



The Extraordinary General Assembly Meeting Agenda

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The Extraordinary General Assembly Meeting Agenda

1. To review and discuss the Board of Directors' Report for the fiscal year ended on 31st December 2023G.
2. To review and discuss the financial statements for the fiscal year ended on 31st December 2023G.
3. To vote on the Company's external auditor report for the fiscal year ended on 31st December 2023G after discussing it.
4. To vote on paying an amount of SAR (1,480,000) as remuneration to the Members of the Board of Directors for the fiscal year ended on 31st December 2023G.
5. To vote on authorizing the Board of Directors to distribute interim dividends, semi-annually or quarterly, to the shareholders for the fiscal year 2024G.
6. To vote on releasing the Board of Directors Members from their liability for the fiscal year ended on 31st December 2023G.
7. To vote on delegating the Ordinary General Assembly's authorisation powers stipulated in paragraph (1) of Article (27) of the Companies Law to the Board of Directors for a period of one year effective from the date of approval of the General Assembly or until the end of the term of the delegated Board, whichever is earlier, pursuant to the terms mentioned in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies.
8. To vote on delegating the Ordinary General Assembly's authorisation powers stipulated in paragraph (2) of Article (27) of the Companies Law to the Board of Directors for a period of one year effective from the date of approval of the General Assembly or until the end of the term of the delegated Board, whichever is earlier, for the competing businesses and activities stipulated in the Competing Business Standards Charter. (attachment)
9. To vote on appointing the external auditor for the Company from among the candidates based on the Audit Committee's recommendation to examine, review and audit the second quarter, third quart and annual financial statements of the fiscal year 2024G, and the first quarter of the fiscal year 2025G and to determine the auditor's fees.
10. To vote on amending the company's Bylaws to conform with the new companies' Law, and rearranging and numbering the Bylaws' articles; to conform with the proposed amendments. (attachment)
11. To vote on transferring the statutory reserve balance of SAR (1,050,000,000) as in the financial statements for the year ending December 31, 2023 to retained earnings.
12. To vote on the amendments to third article of the Company's Bylaws in relation to (Company Objectives). (attachment)
13. To vote on the amendments to the Audit Committee Charter. (attachment)
14. To vote on the amendments to the Competing Business Standards Charter. (attachment)
15. To vote on the amendments to the Nomination and Remuneration Committee Charter. (attachment)



16. To vote on the amendments to the Policies, Standards and procedures for Board Membership Charter. (attachment)
17. To vote on the amendments to Board, Committees & Executive Management Remuneration Policy. (attachment)
18. To vote on the business and contracts concluded between the Company and Al-Andalus Property Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib, the Board Member Mr. Hesham Sulaiman Al Habib and the Board Member Eng. Saleh Mohammad Al Habib have an indirect interest, and the nature of the transactions is a Partnership, design, development, management and operation contract for Gharb Jeddah Hospital which is equally owned by both parties with ninety nine (99) years started on 30 October 2014 and to be auto-renewed, and the value of the transactions during the fiscal year 2023 was SAR (41,777,995), and this contract was made without preferential terms. (attachment)
19. To vote on the business and contracts concluded between the Company and Namara Specialized for Trading Est, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of the transactions is a contract of purchase of electrical tools and supplies for multiple projects for a period of (3) Three years from the date of signing the agreement, and it will be renewed automatically annually thereafter. The value of the contract is linked to purchase orders, and the purchase orders value during the fiscal year 2023 was SAR (5,228,569), and the value of the transaction during the fiscal year 2023 was SAR (1,098,247), and to authorize the same for the upcoming year, and this contract was made without preferential terms. (attachment)
20. To vote on the business and contracts concluded between Shamal Al Riyadh for Healthcare Company (Subsidiary) and Masah Construction Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of the transactions is additional purchase orders for Glazing Works, Mechanical, Electrical and Plumbing (MEP) works for Shamal Al Riyadh Hospital Project and the purchase orders value during the fiscal year 2023 was SAR (107,335,638) and the value of the transactions during the fiscal year 2023 was SAR (39,678,134), and to authorize the same for the upcoming year, and these businesses and contracts have been made without preferential terms. (attachment)
21. To vote on the business and contracts concluded between Shamal Al Riyadh for Healthcare Company (Subsidiary) and Masah Construction Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of the transactions is additional purchase orders for Structural Works for Shamal Al Riyadh Hospital Project and the purchase orders value during the fiscal year 2023 was SAR (40,492,998) and the value of the transactions during the fiscal year 2023 was SAR (39,613,380), and to authorize the same for the upcoming year, and these businesses and contracts have been made without preferential terms. (attachment)



22. To vote on the business and contracts concluded between Shamal Al Riyadh for Healthcare Company (Subsidiary) and Masah Construction Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of the transactions is additional purchase orders for gypsum board works for Shamal Al Riyadh Hospital Project and the purchase orders value during the fiscal year 2023 was SAR (9,615,445) and the value of the transactions during the fiscal year 2023 was SAR (4,607,885), and to authorize the same for the upcoming year, and these businesses and contracts have been made without preferential terms. (Attachment)
23. To vote on the business and contracts concluded between Shamal Al Riyadh for Healthcare Company (Subsidiary) and Masah Construction Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of the transactions is additional purchase orders for general contracting for Shamal Al Riyadh Hospital Project and the purchase orders value during the fiscal year 2023 was SAR (25,950,567) and the value of the transactions during the fiscal year 2023 was SAR (24,751,531) and to authorize the same for the upcoming year, and these businesses and contracts have been made without preferential terms. (Attachment)
24. To vote on the business and contracts concluded between Sehat Al-Kharj for Healthcare Company (Subsidiary) and Masah Construction Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of the transactions is additional purchase orders for structural works for Sehat Al-Kharj Hospital and the purchase orders value during the fiscal year 2023 was SAR (25,001,313) and the value of the transactions during the fiscal year 2023 was SAR (21,450,150) and to authorize the same for the upcoming year, and these businesses and contracts have been made without preferential terms. (Attachment)
25. To vote on the business and contracts concluded between Sehat Al Hamra for Healthcare Company (Subsidiary) and Masah Construction Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of the transactions is purchase orders for additional construction of structural works for Al Hamra hospital in Riyadh city, and the purchase orders value during the fiscal year 2023 was SAR (9,690,457) and the value of the transactions during the fiscal year 2023 was SAR (9,009,657), and to authorize the same for the upcoming year, and these businesses and contracts have been made without preferential terms. (Attachment)
26. To vote on the business and contracts concluded between Al Marakez Al Awwaliyah for Healthcare Company (Subsidiary) and Masah Construction Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of the transactions is purchase order for additional construction of structural works for a Medical Center project in Buraidah city and the purchase order value during the fiscal year



2023 was SAR (6,867,151) and the value of the transactions during the fiscal year 2023 was SAR (6,867,151) and to authorize the same for the upcoming year, and these businesses and contracts have been made without preferential terms. (Attachment)

27. To vote on the business and contracts concluded between the Company and Rawafed Al Seha International Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of the transactions is a supply contract based on purchase orders for medical tools, supplies and devices, and furniture for the hospitals for a period of one year renewable on an annual basis thereafter, and the purchase orders value during the fiscal year 2023 was SAR (92,550,611) and the value of the transactions during the fiscal year 2023 was SAR (43,823,726), and this contract was made without preferential terms . (Attachment)



PROXY FORM

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PROXY FORM

Dear Honourable Shareholders,

The Proxy form is not available, as the Extraordinary General Assembly will be conducted via modern technology means using Tadawulaty system.

In the event of any inquiries, please contact the Company's Investor Relations Department through:

The Phone number: (0115259999) - Ext: (4919)

Or E-mail:

investor.relations@drsulaimanalhabib.com

Thank you



Attachment regarding item # 1

The Annual report of the Audit
Committee to the Extraordinary
General Assembly for the fiscal year
ended on 31 December 2023G

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Audit Committee Annual Report for the fiscal year ended 31 December 2023

February 25 2024

The Shareholders

Dr. Sulaiman Al Habib Medical Services Group Company

Saudi Joint Stock Company

Riyadh, Kingdom of Saudi Arabia

Subject: The Audit Committee Report to the shareholders

The Audit Committee of Dr. Sulaiman Al Habib Medical Services Group Company (HMG) has prepared its report, which include details of its performance of its competencies and duties including recommendations and opinion on the adequacy of internal and financial control system and risk management systems in the Company to be presented to the shareholders at the General Assembly meeting.

Section 1: The results of annual review of the effectiveness of the Company's internal control System:

It is the responsibility of the Company's executive management to implement adequate and effective internal control system in order to address the risks and facilitate towards accomplishment of Company's strategies, goals and objectives in an efficient and effective manner. The Organization has established a strong corporate governance framework, which defined the roles and responsibilities of the Board of Directors, forming various committees in order to establish proper controls at the Company level. Further, all projects and departments of the Company make collaborative efforts to strengthen the overall control environment through continuous monitoring of compliance with established policies & procedures and initiate actions to prevent or correct any deficiencies in the internal control system.

The internal audit is a function that is independent of executive management and reporting to the Audit Committee. It's scope of work includes assessment of adequacy and effectiveness of the internal control system including compliance with the related policies and procedures. The Audit Committee has approved a periodical audit plan to review the Company's operations. The internal audit plans its work using a risk based audit methodology. The internal audit highlighted several areas for improvements and recommend corrective actions to the management. The executive management of the Company, in accordance with the approved plan, addresses the recommendations received on this project.

As well as overseeing the work of the internal audit function, the Audit Committee receives periodic updates from senior management on key matters and issues related to internal controls. The Audit Committee also meets the external auditors to discuss any accounting matters or observations on internal controls arising from their work.

Based on the Audit Committee assessment of internal audits results, evaluation by the Audit Committee in relation to internal controls, and based on all what the Committee have reviewed and discussed with the external auditors and management, it can be said that the internal control system has been effectively designed and implemented well, thus the Committee found no significant weakness which affect internal control system adequacy of the business during the year 2023. This provides acceptable satisfaction to the Audit Committee on the effectiveness

of the extent and sufficiency of the internal control system, noting that no party can express an absolute opinion about any internal control system.

Audit Committee Annual Report for the fiscal year ended 31 December 2023

Section 2: Summary of key activities that the Audit Committee carried out during 2023:

Pursuant to the assigned tasks to the Audit Committee as per applicable laws, regulations and the Audit Committee charter, during 2023, the Committee has met six times and carried out the following main activities:

- Reviewed the interim and annual financial statements before presenting them to the Board, which includes analysis and examination of significant accounting policies, adequacy of accounting estimates, significant accounting matters, any non-familiar issues and provided its recommendations and endorsement to the Board.
- Reviewed the applied accounting policies, provide any necessary recommendations, and ensure the integrity of the financial reports and fulfilling the requirements in accordance with the generally accepted accounting standards applicable in Kingdom of Saudi Arabia.
- Examined and reviewed the effectiveness of the Company's system of internal control and risk management system.
- Monitored and oversee the internal audit activities, which includes review and approval of the internal plan and audit reports, review of the progress and effectiveness of the internal audit and the internal control system; ensure the availability of the necessary resources to enable the internal audit department to perform the assigned tasks and ensure professional independence.
- Reviewed the external audit plan, scope of services, progress and performance, ensure professional independence, address any queries of the Company's external auditor, reviewed the external auditor's report and comments in the financial statement, follow-up of actions and provided recommendation to the board to nominate external auditors.
- Reviewed the effectiveness of Company's compliance program to ensure compliance with relevant laws, regulations, policies and instructions.
- Reviewed the contracts, proposed related party transactions, and providing its recommendations to the Board in connection therewith.

Thanking you,



Dr. Abdulrahman Sulaiman Al Turaigi

Audit Committee Chairman

Dr. Sulaiman Al Habib Medical Services Group Company



Attachment regarding item # 10 & item # 12 Company's Bylaws

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Amendment to HMG's Bylaws

#	Article before Amendment	Article After Amendment
1.	BYLAWS OF DR. SULAIMAN AL HABIB MEDICAL SERVICES GROUP COMPANY (A LISTED JOINT STOCK COMPANY)	BYLAWS OF DR. SULAIMAN AL HABIB MEDICAL SERVICES GROUP COMPANY (A LISTED JOINT STOCK COMPANY)
2.	CHAPTER ONE: CONVERSION OF THE COMPANY	CHAPTER ONE: CONVERSION OF THE COMPANY
3.	Article 1: Conversion The company shall be converted, in accordance with the provisions of the Companies Law and its regulations and these bylaws, into a Saudi joint stock company as follows:	Article 1: Conversion The company shall be converted, in accordance with the provisions of the Companies Law and its regulations and these bylaws, into a Saudi joint stock company as follows:
4.	Article 2: Company Name Dr. Sulaiman Al Habib Medical Services Group Company (A Listed Joint Stock Company).	Article 2: Company Name Dr. Sulaiman Al Habib Medical Services Group Company (A Listed Joint Stock Company).
5.	Article 3: Company Objectives The company shall undertake and carry out the following objectives: 1. Establishing, managing and operating hospitals, public and specialized medical complexes, clinics, dispensaries and day surgery centers. 2. Establishing, managing and operating support health services centers, ambulance services centers, medical laboratories, analysis and radiology centers. 3. Import, wholesale, and retail trade in medicines, medical and herbal preparations, cosmetics, medical devices and equipment. 4. Owning properties to establish the Company's facilities and investing them in favor of the Company. 5. Managing and operating its subsidiaries or those of others, or participating in the management of other companies in which it has shares. 6. Providing guarantees, loans, and funds to its Subsidiaries. 7. Possessing the industrial property rights including patents, trademarks, franchise	Article 3: Company Objectives <u>The company was established for the following objectives:</u> 1. Establishing, managing and operating hospitals, public and specialized medical complexes, clinics, dispensaries and day surgery centers. 2. Establish, manage, and operate support health services centers, ambulance services centers, medical laboratories, analysis and radiology centers. 3. Import, wholesale, and retail trade in medicines, medical and herbal preparations, cosmetics, medical devices and equipment. 4. Owning properties to establish the Company's facilities and investing them in favor of the Company. 5. Managing and operating its subsidiaries or those of others, or participating in the management of other companies in which it has shares.



#	Article before Amendment	Article After Amendment
	<p>rights and other intangible rights and exploitation and leasing thereof for its Subsidiaries or others.</p> <p>The company shall carry out its activities in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.</p>	<p>6. Providing guarantees, loans, and funds to its Subsidiaries.</p> <p>7. Owning industrial property rights such as patents, trademarks, industrial designs, and franchises, and other intangible rights, and exploitation and leasing thereof for its Subsidiaries or others.</p> <p><u>8. General warehouses that store a variety of goods.</u></p> <p><u>9. Pharmaceutical Warehousing.</u></p> <p>The company shall carry out its activities in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.</p>
6.	<p>Article 4: Participation and Ownership in Companies</p> <p>The Company may individually establish companies, it may own shares and satkes in other existing companies or merge with them. It also has the right to establish joint-stock or limited liability companies jointly with others after satisfying the requirements of regulations and instructions in this regard within and outside the Kingdom. The Company may also dispose of such shares and satkes, provided that such dealings do not involve brokerage in their trading.</p>	<p>Article 4: Participation and Ownership in Companies</p> <p>The Company may individually establish companies, it may own shares and satkes in other existing companies or merge with them. It also has the right to establish joint-stock or limited liability companies <u>or any legal entities</u> jointly with others after satisfying the requirements of regulations and instructions in this regard within and outside the Kingdom <u>of Saudi Arabia (hereinafter referred to as the "Kingdom")</u>. The Company may also dispose of such shares and satkes, provided that such dealings do not involve brokerage in their trading.</p>
7.	<p>Article 5: Company's Headquarters</p> <p>The main headquarters of the company is located in the city of Riyadh. The Company may establish branches, offices, or agencies within or outside the Kingdom by a decision of the Board of Directors.</p>	<p>Article 5: Company's Headquarters</p> <p>The main headquarters of the company is located in the city of Riyadh. The Company may establish branches, offices, or agencies within or outside the Kingdom by a decision of the Board of Directors.</p>
8.	<p>Article 6: Company's Duration</p> <p>The company's duration shall be 99 Gregorian years commencing from the date of HE Minister of Commerce and Investment's resolution of announcing the Company's conversion. Company's duration may always be extended by a resolution</p>	<p>Article 6: Compan y's Duration</p> <p>The company's duration <u>is indefinite and shall be 99 Gregorian years commencing - commences</u> from the date of HE Minister of Commerce <u>s and Investment's</u> resolution of announcing the Company's conversion. Company's duration may always be extended by a resolution issued by the Extraordinary General</p>



#	Article before Amendment	Article After Amendment
	issued by the extraordinary general assembly at least one year prior to the expiration of its term.	Assembly at least one year prior to the expiration of its term.
9.	CHAPTER TWO: CAPITAL AND SHARES	CHAPTER TWO: CAPITAL AND SHARES
10.	Article 7: Capital The capital of the Company is set at (SAR 3,500,000,000) three billion and five hundred million Saudi Riyals, divided into (350,000,000) three hundred and fifty million nominal shares of equal value, each with a value of Saudi Riyals (10), all of which are ordinary cash shares.	Article 7: Capital The <u>issued</u> capital of the Company is set at <u>three billion and five hundred million Saudi Riyals</u> (SAR 3,500,000,000) three billion and five hundred million Saudi Riyals , divided into <u>three hundred and fifty million</u> (350,000,000) three hundred and fifty million nominal shares of equal value, each with a value of <u>ten</u> Saudi Riyals (<u>SAR 10</u>), all of which are ordinary cash shares, <u>with a total paid-up capital of three billion five hundred million Saudi Riyals (SAR 3,500,000,000).</u>
11.	Article 8: Subscription to the Shares The shareholders subscribed to the entire capital shares, amounting to (350,000,000) three hundred and fifty million shares, with a total value of (3,500,000,000) three billion five hundred million Saudi Riyals, and the shareholders paid such value in full.	Article 8: Subscription to the Shares The shareholders subscribed to the entire capital shares, amounting to <u>three hundred and fifty million nominal shares</u> (350,000,000) three hundred and fifty million shares , with a total value of <u>three billion five hundred million Saudi Riyals (SAR 3,500,000,000)</u> three billion five hundred million Saudi Riyals , and the shareholders paid such value in full. <u>Subscription to the shares or ownership thereof implies acceptance by the shareholder of the Company's bylaws and commitment to the resolutions issued by the general assemblies in accordance with the provisions of the Companies Law and the Company's bylaws, whether present or absent, and whether in favor or opposition to such resolutions.</u>
12.	Article 9: Preferred Shares The Extraordinary General Assembly of the Company, in accordance with rules set by the relevant authority, may authorize the issuance of preferred shares, or decide to purchase the same, or convert ordinary shares into preferred shares or the preferred shares into ordinary shares. The preferred shares do not give their holders the right to vote at Shareholders' general assemblies. These shares entitle their holders to get a higher	Article 9: Preferred Shares <u>and Redeemable Shares</u> The Extraordinary General Assembly of the Company, in accordance with rules set by the relevant authority, may authorize the issuance of preferred shares, or decide to purchase the same, <u>the Extraordinary General Assembly may also</u> or convert ordinary shares into preferred shares or the preferred shares into ordinary shares. <u>except in cases where the issuance resolution specifies their automatic conversion into another type or class</u>



#	Article before Amendment	Article After Amendment
	percentage of net profits than the percentage allotted to the holders of ordinary shares after appropriation of the statutory reserve.	<u>under certain conditions or after a specified period.</u> The preferred shares do not give their holders the right to vote at Shareholders' general assemblies, <u>except in exceptional cases as specified by the regulations.</u> These shares entitle their holders to get a higher percentage of net profits than the percentage allotted to the holders of ordinary shares after appropriation of the statutory reserve. <u>deducting any reserves established in accordance with Article Thirty-Eight (38) of these bylaws.</u> <u>The Extraordinary general assembly of the Company may issue redeemable shares or decide to purchase the same, subject to the conditions and terms of redemption determined by the Company, and in accordance with the criteria and controls established by the relevant authorities.</u>
13.	<p>Article 10: Selling of Non-Fully Paid Shares</p> <p>Each shareholder shall pay the value of the share when due. If the shareholder fails to fulfill the payment obligation on the due date, the Board of Directors may, after notifying such shareholder by a registered mail or announcing via the capital market company, sell such share through a public auction or the stock market, according to the circumstances and in accordance with the regulations specified by the relevant authority.</p> <p>The Company shall receive the proceeds from the sale to cover the amounts owed, and shall refund the balance to the shareholder. If the proceeds from the sale are insufficient to cover the outstanding amounts, the Company may use any other funds of the shareholder to fulfill the remaining amount. However, a defaulting shareholder may, up to the date fixed to sell such share, pay the due amount along with the expenses incurred by the Company in this regard.</p> <p>The company shall cancel the share sold according to the provisions of this article and issue to the purchaser a new share with the same number as the canceled share, and make a notation to that effect in the shares register along with the name of the new owner.</p>	<p>Article 10: Selling of Non-Fully Paid Shares</p> <ol style="list-style-type: none"> Each shareholder shall pay the <u>remaining</u> value of the share <u>on the specified dates.</u> If the shareholder fails to fulfill the payment obligation <u>on the specified dates</u>on the due date, the Board of Directors <u>of the Company (hereinafter referred to as the "Board of Directors" or the "Board")</u> may, after notifying such shareholder by a registered mail or announcing via the capital market website <u>website or any modern technological means</u> company, sell such share through a public auction or the Stock Exchange <u>stock market</u>, according to the circumstances and in accordance with the regulations <u>set by the Financial Capital Market Authority.</u> specified by the relevant authority. The Company shall receive the proceeds from the sale to cover the amounts owed, and shall refund the balance to the shareholder. If the proceeds from the sale are insufficient to cover the outstanding amounts, the Company may use any other funds of the shareholder to fulfill the remaining amount. However, a defaulting shareholder may, up to the date fixed to sell such share, pay the due amount along with the expenses incurred by the Company in this regard.



#	Article before Amendment	Article After Amendment
		<p><u>3. The rights associated with shares that have not been fully-paid shall be suspended upon the expiration of the specified date until their sale or payment of the due amount in accordance with paragraph (1) of this article. This includes the right to receive a stake of profits to be distributed and the right to attend and vote at general assemblies' meetings and their resolutions.</u></p> <p>2.<u>4.</u> However, a defaulting shareholder may, up to the date fixed to sell such share, pay the due amount along with the expenses incurred by the Company in this regard. <u>In this case, such shareholder has the right to request the profits decided to be distributed.</u></p> <p>3.<u>5.</u> The company shall cancel the share sold according to the provisions of this article and issue to the purchaser a new share with the same number as the canceled share, and make a notation to that effect in the shares register along with the name of the new owner <u>in accordance with the provisions of the Capital Market Law and its implementing regulations.</u></p>
14.	<p>Article 11: Issuance of Shares</p> <p>Shares shall be nominal shares, and they may not be issued at a value lower than their nominal value. However, the shares may be issued at a value higher than their nominal value. In the latter case, the difference in value shall be added as a separate item within the shareholders' equity. Distribution of such difference as profits to shareholders is not allowed. A share shall be indivisible vis-à-vis the Company. In the event that a share is owned by several persons, they shall select one person from amongst them to exercise, on their behalf, the rights pertaining to the share. These individuals shall be jointly responsible for the obligations arising from the ownership of the share.</p>	<p>Article 11: Issuance of <u>Company's</u> Shares</p> <p>Shares shall be nominal shares, and they may not be issued at a value lower than their nominal value <u>may be divided into shares with a lower nominal value or merge them so that they represent shares with a higher nominal value.</u> However, the shares may be issued at a value higher than their nominal value. In the latter case, the difference in value shall be added as a separate item within the shareholders' equity, <u>to be utilized in accordance with the regulations set by the relevant authorities.</u> Distribution of such difference as profits to shareholders is not allowed. A share shall be indivisible vis-à-vis the Company. In the event that a share is owned by several persons, they shall select one person from amongst them to exercise, on their behalf, the rights pertaining to the share. These individuals shall be jointly responsible for the obligations arising from the ownership of the share.</p>
15.	Article 12: Shares Trading	Article 12: Shares Trading



#	Article before Amendment	Article After Amendment
	<p>Shares that are subscribed for by the Shareholders shall not be traded before the publication of the financial statements for two financial years, each being no less than twelve months, from the date of the conversion of the Company. The instruments shall contain information regarding the nature of the shares, the date on which the Company was converted, and the period during which such instruments may not be traded.</p> <p>It shall be permissible during such lock-up period to transfer the ownership of shares in accordance with the provisions for the sale of the rights from one shareholder to another, or by one of the heirs of a shareholder to another party in the event of the death of the shareholder or, for purposes of enforcement against an insolvent or bankrupt shareholder, provided that the priority for owning such shares shall be given to the other shareholders.</p> <p>The provisions of this article shall also apply to such shares that are subscribed for by shareholders in case of an increase of capital prior to the expiry of lock-up period.</p>	<p><u>The Company's shares shall be traded on the Capital Market in accordance with the provisions of the Capital Market Law and its implementing regulations.</u> Shares that are subscribed for by the Shareholders shall not be traded before the publication of the financial statements for two financial years, each being no less than twelve months, from the date of the conversion of the Company. The instruments shall contain information regarding the nature of the shares, the date on which the Company was converted, and the period during which such instruments may not be traded.</p> <p>It shall be permissible during such lock-up period to transfer the ownership of shares in accordance with the provisions for the sale of the rights from one shareholder to another, or by one of the heirs of a shareholder to another party in the event of the death of the shareholder or, for purposes of enforcement against an insolvent or bankrupt shareholder, provided that the priority for owning such shares shall be given to the other shareholders.</p> <p>The provisions of this article shall also apply to such shares that are subscribed for by shareholders in case of an increase of capital prior to the expiry of lock-up period.</p>
16.	<p>Article 13: Shareholders Register</p> <p>The Company's shares shall be traded according to the Capital Market Law and its implementing regulations.</p>	Article to be deleted
17.	<p>Article 14: Capital Increase</p> <p>1. An Extraordinary General Assembly may resolve to increase the Company's capital, provided that the capital shall have been paid up in full. The Capital may not be paid in full where the unpaid part of the capital belongs to shares issued in return for converting debts or financing instruments into shares, while the term prescribed for their conversion into shares has not ended yet.</p>	<p>Article 14<u>13</u>: Capital Increase</p> <p>1. An Extraordinary General Assembly may resolve to increase the Company's capital <u>issued or authorized capital-if any-</u>, provided that the capital <u>the Company's issued capital</u> shall have been paid up in full. The Capital <u>Company's issued capital</u> may not be paid in full where the unpaid part of the capital <u>thereof</u> belongs to shares issued in return for converting debts or financing instruments into</p>



#	Article before Amendment	Article After Amendment
	<p>2. The Extraordinary General Assembly may, in all cases, allocate the shares issued upon increasing the capital or part of them to the employees of the Company and/or its subsidiaries or some of them, or any of that. Shareholders may not exercise preemptive right when the Company issues shares designated for employees.</p> <p>3. A Shareholder, owning the share at the time of issuing the extraordinary general assembly decision approving the increase of the capital, shall have the preemptive right to subscribe to the new shares issued for cash shares. Such Shareholders shall be informed of their preemptive right through an announcement in a daily newspaper or a registered mail, including the capital increase decision and subscription's terms, duration and start/end dates.</p> <p>4. The extraordinary general assembly may suspend the application of the Shareholders' preemptive right for subscription to capital increase in exchange for cash shares or may give priority to non-Shareholders in cases that it sees appropriate for the interest of the Company.</p> <p>5. The Shareholder may sell or waive preemptive right during a specific period of time from the issuance of the general assembly's approval to increase capital to the last day of subscription for the new shares that are related to these rights in accordance with controls imposed by the relevant authority.</p> <p>6. Subject to the provisions of Paragraph 4 above, the new shares shall be distributed to the preemptive rights' holders who requested to subscribe, in proportion to their preemptive rights out of the total preemptive rights arising from the capital increase, provided that what they obtain shall not exceed what they were requesting from the new shares. The remaining new shares shall be distributed to the preemptive rights' holders who requested more than their stakes, in proportion to their preemptive</p>	<p>shares, while the term prescribed for their conversion into shares has not ended yet.</p> <p>2. The Extraordinary General Assembly may, in all cases, allocate the shares issued upon increasing the capital or part of them to the employees of the Company and/or its subsidiaries or some of them, or any of that <u>in accordance with the controls and procedures established by the relevant authorities</u>. Shareholders may not exercise preemptive right when the Company issues shares designated for employees.</p> <p>3. A Shareholder, owning the share at the time of issuing the extraordinary general assembly decision approving the increase of the <u>issued capital</u> <u>or the Board's decision approving the increase of the issued capital within the limits of the authorized capital - if any -</u>, shall have the preemptive right to subscribe to the new shares issued for cash shares. Such shareholder Shareholders shall be informed of his their preemptive right <u>by a registered letter to the address shown in the shareholder register or through any means of modern technology</u> through an announcement in a daily newspaper or a registered mail, including the capital increase decision and subscription's terms, <u>method duration, start and end dates of the subscription, taking into account the type and class of shares such shareholder owns.</u> and start/end dates.</p> <p>4. The extraordinary general assembly may suspend the application of the Shareholders' preemptive right for subscription to capital increase in exchange for cash shares or may give priority <u>grant preemptive right</u> to non-Shareholders in cases that it sees appropriate for <u>it deems to be in</u> the interest of the Company.</p> <p>5. The Shareholder may sell or waive preemptive right during a specific period of time from the issuance of the general assembly's approval to increase capital to the last day of subscription for the new shares that are related to these rights in accordance</p>



#	Article before Amendment	Article After Amendment
	<p>rights out of the total preemptive rights arising from the capital increase, provided that what they obtain shall not exceed what they were requesting from the new shares. Unless otherwise decided by the Extraordinary General Assembly or otherwise provided for in the Capital Market Law, the remainder of the shares shall be offered to others.</p>	<p>with controls imposed by the relevant authority.</p> <p>6. Subject to the provisions of Paragraph 4 above, the new shares shall be distributed to the preemptive rights' holders who requested to subscribe, in proportion to their <u>what they have of</u> preemptive rights out of the total <u>of these</u> preemptive rights arising from the capital increase, provided that what they obtain shall not exceed what they were requesting from the new shares. The remaining new shares shall be distributed to the preemptive rights' holders who requested more than their stakes, in proportion to their <u>what they have of</u> preemptive rights out of the total <u>of these</u> preemptive rights arising from the capital increase, provided that what they obtain shall not exceed what they were requesting from the new shares. Unless otherwise decided by the Extraordinary General Assembly or otherwise provided for in the Capital Market Law, the remainder of the shares shall be offered to others.</p>
18.	<p>Article 15: Capital Decrease</p> <p>Capital may be decreased by a resolution by the extraordinary general assembly if it exceeds the Company's need or if it suffers from losses. Only in the last case, the capital may be decreased to less than the limit stipulated in Article 54 of the Companies Law. Such decision shall be issued only after receiving a special report developed by the External Auditor on the reasons necessitating for that, the obligations to be fulfilled by the Company and the decrease's impact on such obligations.</p> <p>If the reason for the capital decrease is due to the capital being in excess of the Company's needs, the creditors must be invited to express their objection within sixty (60) days from the publication date of capital decrease's resolution in a daily newspaper being distributed in the region where the Company's Headquarters is located. If any creditor has objected and provided the Company with its documents within the time limit set above, the Company shall pay such debt, if already due, or</p>	<p>Article 4514: Capital Decrease</p> <p>1. Capital may be decreased by a resolution by the extraordinary general assembly if it exceeds the Company's need or if it-the <u>Company</u> suffers from losses. Only in the last case, the capital may be decreased to less than the limit stipulated in Article 54 of the Companies Law. Such resolution shall be issued only after receiving a special report <u>statement during the General Assembly</u> developed by the External Auditor-the Board of Directors on the reasons necessitating <u>for such decrease</u>, the obligations to be fulfilled by the Company and the decrease's impact on such obligations <u>these obligations to fulfill, and report from the Company's External Auditor shall be attached to this statement.</u></p> <p>2. If the reason for the capital decrease is due to the capital being in excess of the Company's needs, the creditors must be invited to express their objection s-if any- to</p>



#	Article before Amendment	Article After Amendment
	present an adequate guarantee of payment if the debt is due on a later date.	<p><u>such decrease within the period specified in the Companies Law from the date specified for holding the extraordinary general assembly meeting to decide on the capital decrease, provided that a statement is attached to the invitation clarifying the amount of capital before and after the decrease, the date of holding the meeting and the effective date of the capital decrease</u>within sixty (60) days from the publication date of capital decrease's resolution in a daily newspaper being distributed in the region where the Company's Headquarters is located. If any creditor has objected <u>to the decrease</u> and provided the Company with its documents within the time limit set above <u>set in the laws</u>, the Company shall pay such debt, if already due, or present an adequate guarantee of payment if the debt is due on a later date. <u>The creditor who has notified the Company of his objection to the decrease and whose debt has not been paid if already due, or provided sufficient guarantee to fulfill it if it is due on a later date, may apply to the competent judicial authority before the date specified for holding the extraordinary general assembly to take the decrease's decision, and the competent judicial authority in this case shall have the right to order the payment of the debt, or the provision of sufficient guarantee, or the postponement of the extraordinary general assembly meeting, as the case may be.</u></p> <p><u>3. The capital decrease shall not be invoked against a creditor who submitted his application on the date stipulated by the Companies Law, unless his due debt paid or is provided with sufficient guarantee for the undue amount.</u></p> <p>4.<u>4.</u> <u>Equality among shareholders holding shares of the same type and class must be considered taken into account when decreasing the capital.</u></p>
19.	Article 16: Sukuk and Bonds	Article 16 <u>15</u> : Sukuk and Bonds



#	Article before Amendment	Article After Amendment
	<p>In return for loans it obtains, the Company may issue tradable and non-divisible bonds or Sukuks of equal values in accordance with the provisions of the Companies Law and the Capital Market Law.</p>	<p>In return for loans it obtains, the Company may issue tradable and non-divisible bonds or Sukuks of equal values in accordance with the provisions of the Companies Law and the Capital Market Law.</p> <p><u>The company may, by resolution of the extraordinary general assembly and in accordance with the Capital Market Law and the relevant regulations and rules, issue any type of tradable debt instruments, whether in Saudi Arabian Riyals or any other currency, within or outside the Kingdom, such as bonds and sukuk. The extraordinary general assembly may, by its decision, authorizes the Board of Directors to issue these debt instruments, including bonds and sukuk, or any other debt instruments, whether in part or in several parts, or through a series of issuances under a program or more established by the Board of Directors from time to time. All of this is subject to the timing, amounts, and conditions determined by the Company's Board of Directors, with the authority to take all necessary actions for their issuance.</u></p> <p><u>Furthermore, the Company may issue debt instruments or sukuk convertible into shares, pursuant to a resolution issued by the extraordinary general assembly specifying the maximum number of shares that may be issued in exchange for those instruments or sukuk, whether issued simultaneously or through a series of issuances or under one or more programs for issuing debt instruments or sukuk.</u></p> <p><u>The Company's Board of Directors, without the need for new approval from this extraordinary General Assembly, may issue new shares in exchange for those instruments or sukuk that their holders request to convert, immediately after the end of the transfer request period specified for the holders of those instruments or sukuk, or when the conditions for automatic conversion into shares are met, or after the specified period for this conversion has elapsed. The Company's Board of Directors shall take the necessary measures to amend the Company's Bylaws with regard to the number of issued shares and capital. The Company's Board of Directors must complete the procedures for each capital increase in the manner specified by Law for announcing the resolutions of the extraordinary general assembly.</u></p>



#	Article before Amendment	Article After Amendment
20.	<p>Article 17: Purchase, Selling, and Pledging by the Company of its Shares:</p> <ol style="list-style-type: none"> 1. The Company may buy its Ordinary and Preferred shares in accordance with the regulatory controls set by the relevant authority. The shares purchased by the Company shall not have votes in the Shareholders' General Assemblies. 2. The Company may purchase its shares to use them as treasury shares in accordance with the purposes and controls set by the relevant authority. 3. As part of the employees' stock program, the Company may purchase its shares for the purpose of allocating them to employees of the Company or employees of any wholly or partially owned subsidiaries (whether directly or indirectly) in accordance with the regulatory controls set by the relevant authority. 4. The Company may sell treasury shares in single stage or multiple stages in accordance with the regulations set by the relevant authority. 5. The Company may pledge its shares to guarantee a debt in accordance with the regulations set by the relevant authority. 	<p>Article 17¹⁶: Purchase, Selling, and Pledging by the Company of its Shares:</p> <ol style="list-style-type: none"> 1. The Company may buy its Ordinary and <u>or</u> Preferred <u>or redeemable</u> shares in accordance with the regulatory controls set by the relevant authority. The shares purchased by the Company shall not have votes in the Shareholders' General Assemblies. 2. The Company may purchase its shares to use them as treasury shares in accordance with the purposes and controls set by the relevant authority. 3. As part of the employees' stock program, the Company may purchase its shares for the purpose of allocating them to employees of the Company or employees of any wholly or partially owned subsidiaries (whether directly or indirectly) in accordance with the regulatory controls set by the relevant authority. 4. The Company may sell treasury shares in single stage or multiple stages in accordance with the regulations set by the relevant authority. 5. The Company may pledge its shares to guarantee a debt in accordance with the regulations set by the relevant authority.
21.	CHAPTER THREE: BOARD OF DIRECTORS	CHAPTER THREE: BOARD OF DIRECTORS
22.	<p>Article 18: Company's Management</p> <p>The management of the Company shall be entrusted to a Board of Directors composed of nine members to be appointed by the Shareholders' Ordinary General Assembly for a tenure not exceeding three years. As an exception, the Shareholders appointed the first Board of Directors for a tenure of five (5) years commencing as of the date of the Minister of Commerce and Investment's resolution declaring the conversion of the Company.</p>	<p>Article 18¹⁷: Company's Management</p> <p>The management of the Company shall be entrusted to a Board of Directors composed of nine <u>(9) natural</u> members to be appointed by the Shareholders' Ordinary General Assembly for a tenure not exceeding three^{four} (4) years. <u>Board members may be re-elected. Each shareholder has the right to nominate themselves or another individual or individuals, whether shareholders or others for membership in the Board of Directors.</u> As an exception, the Shareholders appointed the first Board of Directors for a tenure of five (5) years commencing as of the date of the Minister of Commerce and Investment's resolution declaring the conversion of the Company.</p>



#	Article before Amendment	Article After Amendment
23.	<p>Article 19: Expiration of Board Membership</p> <p>The membership of the Board ends upon the expiry of the Board's term or upon the termination of Director's suitability to the Board membership in accordance with any applicable law or instructions in the Kingdom. Nevertheless, the Ordinary General Assembly has the right to dismiss all or some of the Directors at any time, without prejudice to the right of the dismissed Director towards the Company to claim compensation if the dismissal occurs for an unacceptable reason or at an unfavorable time. The Director may resign, provided that such resignation shall be at an appropriate time; otherwise, the member shall be responsible to the company for any damages resulting from the resignation.</p>	<p>Article 19: Expiration <u>or Termination</u> of Board Membership</p> <p>The membership of the Board ends upon the expiry of the Board's term or upon the termination of Director's suitability to the Board membership, <u>death, or termination based on the Board's recommendation to the General Assembly. The termination can also occur through dismissal by the General Assembly or if the director is convicted of a crime involving dishonor and breach of trust, or for any reasons stipulated in the regulations or instructions applicable in the Kingdom for the termination of Board of Directors' membership</u>in accordance with any applicable law or instructions in the Kingdom. However, the Ordinary General Assembly may, upon the Board's recommendation, terminate the membership of any director who has been absent from attending three (3) consecutive meetings or five (5) separate meetings during their membership term without a valid excuse acceptable to the Board.</p> <p>Nevertheless, the Ordinary General Assembly has the right to dismiss all or some of members of the Board of Directors <u>at any time, and in such cases, the Ordinary General Assembly shall elect a new Board of Directors or replace the dismissed member -as the case may be- in accordance with the provisions of the Companies Law, its implementing regulations, and the guidelines</u>controls specified by the relevant authority.</p> <p>without prejudice to the right of the dismissed Director towards the Company to claim compensation if the dismissal occurs for an unacceptable reason or at an unfavorable time. The Director may resign, provided that such resignation shall be at an appropriate time; otherwise, the member shall be responsible to the company for any damages resulting from the resignation.</p>
24.	<p>Article 20: Vacancy in the Board</p> <p>If the position of a Director becomes vacant, the Board may appoint a temporary director to fill the vacant position. The appointed member should possess the necessary expertise and qualifications. The Ministry, the Capital Market Authority and other</p>	<p>Article 2019: <u>Expiration of the Board's Term, Resignation of its Members, or Vacancy of Membership</u></p> <p><u>1. The Board shall call for the Ordinary General Assembly to convene before the end of its term with sufficient time for the election of a new</u></p>



#	Article before Amendment	Article After Amendment
	<p>relevant authorities shall be informed within five Business Days from the appointment date, provided that such appointment shall be laid before the first Ordinary General Assembly's meeting. The new member will serve the remaining term of their predecessor.</p> <p>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 Law or this Law, the remaining members must call for the Ordinary General Assembly to convene within sixty days to elect the necessary number of members.</p>	<p><u>Board for the board new term. If the election cannot be conducted and the current Board's term expires, its members shall continue to perform their duties until the election of a new Board for a new term. The duration of the continued service of the Board Members after the expiration of their term shall not exceed ninety (90) days from the date of the Board term's expiration</u>conclusion. The Board shall take necessary measures to elect a new Board to replace it before the expiration of the duration period specified in this paragraph.</p> <p>2. <u>If the Chairman and members of the Board</u>retire<u>resign, they must call for the Ordinary General Assembly to convene to elect a new Board of Directors. The resignation</u>retirement<u>shall not take effect until the election of the new Board, provided that the duration of the resigned</u>retiring<u>Board shall not exceed one hundred and twenty (120) days from the date of that resignation</u>retirement.</p> <p>3. <u>A member of the Board of Directors may resign</u>retire<u>from membership of the Board with a written notification addressed to the Chairman of the Board. If the Chairman of the Board</u>resign<u>retires, the notification must be directed to the remaining members of the Board and the Secretary of the Board. Resignation</u>etirement<u>shall be effective - in both cases - from the date specified in the notification.</u></p> <p>4. <u>If the position of a Director becomes vacant due to his death or resignation</u>retirement<u>and this vacancy does not result in a violation of the conditions necessary for the validity of the Board's meeting due to the number of its members being less than the minimum stipulated in these Bylaws, the Board may appoint</u>temporarily<u>a</u>temporary<u>director to fill the vacant position. The appointed member should possess the necessary expertise and qualifications. The</u>Ministry, the Capital Market Authority and other<u>relevant authorities shall be informed within</u>the specified period by Law<u>five Business Days</u>from the appointment date, provided that such appointment shall be laid before the first Ordinary General Assembly's</p>



#	Article before Amendment	Article After Amendment
		<p>meeting. The <u>newly appointed</u> member will serve the remaining term of their predecessor.</p> <p><u>2.5.</u> If the necessary conditions are not <u>duly</u> met for the Board of Directors to convene due to the number of its members being less than the minimum stipulated in the Companies Law or these <u>Bylaws Law</u>, the remaining members must call for the Ordinary General Assembly to convene within sixty <u>(60)</u> days to elect the necessary number of members.</p>
25.	<p>Article 21: Powers of the Board</p> <p>Without prejudice to the powers conferred on the General Assembly, the Board shall be vested with full powers to manage the Company in order to achieve its objectives, except as otherwise excluded by a special provision in the Companies Law or this Law, and do such acts and things that fall within the General Assembly functions, and shall be entitled to manage the Company, arrange its affairs inside and outside the Kingdom, and supervise the Company's business, funds and transactions. In addition, the Board shall be entitled to act on behalf of the Company, sign on behalf of the company, enter into tenders, receive and pay amounts, request the implementation of judgments and oppose them, and collect whatever implementation occurs. Moreover, the Board shall have the right to sign all types of contracts, documents and papers, including for example, articles of associations of companies in which the Company holds shares, along with all their amendments, appendices, and resolutions of amendment thereto, signing agreements and legal instruments (sukuk) on behalf of the Company. This may include, but not limited to selling, buying, division and the acceptance thereof, receipt, hand-over, leasing, renting, cashing and paying. It also includes opening, signing, endorsing and receiving commercial papers and making all banking transactions necessary for the activity of the Company and its Subsidiaries including opening, closing, drawing from and depositing at accounts, asking for all kinds of facilities and loans in any amounts and signing thereon from commercial banks. It may also sign the guarantees, request the</p>	<p>Article 24<u>20</u>: Powers of the Board</p> <p>Without prejudice to the powers conferred on the General Assembly, the Board shall be vested with full powers to manage the Company in order to achieve its objectives, except as otherwise excluded by a special provision in the Companies Law, its implementing regulations or these <u>Bylaws Law</u>, or the relevant rules and regulations and do such acts and things that fall within the General Assembly functions. <u>The Company's Board of Director</u>, and shall be entitled to manage the Company, arrange its affairs inside and outside the Kingdom, and supervise the Company's business, funds and transactions. In addition, the Board shall be entitled to act on behalf of the Company, sign on behalf of the company, enter into tenders, receive and pay amounts, request the implementation of judgments and oppose them, and collect whatever implementation occurs. Moreover, the Board shall have the right to sign all types of contracts, documents and papers, including for example, articles of associations of companies in which the Company holds shares, along with all their amendments, appendices, and resolutions of amendment thereto, signing agreements and legal instruments (sukuk) on behalf of the Company. This may include, but not limited to selling, buying, division and the acceptance thereof, receipt, hand-over, leasing, renting, cashing and paying. It also includes opening, signing, endorsing and receiving commercial papers and making all banking transactions necessary for the activity of the Company and its subsidiaries including opening, closing, drawing from and depositing at accounts, asking for all kinds of facilities and loans in any</p>



#	Article before Amendment	Article After Amendment
	<p>issuance of guarantees, open credits on behalf of the Company, sign the Treasury and its products, sign guarantees in the Company's name for third-party guarantee and sponsorship purposes, sign contracts and facilities papers on behalf of the Company and its Subsidiaries, sign and cash checks. It may sign Islamic Murabaha agreements and investment contracts. The Board may make all bank transfers on behalf of the Company, request to open and manage online banking services of all kinds, provide guarantees, loans and funds to the subsidiaries of the Company, open and close the investment portfolios for trading in shares, all securities of joint-stock companies and subscriptions in companies. The Board may appoint and dismiss staff and employees, apply for visas, attract and contract with workforce from outside the Kingdom, determine their salaries, issue residence permits (Iqamas), transfer and waive sponsorships, and dispose of the Company's assets, properties and real estates. It has also the right to make procurements, accept and pay the price thereof, make and payoff pledges, make and discharge selling, and receive the price of as well as deliver the product.</p> <p>The Board of Directors may, without obtaining the approval of the Shareholders at a General Assembly:</p> <ol style="list-style-type: none"> 1. Sell or pledge the Company's assets, real estate properties, Headquarters or shops. 2. Discharge and release the Company's debtors from their obligations. 3. Conclude, maintain or renew a management agreement between the Company and its subsidiaries or third parties for operation and management of the Company's subsidiaries or third parties'. 4. Borrow money for any term and enter into contracts to lend the Company any money needed or provide any other guarantee to replace or fulfill the Company's obligations related to that loan in the Kingdom or anywhere else or enter into any investment. 	<p>amounts and signing thereon from commercial banks.</p> <p><u>The Board of Directors may request all types of facilities from banks and all financial institutions in their various forms, including, but not limited to, investment funds, financing and financial brokerage companies, custodians, opening portfolios and investment accounts in the name and for the benefit of the Company with investment companies and persons licensed by the Capital Market Authority, appointing their managers, and conducting everything related to them, issuing bank guarantees, signing papers and documents for opening/updating the investment account and private investment portfolio agreements in Murabaha and shares, purchase sukuks, bonds, and subscription agreements in investment funds, increase the number of units, fully and partially redeem those units, transfer from the investment account to the current account and vice versa, sign investment account/investment fund/investment portfolio management contracts, change mobile numbers, and all other relevant documents and powers. Opening, operating and closing investment accounts for local, Gulf and international stocks, subscribing to, trading in shares, all securities and financial products of joint-stock companies, updating data, extracting account statements and signing all documents related to that on behalf of the Company.</u></p> <p>It may also sign the guarantees, request the issuance of guarantees, open credits on behalf of the Company, sign the Treasury and its products, sign guarantees in the Company's name for third-party guarantee and sponsorship purposes, sign contracts and facilities papers on behalf of the Company and its Subsidiaries, sign and cash checks. It may sign Islamic Murabaha agreements and investment contracts. The Board may make all bank transfers on behalf of the Company, request to open and manage online banking services of all kinds, provide guarantees, loans and funds to the subsidiaries of the Company, open and close the investment portfolios for trading in shares, all securities of joint-stock companies and subscriptions in companies. The Board may appoint and dismiss staff and employees, apply for visas, attract and contract with workforce from outside the Kingdom, determine their</p>



#	Article before Amendment	Article After Amendment
	<p>The Board may also, within the limits of its power, authorize one or more of its members or others to carry out specific assignment(s).</p>	<p>salaries, issue residence permits (Iqamas), transfer and waive sponsorships, and dispose of the Company's assets, properties and real estates. It has also the right to make procurements, accept and pay the price thereof, make and payoff pledges, make and discharge selling, and receive the price of as well as deliver the product. <u>The Board shall carry out everything that is considered its powers or powers under the companies' law, its implementing regulations, and the relevant rules and regulations. The company shall be committed to all actions and transactions carried out by the Board in its name, even if they are outside its powers, unless those who deal with it are in bad faith or know that those actions are outside the Board's powers.</u></p> <p>The Board of Directors may, without obtaining the approval of the Shareholders at a General Assembly:</p> <ol style="list-style-type: none"> 1. Sell or pledge the Company's assets, real estate properties, Headquarters or shops <u>taking into account the provisions related to the sale of assets stipulated under the Companies Law, its implementing regulations, and the regulations of the Capital Market Authority.</u> 2. Discharge and release the Company's debtors from their obligations. 3. Conclude, maintain or renew a management agreement between the Company and its subsidiaries or third parties for operation and management of the Company's subsidiaries or third parties'. 4. Borrow money for any term and enter into contracts to lend the Company any money needed or provide any other guarantee to replace or fulfill the Company's obligations related to that loan in the Kingdom or anywhere else or enter into any investment. <p>The Board may also, within the limits of its powers, authorize one or more of its members or others to carry out specific assignment(s).</p>
26.	Article 22: Remuneration of Board Members	Article 22 ²¹ : Remuneration of Board Members



#	Article before Amendment	Article After Amendment
	<p>The remuneration for the members of the Board of Directors consists of an annual remuneration, a percentage of the profits not exceeding 10% of the net profits, an attendance allowance, and reasonable expenses for attending Board meetings (including travel costs) within the limits of what is stipulated in the Companies Law, Regulations thereof and the Company's Bylaws. The Ordinary General Assembly shall determine the Directors' annual remuneration, allowances and expenses for attending meetings based on a proposal of the Board of Directors. The Board of Directors' report to the Ordinary General Assembly must include a comprehensive statement of all that each Director received during the Financial Year in terms of remunerations, allowance for expenses, and other benefits. This report shall also include a statement of what the Directors received in their capacity as employees or administrators or what they received in exchange for technical, administrative or advisory services to the Company. Moreover, it shall include a statement of the number of the Board sessions and the number of sessions attended by each Director from the date of the last meeting of the General Assembly.</p>	<p>1. The remuneration for the members of the Board of Directors consists of an annual remuneration a certain amount, a percentage of the profits not exceeding 10% of the net profits, an <u>and/ or attendance allowance for meetings, and/or</u> reasonable expenses for attending Board meetings (including travel costs) <u>or otherwise in accordance with the relevant regulations and in accordance with the remuneration policy approved by the Company. The remuneration may be a combination of two or more of the above, within the limits of what is stipulated in the Companies Law, Regulations thereof and the Company's Bylaws.</u> The Ordinary General Assembly shall determine the Directors' annual remuneration, allowances and expenses for attending meetings based on a proposal of the Board of Directors.</p> <p>4.2. The Board of Directors' report to the Ordinary General Assembly <u>at its annual meeting</u> must include a comprehensive statement of all that each Director received <u>or was entitled to receive</u> during the Financial Year in terms of remunerations, <u>allowance for attending meetings,</u> allowance for expenses, and other benefits. This report shall also include a statement of what the Directors received in their capacity as employees or administrators or what they received in exchange for technical, administrative or advisory services to the Company. Moreover, it shall include a statement of the number of the Board <u>meetings</u>sessions and the number of <u>meetings</u>sessions attended by each Director from the date of the last meeting of the General Assembly.</p>
27.	<p>Article 23: Powers of the Chairman, deputy , Managing Director, and Board Secretary</p> <p>The Board of Directors shall appoint from among its members a Chairman and a Vice-Chairman, and it may also appoint a Managing Director from among its members. No Director shall combine the position of the Board's Chairman and any executive position</p>	<p>Article 23<u>22</u>: Powers of the Chairman <u>of the Board of Directors,</u> <u>Vice-Chairman</u>deputy , Managing Director, and Board Secretary</p> <p><u>At its first meeting,</u> tThe Board of Directors shall appoint from among its members a Chairman and a Vice-Chairman, and it may also appoint a Managing Director from among its members. No Director shall combine the position of the Board's Chairman and</p>



#	Article before Amendment	Article After Amendment
	<p>at the Company. The Vice Chairman of the Board of Directors shall replace the Chairman of the Board of Directors in his absence, and shall have all powers granted to the Chairman.</p> <p>In particular, the Chairman shall have the following powers:</p> <ol style="list-style-type: none"> 1. Invite the Board of Directors to meet, and chair its meetings, along with the meetings of the Shareholder General Assembly. 2. Sign on behalf of the Company and representing it in its relationship with others and with government entities, companies, individuals, courts, notaries, the Board of Grievances, offices for settling commercial paper disputes, arbitration bodies, chambers of commerce and industry, labor courts, Sharia courts of all degrees and categories, civil rights, police departments, and any other official or judicial department. To this end, the Chairman shall have the right to plead, defend, dispute, prosecute, claim, clear, reconcile, waive, make declarations, deny, request oaths, the right to pre-emption, sponsorship, hear and respond to claims, establish evidence, submit defenses, deny handwritings and seals and challenge them for forgery, request and reject the appointment of experts, arbitrators and lawyers, end all the suits filed by or against the Company, accept, apply for the enforcement of, deny, object to, appeal, and challenge, by way of cassation, judgments, and sign all necessary documents in this regard. 3. The Chairman of the Board, or his delegate, shall have the power to individually or jointly establish companies of all kinds, or to hold shares in existing companies of all kinds in the name of the Company, and to buy and sell shares and stocks in other companies in the name of the Company, and to pay and collect the price, and to sign before notaries, and other government entities on their articles of associations, or its amendments' resolutions, whether by increasing or decreasing its capital, entering new 	<p>any executive position at the Company. The Vice Chairman of the Board of Directors shall replace the Chairman of the Board of Directors in his absence, and shall have all powers granted to the Chairman <u>of the Board</u>.</p> <p>In particular, the Chairman shall have the following powers:</p> <ol style="list-style-type: none"> 1. Invite the Board of Directors to meet, and chair its meetings, along with the meetings of the Shareholder General Assembly. 2. Sign on behalf of the Company and representing it in its relationship with others and with government entities, companies, individuals, courts, notaries, the Board of Grievances, offices for settling commercial paper disputes, arbitration bodies, chambers of commerce and industry, labor courts, Sharia courts of all degrees and categories, civil rights, police departments, and any other official or judicial department. To this end, the Chairman shall have the right to plead, defend, dispute, prosecute, claim, clear, reconcile, waive, make declarations, deny, request oaths, the right to pre-emption, sponsorship, hear and respond to claims, establish evidence, submit defenses, deny handwritings and seals and challenge them for forgery, request and reject the appointment of experts, arbitrators and lawyers, end all the suits filed by or against the Company, accept, apply for the enforcement of, deny, object to, appeal, and challenge, by way of cassation, judgments, and sign all necessary documents in this regard. 3. The Chairman of the Board, or his delegate, shall have the power to individually or jointly establish companies of all kinds, or to hold shares in existing companies of all kinds in the name of the Company, and to buy and sell shares and stocks in other companies in the name of the Company, and to pay and collect the price, and to sign before notaries, and other government entities on their articles of associations, or its amendments' resolutions,



#	Article before Amendment	Article After Amendment
	<p>shareholders, dismissing shareholders, buying, selling, assigning, liquidating shares or interests, or making amendments to management, modifications of the companies' objectives, amend the type of the companies, or any other amendments or amendment resolution to articles of associations or resolutions, incorporation contracts of the companies, and bylaws, whatever the type of these amendments are. All of the above shall apply to all companies established, or individually or jointly owned by the Company. The Chairman shall also attend assemblies and meetings, including meetings of general assemblies, Shareholders' 'assemblies, boards of directors, boards of managers, discussions and vote on behalf of the Company, or authorize whomever he deems appropriate to attend and vote in the name of the Company, as may be necessary.</p> <p>4. The Chairman, or his delegate, shall have the right to rent, lease, conclude and terminate contracts, pay and receive the rent, buy real estates in the name and for the benefit of the Company, sell, buy and invest in the fixed and movable real estates, assets, properties of the Company, conclude and terminate contracts, make partnerships in favor of the Company, sell and transfer title of the Company's properties to other parties, as well as accept the same, receive and pay the price, mortgage, and redeem mortgage, assign all rights and cases, receive, amend, and request replacement for title deeds, sort out and sign on behalf of the Company with notaries and all governmental and private entities.</p> <p>5. Establish, sign, endorse and receive commercial papers, conclude all banking transactions necessary for the Company's activities, including opening, closing, withdrawing and depositing in accounts, request facilities of all kinds from commercial banks, request loans in any</p>	<p>whether by increasing or decreasing its capital, entering new shareholders, dismissing shareholders, buying, selling, assigning, liquidating shares or interests, or making amendments to management, modifications of the companies' objectives, amend the type of the companies, or any other amendments or amendment resolution to articles of associations or resolutions, incorporation contracts of the companies, and bylaws, whatever the type of these amendments are. All of the above shall apply to all companies established, or individually or jointly owned by the Company. The Chairman shall also attend assemblies and meetings, including meetings of general assemblies, Shareholders' 'assemblies, boards of directors, boards of managers, discussions and vote on behalf of the Company, or authorize whomever he deems appropriate to attend and vote in the name of the Company, as may be necessary.</p> <p>4. The Chairman, or his delegate, shall have the right to rent, lease, conclude and terminate contracts, pay and receive the rent, buy real estates in the name and for the benefit of the Company, sell, buy and invest in the fixed and movable real estates, assets, properties of the Company, conclude and terminate contracts, make partnerships in favor of the Company, sell and transfer title of the Company's properties to other parties, as well as accept the same, receive and pay the price, mortgage, and redeem mortgage, assign all rights and cases, receive, amend, and request replacement for title deeds, sort out and sign on behalf of the Company with notaries and all governmental and private entities.</p> <p>5. Establish, sign, endorse and receive commercial papers, conclude all banking transactions necessary for the Company's activities, including opening, closing, withdrawing and depositing in accounts, request facilities of all kinds from commercial banks, request loans in any amounts, sign loan agreements and guarantees, request</p>



#	Article before Amendment	Article After Amendment
	<p>amounts, sign loan agreements and guarantees, request and issue guarantees, open credits on behalf of the Company, sign treasury business and its products, sign guarantees on behalf of the Company to guarantee third parties, sign facility contracts and documents on behalf of the Company and its subsidiaries, sign and cash cheques, sign Islamic Murabaha agreements and investment contracts, carry out all bank transfers on behalf of the Company, request opening and management of all types of online banking services, provide guarantees, loans and funds to subsidiaries, open and close investment portfolios for trading in shares of joint-stock companies and all securities and subscriptions of companies.</p> <p>6. Appoint and dismiss employees and workers, request visas, recruit and contract with labor from outside the Kingdom and determine their salaries thereof, issue residence permits (Iqamas), transfer and assign sponsorships, approve the Company's internal regulations and policies, decide to open branches to the Company inside and outside the Kingdom, request the issuance, modification, renewal and cancellation of licenses, issuance of the main and sub-commercial registrations, sign any additional changes that occur to them, such as deleting, adding, modifying, or highlighting, assigning the originals of the commercial registrations, assign the Company and subsidiaries' commercial registrations, register, assign, and license the use of trade names, trademarks and intellectual property rights, sign with all chambers of commerce and industry in the Kingdom of Saudi Arabia and abroad, authorize or dismiss any one he sees fit in respect of business with chambers of commerce and industry in the Kingdom of Saudi Arabia and abroad.</p> <p>7. The Chairman of the Board of Directors shall, within the scope and competencies of the Company's business, carry out any</p>	<p>and issue guarantees, open credits on behalf of the Company, sign treasury business and its products, sign guarantees on behalf of the Company to guarantee third parties, sign facility contracts and documents on behalf of the Company and its subsidiaries, sign and cash cheques, sign Islamic Murabaha agreements and investment contracts, carry out all bank transfers on behalf of the Company, request opening and management of all types of online banking services, provide guarantees, loans and funds to subsidiaries, open and close investment portfolios for trading in shares of joint-stock companies and all securities and subscriptions of companies.</p> <p>6. Appoint and dismiss employees and workers, request visas, recruit and contract with labor from outside the Kingdom and determine their salaries thereof, issue residence permits (Iqamas), transfer and assign sponsorships, approve the Company's internal regulations and policies, decide to open branches to the Company inside and outside the Kingdom, request the issuance, modification, renewal and cancellation of licenses, issuance of the main and sub-commercial registrations, sign any additional changes that occur to them, such as deleting, adding, modifying, or highlighting, assigning the originals of the commercial registrations, assign the Company and subsidiaries' commercial registrations, register, assign, and license the use of trade names, trademarks and intellectual property rights, sign with all chambers of commerce and industry in the Kingdom of Saudi Arabia and abroad, authorize or dismiss any one he sees fit in respect of business with chambers of commerce and industry in the Kingdom of Saudi Arabia and abroad.</p> <p>7. The Chairman of the Board of Directors shall, within the scope and competencies of the Company's business, carry out any other duties entrusted to him by the Board of Directors or stipulated in these Bylaws, and</p>



#	Article before Amendment	Article After Amendment
	<p>other duties entrusted to him by the Board of Directors or stipulated in these Bylaws, and shall have the right to exercise all such powers within and outside the Kingdom.</p> <p>8. The Chairman of the Board may delegate or authorize one or more of the Board members or a third party to carry out a function or certain functions related to the Company's business or the aforementioned powers, and to isolate him and give him the right to delegate others, by virtue of a power of attorney or a written authorization.</p> <p>The Board of Directors shall determine, at its discretion, the special additional remuneration that the Chairman of the Board and the Managing Director may receive. The Board of Directors shall appoint a Secretary, whether from amongst its members or otherwise, and shall determine his remuneration. The Secretary shall record and maintain the minutes of the meetings of the Board of Directors, along with the resolutions issued in such meetings, in addition to other functions entrusted thereto by the Board of Directors. The term of the membership of the Chairman, Vice-Chairman, the Managing Director and the Board Secretary, if a member of the Board, shall not exceed their respective terms as members in the Board. They may be re-elected and the Board may at any time dismiss them or dismiss any of them without prejudice to their right to claim compensation from the Company if the dismissal was for an invalid reason or occurred at an improper time.</p>	<p>shall have the right to exercise all such powers within and outside the Kingdom.</p> <p><u>8.</u> The Chairman of the Board may delegate or authorize one or more of the Board members or a third party to carry out a function or certain functions related to the Company's business or the aforementioned powers, and to isolate him and give him the right to delegate others, by virtue of a power of attorney or a written authorization <u>or resolution</u>.</p> <p><u>The Managing Director, if appointed, shall have the powers determined for him by the Board of Directors.</u></p> <p><u>And</u> the Board of Directors shall determine, at its discretion, the special additional remuneration that the Chairman of the Board and the Managing Director may receive.</p> <p>The Board of Directors shall appoint a Secretary <u>to the Board</u>, whether from amongst its members or otherwise, and shall determine his <u>salary remuneration</u>. The Secretary shall record and maintain the minutes of the meetings of the Board of Directors, along with the resolutions issued in such meetings, in addition to other functions entrusted thereto by the Board of Directors. The term of the membership of the Chairman, Vice-Chairman, the Managing Director and the Board Secretary, if a member of the Board, shall not exceed their respective terms as members in the Board. <u>The Board of Directors may dismiss the Chairman of the Board, the Vice-Chairman, the Managing Director, the President and the Chief Executive Officer, and the Board Secretary, or any of them, from those positions, and such action does not entail removing them from their membership in the Board of Directors.</u> They may be re-elected and the Board may at any time dismiss them or dismiss any of them without prejudice to their right to claim compensation from the Company if the dismissal was for an invalid reason or occurred at an improper time.</p>
28.	Article 24: President and Chief Executive Officers	Article 24 <u>23</u> : President and Chief Executive Officers



#	Article before Amendment	Article After Amendment
	<p>The Board of Directors may appoint from among its members or otherwise a Chief Executive Officer of the Company, who shall implement the resolutions of the Board, oversee the day-to-day operations of the Company and manage its employees under the supervision and control of the Board of Directors. The Chief Executive Officer shall have the powers as determined by the Board of Directors. He may delegate or authorize one or more of the Company's employees or third parties to carry out a function or certain functions related to the Company's business by virtue of power of attorney or written authorization.</p>	<p>The Board of Directors may appoint from among its members or otherwise a Chief Executive Officer of the Company, who shall implement the resolutions of the Board, oversee the day-to-day operations of the Company and manage its employees under the supervision and control of the Board of Directors. The Chief Executive Officer shall have the powers as determined by the Board of Directors. He may delegate or authorize one or more of the Company's employees or third parties to carry out a function or certain functions related to the Company's business by virtue of power of attorney or written authorization.</p>
29.	<p>Article 25: Board Meetings</p> <p>The Board of Directors shall convene at least four times a year upon the invitation of its chairman. The invitation shall be in writing and may be delivered by hand, sent by mail, fax, email, text messages, or any other modern technology means, or any other means agreed upon by all members of the Board. The invitation shall include the date, time, and designated location of the meeting, along with an agenda and any relevant documents. Such invitation must be sent at least three days prior to the scheduled date of the meeting. The chairman of the Board shall call the Board to a meeting whenever requested to do so by two members of the Board.</p>	<p>Article 25<u>24</u>: Board Meetings</p> <p>1. The Board of Directors shall convene at least four times a year upon the invitation of its chairman <u>or his representative (in the event of his absence). The Chairman or his representative - in the event of his absence - must invite the Board to the meeting whenever requested to do so in writing by any member of the Board to discuss one topic or more. The Board shall meet at least four (4) times a year.</u> The invitation shall be in writing and may be delivered by hand, sent by mail, fax, email, text messages, or any other modern technology means <u>such as e-mail, text messages, portals, electronic applications</u>, or any other means agreed upon by all members of the Board. The invitation shall include the date, time, and designated location of the meeting, along with an agenda and any relevant documents. Such invitation must be sent <u>addressed to each member of the Board</u> at least five<u>three (5)</u> days prior to the <u>date set for the meeting</u>scheduled date of the meeting. <u>The invitation may also be sent within a period of less than five (5) days if the situation requires the meeting in an emergency manner.</u> The chairman of the Board shall call the Board to a meeting whenever requested to do so by two members of the Board.</p> <p>1.2. <u>The board shall determine the venue for its meetings, and meetings of the Board of</u></p>



#	Article before Amendment	Article After Amendment
		<u>Directors may be conducted using modern technology means.</u>
30.	<p>Article 26: Quorum for Board Meetings</p> <p>Board meetings shall only be deemed valid if attended by five Directors. A Director may delegate another Director to represent him at the Board meetings, in accordance with the following controls:</p> <ol style="list-style-type: none"> 1. A Director may not be represented by more than one Director in attending that meeting. 2. A proxy shall be confirmed in writing and for a specific meeting. 3. A Board member acting by proxy may not vote on resolutions on which his principal is prohibited from voting under the law. <p>Each Board Member shall have one vote. The Board's resolutions shall be adopted by a majority of the opinions of the members present or represented therein. In the event of a tie, the side with which the Chairman of the Board voted or whoever chairs the session in his absence shall prevail.</p> <p>The Board may adopt resolutions on urgent matters by having them circulated to all Directors in writing separately, unless a Director requests in writing that the Board meeting be held for deliberations thereon. Such resolutions shall be presented to the Board of Directors at its first subsequent meeting.</p> <p>Directors may participate in Board meetings via video or any other means of communication, in accordance with the controls determined by the competent authority, if any, provided that each of the participating Board members can hear the other Board members participating in the meeting. Every Director shall acknowledge his or her attendance at the meeting and that he/she can hear other Directors participating in the meeting. If a Director does not acknowledge attendance, he/she will not be authorized to speak or vote at the meeting.</p>	<p>Article 26²⁵: Quorum for Board Meetings <u>and its Resolutions</u></p> <ol style="list-style-type: none"> 1. Board meetings shall only be deemed valid if attended by <u>at least</u> five Directors-whether they attended in person or by proxy-. A Director may delegate another Director to represent him at the Board meetings, in accordance with the following controls: <ol style="list-style-type: none"> a. A Director may not be represented by more than one Director in attending that meeting. b. A proxy shall be confirmed in writing and for a specific meeting <u>for the Board. The proxy may be sent via e-mail, using modern technology, or any other means.</u> c. 3. A Board member acting by proxy may not vote on resolutions on which his principal is prohibited from voting under the law. 2. Each Board Member shall have one vote. The Board's resolutions shall be adopted by <u>at least</u> a majority of the votes^{opinions} of the members present -in person or by proxy- or represented therein. In the event of a tie, the side with which the Chairman of the <u>meeting</u> Board-voted or whoever chairs the session in his absence shall prevail. 2-3. <u>The Board's resolution shall takes effect from its issuance date, unless otherwise stipulated for its validity at a later other time or upon fulfilment of specific conditions</u> <p>The Board may adopt resolutions on urgent matters by having them circulated to all Directors in writing separately, unless a Director requests in writing that the Board meeting be held for deliberations thereon. Such resolutions shall be presented to the Board of Directors at its first subsequent meeting.</p> <p>Directors may participate in Board meetings via video, <u>or any modern technology means such as</u></p>



#	Article before Amendment	Article After Amendment
		<u>portals or electronic applications</u> , or any other means of communication, in accordance with the controls determined by the competent authority, if any, provided that each of the participating Board members can hear the other Board members participating in the meeting. Every Director shall acknowledge his or her attendance at the meeting and that he/she can hear other Directors participating in the meeting. If a Director does not acknowledge attendance, he/she <u>shall</u> will not be authorized to speak or vote at the meeting.
31.	-	<p><u>Add a New Article</u></p> <p><u>Article 26: Issuing Decisions on Urgent Matters</u></p> <p><u>The bBoard of dDirectors may issue decisions on urgent matters by circulation to all members, unless a member submits a written request for a board meeting to deliberate such matters. The decisions shall be passed by the majority vote of members, such decisions shall be presented to the bBoard of dDirectors at its subsequent meeting to be recorded in the minutes of the saidthat meeting.</u></p>
32.	<p>Article 27: Deliberations of the Board</p> <p>Deliberations and resolutions of the Board of Directors shall be recorded in minutes to be signed by the Chairman of the Board, attending Board members, and the Board Secretary, and these minutes shall be recorded in a special register to be signed by the Chairman of the Board of Directors and the Board Secretary.</p>	<p>Article 27: Deliberations of the Board</p> <p>1. Deliberations and resolutions of the Board of Directors shall be recorded in minutes <u>to be prepared by the Board Secretary</u> to be signed by the <u>meeting chairperson</u> Chairman of the Board, attending Board members, and the Board Secretary.</p> <p>2. And these <u>These</u> minutes shall be recorded in a special register to be signed by the Chairman of the Board of Directors and the Board Secretary.</p> <p>4.3. <u>Modern technology means, such as email, text messages, portals, electronic applications, or any other means, may be used to sign and record deliberations and decisions, and record minutes.</u></p>
33.	<p>Article 28: Conflict of Interests</p> <p>The Board member shall inform the Board of any direct or indirect personal interests they may have</p>	<p>Article 28: Conflict of Interests</p> <p>The Board member shall inform the Board of any direct or indirect personal interests they may have in</p>



#	Article before Amendment	Article After Amendment
	in the business and contracts conducted on behalf of the company. Such notification shall be recorded in the minutes of the Board meeting, and the member with the conflicting interest shall not be entitled to vote on the decision to be adopted in this regard.	the business and contracts conducted on behalf of the company. This notification shall be recorded in the minutes of the Board meeting, and the member with the conflicting interest shall not be entitled to vote on the decision to be adopted in this regard.
34.	<p>Article 29: Board Committees</p> <p>The Board of Directors may form any committee or committees to assist in carrying out its duties or as may be required by the Company's regulations, provided that the Board's decision issued to form any of its affiliated committees shall specifically outline the committee's purpose, duration of operation, granted powers, and the method of the Board's oversight</p>	<p>Article 29: Board Committees</p> <p>The Board of Directors may form any committee or committees to assist in carrying out its duties or as may be required by the Company's regulations, provided that the Board's decision issued to form any of its affiliated committees shall specifically outline the committee's purpose, duration of operation, granted powers, and the method of the Board's oversight</p>
35.	<p>Article 30: Executive Committee</p> <p>The Board of Directors may form an executive committee from among its members or otherwise. The Board shall appoint from among the members of this Executive Committee a chairman to the committee. The Board of Directors shall determine the Committee's functions, authorities, the number of its members and the quorum necessary for its meetings. The Executive Committee shall exercise the powers assigned to it by the Board in accordance with the instructions and directives of the Board. The Executive Committee shall not be authorized annul or amend any of the decisions and rules adopted by the Board of Directors.</p>	Article to be deleted
36.	CHAPTER 4: SHAREHOLDER'S GENERAL ASSEMBLIES	CHAPTER 4: SHAREHOLDER'S GENERAL ASSEMBLIES
37.	<p>Article 31: Attendance of General Assemblies</p> <p>Every subscriber, regardless of the number of his shares, has the right to attend the Conversion Assembly. In addition, every shareholder shall have the right to attend the Shareholders' General Assemblies, and may appoint another person who is not a member of the Board of Directors or an</p>	<p>Article 31³⁰: Shareholders' General Assembly Meeting Attendance of General Assemblies</p> <p>Every subscriber, regardless of the number of his shares, has the right to attend the Conversion Assembly</p> <p>1. Shareholder general assembly meetings shall be chaired by the chairman of the Board of Directors, the vice-chairman in case of the</p>



#	Article before Amendment	Article After Amendment
	employee of the Company, to attend the General Assembly on their behalf.	<p><u>chairman's absence, or any member designated by the Board of Directors in the absence of both the chairman and vice-chairman. If none of the above is possible, the shareholders shall vote to designate a Board member or any other person to chair the general assembly meeting.</u></p> <p>2. In addition, every Every shareholder shall have the right to attend the Shareholders' General <u>Assembly meeting</u> Assemblies, and may appoint another person who is not a member of the Board of Directors or an employee of the Company, to attend the General Assembly <u>meeting</u> on their behalf.</p> <p>4.3. <u>The General Assembly shall convene in the city where the Company's main headquarters is located or as determined by the Board of Directors. The General Assembly meeting may be held and the shareholder may participate in the deliberations and vote on the decisions by means of modern technology and in accordance with the controls specified by the competent authorities.</u></p>
38.	<p>Article 32: Conversion Assembly</p> <p>The Conversion Assembly shall have the following powers:</p> <ol style="list-style-type: none"> 1. Ascertain that the Company's capital has been subscribed in full and that the minimum capital has been paid in full and in the amount due for the value of each share, as required by the Companies Law. 2. Approve the final text of the Company's Bylaws, and may make no material change thereto unless agreed by all Shareholders represented in the meeting. 3. Deliberate on the Shareholders' report on the acts and expenses necessitated by the Company's conversion. 4. Appoint and determine fees of the Company's first External Auditor. <p>To be validly constituted, the Conversion Assembly must be attended by subscribers representing at least half of the Company's capital. Every</p>	Article to be deleted



#	Article before Amendment	Article After Amendment
	subscriber shall have a vote for every share subscribed for or represented by them at such meeting.	
39.	<p>Article 33: Powers of the Ordinary General Assembly</p> <p>Except for matters within the powers of the extraordinary general assembly, the ordinary general assembly shall have the powers necessary over all other Company matters. It shall convene at least once a year within the six months following the end of the Company's fiscal year. Additionally, other ordinary assemblies may be called whenever necessary.</p>	<p>Article 33³²: Powers of the Ordinary General Assembly</p> <p>Except for matters within the powers of the extraordinary general assembly, the ordinary general assembly shall have the powers necessary over all other Company matters. It shall convene at least once a year within the six months following the end of the Company's fiscal year. Additionally, other ordinary assemblies may be called whenever necessary.</p>
40.	<p>Article 34: Powers of the Extraordinary General Assembly</p> <p>The extraordinary general assembly shall have the powers to amend the Company's Bylaws, except for those matters prohibited from modification by law. The extraordinary general assembly may issue decisions on matters originally falling within the powers of the ordinary general assembly, subject to the same terms and conditions applicable to the ordinary general assembly.</p>	<p>Article 34³³: Powers of the Extraordinary General Assembly</p> <p>The extraordinary general assembly shall have the powers to amend the Company's Bylaws, except for those matters prohibited from modification by law <u>stipulated in the Companies Law</u>. The extraordinary general assembly may issue decisions on matters originally falling within the powers of the ordinary general assembly, subject to the same terms and conditions applicable to the ordinary general assembly.</p>
41.	<p>Article 35: Call for Assemblies</p> <p>Shareholders' general and private assemblies shall convene at the invitation of the Board of Directors in accordance with the conditions stipulated in the Company's Bylaws. The Board of Directors shall call for the ordinary general assembly to convene, if requested to do so by the auditor, the audit committee, or a number of shareholders representing at least (5%) of the Company's capital. The auditor may call for the assembly to convene if the Board did not call for such a meeting within thirty days from the date of auditor's request.</p> <p>The invitation to the ordinary general assembly should be published in a daily newspaper distributed at the Company's headquarters at least twenty-one days prior to the meeting date. Nevertheless, an invitation sent by the registered</p>	<p>Article 35³³: Call for <u>General</u> Assemblies</p> <ol style="list-style-type: none"> Shareholders' general and private assemblies shall convene at the invitation of the Board of Directors. <u>The invitation to convene the assembly shall be sent at least twenty-one (21) days prior to the date specified for it by publishing the invitation and agenda through any means of modern technology in accordance with the relevant laws and regulations, and in accordance to the controls determined by the competent authorities.</u> in accordance with the conditions stipulated in the Company's Bylaws. The Board of Directors shall call for the ordinary general assembly to convene <u>within thirty (30) days from the date of the request of,</u> if requested to do so by the auditor, the audit committee, <u>or one shareholder or more</u>



#	Article before Amendment	Article After Amendment
	<p>mail to all shareholders on the aforementioned date shall suffice. A copy of the invitation and agenda shall be sent to the Ministry, the Capital Market Authority and other competent authorities within the period specified for publication.</p>	<p><u>who represent at least (10%) ten percent of the Company's shares that have voting rights.</u> or a number of shareholders representing at least (5%) of the Company's capital. The auditor may call for the <u>ordinary general</u> assembly to convene if the Board did not <u>send the invitation</u>call for such a meeting within thirty days from the date of auditor's request.</p> <p>1. <u>General assembly meetings of shareholders may be held, and the shareholder may participate in its deliberations, and vote on its decisions, through modern technology means, in accordance with the regulations determined by the relevant authority.</u></p> <p>The invitation to the ordinary general assembly should be published in a daily newspaper distributed at the Company's headquarters at least twenty-one days prior to the meeting date. Nevertheless, an invitation sent by the registered mail to all shareholders on the aforementioned date shall suffice. A copy of the invitation and agenda shall be sent to the Ministry, the Capital Market Authority and other competent authorities within the period specified for publication.</p>
42.	<p>Article 36: Assemblies attendance register</p> <p>Shareholders who wish to attend the general or private assembly shall register their names at the Company's headquarters before the time specified for the assembly to convene, or by registering through the electronic means specified by the Company in the case of electronic voting.</p>	Article to be deleted
43.	<p>Article 37: Quorum of the Ordinary General Assembly Meetings</p> <p>An ordinary general assembly meeting shall be deemed valid only if attended by shareholders who represent at least a half of the capital. If the quorum cannot be attained at this meeting, a second meeting shall be held one hour after the end of the period specified to hold the first meeting provided that the invitation to hold the first meeting shall include the possibility of having a second meeting.</p>	<p>Article 37<u>34</u>: Quorum of the Ordinary General Assembly Meetings</p> <ol style="list-style-type: none"> 1. An ordinary general assembly meeting shall be deemed valid only if attended by shareholders who represent at least a half of <u>the Company's voting shares</u>the capital. 2. If the quorum cannot be attained <u>to hold the ordinary general assembly meeting in accordance with paragraph (1) of this article, an invitation shall be published to call for a</u>



#	Article before Amendment	Article After Amendment
	<p>Otherwise, an invitation shall be directed for a second meeting to be held within the thirty days following the date of the first meeting, and this invitation shall be published in the manner stipulated in Article (Thirty-Five) of these Bylaws. In all cases, the second meeting shall be deemed valid irrespective of the number of shares represented therein.</p>	<p><u>second meeting, within the thirty (30) days following the date specified for holding the previous meeting at this meeting.</u> Nevertheless, a second meeting may <u>shall</u> be held one hour after the end of the period specified to hold the first meeting provided that the invitation to hold the first meeting shall include the possibility of having a second meeting. Otherwise, an invitation shall be directed for a second meeting to be held within the thirty days following the date of the first meeting, and this invitation shall be published in the manner stipulated in Article (Thirty-Five) of this Bylaws. In all cases, the second meeting shall be deemed valid irrespective of the number of <u>the voting shares</u> shares represented therein.</p>
44.	<p>Article 38: Quorum of the Extraordinary General Assembly Meetings</p> <p>An extraordinary general assembly meeting shall be deemed valid only if attended by shareholders who represent at least a half of the capital. If this quorum cannot be attained at this meeting, a second meeting shall be held one hour after the end of the period specified to hold the first meeting provided that the invitation to hold the first meeting shall include the possibility of having a second meeting. Otherwise, an invitation shall be directed for a second meeting to be held within the thirty days following the date of the first meeting, and this invitation shall be published in the manner stipulated in Article (Thirty-Five) of these Bylaws. In all cases, the second meeting shall be deemed valid if attended by a number of shareholders who represent at least one-quarter of the capital.</p> <p>If such quorum cannot be attained at the second meeting, an invitation shall be published for a third meeting to be held in the manner stipulated in Article (Thirty-Five) of these Bylaws, and the third meeting shall be deemed valid irrespective of the number of shares represented therein after obtaining approval of the competent authority.</p>	<p>Article 38 <u>35</u>: Quorum of the Extraordinary General Assembly Meetings</p> <p><u>1.</u> An extraordinary general assembly meeting shall be deemed valid only if attended by shareholders who represent at least a half of <u>the Company's voting shares</u> the capital</p> <p><u>2.</u> If the <u>such</u> quorum cannot be attained <u>to hold the extraordinary</u> extrodinary <u>extraordinary general assembly meeting in accordance with paragraph (1) of this article, an invitation shall be published to call for a second meeting.</u> Nevertheless, at this meeting, a second meeting may <u>shall</u> be held one hour after the end of the period specified to hold the first meeting provided that the invitation to hold the first meeting shall include the possibility of having a second meeting. Otherwise, an invitation shall be directed for a second meeting to be held within the thirty days following the date of the first meeting, and this invitation shall be published in the manner stipulated in Article (Thirty-Five) of this Bylaws. In all cases, the second meeting shall be deemed valid if attended by a number of shareholders who represent at least one-quarter <u>(1/4)</u> of the <u>voting shares</u> capital.</p> <p><u>4.3.</u> If the necessary quorum <u>to hold</u> for the second meeting is not met, an invitation shall be published for a third meeting to be held</p>



#	Article before Amendment	Article After Amendment
		under the same conditions stipulated in Article (Ninety-One (91) of the Companies LawThirty-Five) of this Bylaws, and the third meeting shall be deemed valid irrespective of the number of <u>voting shares</u> shares represented therein. after obtaining approval of the competent authority.
45.	<p>Article 39: Voting in Assemblies</p> <p>Each Shareholder shall have a vote for each share he/she represents in the Conversion Assembly, and each Shareholder shall have a vote for each share in the General Assemblies. Cumulative voting shall be used when electing the Board of Directors, in addition, each shareholder may vote on the decisions of the general assemblies by means of modern technology, according to the controls set by the relevant authorities.</p>	<p>Article 39<u>36</u>: Voting in <u>General</u> Assemblies</p> <p>Each Shareholder shall have a vote for each share he/she represents in the Conversion Assembly, and each Shareholder shall have a vote for each share in the General Assemblies. Cumulative voting shall be used when electing the <u>members of the</u> Board of Directors, <u>so that the voting right for a share may not be used more than once.</u> in addition, each shareholder may vote on the decisions of the general assemblies by means of modern technology, according to the controls set by the relevant authorities <u>Members of the Board of Directors may not participate in voting on the Assembly's decisions that relate to their discharge of liability during their term, vote on the agenda item related to remuneration for Board members, and vote on the Assembly's decisions that relate to business and contracts, in which they have a direct or indirect interest or that involve a conflict of interest.</u></p>
46.	<p>Article 40: Assemblies' Resolutions</p> <p>Resolutions of the conversion assembly shall be passed by an absolute majority of the shares represented therein. Resolutions of the ordinary general assembly shall be passed by an absolute majority of the shares represented at the meeting. Resolutions of the extraordinary general assembly shall be passed by a majority vote of two-thirds of the shares represented at the meeting. However, if the resolution to be passed is related to increasing or decreasing of capital, extension the Company's term, dissolution of the Company prior to the expiry of the term specified in the Company's Bylaws or merging the Company with another company, then such resolution shall be deemed valid only if adopted by a majority of three-quarters of the shares represented at the meeting.</p>	<p>Article 40<u>37</u>: <u>General</u> Assemblies' Resolutions</p> <p><u>1. Resolutions of an ordinary general assembly shall be passed by the majority of vote of voting rights represented in the meeting.</u></p> <p>4.2. <u>Resolutions of an extraordinary general assembly meeting shall be passed by the vote of two-thirds of the voting shares represented in the meeting. Resolutions relating to the increase or decrease of capital, extension the Company's term, or dissolution of the Company, or dissolution of the company prior to the expiry of the term specified in the Company's Bylaws or merger of the Company with another company, or division of the Company into two companies or more shall be deemed valid only if made</u></p>



#	Article before Amendment	Article After Amendment
		<p><u>by the vote of (three-quarters) of the voting shares represented in the meeting.</u></p> <p><u>2.3. Resolutions of the Company's general assemblies shall become effective from the date of their issuance, unless the relevant laws, these Bylaws, or said resolutions stipulate a specific date or condition for their effectiveness.</u></p> <p>Resolutions of the conversion assembly shall be passed by an absolute majority of the shares represented therein. Resolutions of the ordinary general assembly shall be passed by an absolute majority of the shares represented at the meeting. Resolutions of the extraordinary general assembly shall be passed by a majority vote of two-thirds of the shares represented at the meeting. However, if the resolution to be passed is related to increasing or decreasing of capital, extension the Company's term, dissolution of the Company prior to the expiry of the term specified in the Company's Bylaws or merging the Company with another company, then such resolution shall be deemed valid only if adopted by a majority of three-quarters of the shares represented at the meeting.</p>
47.	<p>Article 41: Discussion in Assemblies</p> <p>Any shareholder may discuss the items included on the agenda of the assembly and address related questions to Board members and the auditor. The board of directors or the auditor shall answer the questions of shareholders to the extent that does not undermine the Company's interests. If the shareholder finds the response to his question in not convincing, he may request the assembly to decide thereon and its decision shall be final.</p>	<p>Article 41<u>38</u>: Discussion in <u>General</u> Assemblies</p> <p>Any shareholder may discuss the items included on the agenda of the <u>general</u> assembly and direct related questions to board members and the auditor. The board of directors or the auditor shall answer the questions of shareholders to the extent that does not undermine the Company's interests. If <u>a the</u> shareholder finds the response to his question in not convincing <u>is not satisfied with the response to his question</u>, he may request the <u>general</u> assembly to decide thereon and its decision shall be final.</p>
48.	<p>Article 42: Chairing of Assemblies and Preparation of Meetings Minutes</p> <p>Shareholder general assembly meetings shall be chaired by the chairman of the Board of Directors, the</p>	<p>Article 42<u>39</u>: Chairing of Assemblies and Preparation of <u>General Assemblies'</u> Meetings Minutes</p> <p>Shareholder general assembly meetings shall be chaired by the chairman of the Board of Directors, the vice-chairman in case of the chairman's absence, or any member designated by the Board of Directors in</p>



#	Article before Amendment	Article After Amendment
	<p>vice-chairman in case of the chairman's absence, or any member designated by the Board of Directors in the absence of both the chairman and vice-chairman.</p> <p>Minutes of assembly meetings shall indicate the number of shareholders in attendance or represented, the number of shares held by each attendee, whether personally or by attorney; the number of votes designated thereto and the decisions made and the number of consenting and objecting votes; and a summary of meeting discussions. The minutes shall be recorded on a regular basis after every meeting in a special register and signed by the assembly's chairman, secretary, and by the vote counter.</p>	<p>the absence of both the chairman and vice-chairman.</p> <p>Minutes of assembly meetings shall <u>be written and shall</u> indicate the number of shareholders in attendance or represented, <u>whether in person or by proxy</u>; the number of shares held by each attendee, whether personally or by proxy<u>attorney</u>; the number of votes designated thereto; and the decisions made; <u>and</u> the number of consenting and objecting <u>dissenting</u> votes; and a summary of meeting discussions. The minutes shall be recorded on a regular basis after every meeting in a special register and signed by the assembly's chairman, secretary, and by the vote counters.</p>
49.	CHAPTER 5: AUDIT COMMITTEE	CHAPTER TO BE DELETED
50.	<p>Article 43: Committee Formation</p> <p>An audit committee consisting of three to five members, other than executive Board members, whether Shareholders or others, shall be formed by a decision of the ordinary general assembly. The tasks of the committee, the controls of its work, and the remuneration of its members shall be specified in the decision. If a position of an auditing committee member becomes vacant, the Board of Directors may appoint a temporary member to fill the vacant position, provided that the appointed individual possesses the required expertise and qualifications for the role. The Ministry and the Capital Market Authority shall be notified within five working days from the appointment date. The appointment shall be presented to the ordinary general assembly at its first meeting and the new member shall complete the term of his predecessor.</p>	Article to be deleted
51.	<p>Article 44: Quorum for Committee Meetings</p> <p>An Audit Committee meeting shall be deemed valid if attended by a majority of its members. Resolutions shall be passed by a majority of the votes of those present. In the case of a tie vote, the</p>	Article to be deleted



#	Article before Amendment	Article After Amendment
	side with which the chairman of the committee votes shall prevail.	
52.	<p>Article 45: Committee Powers</p> <p>The audit committee shall have the power to supervise the Company's activities. To this end, the audit committee may access the Company's books and records, request information and clarification from members of the Board of Directors or senior management, and the committee may request the Board of Directors to invite the Company's general assembly to convene if the Board of Directors obstructs its work or if the Company incurs significant losses or damages.</p>	Article to be deleted
53.	<p>Article 46: Committee Reports</p> <p>The audit committee shall review the Company's financial statements, reports and notes submitted by the auditor and give its opinions thereon, if any. In addition, the committee shall prepare a report on its opinion regarding the adequacy of the Company's internal control system along with other businesses within its scope of work. The Board of Directors shall place sufficient copies of the said report in Company's headquarters at least twenty-one days prior to the scheduled date of the general assembly in order to provide the interested shareholders with a copy thereof. The Audit Committee report shall be read at the general assembly meeting.</p>	
54.	CHAPTER 6: THE AUDITOR	CHAPTER 65: THE AUDITOR
55.	<p>Article 47: Appointment of an Auditor</p> <p>A Company must have one auditor, (or more), licensed to practice work in the Kingdom. His annual appointment, remuneration, and term shall be determined by the general assembly. The assembly may also, at any time, change him without prejudice to their right for compensation if the change occurs at an inappropriate time or without legitimate justification.</p>	<p>Article 4740: Appointment, <u>Removal, and Resignation</u> of an Auditor</p> <p>A Company <u>shall</u>must have one auditor, (or more), licensed to practice work in the Kingdom. His annual appointment, <u>fees</u>remuneration, —and term, <u>and scope of work</u> shall be determined by the general assembly. <u>He may be reappointed provided that the period of his appointment does not exceed the period specified in the relevant laws and regulations.</u></p>



#	Article before Amendment	Article After Amendment
		<p><u>1. Pursuant to a decision taken by the general assembly, the auditor may be removed, and the Chairman of the Board of Directors must inform the relevant authority of the removalremoval decision and its reasons, within the period specified in the relevant regulations.</u></p> <p><u>2. The auditor may resign pursuant to a written notice submitted to the Company. His assignment shall terminate from the date of submitting the resignation notice or at a later date as specified therein, without prejudice to the Company's right to compensation for any damage it incurs, if justified. The resigning auditor shall, upon submission of the notice, provide the Company and the competent authority with the reasons for his resignation. The Company's Board shall call the general assembly to be held to review said reasons and to appoint another auditor and determine his fees, term, and scope of work.</u></p> <p>The assembly may also, at any time, change him without prejudice to their right for compensation if the change occurs at an inappropriate time or without legitimate justification.</p>
56.	<p>Article 48: Powers of Auditor</p> <p>The auditor may at any time access the Company's books, records, and other papers, and he may also request any information and clarifications he deems necessary to verify the Company's possessions and liabilities as well as any other matters falling within his scope of work. The chairman of the Board of Directors shall enable the auditor to carry out his assignment. If the auditor encounters any difficulty in carrying out his assignment, he shall submit a report to this effect to the Board of Directors. If the Board of Directors fails to facilitate the auditor's work, the auditor shall submit a request thereto to call for the general assembly to review the matter.</p>	<p>Article 48<u>41</u>: Powers of Auditor</p> <p>The auditor may, at any time, access the Company's books<u>files</u>, <u>accounting</u> records, and other <u>supporting documents</u>papers, and he may also request any information and clarifications he deems necessary to verify the Company's possessions<u>assets</u> and liabilities as well as any other matters falling within his scope of work. The chairman of the Board of Directors shall enable the auditor to carry out his assignment. If the auditor encounters any difficulty in carrying out his assignment, he shall submit a report to this effect to the Board of Directors. If the Board of Directors fails to facilitate the auditor's work, the auditor shall submit a request thereto to call for <u>a meeting of</u> the general</p>



#	Article before Amendment	Article After Amendment
		assembly to review the matter. <u>If the Board of Directors fails to call for the said meeting within thirty (30) days from the date of the auditor's request, the auditor himself may call for such a meeting.</u>
57.	CHAPTER 7: COMPANY ACCOUNTS AND DISTRIBUTION OF DIVIDENDS	CHAPTER 76: COMPANY <u>FINANCES</u>ACCOUNTS AND DISTRIBUTION OF DIVIDENDS
58.	Article 49: Fiscal Year The Company's fiscal year commences on the first day of January and concludes on the 31 st . of December each year. The first fiscal year starts from the date of the ministerial decision approving the conversion announcement and extends until the 31 st . of December of the following Gregorian year.	Article 49 42: Fiscal Year The Company's fiscal year commences on the first day of January and concludes on the 31 st . of December each year. The first fiscal year starts from the date of the ministerial decision approving the conversion announcement and extends until the 31 st . of December of the following Gregorian year.
59.	Article 50: Financial Documents 1. The Board of Directors shall, at the end of the Company's fiscal year, prepare the Company's financial statements as well as a report on its activities and financial position for the ending fiscal year. Said report shall include a proposal on the manner of distributing dividends. The Board shall make such documents available to the auditor, at least forty-five days prior to the date set for the general assembly meeting. 2. The documents referred to in paragraph (1) of this Article shall be signed by the chairman of the Company's Board of Directors and its chief executive officer as well as by its chief financial officer. Copies of such documents shall be maintained at the Company's headquarters and made available to shareholders, at least twenty-one days prior to the date set for the ordinary general assembly meeting. 3. The chairman of the Board of Directors shall provide the shareholders with the Company's financial statements and the Board of Directors' report, as well as the auditor's report, unless they are published in a daily newspaper distributed at the Company's headquarters. He shall also send a copy of these documents to the	Article 50 43: Financial Documents 1. The Board of Directors shall, at the end of the Company's fiscal year, prepare the Company's financial statements as well as a report on its activities and financial position for the ending fiscal year. Said report shall include a proposal on the manner of distributing dividends. The Board shall make such documents available to the auditor, at least forty-five <u>(45)</u> days prior to the date set for the <u>annual ordinary</u> general assembly meeting. 2. The documents referred to in paragraph (1) of this Article shall be signed by the chairman of the Company's Board of Directors and its chief executive officer as well as by its chief financial officer. Copies of such documents shall be maintained at the Company's headquarters and made available to shareholders at least twenty-one days prior to the date set for the ordinary general assembly meeting. 3. The chairman of the Board of Directors shall provide the shareholders with the Company's financial statements and the Board of Directors' report <u>after signing the same</u> , as well as the auditor's report, unless they are published <u>using any means of modern</u>



#	Article before Amendment	Article After Amendment
	Ministry, the Capital Market Authority, and other competent authorities, at least fifteen days before the date of the general assembly.	<u>technology, at least twenty-one (21) days prior to the date set for the annual ordinary general assembly meeting. The chairman of the board shall also deposit such documents in accordance with the relevant rules and regulations.</u> in a daily newspaper distributed at the Company's headquarters. He shall also send a copy of these documents to the Ministry, the Capital Market Authority, and other competent authorities, at least fifteen days before the date of the general assembly.
60.	-	<p><u>Adding a New Article</u></p> <p><u>Article 44: Formation of Reserves</u></p> <ol style="list-style-type: none"> <u>1. The ordinary general assembly may, when determining the share's dividends from the net profit, decide to form other reserves to the extent they serve the Company's interests or ensure the distribution of constant dividends, as feasible, to the shareholders. Said assembly may allocate amounts from the net profit for social objectives that benefit the Company's staff, or to establish non-profit institutions, or to assist existing ones to serve the community.</u> <u>2. The ordinary general assembly may, upon a recommendation by the Board of Directors, decide to use these reserves that the shareholders previously decided to set aside, including any reserves that were set aside in accordance with any regulatory requirements that preceded the date of adoption of these Bylaws for the benefit of the Company or the shareholders.</u> <u>3. The Board of Directors may recommend to the ordinary general assembly the formation of optional reserves or additional financial allocations for the Company, and the general assembly decides, upon a recommendation by the Board of Directors, the amount of these reserves, their purposes and use.</u>
61.	Article 51: Distribution of Dividends	Article 45 ⁵⁴ : Distribution of Dividends



#	Article before Amendment	Article After Amendment
	<p>The Company's annual net profits shall be distributed as follows:</p> <ol style="list-style-type: none"> 1. Ten percent (%10) of the net profits are set aside to form the statutory reserve for the Company. The ordinary general assembly may discontinue such allocations to the statutory reserve when the reserve amounts to (30%) of the Company's paid capital. 2. The holder of preferred shares shall obtain profits allocated to these shares. 3. The ordinary general assembly may, upon a recommendation by the Board of Directors, set aside a percentage of (10%) of the net profits to create a contractual reserve to be allocated towards one or more specific purposes. 4. The ordinary general assembly may resolve to create other reserves to the extent they serve the Company's interests, or to ensure the distribution of fixed dividends, as feasible, to the shareholders. Said assembly may allocate amounts from the net profit for the establishment of social organizations that benefit the Company's staff or to assist existing ones. 5. From the remainder, a no less than 5% of the company's paid-up capital will be distributed to shareholders. 6. Subject to the provisions stipulated in Article 22 of these Bylaws; and Article 76 of the Companies Law, a percentage of no more than (10%) shall be allocated to remunerate the Board of Directors, provided that the entitlement to this remuneration is proportional to the number of sessions attended by the Board member. 7. The remainder shall be distributed to the shareholders as an additional share of the dividends. 	<p><u>The general assembly shall, upon a recommendation by the Board of Directors, determine the percentage of the net profit to be distributed to the shareholders after deducting the reserves (if any), in accordance with what the regulations require in this regard, taking into account what is stated in these bylaws.</u></p> <p>The Company's annual net profits shall be distributed as follows:</p> <ol style="list-style-type: none"> 1. Ten percent (%10) of the net profits are set aside to form the statutory reserve for the Company. The ordinary general assembly may discontinue such allocations to the statutory reserve when the reserve amounts to (30%) of the Company's paid capital. 2. The holder of preferred shares shall obtain profits allocated to these shares. 3. The ordinary general assembly may, upon a recommendation by the Board of Directors, set aside a percentage of (10%) of the net profits to create a contractual reserve to be allocated towards one or more specific purposes. 4. The ordinary general assembly may resolve to create other reserves to the extent they serve the Company's interests, or to ensure the distribution of fixed dividends, as feasible, to the shareholders. Said assembly may allocate amounts from the net profit for the establishment of social organizations that benefit the Company's staff or to assist existing ones. 5. From the remainder, a no less than 5% of the company's paid-up capital will be distributed to shareholders. 6. Subject to the provisions stipulated in Article 22 of this Bylaws; and Article 76 of the Companies Law, a percentage of no more than (10%) shall be allocated to remunerate the Board of Directors, provided that the entitlement to this remuneration is proportional to the number of sessions attended by the Board member.



#	Article before Amendment	Article After Amendment
		7.1. The remainder shall be distributed to the shareholders as an additional share of the dividends.
62.	<p>Article 52: Entitlement to Dividends</p> <p>shareholders shall be entitled to their share in dividends pursuant to a decision issued by the general assembly. The decision shall specify eligibility and distribution dates. Shareholders registered in the shareholders' register by the end of the eligibility date shall be eligible to receive dividends.</p>	<p>Article 52⁴⁶: Entitlement to Dividends <u>and Interim Dividends</u></p> <p>shareholders shall be entitled to their share in dividends pursuant to a decision issued by the general assembly. The decision shall specify eligibility and distribution dates. Shareholders registered in the shareholders' register by the end of the eligibility date shall be eligible to receive dividends.</p> <p><u>The Company may distribute dividends to its shareholders on a semi-annual or quarterly basis after fulfilling the controls set by the relevant authorities pursuant to a delegation issued by the ordinary general assembly to the Board of Directors to distribute interim dividends.</u></p>
63.	<p>Article 53: Distribution of Dividends allocated for preferred shares</p> <ol style="list-style-type: none"> 1. Shall no dividends be distributed for any financial year; dividends for the following years may not be distributed till paying of the percentage specified in accordance with the provisions of Article 114 of the Companies Law to preferred shares' holders for this year. 2. If the Company not succeed to pay the specified percentage of profits in accordance with the provisions of Article 114 of the Companies Law for three consecutive years, the Special Assembly of holders of preferred shares, held in accordance with the provisions of Article 89 of the Companies Law, may resolve either to allow them to attend the Company's general assembly meetings and participate in voting or appoint their representatives in the Board of Directors commensurate with the value of their shares in the capital, until the Company be able to pay all the priority dividends allocated to the holders of such shares for the previous years. 	<p>Article 53⁴⁷: Distribution of Dividends allocated for preferred shares</p> <ol style="list-style-type: none"> 1. Shall no dividends be distributed for any financial year; dividends for the following years may not be distributed till paying of the percentage specified in accordance with the provisions of Article 114 of <u>as stipulated in</u> the Companies Law to preferred shares' holders for this year. 2. If the Company fails not succeed to pay <u>holders of the preferred shares</u> the specified percentage of <u>net profits after deduction of reserves (if any)</u> in accordance with the provisions of Article 114 of the Companies Law for three consecutive years, the Special Assembly of holders of preferred shares, held in accordance with the provisions of Article 89 of the Companies Law, may resolve either to allow them to attend the Company's general assembly meetings and participate in voting <u>until the Company is able to pay all profits allocated to holders of such Shares from all previous years.</u> or appoint their representatives in the Board of Directors commensurate with the value of their shares in the capital, until



#	Article before Amendment	Article After Amendment
		<p>the Company be able to pay all the priority dividends allocated to the holders of such shares for the previous years. Each Preferred Share shall have one vote in the General Assembly, and the holder of a Preferred Share may, in this case, vote on all agenda items of the General Assembly without any exceptions</p>
64.	<p>Article 54: Company's Losses</p> <ol style="list-style-type: none"> 1. If the Company's losses amount half of the paid-up capital at any time during the financial year, any Company's official or the Auditor shall, upon becoming aware of that, immediately inform the Board chairman who shall, upon becoming aware thereof, notify the Board members immediately. The Board of Directors shall, within 15 days after being aware of that, invite the extraordinary general assembly to convene within forty-five days from the date of becoming aware of the losses to decide either to increase or decrease the capital of the Company in accordance with the provisions of the Companies Law, to the extent that the loss ratio falls below half of the paid up capital, or dissolve the Company before the term specified in its bylaws. 2. The Company shall, by virtue of the Companies Law, be deemed dissolved if general assembly meeting is not held within the defined period specified in Paragraph 1 of this Article, if the meeting is held but fails to reach a resolution for such issue, or if the meeting resolves to increase the Company's capital in accordance with the conditions stipulated in this Article and the increase was not fully subscribed for within ninety days from such resolution. 	<p>Article 54⁴⁸: Company's Losses</p> <p>1. If the Company's losses amount half of the issued paid-up capital, at any time during the financial year, any Company's official or the Auditor shall, upon becoming aware of that, immediately inform the Board chairman who shall, upon becoming aware thereof, notify the Board members immediately. The Board of Directors shall, within 60 days from the date of its knowledge thereof, announce the losses and the recommendations relating thereto, and shall, within (180) days from said date, call for an meeting to consider the continuation of the company by taking measures necessary to resolve such losses or the dissolution of the company within 15 days after being aware of that, invite the extraordinary general assembly to convene within forty-five days from the date of becoming aware of the losses to decide either to increase or decrease the capital of the Company in accordance with the provisions of the Companies Law, to the extent that the loss ratio falls below half of the paid up capital, or dissolve the Company before the term specified in its bylaws.</p> <p>The Company shall, by virtue of the Companies Law, be deemed dissolved if general assembly meeting is not held within the defined period specified in Paragraph 1 of this Article, if the meeting is held but fails to reach a resolution for such issue, or if the meeting resolves to increase the Company's capital in accordance with the conditions stipulated in this Article and the increase was not fully subscribed for within ninety days from such resolution.</p>
65.	CHAPTER 8: DISPUTES	CHAPTER 8 ⁷ : DISPUTES



#	Article before Amendment	Article After Amendment
66.	<p>Article 55: Derivative Action</p> <p>Each Shareholder shall have the right to initiate a derivative action, vested in the Company, against the members of the Board of Directors if they have committed a fault which has caused some particular damage to such shareholder. However, the shareholder may initiate such claim only if the Company's right to initiate such claim is still valid. The shareholder shall inform the Company of its intention to file such claim.</p>	<p>Article 55⁴⁹: Derivative Action</p> <p>Each Shareholder shall have the right to initiate a derivative action, vested in the Company, against the members of the Board of Directors if they have committed a fault which has caused some particular damage to such shareholder. However, the shareholder may initiate such claim only if the Company's right to initiate such claim is still valid. The shareholder shall inform the Company of its intention to file such claim.</p> <p><u>1. The Company may initiate a derivative action against the Board members for any damage incurred by the Company resulting from the violation of the Companies Law or the Company's Bylaws or from a wrongful act, negligence, or omission in the performance of their duties. The decision to initiate the action and to designate a representative on behalf of the Company to pursue such action shall be made by the general assembly. If the Company is under liquidation, the liquidator shall initiate the action. If any liquidation proceedings are initiated against the Company under the Bankruptcy Law, the action shall be initiated by its legal representative.</u></p> <p><u>2. A single shareholder, or more, representing 5% of the Company's capital, may initiate a derivative action on behalf of the Company if such action is not initiated by the Company, provided the action serves the interests of the Company and is based on valid grounds, and the plaintiff is acting in good faith and is a shareholder in the Company at the time of initiating the action.</u></p> <p><u>3. To initiate the action referred to in paragraph (2) of this Article, the Company's Board of Directors, shall be notified of the intent to initiate the action at least 14 days prior to the initiation date.</u></p> <p>4.^{4.} <u>A shareholder may initiate a private right of action against the members of the Board of Directors if the wrongful act attributed thereto results in a damage personally affecting him.</u></p>



#	Article before Amendment	Article After Amendment
67.	CHAPTER 9: COMPANY DISSOLUTION AND LIQUIDATION	CHAPTER 9: COMPANY <u>TERMINATION</u> DISSOLUTION AND LIQUIDATION
68.	<p>Article 56: Company Termination</p> <p>Upon expiration, the Company shall enter into the stage of liquidation while retaining its legal personality to the extent necessary for liquidation. The voluntary liquidation decision shall be issued by the extraordinary general assembly. Moreover, the liquidation decision shall include the appointment of a liquidator, determination of his powers and fees, the restrictions imposed on his powers and the time period necessary for liquidation. The period of voluntary liquidation shall not exceed five years and may not be extended for more than that except by judicial order. The authority of the Company's Board of Directors shall expire upon dissolution. However, they shall remain in charge of the Company's management and shall be considered as liquidators in relation to others until a liquidator is appointed. The shareholders' assemblies shall remain in place during the liquidation period, and their role shall be limited to exercising their powers which shall not conflict with the powers of the liquidator.</p>	<p>Article 56<u>50</u>: Company Termination</p> <p>Upon expiration, the Company shall enter into the stage of liquidation while retaining its legal personality to the extent necessary for liquidation. The voluntary liquidation decision shall be issued by the extraordinary general assembly. Moreover, the liquidation decision shall include the appointment of a liquidator, determination of his powers and fees, the restrictions imposed on his powers and the time period necessary for liquidation. The period of voluntary liquidation shall not exceed five years and may not be extended for more than that except by judicial order. The authority of the Company's Board of Directors shall expire upon dissolution. However, they shall remain in charge of the Company's management and shall be considered as liquidators in relation to others until a liquidator is appointed. The shareholders' assemblies shall remain in place during the liquidation period, and their role shall be limited to exercising their powers which shall not conflict with the powers of the liquidator.</p> <p><u>The Company shall be terminated for any of the reasons stipulated in the provisions of the Companies Law, upon termination, the Company shall enter into liquidation in accordance with the provisions of the Companies Law. If the Company is terminated and its assets are not sufficient to pay its debts, or if it is distressed under the Bankruptcy Law, it shall petition the competent judicial authority to initiate any liquidation proceedings under the Bankruptcy Law.</u></p>
69.	CHAPTER 10: CONCLUDING PROVISIONS	CHAPTER 10<u>9</u>: CONCLUDING PROVISIONS
70.	<p>Article 57: Companies Law</p> <p>The Companies Law and its regulations in addition to the Capital Market Authority Laws and its regulations shall apply to all matters not provided for in the Company's Bylaws.</p>	<p>Article 57<u>51</u>: Companies Law</p> <p>The Companies Law and its regulations in addition to the Capital Market Authority Laws and its regulations shall apply to all matters not provided for in the Company's Bylaws.</p>



#	Article before Amendment	Article After Amendment
		<p><u>1. The Company shall be subject to the regulations in force in the Kingdom of Saudi Arabia.</u></p> <p><u>4.2. Any text in these Bylaws that contravenes the provisions of the Companies Law shall not be valid and the provisions contained in the Companies Law shall be applied to it. Absent of a specific provision in these Bylaws shall be subject to the provisions of the Companies Law and its implementing regulation.</u></p>
71.	<p>Article 58: Approval of the Bylaws</p> <p>All shareholders have agreed to the Company's Bylaws, and undertake, together with the New Shareholders, to comply therewith.</p>	<p>Article 58<u>52</u>: Approval of the Bylaws</p> <p>All shareholders have agreed to the Company's Bylaws, and undertake, together with the New Shareholders, to comply therewith.</p>
72.	<p>Article 59: Publication</p> <p>These Bylaws shall be deposited and published in accordance with the Companies Law and its regulations.</p>	<p>Article 59<u>53</u>: Publication</p> <p>These Bylaws shall be deposited and published in accordance with the Companies Law and its regulations.</p>



Attachment regarding item # 13

Amendment of Audit Committee Charter

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Amendments to Audit Committee Charter

#	Article Before Amendment	Article After Amendment
1.	<p>1. INTRODUCTION</p> <p>The Audit Committee Charter of the Board of directors (the “Board”) of Dr. Sulaiman Al Habib Medical Services Group Co (hereinafter referred to as “HMG”, the “Company”, or the “Group”) has been prepared to comply with articles 101 of the Companies Law issued by Royal Decree No. (M/3) dated 28/1/1437AH (“Companies Law”), which stated that "Pursuant to a resolution to be passed by the ordinary general assembly of the joint a stock company, an Audit Committee (hereinafter referred to as the (“Committee”) shall be formed comprising members from among persons other than the executive members of the Board of directors, whether from among the shareholders or others, provided its members be no less than three and no greater than five and provided further that such resolution shall outline the Committee’s tasks, the procedures to be followed by the Committee, and the members’ remuneration” and article 54 from Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Decision No. (8-16-2017) dated 16/05/1438 H corresponding to 13/2/2017 (“Corporate Governance Regulations”), which stated that “The Company's General Assembly shall, upon a recommendation of the Board, issue a regulation for the audit committee which shall include the rules and procedures for the activities and duties of the committee, the rules for selecting its members, the means of their nomination, the term of their membership, their remunerations, and the mechanism of appointing temporary members in case a seat in the committee becomes vacant.”</p>	<p>1. INTRODUCTION</p> <p>The Audit Committee Charter (<u>the “Committee”</u>) of the Board of directors (the “Board” and /or “Board of Directors”) of Dr. Sulaiman Al Habib Medical Services Group Co (hereinafter referred to as “Company” (<u>“HMG”, the “Company”, or the “Group”</u>) has been prepared to comply with articles 101 of the Companies Law issued by Royal Decree No. (M/3) dated 28/1/1437AH (“Companies Law”), which stated that "Pursuant to a resolution to be passed by the ordinary general assembly of the joint a stock company, an Audit Committee (hereinafter referred to as the (“Committee”) shall be formed comprising members from among persons other than the executive members of the Board of directors, whether from among the shareholders or others, provided its members be no less than three and no greater than five and provided further that such resolution shall outline the Committee’s tasks, the procedures to be followed by the Committee, and the members’ remuneration” and article 54 from pursuant to the Corporate Governance (“CG”) Regulations and its amendments issued by the Board of the Capital Market Authority pursuant to Decision No. (8-16-2017) dated 16/05/1438 H corresponding to 13/2/2017 (“Corporate Governance Regulations”), which stated that “The Company's General Assembly shall, upon a recommendation of the Board, issue a (“CMA”) with regards to the regulation for the audit committee which shall include the rules and procedures for the activities and duties of the committee, the rules for selecting its members, the means of their nomination, the term of their membership, their remunerations, and the mechanism of appointing temporary members in case a seat in the committee becomes vacant.”<u>of the Audit Committee.</u></p>



#	Article Before Amendment	Article After Amendment
2.	<p>2. PURPOSE</p> <p>2.1 The Committee will represent and assist HMG's Board in fulfilling its oversight responsibility of the integrity of the financial statements and internal control of HMG, through the supervision of independence and effectiveness of both the internal and external auditors and by:</p> <p>2.1.1 Examining the manner in which management ensures and monitors the adequacy of the nature, extent and effectiveness of accounting and internal control systems and risk management.</p> <p>2.1.2 Reviewing arrangements established by management for compliance with regulatory and financial reporting requirements.</p> <p>2.1.3 Performing, monitoring and reviewing, on behalf of the Board, compliance with the requirements relating to audit of HMG in accordance with the Laws and Regulations of the KSA.</p> <p>2.1.4 Overseeing and evaluating the performance of HMG's external auditors, including a review and evaluation of the external auditors' qualifications and independence.</p> <p>2.1.5 To supervise the activities of the external auditors and approve any activity beyond the scope of the audit work assigned to them during the performance of their duties.</p> <p>2.1.6 To review together with the external auditor the audit plan and make any comments thereon.</p>	<p>2. PURPOSE</p> <p>2.1 The Committee will represent and assist HMG's Board in fulfilling its oversight responsibility of the integrity of the financial statements and internal control of HMG, through the supervision of independence and effectiveness of both the internal and external auditors and <u>by the development of systems and plans related to these activities, the follow-up of their implementation and the Company's compliance with the same.</u></p> <p>1.1.1 Examining the manner in which management ensures and monitors the adequacy of the nature, extent and effectiveness of accounting and internal control systems and risk management.</p> <p>1.1.2 Reviewing arrangements established by management for compliance with regulatory and financial reporting requirements.</p> <p>1.1.3 Performing, monitoring and reviewing, on behalf of the Board, compliance with the requirements relating to audit of HMG in accordance with the Laws and Regulations of the KSA.</p> <p>1.1.4 Overseeing and evaluating the performance of HMG's external auditors, including a review and evaluation of the external auditors' qualifications and independence.</p> <p>1.1.5 To supervise the activities of the external auditors and approve any activity beyond the scope of the audit work assigned to them during the performance of their duties.</p> <p>1.1.6 To review together with the external auditor the audit plan and make any comments thereon.</p>



#	Article Before Amendment	Article After Amendment
	<p>2.1.7 To review the external auditor's comments on the financial statements and follow up the actions taken about them.</p> <p>2.1.8 To review the interim and annual financial statements prior to presentation to the Board; and to give opinion and recommendations with respect thereto.</p> <p>2.2 In doing so, it is the responsibility of the Committee to maintain free and open communication among the external auditors, the internal auditors, and management of HMG.</p>	<p>1.1.7 To review the external auditor's comments on the financial statements and follow up the actions taken about them.</p> <p>1.1.8 To review the interim and annual financial statements prior to presentation to the Board; and to give opinion and recommendations with respect thereto.</p> <p>1.2.1.1 In doing so, it is the responsibility of the Committee to maintain free and open communication among the external auditors, the internal auditors, and management of HMG.</p>
3	<p>3. COMPOSITION</p> <p>3.1 Membership:</p> <p>3.1.1 The Committee is formed upon a resolution by the ordinary general assembly of the Company based on a recommendation from the Board in accordance with the provisions of article 101 of the Companies Law and article 54 from Corporate Governance Regulations.</p> <p>3.1.2 The Committee members shall not be less than (3) three members and not more than (5) five; with at least one of whom is competent in financial and accounting matters.</p> <p>3.1.3 The membership of the Committee shall be composed of independent, non-executive Board members or shareholders or others, at least one of whom shall be an independent member and shall not include any of the executive members or any of the senior executives in the Company.</p> <p>3.1.4 The term of the office of the Committee is 3 years starting and expiring with the</p>	<p>3. COMPOSITION</p> <p>3.1 Membership:</p> <p>3.1.1 The Committee is formed upon a resolution by the ordinary general assembly of the Company based on a recommendation from the <u>Company's Board in accordance with the provisions of article 101 of the Companies Law and article 54 from Corporate Governance Regulations.</u></p> <p>3.1.2 The Committee members shall not be less than (3) three members and not more than (5) five; with at least one of whom is competent in financial and accounting matters.</p> <p>3.1.3 The membership of the Committee shall be composed of independent, non-executive Board members or shareholders or others, at least one of whom shall be an independent member and. <u>The Committee</u> shall not include any of the executive members or any, <u>and the chairman</u> of the senior executives <u>Board shall not be a member</u> in the Company <u>Audit Committee</u>.</p> <p>3.1.4 The term of the office of the Committee is 3 years starting and expiring with <u>shall be</u> the Board term same as that of the term of the Company's Board of Directors. The Board may also recommend their re-nomination to <u>appoint</u> the</p>



#	Article Before Amendment	Article After Amendment
	<p>Board term. The Board may also recommend their re-nomination to the general assembly for another period or other similar periods.</p> <p>3.1.5 The members of the Committee shall elect a Chairman of the Committee, who shall be a non-executive or independent Board member.</p> <p>3.1.6 In case a seat in the Committee becomes vacant during the Committee's official term, the Board shall have the right to appoint a temporary member, provided that such appointment shall be submitted to the next general assembly for approval and the new member shall complete the term of his predecessor.</p> <p>3.1.7 Any person who works or has worked in HMG's finance department, executive management, or for HMG's external auditor during the preceding two years may not be a member of the Committee.</p> <p>3.1.8 The Committee will appoint a secretary among its members or as it deems fit from the Company's employees to prepare for the Committee's meetings and work, prepare and document its minutes and follow-up implementation of its recommendations, directives and decisions without voting rights.</p> <p>3.2 Members Compensation:</p> <p>3.2.1 Without prejudice to the relevant regulatory requirements and the Company's By-Laws, the remuneration of the members of the Committee shall be as follows:</p> <ul style="list-style-type: none"> An annual remuneration of (SR 150,000) one hundred and fifty thousand riyals for 	<p>general—assembly<u>Committee members</u> for another period<u>term</u> or other similar periods<u>terms</u>.</p> <p><u>3.1.5 Half of the Audit Committee's members of the Committee shall elect a Chairman of the Committee, who shall must be a non-executive or independent Board member or from those on whom the issues affecting independence in the Committee becomes vacant during the Committee's official term, the Board shall have the right to CMA Corporate Governance regulation do not apply.</u></p> <p><u>3.1.6 A member of the audit committee shall not be a member of the audit committees of more than five listed joint stock companies at the same time.</u></p> <p>3.1.5<u>3.1.7 The Board of Directors shall appoint a temporary member, provided chairman for the Committee, if that such appointment did not take place; the Committee members shall choose from amongst themselves a Chairman of the Committee. The chairman of the Committee shall be submitted to the next general assembly for approval and the new an independent Board member shall complete the term of his predecessor.</u></p> <p>3.1.6<u>3.1.8 Any person who works or has worked in HMG's finance department, executive management, or for HMG's external auditor during the preceding two years may not be a member of the Committee.</u></p> <p><u>3.1.9 The Board of Directors have the right- according to a decision issued by the Board of Directors-to exempt, dismiss or replace any or all of the members of the Committee at any time it deems appropriate. A member of the Committee may resign from the membership of the Committee, provided that this is at an appropriate time and a decision is issued by the Board of Directors accepts the resignation. Any member of the</u></p>



#	Article Before Amendment	Article After Amendment
	<p>each member of the Committee.</p> <ul style="list-style-type: none"> Attendance allowance of (SR 3,000) three thousand riyals per meeting for every member of the Committee. <p>3.2.2 Committee members who are resident in a city outside the meeting location are entitled to all out of pocket expenses incurred by them to attend the meeting. Such expenses include a business class ticket as well as any accommodation and transportation expenses incurred by them. Alternatively, HMG may arrange for the above.</p> <p>3.2.3 Details of the remuneration of members of the Committee shall be disclosed in the annual report of the Board.</p> <p>3.3 Orientation and Training:</p> <p>3.3.1 With the intricate nature of HMG's business activities, the complexity of accounting transactions and policies, and frequent changes to financial accounting standards, even the most experienced Committee members can benefit from training, and should consider the same.</p> <p>3.3.2 The members of the Committee may also need to know HMG's strategic plans, its significant financial, accounting and risk management issues, its significant legal matters, its compliance programs, its operations, its Code of Conduct, its management structure, its key policies, practices, executive officers and its internal and external auditors.</p> <p>3.3.3 In addition, each incoming member need to be provided with copies of Bylaws,</p>	<p><u>Committee may be exempted by a decision of the Board in the following cases:</u></p> <p><u>a. The Committee member abuse of his Committee position or misconduct occurs which the Board deems detrimental to the objectives and reputation of the Company in general and the Committee in particular.</u></p> <p><u>b. The Committee member's Loss of legal capacity or having a physical disability that prevents him/her from carrying out his/her responsibilities and duties.</u></p> <p><u>c. Failure by the Committee member to attend three (3) consecutive meetings or five (5) non-consecutive meetings during the course of the membership without an excuse acceptable to the Board.</u></p> <p><u>e. Failure to meet-at any time- any of the requirements for membership I the Committee in accordance with the laws or this charter.</u></p> <p><u>3.1.10 In case a seat in the Committee becomes vacant for any of the above-mentioned reasons or other reasons during the Committee's official term, the Board shall have the right to appoint a member in the vacant seat/s, provided that the new member/s has/have adequate experience and the committee membership requirements applies to the member.</u></p> <p>3.1.7 <u>3.1.11</u> The Committee will appoint a secretary among its members or as it deems fit from the Company's employees to prepare for the Committee's meetings and work, prepare and document its minutes and follow-up implementation of its recommendations, directives and decisions without voting rights.</p> <p>3.2 Members Compensation:</p> <p>3.2.1 Without prejudice to the relevant regulatory requirements and the Company's By-Laws, the <u>The annual remuneration of the members of the Committee shall be as follows: are determined based on the remuneration policy established by the Board for the Board members, Committee's members</u></p>



#	Article Before Amendment	Article After Amendment
	Articles of Association, the executive summary of the corporate plan, previous internal audit reports, internal audit plans and other appropriate information.	<p><u>and the executive management and in accordance with the Company's Bylaws, the resolutions of shareholders' General Assemblies, and the relevant regulations.</u></p> <p><u>An annual</u></p> <p>• The remuneration of (SR 150,000) one hundred and fifty thousand riyals for each member of the Committee.</p> <p>3.2.2 <u>Attendance</u> The remuneration of the Committee members shall be an annual lump sum, in addition to an attendance allowance of (SR 3,000) three thousand riyals per meetingfor the sessions and any other benefits stipulated in the remuneration policy by the Board for every member of the Committee<u>the Board members, Committee's members and the executive management.</u></p> <p>3.2.3 Committee members who are resident in a city outside the meeting location are entitled to all out of pocket expenses incurred by them to attend the meeting <u>and to participate in the relevant activities to the Committee's responsibilities.</u> Such expenses include a business class-ticket as well as any accommodation and transportation expenses incurred by them<u>the Committee member and according to the remuneration policy established by the Board for the Board members, Committee's members and the executive management.</u> Alternatively, HMG may arrange for the above.</p> <p>3.2.4 Details of the remuneration of members of the Committee shall be disclosed in the annual report of the Board.</p> <p>3.3 Orientation and Training:</p>



#	Article Before Amendment	Article After Amendment
		<p>3.3.1 With the intricate nature of HMG's business activities, the complexity of accounting transactions and policies, and frequent changes to financial accounting standards, even the most experienced Committee members can benefit from training, and should consider the same.</p> <p>3.3.2 The members of the Committee may also need to know HMG's strategic plans, its significant financial, accounting and risk management issues, its significant legal matters, its compliance programs, its operations, its Code of Conduct, its management structure, its key policies, practices, executive officers and its internal and external auditors.</p> <p>3.3.3 In addition, each incoming<u>new</u> member need to<u>shall</u> be provided with copies of Bylaws, Articles of Association, the executive summary of the corporate plan, previous internal audit reports, internal audit plans and other appropriate information.</p>
4	<p>4. COMMITTEE AUTHORITY</p> <p>4.1 The Audit Committee has authority to conduct or authorize investigations into any matter within its scope of responsibility. It is empowered to:</p> <p>4.1.1 Recommend to the Board the appointment, dismissal and remuneration of external auditors, and oversee the work of any auditors employed by HMG.</p> <p>4.1.2 Resolve any disagreements between management and the external auditors regarding financial reporting and management letter.</p> <p>4.1.3 Resolve any disagreements between management and the internal auditors regarding observations and</p>	<p>4. COMMITTEE AUTHORITY</p> <p>4.1 The Audit Committee has authority to conduct or authorize investigations into any matter within its scope of responsibility. It<u>The Committee</u> is empowered to:</p> <p>Recommend to the Board the appointment, dismissal and remuneration of external auditors, and oversee the work of any auditors employed by HMG.</p> <p><u>4.1.1</u> Resolve any disagreements between <u>the</u> management and the external auditors regarding financial reporting and management letter.</p> <p><u>4.1.2</u> Resolve any disagreements between <u>the</u> management and the internal auditors regarding observations and recommendations raised by the internal auditors.</p> <p><u>4.1.3</u> Approve all internal and external audit engagements and plans and non-audit services</p>



#	Article Before Amendment	Article After Amendment
	<p>recommendations raised by the internal auditors.</p> <p>4.1.4 Approve all internal and external audit engagements and plans and non-audit services such as consulting (example, forensic, investigation, risk assessment etc.) related issues.</p> <p>4.1.5 Appoint and approve independent counsel, accountants, or others to advise the Committee or assist in the conduct of an investigation, as and when necessary.</p> <p>4.1.6 Seek any information it requires from employees in coordination with the CEO — all of whom are directed by the Board to cooperate with the Committee's requests — or external parties.</p> <p>4.1.7 Meet and communicate with HMG officers, external auditors, internal auditors, or outside counsel, as required.</p> <p>4.1.8 Approve appointment of qualified consultants to perform an overall assessment of internal controls at HMG, as per the frequency approved by the Committee.</p> <p>4.2 The authority to grant approvals may be delegated to one or more designated members of the Committee whose decisions will be presented to the Committee at its next regularly scheduled meeting.</p> <p>4.3 In carrying out its duties, the Audit Committee shall have the power to:</p> <p>4.3.1 Review all HMG's records and documents</p>	<p>such as consulting (example, forensic, investigation, risk assessment etc.) related issues.</p> <p><u>4.1.4</u> Appoint and approve independent counsel<u>counsels</u>, accountants, or others to advise the Committee or assist in the conduct of an investigation, as and when necessary.</p> <p><u>4.1.5</u> Seek any information it requires from employees in coordination with the CEO — all of whom are directed by the Board to cooperate with the Committee's requests — or external parties.</p> <p><u>4.1.6</u> Meet and communicate with HMG officers, external auditors, internal auditors, or outside counsel, as required.</p> <p><u>4.1.7</u> Approve appointment of qualified consultants to perform an overall assessment of internal controls at HMG, as per the frequency approved by the Committee.</p> <p>4.2 The authority to grant approvals may be delegated to one or more designated members of the Committee whose decisions will be presented to the Committee at its next regularly scheduled meeting.</p> <p>4.3 In carrying out its duties, the Audit Committee shall have the power to:</p> <p>4.3.1 Review all HMG's records and documents;</p> <p>4.3.2 Request any clarification or statement from the Board members or executive management; and</p> <p>4.3.3 Request that the Board call a<u>for the</u> general assembly if its activities have been impeded by the Board or if the Company has suffered significant losses or damages.</p>



#	Article Before Amendment	Article After Amendment
	<p>4.3.2 Request any clarification or statement from the Board members or executive management; and</p> <p>4.3.3 Request that the Board call a general assembly if its activities have been impeded by the Board or if the Company has suffered significant losses or damages.</p>	
5	<p>5. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE</p> <p>The primary responsibility of the Committee is to oversee HMG's financial controls (including appropriate disclosure and internal controls), external and internal audit activities, and reporting processes, and report the results of its activities to the HMG's Board. Further, to review the accounting policies in force and advice the Board of any recommendations regarding them. HMG's management is responsible for preparing HMG's financial statements, and the external auditors are responsible for auditing those financial statements that are in line with applicable accounting standards in Saudi Arabia. The Committee shall take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behaviour. The duties of the Committee shall particularly include:</p> <p>5.3 External Audit:</p> <p>5.3.1 To recommend to the Board of Directors the appointment, dismissal and the remuneration of external auditors.</p> <p>5.3.2 Verify the independence of the external auditor, their objectivity, fairness and effectiveness of the audit activity, taking into account the relevant rules and standards.</p>	<p>5. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE</p> <p>The primary responsibility of the Committee is to oversee HMG's financial controls (including appropriate disclosure and internal controls), external and internal audit activities, and reporting processes, and report the results of its activities to the HMG's Board. Further, to review the accounting policies in force and advice the Board of any recommendations regarding them.</p> <p>HMG's management is responsible for preparing HMG's financial statements, and the external auditors are responsible for auditing those financial statements that are in line with applicable accounting standards in Saudi Arabia- <u>such as the rules of the Saudi Organization for Chartered and Professional Accountants (SOCPA) and the International Financial Reporting Standards (IFRS) (as applicable).</u> The Committee shall take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behaviour.</p> <p>The duties of the Committee shall particularly include:</p> <p>5.1 External AuditAuditor:</p> <p>4.2.1 To recommend to the Board of Directors the appointment, dismissal and the remuneration of external auditors.</p> <p><u>5.1.1 Providing recommendations to the Board to nominate external auditors, dismiss them, determine their remunerations, and assess their</u></p>



#	Article Before Amendment	Article After Amendment
	<p>5.3.3 To supervise and assess the plan and activities of the external auditors, ensure that the auditor does not provide any technical or administrative work beyond there scope and recommend to the Board the approval or denial of any activity beyond the scope of the audit work assigned to the external auditor during the performance of their duties.</p> <p>5.3.4 To review the external auditors' reports and its comments on the financial statements and follow up the actions taken about them.</p> <p>5.3.5 Responding to queries from HMG's external auditors.</p> <p>5.3.6 Get to know the lead external audit partner and meet periodically.</p> <p>5.3.7 Review the external auditors' proposed audit plan, scope and approach, including coordination of audit effort with internal audit.</p> <p>5.3.8 Review with the external auditors any problems or difficulties and management's response.</p> <p>5.3.9 Review the external auditors' report (Auditors' Report on the Financial Statements), review and discuss report on management's internal controls (Management Letter Points), from the time that such reports are prepared, and hold timely discussions with the external auditors regarding the following:</p> <ul style="list-style-type: none"> • All critical accounting policies and practices; • All alternative treatments of financial information that have been discussed with management, ramifications of the use of such alternative 	<p><u>performance after verifying their independence and reviewing the scope of their work and the terms of their contracts.</u></p> <p><u>5.1.2</u> Verify the independence of the external auditor, their objectivity, fairness and effectiveness of the audit activity, taking into account the relevant rules and standards.</p> <p><u>5.1.3</u> To supervise and assess <u>Reviewing</u> the plan and activities of the <u>Company's</u> external auditors, ensure that the auditor <u>and its activities, and ensuring that it</u> does not provide any technical-or, administrative work or consulting works that are beyond thereits scope <u>of work,</u> and recommend to the Board the approval or denial of any activity beyond the scope of the audit work assigned to the external auditor during the performance of their duties. <u>providing its opinion thereon.</u></p> <p><u>5.1.4</u> To review the external auditors' reports and its comments on the financial statements and follow up the actions taken about them in connection <u>therewith.</u></p> <p><u>5.1.5</u> Responding to queries from <u>of</u> HMG's external auditors.</p> <p><u>5.1.6</u> Get to know the lead external audit partner and meet periodically.</p> <p><u>5.1.7</u> Review the external auditors' proposed audit plan, scope and approach, including coordination of audit effort with internal audit.</p> <p><u>5.1.8</u> Review with the external auditors any problems or difficulties and management's response.</p> <p><u>5.1.9</u> Review the external auditors' report (Auditors' Report on the Financial Statements), review and, discuss report <u>and follow up on reports</u> on management's internal controls (Management Letter Points); from the time that such reports are prepared, and hold timely discussions with the external auditors regarding the following:</p>



#	Article Before Amendment	Article After Amendment
	<p>disclosures and treatments, and the treatment preferred by the external auditors; and</p> <ul style="list-style-type: none"> Other material written communications between the external auditors and management, including, but not limited to, the management letter and schedule of unadjusted differences. The Committee shall follow-up on the actions taken about the comments raised by the external auditor. <p>5.3.10 Apply the instructions and directives of the Ministry of Commerce and Investment, Saudi Organization for Certified Public Accountants, and CMA the updates released from time to time, with respect to the appointment of the external auditors.</p> <p>5.4 Internal Audit:</p> <p>5.4.1 Examine and review HMG's internal and financial control systems and risk management system.</p> <p>5.4.2 Analyze internal audit reports and follow up on implementation of corrective measures with respect to remarks made in such reports.</p> <p>5.4.3 Supervise HMG's internal audit department (including outsourced internal auditor, if any) to ensure its effectiveness in executing the activities and duties specified by the Board.</p> <p>5.4.4 Review and advise on the selection or removal of the head of Internal Audit. The Internal Audit department shall report to the Board via the Committee.</p>	<ul style="list-style-type: none"> All critical accounting policies and practices; All alternative treatments of financial information that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors; and Other material written communications between the external auditors and management, including, but not limited to, the management letter letters and schedule of unadjusted differences. The Committee shall follow-up on the actions taken about the comments raised by the external auditor. <p><u>5.1.10</u> Apply the instructions and directives of the Ministry of Commerce and Investment, the Saudi Organization for Certified Public <u>Chartered and Professional</u> Accountants, (SOCPA), CMA and CMA the updates released from time to time, with respect to the appointment of the external auditors.</p> <p>5.2 Internal Audit:</p> <p>5.2.1 Examine and review HMG's internal and financial control systems and risk management system.</p> <p>5.2.2 Analyze internal audit reports and follow up on implementation of corrective measures with respect to remarks made in such reports.</p> <p><u>5.2.3 Monitoring and overseeing the performance and activities of the internal auditor and internal audit department of the Company to ensure the availability of the necessary resources and their effectiveness in performing the assigned activities and duties.</u></p>



#	Article Before Amendment	Article After Amendment
	<p>5.4.5 Monitoring and overseeing the performance and activities of the internal audit department of the company to ensure the availability of the necessary resources and their effectiveness in performing the assigned activities and duties.</p> <p>5.4.6 Provide a recommendation to the board on appointing the head of HMG's internal audit department and suggest his remuneration, benefits, and assess his performance.</p> <p>5.4.7 Monitor and review the effectiveness of the internal audit function. This includes reviewing the internal audit procedure and preparing a written report on such audit and its recommendation with respect to it; and pursue the implementation of the corrective measures in respect of the comments included in such internal audit.</p> <p>5.4.8 Periodically review with the Internal Audit department any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the department's work.</p> <p>5.5 Compliance:</p> <p>5.5.1 Reviewing the findings of the reports of supervisory authorities and ensuring that the Company has taken the necessary actions in connection therewith.</p> <p>5.5.2 Ensure compliance with relevant laws, regulations, policies and instructions.</p> <p>5.5.3 Reviewing the contracts and proposed related party transactions and providing recommendations to the Board in connection therewith;</p> <p>5.5.4 Reporting to the Board any issues in connection with what the Committee deems necessary to take action on and</p>	<p>5.2.3 <u>5.2.4</u> Supervise HMG's internal audit department (including outsourced internal auditor, if any) to ensure its effectiveness in executing the activities and duties specified by the Board.</p> <p>5.2.4 <u>5.2.5</u> Review Provide a recommendation to the Board on appointing and advise on the selection /or removal <u>termination</u> of the head of Internal Audit <u>the internal audit department or the internal auditor</u>, suggest his/her remuneration as per the Company's policies and assess his performance. The Internal Audit department shall report <u>be subordinate and accountable</u> to the Board <u>via the Audit Committee</u>.</p> <p>5.2.5 <u>5.2.6</u> Monitoring and overseeing the performance and activities <u>Supervise the plan</u> of the internal audit department of the company to ensure the availability of the necessary resources, its work, and their <u>verify its</u> effectiveness in performing <u>line with</u> the assigned activities <u>regulations, laws</u> and duties <u>professional customs in this regard</u>.</p> <p>5.2.6 <u>Provide a recommendation to the board on appointing the head of HMG's internal audit department and suggest his remuneration, benefits, and assess his performance.</u></p> <p>5.2.7 Monitor and review the effectiveness of the internal audit function. This includes reviewing the internal audit procedure and preparing a written report on such audit and its recommendation with respect to it; and pursue the implementation of the corrective measures in respect of the comments included in such internal audit.</p> <p>5.2.8 Periodically review with the Internal Audit department any significant difficulties,</p>



#	Article Before Amendment	Article After Amendment
	<p>providing recommendations as to the steps that should be taken.</p> <p>5.6 HMG Management:</p> <p>The following represent the duties and responsibilities of the Audit Committee in overseeing HMG operations and the underlying management responsibilities:</p> <p>Overseeing Accounting and Financial Reporting</p> <p>5.6.1 Analyze HMG's interim and annual financial statements before presenting them to the Board and providing opinions and recommendations thereon to ensure their integrity, fairness, and transparency</p> <p>5.6.2 Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas.</p> <p>5.6.3 Review estimates in respect of significant matters that are contained in the financial reports</p> <p>5.6.4 Review accounting policies followed by HMG and provide its opinion and recommendations to the Board thereon.</p> <p>5.6.5 Review recent professional and regulatory pronouncements and initiatives, and understand their impact on the financial statements.</p> <p>5.6.6 Understand how management develops quarterly and annual financial information, and the nature and extent of internal and external auditor involvement.</p> <p>5.6.7 Review and discuss annual and quarterly financial statements with management and the external auditors, as applicable, especially before filing with Board and follow-up actions. Consider whether the</p>	<p>disagreements with management, or scope restrictions encountered in the course of the department's work.</p> <p><u>5.2.9 Verify the independence of the internal audit and enable it to perform its role effectively.</u></p> <p>5.3 Ensuring Compliance:</p> <p>5.3.1 Reviewing the findings of the reports of supervisory authorities and ensuring that the Company has taken the necessary actions in connection therewith; and</p> <p>5.3.2 Ensure<u>Ensuring</u> the Company's compliance with relevant laws, regulations, policies and instructions; and</p> <p>5.3.3 Reviewing the contracts and proposed related party transactions and providing recommendations to the Board in connection therewith; <u>and</u></p> <p>5.3.4 Reporting to the Board any issues in connection with what the Committee deems necessary to take action on, <u>and</u> providing recommendations as to the steps that should be taken.</p> <p>5.4 HMG Management:</p> <p>The following represent the duties and responsibilities of the Audit Committee in overseeing HMG operations and the underlying management responsibilities:</p> <p>Overseeing Accounting and Financial Reporting</p> <p>5.4.1 Analyze HMG's interim and annual financial statements before presenting them to the Board and providing opinions and recommendations thereon to ensure their integrity, fairness, and transparency</p> <p>5.4.2 Review significant accounting and reporting issues, including complex or</p>



#	Article Before Amendment	Article After Amendment
	<p>financial reports are complete and consistent with the information known to Audit Committee members and to give opinion and recommendations with respect thereto to ensure their integrity fairness, and transparency.</p> <p>5.6.8 Provide its technical opinion, at the request of the Board, regarding whether the Board's report and HMG's financial statements are fair, balanced, understandable, and contain information that allows shareholders and investors to assess HMG's financial position, performance, business model and strategy.</p> <p>5.6.9 Accurately investigate any issues raised by HMG's chief financial officer (or any person assuming such duties), compliance officer, or external auditor.</p> <p>5.6.10 Review management responses to CMA inspection reports and management representations declared during audit activities.</p> <p>5.6.11 Receive and review any disclosure from HMG executive management made in connection with HMG quarterly and annual reports on:</p> <ul style="list-style-type: none"> • All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect HMG ability to record, process, summarize, and report financial data; and • Material fraud cases that involves management or other employees who have a 	<p>unusual transactions and highly judgmental areas.</p> <p>5.4.3 Review<u>Examine the accounting</u> estimates in respect of significant matters that are contained in the financial reports-.</p> <p><u>5.4.4</u> Review<u>Analyse any important or non-familiar issues contained in the financial reports.</u></p> <p>5.4.4<u>5.4.5</u><u>Analyse the</u> accounting policies followed by HMG and provide its opinion and recommendations to the Board thereon.</p> <p>5.4.5<u>5.4.6</u> Review recent professional and regulatory pronouncements and initiatives, and understand their impact on the financial statements.</p> <p>5.4.6<u>5.4.7</u> Understand how management develops quarterly and annual financial information, and the nature and extent of internal and external auditor involvement.</p> <p>5.4.7<u>5.4.8</u> Review and discuss <u>the</u> annual and quarterly financial statements with management and the external auditors, as applicable, especially before filing with Board and follow-up actions. Consider whether the financial reports are complete and consistent with the information known to Audit Committee members and to give opinion and recommendations with respect thereto to ensure their integrity fairness, and transparency.</p> <p>5.4.8<u>5.4.9</u> Provide its technical opinion, at the request of the Board, regarding whether the Board's report and HMG's financial statements are fair, balanced, understandable, and contain information that allows shareholders and investors to assess HMG's financial position, performance, business model and strategy.</p>



#	Article Before Amendment	Article After Amendment
	significant role in HMG internal controls.	5.4.9 <u>5.4.10</u> Accurately investigate any issues raised by HMG's chief financial officer (or any person assuming such duties), <u>HMG's</u> compliance officer, or external auditor.
5.6.12	Review analysis prepared by management and the external auditors setting forth significant or non-familiar financial reporting issues and judgments made in connection with the preparation of the financial statements.	5.4.10 <u>5.4.11</u> Review <u>the</u> management responses to CMA inspection reports and <u>the</u> management representations declared during audit activities.
5.6.13	In consultation with the external and internal auditors, review the integrity of the Group's financial reporting processes (both internal and external), and the internal control structure (including disclosure controls and procedures and internal control over financial reporting).	5.4.11 <u>5.4.12</u> Receive and review any disclosure from HMG executive management made in connection with HMG quarterly and annual reports on: <ul style="list-style-type: none"> All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect HMG ability to record, process, summarize, and report financial data; and Material fraud cases that involves <u>the</u> management or other employees who have a significant role in HMG internal controls.
5.6.14	Review with the external auditors, the internal auditors, and management the extent to which changes or improvements in financial or accounting practices have been implemented.	
5.6.15	Understand key controls and reporting risk areas as assessed by financial management, the internal auditors, and the external auditor, as well as the mitigating controls and safeguards.	
	Overseeing Controls over Operations	5.4.12 <u>5.4.13</u> Review analysis prepared by <u>the</u> management and the external auditors setting forth significant or non-familiar financial reporting issues and judgments made in connection with the preparation of the financial statements.
5.6.16	Ensure the existence of an effective and efficient system of internal controls over operations of HMG.	5.4.13 <u>5.4.14</u> In consultation with the external and internal auditors, review the integrity of the Group's financial reporting processes (both internal and external), and the internal control structure (including disclosure controls and procedures and internal control over financial reporting).
5.6.17	Monitor the application of documented and approved policies and procedures. This includes monitoring the adherence to policies and procedures manuals, and the continuous update of the same.	5.4.14 <u>5.4.15</u> Review with the external auditors, the internal auditors, and management the
5.6.18	Review the process for communicating the Code of Conduct to HMG personnel, and for monitoring compliance therewith.	
5.6.19	Establish procedures for the receipt, retention, and treatment of complaints	



#	Article Before Amendment	Article After Amendment
	<p>regarding operational matters, accounting matters, operational and accounting internal controls, and auditing matters. This includes establishing procedures for the confidential, anonymous submission by HMG employees regarding questionable management practices.</p> <p>5.6.20 Institute and oversee special investigations as needed, such as fraud cases.</p> <p>5.7 HMG Board:</p> <p>The following represent the duties and responsibilities of HMG's Audit Committee towards HMG's Board:</p> <p>5.7.1 The Audit Committee maintains direct organizational and reporting relation to the Board.</p> <p>5.7.2 Report as often as it determines, but not less frequently than quarterly to HMG Board about the Audit Committee activities, issues, and related recommendations.</p> <p>5.7.3 Provide an open avenue of communication between internal audit, the external auditors, and HMG's Board.</p> <p>5.7.4 If there is a conflict between the recommendations of the Audit Committee and the Board's decisions, or if the Board refuses to accept the recommendation of the Committee regarding the appointment of the Company's auditor, his dismissal, the determination of his fees, the performance evaluation or the appointment of the Internal Auditor, the Board's report shall include the Committee's recommendation and justifications and reasons for not taking it.</p>	<p>extent to which changes or improvements in financial or accounting practices have been implemented.</p> <p>5.4.15<u>5.4.16</u> Understand key controls and reporting risk areas as assessed by financial<u>the</u> management, the internal auditors, and the external auditor, as well as the mitigating controls and safeguards.</p> <p>Overseeing Controls over Operations</p> <p>5.4.16<u>5.4.17</u> Ensure the existence of an effective and efficient system of internal controls over operations of HMG.</p> <p>5.4.17<u>5.4.18</u> Monitor the application of documented and approved policies and procedures. This includes monitoring the adherence to policies and procedures manuals, and the continuous update of the same.</p> <p>5.4.18<u>5.4.19</u> Review the process for communicating the Code of Conduct to HMG personnel, and for monitoring compliance therewith.</p> <p>5.4.19<u>5.4.20</u> Establish procedures for the receipt, retention, and treatment of complaints regarding operational matters, accounting matters, operational and accounting internal controls, and auditing matters. This includes establishing procedures for the confidential, anonymous submission by HMG employees regarding questionable management practices.</p> <p>5.4.20<u>5.4.21</u> Institute<u>Conduct</u> and oversee special investigations as needed, such as fraud cases.</p> <p><u>5.4.22</u> <u>Develop arrangements that enable the Company's employees to confidentially provide their remarks in respect of any inaccuracies in the financial or other</u></p>



#	Article Before Amendment	Article After Amendment
	<p>5.8 Other Responsibilities:</p> <p>5.8.1 Review its charter periodically, at least annually, and recommend to the Board and general assembly any necessary amendments.</p> <p>5.8.2 Review and assess all reports and comments provided by the external auditor to HMG and other regulatory authorities such as CMA, Saudi Stock Exchange etc.</p> <p>5.8.3 Develop at the end of each year an annual plan and schedule of the Committee's activities for the coming year. This includes the Committee's periodic meetings, meetings with management, external and internal auditors, and other activities in light of the Committee's roles and responsibilities defined within the Charter.</p> <p>5.8.4 Conduct an annual self-assessment (Appendix A) relative to the Audit Committee's purpose, duties, and responsibilities outlined herein as well as those of its individual members. The purpose is to evaluate and ensure that all responsibilities outlined in this Charter have been carried out.</p> <p>5.8.5 Review Committee's prior minutes of meeting and follow up on decisions taken and documented in the action sheet of prior Committee meetings in order to ensure that matters raised have been resolved (Appendix B).</p> <p>5.8.6 The members shall maintain the confidentiality of HMG trade secrets gained through performing their duties and shall not publicize confidential information to shareholders out of the</p>	<p><u>reports. The audit committee shall ensure that such arrangements have been put into action through an adequate independent investigation in respect of the error or inaccuracy, and shall adopt appropriate follow-up procedures.</u></p> <p>5.5 HMG Board:</p> <p>The following represent<u>represents</u> the duties and responsibilities of HMG's Audit Committee towards HMG's Board:</p> <p>5.5.1 The Audit Committee maintains <u>a</u> direct organizational and reporting relation to<u>with</u> the Board.</p> <p>5.5.2 Report as often as it determines, but not less frequently than quarterly to HMG Board about the Audit Committee activities, issues, and related recommendations.</p> <p>5.5.3 Provide an open avenue of communication between internal audit, the external auditors, and HMG's Board.</p> <p>5.5.4 If there is a conflict between the recommendations of the Audit Committee and the Board's decisions, or if the Board refuses to accept the recommendation of the Committee regarding the appointment of the Company's auditor, his dismissal, the determination of his fees, the performance evaluation or the appointment of the Internal Auditor, the Board's report shall include the Committee's recommendation and justifications and reasons for not taking it.</p> <p>5.6 Other Responsibilities:</p> <p>5.6.1 Review its charter periodically, at least annually, and recommend to the Board</p>



#	Article Before Amendment	Article After Amendment
	<p>General Assembly or to any other party. In such cases, the member shall be dismissed from the Committee and can be held responsible for the financial damages caused by such announcements.</p> <p>5.8.7 Clear communication protocols should be in place between the Audit Committee and other committees aimed at ensuring there is a common understanding of the respective responsibilities of each Committee. Lines of communication between the Committee and committees, as decided by the Board, also need to be established to enable committees to share current and relevant information and operate in a cooperative and complementary manner.</p>	<p>and general assembly any necessary amendments.</p> <p>5.6.2 Review and assess all reports and comments provided by the external auditor to HMG and other regulatory authorities such as CMA, Saudi Stock Exchange etc. <u>to HMG</u>.</p> <p>5.6.3 Develop at the end of each year an annual plan and schedule of the Committee's activities for the coming year. This includes the Committee's periodic meetings, meetings with <u>the management</u>, <u>and the external and internal auditors</u>, and other activities in light of the Committee's roles and responsibilities defined within the <u>this</u> Charter.</p> <p>5.6.4 Conduct an annual self-assessment (Appendix A) relative to the Audit Committee's purpose, duties, and responsibilities outlined herein as well as those of its individual members. The purpose is to evaluate and ensure that all responsibilities outlined in this Charter have been carried out.</p> <p>5.6.5 Review Committee's prior minutes of meeting and follow up on decisions taken and documented in the action sheet of prior Committee meetings in order to ensure that matters raised have been resolved (Appendix B).</p> <p>5.6.6 The <u>Committee's</u> members <u>and secretary</u> shall maintain the confidentiality of <u>the information made available to them and the documents they review, in addition to HMG trade secrets gained through performing their duties and shall not publicize confidential information to shareholders out of the General Assembly or to any other party.</u> <u>meeting or to any other party, and they shall not be permitted</u></p>



#	Article Before Amendment	Article After Amendment
		<p><u>under any circumstances – even in the event of the termination of their membership- to use any of this information to achieve personal benefit for themselves or for one of their relatives or for the others</u></p> <p>In such cases, the member shall be dismissed from the Committee and can be held responsible for the financial damages caused by such announcements.</p> <p>5.6.7 Clear communication protocols should be in place between the Audit Committee and <u>the</u> other committees aimed at ensuring, to ensure there is a common understanding of the respective responsibilities of each Committee. Lines of communication between the <u>Audit</u> Committee and <u>other</u> committees, as decided by the Board, also need to be established to enable committees to share current and relevant information and operate in a cooperative and complementary manner.</p>
6	<p>6. MEMBERS RESPONSIBILITIES</p> <p>6.1 Attend all or majority of the Committee meetings.</p> <p>6.2 Dedicate enough time to participate in the conduct of the Committee matters and meetings.</p> <p>6.3 Ensure integrity with the conduct of the Committee matters and meetings.</p> <p>6.4 Obtain adequate skills and trainings necessary for the participation and conduct of the Committee matters.</p> <p>6.5 Participate and vote on the Committee decisions.</p> <p>6.6 Provide full support to the Chairman of the Committee in setting-up of the meeting agendas and confirmation on minutes of the meetings.</p> <p>6.7 Inform other members of the Committee on any change in regulations and leading practices effecting role and responsibilities of the Committee.</p>	<p>6. MEMBERSMEMBERS' RESPONSIBILITIES</p> <p>6.1 Attend all or majority of the Committee meetings.</p> <p>6.2 Dedicate enough time to participate in the conduct of the Committee matters and meetings.</p> <p>6.3 Ensure integrity with the conduct of the Committee matters and meetings.</p> <p>6.4 Obtain adequate skills and trainings necessary for the participation and conduct of the Committee matters.</p> <p>6.5 Participate and vote on the Committee decisions.</p> <p>6.6 Provide full support to the Chairman of the Committee in setting-up of the meeting agendas and confirmation on <u>the</u> minutes of the meetings.</p> <p>6.7 Inform other members of the Committee on any change in regulations and leading practices effecting role and responsibilities of the Committee.</p>



#	Article Before Amendment	Article After Amendment
7	<p>7. ROLES OF THE CHAIRMAN</p> <p>7.1 Collaborating with the Committee secretary and other members of management, where appropriate, to develop and approve the agenda for the Committee meetings.</p> <p>7.2 Providing appropriate information from management to enable the Committee to exercise their accountabilities.</p> <p>7.3 Ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately presented.</p> <p>7.4 Ensuring proper flow of information to the Committee and reviewing adequacy and timing of documentary materials in support of management's proposals.</p> <p>7.5 Ensuring that external advisors retained or to be retained by the Committee are appropriately qualified and independent.</p> <p>7.6 Ensuring that the Committee has direct access to such members of senior management as may be required by the Committee.</p> <p>7.7 Ensuring an open and frank relationship between the Committee and HMG's external / internal auditors.</p>	<p>7. ROLES OF THE CHAIRMAN</p> <p><u>7.1 Manage and chair the Committee meetings and work to enhance its effectiveness, and in the event that the Committee Chairman is not present, he may delegate one of the Committee members to preside over the specific session.</u></p> <p><u>7.2 Attend General Assembly meetings to answer the shareholders' questions regarding the Committee mandates and activities, and the Chairman may delegate this to one of the Committee members.</u></p> <p><u>7.3 Invite the Committee members to attend the Committee meeting in writing before a sufficient time from the date of the meeting.</u></p> <p><u>7.4</u> Collaborating with the- Committee secretary and other members of management, where appropriate, to develop and approve the agenda for the Committee meetings.</p> <p><u>7.5</u> Providing appropriate information from management to enable the Committee to exercise their accountabilities.</p> <p><u>7.6</u> Ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately presented.</p> <p><u>7.7 Ensuring proper flow of Ensure that the Committee members are provided with the necessary presentations, documents, and the sufficient information regarding subjects presented to the Committee and reviewing adequacy before a sufficient time ahead of the meeting date that enables the Committee to take decisions in this regard.</u></p> <p>7.8 Submit periodic reports to monitor the work and <u>timing performance</u> of documentary materials in support the Committee, and its recommendations to the Company's Board of management's proposals Director, provided that such reports shall be in writing.</p> <p>7.9 Ensuring that external advisors retained or to be retained by the Committee are appropriately qualified and independent.</p>



#	Article Before Amendment	Article After Amendment
		<p>7.10 Ensuring that the Committee has direct access to such members of senior management as may be required by the Committee.</p> <p>7.11 Ensuring an open and frank relationship between the Committee and HMG's external / internal auditors.–</p>
<u>8</u>	<p>8. ROLES OF AUDIT COMMITTEE SECRETARY</p> <p>The secretary for the Committee and shall be responsible for the following:</p> <p>8.1 Ensuring the smooth running of the Committee's activities.</p> <p>8.2 Acting as a primary point of contact and source of information, advice, and guidance for Committee members regarding HMG's activities, in order to support the decision-making process.</p> <p>8.3 Keeping the Committee members fully briefed on any information that may be considered while taking decisions.</p> <p>8.4 Maintaining the Committee Charter and guiding the Committee's activities to be carried out in compliance with the Charter.</p> <p>8.5 Advising the Committee on amendments to the Charter as necessary.</p> <p>8.6 Arranging and following up on the completion of Committee Annual Self-Assessment.</p> <p>8.7 Preparing communication letters upon arranging with the Committee Chairman as the need arise, and addressing the same to the Committee members, Board, and relevant parties. This includes handling the required communication to schedule/call for Committee meetings.</p> <p>8.8 Preparing information packages that need to be circulated to the Committee members upon Committee meetings.</p> <p>8.9 Assisting the Committee Chairman to set and prepare Committee meeting agendas, and circulating the same for Committee members in advance of the meeting dates.</p> <p>8.10 Attending Committee meetings for the objective of preparing the minutes of</p>	<p>8. ROLES OF AUDIT COMMITTEE SECRETARY</p> <p>The secretary for the Committee and shall be responsible for the following:</p> <p>8.1 Ensuring the smooth running of the Committee's activities.</p> <p>8.2 Acting as a primary point of contact and source of information, advice, and guidance for Committee members regarding HMG's activities, in order to support the decision-making process.</p> <p>8.3 Keeping the Committee members fully briefed on any information that may be considered while taking decisions.</p> <p>8.4 Maintaining the Committee Charter and guiding the Committee's activities to be carried out in compliance with the Charter.</p> <p>8.5 Advising the Committee on amendments to the Charter as necessary.</p> <p>8.6 Arranging and following up on the completion of Committee Annual Self-Assessment.</p> <p>8.7 Preparing communication letters upon arranging with the Committee Chairman as the need arise, and addressing the same to the Committee members, Board, and relevant parties. This includes handling the required communication to schedule/call for Committee meetings.</p> <p>8.8 Preparing information packages that need to be circulated to the Committee members upon Committee meetings.</p> <p>8.9 Assisting the Committee Chairman to set and prepare Committee meeting agendas, and circulating the same for Committee members <u>sufficiently</u> in advance of the meeting dates.</p> <p>8.10 Attending Committee meetings for the objective of preparing the minutes of meeting. Circulating the said <u>these</u> minutes to all <u>members of the</u> Committee members <u>for their</u> approval.</p> <p>8.11 Documenting and following up on the issues requiring Committee action as raised in subsequent</p>



#	Article Before Amendment	Article After Amendment
	<p>meeting. Circulating the said minutes to all Committee members for approval.</p> <p>8.11 Documenting and following up on the issues requiring Committee action as raised in subsequent Committee meetings and recorded on the related meeting action sheet (Appendix B).</p> <p>8.12 Arranging with the parties that the Committee requests inviting to Committee meetings. This includes executive management, consultants, legal advisors, external auditors, or any other party.</p> <p>8.13 Circulating Committee decisions to the concerned parties.</p> <p>8.14 Coordinating with the concerned departments regarding Committee decisions that necessitate legal compliance and regulatory procedures.</p>	<p>Committee meetings and recorded on the related meeting action sheet (Appendix B).</p> <p>8.12 Arranging with the parties that the Committee requests inviting to Committee meetings. This includes executive management, consultants, legal advisors, external auditors, or any other party.</p> <p>8.13 Circulating Committee decisions to the concerned parties.</p> <p>8.14 Coordinating with the concerned departments regarding Committee decisions that necessitate legal compliance and regulatory procedures.</p> <p><u>8.15 Retaining the reports submitted to the Committee, and the reports prepared by the Committee to the Board and the general assembly.</u></p> <p><u>8.16 Ensuring that the Committee members comply with the procedures approved by the Committee.</u></p>
9	<p>9. MEETINGS</p> <p>9.1 Frequency:</p> <p>9.1.1 The Committee shall hold its meetings periodically as required (personally or via telephone or video conference) provided that they are not less than four meetings during the Company's fiscal year, the timing should be closely aligned with the timing of the Board meetings as appropriate.</p> <p>9.1.2 As part of its responsibility to foster open communication, the Committee, during its meetings, may meet with management, the internal auditors, and the independent external auditors in separate executive sessions, when required.</p> <p>9.1.3 The Committee will meet with the external auditors and management to discuss the annual audited consolidated financial statements and quarterly consolidated financial statements including HMG's disclosures, and to</p>	<p>9. MEETINGS</p> <p>9.1 Frequency:</p> <p>9.1.1 The Committee shall hold its meetings periodically as required 4, <u>at least four (4) times per financial year, and as may be necessary in the Company's head office, and it may convene outside the head office, attendance may be personally or via modern technology means (such as telephone or video conference and in this case, the presence of the members shall be considered as physically present)</u> provided that they are not less than four meetings during the Company's fiscal year, the timing should be closely aligned with the timing of the Board meetings as appropriate.</p> <p><u>9.1.2 The Committee meetings shall be scheduled in advance - prior to the beginning of the financial year- on an annual basis for the whole financial year, as part of the annual meetings calendar of the Company's Board and its committees.</u></p> <p><u>9.1.3 The Committee may hold special meetings as deemed necessary. The committee Chairman or majority members may call for holding a special</u></p>



#	Article Before Amendment	Article After Amendment
	<p>discuss any other matters that such persons may wish to bring to the Committee's attention or that the Committee wishes to bring to such persons' attention.</p> <p>9.1.4 The Committee Chairman will develop the agenda for the Committee's meetings, and any member may suggest items for inclusion on the agenda. Briefing materials shall be provided to the Committee as far in advance of a meeting.</p> <p>9.2 Attendance:</p> <p>9.2.1 No member of the Board or the executive management except the secretary or a member of the Committee may attend the meetings of the Committee unless such Committee requests his/her opinion or advice.</p> <p>9.2.2 The request for attendance of advisory members (from management or others) is to be suggested and indicated in the meeting agendas circulated prior to meeting dates. The request shall be approved by the Chairman of the Committee prior to meeting dates.</p> <p>9.3 Audit Committee Report:</p> <p>9.3.1 The Committee issues an annual report that contains a summary of its work, performance, most prominent achievements and how it performs its roles and responsibilities in light of the relevant rules, regulations and the professional standards to be presented in the general assembly as per the Companies' Law or any other relevant laws issued by regulators.</p>	<p><u>meeting as deemed necessary, and majority attendance of members constitute a quorum.</u></p> <p><u>9.1.4 The Committee shall convene periodically with the Company's external auditor and internal auditor.</u></p> <p><u>9.1.5 The internal auditor and the external auditor may call for a meeting with the Committee as deemed necessary.</u></p> <p>9.1.2 <u>9.1.6</u> As part of its responsibility to foster open communication, the Committee, during its meetings, may meet with management, the internal auditors, and the independent external auditors in separate executive sessions, when required.</p> <p>9.1.3 <u>9.1.7</u> The Committee will meet with the external auditors and management to discuss the annual audited consolidated financial statements and quarterly consolidated financial statements including HMG's disclosures, and to discuss any other matters that such persons may wish to bring to the Committee's attention or that the Committee wishes to bring to such persons' attention.</p> <p>9.1.4 <u>9.1.8</u> The Committee Chairman will develop the agenda for the Committee's meetings, and any member may suggest items for inclusion on the agenda. Briefing materials shall be provided to the Committee as far in advance of a meeting.</p> <p>9.2 Attendance:</p> <p>9.2.1 No member of the Board or the executive management except<u>other than</u> the secretary or a member<u>the members</u> of the Committee may<u>is entitled to</u> attend the meetings of the Committee unless such<u>the</u> Committee requests his/her <u>attendance to discuss, listen to his</u> opinion or <u>obtain his</u> advice.</p> <p>9.2.2 The request for attendance of advisory members (from management or others) is to be suggested and indicated in the meeting agendas circulated</p>



#	Article Before Amendment	Article After Amendment
	<p>9.4 Quorum</p> <p>9.4.1 The quorum at the Committee meetings is majority of its members (attendance may be in person or via telephone or video conference). The decisions shall be taken by a majority vote. In the case of a tie, the Chairman of the committee shall have a casting vote.</p> <p>9.4.2 All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, where it is not allowed to delegate attendance of a Committee member to any other individual or another Committee member.</p> <p>9.4.3 Any decision or determination of the Committee produced in writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The decisions of the Committee could also be approved through circulations, upon discretion of the Chairman of the Committee.</p> <p>9.5 Minutes</p> <p>9.5.1 The Committee meetings shall be documented and minutes including the discussions and deliberations carried during such meetings shall be prepared. Recommendations of the Committee and voting results shall be documented and retained in a special and organised register, including the names of the attendees and any reservations they expressed (if any). Such minutes shall be signed by all of the attending members.</p>	<p>prior to meeting dates. The request shall be approved by the Chairman of the <u>meeting</u> Committee prior to meeting dates.</p> <p>9.3 Audit Committee Report:</p> <p>9.3.1 The Committee issues an annual report that contains a summary of its work, performance, most prominent achievements and how it performs its roles and responsibilities in light of the relevant rules, regulations and the professional standards to be presented in the general assembly as per the Companies' Law or any other relevant laws issued by regulators <u>and as per the relevant regulations, provided that the report contains the Committee's recommendations and opinion on the adequacy of the internal and financial control systems and risk management systems in the Company.</u></p> <p><u>9.3.2 The Board of Directors shall make available sufficient copies of the audit committee's report at the Company's head office, and publish them on the Company's and the Exchange's websites when publishing the invitation to convene the General Assembly, to enable shareholders to get a copy thereof. Summary of the report shall be read at the General Assembly.</u></p> <p>9.4 Quorum</p> <p>9.4.1 The quorum at the Committee meetings is majority of its members (attendance may be in person or via telephone or video conference). The decisions <u>Decisions</u> shall be taken by a <u>the</u> majority vote of attendees' votes represented in the meeting. In the case of a tie, the Chairman of the Committee shall have a <u>the</u> casting vote.</p> <p>9.4.2 All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, where it is not allowed to delegate attendance of a Committee member to any other individual or another Committee member.</p>



#	Article Before Amendment	Article After Amendment
		<p>9.4.3 Any decision or determination of the Committee produced in writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The decisions of the Committee could also be approved through circulations, upon discretion of the Chairman of the Committee.</p> <p>9.5 Minutes</p> <p>9.5.1 The Committee meetings shall be documented and minutes including the discussions and deliberations carried during such meetings shall be prepared. Recommendations of the Committeecommittees and voting results shall be documented and retained in a special and organised register, including the names of the attendees and any reservations they expressed (if any). Such minutes shall be signed by all of the attending members.</p> <p><u>9.6 Retaining of Documents</u></p> <p><u>The Company shall retain all minutes, documents, reports and other papers relevant to the work of the Committee in the Company's head office for at least ten (10) years as per CMA Regulations. Without prejudice to this period, the Company, in case of any lawsuit (filed or threatened to be filed) or ongoing claim or any investigation relating to those minutes, documents, reports and other papers, shall maintain them until the end of the ongoing lawsuit, claim or investigation. Such retention shall be the competence of the Committee secretary.</u></p>



Attachment regarding item # 8 & item # 14

Competing Business Standards Charter

● technology
cutting
edge



Amendments to Competing Business Standards

#	Article Before Amendment	Article After Amendment
1.	<p>1. INTRODUCTION</p> <p>The Competing Business Standards ("Standards") of Dr. Sulaiman Al Habib Medical Services Group Company (hereinafter referred to as "HMG", the "Company", or the "Group") has been prepared in compliance with Article 72 of the Companies Law and Article 46 of the Corporate Governance Regulations, and these Competing Business Standards set out the standards and procedures regulating the rules for engaging in a competing business by members of the Board of Directors of the Company. These Standards are based on the relevant provisions of the Companies Law, Corporate Governance Regulations, Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies and the Company's Bylaw.</p> <p>The Company's business and related activities are set out in detail in its Bylaw and the Articles of Association of its Subsidiaries, which are represented in providing private healthcare services by establishing, managing and operating hospitals, general and specialized medical complexes, one-day surgery centres, Tele-Medicine, pharmaceutical facilities, and other supportive fields which include home healthcare services, specialized medical laboratories, tests and Radiology Centres, supportive Health services centres, health information technology systems services, and health facility maintenance services. Competing business situations related to members of the Board of Directors of the Company shall be dealt with in accordance with the provisions of these Standards.</p>	<p>1. INTRODUCTION</p> <p>The Competing Business Standards ("Standards") of Dr. Sulaiman Al Habib Medical Services Group Company (hereinafter referred to as "HMG", the "Company", or the "Group") has been issued<u>prepared</u> in compliance with Article 72 of the Companies Law and Article 46 of the Corporate Governance Regulations<u>and its amendments issued by the Board of the Capital Market Authority</u>, and these Competing Business Standards set out the standards and procedures regulating the rules for engaging in a competing business <u>to the Company business</u> by members of the <u>Company's</u> Board of Directors <u>or members of any of its committees</u>of the Company. These Standards are based on the relevant provisions of the Companies Law, Corporate Governance Regulations, Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies and the Company's Bylaw.</p> <p>The Company's business and related activities are set out in detail in its Bylaw and the Articles of Association of its Subsidiaries, which are represented in providing private healthcare services by establishing, managing and operating hospitals, general and specialized medical complexes, one-day surgery centres, Tele-Medicine, pharmaceutical facilities, and other supportive fields which include home healthcare services, specialized medical laboratories, tests and Radiology Centres, supportive Health services centres, health information technology systems services, and health facility maintenance services. Competing business situations related to members of the Board of Directors of the Company shall be dealt with in accordance with the provisions of these Standards.</p>



#	Article Before Amendment	Article After Amendment
2.	-	<p><u>2. STANDARDS FOR COMPETING BUSINESS ACTIVITIES</u></p> <p><u>Any business shall be considered a competing business to the Company's when it is related to the main activities of the Company and its subsidiaries</u> The Company's business and related activities are as set out in detail in <u>the Company's</u> its Bylaws and the Articles of Association <u>and the Bylaws</u> of its Subsidiaries, which <u>include - but is not limited to -</u> are represented in providing private healthcare services by establishing, managing and operating hospitals, general and specialized medical complexes, one-day surgery centres, Tele-Medicine, pharmaceutical facilities, and other supportive fields which include home healthcare services, specialized medical laboratories, tests and Radiology Centres, supportive Health services centres, health information technology systems services, and health facility maintenance services. Competing business situations related to members of the Board of Directors of the Company <u>and members of its committees</u> shall be dealt with in accordance with the provisions of these Standards.</p>
3.	<p>2. COMPETING BUSINESS STANDARDS SCOPE OF APPLICABILITY</p> <p>2.1 These Competing Business Standards apply to members of the Company's Board.</p> <p>2.2 These Standards will not have a prejudice to other duties of the members of the Company's Board under relevant provisions in other policies, such as the Company's Conflict of Interest Policy. Obligations in accordance with these Standards apply in addition to duties under such policies and have to be adhered to at all times.</p>	<p>3.2. COMPETING BUSINESS <u>ES</u> STANDARDS SCOPE OF APPLICABILITY</p> <p>2.1 <u>3.1</u> These Competing Business Standards apply to members of the Company's Board <u>and members of its committees</u>.</p> <p>2.2 <u>3.2</u> These Standards will not have a prejudice to other duties of the members of the Company's Board <u>and members of its committees</u> under relevant provisions in other policies, such as the Company's Conflict of Interest Policy. Obligations in accordance with these Standards apply in addition to duties under such policies and have to be adhered to at all times.</p>
4.	<p>3. CONCEPT OF COMPETING BUSINESS</p> <p>The following shall be deemed a participation in any business that may compete with the Company or any of its activities:</p>	<p>4. 3. CONCEPT OF <u>THE</u> COMPETING BUSINESS <u>ES</u></p> <p>The following shall be deemed a participation in any business that <u>may</u> would compete with the Company or</p>



#	Article Before Amendment	Article After Amendment
	<p>3.1 The Board member establishing a company or a sole proprietorship or the ownership of a controlling percentage of shares or stakes in a company or any other entity engaging in business activities that are similar to the activities of the Company or its group.</p> <p>3.2 Accepting membership in the Board of a company that competes with the Company or its group or managing the affairs of a competing sole proprietorship or any competing company of any form.</p> <p>3.3 Accepting membership in any committee of a company that competes with the Company or its group.</p> <p>3.4 The Board member acting as an overt or covert commercial agent for another company or entity competing with the Company or its group.</p> <p>3.5 The Board member providing advice or guidance to any company or business or a person working for a company or business that is competing with the Company or its group.</p> <p>3.6 The Board member using his/her knowledge of or influence over any of the Company's or its group's clients, suppliers or advisors for the benefit of any company or person working for a company or business that is competing with the Company or its group.</p>	<p>any of its<u>the</u> activities <u>of the Company or its Subsidiaries</u>:</p> <p><u>4.1</u> 3.1 The Board member <u>or the committees members'</u> establishing a company or a sole proprietorship or the ownership of a controlling percentage of shares or stakes in a company or any other entity engaging in business activities that are similar to the activities of the Company or its group.</p> <p><u>4.2</u> 3.2 Accepting membership in the Board of a company, <u>or any entity</u> that competes with the Company or its group or managing the affairs of a competing sole proprietorship or any competing company of any form, <u>except the Company's affiliates.</u></p> <p><u>4.3</u> 3.3 Accepting membership in any committee of a company, <u>or an entity</u> that competes with the Company or its group.</p> <p><u>4.4</u> 3.4 The Board member <u>or its committee member</u> acting as an overt or covert commercial agent for another company or entity competing with the Company or its group, <u>except the Company's affiliates.</u></p> <p><u>4.5</u> 3.5 The Board member <u>or its committee member</u> providing advice or guidance to any company, <u>or any entity</u>, or a person working for a company <u>or an entity</u> that is competing with the <u>businesses of the</u> Company or its group.</p> <p><u>4.6</u> 3.6 The Board member <u>or its committee member</u> using his/her knowledge of or influence over any of the Company's <u>client</u> (or its group's <u>clients</u>) clients, suppliers or advisors for the benefit of any company, <u>or any entity</u>, or person working for a company <u>or an entity</u> that is competing with the Company or its group.</p>
5.	<p>4. COMPETING WITH THE COMPANY</p> <p>4.1 A Board member may not participate in any business that may compete with the Company, its group or any of their activities, nor be a member of the board in a company that competes with the Company, its group</p>	<p><u>5.</u> 4. COMPETING WITH THE COMPANY</p> <p><u>5.1</u> 4.1 A Board member <u>or a committee member</u> may not participate in any business that may compete with the Company, <u>its Subsidiaries</u> or any of their activities, nor may be a member of the board <u>or a member</u></p>



#	Article Before Amendment	Article After Amendment
	<p>or any of their activities, unless such member obtains the authorization from the Ordinary General Assembly.</p> <p>4.2 The above duty is the personal responsibility of each member of the Board. Board members undertake to disclose to the Board on an ongoing basis of any change in their respective positions.</p> <p>4.3 When a Board member wishes to engage in a business that may compete with the Company, its group or any of their activities, the following shall be considered:</p> <p>4.3.1 Notifying the Board of the competing businesses he/she desires to engage in and recording such notification in the minutes of the Board meeting.</p> <p>4.3.2 The conflicted member shall abstain from voting on the related resolution or taking part in decision making in the Board and General Assembly meeting.</p> <p>4.3.3 The Chairman of the Board informing the Ordinary General Assembly, once convened, of the competing businesses that the member of the Board is engaged in.</p> <p>4.3.4 Obtaining the consent of the Company's Ordinary General Assembly authorizing the member to engage in the competing business.</p> <p>4.4 The Board, when assessing the Board member's competition with the Company's business, shall take into account the following standards:</p> <p>4.4.1 The geographical reach of the business competing with the Company, its group or any of its activities.</p> <p>4.4.2 Whether engaging in the competing business would</p>	<p><u>of its committees be a member of the board of directors</u> in a company that competes with the Company, <u>its Subsidiaries</u> or any of their activities, unless such member obtains the authorization from the ordinary general assembly <u>of the Company or the board of directors pursuant to a delegation from the ordinary general assembly that allows him to do so and in accordance with the controls stipulated in these standards, Companies Law, and the relevant regulations issued by the Capital Market Authority.</u></p> <p><u>5.2</u> 4.2—The above duty is the personal responsibility of each member of the Board <u>and its committees</u>. Board members <u>and committees' members</u> undertake to disclose to the Board on an ongoing basis of any change in their respective positions.</p> <p><u>5.3</u> 4.3—When a Board member <u>or a committee member</u> wishes to engage in a business that may compete with the Company, <u>its Subsidiaries</u> or any of their activities, the following shall be considered:</p> <p><u>5.3.1</u> 4.3.1—Notifying the board <u>of directors fully and immediately before participating in any competing business or businesses that he/she wishes of the competing businesses he/she desires</u> to engage in and recording such notification in the minutes of the Board meeting.</p> <p><u>5.3.2</u> 4.3.2 The conflicted member shall abstain from voting on the related resolution <u>to be issued in this regard or taking part in decision making in the Board and General Assembly at the meeting of the board of directors, its committees, and the shareholders' general assemblies.</u></p>



#	Article Before Amendment	Article After Amendment
	<p>prevent the Board member from giving sole consideration to the interests of the Company.</p> <p>4.4.3 Whether the activities undertaken by the Board member in one role are likely to have a material impact on his/her role as a Board member of the Company.</p> <p>4.5 The deliberations and decisions around the competing business of a Board member shall be recorded in the minutes of meeting of the Board.</p> <p>4.6 If the Board of Directors determines that these Standards were breached, violators shall be liable before the competent judicial authorities for appropriate compensation for all damages or losses incurred by the Company with regard thereto, unless an authorization was obtained in that regard from the Ordinary General Assembly.</p>	<p><u>5.3.3</u> 4.3.3—The <u>board of directors</u> Chairman of the Board informing the ordinary general assembly, once convened, of the competing businesses that the member of the Board, <u>or a member of one of its committees</u>, is engaged in, <u>after the board assesses the board member's or the committees' member's competition with the Company's business or if he/she is in competition with one of the branch activities that it conducts in accordance with these standards, provided that such businesses are assessed on annual basis.</u></p> <p><u>5.3.4</u> 4.3.4 Obtaining an authorization of the Company's ordinary general assembly, <u>or of the board through a delegation of the ordinary general assembly,</u> <u>for</u> the member to engage in the competing business. <u>The ordinary general assembly shall have the right to delegate the authorization powers to the board, provided that the resolution of that general assembly specifies the competing businesses and activities that the delegated board may authorize during the delegation period. The period of the delegation shall be a maximum of one year from the date of the approval by the general assembly to delegate its powers, or until the end of the term of the delegated board, whichever is earlier. Any</u></p>



#	Article Before Amendment	Article After Amendment
		<p><u>member of the board shall not be allowed to vote on the items of delegation and the revocation in the ordinary general assembly.</u></p> <p>4.4 The Board, when assessing the Board member's competition with the Company's business, shall take into account the following standards:</p> <p>The geographical reach of the business competing with the Company, its group or any of its activities.</p> <p>Whether engaging in the competing business would prevent the Board member from giving sole consideration to the interests of the Company.</p> <p>4.4.1 Whether the activities undertaken by the Board member in one role are likely to have a material impact on his/her role as a Board member of the Company.</p> <p><u>5.4</u> 4.4 The deliberations and decisions around the competing business of a Board member <u>or the committee member</u> shall be recorded in the minutes of meeting of the Board.</p> <p><u>5.5</u> 4.5 If the Board of Directors determines that these Standards were breached, violators shall be liable before the competent judicial authorities for appropriate compensation for all damages or losses incurred by the Company with regard thereto, unless an authorization was obtained in that regard from the <u>Company's Ordinary General Assembly, or the board of directors pursuant to a delegation from the ordinary general assembly.</u></p> <p><u>5.6</u> The board of directors' report shall include any <u>information relating to any competing business with the Company or any of its activities that any member of the Board is engaging in or was engaging in such competing businesses, including the names of persons in relation, the nature, conditions of such competing businesses. If there are no such competing businesses, the Company must submit a statement thereof.</u></p>



#	Article Before Amendment	Article After Amendment
6.	-	<p><u>6. ASSESSMENT OF COMPETING BUSINESSES</u></p> <p><u>The Board, when assessing the competition of a member of the board or a member of one of its committees for the business of the Company or any of its Subsidiaries, shall take into account the following standards:</u></p> <p><u>6.1 The geographical reach of the business competing with the business of the Company or any of its subsidiaries.</u></p> <p><u>6.2 Whether engaging in the competing business would prevent the Board member from taking care of the Company's interests.</u></p> <p><u>6.3 Whether practicing a competing business is likely to have a material impact on his/her role as a Board member or a committee member at the Company.</u></p>
7.	<p>5. DISCLOSURE OF COMPETING BUSINESS BY NOMINEES</p> <p>A person who desires to nominate himself/herself for membership on the Board shall disclose to the Board or the General Assembly if he/she is engaging or intending to engage in a business that may compete with the Company, its group or any of their activities.</p> <p>6. DUTIES OF BOARD MEMBERS ENGAGED IN A COMPETING BUSINESS</p> <p>6.1 Board members shall perform their duties with honesty and integrity and put the interests of the Company above their own interest, and not use their position to achieve personal interests.</p> <p>6.2 Board members shall protect the confidentiality of the information related to the Company and its activities, and not disclose any such information to any person.</p>	<p><u>7. DISCLOSURE OF COMPETING BUSINESS BY NOMINEES</u></p> <p>A person who desires to nominate himself/herself for membership on the Board <u>or any of its committees</u> shall disclose to the Board or the General Assembly if he/she is engaging or intending to engage in a business that may compete with the Company, or any of its activities, <u>or any of its subsidiaries.</u></p> <p><u>8. DUTIES OF BOARD MEMBERS AND COMMITTEES' MEMBERS ENGAGED IN A COMPETING BUSINESS</u></p> <p><u>8.1</u> Board members <u>and committees' members</u> shall perform their duties with honesty and integrity and put the interests of the Company above their own interest, and not use their position<u>s</u> to achieve personal interests.</p> <p><u>8.2</u> Board members <u>and committees' members</u> shall protect the confidentiality of the information related to the Company and its activities, and not disclose any such information to any person.</p>



#	Article Before Amendment	Article After Amendment
	<p>6.3 Board members shall not misuse or benefit, directly or indirectly, from any of the Company's assets, information or investment opportunities presented to them or the Company, in their capacity as members of the Board. This includes investment opportunities which are within the activities of the Company, or which the Company wishes to make use of. Such prohibition shall extend to Board members who resign to, directly or indirectly, use investment opportunities that the Company wishes to use, which came to their knowledge during their tenure on the Board.</p>	<p><u>8.3</u> Board members <u>and committees' members</u> shall not misuse or benefit, directly or indirectly, from any of the Company's assets, information or investment opportunities presented to them, in their capacity as members of the Board <u>or its committees</u>. This includes investment opportunities which are within the activities of the Company, or which the Company wishes to make use of. Such prohibition shall extend to Board members <u>and committees' members</u> who resign to, directly or indirectly, use investment opportunities that the Company wishes to use, which came to their knowledge during their tenure on the Board <u>or any of its committees</u>.</p> <p><u>8.4</u> <u>Members of the Board and the committees emanating from it shall commit to avoiding competition with the Company as much as possible and adhering to the applicable rules and regulations and the Company's policies when dealing with competition cases.</u></p>
8.	<p>7. REFUSAL TO GRANT THE AUTHORIZATION</p> <p>If the Ordinary General Assembly rejects granting the authorization pursuant to Article 72 of the Companies Law and Article 46 of the Corporate Governance Regulations, the member of the Board shall resign within a period specified by the General Assembly; otherwise, his/her membership in the Board shall be deemed terminated, unless he/she decides to withdraw from such contract, transaction or competing venture or regularize his/her situation in accordance with the Companies Law and its Implementing Regulations prior to the end of the period set by the General Assembly.</p>	<p><u>9. REFUSAL TO GRANT THE AUTHORIZATION</u></p> <p>If the Ordinary General Assembly <u>or the Board of Directors, pursuant to a delegation from the general assembly,</u> rejects to grant<u>granting</u> the authorization <u>to a member of the Board of Directors or any of its committees' members to engage in a business that would compete with the Company or any of its subsidiaries;</u> pursuant to Article 72 of the Companies Law and Article 46 of the Corporate Governance Regulations, <u>then</u> the member of the Board <u>or a committee</u> shall <u>submit his resignation</u>resign within a period <u>to be</u> specified by the General Assembly <u>or the Board of Directors, pursuant to a delegation by the General Assembly;</u> otherwise, his/her membership in the Board <u>or the committee</u> shall be deemed <u>terminated</u>expired, unless <u>the Board member or committee member decides to withdraw from competing business,</u> he/she decides to withdraw from such contract, transaction or competing venture <u>or</u> regularize his/her situation in accordance with the Companies Law and its Implementing Regulations prior to the end of the period <u>specified</u> set by the General Assembly <u>or the Board of Directors,</u></p>



#	Article Before Amendment	Article After Amendment
		<u>pursuant to a delegation from the General Assembly.</u>
9.	8. STANDARDS GOVERNANCE The Remunerations & Nomination Committee shall be responsible for periodically reviewing these Standards as well as assessing their effectiveness in achieving their objectives pursuant to Article 65(7) of the Corporate Governance Regulations.	10. STANDARDS GOVERNANCE The Remunerations & Nomination <u>and Remuneration</u> Committee shall be responsible for periodically reviewing these Standards as well as assessing their effectiveness in achieving their objectives. <u>pursuant to Article 65(7) of the Corporate Governance Regulations.</u>
10.	9. PUBLICATION AND AMENDMENT The Company shall abide by and comply with these Standards as of the date when it is approved by the Ordinary General Assembly of Shareholders and shall be published on the Company's website to enable shareholders, stakeholders and the general public to access them.	11. PUBLICATION AND AMENDMENT The Company <u>and its professionals</u> shall abide by and comply with these Standards as of the date when it is approved by the Ordinary General Assembly of <u>the Company</u> Shareholders and shall be published on the Company's website to enable shareholders, stakeholders and the general public to access them.
11.	DOCUMENT VERSION CONTROL The General Counsel of the Group shall maintain these Standards and any amendments thereto, and the issuance of these Standards and its amendment shall require the approval of the Board of Directors and the General Assembly of HMG, provided that any amendments are duly disclosed to the concerned parties after obtaining the required approvals.	DOCUMENT VERSION CONTROL The General Counsel of the Group shall maintain these Standards and any amendments thereto, and the issuance <u>or of these Standards and its</u> amendment <u>of these Standards</u> shall require the approval of the Board of Directors and the General Assembly of HMG, provided that <u>they</u> any amendments are duly <u>communicated</u> disclosed to the parties concerned after obtaining the required approvals.



Attachment regarding item # 15

Nomination and Remuneration

Committee Charter

● technology
cutting
edge



Amendments to Nomination and Remuneration Committee Charter

#	Article Before Amendment	Article After Amendment
1.	<p>1. INTRODUCTION</p> <p>The Nomination and Remuneration Committee Charter of the Board of Directors (the "Board") of Dr. Sulaiman Al Habib Medical Group" (hereinafter referred as "HMG," the "Company," or the "Group") has been prepared to comply with articles (60 and 64) of the Ccorporate Governance Regulations issued by the Capital Market Authority (the "CMA") Board pursuant to Decision No. (8-6-2017) Dated 13/2/2017, which required that the "The Company's General Assembly, based on the Board recommendation, shall issue a regulation for the Nomination and Remuneration Committee (hereinafter referred to as the "Committee" or "NRC") including its procedure, duties and rules for selecting its members, the term of their membership and their remunerations."</p>	<p>1. INTRODUCTION</p> <p>The Nomination and Remuneration Committee Charter (<u>hereinafter referred to as the "Committee" or "NRC"</u> of the Board of Directors (the "<u>Board or Board of Directors</u>") of Dr. Sulaiman Al Habib Medical Group" (hereinafter referred as "HMG," the "Company," or the "Group") has been prepared <u>issued</u> to comply with articles (60 and 64) of the Corporate <u>Corporate</u> Governance Regulations <u>as amended</u> issued by the Capital Market Authority (the "CMA") Board pursuant to Decision No. (8-6-2017) Dated 13/2/2017, which required that the "The Company's General Assembly, based on the Board recommendation, shall issue a regulation for <u>in relation to</u> the Nomination and Remuneration Committee (hereinafter referred to as the "Committee" or "NRC") including its procedure, duties and rules for selecting its members, the term of their membership and their remunerations."</p>
2.	<p>2. PURPOSE</p> <p>The Committee is created by Board of the Group. The purpose of the Committee shall be to provide recommendations to the Board of Directors for:</p> <p>2.1 Supervising the nomination process for the Board, committees, and appointment of executive management while ensuring that such appointments are linked to performance.</p> <p>2.2 Managing the process of assessing and evaluating Board and committee members' performance.</p> <p>2.3 Overseeing the succession plan for key positions in the Group. Recommending remuneration packages for Board members and executive management officers in line with Bylaws and the Articles of Association.</p>	<p>2. PURPOSE</p> <p>The Committee is created by Board of the Group. The purpose of the Committee shall be to <u>assist the Board by carrying out the tasks and responsibilities assigned to the Committee in accordance with this Charter and the relevant rules and regulations.</u> provide recommendations to the Board of Directors for:</p> <p>2.1 Supervising the nomination process for the Board, committees, and appointment of executive management while ensuring that such appointments are linked to performance.</p> <p>2.2 Managing the process of assessing and evaluating Board and committee members' performance.</p> <p>2.3 Overseeing the succession plan for key positions in the Group.</p> <p>2.4 <u>2.1</u> Recommending remuneration packages for Board members and executive management officers in line with Bylaws and the Articles of Association.</p>
3.	<p>3. COMPOSITION</p>	<p>3. COMPOSITION</p>



#	Article Before Amendment	Article After Amendment
	<p>3.1 Rules for selecting NRC members, nomination process and the term of their membership:</p> <p>3.1.1 The Board appoint the Committee members for a period of three years starting and expiring with the official term of the Board.</p> <p>3.1.2 The Committee shall consist of at least three (3) and a maximum of five (5) members. Majority of NRC members shall be non-executive directors, and the Board may appoint persons other than Board members either from shareholders or others, while ensuring that at least one of the NRC members is an independent Board member of the Group.</p> <p>3.1.3 HMG Board shall appoint one of the NRC members as the chairman of the Committee. In case such appointment does not take place, the Committee members shall appoint one of them as the chairman of the NRC.</p> <p>3.1.4 The chairman of the Board may not be appointed as the chairman of the Committee.</p> <p>3.1.5 The chairman of the Committee shall be an independent Board member.</p> <p>3.1.6 The Committee members shall have the appropriate experience and qualifications relevant to the duties, responsibilities and the nature of the Committee's functions.</p> <p>3.1.7 The Board has the right to remove and/or replace all or any of the Committee members at any time. In addition, each Committee member is entitled to resign provided that the timing of the member's resignation is appropriate and accepted by the Board.</p> <p>3.1.8 If the position of a Committee member became vacant, the Board of directors</p>	<p>3.1 Rules for selecting NRC members, nomination process and the term of their membership:</p> <p>3.1.1 The Board appoint the Committee members. <u>The for term of the Committee shall be the same as that of the term of the Company's Board of Directors a period of three years starting and shall expire ing with the official end of the</u> term of the <u>Company's</u> Board.</p> <p>3.1.2 The Committee shall consist of at least three (3) and a maximum of five (5) members. Majority of NRC members shall be <u>independent Board members and can be non-executive Board members or members from outside the Board directors, and the Board may appoint persons other than Board members either from shareholders or others, while ensuring that at least one of the NRC members is an independent Board member of the Group.</u></p> <p>3.1.3 HMG Board shall appoint one of the NRC members as the chairman of the Committee. In case such appointment does not take place, the Committee members shall appoint one of them as the chairman of the NRC.</p> <p>3.1.4 The chairman of the Board may not be appointed as the chairman of the Committee.</p> <p>3.1.5 The chairman of the Committee shall be an independent Board member.</p> <p>3.1.6 The Committee members shall have the appropriate experience and qualifications relevant to the duties, responsibilities and the nature of the Committee's functions.</p> <p>3.1.7 The Board, <u>pursuant to a resolution issued by the Board,</u> has the right to remove and/or replace all or any of the Committee members at any time. In addition, each Committee member is entitled to resign provided that the timing of the member's resignation is appropriate and accepted by the Board <u>pursuant to a resolution issued by the Board.</u></p>



#	Article Before Amendment	Article After Amendment
	<p>may appoint a member in the vacant position, provided that he/she has the appropriate experience and qualifications, and the company shall inform the CMA within the statutory period from the date of appointment (if applicable).</p> <p>3.1.9 The Company shall notify the CMA of the committee members' names, the classification of their membership, and any changes in the future within the statutory period defined in the Corporate Governance Regulations issued by CMA.</p> <p>3.2 Members qualifications:</p> <p>3.2.1 Committee members shall be knowledgeable, with competence, work experience, as well as have thorough understanding of qualifications, roles and responsibilities of directors and executives, and shall be able to devote adequate time to their duties.</p> <p>3.3 Members remuneration:</p> <p>3.3.1 Without prejudice to the relevant regulatory requirements, the remuneration of the members of the Committee shall be as follows:</p> <ul style="list-style-type: none"> • An annual remuneration of (SR 50,000) one fifty thousand riyals for each member of the Committee. • Attendance allowance of (SR 3,000) three thousand riyals per meeting for every member of the Committee. <p>3.3.2 Committee members who are resident in a city outside the meeting location are</p>	<p><u>Any member of the committee may be dismissed by a decision of the Board in the following cases:</u></p> <ol style="list-style-type: none"> <u>1. The Committee member's misuse of his position in the Committee or misconduct that the Board considers harmful to the objectives and reputation of the company in general and the Committee in particular.</u> <u>2. The Committee member loses his eligibility or suffers a physical disability that prevents him from performing his duties on the Committee.</u> <u>3. The absence of the Committee member from attending three (3) consecutive meetings or five (5) separate meetings of the Committee during his term of membership without a legitimate excuse accepted by the Board of Directors.</u> <u>4. The loss of the Committee member - at any time - of any of the requirements for membership in the Committee established by law or in accordance with this Charter.</u> <p>3.1.8 If the position of a Committee member became vacant, the Board of directors may appoint a member in the vacant position, provided that he/she has the appropriate experience, and qualifications, and the <u>Committee membership requirements</u> company shall inform the CMA within the statutory period from the date of appointment (if applicable). <u>The new member shall complete the term of his predecessor.</u></p> <p>3.1.9 The Company shall notify the CMA of the committee members' names, the classification of their membership, and any</p>



#	Article Before Amendment	Article After Amendment
	<p>entitled to all out of pocket expenses incurred by them to attend the meeting. Such expenses include a business class ticket as well as any accommodation and transportation expenses incurred by them. Alternatively, HMG may arrange for the above.</p> <p>3.3.3 Details of the remuneration of members of the Committee shall be disclosed in the annual report of the Board.</p> <p>3.4 Secretary of the Committee:</p> <p>3.4.1 The Secretary of the Board shall be the Secretary of the Committee.</p>	<p>changes in the future within the statutory period defined in the Ccorporate Governance Regulations issued by CMA.</p> <p>3.2 Members qualifications:</p> <p>3.2.1 Committee members shall be knowledgeable, with competence, work experience, as well as have thorough understanding of qualifications, roles and responsibilities of directors and executives, and shall be able to devote adequate time to their duties.</p> <p>3.3 Members remuneration:</p> <p>3.3.1 <u>The remuneration of the members of the Committee are determined based on the remuneration policy established by the Board for the Board members, Committee's members and the executive management in compliance with the Company's By-Laws, shareholder's general assembly resolutions, and the relevant regulatory requirements.</u>Without prejudice to the relevant regulatory requirements, the remuneration of the members of the Committee shall be as follows:</p> <ul style="list-style-type: none"> An annual remuneration of (SR 50,000) one fifty thousand riyals for each member of the Committee. Attendance allowance of (SR 3,000) three thousand riyals per meeting for every member of the Committee. <p>3.3.2 <u>The remuneration of the Committee members shall be an annual lump sum, in addition to an attendance allowance for the sessions and any other benefits stipulated in the remuneration policy by the Board for the Board members, Committee's</u></p>



#	Article Before Amendment	Article After Amendment
		<p><u>members and the executive management and shall be paid in accordance with the terms of that policy.</u></p> <p>3.3.23.3.3 <u>3.3.3</u> Committee members who are resident in a city outside the meeting location are entitled to all out of pocket expenses incurred by them to attend the meeting <u>and to participate in the Committee's activities related to its task.</u> Such expenses include a business-class ticket as well as any accommodation and transportation expenses incurred by <u>the Committee member and according to the remuneration policy established by the Board for the Board members, Committee's members and the executive management</u>them. Alternatively, HMG may arrange for the above.</p> <p>3.3.33.3.4 <u>3.3.4</u> Details of the remuneration of members of the Committee shall be disclosed in the annual report of the Board.</p> <p>3.4 Secretary of the Committee:</p> <p>3.4.1 <u>The Committee will appoint a secretary among its members or as it deems fit from the Company's employees to prepare for the Committee's meetings and work, prepare and document its minutes and follow-up implementation of its recommendations, directives and decisions without voting rights unless</u> The the <u>Secretary of the Board shall be the Secretary</u>is a member of the Committee.</p>
4.	<p>4. COMMITTEE AUTHORITY</p> <p>4.1 The Committee shall have the right to investigate on any matter falling under its terms of reference and functions, or any subject specifically requested by the Board.</p> <p>4.2 The Committee have the right to seek advice from any third party or other</p>	<p>4. COMMITTEE AUTHORITY</p> <p>4.1 The Committee shall have the right to investigate on any matter falling under its terms of reference and functions, or any subject specifically requested by the Board.</p> <p>4.2 The Committee have the right to seek advice, <u>as it deems appreciate, from the company or</u> any third</p>



#	Article Before Amendment	Article After Amendment
	<p>independent consultant when necessary to assist the Committee in performing its functions with the approval of the Board.</p> <p>4.3 The Committee shall have access to all data, information and records relating to the Company's remuneration and compensation and to have access to the reports of the administrative succession of the executives.</p>	<p>party or other independent consultant when necessary to assist the Committee in performing its functions <u>within its authorities</u> with the approval of the Board.</p> <p>4.3 The Committee shall have access to all data, information and records relating to the Company's remuneration and compensation and to have access to the reports of the administrative succession of the executives.</p>
5.	<p>5. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE</p> <p>5.1 Nomination:</p> <p>5.1.1 Recommend clear policies and standards for Board membership, executive management and HMG's representatives in subsidiaries and associates.</p> <p>5.1.2 The annual review of the requirements suitable for membership of the Board and executive management and the preparation of a description of the required remuneration capabilities and qualifications for such membership.</p> <p>5.1.3 Determining the time a Board member should allocate to the work of the Board.</p> <p>5.1.4 Review the structure and composition of the Board, Board committees, and HMG's executive management and provide recommendations regarding recommended changes.</p> <p>5.1.5 The Committee can recommend appointing new members to the Board or Board Committees to fill vacancies as needed.</p> <p>5.1.6 Provide job descriptions for executive, non-executive, independent Board members and senior executive management.</p> <p>5.1.7 Set procedures to be followed if the position of a member of the Board or a senior executive becomes vacant.</p>	<p>5. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE</p> <p>5.1 Nomination:</p> <p>5.1.1 Recommend clear policies and standards for Board membership, executive management and HMG's representatives in subsidiaries and associates.</p> <p><u>5.1.2</u> The annual review of the requirements suitable for membership of the Board, <u>the committees</u>, and executive management. and</p> <p><u>5.1.3</u> The preparation of a description of the required remuneration capabilities and qualifications for <u>membership of the Board, the committees, and executive management</u> such membership.</p> <p><u>5.1.4</u> Determining the time a Board member should allocate to the work of the Board.</p> <p><u>5.1.5</u> Review the structure and composition of the Board, Board committees, and HMG's executive management and provide recommendations regarding recommended changes.</p> <p><u>5.1.6</u> The Committee can recommend appointing new members to the Board or Board Committees to fill vacancies <u>or additional members</u> as needed.</p> <p><u>5.1.7</u> Provide job descriptions for executive, non-executive, independent Board members and senior executive management.</p> <p><u>5.1.8</u> Set procedures to be followed if the position of a member of the Board or a senior executive becomes vacant.</p>



#	Article Before Amendment	Article After Amendment
	<p>5.1.8 Assess performance of the Board in terms of strengths and weaknesses and recommend necessary solutions in the best interests of the Company through:</p> <ol style="list-style-type: none"> propose the necessary mechanisms to annually assess the performance of the Board, its members and committees and the executive management using key performance indicators linked to the extent to which the strategic objectives of the Company have been achieved, the quality of the risk management and the efficiency of the internal control systems, among others, provided that weaknesses and strengths shall be identified and a solution shall be proposed for the same in the best interests of the Company. Assist the Board in its responsibility toward carrying out the necessary arrangements to obtain an assessment of its performance from a competent third party every three years. 	<p><u>5.1.9</u> Assess performance of the Board in terms of strengths and weaknesses and recommend necessary solutions in the best interests of the Company through:</p> <ol style="list-style-type: none"> propose the necessary mechanisms to annually assess the performance of the Board, its members and committees and the executive management using key performance indicators linked to the extent to which the strategic objectives of the Company have been achieved, the quality of the risk management and the efficiency of the internal control systems, among others, provided that weaknesses and strengths shall be identified and a solution shall be proposed for the same in the best interests of the Company. Assist the Board in its responsibility toward carrying out the necessary arrangements to obtain an assessment of its performance from a competent third party every three years <u>with the approval of the Board</u>. <p><u>5.1.10</u> Provide recommendations to the Board for the nomination and re-nomination of its members in accordance with approved policies and standards, taking into account that nomination shall not include any person convicted of a crime involving moral turpitude or dishonesty. <u>When nominating members of the Board of Directors, the Committee shall take into account the terms and conditions stated in the Corporate Governance Regulations and the requirements decided by the CMA.</u></p> <p><u>5.1.11</u> Ensure on an annual basis the independence of independent directors and ensure the absence of any conflicts of interest if a Board member</p>
	<p>5.1.9 Provide recommendations to the Board for the nomination and re-nomination of its members in accordance with approved policies and standards, taking into account that nomination shall not include any</p>	



#	Article Before Amendment	Article After Amendment
	<p>person convicted of a crime involving moral turpitude or dishonesty.</p> <p>5.1.10 Ensure on an annual basis the independence of independent directors and ensure the absence of any conflicts of interest if a Board member also acts as a member of the Board of another company.</p> <p>5.1.11 Study and review the CEO's recommendations concerning the appointment and termination of executive management team.</p> <p>5.1.12 Study and review succession plans for the Company in general and for the Board, CEO and executive management in particular.</p> <p>5.1.13 Provide an appropriate level of training and introduce new Board and committee members about the Company's businesses and achievements to enable them to perform their role effectively and efficiently.</p> <p>5.1.14 Develop the necessary mechanisms for Board members and the executive management to continuously enrol in training programs and courses in order to develop their skills and knowledge in the fields related to the activities of the Company.</p> <p>5.1.15 Ensure that HMG publishes the Board nomination announcements on the websites of the HMG and Tadawul and through any other medium specified by the CMA to invite persons wishing to be nominated to the membership of the Board, provided that the nomination period shall remain open for at least a month from the date of the announcement.</p>	<p>also acts as a member of the Board of another company.</p> <p>5.1.12 Study and review the CEO's recommendations concerning the appointment and termination of executive management team.</p> <p>5.1.13 Study and review succession plans for the Company in general and for the Board, CEO and executive management in particular.</p> <p>5.1.14 Provide an appropriate level of training and introduce new Board and committee members about the Company's businesses and achievements to enable them to perform their role effectively and efficiently.</p> <p>5.1.15 Develop the necessary mechanisms for Board members and the executive management to continuously enrol in training programs and courses in order to develop their skills and knowledge in the fields related to the activities of the Company.</p> <p>Ensure that HMG publishes the Board nomination announcements on the websites of the HMG and Tadawul and through any other medium specified by the CMA to invite persons wishing to be nominated to the membership of the Board, provided that the nomination period shall remain open for at least a month from the date of the announcement.</p> <p>5.2 Remuneration:</p> <p>5.2.1 Prepare a clear remuneration policy for Board members, its committees and the executive management that enhances management team motivation and helps in retaining employees. NRC should present such policy to the Board in preparation for approval by the General Assembly, provided that such policy follows standards that are linked to performance</p>
	5.2 Remuneration:	



#	Article Before Amendment	Article After Amendment
	<p>5.2.1 Prepare a clear remuneration policy for Board members, its committees and the executive management that enhances management team motivation and helps in retaining employees. NRC should present such policy to the Board in preparation for approval by the General Assembly, provided that such policy follows standards that are linked to performance and disclosing and ensuring the implementation of such policy.</p> <p>5.2.2 Clarify the relation between the paid remunerations and the adopted remuneration policy and highlight any material deviation from that policy.</p> <p>5.2.3 Review periodically the remuneration policy and assess its effectiveness in achieving its objectives.</p> <p>5.2.4 Provide recommendations to the Board in respect of the remunerations of its members, the committees' members and senior executives, in accordance with approved policy.</p> <p>5.2.5 Take into consideration situations where remunerations should be suspended or reclaimed if it is determined that such remunerations were set based on inaccurate information provided by a member of the Board or the executive management, in order to prevent abuse of power to obtain unmerited remunerations.</p> <p>5.2.6 Provide recommendation with respect to the grant of Company's shares to the Board members and the executive management, whether newly issued or purchased by the Company.</p> <p>5.2.7 Review the executive management remunerations, including long and short-term incentives, set the executive</p>	<p>and disclosing and ensuring the implementation of such policy.</p> <p>5.2.2 Clarify the relation between the paid remunerations and the adopted remuneration policy and highlight any material deviation from that policy.</p> <p>5.2.3 Review periodically the remuneration policy and assess its effectiveness in achieving its <u>aimed</u> objectives.</p> <p>5.2.4 Provide recommendations to the Board in respect of the remunerations of its members, the committees' members and senior executives, in accordance with approved policy <u>taking into account the practices of other companies in determining remunerations to avoid what may result from an unjustified increase in remunerations and compensation for senior executives.</u></p> <p>5.2.5 <u>Provided recommendations to the Board in respect of the</u> Take into consideration situations where remunerations should be suspended or reclaimed if it is determined that such remunerations were set based on inaccurate information provided by a member of the Board or the executive management, in order to prevent abuse of power to obtain unmerited remunerations.</p> <p>5.2.6 Provide recommendation with respect to <u>organizing programs for the granting shares in the</u> Company to the Board members and the executive management, whether newly issued or purchased by the Company.</p> <p>5.2.7 Review the executive management remunerations, including long and short-term incentives, set the executive management KPIs, and recommend to the Board in this regard.</p>



#	Article Before Amendment	Article After Amendment
	<p>management KPIs, and recommend to the Board in this regard.</p> <p>5.2.8 Review and approve the CEO's recommendations concerning the general guidelines of the executive management remuneration and other benefits, which the CEO implements in light of the remuneration policy.</p>	<p>5.2.8 Review and approve the CEO's recommendations concerning the general guidelines of the executive management remuneration and other benefits, which the CEO implements in light of the remuneration policy.</p>
6.	<p>6. MEMBERS RESPONSIBILITIES</p> <p>6.1 Attend all or majority of Nomination and Remuneration Committee meetings either personally or via phone or video conference.</p> <p>6.2 Dedicate enough time to participate in the conduct of the Committee matters and meetings.</p> <p>6.3 Ensure integrity with the conduct of Nomination and Remuneration Committee matters and meetings.</p> <p>6.4 Obtain adequate skills and trainings necessary for the participation and conduct of the Committee matters.</p> <p>6.5 Participate and vote on the Committee decisions.</p> <p>6.6 Provide full support to the Chairman of the Committee in setting-up of the meeting agendas and confirmation on minutes of the meetings.</p> <p>6.7 Inform other members of the Committee on any change in regulations and leading practices effecting role and responsibilities of the Committee.</p>	<p>6. MEMBERS RESPONSIBILITIES</p> <p>6.1 Attend all or majority of Nomination and Remuneration Committee meetings either personally or via phone or video conference.</p> <p>6.2 Dedicate enough time to participate in the conduct of the Committee matters and <u>its</u> meetings.</p> <p>6.3 Ensure integrity with the conduct of Nomination and Remuneration Committee matters and <u>its</u> meetings.</p> <p>6.4 Obtain adequate skills and trainings necessary for the participation and conduct of the Committee matters.</p> <p>6.5 Participate and vote on the Committee decisions.</p> <p>6.6 Provide full support to the Chairman of the Committee in setting-up of the meeting agendas and confirmation <u>ratifications</u> of on minutes of the meetings.</p> <p>6.7 Inform other members of the Committee on any change in regulations and leading practices effecting role and responsibilities of the Committee.</p>
7.	<p>7. ROLES OF THE CHAIRMAN</p> <p>7.1 Oversee planning and conduct of Committee meetings including approval of the agenda and minutes.</p> <p>7.2 Providing appropriate information from management to enable the Committee to exercise their accountabilities.</p>	<p>7. ROLES OF THE CHAIRMAN</p> <p><u>7.1 Manga and chair the Committee's meetings and work to enhance its effectiveness. If the Committee's chairman is unable to attend, he may delegate one of its members to chair the specific session.</u></p> <p><u>7.2 Attend general assemblies to answer shareholders' questions related to the Committee's work, and he</u></p>



#	Article Before Amendment	Article After Amendment
	<p>7.3 Ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled.</p> <p>7.4 Oversee reporting to the Board from the Committee.</p> <p>7.5 In conjunction with the Chairman of the Board, oversee the annual assessment of the Committee's performance.</p> <p>7.6 Ensuring that the Committee has direct access to such members of senior management as may be required by the Board.</p>	<p><u>may have one of the Committee members act on his behalf.</u></p> <p><u>7.3 Send a writing invitation to attend the Committee meetings in sufficient advance of the meeting date.</u></p> <p><u>7.4</u> Oversee planning and conduct of Committee meetings including approval of the agenda and minutes.</p> <p><u>7.5</u> Providing appropriate information from management to enable the Committee to exercise their accountabilities.</p> <p><u>7.6</u> Ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled.</p> <p><u>7.7 Ensure that the Committee members are provided with the necessary presentations, documents, and sufficient information regarding the topics presented to them sufficiently before the meeting date to enable the Committee to take decisions regarding them.</u></p> <p><u>7.8</u> Oversee reporting to the Board from the Committee <u>and submitting periodic reports to follow up on the Committee's work, performance, activities, recommendations, and findings to the Board of Directors, provided that the report is in writing.</u></p> <p><u>7.9</u> In conjunction with the Chairman of the Board, oversee the annual assessment of the Committee's performance.</p> <p><u>7.10</u> Ensuring that the Committee has direct access to such members of senior management as may be required by the Board.</p>
8.	<p>8. NOMINATION AND REMUNERATION COMMITTEE SECRETARY</p> <p>8.1 Acting as a primary point of contact and source of information, advice, and guidance for Committee members regarding HMG activities, in order to support the decision-making process.</p> <p>8.2 Monitoring the Committee activities and ensuring that Committee members are fully briefed on any information that may be required while taking decisions.</p> <p>8.3 Maintaining the Committee Charter and guiding the Committee's activities to be carried out in compliance with the Charter. This includes advising the Committee on amendments to the Charter as necessary.</p>	<p>8. NOMINATION AND REMUNERATION COMMITTEE SECRETARY</p> <p>8.1 Acting as a primary point of contact and source of information, advice, and guidance for Committee members regarding HMG activities, in order to support the decision-making process.</p> <p>8.2 Monitoring the Committee activities and ensuring that Committee members are fully briefed on any information that may be required while taking decisions.</p> <p>8.3 Maintaining the Committee Charter and guiding the Committee's activities to be carried out in compliance with the Charter. This includes advising the Committee on amendments to the Charter as necessary.</p> <p>8.4 Preparing communication letters upon arranging with the Committee Chairman as the need arise, and</p>



#	Article Before Amendment	Article After Amendment
	<p>8.4 Preparing communication letters upon arranging with the Committee Chairman as the need arise, and addressing the same to the Committee members, Board of Directors, and relevant parties. This includes handling the required communication to schedule/call for Committee meetings.</p> <p>8.5 Preparing information packages that need to be circulated to the Committee members upon Committee meetings.</p> <p>8.6 Assisting the Committee Chairman to set and prepare Committee meeting agendas and circulating the same for Committee members in advance of the meeting dates.</p> <p>8.7 Attending Committee meetings for the objective of preparing the minutes of meeting. Circulating the said minutes to all Committee members for approval.</p> <p>8.8 Documenting and following up on the issues requiring Committee action as raised in subsequent Committee meetings and recorded on the related meeting action sheet (Appendix A).</p> <p>8.9 Arranging with the parties that the Committee requests inviting to Committee meetings. This includes consultants, advisors, or any other party.</p> <p>8.10 Circulating Committee decisions to the concerned parties.</p> <p>8.11 Coordinating with the concerned departments regarding Committee decisions that necessitate legal compliance and regulatory procedures.</p>	<p>addressing the same to the Committee members, Board of Directors, and relevant parties. This includes handling the required communication to schedule/call for Committee meetings.</p> <p>8.5 Preparing information packages that need to be circulated to the Committee members upon Committee meetings.</p> <p>8.6 Assisting the Committee Chairman to set and prepare Committee meeting agendas and circulating the same for Committee members in advance of the meeting dates.</p> <p>8.7 Attending Committee meetings for the objective of preparing the minutes of meeting. Circulating the said minutes to all Committee members for approval.</p> <p>8.8 Documenting and following up on the issues requiring Committee action as raised in subsequent Committee meetings and recorded on the related meeting action sheet (Appendix A).</p> <p>8.9 Arranging with the parties that the Committee requests inviting to Committee meetings. This includes consultants, advisors, or any other party.</p> <p>8.10 Circulating Committee decisions to the concerned parties.</p> <p><u>8.11 Save the reports submitted to the Committee and the reports submitted by the Committee.</u></p> <p><u>8.12 Verifying that Committee members adhere to the procedures approved by the Committee.</u></p> <p><u>8.13 Coordinating with the concerned departments regarding Committee decisions that necessitate legal compliance and regulatory procedures.</u></p>
9.	<p>9. MEETINGS</p> <p>9.1 The committee shall meet at least every six months a year. However, the Committee has the right to conduct exceptional meetings based on the business needs and the request of the Committee chairman or any two members of the Committee.</p> <p>9.2 The Committee member may attend through video conference or telephone call and will be considered as physical attendance, if he/she could not attend the</p>	<p>9. MEETINGS</p> <p>9.1 The committee shall meet at least every six months a year <u>and whenever there is a need</u>. However, the Committee has the right to conduct exceptional meetings based on the business needs and the request of the Committee chairman or any two members of the Committee.</p> <p>9.2 The Committee member may attend <u>personally or via modern technology means (such as telephone or video conference)</u> through video conference or</p>



#	Article Before Amendment	Article After Amendment
	meeting physically due to any emergency reason.	telephone call and will be considered as physical attendance, if he/she could not attend the meeting physically due to any emergency reason.
9.3	A quorum is achieved upon the attendance of the majority of Committee members.	9.3 A quorum is achieved upon the attendance of the majority of Committee members.
9.4	A member of the Committee shall not be authorized by more than one member to act as proxy on their behalf, if the chairman will not be able to attend the meeting, he/she may authorize one of the Committee members to chair the meeting. If the chairman did not authorize another member to chair the meeting, the Committee members, who attended the meeting, may select one of them to chair the meeting.	9.4 A member of the Committee shall not be authorized by more than one member to act as proxy on their behalf, if the chairman will not be able to attend the meeting, he/she may authorize one of the Committee members to chair the meeting. If the chairman did not authorize another member to chair the meeting, the Committee members, who attended the meeting, may select one of them to chair the meeting.
9.5	Decision-making shall be based on the majority of votes present; in the case that a tie is reached, the chairman of the meeting shall have the casting vote.	9.5 Decision-making shall be based on the majority of votes present; in the case that a tie is reached, the chairman of the meeting shall have the casting vote.
9.6	The meeting agenda shall be agreed with the Committee chairman ahead of the meeting and included as part of the invitation.	9.6 The meeting agenda shall be agreed with the Committee chairman ahead of the meeting and included as part of the invitation.
9.7	Meeting invitations shall be signed by the Committee chairman or Committee secretary if he/she has been authorized to do so by the Committee chairman and shall be sent before sufficient time. The presentation and other materials to be discussed during the meeting shall also be sent to the Committee members before sufficient time ahead of the meeting date.	<u>9.7 The Chairman of the Committee shall set the agenda for the Committee meetings and any member may propose any item to be included in the agenda. The meeting agenda shall be submitted to the Committee well in advance of the meeting.</u>
9.8	No one other than the Committee members shall be entitled to be present at a meeting of the Committee; however, others (i.e. executive team members, directors, managers, employees, observers, etc.) may attend all or part of the meeting based on Committee's request or invitation to provide the Committee with the necessary information.	<u>9.8</u> Meeting invitations shall be signed by the Committee chairman or Committee secretary if he/she has been authorized to do so by the Committee chairman and shall be sent before sufficient time. The presentation and other materials to be discussed during the meeting shall also be sent to the Committee members before sufficient time ahead of the meeting date.
9.9	Minutes including recording the names of those present and absent members, and Committee deliberations and decisions shall be drafted by the Committee secretary, shared with the Committee chairman and members within ten (10) days from the date of the meeting and members shall send their	<u>9.9</u> No one other than the Committee members shall be entitled to be present at a meeting of the Committee; however, others (i.e. <u>non Committee member from the Board.</u> executive team members, directors, managers, employees, observers, etc.) may attend all or part of the meeting based on Committee's request or invitation to provide the Committee with the necessary information <u>or to listen to his opinion or to obtain his advice.</u>
		<u>9.10</u> Minutes including recording the names of those present and absent members, and Committee deliberations and decisions shall be drafted by the Committee secretary, shared with the Committee chairman and members within ten (10) days from the



#	Article Before Amendment	Article After Amendment
	<p>comments (if any) within seven (7) days from the date of receipt. If no comments/feedback is received, the minutes shall be considered as approved, and shall be signed by the chairman of the Committee, all attending members and the secretary during that meeting or signatures can be secured by circulation (if necessary), and such records shall be kept within the Company's important documents.</p> <p>9.10 The Board will monitor the work and performance of the Committee, through its chairman, and through periodic reports submitted to the Company's Board.</p>	<p>date of the meeting and members shall send their comments (if any) within seven (7) days from the date of receipt. If no comments/feedback is received, the minutes shall be considered as approved, and shall be signed by the chairman of the Committee, all attending members and the secretary during that meeting or signatures can be secured by circulation (if necessary), and such records shall be kept within the Company's important documents. <u>The decisions of the Committee could also be approved through circulations, upon discretion of the Chairman of the Committee.</u></p> <p>9.11 The Board will monitor the work and performance of the Committee, through its chairman, and through periodic reports submitted to the Company's Board.</p>
10.	-	<p><u>Adding New Article</u> 10. RETAINING DOCUMENTS</p> <p><u>The Company shall retain all minutes, documents, reports and other papers relevant to the work of the Committee in the Company's head office for at least ten (10) years which shall be the responsibility of the Committee secretary. Without prejudice to this period, the Company, in case of any lawsuit (filed or threatened to be filed) or ongoing claim or any investigation relating to those minutes, documents, reports and other papers, shall maintain them until the end of the ongoing lawsuit, claim or investigation.</u></p>



Attachment regarding item # 16

Amendment of Policies, Standards and procedures for Board Membership Charter

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Amendments to Policies, Standards and Procedures for Board Membership

	Article Before Amendment	Article After Amendment
1.	<p>1. INTRODUCTION</p> <p>The "Policies, Standards and procedures for the membership of the Board of directors (the "Board") of Dr. Sulaiman Al Habib Medical Services Group (hereinafter also referred to as "HMG," the "Company," or the "Group") have been prepared to comply with item (3) of article (22) of the Corporate Governance Regulations (CGR) issued by the Capital Market Authority (CMA) Board pursuant to resolution No. (8-16-2017) dated 13/2/2017, which stipulated that the board shall "set forth specific and explicit policies, standards and procedures for membership in the board, without prejudice to the mandatory provisions of these Regulations, and implementing them following approval by the General Assembly".</p>	<p>1. INTRODUCTION</p> <p>The "Policies, Standards and procedures for the membership of the Board of directors (the "Board") of Dr. Sulaiman Al Habib Medical Services Group (hereinafter also referred to as "HMG," the "Company," or the "Group") have been issued<u>prepared</u> to comply with item (3) of article (22) of the Corporate Governance Regulations (CGR) issued by the Capital Market Authority (CMA) Board <u>in regards to preparation of pursuant to resolution No. (8-16-2017) dated 13/2/2017, which stipulated that the board shall "set forth specific and explicit</u> policies, standards and procedures for membership in the board <u>of directors (herein referred to as the "Board" or the "Board of Directors")</u>, without prejudice to the mandatory provisions of these Regulations, and implementing them following approval by the General Assembly".</p>
2.	<p>2. CONDITIONS AND STANDARDS OF HMG'S BOARD MEMBERSHIP</p> <p>The Board shall have the appropriate balance of skills, experience, independence and knowledge of HMG's business to enable them to discharge their respective duties and responsibilities effectively. The General Assembly (the "GA") shall take into account, when electing members to the Board, the recommendations of the Remuneration and Nomination Committee (the "NRC") and the availability of the personal and professional capabilities required to perform their duties effectively. The member shall have the following qualifications in particular:</p> <p>2.1 The nominee shall not have been previously convicted of a crime of dishonesty or moral turpitude, declared bankruptcy or insolvency, or deemed unfit for the board membership in accordance with any law or instructions applied in the Kingdom.</p>	<p>he Board shall have the appropriate balance of skills, experience, independence and knowledge of HMG's business to enable them to discharge their respective duties and responsibilities effectively. The General Assembly (the "GA") shall take into account, when electing members to the Board, the recommendations of the Remuneration and Nomination <u>and Remuneration</u> Committee (the "NRC") and the availability of the personal and professional capabilities required to perform their duties effectively. The member shall have the following qualifications in particular:</p> <p>2.1 The nominee shall not have been previously convicted of a crime <u>prejudicial to honor, honesty, or trust, of dishonesty or moral turpitude</u>, declared bankruptcy or insolvency, or deemed unfit for the board membership in accordance with any law or instructions applied in the Kingdom.</p> <p>2.2 The nominee shall not be a member of the boards of more than five listed joint stock companies at the same time.</p> <p>2.3 The Board member shall represent all shareholders <u>of the Company</u> and shall abide by what meets the</p>



	Article Before Amendment	Article After Amendment
	<p>2.2 The nominee shall not be a member of the boards of more than five listed joint stock companies at the same time.</p> <p>2.3 The Board member shall represent all shareholders and shall abide by what meets the interests of the Company in general and not what serves the interests of the group he represents or the group that voted in favor of his/her appointment as a Board member.</p> <p>2.4 Independent Board members of HMG shall not be less than one-third of the total Board members, or two independent members, whichever is greater, in line with the CMA's Corporate Governance Regulations.</p> <p>2.5 The majority of the Board members should be comprised of non-executive members, in line with the CMA's Corporate Governance Regulations.</p> <p>2.6 Independent Board members shall enjoy complete independence in his/her position and decisions and not having any independence conflicts stipulated in article 20 of the CG Regulation.</p> <p>2.7 A member of the Board is required to be professionally capable and has the required experience, knowledge, skill and independence which enable them to perform their duties efficiently. A member of the Board shall have the following qualifications in particular:</p> <p style="padding-left: 40px;">Ability to lead: The member shall enjoy leadership skills, which enable him/her to delegate powers in order to enhance performance and apply best practices in effective management and compliance with professional ethics and values as well as being able to communicate effectively, plan and think strategically.</p> <p style="padding-left: 40px;">Qualifications, skills and experience: The member shall have the academic qualifications</p>	<p>interests of the Company in general <u>and its shareholders, while protecting the rights of the other stakeholders</u> and not what serves the interests of the group <u>that elected him.</u> he represents or the group that voted in favor of his/her appointment as a Board member.</p> <p>2.4 Independent Board members of HMG shall not be less than one-third of the total Board members, or two independent members, whichever is greater, in line with the GMA's Corporate Governance Regulations.</p> <p>2.5 The majority of the Board members should be comprised of non-executive <u>members</u>, in line with the GMA's <u>CGR</u> Corporate Governance Regulations.</p> <p>2.6 Independent Board members shall enjoy complete independence in his/her position and decisions and not having any independence conflicts stipulated in article 20 of the <u>CGR issued by the CMA</u> CG Regulation.</p> <p>2.7 A member of the Board <u>shall</u> is required to be professionally capable and has the required experience, knowledge, skill and independence which enable them to perform their duties efficiently. A member of the Board shall have the following qualifications in particular:</p> <p style="padding-left: 40px;">Ability to lead: The member shall enjoy leadership skills, which enable him/her to delegate powers in order to enhance performance and apply best practices in effective management and compliance with professional ethics and values as well as being able to communicate effectively, plan and think strategically.</p> <p style="padding-left: 40px;"><u>Competency</u>Qualifications, skills and experience: The member shall have the academic qualifications and proper professional and personal skills as well as an appropriate level of training and practical experience related to the current and future businesses of the Company and the knowledge of management, economics, accounting, law or governance, as well as the desire to learn and receive training.</p>



	Article Before Amendment	Article After Amendment
	<p>and proper professional and personal skills as well as an appropriate level of training and practical experience related to the current and future businesses of the Company and the knowledge of management, economics, accounting, law or governance, as well as the desire to learn and receive training.</p> <p>Ability to guide: The member shall have the technical, leadership, and administrative competencies as well as the ability to take prompt decisions, and understand technical requirements and developments related to the job. He/she shall also be able to provide strategic guidance and long-term planning and have a clear future vision.</p> <p>Financial knowledge: The member shall have the ability to read and understand financial statements and reports.</p> <p>Physical fitness: The member shall not suffer from any health issue that may hinder him/her from performing his/her duties and responsibilities.</p> <p>2.8 Each member of the Board shall comply with the principles of truthfulness, honesty, loyalty, and care of the interests of the Company and its shareholders, and prioritize their interests over his/her personal interests. This shall include, in particular, the following:</p> <ul style="list-style-type: none"> • Truthfulness: is achieved when the relationship between the Board member and the Company is an honest professional relationship, and he/she discloses to the 	<p>Ability to guide: The member shall have the technical, leadership, and administrative competencies as well as the ability to take prompt decisions, and understand technical requirements and developments related to the job. He/she shall also be able to provide strategic guidance and long-term planning and have a clear future vision.</p> <p>Financial knowledge: The member shall have the ability to read and understand financial statements and reports.</p> <p>Physical fitness: The member shall not suffer from any health issue that may hinder him/her from performing his/her duties and responsibilities.</p> <p>2.8 Each member of the Board shall comply with the principles of truthfulness, honesty, <u>care and</u> loyalty, and care of the interests of the Company and its shareholders, and prioritize their interests over his/her personal interests. This, and this shall include, in particular, the following:</p> <p>Truthfulness: is achieved when the relationship between the Board member and the Company is an honest professional relationship, and he/she discloses to the Company any significant information before entering into any transaction or contract with the Company or any of its affiliates.</p> <p>Loyalty: is achieved when the Board member avoids transactions that may entail conflicts of interest and ensures fairness of dealing, in compliance with the provisions relating to conflicts of interest in the rules and regulations issued by relevant authorities.</p> <p>Care: is achieved by performing the duties and responsibilities set forth in the Companies Law, the Capital Market Law and their implementing regulations and the Company's bylaws and other relevant laws.</p>



	Article Before Amendment	Article After Amendment
	<p>Company any significant information before entering into any transaction or contract with the Company or any of its affiliates.</p> <ul style="list-style-type: none"> • Loyalty: is achieved when the Board member avoids transactions that may entail conflicts of interest and ensures fairness of dealing, in compliance with the provisions relating to conflicts of interest in the rules and regulations issued by relevant authorities. • Care: is achieved by performing the duties and responsibilities set forth in the Companies Law, the Capital Market Law and their implementing regulations and the Company's bylaws and other relevant laws. <p>2.9 The nominee shall be a natural person of at least 25 years of age, whether he/she is applying in his/her personal capacity or as a representative of a legal personality.</p> <p>2.10 Diversity of qualification and practical experience shall be taken into consideration, and priority shall be given to nominees with the appropriate skills for the Board of directors.</p> <p>2.11 A member of the Board shall resign before the end of his/her office term, if he/she lost his/her eligibility to serve as a member, or if he/she lost his/her ability to perform responsibilities or couldn't allocate the time or effort required to perform his/her role and responsibilities in the Board.</p> <p>2.12 A member of the Board who has either a conflict of interest or a</p>	<ul style="list-style-type: none"> • <u>Duty to act within conferred powers:</u> A member of the Board shall perform and exercise his/her duties and powers in managing the Company and guiding its activities within his/her conferred powers in accordance with the Companies Law and its implementing regulations and the Company's Bylaws and other relevant laws, and only exercise powers for the purposes for which they were conferred. • <u>Duty to act for the best interest of the Company and to promote its success:</u> A member of the Board of Directors shall comply with the following: <ul style="list-style-type: none"> a) Work in good faith for the best interest of the Company and all its shareholders and shall not prioritize his/her personal interests over the interest of the Company and its shareholders, and in doing so shall have regard to the rights of the other stakeholders; b) Ensure exerting all efforts to promote the success and growth of the Company and maximize its value on the long term for the benefit of its shareholders • <u>Duty to exercise independent judgment:</u> A member of the Board of Directors shall perform his/her duties objectively and independently in relation to managing the Company and making decisions, and shall avoid cases that affect his/her independence in making decisions or voting on them. • <u>Duty to exercise reasonable and expected care, attention, skill and diligence:</u> A member of the Board of Directors shall perform his/her duties and responsibilities in accordance with



	Article Before Amendment	Article After Amendment
	<p>competing interest with HMG must declare such conflict or interest prior to his appointment (or when the conflict or interest arise) and obtain the authorization of the GA with respect to such conflict or interest. If the GA rejects granting the authorization (or subsequently revokes its authorization), the relevant Board member shall resign within a period specified by the General Assembly; otherwise such Board member's membership shall be deemed terminated, unless the relevant Board member decides to withdraw from such contract, transaction, or competing venture, or decides to regularize their situations in accordance with the KSA Companies Law or and its Implementing regulations prior to the end of period set by the General Assembly.</p>	<p><u>the Companies Law, the Capital Market Law and their implementing regulations and the Company's Bylaws and other relevant laws, and in accordance with the diligence and care that should be exercised by a diligent person with the general knowledge, skill and experience that the member of the Board of Directors has, and that are expected of a person carrying out the functions carried out by the member of the Board.</u></p> <ul style="list-style-type: none"> • <u>Duty to avoid conflict of interest: A member of the Board of Directors shall avoid transactions and situations in which he/she has actual or potential direct or indirect interest that conflicts or may conflict with the Company's interest, and the member of the Board of Directors shall comply with the provisions relating to conflicts of interest in the Companies Law and its implementing regulations.</u> • <u>Duty to disclose any direct or indirect interest in businesses and contracts executed for the Company's account: A member of the Board of Directors shall disclose any direct or indirect interest he/she has in the businesses and contracts executed for the Company's account immediately upon becoming aware thereof, and shall comply with the provisions relating to disclosure of interest in businesses and contracts stipulated in the Companies Law and its implementing regulations.</u> • <u>Duty not to accept benefits from third parties in relation to his/her role in the Company: A member of the Board of Directors shall not exploit his position, duties and powers vested in him/her in his/her capacity as a Board member in any way to obtain or accept benefits from third parties for a specific</u>



	Article Before Amendment	Article After Amendment
		<p><u>act or to refrain from doing a specific act.</u></p> <p>2.9 The nominee shall be a natural person of at least 25 years of age, <u>and shall be applying as a shareholder or nominated by a shareholder.</u> whether he/she is applying in his/her personal capacity or as a representative of a legal personality.</p> <p>2.10 Diversity of qualification and practical experience shall be taken into consideration, and priority shall be given to nominees with the appropriate skills for the Board of directors.</p> <p>2.11 A member of the Board shall resign before the end of his/her office term, if he/she lost his/her eligibility to serve as a member, or if he/she lost his/her ability to perform responsibilities or couldn't allocate the time or effort required to perform his/her role and responsibilities in the Board. <u>However, in the event of a conflict of interest, the member has the option of obtaining an authorization from the Company's General Assembly or the Board of Directors, pursuant to a delegation from the General Assembly, or submitting his resignation.</u></p> <p>2.12 A member of the Board who has either a conflict of interest or a competing business interest <u>business interest</u> with the Company's businesses <u>HMG</u> must declare <u>shall disclose</u> such conflict or interest prior to his/her appointment (or when the conflict or interest arises) and obtain the authorization of the <u>General Assembly or the Board of Directors, pursuant to a delegation by the General Assembly,</u> GA with respect to such conflict or interest. If the GA <u>General Assembly or the Board of Directors, pursuant to a delegation by the General Assembly,</u> rejects granting the authorization (or subsequently revokes its authorization), the relevant Board member shall resign within a period specified by the General Assembly <u>or the Board of Directors if the Board is delegated from the General Assembly;</u> otherwise such Board member's membership shall be deemed terminated, unless the relevant Board member decides to withdraw from such contract, transaction, or competing venture, or decides to rectify <u>regularize</u> their situations in accordance with the KSA Companies Law or and its Implementing regulations prior to the end of period set by the General</p>



	Article Before Amendment	Article After Amendment
		Assembly <u>or the Board of Directors, pursuant to a delegation by the General Assembly.</u>
3.	<p>3. NOMINATION PROCEDURES FOR BOARDS MEMBERSHIP</p> <p>3.1 Each shareholder shall have the right to nominate himself/ herself or other person(s) for membership to the Board of directors, to the extent of his shareholding in the capital.</p> <p>3.2 The NRC committee shall coordinate with the executive management of the Company to announce the opening of the nomination for the Company's Board membership prior to the end of the Board's office term, while allowing for a sufficient time, in accordance with applicable laws and regulations.</p> <p>3.3 The Company shall publish the nomination announcement on the websites of the Company and the Saudi Stock Exchange and through any other medium specified by the Capital Market Authority (the "CMA"); to invite persons wishing to be nominated to the membership of the Board, provided that the nomination period shall remain open for at least a month from the date of the announcement.</p> <p>3.4 The NRC committee shall submit its recommendation to the Board of directors on nomination for the Board membership in accordance with the standards mentioned in this policy.</p> <p>3.5 Anyone who is interested in being nominated to the Company board shall declare his/her wish by notifying the Company administration in accordance with the applicable rules and regulations. This notice shall include an introduction of the nominee with respect to his/her curriculum vitae, his/her qualifications and his/her work experience, such documents shall be submitted in Arabic language. In</p>	<p>3. NOMINATION PROCEDURES FOR BOARDS MEMBERSHIP</p> <p>3.1 Each shareholder shall have the right to nominate himself/ herself or other person(s) for membership to the Board of directors, to the extent of his shareholding in the capital.</p> <p>3.2 The <u>Nomination and Remuneration</u> NRC committee <u>Committee</u> shall coordinate with the executive management of the Company to announce the opening of the nomination for the Company's Board membership prior to the end of the Board's office term, while allowing for a sufficient time, in accordance with applicable laws and regulations.</p> <p>3.3 The Company shall publish the nomination announcement on the websites of the Company and the Saudi Stock Exchange <u>(Tadawul)</u> and through any means specified by the Capital Market Authority (the "CMA"); to invite persons wishing to be nominated to the membership of the Board, provided that the nomination period shall remain open for at least a month from the date of the announcement.</p> <p>3.4 The <u>Nomination and Remuneration</u> NRC committee <u>Committee</u> shall submit its recommendation to the Board of directors on nomination for the Board membership in accordance with the standards mentioned in this policy. <u>When nominating a Board member, the Nomination and Remuneration committee shall take into consideration the provisions of the CGR and the requirements set by the Capital Market Authority.</u></p> <p>3.5 Anyone who is interested in being nominated to the Company board shall declare his/her wish by notifying the Company administration in accordance with the applicable rules and regulations. This notice shall include an introduction of the nominee with respect to his/her curriculum vitae, his/her qualifications and his/her work experience, such documents shall be submitted in Arabic <u>and English</u> languages. In addition, he/she must provide the Company with the all supporting documents such as (national ID, family ID, passport for non-Saudis nominees for Board membership and any other</p>



	Article Before Amendment	Article After Amendment
	<p>addition, he/she must provide the Company with the all supporting documents such as (national ID, family ID, passport for non-Saudis nominees for Board membership and any other relevant documents requested by the Company to meet the legal requirements).</p> <p>3.6 A person who desires to nominate himself/herself for the membership of the Board shall disclose to the Board or the General Assembly any cases of conflicts of interest, including:</p> <ul style="list-style-type: none"> • Having direct or indirect interest in the contracts and businesses entered into for the benefit of the Company in which he/she desires to be nominated to the Board. • Engaging in business that may compete with the Company or any of its activities. <p>3.7 Nominees for Board membership shall complete the form(s) specified by the CMA, which can be found on their website.</p> <p>3.8 Any nominee who is a previous board member of joint stock company shall state the names and dates of the boards in which he was a member.</p> <p>3.9 Any nominee who has served as a Board member in the Company shall enclose with the nomination notice a statement from the Company management on the last session in which he/she was a Board member including the following:</p> <ul style="list-style-type: none"> • The number of Board meetings held during each year of the session. • The number of meetings attended by the member, and the percentage of his 	<p>relevant documents requested by the Company to meet the legal requirements).</p> <p>3.6 A person who desires to nominate himself/herself for the membership of the Board shall disclose to the Board or the General Assembly any cases of conflicts of interest, including:</p> <ul style="list-style-type: none"> • Having direct or indirect interest in the contracts and businesses entered into for the benefit of the Company in which he/she desires to be nominated to the Board. • Engaging in business that may compete with the Company or any of its activities. <p>3.7 Nominees for Board membership shall complete the form(s) specified by the CMA, which can be found on their website.</p> <p>3.8 Any nominee who is a previous board member of joint stock company shall state the names and dates of the boards in which he was a member.</p> <p>3.9 Any nominee who has served as a Board member in the Company shall enclose with the nomination notice a statement from the Company management on the last session in which he/she was a Board member including the following:</p> <ul style="list-style-type: none"> • The number of Board meetings held during each year of the session. • The number of meetings attended by the member, and the percentage of his attendance of the total meetings. • The committees in which the member participated, the number of meetings held by each of these committees during each year of the session, the number of meetings attended and the attendance percentage of the total number of meetings. <p>3.10 Membership type shall be clarified upon nomination, i.e. if the nominee is an executive member or a non-executive member or an independent member.</p>



	Article Before Amendment	Article After Amendment
	<p>attendance of the total meetings.</p> <ul style="list-style-type: none"> The committees in which the member participated, the number of meetings held by each of these committees during each year of the session, the number of meetings attended and the attendance percentage of the total number of meetings. <p>3.10 Membership type shall be clarified upon nomination, i.e. if the nominee is an executive member or a non-executive member or an independent member.</p> <p>3.11 The membership nature shall be clarified, i.e. if the member is a nominee for himself /herself or he/she represents a legal person.</p> <p>3.12 The NRC committee shall coordinate with the executive team of the Company to satisfy the regulatory requirements and to provide the regulatory authorities with all required documents.</p>	<p>3.11 The membership nature shall be clarified, i.e. if the member is a nominee for himself /herself or he/she represents a legal person.</p> <p>3.12 <u>3.11</u> The NRC <u>Nomination and Remuneration committee</u> Committee shall coordinate with the executive team of the Company to satisfy the regulatory requirements and to provide the regulatory authorities with all required documents.</p>
4.	<p>4. PROCEDURES FOR THE ELECTION OF THE BOARD'S MEMBERSHIP</p> <p>4.1 The Company shall publish on the website of the Saudi Stock Exchange and through any other medium specified by the CMA information on candidates for the membership of the Board when publishing or directing the convening of the General Assembly.</p> <p>4.2 Cumulative voting is used as a voting method in Board elections.</p> <p>4.3 Voting in the General Assembly shall be confined to the Board nominees whose nominate himself/herself in accordance with the procedures, the criteria and polices mentioned above.</p>	<p>4. PROCEDURES FOR THE ELECTION OF THE BOARD'S MEMBERSHIP</p> <p>4.1 The Company shall publish on the website of the Saudi Stock Exchange and through any other medium specified by the CMA information on candidates for the membership of the Board when publishing or directing the convening of the General Assembly.</p> <p>4.2 Cumulative voting is used as a voting method in Board elections.</p> <p>4.3 Voting in the General Assembly shall be confined to the Board nominees whose nominate himself/herself in accordance with the procedures, the criteria and polices mentioned above.</p>



	Article Before Amendment	Article After Amendment
5.	<p>5. APPOINTMENT OF CHAIRMAN AND VICE CHAIRMAN</p> <p>HMG's shareholders elect the members of the Board at the GA meeting in accordance with the rules and regulations and provision provided herein. Then the Board, selects from its non-executive members a chairman and a vice chairman and the Board shall have the right to remove or re-appoint them.</p>	<p>5. APPOINTMENT OF CHAIRMAN AND VICE CHAIRMAN</p> <p>HMG's shareholders elect the members of the Board at the GA meeting in accordance with the rules and regulations and provision provided herein. Then the Board, selects from its non-executive members a chairman and a vice chairman and the Board shall have the right to remove or re-appoint them.</p>
6.	<p>6. THE EXPIRY OF THE BOARD MEMBERSHIP AND VACANCIES</p> <p>6.1 Board members are elected to a three-year term commencing from the date of their election by the GA.</p> <p>6.2 The office term of the Board member shall expire in accordance with any law or regulation worked under in the Kingdom, or because of death or resignation or conviction of a crime against honor and honesty; nonetheless, the GA may, at all times dismiss, all or any of the members of the Board, but without prejudice to the dismissed member's right to remuneration if such dismissal has taken place in an untimely manner or is without cause. Further, a member of the Board may resign office, provided that such resignation be in proper time, failing which, such member shall be liable to pay remuneration to the Company for any damage arising from such resignation.</p> <p>6.3 Upon the recommendation of the Board of directors, the GA may terminate the membership of Board member who fails to attend three consecutive Board meetings without a valid reason.</p> <p>6.4 If during the membership period, any position becomes vacant, the board shall temporarily appoint a member to fill that position provided that such member be from among persons who are</p>	<p>6. THE EXPIRYEXPIRATIONA AND TERMINATION OF THE BOARD MEMBERSHIP AND VACANCIES</p> <p>6.1 <u>The term of the Board shall expire at the end of its term, which is four years from the date of their election by the General Assembly. members are elected to a three-year term commencing from the date of their election by the GA.</u></p> <p>6.2 The office term of the Board member shall expire in accordance with any <u>applicable</u> law or regulation worked under in the Kingdom <u>of Saudi Arabia</u>, or because of death or resignation or conviction of a crime <u>prejudicial to</u> against honor and honesty; nonetheless, the <u>General Assembly</u>GA may, at all times dismiss, all or any of the members of the Board <u>taking into account any controls set by the competent authorities. In such case, the Ordinary General Assembly shall elect a new Board of Directors or a replacement for removed members, as the case may be, in accordance with the provisions of the Companies Law and its implementing regulations and the rules governing the removal of Board members specified by the competent authority. A Board member may resign pursuant to a written notice submitted to the Chairman of the Board of Directors. If the Chairman of the Board resigns, the notice shall be submitted to the Board members and the Board secretary. In both cases, the resignation shall take effect from the date specified in the notice.</u> , but without prejudice to the dismissed member's right to remuneration if such dismissal has taken place in an untimely manner or is without cause. Further, a member of the Board may resign office, provided that such resignation be in proper time, failing which, such member shall be liable to pay</p>



	Article Before Amendment	Article After Amendment
	<p>experienced and qualified and that such appointment be brought before the Ordinary General Assembly in its first meeting; and the member newly appointed shall complete the terms of his predecessor.</p>	<p>remuneration to the Company for any damage arising from such resignation.</p> <p>6.3 Upon the recommendation of the Board of directors, the <u>General Assembly</u>GA may terminate the membership of Board member who <u>has been absent from attending</u> fails to attend three consecutive Board meetings <u>or five non-consecutive Board meetings during their membership term</u> without a valid reason <u>acceptable to the Board</u>.</p> <p>6.4 If during the membership period, any <u>the</u> position of <u>a Board member</u> becomes vacant, <u>and if the minimum number of members required for the validity of Board meetings as stipulated in the Company's Bylaw is not affected by such vacancy, in such case the Board shall have the right to keep the position vacant until the end of the Board term without appointing a replacement member. Furthermore; The Board may appoint a qualified person with relevant expertise to provisionally fill the vacancy</u> the board shall temporarily appoint a member to fill that position provided that such member be from among persons who are experienced and qualified and that such appointment be brought before the Ordinary General Assembly in its first meeting; and the member newly appointed <u>member</u> shall complete the terms of his predecessor <u>in accordance with the Company's Bylaws</u>.</p> <p>6.5 If the Chairman and members of the Board of Directors resign, they shall call for an Ordinary General Assembly meeting to elect a new Board. The resignation shall not take effect until a new Board is elected, provided that the period of such continuation of the resigned Board does not exceed (120) days from the date of such resignation.</p> <p>6.6 In the event of failure to elect a Board for a new term and the term of the current Board has lapsed, the members of such Board shall continue to perform their duties until a new Board is elected, provided that the period of such continuation of the lapsed Board does not exceed (90) days from the end date of the Board's term.</p> <p>6.7 If the number of Board members falls below the minimum number required for the validity of Board meetings as stipulated in the Companies' Law or the Company's Bylaws, the remaining members shall</p>



	Article Before Amendment	Article After Amendment
		<p><u>call for an Ordinary General Assembly meeting within (60) days to elect the required number of members.</u></p> <p><u>6.8 If the Board of Directors is not elected for a new term or if the required number of Board members is not satisfied, in accordance with paragraphs (6.5), (6.6), and (6.7) of this Article, any person with interest may petition the competent judicial authority to appoint qualified persons with expertise, in any number it deems appropriate, to supervise the management of the Company and call on the General Assembly to convene within (90) days to elect a new Board of Directors or appoint Board members to satisfy the required number, as the case may be, or may petition the competent judicial authority to dissolve the Company.</u></p>
7.	<p>7. FINAL PROVISIONS (FOR PUBLICATIONS, ACCESS AND AMENDMENTS)</p> <p>This policy shall be implemented and complied with by the Company starting from the date it is approved by the GA. This policy shall be published and made available to the shareholder and the public in the Company's website after GA meeting approval. The content of this policy shall be reviewed - as needed - upon the recommendation of the Board, provided that, any recommended changes are presented to the GA in the next meeting for approval.</p>	<p>7. FINAL PROVISIONS (FOR PUBLICATIONS, ACCESS AND AMENDMENTS)</p> <p>This policy shall be implemented and complied with by the Company starting from the date it is approved by the <u>General Assembly</u>GA. This policy shall be published and made available to the shareholder and the public in the Company's website after <u>General Assembly</u>GA meeting approval. The content of this policy shall be reviewed - as needed - upon the recommendation of the Board, provided that, any recommended changes are presented to the <u>General Assembly</u>GA in the next meeting for approval.</p>



Attachment regarding item # 17

Amendment of Board, Committees & Executive Management Remuneration Policy

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Amendments to Board, Committees, and Executive Management Remuneration Policy

#	Article Before Amendment	Article After Amendment
1.	<p>1. INTRODUCTION</p> <p>The Remuneration Policy for Board, Committees and Executive Management of Dr. Sulaiman Al Habib Medical Services Group (hereinafter also referred to as “HMG”) has been prepared to comply with item (1) of article (61) of the Corporate Governance Regulations issued by the Capital Market Authority (“CMA”) Board pursuant to Decision No. (8-16-2017) Dated 13/2/2017, which stipulated that the Nomination and Remuneration Committee (“Committee” or “NRC”) shall “prepare a clear policy for the remunerations of the board members and its committees and the Executive Management, and presenting such policy to the board in preparation for approval by the General Assembly provided that such policy follows standards that are linked to performance and disclosing and ensuring the implementation of such policy”.</p>	<p>1. INTRODUCTION</p> <p>The Remuneration Policy for Board, Committees and Executive Management of Dr. Sulaiman Al Habib Medical Services Group (hereinafter also referred to as “HMG” <u>or the “Group” or the “Company”</u>) has been issued<u>prepared</u> to comply with item (1) of article (61) of the Corporate Governance Regulations and its<u>as amended</u> ments issued by the Capital Market Authority (“CMA”) Board <u>in regards to the Remuneration Policy for Board, Committees and Executive Management.</u> pursuant to Decision No. (8-16-2017) Dated 13/2/2017, which stipulated that the Nomination and Remuneration Committee (“Committee” or “NRC”) shall “prepare a clear policy for the remunerations of the board members and its committees and the Executive Management, and presenting such policy to the board in preparation for approval by the General Assembly provided that such policy follows standards that are linked to performance and disclosing and ensuring the implementation of such policy”.</p>
2.	<p>2. Purpose</p> <p>The purpose of this policy is to stipulate and clearly outline the remuneration for the Board of Directors and its committee members and Executive Management in light of the Companies Law requirements and CMA laws and regulations. In addition, this policy aims to attract talented professionals to work in HMG board, its committees, and executive management through adapting performance-related motivational plans and programs for remuneration, which contributes to improve the performance of the HMG to achieve the best interests of its shareholders. This policy is prepared in coordination with the NRC with respect to new appointments.</p>	<p>2. Purpose</p> <p>The purpose of this policy is to stipulate and clearly outline the remuneration for the Board of Directors and its committee members and Executive Management in light of the Companies Law requirements and CMA laws and regulations. In addition, this policy aims to attract talented professionals to work in HMG board, its committees, and executive management through adapting performance-related motivational plans and programs for remuneration, which contributes to improve the performance of the HMG to achieve the best interests of its shareholders. This policy is prepared <u>by the Nominations and Remuneration Committee (the “Committee”) in accordance with the provisions of the Companies Law, the CMA’s regulations, their implementing regulations, and best applicable practices, and shall be reviewed and updated at the Committee’s discretion or when any changes occur in the relevant regulatory</u></p>



#	Article Before Amendment	Article After Amendment
		requirements in coordination with the NRC with respect to new appointments.
3.	<p>3. GENERAL STANDARDS FOR REMUNERATION</p> <p>The NRC's responsibilities include recommending to the board the remuneration of the board, its committees, and the executive management in accordance with the approved criteria, as follows:</p> <p>3.1. Be proportionate to HMG activities and the required skills for its management;</p> <p>3.2. The variable part of the remuneration shall be linked to the long-term performance;</p> <p>3.3. Remuneration shall be consistent with the strategy, objectives, the magnitude, nature and level of risks faced by HMG;</p> <p>3.4. Benchmarking shall be used to take into consideration the remuneration practices of other companies. The disadvantages of such comparisons in leading to unjustifiable increases in remunerations and compensations shall be avoided;</p> <p>3.5. Remuneration shall be determined on the basis of job level, duties and responsibilities, educational qualifications, practical experience, skills and level of performance;</p> <p>3.6. Be fair and proportionate to the board or committees member's activities carried out and responsibilities borne by the board or committees members, in addition to the objectives set out by the board to be achieved during the financial year;</p> <p>3.7. Take into consideration the sector in which HMG operates, its size and experience of its board members;</p>	<p>3. GENERAL STANDARDS FOR REMUNERATION</p> <p>The NRC's responsibilities include recommending to the board the remuneration of the board, its committees, and the executive management in accordance with the approved criteria, as follows When determining remuneration for members of the Board of Directors, members of committees, and senior executives of the Company, the following standards shall be taken into account:</p> <p><u>3.1 Remuneration shall be based on the recommendation of the Nominations and Remuneration Committee.</u></p> <p><u>3.2 Remunerations shall be commensurate with</u> Be proportionate to HMG activities and the <u>skills required to manage it</u> required skills for its management;</p> <p>The variable part of the remuneration shall be linked to the long-term performance;</p> <p><u>3.3 Remunerations shall be provided for the purpose of encouraging the Board members and Executive Management to achieve the long term success and development of the Company, by for example making the variable part of the remuneration linked to the long-term performance.</u></p> <p><u>3.4</u> Remuneration shall be consistent with the strategy, objectives, the magnitude, nature and level of risks faced by HMG;</p> <p><u>3.5</u> Benchmarking shall be used to take into consideration the remuneration practices of other companies. The disadvantages of such comparisons in leading to unjustifiable increases in remunerations and compensations shall be avoided;</p> <p><u>3.6</u> Remuneration shall be determined on the basis of job level, duties and responsibilities, educational qualifications, practical experience, skills and level of performance;</p> <p><u>3.7 Remunerations shall be</u> Be fair and proportionate to the board or committees member's activities carried</p>



#	Article Before Amendment	Article After Amendment
	<p>3.8. Be reasonably sufficient to attract and retain highly qualified and experienced board members and employees;</p> <p>3.9. The remunerations of different board members may vary depending on the board members' experience, expertise, duties he/she undertakes, and independence and number of board meetings he/she attended in addition to other considerations;</p> <p>3.10. The remuneration shall be suspended if it has been determined that such remuneration was based on inaccurate information provided by a member of the board or the executive management, in order to prevent abuse of power and prevent such individuals from obtaining unmerited remunerations; and</p> <p>3.11. If HMG develops a program to grant shares to Board members, executive management and employees, whether a new issue or shares purchased by the company, the NRC committee shall provide recommendation to the program in light of the HMG's bylaws and the relevant CMA laws and regulations.</p>	<p>out and responsibilities borne by the board or committees members, in addition to the objectives set out by the board to be achieved during the financial year;</p> <p>3.7<u>3.8</u> Take into consideration the sector in which HMG operates, its size and experience of its board members;</p> <p>3.8<u>3.9</u> <u>Remunerations shall be</u> reasonably sufficient to attract and retain highly qualified and experienced board members, <u>committees' members</u>, and employees;</p> <p>3.9<u>3.10</u> The remunerations of different board members may vary depending on the board members' experience, expertise, duties he/she undertakes, and independence and number of board meetings he/she attended in addition to other considerations;</p> <p><u>3.11 A Board member or a committee member may receive a Remuneration for any additional executive, technical, managerial or consultative – pursuant to a professional license- duties or positions carried out by the such member, and such Remuneration should be in addition to the Remuneration he/she may receive in his/her capacity as a member in the Board and in the committees formed by the Board, pursuant to the Companies Law and the Company's Bylaws.</u></p> <p><u>3.12 The Remuneration of independent Board members shall not be a percentage of the profits of the Company, nor shall it be based directly or indirectly on the Company's profitability.</u></p> <p>The remuneration shall be suspended if it has been determined that such remuneration was based on inaccurate information provided by a member of the board or the executive management, in order to prevent abuse of power and prevent such individuals from obtaining unmerited remunerations; and</p> <p><u>3.13</u> If HMG develops a program to grant shares to Board members, executive management and employees, whether a new issue or shares purchased by the <u>C</u>ompany, the NRC committee shall provide recommendation to the program in light of the HMG's bylaws, <u>Companies Laws</u>, and the relevant CMA laws and regulations.</p>



#	Article Before Amendment	Article After Amendment
		<p><u>3.14 Remunerations and allowances shall be suspended or reclaimed in the following situations:</u></p> <p><u>3.14.1 If it is evidenced to the Company, the audit committee or the CMA that the Remuneration paid to any Board member or committee member was based on false or misleading information presented to the General Assembly or included in the annual Board report, such member shall return such Remuneration to the Company, and the Company may request such member to return such Remuneration.</u></p> <p><u>3.14.2 If the General Assembly decides to terminate the membership of any Board member who fails to attend three consecutive Board meetings or five non-consecutive Board meetings during his membership term without a legitimate excuse accepted by the Board, then such Board member shall not be entitled to any Remuneration for the period starting from the last Board meeting he/she attended, and he/she shall pay back any Remuneration he/she received for that period.</u></p> <p><u>3.14.3 If the Board of Directors decides to terminate the membership of any committee member who fails to attend three consecutive committee meetings or five non-consecutive committee meetings during his membership term without a legitimate excuse accepted by the Board, then such committee member shall not be entitled to any Remuneration for the period starting from the last committee meeting he/she attended, and he/she shall pay</u></p>



#	Article Before Amendment	Article After Amendment
		back any Remuneration he/she received for that period.
4	<p>4. THE BOARD MEMBERS REMUNERATION</p> <p>4.1 The remuneration of HMG board members may consist of a specified sum; an attendance fee; expense fees; other in-kind benefits; a certain percentage of the net profits; or a combination of two or more of those benefits. In no event, the remuneration of a board member shall not exceed the limit stated in the Companies Law and shall be in line with the table stipulated herein and any amendments may take place in the future to be approved in line with relevant regulations.</p> <p>4.2 The remuneration of the various board members may vary in light of the policy recommended by the NRC and approved by the GA. The Annual Directors' report to the GA shall include a comprehensive statement of all the amounts received by each board member during the fiscal year including remunerations, allowances, expenses, and other benefits, as well as all the amounts received by the members in their capacity as employees or executives, or in consideration of such technical, administrative, or advisory services (if any). Such a report shall also include a statement of the number of the board meetings held and the number of meetings attended by each member beginning from the date of the last meeting of the GA.</p> <p>4.3 Where the remuneration represents a certain percentage of HMG's profits, provisions of article (76) item No. (2) of the Saudi Companies' Law shall be taken into consideration in addition to article (22) of HMG's bylaw. In no event,</p>	<p>4. THE BOARD <u>AND COMMITTEES</u> MEMBERS' REMUNERATION</p> <p>4.1 The remuneration of HMG board members <u>shall comprise</u>may consist of <u>an annual remuneration (a lump sum)</u>a specified sum; <u>an attendance allowances for meetings</u>fee; <u>and expense allowances</u>fees; other in-kind benefits; a certain percentage of the net profits; or a combination of two or more of those benefits. In no event, the remuneration of a board member shall not exceed the limit stated in the Companies Law and shall be in line with the table stipulated herein and any amendments may take place in the future, <u>which shall</u>to be approved in line with relevant regulations.</p> <p>4.2 The remuneration of the various board members may vary in light of the policy recommended by the NRC and approved by the GA. The Annual Directors' report to the GA shall include a comprehensive statement of all the amounts received by each board member during the fiscal year including remunerations, allowances, expenses, and other benefits, as well as all the amounts received by the members in their capacity as employees or executives, or in consideration of such technical, administrative, or advisory services (if any). Such a report shall also include a statement of the number of the board meetings held and the number of meetings attended by each member beginning from the date of the last meeting of the GA.</p> <p>4.3 Where the remuneration represents a certain percentage of HMG's profits, provisions of article (76) item No. (2) of the Saudi Companies' Law shall be taken into consideration in addition to article (22) of HMG's bylaw. In no event, may the total amount of any compensation and remuneration whether it being cash or in-</p>



#	Article Before Amendment	Article After Amendment
	<p>may the total amount of any compensation and remuneration whether it being cash or in-kind benefits received by a board member be greater than SAR (500,000) Five Hundred Thousand Saudi Riyals annually.</p> <p>4.4 The remuneration of independent board members shall not be a percentage of the profits that are realized by HMG, nor shall it be based directly or indirectly on HMG's profitability.</p>	<p>kind benefits received by a board member be greater than SAR (500,000) Five Hundred Thousand Saudi Riyals annually.</p> <p>4.4 The remuneration of independent board members shall not be a percentage of the profits that are realized by HMG, nor shall it be based directly or indirectly on HMG's profitability.</p> <p><u>4.2 The remuneration of HMG Committees' members emanating from the Board of Directors shall comprise of an annual remuneration (a lump sum), attendance allowances for meetings, and expense allowances, and shall be in line with the table stipulated herein and any amendments may take place in the future, which shall be approved in line with relevant regulations.</u></p>
5	<p>5. THE COMMITTEES' MEMBERS REMUNERATION</p> <p>5.1 The board shall determine and approve its committees' remuneration – excluding the Audit Committee and Nomination and Remuneration Committee remuneration – attendance fees and other benefits based on a recommendation from the NRC.</p> <p>5.2 Committee member remuneration shall comprise of an annual remuneration (a lump sum) and attendance fees, and other benefits as defined in this policy.</p> <p>5.3 Audit Committee and Nomination and Remuneration Committee remuneration members' remuneration shall be governed by its charters that are approved by the GA as per the regulations.</p> <p>5.4 When forming any Board's committee, the number of seats that occupied by each Board member, shall be taken into consideration as the total amount paid for his/her membership on both board and</p>	<p>Article to be deleted</p>



#	Article Before Amendment	Article After Amendment
6	<p>6. EXECUTIVE MANAGEMENT'S REMUNERATION</p> <p>The NRC shall review and approve the salary scale and the incentive scheme for all employees and executive management, on a regular basis, based on the management recommendations and the executive management remuneration includes:</p> <p>6.1 Basic salary (to be paid on a monthly basis at the end of each Gregorian month).</p> <p>6.2 Allowances that include for example (and no limited to) housing, transportation, children education/schools fees, and phone allowances.</p> <p>6.3 Medical insurance benefits for all employees and executive management and their families.</p> <p>6.4 Life insurance policy (including events of partial or permanent disability, and death at workplace).</p> <p>6.5 Annual bonus based on KPIs/SMART objectives associated with individual annual appraisal evaluation.</p> <p>6.6 short-term incentive plans linked with extraordinary/exceptional performance and long-term incentive plans such as stock programs (whenever exists);</p> <p>6.7 Other benefits included, but are not limited to, annual leave, annual air tickets, and end of service benefits according to labor law and HR policies adopted by the company.</p> <p>6.8 Executive management team's compensation plans, programs, and general guidelines shall be approved by the NRC.</p> <p>6.9 The CEO implements the remuneration policy for all employees and executive management in light of</p>	<p>5. 6. EXECUTIVE MANAGEMENT'S REMUNERATION</p> <p>The <u>Nomination and Remuneration Committee</u> NRC shall review and approve the <u>remuneration for the executive management, salary scale</u> and the incentive scheme <u>and programs</u> for all employees and executive management, on a regular basis, based on the <u>executive</u> management recommendations, and the executive management remuneration <u>shall</u> includes:</p> <p>6.10 Basic salary (to be paid on a monthly basis at the end of each Gregorian month).</p> <p>6.11 Allowances that include for example (and no limited to) housing, transportation, children education/schools fees, and phone allowances.</p> <p>6.12 Medical insurance benefits for all employees and executive management and their families.</p> <p>Life insurance policy (including events of partial or permanent disability, and death at workplace).</p> <p><u>5.1</u> Annual bonus based on KPIs/SMART objectives <u>linked to</u> associated with individual annual appraisal evaluation.</p> <p><u>5.2</u> short-term incentive plans linked <u>to</u> with extraordinary/exceptional performance and long-term incentive plans such as stock programs (whenever exists);</p> <p>Other benefits included, but are not limited to, annual leave, annual air tickets, and end of service benefits according to labor law and HR policies adopted by the company.</p> <p><u>5.3</u> Executive management's team's compensation plans, programs, and general guidelines shall be approved by the <u>Board of Directors, pursuant to a recommendation by the Nomination and Remuneration Committee.</u> NRC.</p> <p><u>5.4</u> The CEO <u>shall</u> implements the remuneration policy for all employees and executive management in light of the plans, programs and general guidelines</p>



#	Article Before Amendment	Article After Amendment
	the plans, programs and general guidelines approved by the NRC.	<u>recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.</u> approved by the NRC.
7	<p>7. ADDITIONAL GUIDELINES FOR REMUNERATION AND PAYMENT PROCESS</p> <p>7.1 Board members shall not vote on the agenda item relating to the remuneration of board members at the GA meeting.</p> <p>7.2 Disclosing the remuneration of the board, its committee members and executive management in the annual directors' report in line with applicable laws and regulations.</p> <p>7.3 Members are entitled to the remuneration from the date they have joined the board or committee and as per the duration of their membership.</p> <p>7.4 Processing of board and committee member remuneration payment shall be prepared by the board secretary and payment order shall be approved by the CEO.</p> <p>7.5 The payment for Group board meeting attendance fees, committee's remuneration and committee's meeting attendance fees can be processed as installments on a quarterly basis, whereas the Group annual remuneration of the board shall be paid in full after Annual General Assembly meeting approval.</p>	<p>6. 7. ADDITIONAL GUIDELINES FOR REMUNERATION AND PAYMENT PROCESS</p> <p>7.1 Board members shall not vote on the agenda item relating to the remuneration of board members at the <u>General Assembly</u>GA meeting.</p> <p><u>7.2 Members of the Board of Directors and committees who are the Company's executive employees may not receive an annual remuneration or attendance allowance for Board and Committees' meetings.</u></p> <p><u>7.3 The Company shall disclose</u>Disclosing the remuneration of <u>members of the Board</u>board, its committeesmembers, and executive management, <u>the number of Board and committees' meetings, and the number of meetings attended by each member</u> in the annual directors' report <u>of the Board of Directors</u> in line with <u>the controls and directives stipulated in the Companies Law, the Capital Market Authority's Law, and their implementing regulations.</u>applicable laws and regulations.</p> <p><u>7.4</u> Members <u>shall be</u>are entitled to the remuneration from the date they have joineded the board or committee and as per the duration of their membership.</p> <p><u>7.5</u> Processing of board and committee member remuneration payment shall be prepared by the <u>B</u>board secretary and payment order shall be approved by the CEO <u>in accordance to this policy.</u></p> <p><u>7.6</u> The payment for <u>Group board</u>Board meeting attendance <u>allowances</u>fees, <u>committee's remuneration</u>and committee's meeting attendance <u>allowances</u>fees can <u>may</u> be processed as installments on a quarterly basis, whereas the <u>Group</u> annual remuneration of the <u>Board</u>board and <u>the annual remuneration of the Committees</u> shall be paid in full <u>by the end of each fiscal year after</u></p>



#	Article Before Amendment	Article After Amendment
		<u>approval by the Board of Directors.</u> after Annual General Assembly meeting approval.
8	<p>8. BREAKDOWN OF BOARD MEMBERS AND IT COMMITTEES REMUNERATION</p> <p>8.1 Board members</p> <p>a) Attendance allowance (per meeting) SAR 3,000</p> <p>b) Annual remuneration for each board member SAR 200,000</p> <p>The disbursement shall be linked to the number of meetings attended by the member of the Board of Directors from the total meetings held by the Board of Directors during the financial year concerned.</p> <p>c) Compensation based on profitability: a certain percentage of the net profits after fulfilling all legal requirements, and it shall be determined based on the RNC committee recommendation, provided that the total amount of any compensation and remuneration whether it being cash or in-kind benefits received by a board member shall not exceed SAR (500,000) Five Hundred Thousand Saudi Riyals annually.</p> <p>d) Amendments and payment:</p> <ul style="list-style-type: none"> The annual remuneration of the Board member referred to in paragraph (b) of item (8.1) above might be subject to review from time to time based on RNC Committee recommendation in light of the company's performance after obtaining the GA meeting approval. Meeting attendance allowance shall be paid on a quarterly basis whereas the annual remuneration shall be paid after the annual GA meeting approval. <p>8.2 Committee Members</p> <p>a) Attendance allowance (per meeting) SAR 3,000</p> <p>b) Annual Committee remuneration for each committee member SAR 50,000</p>	<p>7. 8.— BREAKDOWN OF <u>REMUNERATION FOR MEMBERS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES</u>BOARD MEMBERS AND IT COMMITTEES REMUNERATION</p> <p><u>Members of Board of Directors</u></p> <p>a) Attendance allowance (per meeting) SAR 3,000 <u>SAR 5,000</u></p> <p>b) Annual remuneration (for each board member) SAR 200,000 <u>SAR 300,000</u></p> <p>The disbursement shall be linked to the number of meetings attended by the member of the Board of Directors from the total meetings held by the Board of Directors during the financial year concerned.</p> <p><u>Members of Executive Committee</u></p> <p>a) Attendance allowance (per meeting) <u>SAR 5,000</u></p> <p>b) Annual remuneration (for each committee member) <u>SAR 150,000</u></p> <p><u>Members of Audit Committee</u></p> <p>a) Attendance allowance (per meeting) <u>SAR 5,000</u></p> <p>b) Annual remuneration (for each committee member) <u>SAR 150,000</u></p> <p><u>Members of other committees emanating from the Board of Directors</u></p> <p>a) Attendance allowance (per meeting) <u>SAR 5,000</u></p> <p>b) Annual remuneration (for each committee member) <u>SAR 100,000</u></p> <p>c) Compensation based on profitability: a certain percentage of the net profits after fulfilling all legal requirements, and it shall be determined based on the RNC committee recommendation, provided that the total amount of any compensation and remuneration whether it being cash or in-kind benefits received by a board member shall not exceed SAR (500,000) Five Hundred Thousand Saudi Riyals annually.</p> <p><u>Mechanism for calculating annual remuneration:</u>d) Amendments and payment:</p>



#	Article Before Amendment	Article After Amendment
	<p>The disbursement shall be linked to the number of meetings attended by the member of the Committee from the total number of meetings held by the Committee during the fiscal year concerned. Remuneration and attendance allowance shall be paid on a quarterly basis.</p> <p>8.3 Other Non-Cash Benefits</p> <p>Travel cost for non-Riyadh based members for attending meetings shall be covered by HMG.</p> <p>HMG shall cover accommodation and transportation for all board, committee members and executive management for any meetings convening outside Riyadh.</p> <p>All airfare tickets for board and committee members shall be issued or refund in Business class, roundtrip, (as per availability).</p>	<p>The annual remuneration of the Board member referred to in paragraph (b) of item (8.1) above might be subject to review from time to time based on RNG Committee recommendation in light of the company's performance after obtaining the GA meeting approval.</p> <p>Meeting attendance allowance shall be paid on a quarterly basis whereas the annual remuneration shall be paid after the annual GA meeting approval.</p> <ul style="list-style-type: none"> <u>The annual remuneration for members of the Board of Directors and its emanating committees, both during membership and in the event of their joining or expiration of their membership during the relevant fiscal year, shall be calculated as follows:</u> <p><u>The value of members' annual remuneration ÷ the number of days in the calendar year (365) × the number of actual days</u></p> <p><u>The number of actual days means the number of days of the membership period during the relevant fiscal year.</u></p> <p>Committee Members</p> <p>Attendance allowance (per meeting) SAR 3,000 Annual Committee remuneration for each committee member SAR 50,000 The disbursement shall be linked to the number of meetings attended by the member of the Committee from the total number of meetings held by the Committee during the fiscal year concerned.</p> <p>Remuneration and attendance allowance shall be paid on a quarterly basis.</p> <p><u>8.1 Expense Allowances</u> Other Non-Cash Benefits</p> <p><u>The Company shall bear the costs of accommodation/ residence, travel tickets, and reasonable actual expenses and expenditure for members of the Board of</u></p>



#	Article Before Amendment	Article After Amendment
		<p><u>Directors and committees residing outside the city of Riyadh for the purpose of performing their work.</u></p> <p>Travel cost for non-Riyadh based members for attending meetings shall be covered by HMG.</p> <p><u>The Company shall bear the costs of accommodation/ residence, travel tickets, and reasonable actual expenses and expenditure for all members of the Board of Directors, committees, and the executive management in the event that the meeting is held outside the city of Riyadh.</u></p> <p>HMG shall cover accommodation and transportation for all board, committee members and executive management for any meetings convening outside Riyadh.</p> <p>All airfare tickets for board and committee members shall be issued or refund in Business class, roundtrip, (as per availability).</p>
9	<p>9. FINAL PROVISIONS (FOR PUBLICATIONS, ACCESS AND AMENDMENTS)</p> <p>This policy shall be implemented and complied with by HMG starting from the date it is approved by the GA. This policy shall be published and made available to the shareholder and the public in the Company's website after GA meeting approval. The content of this policy shall be reviewed - as needed - by the RNC committee, provided that, any recommended changes are presented by the board to the GA in the next meeting for approval.</p>	<p>8. 9. FINAL PROVISIONS (FOR PUBLICATIONS, ACCESS AND AMENDMENTS)</p> <p>This policy shall be implemented and complied with by HMG starting from the date it is approved by the <u>General Assembly</u>. This policy shall be published and made available to the shareholder and the public in the Company's website after GA meeting approval.</p> <p>The content of this policy shall be reviewed - as needed - by the <u>Nomination and Remuneration RNC</u> committee, provided that, <u>any amendments proposed by the committee are presented to the Board of Directors, which studies and reviews the proposed amendments and recommends them to the General Assembly of Shareholders for approval.</u> any recommended changes are presented by the board to the GA in the next meeting for approval.</p>



Attachment regarding item # 18 to item # 27

Limited examination report and the notification of the Board to the shareholders about businesses and contracts in which the members of the Board of Directors have any direct or indirect interest

cutting
edge
● technology



Ernst & Young Professional Services (Professional LLC)
Paid-up capital (SR 5,500,000 – Five million five hundred thousand Saudi Riyal)
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LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF DR. SULAIMAN AL HABIB MEDICAL SERVICES GROUP COMPANY (A SAUDI JOINT STOCK COMPANY)

Scope

We have been engaged by Dr. Sulaiman Al Habib Medical Services Group Company (the “Company”) to perform a ‘limited assurance engagement,’ as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, here after referred to as the engagement, to report on the Company’s compliance with the requirements of Article (71) of the Companies’ Law (the “Subject Matter”) contained in the Company’s attached notification (Appendix A) which is presented by the Company’s Board of Directors to the General Assembly on the transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them dated 18 February 2024.

Criteria Applied by the Company

In preparing the Subject Matter the Company applied the below criteria (the “Criteria”). Such Criteria were specifically designed for the notification presented by the Company’s Board of Directors to the General Assembly (Appendix A). As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the Saudi Companies Law (1443H – 2022G).
- The declaration submitted by the Chairman of the Board of Directors of the Company (Appendix 1).
- The declarations submitted by the members of the Company's Board of Directors about the business and contracts in which a member of the Company's Board of Directors has a direct or indirect personal interest for the year ended 31 December 2023.
- The Company's accounting records for the year ended 31 December 2023.

Company’s Responsibilities

The Company’s management is responsible for selecting the Criteria, and for presenting the Subject Matter in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the Subject Matter, such that it is free from material misstatement, whether due to fraud or error.

Our Responsibilities

Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.

**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
DR. SULAIMAN AL HABIB MEDICAL SERVICES GROUP COMPANY
(A SAUDI JOINT STOCK COMPANY) (continued)**

Our Responsibilities (continued)

We conducted our engagement in accordance with the *International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* (“ISAE 3000” Revised) that is endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Company on 7 March 2023. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

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

Our Independence and Quality Management

We have maintained our independence and confirm that we have met the requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia and have the required competencies and experience to conduct this assurance engagement.

Our firm also applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, that is endorsed in the Kingdom of Saudi Arabia, which requires that we 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.

Description of Procedures Performed

Procedures performed in a limited assurance engagement vary in nature and timing from and are less in extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Although we considered the effectiveness of management’s internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the Subject matter and related information and applying analytical and other appropriate procedures.

Riyadh: 3 Ramadhan 1445H
(13 March 2024)



Date: 08/08/1445

Corresponding to: 18/02/2024

Honorable Shareholders of Dr. Sulaiman Al Habib Medical Services Group Company

Peace, God's mercy and blessings be upon you,

Subject: Notification by the Members of the Board of Directors to the Extraordinary General Assembly of the businesses and contracts in which the Board Members and Related Parties have a Direct or Indirect interest

Based on the requirements of Article (27) and Article (71) of the Companies Law and Paragraph (15) of Article (21) of the Corporate Governance Regulation, I would like to inform your esteemed General Assembly about the businesses and contracts that will be completed or have been completed during the period ending on 31st. December 2023, in which some members of the Board of Directors have an interest that has not been previously disclosed, with a statement of the details related to the names of those involved in these businesses and contracts, the nature of these businesses and contracts, their duration and amounts, as shown in annex No. (1). These transactions were carried out on the same terms applied to transactions with other parties, and there are no preferential terms for the local market.

We also attach to you a special report from the Company's external auditor in this regard.

Please accept my sincere greetings and appreciation,

Dr. Sulaiman Abdulaziz Al Habib

Chairman of Board of Directors

شركة مجموعة الدكتور سليمان الحبيب للخدمات الطبية
Dr. Sulaiman Al Habib Medical Services Group Co.

Annex No. (1)

	Contract Party	Transaction type/ Contract nature	Transaction conditions/ terms	Related Party	Related party's relationship type with the company	Type of interest	Contract/Transaction Duration	Contract/ Purchase Order Value (Saudi Riyal "SAR")	Transaction Value During 2023 (Saudi Riyal "SAR")
1	Al Andalus Property Company	A partnership, design, development, management and operation contract for Gharb Jeddah Hospital	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib Eng. Saleh Muhammad Al Habib	Board Chairman Board Member Board Member	Indirect Indirect Indirect	A contract for a period of ninety-nine (99) years from the date of 30 October 2014 and to be auto-renewed	Not Applicable	41,777,995
2	Namara Specialized for Trading Est.	Purchase Orders of electrical tools and supplies for multiple projects	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib	Board Chairman Board Member	Indirect Indirect	A contract for a period of three (3) years from the date of signing the agreement, and it will be renewed automatically annually thereafter. The value of the contract is linked to purchase orders	5,228,569	1,098,247
3	Masah Construction Company	Additional purchase orders for Glazing Works, Mechanical, Electrical and Plumbing (MEP) works for Shamal Al Riyadh Hospital Project	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib	Board Chairman Board Member	Indirect Indirect	Not applicable	107,335,638	39,678,134
4	Masah Construction Company	Additional purchase orders for Structural Works for Shamal Al Riyadh Hospital Project	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib	Board Chairman Board Member	Indirect Indirect	Not applicable	40,492,998	39,613,380
5	Masah Construction Company	Additional purchase orders for Gypsum Board works for Shamal Al Riyadh Hospital Project	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib Eng. Saleh Mohammad Al Habib	Board Chairman Board Member Board Member	Indirect Indirect Indirect	Not applicable Not applicable	9,615,445	4,607,885
6	Masah Construction Company	Additional purchase orders for general contracting for Shamal Al Riyadh Hospital Project	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib	Board Chairman Board Member	Indirect Indirect	Not Applicable	25,950,567	24,751,531
7	Masah Construction Company	Additional purchase orders for structural works for Sehat Al-Kharj Hospital	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib	Board Chairman Board Member	Indirect Indirect	Not Applicable	25,001,313	21,450,150
8	Masah Construction Company	Purchase orders for additional construction of structural works for AlHamra hospital in Riyadh City.	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib	Board Chairman Board Member	Indirect Indirect	Not Applicable	9,690,457	9,009,657
9	Masah Construction Company	Purchase order for additional construction of structural works for a Medical Center project in Buraidah city.	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib	Board Chairman Board Member	Indirect Indirect	Not Applicable	6,867,151	6,867,151
10	Rawafed Al Seha International Company	Purchase Orders of medical tools, supplies and devices and furniture for the hospitals	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib	Board Chairman Board Member	Indirect Indirect	A contract for a period of one (1) year and to be renewed on an annual basis thereafter, the value of the contract is linked to Purchase Orders	92,550,611	43,823,726

