

## Nominee's Independence-Affecting Issues

In reference to the Corporate Governance Regulations issued by the Board of the Capital Market Authority, kindly fill out the form to endorse the membership status (independent – non-independent) according to the definition of the Independent Director below. Please fill the form accurately and when any of the independence-affecting issues occurs you may inform the Board Secretariat of the Saudi Tadawul Group Holding Company.

#	Independence-affecting issue	Status
1	If he/she holds five percent or more of the shares of the Company or any other company within its group; or is a relative of who owns such percentage.	<input type="checkbox"/> Applicable <input type="checkbox"/> Not Applicable
2	If he/she is a representative of a legal person that holds five percent or more of the shares of the Company or any company within its group.	<input type="checkbox"/> Applicable <input type="checkbox"/> Not Applicable
3	If he/she is a relative of any member of the Board of the Company, or any other company within the Company's group.	<input type="checkbox"/> Applicable <input type="checkbox"/> Not Applicable
4	If he/she is a relative of any Senior Executive of the Company, or of any other company within the Company's group.	<input type="checkbox"/> Applicable <input type="checkbox"/> Not Applicable
5	If he/she is a Board member of any company within the group of the Company for which he/she is nominated to be a Board member.	<input type="checkbox"/> Applicable <input type="checkbox"/> Not Applicable
6	If he/she is an employee or used to be an employee, during the preceding two years, of the Company, of any party dealing with the Company or any company within its group, such as external auditors or main suppliers; or if he/she, during the preceding two years, held a controlling interest in any such parties.	<input type="checkbox"/> Applicable <input type="checkbox"/> Not Applicable
7	If he/she has a direct or indirect interest in the businesses and contracts executed for the Company's account.	<input type="checkbox"/> Applicable <input type="checkbox"/> Not Applicable
8	If the member of the Board receives financial consideration from the Company in addition to the remuneration for his/her membership of the Board or any of its committees exceeding an amount of (SAR 200,000) or 50% of his/her remuneration of the last year for the membership of the board or any of its committees, whichever is less.	<input type="checkbox"/> Applicable <input type="checkbox"/> Not Applicable
9	If he/she engages in a business where he competes with the Company, or conducting businesses in any of the company's activities.	<input type="checkbox"/> Applicable <input type="checkbox"/> Not Applicable
10	If he/she served for more than nine years, consecutive or inconsecutive, as a Board member of the Company.	<input type="checkbox"/> Applicable <input type="checkbox"/> Not Applicable

### I Acknowledge:

I'm independent as defined below, and If any of the Terms of Independence are missed, I will inform the Board Secretariat of the Saudi Tadawul Group Holding Company via their Email bod.secretariat@tadawul.com.sa.

I'm not independent because one of the above Independence-Affecting Issues applies on me as a nominee (Article No: \_\_\_\_\_ ).

Member Name:	Signature:	Date:

### Definitions:

Independent Director:	A non-executive member of the Board who enjoys complete independence in his/her position and decisions and none of the independence affecting issues stipulated above apply to him/her.
Relatives:	<ul style="list-style-type: none"> <li>- Fathers, mothers, grandfathers and grandmothers (and their ancestors).</li> <li>- children and grandchildren and their descendants.</li> <li>- siblings, maternal and paternal half-siblings.</li> <li>- Husbands and wives.</li> </ul>
The Company:	Saudi Tadawul Holding Group
Controlling Interest:	<p>The ability to influence actions or decisions of another person directly, indirectly, individually or collectively with a relative or an affiliate through:</p> <ul style="list-style-type: none"> <li>- Owning %30 or more of the voting rights in a company.</li> <li>- Having the right to appoint %30 or more of the administrative team members.</li> </ul>
Affiliate:	A person who controls another person or is controlled by that other person, or who is under common control with that person by a third person. In any of the preceding, control could be direct or indirect.
The Group:	When referring to a person, means the person and his affiliates.
Person:	Any natural or legal person that is recognised as such under the laws of the Kingdom.
Indirect Interest:	<p>An interest shall be considered indirect if the business and contract executed for the company's account may result in financial or non-financial benefits to, but not limited to, the following categories:</p> <ol style="list-style-type: none"> <li>1. The relatives of the board member.</li> <li>2. A partnership, limited partnership or limited liability company where any board member or any of his/her relatives is a partner in it or among its managers.</li> <li>3. A joint stock company in which a board member or any of his/her relatives, individually or collectively, own (5%) or more of its total ordinary shares.</li> <li>4. An entity - other than companies - in which a board member or any of his/her relatives has ownership, or is managing it.</li> <li>5. An entity or a company where a board member or any of his/her relatives is a member of its Board of Directors or a senior executive, except for the Company's affiliates.</li> <li>6. A legal person represented by a board member.</li> </ol> <p>Unless the Nominations and Remuneration Committee considers otherwise, the businesses and contracts with the board member to meet his/her personal needs shall not be deemed as an interest that affect the independence of the board member which require an authorization from the ordinary general assembly, provided that such businesses and contracts are carried out in the same conditions and settings followed by the company with all contractors and dealers, and that such businesses and contracts must be within the normal course of the Company's activities.</p>