



**Draft amendments to the policies, standards and procedures for nomination
for membership of the Board of Directors
of Umm Al-Qura Cement Company**

Item No. / 10

Extraordinary General Assembly Meeting

Date 20/10/1445 AH

Corresponding to 29/04/2024 AD

Draft amendments to the policies, standards, and procedures for nomination for membership of the Board of Directors of Umm Al-Qura Cement Company

The amended article	Article No :	The current article	Article No:
These policies aim to set clear and specific standards and procedures for membership in the Board of Directors of Umm Al Qura Cement Company, in implementation of the provisions of the third paragraph of Article Twenty-One of the Corporate Governance Regulations, without prejudice to what was stated therein. In the corporate bylaw and company bylaws.	Preamble:	These policies aim to set clear and specific criteria and procedures for membership in the Board of Directors of um Al-Qura Cement Company, in application of the provisions of paragraph 3 of Article Twenty Two of the Corporate Governance Regulations issued by the Capital Market Authority, and these policies, standards and procedures for membership in the Board of Directors of the Company are based on the Companies Law and circulars issued by the Ministry of Commerce and Investment and the Capital Market Authority and the Company's Articles of Association.	Preamble:
<p>A- The company's board of directors shall consist of (6) six members elected by the General Assembly of Shareholders for a term not exceeding three years, and cumulative voting shall be followed when electing board members at the General Assembly.</p> <p>B- The majority of the company's board members shall be non-executive members, on condition that the number of independent members shall not be less than</p>	Article (1) Composition of the Board of Directors:	A- The Board of Directors of the Company consists of 6 members elected by the General Assembly of Shareholders for a period not exceeding three years, with reference to Article 16 of the Company's Articles of Association and in accordance with Article 17 of the Corporate Governance Regulations issued by the Capital Market Authority, and the cumulative voting system is followed when electing the members of the Board of	Article (1) Composition of the Board of Directors:

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<p>two members or one-third of the board members, whichever is greater.</p> <p>C- The General Assembly shall elect board members for a term of three years, and re-election is permissible.</p> <p>D- Board members shall be natural persons.</p> <p>E- A member is required not to hold membership in five joint-stock companies simultaneously.</p> <p>F- The company's management shall notify the Capital Market Authority of the names of board members and their membership qualifications within five working days from the date of the commencement of the board's term or from the date of their appointment -whichever is earlier- and any changes to their membership within five working days from the date of the changes.</p>		<p>Directors in the General Assembly in accordance with Article of the Corporate Governance Regulations issued by the Capital Market Authority and Article 34 of the Company's Articles of Association.</p> <p>B- The majority of the members of the Board of Directors of the Company shall be non-executive members in accordance with Article 16 of the Corporate Governance Regulations issued by the Capital Market Authority, provided that the number of its independent members shall not be less than two members or one third of the members of the Board, whichever is greater.</p> <p>The General Assembly shall elect the members of the Board of Directors for a period of three years, and they may be re-elected unless the Company's Articles of Association provide otherwise.</p> <p>C. A company's management shall notify the Capital Market Authority of the names of the members of the Board of Directors and their membership qualities within five working days from the date of the start of the Board of Directors' session or from the date of their appointment,</p>
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		whichever is earlier, and any changes to their membership within five working days from the date of the changes.	
At its first meeting, the Board shall choose a Chairman and a Vice-Chairman from among its non-executive members, and the Board shall have the right to remove them from their positions or re-select them at any time.	Article (4) Mechanism for selecting the Chairman and Vice Chairman:	The shareholders of the Company shall elect the members of the Board of Directors at the General Assembly Meeting of Shareholders in accordance with the system and criteria included in this policy, and then the Board shall choose its Chairman and Vice-Chairman from among its non-executive members, and the Board shall have the right to remove them from their positions or re-select them at any time.	Article (4) Mechanism for selecting the Chairman and Vice Chairman:
1. The membership of the Board of Directors expires upon the expiration of its designated term, which is three years from the start date of the session. 2. The membership of a Board of Directors member terminates in accordance with any rules or regulations in force in the Kingdom of Saudi Arabia, or due to death, resignation, or if convicted of a crime that violates honor and trust. However, the General Assembly may at any time dismiss all or some members of the Board of Directors without prejudice to the rights of the dismissed	Article (6) Termination of the membership of the Board Member	1. The membership of the Council shall expire at the end of the term prescribed for it, which is three years from the date of its election by the General Assembly. 2. The membership of a member of the Board shall expire in accordance with any system or instructions in force in the Kingdom of Saudi Arabia, or due to death or resignation or if convicted of a crime involving moral turpitude and dishonesty, however, the Ordinary General Assembly may at any time dismiss all or some of the members of the Board without prejudice to the right of the	Article (6) Termination of the membership of the Board Member

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<p>member to claim compensation from the company if the dismissal occurs for an unacceptable reason or at an inappropriate time. A Board of Directors member may resign provided that it is done at an appropriate time, otherwise, they shall be liable to the company for the consequences of their resignation.</p> <p>3. The General Assembly may, upon a recommendation from the Board of Directors, terminate the membership of any member who is absent from attending three consecutive meetings or five separate meetings during their term without a valid excuse accepted by the Board of Directors.</p>		<p>dismissed member towards the company to claim compensation if the dismissal occurred for an unacceptable reason or at an inappropriate time, and the member of the Board may resign, provided that this is at an appropriate time, otherwise He was liable before the company for the damages resulting from retirement.</p> <p>3. The General Assembly may, upon the recommendation of the Council, terminate the membership of any member who is absent from attending three consecutive meetings of the Council without a legitimate excuse.</p>	
<p>1. These regulations and any subsequent amendment thereto shall be approved by the General Assembly - based on the proposal of the Board of Directors - and will be effective from the date of their approval.</p> <p>2. The Board of Directors reviews this policy every three years or whenever necessary.</p>	<p style="text-align: center;">Article (7): Final Provisions:</p>	<p>The provisions of this policy shall be effective and adhered to by the company as of the date of its approval by the General Assembly of Shareholders, and this policy shall be published on the company's website to enable shareholders, the public and stakeholders to view it. The contents of this policy shall be amended - as needed - based on a recommendation from the Board of Directors, provided that any proposed amendment thereto shall be</p>	<p style="text-align: center;">Article (7): Final provisions (publication, entry into</p>

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3. The Companies Law, the Corporate Governance Regulations, and the Company's bylaws shall be applied in everything not stated in these regulations.		submitted to the General Assembly of Shareholders at its earliest meeting for approval.	force and amendment)
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**Amendments to Remuneration and Nominations Committee Charter
at Umm Al Qura Cement Company**

Item No. 9

Extraordinary General Assembly Meeting

Date 20/10/1445 AH

Corresponding to 29/04/2024 AD

Amended Article	Article No:	current article	Article No:
<p>Based on the seventh paragraph of Article (47) of the Corporate Governance Regulations, which stipulates that the company may merge the Remuneration and Nominations Committees into one committee called the Nominations and Remunerations Committee, provided that the committee fulfills the requirements of either of them, and exercises all the powers assigned to them. The committee meets periodically, at least every six months. Accordingly, the company decided to merge the remuneration and nominations committees into one committee in accordance with these regulations, and it will be called (the nominations and remuneration committee).</p>	<p>Article (1) Merging the Nomination and Remuneration Committees:</p>	<p>Based on the seventh paragraph of Article 50 of the Corporate Governance Regulations, which stipulates that the company may merge the Remuneration and Nomination Committees into one committee called the Nomination and Remuneration Committee, provided that the Committee meets the requirements of either of them, and exercises all the competencies prescribed to them, and the Committee meets periodically at least every six months, Accordingly, the company decided to merge the Remuneration and Nomination Committees into one committee under these Regulations called (Nomination and Remuneration Committee).</p>	<p>Article (1) Merging the Nomination and Remuneration Committees:</p>
<p>1- The Nominations and Remuneration Committee is formed by a decision of the company's Board of Directors, and its members are from the Board, from outside it, or from shareholders. 2- The number of committee members shall not be less than three and not more than five, all of whom are not members of the Executive Board of Directors, on condition that at least one of them is an independent member. 3- The Chairman of the Board of Directors may be a member of the committee, but he may not be the head of the committee.</p>	<p>Article (2) Formation of the Nomination and Remuneration Committee and its controls:</p>	<p>1- The Nomination and Remuneration Committee shall be formed by a resolution of the Company's Board of Directors. 2- The number of members of the Committee shall not be less than three and not more than five, all of whom are not executive members of the Board of Directors, provided that they include at least one independent member. 3- The term of membership of the Committee shall be three years, the membership of which shall commence at the beginning of the session of the Board of Directors and shall end at the end of the session of the Board, and they may be reappointed for a similar period or periods.</p>	<p>Article (2) Formation of the Nomination and Remuneration Committee and its controls:</p>

<p>4- The committee chairman must be an independent member.</p> <p>5- The term of membership of the Committee shall be three years. Membership begins with the beginning of the Board of Directors term and ends with the end of the Board term. They may be reappointed for a period or similar periods.</p> <p>6- Committee members must have appropriate experience and sufficient qualifications to perform the tasks and responsibilities of the committee and the nature of its work.</p> <p>7- The company's board of directors must notify the Capital Market Authority of the names of the committee members and their membership positions 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>8- The committee may seek technical advice from any external party or other independent advisory body whenever this is necessary to assist the Committee in performing its tasks.</p> <p>9- The Board of Directors shall be informed of the results reached by the committee or decisions taken in a transparent manner, provided that the minutes of the committee's meetings are recorded in writing in a special register and those minutes are kept among the company's important documents.</p>		<p>4- The members of the Committee shall have the appropriate experience and qualifications to carry out the functions and responsibilities of the Committee and the nature of its work.</p> <p>5- The Board of Directors of the Company shall notify the Capital Market Authority of the names of the members of the Committee and their membership within five working days from the date of their appointment and any changes thereto within five working days from the date of the changes.</p> <p>6- The Committee shall have the right to seek legal and technical advice from any third party or other independent consultant whenever necessary to assist the Committee in the performance of its functions.</p> <p>After each meeting, the Committee shall submit its report to the Board of Directors of the Company, and the report shall include a description of all the recommendations made by the Committee at the meeting, provided that the minutes of the Committee's meetings are fixed in writing in a special register and these minutes are kept within the important documents of the Company.</p>	
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**Amendments to the Audit Committee Charter
of Cement Umm Al-Qura Co.**

Article No.8

Extraordinary General Meeting

Date 20/10/1445 AH

Correspondence to 29/04/2024 AD

Article in the new Charter	Article No.	Article in current Charter	Article No.
<p>Umm Al-Qura Takaful & Insurance Co. Ltd.</p> <p>The Audit committee shall be established by decision of the Board and the recommendation of the Nominations and Remuneration Committee.</p> <ol style="list-style-type: none"> 2. The members of the Audit Committee can be shareholders or others, including at least one independent member, and be competent in financial and accounting matters. 3. The audit committee shall not include any executive board members. 4. The number of members of the Audit Committee shall not be less than three and shall not be more than five. 5. A person who has worked or had been employed in the company's executive or financial management or in the company's auditor in the past two years shall not be a member of the Audit Committee. 6. The Chairman of the Board of Directors shall not be a member of the Audit Committee. 7. Members of the Committee should not be members of audit committees in more than five listed joint-stock companies at the same time 8. The members of the Audit Committee shall be selected in such a way as to ensure the availability of diverse skills and expertise, taking into account the existence of expertise appropriate to the company's field. 9. The term of the Committee shall begin on the date of its formation and shall expire at the end of the Board's session. The term of the 	<p>Article (2)</p> <p>Rules for the selection of members of the Committee and how to nominate them and the duration of their membership:</p>	<ol style="list-style-type: none"> 1. Audit committee shall be established by decision of the ordinary general assembly of the company upon the nomination of the board of directors. 2. Nomination of members of the Audit Committee shall be on the recommendation of the Nominations and Remuneration Committee 3. The members of the Audit Committee may be shareholders or others, including at least one independent member, including a financial and accounting specialist. 4. The Audit Committee shall not include any Executive Board members. 5. The number of members of the Audit Committee shall not be less than three and shall not exceed five. 6. A person has been or had been in the executive or financial management of the company or the company's auditor for the past two years shall not be a member of the Audit Committee. 7. The Chairman of the Board of Directors shall not be a member of the Audit Committee. 8. The members of the Audit Committee shall be selected in such a way as to ensure the availability of diverse skills and expertise, taking into account the existence of expertise appropriate to the company's field. 9. The term of the Committee shall begin on the date of its formation and shall expire upon the End of Board's session or the termination of its services by the General Assembly. The 	<p>Article (2)</p> <p>Rules for the selection of members of the Committee and how to nominate them and the duration of their membership:</p>

<p>Committee shall correspond to the term of the Board.</p>		<p>term of the Committee shall correspond to the term of the Board.</p>	
<ol style="list-style-type: none"> 1. The Audit Committee meets periodically at least four meetings during the company's financial year. 2. The Audit Committee meets periodically with the company's auditor and with the company's internal auditor. 3. The internal auditor and the external auditor may request a meeting with the audit committee whenever needed. 4. The Committee shall meet at the invitation of its Chairman and shall be invited to attend the meeting and attaching to agenda, documentation, date, time and venue of the meeting. 5. Committee meetings may be held in person or via modern communication platforms. 6. The Chairman of the Committee may invite other persons to attend any meeting or part of it thereof, as necessary, without giving them the right to vote on any decision taken by the Committee, and they shall maintain confidentiality. 7. The validity of the meeting of the Audit Committee shall require the presence of a majority of its members. Its decisions shall be taken by a majority vote of those present. When votes are equal, the side with which the President of the meeting voted shall be taken. The objecting member may prove the objection 	<p>Article (5) Committee Meetings:</p>	<ol style="list-style-type: none"> 1. The Audit Committee shall meet periodically at least four meetings during the company's financial year. 2. The Audit Committee meets periodically with the company's auditor and with the internal auditor of the Company. 3. Internal auditor and audit shall request a meeting with the audit committee whenever needed. 4. The Committee shall meet at the invitation of its Chairman, and shall be invited to attend the meeting, attaching the agenda, documentation and time and venue of the meeting. 5. If a member of the Committee cannot be present in person, he may use any of the modern communication to attend the Committee's meeting. 6. The Chairman of the Committee may invite other persons to attend any meeting or part of it thereof, as necessary, provided that they do not have the right to vote on any decision taken by the Committee and shall maintain confidentiality. 7. The validity of the meeting of the Audit Committee requires the attendance of a majority of its members, and its decisions are made by a majority vote of those present, and when votes are equal, the side with which the 	<p>Article (5) Committee Meetings:</p>

<p>in the minutes of the meeting or in a separate letter.</p> <p>8. The Committee member cannot delegate other member to attend on behalf of him in the Committee's meetings.</p>		<p>Chairman of the meeting voted is likely to be taken. The objecting member may register the objection in the minutes of the meeting or in a separate communication.</p>	
<p>The Committee is competent to monitor the Company's business and verify the integrity and integrity of its reports, financial statements, and internal control systems. The Committee's functions include:</p> <p>1- Financial reports:</p> <p>A. Dstudy the company's initial and annual financial statements before presenting them to the Board and expressing its opinion and recommendation thereon, to ensure their integrity, fairness, and transparency.</p> <p>B. To express a technical opinion - at the request of the Board of Directors - as to whether the Board's report and the financial statements of the Company are fair, balanced, and understandable and include information that allows shareholders and investors to assess the financial position of the Company and its performance, business model and strategies.</p> <p>C. Study any important or unfamiliar issues contained in financial reports.</p> <p>D. Thoroughly examine any issues raised by the company's financial Manager, the director of the internal audit department or the auditor.</p> <p>E. Verification of accounting estimates in material matters contained in the financial reports.</p> <p>F. Study the company's accounting policies and express an opinion and recommendation to the Board.</p>	<p>Article (7)</p> <p>Functions and responsibilities of the Committee:</p>	<p>The Audit Committee is competent to monitor the Company's business and verify the integrity of its reports, financial statements and internal control systems. The Committee's functions include:</p> <p>* Financial reports:</p> <p>1- Examine the company's initial and annual financial statements before presenting them to the Board of Directors and expressing their opinion and recommendation thereon, to ensure their integrity, fairness, and transparency.</p> <p>2- To express a technical opinion at the request of the Board of Directors - whether the Board's report and the financial statements of the Company are fair, balanced, and understandable and include information that allows shareholders and investors to assess the financial position, performance, business model and strategy of the Company.</p> <p>3- Examine any important or unfamiliar issues contained in financial reports.</p> <p>4- Thoroughly examine any matters raised by the company's financial Manager, or his duty holder, or the company's liability officer or the auditor.</p> <p>5- Verification of accounting estimates in material matters contained in the financial reports.</p>	<p>Article (7)</p> <p>Functions and responsibilities of the Committee:</p>

2- Internal audit:

- A. Study and review the company's internal and financial control and risk management systems.
- B. Approve of the Internal Audit Department's annual plan.
- C. Examine internal audit reports and follow up on the implementation of corrective procedures for the observations contained therein.
- D. Oversight of the performance and activities of the company's internal audit department to verify the availability and effectiveness of the necessary resources in the performance of its work and tasks.
- E. Recommend to the Board the appointment of the Director of the Internal Audit Department and propose compensation, evaluate his performance, and dismiss him.
- F. Meeting periodically with the Director of the Internal Audit Department and discussing issues that the Committee deems necessary to discuss with them individually or in the presence of any of the Company's senior executives.
- G. Consider any divergence of views that may arise between the Internal Audit Department, the Executive Department and the rest of the Company's organizational units and address the implementation of decisions issued regarding them.

3- External audit:

- A. Recommend to the Board of Directors the nomination, removal, fee determination and performance evaluation of the company's auditor, after verifying its independence and reviewing its scope of work and contractual conditions.

6- Examine the company's accounting policies and express an opinion and recommendation to the Board of Directors.

* **Internal audit:**

1- Study and review the company's internal and financial control and risk management systems.

2- Examine internal audit reports and follow up on the implementation of corrective procedures for the observations contained therein.

1- Oversight of the performance and activities of the company's internal auditor and internal audit department, if any. To verify the availability and effectiveness of the necessary resources in the performance of its work and functions. If the company does not have an internal auditor, the Committee should make its recommendation to the Board on the need for his appointment.

2- Recommend to the Board of Directors to appoint a Director of the Internal Audit Unit

* **The Audit:**

1- Recommend to the Board the nomination, removal, fee determination and performance evaluation of auditors after verification of their independence and review of their scope of work and contractual conditions.

2- Verify the auditor's independence, themes and fairness, and the effectiveness of audit work, taking into account relevant rules and standards.

<p>B. Verify the independence, objectivity and fairness of the company's auditor and the effectiveness of the audit work, taking into account relevant rules and standards.</p> <p>C. Audit and approve the company's auditor's plan and business, verify that it does not provide substantive or managerial work outside the scope of the audit work, and provide feedback thereon.</p> <p>D. Answer the company's auditor inquiries.</p> <p>E. Examine the auditor's report and observations on the financial statements and follow up on what has been taken.</p> <p>F. Consider, address, and ensure the implementation of any divergences in views that may arise between the company's auditor and executive management.</p> <p>G. Ensure that audit work is coordinated in the case of more than one audit.</p> <p>4- Compliance Monitoring:</p> <p>A. Review the results reports of the supervisory authorities and verify the company's action.</p> <p>B. Verify the company's compliance with the relevant regulations, policies and instructions.</p> <p>C. Review the company's proposed contracts and transactions with relevant parties and submit its views thereon to the Board of Directors.</p> <p>D. To submit such matters as it deems necessary for action to the Board of Directors and to make recommendations for action.</p> <p>5- Ensure that executive management takes appropriate measures to protect the company from strategic, financial, operational and commitment risks.</p>		<p>3- Review the company's auditor's plan and business, verify that it does not provide substantive or administrative work beyond the scope of the audit work, and provide feedback thereon.</p> <p>4- Answer the company's auditor inquiries.</p> <p>5- Examine the auditor's report and observations on the financial statements and follow up on the decisions taken thereon.</p> <p>* Ensuring compliance:</p> <p>1- Review the results of the reports of the supervisory authorities and verify the company's take the necessary measures needed.</p> <p>2- Verify the company's compliance with the relevant regulations, policies and instructions.</p> <p>3- Review the company's proposed contracts and transactions with relevant parties and submit its views thereon to the Board.</p> <p>4- To submit such matters as it deems necessary for action to the Board and to make recommendations for action.</p>	
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<p>6- Ensure the management of the company according to sound economic foundations and efficiently and effectively.</p> <p>7- The Board shall be informed transparently of what has been made of decisions and results by the Committee.</p> <p>8- Preparation of the Committee's annual report to the General Assembly containing its opinion on the adequacy of the company's internal control system and other work within its competence.</p> <p>9- Study the subjects referred to the Committee by the Board of Directors and submit its recommendations to the Board for decision or take decisions if authorized by the Board.</p>			
<p>1- The Committee shall make use of such experts and specialists as it deems necessary from within or outside the company, to be mentioned in the minutes of the Committee's meeting, indicating the name of the expert and his relation to the company or executive management.</p> <p>2- In order to perform its work, the Committee can:</p> <p>A. The right to have access to the company's records and documents relevant to the scope of its responsibilities.</p> <p>B. Request any clarification or statement from members of the Board of Directors or Executive Management.</p> <p>C. Request the Board of Directors to call the General Assembly meeting if its activities have been impeded by the Board or if the company has suffered significant damage or losses.</p> <p>D. Adoption of the Internal Audit Charter.</p>	<p>Article (9)</p> <p>Powers of the Committee:</p>	<p>For the performance of its functions, the Audit Committee:</p> <p>1- The right to access the company's records and documents.</p> <p>2-Request any clarification or statement from members of the Board of Directors or Executive Management</p> <p>3-To request the Board of Directors to convene the General Assembly of the Company if the Board of Directors obstructs its work or suffers serious damage or losses to the Company.</p>	<p>Article (9)</p> <p>Terms of Reference of the Committee:</p>

<p>E. Adopt annual and strategic internal audit management plans.</p> <p>F. Discuss and approve internal audit management reports with all concerned in the company.</p>			
<ol style="list-style-type: none"> 1- If a member requests an exemption from membership of the Committee. 2- If the member is absent from three consecutive meetings without an excuse accepted by the Board of members. 3- If the Committee's membership is misused 4- If the member loses any of the requirements to be met as a member of the Committee. 5- The term of the Audit Committee expires at the end of the Board's session. The membership of the Audit Committee shall expire once its membership of the Board has expired. 6- If the position of a member of the Committee is vacant, the Board of Directors shall appoint another member in his or her place, subject to the conditions of membership, and the appointed member shall complete the term of his or her predecessor. 7- The Company is committed to notify the Capital Market Authority of the names of the members of the Audit Committee of their membership qualifications 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>Article (10)</p> <p>Committee Membership termination:</p>	<ol style="list-style-type: none"> 1- If a member requests an exemption of membership of the Committee. 2- If the member is absent from three consecutive meetings without an acceptable excuse 3- If the Committee's membership is misused 4- If the member loses any of the conditions to be met as the member of the Committee 5- The term of the Audit Committee expires at the end of the Board's session. The membership of the Audit Committee shall expire once its membership in the Board has expired. 6- If the position of a member of the Committee is vacant, the Board of Directors shall appoint another member in his or her place, subject to the conditions of membership, which shall be submitted to the General Assembly at the first meeting of the Committee for its approval, and the appointed member shall complete the term of his or her predecessor. 7- The Company is committed to notifying the Authority of the names of the members of the Audit Committee of their membership qualifications within five working days from the date of their appointment and any 	<p>Article (10)</p> <p>Committee Membership termination:</p>

		<p>changes that occur within five working days from the date of the changes.</p>	
<p>1- None of the members of the Committee shall have a direct or indirect interest in the subjects before the Committee. In any event, the interested member shall disclose them to the Committee and shall not be entitled to vote on the relevant matter.</p> <p>2- None of the members of the Committee shall have a direct financial or commercial interest with the Company's executive members and shall not be relatives to any of them.</p> <p>3- The minutes of the meetings are signed by the members present and the Secretary of the Committee. The Board of Directors shall retain the Committee's resolutions and the minutes of its meetings for a period of not less than five years.</p> <p>4- The members of the Committee, the secretaries and all those attending its meetings are committed to preserving confidentiality, deliberations and resolutions.</p> <p>5- These Regulations of the Charter shall abolish any previous regulations or resolutions contrary to them and shall be in force from the date of their approval by the General Assembly.</p> <p>6- These Regulations are complementary to the Company's Bylaws, its Governance Regulations and other related regulations.</p> <p>7- if there are provisions that related to the audit committee and not provided in this Charter, the Company Laws, the Corporate Governance Regulations issued by the Capital Market</p>	<p>Article (13)</p> <p>General Provisions:</p>	<p>1- None of the members of the Committee shall have a direct or indirect interest in the subjects before the Committee. In any event, the interested member shall disclose them to the Committee and shall not be entitled to vote on the relevant item.</p> <p>2- None of the members of the Committee shall have a direct financial or commercial interest with the Company's executives and shall not be close to any of them of the initial class.</p> <p>3- The minutes of the meetings are expected from the members present and the Secretary of the Committee. The Board of Directors shall retain the Committee's decisions and the minutes of its meetings for a period of not less than five years.</p> <p>4- The members of the Committee, the secretaries and all those attending its meetings are committed to preserving confidentiality, deliberations and decisions.</p> <p>5- These Regulations shall abolish any previous regulations or resolutions contrary to them and shall be in force from the date of their approval by the General Assembly of the Company.</p> <p>6- These Regulations are complementary to the Company's Statute, Governance Regulation and other related regulations.</p> <p>7- Everything that is not provided for in this regulation shall apply the Saudi Companies Regulations and the Corporate Governance Regulations issued by the Ministry of Trade and Investment and the Capital Market</p>	<p>Article (13)</p> <p>General Provisions:</p>

<p>Authority, the Company's Bylaws, and resolutions issued by the competent authorities shall apply.</p> <p>8- These Regulations and any subsequent amendment thereto shall be adopted by the General Assembly - on the proposal of the Board of Directors and shall be effective from the date of approval.</p> <p>9- The Committee shall undertake periodic review of these regulations whenever necessary, in order to ensure that they are consistent with the laws and regulations in force in the Kingdom, the Company Laws, the corporate governance regulation and the company's Bylaws.</p>		<p>Authority and the Company's Basic Regulations and decisions issued by the competent authorities.</p>	
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Amendments on Umm Al Qura Cement Company's bylaws in accordance with the new companies law

Extraordinary general Assembly meeting

Date 20/10/1445 AH

Corresponding to 29/04/2024 AD

The Article after amendment in the amended company's Bylaws	Article name and No after amendment.	The current articles of company's Bylaws	Current article name and No.
Chapter One: Incorporation of The Company			
The company was incorporated in accordance with the provisions of the Companies Law and its Implementing Regulations, and this bylaw as a Saudi joint-stock company according to the following:	Article (1) Incorporation of the Company	It was established in accordance with the provisions of the Companies law and Regulations issued by Royal Decree No. 6 of 22/03/1385 A.H. and its subsequent amendments, this system is a Saudi joint stock company, with issuance of the new Companies Law issued by Royal Decree No. M/3 on 28/01/1437 A.H, this system was amended according to the following:	Article (1) Establishment of the company
<p>1) Manufacture of gray cement and white cement in all its types.</p> <p>2) Manufacture of ordinary Portland cement, salt-resistant cement, pozzolanic cement, and all its types.</p> <p>3) Manufacture of finishing cement.</p> <p>4) Manufacture of clinker.</p> <p>5) Management and operation of Portland cement and white cement plants.</p> <p>6) Wholesale and retail trade in all the company's products, building materials, pozzolanic materials, and construction chemicals in all their types, including their import and export abroad.</p> <p>7) Management, operation, and maintenance of industrial facilities complementary to the company's purpose.</p> <p>8) Operation and exploitation of quarries and mining of raw materials for all raw materials.</p> <p>9) Trade in raw materials resulting from mining</p>	Article (3) Company Purposes:	<p>The Company practices and implements the following purposes:</p> <ol style="list-style-type: none"> 1) Production of gray cement of all kinds under license No. S/2 and date 01/01/1433 AH. 2) Production of white cement of all kinds under license No. S/1 and date 01/01/1433 AH. 3) Managing and operating Portland cement and white cement Plants of all kinds. 4) Wholesale and retail trade in the company's products, building materials, Pozzolanic materials and building chemicals including their import and export out the country. 5) Managing, operating, and maintenance of industrial facilities complementary for the purpose of the company. 6) Precast concrete and prefabricated buildings. 7) Managing and leasing of owned or leased real estate (residential). 8) Managing and leasing of owned or leased real estate (un-residential) 9) Commercial agencies. 10) Import and operation of radioactive equipmet for 	Article (3) the purpose of the company:

<p>operations.</p> <p>10) Manufacture of ready-mix concrete and prefabricated buildings.</p> <p>11) Generation of electricity, purchase and sale of generating equipment.</p> <p>12) Management and leasing of owned or rented properties (residential).</p> <p>13) Management and leasing of owned or rented properties (non-residential).</p> <p>14) Commercial agencies.</p> <p>15) Import and operation of radioactive devices for the company's factories.</p> <p>16) General contracting for buildings, construction, repair, demolition, renovation, and roads.</p> <p>17) Contracting for all types of installations, including specialized sub-contracting.</p> <p>18) Maintenance and operation of residential, commercial buildings, and industrial facilities.</p> <p>19) Mechanical and electrical works.</p> <p>20) Transportation and storage of goods inside and outside the Kingdom.</p> <p>In order to achieve its objectives, the company is entitled to conclude all types of contracts related to its activities. Furthermore, the company exercises its activity after obtaining the necessary regulatory licenses - if any.</p>		<p>the company's factories.</p> <p>11) General contracting of buildings and roads (construction, repair, demolition, and restoration).</p> <p>12) Specialized subcontractors.</p> <p>13) Installation contractors.</p> <p>14) Contracting and other construction works.</p> <p>15) Maintenance and operation of residential, and commercial buildings, and industrial facilities.</p> <p>16) Mechanical and electrical works.</p> <p>17) Transport and storage of goods inside and outside the Kingdom.</p> <p>The company practices its activities after obtaining the necessary statutory licenses.</p>	
<p>The company may establish limited liability or closed joint stock companies on its own. Moreover, it may own shares and stakes in other existing companies or merge with</p>	<p>Article (4) Participation and</p>	<p>The company may establish companies on its own (with limited liability or closed joint stock) provided that the</p>	<p>Article (4) Participation</p>

<p>them. Further, it is entitled to participate with others in establishing joint stock or limited liability companies after fulfilling the requirements of the systems and instructions followed in this regard. In addition, the company may dispose of these shares or stakes, provided that this does not include mediation in their trading.</p>	<p>Ownership in Companies:</p>	<p>capital is not less than 5 million riyals. It may also own shares in other existing companies or merge with them, it has the right to participate with others in the establishment of joint stock or limited liability companies, after fulfilling the requirements of the regulations and instructions followed in this regard. The company may also dispose of these shares, provided that this does not include intermediation in their trading.</p>	<p>and Ownership in companies:</p>
<p>The company's headquarter is located in Riyadh, and it can be transferred to any other city in the Kingdom with the approval of the Extraordinary General Assembly. Furthermore, the company may establish branches, offices, or agencies inside or outside the Kingdom by a resolution of the Board of Directors.</p>	<p>Article (5) The Company Headquarter:</p>	<p>The Headquarter of the company is located in the city of Riyadh, and it may establish branches, offices or agencies inside or outside the Kingdom by a decision of the Board of Directors.</p>	<p>Article (5) The Headquarter of The Company:</p>
<p>The term of the company is unlimited and starts from the date of its registration in the commercial register.</p>	<p>Article (6) The Company Term:</p>	<p>The Term of the company is 99 years starting from the date of its registration in the Commercial Register, and this duration may always be extended by a decision issued by the General Assembly at least one year before the end of its duration.</p>	<p>Article (6) The Term of the Company:</p>
<p>Part Two: Company's Capital and shares</p>			
<p>The shareholder is obligated to pay the remaining value of the share on the specified dates. In addition, if he fails to pay on the specified date, the Board of Directors may, after informing him through modern technical means, sell the stock at a public auction or the financial market, as the case may be, in accordance with the controls determined by the competent authority. Moreover, the company collects from the proceeds of the sale the amounts due to it and returns the remainder to the shareholder. If the proceeds of the sale are not sufficient to meet these amounts, the company may collect the remainder from all of the shareholder's funds. However, the shareholder who defaults in payment until the day of sale may pay the value due from him in addition to the expenses spent by the</p>	<p>Article (10) Sale of Undervalue Shares:</p>	<p>The shareholder is obligated to pay the value of the share on the specified dates, and if he fails to pay on the due date, the board of directors may, by publishing in a daily newspaper distributed in the district in which the main police station is located, or inform him by registered letter of selling the share in the public auction or the stock market, as the case may be. According to the regulations set by the competent authority ha The company collects the amounts due to it from the sale proceeds and returns the rest to the shareholder. If the sale proceeds are not sufficient to meet these amounts, the company may collect the remainder of the entire shareholder's money tic Furthermore, the shareholder</p>	<p>Article (10) Seal of Undervalued Shares:</p>

<p>company in this regard. The company cancels the sold share in accordance with the provisions of this Article, gives the buyer a new share bearing the number of the canceled share, and marks in the share registry the occurrence of the sale, indicating the name of the new owner.</p>		<p>who has failed to pay us until the day of the sale may pay the value due from him in addition to the expenses incurred by the company in this regard. The company cancels the sold share in accordance with the provisions of the article, gives the purchaser a new share bearing the number of the canceled share, and indicates in the shares register that the sale took place with the name of the new owner.</p>	
<p>The company's shares shall be traded in accordance with the provisions of the Capital Market Law and its implementing regulations.</p>	<p>Article (12) Trading of Shares:</p>	<p>The shares subscribed by the incorporator may not be traded until after the financial statements have been published for two fiscal years, each of which is not less than twelve months from the date of incorporation of the company. The bonds of these shares shall be marked with an indication of their type, date of incorporation of the company, and the period during which trading is prohibited. However, during the prohibition duration, it is permissible to transfer the ownership of shares in accordance with the provisions of the sale of rights from one of the incorporator to another or the heirs of one of the incorporator in the event of his death to a third party or in the event of execution on the funds of the insolvent or bankrupt founder, provided that the priority of owning the shares is given to the other founders.</p> <p>The provisions of this article shall apply on the incorporator subscribes to in the event of an increase in the capital before the expiry the prohibition duration.</p>	<p>Article (12) Shares Trading:</p>
<p style="text-align: right;">Deleted</p>		<p>The shares of company are traded in accordance with the provisions of the financial market regulation.</p>	<p>Article (13) Record of Shareholders:</p>

<p>1- The Extraordinary General Assembly may decide to increase the company's issued or authorized capital - if any - provided that the issued capital has been fully paid. It is not required that the capital be fully paid if the unpaid portion thereof is due to shares issued in exchange for the conversion of debt instruments or financial certificates into shares and the period prescribed for their conversion has not yet expired.</p> <p>2- In all cases, the Extraordinary General Assembly may allocate the shares issued upon a capital increase or a portion thereof to the employees of the company and its subsidiaries or some of them. Shareholders shall not have the right of preemption when the company issues shares allocated to employees. The competent authority may set controls and procedures for the allocation of shares to employees of the company or its subsidiaries or some of them, or any of the foregoing.</p> <p>3- The shareholder who owns the share at the time of the issuance of the Extraordinary General Assembly's resolution approving the capital increase or the Board of Directors' resolution approving the increase within the limits of the authorized capital shall have the priority to subscribe to the new shares issued for cash consideration. These shareholders shall be notified of their priority by announcement through modern technological means of the decision to increase the capital, the terms and conditions of the subscription, and the start and end dates thereof, taking into account the type and class of the share they own.</p> <p>4- The Extraordinary General Assembly may suspend the right of preemption of shareholders to subscribe to a capital increase for cash consideration or grant the right of preemption to non-shareholders in cases that it deems to be in the best interest of the company.</p> <p>5- The shareholder may sell or waive the right of preemption for a financial consideration or without</p>	<p>Article (13)</p> <p>Capital Increase:</p>	<p>1- The extraordinary general assembly may decide to increase the capital of the company, provided that the capital has been paid in full. It is required that the capital has been paid in full If the unpaid part of the capital belongs to shares issued in exchange for converting debt instruments or financing instruments into shares, or if they expire after the prescribed period for their conversion into shares.</p> <p>2- The Unordinary General Assembly shall, in all cases, allocate the shares issued upon the increase of capital, or part thereof, to the employees of the company and its subsidiaries or some of them, or any of that Shareholders shall not exercise the right of priority when the company issues shares allocated to employees.</p> <p>3- The shareholder who owns the share at the time of the issuance of the unordinary general assembly's decision approves the capital increase. He has the right to participate in the new shares that are issued in exchange for cash shares. These persons shall be notified of their priority by publication in a daily newspaper, through circulation, or by notifying them through registered mail of the decision to increase the capital, the conditions of subscription, its duration and the date of its beginning and end.</p> <p>4- The Unordinary General Assembly has the right to stop work the priority right of the shareholders to subscribe to the capital increase in exchange for cash shares or to give priority to non-shareholders in the cases it deems appropriate for the interest of the company.</p> <p>5- The shareholder has the right to sell or waiver the priority right during the period from the time of the issuance of the General Assembly's decision approving</p>	<p>Article (14)</p> <p>Increase of the Capital:</p>
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<p>consideration in accordance with the controls set by the competent authority.</p> <p>6- Taking into account what was stated in Paragraph (4) above, the new shares will be distributed to priority rights holders who requested to subscribe in proportion to the priority rights they own out of the total of these rights resulting from the capital increase; This is on the condition that what they get does not exceed what they requested in terms of new shares and taking into account the type and class of shares they own. In addition, the remainder of the new shares shall be distributed to rights holders who requested more than their share in proportion to the priority rights they own out of the total priority rights resulting from the capital increase. This is on the condition that what they get does not exceed what they requested in terms of new shares, and the remaining shares are offered to others, unless the extraordinary general assembly decides, or the financial market system stipulates otherwise.</p>		<p>the capital increase until the last day of subscribing to the new shares associated with these rights, in accordance with the regulations set by the competent authority.</p> <p>6- By Paragraph (4) above, the new shares shall be distributed to those who requested to participate in it. In proportion to their pre-emptive rights out of the total pre-emptive rights resulting from the capital increase, provided that what they receive does not exceed what they requested from the new shares. The rest of the new shares shall be distributed to the priority rights holders who requested more than their share, in proportion to their pre-emptive rights out of the total priority rights resulting from the capital increase if what they receive does not exceed what they requested of the new shares, and the rest of shares are offered to third parties unless the unordinary general assembly decides. or the financial market law stipulates otherwise.</p>	
<p>The Extraordinary General Assembly may decide to decrease the capital if it exceeds the company's needs or if the company has incurred losses. In the latter case only, the capital may be decreased to below the limit specified in Article 59 of the Companies Law. The decision to decrease the capital shall not be issued until after reading a special report prepared by the Board of Directors on the reasons for such decrease, the company's liabilities, and the effect of the decrease on satisfying such liabilities. A report from the company's auditor shall be attached to this statement.</p> <p>In addition, if the reduction of capital is due to its exceeding the company's needs, the creditors must be</p>	<p>Article (14) Capital Decrease:</p>	<p>The Unordinary General Assembly shall decide to reduce the capital if it exceeds the company's needs or if it results in losses. In the last case, the capital shall be reduced below the limit stipulated in Article (fifty-fourth) of the Companies Law. The reduction decision shall not be issued except after a special report prepared by the auditor on the reasons for it, the obligations of the company, and the effect of the reduction in these obligations. If the capital reduction is the result of an increase in the company's need. The creditors shall be invited to express their objections to it within 60 days of the date of publishing the reduction decision in a daily newspaper distributed in the area in which the company's headquarters is located. If one of the creditors objects</p>	<p>Article (15) Reduction of Capital:</p>

<p>invited to express their objections - if any - to the reduction at least forty-five days before the date set for the meeting of the Extraordinary General Assembly to take the decision to reduce the capital; a statement shall be attached to the invitation clarifying the amount of capital before and after the reduction, the date of the meeting, and the effective date of the reduction. If any of the creditors objects to the reduction and submits his documents to the company on the aforementioned date, the company shall pay him his debt if it is due or provide him with a sufficient guarantee to pay it if it is deferred.</p>		<p>and submits his documents to the company on the aforementioned date. The company shall pay him his debt if it is immediate or provide him with a sufficient guarantee to pay it if it is deferred.</p>	
<p>Part 3: Board of Directors</p>			
<p>The company shall be managed by a Board of Directors composed of six natural persons elected by the Ordinary General Assembly of Shareholders using the cumulative voting system. The term of the Board of Directors shall not exceed three years, and members may be re-elected. Any shareholder may nominate themselves, another person, or multiple shareholders or non-shareholders for membership on the Board of Directors.</p>	<p>Article (15) Management of the Company:</p>	<p>The management of the company has a board of directors that contains (6) members appointed by the ordinary general assembly of shareholders for a period not exceeding 3 years. As an exception to this, the founders appointed the first board of directors for a period of 5 years, starting from the date of the ministerial decision announcing the company's incorporation, and they are:</p> <ol style="list-style-type: none"> 1) Abdul Aziz Omran Al Omran & Partners Company (Member), represented by Abdul Aziz Omran Mohammed Omran - Chairman of the Board. 2) Abdullah Abdul Aziz Al Abdul Latif (Member). 3) Fawaz Hamad Fawaz Al-Fawaz (Member). 4) Saleh Ibrahim Abdullah Al-Khulaifi (Member). 	<p>Article (16) Management of the Company:</p>

		<p>5) Saud Mohammed Al-Sabhan (Member).</p> <p>6) Ahmed bin Saeed bin Ahmed Al-Ayy (Member).</p>	
<p>Board membership shall terminate at the end of the Board's term, upon the expiration of a member's eligibility in accordance with any applicable bylaws or regulations in the Kingdom, or upon termination by the Board. The Ordinary General Assembly may, at any time, dismiss all or some of the members of the Board of Directors. In such cases, the Ordinary General Assembly shall elect a new Board of Directors or a replacement for the dismissed member - as the case may be - in accordance with the provisions of the Companies Law and its implementing regulations. The General Assembly may also, upon the recommendation of the Board of Directors, terminate the membership of any member who has been absent from three consecutive meetings or five separate meetings of the Board during their membership without a legitimate excuse accepted by the Board.</p>	<p>Article (16)</p> <p>Termination of the Board Membership:</p>	<p>The membership of the Board terminates upon the termination of its period or upon the termination of the member's period of office by any law or instructions in force in the Kingdom. The Ordinary General Assembly shall dismiss all or some of the members of the Board of Directors at any time, without prejudice to the right of the dismissed member towards the company to claim compensation if the dismissal occurred for an unacceptable reason or at the wrong time. A member of the board of directors shall resign, provided that this is done at the right time, otherwise, it will be liable before the company for the damages resulting from the resignation.</p>	<p>Article (17)</p> <p>Termination of the Board Membership:</p>
<p>If a seat on the Board of Directors becomes vacant due to the death or resignation of a member, and this vacancy does not result in a violation of the conditions necessary for the valid convening of the Board due to the number of members falling below the minimum specified in the Companies Law or this bylaws, the Board may appoint a temporary member to the vacant seat. The temporary member must have the necessary experience and competence. The Commercial Register and the Authority must be notified of the appointment within fifteen days of the date of the appointment. The appointment must also be presented to the Ordinary General Assembly at its first meeting. The new member shall complete the term of his predecessor. If the conditions necessary for the valid convening of the Board of Directors are not met due to the number of members falling below the minimum specified</p>	<p>Article (17)</p> <p>Vacant Board Position:</p>	<p>If the position of a member of the board of directors becomes empty, the board shall appoint a temporary member to the empty position by the order of obtaining votes in the assembly that elected the board. Provided that he is among those who have experience and competence, and he shall inform the Ministry and the Capital Market Authority of this within five working days from the date of appointment. If the necessary conditions for the convening of the board of directors are not met due to the fact that the number of its members is less than the minimum stipulated in the Companies Law, the rest of the members shall invite the ordinary general assembly to convene within 60 days to elect the necessary number of members.</p>	<p>Article (18)</p> <p>Empty Position in the Board:</p>

<p>in the Companies Law or this bylaws, the remaining members must call the Ordinary General Assembly to meet within sixty days to elect the required number of members.</p>			
<p>1- Board remuneration consists of salaries, profit shares, attendance allowances, and reasonable expenses for attending board meetings (including travel costs) and other benefits in accordance with the Board of Directors and Committee Remuneration Policy and within the limits set by the Companies Law and its regulations.</p> <p>2- The Ordinary General Assembly shall approve the Remuneration Policy for the Board of Directors, its committees, and the executive management. The policy shall ensure that the compensation is fair, incentivizing, and proportionate to the performance of the member and the company.</p> <p>3- The Board of Directors' report to the Ordinary General Assembly shall include a comprehensive statement of all compensation, allowances, and other benefits received by the Board members during the financial year. The report shall also include a statement of any amounts received by the Board members in their capacity as employees or administrators, or for technical, administrative, or consulting work. The report shall also include a statement of the number of board meetings and the number of meetings attended by each member since the date of the last General Assembly meeting.</p>	<p>Article (19) Board Member Remuneration:</p>	<p>The reward of a member of the Board, if any, consists of as estimated by the Ordinary General Assembly, by the official decisions and instructions issued in this regard and within the limits stipulated in the Companies Law and its regulations. The report of the Board of Directors during the fiscal year must include rewards, expense allowances, and other benefits; it must also include a statement of the number of Board sessions and the number of sessions attended by each member from the date of the last meeting of the General Assembly.</p>	<p>Article (20) Rewards of Members of the board:</p>

<p>At its first meeting, the Board of Directors shall appoint from among its members a Chairman and a Vice Chairman. The Vice Chairman shall replace the Chairman in his absence, if there is a Vice Chairman. The Board may appoint a Managing Director or Chief Executive Officer. It is not permissible to combine the position of Chairman of the Board with any executive position in the company.</p> <p>In addition, the Chairman shall be responsible for representing the company in its relations with others, before the courts and government agencies, the notary public and courts, dispute settlement committees of all kinds, arbitration tribunals, civil rights, police departments, chambers of commerce and industry, private bodies, government funds, including the Saudi Industrial Development Fund, companies and institutions of all kinds, and issuing legal proxies, appointing and dismissing agents and lawyers, pleading and defending, litigation and settlement, acknowledging and arbitrating, accepting and objecting to judgments, requesting and accepting oaths on behalf of the company, signing all types of contracts, documents and papers, including but not limited to, incorporation contracts of companies in which the company participates with all their amendments and annexes, signing agreements and deeds before the notary public and official bodies, signing loan agreements of all kinds, guarantees and sureties, mortgages and their release. This is in addition to collecting the company's rights and paying its obligations, selling and buying and accepting discharge, receiving and delivering, leasing and renting, collecting and paying, entering into tenders, opening bank accounts and credits, withdrawing and depositing with banks, issuing bonds and checks, as well as appointing employees, contracting with them, determining their salaries, dismissing them from service, requesting visas and bringing in employees and workers from abroad,</p>	<p>Article (20)</p> <p>The Powers of Chairman, Vice Chairman, Managing Director (MD) and Secretary:</p>	<p>The Board of Directors shall appoint the Chairman, a Vice-Chairman, and a Managing Director from among its members. It is not permissible to combine the positions of the Chairman of the Board of Directors with any other executive position of the company.</p> <p>The Chairman of the Board is responsible for representing the company in its relations with others, before the courts, government authorities, the notary public, and the courts; Dispute settlement committees of all kinds, and arbitration authorities; civil rights; police departments; Chambers of Commerce and industry; private authorities; Government funds, including the Saudi Industrial Development Fund, companies and establishments of all kinds, and the issuance of legitimate agencies. He has the right to appoint and dismiss an attorney, plead, litigation, conciliation, acknowledgment, and arbitration; Accept and object to the judgments, request an oath, accept it and return it on behalf of the company. He has the right to sign all types of contracts and documents, including but not limited to the memorandum of association of companies in which the company participates with all their amendments and appendices, to sign agreements, deeds, and releases before the notary public and official bodies, and to sign loan agreements of all kinds, guarantees, and mortgages. He has the right to collect the company's rights, pay its obligations, sell, buy, empty, and accept it; receive and deliver, rent, lease, and pay. He has the right to enter tenders, open bank accounts, and credits, withdraw and deposit with banks, and issue bonds and checks. He has the right to appoint and contract employees. determine their salaries; dismiss them from service; request visas and bring in employees and workers from abroad; issue the residency permits and work permits, transfer, and</p>	<p>Article (21)</p> <p>The Powers of Chairman, Vice Chairman, Managing Director (MD) and Secretary:</p>
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<p>obtaining residencies and work permits, transferring sponsorships and waiving them.</p> <p>Moreover, the Chairman may delegate and authorize others within his jurisdiction - by written decision - to take a specific action or disposition or to carry out a specific work or works, and to cancel the delegation or authorization partially or completely. The Vice Chairman shall deputize for the Chairman in his absence in exercising his powers.</p> <p>The Managing Director shall have the powers delegated to him by the Board of Directors. The Board of Directors shall determine their remuneration in addition to the remuneration of the members of the Board.</p> <p>Furthermore, the Board of Directors shall appoint a Secretary from among its members or from others. He shall be responsible for recording the minutes of the Board of Directors and supervising the implementation of its decisions. The Board of Directors shall determine his remuneration. The term of the Chairman, Vice Chairman, Managing Director, and Secretary shall not exceed the term of membership of each of them in the Board, and they may be re-elected. The Board may, at any time, dismiss them or any of them without prejudice to the right of the dismissed to compensation if the dismissal is for an unlawful reason or at an inappropriate time.</p> <p>The Board of Directors may exempt the Chairman, Vice Chairman, Chief Executive Officer, and Secretary, or any of them, from those positions, and this shall not exempt them from their membership in the Board</p>		<p>waiver of sponsorships. He may authorize and delegate a third party within the limits of his competence to take a specific action or behavior or perform a specific action or actions and cancel the authorization or power of attorney in part or in whole. The vice-chairman of the Board shall act on behalf of the president in his absence in the exercise of his powers.</p> <p>The Managing Director is responsible for the powers delegated to him by the Board of Directors, and the Board of Directors determines their remuneration in addition to the remuneration of the members of the Board. The board of directors appoints a secretary to be chosen by it from among its member or from others, and he is responsible for writing the minutes of the board of directors and supervising the implementation of its decisions, and the board of directors determines his remuneration. The term of the chairman of the board, his deputy, the managing director, and the secretary of the board of directors shall not exceed the term of their membership in the board. They may be re-elected, and the Board at any time may dismiss them or any of them without prejudice to the right of those rejected for compensation if the dismissal occurred for an unlawful reason or at a wrong time.</p>	
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<p>The Board of Directors shall meet upon the invitation of its Chairman whenever the interests of the company so require or when necessary, but the meetings held by the Board during the year shall not be less than four meetings. The invitation must include the agenda and its documents. The Chairman must call the Board to meet when requested in writing by any member of the Board to discuss any matter or more. The invitation may be delivered using modern technology or any other means that the Board deems appropriate. The Board of Directors shall determine the place of its meetings, and they may be held using modern technology. The Board may invite anyone it deems necessary to attend its meetings.</p>	<p>Article (21) Board of Directors Meetings:</p>	<p>The Board of Directors shall meet at least (2) annually, at the invitation of its chairman. The invitation shall be in writing and may be delivered by hand or be sent by mail or fax or E-mail. The chairman of the Board must invite the Board to a meeting whenever two of the members request it.</p>	<p>Article (22) Board of Directors Meetings:</p>
<p>A Board meeting shall not be valid unless at least half of the members are present (in person). A Board member may delegate another member to attend Board meetings on his behalf in accordance with the following rules:</p> <ul style="list-style-type: none"> ▪ A Board member may not delegate more than one member to attend that meeting. ▪ The delegation must be in writing and for a specific meeting. ▪ The delegate may not vote on decisions that the bylaw prohibits the principal from voting on. <p>The decisions of the Board shall be issued by a majority vote of the members present or represented therein, at least. In the event of a tie, the side with which the Chairman of the meeting voted shall prevail. The decisions of the Board of Directors shall take effect from the date of their issuance, unless they specify a different time of entry into force or upon the fulfillment of certain conditions.</p>	<p>Article (22) Quorum for Board Meetings:</p>	<p>The meeting of the Board of Directors shall not be valid unless attended by at least half of the members, provided that the number of attendees is not less than (3) members. A member of the Board of Directors may delegate other members to attend the Board's meetings on his behalf in accordance with the following controls: -</p> <ul style="list-style-type: none"> - member of the Board of Directors shall not represent for more than one member in the presence of the same meeting. - Fixed in writing and on a specific meeting of the Board. - the vice chairman may not vote on decisions that the system prohibits voting on. <p>Decisions of the Board of Directors shall be taken by a majority of the views of the members present or represented at the Board of Directors and, when the views are equal, the side with which the chairman voted shall be preferred. The Board of Directors shall have the right to issue decisions of passage by submitting them to</p>	<p>Article (23) Board of Directors meeting quorum:</p>

		<p>all members dispersed unless a member requests the writing of the Board of Directors' meeting for deliberation. The decisions were submitted to the Board of Directors at its first subsequent meeting.</p>	
<p>The Board of Directors may issue decisions by circulation by presenting them to all members individually, unless one of the members requests in writing a meeting of the Board to discuss them. Such decisions shall be issued with the approval of the majority of the votes of its members, and these decisions shall be presented to the Board of Directors at its first subsequent meeting for confirmation.</p>	<p>Added</p> <p>Article (23)</p> <p>Issuing Decisions in Urgent Matters:</p>		

<p>The deliberations and decisions of the Board of Directors shall be recorded in minutes prepared by the Secretary and signed by the Chairman of the Board, the members of the Board of Directors present, and the Secretary. These minutes shall be recorded in a special register signed by the Chairman of the Board and the Secretary. Modern technology may be used to sign, verify deliberations and decisions, and record minutes.</p>	<p>Article (24) Boards of Directors Deliberation:</p>	<p>The deliberations and decisions of the Board of Directors shall be recorded in minutes signed by the Chairman of the Board, the members of the Board of Directors present and the Secretary. These minutes shall be recorded in a special register signed by the Chairman of the Board of Directors and the Secretary.</p>	<p>Article (24) Boards of Directors Deliberation:</p>
<p>Part 4: Shareholder Assemblies</p>			
<p>1- Each shareholder has the right to attend the General Assembly of Shareholders and may delegate another person, other than a member of the Board of Directors, to attend on his behalf in accordance with the relevant regulations and rules.</p> <p>2- The Board of Directors shall determine the place of the General Assembly meetings and they may be held and voted on using modern technology.</p>	<p>Article (25) Attendance of Assemblies:</p>	<p>Each participant has the right to attend the Constituent Assembly regardless of the number of his shares and each shareholder has the right to attend the shareholders' general assemblies. He may be entrusted to another person who is not a member of the Board of Directors or the company's employees in the presence of the General Assembly.</p>	<p>Article (25) Attendance of Assemblies:</p>
<p style="text-align: right; color: red;">Deleted</p>		<p>The founders invite all participants to hold a constituent assembly within 45 days from the date of closing the door for subscription in shares in a public joint stock company. For the meeting to be valid, the attendance of a number of participants representing at least half of the capital is required. If this quorum is not present, the second meeting shall be held an hour after the end of the period specified for the first meeting, provided that the invitation for the first meeting includes that. The second meetingshall be valid regardless of the number of participants represented in it in all cases.</p>	<p>Article (26) Constitute Assembly</p>

Deleted		The Constituent Assembly represents the matters mentioned in Article (sixty-third) of the Companies Law.	Article (27) Responsibilities of Constitute Assembly:
<p>Except for matters reserved for the Extraordinary General Assembly, the Ordinary General Assembly shall have jurisdiction over all matters related to the company, and in particular the following:</p> <ol style="list-style-type: none"> 1- Electing and dismissing members of the Board of Directors. 2- Appointing one or more auditors for the company, in accordance with the requirements of the bylaws, determining their fees, reappointing them, and dismissing them. 3- Reviewing and discussing the Board of Directors' report. 4- Reviewing and discussing the company's financial statements. 5- Discussing the auditor's report and making a decision on it. 6- Deciding on the Board of Directors' proposals on the method of distributing profits. 7- Forming the company's reserves and determining their uses. <p>It shall meet at least once a year during the six months following the end of the company's financial year. Other ordinary general meetings may be called whenever necessary.</p>	<p>Article (26)</p> <p>Powers Of the Ordinary General Assembly:</p>	The Ordinary General Assembly represents all matters relating to the company, with the exception of the matters of the Unordinary General Assembly, and it convenes at least once a year during the 6 months following the end of the company's financial year. Other ordinary general assemblies may be invited whenever the need arises.	<p>Article (28)</p> <p>Responsibilities of Ordinary General Assembly:</p>

<p>The Extraordinary General Assembly shall have jurisdiction over the following:</p> <p>1- Amending the company's bylaws, except for the following:</p> <p>a. Depriving a shareholder or amending any of his fundamental rights that he derives from his capacity as a shareholder, taking into account the nature of the rights related to the type or class of shares owned by the shareholder, and in particular the following:</p> <ol style="list-style-type: none"> 1) Obtaining a share of the profits that are decided to be distributed, whether in cash or through the issuance of free shares to non-employees of the company and its subsidiaries. 2) Obtaining a share of the company's net assets upon liquidation. 3) Attending general or special shareholders' meetings, participating in their deliberations, and voting on their decisions. 4) Disposing of his shares except in accordance with the provisions of the bylaw. 5) Requesting to review the company's records and documents, monitor the work of the Board of Directors, file a liability lawsuit against the members of the board, and challenge the invalidity of the decisions of the general and special shareholders' meetings. <p>b. Amendments that are likely to increase the</p>	<p>Article (27)</p> <p>Powers of the Extraordinary General Assembly:</p>	<p>The Unordinary General Assembly represents amending the company's articles of association, except for matters that are prohibited from amending by law. It may issue resolutions on matters originally within the competences of the ordinary general assembly, under the same terms and conditions prescribed for the ordinary general assembly.</p>	<p>Article (29)</p> <p>Responsibilities of Unordinary General Assembly:</p>
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<p>financial burdens on shareholders, unless all shareholders agree.</p> <p>2- Reporting on the continuation and dissolution of the company.</p> <p>3- Approving the company's purchase of its shares.</p> <p>It may issue decisions on matters originally within the jurisdiction of the Ordinary General Assembly under the same conditions and terms prescribed for the Ordinary General Assembly.</p>			
<p>General or special assemblies of shareholders shall be convened by the Board of Directors in accordance with the conditions set forth in this bylaws, the Companies Law, and the related regulations. The Board of Directors shall call the Ordinary General Assembly to meet within thirty days from the date of the request of the auditor, the audit committee, or one or more shareholders representing at least 10% of the company's shares with voting rights. The auditor may call the meeting if the board does not call the meeting within thirty days from the date of the auditor's request.</p> <p>The notice of convening the general meeting shall be published through modern technology advertisements and in accordance with Article 91 of the Companies Law and the rules determined by the competent authority at least twenty-one days before the date scheduled for the meeting.</p>	<p>Article (28)</p> <p>Invitation of Assemblies:</p>	<p>Public or private shareholders' assemblies shall be convened at the invitation of the Board of Directors.</p> <p>The Board of Directors shall invite the ordinary General Assembly if requested by the auditor, the audit committee or a number of shareholders representing at least (5%) of the capital. The Auditor may invite the Assembly if the Board does not invite the Assembly within 30 days of the date of the auditor's request. The invitation to the general assembly shall be published in a daily newspaper distributed in the company's headquarters at least 10 days before the date fixed for the meeting. However, it may be sufficient to send the invitation on the aforementioned date to all shareholders on the "Tadawul" website or by registered letter. A copy of the invitation and the agenda shall be sent to the Ministry and to the Capital Market Authority, within the period specified for publication.</p>	<p>Article (30)</p> <p>Invitation of Assemblies:</p>
<p style="text-align: right; color: red;">Deleted</p>		<p>Shareholders who wish to attend the general or special assembly register their names at the company's headquarters before the time specified for the assembly.</p>	<p>Article (31)</p> <p>Record of attendance</p>

			at Assemblies:
<p>1- A meeting of the Ordinary General Assembly shall not be valid unless it is attended by shareholders representing at least one-quarter of the company's shares with voting rights.</p> <p>2- If the quorum required to hold a meeting of the Ordinary General Assembly is not available according to paragraph (1) of this article, the invitation shall be directed to a second meeting held under the same conditions set forth in Article 91 of the Companies Law within thirty days following the date set for the meeting. However, the second meeting may be held one hour after the end of the time specified for the first meeting, provided that the invitation to hold the first meeting includes an indication of the holding of a second meeting, and this invitation shall be published in the manner specified in Article 28 of this bylaws. In all cases, the second meeting shall be valid regardless of the number of shares represented therein.</p>	<p>Article (29)</p> <p>Quorum Required for Holding a Meeting Of The Ordinary General Assembly:</p>	<p>The meeting of the Ordinary General Assembly shall be valid only if it is attended by shareholders representing at least quarter of the capital and if there is no quorum for this meeting. The second meeting will be held an hour after the end of the period specified for the first meeting, provided that the invitation to hold the first meeting includes announcing the possibility of holding this meeting. This invitation shall be published in the manner stipulated in Article 30 of this Law. In all cases, the second meeting shall be valid if the number of shares represented in it.</p>	<p>Article (32)</p> <p>Quorum of Ordinary General Assembly Meeting:</p>
<p>1- A meeting of the Extraordinary General Assembly shall not be valid unless it is attended by shareholders representing at least half of the company's shares with voting rights.</p> <p>2- If the quorum required to hold a meeting of the Extraordinary General Assembly is not available according to paragraph (1) of this article, the invitation shall be directed to a second meeting held under the same conditions set forth in Article 91 of the Companies Law. However, the second meeting may be held one hour after the end of the time specified for the first meeting, on condition that the invitation to hold the first meeting includes an indication of the possibility of holding a second meeting. In all cases, the second meeting shall be valid if it is attended by a number of shareholders representing at least one-quarter of the company's shares</p>	<p>Article (30)</p> <p>Quorum Required for Holding A Meeting Of The Extraordinary General Assembly:</p>	<p>The meeting of the Unordinary General Assembly shall be valid only if it is attended by shareholders representing at half of the capital and if there is no quorum for this meeting. The second meeting will be held an hour after the end of the period specified for the first meeting, provided that the invitation to hold the first meeting includes announcing the possibility of holding this meeting. In all cases, the second meeting is valid if attended by a number of shareholders representing at least a quarter of the capital. If the necessary quorum is not present in the second meeting, an invitation is sent to a third meeting to be held in the same conditions stipulated in Article 30 of this bylaw, and the third meeting will be valid regardless of the number of shares represented therein, after the approval of the competent</p>	<p>Article (33)</p> <p>Quorum of Unordinary General Assembly Meeting:</p>

<p>with voting rights.</p> <p>3- If the quorum required is not available in the second meeting, an invitation shall be issued for a third meeting to be held under the same conditions set forth in Article 91 of the Companies Law. The third meeting shall be valid regardless of the number of shares with voting rights represented therein.</p>		<p>authority.</p>	
<p>1- Each shareholder shall have one vote for each share in the general meetings, and cumulative voting must be used in the election of members of the Board of Directors.</p> <p>2- Members of the Board of Directors may not participate in voting on decisions of the Assembly related to works and contracts in which they have an interest, whether direct or indirect, which constitutes a conflict of interest.</p>	<p>Article (31)</p> <p>Voting in Assemblies:</p>	<p>Each participant has a vote for each share he represents in the constituent assembly, in addition to one vote for each participant for each share in the general assemblies, and the cumulative vote must be used to elect the board of directors.</p>	<p>Article (34)</p> <p>Voting in Assemblies:</p>
<p>1- Decisions of the Ordinary General Assembly shall be issued by a majority vote of the voting rights represented at the meeting.</p> <p>2- Decisions of the Extraordinary General Assembly shall be issued by a two-thirds majority vote of the voting rights represented at the meeting; unless the decision is related to increasing or decreasing the capital, extending the duration of the company, dissolving it before the expiry of the period specified in its bylaws, merging it with another company, or dividing it into two or more companies, in which case it shall not be valid unless it is issued by a three-quarters majority vote of the voting rights represented at the meeting.</p>	<p>Article (32) Decision of Assemblies:</p>	<p>Decisions are issued in the Constituent Assembly according to the majority participating in the shares. represented therein. The decisions of the Ordinary General Assembly are issued by an absolute majority of the shares represented in the meeting, and the decisions of the Unordinary General Assembly are issued by a two-thirds majority of the shares represented in the meeting, unless there is a decision related to increasing or decreasing the capital. Or by extending the term of the company or dissolving it before the expiry of the period specified in its articles of association or by merging it with another company, it shall not be valid unless it is issued by a majority of three quarters of the shares represented in the meeting.</p>	<p>Article (35)</p> <p>Decision of Assemblies:</p>

Part 5: Audit Committee			
Deleted		The committee is formed by the decisions of the general assembly and by a decision of an audit committee consisting of (3) members who are not members of the executive board of directors, whether from the shareholders or others, and the tasks of the committee, the controls for its work, and the rewards of its members are determined.	Article (38) forming of Committee:
Deleted		The majority of the members of the review committee must be present during its meeting, otherwise it is not considered invalid, and its decisions are issued by a majority vote of those present.	Article (39) Committee meeting quorum:
Deleted		The audit committee members have the right to inspect the company's business, as it has the right to review the company's records and documents and to request any clarification or statement from the members of the board of directors or the executive management, and it may also ask the board of directors to invite the company's general assembly to convene if the board of directors obstructs its business or the company suffered serious damage or loss.	Article (40) The Committee's Duties:
Deleted		Members of the Audit Committee shall consider the company's financial statements, reports and notes provided by the auditor, and express its views on them, if any. It must also prepare a report on its opinion regarding the adequacy of the company's internal control system and the other work it has undertaken that fall within the scope of its competence. The board of directors shall deposit sufficient copies of this report at the company's head office at least twenty-one days	Article (41) Committee Reports:

		before the date of the general assembly meeting to provide a copy of it to all shareholders who wish. The report is read during the assembly.	
Part 6: Auditor			
The company must have one or more auditors from among the auditors licensed to work in the Kingdom appointed by the Ordinary General Assembly annually, and their remuneration and term of office shall be determined. The Assembly may reappoint and dismiss them in accordance with the provisions of the bylaws.	Article (35) Appointment Of Auditors:	An auditor shall be appointed by the Ordinary Assembly annually, as the company should have one (or more) auditors from among the auditors licensed to work in the Kingdom, to determine his remuneration and the duration of his work. The Assembly may also change it at all times without prejudice to his right to compensation if the change occurred at a wrong time or for an illegal reason.	Article (42) Appointment of the auditor:
The auditors shall have the right at any time to review the company's documents, accounting records, supporting documents, and other documents. They shall also have the right to request the data and explanations that they deem necessary to obtain in order to verify the company's assets, liabilities, and other matters within the scope of their work. The Board of Directors shall enable them to perform their duties. If the auditors encounter any difficulty in this regard, they shall record this in a report submitted to the Board of Directors. If the Board does not facilitate the work of the auditors, they must request the Board of Directors to call the Ordinary General Assembly to consider the matter. The auditors may issue this invitation if the manager or the Board of Directors does not issue it within thirty days from the date of the auditors' request.	Article (36) Powers of the Auditor:	The auditor has the right at any time to review the company's books, records, and documents related to the company, in addition to his right to request data and notes that he deems necessary to obtain, verify the company's assets and liabilities and other things that fall within the scope of his work. The chairman shall provide him with assistance in performing his duty, and if the auditor encounters difficulty in this regard, this is proven in a report and submitted to the board of directors.	Article (43) Powers of the auditor:
Part 7: Company Accounts and Profit Distribution			
1- At the end of each financial year of the company, the Board of Directors shall prepare the company's financial statements and a report on its activity and financial	Article (38)	1- At the end of each company's financial year, the board of directors shall prepare the company's financial statements to prepare a report on its	Article (45)

<p>position for the past financial year. This report shall include the proposed method of distributing profits, and the Board shall place these documents at the disposal of the auditors at least forty-five days before the scheduled date of the General Assembly.</p> <p>2- The documents referred to in paragraph (1) of this article shall be signed by the Chairman of the Board of Directors, the CEO, and the CFO, and copies thereof shall be deposited at the company's head office at the disposal of the shareholders.</p> <p>3- The Chairman of the Board of Directors shall provide the shareholders with the company's financial statements, the Board of Directors' report, and the auditor's report, if any, using any modern technology means at least twenty-one days before the scheduled date of the General Assembly. He shall also deposit and disclose these documents in accordance with the relevant regulations and rules.</p>	<p>Financial Documents:</p>	<p>activities and financial position during the past fiscal year. This report includes the proposed method for distributing profits. The board of directors shall place these documents at the disposal of the auditor at least 45 days before the date set for convening the General Assembly.</p> <p>2- The chairman of the company's board of directors, its chief executive officer and the financial manager of the documents referred to in paragraph (1) of this article must sign these documents, with copies of them being deposited at the company's headquarters and with the shareholders at least 10 days before the date set for holding the general assembly.</p> <p>3-The chairman of the board of directors shall provide the shareholders with the company's financial statements, the board's report, and the auditor's report, unless they are published in a daily newspaper distributed in the company's headquarters. He must also send a copy of these documents to the Ministry, as well as to the Capital Market Authority, at least fifteen days before the date of the General Assembly.</p>	<p>Financial Documents:</p>
<p>1- The Ordinary General Assembly may decide to form reserves allocated for purposes determined by the Assembly, to the extent that achieves the interests of the company or ensures the distribution of fixed profits as much as possible to the shareholders. The Assembly may deduct from the net profits amounts to achieve the company's social purposes.</p> <p>2- The reserve allocated for specific purposes may not be used except by a decision of the Extraordinary General</p>	<p>Added</p> <p>(39) Article</p> <p>Formation And Use of Reserve:</p>		

<p>Assembly. If this reserve is not allocated for a specific purpose, the Ordinary General Assembly may - upon the proposal of the Board of Directors - decide to spend it in a way that benefits the company or the shareholders. The competent authority may set rules for the use of reserves.</p>			
<p>The company's annual net profits shall be distributed as follows:</p> <p>1- The General Assembly shall determine the percentage of net profits to be distributed to shareholders after deducting reserves, if any.</p> <p>2- After fulfilling the rules issued by the competent authorities, the company may distribute profits to its shareholders annually, semi-annually, or quarterly based on the recommendation of the Board of Directors.</p> <p>3- Profits shall be distributed to shareholders by authorizing the Ordinary General Assembly to distribute interim dividends, which shall be renewed annually.</p>	<p>Article (40) Profit Distribution:</p>	<p>The company's annual net profit distribution -1 is calculated as follows:</p> <p>1- (10%) of the net profits shall be set aside to form the statutory reserve of the company, and the Ordinary General Assembly may decide to discontinue this deduction when the said reserve reaches (30%) of the paid-up capital.</p> <p>2- The Ordinary General Assembly has the right to suggest to the Board of Directors that he set aside a percentage of the net profits to form a consensual reserve to be allocated for a specific purpose.</p> <p>3- The Ordinary General Assembly has the right to decide the formation of other reserves, to the extent that achieves the interest of the company or ensures the distribution of fixed profits as much as possible to the shareholders. The aforementioned assembly may also deduct sums from the net profits for the establishment of social establishments for the company's employees or to assist the existing such establishments.</p> <p>4- The rest is distributed to the shareholders, representing (5%) of the company's paid-up capital.</p> <p>5- Taking into account the provisions stipulated in Article (20) of this system and Article 76 of the Companies Law, 10%o of the remainder is allocated to the Board of Directors' remuneration after the above, provided that the entitlement to this remuneration is proportional to the number</p>	<p>Article (46) Profit Distribution:</p>

Draft of amendments of the Cement Umm Al Qura Bylaws

		<p>of sessions attended by the member.</p> <p>6- The rest is distributed to the shareholders an additional share in the profits.</p> <p>7- The company may, after fulfilling the regulations issued by the competent authorities, distribute biannual and quarterly profits.</p>	
Deleted		<p>1- Dividends for the following years may not be distributed except after paying the specified percentage by the provisions of Article (14) of the Companies Law for Preferred Shareholders for this year, in the event that dividends have not been distributed for any fiscal year.</p> <p>2- It is permissible for the special assembly of the owners of these shares, held in accordance with the provisions of Article (89) of the Companies Law, that if the company fails to pay the percentage specified by the provisions of Article (114) of the Companies Law for a period of three consecutive years, to decide either Attending the company's general assembly meetings and participating in voting, or appointing their representatives to the board of directors in proportion to the value of their shares in the capital, until the company is able to pay all the priority dividends allocated to the owners of these shares for the previous years.</p>	<p>Article (48)</p> <p>Dividends for Preferred Shares:</p>
<p>If the losses of a joint stock company reach half of the issued capital, the Board of Directors shall disclose this and its recommendations regarding these losses within sixty days from the date of its knowledge of reaching this amount. In addition to calling the Extraordinary General Assembly to meet within one hundred and eighty days from the date of knowledge thereof to consider the continuation of the company with taking any necessary measures to address these losses or dissolve it.</p>	<p>Article (42)</p> <p>Company losses:</p>	<p>1-Any company official or auditor, if the joint-stock company's losses amount to half of the paidup capital at any time during the fiscal year, as soon as he becomes aware of this, shall inform the Chairman of the Board of Directors, and the Chairman of the Board of Directors shall inform the members of the Board immediately of this, and the Board of Directors within 15 days from his knowledge of this, to invite the Unordinary general assembly to meet within 45 days from the date of his knowledge of the losses; to decide either to increase or reduce the company's capital in accordance with the provisions of the Companies Law,</p>	<p>Article (49)</p> <p>Company losses:</p>

		<p>to the extent that the percentage of losses decreases to less than half of the paid-up capital, or to dissolve the company before the term specified in this Companies Law.</p> <p>2- if a meeting of the General Assembly is not held within the period specified in Paragraph (1) of this Article, then the company shall be considered terminated according to the Companies Law, or if it met and was unable to issue a decision on the matter, or if it decided to increase the capital by the conditions prescribed in this Article and the subscription did not take place. In each capital increase within ninety days from the issuance of the Assembly's decision to increase it.</p>	
<p>Part 8: Disputes</p>			
<p>1- The company may file a liability lawsuit against the members of the Board of Directors due to their violation of the provisions of the bylaws, the company's articles of association, or its bylaws, or due to errors, negligence, or failure to perform their work, which results in damages to the company. The General Assembly decides to file this lawsuit and appoint someone to represent the company in pursuing it. If the company is in liquidation, the liquidator shall file the lawsuit. In the event of any liquidation procedures being opened against the company according to the Bankruptcy Law, the lawsuit shall be filed by those who represent it according to the bylaws.</p> <p>2- One or more shareholders representing 5% of the company's capital may file a liability lawsuit assigned to the company if the company does not file it, taking into account that the main purpose of filing the lawsuit is to achieve the interests of the company. And that the lawsuit is based on a sound basis, and that the plaintiff is in good faith, and a partner or shareholder in the company at the</p>	<p>Article (43)</p> <p>Liability Lawsuit:</p>	<p>If an error was issued by the company, which resulted in harm to any of the shareholders, then each shareholders have the right to file a liability claim established for the company against the members of the Board of Directors. A shareholder may not file the aforementioned lawsuit unless the company's right to file it still exists. The shareholder must inform the company of his intention to file the lawsuit.</p>	<p>Article (50)</p> <p>Liability Lawsuit:</p>

<p>time of filing the lawsuit.</p> <p>3- To file the lawsuit referred to in paragraph (2) of this article, it is required to notify the company's manager or members of its Board of Directors - as the case may be - of the intention to file the lawsuit at least 14 days before the date of filing it.</p> <p>4- A shareholder may file his personal lawsuit against the manager or members of the Board of Directors if the error they made is likely to cause him specific harm.</p>			
<p>Part 9: Dissolution and Liquidation of the company</p>			
<p>The company shall expire for one of the reasons for expiry mentioned in Article (243) of the Companies Law, and upon its expiry, it shall enter the liquidation stage according to the provisions of Chapter Twelve of the Companies Law. If the company expires and its assets are not sufficient to pay its debts or it is in default according to the Bankruptcy Law, it must apply to the competent judicial authority to open any of the liquidation procedures under the Bankruptcy Law.</p>	<p>Article (44) Expiration of the company:</p>	<p>The company enters, upon its termination, the phase of liquidation and retains the legal personality to the extent necessary for liquidation. The decision of voluntary liquidation is issued by the unordinary general assembly. The liquidation decision must include the appointment of the person responsible for this, in addition to specifying his powers, fees, restrictions imposed on his powers, and the time period required to liquidate the company, and the liquidation period must not exceed the period of liquidation. The voluntary option is five years and may not be extended for more than that except by a judicial order. The authority of the company's board of directors ends with its dissolution. However, these people remain in charge of the company's management, and the shareholders' assemblies remain in place during the liquidation period, and their role is limited to exercising their competencies that do not conflict with the liquidation.</p>	<p>Article (51) Termination of the company:</p>
<p>Part 10: General Provisions</p>			
<p>Deleted</p>		<p>The Companies Law and its rules shall be applied in everything that is not provided for in this Law.</p>	<p>Article (52) Companies</p>

			Law:
<p>1- This bylaws shall be deposited and published in accordance with the provisions of the Companies Law and its regulations.</p> <p>2- The Companies Law and its regulations shall apply in everything not provided for in this bylaws. If there is an article in this bylaws contradicts the provisions of the Companies Law, it shall not be considered, and the provisions of the Companies Law shall prevail.</p>	<p>Article (45)</p> <p>Final Provisions:</p>	<p>This system is made and published by the provisions of the Companies Law and its regulations</p>	<p>Article (53)</p> <p>Publication:</p>



Amendments to the remuneration policy of the members of the Board of Directors, the committees stemming from the Board and the Executive Management of Umm Al-Qura Cement Company

Item No. / 11

Extraordinary General Assembly Meeting

Date 20/10/1445 AH

Corresponding to 29/04/2024 AD

The Amend Article	Article Number:	The Current Article	Article Number
<p>Article Fifty-Eight of the Corporate Governance Regulations - the jurisdiction of the Remuneration Committee - stipulates “preparing a clear policy for the remuneration of members of the Board of Directors and committees emanating from the Board and Executive Management, and submitting it to the Board of Directors for consideration in preparation for its approval by the General Assembly, provided that this policy takes into account the following of standards related to performance, disclosure, and verification of its implementation</p>	<p>Preamble:</p>	<p>Article Sixty-One of the Corporate Governance Regulations – the competence of the Remuneration Committee – stipulates "preparing a clear policy for the remuneration of the members of the Board of Directors and the committees emanating from the Board and the executive management, and submitting it to the Board of Directors for consideration in preparation for approval by the General Assembly, taking into account in that policy the following of standards related to performance, disclosure, and verification of its implementation.</p>	<p>Introduction:</p>
<p>The following controls apply to the remuneration of members of the Board of Directors and the committees emanating from the Board and Executive Management:</p> <p>A. In all cases, the total amount received by a member of the Board of Directors in terms of financial or in-kind rewards and benefits does not exceed the amount of five hundred thousand riyals annually, in accordance with the controls set by the competent authority.</p> <p>B. Rewards are calculated based on the member's actual attendance.</p> <p>C. Members of the Board of Directors are not permitted to vote on the Board of Directors’ remuneration item at the General Assembly meeting, and are prohibited from doing so whether they are voting on their own behalf or by proxy on behalf of others.</p>	<p>Article (5)</p> <p>Controls of remuneration for members of the Board of Directors and committees emanating from the Board and Executive Management:</p>	<p><u>The following controls shall apply to the remuneration of the members of the Board of Directors, the committees emanating from the Board and the Executive Management:</u></p> <p>A- In all cases, the total remuneration and financial or in-kind benefits received by a member of the Board of Directors shall not exceed <u>the amount of five hundred thousand riyals annually</u>, in accordance with the controls set by the competent authority.</p> <p>B- Rewards are calculated based on the member's physical attendance.</p> <p>C- The members of the Board of Directors may not vote on the item of remuneration of the Board of Directors at the General Assembly meeting, and it is prohibited to do so, whether voting on his own behalf or on behalf of others.</p> <p>D- If the remuneration of a member of the Board of Directors is a certain percentage of the company's profits, this percentage may not exceed 10% of the net profits, after deducting the reserves decided by the General Assembly in application of the</p>	<p>Article (5)</p> <p>Remuneration controls for members of the Board of Directors, committees emanating from the Board and the executive management:</p>

Amendments to the remuneration policy of the members of the Board of Directors, the committees stemming from the Board and the Executive Management

<p>D. The remuneration of independent directors may not be a percentage of the profits achieved by the company or be based directly or indirectly on the company's profitability.</p> <p>E. Bonuses are paid at the end of each year of the cycle Based on the recommendation of the Nominations and Remuneration Committee and the approval of the Board of Directors within the limits stipulated in this policy. In addition, the company may stop the payment if the membership of the Board member ends due to his absence or negligence in his work, or if it becomes clear to the Audit Committee or the Board of Directors that the remuneration decided for any member of the Board of Directors was based on inaccurate or misleading information after it was presented to the General Assembly or included in the annual report of the Board of Directors.</p> <p>F. The Board of Directors may subsequently recommend to the General Assembly that some rules of this policy be changed.</p>		<p>provisions of the Law and the Company's Articles of Association, and after distributing a profit to the shareholders of not less than 5% of the company's paid-up capital, provided that the entitlement to this remuneration is proportional to the number of meetings attended by the member, and any estimate to the contrary shall be null and void.</p> <p>E- The remuneration of independent directors may not be a percentage of the profits achieved by the company or be based directly or indirectly on the profitability of the company.</p> <p>F- Remuneration shall be paid at the end of the session and the Company may suspend disbursement if the membership of the Board member terminates due to his absence or negligence in his work, or if the Audit Committee or the Board of Directors finds that the remuneration decided for any of the members of the Board of Directors is based on inaccurate or misleading information after being presented to the General Assembly or included in the annual report of the Board of Directors.</p> <p>G- The Board of Directors may subsequently recommend to the General Assembly to change some of the rules of this Policy.</p>	
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