



MOBI Industry Company invites its shareholders to attend the Extraordinary General Assembly Meeting

(First Meeting) through modern technology

The Board of Directors of MOBI Industry Company is pleased to invite the company's shareholders to discuss and vote Agenda of the Extraordinary General Assembly meeting (the first meeting), to be held, God willing, at the company's headquarters in Riyadh, through modern technology, on Monday corresponding to 20/09/1447 H, 09/03/2026 G, at 09:00 PM, by using the Tadawulaty system, through the below link: (www.tadawulaty.com.sa) to discuss and vote the attached agenda.

Knowing that the legal quorum for the Extraordinary General Assembly meeting is the presence of shareholders representing at least (50%) of the company's capital, and if the quorum is not present in the first meeting, the second meeting shall be held an hour after the expiry of the time limit for the first meeting, and the second meeting shall be valid if attended by a number of shareholders representing at least (25%) of the company's capital.

Each shareholder registered in the company's shareholder register at the Depository Center at the end of the trading session preceding the meeting of the General Assembly has the right to attend the meeting of the Assembly according to the Laws and regulations, noting that the right to register attendance for the meeting of the Assembly shall end at the time of the meeting, and the right to vote on the items of the Assembly for those present shall end upon completion of counting votes.

Knowing that shareholders registered in Tadawulaty services shall be able to vote remotely on the assembly items, starting from 1:00 AM, on Friday, 17/09/1447 H, corresponding to 06/03/2026 G until the expiry of the Assembly meeting time. Registration and voting in Tadawulaty services shall be available and free of charge to all shareholders using the following link: (www.tadawulaty.com.sa)

Shareholders can ask their questions and inquiries about the items of the general agenda and direct their inquiries to Investor Relations Department via the e-mail: a.qassem@mobi.sa Phone: 0112652266



**Agenda of the Extraordinary General Assembly Meeting of MOBI Industry Company "The Company" (First Meeting)
Which will be held through modern technology on Monday corresponding to 20/09/1447 H, 09/03/2026 G, at 09:00**

PM

- 1) Voting on the amendment of Article Four of the company's Articles of Association regarding the purposes of the company (attached).
- 2) Voting on an amendment to the Audit Committee's Work Regulations (attached).
- 3) Voting on the amendment to the rewards and nominations committee regulations (attached).
- 4) Voting on the amendment of the Remuneration Policy for Board Members, Committees, and Executive Management (attached).

Item 1:

Voting on the amendment of Article Four of the company's Articles of Association regarding the purposes of the company

Bylaws amendment o of MOBI Industry Company

Articles before and after the amendment

Article Before the proposed Amendment	Article After the proposed Amendment																																												
<p>Article Four: Objectives of the Company The company seeks to achieve and carry out the following objectives:</p> <table border="1" data-bbox="113 882 770 1357"> <thead> <tr> <th>Sector</th> <th>Category</th> </tr> </thead> <tbody> <tr> <td>Transportation and Storage</td> <td>Land transport of goods</td> </tr> <tr> <td>Transportation and Storage</td> <td>Storage</td> </tr> <tr> <td>Transportation and Storage</td> <td>Other transport support activities</td> </tr> <tr> <td>Wholesale trade and repair of vehicles with engines and motorcycles</td> <td>Wholesale of other household goods</td> </tr> <tr> <td>Wholesale trade and repair of vehicles with engines and motorcycles</td> <td>Wholesale selling for a fee or based on a contract</td> </tr> <tr> <td>Manufacturing Industries</td> <td>Manufacturing of plastic products</td> </tr> <tr> <td>Wholesale trade and repair of vehicles with engines and motorcycles</td> <td>Sale of waste, scrap, and other products not classified elsewhere in wholesale</td> </tr> <tr> <td>Manufacturing Industries</td> <td>Manufacture of basic chemical materials</td> </tr> <tr> <td>Manufacturing Industries</td> <td>Manufacture of fertilizers and nitrogen compounds</td> </tr> <tr> <td>Manufacturing Industries</td> <td>Manufacture of plastics and synthetic rubber in primary forms</td> </tr> <tr> <td>Manufacturing Industries</td> <td>Manufacture of pesticides and other agrochemical products</td> </tr> <tr> <td>Manufacturing Industries</td> <td>Manufacture of soap, detergents, cleaning and polishing preparations, perfumes and cosmetics</td> </tr> <tr> <td>Manufacturing Industries</td> <td>Manufacture of other chemical products not elsewhere classified</td> </tr> </tbody> </table> <p>The company carries out its activities in accordance with the applicable regulations and after obtaining the necessary licenses from the relevant authorities, if any.</p>	Sector	Category	Transportation and Storage	Land transport of goods	Transportation and Storage	Storage	Transportation and Storage	Other transport support activities	Wholesale trade and repair of vehicles with engines and motorcycles	Wholesale of other household goods	Wholesale trade and repair of vehicles with engines and motorcycles	Wholesale selling for a fee or based on a contract	Manufacturing Industries	Manufacturing of plastic products	Wholesale trade and repair of vehicles with engines and motorcycles	Sale of waste, scrap, and other products not classified elsewhere in wholesale	Manufacturing Industries	Manufacture of basic chemical materials	Manufacturing Industries	Manufacture of fertilizers and nitrogen compounds	Manufacturing Industries	Manufacture of plastics and synthetic rubber in primary forms	Manufacturing Industries	Manufacture of pesticides and other agrochemical products	Manufacturing Industries	Manufacture of soap, detergents, cleaning and polishing preparations, perfumes and cosmetics	Manufacturing Industries	Manufacture of other chemical products not elsewhere classified	<p>Article Four: Objectives of the Company The company seeks to achieve and carry out the following objectives:</p> <table border="1" data-bbox="815 882 1484 1133"> <thead> <tr> <th>Sector</th> <th>Category</th> </tr> </thead> <tbody> <tr> <td>Manufacturing Industries</td> <td>Manufacture of basic chemical materials</td> </tr> <tr> <td>Manufacturing Industries</td> <td>Manufacture of fertilizers and nitrogen compounds</td> </tr> <tr> <td>Manufacturing Industries</td> <td>Manufacture of plastics and synthetic rubber in primary forms</td> </tr> <tr> <td>Manufacturing Industries</td> <td>Manufacture of pesticides and other agrochemical products</td> </tr> <tr> <td>Manufacturing Industries</td> <td>Manufacture of soap, detergents, cleaning and polishing preparations, perfumes and cosmetics</td> </tr> <tr> <td>Manufacturing Industries</td> <td>Manufacture of other chemical products not elsewhere classified</td> </tr> <tr> <td>Manufacturing Industries</td> <td>Manufacturing of plastic products</td> </tr> </tbody> </table> <p>The company carries out its activities in accordance with the applicable regulations and after obtaining the necessary licenses from the relevant authorities, if any.</p>	Sector	Category	Manufacturing Industries	Manufacture of basic chemical materials	Manufacturing Industries	Manufacture of fertilizers and nitrogen compounds	Manufacturing Industries	Manufacture of plastics and synthetic rubber in primary forms	Manufacturing Industries	Manufacture of pesticides and other agrochemical products	Manufacturing Industries	Manufacture of soap, detergents, cleaning and polishing preparations, perfumes and cosmetics	Manufacturing Industries	Manufacture of other chemical products not elsewhere classified	Manufacturing Industries	Manufacturing of plastic products
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Item 2:

Voting on an amendment to the Audit Committee's Work Regulations

Comparison for the amendments for the Audit Committee Work Charter of MOBI Industry Company

Text after the amendment	Text Before the amendment
<p>Fourthly (4): Measures and basis of selecting the Committee Members:</p> <ol style="list-style-type: none"> 1) Must have the legally recognized capacity. 2) Must not be an executive member or chairman of the board of directors. 3) His honesty and integrity are evident and not condemned of honor or integrity crime. 4) Must have enough time to effectively participate in the committee works and must have the ability to take wise decisions in compliance with the professional ethics and values. 5) Must be subjective and neutral. 6) Must have reasonable conception of policies and nature of the committee works. 7) Must submit notice of nomination to the committee, his curriculum vitae, qualifications and experience. 8) Must not be works or has worked in the Company's financial Department, the Executive Management or for the Company's external auditor during the preceding two years. 9) He shall not be a member of audit committees in more than five joint-stock companies listed in the Market at the same time. 	<p>Fourthly (4): Measures and basis of selecting the Committee Members</p> <ol style="list-style-type: none"> 1) Must have the legally recognized capacity. 2) Must not be an executive member or chairman of the board of directors. 3) His honesty and integrity are evident and not condemned of honor or integrity crime. 4) Must have enough time to effectively participate in the committee works and must have the ability to take wise decisions in compliance with the professional ethics and values. 5) He should not be carrying out technical or administrative work in the company, even as a consultancy. 6) Must be subjective and neutral. 7) Must have reasonable conception of policies and nature of the committee works. 8) Must submit notice of nomination to the committee, his curriculum vitae, qualifications and experience. 9) Must not be works or has worked in the Company's financial Department, the Executive Management or for the Company's external auditor during the preceding two years. 10) He shall not be a member of audit committees in more than five joint-stock companies listed in the Market at the same time.
<p>Add Item Seventeenthly (17): Committee Remunerations Each member is entitled to annual compensation according to the approved compensation policy or as determined by the board of directors.</p>	
<p>Add Item Eighteenthly (18): Validity of the Charter</p> <ol style="list-style-type: none"> a) This charter is subject to verification as a part of the effectiveness of the committee works governance. b) This charter is to be approved by the general assembly and come into effect according to a resolution by the assembly and shall supersede any previously valid charters. 	



Charter of the Audit Committee MOBI Industry Co.

Date of issue:	05 March2026G	Seal
Version:	3	
No. of pages:	8	

Charter of the Audit Committee

Firstly (1): Definitions

Company:	MOBI Industry Co.
General Assembly:	General assembly of the shareholders of MOBI Industry Co.
Board of Directors:	Board of directors of MOBI Industry Co.
Committee:	Auditing committee formed by the Board of Directors of MOBI Industry Co.
Charter:	Operation Charter of the auditing Committee of MOBI Industry Co. duly approved by the general assembly.
Committee Member:	Member of the auditing committee of MOBI Industry Co.
Executive Member:	Member of the board of directors of MOBI Industry Co. who is totally devoted to work in the executive management of the company and participating in its daily activities.
Non-Executive member:	Member of the board of directors of MOBI Industry Co. who is not devoted to work in company management, and not participating in its daily activities.
Independent Member:	Non-Executive member of MOBI Industry Co. Board of Directors, who is enjoying full independence in his designation and decisions, and who free of all independence inhibitors stated in the Regulations of the Capital Market and other relevant authorities.
Accounts Auditor(s):	An external accounting auditor of MOBI Industry Co. duly appointed the general assembly of the company shareholders to audit the financial statements and final accounts of the company.
Executive Management or Chief Executives:	People assigned to run the operations of MOBI Industry Co., propose the strategic decisions, and implementation thereof, such as, CEO, vice CEOs, and financial manager.
Conflict of Interest:	Emergence or presence of direct or indirect interest, real or virtual, for any member in any subject recorded in the agenda of the committee, and that interest may influence the opinion of that member, contradict with the company interest, or compete with it.
Committee Secretary:	He is the person responsible for the committee's clerical work, retaining its records and preparing its correspondence, and is administratively linked to the Chairman of the Audit Committee.

Secondly (2): Objective

The objective of this charter is to determine measures and procedures, scope of works, responsibilities, mechanism of issuing resolutions, and member responsibilities of the committee, to help the board of directors in strengthening performance and control regarding the integrity of the financial statements, and verify the effectiveness of the internal auditing control, independence and efficiency of the internal auditing, and compliance of the company activities and procedures with rules and regulations, and the committee shall submit report of its activities to the board of directors by the end of each year.

Thirdly (3): Formation of the Committee & Selection of the Chairman

- The Audit Committee shall be formed by a decision of the Board of Directors of the company, of the members of the Board of Directors or else, provided that it does not include any of the executive members of the Board of Directors provided that among them is an independent member and one member specialized in finance and accounting, the number of members must not be less than three and not more than five members, and to be half of the audit committee's members must be Independent Directors or from those on whom the issues affecting independence do not apply by the relevant laws and regulations, The term of office of this committee according the provisions of the formation resolution but not exceeding the office term of the board of directors.
- From within its members, the committee shall elect a chairman in the first meeting. The committee may appoint a vice chairman and a secretary from within its members or else.

- c) In case of vacant post in the committee membership due to resignation or any other reason, the board of directors may appoint another member in the vacant post who shall complete the period of his predecessor.
- d) In case need arise to increase the number of committee members, without exceeding the upper limit during its office term, the board may appoint one or more committee member(s) and complete the term of the committee's work.

Fourthly (4): Measures and basis of selecting the Committee Members

- 10) Must have the legally recognized capacity.
- 11) Must not be an executive member or chairman of the board of directors.
- 12) His honesty and integrity are evident and not condemned of honor or integrity crime.
- 13) Must have enough time to effectively participate in the committee works and must have the ability to take wise decisions in compliance with the professional ethics and values.
- 14) Must be subjective and neutral.
- 15) Must have reasonable conception of policies and nature of the committee works.
- 16) Must submit notice of nomination to the committee, his curriculum vitae, qualifications and experience.
- 17) Must not be works or has worked in the Company's financial Department, the Executive Management or for the Company's external auditor during the preceding two years.
- 18) He shall not be a member of audit committees in more than five joint-stock companies listed in the Market at the same time.

Fifthly (5): Expiration of Committee Membership

Membership of the committee expires by the expiry of term according to the formation resolution, death, resignation, or in the absence of any of the membership conditions, or by relief him from Board of Directors for any legal reason in a reasonable time without causing damage to the company.

Sixthly (6): Meetings & Minutes of the Committee

- a) Committee shall convene provided that its meetings shall not be less than four meetings during the financial year of the company, additional meetings may be convened whenever necessary according to the request of the chairman or one member stating the justifiable reasons for meeting and approval of the majority members, or upon the request of the board of directors, internal auditor, or accounts auditor, Quorum of meeting is the attendance of at least majority of its members, resolutions are issued according to majority of the attending members; in case of equal votes the chairman of the meeting shall have a casting vote, The committee shall periodically meet with the account auditors and internal auditor of the company the internal auditor and the auditor may request a meeting with the committee whenever the need arises.
- b) The Secretary of the Committee shall call for its meetings at the request of the Chairman of the Committee, and the notices of meetings shall be sent to each member of the Committee and any other person whose presence the Committee deems necessary, and the notice shall specify the place, date, time of commencement, agenda and attachments to the items of the meeting, well in advance of the date of its convening, and the Secretary of the Committee shall do the following:
 - o Coordinate the meetings of the Committee and develop a proposal for its agenda in coordination with the Chairman of the Committee.
 - o Circulating the Committee's decisions to the parties concerned.
 - o Attending and documenting committee meetings, preparing minutes, and keeping them in a dedicated record
 - o Attend and document the meetings of the Committee, prepare the minutes and keep them in a special register.
 - o Approving the minutes of the meetings from the members of the Committee after the approval of the Chairman of the Committee.
 - o Arrange and coordinate with the Parties requested by the Committee to be invited to its meetings.
 - o Inform the members of the dates of the meetings and provide them with their agenda and the documents necessary to study the meeting items.
 - o To assist and advise the Committee on matters falling within its competence.
- c) Committee meetings and resolutions shall be documented in minutes duly signed by all attending members, any of the technical means may be used to sign and prove the deliberations, minutes and decisions of the Committee, all the attendance and absent members shall be provided with the minutes draft within the specified period. In presence of notes or modifications on the draft minutes, members must provide the chairman within no more than (7) seven days of the date of sending minutes, otherwise such draft shall be considered final and signed shall be completed unless there exist emergency circumstances at the discretion of the chairman and the minutes must include the following:

- Place, date and start time of the meeting.
 - Names of attendees from and outside the committee.
 - Deliberations and discussions with a statement of the results of decisions and recommendations.
 - Determine who is responsible for implementing decisions.
- d) Any committee member may have reservation against any resolution adopted by the committee provided that he shall specify the reasons behind this reservation to be recorded in minutes. No member shall be relieved of responsibility of the unanimously adopted resolutions in case of being absent unless he records his reservation.
- e) The committee may convene meetings using the technological means the visual or audio conferencing and attendance shall consider in person.
- f) According to the approval of the majority of members, a meeting may be postponed or cancelled as deemed appropriate by the committee.
- g) The committee may invite any member of the board of directors, the executive management officer, accounts auditor, or else to attend meetings and provide the required relevant information.
- h) The committee may seek the assistance of experts and specialists from within or outside the company within the limits of its authority, provided that this is included in the minutes of the committee meeting, along with mentioning the name of the expert and his relationship with the company and the executive management.

Seventhly (7): Agenda & Supporting Documents

- a) The committee shall adhere to meeting agenda while taking into consideration any other issues suggested by members in a previous meeting, any member shall have the right to new item(s) whether before the meeting or at the time of the agenda approval, and to be included as a deliberation item.
- b) Agenda and suggested resolution shall be supplied to members through the available communication methods whether emails or other means, associated with the supporting documents at least one week prior to the scheduled meeting date and with regard to the emergency meetings where members shall be notified within a reasonable and sufficient time before the meeting in the manner that enables the member to study the proposed issues and review documents.
- c) In case of inquiries or request of explanation from any member about the agenda or documents before the meeting, answers should be provided in due time by the chairman or whoever he may authorize.
- d) In case of presence of updating or modification whether regarding the agenda or related documents, members shall be timely provided by this change.
- e) The agenda shall include the estimated time duration, and time expected for each included issue.

Eighthly (8): Tasks & Responsibilities of the Committee Chairman

Notwithstanding the generally stated tasks and responsibilities of the member in this charter, the tasks and basic responsibilities of the chairman shall include the following without limitation:

- a) Preside and manage the committee meetings, and his absence shall be substituted by his deputy (if any). In the absence of the chairman and his deputy (if any), he shall appoint a member sufficiently enough before the meeting to preside the meeting. Otherwise, the committee shall elect a chairman from within the attending members.
- b) Attend the meeting of the General Assembly to answer the questions of the shareholders, and in case of being not able to attend the meeting, he must authorize a member of the committee to attend on his behalf before sufficient time.
- c) Supervise the committee works and ensure compliance of the respective parties with the charter.
- d) Managing the relationship between committee members and internal and external auditors.
- e) Ensure the correctness of the adopted resolutions and recommendations, and make sure that they are based on knowledge and serving the interests and strategic plans of the company.
- f) Escalate issues that the committee was not able to arrive to a resolution, the critical reports to the board of directors.
- g) Ensuring that minutes of meetings and decisions are recorded, documented, and preserved according to standard practice.
- h) Follow up implementation of resolutions and recommendation of the committee and the related parties.
- i) Prepare for meetings and set agenda and get it approved and ensure the availability of the supporting documents.
- j) Propose meeting schedule each year before year start and share this with members.
- k) Follow up compliance with the charter and verify the need for updating.
- l) Ensure obtaining the necessary signatures on the meeting minutes and any resolutions and maintaining the same in a special record.
- m) Provide the committee members with the agenda of each meeting together with the supporting documents and ensure that all members have received any subsequent modification.
- n) Provide members with the draft of the meeting minutes within no more than (7) seven days of the meeting date, and take into consideration any suggestions or modifications, or any resolutions issued in the meeting.

- o) Ensure the implementation of resolutions and recommendations adopted by the committee, prepare follow up list for resolutions including summary of the resolutions, the implementing parties, and the latest upcoming, provided that it shall be presented before the committee in each meeting.
- p) The chairman may authorize some of his tasks to whom he may consider appropriate of the committee members.

Ninthly (9): Obligations and Responsibilities of the Committee Member

- a) Regularly attend the committee meetings and effectively participate in its works. In case emerging circumstances that necessitate his absence of a meeting, the member must notify the chairman through any possible means. The member may not dismiss himself from the session before being adjourned without the permission of the chairman.
- b) Good and appropriate preparation for the meeting, and to review issues of each meeting agenda and read or relevant documents.
- c) Maintain confidentiality of the company and committee secrets and avoid disclosure to any third party other the general assembly, all acquired information because of pursuing his duties shall be considered confidential.
- d) Review the draft of the committee meetings minutes, thoroughly understand and convey remarks within a reasonable time of receiving the draft and ask explanation of any ambiguous resolution or text in such minutes.
- e) The member must develop his skills required to pursue his duties.
- f) Read the company message, and objectives, for well understanding in be aware of its programs and executive plans, coup with developments relevant to company activities.
- g) Be honest, truthful and subjective, and disentangled from personal interest by directing the company policy for his personal interest and shall not knowingly disclose misleading information.
- h) May not accept any valuable thing from an employee, or parties having business relationships with the company that may influence his decisions within the committee.
- i) Commitment to immediate disclosure to the Board of cases that may lead to a conflict of interest or when such conflict occurs, and commitment to refrain from voting and participating in decision-making when there is a conflict of interest.

Tenthly (10): Tasks and Responsibilities of the Committee.

The committee shall be responsible to monitor company works, and ensure the integrity and correctness of the financial reports and statements, and the internal control systems and control procedures in force in the company, as well as the processes of preparing reports and submitting them to the Board of Directors, and the committee tasks particularly include the following:

First item: Financial Reports:

- a) Examine the preliminary and annual financial statements before being presented to the board of directors, and stated opinion and recommendations in that respect to ensure their integrity, fairness and transparency.
- b) Reflect the technical opinion upon request of the board of directors, whether the report of the board of directors and financial statements of the company are fare, balanced and including information that enables shareholders and investors to evaluate the financial status of the company, performance, model activities, and strategies.
- c) Study the important or extraordinary issues stated in the financial report.
- d) Accurately review matters stated by the financial manager of the company, the one tacking his charge, the compliance officer of the company, or the accounts auditor.
- e) Verify the accounting estimations in the major issues stated in financial reports.
- f) Study the accounting policies adopted by the company, reflect opinion on the same and recommend to the board of directors.

Second item: Internal Audit:

- a) Study and audit the internal control system and risk management in the company.
- b) Study the internal auditing reports, and follow up implementation of the corrective measures of the stated remarks.
- c) Control and supervision of 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, and to verify the extent of their effectiveness and efficiency in carrying out the work and tasks assigned to them, and to ensure their independence.
- d) Adopting and approving the annual audit plan and following up on its implementation.
- e) Reviewing the internal audit department's strategy, plans and activities.
- f) Reviewing the extent to which the internal audit activity adheres to the international standards for the practice of the internal audit profession issued by the International Institute of Internal Auditors and the relevant local standards.
- g) Examining and addressing any restrictions on the work of the Internal Audit Department that may affect its ability to perform its work and tasks.

- h) Recommend the appointment of the manager of the Internal Audit Department, proposing his remuneration and any other benefits he enjoys in accordance with company policies, and evaluating his performance on an annual basis, or assigning the CEO to determine his remuneration and benefits.
- i) Review and approve the internal audit charter, at least annually.

Third item: Accounts Auditor:

- a) Recommend the nomination, discharge, propose fees, and performance evaluation of the accounts auditors to the board of directors after ensuring the independence and verify the scope of their works and their contracting conditions.
- b) Ensure the independence, subjectivity, and fairness of the accounts auditor and the effectiveness of the auditing works taking into consideration the relevant rules and standards.
- c) Verify plan and works of the accounts auditor, and that he is not submitting technical or administrative works beyond the scope of the auditing works, and provides its opinion thereon.
- d) Follow up on the implementation of the audit plan and work and verify its compliance with the relevant rules and standards.
- e) Studying and addressing any restrictions on the work of the external auditor that may affect his ability to perform his work and tasks.
- f) Reviewing the company's management's responses to the letters submitted by the external auditor, in which he clarifies his observations on the financial and regulatory violations regarding the company's accounts, and presents its views to the Board of Directors.
- g) Ensuring that there is cooperation between internal and external auditors without conflicts of work.
- h) Study the report and related notes of the accounts auditor regarding the financial statements, reflect opinion and follow up implementation.
- i) Provide answers for the inquiries of the accounts auditor.

Fourth item: Ensuring Compliance:

- a) Verify the results of the controlling authorities report and ensure that the company is taking the necessary procedures in this respect.
- b) Ensure compliance of the company with the relevant rules, policies and instructions.
- c) Verify contracts and deals supposed to be performed by the company with related parties, and provide feedback to the board of directors.
- d) Reviewing the process of informing and informing the company's employees of the guide to the rules of work ethics, and reviewing the process of following up on compliance with these rules.
- e) Escalate whatever is considered necessary for action by the board of directors and state recommendations of the required procedures.

Fifth item: Risks Management:

- a) Reviewing the risk management strategy and ensuring its compatibility with the company's strategic objectives in proportion to the nature and size of the company's activities, and verify its implementation, review and update based on the company's internal and external variables and submit it to the Board for approval.
- b) Verifying the feasibility of the company's continuation and its successful continuation of its activities, with identification of the risks that threaten its continuity during the next twelve months.
- c) Verifying the availability of an appropriate risk management framework, policies and procedures.
- d) Verify the effectiveness of identifying and evaluating key risk management, including:
 - o The procedures taken by the company to control and manage risks, including the accuracy and appropriateness of the risk measurement methods used during the process of identifying and evaluating risks.
 - o Measuring risks according to their current and expected different levels that the company is exposed to or might be exposed to.
 - o Measured risk treatment plans and effective corrective actions, including time plan.
 - o Evaluating the risks related to any new procedures or strategies that are introduced in the company.
- e) Ensure that approved risk limits are monitored appropriately by the risk management team and executive management, and that breaches of these limits are reported in a timely manner.
- f) Assessment of potential losses that may affect the operations within the company as a result of exposure to risks in terms of the magnitude and frequency of events.
- g) Determining the levels of risk acceptance and tolerance, monitoring the risks that the company may be exposed to and the extent to which it faces those risks, conducting continuous risk assessments, and developing plans and strategies to deal with crises and emergencies.

- h) Assessing the weaknesses in the company's various activities and operations that may lead to risks and setting corrective action procedures for them.
- i) Overseeing the risk management system and evaluating the effectiveness of systems and mechanisms for identifying, measuring and following up the risks that the company may be exposed to and identifying their deficiencies.
- j) Presenting recommendations to the Board of Directors on issues related to risk management and any proposed steps to manage such risks.
- k) Submit a report at the end of each year on information related to any risks faced by the company and the policy for managing, monitoring and treating these risks.
- l) Verify the independence of risk management staff from activities that may expose the company to risks.
- m) Periodically reassess the company's ability to take risks and be exposed to them.
- n) Ensure adequate risk management infrastructure, resources and systems are in place to maintain the expected level of department operations.

Sixth item: Sufficiency of the Internal Control System:

The committee must prepare report include details of its performance of its competencies and duties and include recommendations and opinion regarding the sufficiency of the internal and financial control regulation, and risk management in the company, in addition to the other executed works within the scope of its responsibilities. The committee shall request the board of directors to provide enough copies of this report in the company head office and to be published on the company's website when publishing the invitation to convene the annual general assembly this report shall be recited before he general assembly and the committee may seek help of an independent external consultant to evaluate the internal control system and reflect opinion about its sufficiency.

Eleventhly (11): Conflict of Interests

- a) In case the member is having any conflict of interest in an issue included in the agenda, he must disclose this conflict before discussion, and this matter must be recorded in the meeting minutes. In such case he shall have the right to participate or vote in this issue.
- b) If the member is having doubted conflict of interests, he may seek opinion and advice of the committee chairman.

Twelfthly (12): Contradiction between the Auditing Committee and Board of Directors

In case of existing contradiction between the recommendations of the committee and decisions of the board of directors, and if the board refused to adopt the recommendation of the committee in respect of the appointment, dismiss, determine fees, evaluate performance of the accounts auditor or appointment of the internal auditor, the report of the board of directors must include the recommendation of the committee, justifications, and reason for not adopting it.

Thirteenthly (13): The Mechanism of Presenting Notes or Violations in the Company

The auditing committee shall set a mechanism that enables the company personnel to present their remarks of any violations in the financial report or else in full confidentiality, and must ensure the application of this mechanism through independent investigation according to the volume of damage or violation and adopt suitable follow up procedures.

Fourteenthly (14): Authorities of the Committee

For the Audit Committee in order to perform its duties:

- a- The right to access the company's records and documents.
- b- To request any clarification or explanation from the members of the Board of Directors or executive management.
- c- To request the Board of Directors to convene the company's General Assembly if the Board obstructs its work or if the company suffers significant damages or losses.

Fifteenthly (15): Confidentiality of the Committee's work

Committee members must maintain the confidentiality of the information they obtain through their membership in the Committee, and use it for the purpose of performing their membership duties only, and not announce or disclose any of that information to any other party, or disclose or exploit it in any way or use it for any purpose whatsoever. The commitment also includes maintaining the confidentiality of that information after the termination of membership in the committee, and the independent members of the committee must sign the "Representations and Obligations of the Independent Member" form prepared by the company for this purpose.

Article (16): Application & interpretation of the charter provisions

Provisions of this charter shall be applied and interpreted without contradiction with the company articles of association and any other bylaws approved by the board of directors and shall be in compliance with the Saudi Companies Regulation, CMA and their executive rules.

Seventeenthly (17): Committee Remunerations

Each member is entitled to an annual bonus and an attendance allowance in accordance with the approved rewards policy or as determined by the Board of Directors.

Eighteenthly (18): Validity of the Charter

- c) This charter is subject to verification as a part of the effectiveness of the committee works governance.
- d) This charter is to be approved by the general assembly and come into effect according to a resolution by the assembly and shall supersede any previously valid charters.

Item 3:

Voting on the amendment to the rewards and nominations committee regulations.

Comparison for the amendment with regards to Operation Charter of Remunerations & Nominations Committee MOBI Industry Company.

Text Before the amendment	Text after the amendment
<p>Twelfth: Committee Remunerations: Each member is entitled to an annual bonus allowance in accordance with the approved rewards policy or as determined by the Board of Directors.</p>	<p>Twelfth: Committee Remunerations: Each member is entitled to an annual bonus and an attendance allowance in accordance with the approved rewards policy or as determined by the Board of Directors.</p>



Operation Charter of Remunerations & Nominations Committee
MOBI Industry Company.

Date of issue:	05 March 2026G	Seal
Version:	3	
No. of pages:	5	

First: Definitions:

Company: MOBI Industry Co.

General Assembly: General assembly of the shareholders of MOBI Industry Co.

Board of Directors: Board of directors of MOBI Industry Co.

Committee: Remunerations and nomination committee formed by the board of directors of MOBI Industry Co.

Charter: Operation Charter of Remunerations & Nomination Committee of MOBI Industry Co. duly approved by the general assembly.

Committee Member: Member of the Remunerations and nomination committee of MOBI Industry Co.

Executive Member: Member of the board of directors of MOBI Industry Co. who is totally devoted to work in the executive management of the company and participating in its daily activities.

Non-Executive member: Member of the board of directors of MOBI Industry Co. who is not devoted to work in company management, and not participating in its daily activities.

Independent Member: Non-Executive member of MOBI Industry Company Board of Directors, who is enjoying independence in his designation and decisions, and who is free of all independence inhibitors stated in the Regulations of the Capital Market and other relevant authorities.

Executive Management or Chief Executives: People assigned to run the operations of MOBI Industry Co., propose the strategic decisions, and implementation thereof, such as, CEO, vice CEOs, and financial manager.

Second: Objective:

The objective of this charter is to determine measures and procedures, scope of works, responsibilities, mechanisms of issuing resolutions, and member responsibilities of the committee, to help the board of directors in strengthening his responsibilities and verify activities resulting in conflict of interests, nomination to membership of the board of directors, and compliance of the company activities and procedures with the valid rules and regulations.

Third: Formation of the Committee & Selection of the Chairman:

- a) According to a resolution by the board of directors, the Remunerations and nomination committee shall be formed from the non-executive members of the board of directors or else. The number of members shall not be less than three and not more than five members, chairman of the committee shall be an independent member of the board of directors. The term of office of this committee according to the provisions of the formation resolution provided that it shall not exceed the office term of the board of directors.
- b) From within its members, the committee shall elect a chairman in the first meeting. The committee may appoint a vice chairman and a secretary from within its members or else.
- c) In case of a vacant post in the committee membership due to resignation or any other reason, the board of directors may appoint another member in the vacant post who shall complete the period of his predecessor.
- d) In case a need arises to increase the number of committee members, without exceeding the upper limit during the office term, the board may appoint one or more committee members(s).

Fourth: Measures and basis of selecting the Committee Members:

- 1) Must have the legally recognized capacity.
- 2) Must not be an executive member of the board of directors.
- 3) His honesty and integrity is evident and not condemned of honor or integrity crime.
- 4) Must have enough time to effectively participate in the committee works and must have the ability to take decisions in compliance with the professional ethics and values.
- 5) Must be subjective and neutral.
- 6) Must have a reasonable conception of policies and nature of the committee works.

Fifth: Expiration of Committee Membership:

Membership of the committee expires by the expiry of term according to the formation resolution, death, resignation, or in the absence of any of the membership conditions, also the board may relieve any member for a reason in a reasonable time without causing damage to the company.

Sixth: Meetings & Minutes of the Committee:

- 1) Committee meetings shall be periodically convened at every six months, additional meetings may be convened whenever necessary according to the request of the chairman or one member stating the justifiable reasons.

meeting and approval of the majority members, or upon the request of the board of directors. Quorum of meeting is the attendance of half of its members, resolutions are issued according to majority of the attending members; in case of equal votes the chairman of the meeting shall have a casting vote.

- 2) According to the approval of the majority of members, a meeting may be postponed or cancelled as deemed appropriate by the committee.
- 3) The committee may convene meetings using the technological means the visual or audio conferencing and attendance shall consider in person.
- 4) Committee meetings and resolutions shall be documented in minutes duly signed by all attending members. provided that all attending and absent members shall be provided with the minutes draft within the specified period. In presence of notes or modifications on the draft minutes, members must provide the chairman within no more than (7) seven days of the date of sending minutes, otherwise such draft shall be considered final and signatures shall be completed unless there exist emergency circumstances at the discretion of the chairman.
- 5) Any committee member may have reservation against any resolution adopted by the committee provided that he shall specify the reasons behind this reservation to be recorded in minutes. No member shall be relieved of responsibility of the unanimously adopted resolutions in case of being absent unless he records his reservation.
- 6) The committee may invite any member of the board of directors, the executive management officer, or else to attend meetings and provide the required relevant information.

Seventh: Agenda & Supporting Documents:

- 1) The committee shall adhere to meeting agenda while taking into consideration any other issues suggested by members in a previous meeting. Any member shall have the right to new item(s) whether before the meeting or at the time of the agenda approval, and to be included as a deliberation item.
- 2) Agenda and suggested resolution shall be supplied to members through the available communication methods whether emails or other means, associated with the supporting documents at least one week prior to the scheduled meeting date excluding the emergency meetings where members shall be notified within a reasonable and sufficient time before the meeting in the manner that enables the member to study the proposed issues and review documents.
- 3) The agenda shall include the estimated time duration, and time expected for each included issue.
- 4) In case of inquiries or request of explanation from any member about the agenda or documents before the meeting, answers should be provided in due time by the chairman or whoever he may authorize.
- 5) In case of presence of updating or modification whether regarding the agenda or related documents, members shall be timely provided by this change.

Eighth: Tasks & Responsibilities of the Committee Chairman:

Notwithstanding the generally stated tasks and responsibilities of the member in this charter, the tasks and basic responsibilities of the chairman shall include the following without limitation:

- 1) Preside and manage the committee meetings, and his absence shall be substituted by his deputy (if any). In the absence of the chairman and his deputy (if any), he shall appoint a member sufficiently enough before the meeting to preside the meeting. Otherwise, the committee shall elect a chairman from within the attending members.
- 2) Supervise the committee works and ensure compliance of the respective parties with the charter.
- 3) Manage and follow up works of the committee by himself or by whom he may authorized.
- 4) Ensure the correctness of the adopted resolutions and recommendations, and make sure that they are based on knowledge and serving the interests and strategic plans of the company.
- 5) Escalate issues that the committee was not able to arrive to a resolution, the critical reports to the board of directors.
- 6) Follow up implementation of resolutions and recommendation of the committee and the related parties.
- 7) Prepare for meetings and set agenda and get it approved and ensure the availability of the supporting documents.
- 8) Propose meeting schedule each year before year start and share this with members.
- 9) Follow up compliance with the charter and verify the need for updating.
- 10) Ensure the recording of meeting minutes and resolutions, documentation and maintenance of the same as conventionally agreed upon.

- 11) Provide the committee members with the agenda of each meeting together with the supporting documents and ensure that all members has received any subsequent modification.
- 12) Provide members with the draft of the meeting minutes within no more than (7) seven days of the meeting date, and take into consideration any suggestions or modifications, or any resolutions issued in the meeting.
- 13) Ensure obtaining the necessary signatures on the meeting minutes and any resolutions and maintaining the same in a special record.
- 14) Ensure the implementation of resolutions and recommendations adopted by the committee, prepare follow up list for resolutions including summary of the resolutions, the implementing parties, and the latest upcoming, provided that it shall be presented before the committee in each meeting.
- 15) The chairman may authorize some of his tasks to whom he may consider appropriate of the committee members.

Ninth: Obligations and Responsibilities of the Committee Member:

- 1) Regularly attend the committee meetings and effectively participate in its works. In case emerging circumstances that necessitate his absence of a meeting, the member must notify the chairman through any possible means. The member may not dismiss himself from the session before being adjourned without the permission of the chairman.
- 2) Good and appropriate preparation for the meeting, and to review issues of each meeting agenda and read or relevant documents.
- 3) Maintain confidentiality of the company and committee secrets and avoid disclosure to any third party other the general assembly, all acquired information because of pursuing his duties shall be considered confidential.
- 4) Review the draft of the committee meetings minutes, thoroughly understand and convey remarks within a reasonable time of receiving the draft and ask explanation of any ambiguous resolution or text in such minutes.
- 5) The member must develop his skills required to pursue his duties.
- 6) Read the company message, and objectives, for well understanding in be aware of its programs and executive plans, coup with developments relevant to company activities.
- 7) Be honest, truthful and subjective, and disentangled from personal interest by directing the company policy for his personal interest and shall not knowingly disclose misleading information.
- 8) May not accept any valuable thing from an employee, or parties having business relationships with the company that may influence his decisions within the committee.
- 9) The committee chairman must attend the general assembly meeting to answer inquiries of shareholders, in case of being not able to attend, then he must authorize a member to attend on his behalf.

Tenth: Tasks and Responsibilities of the Committee

- 1) Set and update policies of remunerations of the board of directors and committees of established by the board of directors and executive management and submit to the concerned departments for approval while considering the relevant regulations organizing this policy.
- 2) Clarify the relationship between the awarded Remunerations and the adopted Remunerations policy and determine any substantial deviation of this policy.
- 3) Periodical review of Remunerations policy, and assessment of its effectiveness in realizing the targeted objectives.
- 4) Recommend to the board of directors, the Remunerations of the board members and emerging committee members, and senior executives according to the approved policy.
- 5) Propose clear policies and standards for the membership of the board of directors and executive management.
- 6) Recommend nomination of the board members and re-nominate them according to the approved policies and standards, taking into consideration the prerequisites for nomination to the board membership.
- 7) Set description of the required abilities and qualifications for the membership of the board of directors and the executive administrative positions.
- 8) Determine time to be devoted by the member for the activities of the board of directors.
- 9) Suggest the necessary mechanisms to annually evaluate the performance of the Board, its members, committees, and executive management, through appropriate performance indicators related to the extent to which the company's strategic objectives are achieved, the quality of risk management, the adequacy of internal control systems, and others.

- 10) Evaluate the members of the Board of Directors, the committees, on an annual basis in accordance with the mechanisms necessary in the evaluation process.
- 11) Annual verification of the required skills and experience for the membership of the board of directors and executive management posts.
- 12) Verify the organizational structure of the board of directors and executive management, and present a recommendation for the required possible modifications.
- 13) Annually ensure the independence of the independent members and ensure absence of the conflict of interest if the member is occupying membership of another company's board of directors.
- 14) Set employment description for the executive, non-executive, independent members and senior executive officers.
- 15) Set special procedures in case of vacant post of the membership of the board of directors or senior officers.
- 16) Determine strength and weakness points of the board of directors and suggest solutions in compliance with company interests.
- 17) Ensure compliance with the company governance charter and provisions of the relevant regulations in respect of nomination of the board members.
- 18) Study issues assigned or referred by the board of directors, and present recommendations to the board for a suitable decision.
- 19) The committee shall submit report of its activities by the year end to the board of Directors.
- 20) The Committee has the right to seek the assistance of experts and specialists it deems fit from within or outside the company within the limits of its powers, provided that this is included in the minutes of its meeting with a detailed statement about the expert or specialist and his relationship with the company or senior executives.

Eleventh: Application & interpretation of the charter provisions:

Provisions of this charter shall be applied and interpreted without contradiction with the company articles of association and any other bylaws approved by the board of directors and shall be in compliance with the Saudi Companies Regulation, CMA and their executive rules.

Twelfth: Committee Remunerations:

Each member is entitled to an annual bonus and an attendance allowance in accordance with the approved reward policy or as determined by the Board of Directors.

Thirteenth: Substitution and Validity of the Charter:

- 1) This charter is subject to verification as a part of the effectiveness of the committee works governance.
- 2) This charter is to be approved by the general assembly and come into effect according to a resolution by the assembly and shall supersede any previously valid charters.

Item 4:

**Voting on the amendment of the Remuneration Policy for Board Members,
Committees, and Executive Management**

**Comparison for the amendments for the Remuneration
Policy for Members of the Board of Directors,
Committees and Executive Management of MOBI Industry Company**

Text after the amendment	Text Before the amendment
<p>Fifth: Stopping the disbursement of bonuses and their recovery: The disbursement of rewards is halted and they are reclaimed in the following cases:</p> <ol style="list-style-type: none"> 1) If it is decided to terminate the membership of a member of the Board of Directors due to his absence from three consecutive meetings or five separate meetings during his membership term without a legitimate excuse or in accordance with what is stipulated in the relevant regulations, he shall not be entitled to any bonuses for the period following the last meeting he attended, and he must return all bonuses paid to him for that period. 2) If it turns out that it was decided based on inaccurate information provided by a member of the Board of Directors or the executive management, in order to prevent the exploitation of the job position to obtain undeserved rewards. 	<p>Fifth: Stopping the disbursement of bonuses and their recovery: If it is decided to terminate the membership of a member of the Board of Directors due to his absence from three consecutive meetings or five separate meetings during his membership term without a legitimate excuse or in accordance with what is stipulated in the relevant regulations, he shall not be entitled to any bonuses for the period following the last meeting he attended, and he must return all bonuses paid to him for that period.</p>



Board of Directors, Committees and Executive Management
Remuneration Policy Mobi Industrial Company

Date of issue:	05 March 2026G	Seal
Version:	4	
No. of pages:	2	

Introduction:

In order to enhance the process of disclosure, transparency and effective governance, Mobi Industry has prepared this policy, which aims to determine the amount of bonuses for the members of the Board of Directors of Mobi Industry, its committees and the executive management, and the mechanism for disbursing them in accordance with the relevant regulations and bylaws issued by the regulatory and legislative authorities, and the best prevailing practices that would create an attractive environment through which professional competencies and expertise can be attracted, retained and motivated to contribute to achieving the company's goals.

First: Definitions:

- Company: Mobi Industry Company, a Saudi public joint stock company.
- Board of Directors/Council: Board of Directors of Mobi Industry Company.
- Committee/Committees: Committee formed by a decision of the Board of Directors of Mobi Industry Company.
- General Assembly: An assembly formed by the shareholders of Mobi Industry Company in accordance with the provisions of the Companies Law and the Company's Articles of Association.
- Executive Management: Persons entrusted with managing the daily operations of Mobi Industry Company and proposing and implementing strategic decisions, such as the CEO, his deputies and the CFO.
- Remuneration: Amounts and allowances paid to members of the Board of Directors in return for their membership in the Board or committees.

Second: Scope of application of the policy:

This policy applies to members of the Board of Directors, committees and executive management of the company.

Third: Timing of disbursement of bonuses:

Bonuses and allowances are paid to members of the Board and committees on an annual or periodic basis for any part of the year.

Fourth: Bonus disbursement mechanism:

- **Board Membership Bonus:**
 - A) An annual bonus of (150,000) One hundred and fifty thousand shall be paid to a member of the Board of Directors And an annual reward for the Chairman of the Council in the amount of (250,000) two hundred and fifty thousand riyals.
 - B) A member of the Board of Directors may be granted a reward for any additional executive, technical, administrative or advisory work or positions - pursuant to a professional license - that he is assigned to in the company, in addition to the reward he receives in his capacity as a member of the Board of Directors and any of the committees formed by the Board.
 - C) An independent member of the Board of Directors may not receive financial amounts from the company in addition to the remuneration for membership of the Board of Directors or any of its committees that exceed (200,000) riyals or (50%) of his remuneration in the previous year that he received for membership of the Board of Directors or any of its committees, whichever is less.
- **Committee membership bonus:**

An annual bonus of (80,000) eighty thousand riyals shall be paid to each member of the "Audit Committee, the Remuneration and Nominations Committee, and the Executive Committee.

▪ **Attendance allowances:**

- A) An attendance allowance of SR (3,000) three thousand riyals is to be paid to each member of the Board and Committees meetings for each session.
- B) An allowance for attending the General Assembly meeting shall be paid to a member of the Board of Directors and to each committee chairman if he is a member from outside the Board of Directors, in the amount of (2,000) two thousand riyals for each meeting.

▪ **Reward for the Secretary of the Board of Directors and Committee Secretaries:**

- a) A remuneration shall be paid to the Secretary of the Council amounting to (3,000) Three Thousand Riyals for each session he attends.
- b) A remuneration shall be paid to the secretary of each committee amounting to (3,000) three thousand riyals for each session he attends.
- c) The allowance for attending the General Assembly meeting shall be paid to the Secretary of the Board in the amount of (2,000) thousand riyals for each meeting.

▪ **Executive Management Bonus:**

An annual bonus is paid to the executive management based on criteria related to achieving performance indicators and according to the results of the evaluation conducted annually.

Fifth: Stopping the disbursement of bonuses and their recovery:

The disbursement of rewards is halted and they are reclaimed in the following cases:

- 1- If it is decided to terminate the membership of a member of the Board of Directors due to his absence from three consecutive meetings or five separate meetings during his membership term without a legitimate excuse or in accordance with what is stipulated in the relevant regulations, he shall not be entitled to any bonuses for the period following the last meeting he attended, and he must return all bonuses paid to him for that period.
- 2- If it turns out that it was decided based on inaccurate information provided by a member of the Board of Directors or the executive management, in order to prevent the exploitation of the job position to obtain undeserved rewards.

Sixth: Disclosure:

The details of this policy, the remuneration of the Board of Directors and its committees, and the remuneration of senior executives shall be disclosed in the annual report of the Board of Directors in accordance with what is approved by the regulations.

Seventh: Adoption and implementation of the policy:

This policy is approved by the General Assembly and is effective from the fiscal year 2026.

Proxy Form

Dear Shareholders,

The agency form is not available, as the extraordinary general assembly will be held.

through modern technology means; through tadawulaty system:

[https:// www.tadawulaty.com.sa](https://www.tadawulaty.com.sa)

If there are any enquiries, please contact the investors relationship at

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