

## Conditions of Yanbu Cement Company's Board of Directors Membership

The nomination conditions and procedures of the Board of Directors membership shall be in accordance with the provisions stipulated in the Companies Law, the Corporate Governance Regulations and the Company's Policy shall be as follows:

### First: Board Membership Conditions:

1. Verification of the candidate member skills and specifications stipulated in the nomination and selection policy of the Yanbu Cement Company's Board of Directors, including and without limitation the following:
  - a. Ability Leadership: Ability to delegate authority to enhance work performance, capable of providing strategic guidance, planning and vision.
  - b. Competence: Essential professional qualifications (when applicable)
  - c. Outstanding interpersonal skills including collaboration.
  - d. Ability to make the right decisions.
  - e. Integrity.
  - f. Capability of Mentoring and Guidance.
  - g. Capability of discussing opinions with communication skills.
  - h. Technical Competence.
  - i. Willingness to work and ability to devote time and energy as a member of the Board of Directors.
  - j. Expertise in the sector with outstanding skills in company field and activities.
  - k. Informative and aware of regional, economic and global developments.
  - l. Health and wellness.
2. The candidate who has previously held membership board of directors of a joint-stock company must provide a statement of the dates and count of the companies' boards of directors and the committees in which he assumed membership.
3. The candidate shall not be a member of more than five listed joint-stock companies at the same time.
4. Meeting with the Board of Directors membership conditions stipulated in Article (18) "Eighteen" of the Corporate Governance Regulations issued by the Capital Market Authority.

## Second: Nomination Procedures of Board Membership

A letter shall be submitted to the Nomination and Remuneration Committee stating the aspiration to nominate during the nomination period specified in the announcement, and shall be supported by the following attachment:

1. Candidate CV, according to Form (3) issued by the Capital Market Authority and relevant regulatory forms and requirements, filled out by Arabic and English, and shall contain his qualifications and experiences relevant to the company's business field, if any.
2. The Nomination application shall be accompanied with a clear copy of candidate's national identity card, contact numbers and e-mail.
3. Submit a statement of the joint stock companies in which he is still a member of its Board of Directors.
4. Statement Submission of the companies or institutions that candidate had participate in managing or owning and practicing businesses similar to the company's business and disclosure of the conflict of interest.
5. If the candidate has previously been a member of Yanbu Cement Company Board of Directors, he must attach a statement from the company's management about the last term of which he assumed membership of the Board, including the following information:
  - a. The number of Board of Directors meetings that took place during each year of the term, the number of meetings attended by the member and the ratio of his attendance to the total meetings.
  - b. The standing committees in which the member participated, the number of meetings held by each of those committees during each year of the term, the number of meetings he attended, and the ratio of his attendance to the total meetings.
  - c. Summary of the financial results achieved by the company during each year of the term.
6. All documents and certificates supportive to the nomination application aforementioned are in Arabic Language, and certified by the official authorities.

The candidate must review the relevant laws and regulations including the policy of nomination and selection for the Board of Directors of Yanbu Cement Company membership, and the member or corporations' representative is responsible for it.