

Proposed Changes Yansab Bylaw

Articles before Amendment	Articles after Amendment
Article (1): Incorporation	Article (1): Incorporation
A Saudi joint stock company shall be incorporated in accordance with the Companies Law, its regulations and these Bylaws as follows:	A Listed Saudi Joint Stock Company shall be incorporated in accordance with the Companies Law, its regulations and these Bylaws as follows:
Article (2): Company's Name	Article (2): Company's Name
Yanbu National Petrochemical Company (YANSAB), (a listed joint-stock company) abbreviated as YANSAB.	Yanbu National Petrochemical Company (YANSAB), (a listed Saudi joint-stock company) abbreviated as YANSAB.
Article (5): Headquarters	Article (5): Headquarters
The headquarters of the Company shall be in Yanbu. The Company may establish branches, offices or agencies inside or outside the Kingdom by virtue of a resolution from the Board of Directors. Furthermore, the Extraordinary General Assembly may move its headquarters to any other city inside the Kingdom of Saudi Arabia.	The headquarters of the Company shall be in Yanbu, Kingdom of Saudi Arabia . The Company may establish branches, offices or agencies inside or outside the Kingdom by virtue of a resolution from the Board of Directors. Furthermore, the Extraordinary General Assembly may move its headquarters to any other city inside the Kingdom of Saudi Arabia.
Article (9): Preferred Shares	Article (9): Preferred Shares
Pursuant to the basis set by the competent authority, the Company's Extraordinary General Assembly may issue preferred shares, buy it or convert the ordinary shares into preferred shares or the preferred shares into ordinary shares. Holding the preferred shares shall not grant the right to vote in the Shareholders' General Assemblies. However, holding such shares grant the right of having a higher proportion than the proportion of common shares holders of the Company's net profits after the deduction of the statutory reserve .	Pursuant to the basis set by the competent authority, the Company's Extraordinary General Assembly may issue preferred or ordinary shares or buy it or convert the ordinary shares into preferred shares or the preferred shares into ordinary shares. Holding the preferred shares shall not grant the right to vote in the Shareholders' General Assemblies. However, holding such shares grant the right of having a higher proportion than the proportion of common shares holders of the Company's net profits after the deduction of the reserves –if any- .

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Article (10): Buy-back, Sale and Pledge of Shares	Article (10): Buy-back, Sale and Pledge of Shares
<p>The Company may buy back and sell its shares at one or more phases, and it may pledge the shares as a guarantee for a debt in accordance with the regulations and criteria determined by the competent authority.</p>	<p>The Company may buy back and sell its shares at one or more phases, and it may pledge the shares as a guarantee for a debt in accordance with the regulations and criteria determined by the competent authority. <u>The shares purchased by the Company do not have votes in shareholders assemblies.</u></p> <p><u>The Board of Directors may decide to repurchase the Company's shares with the aim of allocating these shares to the Company's employees through an employee stock program, or for any other purpose, the Board of Directors deems to be in the interest of the Company</u></p>
Article (11): Selling of Unpaid Shares	Article (11): Selling of Unpaid Shares
<p>A shareholder shall pay the value of the shares at the specified dates. If the shareholder fails to pay on the due date, the Board of Directors may-after notifying such shareholder through a publication in a daily newspaper, through the Capital Market Authority website or by registered mail sent to his/her address -sell such share in a public auction or in the capital market, as the case may be, in accordance with the rules determined by the competent authority.</p>	<p>A shareholder shall pay the value of the shares at the specified dates. If the shareholder fails to pay on the due date, the Board of Directors may-after notifying such shareholder through a publication in, the capital market website or by registered mail sent to his/her address or by any means of modern technology-sell such share in a public auction or in the capital market, as the case may be, in accordance with the rules determined by the competent authority. <u>The Company shall cancel the sold share according to the provisions of the Companies Law, and shall give the purchaser a new share bearing the number of the cancelled share, and this shall be indicated in the shareholders register.</u></p>
<p>However, the shareholder in default up to the sale date may pay the due amount, in addition to any relevant expenses incurred by the Company. The Company shall receive the amounts due thereto from the sale proceeds and shall return any remaining amount to the shareholder. If the proceeds of the sale fall short of the amount due, the Company shall</p>	<p>However, the shareholder in default up to the sale date may pay the due amount, in addition to any relevant expenses incurred by the Company. The Company shall receive the amounts due thereto from the sale proceeds and shall return any remaining amount to the shareholder. If</p>

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<p>have a claim on the entire assets of the defaulting shareholder. The Company shall cancel the sold share according to the provisions of the Companies Law, and shall give the purchaser a new share bearing the number of the cancelled share, and this shall be indicated in the shareholders register.</p>	<p>the proceeds of the sale fall short of the amount due, the Company shall have a claim on the entire assets of the defaulting shareholder.</p>
<p>Article (12): Issuance of Shares</p> <p>Shares shall be nominal and shall not be issued at less than par value, but may be issued for more than par value; in which case the difference of value shall be added to an independent budgetary item as part of Shareholders' entitlements and shall not be distributed to Shareholders as profits.</p> <p>A share shall be indivisible as far as the Company is concerned. If a share is jointly owned by several persons, they must elect one of them to exercise the rights attached to such share on their behalf, but they shall be jointly liable for the obligations arising from such ownership</p>	<p>Article (12): Issuance of Shares</p> <p><u>Taking into account Article Seven of the company's bylaws, the shares are</u> nominal, and <u>the shares</u> may be <u>divided into shares with a lower nominal value, or merged to represent shares with a higher nominal value, in accordance with the controls set by the competent authority.</u> <u>The share is</u> indivisible <u>against</u> the company. If a share is owned by several persons, they <u>shall choose one person from among themselves to represent</u> them in the use of the rights <u>related thereto, Said persons</u> shall be jointly <u>and severally</u> liable for obligations arising from ownership <u>of such share.</u></p>
<p>Article (13): Trading of Shares</p> <p>Shares shall be traded according to the regulations of the Capital Market Authority (the "CMA").</p>	<p>Article (13): Trading of Shares</p> <p>Shares shall be traded according to the regulations of the Capital Market Authority (the "CMA") <u>and its regulations.</u></p>
<p>Article (14): Increase of Capital</p> <p>1. The Company's capital may be increased by resolution of an Extraordinary General Assembly, on condition that the capital has been fully paid-up unless the unpaid portion of the capital pertains to shares issued against the conversion of debt instruments or finance bonds into shares and the period prescribed for such conversion has not yet elapsed.</p>	<p>Article (14): Increase of Capital</p> <p>1. The Extraordinary General Assembly <u>may decide to increase the Company's issued or authorized capital, if any, on condition that the issued capital has been paid in full. It is not required that the capital has been paid in full if</u> the unpaid portion of the capital <u>is due</u> to shares issued <u>in exchange for converting</u> debt instruments or <u>financing instruments</u> into shares and the period <u>specified</u> for <u>their</u> conversion <u>into shares</u> has not yet <u>expired.</u></p>

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<p>3. At the time the Extraordinary General Assembly issues a resolution approving the capital increase, the shareholders will be entitled to a pre-emptive right to subscribe to the new shares issued against cash contributions. Such shareholders shall be informed of their pre-emptive right by publishing a notice in a daily newspaper or by notifying them through registered mail of the resolution of capital increase as well as the conditions, duration and commencement and expiry dates of the subscription.</p>	<p>3. At the time the Extraordinary General Assembly issues a resolution approving the capital increase, the shareholders will be entitled to a pre-emptive right to subscribe to the new shares issued against cash contributions. Such shareholders shall be informed of their pre-emptive right by publishing. In accordance with the rules determined by the competent authorities.</p>
<p>5. Subject to the criteria set forth by the competent authority, a shareholder may sell or assign the pre-emptive right within the period from the date of issuance of the General Assembly's resolution approving the capital increase until the last day of subscription to the new shares associated with such right.</p>	<p>5. The shareholder has the right to sell or assign the priority right for or without consideration, as determined by the relevant regulations.</p>
<p>Article (15): Decrease in Capital</p>	<p>Article (15): Decrease in Capital</p>
<p>The Extraordinary General Assembly may resolve to decrease the capital if it exceeds the need of the Company or if the Company incurs losses. The Extraordinary General Assembly resolution may only be issued after reading the auditor's report on the reasons for such decrease, the obligations to be fulfilled by the Company and the impact of the decrease on such obligations.</p>	<p>The Extraordinary General Assembly may resolve to decrease the capital if it exceeds the company's needs or if it suffers losses. In the latter case only, the capital may be decreased to below the limit stipulated in the companies' Law. The reduction decision shall not be issued except after reading a statement in the General Assembly prepared by the Board of Directors on the reasons necessitating it, the obligations owed by the Company and the impact of the decrease on these obligations. A report from the company's auditor is attached to this statement.</p>
<p>If the capital decrease is due to the capital being in excess of the needs of the Company, the creditors of the Company must be invited to submit their objection to such reduction within sixty (60) days from the date of publishing the resolution approving the decrease in a daily newspaper</p>	<p>If the capital decrease is a result of it exceeding the company's needs, the creditors must be invited to express their objections - if any - within the period stipulated in the relevant regulations in order to take the decrease resolution. If one of the creditors objects and submits his</p>

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<p>circulated in the region of the head office of the Company. Should any creditor raise an objection and submit its document to the Company within the period set above, the Company must pay the debt of the creditor if due, or provide the creditor with an adequate guarantee of payment if the debt is payable at a future date.</p>	<p><u>documents to the company within the aforementioned time, the company</u> must pay <u>To him his</u> debt if <u>it is immediate</u>, or <u>to</u> provide <u>him</u> with <u>sufficient</u> guarantee <u>to fulfill it</u> if <u>it</u> is <u>due</u>.</p>
<p>Article (17): Management of the Company</p> <p>The Company shall be managed by a board of directors composed of seven (7) members to be elected by the Ordinary General Assembly, each of whom shall serve for a term of three (3) years. Saudi Basic Industries Corporation (SABIC) shall have the right of appointing or electing four (4) members, one of whom shall be the Chairman and another shall be the Vice Chairman.</p>	<p>Article (17): Management of the Company</p> <p>The Company shall be managed by a board of directors composed of seven (7) members to be elected by the Ordinary General Assembly for a <u>period not exceeding</u> three years. <u>The Board of Directors also appoints from among</u> the members the Chairman <u>of the Board of Directors</u> and <u>his deputy</u>.</p>
<p>Article (18): Qualification Shares of the Board of Directors Members</p> <p>The Ordinary General Assembly may at any time require the member of the Board of Directors to be a holder of a number of shares in the Company to ensure liability. Such shares shall be non-tradable /non-negotiable shares during the period of membership of the member until the Ordinary General Assembly decides to discharge the member from the Company management liability for the term of his membership after it terminates.</p>	<p>Article (18):</p> <p>Canceled</p>
<p>Article (19): Expiry of Board Membership</p> <p>Membership of a Board member will expire upon the expiry of the Board or the expiry of the member's term, according to any law or instructions applicable in Saudi Arabia. However, the Ordinary General Assembly may, at any time, dismiss all or some of the Board members without</p>	<p>Article (18): Expiry of Board Membership</p> <p><u>Membership in the Board of Directors and membership in the committees emanating from the Board</u> will expire upon the expiry of the Board or the expiry of the member's term, <u>or with the member's resignation or death in a</u> according to any law or instructions applicable</p>

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<p>prejudice to the right of dismissed member to claim compensation if they are dismissed for an unacceptable reason or at inappropriate time. A Board member may step down, provided that this takes place at an appropriate time. Otherwise, such member shall be liable to the Company for the damage caused by stepping down.</p>	<p>in Saudi Arabia. However, the Ordinary General Assembly may, at any time, dismiss all or some of the Board members without prejudice to the right of dismissed member to claim compensation if they are dismissed for an unacceptable reason or at inappropriate time. A Board member may step down from membership of the Board by written notification addressed to the Chairman of the Board. If the Chairman of the Board would to step down, the notification must be directed to the remaining members of the Board and the Secretary of the Board. Step down shall be considered It becomes effective - in both cases - from the date specified in the notification, provided that this takes place at an appropriate time. Otherwise, such member shall be liable to the Company for the damage caused by stepping down.</p>
<p>Article (20): Vacancy of Board Membership</p>	<p>Article (19): Vacancy of Board Membership</p>
<p>If the position of a Board member becomes vacant, the Board may appoint a member to temporarily fill the vacancy regardless of the order of votes attained in the assembly that has elected the Board, provided that such member meets the conditions of experience, qualification, competency and efficiency. The Ministry and the Authority shall be notified accordingly within five (5) days from. The appointment shall be laid before the Ordinary General Assembly in its first meeting after such appointment. The new member shall complete the unexpired term of his/her predecessor. If the Board of Directors fails to convene due to not satisfying the minimum number of members prescribed in the Companies Law or these Bylaws, the existing members shall call for an Ordinary General Assembly</p>	<p>If the position of a member of the Board of Directors becomes vacant, the Board may appoint a temporary member to the vacant position who has experience and competence. The Commercial Register must be informed and the Capital Market Authority of this within the period specified in the rules and regulations. The appointment shall be laid before the Ordinary General Assembly in its first meeting after such appointment. The new member shall complete the unexpired term of his/her predecessor. If the Board of Directors fails to convene due to not satisfying the minimum number of members prescribed in the Companies Law or these Bylaws, the existing members shall call for an Ordinary General Assembly within the period specified in the rules and regulations.</p>
<p>Article (21) Authorities of the Board</p>	<p>Article (20) Authorities of the Board</p>

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<p>A- Without prejudice to the powers conferred on the General Assembly, the Board of Directors shall have the broadest authorities for managing the Company's affairs and the disposition of its assets, properties and real estate. The Board shall also have the right to purchase, pay, accept payment, mortgage, redeem mortgage, sell, transfer ownership, receive payment and hand over the priced item. The minutes of the Board and the reasons of the disposal of the Company's assets, properties and real estate shall consider the following terms:</p>	<p>A- Without prejudice to the powers conferred on the General Assembly, the Board of Directors shall have the broadest authorities for managing the Company's affairs and the disposition of its assets, properties and real estate. The Board shall also have the right to purchase, pay, accept payment, mortgage, redeem mortgage, sell, transfer ownership, receive payment and hand over the priced item. The minutes of the Board and the reasons of the disposal of the Company's assets, properties and real estate shall consider the terms of any applicable law or instructions and the following conditions:</p>
<p>1. The Board shall determine in its resolution the reasons and the grounds of the sale;</p>	<p>1. The Board shall determine in its resolution the reasons and the grounds of the sale;</p>
<p>2. The sale price must be approximate to the price of the equivalent;</p>	<p>2. The sale price must be approximate to the price of the equivalent;</p>
<p>3. It shall be a spot sale, unless in case of necessity with providing adequate guarantees; Such disposal must not lead to suspending the Company's activities or incurring of other responsibilities.</p>	<p>3. It shall be a spot sale, unless in case of necessity with providing adequate guarantees; Such disposal must not lead to suspending the Company's activities or incurring of other responsibilities.</p>
<p>The Board may conclude funding agreements with finance funds and institutions for whatever duration as well as commercial financial institutions provided that they shall not exceed the end of the Company's duration, while taking into account the following conditions for the loans exceeding 3 years:</p> <ol style="list-style-type: none"> 1. The total number of loans the Board may conduct during the Company's fiscal year must not exceed the Company's Capital. 2. The Board shall indicate the usage of the loan and the payment methods in the resolution. 	<p>Obtaining loans and other credit facilities on behalf of the company, whatever their terms, including loans from government financing funds, related companies, export credit agencies, commercial banks, finance and credit companies, financial institution or any other financing body.</p>

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<p>1. The loan and guarantees conditions must take into account not to harm the Company, its shareholders and the public guarantees of creditors.</p>	
<p>Article (22): Board Members Remunerations</p>	<p>Article (21): Board Members Remunerations</p>
<p>The Ordinary General Assembly shall specify the remuneration and allowances of Board members pursuant to the Companies Law as well as the regulations spelt out by the competent authority, whether such remuneration is a particular amount, an allowance for attended meetings or a percentage of net profits, two or more of such benefits may be combined. The annual report of the Board shall indicate the remunerations and allowances received by Board members.</p>	<p>The Ordinary General Assembly shall specify the remuneration and allowances of Board members pursuant to the Companies Law as well as the regulations spelt out by the competent authority, whether such remuneration is a particular amount, an allowance for attended meetings or a percentage of net profits, two or more of such benefits may be combined. The annual report of the Board shall indicate the remunerations and allowances received by Board members.</p>
<p>The Board report to be submitted to the Ordinary General Assembly shall include a comprehensive statement of all benefits received by Board members during a fiscal year, including bonuses, attendance allowances and other benefits. The report shall also include a statement of the amounts received by Board members in their capacity as officers, administrators or any other amounts received thereby in consideration of technical or administrative activities or consultations. The report shall include, as well, a statement of the number of Board meetings and the number of meetings attended by each member since the date of the last meeting of the General Assembly.</p>	<p>The Board report to be submitted to the Ordinary General Assembly shall include a comprehensive statement of all benefits received by Board members during a fiscal year, including bonuses, attendance allowances and other benefits. The report shall also include a statement of the amounts received by Board members in their capacity as officers, administrators or any other amounts received thereby in consideration of technical or administrative activities or consultations. The report shall include, as well, a statement of the number of Board meetings and the number of meetings attended by each member.</p>
<p>Article (23): Authorities of the Chairman and Vice Chairman</p>	<p>Article (22): Authorities of the Chairman and Vice Chairman</p>
<p>The Chairman shall not hold any executive position in the Company. The Chairman shall preside over the meetings of the Board. In the event of the absence of the Chairman, or if he is prevented from carrying out his</p>	<p>The Chairman shall not hold any executive position in the Company. The Chairman shall preside over the meetings of the Board. In the event of the absence of the Chairman, or if he is prevented from carrying out his</p>

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<p>functions, the Vice Chairman shall carry out the Chairman’s functions temporarily. The Chairman shall represent the Company in its relations with third parties, sign before all governmental and non-governmental parties judicial or non-judicial, act as a defendant or a plaintiff for the Company, produce or refute evidence, assent or dissent and accept judgments or object to them. He shall have the right, as well, to acknowledge, admit, waive, seek reconciliation, and ask for the oath to be administered, and accept or reject the swearing. In addition, he may abdicate the right for suing, abandon litigation and waive the right for raising a claim of forgery. Besides, he shall have the right to seek sequestration, ask for lifting the seizure, sell, buy, transfer ownership of real estate property in name of Company employees or third parties, have title deeds issued, receive endorsed checks, mortgage, redeem mortgages, and borrow. He may, furthermore, sign articles of associations and amendments thereof for the companies incorporated by the Company, participate in incorporating them or merge therein or therewith, and he shall, as well, have the right to sign Shareholders’ resolutions and appoint managers and board members for such companies.</p>	<p>functions, the Vice Chairman shall carry out the Chairman’s functions temporarily. The Chairman shall represent the Company in its relations with third parties, sign before all governmental and non-governmental parties judicial or non-judicial, act as a defendant or a plaintiff for the Company, produce or refute evidence, assent or dissent and accept judgments or object to them. He shall have the right, as well, to acknowledge, admit, waive, seek reconciliation, and ask for the oath to be administered, and accept or reject the swearing. In addition, he may abdicate the right for suing, abandon litigation and waive the right for raising a claim of forgery. Besides, he shall have the right to seek sequestration, ask for lifting the seizure, sell, buy, transfer ownership of real estate property in name of Company employees or third parties, have title deeds issued, receive endorsed checks, mortgage, redeem mortgages, and borrow. He may, furthermore, sign articles of associations and amendments thereof for the companies incorporated by the Company, participate in incorporating them or merge therein or therewith, and he shall, as well, have the right to sign Shareholders’ resolutions and appoint managers and board members for such companies.</p>
<p>He shall have the right to increase and decrease the capital, approve entry and exit of shareholders and convert the legal status of such companies from joint-stock to limited-liability companies or the vice versa. He may also amend the objectives of the company, appoint its representatives in the shareholder and partner meetings, attend and vote on behalf of the company in such meetings, including ordinary and extraordinary general assembly meetings. The Board Chairman may carry out any other relevant activities and take appropriate actions to enhance the interests of the companies wholly or partially and directly</p>	<p>He shall have the right to increase and decrease the capital, approve entry and exit of shareholders and convert the legal status of such companies from joint-stock to limited-liability companies or the vice versa. He may also amend the objectives of the company, appoint its representatives in the shareholder and partner meetings, attend and vote on behalf of the company in such meetings, including ordinary and extraordinary general assembly meetings. The Board Chairman may carry out any other relevant activities and take appropriate actions to enhance the interests of the companies wholly or partially and directly</p>

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<p>or indirectly owned by the Company and its affiliates including, without limitation, conducting financial investments in such companies, extending loans and offering credit facilities to them and transferring the assets of the Company to any of its affiliates. Additionally, the Chairman may open, operate and close banking accounts of all types and in all countries and perform the works pertaining to such accounts, including withdrawals, deposits, transfers collections and distribution of Company’s moneys. Such works shall also include claiming the entitlements and dues of the Company, signing all agreements and contracts, and registering the patents and trademarks. Moreover, the Chairman shall have the right to sign arbitration documents, act for the Company before arbitration panels, and follow up, track and sign all Company-related transactions. The foregoing is in addition to any other powers and authorities vested in the Chairman by the Board of Directors by virtue of an independent resolution. The Chairman shall have the right to delegate a Board member or a third party for a specific job or specific jobs and may authorize them to sub-delegate all or some of his/her powers and authorities to a third party.</p>	<p>or indirectly owned by the Company and its affiliates including, without limitation, conducting financial investments in such companies, extending loans , offering credit facilities to them <u>and receive the dividend</u> and transferring the assets of the Company to any of its affiliates. Additionally, the Chairman may open, operate and close banking accounts of all types and in all countries and perform the works pertaining to such accounts, including withdrawals, deposits, transfers collections and distribution of Company’s moneys. Such works shall also include claiming the entitlements and dues of the Company, signing all agreements and contracts, and registering the patents and trademarks. Moreover, the Chairman shall have the right to sign arbitration documents, act for the Company before arbitration panels, and follow up, track and sign all Company-related transactions. The foregoing is in addition to any other powers and authorities vested in the Chairman by the Board of Directors by virtue of an independent resolution. The Chairman shall have the right to delegate a Board member or a third party for a specific job or specific jobs and may authorize them to sub-delegate all or some of his/her powers and authorities to a third party.</p>
<p>Article (24): Board Meetings</p> <p>The Board shall meet at the invitation of its Chairman. Notice for any meeting of the Board shall be delivered by hand against written receipt or served by means of email, modern technological methods or by registered mail, sent at least fifteen (15) days before the proposed date of meeting. The topics to be looked into during the meeting shall be set forth in detail. The right for notice for any meeting may be waived under a written waiver signed before or after the meeting by each Manager,</p>	<p>Article (23): Board Meetings</p> <p>The Board shall meet at the company’s headquarters or in any other venue determined by the Chairman of the Board of Directors or members at the invitation of its Chairman at least four times annually. Notice for meeting of the Board shall be sent to each member against written receipt or served by means of email, modern technological methods or by registered mail, sent at least fife (5) working days before the proposed date of meeting. accompanied by the meeting agenda and the necessary documents and information. Unless the situation requires</p>

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<p>either personally or by proxy. The Chairman shall call for a meeting at any time requested by two members.</p>	<p>holding the meeting in an emergency, the invitation to the meeting may be sent accompanied by the meeting agenda, documents and necessary information within a period of less than Five working days before the meeting date.. The right for notice for any meeting may be waived under a written waiver signed before or after the meeting by each Manager, either personally or by proxy. The Chairman shall call for a meeting at any time requested in written by any board member.</p>
Article (25): Quorum of Board Meetings	Article (24): Quorum of Board Meetings
<p>A meeting of the Board shall be valid only if it is attended by at least four (4) members, including the Board Chairman or the Vice-Chairman. In case that a member authorizes another member to attend the Board meetings, the delegation shall be compliant with the following regulations:</p>	<p>A meeting of the Board shall be valid only if it is attended by at least four (4) members,. In case that a member authorizes another member to attend the Board meetings, the delegation shall be <u>In accordance</u> with the <u>rules determined by the competent authorities.</u></p>
<p>A Board member shall represent only one member in attending the same Board meeting; The delegation shall be substantiated in writing The representative shall not vote on resolutions in which the law bans the represented member from voting.</p> <p>The Board resolution shall be issued by a majority of the members present or represented therein, and if the votes are equal, the side in which the Chairman shall prevail.</p>	<p>The Board resolution shall be issued by a majority of the members present or represented therein, and if the votes are equal, the side in which the Chairman <u>of the meeting is chaired</u> shall prevail.</p>
<p>The Board may pass resolutions on urgent matters by circulating them among the members. In such cases, the resolutions resolution shall be valid only if it is unanimously adopted by all members (whether the resolution is issued in one document or in several separate and</p>	<p>The Board may pass resolutions on urgent matters by circulating them among the members. In such cases, the resolutions <u>shall be issued by a majority of the members signed these resolutions.</u> unless one of the Board members -request in writing- a meeting of the Board to discuss</p>

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<p>independent documents) unless one of the Board members request in writing a meeting of the Board to discuss such resolution. The abovementioned resolution shall be brought before the Board at the first following meeting.</p>	<p>such resolution. The abovementioned resolution shall be brought before the Board at the first following meeting.</p>
<p>The Board meeting may be conducted via the modern electronic means through live audiovisual transmission, which enables Board members to participate effectively, hear and follow-up presentations, give opinion, discuss, be heard and vote on resolutions.</p>	
<p>Article (26): Board Deliberations</p>	<p>Article (25): Board Deliberations</p>
<p>Deliberations and resolutions of the Board shall be recorded in minutes to be signed by the Chairman, the present members and the Secretary of the Board and shall be kept in a special register cosigned by both the Chairman and Secretary of the Board.</p>	<p>Deliberations and resolutions of the Board shall be recorded in minutes <u>prepared by the board secretary and</u> to be signed by the Chairman <u>of the meeting</u>, the present members and the Secretary of the Board and shall be kept in a special register cosigned by both the Chairman and Secretary of the Board. <u>Modern technological means may be used to sign, document deliberations and resolutions, and recording the minutes</u></p>
<p>Article (27): General Assembly</p>	<p>Article (26): General Assembly</p>
<p>A duly constituted General Assembly represents all shareholders and its resolutions, issued within the limits of its jurisdiction in compliance with these Bylaws, shall binding to all shareholders. The General Assembly meetings shall be held in the city of the Company's headquarter or in any other city within or outside Saudi Arabia as the Board deems appropriate.</p>	<p>A duly constituted General Assembly represents all shareholders and its resolutions, issued within the limits of its jurisdiction in compliance with these Bylaws, shall binding to all shareholders. The General Assembly meetings shall be held in the city of the Company's headquarter or in any other <u>place determined by the Board of Directors, and the ordinary general assembly shall be held at least once a year during the six months following the end of the company's fiscal year.</u></p>
<p>Article (28): Attending of the General Assemblies</p>	<p>Article (27): Attending of the General Assemblies</p>

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Every shareholder shall have the right to attend the General Assembly meeting by being present in person or by proxy (represented by another person who is neither a member of the Board of Directors nor an employee of the Company).	Every shareholder shall have the right to attend the General Assembly meeting by being present in person or by proxy (represented by another person who is neither a member of the Board of Directors of the Company).
Shareholders meetings may be conducted and shareholders may participate in deliberations and vote on resolutions taken via the modern electronic means according to the conditions set forth by the competent authority.	Shareholders meetings may be conducted and shareholders may participate in deliberations and vote on resolutions taken via the modern electronic means according to the conditions set forth by the competent authority.
Article (29): Jurisdictions of the Ordinary General Assembly	Article (28): Jurisdictions of the Ordinary General Assembly
Except for the matters falling under the jurisdictions of the Extraordinary General Assembly, the Ordinary General Assembly shall have the authority to discuss all Company-related matters. The Ordinary General Assembly shall convene at least once a year during the six months following the end of the Company's fiscal year. Other Ordinary General Assembly meetings may be called to whenever the need thereto arises.	Except for the matters falling under the jurisdictions of the Extraordinary General Assembly, the Ordinary General Assembly shall have the authority to discuss all Company-related matters.
Article (31): Call for Assemblies Meetings	Article (30): Call for Assemblies Meetings
Meetings of the Ordinary or Special Assemblies of Shareholders shall be held by call of the Board. The Board shall call for a meeting of the Ordinary General Assembly if this is requested by the auditor, the audit committee or a number of shareholders representing at least 5% of the capital . The auditor may call for a meeting of the General Assembly if the Board fails to call for such meeting within thirty (30) days from the date of the auditor's request. A copy of the invitation and the agenda are sent to within the period specified for publication	Meetings of the Ordinary or Special Assemblies of Shareholders shall be held by call of the Board. The Board shall call for a meeting of the Ordinary General Assembly if this is requested by the auditor, the audit committee or a number of shareholders representing at least <u>10% of the company's shares that have voting rights</u> . The auditor may call for a meeting of the General Assembly if the Board fails to call for such meeting within thirty (30) days from the date of the auditor's request. <u>The competent authority may call the Ordinary General Assembly to convene if any of the cases stipulated in the Companies Law or related regulations are met.</u>

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Articles before Amendment	Articles after Amendment
	<p>The invitation to convene the General Assembly, its location, and its agenda shall be published before the date specified in the relevant regulations by publishing it in the Market and the company’s website. The company may send an invitation for General Assemblies through modern technological means. The invitation includes the venue, time, and agenda of the assembly, the items the shareholders are required to approve, and any other data stipulated in accordance with the relevant regulations. A copy of the invitation and the agenda are sent to the Commercial Registry and the Capital Market Authority within the period specified for publication.</p>
<p>Article (33): Quorum of the Ordinary General Assembly</p> <p>The Ordinary General Assembly shall be valid only if attended by shareholders representing at least half the capital (fifty percent (50%) of the capital). If such quorum is not met at the first meeting, a second meeting shall be called during the thirty (30) days following the first meeting, or it can be held at least one (1) hour after the end of the period specified for the first meeting provided the first meeting’s invitation shall include the possibility of such adjourned meeting. In all cases, the second meeting shall be valid regardless of the number of shares represented thereat.</p>	<p>Article (32) Quorum of the Ordinary General Assembly</p> <p>The Ordinary General Assembly shall be valid only if attended by shareholders representing at least half the capital (fifty percent (50%) of the company’s shares that have voting rights). If such quorum is not met at the first meeting, a second meeting shall be called within the period stipulated in the relevant regulations, or it can be held at least one (1) hour after the end of the period specified for the first meeting provided the first meeting’s invitation shall include the possibility of such adjourned meeting. In all cases, the second meeting shall be valid regardless of the of the company’s shares that have voting rights represented thereat.</p>
<p>Article (34): Quorum of the Extraordinary General Assembly</p> <p>The Extraordinary General Assembly shall be valid only if attended by shareholders representing at least half the capital (fifty percent (50%) of the capital). If such quorum is not met at the first meeting, a second meeting shall be called on the same conditions stipulated for in the</p>	<p>Article (33): Quorum of the Extraordinary General Assembly</p> <p>The Extraordinary General Assembly shall be valid only if attended by shareholders representing at least half the capital (fifty percent (50%) of the company’s shares that have voting rights). If such quorum is not met at the first meeting, a second meeting shall be called on the same</p>

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Articles before Amendment	Articles after Amendment
<p>previous article. However, the second meeting can be held at least one (1) hour after the end of the period specified for the first meeting provided the first meeting’s invitation should include the possibility for such adjourned meeting. In all cases, the second meeting shall be valid if attended by shareholders representing at least twenty-five percent (25%) of the capital.</p>	<p>conditions stipulated for in the previous article. However, the second meeting can be held at least one (1) hour after the end of the period specified for the first meeting provided the first meeting’s invitation should include the possibility for such adjourned meeting. In all cases, the second meeting shall be valid if attended by shareholders representing at least twenty-five percent (25%) of the company’s shares that have voting rights.</p>
<p>If the quorum is not met in the second meeting, a third meeting shall be called on the same conditions stipulated for in Article (31) of these Bylaws and the third meeting shall be valid regardless of the number of shares represented thereat after the approval of the competent authority.</p>	<p>If the quorum is not met in the second meeting, a third meeting shall be called on the same conditions stipulated for in Article (30) of these Bylaws and the third meeting shall be valid regardless of the number of the company’s shares that have voting rights represented thereat.</p>
<p>Article (36): Resolutions of the General Assemblies</p>	<p>Article (35): Resolutions of the General Assemblies</p>
<p>The Ordinary General Assembly passes its resolutions by absolute majority of the shares represented thereat whilst observing the provision of Article (33) of these Bylaws. Meanwhile, the resolutions of the Extraordinary General Assembly shall be passed by ordinary majority of the shares represented at the meeting unless the resolution is related to increasing or decreasing the capital, extending the Company’s duration, prematurely dissolving the Company prior to its duration stipulated for in its Bylaws or merge it with another Company. In such cases, the resolution shall not be valid unless it is passed by three-fourths (3/4) majority of the shares represented at the meeting.</p>	<p>The Resolutions of the Ordinary General Assembly are issued with the approval of the majority of the company’s shares that have voting rights represented thereat. Meanwhile, the resolutions of the Extraordinary General Assembly shall be issued with approval of two-third of the company’s shares that have voting rights represented at the meeting unless the resolution is related to increasing or decreasing the capital, extending the Company’s duration, prematurely dissolving the Company p or merge it with another Company or dividing it into two or more companies. In such cases, the resolution shall not be valid unless it is issued by three-fourths (3/4) of the shares represented at the meeting.</p>
<p>Article (38) Presiding over the General Assembly and preparation of Minutes</p>	<p>Article (37) Presiding over the General Assembly and preparation of Minutes</p>

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Articles before Amendment	Articles after Amendment
<p>The Chairman of the Board of Directors, the Vice Chairman in case of absence of the Chairman, or the Board member designated by the Board in case of the absence of both the Chairman and the Vice Chairman shall preside over the General Assembly meeting. The Chairman shall appoint a secretary for the meeting and a vote collector. At the meeting of the Assembly, there shall be written minutes including the number of shareholders present or represented, the number of shares they hold in their personal capacity or by proxy, the number of votes they are entitled to, the resolutions adopted and the number of votes for or against them and a sufficient summary of the deliberations which have taken place in the meeting. After each meeting, minutes shall be regularly recorded in a special register to be signed by the Assembly’s Chairman, secretary and vote collector.</p>	<p>The Chairman of the Board of Directors, the Vice Chairman in case of absence of the Chairman, or the Board member designated by the Board in case of the absence of both the Chairman and the Vice Chairman shall preside over the General Assembly meeting. <u>In the event that this is not possible, whoever the shareholders delegate from among the Board members or others through voting shall chair the General Assembly.</u></p> <p>The Chairman shall appoint a secretary for the meeting and a vote collector. At the meeting of the Assembly, there shall be written minutes including the number of shareholders present or represented, the number of shares they hold in their personal capacity or by proxy, the number of votes they are entitled to, the resolutions adopted and the number of votes for or against them and a sufficient summary of the deliberations which have taken place in the meeting. After each meeting, minutes shall be regularly recorded in a special register to be signed by the Assembly’s Chairman, secretary and vote collector.</p>
<p>Article (39): Formation of the Audit Committee An Audit Committee shall be formed by a resolution of the Ordinary General Assembly. The Audit Committee shall consist of not less than three (3) and not more than five (5) members from among the non-executive Directors, whether they are or are not shareholders. The resolution of the Ordinary General Assembly shall specify the tasks, responsibilities, and procedures of the Audit Committee and the remuneration of its members.</p> <p>Article (40): Quorum of the Audit Committee Meeting A meeting of the Audit Committee shall be valid and quorate only if attended by the majority of its members. The Audit Committee shall pass its resolutions by the majority of the attending members. The</p>	<p>Cancelled</p>

Proposed Changes Yansab Bylaw

Articles before Amendment	Articles after Amendment
<p>chairman of the Audit Committee shall have a casting vote in the event of a tie.</p> <p>Article (41): Authorities /Jurisdictions of the Audit Committee The Audit Committee shall have the power to oversee the business of the Company. In order to do so, it shall have the right to access records and documents of the Company and to request any clarification from the Board of Directors or executive management. Further, the Audit Committee may request the Board of Directors to call for a General Assembly meeting if the Board of Directors hinders its business or if the Company sustains material losses or damages.</p> <p>Article (42): Audit Committee Reports The Audit Committee must review the financial statements of the Company and the reports and notes submitted by the auditor and provide its opinions thereon, if any. Additionally, the Audit Committee shall prepare a report on its opinion on the adequacy and efficiency of the Company’s internal control system and the other acts it has performed within its scope of work. The Board of directors must place sufficient copies of the Audit Committee’s report in the head office of the Company ahead of the date set for convening the General Assembly meeting within the period specified in the relevant laws and regulations in order to provide any shareholder with a copy thereof. The Audit Committee’s report must be read at the General Assembly meeting.</p>	
<p>Article (43): Appointing the Auditor</p> <p>The Company shall have one (1) auditor (or more) to be selected from the auditors licensed to practice in the Kingdom of Saudi Arabia. The Ordinary General Assembly shall appoint such auditor annually and fix his remuneration; it may also reappoint or change the auditor pursuant</p>	<p>Article (38): Appointing the Auditor</p> <p>The Company shall have one (1) auditor (or more) to be selected from the auditors licensed to practice in the Kingdom of Saudi Arabia. The Ordinary General Assembly shall appoint such auditor and <u>determining his fees, period and scope of work</u>; it may also reappoint or change the</p>

Proposed Changes Yansab Bylaw

Articles before Amendment	Articles after Amendment
to the Companies Law or any other complementary regulations, rules, resolutions or instructions.	auditor pursuant to the Companies Law or any other complementary regulations, rules, resolutions or instructions.
Article (46): Financial Documents	Article (41): Financial Documents
At the end of each fiscal year, the Board of Directors shall prepare the financial statements of the Company and a report of its activities and financial position for such fiscal year, including the proposed method to distribute the dividends. The Board of Directors shall place documents at the disposition of the auditor at least forty-five (45) days ahead of the date fixed for convening the General Assembly meeting.	At the end of each fiscal year, the Board of Directors shall prepare the financial statements of the Company and a report of its activities and financial position for such fiscal year, including the proposed method to distribute the dividends. The Board of Directors shall place documents at the disposition of the auditor in accordance with the period determined by the related rules and regulation.
The Chairman, the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) of the Company shall sign the documents set forth in paragraph (1) of this Article. Copies of the documents shall be deposited at the Company's headquarters and be made available to shareholders within the period prescribed by the relevant laws and regulations ahead of the date set for convening the General Assembly meeting. The Chairman shall publish the Board of Directors' report and the auditor's report according to the criteria and procedures decided by the competent authorities. Copies of these documents shall also be sent to the Ministry and the CMA at least fifteen (15) days ahead of the date set for convening the General Assembly meeting.	The Chairman, the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) if applicable of the Company shall sign the documents set forth in paragraph (1) of this Article. Copies of the documents shall be deposited at the Company's headquarters and be made available to shareholders within the period prescribed by the relevant laws and regulations ahead of the date set for convening the General Assembly meeting.
The Chairman shall publish the Board of Directors' report and the auditor's report according to the criteria and procedures decided by the competent authorities. Copies of these documents shall also be sent to the Ministry and the CMA at least fifteen (15) days ahead of the date set for convening the General Assembly meeting.	The Chairman shall <u>provide shareholders with</u> the <u>Company financial statements and</u> Board of Directors' <u>after signing it, unless published in any modern technology means, he must also deposit them in accordance with what is determined by the relevant rules and regulations</u> The Chairman shall <u>provide shareholders with the Company financial statements and</u> Board of Directors' report <u>after signing it,</u>

Proposed Changes Yansab Bylaw

Articles before Amendment	Articles after Amendment
	<u>unless published in any modern technology means, he must also deposit them in accordance with what is determined by the relevant rules and regulations.</u>
<p>Article (47): Profits Distribution</p> <p>After deduction of all overheads and other costs, the Company shall distribute the net annual profits as follows:</p> <ol style="list-style-type: none"> 1.Ten percent (10%) of the net profits shall be set aside to form a statutory reserve. The ordinary General Assembly may discontinue such setting aside if the reserve reaches 30% of the paid capital. 2.The Ordinary General Assembly may, based on a proposal by the Board, retain a percentage of the net profits to form an additional consensual reserve to be allocated for a certain purpose/specific purposes; 3.The Ordinary General Assembly may resolve to form other reserves to the extent that serves the Company’s interest or ensures, as far as possible, consistent distribution of dividends to shareholders. The Assembly may also deduct from the net profits amounts to establish social institutions for the Company’s employees or to assist existing institutions. 4.Thereafter, from the remainder, an amount representing five percent (5%) of the Company’s paid up capital shall be distributed to the shareholders 	<p>Article (42): Profits Distribution</p> <p>The company may distribute interim dividends to its shareholders on a semi-annual or quarterly basis and may authorize the Board of Directors to do so in accordance with the Capital Market Authority regulations. The General Assembly may set aside any amount of the company’s funds available for cash distributions as a general reserve or to achieve social purposes for the company’s employees - or its subsidiaries - or for other purposes related to the company according to what the Board of Directors deems to be in the interest of the company.</p>
<p>Article (49): Distribution of Profits to the Holders of Preferred Shares</p> <ol style="list-style-type: none"> 1. If no profits are distributed for any financial year, no profits may be distributed for the following years except after payment of the percentage specified in the provisions of the Companies Law to the holders of preferred shares for that year. 	<p>Cancelled</p>

Proposed Changes Yansab Bylaw

Articles before Amendment	Articles after Amendment
<p>2. If the Company fails to pay the specified percentage pursuant to paragraph (1) of this article for three (3) consecutive years, the Special Assembly of holders of these shares, to convene pursuant to the provisions of the Companies Law, may resolve either to attend the meetings of the Company’s General Assembly and to participate in voting, or to appoint representatives thereof at the Board in proportion with the values of their respective shares in the capital until the Company pays all priority profits allocated for holders of such shares for the previous years.</p>	
<p>Article (50): Losses of the Company</p> <p>1. If losses of a joint-stock company reach one-half of the paid capital, at any time during a financial year, any officer of the Company or the auditor shall, immediately upon being aware of such losses, notify the Chairman of the Board thereof. The Chairman of the Board shall notify the Board members of such losses forthwith. Within fifteen (15) days from the date of being aware of the losses, the Board shall call for a meeting of the Extraordinary General Assembly within forty-five (45) days from the date the Board is aware of the losses in order to decide either to increase or reduce the Company’s capital in accordance with the provisions of the Companies Law to the extent the losses fall below one-half of the paid capital or to dissolve the Company prior to the term set herein.</p> <p>2. The Company shall be deemed to have expired by operation of the Companies Law if the General Assembly does not meet within the time specified in paragraph (1) of this Article, if the Assembly meets and is unable to pass a resolution in this regard</p>	<p>Article (44): Losses of the Company</p> <p>If the losses of a joint-stock company reach half of the paid-up capital, at any time during a financial year the Board of Directors must disclose this and the recommendations it has reached regarding those losses within sixty (60) days from the date it learns that they have reached this amount, and call for the extraordinary general assembly. To meet within the period specified in the relevant regulations to consider the continuation of the company and take any necessary measures to address or resolve those losses</p>

Proposed Changes Yansab Bylaw

Articles before Amendment	Articles after Amendment
<p>or if the Assembly decides to increase the capital according to the conditions stipulated in this Article but not all of the capital increase shares have been subscribed to within ninety (90) days from the date the Assembly's resolution to increase the capital is passed.</p>	
<p>Article (51): Liability Claim</p> <p>Each shareholder shall have the right to file a liability claim, which is vested in the Company, against the Board members if they have committed a fault, causing specific damage to the shareholder. However, a shareholder may not file such claim unless the Company is still entitled to file such a claim. The shareholder shall inform the Company of their intent to file the claim.</p>	<p>Article (45): Liability Claim</p> <p>Each shareholder representing five percent of the company's capital has shall have the right to file a liability claim, , against the Board members if they have committed a fault, causing specific damage to the shareholder. However, a shareholder may not file such claim unless the Company is still entitled to file such a claim. The shareholder shall inform the Company of their intent to file the claim in accordance with what is determined by the relevant laws and regulations.</p>

Articles proposed to be amended of Remunerations Policy

The article before the modification	The article after the modification
<p>Objective: The objective of the Remunerations Policy for the members of the Board of Directors and its sub-committees is to regulate remunerations in order to attract the members of the Board of Directors who have scientific, technical and administrative competences and appropriate experience that enable them to discharge their duties professionally and effectively, considering the sector under which the Company operates and the skill required for managing the Company.</p> <p>Besides, the Company aims at creating an attractive work environment by which it can attract and retain human resources with the required skills and experience in order to sustain its growth and achieve its vision through a regulatory framework for the remunerations of the Company’s senior executives so that it may conform with the relevant laws, legislations and applications.</p>	<p>Objective: The objective of the Remunerations Policy for the members of the Board of Directors and its sub-committees is to regulate remunerations in order to attract the members of the Board of Directors who have scientific, technical and administrative competences and appropriate experience that enable them to discharge their duties professionally and effectively, considering the sector under which the Company operates and the skill required for managing the Company.</p> <p>Besides, the Company aims at creating an attractive work environment by which it can attract and retain human resources with the required skills and experience in order to sustain its growth and achieve its vision through a regulatory framework for the remunerations of the Company’s senior executives so that it may conform with the relevant laws, legislations and applications.</p>
<p>Remuneration Regulatory Principles and Rules: In light of the regulatory provisions of the remunerations of the members of the Board of Directors and its sub-committees, stipulated in the Companies Law, the Corporate Governance Regulations, the regulatory rules and procedures issued for implementing the Companies Law concerning joint-stock, listed companies, and the Company’s Articles of Association (AOA), the remunerations of the members of the Board of Directors, its subcommittees, and the senior executives shall be in accordance with the following principles and rules:</p>	<p>Remuneration Regulatory Principles and Rules: In light of the regulatory provisions of the remunerations of the members of the Board of Directors and its sub-committees, stipulated in the Companies Law, the Corporate Governance Regulations, the Implementing Regulations for the Companies Law concerning joint-stock, listed Companies, and the Company’s Articles of Association (AOA), the remunerations of the members of the Board of Directors, its subcommittees, and the senior</p>

Articles proposed to be amended of Remunerations Policy

The article before the modification	The article after the modification
<p>First: Members of the Board of Directors and its Subcommittees</p> <ul style="list-style-type: none"> • The Board of Directors shall determine - based on the recommendation of the Remunerations and Nominations Committee - the remunerations of the members of the Board of Directors and its Subcommittees according to the following principles: <ul style="list-style-type: none"> ○ The regulation of remunerations shall be conformity with the Company’s strategic objectives and shall motivate the members of the Board of Directors and its Subcommittees to achieve such objectives, and enhance the Company’s ability to develop and sustain its business. ○ Remunerations shall be appropriate for the nature of the Company’s business, activity and size, and the required skills and experiences. ○ Remunerations shall be a factor in attracting the members of the Board of Directors who have the experiences and qualifications required for enhancing the Company’s ability to achieve its objectives. • A member of the Board of Directors shall be entitled to an annual remuneration of 200,000 Saudi riyals for their membership of the Board. • A member of the Board of Directors, who participates in its subcommittees (including the Audit Committee) shall be entitled to an annual remuneration of 150,000 Saudi riyals, either the member participates in one committee or several committees. 	<p>executives shall be in accordance with the following principles and rules:</p> <p>First: Members of the Board of Directors and its Subcommittees</p> <ul style="list-style-type: none"> • The Board of Directors shall determine - based on the recommendation of the Remunerations and Nominations Committee - the remunerations of the members of the Board of Directors and its Subcommittees according to the following principles: <ul style="list-style-type: none"> ○ The regulation of remunerations shall be in conformity with the Company’s strategic objectives and shall motivate the members of the Board of Directors and its Subcommittees to achieve such objectives, and enhance the Company’s ability to develop and sustain its business. ○ Remunerations shall be fair and appropriate for the member’s competences and the roles and responsibilities discharged and borne by the members of the Board of Directors, in addition to the objectives determined by the Board of Directors, intended to be achieved over the financial year. ○ Remunerations shall be based on a recommendation from the Remunerations and Nominations Committee. ○ Remunerations shall be appropriate for the nature of the Company’s business, activity and size, and the required skills and experiences. ○ Remunerations shall be a factor in attracting the members of the Board of Directors who have the experiences and

Articles proposed to be amended of Remunerations Policy

The article before the modification	The article after the modification
<ul style="list-style-type: none"> • A member (of non-members of the Board of Directors) who participates in one of the Boards committees (including the Audit Committee) shall be entitled to an annual remuneration of 150,000 Saudi riyals, either the member participates in one committee or several committees. • The Company may claim compensation for the damage inflicted upon its reputation and recover the remunerations, compensations and any other costs borne by the Company, in the following cases: <ul style="list-style-type: none"> ○ If a member commits a trust-breaching act or forgery, or violates the laws and regulations applicable in the Kingdom of Saudi Arabia, or any other country. ○ If a member fails to discharge their roles, responsibilities and duties, resulting in damage to the Company's interest. ○ If a membership is terminated under a resolution by the General Meeting because of a member's absence for three consecutive meetings over one year for no legal excuse, acceptable to the Board of Directors. <p>Second: Senior Executives</p> <ul style="list-style-type: none"> • The Board of Directors shall determine - based on the recommendation of the Remunerations and Nominations Committee - the remunerations of the Senior Executives in conformity with the following principles: <ul style="list-style-type: none"> ○ The remunerations and compensation shall be in conformity with the Company's strategic objectives and shall motivate the Senior Executives to achieve 	<p style="text-align: center;">qualifications required for enhancing the Company's ability to achieve its objectives.</p> <ul style="list-style-type: none"> • A member of the Board of Directors shall be entitled to an annual remuneration of 400,000 Saudi riyals, for their membership in the Board. Besides, the Chairperson of the Board of Directors shall be entitled to an annual remuneration of 400,000 Saudi Riyals plus the remuneration determined for the members of the board. • A member of the Board of Directors, who participates in its subcommittees (including the Audit Committee) shall be entitled to an annual remuneration of 200,000 Saudi riyals, either the member participates in one committee or several committees. • A member (of non-members of the Board of Directors) who participates in one of the Board's committees (including the Audit Committee) shall be entitled to an annual remuneration of 200,000 Saudi riyals, either the member participates in one committee or several committees. • The Chairperson of each committee emanating from the Board of Directors (including the Audit Committee) is entitled to an annual reward of 50,000 Saudi riyals, whether he is a chair of one committee or several committees, in addition to the remuneration stipulated for members of the Board and members of the emerging committees. • The Company may, before the competent authority, claim compensation for the damage inflicted upon its reputation and recover the remunerations, compensations and any other costs borne by the Company, in the following cases:

Articles proposed to be amended of Remunerations Policy

The article before the modification	The article after the modification
<p>such objectives, and enhance the Company’s ability to develop and sustain its business.</p> <ul style="list-style-type: none"> ○ Remunerations shall be appropriate for the nature of the Company’s business, activity and size, and the required skills and experiences. ○ Remunerations shall enable the Company to attract senior executives who have the abilities, skills and qualifications required for enabling the Company to achieve its objectives. ○ Remunerations shall not cause any conflict of interests that adversely affect the Company’s interest and ability to achieve its objectives. 	<ul style="list-style-type: none"> ○ If a member commits a trust-breaching act or forgery, or violates the laws and regulations applicable in the Kingdom of Saudi Arabia, or any other country. ○ If a member fails to discharge their roles, responsibilities and duties, resulting in damage to the Company’s interest. ● The Company may claim refunding the remunerations given to a member in the following cases: ● If the Company resolves to end the membership of a member of the Board of Directors who is absent for three consecutive meetings or five intermittent meetings within the period of membership for no legal excuse, acceptable to the Board, such member shall not be entitled to any remunerations for the period following the last meeting attended thereby. ● If established to the Audit Committee or the Authority that the remunerations disbursed to any of the members of the Board of Directors are based on incorrect or misleading information, presented to the General Meeting, or included in the Board of Directors’ annual report. <p>Second: Senior Executives</p> <ul style="list-style-type: none"> ● The Board of Directors shall determine - based on the recommendation of the Remunerations and Nominations Committee - the remunerations of the Senior Executives in conformity with the following principles: <ul style="list-style-type: none"> ○ The remunerations and compensation shall be in conformity with the Company’s strategic objectives and shall motivate the Senior Executives to achieve such

Articles proposed to be amended of Remunerations Policy

The article before the modification	The article after the modification
	<p>objectives, and enhance the Company’s ability to develop and sustain its business.</p> <ul style="list-style-type: none"> ○ Remunerations shall be appropriate for the nature of the Company’s business, activity and size, and the required skills and experiences. ○ Remunerations shall enable the Company to attract senior executives who have the abilities, skills and qualifications required for enabling the Company to achieve its objectives. ○ Remunerations shall not cause any conflict of interests that adversely affect the Company’s interest and ability to achieve its objectives.
<p>Enforcement:</p> <ul style="list-style-type: none"> • This Policy shall be enforceable as of the date on which it is approved by the Ordinary General Assembly’s. The Board of Directors shall be responsible for the implementation of this Policy. • The Board of Directors – through the Remunerations and Nominations Committee – shall review remuneration criteria on a periodic basis for ensuring that such criteria are in conformity with the changes made to the relevant legislations and regulations, the Company’s strategic objectives and the skills and qualifications required for achieving such objectives, and the recommendation of the General Meeting with respect to the changes suggested for this Policy. 	<p>Enforcement:</p> <ul style="list-style-type: none"> • This Policy will be effective as stipulated in the Ordinary General Assembly’s decision. The Board of Directors shall be responsible for the implementation of this Policy. • The Board of Directors – through the Remunerations and Nominations Committee – shall review remuneration criteria on a periodic basis for ensuring that such criteria are in conformity with the changes made to the relevant legislations and regulations, the Company’s strategic objectives and the skills and qualifications required for achieving such objectives, and the recommendation of the General Meeting with respect to the changes suggested for this Policy.

Articles proposed to be amended from Board Membership Policy

Article before amendment	Article after Amendment
<p>Objective: The objective of this Policy is to define the standards and procedures for the Board’s membership, which has been developed to enhance the Company’s ability to achieve its strategic goals, sustain its businesses, and comply with the relevant regulatory requirements and instructions.</p>	<p>Objective: The objective of this Policy is to define the standards and procedures for the Board’s membership, which has been developed to enhance the Company’s ability to achieve its strategic goals, sustain its businesses, and comply with the relevant regulatory requirements and instructions.</p>
<p>Board Membership Regulations: Considering the provisions regulating the Board membership, provided for under the Companies Law and the Corporate Governance Regulations, the standards and procedures for the Board membership shall be as follows:</p> <p>First: Board Membership Standards</p> <ul style="list-style-type: none"> • The candidate shall have a good knowledge of the Company’s activities and business as well as the risks it faces. • The candidate shall have a record of expertise. He shall be able to read and understand financial statements and reports. 	<p>Board Membership Regulations: Considering the provisions regulating the Board membership, provided for under the Companies Law and the Corporate Governance Regulations, the standards and procedures for the Board membership shall be as follows:</p> <p>First: Board Membership Standards</p> <ul style="list-style-type: none"> • The candidate shall have a good knowledge of the Company’s activities and business as well as the risks it faces. • The candidate shall be able to read and understand financial statements and reports. • The candidate shall be able to direct by having technical capabilities and to be able to provide

Articles proposed to be amended from Board Membership Policy

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> • Competence by having scientific qualifications, professional skills, appropriate personality, level of training, practical experience related to works, previous knowledge current and future company, activities, management, economics, accounting, law, or governance, as well as the desire to learn fields and train. • The candidate shall have not previously been dismissed or removed from the Board of a joint stock company companies or from the management of any business due to negligence, mismanagement, or irregularity in attending Board or committee meetings. • *The candidate shall have an appropriate university degree in addition to knowledge of finance and accounting • The candidate shall have not been sentenced for committing a breach of honor or honesty or violation of the laws and regulations of Saudi Arabia or any other country. • The candidate nomination shall not be in violation of the relevant rules, regulations, and instructions. 	<p style="text-align: center;">strategic direction, planning and clear vision for the future.</p> <ul style="list-style-type: none"> • The candidate shall have competence by having scientific qualifications, professional skills, appropriate personality, level of training, practical experience related to current and future company activities, management, economics, accounting, law or governance, as well as the desire to learn and train. • The candidate shall have not previously been dismissed or removed from the Board of a joint stock company or from the management of any business due to negligence, mismanagement or irregularity in attending Board or committee meetings. • The candidate shall have not been sentenced for committing a breach of honor or honesty or violation of the laws and regulations of Saudi Arabia or any other country. • The candidate nomination shall not be in violation of the relevant rules, regulations, and instructions. • The candidate shall have no medical contraindications that prevent him from exercising his duties and competences.

Articles proposed to be amended from Board Membership Policy

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> • The candidate shall be fluent in Arabic and English. <p>Second: Nomination Procedures</p> <p>A person who meets the above standards and wishes to run for the Board membership shall follow the following procedures:</p> <ul style="list-style-type: none"> ○ Completes the CMA form for nomination procedures for Board membership. ○ Submits the nomination application form, within the period specified in the Company's announcement of the Board membership nomination. All the documents outlined in the announcement, including the candidate's curriculum vitae (CV) in Arabic and English and all supporting documents and certificates, which are in Arabic language and officially certified, shall be enclosed. ○ Acknowledges his/her willingness to carry out his/her duties and responsibilities, allocates sufficient time to attend meetings of the Board and committees of which he is a member, and perform his/her duties with complete 	<ul style="list-style-type: none"> • The candidate shall be fluent in Arabic and English. <p>Second: Nomination Procedures</p> <p>A person who meets the above standards and wishes to run for the Board membership shall follow the following procedures:</p> <ul style="list-style-type: none"> ○ Completes the forms and legal requirements related to nomination for Board membership. ○ Submits the nomination application form, within the period specified in the Company's announcement of the Board membership nomination. All the documents outlined in the announcement, including the candidate's curriculum vitae (CV) in Arabic and English and all supporting documents and certificates, which are in Arabic language and officially certified, shall be enclosed. ○ Acknowledges his/her willingness to carry out his/her duties and responsibilities, allocates sufficient time to attend meetings of the Board and committees of which he is a member, and perform his/her duties with complete independence and in a manner that maintains the interests of the Company.

Articles proposed to be amended from Board Membership Policy

Article before amendment	Article after Amendment
<p>independence and in a manner that maintains the interests of the Company.</p> <ul style="list-style-type: none"> ○ Acknowledges that he/she has never been convicted of a breach of honor or honesty or violation of laws and regulations in Saudi Arabia or any other country; and that, if this proven otherwise, his/her nomination to or membership of the Board and committees, of which he is a member, will be terminated; and the Company may also demand proper compensation. ○ Acknowledges that he meets the above membership standards, and that, if proven otherwise, his/her nomination to or membership of the Board and Committees of which he is a member will be terminated and the Company may also demand proper compensation. 	<ul style="list-style-type: none"> ○ Acknowledges that he/she has never been convicted of a breach of honor or honesty or violation of laws and regulations in Saudi Arabia or any other country; and that, if this proven otherwise, his/her nomination to or membership of the Board and committees, of which he is a member, will be terminated; and the Company may also demand proper compensation. ○ Acknowledges that he meets the above membership standards, and that, if proven otherwise, his/her nomination to or membership of the Board and Committees of which he is a member will be terminated and the Company may also demand proper compensation.

Articles proposed to be amended from Board
Membership Policy

Article before amendment	Article after Amendment
<p>Entry into Effect:</p> <ul style="list-style-type: none"> • This Policy shall take effect from the date of its approval by the General Assembly. The responsibility of its application lies with the Board. • The Board of Directors – supported by the Remuneration and Nomination Committee – shall review this Policy regularly to ensure its consistency with changes affecting the Company’s nature of business and strategic goals, and the relevant laws, regulations, and legislations; and shall provide recommendations to the General Assembly on them. 	<p>Entry into Effect:</p> <ul style="list-style-type: none"> • This Policy shall take effect from the date of its approval by the General Assembly. The responsibility of its application lies with the Board. • The Board of Directors – supported by the Remuneration and Nomination Committee –shall review this Policy regularly to ensure its consistency with changes affecting the Company’s nature of business and strategic goals, and the relevant laws, regulations and legislations; and shall provide recommendations to the General Assembly on them.

Proposed amendment to The Social Responsibility Policy

The article before the modification	The article after the modification
<p>Purpose: (YANSAB) is committed to fulfilling its social responsibility properly. Therefore, the company seeks to establish strong and enduring relationships with the community in which it operates. It aims to ensure that its leading social responsibility programs deliver tangible and positive economic and social benefits.</p>	<p>Purpose: (YANSAB) is committed to fulfilling its social responsibility properly, so it seeks to establish strong and lasting relationships with the community in which it operates. It ensures that its social responsibility programs provide tangible and positive economic and social benefits.</p>
<p>Priority Focus Areas: Our efforts in the field of social responsibility focus on key areas that align with the company's ambitions and resources, as well as global issues and societal needs. These areas include:</p> <ul style="list-style-type: none"> ● Community deployment ● Environmental protection ● Education and training ● Health 	<p>Priority focus areas: Our efforts in the field of social responsibility focus on key areas that align with the company's ambitions and resources, as well as global issues and societal needs. These areas include:</p> <ul style="list-style-type: none"> ● Community quality of life. ● Environmental protection. ● Education and training. ● Health.

Proposed amendment to The Social Responsibility Policy

The article before the modification	The article after the modification
<p>Core Principles: The message of social responsibility at (YANSAB) is based on the company's commitment to its promises towards the community it operates in and serves, supported by several key principles, including:</p> <ul style="list-style-type: none"> • Commitment to developing long-term partnerships with mutual benefits with our community. • Respecting and accommodating the cultural, values, customs, and choices of our community. • Offering social responsibility programs that contribute economic and social gains to both (YANSAB) and the community alike. • Implementing social responsibility programs systematically to enhance sustainability and prevent reliance on external resources. • Monitoring and measuring the outcomes of social responsibility programs as much as possible, identifying areas in need of development for continuous improvement. • Sharing information about Our performance and activities that significantly impact our community. 	<p>Core Principles: The message of social responsibility at (YANSAB) is based on the company's commitment to its promises towards the community it operates in and serves, supported by several key principles, including:</p> <ul style="list-style-type: none"> • Commitment to developing long-term partnerships with mutual benefits with our community. • Respecting and accommodating the cultural, values, customs, and choices of our community. • Offering social responsibility programs that contribute economic and social gains to both (YANSAB) and the community alike. • Implementing social responsibility programs systematically to enhance sustainability and prevent reliance on external resources. • Monitoring and measuring the outcomes of social responsibility programs as much as possible, identifying areas in need of development for continuous improvement. • Sharing information and activities that have a significant impact on our community while considering the interests of both the company and society.

Proposed amendment to The Social Responsibility Policy

The article before the modification	The article after the modification
<p>The application: Responsibility for establishing the programs and determining the necessary means to implement the company's initiatives lies with the board of directors. This responsibility extends to all employees (YANSAB) and contractors working for the company. It is incumbent upon managers (YANSAB) to share in the responsibility of implementing this policy, collaborating with the executive management to enforce it and promote its application and programs.</p>	<p>The application: The board of directors establishes the programs and determines the necessary means to implement the company's initiatives in accordance with this policy. It is the responsibility of the executive management to execute this policy and the programs.</p>

Articles proposed to be amended from
Audit Committee Charter

Article before amendment	Article after Amendment
--	<p>Article (1): Purpose</p> <p>The purpose of the Audit Committee, (the ‘Committee’) Assist the YANSAB Board of Director (hereinafter referred to as the “Board” and to the Company as “YANSAB” or “Company”) to fulfill its supervisory and oversight responsibilities with respect to financial reporting, internal and external control systems, internal and external audits, compliance and whistle-blowing, and other related responsibilities and obligations. The Committee will operate under this Audit Committee Charter (“Charter”) in accordance with the Companies Law, Implementing Regulation of the Companies Law for Listed Joint Stock Companies, the Corporate Governance Regulations issued by the Capital Market Authority, the Company's bylaws and any other relevant laws, regulations and legislations, together with the principles of good governance and best practices.</p>

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
<p>Article (1): Committee Formation</p> <p>The Committee is formed by the Ordinary General Assembly resolution from the shareholders or others, including at least an independent Board member other than executive Board members, provided that the number of Committee members shall neither be less than three nor more than five, provided that some of the candidates shall be specialists in finance or accounting.</p> <p>The Company's Audit Committee charter shall include the tasks, operating procedures, and remuneration for its members.</p>	<p>Article (2): Committee Formation</p> <p>Audit committee is formed by a resolution of the Company's Board, from shareholders or others, provided that it does not include any executive board members. The Audit Committee shall be composed of no less than three and no more than five members, and shall include a finance and accounting specialist. The Committee shall be responsible before the Board for its work, without prejudice to the Board's responsibility for that work and powers or authorities delegated to the Committee by the Board.</p>
<p>Article (2): Committee Membership</p> <p>A. The Committee is formed by the Ordinary General Assembly resolution, upon the Board proposal, the committee membership will be three years from forming the committee by the Ordinary General Assembly.</p> <p>B. The appointment of the Audit Committee members will be in according to the following selection rules:</p> <ol style="list-style-type: none"> 1. The Committee member shall not be Executive Director. or from those who provide technical, administration work to companies even in term of consultation. 	<p>Article (3): Committee membership</p> <p>a) With reference to related rules and regulations, the Committee is formed by the Board of the Director. The committee membership will be three years from forming the committee by the Board of Director.</p> <p>b) The appointment of the Audit Committee members will be in according to the following selection rules</p> <ol style="list-style-type: none"> 1. Provided that at least one of its members is independent director ('Independent Director'). 2. The Committee member shall not be Executive Director. 3. The candidate shall have knowledge of finance and accounting aspects and company business, activities and risk, a proper university education degree.

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
<p>2. The candidate shall have knowledge of finance and accounting aspects and a proper education degree.</p> <p>3. The Audit member shall not have a direct or indirect interest in the businesses and contracts executed for the Company's account.</p> <p>4. A person who is (or has been, during the past two years) a staff member of the Company's Executive Management or Finance Department or for the External Auditor shall not be a member of the Audit Committee.</p> <p>5. A Committee member shall carry out his/her duties and responsibilities from the date of his/her appointment until one of the following cases takes effect:</p> <ul style="list-style-type: none"> o Expiry of the Board's term. o Submitting his/her resignation. o Member's mental illness or physical disability that prevents him/her from performing Committee duties. o Issuance of a court order declaring the member's bankruptcy or insolvency, or his/her request for a settlement with creditors. o Conviction of committing an act of dishonesty, dishonor, forgery, or violation of laws and regulations in the Kingdom of Saudi Arabia or any other country. o A resolution by the General Assembly to dismiss him/her from the Committee for any of the following reasons, is issued: 	<p>4. The Audit member shall not have a direct or indirect interest in the businesses and contracts executed for the Company's account.</p> <p>5. A person who is [or has been, during the past two (2) years] a staff member of the Company's Executive Management or Finance Department or of the External Auditor shall not be a Member of the Committee.</p> <p>6. A Member of the Audit Committee shall not simultaneously serve on the audit committees of more than five (5) listed joint stock companies.</p> <p>7. A Committee member shall carry out his/her duties and responsibilities from the date of his/her appointment from the Board of Director until one of the following cases takes effect:</p> <ul style="list-style-type: none"> a. Expiry of the Board's term. b. Submitting his/her resignation, without prejudice to the company's right to compensation if the resignation occurs at an inappropriate time. c. Member's mental illness or physical disability that prevents him/her from performing Committee duties, or his death. d. Issuance of a court order declaring the member's bankruptcy or insolvency, or his/her request for a settlement with creditors e. Conviction of committing an act of dishonesty, dishonor, forgery, or violation of laws and regulations in the Kingdom of Saudi Arabia or any other country. f. A resolution by the Board of Director to dismiss him/her from the Committee for any of the following reasons, is issued: <ul style="list-style-type: none"> 1. Breaching his/her duties and responsibilities to the extent that results in damage to the Company's interests.

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> o Breaching his/her duties and responsibilities to the extent that results in damage to the Company's interests. o His/her absence from three consecutive meetings within one year without a legitimate excuse. o Becoming, at any time, disqualified in terms of any of the rules of members' selection to the Audit Committee, which are stated in the law or this Charter. <p>C. If the position of a Committee member becomes vacant due to one of the preceding or any other reasons during the Committee's term, the Board may temporarily appoint a member to the vacant position, provided that the Committee's membership principles stated in this Charter are met, and that the appointment is submitted to the Ordinary General Assembly at its first meeting for approval. The new member completes the term of his/her predecessor.</p> <p>D. Committee members elect a chairman, from among themselves, for the Committee term. In accordance with Corporate Governance rules issued by Capital Market Authority. The Committee shall appoint a Secretary General from among the committee members or others to carry all committee meeting arrangement, document its minutes and recommendations.</p>	<p>2. His/her absence from three consecutive meetings within one year, or five separate meetings during his membership, without a legitimate excuse.</p> <p>3. Reasons other than those mentioned above that the Board deems appropriate, without prejudice to the dismissed member's right towards the company to demand compensation if the dismissal occurred for an unacceptable reason or at an inappropriate time.</p> <p>g. Becoming, at any time, disqualified in terms of any of the rules of members' selection to the Audit Committee, which are stated in the law or this Charter.</p> <p>8. If a Member seat becomes vacant due to any reason during the Committee's term, the Board may appoint a Member to the vacant position, provided that the Committee's membership requirements are met. The new Member shall complete the remaining term of the Committee.</p> <p>9. The Board of Director Chairman shall not be member in the audit committee.</p> <p>10. The Board shall designate a Member of the Committee as Chairperson (the 'Chairperson'), In the event that the Chairperson of the Committee is absent from the meeting, the present Committee members shall appoint Chairperson of the meeting.</p> <p>11. The Board shall appoint a Secretary in the decision forming the Committee. In the temporary absence of the Committee Secretary, the Board Secretary shall act as the Committee Secretary or any other person nominated by the Board Secretary.</p>

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
<p>Article (3): Committee Competencies Pursuant to the provisions of Chapter 4 of the Companies Law and overseeing the company Internal Audit provisions of the regulatory rules for audit committees stated in the Corporate Governance Regulation issued by the Capital Market Authority (CMA), the Committee duties and responsibilities shall be as follows:</p>	<p>Article (4): Committee Competencies The Audit Committee is responsible for monitoring the Company's business and supervising the Company's internal audit department, according to the provisions of relevant laws and regulations.</p>
<p>Article (4): Committee Duties and Responsibilities Pursuant to the provisions of Chapter 4 of the Companies Law and the provisions of the regulatory rules for audit committees stated in the Corporate Governance Regulation issued by the Capital Market Authority (CMA), the Committee duties and responsibilities shall be as follows:</p> <p>First: Financial Reporting</p> <ul style="list-style-type: none"> • Reviewing the Company financial statements and its financial performance announcements and making recommendations in their respect to the Board. • Providing a technical opinion on whether the Board of Directors' report and the Company's financial statements have been prepared in accordance with regulatory requirements for preparing and presenting them. • Examining any unusual transactions contained in the financial statements, and making recommendations thereon, if necessary. 	<p>Article (5): Committee Duties and Responsibilities Pursuant to the provisions relevant laws and regulations, the Committee duties and responsibilities shall be as follows:</p> <p>First: Financial Reporting:</p> <ul style="list-style-type: none"> • Reviewing the Company financial statements and its financial-performance announcements, and making recommendations in their respect to the Board. • Provide a technical opinion on whether the Annual Report including the financial statements have been prepared in accordance with regulatory requirements for preparing and presenting them. • Examining any material or unusual transactions contained in the financial reports, and making recommendations thereon, if necessary. • Investigate matters raised by the Company's Chief Financial Officer ('CFO') or whoever assumes his/her role the compliance officer or the External Auditor. • Verifying the accounting estimates of material items in in the financial statements. • Studying the financial and accounting policies adopted by the Company and making recommendations thereon to the Board.

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> • Investigating the matters raised by the Company's CFO or whoever assumes his/her role, the compliance officer or the External Auditor. • Verifying the accounting estimates of significant items listed in the financial statements. • Studying the financial and accounting policies adopted by the Company and making recommendations thereon to the Board. <p>Second: Internal Control Systems</p> <ul style="list-style-type: none"> • Studying and reviewing the internal and financial control systems and risk management systems and ensuring their effectiveness through regular reports prepared by the Internal Audit Dept. or others on the adequacy and effectiveness of the internal and financial control systems and risk management systems; and following-up on the implementation of recommended corrective actions. • Preparing a report to the Board that includes the Committee's opinion on the adequacy of the said systems, its recommendations to address main concerns, and any other recommendations for development of such systems; in addition to any other activities falling within its jurisdiction, which have been accomplished. <p>Third: Internal Audit</p> <ul style="list-style-type: none"> • Supervising and monitoring the Internal Audit Dept.'s activities, and verifying its effectiveness in carrying out its duties and responsibilities. 	<p>Second: Internal Control Systems</p> <ul style="list-style-type: none"> • Review the internal controls, financial control systems and risk management systems to ensure their adequacy and effectiveness and follow-up on the implementation of any recommended corrective actions. • Prepare a report to the Board outlining the Committee's opinion on the adequacy of the above systems, its recommendations to address concerns, and any other recommendations for development of the systems; or any other activities within its scope <p>Third: Internal Audit</p> <ul style="list-style-type: none"> • Supervise and monitor the activities managed by Internal Audit ensure their adequacy and effectiveness for in carrying out its duties and responsibilities. • Review the annual audit plan with the internal auditor department and approve it. • Review regular reports from Internal Audit and follow up on the implementation of corrective actions pertaining to the issues identified in those reports. • Recommend to Board of Director the organizational structure and job descriptions of Internal Audit department and ensure its independence within the organizational structure of the Company. • Make recommendations to the Board on the appointment, promotion or dismissal of the Head of Internal Audit Function. • Evaluate the performance of Internal Audit department annually, and an external review of the Internal Audit department once every three (3) years. <p>Fourth: External Audit</p>

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> Examining and reviewing the Internal Audit’s regular reports and following up on the implementation of corrective actions pertaining to the issues indicated. Recommending to the Board the appointment or dismissal of the Head of Internal Audit, and evaluating his/her performance annually. <p>Fourth: External Audit</p> <ul style="list-style-type: none"> Recommending to the Board the appointment or dismissal of External Auditors and determining their fees, after assessing their performance, independence, scope of work, and terms of engagement. Verifying the independence of the External Auditor and his/her efficiency in the light of the relevant regulations and standards. Reviewing the External Auditor’s plan and work to verify the extent of his/her compliance with the relevant regulations and standards. Answering queries of the External Auditor and providing him/her with the support necessary to enable him/her to perform his/her duties. Examining the External Auditor’s reports and his/her observations and notes on the financial statements; and following up on the actions taken in their respect. <p>Fifth: Compliance Assurance</p> <ul style="list-style-type: none"> Studying the reports of regulatory bodies on Company’s compliance with the regulatory requirements, and ensuring that necessary actions in their respect are taken. 	<ul style="list-style-type: none"> Make recommendations to the Board in respect of the appointment, and removal of the External Auditor and determine the fees of the External Auditor following assessment of their performance, independence, scope of work and terms of engagement. Verifying the independence and efficiency of the External Auditor in accordance of the relevant regulations and standards. Review the External Auditor’s plan and ensure that it is consistent with the relevant regulations and standards. Answer queries from the External Auditor and provide support necessary to enable them to perform their duties. Review the External Auditor’s reports and observations on the financial statements, and follow up on the implementation of corrective actions. Meet with the External Auditor, at least once a year, without Management presence to discuss the audit and any issues, difficulties, restriction of the committee obligations in addition to discussing any provided information and responding to queries raised by the external auditor in order to provide the necessary support to enable him to perform his duties. <p>Fifth: Compliance Assurance</p> <ul style="list-style-type: none"> Review the reports of regulatory bodies on the Company’s compliance with regulatory requirements and ensure necessary actions are taken. Review the Company compliance with relevant laws, regulations, policies, and instructions. Review the proposed related party contracts and transactions before making recommendations to the Board. Submit and recommend - in a timely manner - to the Board of Directors any issues in connection with what it deems necessary to take action. <p>Sixth: Whistleblowing</p>

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> • Ensuring that the Company complies with relevant laws, regulations, policies, and instructions. • Reviewing proposed related party's contracts and transactions and providing opinion thereon to the Board. • Reporting and recommending to the Board the actions to be taken in matters that the Committee deems necessary. <p>Sixth: Whistleblowing</p> <ul style="list-style-type: none"> • Establishing appropriate procedures for Company's employees to report violations of the Company's internal control systems, including the systems relating to financial statement preparation, and ensuring that the whistleblower's rights are not prejudiced. • Establishing appropriate procedures for pursuing and following-up on reported violations, and ensuring independence of such procedures. 	<ul style="list-style-type: none"> • Ensure appropriate procedures for Company's employees to report violations of the Company's internal control systems, including the systems relating to financial statement preparation, ensuring that the whistleblower's rights are not prejudiced. • Establish independent procedures for pursuing and following-up on reported violations.
<p>Article (5): Committee Authorities</p> <p>In order to perform its duties according to relevant laws and regulations, the Committee shall have the following authorities:</p> <ul style="list-style-type: none"> • Requesting access to Company records and documents. • Requesting clarifications or statements from the Board or the Executive Management. • Requesting the Board to invite the General Assembly if the Board hampers the Committee's work, or the Committee undergo serious damage or losses. 	<p>Article (6): Committee Authorities</p> <p>In order to perform its duties according to relevant laws and regulations, the Committee shall have the following authorities:</p> <ul style="list-style-type: none"> • Reviewing access to Company records and documents. • Requesting clarifications or statements from the Board or the Executive Management. • Request that the Board calls for a General Assembly Meeting if its activities have been impeded by the Board or if the Company has suffered significant losses and damages. • Seeking, at the Company's expense and after the Board approval, assistance of any expert or specialist, it deems suitable, in examining

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> Seeking, at the Company’s expense and after the Board approval, any expert or specialist, it deems suitable, in examining the subjects that fall within its duties and responsibilities. 	<p>the subjects that fall within its duties and responsibilities, provided that the same shall be recorded in the committee minutes of meeting, together with mentioning the name of the adviser and his/her relationship with the Company or Executive Management.</p>
<p>Third Stage: Committee Meetings</p> <p>The Audit Committee shall meet periodically, provided that its meetings shall not be less than four meetings during the fiscal year of the Company.</p> <p>For the sake of the validity of the Audit Committee meeting, the majority of the committee members must be present. Committee resolutions are made by a majority vote of the present members. In case of equal votes, the side for which Chairman of the Meeting votes shall prevail. Meetings of the committee may also be held, and the member may participate in its discussions and vote on its decisions, using modern communication methods.</p> <ul style="list-style-type: none"> A Committee member may not delegate another person to attend Committee meetings on their behalf. A Committee member and the Secretary shall adhere to the same confidentiality obligations as a member of the Board of Directors in maintaining the company's secrets. Committee members shall not disclose information to shareholders or others that they have become aware of during their duties. A member of the Board of Directors or the Executive Management, who is not a member of a Committee, is not entitled to attend that committee meetings 	<p>Article (7): Committee Procedure</p> <p>First: Committee Chairperson and Secretary Competencies and Duties</p> <ul style="list-style-type: none"> The Chairperson shall have the following duties: <ul style="list-style-type: none"> Chair the Committee’s meetings and seek to enhance meeting effectiveness. Represent or delegate a Committee Member to represent the Committee before the General Assembly and the Board and answer any questions raised by them. After coordination with Committee members, call the Committee for convenes a meeting, specifying the time, date and place of meeting. Prepare committee meeting agenda considering agenda that any of committee members would like to include. Ensure agenda items are accompanied by supporting papers with sufficient details to provide required insights and enable decision-making. Encourage the Committee Members to prepare for meetings and participate effectively at meetings, express their views in a manner that contributes to achieving the Committee’s objectives. Ensuring that sufficient, complete timely information for committee members to enable them fulfil their duties. Preparing periodic reports on Committee activities and its recommendations and present it to the Board. Following up on the implementation of the Committee's decisions.

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
<p>unless upon the Committee invitation in order to take his/her opinion or advice.</p> <p>The Committee meets periodically with the Auditor and the Internal Auditor.</p> <p>● The internal auditor and auditor may request convening a meeting with the Audit Committee whenever necessary.</p> <p>Fourth: Committee Meetings Documentation: Documenting committee meetings and preparing their minutes that include discussions, deliberations, recording Committee recommendations, voting results, and any expressed reservations, if any, these minutes shall be stored in a dedicated and organized record. The minutes must be signed by all attending members.</p>	<ul style="list-style-type: none"> ○ Arrange the Committee’s periodic performance evaluation. ● The Committee Secretary shall have the following duties: <ul style="list-style-type: none"> ○ Arrange the Committee meeting and prepare agenda in coordination with the Committee Chairperson. ○ Inform the Committee Members of meeting dates, the agenda items and required documents in accordance with this Charter. ○ Attend the Committee’s meetings, prepare the minutes, and retaining them in a special and organized register. ○ Verify at the outset of the meeting that no conflict of interest exist with the Members in attendance. ○ retaining the minutes and documents, records and reports submitted to or issued by the Committee. ○ Provide assistance and advice to the Committee on matters falling within its remit. <p>Second: Committee Members Duties</p> <ul style="list-style-type: none"> ● Comply with the provisions of relevant laws and regulations in exercising their duties, refrain from participating in any business that may harm the interest of the Company. ● Be familiar with the Committee’s duties and responsibilities and devote sufficient time to exercise their role. ● Carrying out duties free from influence of other parties either internal or external, and not prioritizing personal interests over those of the Company. ● Refrain from accepting gifts from any person having business dealings with the Company. ● Prepare and attend committee meeting without absence unless there is a valid reason which shall be notified to the Committee Chairman in advance and be acceptable by the Committee.

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
	<ul style="list-style-type: none"> • Participate effectively in the Committee’s meetings through prior review of the Committee packs. • Enhance knowledge of matters falling in the Committee’s remit. and relevant regulatory updates. • Enhance knowledge of matters and recent developments in the areas related to the Company’s activities and business. • Committee members must avoid situations that lead to conflicts of interest, and shall notify the Board and Committee of any conflicts of interest that may affect its neutrality when looking into matters presented before the Committee. The Board or Committee shall not allow such member to be involved in the deliberations and shall not count his/her vote when voting on such matters in the Board, Committee and shareholders' assemblies meetings. • Conflicts of interest and related party transactions or dealings shall be handled in accordance with the conflict of interest policy approved by the Board and provisions contained in laws and regulations issued by the competent authority. <p>Third: Committee Meeting:</p> <ul style="list-style-type: none"> • The Committee will meet at least four (4) times per year, based on Chairperson invitation, Chairperson must also In exceptional cases and when necessary, call a meeting upon the request of the Board, Internal Auditor, External Auditors, or upon written request of any of Committee Member or if it is required to call for such exceptional meeting. • Meetings of the Committee shall be scheduled before the fiscal year start, and the invitation shall be issued at least five (5) working days in advance of meetings, combined with meeting agenda, required information and documentation to discuss the subjects presented on the meeting to take the necessary decisions.

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
	<ul style="list-style-type: none"> • In exceptional cases, meeting invitations and documentation may be issued in less than five (5) days prior to the meeting. • The Committee holds its meetings at the Company headquarters; however, they may be held elsewhere. In exceptional cases, a virtual meeting may be held through electronic means, approved by the Company which enable Members to participate in deliberations on agenda items and vote on resolutions. • The Committee may meet frequently with External Auditor and Internal Auditor. • Committee meetings are valid if attended by a majority of its However, if necessary, they may attend the meeting virtually through electronic means approved by the Company after notifying the Chairperson. • No member of the Board or the Executive Management who is not part of committee attend the committee meeting unless committee requests his/her opinion or advice, and this must documented in the minutes of Committee meeting. • The Committee’s resolutions are made by a majority vote of the present Members. In the case of a split vote, the Chairperson has the casting vote. • A Committee Member is entitled to object to any Committee resolution, provided that the objection is expressly stated in the meeting minutes together with the reasons for the objection. Absence from a meeting at which a resolution is made, does not preclude the Member’s liability for implementing the resolution unless it is proven that the Member was unaware of the resolution or was unable to challenge it immediately after knowing of it. • Any Committee Member shall have the right to suggest adding an agenda item prior to or during the meeting, subject to the Committee’s approval, failing that, the member may request not to add the item that he suggest in the minutes of agenda.

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
	<ul style="list-style-type: none"> • The quorum necessary for the transaction of business will be a majority of the Committee's Members including at least one (1) Independent Member. <p>Fourth: Committee Meetings Documentation:</p> <ul style="list-style-type: none"> • The Committee Secretary, prepares the minutes of meeting, which shall include: <ul style="list-style-type: none"> ○ The venue, date, and start and end time of the meeting. ○ Names of present and absent Members and any additional attendees. ○ The Committee's deliberations and resolutions setting out the results of votes and reasons for objections, if any. ○ Specifying who is responsible for implementing the resolutions and setting the implementation timeline, and the follow-up mechanism. • The Committee Secretary sends the draft minutes to the Committee Members. Committee Members shall be able to record their comments, if any, on the draft within five (5) working days. • After incorporating the Committee Members' comments in the draft minutes, and obtaining the Chairperson's approval, the Committee Secretary resends the updated draft to the Committee Members in preparation for its approval at the next meeting. • The minutes of the meeting shall be maintained with the meeting agenda and all accompanying documents in a special record to be signed by the meeting's Chairman and Secretary. • Approved minutes shall be signed by all attending Committee Members and Committee Secretary. <p>Fifth: Committee Actions Follow-up:</p>

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
	<p>The Committee Chairman shall present its recommendations and results that committee conclude with to the Board at the first meeting of the Board following the meeting of the Committee.</p> <p>Sixth: Committee Performance Evaluation: The Committee shall regularly review its performance, including a review of effectiveness in carrying out its duties and responsibilities and discusses the results with the Remuneration and Nomination Committee, who will make onward recommendations to the Board.</p>
<p>Article (7): Committee Report to Ordinary General Assembly</p> <ul style="list-style-type: none"> The Audit Committee shall prepare a report to the General Assembly on its opinion on the adequacy of the Company’s internal control systems, in addition to the other activities falling within the Committee’s competencies. 	<p>Article (8): Confidentiality</p> <p>A Committee member must maintain confidentiality of the information and documents made available to him/her. He may in no case, and even his/her membership is terminated, disclose them to any individual or entity unless he has been so authorized by the Board, nor may he use any such information for his/her own personal benefit or that of his/her relatives or third parties. The Company has the right to demand compensation in case of violation of the provisions of this article. The provisions of this article also applies to the Committee’s Secretary and all those present.</p>
<p>Article (8): Committee Members Remunerations</p> <ul style="list-style-type: none"> Committee members are entitled to attending allowance not exceeding the attending allowance prescribed limits for board of director. Committee members are entitled to annual remunerations approved by the General Assembly. <p>In the event of a resolution by the General Assembly to terminate the membership of a Committee member due to his/her absence from three consecutive meetings</p>	<p>Article (9): Conflict of Interests</p> <p>Conflicts of interest and related party transactions or dealings shall be handled in accordance with the policy of conflict of interest approved by the Board and provisions contained in laws and regulations issued by the competent authority.</p>

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
<p>within one year without an excuse acceptable to the Board, the member is not entitled to any remunerations or compensations for the period following the last meeting he/she attended, and is required to return all the remunerations and compensations paid to him/her for that period.</p>	
<p>Article (9): Charter Review This Charter is subject to regular review for enhancement and keeping it abreast with the relevant laws and regulations' updates, and at the discretion of the Board. No amendment may be made to this Charter except upon the recommendation of the Board and approval of the Ordinary General Assembly.</p>	<p>Article (10): Conflict of Interests The Committee shall report to the General Assembly on its opinion on the adequacy of internal control systems, in addition to the other activities falling within the Committee's competencies.</p>
<p>Article (10): Entry into Force This Charter is effective from the date of its approval by the Ordinary General Assembly.</p>	<p>Article (11): Committee Members Remunerations</p> <ol style="list-style-type: none"> a. Committee members are entitled to remunerations in accordance with the Remunerations Policy of the Board Members, Committees Members, and Executive Management approved by the General Assembly. b. The Board determines the remunerations and allowances to be paid to the Committee's Secretary. c. In the event of a resolution by the Board to terminate the membership of a Committee member due to his/her absence from three consecutive meetings within one year or from five separate meetings during his term without an excuse acceptable to the Board, that member shall not be entitled to any remunerations or compensations for the period following the last meeting he/she attended. In addition, he shall be required to return all the remunerations and compensations paid to him/her for that period. The Company has the right to claim compensation for damage to its reputation, and recover any remunerations and allowances paid and

Articles proposed to be amended from Audit Committee Charter

Article before amendment	Article after Amendment
	any other costs incurred to enable the member to perform his/ her duties if that member committed an act of dishonesty, breach of trust, forgery, or violation of the laws and regulations in Saudi Arabia or any other country; or when he/ she fails to carry out his/her responsibilities, duties and tasks to the extent that results in damage to the Company's interest.
	Article (12): Charter Review This Charter is subject to regular review for enhancement and keeping it abreast with the relevant laws and regulations' updates, and at the discretion of the Board. No amendment may be made to this Charter except upon the recommendation of the Board and approval of the Ordinary General Assembly.
	Article (13): Charter Review This Charter is effective from the date of its approval by the Ordinary General Assembly.

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<p>Article (1): Purpose The purpose of this charter is to regulate the work of the Nominations and Remuneration Committee by defining its tasks and authorities, along with guidelines and procedures for its operation. It also outlines the criteria for selecting its members, in accordance with the regulations governing the Nominations and Remuneration Committee in the listed joint stock company. These regulations are stipulated in the organizational guidelines issued in implementation of the Companies Law for listed joint stock companies and the corporate governance regulations issued by the Capital Market Authority.</p>	<p>Article (1): Purpose The purpose of the Nominations and Remuneration Committee (the “Committee”) is to assist and examine topics pertaining thereto - or to take decisions if authorized by the Board - or referred to it by the Yansab Board (hereinafter referred to as the “Board” and to the Company as “Yansab” or “Company”) and to make recommendations to the Board for decision, in order to fulfill its supervision and oversight responsibilities with regard to the remuneration policy and reporting thereon, determine members' remuneration and performance evaluation, form the Board and its committees, prepare succession plans and appoint members, and the Board's membership and development mechanism. The Committee shall operate under this Nominations and Remuneration Committee Charter (“Charter”) in accordance with the Companies Law, Implementing Regulations of the Companies Law for Listed Joint Stock Companies, the Corporate Governance Regulations issued by the Capital Market Authority(CMA), the Company's Bylaws and any other relevant laws, regulations and legislations, together with the principles of good governance and best practices.</p>

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<p>Article (2): Committee Formation</p> <p>The Nominations and Remuneration Committee shall be established under a decision of the Board of Directors. The Ordinary General Assembly of the company shall issue rules for selecting committee members, specifying the term of their membership, outlining the committee's tasks, establishing guidelines for its operation, and determining the remuneration for its members. This shall be performed upon a proposal of Board of Directors.</p> <ul style="list-style-type: none"> o The Nominations and Remuneration Committee shall be formed from non-executive members of the Board of Directors, whether shareholders or others. The number of committee members shall not less than three and shall not more than five, including an independent member of the Board of Directors. The rules for selecting committee members shall be as follows: o The candidate shall have a record of expertise relevant to the Remuneration and Nomination Committee's duties and responsibilities. o The candidate shall have a good awareness of the Company's business activities as well as the required skills and expertise necessary to manage them. o The candidate shall have an appropriate university degree, 	<p>Article (2): Committee Formation</p> <p>The Remuneration and Nominations Committee is formed by a resolution of the Company's Board, from of non-executive Board members. Non-Board members may be engaged, whether shareholders or others, provided that the number of its members is not less than three members and not more than five members, including an independent Board member. The Committee shall be responsible to the Board for its work, without prejudice to the Board's responsibility for that work and powers or authorities delegated to the Committee by the Board.</p> <p>Rules for selection of its members shall be as follows:</p> <ul style="list-style-type: none"> o The candidate shall have a record of experiences relevant to the Remuneration and Nomination Committee's duties and responsibilities. o The candidate shall have a good awareness of the Company's business activities as well as the required skills and expertise necessary to manage them. o The candidate shall have an appropriate university degree, and have an awareness of the nature of Company's business. o The candidate shall have not been conviction of committing an act of dishonesty, dishonor, forgery, or

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> ○ The candidate shall have not been sentenced for committing a breach of honor or honesty or violation of the laws and regulations of Saudi Arabia or any other country. ○ The candidate selection shall not violate the relevant laws, regulations and instructions. ○ The committee members shall select a chairman from among themselves for the duration of the committee's term. The Chairman must be an independent member of the Board of Directors. In the absence of the committee Chairman from a meeting, the attending members shall appoint a Chairman for that meeting. ○ The Committee member shall carry out his duties from the date of appointment by the Board and his membership shall end in one of the following cases: <ul style="list-style-type: none"> ○ Expiry of the Board's term. ○ Submitting his/her resignation, without prejudice to the Company's right to demand compensation if the resignation tendered at an inappropriate time. ○ Member's mental illness or physical disability that prevents him/her from performing Committee duties. ○ Issuance of a judicial ruling declaring his bankruptcy, insolvency, or requesting a settlement with his creditors. 	<ul style="list-style-type: none"> violation of the laws and regulations of Saudi Arabia or any other country. ○ The candidate selection shall not violate the relevant laws, regulations and instructions. ○ The Committee member shall carry out his/her duties from the date of appointment by the Board and his/her membership shall end in one of the following cases: <ul style="list-style-type: none"> ○ Expiry of the Board's term. ○ Submitting his/her resignation, without prejudice to the Company's right to compensation if the resignation is submitted at an inappropriate time. ○ The member has developed a mental illness or physical disability that prevents him/her from performing his/her duties within the Committee, or his death. ○ Issuance of a court order declaring member's bankruptcy, insolvency, or his/her request for a settlement with creditors Conviction for committing an act of dishonor, , forgery, or violation of laws and regulations in the Kingdom of Saudi Arabia or any other country. ○ A resolution by the Board to dismiss him/her from the Committee for any of the following reasons, is issued: Breaching his/her duties and responsibilities to the

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> ○ Conviction for committing an act of dishonor and honesty, forgery, or violation of regulations and rules in the Kingdom of Saudi Arabia or any other country. ○ A decision is issued by the Board to be exempted from Committee membership for any of the following reasons: <ul style="list-style-type: none"> ▪ Breach of its responsibilities, functions, and duties resulting in damage to the company’s interests. ▪ Absence from three consecutive meetings within one year during the year, without a legitimate excuse. ▪ Other reasons as may be decided by the Board, without prejudice to the right of the dismissed member to claim compensation if the dismissal occurs for an unacceptable reason or at an inappropriate time. ▪ Becoming disqualified due to losing any of the Committee’s membership conditions stated in this Charter. ○ If the position of a committee member becomes vacant in one of the previous or other cases during the term of membership, the Board may appoint a member to the vacant position, who shall meet the selection rules for committee membership referred to herein, and the new member shall complete the term of his predecessor. ○ The Committee shall appoint a secretary general. 	<ul style="list-style-type: none"> ○ extent that results in damage to the company’s interests. ○ His/her absence from three consecutive meetings within one year, or five separate meetings during his membership, without a legitimate excuse. ○ Other reasons as may be decided by the Board, without prejudice to the right of the dismissed member to claim compensation if the dismissal occurs for an unacceptable reason or at an inappropriate time. ○ Becoming, at any time, disqualified in terms of any of the rules of members’ selection to the Nominations and Remuneration Committee, which are stated in the law or this Charter. ○ If a member position becomes vacant due to any reason during the Committee’s term, the Board may appoint a Member to the vacant position, provided that the Committee’s membership requirements are met. The new Member shall complete the remaining term of the Committee. ○ The Board shall designate a Member of the Committee as Chairperson (the ‘Chairperson’), In the event that the Chairperson of the Committee is absent from the

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
	<p>meeting, the present Committee members shall appoint Chairperson of the meeting.</p> <ul style="list-style-type: none"> ○ The Board shall appoint a Secretary in the decision forming the Committee. In the temporary absence of the Committee Secretary, the Board Secretary shall act as the Committee Secretary, or any other person nominated by the Board Secretary.
<p>Article (3): Committee Duties and Responsibilities Pursuant to the regulatory rules for the remuneration and nomination committee stated in the Corporate Governance Regulations issued by the Capital Market Authority (CMA), the Committee’s duties and responsibilities shall be as follows: First: Remunerations</p> <ul style="list-style-type: none"> • Preparing the Company’s Remunerations Policy of Board Members, Committees Members and Executive Management and providing recommendations thereon to the Board for approval by the General Assembly. • Reviewing the Remuneration Policy regularly to ensure consistency with the possible changes in relevant legislation and regulations, the Company’s strategic objectives, and the skills and qualifications required, and recommending proposed changes to the Board. 	<p>Article (3): Committee Duties and Responsibilities Pursuant to the regulatory rules for the remuneration and nomination committee stated in the Corporate Governance Regulations issued by the Capital Market Authority (CMA), the Committee’s duties and responsibilities shall be as follows: First: Remunerations</p> <ul style="list-style-type: none"> • Preparing the Company’s Remunerations Policy of Board Members, Committees Members and Executive Management and providing recommendations thereon to the Board for approval by the General Assembly. • Periodically reviewing the Remuneration Policy regularly to ensure consistency with the possible changes in relevant legislation and regulations, the Company’s strategic objectives, and the skills and qualifications required, and recommending proposed changes to the Board.

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> • Recommending to the Board the remunerations of the members of the Board, committees and Executive Management in accordance with the policy approved by the Ordinary General Assembly. • Preparing an annual report on remunerations granted to the members of the Board, committees, and Executive Management. • Identifying the types of remunerations granted to employees in the company and making recommendations regarding them. 	<ul style="list-style-type: none"> • Recommending to the Board the remunerations of the members of the Board, committees and Executive Management in accordance with the policy approved by the Ordinary General Assembly. • Preparing an annual report on remunerations granted to the members of the Board, committees, and Executive Management.
<p>Article (3): Committee Duties and Responsibilities Second: Board of Directors</p> <ul style="list-style-type: none"> • Developing a policy and criteria for the membership of the Board of Directors and making recommendations to the Board for approval by the company's Ordinary General Assembly. • Recommending to the Board of Directors the nomination for membership in the Board in accordance with the approved membership policy. • Conducting an annual review of the required skills for Board membership and preparing a description of the necessary capabilities and qualifications. • Reviewing the Remuneration Policy regularly to ensure consistency with the possible changes in relevant legislation 	<p>No amendment</p>

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<p>and regulations, the Company’s strategic objectives, and the required skills and qualifications as well as recommending proposed changes to the Board.</p> <ul style="list-style-type: none"> • Studying cases of potential conflicts of interest for those seeking nomination for the Board of Directors and making recommendations accordingly. • Studying the structure of the Board of Directors and presenting recommendations regarding potential changes. • Identifying the strengths and weaknesses of the Board of Directors and proposing corrective measures in line with the company's interests. • Establishing procedures in the event of a vacancy in the position of a Board member or members of its subcommittees and making recommendations regarding the same. • Making recommendations to the Board of Directors on performance criteria for evaluating the performance of the Board of Directors, its members, and its subcommittees. 	
<p>Article (3): Committee Duties and Responsibilities</p> <p>Third Stage: Board Members</p> <ul style="list-style-type: none"> • Defining the time that the Board member shall allocate for performing Board duties. 	<p>Article (3): Committee Duties and Responsibilities</p> <p>Third Stage: Board Members</p> <ul style="list-style-type: none"> • Defining the time that the Board member shall allocate for performing Board duties.

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> • Verifying, annually, the independence of independent directors and absence of any conflict of interest in case the independent director is also a member of the Board of another Company. • Verifying whether a Board member is engaged in any business that competes with the Company’s businesses, or competes in any activity or a branch of an activity carried out by the Company (“Competing Business”), and making recommendations to the Board in that respect based on the concept of the Competing Businesses according to the following criteria and standards: <ul style="list-style-type: none"> A. Conducting an examination of the member’s notification on the Competing Business in which he/she desires to be engaged. B. Studying the market(s) in which the Competing Business or any of its related products are found. C. Studying the relationship between the Competing Business and the Company’s Strategy and future directions. D. The Committee shall have the right to obtain the information it needs for the sake of conducting the abovementioned investigation, and to consult a proper party to conduct needed studies or evaluation. • Annual review of the competition of a member of the Board of Directors for the company's activities (previously 	<ul style="list-style-type: none"> • Verifying, annually, the independence of independent directors and absence of any conflict of interest in case the independent director is also a member of the Board of another Company. • Verifying whether a Board member is engaged in any business that competes with the Company’s businesses, or competes in any activity or a branch of an activity carried out by the Company (“Competing Business”), and making recommendations to the Board in that respect based on the concept of the Competing Businesses according to the following criteria and standards: <ul style="list-style-type: none"> E. Conducting an examination of the member’s notification on the Competing Business in which he/she desires to be engaged; F. Studying the market(s) in which the Competing Business or any of its related products are found; G. Studying the relationship between the Competing Business and the Company’s Strategy and future directions. • The Committee shall have the right to obtain the information it needs for the sake of conducting the abovementioned investigation, and to consult a proper party to conduct needed studies or evaluation, provided that these works are verified on an annual basis.

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<p>approved by the General Assembly), with having the authority to obtain necessary information for the mentioned review.</p> <ul style="list-style-type: none"> Developing job descriptions of Executive, Non-executive, and independent directors. Recommending to the Board re-nomination or dismissal of a Board member or committee member. 	<ul style="list-style-type: none"> Developing job descriptions of Executive, Non-executive, and Independent directors. Recommending to the Board re-nomination or dismissal of a Board member or committee member.
<p>Article (3): Committee Duties and Responsibilities Fourth: Orientation program for new board members</p> <ul style="list-style-type: none"> Recommendation to the Board of Directors to develop an orientation program for new board members, covering the company's activities, nature of its business, as well as its financial and legal aspects. 	<p>No amendment</p>
<p>Article (3): Committee Duties and Responsibilities Fifth: Senior Executives</p> <ul style="list-style-type: none"> Recommending to the Board appropriate policies and standards for the appointment of Senior Executives and identifying the required capabilities and skills; and reviewing such policies and standards regularly to ensure their consistency with changes in the Company's strategic objectives and the required skills and qualifications to achieve them. 	<p>Article (3): Committee Duties and Responsibilities Fifth: Senior Executives</p> <ul style="list-style-type: none"> Recommending to the Board appropriate policies and standards for the appointment of Senior Executives and identifying the required capabilities and skills; and reviewing such policies and standards regularly to ensure their consistency with changes in the Company's strategic objectives and the required skills and qualifications to achieve them.

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> Developing job descriptions for senior executives. Review the organizational structure of the company and making recommendations regarding possible changes. Developing succession planning processes for cases of vacancy of the position of any Senior Executive and making recommendations thereon. 	<ul style="list-style-type: none"> Reviewing executive performance and developing job descriptions for Senior Executives, reviewing the Company’s organizational structure, and making recommendations on possible changes. Developing succession planning processes for cases of vacancy of the position of any Senior Executive, and making recommendations thereon.
<p>Article (4): Committee Authorities The Committee shall have the following authorities to carry out its duties:</p> <ul style="list-style-type: none"> Requesting the information and data that may assist the Committee in studying the matters falling within its competencies, or otherwise referred thereto by the Board. Seek assistance from any experts, specialists, or others it deems appropriate to study the topics that fall within its duties and responsibilities, 	<p>Article (4): Committee Authorities The Committee shall have the following authorities to carry out its duties:</p> <ul style="list-style-type: none"> Reviewing the information and data that may assist the Committee in studying the matters falling within its competencies, or otherwise referred thereto by the Board. Seek assistance from any experts, specialists, or others it deems appropriate to study the topics that fall within its duties and responsibilities, after the approval of the Board of Directors, provided that this is included in the minutes of the committee meeting, mentioning the expert’s name and his relationship with the company and executive management.
<p>Article (5): Committee Working Procedures First: Authorities of the Committee Chairman and Secretary</p>	<p>Article (5): Committee Working Procedures First: Authorities of the Committee Chairman and Secretary</p>

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> • The Chairperson shall have the following duties: <ul style="list-style-type: none"> ○ Chair the Committee’s meetings and seek to enhance meeting effectiveness. ○ Representing the committee before the Board of Directors. ○ Represent or delegate a Committee Member to represent the Committee before the General Assembly and the Board and answer any questions raised by them. ○ After coordination with Committee members, call the Committee for convenes a meeting, specifying the time, date and place of meeting. ○ Prepare committee meeting agenda considering agenda that any of committee members would like to include. ○ Ensure agenda items are accompanied by supporting papers with sufficient details to provide required insights and enable decision-making. ○ Encourage the Committee Members to prepare for meetings and participate effectively at meetings, express their views in a manner that contributes to achieving the Committee’s objectives. ○ Ensuring that sufficient, complete timely information for committee members to enable them fulfil their duties. ○ Preparing periodic reports on Committee activities and its recommendations and present it to the Board. 	<ul style="list-style-type: none"> • The Chairperson shall have the following duties: <ul style="list-style-type: none"> ○ Chair the Committee’s meetings and seek to enhance meeting effectiveness. ○ Represent or delegate a Committee Member to represent the Committee before the General Assembly and the Board and answer any questions raised by them. ○ After coordination with Committee members, call the Committee for convenes a meeting, specifying the time, date and place of meeting. ○ Prepare committee meeting agenda considering agenda that any of committee members would like to include. ○ Ensure agenda items are accompanied by supporting papers with sufficient details to provide required insights and enable decision-making. ○ Encourage the Committee Members to prepare for meetings and participate effectively at meetings, express their views in a manner that contributes to achieving the Committee’s objectives. ○ Ensuring that sufficient, complete timely information for committee members to enable them fulfil their duties.

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> ○ Following up on the implementation of the Committee's decisions. ○ Arrange the Committee's periodic performance evaluation. ● The Committee Secretary shall have the following Arrange the Committee meeting and prepare agenda in coordination with the Committee Chairperson. <ul style="list-style-type: none"> ○ Inform the Committee Members of meeting dates, the agenda items and required documents. Attend the Committee's meetings, prepare the minutes, and retaining them in a special and organized register. ○ Retaining the minutes and documents, records and reports submitted to or issued by the Committee. ○ Provide assistance and advice to the Committee on matters falling within its remit. 	<ul style="list-style-type: none"> ○ Preparing periodic reports on Committee activities and its recommendations and present it to the Board. ○ Following up on the implementation of the Committee's decisions. ○ Arrange the Committee's periodic performance evaluation. ● The Committee Secretary shall have the following duties: <ul style="list-style-type: none"> ○ Arrange the Committee meeting and prepare agenda in coordination with the Committee Chairperson. ○ Inform the Committee Members of meeting dates, the agenda items and required documents in accordance with this Charter. ○ Attend the Committee's meetings, prepare the minutes, and retaining them in a special and organized register. ○ Verify at the outset of the meeting that no conflict of interest exists with the Members in attendance. ○ Retaining the minutes and documents, records and reports submitted to or issued by the Committee.

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
	<ul style="list-style-type: none"> ○ Provide assistance and advice to the Committee on matters falling within its remit.
<p>Article (5): Committee Working Procedures Second: Committee Members Duties</p> <ul style="list-style-type: none"> • Comply with the provisions of relevant laws and regulations in exercising their duties, refrain from participating in any business that may harm the interest of the Company. • Be familiar with the Committee’s duties and responsibilities and devote sufficient time to exercise their role. • Carrying out duties free from influence of other parties either internal or external, and not prioritizing personal interests over those of the Company. • Refrain from accepting gifts from any person having business dealings with the Company. • Prepare and attend committee meeting without absence unless there is a valid reason which shall be notified to the Committee Chairman in advance and be acceptable by the Committee. • Participate effectively in the Committee’s meetings through prior review of the Committee packs. • Enhancing his/her knowledge of the relevant regulatory updates in the areas and subjects related to the Committee’s duties and responsibilities. 	<p>Article (5): Committee Working Procedures Second: Committee Members Duties</p> <ul style="list-style-type: none"> • Comply with the provisions of relevant laws and regulations in exercising their duties, refrain from participating in any business that may harm the interest of the Company. • Be familiar with the Committee’s duties and responsibilities and devote sufficient time to exercise their role. • Carrying out duties free from influence of other parties either internal or external, and not prioritizing personal interests over those of the Company. • Refrain from accepting gifts from any person having business dealings with the Company. • Prepare and attend committee meeting without absence unless there is a valid reason which shall be notified to the Committee Chairman in advance and be acceptable by the Committee. • Participate effectively in the Committee’s meetings through prior review of the Committee packs.

Articles proposed to be amended from
Remuneration and Nomination Committee
Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> Enhancing his/her knowledge of the recent developments related the Company’s activities, business, and other relevant areas. 	<ul style="list-style-type: none"> Enhance knowledge of matters falling in the Committee’s remit. and relevant regulatory updates. Enhance knowledge of matters and recent developments in the areas related to the Company’s activities and business. Committee members must avoid situations that lead to conflicts of interest, and shall notify the Board and Committee of any conflicts of interest that may affect its neutrality when looking into matters presented before the Committee. The Board or Committee shall not allow such member to be involved in the deliberations and shall not count his/her vote when voting on such matters in the Board, Committee and shareholders' assemblies meetings. Conflicts of interest and related party transactions or dealings shall be handled in accordance with the conflict of interest policy approved by the Board and provisions contained in laws and regulations issued by the competent authority.
<p>Article (5): Committee Working Procedures Third: Committee Meetings</p> <ul style="list-style-type: none"> The Committee shall meet at least once every six months upon the Chairman’s invitation. The Committee Chairman 	<p>Article (5): Committee Working Procedures Third Stage: Committee Meetings</p> <ul style="list-style-type: none"> The Committee meets at least once every six months at the Chairman’s invitation. The Committee Chairman shall also

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<p>shall also convene a meeting in an exceptional case such as when it is requested by the Board or by any two members of Committee; or if the circumstances so require, provided that the reasons for such exceptional meeting are stated.</p> <ul style="list-style-type: none"> • The Committee approves the dates and agenda of the meetings of a fiscal year prior to its commencement. The meeting invitation shall be issued at least 15 days in advance, and it shall be accompanied by the agenda, the documents and information necessary for discussing and deciding on the presented topics. • In exceptional cases, meeting invitations may be sent less than (5) days in accordance with the invitation procedures specified in this Charter. • The Committee holds its meetings at Company headquarters; however, they may be held elsewhere. • The quorum of the Committee’s meeting requires attendance of a majority of its members. A member – in cases of necessity – may attend using one of the forms of communication, subject to the Committee approval. • A member of the Board or the Executive Management, who is not a member of a committee, is not entitled to attend that committee meetings unless upon the committee invitation in order to take his/her opinion or advice. 	<p>convenes a meeting in an exceptional case such as when it is requested by the Board or by any Committee member in writing; or if the circumstances so require, provided that the reasons for such exceptional meeting are stated.</p> <ul style="list-style-type: none"> • The Committee adopts the dates and agendas of meetings of a fiscal year prior to its commencement. The meeting’s invitation shall be issued at least 5 days in advance and be accompanied by the agenda as well as documents and information necessary for discussing and deciding on the agenda items. • In exceptional cases, meeting invitations may be issued within a period of less than 5 days from the meeting date in accordance with the invitation procedures specified in this Charter. • The Committee holds its meetings at Company headquarters; however, they may be held elsewhere. In exceptional cases, the Committee meeting may be held by means of modern technological means approved by the Company, enabling members to participate in deliberations of the agenda and to vote on its decisions and recommendations. • The quorum of the Committee’s meeting requires attendance of a majority of its members. A member – in

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<ul style="list-style-type: none"> • Resolutions of the Committees shall be issued by majority of the votes of members. In case of equal votes, the side for which Chairman of the Meeting votes shall prevail. • A Committee member may object to any decision taken by the Committee, provided that his objection is explicitly stated in the minutes of meeting and the reasons for the objection shall be stated. His absence from the meeting at which the decision is made shall not be considered a reason for exoneration from responsibility unless it is established that he is unaware of the decision or that he is not able to object to the same immediately after informing of the decision. 	<p>cases of necessity – may attend using one of the forms of communication, subject to the Committee approval.</p> <ul style="list-style-type: none"> • A member of the Board or Executive Management, who is not a member to the Committee, may only attend that meeting upon invitation by the Committee to take his/her opinion or advice, and this is documented in the minutes of Committee meeting. • Resolutions of the Committees shall be issued by majority of the votes of members. In case of equal votes, the side for which Chairman of the Meeting votes shall prevail. • A Committee member may object to any decision taken by the Committee, provided that his objection is explicitly stated in the minutes of meeting and the reasons for the objection shall be stated. His absence from the meeting at which the decision is made shall not be considered a reason for exoneration from responsibility unless it is established that he is unaware of the decision or that he is not able to object to the same immediately after informing of the decision. • Any Committee member may propose adding an agenda item before or during the meeting, provided that the Committee approves addition of the proposed item. Failing that, the member may request not to add the item in the minutes of agenda.

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Article before amendment	Article after Amendment
<p>Article (5): Committee Working Procedures Fourth Stage: Committee Meetings Documentation</p> <ul style="list-style-type: none"> • The Committee Secretary shall prepare minutes of meeting, which must include: <ul style="list-style-type: none"> ○ The venue, date, and start and end time of the meeting. ○ Names of members present and not present, indicating names of those invited to attend the meeting who are not members of the Committee. ○ Committee deliberations and resolutions together with indicating results of votes thereon and reasons for objections, if any. ○ Determine who is responsible for the implementation of taken decisions, the time frame for their commencement and the follow-up mechanism. • The Committee Secretary sends the draft minutes of the meeting to Committee members who shall record their comments, if any, on the draft within a maximum period of five working days from the date of dispatch. • After incorporating the Committee members' comments into the draft minutes, and the meeting's Chairman approves them, the Committee Secretary sends the amended draft to the Committee members in preparation for its approval at the next Committee meeting. 	<p>Article (5): Committee Working Procedures Fourth Stage: Committee Meetings Documentation</p> <ul style="list-style-type: none"> • The Committee Secretary prepares minutes of meeting, which must include: <ul style="list-style-type: none"> ○ The venue, date, and start and end time of the meeting. ○ Names of members present and not present, indicating names of those invited to attend the meeting who are not members of the Committee. ○ Committee deliberations and resolutions together with indicating results of votes thereon and reasons for objections, if any. ○ Determine who is responsible for the implementation of taken decisions, the time frame for their commencement and the follow-up mechanism. • The Committee Secretary sends the draft minutes of the meeting to Committee members who shall record their comments, if any, on the draft within a maximum period of five working days from the date of dispatch. • After incorporating the Committee members' comments into the draft minutes, and the meeting's Chairman approves them, the Committee Secretary sends the amended draft to the Committee members in preparation

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Article before amendment	Article after Amendment
<ul style="list-style-type: none"> The minutes of the meeting shall be maintained with the meeting agenda and all accompanying documents in a special record to be signed by the Committee's Chairman and Secretary. 	<p>for its approval at the next Committees meeting and to be signed by Committee members.</p> <ul style="list-style-type: none"> The minutes of the meeting shall be maintained with the meeting agenda and all accompanying documents in a special record to be signed by the meeting's Chairman and Secretary. The meeting minutes shall to be signed by Committee members present.
<p>Article (5): Committee Working Procedures Fifth Stage: Committee Actions Follow-up The Committee Chairman shall present its recommendations and findings to the Board at the first meeting of the Board following the meeting of the Committee.</p>	<p>No amendment</p>
<p>Article (5): Committee Working Procedures Sixth Stage: Committee Performance Evaluation The committee shall regularly review its performance against such indicators as its effectiveness in performing its prescribed duties.</p>	<p>Article (5): Committee Working Procedures Sixth Stage: Committee Performance Evaluation The results of the Committee's work are evaluated periodically and the elements of evaluation include, for example, the level of effectiveness of the Committee in carrying out its tasks. The Committee's recommendations shall be submitted to the Board of Directors.</p>
<p>Article (6): Confidentiality</p>	<p>Article (6): Confidentiality</p>

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<p>A Committee member must maintain confidentiality of the information and documents made available to him/her. He may in no case, and even his/her membership is terminated, disclose them to any individual or entity unless he has been so authorized by the Board, nor may he use any such information for his/her own personal benefit or that of his/her relatives or third parties. The Company has the right to demand compensation in case of violation of the provisions of this article. The provision of this article also applies to the Committee's Secretary</p>	<p>A Committee member must maintain confidentiality of the information and documents made available to him/her. He may in no case, and even his/her membership is terminated, disclose them to any individual or entity unless he has been so authorized by the Board, nor may he use any such information for his/her own personal benefit or that of his/her relatives or third parties. The Company has the right to demand compensation in case of violation of the provisions of this article. The provisions of this article also applies to the Committee's Secretary and all those present.</p>
<p>Article (7): Conflicts of Interest</p> <ul style="list-style-type: none"> • Committee member shall avoid situations leading to a conflict of interest with the company. A conflict of interest exists when there is a direct or indirect interest for any member in a matter on the Committee's agenda. Such an interest could impact (or may impact) the independence of the opinion of the Committee member, who is expected to express their professional viewpoint. • If a committee member has any conflicts of interest in a matter on the agenda of the Committee, he must disclose it before discussing the matter. This disclosure should be documented in the meeting minutes. In this case, the member is not allowed to attend, participate, or vote on the related 	<p>Article (7): Conflicts of Interest</p> <p>Conflicts of interest and related party transactions or dealings shall be handled in accordance with the policy of conflict of interest approved by the Board and provisions contained in laws and regulations issued by the competent authority.</p>

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<p>discussion. The relevant regulatory procedures shall be followed.</p> <ul style="list-style-type: none"> ● A Committee member shall not, directly or indirectly, exploit or benefit from any of the company's assets, information, or ongoing investment opportunities under consideration, even if a decision is made not to proceed with them. Additionally, he/ she is prohibited from benefiting from those investment opportunities even after the termination of their membership through any means of termination. ● If it is proven that a Committee member benefited from investment opportunities, the company or any interested party is entitled to file a legal claim before the Judicial Authority to nullify any action, profit, or benefit gained from that investment opportunity. The company shall have the right to claim appropriate compensation. 	
<p>Article 8: Members Remunerations</p> <ul style="list-style-type: none"> ● Committee members are entitled to remunerations in accordance with the Remunerations Policy of the Board Members, Committees Members, and Executive Management approved by the General Assembly. ● The Board of directors shall determine the remuneration of allowances to be paid to the Secretary. 	<p>Article 8: Committee Members Remunerations</p> <ul style="list-style-type: none"> ● Committee members are entitled to remunerations in accordance with the Remunerations Policy of the Board Members, Committees Members, and Executive Management approved by the General Assembly. ● The Board shall determine the remuneration or allowances to be paid to the Secretary.

Articles proposed to be amended from Remuneration and Nomination Committee Charter

Article before amendment	Article after Amendment
<ul style="list-style-type: none"> • In the event of a resolution by the General Assembly to terminate the membership of a Committee member due to his/her absence from three consecutive meetings within one year without an excuse acceptable to the Board, such member shall not be entitled to any remuneration or compensation for the period following the last meeting he/she attended; and he/she shall be required to return all the remunerations and compensations paid to him/her for that period. • The company shall be entitled to claim compensation to its reputation and to recover any remuneration, compensation and other costs incurred by the company to facilitate the member's performance of his responsibilities, in the event of any act of disgrace, dishonesty or forgery, or violation of the laws and regulations of the Kingdom or any other country, or in the event of failure to perform his responsibilities, duties and functions, which would be detrimental to the interests of the company. 	<ul style="list-style-type: none"> • In the event of a resolution by the Board to terminate the membership of a Committee member due to his/her absence from three consecutive meetings within one year or from five separate meetings during his term without an excuse acceptable to the Board, that member shall not be entitled to any remunerations or compensations for the period following the last meeting he/she attended. In addition, he shall be required to return all the remunerations and compensations paid to him/her for that period. • The company shall be entitled to claim compensation to its reputation and to recover any remuneration, compensation and other costs incurred by the company to facilitate the member's performance of his responsibilities, in the event of any act of disgrace, dishonesty or forgery, or violation of the laws and regulations of the Kingdom or any other country, or in the event of failure to perform his responsibilities, duties and functions, which would be detrimental to the interests of the company.
<p>Article (9): Charter Review This Charter is subject to regular review for enhancement and keeping it abreast with the relevant laws and regulations updates,</p>	<p>No amendment</p>

Articles proposed to be amended from
Remuneration and Nomination Committee
Charter

Article before amendment	Article after Amendment
and according to the discretion of the Board. No amendment may be made to this Charter except upon a recommendation of the Board approved by the Ordinary General Assembly.	
<p>Article 10: Entry into force This Charter is effective from the date of its approval by the Ordinary General Assembly.</p>	<p>No amendment</p>

Audit Committee Report

On the adequacy of the internal and financial control systems and risk management Yanbu National Petrochemical Company (YANSAB) (Saudi Joint Stock Company)

Introduction:

The Internal Audit Committee ensures the integrity of the procedures followed within the company, and its responsibilities include supervising financial reports, internal control systems, Internal Auditing, External Auditor, and the professionalism and ethical compliance.

During the year 2023, the Audit Committee reviewed the company's business and verified the integrity of the reports, financial statements, internal control systems, risk management, and verified accounting estimates in the material issues mentioned in the financial reports. The committee also reviewed the results of the reports of the regulatory authorities and internal auditing bodies and ensured that the necessary and corrective measures were followed up for the observation, and reviewed and supervised the performance and activities of the internal auditor and the internal audit department in the company to ensure the independence of its activities, and verified the availability of the necessary resources and their effectiveness in performing the work and assigned tasks.

Verified the external auditor independence, their full compliance with the applicable professional ethics, their commitment to the generally accepted accounting standards, and the effectiveness of the audit work carried out, verified that the external auditor did not provide technical or administrative work outside the scope of the audit, studied the auditor's plan and reports, and his observations on the financial statements, and followed up the actions taken regarding them.

The opinion of the Audit committee on the adequacy of the internal and financial control and risk management system:

The Audit Committee and in accordance with its scope of work, and based on the information provided by the company's management, internal auditor, external auditor, Risk Committee, Compliance and the other various regulatory authorities have concluded that the audit did not show any fundamental weakness in the internal and financial control systems, and risk management, and the board's Annual Report and Financial Statements were prepared according to the regulatory requirements.
