

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

<u>Article in Question</u>	<u>Current provision</u>	<u>Proposed provision</u>
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Nomenclature and ordinal format of the articles of the regulation	<ul style="list-style-type: none"> - The first article: the goal - Article II: the composition of the committee and the conditions of membership - Article three: member bonuses - Article IV: powers of the committee - Article V: responsibilities of the committee - Article VI: functions of the chairman of the committee - Article VII: responsibilities of the members of the committee. - Article VIII: functions and responsibilities of the secretary of the committee - Article IX: meetings and decisions of the committee - Article X: reports of the committee - Article XI: disagreement between the committee and the board of directors - Article XII: confidentiality - Article XIII: conflict of interests - Article XIV: evaluation of the work of the committee - Article XV: revision of the regulation - Article XVI: entry into force 	<ul style="list-style-type: none"> - The first article: the composition of the Audit Committee and the conditions to be met in its members. Article II: the committee's terms of reference, powers and responsibilities. - Article III: the tasks assigned to the chairman of the committee. - Article IV: obligations of the members of the committee. - Article V: appointment of the secretary of the committee and his responsibilities. - Article VI: meetings of the committee and its decisions. - Article VII: reports. - Article VIII: evaluation of the work of the committee. - Article IX: conflict of interests. - Article X: the removal of the members of the committee or their retirement. - Article XI: member bonuses. - Article XII: The occurrence of a conflict between the committee and the board of directors. - Article XIII: confidentiality of information. - Article XIV: revision of the regulation. - Article XV: entry into force

Introduction:		<p>This Regulations has been prepared in line with the provisions of Article 47, and taking into account Chapter 2 of Title 4 of the Corporate Governance Regulations issued by the Board of the Capital Market Authority, pursuant to Resolution No. (8-16-2017) dated 16/05/1438H corresponding to 13/02/2017G based on the Companies Law issued by Royal Decree No. M/3 dated 28/01/1437H, as amended by the CMA Board Resolution (08/05/2023) dated 25/06/1444H corresponding to 18/01/2023G based on the Companies Law issued by Royal Decree No. M/132 dated 01/12/1443H.</p> <p>This Regulations is intended to provide guidance for the formation and operations of the Audit Committee (referred to as the "Committee") of the Board of Directors of Nama Chemical Company (referred to as the "Board of Directors" or the "Company"). The objective is to enable the Committee to function effectively and efficiently in accordance with relevant its legally granted powers.</p>
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<p>Article one: objective</p>	<p>The Audit Committee (the "committee") of Nama Chemicals Company (the "company") aims to assist the board of Directors of the company (the "board of directors ") to carry out its supervisory responsibilities in relation to; the main risks of the company and the effectiveness of the procedures followed for its management, the internal control system, the integrity and accuracy of financial reports and disclosure, internal and external audits, compliance with laws, regulations and policies related to business ethics and conflicts of interest and other matters in accordance with the powers delegated to it by the board of directors and in line with generally accepted standards.</p>	<p>Delete this article, and it is referred to in the introduction to the regulation as mentioned above.</p>
<p>- Article II: the composition of the committee and the conditions of membership</p>	<p>- Article II: the composition of the committee and the conditions of membership 1.Composition of the committee 1.1 the committee shall be formed by a resolution of the Ordinary General Assembly and shall consist of non-members of the executive board, whether shareholders or others, provided that the number of its members shall be three and that one of them shall be a specialist in financial and accounting Affairs. 1.2 the term of membership of the committee must be equal to the term of membership of the board of directors. 1.3 at least one member of the committee must be an independent member from outside the board and preferably the chairman of the committee must be an independent board member. 4.1 in the event of an empty seat on the committee, the board of Directors has the right to appoint a temporary member on the recommendation of the nominations and Remuneration Committee, provided that such appointment is submitted to the nearest General Assembly meeting.</p> <p style="text-align: right;">3</p>	<p>Article One: Composition and Membership Requirements for the Audit Committee The Audit Committee aims to fulfill its oversight responsibilities concerning the Company's primary risks, management procedures' efficiency, internal control system, financial reporting and disclosure's accuracy and integrity, internal and external audits, compliance with applicable laws, regulations, and ethical business policies, conflicts of interest, and related matters. The Committee carries out its duties in accordance with the Board of Directors' delegated powers and recognized standards. 1. Composition of Audit Committee: A. The Company's Board of Directors shall pass a resolution to form an Audit Committee consisting of at least three (3) members, but no more than five (5) members. The members shall be non-executive members of the Board of Directors, whether shareholders or others. Additionally, at least one independent member from outside the Board of Directors shall be included among the members, and half of the members of the Audit Committee shall be independent or exhibit no factors that hinder their independence, as specified in the Corporate Governance Regulations. The Board of Directors may appoint the Chairman of the Committee and select them from among non-executive or independent members of the Board. If the Board does not make this appointment, the members of the Committee shall choose a Chairman of the Committee from among themselves, provided that the chosen member is a non-executive or independent member. The Board may, as appropriate, reconstitute the Committee and increase its members in</p>

	<p>2.Membership conditions</p> <p>2.1 the members of the committee should familiarize themselves with all the company's activities and business, regulatory, financial and risk management systems, applicable laws and regulations.</p> <p>2.2 the members of the committee shall not have any direct or indirect conflict of interest in the contracts concluded with the company unless approved by the General Assembly.</p> <p>2.3 the members of the committee must acknowledge that nothing affects their membership in the committee.</p> <p>2.4 no person who is declared bankrupt, convicted of fraud or forgery, or has a criminal record should join the commission. The other paragraphs of this article are:</p> <p>2.5 a member may resign provided that such resignation is submitted in a timely manner, otherwise he shall be liable to the company for damages resulting from such resignation, provided that the resignation takes effect only after approval by the General Assembly.</p> <p>2.6 a member shall be considered dismissed if he fails to attend more than three consecutive committee meetings, or fifty percent of the scheduled committee meetings within one financial year.</p> <p>2.7 the board of directors May, after the approval of the General Assembly, exclude all or any of the members, provided that such action does not adversely affect the company and without prejudice to the right of the excluded member to compensation if the exclusion was for an unacceptable or inappropriate reason.</p> <p>These paragraphs above (2.5-2.6-2.7) it will be transferred to a new article called (dismissal of committee members or their resignation) with the number(10) and its statement comes below.</p>	<p>accordance with the quorum set forth in this paragraph.</p> <p>B. Individuals who have served or been employed in the executive or financial management of the Company or acted as the Company's auditor within the past two years are ineligible for membership in the Audit Committee.</p> <p>C. A member of the Audit Committee shall not be a member of audit committees in more than five joint stock companies listed on the Stock Exchange at the same time.</p> <p>D. The Committee's term of membership shall align with the Board of Directors' term of membership.</p> <p>E. If a Committee member's seat becomes vacant, the Board of Directors may appoint a replacement member to complete the remainder of the term.</p> <p>2. Membership Requirements for the Audit Committee</p> <p>A. To be eligible for Committee membership, individuals must have a good conduct record, not be detained, and not have been convicted of a crime with a final judgment (unless at least five years have passed since the execution of the judgment). Additionally, Committee members must reside in the Kingdom of Saudi Arabia.</p> <p>B. Members should be aware of the Company's activities and business, the control, financial, risk management systems, and applicable laws and regulations.</p> <p>C. The members of the Committee shall not have any conflict of interest, whether direct or indirect, in the contracts concluded with the Company unless approved by the General Assembly.</p> <p>D. The members of the Committee shall acknowledge that there is nothing affecting their membership whatsoever.</p>
<p>Article Five: Committee responsibilities</p>	<p>Article Five: Committee responsibilities</p> <p>The committee provides the board of directors with independent and objective advice on the efficiency of the company's management procedures regarding the following aspects:</p> <p>1.Financial reports</p> <p>1.1 review the company's preliminary and annual financial statements and make opinions and recommendations on them before presenting them to the board of directors for approval in order to ensure:</p> <p>1.1.1 its integrity, fairness and transparency.</p>	<p>Article Two: Purview, Powers and Responsibilities of the Committee</p> <p>The Audit Committee is responsible for monitoring the Company's operations and ensuring the accuracy and integrity of its financial statements, reports, and internal control systems. The Committee has the right to access the Company's records and documents and may request clarification or statements from Board of Directors members or executive management. Additionally, the Committee may request the Board of Directors to convene a general assembly of the Company if the Board obstructs the Committee's work or the Company incurs losses or damages. The duties and responsibilities of the Audit Committee specifically include the following:</p> <p>1. Financial Reporting</p> <p>A. Studying the Company's interim and annual financial statements and expressing its opinion and recommendations on the statements' integrity, fairness,</p>

	<p>1.2.1 apply the emerging changes in professional standards and determine their impact on financial reports and study any unfamiliar data contained in financial reports.</p> <p>1.3.1 appropriateness of accounting estimates in relation to material matters contained in financial reports.</p> <p>1.2 analyze any important or unusual issues that you include in the financial reports.</p> <p>1.3 investigate any issues raised by the company's CFO, any person assuming his duties, the company's compliance officer, or the external auditor.</p> <p>1.4 ensuring accounting entries or entries limited to Material Matters included in financial reports.</p> <p>1.5 reviewing the external auditor's reports and observations on the financial statements and following up on the actions taken thereon.</p> <p>1.6 study the accounting and financial policies followed in the company and provide an opinion and recommend to the board of Directors any changes to be applied.</p> <p>2. Internal audit</p> <p>2.1 review and approve the Internal Audit Regulation and its organizational structure and ensure the organizational independence of the functions of the Internal Audit Department.</p> <p>2.2 review and evaluate the performance of the Internal Audit Department and ensure that the required and appropriate manpower is available to the department to carry out its responsibilities efficiently and effectively.</p> <p>2.3 ensure that the Internal Audit Department complies with the application of international standards of professional practice.</p> <p>2.4 review and approve the annual audit plan and ensure that it is in line with the main risks of the company and that there is appropriate coordination with the auditor to minimize duplication of efforts made.</p> <p>2.5 analyze and review the periodic reports of the internal audit and ensure to ensure their effectiveness and quality and follow up the implementation of corrective actions for the notes contained therein and the absence of any restriction of internal audit work.</p> <p>2.6 ensure the existence of an effective system of control procedures over the various operations carried out by the company, including the efficiency of control systems for information technology and security, and provide recommendations to the board of directors to improve and strengthen control procedures.</p> <p>2.7 expressing an opinion on the responses of the company's</p>	<p>and transparency before presenting them to the Board of Directors.</p> <p>B. Providing a technical opinion, upon request of the Board of Directors, on the fairness, balance, and understandability of the Board of Directors' report and financial statements. This includes providing information that enables shareholders and investors to evaluate the Company's financial position, performance, business model, and strategy.</p> <p>C. Examining any important or unusual issues included in financial reports.</p> <p>D. Conducting thorough research into any issues raised by the Company's Chief Financial Officer, their delegates, the Company's Compliance Officer, or the Auditor.</p> <p>E. Verifying accounting estimates related to material matters present in financial reports.</p> <p>F. Studying the accounting policies followed in the company and expressing an opinion and recommendation to the Board of Directors in this regard.</p> <p>2. Internal Auditing</p> <p>A. Studying and reviewing the Company's internal and financial control systems, as well as its risk management.</p> <p>B. Study the internal audit reports and follow up the implementation of corrective actions for the observations contained therein.</p> <p>C. Controlling and supervising the performance and activities of the Company's Internal Auditor and Internal Audit Department. This includes verifying that necessary resources are available and that they are effective in performing assigned tasks and responsibilities.</p> <p>D. Recommending to the Board of Directors the appointment of the Director of the Internal Audit Unit or Department, as well as the Internal Auditor, and proposes their remuneration.</p> <p>3. Auditor</p> <p>A. Recommending to the Board of Directors the nomination of auditors, as well as the dismissal of auditors, determining their fees, and evaluating their performance. This includes verifying the auditors' independence, reviewing the scope of their work, and the terms of their contract.</p> <p>B. Verifying the auditor's independence, objectivity, and fairness, as well as the effectiveness of their audit work, in accordance with relevant rules and standards.</p> <p>C. Reviewing the Company's auditor's plan and work, verifies that they have not submitted technical, administrative, or advisory work outside the scope of the audit work, and expresses their views on the matter.</p> <p>D. Answering the inquiries of the Company's Auditor.</p> <p>E. Examining the auditor's report and observations on the financial statements and following up on actions taken in response."</p>
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	<p>management to the reports and observations of external regulators.</p> <p>3.External review</p> <p>3.1 ensure the professional qualifications of auditors and determine their fees, after evaluating their performance, ensuring their independence and suitability for the scope of their work according to the terms of their contract, and make recommendations to the board of directors on whether to renew the contract with an auditor or replace it.</p> <p>3.2 evaluate the scope and methodology of the auditor's proposed audit taking into account the planned internal audit tasks to avoid duplication of efforts.</p> <p>3.3 verify the independence and objectivity of the external auditor and ensure that he performs the audit work without any restriction of the audit work, taking into account the relevant rules and standards.</p> <p>3.4 hold meetings with the auditor regularly to discuss any issues that the committee or the auditor may consider should be discussed privately.</p> <p>3.5 respond to inquiries of the external auditor of the company.</p> <p>3.6 verification of the independence of auditors (on an annual basis) by obtaining a written statement regarding their relations with the company and its management, including non-audit related services.</p> <p>4.Commitment:</p> <p>4.1 review and recommend the company's compliance policies and rules of professional conduct before submitting them to the board of directors for approval.</p> <p>4.2 ensure the application of documented and approved policies and procedures, which includes ensuring that compliance with the relevant policies and procedures rules is followed and updated continuously.</p> <p>4.3 verifying the compliance of the company and its employees with the rules, regulations, procedures and internal instructions issued by the relevant regulatory and regulatory authorities.</p> <p>4.4 review and provide advice on any matters that may indicate the possibility of violations of laws, regulations or any other events that could have an operational or financial impact or may affect the company's reputation.</p> <p>4.5 verify the existence of effective policies and procedures for reporting any administrative, financial or behavioral violations and fraud cases.</p> <p>4.6 review the results of the reports of the regulatory authorities and ensure that the company has taken the</p>	<p>4. Ensuring compliance</p> <p>A. Reviewing the outcomes of the regulatory authorities' reports and verifying that the Company has taken necessary actions in response.</p> <p>B. Verifying the Company's compliance with the relevant laws, regulations, policies, and instructions.</p> <p>C. Reviewing contracts and transactions proposed by the Company with related parties and providing their views to the Board of Directors.</p> <p>D. Submitting matters requiring action to the Board of Directors and making recommendations on actions to be taken.</p> <p>5. Other responsibilities</p> <p>A. The Audit Committee shall establish a confidential reporting mechanism that enables Company employees to report any violations related to financial or other reports. The Committee shall also verify the mechanism's application by conducting an independent investigation appropriate to the scale of the error or override and implementing suitable follow-up procedures.</p> <p>B. The Committee shall study any topics referred to it by the Board of Directors.</p> <p>C. The Audit Committee is responsible for preparing an annual plan at the end of each year, which includes scheduling the Committee's activities for the upcoming year. This includes scheduling periodic meetings of the Committee with Executive Management, Internal Audit, Auditors, and other activities in alignment with the roles and responsibilities assigned to the Committee under this Regulations.</p>
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	<p>necessary measures on them.</p> <p>4.7 review the contracts and transactions proposed to be conducted by the company with related parties, including cases of conflicts of interest, if any, and submit their views on this to the board of directors.</p> <p>4.8 consider the efficiency of the company's assessment of financial, organizational, operational and other high risks that may have an impact on the company's achievement of its goals, and verify the effectiveness of the measures taken by the company's management to counter and manage these risks.</p> <p>4.9 inform the board of Directors of any important issues related to the scope of its work and make recommendations on the steps required to be taken.</p> <p>5. Other responsibilities</p> <p>5.1 the committee shall study any issues referred to it by the board of directors.</p> <p>5.2 prepare an annual plan at the end of each year and schedule the activities of the committee for the coming year, including periodic meetings of the committee, meetings of the committee with the executive management, external and internal auditors and other activities in the light of the roles assigned to the committee and the responsibilities specified in these regulations.</p>	
<p>Article VI: functions of the chairman of the committee</p>	<p>- Paragraph 2 of it: determining the agenda of the committee with the guarantee that this schedule will be worked out during the meetings of the committee.</p> <p>- Paragraph 4 of which: enhancing effective relations and transparent communication between the members of the committee, the board of directors and the executive management.</p> <p style="text-align: right;">7</p>	<p>Article Three: Duties of the Audit Committee Chairman: The Chairman of the Committee shall:</p> <ol style="list-style-type: none"> 1- Ensure that the Committee has sufficient resources to support its work and that the Committee has been provided with the required information. 2- Determine the agenda of the Committee while ensuring that it is implemented during the meetings of the Committee. 3- Promote effective relations and transparent communication between members of the Committee, the Board of Directors, and the Executive Management. 4- that its members receive necessary information clearly, accurately, and in a timely manner to enable them to make informed decisions, monitor effectively, and provide appropriate advice to enhance the Company's success. 5- Encourage members to perform their duties effectively to achieve the interests of the Company. 6- Ensure that the Committee can adhere to the roles and responsibilities provided by the Board of Directors. 7- Ensure that the minutes of the Committee's meetings correctly reflect the procedures and decisions discussed and agreed upon. 8- notifying the Board of Directors of any works or contracts in which a

		<p>committee member holds a direct or indirect interest. This notification shall include all information provided by the member regarding their interest in the relevant work or contract.</p>
<p>Article VII: responsibilities of the members of the committee.</p>	<p>- Paragraph 10 of which: to fully and immediately notify the committee or the chairman of the committee of his direct or indirect participation in the works and contracts performed for the company's account or in any works that may compete with the company or lead to competition of the company directly or indirectly and in relation to any of its activities in accordance with the provisions of the companies law and the CMA law and the provisions implemented and approved by them.</p>	<p>Article Four: Obligations of Committee Members Each member of the Committee shall abide by the following:</p> <ol style="list-style-type: none"> 1- Compliance with the provisions of this Regulations in all actions of the Committee. 2- Commitment to the principles of honesty and loyalty and prioritizing the interests of the company over personal interests. 3- Carrying out the activities mandated by the Committee in a timely and effective manner. 4- Allowing other members to express their opinions freely and encourage open discussion on topics. Additionally, members should seek out the opinions of relevant members of the Company's Executive Management and others, as necessary. 5- Allocating sufficient time for effective and constructive participation in the activities of the Committee. 6- Learning about the agenda items that will be discussed in the meetings. 7- Notifying the Chairman of the Committee and the Secretary of the Committee as soon as possible if he is unable to attend the meeting. 8- Acquiring the skills and training necessary to participate in the work of the Committee. 9- Immediately notifying the Committee Chairman if they participate, directly or indirectly, in any works or contracts executed for the Company's account or any works that may compete with the Company's business or lead to competition with the Company in any way. This includes activities related to any of the Company's activities.
<p>Article VIII: functions and responsibilities of the secretary of the committee</p>	<p>The committee appoints a secretary who is scientifically qualified and has practical experience and is not entitled to vote and undertakes the following:</p> <ol style="list-style-type: none"> - Paragraph 2 of which: ensure that all invitations to the meetings of the committee, the agenda and the notes are circulated to the members five (5) working days before the scheduled date of the meeting. 8 - Paragraph 5 of which: ensure that the decisions and 	<p>Article Five: Secretary of the Committee and his Duties: The Committee shall appoint a qualified and experienced secretary who is a Company employee. The secretary's term should be equivalent to that of the Committee members, and it is preferable that they do not serve as the secretary of another Committee. The secretary's duties and responsibilities include, in particular:</p> <ol style="list-style-type: none"> 1- Preparing and coordinating meetings, considering the dates of the meetings of the Board of Directors. 2- Ensuring that all invitations to Committee meetings, agenda and

	<p>deliberations issued by the committee meetings are sent to all members for approval within five (5) working days.</p> <p>- Paragraph 9 of it: coordination with advisers, legal advisers or any other party to invite them to the meetings of the committee at the request of the committee.</p>	<p>memoranda are circulated to members five (5) days prior to the scheduled date of the meeting.</p> <p>3- Ensuring that all necessary administrative arrangements are made for meetings and that the minimum number of members required for a quorum is present. Otherwise, he shall ensure the cancellation of the meeting.</p> <p>4- Ensuring that proposals and amendments are handled in the correct order or by holding a vote (where necessary).</p> <p>5- Ensuring that decisions and deliberations resulting from Committee meetings are sent to all members for approval within five (5) days of the scheduled meeting date.</p> <p>6- Reviewing, updating, and approving the preliminary draft of the Committee's meeting agenda and minutes before sharing them with the Committee Chairman.</p> <p>7- Informing the Committee Chairman of any conflicts of interest that are disclosed by any person.</p> <p>8- Documenting and following up issues that require action from the Committee as discussed in the Committee meetings and recorded in the relevant meeting working paper.</p> <p>9- Coordinating with professional advisors or any other party to invite them to the meetings of the Committee at the request of the Committee.</p> <p>10- Preparing and submitting the draft annual report of the Committee to the Chairman of the Committee for review and approval.</p> <p>10- Coordinating the annual meeting between the Committee and the Executive Management of the Company.</p> <p>11- Analyzing the results of its annual self-assessment and presenting a summary report to the Committee Chairman.</p> <p>12- Performing other responsibilities as requested by the Chairman of the Committee.</p>
<p>Article IX: meetings and decisions of the committee</p>	<p>1. Committee meetings</p> <p>1.1 the committee meets periodically and holds at least four meetings during the company's financial year and may hold additional meetings as circumstances require, at the request of the board of Directors, any member of the internal audit management team, the external auditor or any of the senior executives of the company.</p> <p>1.2 the secretary of the committee prepares a draft agenda for each meeting and shares it with the chairman of the committee for approval and the agenda is distributed to all members of the committee well in advance of the meeting (at least 3 days) either by written or oral notification, by phone or e-mail.</p> <p>1.3 the committee approves the dates of its meetings before the beginning of each year. the secretary of the committee requests an invitation to attend the meeting with the agenda</p>	<p>Article Six: Committee Meetings and Decisions</p> <p>1- Committee Meetings and Decisions</p> <p>A. The Committee shall meet periodically, provided that its meetings shall not be less than (4) four meetings during the Company's fiscal year.</p> <p>B. The Audit Committee shall hold meetings periodically with the Company's auditor and the Company's internal auditor.</p> <p>C. The Internal Auditor and the Auditor may request a meeting with the Audit Committee whenever the need arises.</p> <p>D. Additional meetings may be held at the request of the Board of Directors, any member of the Internal Audit Management Team, the Company's auditor or any senior Executive of the Company, as appropriate.</p> <p>E. The Committee Secretary is responsible for preparing a draft agenda for each meeting, which must be shared with the Committee Chairman for approval.</p>

	<p>and necessary documents.the invitation must be sent with the agenda and documents before the meeting.</p> <p>1.4 an invitation to members to attend regular meetings must be sent at least five (5) business days before the specified date stating the location, date, time and agenda items to be discussed unless otherwise agreed.</p> <p>1.5 the legal attendance of the committee meetings is completed in the presence of the chairman of the committee, or his delegate in his absence, and at least one member and the member may not authorize any other person to attend on his behalf.</p> <p>1.6 the chairman of the committee may call an emergency meeting when necessary and the invitation must be circulated at least forty-eight (48) hours before the meeting in such cases, the agenda of a meeting will not be prepared and the committee will discuss only the topic that justifies the call for an emergency meeting.</p> <p>1.7 the committee may request the attendance of any member of the company's management of its meetings, internal audit department, external auditors and others for the purpose of providing relevant information (upon request).</p> <p>1.8 the decisions of the committee shall be taken by a majority of the votes of the members present and in the event of a tie of votes, the chairman of the committee, or his delegate in his absence, shall have the casting vote.</p> <p>2. Minutes of the meeting The number of its paragraphs is (6) paragraphs. - Paragraph 2.6 of it: the commission may make its decisions by passing through written or electronic approval by the chairman of the commission and all members.</p>	<p>The Secretary is then required to provide all Committee members with the approved agenda well in advance of the meeting, typically at least three (3) days prior. This may be accomplished through written notification, phone call, email, or any other acceptable digital communication method. The invitation shall include an indication of the location, date and time of the meeting. The meetings</p> <p>of the Committee shall be held at the Company's Head Office or through one of the means of modern technology, provided that (2) periodic meetings of the Committee shall be held at the Company's headquarters.</p> <p>F. A valid Audit Committee meeting requires the attendance of a majority of its members, and members are not permitted to authorize any other person to attend on their behalf. The Audit Committee's decisions shall be made by a majority vote of the members present. In the event of a tie, the Chairman's vote shall prevail.</p> <p>G. The Chairman of the Committee may call for an emergency meeting when necessary and the invitation shall be circulated at least (48) hours before the meeting, in such cases no meeting agenda will be prepared and the Committee will discuss only the topic for which they were called.</p> <p>H. The Committee may request the presence of any member of the Company's Management, Internal Audit Department, External Auditors and others for the purpose of providing relevant information, as appropriate.</p> <p>I. The Committee may take decisions by circulation without the need to hold a meeting unless the Chairman of the Committee or one of its members requests in writing to hold a meeting for deliberation.</p> <p>2- Meeting Minutes</p> <p>A. The minutes of the meetings shall include all matters discussed, decisions taken and directions resulting from the meetings.</p> <p>B. The minutes and recommendations of the Committee's meetings shall be recorded in Arabic, and may be recorded in another language if necessary.</p> <p>C. The Committee's deliberations and minutes are considered confidential and may only be disclosed in accordance with the interests of the Committee's work.</p> <p>D. If a committee member objects to any decision made by the Committee, they must record their objection in the meeting's minutes and provide a statement outlining their reasons for dissenting.</p> <p>E. All deliberations and decisions of the Committee shall be recorded in the minutes of the meeting and then reviewed and circulated to the Chairman and members of the Committee for signature within (10) days from the date of the meeting.</p>
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<p>Article XIII: conflict of interests</p>	<p>1.The member must notify the chairman of the committee and the secretary of the committee of any personal interest he / she may have in the works and contracts made for the benefit of the company.this notification is recorded in the minutes of the committee meeting and the member who is one of the interested parties is not entitled to vote on the decision to be adopted in this regard.</p> <p>3.If a 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 relieve the member of his duties and require the member to compensate the company for any resulting damages or profits resulting from such benefits.</p>	<p>Article Nine: Conflict of Interest:</p> <p>1- The member shall inform the Committee Chairman and Secretary of any personal interest they may have in business or contracts that benefit the Company. This notice must be recorded in the meeting's minutes, and the member is prohibited from voting on any resolutions related to the matter.</p> <p>2- The Chairman of the Committee shall notify the Chairman of the Board of Directors of the works and contracts in which the member may have a personal interest before the meeting of the Committee.</p> <p>3- If a 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 dismiss the member and claim compensation for any damages resulting therefrom.</p>
<p>Adding a new article</p>		<p>Article Ten: 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. He is then removed by a decision of the Board of Directors.</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 to the Company for any resulting damages. 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>5- If 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>The third article: member bonuses.</p>	<p>1.Each member of the committee is entitled to an annual bonus and an allowance to attend meetings 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>4.The secretary of the committee is entitled to an annual remuneration based on what is decided by the nominations and Remuneration Committee.</p>	<p>Article Eleven: 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>Article XI: disagreement between the committee and the board of directors</p>	<p>In the event of a conflict between the recommendations of the committee and the decisions of the board of directors, or if the board of directors refuses to accept the recommendations of the committee in the matter of appointment, dismissal, compensation, evaluation of the performance of the external auditor or any other matters falling within its responsibilities, the committee may request the board of directors to convene the General Assembly, provided that the report of the board of directors contains the recommendation of the committee and justifications.</p>	<p>Article Twelve: Conflict between the Committee and the Board of Directors:</p> <p>If there is a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board refuses to take into account the Committee's recommendation regarding the appointment of the Company's auditor, his dismissal, determination of his fees, evaluation of his performance or the appointment of the internal auditor, the report of the Board of Directors shall include the Committee's recommendation, justifications, and reasons for not taking them into account.</p>
<p>- Article XVI: entry into force</p>	<p>(Or any subsequent amendments thereto)</p>	<p>Article Fifteen: Enforcement</p> <p>This Regulations shall enter into force from the date of their adoption and approval by the General Assembly.</p>