

| Jarir Marketing Company's Twenty-Two Ordinary General Assembly Meeting Agenda   | جدول أعمال الجمعية العامة العادية الثانية والعشرون لشركة جرير للتسويق  |
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| Agenda Item   | جدول الأعمال   |
| 1. Reviewing and discussing the Board of Directors report for the fiscal year ending on 31/12/2023.   | ١. الاطلاع على تقرير مجلس الإدارة عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٣ م، ومناقشته.   |
| 2. Vote on the Comptroller's report for the financial year ended 31 December 2023 after discussing it.  | ٢. التصويت على تقرير مراقب الحسابات عن العام المالي المنتهي في ٣١/١٢/٢٠٢٣ م بعد مناقشته.   |
| 3. Reviewing and discussing the company's financial statements for the fiscal year ending on 31/12/2023, And discuss it.  | ٣. الاطلاع على القوائم المالية المدققة للسنة المالية المنتهية في ٣١/١٢/٢٠٢٣ م ومناقشتها.   |
| 4. Vote on the disbursement of the sum of SR 2,650,000 annual remuneration to the members of the Board of Directors for the financial year ended on 31/12/2023.   | ٤. التصويت على صرف مبلغ ٢,٦٥٠,٠٠٠ ريال مكافأة سنوية لأعضاء مجلس الإدارة عن العام المالي المنتهي في ٣١/١٢/٢٠٢٣ م.   |
| 5. Vote to absolve the members of the Board of Directors for the financial year ended on 31 December 2023.  | ٥. التصويت على إبراء ذمة أعضاء مجلس الإدارة عن العام المالي المنتهي في ٣١/١٢/٢٠٢٣ م.   |
| 6. Voting on appointing the external auditor for the Company from among the candidates based on the Audit Committee's recommendation. The appointed auditor shall examine, review and audit the second, third and annual financial statements, of the fiscal year 2024, and the first quarter of the fiscal year 2025, and the determination of the auditor remuneration. | ٦. التصويت على تعيين مراجع حسابات الشركة من بين المرشحين بناءً على توصية لجنة المراجعة؛ وذلك لفحص ومراجعة وتدقيق القوائم المالية للربع الثاني والثالث والسنوي للعام المالي ٢٠٢٤ م، والربع الأول من العام المالي ٢٠٢٥ م، وتحديد أتعابه. |

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| <p>7. vote on delegation of the Board of Directors to distribute a progress dividend in a semi-annual or quarterly manner for financial year 2024.</p>   | <p>٧. التصويت على تفويض مجلس الإدارة بتوزيع أرباح مرحلية بشكل نصف سنوي أو ربع سنوي عن العام المالي ٢٠٢٤ م.</p>   |
| <p>8. Voting on the business and contracts conducted between the company and Kate Arabian Company, which to Mr. Mohammed bin Abdulrahman Al- Aqil (Non-executive member), Mr. Abdul Karim bin Abdel Rahman Al- Aqil (Executive Member) Indirect interest in it, which is the execution, design and technical consulting work, the value of the transactions in 2023 reached (19,625,888) SAR, bearing in mind that these transactions are made on commercial grounds without preferential conditions (attachment).</p> | <p>٨. التصويت على الأعمال والعقود التي ستتم بين الشركة وشركة كاتيت العربية، والتي للسيد/ محمد بن عبد الرحمن العقيل (عضو غير تنفيذي)، والسيد/ عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي) مصلحة غير مباشرة فيها، وهي عبارة عن أعمال تنفيذ وتصاميم واستشارات فنية، علماً بأن قيمة التعاملات في عام ٢٠٢٣ م بلغت (١٩,٦٢٥,٨٨٨) ريال، مع العلم أن هذه التعاملات تتم بناءً على أسس تجارية دون شروط تفضيلية (مرفق).</p> |
| <p>9. Voting on the business and contracts conducted between the company and Kate Arabian Company, which to Mr. Mohammed bin Abdulrahman Al- Aqil (Non-executive member), Mr. Abdul Karim bin Abdel Rahman Al- Aqil (Executive Member) Indirect interest in it, which is an office lease in the Jarir building in Riyadh, the value of the transactions in 2023 reached (196,020) SAR, bearing in mind that these transactions are made on commercial grounds without preferential conditions (attachment).</p>        | <p>٩. التصويت على الأعمال والعقود التي ستتم بين الشركة وشركة كاتيت العربية، والتي للسيد/ محمد بن عبد الرحمن العقيل (عضو غير تنفيذي)، والسيد/ عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي) مصلحة غير مباشرة فيها، وهي عبارة عن عقد تأجير مكتب في مبنى جرير بالرياض، علماً بأن قيمة التعاملات في عام ٢٠٢٣ م بلغت (١٩٦,٠٢٠) ريال، مع العلم أن هذه التعاملات تتم بناءً على أسس تجارية دون شروط تفضيلية (مرفق).</p>   |
| <p>10. Voting on the business and contracts conducted between the company and Jarir Business Investment Company, which Mr. Mohammed bin Abdulrahman Al- Aqil (Non-Executive Member), Mr. Abdulkareem bin Abdulrahman Al- Aqil (Executive Member) and Mr. Mohammed bin Abdullah Al- Aqil (Non-Executive Member) Indirect interest in it, which is an office lease in the Jarir building in Riyadh, the value of the transactions in</p>   | <p>١٠. التصويت على الأعمال والعقود التي ستتم بين الشركة وشركة جرير للاستثمارات التجارية، والتي للسيد/ محمد بن عبد الرحمن العقيل (عضو غير تنفيذي)، والسيد/ عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي)، والسيد/ محمد بن عبد الله العقيل (عضو غير تنفيذي) مصلحة غير مباشرة فيها، وهي عبارة عن عقد تأجير مكتب في مبنى جرير بالرياض، علماً بأن قيمة التعاملات في عام ٢٠٢٣ م بلغت (٤٤٤,٨٤٠) ريال، مع العلم أن</p>    |

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| <p>2023 reached (444,840) SAR, bearing in mind that these transactions are made on commercial grounds without preferential conditions (attachment).</p>  | <p>هذه التعاملات تتم بناءً على أسس تجارية دون شروط تفضيلية (مرفق).</p>   |
| <p>11. Voting on the business and contracts conducted between the company and Jarir Business Investment Company, which Mr. Mohammed bin Abdulrahman Al-Aqil (Non-executive member), Mr. Abdul Karim bin Abdel Rahman Al- Aqil (Executive Member), Mr. Mohamed bin Abdullah Al-Aqil (Non-Executive Member) An indirect interest in it, which is an office lease in the Jarir building in Riyadh, the value of the transactions in 2023 reached (145,860) SAR, bearing in mind that these transactions are made on commercial grounds without preferential conditions (attachment)</p> | <p>١١. التصويت على الأعمال والعقود التي ستتم بين الشركة وشركة جرير للاستثمارات التجارية، والتي للسيد/ محمد بن عبد الرحمن العقيل (عضو غير تنفيذي)، والسيد/ عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي)، والسيد/ محمد بن عبد الله العقيل (عضو غير تنفيذي) مصلحة غير مباشرة فيها، وهي عبارة عن عقد تأجير مكتب في مبنى جرير بالرياض، علماً بأن قيمة التعاملات في عام ٢٠٢٣ م بلغت (١٤٥,٨٦٠) ريال، مع العلم أن هذه التعاملات تتم بناءً على أسس تجارية دون شروط تفضيلية (مرفق)</p> |
| <p>12. Voting on the business and contracts conducted between the company and Amwaj Dhahran Limited, which Mr. Mohammed bin Abdulrahman Al- Aqil (Non-executive member), Mr. Abdul Karim bin Abdel Rahman Al- Aqil (Executive Member) and Mr. Mohamed bin Abdullah Al-Aqil (Non-Executive Member) An indirect interest in it, which is an exhibition lease for the Jarir Library in Dahran, the value of the transactions in 2023 reached (SAR 1,657,601), bearing in mind that these transactions are made on commercial grounds without preferential conditions (attachment).</p>  | <p>١٢. التصويت على الأعمال والعقود التي ستتم بين الشركة وشركة أمواج الظهران المحدودة، والتي للسيد/ محمد بن عبد الرحمن العقيل (عضو غير تنفيذي)، والسيد/ عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي) والسيد/ محمد بن عبد الله العقيل (عضو غير تنفيذي) مصلحة غير مباشرة فيها، وهي عبارة عن عقد استئجار معرض مكتبة جرير بالظهران، علماً بأن قيمة التعاملات في عام ٢٠٢٣ م بلغت (١,٦٥٧,٦٠١) ريال، مع العلم أن هذه التعاملات تتم بناءً على أسس تجارية دون شروط تفضيلية (مرفق).</p> |
| <p>13. Voting on the business and contracts conducted between the company and the Aswag Almostgbal Trading Company, which Mr. Mohammed bin Abdulrahman Al-Aqil (Non-executive member), Mr. Abdul Karim bin Abdel Rahman Al-Aqeel (Executive Member), Mr. Mohamed bin</p>   | <p>١٣. التصويت على الأعمال والعقود التي ستتم بين الشركة وشركة أسواق المستقبل للتجارة، والتي للسيد/ محمد بن عبد الرحمن العقيل (عضو غير تنفيذي)، والسيد/ عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي)، والسيد/ محمد بن عبد الله العقيل (عضو غير تنفيذي) مصلحة غير مباشرة فيها، وهي عبارة</p>   |

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| <p>Abdullah Al-Aqil (Non-Executive Member) An indirect interest in it, which is an exhibition lease contract for the Jarir Library in Riyadh, the value of the transactions in 2023 reached (2,556,696) SAR, bearing in mind that these transactions are made on commercial grounds without preferential conditions (attachment).</p>   | <p>عن عقد استئجار معرض مكتبة جرير بالرياض، علماً بأن قيمة التعاملات في عام ٢٠٢٣ م بلغت (٢,٥٥٦,٦٩٦) ريال، مع العلم أن هذه التعاملات تتم بناءً على أسس تجارية دون شروط تفضيلية (مرفق).</p>   |
| <p>14. Voting on the business and contracts conducted between the company and Jarir Real Estate Company, which are for Mr. Mohammed bin Abdulrahman Al- Aqil (Non-executive member), Mr. Abdul Karim bin Abdel Rahman Al- Aqil (Executive Member), Mr. Mohamed bin Abdullah Al-Aqil (Non-Executive Member) An indirect interest in it, which is an office lease in the Jarir building in Riyadh, the value of the transactions in 2023 reached (27,742) SAR, bearing in mind that these transactions are made on commercial grounds without preferential conditions (attachment).</p> | <p>١٤. التصويت على الأعمال والعقود التي ستتم بين الشركة وشركة جرير العقارية، والتي للسيد/ محمد بن عبد الرحمن العقيل (عضو غير تنفيذي)، والسيد/ عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي)، والسيد/ محمد بن عبد الله العقيل (عضو غير تنفيذي) مصلحة غير مباشرة فيها، وهي عبارة عن عقد تأجير مكتب في مبنى جرير بالرياض، علماً بأن قيمة التعاملات في عام ٢٠٢٣ م بلغت (٢٧,٧٤٢) ريال، مع العلم أن هذه التعاملات تتم بناءً على أسس تجارية دون شروط تفضيلية (مرفق).</p> |
| <p>15. Voting on the business and contracts conducted between the company and Rubin Arabic Company, which Mr. Mohammed bin Abdulrahman Al- Aqil (Non-executive member), Mr. Abdul Karim bin Abdel Rahman Al- Aqil (Executive Member), indirect interest in it, which is an exhibition lease contract for the Jarir Library in Riyadh, the value of the transactions in 2023 reached (2,368,800 SAR), bearing in mind that these transactions are made on commercial basis without preferential conditions (attachment).</p>   | <p>١٥. التصويت على الأعمال والعقود التي ستتم بين الشركة وشركة روبين العربية، والتي للسيد/ محمد بن عبد الرحمن العقيل (عضو غير تنفيذي)، والسيد/ عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي)، مصلحة غير مباشرة فيها، وهي عبارة عن عقد استئجار معرض مكتبة جرير بالرياض، علماً بأن قيمة التعاملات في عام ٢٠٢٣ م بلغت (٢,٣٦٨,٨٠٠) ريال، مع العلم أن هذه التعاملات تتم بناءً على أسس تجارية دون شروط تفضيلية (مرفق).</p>   |
| <p>16. Voting on the business and contracts conducted between the company and Riouf Tabuk Limited, which to Mr. Mohammed bin Abdulrahman Al-v (Non-Executive</p>  | <p>١٦. التصويت على الأعمال والعقود التي ستتم بين الشركة وشركة ريوف تبوك المحدودة، والتي للسيد/ محمد بن عبد الرحمن العقيل (عضو غير تنفيذي)، والسيد/ عبد الكريم بن</p>   |

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| <p>Member), Mr. Abdulkareem bin Abdulrahman Al-Aqil (Executive Member), Mr. Mohamed bin Abdullah Al-Aqil (Non-Executive Member) has an indirect interest in it, which is an exhibition lease contract for the Jarir Tabuk Library. The value of the transactions in 2023 is (1,938,870 SAR), bearing in mind that these transactions are made on a commercial basis without preferential conditions (attachment).</p>   | <p>عبد الرحمن العقيل (عضو تنفيذي) والسيد/ محمد بن عبد الله العقيل (عضو غير تنفيذي) مصلحة غير مباشرة فيها، وهي عبارة عن عقد استئجار معرض مكتبة جرير بتبوك، علماً بأن قيمة التعاملات في عام ٢٠٢٣ م (١,٩٣٨,٨٧٠) ريال، مع العلم أن هذه التعاملات تتم بناءً على أسس تجارية دون شروط تفضيلية (مرفق).</p>  |
| <p>17. Voting on the business and contracts conducted between the company and Rubin Arabic Company, which Mr. Mohammed bin Abdulrahman Al- Aqil (Non-Executive Member) and Mr. Abdulkareem bin Abdulrahman Al-Aqil (Executive Member) have an indirect interest in it, which is a contract to provide management, operation and maintenance services (not including lease-related services) of Ruben Plaza Commercial Complex in Riyadh, with the value of transactions in 2023 (SAR 782,000), knowing that these transactions are made on commercial grounds without preferential conditions (attachment).</p> | <p>١٧. التصويت على الأعمال والعقود التي ستتم بين الشركة وشركة روبين العربية، والتي للسيد/ محمد بن عبد الرحمن العقيل (عضو غير تنفيذي)، والسيد/ عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي) مصلحة غير مباشرة فيها، وهي عبارة عن عقد لتقديم خدمات الإدارة والتشغيل والصيانة (غير شامل الخدمات المرتبطة بالتأجير) مجمع روبين بلازا التجاري بالرياض، علماً بأن قيمة التعاملات في عام ٢٠٢٣ م (٧٨٢,٠٠٠) ريال، مع العلم أن هذه التعاملات تتم بناءً على أسس تجارية دون شروط تفضيلية (مرفق).</p> |
| <p>18. Vote on amending the policy, criteria and procedures of membership of the Board of Directors (attachment).</p>   | <p>١٨. التصويت على تعديل سياسة ومعايير وإجراءات العضوية في مجلس الإدارة (مرفق).</p>   |
| <p>19. Vote to amend the policy on remuneration for members of the Board of Directors and its committees and executive (attachment).</p>  | <p>١٩. التصويت على تعديل سياسة مكافآت أعضاء مجلس الإدارة ولجانته المنبثقة عنه والإدارة التنفيذية (مرفق).</p>  |
| <p>20. vote on amending the rules of work of the Audit Committee (attachment).</p>  | <p>٢٠. التصويت على تعديل لائحة عمل لجنة المراجعة (مرفق).</p>  |
| <p>21. Vote on amending the rules of work of the Remuneration and Nominations Committee (attachment).</p>   | <p>٢١. التصويت على تعديل لائحة عمل لجنة المكافآت والترشيحات (مرفق).</p>   |

**Annex**  
**Audit Committee Report for Fiscal Year 2023 G.**

## **Audit Committee Report**

This report has been prepared in accordance with article (88) of the corporate governance regulations issued by the CMA, which requires that the audit committee's report must include details of its performance of its roles and duties stated in the corporate governance regulations, and must include its recommendations and opinion about the adequacy of the company's internal and financial control systems, and risk management.

### **Composition of the audit committee:**

The audit committee was formed in accordance with the resolution of the General Assembly held 1/3/2022, composed of the following members:

- 1) Medhat bin Farid bin Abbas Tawfiq, Chairman, (independent non-board member)
- 2) Abdulsalam bin Abdurrahman Al-Agil, (non-executive non-board member)
- 3) Mohamed bin Dahash bin Othman Al-Dahash (independent board member)

### **Committee meetings:**

With respect to the fiscal year 2023, the Committee held five meetings on the following dates:

- The first meeting was held on May 7, 2023.
- The second meeting was held on August 2, 2023.
- The third meeting was held on September 5, 2023.
- The fourth meeting was held on November 1, 2023.
- The fifth meeting was held on March 6, 2024.

### **The tasks and duties performed by the Committee:**

- Analyzing the Company's financial statements before presenting them to the Board and providing its opinion thereon to ensure integrity, fairness and transparency.
- Discussing the issues raised by the company's CFO.
- Examining the accounting estimates involved in the significant issues related to the financial reports.
- Examining and reviewing the effectiveness of internal and financial control and risk management systems in the company through:
  - Reviewing significant changes in these systems, if any, discussing internal audit reports, its recommendations and management responses, and following up actions taken towards recommendations.
  - Reviewing and discussing the external auditor's reports, its recommendations and management responses on matters related to internal and financial control, and risk management.
  - Discussing significant changes in the company's business and work environment and its impact on internal control and risk management systems.

- Examining the accounting policies of the company by examining the important changes and the requirements of the new amendments to the international financial reporting standards adopted in Saudi Arabia, and providing an opinion and recommendation to the Board on them.
- Approving the internal audit plan and reviewing internal audit reports and following up their implementation.
- Reviewing the findings of regulatory reports and ensuring that the company has taken the necessary actions.
- Reviewing the company's compliance with the relevant laws, regulations, policies and instructions through the reports of regulators, internal audit and external auditors, and verifying that the company has taken the necessary actions.
- Reviewing contracts and proposed transactions with related parties, and providing its views to the Board.
- Providing its recommendations to the Board to appoint the external auditor, determining his fee, assessing his performance and independence, and reviewing the plan of his work and discussing work performed to ensure that he is able to perform his work effectively and has unrestricted access to information.
- Providing recommendation to the Board on the actions it deems necessary to be taken in relation to the matters that fall within its powers.

**The Audit Committee's opinion on the adequacy of the internal and financial control system and risk management:**

- As a result of the work performed by the committee in relation to fiscal year 2023, no material deficiency came to its attention with respect to the company's internal and financial control systems and risk management that impedes the achievement of the goals for which they are designed.

Chairman of the Audit Committee

  
Medhat Farid Abbas Tawfeeq





To the shareholders  
Jarir Marketing Company  
(A Saudi Joint Stock Company)  
Riyadh, Kingdom of Saudi Arabia

***Independent limited assurance report on declaration submitted by the Chairman of the Board of Directors to the shareholders of Jarir Marketing Company***

We have undertaken a limited assurance engagement in respect of the accompanying declaration of businesses and contracts with the related parties for the year ended 31 December 2023 of Jarir Marketing Company (the "Company") prepared by the management and approved by the Chairman of the Board of Directors of the Company to the standards mentioned below so as to comply with the requirements of Article (71) of the Regulations for Companies (the "Declaration").

***Subject matter***

The Subject Matter for our limited assurance engagement is the Declaration prepared by the management of the Company and approved by the Chairman of the Board of Directors as attached to this report and submitted to us.

***Criteria***

The applicable criteria (the "Criteria") is the requirement of Article 71 of Regulations for Companies issued by the Ministry of Commerce (2022-1443H) (the "Companies Regulations") and subsequent amendments made therein which states that any member of the Board of Directors (the "Board") has any interest, both directly or indirectly, in the transactions or contracts made for the account of the Company shall declare such interests for the approval of the General Assembly of the Company. The Board member must notify the Board of such interest and excuse himself in vote by the Board to approve such transactions or contracts. The Chairman of the Board will notify the General Assembly of transactions and contracts in which a member of the Board has a direct or indirect interest.

***Management's responsibility***

The management of the Company is responsible for the preparation of the Declaration in accordance with the Criteria and ensuring its completeness. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Declaration that is free from material misstatement, whether due to fraud or error.

***Professional ethics and quality management***

We have complied with the independence requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code"), that is relevant to our limited assurance engagement and we have fulfilled our other ethical responsibilities in accordance with the Code's requirements.

The firm applies International Standard on Quality Management 1 ("ISQM 1"), as endorsed in the Kingdom of Saudi Arabia, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.



### ***Our responsibility***

Our responsibility is to express a limited assurance conclusion on the Declaration based on the procedures we have performed and the evidence we have obtained. We conducted the limited assurance engagement in accordance with International Standard on Assurance Engagements 3000 (Revised), "Assurance Engagements other than Audits or Reviews of Historical Financial Information," endorsed in the Kingdom of Saudi Arabia. This Standard requires that we plan and perform this engagement to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Company has not complied with the requirements of Article 71 of the Companies Regulations in preparation of the Declaration for the year ended 31 December 2023.

The procedures selected depend on our judgement, including the assessment of risks such as failure of the systems and controls, whether due to fraud or error. When performing risk assessment, we consider internal controls relevant to the Company's compliance with the requirements of Article (71) of the Companies Regulations in the preparation of the Declaration. Our procedures included examining, on a test basis, evidence supporting systems and controls in respect of the preparation of the Declaration in accordance with the requirements of Article (71) of the Companies Regulations.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

### ***Summary of work performed***

We have planned and performed the following procedures to obtain limited assurance over the Company's compliance with the requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration:

- Discussed with the Company's management the process for conducting business and entering into contracts with any of the Board members, either directly or indirectly, with the Company which includes that the Board member notifies the Board on the transactions and contracts entered into by the Company, in which the Board member may have any interest, either directly or indirectly, and further that the concerned Board member will not vote on the resolution issued in this regard at the meetings of the Board.
- Obtained the accompanying Declaration (enclosed as Appendix I) that includes the lists of all transactions and contracts entered into by any of the Board members of the Company, either directly or indirectly, with the Company during the year ended 31 December 2023.
- Reviewed the minutes of the Board meetings that indicates that the concerned Board member notified the Board on the transactions and contracts entered into by that Board member during the year ended 31 December 2023; and further that the concerned Board member did not vote on the resolution issued in this regard at the meetings of the Board.
- Reviewed the confirmations obtained from the concerned Board members on the transactions and contracts participated by the Board members, either directly or indirectly, during the year ended 31 December 2022.
- Tested the consistency of the transactions included in the Declaration with the disclosure in Note 17 to the Company's audited consolidated financial statements for the year ended 31 December 2023.



***Inherent limitations***

Our procedures regarding systems and controls relating to the preparation of the Declaration in accordance with the requirements of Article 71 of the Regulations for Companies, are subject to inherent limitations and, accordingly, errors or irregularities may occur and not be detected. Furthermore, such procedures may not be relied upon as evidence of the effectiveness of the systems and controls against fraudulent collusion, especially on the part of those holding positions of authority or trust.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement under ISAE 3000 (Revised) as endorsed in the Kingdom of Saudi Arabia. Consequently, the nature, timing and extent of the procedures outlined above for gathering sufficient appropriate evidence were deliberately limited relative to a reasonable assurance engagement, and therefore less assurance is obtained with a limited assurance engagement than for a reasonable assurance engagement.

Our procedures did not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements as endorsed in the Kingdom of Saudi Arabia and accordingly we do not express an audit or a review opinion in relation to the adequacy of systems and controls around the preparation of the declaration.

This conclusion relates only to the Declaration for the year ended 31 December 2023 and should not be seen as providing assurance as to any future dates or periods, as changes to systems or controls may alter the validity of our conclusion.

***Limited assurance conclusion***

Based on our work described in this report, nothing has come to our attention that causes us to believe that the Company has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration of related party transactions for the year ended 31 December 2023.

***Restriction of use***

This report, including our conclusion, has been prepared solely upon the request of the management of the Company, to assist the Company and its Chairman of the Board of Directors in fulfilling their reporting obligations to the General Assembly in accordance with Article 71 of the Regulations for Companies. The report should not be used for any other purpose or be distributed to or otherwise quoted or referred to, without our prior consent to any other parties other than the Ministry of Commerce, The Capital Market Authority and the shareholders of the Company.

**PricewaterhouseCoopers**

A handwritten signature in blue ink, appearing to read 'Waleed A. Alhidiri', is written over a faint, light blue grid background.

Waleed A. Alhidiri  
License Number 559

7 March 2024



### Report on Transactions and agreements with related parties.

#### Dear Shareholders of Jarir Marketing Company (the "Company")

The Board of directors is glad to present you with this report on the transactions and agreements with related parties during the year ended 31 December 2023. The Company engaged in transactions with the following related parties at terms and conditions that are not different from those applicable with unrelated parties and with no special terms.

These transactions are summarized as follows:

| SN | Party                               | Nature of agreement  | Amount of transaction (Riyal) | Duration of the agreement             | Agreement terms                                    | Name of Board member, senior executives, or a related party to them                      |
|----|-------------------------------------|--|-------------------------------|---------------------------------------|--|--|
| 1  | Kite Arabia Company                 | Construction, design, and consultancy, & technical, commenced 1/1/2011   | 19,625,888                    | Five years, auto renewable            | No special terms                                   | Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil                             |
| 2  | Kite Arabia Company                 | Office lease at Jarir headquarters (Riyadh), commenced 15/11/2012        | 196,020                       | Five years, auto renewable            | No special terms                                   | Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil                             |
| 3  | Jarir Commercial Investment Company | Office lease at Jarir headquarters (Riyadh), commenced 15/11/2012        | 444,840                       | Five years, auto renewable            | No special terms                                   | Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil, Mohammad Abdullah Al Agil, |
| 4  | Jarir Commercial Investment Company | Office lease at Jarir headquarters (Riyadh), commenced 15/11/2012        | 145,860                       | Five years, auto renewable            | No special terms                                   | Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil, Mohammad Abdullah Al Agil, |
| 5  | Amwaj Dhahran Limited Company       | Showroom lease in Dhahran, commenced 15/12/2008                          | 1,657,601                     | Twenty-two years                      | No special terms                                   | Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil, Mohammad Abdullah Al Agil, |
| 6  | Aswaq Almustaqbal Trading Company   | Panorama Showroom lease (Takhasusi St-Riyadh), commenced 1/12/2005       | 2,556,696                     | Twenty-two years                      | No special terms                                   | Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil, Mohammad Abdullah Al Agil, |
| 7  | Jarir Real Estate Company           | Office lease at Jarir headquarters (Riyadh), commenced 14/10/2015        | 27,742                        | Two years, renewable                  | No special terms<br>The contract expired 28/2/2023 | Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil, Mohammad Abdullah Al Agil, |
| 8  | Rubeen Arabia Company               | Rubeen Plaza Showroom lease (North Ring Road-Riyadh), commenced 1/5/2017 | 2,368,800                     | Twenty-five calendar years, renewable | No special terms                                   | Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil                             |
| 9  | Ryooof Tabuk Limited Company        | Tabuk Showroom lease (Tabuk Park Mall- Tabuk), commenced 1/4/2018        | 1,938,870                     | Twenty calendar years                 | No special terms                                   | Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil, Mohammad Abdullah Al Agil, |



Jarir Marketing Co.

شركة جرير للتسويق

| SN | Party                 | Nature of agreement   | Amount of transaction (Riyal) | Duration of the agreement    | Agreement terms  | Name of Board member, senior executives, or a related party to them |
|----|-----------------------|---|-------------------------------|------------------------------|------------------|---|
| 10 | Rubeen Arabia Company | Management, operating and maintenance (excluding leasing services), for Rubeen Plaza Mall, commenced 1/7/2019 | 782,000                       | One calendar year, renewable | No special terms | Muhammad Abdulrahman AlAgil, Abdulkarim Abdulrahman AlAgil          |

Chairman

Muhammad Abdulrahman Al Agil



Policies, standards and procedures for membership in the Board of Directors

Jarir Marketing Company

(A Saudi listed joint stock company)

| After modification  | Before the amendment  |
|---|---|
| <p>Article One: Introduction, Definitions and Objectives:</p> <p>1) The "Jarir Marketing Board Business Policy" was prepared pursuant to paragraph (c) of the article. (34) Of the CMA Council's Corporate Governance Regulation by Decision No. (8-16-2017) and the date (1438/5/16) corresponding (2017/2/13) on the basis of the regulation of companies issued by Royal Decree No. M/3 and date (1437/1/28) as amended by CMA Council Decision No. 8-5-2023 and date (1444/6/25) Corresponding (2023/1/18) in accordance with the Corporate Regulations promulgated by Royal Decree No. M/132 of 1443/12/1.</p> <p>2) Unless otherwise provided in the context of the text, the following words and expressions shall mean the meanings before them:</p> <p>"Policy": Jarir Marketing Board Membership Policy, Standards and Procedures.</p> <p>"Governance Regulation": CMA's Corporate Governance Regulation.</p> <p>"Company": Jarir Marketing Company.</p> <p>"General Assembly": An association constituted by the company's shareholders under the terms of the Corporate and Foundation Regulations.</p> | <p>Article One: Introduction, Definitions and Objectives:</p> <p>1) The "Policies, Standards and Procedures for Membership in the Board of Directors of Jarir Marketing Company" was prepared pursuant to article 22, paragraph 3, of the Corporate Governance Regulation issued by the Council of the CMA by Decision No. (8-16-2017) of 16/5/1438 corresponding to 13/2/2017.</p> <p>2) Unless otherwise provided in the context of the text, the following words and expressions shall mean the meanings before them:</p> <p>"Policies": Policies, standards and procedures for membership of Jarir Marketing's board of directors.</p> <p>"Governance Regulation": CMA's Corporate Governance Regulation.</p> <p>"Company": Jarir Marketing Company.</p> <p>"General Assembly": An association constituted by the company's shareholders under the terms of the Corporate and Foundation Regulations.</p> <p>"Board of Directors" or "Board": Board of Directors of Jarir Marketing.</p> <p>3) The policies aim to clarify the composition of the Board of Directors, the criteria and conditions for membership, the policies and procedures for</p> |

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| <p>"Board of Directors" or "Board": Board of Directors of Jarir Marketing.</p> <p>3) The policies aim to clarify the composition of the Board of Directors, the criteria and conditions for membership, the policies and procedures for ,nomination for membership in the Board of Directors and the expiration of membership.</p>  | <p>nomination for membership in the Board of .Directors, and the expiration of membership.</p>  |
| <p><b>Article Two: Composition of the Board of Directors:</b></p> <p>The Board of Directors shall consist of eight members elected by the General Assembly for a term not exceeding four years. The composition of the Board of Directors shall take into account the fact that the majority of the members are non-executive and that the number of its independent members shall not be less than one third of the members of the Board in accordance with the requirements established by the Rules of Governance.</p> | <p><b>Article Two: Composition of the Board of <b>Directors:</b></b></p> <p>The Board of Directors shall consist of eight members elected by the General Assembly for a term not exceeding three years. The composition of the Board of Directors shall take into account that the majority of the Board shall be non-executive members and that the number of its independent members shall not be less than one third of the Board's members in accordance with the requirements established by the Rules of Governance.</p>  |
|   | <p><b>Article Three: Standards and conditions for membership in the Board of Directors:</b></p> <p>It is required that a member of the Board of Directors be a professionally competent person who possesses the necessary experience, knowledge, skill, and independence, enabling him to carry out his duties efficiently and competently, provided that the General Assembly, when electing members of the Board of Directors, takes into account the recommendations of the company's Remuneration and Nominations Committee and the availability of the personal and professional .capabilities necessary to perform their duties properly</p> |

Effective, and the member (or candidate for membership) in the Board of Directors must, in particular, have the following

1. He must not have been previously convicted of a crime against honor or trust, and must not be insolvent, bankrupt, or unfit for membership in the Council in accordance with any law or instructions in force in the Kingdom of Saudi Arabia.
2. He must not serve as a member of more than five joint stock companies listed on the Saudi Stock Exchange at the same time.
3. To represent all shareholders, and to be committed to ,exercising the duties of honesty, trustworthiness loyalty and diligence in managing the company and everything that would achieve its interests and the interests of its shareholders, develop it and maximize its value.
4. That any of the symptoms of independence stipulated in the Governance Regulations do not apply to the independent member.
5. Competence: By providing scientific qualifications, professional skills, appropriate personality, level of training and practical experience relevant to the company's current and future activities or management, economy, accounting, law or governance, as well as a desire for learning and training.
6. Ability to guide: by providing technical, leadership, managerial and decision-making capabilities, accommodating substantive workflow requirements



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|  | <p>and being able to provide strategic direction, planning and a clear vision for the future.</p> <p>7. Financial knowledge: by being able to read and understand financial statements and reports.</p> <p>8. Health fitness: The fact that he has no health impediment impedes him from exercising his functions and competencies.</p> <p>9. To comply with all disclosure requirements and avoid conflicts of interest and competition established by the company and subject to it under the relevant regulations and instructions.</p>   |
|  | <p>Article Four: Policies and procedures for nomination for membership in the Board of Directors:</p> <p>1) Every shareholder in the company may nominate himself or one or more other persons for membership in the Board of Directors in accordance with the provisions of the Companies Law and its executive regulations.</p> <p>2) The Company publishes the announcement of candidacy to the Board of Directors on the website of the Saudi Stock Exchange "Tadawul" and its website and in any other means determined by the Capital Market Authority well in advance of the end of the session of the Board of Directors to invite persons wishing to nominate to the Board of Directors, provided that the nomination is open for at least one month from the date of the announcement.</p> <p>3) Any person wishing to be nominated to the Board of Directors shall submit to the Company his CV containing his qualifications and practical</p> |

experiences, a detailed statement of the boards of directors of the shareholding companies and the committees that he assumes its membership and the determination of membership status (executive, non-executive or independent) and any other documents required by the Company in accordance with statutory requirements.

- 4) Anyone who wishes to nominate himself for membership in the Board of Directors must disclose to the Board and the General Assembly any cases of conflict of interest - in accordance with the - procedures decided by the Capital Market Authority which include:
  - The presence of a direct or indirect interest in the business and contracts carried out on behalf of the company.
  - Participation in work that would compete with the company, or compete with it in one of the branches of activity it practices.
- 5) The Remuneration and Nominations Committee studies the applications of candidates for membership in the Board of Directors, ensures that ,the instructions and regulations are implemented and that all required data is completed in accordance with the relevant policies and regulatory requirements, and submits its recommendation to the Board of Directors.
- 6) The company announces on the website of the Saudi Stock Exchange "Tadawul" the information of the candidates for membership of the Board of Directors

when publishing or directing the invitation to convene the General Assembly, which includes a description of their experiences, qualifications, skills jobs, and previous and current memberships. The company provides a copy of this information at its headquarters and through its website.

7) The number of candidates for the Governing Council whose names are submitted to the General Assembly must exceed the number of seats available so that the Assembly has an opportunity to choose from among the candidates.

8) Cumulative voting is used to elect the Board of Directors; The voting right for a share may not be used more than once.

9) Voting in the General Assembly is limited to the candidates for Board of Directors whose names are announced.

10) The Board of Directors appoints a Chairman and Vice Chairman from among its elected members.

11) The company shall notify the Capital Market Authority of the names of the members of the Board of Directors and their membership positions within five working days from the date of the start of the Board of Directors session or from the date of their appointment - whichever is earlier - and any changes that occur to their membership within five working days from the date of the changes occurring.

Article Five: Termination of Board of Directors membership:

- 1) ,Membership in the Board of Directors, or part of it ends in one of the following cases:
- At the end of the council term.
  - The member expires in accordance with any applicable regulations or instructions in the Kingdom.
  - To dismiss the Board or some of it by the Ordinary General Assembly without prejudice to the right of the dismissed person to compensation if the dismissal occurred for an unacceptable reason or at an inappropriate time.
  - By terminating the membership of anyone who fails to attend three consecutive meetings of the Board without a legitimate excuse by the Ordinary General Assembly based on the recommendation of the Board of Directors.
  - By resignation, provided that it is at an appropriate time, otherwise the resigning person will be liable to the company for any damages resulting from the resignation.
- 2) When a member's membership in the Board of Directors expires through one of the termination methods, the company shall notify the Capital Market "Authority and the Saudi Stock Exchange "Tadawul immediately with a statement of the reasons for this.
- 3) If a member of the Board of Directors resigns, and he has observations on the company's performance, he must submit a written statement thereof to the Chairman of the Board of Directors, and this

statement must be presented to the members of the Board of Directors.

- 4) If the position of a member of the Board of Directors becomes vacant during the term of membership, the Board has the right to appoint a temporary member to the vacant position, provided that he is one of those who possess experience and competence. The Ministry of Commerce and the Capital Market Authority shall be notified of this according to the prescribed statutory period, and the appointment shall be presented to the Ordinary General Assembly. At its first meeting to approve it, the new member will complete the term of his predecessor in light of what is stated in the company's bylaws.
- 5) If the necessary conditions are not met for the Board of Directors to convene due to the number of its members being less than the minimum stipulated in the companies' bylaws or the company's bylaws, the remaining members must invite the ordinary general assembly to convene within sixty days to elect the necessary number of members.

**Article Six: Access and Publication:**

Policies shall be effective (and any subsequent amendments thereto) from the date of their approval by the General Assembly. The Company shall publish them to shareholders and the public through its website and in accordance with any statutory requirements imposed by the organizers.

The remuneration policy for members of the Board of Directors, its committees, and the executive management

Jarir Marketing Company

( A Saudi listed joint stock company)

| After modification  | Before the amendment   |
|---|--|
| <p>Article One: Introduction, Definitions and Objectives :</p> <p>1. The remuneration policy for board members and their respective committees and executive management was prepared "for Jarir Marketing Co. ("Jarir" or "Company") pursuant to Article 58 (1) of the CMA Council's Corporate Governance Regulation by Decision No. (8-16-2017) and the date (1438/5/16) corresponding (2017/2/13) on the basis of the regulation of companies issued by Royal Decree No. M/3 and date (1437/1/28) as amended by CMA Council Decision No. 8-5-2023 and date (1444/6/25) Corresponding (2023/1/18) in accordance with the Corporate Regulations promulgated by Royal Decree No. M/132 of 1443/12/1.</p> <p>2. Unless otherwise provided in the context of the text, the following words and expressions shall mean the meanings before them:</p> <p>"Policy": Jarir Marketing Board Members' Remuneration Policy and its committees and executive management.</p> <p>"Governance Regulation": CMA's Corporate Governance Regulation.</p> <p>"Company": Jarir Marketing Company</p> <p>"General Assembly": An association constituted by the company's shareholders under the terms of the Corporate and Foundation Regulations.</p> | <p>Article One: Introduction, Definitions and Objectives:</p> <p>1. The "Remuneration Policy for Board Members and its Committees and Executive Management" was prepared for Greer Marketing Company ("Jarir" or "Company") pursuant to article 61, paragraph 1, of the Corporate Governance Regulation issued by the CMA Council by Decision No. (8-16-2017) of 16/5/1438 corresponding to 13/2/2017 amended by the Council of the Capital Market Authority No. 3-57 2019 and dated 15/9/1440 corresponding to 20/05/2019, which stipulated that the Emoluments and Nominations Committee shall "prepare a clear policy for the emoluments of the members of the Board and the committees of the Board and Executive Management and to submit them to the Governing Council for consideration for adoption by the "General Assembly".</p> <p>2. Unless otherwise provided in the context of the text, the following words and expressions shall mean the meanings before them:</p> <p>"Policy": Jarir Marketing Board Members' Remuneration Policy and its committees and executive management.</p> <p>"Governance Regulation": CMA's Corporate Governance Regulation.</p> <p>"Company": Jarir Marketing Company.</p> |

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| <p>"Board of Directors" or "Board": Board of Directors of Jarir Marketing.</p> <p>"Committees": committees established by the Board of Directors in accordance with the needs, circumstances and conditions of the Company and enabling it to perform its functions effectively. The composition of the committees shall be in accordance with general procedures established by the Board, which shall include the functions of each committee, the duration of its work, the powers conferred upon it during this period and how the Board shall oversee them.</p> <p>3. The policy aims to establish criteria for the remuneration of members of the Board of Directors and its affiliated committees and executive management in line with the requirements and objectives set out by the Corporate Governance Regulation, in particular to align with the Company's short and long term strategy and objectives, and to urge those involved in this policy to make the Company successful and develop its business, and align it with the size and degree of risk.</p> <p>The policy also aims to attract individuals with a degree of competence, ability and talent to work with the Board of Directors, committees and executive management by adopting reward-inducing and performance-related plans and programs that contribute to improving the Company's performance and achieving the interests of its shareholders.</p> | <p>"General Assembly": An association constituted by the company's shareholders under the terms of the Corporate and Foundation Regulations.</p> <p>"Board of Directors" or "Board": Board of Directors of Jarir Marketing.</p> <p>"Committees": committees formed by the Board of Directors in accordance with the need, circumstances and conditions of the Company and to enable it to perform its functions effectively. The composition of the committees shall be in accordance with general procedures established by the Board, which shall include the functions of each Committee, the duration of its work, the powers conferred upon it during this period and how the Board shall oversee them.</p> <p>3. The policy aims to establish criteria for the remuneration of members of the Board of Directors and its affiliated committees and executive management in line with the requirements and objectives set out by the Corporate Governance Regulation, in particular to align with the Company's short and long term strategy and objectives, and to urge those involved in this policy to make the Company successful and develop its business, and align it with the size and degree of risk.</p> <p>The policy also aims to attract individuals with a degree of competence, ability and talent to serve on the board of directors, committees and executive management by adopting reward-inducing and performance-related plans and programs that contribute to improving the company's performance and achieving the interests of its shareholders.</p> |
| <p>Article Two: Reward Criteria:</p> <p>Without prejudice to the company's statutory requirements, statutory regulations and related</p>   | <p>Article Two: Reward Criteria:</p> <p>Without prejudice to the company's statutory requirements, statutory regulations and related governance</p>   |

governance regulations, the remuneration of board members, members of its committees and senior executives is subject to the following criteria:

1. Compatibility with the company's strategic plans, long-term and short-term objectives, activities, and the sector in which it operates, the skill needed to manage it, and the size, nature and degree of risk of the company.
2. Board members, committees and executive management urged the company to succeed and develop in the long term, linking the changing portion of the rewards to long-term performance.
3. The remuneration shall be determined based on the level of the job, the functions and responsibilities assigned to it, the level of performance, as well as the objectives set by the Board of Directors to be achieved during the financial year.
4. Take into account other companies' remuneration determination practices, while avoiding the resulting unjustified rise in bonuses and compensation.
5. The reward is reasonably sufficient to attract, maintain, stimulate and retain professional competencies, while not being overstated.
6. Remuneration for members of the board of directors may be of varying magnitude to reflect the member's experience, competence and mandated functions.
7. The remuneration of independent board members shall not be a proportion of the profits earned by the Company or be based directly or indirectly on the profitability of the Company.
8. Prepare in coordination with the company's remuneration and nominations committee upon new appointments.

regulations, the remuneration of board members, members of its committees and senior executives is subject to the following criteria:

1. Compatibility with the company's strategic plans, long-term and short-term objectives, activities, the sector in which it operates and the skill required for its management, and the size, nature and degree of risk of the company.
2. Urge board members, committees and executive management to make the company successful and develop in the long term, and link the changing portion of the bonuses to long-term performance.
3. The bonuses shall be determined based on the level of the job, the functions and responsibilities assigned to its occupancy, the level of performance, as well as the objectives set by the Board of Directors to be achieved during the financial year.
4. Take into account the practices of other companies in determining bonuses, while avoiding the resulting unjustified rise in bonuses and compensation.
5. The reward shall be reasonably sufficient to attract, maintain, stimulate and retain professional competencies, without overstating them.
6. The remuneration of the members of the Board of Directors may be of varying magnitude to reflect the member's experience, competence and functions.
7. To prepare in coordination with the Company's Remuneration and Nominations Committee upon new appointments.
8. Stop the payment or recovery of the bonus if it is found to have been determined on the basis of inaccurate information provided by a member of the Board of Directors or Executive Management; to prevent



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| <p>9. Stop the payment or recovery of the bonus if it is found to have been determined on the basis of inaccurate information provided by a member of the Board of Directors or Executive Management; to prevent occupational status from being exploited for undue remuneration.</p>  | <p>occupational status from being exploited for undue remuneration.</p>  |
| <p>Article Three: Remuneration for members of the Board of Directors and its committees:</p> <p>The remuneration for members of the Board of Directors and its committees consists of a certain amount and a meeting attendance allowance, in the following detail:</p> <p>1. Remuneration of Board Members:</p> <ul style="list-style-type: none"> <li>● An annual bonus of 300,000 SAR per member of the Board of Directors.</li> <li>● An additional annual bonus for the Chairman of the Board of Directors in addition to the stipulated bonus for the members of the Board of Directors amounting to SAR 250,000.</li> <li>● A meeting allowance of 3,000 SAR per member.</li> </ul> <p>2. Audit Committee Bonus:</p> <ul style="list-style-type: none"> <li>● Annual bonus of SAR 130,000 for each member of the Committee, plus SAR 50,000 for each member of the Committee outside the Board.</li> <li>● A meeting allowance of 3,000 SAR per member.</li> </ul> <p>3. Remuneration for the Remuneration and Nominations Committee and the Governance Committee:</p> <ul style="list-style-type: none"> <li>● An annual bonus of SAR 50,000 per committee member.</li> <li>● Allowance to attend sessions amounting to 3,000 SAR per member.</li> </ul> | <p>Article Three: Remuneration for members of the Board of Directors and its committees:</p> <p>1. The remuneration of the members of the Board of Directors and its respective committees shall consist of a certain amount and a meeting attendance allowance not exceeding the provisions of the Company's Regulations and Regulations and the Company's Statute, in the following detail:</p> <ul style="list-style-type: none"> <li>● An annual bonus of 300,000 SAR per member of the Board of Directors.</li> <li>● An additional annual bonus for the Chairman of the Board of Directors in addition to the stipulated bonus for the members of the Board of Directors amounting to SAR 250,000.</li> <li>● An annual bonus of SAR 50,000 per member of the Board of Directors' committees.</li> <li>● Allowance to attend sessions amounting to SAR 3,000 per session for each member of the Board of Directors or its committees.</li> </ul> <p>2. The remuneration of independent board members shall not be a proportion of the profits earned by the company or be based directly or indirectly on the company's profitability.</p> |
|  | <p>Article Four: Executive Management Remuneration:</p> <p>The Remuneration and Nominations Committee shall review and approve the salaries of senior executives and</p>   |

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|  | <p>the incentive programs and plans on an ongoing basis, on the recommendation of the Executive Management. The Executive Management remuneration shall include:</p> <ul style="list-style-type: none"> <li>● Annual tickets for him and his family spent at the time of his annual leave.</li> <li>● Annual bonus associated with performance indicators according to the annual evaluation conducted in this regard.</li> <li>● Short-term stimulus plans associated with exceptional performance, long-term stimulus plans.</li> </ul>  |
|  | <p>Article Five: General Rules:</p> <ol style="list-style-type: none"> <li>1. The approval by the General Assembly of the shareholders of the company for the bonuses awarded to the members of the Board of Directors is taken at the end of each financial year.</li> <li>2. Members of the Governing Council may not vote on the remuneration item for members of the Council at the meeting of the General Assembly</li> <li>3. The company discloses the remuneration of its board members and executive management in accordance with the regulatory requirements set out in the governance regulation.</li> </ol> |
|  | <p>Article Six: Remuneration and Nominations Committee:</p> <p>In addition to its other functions set out in its rules of operation and the relevant regulatory regulations, the Remuneration and Nominations Committee of the Company monitors and ensures the implementation of this policy.</p>   |

Article **seven**: Access and Publication:

The Policy shall be effective (and any subsequent amendments thereto) - after consideration by the Board of Directors - from the date of its approval by the General Assembly. The Company shall publish it to shareholders and the public through its website and in accordance with any statutory requirements imposed by the organizers.

Regulations for the work of the audit committee

Jarir Marketing Company

( A Saudi listed joint stock company)

| After modification  | Before the amendment  |
|---|---|
| <p>Article One: Introduction, Definitions and Objectives:</p> <ol style="list-style-type: none"> <li>The "Working Regulations of the Audit Committee" have been prepared pursuant to Chapter II of the CMA Council's Corporate Governance Regulations by Decision No. (8-16-2017) and Date (1438/5/16) Corresponding (2017/2/13) On the basis of the regulation of companies issued by Royal Decree No. 3 and date (1437/1/28) as amended by CMA Council Decision No. 8-5-2023 and date (1444/6/25) Corresponding (2023/1/18) in accordance with the Corporate Regulations promulgated by Royal Decree No. M/132 of 1443/12/1</li> <li>The following words and phrases have the meanings stated opposite them, unless the context requires otherwise:<br/>                     "Regulation": Working Regulations of the Review Committee.<br/>                     "Corporate Governance Regulation": CMA's Corporate Governance Regulation.<br/>                     "Company": Jarir Marketing Company.<br/>                     "General Assembly": An association constituted by the company's shareholders under the terms of the Corporate and Foundation Regulations.<br/>                     "Board of Directors" or "Board": Board of Directors of Jarir Marketing.<br/>                     "Committee": Jarir Marketing Audit Committee.</li> <li>The regulation aims to clarify the rules and procedures of the Committee's work, its functions, and the rules for the selection of its members, how they are nominated, the duration of their membership, remuneration and the mechanism for</li> </ol> | <p>Article One: Introduction, Definitions and Objectives:</p> <ol style="list-style-type: none"> <li>The "Working Regulations of the Audit Committee" were prepared pursuant to Chapter IV of the Companies Regulations and the provisions of Article 54 (c) of the Corporate Governance Regulations issued by the CMA Council by Decision No. (8-16-2017) of 16/5/1438H corresponding to 13/2/2017.</li> <li>Unless otherwise provided in the context of the text, the following words and expressions shall mean the meanings before them:<br/>                     "Regulation": Working Regulations of the Review Committee.<br/>                     "Governance Regulation": CMA's Corporate Governance Regulation.<br/>                     "Company": Jarir Marketing Company.<br/>                     "General Assembly": An association constituted by the company's shareholders under the terms of the Corporate and Foundation Regulations.<br/>                     "Board of Directors" or "Board": Board of Directors of Jarir Marketing.<br/>                     "Committee": Jarir Marketing Audit Committee.</li> <li>The regulation aims to clarify the rules and procedures of the Committee's work, its functions, and the rules for the selection of its members, how they are nominated, the duration of their membership, remuneration and the mechanism for the temporary appointment of its members in the event of a vacancy in a seat of the Committee.</li> </ol> |

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| <p>the temporary appointment of its members in the event of a vacancy in a seat of the Committee.</p>  |   |
| <p>Article Two: Committee composition, duration, and membership conditionns:</p> <ol style="list-style-type: none"> <li>1. The Company's Board of Directors shall constitute a review committee of shareholders or others, provided that it does not include any members of the Executive Board of Directors. Its members shall not be less than three and not more than five.</li> <li>2. The duration of the Committee shall be four years, renewable, beginning and expiring at the beginning and end of the session of the Board of Directors.</li> <li>3. At least one of the Committee's members must be an independent member.</li> <li>4. The members of the Committee shall be chosen as its Chairman.</li> <li>5. Half of the Committee's members must be independent members or are not subject to the independence models set out in article (19) of the Corporate Governance Regulation.</li> <li>6. No one who has been or has been working in the company's executive or financial management for the past two years, or with the company's auditor, may be a member of the audit committee.</li> <li>7. The member of the audit committee shall not be a member of audit committees in more than five participating companies on the market at the same time.</li> <li>8. In addition to the conditions imposed by the relevant regulatory regulations, the member of the Committee must possess appropriate expertise and qualifications for the work and functions of the</li> </ol> | <p>Article Two: Committee composition, duration, and membership conditions:</p> <ol style="list-style-type: none"> <li>1. The Commission shall be constituted by a decision of the General Assembly, at the suggestion of the Board of Directors, of three members, shareholders or others, including at least one independent member, and shall not include any executive members of the Board of Directors, and shall include a financial and accounting officer.</li> <li>2. The Committee's term shall be three years renewable, beginning and expiring at the beginning and end of the session of the Governing Council.</li> <li>3. The Chairman of the Board of Directors shall not be a member of the Committee. No one who has worked or worked for the past two years in the Company's executive or financial management, or with its auditor, may be a member of the Committee.</li> <li>4. In addition to the conditions imposed by the relevant regulatory regulations, the member of the Committee must possess appropriate expertise and qualifications for the work and functions of the Committee, adhere to the principles of honesty, loyalty, care and attention to the interests of the Company and shareholders and submit them to his personal interests, as well as abide by the Company's regulatory requirements and policies and regulations on conflicts of interest and disclosure.</li> <li>5. The members of the Committee shall be chosen as its Chairman.</li> <li>6. The membership of the Committee shall expire at the end of its term or in any of the following cases:</li> </ol> |

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| <p>Committee, adhere to the principles of honesty, loyalty, care and attention to the interests of the Company and shareholders and submit them to his personal interests, as well as abide by the Company's regulatory requirements and policies and regulations on conflicts of interest and disclosure.</p> <p>9. The Company shall notify the CMA of the names of the members of the Committee and their membership qualifications upon appointment and any changes that occur within five working days from the date of the changes.</p> | <ul style="list-style-type: none"> <li>● Death.</li> <li>● Resignation.</li> <li>● Expiry of its membership in the Board for the Board members.</li> <li>● Expired for membership of the Committee in accordance with any regulations or instructions in force in the Kingdom.</li> <li>● Dismissal by the General Assembly without prejudice to the right to compensation of an isolated person if the removal occurs on an unacceptable or inappropriate basis.</li> <li>● Termination of its membership by the General Assembly for absence from three consecutive meetings of the Committee without a legitimate excuse on the Committee's recommendation.</li> </ul> <p>7. Upon expiration of the membership of the Committee member during any of the reasons set out in the rules of procedure, the Board of Directors may appoint an interim replacement member of the Committee on the understanding that he meets with the conditions of membership and submit his appointment to the General Assembly at its earliest meeting for its approval, and the appointed member shall complete the term of his or her predecessor.</p> <p>8. The Company shall notify the CMA of the names of the members of the Committee and the qualifications of their membership upon appointment and any changes to this during the statutory period specified by the Governance Regulation.</p> |
|   | <p>Article Three: Duties and Responsibilities of the Committee:</p>  |

1. The committee shall study the issues within its jurisdiction or those referred to it by the Board of Directors, and submit its recommendations to the Board to take a decision on them, or take decisions if the Board delegates to it, and the Committee must inform the Board of Directors of the results it reaches or the decisions it takes. Or recommend it.
2. The committee is responsible for monitoring the company's work and verifying the integrity and integrity of its reports, financial statements and internal control systems. The committee's tasks include, in particular, the following:
  - A) financial reports:
    - Examine the company's initial and annual financial statements before presenting them to the Board of Directors and expressing its opinion and recommendation thereon; to ensure its integrity, fairness and transparency.
    - To express a technical opinion - at the request of the Board of Directors - on whether the Board's report and the financial statements of the Company are fair, balanced and understandable and include information that allows shareholders and investors to assess the financial position, performance, business model and strategy of the Company.
    - Examine any important or unfamiliar issues contained in financial reports.
    - Thoroughly examine any matters raised by the company's chief financial officer, his duty holder, the company's liability officer or the auditor.
    - Verification of accounting estimates in material matters contained in the financial reports.

- Examine the company's accounting policies and express an opinion and recommendation to the Board of Directors.

**B) Internal audit:**

- Study and review the company's internal and financial control and risk management systems.
- Examine internal audit reports and follow up on the implementation of corrective procedures for the observations contained therein.
- Oversight of the performance and activities of the internal auditor and the company's internal audit department, in order to verify the availability and effectiveness of the necessary resources in the performance of its business and functions.
- Recommend to the Board of directors that the Director of the Internal Audit Unit or Department be appointed or proposed for remuneration.

**C) Auditors:**

- Recommend to the Board of Directors the nomination, removal, fee determination and performance appraisal of auditors, after verifying their independence and reviewing their scope of work and contractual conditions.
- Verify the auditor's independence, objectivity and fairness, and the effectiveness of audit work, taking into account relevant rules and standards.
- Audit the company's auditor's plan and business, verify that it does not provide substantive or administrative work beyond the scope of the audit work, and give its views thereon.
- Answer corporate auditor's queries.
- Ensure that the auditor is able to perform its work and that information is not withheld.



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|   | <ul style="list-style-type: none"> <li>● Examine the auditor's reports and observations on the financial statements and follow up on what has been taken.</li> </ul> <p><b>D) Compliance:</b></p> <ul style="list-style-type: none"> <li>● Review the results of the reports of the supervisory authorities and verify the company's action.</li> <li>● Verify the company's compliance with the relevant regulations, policies and instructions.</li> <li>● Review the company's proposed contracts and transactions with relevant parties, and submit its views thereon to the Board of Directors.</li> <li>● To submit such matters as it deems necessary for action to the Board of Directors and to make recommendations for an action.</li> </ul>  |
| <p><b>Article Four: Committee Meetings:</b></p> <ol style="list-style-type: none"> <li>1. The Committee shall meet periodically but not less than four times during the Company's financial year.</li> <li>2. The Committee shall meet at the invitation of its Chairman or at the request of two of its members.</li> <li>3. The Committee meets periodically with the company's auditor and its internal auditor. The internal auditor and the auditor may request the Committee's meeting whenever needed.</li> <li>4. An invitation shall be sent to the meeting to each member of the Committee at least five days prior to the meeting, accompanying the meeting's agenda and the necessary documentation and information, unless the circumstances warrant an emergency meeting, in which case the invitation may be sent to the meeting accompanying the meeting's</li> </ol> | <p><b>Article Four: Committee Meetings:</b></p> <ol style="list-style-type: none"> <li>1. The Committee shall meet periodically but not less than four times during the Company's financial year.</li> <li>2. The Committee shall meet at the invitation of its Chairman or at the request of two of its members.</li> <li>3. The Committee meets periodically with the company's auditor and its internal auditor. The internal auditor and the auditor may request the Committee's meeting whenever needed.</li> <li>4. An invitation shall be sent to the meeting to each member of the Committee at least five days prior to the meeting, accompanying the meeting's agenda and the necessary documentation and information, unless the circumstances warrant an emergency meeting, in which case the invitation may be sent to the meeting accompanying the meeting's agenda</li> </ol> |

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| <p>agenda and the necessary documentation and information within less than five days of the meeting.</p> <ol style="list-style-type: none"> <li>5. Meetings may be held through modern technical means.</li> <li>6. The Committee's meeting is valid only in the presence of a majority of its members.</li> <li>7. If a member of the Committee formulates a reservation or opinion other than the Committee's decision, it must be substantiated in the minutes of the Committee's meeting.</li> <li>8. The Committee shall appoint a Secretary.</li> <li>9. The Secretary of the Committee coordinates the Committee's meetings on an annual basis and ensures the timeliness of all members.</li> <li>10. The Committee shall adopt its agenda if it is convened, and in the event that any member objects to this schedule, this shall be confirmed in the minutes of the Committee's meeting.</li> <li>11. Each member of the Committee has the right to propose the addition of any item on the agenda.</li> <li>12. The Committee invites non-members to attend the meeting without the right to vote.</li> <li>13. The Committee's decisions shall be taken by a majority vote of the members present, and when votes are equal, the side with which the Chairperson of the meeting voted shall be preferred.</li> </ol> | <p>and the necessary documentation and information within less than five days of the meeting.</p> <ol style="list-style-type: none"> <li>5. The Committee's meeting is valid only in the presence of a majority of its members.</li> <li>6. If a member of the Committee formulates a reservation or opinion other than the Committee's decision, it must be substantiated in the minutes of the Committee's meeting.</li> <li>7. The Committee selects the Company's employees as its secretary.</li> <li>8. The Secretary of the Committee coordinates the Committee's meetings on an annual basis and ensures the timeliness of all members.</li> <li>9. The Committee shall adopt its agenda if it is convened, and in the event that any member objects to this schedule, this shall be confirmed in the minutes of the Committee's meeting.</li> <li>10. Each member of the Committee has the right to propose the addition of any item on the agenda.</li> <li>11. Any member who is unable to attend the meetings of the Committee may vote on the decisions taken through modern technical means and shall be deemed to be a physical presence.</li> <li>12. The Committee invites non-members to attend the meeting without the right to vote.</li> <li>13. The Committee's decisions shall be taken by a majority vote of the members present.</li> </ol> |
|   | <p>Article Five: Minutes of Committee Meetings:</p> <ol style="list-style-type: none"> <li>1. The Secretary of the Committee shall document the meetings of the Committee and prepare records of the Committee containing the discussions and deliberations, document the Committee's recommendations and the results of the voting, keep</li> </ol>   |

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|  | <p>them in a special and structured record, indicate the names and reservations of the members present and, if any, sign them from all members present.</p> <p>2. The Secretary of the Committee shall transmit the draft minutes of the meeting to the Chairperson and members of the Committee within 10 working days from the date of the meeting for consultation and observations (if any) within 10 working days from the date of dispatch. It is then sent to members for signature after receiving members' feedback, if any.</p>   |
|  | <p><b>Article Six: Powers of the Committee:</b></p> <p>In the performance of its functions, the Commission:</p> <ol style="list-style-type: none"> <li>1. Right to access to the company's records and documents.</li> <li>2. Request any clarification or statement from the members of the Board of Directors or the Executive Directorate.</li> <li>3. To request a meeting with any of the company's employees.</li> <li>4. To request the Board of Directors to convene the General Assembly if the Board of Directors obstructs its work or suffers serious damage or losses to the Company.</li> </ol> |
|  | <p><b>Article seven: Committee Report :</b></p> <p>The Committee prepares an annual report on its opinion on the adequacy of the Company's internal control system and other work within its competence. Sufficient copies of this report shall be deposited by the Board of Directors at the headquarters of the main company at least 10 days prior to the General Assembly to be provided to all interested shareholders. The report shall be read during the General Assembly.</p>  |
|  | <p><b>Article Eight: Conflict between the Committee and the Board of Directors:</b></p>   |

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|  | <p>If there is a conflict between the recommendations of the Committee and the decisions of the Board of Directors, or if the Board refuses to take up the Committee's recommendation on the appointment and removal of the company's auditor, the determination of its fees and the evaluation of its performance or the appointment of the internal auditor, the Board's report must include the recommendation and justification of the Committee and the reasons for its failure to take them.</p> |
|  | <p>Article Nine: Arrangements for submitting comments:<br/>The committee must establish a mechanism that allows the company's employees to provide confidential observations regarding any transgression in financial or other reports. The committee shall verify the application of this mechanism by conducting an independent investigation commensurate with the extent of the error or transgression and adopting appropriate follow-up procedures.</p>  |
| <p>Article Ten: Committee Members' Remuneration:<br/>Without prejudice to the relevant legal requirements and the company's bylaws, the remuneration of committee members shall be in accordance with the remuneration policy for members of the Board of Directors, its committees emanating from it, and the executive management.</p> | <p>Article Ten: Committee Members' Remuneration:<br/>Without prejudice to the relevant regulatory requirements and the company's bylaws, the remuneration of committee members will be as follows:</p> <ul style="list-style-type: none"> <li>● Annual bonus of SAR 130,000 for each committee member, plus SAR 50,000 for each committee member outside the board.</li> <li>● Allowance to attend meetings amounting to 3,000 SAR per member of the Commission.</li> </ul>                            |
| <p>Article Eleven: Termination of membership:<br/>The membership of the Committee shall expire at the end of its term or in any of the following cases:</p> <ol style="list-style-type: none"> <li>1. Death.</li> <li>2. Resignation.</li> </ol>   | <p>Article Eleven: Access and Publication:<br/>The Regulations shall be effective (and any subsequent amendments thereto) - at the suggestion of the Board of Directors - from the date of their approval by the General Assembly. The Company shall publish them to</p>   |

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| <ol style="list-style-type: none"> <li>3. Expiry of its membership in the Board of Directors.</li> <li>4. Expired for membership of the Committee in accordance with any regulations or instructions in force in the Kingdom.</li> <li>5. Dismissal by the General Assembly without prejudice to the right to compensation of an isolated person if the removal occurs on an unacceptable or inappropriate basis.</li> <li>6. Termination of its membership by the General Assembly for absence from three consecutive meetings of the Committee without a legitimate excuse on the Committee's recommendation.</li> <li>7. Upon expiration of the membership of the Committee member during any of the reasons set out in the rules of procedure, the Board of Directors may appoint an interim replacement member of the Committee on the understanding that he meets with the conditions of membership and submit his appointment to the General Assembly at its earliest meeting for its approval, and the appointed member shall complete the term of his predecessor.</li> </ol> | <p>shareholders and the public through its website and in accordance with any regulatory requirements imposed by the organizers.</p> |
| <p>:Article Twelve: Accessibility and Publication</p> <p>The Regulations shall be effective (and any subsequent amendments thereto) - at the suggestion of the Board of Directors - from the date of their approval by the General Assembly. The Company shall publish them to shareholders and the public through its website and in accordance with any regulatory requirements imposed by the organizers.</p>   |  |



**Regulations of the Remuneration and Nominations Committee**

Jarir Marketing Company

(A Saudi listed joint stock company)

| After modification:  | Before the amendment:  |
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| <p><b>Article One: Introduction, Definitions and Objectives:</b></p> <p>1. The "Working Regulations of the Remuneration and Nominations Committee" have been prepared pursuant to Article (57) (b) and Article (61) (b) of the CMA Council's Corporate Governance Regulations by Decision No. (8-16-2017) and the Date (1438/5/16) corresponding to (2017/2/13) on the basis of the Corporate Regulations issued by Royal Decree No. M. 3 and (1437/1/28) as amended by the CMA Council Decision.</p> <p>No. (8-5-2023) and the date (1444/6/25) corresponding to (2023/1/18) on the basis of the Corporate Regulations promulgated by Royal Decree No. M/132 and the date (1443/12/1).</p> <p>2. The following words and phrases shall have the meanings stated in front of them unless the context of the text requires otherwise:</p> <p>Regulation: Working regulations of the Remuneration and Nominations Committee.</p> <p>Corporate Governance Regulation: CMA's Corporate Governance Regulation.</p> <p>Company: jarir Marketing Company.</p> <p>General Assembly: An association constituted by the company's shareholders under the terms of the Corporate and Foundation Regulations.</p> <p>"Board of Directors" or "Board": Board of Directors of jarir Marketing.</p> <p>Committee: Committee on Remuneration and Nominations of jarir Marketing Company.</p> | <p><b>Article One: Introduction, Definitions and Objectives:</b></p> <p>1. The "Working Regulations of the Remuneration and Nominations Committee" were prepared pursuant to the provisions of Articles 60 and 64 of the Corporate Governance Regulation issued by the Council of the CMA by Decision No. (8-16-2017) of 16/5/1438H corresponding to 13/2/2017.</p> <p>2. The following words and phrases shall have the meanings stated in front of them unless the context of the text requires otherwise:</p> <p>Regulation: Working regulations of the Remuneration and Nominations Committee.</p> <p>Governance Regulation: CMA's Corporate Governance Regulation.</p> <p>Company: jarir Marketing Company.</p> <p>General Assembly: An association constituted by the company's shareholders under the terms of the Corporate and Foundation Regulations.</p> <p>"Board of Directors" or "Board": Board of Directors of jarir Marketing.</p> <p>Committee: Committee on Remuneration and Nominations of jarir Marketing Company.</p> |

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| <p>3. The regulation aims to clarify the rules and procedures of the Commission's work, its functions, the rules for the selection of its members, the duration of their membership and their remuneration.</p>   |  |
| <p><b>Article Two: Committee composition, duration, and membership conditions:</b></p> <ol style="list-style-type: none"> <li>1) The committee shall be formed by a decision of the Board of Directors from three to five members, provided that they are not members of the Executive Board of Directors and that at least one of them is an independent member. External experts may be appointed to membership of the Committee, whether they are shareholders or others.</li> <li>2) The term of the Committee shall be four years, renewable, beginning and ending at the beginning and end of the Board of Directors term.</li> <li>3) The committee members choose a chairperson who must be an independent member.</li> <li>4) In addition to the conditions imposed by the relevant regulatory controls, the committee member must have the experience and qualifications appropriate to the committee's work and tasks, and must adhere to the principles of honesty, honesty, loyalty, care, and concern for the interests of the company and shareholders and prioritize them over his personal interests. He must also adhere to the regulatory requirements and the company's policies and regulations regarding conflicts of interest and disclosure.</li> <li>5) The Board of Directors may - upon expiration of a committee member's membership during the membership term for any of the reasons specified in the regulations - appoint a replacement member in the committee.</li> <li>6) The company notifies the Capital Market Authority of the names of the committee members and their membership positions upon their appointment and any changes that occur within five working days from the date of the changes.</li> </ol> | <p><b>Article Two: Committee composition, duration, and membership conditions:</b></p> <ol style="list-style-type: none"> <li>1) The committee shall be formed by a decision of the Board of Directors of three members, provided that they are not members of the Executive Board of Directors and that at least one independent member is among them. External experts may be appointed to membership of the Committee, whether they are shareholders or others.</li> <li>2) The term of the Committee shall be three years, renewable, beginning and ending with the beginning and end of the Board of Directors term.</li> <li>3) The Board of Directors appoints a chairman of the committee in its formation decision, provided that he is an independent member.</li> <li>4) In addition to the conditions imposed by the relevant regulatory controls, the committee member must have the experience and qualifications appropriate to the committee's work and tasks, and must adhere to the principles of honesty, honesty, loyalty, care, and concern for the interests of the company and shareholders and prioritize them over his personal interests. He must also adhere to the regulatory requirements and the company's policies and regulations regarding conflicts of interest. And disclosure.</li> <li>5) The members of the committee appoint a chairperson from among themselves.</li> <li>6) The membership of a committee member shall end at the end of its term or in any of the following cases: <ol style="list-style-type: none"> <li>1. Death.</li> <li>2. Resignation.</li> <li>3. Expiration of his membership in the Council for Council members.</li> <li>4. A member fails to attend three committee meetings per year without an excuse accepted by the board.</li> </ol> </li> </ol> |



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|  | <p>5. Committing a serious violation of any of the relevant regulations or instructions.</p> <p>6. Missing one or more membership conditions.</p> <p>7) The Board of Directors may - upon expiration of a committee member's membership during the membership term for any of the reasons specified in the regulations - appoint a replacement member in the committee.</p> <p>8) The company notifies the Capital Market Authority of the names of the committee members and their membership positions upon their appointment and any changes that occur within the statutory period specified by the Governance Regulations.</p>   |
|  | <p><b>Article Three: Duties and Responsibilities of the Committee:</b></p> <p>A) The committee shall study the issues within its jurisdiction or those referred to it by the Board of Directors, and submit its recommendations to the Board to take a decision on them, or take decisions if the Board delegates to it, and the Committee must inform the Board of Directors of the results it reaches or the decisions it takes or recommend it.</p> <p>b) The committee is responsible for the following regarding remuneration:</p> <p>1) Prepare a clear policy for remuneration for members of the Board of Directors, its committees, and the executive management, and submit it to the Board of Directors for consideration in preparation for its approval by the General Assembly, provided that this policy takes into account following standards related to performance, disclosing them, and verifying their implementation.</p> <p>2) Clarifying the relationship between the rewards granted and the applicable remuneration policy, and indicating any material deviation from this policy.</p> <p>3) Periodically reviewing the remuneration policy and evaluating its effectiveness in achieving the desired goals.</p> <p>4) Recommending to the Board of Directors the remuneration of members of the Board of Directors, its committees, and the</p> |

company's senior executives in accordance with the approved policy .

c) The committee shall have the following powers regarding nominations:

- 1) Proposing clear policies and standards for membership in the Board of Directors and executive management.
- 2) Recommending to the Board of Directors to nominate members and re-nominate them in accordance with approved policies and standards.
- 3) Preparing a description of the capabilities and qualifications required for membership in the Board of Directors and filling executive management positions.
- 4) Determine the time that a member must devote to the work of the Board of Directors.
- 5) Annual review of the necessary skills or experience needed for membership in the Board of Directors and executive management functions.
- 6) Reviewing the structure of the Board of Directors and Executive Management and making recommendations regarding changes that can be made.
- 7) Verifying annually the independence of independent members, and the absence of any conflict of interest if the member holds a membership in the board of directors of another company.
- 8) Develop job descriptions for executive members, non-executive members, independent members, and senior executives.
- 9) Establishment of special procedures in the event of vacancy in the position of a member of the Governing Council or a senior executive.
- 10) Evaluate the performance of the Board of Directors, its committees and executive management annually, and submit its results to the Board of Directors with the recommendation of a plan to address aspects that need to be developed.

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|   | <p>11) Identify the weaknesses and strengths of the Board of Directors, and propose solutions to address them in a way that is consistent with the company's interest.</p>   |
| <p><b>Article Four: Committee Meeting:</b></p> <ol style="list-style-type: none"> <li>1) The committee holds its meetings periodically, at least every six months, and whenever necessary.</li> <li>2) The committee meets at the invitation of its chairman or at the request of two of its members.</li> <li>3) The invitation to the meeting shall be sent to each member of the committee at least five days before the date of the meeting, accompanied by the meeting agenda and the necessary documents and information, unless the situation requires holding the meeting on an emergency basis, in which case it is permissible to send the invitation to the meeting accompanied by the meeting agenda, documents and information. necessary within a period of less than five days from the date of the meeting.</li> <li>4) Meetings may be held via modern technology.</li> <li>5) The committee meeting will not be valid unless the majority of its members are present.</li> <li>6) If a member of the Committee formulates a reservation or opinion other than the Committee's decision, it must be substantiated in detail in the minutes of the Committee's meeting.</li> <li>7) The committee shall appoint a secretary.</li> <li>8) The Secretary of the Committee is responsible for coordinating the dates of the Committee's meetings on an annual basis, and ensuring that the dates are appropriate for all members.</li> <li>9) The Committee shall adopt its agenda if it is convened, and in the event that any member objects to this schedule, this shall be confirmed in the minutes of the Committee's meeting.</li> <li>10) Every member of the committee has the right to suggest adding any item to the agenda .</li> </ol> | <p><b>Article Four: Committee Meeting:</b></p> <ol style="list-style-type: none"> <li>1) The committee holds its meetings periodically, at least every six months, and whenever necessary.</li> <li>2) The committee meets at the invitation of its chairman or at the request of two of its members.</li> <li>3) The invitation to the meeting shall be sent to each member of the committee at least five days before the date of the meeting, accompanied by the meeting agenda and the necessary documents and information, unless the situation requires holding the meeting on an emergency basis, in which case it is permissible to send the invitation to the meeting accompanied by the meeting agenda, documents and information. necessary within a period of less than five days from the date of the meeting.</li> <li>4) The Committee's meeting is valid only in the presence of a majority of its members</li> <li>5) If a member of the Committee formulates a reservation or opinion other than the Committee's decision, it must be substantiated in detail in the minutes of the Committee's meeting.</li> <li>6) The Committee selects the Company's employees as its secretary.</li> <li>7) The Secretary of the Committee is responsible for coordinating the dates of the Committee's meetings on an annual basis, and ensuring that the dates are appropriate for all members.</li> <li>8) The Committee shall adopt its agenda if it is convened, and in the event that any member objects to this schedule, this shall be confirmed in the minutes of the Committee's meeting.</li> <li>9) Every member of the committee has the right to suggest adding any item to the agenda .</li> </ol> |

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| <p>11) The Committee has the right to invite any non-members to attend the meeting without the right of voting.</p> <p>12) The Committee's decisions shall be taken by a majority vote of the members present, and when votes are equal, the side with which the Chairperson of the meeting voted shall be preferred.</p> | <p>10) Any member who is unable to attend the meetings of the Committee may vote on the decisions taken through modern technical means and shall be deemed to be a physical presence.</p> <p>11) The Committee has the right to invite any non-members to attend the meeting without the right of voting.</p> <p>12) The committee issues its decisions by a majority vote of the members present.</p>  |
|   | <p><b>Article Five: Minutes of Committee Meetings:</b></p> <p>1) The Secretary of the Committee shall document the meetings of the Committee and prepare records of the Committee containing the discussions and deliberations, document the Committee's recommendations and the results of the voting, keep them in a special and structured record, indicate the names and reservations of the members present and, if any, sign them from all members present.</p> <p>2) The Secretary of the Committee shall transmit to the Chairperson and members of the Committee the draft minutes of the meeting within 10 working days from the date of the meeting for consultation and observations (if any) within 10 working days from the date of dispatch. It is then sent to members for signature after the members' feedback, if any.</p> |
|   | <p><b>Article Six: Committee Members' Remuneration:</b></p> <p>Without prejudice to the relevant statutory requirements and the underlying regulations of the Company, the remuneration of the members of the Committee shall be in accordance with the policy of remuneration of the members of the Board of Directors, its committees and executive management.</p>   |
| <p><b>Article Seven: Expiry of Membership:</b></p> <p>The membership of the Committee shall expire at the end of its term or in any of the following cases:</p> <ol style="list-style-type: none"> <li>1. Death.</li> <li>2. Resignation.</li> </ol>  | <p><b>Article Seven: Access and Publication:</b></p> <p>The regulations (and any subsequent amendments thereto) shall be effective - based on the proposal of the Board of Directors - from the date of their approval by the General Assembly, and the company will publish them to shareholders and the public through</p>  |

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| <p>3. Expiry of its membership in the board for the members of the board of directors.</p> <p>4. A member's absence from three meetings of the Committee per year without an excuse accepted by the board of directors.</p> <p>5. Committing a serious breach of any of the relevant regulations or instructions.</p> <p>6. Loss of one or more membership conditions.</p> <p>7. Upon expiration of the membership of the Committee member during the term of office of any of the reasons set out in the Regulations, the Governing Council may appoint an alternate member of the Committee.</p> <p>Entry and Publication:</p> <p>The Regulations shall be effective (and any subsequent amendments thereto) - at the suggestion of the Board of Directors - from the date of their approval by the General Assembly. The Company shall publish them to shareholders and the public through its website and in accordance with any regulatory requirements imposed by the organizers.</p> | <p>its website and in accordance with any regulatory requirements imposed by the regulatory authorities.</p> |
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