



The following tables include the proposed text amendments. It is also worth noting that the revisions are color-coded as follows:

1. **Amendments highlighted in red** indicate the deletion of an entire provision or parts of a provision within the policy.
2. **Amendments highlighted in green** indicate the addition of a completely new provision or the insertion of new elements into existing provisions of the policy.

## **Amendments to the Remuneration and Nomination Committee Charter**

No		
	Article Before Amendment	Article After Amendment
1	<p><b>Article Four: Committee Formation, Term, and Member Eligibility Requirements</b></p> <p>3. The Committee’s term shall be four (4) years. The <b>Committee’s mandate</b> expires either upon the completion of its term or upon the end of the Board of Directors’ term, whichever occurs first. A member may be reappointed for a second term or for multiple subsequent terms.</p> <p>4. A Committee member must meet the following requirements:</p> <p>a. Must not be an executive member of the Board of Directors.</p> <p><b>b. Must not have any involvement in activities that compete with the Company, nor engage in any business related to the Company’s line of work.</b></p> <p>c. Must possess adequate knowledge and understanding of the duties and responsibilities of Board members, Committee members, and senior executives, as well as the qualifications and experience required for such roles.</p>	<p><b>Article Four: Committee Formation, Term, and Member Eligibility Requirements</b></p> <p>3. The Committee’s term shall be four (4) years and shall expire either upon the completion of its term or upon the end of the Board of Directors’ term, whichever occurs first. A member may be reappointed for a second term or for multiple subsequent terms.</p> <p>4. A Committee member must not be an executive member of the Board of Directors.</p>
2	<p><b>Article Seven: Duties and Responsibilities of the Committee</b></p> <p><b>1. Nominations</b></p> <p>b. Recommend to the Board of Directors the nomination of Board members, members of its committees, and senior executives of the Company, in accordance with the approved policies and criteria.</p> <p>c. Conduct an annual review of the <b>required</b> skills for Board membership, committee membership, and executive management positions; prepare a competency and qualification profile for Board members, committee members, and executive management</p>	<p><b>Article Seven: Duties and Responsibilities of the Committee</b></p> <p><b>1. Nominations</b></p> <p>b. Recommend to the Board of Directors the nomination and <b>re-nomination</b> of its members, as well as the nomination of members of Board committees and the Company’s senior executives, in accordance with the approved policies and criteria.</p> <p>c. Conduct an annual review of the required skills and <b>expertise</b> needed for Board membership, committee membership, and executive management positions; prepare a profile of the competencies and qualifications required for Board members, committee members, and executive roles, including determining the time <b>commitment</b> necessary for</p>

roles, including determining the time commitment required from each member for Board **or committee duties**.

g. Establish procedures to be followed in the event of a vacancy in the Board of Directors, any of its committees, or senior executive positions; **develop a succession plan for key executive roles in the Company, ensure its implementation, and monitor adherence to it.**

i. **Set the criteria for the annual evaluation of the Company's senior executives and conduct an annual review and assessment of their performance.**

## **2. Remuneration**

a. Develop clear remuneration policies for Board members, members of Board committees, and executive management; submit these policies to the Board of Directors for consideration prior to approval by the General Assembly. These policies must be **aligned with** applicable laws and regulations and should serve the Company's best interests. **The Committee shall also oversee the implementation of these policies once approved by the General Assembly.**

## **3. Other Responsibilities**

b. **Develop an annual work plan and schedule for the Committee's activities for the following year, at least three months before the end of each year. This plan shall include the** Committee's periodic meetings, meetings with management, and any other activities related to the Committee's defined roles, duties, and responsibilities under this Charter.

d. Carry out the duties and responsibilities assigned to the

fulfilling Board responsibilities.

g. Establish the procedures to be followed in the event of a vacancy in the Board of Directors, any of its committees, or senior executive positions.

## **2. Remuneration**

a. Develop clear remuneration policies for Board members, members of Board committees, and executive management, and submit them to the Board of Directors for consideration prior to approval by the General Assembly. These policies **must incorporate performance-based standards, include appropriate disclosure requirements,** and ensure mechanisms for verifying compliance. They must also align with applicable laws and regulations and serve the best interests of the Company.

## **3. Other Responsibilities**

c. Undertake the duties and responsibilities prescribed under this Charter, the Company's Articles of Association, and all applicable laws, regulations, and instructions, as well as any tasks assigned by the Board of Directors, in alignment with the nature and mandate of the Committee. **The Committee shall submit its recommendations to the Board for decision or, where delegated, may exercise the authority to decide on such matters directly.**

	<p>Committee under this Charter, the Company’s Articles of Association, and any applicable laws, regulations, and instructions, as well as any tasks delegated to the Committee by the Board of Directors in line with its nature and mandate.</p>	
<p><b>3</b></p>	<p><b>Article Twelve: Meeting Minutes</b>  <b>1.</b> The Committee Secretary shall be responsible for recording the Committee’s meetings in official minutes, which must include the following:   <b>2.</b> The Secretary shall circulate a draft of the meeting minutes to the members by email or any other method approved by the Committee within two (2) business days from the conclusion of the meeting. Members must provide any comments they may have on the draft minutes within a maximum of five (5) business days from the date the draft is received. The minutes shall thereafter be signed by the Chair, the attending members, and the Secretary.  <b>3.</b> The meeting minutes and all related documents shall be maintained in a dedicated and properly organized register, <b>signed by the Chair and the Secretary</b>. The minutes shall be retained for the period prescribed by applicable laws, regulations, and relevant standards.</p>	<p><b>Article Twelve: Meeting Minutes</b>  <b>1.</b> The Committee Secretary shall be responsible for documenting the Committee’s meetings in official minutes, which must include the following:  <b>g.</b> In the event that the Committee engages an expert or specialist, whether internal or external to the Company, the minutes must record the name of the expert and their relationship with the Company or executive management.  <b>2.</b> The Secretary shall circulate a draft of the meeting minutes to the members by email or any other method approved by the Committee within two (2) business days from the conclusion of the meeting. Members must provide any comments they may have on the draft minutes within a maximum of five (5) business days from the date the draft is sent. The minutes shall then be signed by the Chair, the attending members, and the Secretary.  <b>3.</b> The meeting minutes and all related documents shall be maintained in a dedicated and properly organized register, and shall be retained for the period specified by applicable laws, regulations, and relevant standards.</p>
<p><b>4</b></p>	<p><b>Article Sixteen: Committee Members’ Remuneration</b>  <b>1.</b> The Chair and members shall be entitled to remuneration and allowances as follows:  a. The Committee members’ remuneration shall be determined in</p>	<p><b>Article Sixteen: Committee Members’ Remuneration</b>  <b>1.</b> The Chair and members shall be entitled to remuneration and allowances as follows:  a. The Committee members’ remuneration shall be determined in accordance with the <b>remuneration policy approved</b> by the General</p>

	accordance with the <u>remuneration policy approved</u> by the General Assembly	Assembly.
--	---	-----------

**Amendments to the Policies, Standards, and Procedures for Board  
Membership**

No		
	Article Before Amendment	Article After Amendment
1	<p><b>Article One: Definitions</b> Unless the context otherwise requires, the terms and expressions used in this Charter shall have the meanings set forth below: <b>Nomination Committee:</b> The Remuneration and <b>Nomination Committee</b> of the Company.</p>	<p><b>Article One: Definitions</b> Unless the context otherwise requires, the terms and expressions used in this Charter shall have the meanings set forth below: <b>Committee:</b> The Remuneration and Nomination <b>Committee</b> of the Company.</p>
2	<p><b>Article Three: Eligibility Requirements for Board Membership</b> A candidate for membership on the Board of Directors must meet the following criteria:</p> <p>a. Must be at least twenty-five (25) years of age. b. Must possess the professional competence, experience, knowledge, and skills necessary to perform their duties effectively and efficiently. c. Must not have any health condition that would prevent them from performing their duties and responsibilities.</p>	<p><b>Article Three: Eligibility Criteria for Board Membership</b> The following requirements must be met by a candidate for Board membership:</p>
3	<p><b>Article Four: Procedures for Board Membership Candidacy</b> 1. The Board of Directors shall invite interested candidates for membership in the Board's upcoming term by publishing a notice on the Company's website and the website of the Saudi Stock Exchange (Tadawul) <b>at least sixty (60) days prior to the end of the current Board's term.</b> The notice must include, among other things: b. <b>The start and end dates of the new Board term.</b></p>	<p><b>Article Four: Procedures for Board Membership Candidacy</b> 1. The Board of Directors shall invite individuals interested in candidacy for the upcoming Board term by publishing a notice on the Company's website and the website of the Saudi Stock Exchange (Tadawul). The notice must include, among other things, the following: 2. Any individual wishing to run for Board membership – whether a shareholder or otherwise – shall submit a candidacy application signed in accordance with the form prepared by the Board upon the recommendation of the Committee. The applicant must attach all documents and records required by the Board upon the Committee's recommendation, including, but not limited to, the following:</p>

<p>2. Any individual wishing to run for Board membership – whether a shareholder or otherwise – shall submit a candidacy application signed in accordance with the form prepared by the Board upon the recommendation of the Committee. The applicant must attach all documents and records required by the Board upon the Committee’s recommendation, including, but not limited to, the following:</p> <p>e. A statement from the Company’s management – if the applicant is or has previously been a Board member – including the following:</p> <ol style="list-style-type: none"> <li>1. The number of Board meetings held each year during the term(s) in which the applicant served, the number of meetings attended, and the attendance percentage.</li> <li>2. The committees in which the applicant participated, the number of meetings held by each committee during the term(s) in which the applicant served on that committee, the number of meetings attended, and the attendance percentage.</li> <li>3. A summary of the Company’s financial results for each year of the term(s) in which the applicant served on the Board.</li> </ol>	
<p><b>4 Article Five: Evaluation of Candidacy Applications</b></p> <p>2. When assessing whether a candidate meets the requirement set forth in paragraph (b) of Article Three of these Policies, the Nomination Committee shall consider the following:</p>	<p><b>Article Five: Evaluation of Candidacy Applications</b></p>

	<p>a. The candidate’s possession of leadership skills necessary to implement best practices in leadership and effective management, along with the ability to communicate effectively, think strategically, and plan accordingly.</p> <p>b. The candidate’s possession of relevant academic qualifications or practical experience related to the Company’s activities, or in the fields of management, economics, accounting, law, governance, or other areas connected to the Company’s operations.</p> <p>c. The candidate’s ability to read and understand financial statements and reports.</p> <p>d. The candidate’s ability to demonstrate the highest ethical standards, including adherence to principles of honesty, integrity, and due care in protecting the interests of the Company and its shareholders.</p> <p>e. The candidate’s ability to allocate sufficient time and effort to perform their duties effectively.</p>	
<p><b>5</b></p>	<p><b>Article Seven: Duties and Obligations of a Member</b>  A member shall comply with the duties stipulated in the Companies Law, its regulations, and related laws and instructions, as well as the Company’s internal regulations and policies, throughout the duration of their membership on the Board of Directors.</p>	<p><b>Article Seven: Duties and Obligations of a Member</b>  A member shall comply with the duties stipulated in the Companies Law, its regulations, and related laws and instructions, as well as the Company’s internal regulations and policies, throughout the duration of their membership on the Board of Directors, including:</p> <ol style="list-style-type: none"> <li>1. Allocating sufficient time to fulfill their responsibilities, preparing for Board and committee meetings, and actively participating in them, including asking relevant questions and engaging with the Company’s senior executives.</li> <li>2. Acting on the basis of complete information, in good faith, and exercising the necessary care and diligence in the best interests of the Company and all its shareholders.</li> </ol>

## **Amendments to the Audit Committee Charter**

No		
	Article Before Amendment	Article After Amendment
1	<p><b>Article Four: Committee Formation, Term, and Member Eligibility Requirements</b></p> <p>2. At least half of the Committee members must be <b>independent or otherwise not subject to the independence disqualifications set forth in the Corporate Governance Regulations issued by the Capital Market Authority</b>, with at least one member being fully independent.</p> <p>5. A Committee member must meet the following requirements:</p> <p style="padding-left: 20px;">c. <b>Must not have any direct or indirect interest in the Company’s business or contracts.</b></p> <p style="padding-left: 20px;">d. <b>Must not be related by blood or marriage to any Board member, senior executive, or internal auditor.</b></p> <p style="padding-left: 20px;">e. <b>Must not be involved in any activity that competes with the Company or engage in any business within the Company’s line of activity.</b></p> <p style="padding-left: 20px;">g. <b>Must possess knowledge of financial and accounting matters and an understanding of the nature of the Company’s business.</b></p> <p>10. The Board of Directors shall appoint one of the members as Chair of the Audit Committee upon its formation. <b>The Chair must be independent.</b></p>	<p><b>Article Four: Committee Formation, Term, and Member Eligibility Requirements</b></p> <p>2. The Committee must include at least one independent member.</p> <p>5. A Committee member must meet the following requirements:</p> <p>10. The Board of Directors shall appoint one of the members as Chair of the Audit Committee upon its formation.</p>
2	<p><b>Article Seven: Duties and Responsibilities of the Committee</b></p> <p><b>1. Financial Reporting</b></p> <p>b. Provide a professional opinion—upon request of the Board of Directors—on whether the Board’s report and the Company’s financial statements are fair, <b>consistent</b>, and understandable, and contain sufficient information to enable</p>	<p><b>Article Seven: Duties and Responsibilities of the Committee</b></p> <p style="color: green;">The Committee shall oversee the Company’s operations and verify the integrity and accuracy of its reports, financial statements, and internal control systems, and shall specifically include the following:</p> <p><b>1. Financial Reporting</b></p> <p>b. Provide a professional opinion—upon</p>

shareholders and investors to assess the Company's financial position, performance, business model, and strategy.

## **2. External Auditor**

b. Review and evaluate the qualifications and performance of external auditors, and verify their independence, objectivity, and fairness, including the lead partner and senior members of the independent auditor team, on an annual basis, and obtain an annual confirmation of such independence.

c. Review the external auditor's report on the financial statements.

## **3. Internal Audit**

a. Study and review the effectiveness of the Company's internal and financial control systems and risk management framework; review compliance programs with laws, regulations, standards, and professional ethics; and review the Company's policies on risk assessment and management, including examining legal and regulatory requirements and periodically evaluating the efficiency of these programs.

d. Approve the organizational structure of the Internal Audit Department.

i. Approve the Internal Audit Charter and recommend to the Board the scope of work and reporting of the Internal Audit Department.

## **5. Other Responsibilities**

b. Develop an annual work plan and schedule for the Committee's activities for the following year, at least three months before the end of each year. This plan shall include periodic Committee meetings, meetings with management, the external and internal auditors, and other activities in accordance with the Committee's defined roles, duties, and responsibilities under this Charter.

d. Perform the duties and responsibilities assigned under this Charter, the Company's

request of the Board of Directors—on whether the Board's report and the Company's financial statements are fair, balanced, and understandable, and contain sufficient information to enable shareholders and investors to assess the Company's financial position, performance, business model, and strategy.

## **2. External Auditor**

b. Review and evaluate the qualifications and performance of external auditors, and verify their independence, objectivity, and fairness, including the lead partner and senior members of the external auditor team, on an annual basis, and obtain an annual confirmation of such independence.

## **3. Internal Audit**

a. Study and review the effectiveness of the Company's internal and financial control systems and risk management framework, and review the Company's policies related to risk assessment and management, including examining legal and regulatory requirements.

i. Recommend to the Board the scope of work and reporting of the Internal Audit Department.

## **5. Other Responsibilities**

d. Perform the duties and responsibilities assigned under this Charter, the Company's Articles of Association, applicable laws, regulations, and instructions, or as delegated to the Committee by the Board of Directors, in line with the Committee's mandate and responsibilities. The Committee shall submit its recommendations to the Board for decision or, where delegated, may exercise authority to decide on such matters directly.

	<p>Articles of Association, applicable laws, regulations, and instructions, or as delegated to the Committee by the Board of Directors, in line with the nature of the Committee’s mandate and responsibilities.</p>	
<p>3</p>	<p><b>Article Twelve: Meeting Minutes</b>  <b>1.</b> The Committee Secretary shall be responsible for documenting the Committee’s meetings in official minutes, which must include the following:  <b>2.</b> The Secretary shall circulate a draft of the meeting minutes to the members by email or any other method approved by the Committee within two (2) business days from the conclusion of the meeting. Members must provide any comments—if any—on the draft minutes within a maximum of five (5) business days from the date of receipt. The minutes shall thereafter be signed by the Chair, the attending members, and the Secretary.  <b>3.</b> The meeting minutes and all related documents shall be maintained in a dedicated and properly organized register, signed by the Chair and the Secretary, and shall be retained for the period prescribed by applicable laws, regulations, and standards.</p>	<p><b>Article Twelve: Meeting Minutes</b>  <b>1.</b> The Committee Secretary shall be responsible for documenting the Committee’s meetings in official minutes, which must include the following:  g. In the event that the Committee engages an expert or specialist, whether internal or external to the Company, the minutes must record the expert’s name and their relationship with the Company or executive management.  <b>2.</b> The Secretary shall circulate a draft of the meeting minutes to the members by email or any other method approved by the Committee within two (2) business days from the conclusion of the meeting. Members must provide any comments—if any—on the draft minutes within a maximum of five (5) business days from the date of receipt. The minutes shall thereafter be signed by the Chair, the attending members, and the Secretary.  <b>3.</b> The meeting minutes and all related documents shall be maintained in a dedicated and properly organized register and retained for the period prescribed by applicable laws, regulations, and standards.</p>