

● **Amended Draft No. 2.2 Regarding Proposals to Amend the Regulations of the Executive Committee of Nama Chemical Company on 15/05/2023 AD**

<u>Article in Question</u>	<u>Current provision</u>	<u>Proposed provision</u>
<p>Nomenclature of substances And its ordinal order</p>	<p>Article one: the preface Article two: definitions Article three: objectives Article IV: rules for the selection of members of the executive committee Article V: termination of membership Article VI: tasks and competencies of the executive committee Article VII: powers of the executive committee Article VIII: duties of the committee member Article IX: meetings of the executive committee Article X: the secretary Article XI: confidentiality of the work of the committee Article XII: conflict of interests Article XIII: remuneration of members of the executive committee Article XIV: follow-up to the work of the committee Article XV: evaluation of the work of the committee Article XVI: revision of the regulation Article XVII: entry into force</p>	<p><b>Introduction:</b> <b>Article I: composition of the executive committee</b> <b>Article II: tasks and competencies of the committee</b> <b>Article III: powers of the committee</b> <b>Article IV: duties of the committee member</b> <b>Article V: the secretary</b> <b>Article VI: meetings of the committee</b> <b>Article VII: dismissal or retirement of the members of the committee</b> <b>Article VIII: member bonuses</b> <b>Article IX: conflict of interests</b> <b>Article X: confidentiality</b> <b>Article XI: follow-up to the work of the committee</b> <b>Article XII: evaluation of the work of the committee</b> <b>Article XIII: revision of the regulation</b> <b>Article XIV: entry into force</b></p>
<p><b>Article one: the preface</b></p>	<p>In accordance with the provisions of Article (50) of the corporate governance regulation issued by the CMA Council and Article (24) of the corporate governance manual, the board of directors forms a committee called the "executive committee" and prepares the regulations for the work of these The committee has a working list of the executive committee in which the number of its members, its tasks and how it meets are specified. Delete the theme and title of the article.</p>	<p>This Regulations has been prepared in application of the provisions of Article 47 of the Corporate Governance Regulations issued by the Board of the Capital Market Authority, amended by Resolution No. (08/05/2023) issued by the Capital Market Authority on 25/06/1444 AH corresponding to 18/01/2023 AD, based on the Companies Law enacted by Royal Decree No. M/132 dated 01/12/1443 AH and Article (24) of the Corporate Governance Manual, which stipulates: "The Board of Directors shall establish an Executive Committee and create regulations for its operation, including the number of members, their responsibilities, and the procedures for meetings." The purpose of this Regulations is to establish a framework for the committee's activities by defining its responsibilities and authority, outlining the procedures and guidelines for its operations, and establishing criteria for the selection of committee members. This is done in accordance with the regulations that govern the activities of committees in publicly traded joint-stock companies, as set forth in the Corporate Governance Regulations issued by the Capital Market Authority</p>

<p><b>Article two: definitions</b></p> <p><b>Article three: objectives</b></p>	<p>Delete this article</p> <p>Delete this article and merge it with the introduction</p>	
<p><b>Article IV: rules for the selection of members of the executive committee</b></p>	<p>Paragraph 5: the members of the executive committee shall be appointed for a period not exceeding three years and may be reappointed according to the needs of the committee.</p>	<p>Article One: Formation of the Committee</p> <p>1- The Committee shall be established through a resolution made by the Company's Board of Directors. Individuals interested in becoming members of the Committee must submit their applications during meetings of the Board for consideration and voting.</p> <p>2- The number of members of the Committee shall not be less than 3 and not more than 4.</p> <p>3- The members of the Committee shall appoint a Chairman of the Committee from among its members.</p> <p>4- The members of the committee shall appoint a Vice-Chairman at the first meeting following its formation. The Vice-Chairman shall take over the role of Chairman in their absence. If both the Chairman and Vice-Chairman are absent, one of the members shall be selected to chair the meeting.</p> <p>5- Members of the Committee will serve for the same term as the Board of Directors and may be reappointed based on the Committee's requirements.</p> <p>6- The Committee shall appoint a secretary from among its members or employees of the Company at its first meeting after its formation.</p> <p>7- The Chairman of the Board of Directors may be a member of the Committee, but he is not entitled to assume the position of Chairman of the Committee.</p> <p>8- Within five working days of appointment or any subsequent changes, the Company shall inform the Capital Market Authority (CMA) of the names and membership roles of the Committee members.</p>
<p><b>Article V: termination of membership</b></p> <p><b>Transferred to Article VII</b></p>	<p>Article II: tasks and competencies of the executive committee</p> <p>Paragraphs:</p> <p>2.Reviewing the company's performance based on the monthly management reports in the light of the set goals, the performance department with the results, analyzing and studying the main influences, indicators and developments related to its business and orienting the management accordingly.</p> <p>3.Periodic review of the company's business in the light of the set goals and the estimated budget based on the monthly management reports and alerts the executive management of any developments or novelties that have occurred and request additional meetings of the committee if necessary.</p>	<p>Article Two: Functions and Powers of the Committee</p> <p>1- Participating in the development of the Company's new general strategic plans and evaluating proposals submitted by management for such plans, including mergers and acquisitions dissolution, while submitting executive recommendations to the Board of Directors.</p> <p>2- Reviewing the Company's performance and ensuring that it is progressing towards its specific and established goals, analyzing, and examining key indicators related to its operations and management direction, based on the management's monthly reports and the executive management's alert of any changes or developments, which requests additional Committee's meetings as needed.</p>

	<p>7. Submit recommendations to the board of Directors regarding the distribution of profits, taking into account the recommendations of the audit committee in this regard.</p>	<p>3- Reviewing and presenting performance for the Board of Directors and providing recommendations for the approval of the annual estimated budget.</p> <p>4- Reviewing and proposing new capital investments, while approving projects within the Committee's authority.</p> <p>5- Reviewing management reports on capital investment project implementation and submitting reports and recommendations to the Board of Directors.</p> <p>6- Submitting recommendations to the Board of Directors regarding dividend distribution.</p> <p>7- Reviewing and approving policies and regulations proposed by Executive Management, without the authority to approve matters that fall within the Board of Directors' purview.</p> <p>8- Reviewing the Company's required guarantees and submitting recommendations to the Board of Directors.</p> <p>9- Periodically reviewing the company's governance rules, policies, and professional conduct controls for employees in accordance with the Company's governance rules and submitting recommendations to the Board of Directors for any necessary amendments.</p> <p>10- Performing any tasks assigned by the Board of Directors within the scope of the Committee's responsibilities and duties.</p> <p>11- Reviewing and monitoring the implementation of decisions made by both the Board of Directors and the Committee itself.</p> <p>12- Reviewing matters and activities that could impact the overall reputation of the Company.</p> <p>13- Attending the meetings of the Company General Assembly, with the Committee Chairman or Vice-Chairman present to answer shareholder questions.</p> <p>14- The Committee Chairman shall present their recommendations and findings to the Board of Directors during the first meeting that follows the Committee's meeting.</p>
<p><b>Article VI: tasks and competencies of the executive committee I mentioned above</b></p>	<p>Article III: powers of the committee</p> <p>Paragraphs:</p> <p>5. The right to seek technical legal advice from any third party or any other independent consultant whenever necessary to assist the committee in the performance of its tasks.</p> <p>6. The use of consultants, experts, legal experts, specialized technicians or any other independent advisory body to assist them in performing their tasks and evaluating the studies and plans presented to them .</p>	<p>Article Three: Powers of the Committee:</p> <p>To enable the Committee to carry out its duties in compliance with applicable laws and regulations, the Committee shall possess the following powers:</p> <p>1- Conducting investigations into any matter within its jurisdiction or any matter specifically requested by the Board of Directors.</p> <p>2- The right to access the Company's records and documents.</p> <p>3- Requesting clarification and statements from members of the Board of Directors, executive management, or employees of the Company for the purpose of investigating and inquiring about any relevant information.</p> <p>4- Inviting competent employees of the Company to attend Committee</p>

		<p>meetings for discussion purposes when deemed necessary.</p> <p>5- Engaging the services of any consultants, experts, legal or technical professionals, or other independent advisory bodies deemed necessary to assist in fulfilling its duties and evaluating studies and plans presented to the Committee., while stating the name of the expert and his relationship with the Company or executive management.</p>
<p><b>Article VII: powers of the executive committee I mentioned above</b></p>	<p>Article IV: duties of the committee member</p> <p>5.Performing his duties with all honesty and sincerity and not putting his personal interests ahead of the interests of the company</p>	<p>Article Four: Duties of Committee Member</p> <p>1- Fulfilling duties with honesty and integrity, free from any external influence, whether internal or external to the Company, and refraining from placing personal interests ahead of the Company's interests.</p> <p>2- Attending Committee meetings and providing acceptable justification for any absences.</p> <p>3- Complying with regulations and laws related to the Company's business.</p> <p>4- Abstaining from engaging in or participating in any actions that may harm the Company's interests.</p> <p>5- Adhering to professional conduct policies and refraining from accepting gifts from individuals with business dealings with the Company.</p> <p>6- Actively participating in Committee meetings and trying to stay informed about organizational developments relevant to the Committee's responsibilities and the scope of the Company's activities.</p>
<p><b>Article VIII: duties of the committee member I mentioned above</b></p>	<p>Article IX: meetings of the executive committee</p> <p>Paragraphs 2.3.4:</p> <p>2.The committee shall meet at the invitation of its chairman and the chairman of the committee shall call for a meeting whenever necessary or if requested by the chairman of the board of directors or two members of the committee. It may hold additional meetings as circumstances require, at the request of the chairman of the board of directors, two members of the committee or any of the senior executives of the company.</p> <p>3.The committee holds its meetings to hold meetings remotely.</p> <p>4.The executive committee may hold additional meetings based on the estimates of the chairman of the executive committee or the directives of the board of directors.</p> <p>- Paragraph 8:</p> <p>The executive committee may use any experts and specialists it deems from inside or outside the company within the limits of its powers, provided that this includes the minutes of the committee meeting with the name of the expert and his relationship with the company or the</p>	<p>Article Six: Committee Meetings</p> <p>1- The Committee shall convene on a regular basis, with no less than four meetings held during the Company's fiscal year. It shall hold a meeting in the second quarter to evaluate the Company's first-quarter performance and another meeting in the last quarter to review plans and the estimated budget for the upcoming fiscal year.</p> <p>2- The Committee shall convene at the Company's headquarters or elsewhere, with the Chairman extending the invitation. Such meetings may be held through modern technical means as necessary. Additional meetings may be scheduled as needed, at the request of</p> <p>the Chairman of the Board of Directors, two Committee members, or any of the Company's senior executives.</p> <p>3- A quorum is required for Committee meetings and shall consist of a majority of its members. Decisions shall be made by unanimous vote of those present, and in the event of a tie, the vote of the Committee Chairman shall prevail.</p> <p>4- Attendance at Committee meetings shall be restricted to Committee</p>

	<p>executive management .</p>	<p>members, the Secretary, and the Chief Executive Officer. No other individual, either internal or external to the Company, is permitted to attend Committee meetings unless the Committee specifically requests their attendance to hear their opinion or obtain their advice.</p> <p>5- Committee meetings shall be documented, and minutes shall be prepared to include discussions, deliberations, recommendations, voting results, and decisions. These minutes shall be maintained in a designated and organized register, along with a list of names of attending members and any reservations they expressed (if applicable). All present members shall sign the minutes.</p> <p>6- The Committee shall review matters within its jurisdiction or referred thereto by the Board of Directors and provide recommendations to the Board for decision-making. The Committee may make decisions if authorized to do so by the Board.</p> <p>7- Committee members have the right to object to any decision made by the Committee. Such objections must be explicitly recorded in the minutes of the meeting along with the reasons. Failure to attend the meeting where the decision is made shall not exempt the member from responsibility, unless it can be proven that they were unaware of the decision or unable to raise an objection immediately after becoming aware of it.</p> <p>8- Committee members' attendance at meetings shall be recorded, and their attendance records shall be provided to the Board when being considered for reappointment.</p> <p>9- The Committee shall submit a brief report to the Board of Directors after each meeting.</p>
<p><b>Article IX: meetings of the executive committee I mentioned above</b></p>	<p>Article VII: dismissal or retirement of the members of the committee Instead of the fifth article membership expires. The membership of a member of the executive committee shall expire if one or more of the following cases is fulfilled:</p> <ul style="list-style-type: none"> <li>* The end of the board member's session.</li> <li>* Resignation of the member, without prejudice to the company's right to compensation if the resignation occurred at an inappropriate time.</li> <li>* He has a mental illness or a physical disability that prevents him from performing his duties on the committee.</li> <li>* Issuing a court ruling declaring bankruptcy or insolvency or requesting a settlement with his creditors.</li> <li>* Conviction of committing an act that violates honor and honesty, forgery or violation of laws and regulations in the kingdom of Saudi Arabia or in any other country .</li> <li>* Losing at any time any of the selection rules for membership of the</li> </ul>	<p>Article Seven: Removal or Resignation of Committee Members:</p> <p>1- If a member of the Board of Directors is found guilty of a crime for which a final judgment has been issued, found to have submitted false or inaccurate information, or is deemed to be underperforming or failing to fulfill their duties and obligations as specified in these Regulations, the Board of Directors may decide to remove them from their position.</p> <p>2- If a member of the Committee fails to attend more than three consecutive meetings or fails to attend at least half of the Committee's scheduled meetings within one fiscal year, the Board of Directors may decide to dismiss them from their position.</p> <p>3- Membership in the Committee shall be terminated if the individual is dismissed by a decision of the Board of Directors, due to death, disability, or upon the expiration of their term of membership on the Board.</p> <p>4- A member of the Committee may retire from their position, but they shall do so in a timely manner. Failure to retire in a timely manner may result in liability</p>

	<p>executive committee established by these regulations.</p> <p>* If the position of one of the members of the committee is vacant in one of the previous cases or otherwise during the term of membership, the council shall appoint a member in the vacant position, provided that he meets the necessary conditions for membership of the committee.</p> <p>* A decision was issued by the board of directors to exempt him from membership of the committee for any of the following reasons:</p> <ul style="list-style-type: none"> <li>- Violation of his responsibilities, tasks and duties, which entails damage to the company's interest.</li> <li>- He missed three consecutive meetings in one year without a legitimate excuse.</li> <li>- Dismissal by the board of directors for reasons considered by the board, without prejudice to the right of the isolated member vis-à-vis the company to claim compensation if the dismissal occurred for an unacceptable reason or at an inappropriate time.</li> </ul> <p>* If the position of one of the members of the executive committee is vacant, the company's Board of Directors may appoint a member to the vacant position, provided that he / she has experience and competence.the commission must be notified within five working days from the date of appointment.</p> <p>* The company must notify the authority of the names of the members of the executive committee and their membership recipes within five working days from the date of their appointment and any changes that occur within five working days from the date of the changes.</p>	<p>to the Company for any resulting damage. Additionally, the approval of the Board of Directors is required to accept a member's retirement.</p> <p>5- The Board of Directors retains the authority to dismiss any or all members of the Committee, as long as such action is not detrimental to the Company. Dismissed members may be entitled to compensation if the dismissal is deemed unacceptable or inappropriate.</p> <p>6- In the event that a member of the Committee's position becomes vacant during their term, the Board shall appoint a new member to replace them. The new member shall complete the remaining term of their predecessor.</p>
<p><b>Article XI: confidentiality of the work of the committee</b></p>	<p>Article XI: confidentiality of the work of the committee</p> <p>A member of the committee must be committed to maintaining the confidentiality of the information that has been made available to him and the documents he has seen.in no case may he – even in case of termination of his membership - disclose it to any individual or entity unless authorized to do so by the board of directors or use any of this information for personal benefit to him or to one of his relatives or to others. the company has the right to demand compensation in case of violation of the provisions of this article, as applicable to the committee's secret.</p>	<p>Article Ten: Confidentiality</p> <p>The Committee members are obligated to maintain the confidentiality of information and documents to which they have access. They may not disclose any information, in any manner, to any individual or entity unless authorized to do so by the Board of Directors. Members are not entitled to use any of this information for personal benefit for themselves or others. The Company has the right to seek compensation for any breach of the obligations stated in this article. These obligations also apply to the Committee Secretary.</p>
<p><b>Article XII: conflict of interests</b></p>	<p>Article XII: conflict of interests</p> <p>Paragraphs 3:</p> <p>3-if the member fails to disclose a conflict of interest with any of the company's current or potential investments either before or after</p>	<p>Article Nine: Conflict of Interest</p> <p>1- The Committee members shall inform the Chairman and Secretary of the Committee of any personal interest they may have in any business or contracts concluded for the benefit of the Company. This notification shall be recorded in</p>

	<p>becoming a member, the company may relieve the member of his duties and demand the member to compensate the company for any resulting damages or profits resulting from these benefits.</p>	<p>the minutes of the Committee meeting, and the members shall not be entitled to vote on any resolution in which they have an interest.</p> <p>2- The Chairman of the Committee shall inform the Chairman of the Board of Directors of any business or contracts in which a Committee member may have a personal interest prior to the Committee meeting.</p> <p>3- If a Committee member fails to disclose a conflict of interest with any of the Company's current or potential investments, either before or after becoming a member, the Company may terminate the member's duties and seek compensation for any damages or profits resulting from such an interest.</p>
<p><b>Article XIII: remuneration of committee members</b></p>	<p>1.A member of the committee shall be entitled to a monetary reward (not less than 100 thousand riyals and not more than 150 thousand riyals ) for his participation in the membership and work of the committee .</p> <p>2.The amount of annual remuneration is determined based on the attendance of the committee member at its meetings.</p> <p>3.The secretary of the committee is entitled to an annual bonus as specified in the remuneration policy of the members of the board of directors and the committees emanating from it.</p> <p>1. Each member of the committee and the secretary of the committee is entitled to an annual bonus and an allowance for attending sessions based on the remuneration policy of the members of the board of directors and its committee approved by the General Assembly.</p> <p>2.Members of the committee residing outside the scope of the location where the meeting is held are entitled to compensation for expenses incurred by them based on the policy of remuneration and compensation of members of the board of directors and other committees.</p> <p>3.The details of the remuneration received by the members of the committee shall be disclosed within the contents of the annual report of the board of directors.</p>	<p>Article Eight: Remuneration of Committee Members</p> <p>1- The members of the Committee and the Secretary shall be entitled to an annual remuneration in accordance with the Remuneration Policy Regulations approved by the General Assembly.</p> <p>2- The members of the Committee residing in a city outside the meeting venue shall be entitled to compensation for the expenses they incurred to attend the meeting, in accordance with the Remuneration Policy Regulations approved by the General Assembly.</p> <p>3- The Board's annual report to the General Assembly shall disclose the remuneration and other payments granted to the members and secretary of the Committee.</p>
<p><b>Article XVII: entry into force</b></p>	<p>Article XVII: entry into force</p> <p>Paragraph 1.2 :</p> <p>1. (and any subsequent amendments thereto) "</p> <p>2-at the end of it (or in accordance with any legal requirements imposed by a competent authority).</p>	<p>Article Fourteen: Enforcement</p> <p>1- This Regulations shall enter into force from the date of their adoption and approval by the General Assembly.</p> <p>2- This Policy shall be made available for viewing on the Company's website to ensure accessibility for shareholders, employees, stakeholders, and the public.</p>