy & Tourism in Dubai ("DED"), UAE
Greenstone QFC LLC	QAR 900,000	0%	Arranging and Advising	Qatar Financial Centre Regulatory Authority	Qatar	Qatar Financial Centre, Qatar
Greenstone Placement Management FZ-LLC	AED 10,000	0%	Marketing Management	N/A	UAE	Ras Al Khaimah Economic Zone ("RAKEZ"), UAE
Greenstone Kuwait Investment Advisors K.S.C.C.	KWD 100,000	0%	Investment Advisory (not operating)	Kuwait Capital Market Authority	The State of Kuwait	The State of Kuwait



(under liquidation)						
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5. A DESCRIPTION OF THE PLANS AND IMPORTANT DECISIONS OF A CAPITAL MARKET INSTITUTION (INCLUDING STRUCTURAL CHANGES, EXPANSION OF BUSINESS, OR SUSPENSION OF OPERATIONS), AND FUTURE EXPECTATIONS OF THE BUSINESS OF THE CAPITAL MARKET INSTITUTION.

The Company plans and strategy to continue business in diversifying investment products as it relates to the offering of Foreign Investment vehicles in Saudi Arabia during the year 2026.

6. BOARD OF DIRECTORS MEETINGS

Greenstone Saudi Arabia is committed to applying the principles of corporate governance in its practices. The Board meets at least four times each year upon invitation from the Chairman of the Board. The Chairman of the Board shall also hold a meeting if requested by two members of the Board of Directors, the external auditor, or the owner of the capital. A quorum for Board of Directors meetings shall be achieved by the presence of at least three of its members. A member of the Board of Directors shall have the right to appoint another member to attend the meeting on his behalf. The meetings of the Board held during the Reporting Period were as follows:

Name/Meeting date	1 st	2 nd	3 rd	4 th
	26 Mar 2025	30 June 2025	01 Oct 2025	10 Dec 2025
Mr. Paul Loiacono	Attended	Attended	Not Attended	Attended
Mr. Stephen Latham	Attended	Attended	Attended	Attended
Mr. Kunal Bhasin	Attended	Attended	Attended	Attended
Mr. Tugrul Diri	Attended	Attended	Attended	Attended
Ms. Yasemin Fakioglu	Attended	Attended	Attended	Attended

7. THE COMMITTEES AFFILIATED WITH THE BOARD OF DIRECTORS

Greenstone Saudi Arabia is committed to applying the principles of corporate governance in its practices, and committees affiliated with the Board were formed (Audit Committee, Nominations Committee, Remuneration Committee). It was decided that the meetings of these committees would be held annually.

(c) The Audit Committee is responsible for monitoring the company's activities and verifying the integrity and honesty of its reports, financial statements, and internal control systems. The Audit Committee was formed by (3) members as follows:

Name	Classification
Mr. Alex Gemici	Chairman
Mr. Stephen Latham	Member
Mr. Wasim Akram	Member

Following a recommendation from the internal auditor to avoid any potential conflicts of interest, Mr. Wasim Akram, who also acts as Finance Manager, will be replaced as a member of audit committee for the proceeding calendar year and going forward.

- (d) The Nomination Committee is responsible for nominating new members to join the Board if the Board's term ends or any seat on the Board becomes vacant, ensuring the independence of independent members of the Board. The Nominations Committee was formed by (4) members as follows:

Name	Classification
Mr. Kunal Bhasin	Chairman
Mr. Alex Gemici	Member
Mr. Stephen Latham	Member
Mr. Wasim Akram	Member

- (e) The Remuneration Committee is responsible for developing a remuneration policy for Board members, its committees, and executive management as applicable to the Company and periodically reviewing and assessing such policy. The Remuneration Committee was formed by (4) members as follows:

Name	Classification
Mr. Kunal Bhasin	Chairman
Mr. Alex Gemici	Member
Mr. Stephen Latham	Member
Mr. Wasim Akram	Member

8. REMUNERATIONS AND COMPENSATIONS PAID TO MEMBERS OF THE BOARD OF DIRECTORS AND THE SENIOR EXECUTIVES, ACCORDING TO THE TABLE BELOW:

Statement	Executive Board Members	Non-Executive Board Members	Independent Board Members
Allowance for attendance of the board sessions of directors'	-	4,000	-
Allowance for attendance of the committees' sessions	-	-	-
Periodic and annual remunerations Incentive plans	-	-	-
Any compensation or other in-kind	-	-	-



benefits paid monthly or annually			
Total:	-	-	-

Statement	the senior executives who received the highest remuneration and compensation in addition to the CEO and CFO, if they are not among them
Salaries and wages	SAR 19,792
Allowances	-
Periodic and annual remunerations	-
Incentive plans	-
Commissions	-
Any compensation or other in-kind benefits paid monthly or annually	
Total	SAR 19,792

9. ARRANGEMENT OR AGREEMENT TO WAIVE ANY REMUNERATION AND COMPENSATION.

Each of the Board members has waived their remuneration in relation to their appointments to the Board and/or committees during the year 2025.

Greenstone Group resolved to pay SR1,000 as a meeting fee to independent Board members via affiliation to Group entities.

10. PENALTY, SANCTION, PRECAUTIONARY MEASURE, OR PRECAUTIONARY RESTRICTION IMPOSED.

No penalty, sanction, precautionary measure, or precautionary restrictions were imposed on the Company by the Capital Market Authority or from any supervisory, regulatory, or judicial body during the Reporting Period.

11. RESULTS OF THE AUDIT REPORT OF THE COMPANY SYSTEM AND CONTROLS, IN ADDITION TO THE AUDIT COMMITTEE'S OPINION ON THE ADEQUACY OF THE INTERNAL AUDIT SYSTEM.

The Company maintains an effective internal control system with clear procedures and policies. The Audit Committee finds that the procedures and policies in place are sufficient. Greenstone Group appointed an internal auditor for 2025, and within the scope of the internal auditor, the auditor will cover Greenstone Saudi Arabia's business operations. During the reporting period, the internal auditor identified two medium risk recommendations and three low risk findings. All findings had been resolved as at the end of the reporting period, with the exception of the adjustment to the audit committee composition which will be effective from 2026.



12. RISKS FACED BY THE COMPANY, AND THE POLICY FOR MANAGING AND MONITORING THESE RISKS.

The risk management framework encompasses the identification, assessment, and mitigation of risks that could negatively impact the financial, operational, and reputation. It requires managing exposure to various financial risks to minimize potential losses while aligning with the risk appetite. From this perspective, the risk management policy is a systematic and responsible approach. The Company conducted a reassessment of its risks to ensure a robust risk management strategy was in place to cover its business operations and activities.

13. THE AUDITOR'S REPORT RESERVATION TO THE ANNUAL FINANCIAL STATEMENTS.

There are no reservations on the financial statements in the Auditor's Report for the year 2025.

14. SUMMARY OF THE COMPANY'S ASSETS, LIABILITIES, AND OPERATING RESULTS FOR THE LAST FIVE YEARS.

	2021	2022	2023	2024	2025
Total Revenue	2,247,982	1,992,747	1,280,092	3,086,287	2,654,708
Total Expenses	2,182,611	1,896,798	1,944,036	1,664,718	1,543,979
Net Income	35,105	72,742	(665,014)	1,203,338	936,095
Total Assets	2,409,722	20,557,453	19,905,436	21,558,369	22,227,701
Total Liabilities	304,284	379,273	392,270	841,865	575,102
Shareholders' Rights	2,070,333	2,105,438	20,178,180	19,513,166	21,652,599

**All amounts in the above table are denominated in Saudi Riyals (SAR)*

15. CLARIFICATION OF ANY MATERIAL DIFFERENCES IN THE OPERATING RESULTS FROM THE RESULTS OF THE PREVIOUS FINANCIAL YEAR,

There are no material differences in the operating results of the Company for the Reporting Period in comparison to the previous financial year.

16. A DESCRIPTION OF ANY INTEREST, CONTRACTUAL SECURITIES, AND RIGHTS ISSUE BELONGING TO THE MEMBERS OF THE BOARD OF DIRECTORS OF THE CAPITAL MARKET INSTITUTION, THE SENIOR EXECUTIVES AND THEIR RELATIVES IN THE SHARES OR DEBT INSTRUMENTS OF THE CAPITAL MARKET INSTITUTION OR ANY OF ITS AFFILIATES, AND ANY CHANGE IN THAT INTEREST, THOSE SECURITIES OR RIGHTS DURING THE LAST FINANCIAL YEAR.

Neither the members of the Board, senior management, nor relatives of such hold shares or debt instruments in the Company.

Mr. Stephen Latham is an ultimate beneficial owner of the Greenstone Group and Affiliates, holding an ultimate interest of 33.3327%. There was no change to his percentage ownership during the Reporting Period.

17. INFORMATION RELATED TO ANY LOANS ON THE COMPANY.

There were no loans to the company.

18. TRANSACTIONS CONCLUDED BETWEEN THE COMPANY AND A CONNECTED PERSON.

The Company has agreements with the following related parties.

- Greenstone Group FZ-LLC (Parent)
- Greenstone Placement Management FZ-LLC (Affiliate)
- Saudi Premier Real Estate Investment Fund (Fund managed by the Company)

The transactions listed below occurred between the Company and its related parties during the Reporting Period.

Related Party	Nature of Relationship	Type of Transaction	Amount
Greenstone Group FZ-LLC	Parent Company	Service Income	772,746
		Collections & Others	1,860,972
Greenstone Placement Management FZ-LLC	Affiliate Company	Interest Income	1,201,064
		Collections	1,374,720
Saudi Premier Real Estate Investment Fund	Fund managed by the Company	Fund management and other fees	776,345

19. BUSINESS OR CONTRACTS TO WHICH THE COMPANY IS A PARTY, OR IN WHICH IT HAS AN INTEREST FOR ONE OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY OR FOR SENIOR EXECUTIVES OR FOR ANY PERSON RELATED TO ANY OF THEM, SO THAT IT INCLUDES THE NAMES OF THOSE INVOLVED IN THE BUSINESS OR CONTRACTS AND THE NATURE OF THESE BUSINESS OR CONTRACTS, THEIR TERMS, DURATION AND AMOUNT AND IN THE ABSENCE OF ANY SUCH BUSINESS OR CONTRACTS, THE COMPANY MUST PROVIDE AN ACKNOWLEDGEMENT THEREOF.

Except for employment contracts between the executive director and senior management of the Company and Greenstone entities, there were no business undertaken or contracts entered into by the Company in which any member of the Board, senior management, or any person related to such was a party during the reporting period.