



# Board Membership Policy

Yanbu National Petrochemical Company (Yansab)

Saudi Joint stock Company

English Translation of the Official Arabic Text

**Note:**

The English translation is prepared for convenience. For all purposes, the Arabic language version of this document shall be the original and governing instrument. In the event of any conflict between the Arabic version and English version, the Arabic language version shall govern and control.

**Objective:**

The objective of this Policy is to define the standards and procedures for the Board's membership, which has been developed to enhance the Company's ability to achieve its strategic goals, sustain its businesses, and comply with the relevant regulatory requirements and instructions.

**Board Membership Regulations:**

Considering the provisions regulating the Board membership, provided for under the Companies Law and the Corporate Governance Regulations, the standards and procedures for the Board membership shall be as follows:

**First: Board Membership Standards**

- The candidate shall have a good knowledge of the Company's activities and business as well as the risks it faces.
- The candidate shall be able to read and understand financial statements and reports.
- The candidate shall be able to direct by having technical capabilities and to be able to provide strategic direction, planning and clear vision for the future.
- The candidate shall have competence by having scientific qualifications, professional skills, appropriate personality, level of training, practical experience related to current and future company activities, management, economics, accounting, law or governance, as well as the desire to learn and train.
- The candidate shall have not previously been dismissed or removed from the Board of a joint stock company or from the management of any business due to negligence, mismanagement or irregularity in attending Board or committee meetings.
- The candidate shall have not been sentenced for committing a breach of honor or honesty or violation of the laws and regulations of Saudi Arabia or any other country.
- The candidate nomination shall not be in violation of the relevant rules, regulations, and instructions.
- The candidate shall have no medical contraindications that prevent him from exercising his duties and competences.
- The candidate shall be fluent in Arabic and English.

**Second: Nomination Procedures**

A person who meets the above standards and wishes to run for the Board membership shall follow the following procedures:

- Completes the forms and legal requirements related to nomination for Board membership.
  - Submits the nomination application form, within the period specified in the Company's announcement of the Board membership nomination. All the documents outlined in the announcement, including the candidate's curriculum vitae (CV) in Arabic and English and all supporting documents and certificates, which are in Arabic language and officially certified, shall be enclosed.
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- Acknowledges his/her willingness to carry out his/her duties and responsibilities, allocates sufficient time to attend meetings of the Board and committees of which he is a member, and perform his/her duties with complete independence and in a manner that maintains the interests of the Company.
- Acknowledges that he/she has never been convicted of a breach of honor or honesty or violation of laws and regulations in Saudi Arabia or any other country; and that, if this proven otherwise, his/her nomination to or membership of the Board and committees, of which he is a member, will be terminated; and the Company may also demand proper compensation.
- Acknowledges that he meets the above membership standards, and that, if proven otherwise, his/her nomination to or membership of the Board and Committees of which he is a member will be terminated and the Company may also demand proper compensation.

**Entry into Effect:**

- This Policy shall take effect from the date of its approval by the General Assembly. The responsibility of its application lies with the Board.
  - The Board of Directors – supported by the Remuneration and Nomination Committee – shall review this Policy regularly to ensure its consistency with changes affecting the Company’s nature of business and strategic goals, and the relevant laws, regulations and legislations; and shall provide recommendations to the General Assembly on them.
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**Instructions for Filling out this Form**

1. This Form shall be completed by the nominate/appointee for the membership of the board of directors of a joint stock company listed in the Saudi Stock Exchange (Tadawul) (the "Company").
2. If the Member is appointed by the Company board of directors, in accordance with Article (96-4) of the Companies Law, he/she shall send this Form to the Company immediately after his/her appointment.
3. The Company shall send this Form to the Capital Market Authority ("CMA"), after filling out the e-form specified by CMA on its electronic system, at least (3) business days prior to convening the general assembly.

**1. Company Information**

Company's Name	
Company's Sector	

**2. Membership Type and Appointment Nature**

Membership Classification (Mark with ✓)	<input type="checkbox"/> Executive Member	<input type="checkbox"/> Non-Executive Member	<input type="checkbox"/> Independent Member
Membership Nature (Mark with ✓)	<input type="checkbox"/> In his/her capacity as a shareholder	<input type="checkbox"/> Appointed by a shareholder entitled by the Bylaws to appoint. Shareholder Name:	<input type="checkbox"/> Nominated by a shareholder. Shareholder Name:
Membership Term:	Start Date of the Board Term/ Appointment (if appointment took place after the term start) / /	End date of the Board Term: / /	

**3. Personal Information**

Full name:		ID Number:	
Nationality: <input type="checkbox"/> Saudi <input type="checkbox"/> non-Saudi ( <i>Specify</i> ): -----	Date of Birth:	National Address:	
Place of Current Employment:	Job Title:	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female	
		Email:	
		Mobile:	
Do you hold shares in the Company?	<input type="checkbox"/> Yes <input type="checkbox"/> No		

**4. Academic Qualifications**

S	Qualification	Major	Date Awarded	Name & Country of Awarding Institution
1				
2				
3				
4				

**5. Work Experience**

Period	Areas of Experience



6. Current Memberships in the Boards of Directors or Boards of Managers, or their Committees, in other Joint Stock Companies (Listed/Unlisted) or in any other Company Irrespective of its Legal Form

S	Company's Name	Main Business Activity	Classification of Membership in the Boards of Directors (Executive, Non-Executive, Independent)	Appointment Nature (In capacity a shareholder; Appointed by a shareholder entitled by the Bylaws to appoint; Nominated by a shareholder)	Committees Membership	Company's Legal Form
1						
2						
3						
4						
5						
6						

7. Detailed Questions:

A. Do you or does any of your relatives own five percent (5%) or more of the shares of the Company or any other company within its group?  Yes  No

*If yes, please provide full details herein below:*

S	Company's Name	Ownership Percentage
1		
2		
3		

B. Were you a senior executive of the Company or any other company within its group during the past two (2) years?  Yes  No

*If yes, please provide full details herein below:*

S	Company's Name	Executive Position
1		
2		
3		

C. Do you have kinship with any member of the board of directors or a senior executive of the Company or any company within its group?  Yes  No

*If yes, please provide full details herein below:*

S	The Relative's Full Name and Position	Company's Name
1		
2		
3		

D. Are you a member of a board of directors or board of managers of any company within the Company's group?  Yes  No

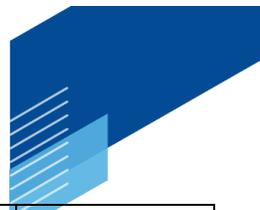
*If yes, please provide full details herein below:*

S	Company's Name and Details
1	
2	
3	

E. Were you, during the last two years, an employee of the Company or any company within its group; or were you a holder of a controlling interest in the Company or a party dealing with the Company or any company within its group, such as external auditors or main suppliers?  Yes  No

*If yes, please provide full details herein below:*

S	Company's Name	Name of Party Dealing with the Company	Position	Ownership %
1				
2				



3				
F. Do you receive a financial consideration from the Company over the remuneration for membership of the board of directors or any of its committees, and such consideration exceeds SAR 200,000 or 50% of the previous year's remuneration for membership of the board of directors or any of its committees, whichever is less?			<input type="checkbox"/> Yes <input type="checkbox"/> No	
G. Do you have any direct or indirect interest in the businesses or contracts that are executed for the Company's account? <i>If yes, please provide full details herein below:</i>			<input type="checkbox"/> Yes <input type="checkbox"/> No	
S	Nature of the businesses and contracts	Start date and duration of the businesses and contracts	Value of the businesses and contracts	
1				
2				
3				
H. Are you, or is any of your relatives, a member of a board of directors or board of managers or a senior executive of any company/entity that has businesses or contracts with the Company? <i>If yes, please provide full details herein below:</i>			<input type="checkbox"/> Yes <input type="checkbox"/> No	
S	Company's name	Nature of businesses and contracts	Duration of businesses and contracts	Value of the businesses and contracts
I. Do you own or manage, or participate in the ownership or management of an entity having businesses or contracts with the Company? <i>If yes, please provide full details herein below:</i>			<input type="checkbox"/> Yes <input type="checkbox"/> No	
S	Entity's Name	Nature of businesses and contracts	Duration of businesses and contracts	Value of the businesses and contracts
1				
2				
3				
J. Do you engage in any business that would compete with the Company or any company within its group, or that competes with any branch of activities carried out by the Company or any company within its group? <i>If yes, please provide full details herein below:</i>			<input type="checkbox"/> Yes <input type="checkbox"/> No	
S	Company's Name	Nature of the Competing Work or Activity		
1				
2				
3				
K. Are you a member of a board of directors or board of managers or executive management of a company/entity, where such company/entity or any company within its group, participates in any business that would compete with the Company or any company within its group; or that competes with any branch of activities carried out by the Company or any company within its group? <i>If yes, please provide full details herein below:</i>			<input type="checkbox"/> Yes <input type="checkbox"/> No	
S	Company's /Entity's Name	Nature of the Competing Work or Activity		
1				
2				
3				
L. Do you own or participate in the ownership of an entity, where such entity or any company within its group, participates in any business that would compete with the Company or any company within its group; or that competes with any branch of activities carried out by the Company or any company within its group? <i>If yes, please provide full details herein below:</i>			<input type="checkbox"/> Yes <input type="checkbox"/> No	
S	Entity's Name	Nature of the Competing Work or Activity		
1				
2				
3				



M. Are there any liability claims filed against you by the Company or any company within its group, or any other joint stock company? <i>If yes, please provide full details herein below:</i>		<input type="checkbox"/> Yes <input type="checkbox"/> No
S Details		
1		
2		
3		
N. Are there any claims, complaints, or disputes of any type, that you filed against the Company, or any company within its group or any other joint stock company? <i>If yes, please provide full details herein below:</i>		<input type="checkbox"/> Yes <input type="checkbox"/> No
S Details		
O. Are there any judgements against you that stayed unexecuted, and to which the Company, or any company within its group or any other joint stock company, is a party? <i>If yes, please provide full details herein below:</i>		<input type="checkbox"/> Yes <input type="checkbox"/> No
S Details		
1		
2		
3		
P. Are you aware of any claims, investigations, or any official proceedings invoked against you? <i>If yes, please provide full details herein below:</i>		<input type="checkbox"/> Yes <input type="checkbox"/> No
S Details		
1		
2		
3		
Q. Have you ever had a declaration of bankruptcy, at any time, whether inside or outside Saudi Arabia? <i>If yes, please provide full details herein below:</i>		
S Details		
1		
2		
3		
R. Has a compulsory liquidation been enforced upon, or an official administrator or receiver been appointed for any company, or entity of any legal form, when you were on its board of directors? <i>If yes, please provide full details herein below:</i>		<input type="checkbox"/> Yes <input type="checkbox"/> No
S Details		
1		
2		
3		
S. Have you ever been prohibited from serving on any joint stock company based on a judicial decision? <i>If yes, please provide full details herein below:</i>		<input type="checkbox"/> Yes <input type="checkbox"/> No
S Details		
1		
2		
3		
T. Have you ever been dismissed from the membership of a board of directors, a board of managers or a committee of any company or entity of any legal form? <i>If yes, please provide full details herein below:</i>		<input type="checkbox"/> Yes <input type="checkbox"/> No



S	Details	
1		
2		
3		
U. Have you ever been, or has any company or entity of any form where you served on its board of directors or board of managers, been convicted for committing any act of fraud, breach of trust, money laundry, or the like? <i>If yes, please provide full details herein below:</i>		<input type="checkbox"/> Yes <input type="checkbox"/> No
S	Details	
1		
2		
3		
V. Has any judicial authority, organization or institution, in any country, adjudicated or decided your incapacity to assume the membership of a company's board of directors, or to act freely in administering the affairs of a company? <i>If yes, please provide full details herein below:</i>		<input type="checkbox"/> Yes <input type="checkbox"/> No
S	Details	
1		
2		
3		

**Acknowledgement:**

- I do acknowledge that the information provided in this Form (and in all its enclosures) is complete, correct, and accurate; and I do undertake to provide any other information or data that may be requested by the Authority, within the period specified in such request; and I do admit the full liability for any incorrect or inaccurate information or documents provided to the Authority.
- I do acknowledge that all communications and correspondences by the Authority to my address and contact information given in this Form are deemed to have been duly communicated and have become in effect. I undertake to notify the Authority in writing of any change to this information and admit liability for not doing so.

Nominee/ Appointee Signature	
Name:	
Signature:	
Date:	

## Form No. (1)

### Profile of YANSAB Board Nominee

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a. Personal Details of the Nominated Member						
Full name						
Nationality				Date of Birth		
b. Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1						
2						
3						
4						
5						
c. Expertise of the Nominated Member						
Period	Experience					
d. Current Memberships in Boards of other Joint Stock Companies (Listed or Non-Listed) or any other company regardless of its legal form or any board committees:						
#	Company Name	Main activity	Members hip type (Executive, Non-Executive, Independent)	Nature of the membership (in personal capacity, representative of legal person)	Member ship of the committees	Legal form of the company
1						
2						
3						
4						



**Application for nomination to Board of Directors of Yanbu National Petrochemical Company (YANSAB)**

**For Board Term (March 16, 2026 – March 15, 2029)**

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**Remuneration & Nomination Committee (RNC) Yanbu National Petrochemical Company (YANSAB)**

Dear Sirs,

I hereby express my interest in being nominated for membership of the Board of Directors of Yanbu National Petrochemical Company (YANSAB) in its next term (from 16/03/2026 to 15/03/2029). Accordingly, I have enclosed with this Application for Nomination all the required forms, documents and data specified in the Company’s announcement on the Saudi Capital Market (Tadawul) website.

I, in my full legal capacity, acknowledge that if I have been elected to the Board of Directors, I will carry out my duties and responsibilities with devotion and loyalty; observe and adhere to all applicable laws, regulations, controls, rules and policies; allocate sufficient time to attending the meetings of the Board and the committees on which I serve; and fulfill my duties with full independence and in the best interest of the Company.

I further acknowledge that I have never been convicted of any act of breach of honor or honesty, or for violation of the laws and regulations of the Kingdom of Saudi Arabia or any other country. If proven otherwise, I understand that my nomination for membership of the Board or committees on which I serve will be terminated, and the Company will have the right to claim damages as appropriate.

I also acknowledge that I duly satisfy the key principles and criteria set forth in the “Board Membership Policy”; and if proven otherwise, I understand that my nomination for or membership of the Board or committees on which I serve will be terminated, and the Company will have the right to claim damages as appropriate.

I further acknowledge the correctness of the information and signatures recorded in this Application for Nomination; and that I agree to have my application reviewed and verified by third parties; and that my right to nomination will be unconditionally forfeited if it is found to be violating any of the applicable rules and procedures of the membership to the boards of directors of joint stock companies.

Full Name : .....

Civil Registration No. : .....  
(or iqama/passport No. for non-Saudis)

Signature : .....

Date : .....

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