

Schedule of Amendments to the Remuneration and Nominations Committee Charter – Al Hammadi Holding Company

Provision After Amendment	Provision Before Amendment
Introduction	Introduction
<p>1) The Remuneration and Nominations Committee Charter for Al Hammadi Holding Company (a holding company) has been prepared in accordance with the requirements of the Corporate Governance Regulations in the Kingdom of Saudi Arabia issued by the Board of the Capital Market Authority (CMA) pursuant to Resolution No. 8-16-2017 dated 16/05/1438H corresponding to 13/02/2017G, as amended by the CMA Board Resolution No. 8-5-2023 dated 25/06/1444H corresponding to 18/01/2023G, specifically Article (47) pertaining to the formation of committees "Corporate Governance Regulations – Part (4) Company Committees" issued by the CMA, and the Remuneration and Nominations committees have been merged into a single committee. In addition to Article (57) and Article (61), the General Assembly of the company's shareholders—based on a proposal from the Board of Directors—shall issue the Remuneration and Nominations Committee Charter, provided that such charter includes the controls and procedures for the committee's work, its duties, rules for selecting its members, their membership term, and their remunerations.</p> <p>2) This Charter defines the powers of the Remuneration and Nominations Committee (the "Committee"), the method of selecting its members and terminating their services, and specifies the scope of their responsibilities, remunerations, and meeting procedures.</p> <p>3) The purpose of forming the Committee is to assist the Board of Directors in performing the following duties and responsibilities:</p> <ol style="list-style-type: none"> a) Overseeing the remuneration and incentive plan for company employees and monitoring its implementation. b) Overseeing succession planning for senior management at the company level. c) Overseeing matters related to remunerations, skill/experience requirements, and Board directives, Board committees, and Executive Management, which must be approved by the shareholders, where applicable. d) Overseeing the nomination process for membership on the Board, committees, and Executive Management within the company, ensuring it is linked to performance, and ensuring the effectiveness of the nomination policy applied in the company and the validity of the appointments made by the company. e) Managing the performance evaluation process for members of the Board, committees, and Executive Management. f) Reviewing amendments to the existing organizational structure. g) Approving the policies and packages of remunerations and incentives for Executive Management based on the CEO's evaluation and 	<p>1. The Charter of the Remuneration and Nominations Committee of Al Hammadi Holding Company (a Saudi joint stock company) was prepared in accordance with the Corporate Governance Regulations in the Kingdom of Saudi Arabia issued by the Board of the Capital Market Authority under Resolution No. 8-16-2017 dated 16/05/1438H, corresponding to 13/02/2017G, on the basis of the Companies Law issued by Royal Decree No. M/3 dated 28/01/1437H, and in accordance with the Companies Law and the Company's Articles of Association.</p> <p>2. This charter defines the authority of the Nominations and Remunerations Committee (the "Committee"), the method for selecting its members and ending their service, and the scope of their responsibilities, compensation, and meeting procedures.</p> <p>3. The purpose of establishing the Committee is to assist the Board in carrying out its advisory role efficiently and effectively. The Committee is entrusted with the powers assigned to it under this charter, including identifying and overseeing the mechanism for nominations to the Board and Executive Management, ensuring the effectiveness of the nomination policy applied by the Company, and verifying the soundness of appointments made by the Company, in addition to ensuring the presence of an experienced and effective Board and administrative body. In this way, it supports the Company in achieving its objectives and economic growth.</p> <p>4. Proposals issued by the Committee are recommendations to the Board only and do not bind it.</p> <p>5. This charter, entitled "Charter of the Remuneration and Nominations Committee of Al Hammadi for Development and Investment Company," is derived from the Company's Corporate Governance Regulations.</p>

Provision After Amendment	Provision Before Amendment
<p>recommendations.</p> <p>h) Reviewing the recruitment policy, employee retention policy, and the Executive Management termination policy.</p> <p>4) All proposals issued by the Committee are merely recommendations to the Board of Directors and are therefore not binding on it.</p> <p>5) This Charter is extracted from the Company's Corporate Governance Regulations.</p>	
Definitions	Definitions
<p>The following words and phrases shall have the meanings assigned to them below, unless the context requires otherwise:</p> <p>Companies Law: The Companies Law issued by Royal Decree No. (M/132) dated 01/12/1443H.</p> <p>Capital Market Law: The Capital Market Law issued by Royal Decree No. (M/30) dated 02/06/1424H (corresponding to 31/07/2003G).</p> <p>Authority (CMA): The Capital Market Authority.</p> <p>Exchange (Market): The Saudi Tadawul.</p> <p>Company: Al Hammadi Holding Company (a holding company) listed on the Exchange, Unified Number 7001485320, Commercial Registration No. 1010196714 dated 23/02/1425H.</p> <p>Company's Bylaws: The Company's Bylaws approved by the Extraordinary General Assembly on 30/06/2024G, in compliance with the new Companies Law.</p> <p>Board of Directors: The Board of Directors of Al Hammadi Holding Company.</p> <p>Committee: The Remuneration and Nominations Committee at Al Hammadi Holding Company.</p> <p>Charter: The Company's Remuneration and Nominations Committee Charter.</p> <p>Corporate Governance Regulations: The Corporate Governance Regulations issued by the CMA Board pursuant to Resolution No. 8-16-2017 dated 16/05/1438H corresponding to 13/02/2017G, as amended by CMA Board Resolution No. 8-5-2023 dated 25/06/1444H corresponding to 18/01/2023G, and in accordance with the Companies Law.</p> <p>Corporate Governance: Rules for leading and guiding the company that include mechanisms to regulate the various relationships between the Board of Directors, Executive Directors, shareholders, and stakeholders, by establishing special rules and procedures to facilitate the decision-making process and add transparency and credibility to it in order to protect the rights of shareholders and stakeholders and achieve fairness, competitiveness, and transparency in the capital market and business environment.</p> <p>General Assembly (of Shareholders): An assembly formed of the Company's shareholders in accordance with the provisions of the Companies Law and the Company's Bylaws.</p> <p>Executive Member: A member of the Board of Directors who is a full-time member of the executive management of the company and participates in its daily activities.</p>	<p>Unless the context requires otherwise, the following words and expressions bear the meanings assigned to them below:</p> <p>Companies Law: The Companies Law issued by Royal Decree No. M/3 dated 12/01/1437H.</p> <p>Capital Market Law: The Capital Market Law issued by Royal Decree No. M/30 dated 02/06/1424H.</p> <p>Authority: The Capital Market Authority.</p> <p>Market: The Saudi financial market (Tadawul).</p> <p>Company: Al Hammadi for Development and Investment Company (a joint stock company) listed on the Market.</p> <p>Company Bylaws: The Company's Articles of Association approved by the Extraordinary General Assembly on 10/07/2016 in conformity with the new Companies Law and Form No. (4) issued by Ministerial Resolution No. 18379 dated 01/06/1437H.</p> <p>Board of Directors: The Board of Directors of Al Hammadi for Development and Investment Company.</p> <p>Committee: The Remuneration and Nominations Committee of Al Hammadi for Development and Investment Company.</p> <p>Corporate Governance: The set of rules governing the direction and management of the Company, including mechanisms for organizing the relationships among the Board of Directors, executive managers, shareholders, and stakeholders through specific rules and procedures that facilitate decision-making and strengthen transparency and credibility with the aim of protecting rights and achieving fairness, competitiveness, and transparency in the capital market and business environment.</p> <p>Shareholders' General Assembly: An assembly formed of the Company's shareholders under the Companies Law and the Company's Bylaws.</p> <p>Executive Member: A Board member who serves full-time within the Company's executive management and takes part in its day-to-day business.</p> <p>Non-Executive Member: A Board member who is not engaged full-time in managing the Company and does not participate in its daily operations.</p> <p>Independent Member: A non-executive Board member who enjoys full independence in position and decisions, and to whom none of the factors affecting independence applies.</p> <p>Executive Management / Senior Executives: The persons responsible for the</p>

Provision After Amendment	Provision Before Amendment
<p>Non-Executive Member: A member of the Board of Directors who is not a full-time manager of the company and does not participate in its daily activities.</p> <p>Independent Member: A non-executive member of the Board of Directors who enjoys complete independence in his position and decisions, and to whom none of the independence nullifiers stipulated in Article 19 of the Corporate Governance Regulations apply.</p> <p>Executive Management or Senior Executives: Persons responsible for managing the company's daily operations, proposing and executing strategic decisions, such as the CEO, his deputies, and the Chief Financial Officer (CFO).</p> <p>Person: Any natural or legal person recognized as such under the laws of the Kingdom.</p> <p>Stakeholders: Anyone who has an interest in the company, such as employees, creditors, customers, suppliers, and the community.</p> <p>Major Shareholders: Anyone who owns (5%) or more of the company's shares or voting rights therein.</p> <p>Remunerations: Amounts, allowances, profits, and the like, periodic or annual performance-related bonuses, short or long-term incentive plans, and any other in-kind benefits, except for actual reasonable expenses and costs borne by the company on behalf of a Board member for the purpose of performing their duties.</p> <p>Day: A calendar day, whether a working day or not.</p>	<p>Company's daily operations and for proposing and implementing strategic decisions, such as the Chief Executive Officer, the CEO's deputies, and the Chief Financial Officer.</p> <p>Person: Any natural or legal person recognized as such under the laws of the Kingdom.</p> <p>Related Parties:</p> <ul style="list-style-type: none"> • Major shareholders in the Company. • Members of the Board of Directors of the Company or any of its subsidiaries, and their relatives. • Senior executives of the Company or any of its subsidiaries, and their relatives. • Board members and senior executives of the Company's major shareholders. • Non-corporate establishments owned by a Board member, a senior executive, or any of their relatives. • Companies in which a Board member, a senior executive, or any of their relatives is a partner. • Companies in which a Board member, a senior executive, or any of their relatives sits on the board or serves as a senior executive. • Joint stock companies in which any Board member, senior executive, or any of their relatives owns 5% or more, subject to the relevant qualification in the original definition. • Companies over whose decisions any Board member, senior executive, or any of their relatives exercises influence, even by way of advice or direction. • Any person whose advice or guidance affects the decisions of the Company, its Board members, or its senior executives. • The Company's parent companies and subsidiaries. • Advice and guidance given in a professional capacity by a duly licensed person are excluded from the final advisory categories within this definition. <p>Stakeholders: Anyone with an interest in the Company, such as employees, creditors, customers, suppliers, and the community.</p> <p>Major Shareholders: Any person holding 5% or more of the Company's shares or voting rights.</p> <p>Remuneration: Amounts, allowances, profits, and similar benefits, including periodic or annual performance-linked rewards, short- or long-term incentive plans, and any other in-kind benefits, except for actual and reasonable expenses borne by the Company on behalf of a Board member for the purpose of carrying out the member's duties.</p> <p>Day: A calendar day, whether it is a business day or not.</p>
<p align="center">Article One: Rules for Selecting Committee Members and Their Membership</p>	<p align="center">Article One: Rules for Selecting Committee Members and the Duration of Their Membership</p>
<p>1) A committee named the (Remuneration and Nominations Committee) shall be formed by a resolution of the Company's Board of Directors from among the non-executive Board members, provided that at least one of them is an Independent</p>	<p>1. The Company's Board of Directors shall form a committee named the Remuneration and Nominations Committee from among the non-executive Board members, provided that at least one member is independent.</p>

Provision After Amendment	Provision Before Amendment
<p>Member.</p> <ol style="list-style-type: none"> 2) the number of members of the Remuneration and Nominations Committee shall not be less than 3 and shall not exceed 5. 3) Committee members shall be non-executive Board members, and persons other than Board members, whether shareholders or others, may be utilized. 4) the Chairman of the Board may be a member of the Remuneration and Nominations Committee, provided he does not hold the position of Chairman of the Remuneration and Nominations Committee. 5) the Board may appoint non-Board members, whether from shareholders or others (i.e., experts), provided that the Chairman of the Remuneration and Nominations Committee is independent. 6) Members of the Remuneration and Nominations Committee are appointed by the Board and may be dismissed by the Board at its sole discretion. 7) The Board may also exclude a member of the Remuneration and Nominations Committee from membership by a majority vote. 8) A Committee member may submit his resignation, provided it is submitted at an appropriate time. 9) Membership of the Remuneration and Nominations Committee terminates in any of the following cases: <ol style="list-style-type: none"> a) Issuance of a Board resolution to dismiss and/or replace any or all Committee members at any time it deems appropriate. b) Resignation of a Committee member via notification to the Committee Chairman and its Secretary, and the resignation shall take effect from the date specified in the notification, provided it is at an appropriate time. c) Loss of legal capacity or suffering a physical disability that prevents him from performing his duties on the Committee. d) Failure to attend three (3) consecutive meetings or five (5) separate meetings during his membership term without a legitimate excuse acceptable to the Board of Directors. e) Loss, at any time, of any of the requirements for Committee membership mandated by law or this Charter. 10) In the event a seat on the Committee becomes vacant for any of the aforementioned or other reasons during the membership term, or if the number of its members falls below the minimum limit, the Board of Directors shall have the right to appoint a member to the vacant position(s), provided that they possess sufficient experience and meet the Committee membership criteria. 11) The membership term of the Remuneration and Nominations Committee shall not exceed the term of the Board. 12) The membership of a Remuneration and Nominations Committee member terminates, if he is a Board member, upon the expiration of his term on the Board or upon his voluntary resignation from the Remuneration and Nominations Committee. 13) The membership of non-Board members terminates upon their resignation or the end of the Remuneration and Nominations Committee's term. 	<ol style="list-style-type: none"> 2. The Committee shall consist of no fewer than three members and no more than five. 3. Committee members shall be non-executive Board members. 4. The Board of Directors shall appoint one of its independent members as Chair of the Committee. 5. The Board of Directors may dismiss or replace any Committee member whenever the need arises. 6. A Committee member may submit a resignation, provided it is tendered at an appropriate time. 7. The Committee's term shall be three years, commencing at the beginning of the Board's term and ending upon completion of that Board term. 8. The Company shall notify the Authority of all Committee members' names and capacities upon appointment, and of any change affecting the Committee during the statutory period prescribed by the Corporate Governance Regulations issued by the Capital Market Authority. 9. The Committee shall appoint a Secretary, whether from among its members, from outside them, from the Board Secretariat, or from the Company's management team, to follow up on Committee matters, coordinate and prepare meetings and agendas and the Committee's work, document them, prepare the minutes, and follow up on the implementation of the Committee's recommendations, directions, and resolutions and all matters related to the Committee's work. The Secretary's term shall be linked to the Committee's term. 10. The Company's General Assembly shall issue, based on a proposal from the Board of Directors, the charter of the Remuneration and Nominations Committee, provided that this charter includes the controls and procedures governing the Committee's work, its duties, the rules for selecting its members, their membership term, and their remuneration.

Provision After Amendment	Provision Before Amendment
<p>14) The Board of Directors may re-elect previous members of the Remuneration and Nominations Committee for another similar period or periods.</p> <p>15) The Company shall notify the Authority of all names of the Committee members and their membership status upon their appointment or any changes that occur to the Committee during its legal term as specified by the Corporate Governance Regulations.</p> <p>16) The Committee shall appoint a Secretary to maintain records of its proceedings and resolutions. The Secretary may be a member of the Remuneration and Nominations Committee.</p> <p>17) If the Secretary is not a member of the Remuneration and Nominations Committee, he must attend the meetings without having the right to vote.</p> <p>18) The Secretary, if not a member of the Remuneration and Nominations Committee, may not participate in other duties or responsibilities that would lead to a conflict of interest with his duties as a secretary.</p> <p>19) The Secretary is responsible for the following tasks:</p> <ul style="list-style-type: none"> a) Maintaining complete records of the Remuneration and Nominations Committee's meetings for the purpose of submitting reports on the Committee's performance to the Board. b) Circulating the Remuneration and Nominations Committee's resolutions to the concerned parties. c) Coordinating with concerned departments regarding Remuneration and Nominations Committee resolutions that require legal compliance and organizational procedures. d) Establishing a mechanism to follow up and review the Remuneration and Nominations Committee's resolutions. e) Performing any other task or responsibility assigned to him by the Chairman of the Remuneration and Nominations Committee or any of its members. <p>20) the General Assembly of the Company shall issue, based on a proposal from the Board, a charter for the Remuneration and Nominations Committee, provided that this charter includes the controls and procedures for the Committee's work, its duties, rules for selecting its members, their membership term, and their remunerations.</p> <p>21) A Committee member must have sufficient time to participate in the Committee's work.</p> <p>22) A Committee member must have recognized legal capacity and must not have been previously convicted of a crime involving dishonor or breach of trust.</p> <p>23) The Board has the right, through the Remuneration and Nominations Committee, to access the Secretary, who shall be responsible for submitting reports to the Remuneration and Nominations Committee regarding its proceedings.</p>	
Article Two: Duties, Competencies, and Powers of the Committee and its Chairman	Article Two: Duties and Responsibilities of the Committee

Provision After Amendment	Provision Before Amendment
<p>1) Competencies and Duties of the Committee:</p> <p>2) The Committee handles duties and competencies related to three areas: remunerations, nominations, and governance, in addition to being responsible for submitting periodic reports on its activities to the Board. The duties and competencies of the Committee are as follows:</p> <p>a) Regarding Remunerations:</p> <p>b) Preparing a clear policy for the remunerations of the Board members, its sub-committees, and the Executive Management, to enhance the motivation of the administrative body and retain outstanding personnel, and submitting it to the Board of Directors for consideration in preparation for its approval by the General Assembly, provided that such policy observes the adoption of performance-related criteria, discloses them, and verifies their implementation.</p> <p>c) Clarifying the relationship between the granted remunerations and the applicable remuneration policy, and highlighting any material deviation from this policy.</p> <p>d) periodic review of the remuneration policy and assessing its effectiveness in achieving its intended objectives.</p> <p>e) The remuneration policy related to the Executive Management must cover at least the components listed below:</p> <p>i) Salaries and wages.</p> <p>ii) Specific terms of performance-related plans.</p> <p>iii) Retirement plans.</p> <p>iv) Fringe benefits.</p> <p>v) Termination and dismissal policies, including any severance payment policy.</p> <p>f) recommending to the Board of Directors the remunerations of the Board members, its sub-committees, and the Company's Senior Executives in accordance with the approved policy.</p> <p>g) Reviewing the financial remunerations of the CEO, including long and short-term incentives, in addition to setting the cap on expected results to be achieved by the CEO, and submitting recommendations regarding them to the Board of Directors.</p> <p>h) Reviewing the remunerations of the Board committees, recommending any amendments regarding them, and presenting them to the Board for approval. The Committee may also submit its recommendations to the Board in case of a vacancy in any of the Board committees to appoint new members when necessary.</p> <p>i) Reviewing and approving the CEO's recommendations regarding the general criteria for financial remunerations and other benefits for Senior Executives, which the CEO shall implement in light of the applicable policy mentioned in paragraph (1) of (a) above.</p> <p>j) Regarding Nominations:</p> <p>k) Proposing clear policies and criteria for membership in the Board of Directors,</p>	<p>The Committee is responsible for matters related to remuneration and nominations as follows:</p> <ol style="list-style-type: none"> 1. Preparing a clear policy for the remuneration of Board members, Board committees, and Executive Management, and submitting it to the Board for consideration before it is approved by the General Assembly, taking into account performance-related standards, disclosure, and verification of implementation. 2. Clarifying the connection between granted remuneration and the remuneration policy in force and stating any material deviation from that policy. 3. Conducting periodic reviews of the remuneration policy and assessing its effectiveness in achieving the intended goals. 4. Recommending to the Board the remuneration of Board members, Board committees, and the Company's senior executives in accordance with the approved policy. 5. Proposing clear policies and criteria for membership of the Board of Directors and Executive Management. 6. Recommending to the Board the nomination and re-nomination of Board members in accordance with approved policies and criteria, while ensuring that no person previously convicted of a crime involving dishonesty or breach of trust is nominated. 7. Preparing a description of the capabilities and qualifications required for Board membership and for occupying Executive Management positions. 8. Determining the amount of time that a member must devote to Board work. 9. Conducting an annual review of the skills or experience required for Board membership and Executive Management positions. 10. Reviewing the structure of the Board and Executive Management and submitting recommendations on any changes that may be made. 11. Verifying annually the independence of independent members and the absence of any conflict of interest if a member serves on the board of another company. 12. Preparing job descriptions for executive Board members, non-executive Board members, independent Board members, and senior executives. 13. Developing procedures to be followed when a vacancy arises in the position of a Board member or a senior executive. 14. Identifying strengths and weaknesses in the Board of Directors and proposing solutions to address them in a manner consistent with the Company's interest.

Provision After Amendment	Provision Before Amendment
<p>Executive Management, and the Company's representatives in subsidiaries.</p> <ul style="list-style-type: none"> l) recommending to the Board of Directors the nomination and re-nomination of members in accordance with the approved policies and criteria, taking into account not to nominate any person who has been previously convicted of a crime involving breach of trust. m) Every proposal submitted by the Board to the shareholders regarding the election or re-election of a Board member must be accompanied by a recommendation from the Board, a summary of the Remuneration and Nominations Committee's guidelines, if any, in addition to the information listed below: <ul style="list-style-type: none"> i) Candidate's membership term. ii) Details of the CV and professional qualifications. iii) In the case of an independent Board member, a statement that the Board has confirmed the fulfillment of all criteria in this regard. iv) Any other boards of directors. v) Details of other positions and posts that require significant time commitments. vi) Details of relationships between: <ul style="list-style-type: none"> 3) ▪ The candidate and the company. 4) ▪ The candidate and other Board members or members of the Company's Board committees. <ul style="list-style-type: none"> a) determining the time that a member should allocate to the Board's business. b) conducting an annual review of the required skills or experience suitable for Board membership and Executive Management positions, and preparing a succession pipeline of capabilities and qualifications required for Board membership and Executive Management positions. c) making recommendations to the Board from time to time regarding changes that can be made to the structure of the Board, or any Board committee, or the Executive Management. d) annually verifying the independence of Independent Members, and the absence of any conflicts of interest if the member serves on the board of another company. e) setting special procedures in the event of a vacancy in the position of a member of the Board, its committees, or Senior Executives. f) Setting criteria to evaluate the CEO's performance, communicating these criteria to him, and recommending them to the Board. g) Conducting an annual review of the CEO's performance in light of the Company's goals and objectives, to ensure that he provides appropriate leadership to the Company in the short and long term. h) developing a job description for Executive Board members, Non-Executive Board members, Independent Board members, and Senior Executives. i) Assisting the Board in selecting, developing, and evaluating candidates for the positions of CEO, Secretary, and Executive Management (excluding the appointment of the Chief Internal Auditor, whose appointment is the 	

Provision After Amendment	Provision Before Amendment
<p>responsibility of the Audit Committee) and overseeing the development of succession plans.</p> <ul style="list-style-type: none"> j) Identifying the strengths and weaknesses of the Board of Directors, and proposing solutions to address them in line with the company's interests through: <ul style="list-style-type: none"> i) Proposing necessary mechanisms to annually evaluate the performance of the Board, its members, committees, and Executive Management; ii) Through suitable Key Performance Indicators (KPIs) linked to the extent of achieving the Company's strategic objectives, the quality of risk management, the adequacy of internal control systems, etc., provided that strengths and weaknesses are identified and remedies are proposed in accordance with the Company's interests. k) Assisting the Board in its responsibility to make necessary arrangements to obtain an evaluation of its performance by an external competent body every three years and overseeing the evaluation process. l) Developing the annual self-evaluation process for the Board and Board committees, recommending it to the Board for approval, and overseeing this evaluation process. m) Assisting the Board in determining the extent of compliance of each Board member, its committees, and Executive Management on an annual basis with the Company's Code of Conduct and Ethics as well as the Conflict-of-Interest Policy, and reporting any violation, if any, to the Board. n) Ensuring the existence of an appropriate induction program for new Board members through receiving an introductory overview and formal familiarization specifically designed to ensure their participation and contribution to the Board from the beginning of their term. o) This induction must include introductions to meetings with Executive Management, visits to Company facilities, presentations relating to strategic plans, financial and accounting matters, significant risk management, compliance programs, the external auditor, and the legal advisor. p) All Board members must also be invited to attend induction meetings and corporate governance educational activities. q) This induction program must also include the Executive Management. r) Studying and reviewing the CEO's recommendations regarding the appointment and termination of Senior Executives. s) Studying and reviewing succession or replacement plans for the Company in general, and for the Board, CEO, and Senior Executives in particular. t) Providing an appropriate level of training and induction for new members of the Board, committees, and Executive Management regarding the Company's operations, business conduct, activities, strategy, objectives, financial and operational aspects, and achievements, enabling them to perform their duties with the required efficiency, in addition to familiarizing them with the obligations, duties, responsibilities, and rights of Board members, as well as the duties and competencies of Company committees. 	

Provision After Amendment	Provision Before Amendment
<ul style="list-style-type: none"> u) Developing necessary mechanisms for Board members and Executive Management to continuously receive training programs and courses to develop their skills and knowledge in areas related to the Company's activities. v) Other Duties and Responsibilities: w) Assisting the Board of Directors in developing and reviewing the Company's organizational structure and the operating model that regulates the relationship between the parent company and its subsidiaries. x) the number of Board candidates whose names are presented to the General Assembly must exceed the number of available seats so that the General Assembly has the opportunity to choose among the candidates. <p>5) Competencies and Duties of the Committee Chairman</p> <ul style="list-style-type: none"> a) Managing and chairing Committee meetings and working to enhance their effectiveness. If the Committee Chairman is unable to attend, he may delegate one of its members to chair the specified meeting. b) Attending General Assemblies to answer shareholders' questions related to the Committee's work; he may delegate a committee member on his behalf. c) Issuing invitations to attend Committee meetings, which must be delivered or sent to Committee members electronically or by any other means at least 7 working days prior to the meeting date. d) Preparing the meeting agenda in coordination with the Secretary, sharing it with Committee members, and ensuring sufficient time is available to discuss the items on the Committee's meeting agenda. e) Ensuring Committee members are provided with necessary presentations, documents, and sufficient information regarding the topics presented to them well before the meeting time, enabling the Committee to make decisions accordingly. f) The Committee Chairman may delegate any of the above competencies to a Committee member or its Secretary. <p>6) Key Powers of the Committee:</p> <ul style="list-style-type: none"> a) The right to investigate any matter falling within its competencies and duties, or any subject specifically requested by the Board. b) The right to seek legal and technical advice from any external party or any other independent advisory body whenever necessary to assist the Committee in performing its duties. c) The Committee has the right to access all data, information, and records related to remunerations and compensations in the company, and to review executive succession reports. d) The Committee has the right to form a sub-working group for any purpose it deems appropriate and conducive to its objectives. It also has the right to grant the sub-working group some of its powers and authorities when it deems appropriate, provided that the number of members in any sub-working group shall not be less than two. e) The Company shall bear any costs necessary for the Committee to perform 	

Provision After Amendment	Provision Before Amendment
<p>its work.</p> <p>7) Committee's Responsibilities in Reporting</p> <p>a) The Remuneration and Nominations Committee must submit recommendations to the Board as it deems appropriate in any area within its responsibilities where action or improvement is needed.</p> <p>b) The Remuneration and Nominations Committee shall prepare an annual report on the number of meetings held during the year and the number of meetings attended by each member.</p> <p>8) C) Submitting periodic reports to monitor the work, performance, activities, and recommendations of the Committee and its findings to the Board of Directors, and the report may be written or oral.</p>	
Article Three: Remuneration Policy	Article Three: Remuneration Policy
<p>Without prejudice to the provisions of the Companies Law and the Capital Market Law and their implementing regulations, the remuneration policy must observe the following:</p> <ol style="list-style-type: none"> 1) its alignment with the Company's strategy and objectives. 2) remunerations are provided for the purpose of urging the Board members and Executive Management to ensure the long-term success and development of the company, such as linking the variable part of the remunerations to long-term performance. 3) remunerations are determined based on the job level, duties and responsibilities assigned to the incumbent, educational qualifications, practical experience, skills, and performance level. 4) the remuneration policy must consider the size, nature, and level of risks within the company. 5) Taking into account the practices of other companies in determining remunerations, while avoiding any resulting unjustified increase in remunerations and compensations. 6) in carrying out its responsibility, the Remuneration and Nominations Committee seeks to attract, motivate, and retain professional competencies without exaggeration. It must also consider the practices of other companies in determining remunerations, avoiding any unjustified increase in remunerations and compensations. 7) cases of suspending the payment of the remuneration or reclaiming it if it is found to have been decided based on inaccurate information provided by a member of the Board or Executive Management, to prevent the exploitation of the job position to obtain unmerited remunerations. 8) regulating the grant of company shares to Board members and Executive Management, whether as a new issue or shares purchased by the company. 9) Also ensuring that the remunerations of Non-Executive and Independent Board members do not include performance-related elements such as share grants, options or other share-related deferred incentive plans, or pension 	<p>Without prejudice to the provisions of the Companies Law and the Capital Market Law and their implementing regulations, the remuneration policy must take the following into account:</p> <ol style="list-style-type: none"> 1. It should be aligned with the Company's strategy and objectives. 2. Remuneration should be granted in a manner that encourages Board members and Executive Management to secure the Company's success and growth over the long term, such as by linking the variable portion of remuneration to long-term performance. 3. Remuneration should be determined with reference to job grade, assigned duties and responsibilities, academic qualifications, practical experience, skills, and level of performance. 4. The remuneration policy must take into account the Company's size, nature, and level of risk. 5. Practices followed by other companies may be considered when setting remuneration, while avoiding any unjustified increase in remuneration or compensation that might result from that comparison. 6. The policy should aim to attract, retain, and motivate professional talent without exaggeration. 7. The policy must address cases in which remuneration may be suspended or recovered if it appears that such remuneration was approved on the basis of inaccurate information supplied by a Board member or by Executive Management, in order to prevent misuse of job position to obtain benefits that are not deserved. 8. The policy must regulate the granting of Company shares to Board members and Executive Management, whether by new issue or from shares acquired by the Company.

Provision After Amendment	Provision Before Amendment
benefits/bonuses.	
Article Four: Duties and Responsibilities of a Committee Member	
<ol style="list-style-type: none"> 1) Ensuring attendance at Committee meetings. 2) Active participation and discussion of topics on the meeting agenda. 3) Maintaining all secrets of the Committee's work and the confidentiality of the information made available to him and the documents he accessed relating to the Company and its activities, and not disclosing them to any person or third party. Under no circumstances may he—even upon termination of his membership—exploit what he knows by virtue of his membership to achieve a benefit for himself, his relatives, or third parties; otherwise, he must be dismissed. This also applies to the Committee Secretary. 4) Reviewing the draft proceedings and minutes of Committee meetings and providing remarks, if any. 5) Signing the meeting minutes and resolutions related to the meeting. 6) Reviewing and well-understanding the Company's mission, objectives, and purpose. 7) Demonstrating integrity, honesty, truthfulness, and objectivity. 8) Refraining from accepting gifts or the like from Company employees or a client that may affect the decisions he makes within the Committee. 	New article added.
Article Five: Procedures for Nomination to Membership of the Board of Directors	Article Four: Nomination Procedures
When nominating Board members, the Remuneration and Nominations Committee must observe the terms and conditions set forth in this Charter, and the requirements determined by the Authority.	<ol style="list-style-type: none"> 1. When nominating Board members, the Committee shall observe the conditions and provisions stated in this charter, together with any requirements prescribed by the Authority. 2. The Company shall publish the nomination announcement on the Company's website, the Market's website, and by any other means specified by the Authority in order to invite persons wishing to seek Board membership. 3. The nomination period shall remain open for at least one month from the date of the announcement.
Article Six: Publication of the Nomination Announcement	
<ol style="list-style-type: none"> 1) The Company must publish the nomination announcement on the Company's website, the Exchange's website, and in any other medium determined by the Authority to invite persons interested in running for Board membership. 2) The nomination period must remain open for at least one month from the date of the announcement. 	New article added.
Article Seven: Shareholder Right to Nominate for Board Membership	Article Five: Shareholder Right to Nominate
The provisions contained in this Charter shall not prejudice the right of any shareholder in the Company to nominate himself or others for membership on the	Nothing contained in this charter shall prejudice the right of any shareholder in the Company to nominate himself, herself, or another person for membership of the

Provision After Amendment	Provision Before Amendment
Board of Directors in accordance with the provisions of the Companies Law and its implementing regulations.	Board of Directors in accordance with the Companies Law and its implementing regulations.
Article Eight: Mechanism for Nomination to Membership of the Board of Directors	Article Six: Mechanism for Nomination to Membership of the Board of Directors
<p>The candidate must submit a formal application to the company supported by the following documents:</p> <ol style="list-style-type: none"> 1) A summary of work experience. 2) A summary of previous experience on boards of directors of companies or their sub-committees. 3) A summary of current experience on boards of directors of companies or their sub-committees. 4) A summary of educational qualifications. 5) A copy of qualifications and certificates. 6) Completion of the regulatory forms issued by the Capital Market Authority in both languages (Arabic and English). 7) A copy of the Saudi National ID, or a valid resident ID copy for non-Saudis. 8) The candidate must send all required papers and documents during the nomination open period via the approved email of the company, and the acceptance of the nomination application is conditional upon proof of the company receiving them. In case it is not possible to send via email, the candidate is obligated to send the documents via PO Box or hand-deliver them to the company's headquarters during the specified period, and mere sending is not considered valid unless receipt is proven. 	<p>The candidate must submit a formal application to the Company supported by the following documents:</p> <ol style="list-style-type: none"> 1. A summary of work experience. 2. A summary of previous experience on boards of directors of companies or on committees derived from them. 3. A summary of current experience on boards of directors of companies or on committees derived from them. 4. A summary of educational qualifications. 5. Copies of qualifications and certificates. 6. Completion of the regulatory forms issued by the Capital Market Authority in both Arabic and English. 7. A copy of the Saudi national identity card, or a valid resident identity card for non-Saudis. 8. All papers and documents shall be delivered to the Company's headquarters during the nomination period.
Article Nine: Meetings, Controls, and Procedures of the Committee's Work	Article Seven: Meetings, Controls, and Procedures of the Committee's Work
<ol style="list-style-type: none"> 1) The Committee shall meet at least twice a year and whenever the need arises, at the Company's head office, or anywhere else. Committee meetings may be held via modern communication means (Conference Calls). The Committee may also hold exceptional or emergency meetings as the work interest requires, based on an invitation from the Committee Chairman or two of its members. 2) Committee meetings are scheduled in advance—before the beginning of the respective year—on an annual basis for the entire year within the annual schedule of meetings for the Company's Board of Directors and its committees. 3) the attendance of a majority of the Remuneration and Nominations Committee members constitutes a legal quorum for Committee meetings. 4) A Committee member (attending in person) may not proxy for more than one member in attending the same meeting. 5) In case the Committee Chairman is unable to attend any meeting, he may delegate a Committee member to chair the specified meeting, provided the delegation is in writing and submitted to the Committee Secretary. 6) If the Committee Chairman does not delegate someone to chair the meeting, the 	<ol style="list-style-type: none"> 1. The Committee shall meet at least twice each year. 2. The Committee may also meet whenever the need arises. 3. The Committee shall meet upon invitation from its Chair. 4. A meeting is not valid unless attended by a majority of the Committee members. 5. If the Committee Chair cannot attend a meeting, the Chair may delegate one of the Committee members to preside over the specific meeting, provided the delegation is in writing and delivered to the Secretary. 6. Committee resolutions shall be adopted by majority vote of the members present. 7. If the votes are equal, the vote of the Chair of the meeting shall prevail. 8. The Secretary shall prepare the meeting minutes and Committee resolutions and obtain the signatures of the members present. 9. The Committee may hold its meetings through modern technical means such as audio communication, visual communication, or any other means agreed upon by the Committee members, and a Committee member may participate in a meeting by those means for the purpose of attendance. 10. No member of the Board of Directors or of Executive Management, other than the

Provision After Amendment	Provision Before Amendment
<p>Committee members shall choose from among themselves someone to chair the meeting.</p> <p>7) Committee resolutions are issued by a majority vote of the members present, in the event of a tie, the opinion voted for by the Committee Chairman shall prevail.</p> <p>8) Meeting Minutes:</p> <ul style="list-style-type: none"> a) The deliberations and resolutions of the Remuneration and Nominations Committee shall be documented in the meeting minutes. These minutes must be maintained with the Board records. These minutes shall be presented to each member of the Remuneration and Nominations Committee after approval by all members who attended the meeting. b) The Remuneration and Nominations Committee must keep a record of its meetings and submit a report on them to the Board. The Remuneration and Nominations Committee's meetings must be documented as set out below. c) In accordance with "Article 50: Committee Meetings" in the "Corporate Governance Regulations – Part 4: Company Committees", Committee meetings must be documented and minutes must be prepared including the discussions and deliberations that took place (including a summary of discussions held in the meeting), documenting Committee recommendations and voting results, retaining them in a special organized register, stating the names of attending members and any reservations they expressed, if any, and signing these minutes by all attending members. <ul style="list-style-type: none"> i) Draft minutes are prepared by the Secretary within 3 working days after each meeting and sent to all Remuneration and Nominations Committee members for review. Any comment on the minutes must be submitted by any Remuneration and Nominations Committee member within one week from the date of receiving the draft, or else the minutes will be deemed approved. The Secretary shall amend the draft minutes based on the comments of the Remuneration and Nominations Committee members, and send the minutes accompanied by these comments to the Chairman of the Remuneration and Nominations Committee. ii) The Secretary prepares the final minutes based on the recommendation of the Chairman of the Remuneration and Nominations Committee and sends them to the Remuneration and Nominations Committee members signed by its chairman and him as well. iii) In accordance with "Article 49: Studying Subjects" in the "Corporate Governance Regulations – Part 4: Company Committees, if experts and specialists are utilized, the committee meeting minutes must mention the name of the expert and his relationship with the company or Executive Management. d) no Board member or Executive Management member, except the Committee Secretary and Committee members, has the right to attend its meetings; however, others may attend upon the invitation of the Committee Chairman if the Remuneration and Nominations Committee requests to hear their opinion or obtain their advice. 	<p>Secretary and Committee members, may attend Committee meetings unless the Committee requests that person's opinion or advice.</p> <p>11. In urgent cases, the Committee may issue its resolutions, recommendations, directions, and reports by circulation, by presenting them to members separately, provided that they are presented at the first subsequent meeting and included in the meeting minutes.</p>

Provision After Amendment	Provision Before Amendment
<ul style="list-style-type: none"> e) The Committee may invite any Executive Management members, directors, employees, or observers to hear their opinion or obtain their advice. f) A Committee member has the right to object to any resolution taken by the Committee, provided his objection is explicitly recorded in the meeting minutes along with the reasons for his objection. His absence from attending the meeting in which the resolution was issued is not considered a reason for exemption from liability unless it is proven that he was unaware of the resolution or was unable to object to it immediately after becoming aware of it. g) The Committee may issue its resolutions, recommendations, directives, and reports in urgent cases by circulation by presenting them to the members separately, provided they are presented at the first subsequent Committee meeting and included in the meeting minutes. 	
Article Ten: Remuneration and Allowances Policy for Committee Members and the Secretary:	Article Eight: Policy for the Remuneration and Allowances of Committee Members and the Secretary
<ul style="list-style-type: none"> a) An annual remuneration of (50,000) Saudi Riyals for the Chairman of the Remuneration and Nominations Committee and for each member among the Committee. b) The entitlement to the remuneration shall be proportional to the number of meetings the member attended during the year. c) An attendance allowance for each Committee meeting in the amount of (5,000) Saudi Riyals for the Chairman of the Remuneration and Nominations Committee, each Committee member, and the Secretary. d) A business class travel ticket, transportation, and accommodation for a member who does not reside in the city of the meeting. e) The Committee recommends to the Board of Directors the annual remuneration of the Secretary, and the Company shall bear all his expenses related to Committee meetings such as travel tickets, accommodation, and transportation, etc., regarding the Committee's work. f) Remunerations, attendance allowances, and other allowances are paid at the end of the financial year. If the membership of any Committee member ends before the end of the financial year, they shall be paid immediately upon the termination of his membership from the Committee. 	<ol style="list-style-type: none"> 1. An annual remuneration of SAR 50,000 (fifty thousand Saudi Riyals) shall be paid to the Chair of the Remuneration and Nominations Committee and to each Committee member. 2. Entitlement to the annual remuneration shall be proportionate to the number of meetings attended by the member during the year. 3. An attendance allowance of SAR 5,000 (five thousand Saudi Riyals) shall be paid for each Committee meeting to the Chair, each Committee member, and the Secretary. 4. A business-class air ticket, transportation, and accommodation shall be provided for any member who does not reside in the city where the meeting is held. 5. The Committee shall recommend to the Board the Secretary's annual remuneration, and the Company shall bear all of the Secretary's expenses related to Committee meetings, including travel tickets, accommodation, transportation, and the like, insofar as they relate to Committee work. 6. Remuneration, attendance allowances, and other allowances shall be paid at the end of the financial year. If the membership of any Committee member ends before the close of the financial year, such amounts shall be paid immediately upon the end of that member's Committee membership.
General Provisions	General Provisions
<ol style="list-style-type: none"> 1) The provisions of this Charter shall be applied and adhered to from the date of its approval by the General Assembly of Shareholders. 2) This Charter shall be published on the Company's website or through any other means to enable shareholders, the public, and stakeholders to access it. 3) No article of the Charter shall be amended or added except based on a proposal from the Board of Directors, provided that these amendments are submitted to the General Assembly of Shareholders for approval at its nearest 	<ol style="list-style-type: none"> 1. The provisions of this charter become effective and binding from the date on which they are approved by the General Assembly. 2. This charter shall be published on the Company's website or by any other means. 3. No article of this charter may be amended or supplemented except on the basis of a proposal from the Board of Directors and the approval of the Ordinary General Assembly. 4. This charter does not replace the provisions of the law or its implementing regulations.

Provision After Amendment	Provision Before Amendment
<p>meeting.</p> <p>4) This Charter is not a substitute for the provisions of the Law and its Implementing Regulations.</p> <p>5) For matters not explicitly stated in this Charter, reference shall be made to the provisions of the Law.</p> <p>6) The Board of Directors has the right to review and amend the Charter when necessary, and to continuously develop and improve it to keep pace with any future amendments that may occur to the Law or the Corporate Governance Regulations.</p> <p>7) The Company's Board of Directors supervises this Charter, and the Remuneration and Nominations Committee shall execute and implement it.</p> <p>8) The Board of Directors has the right to interpret or clarify the articles and provisions contained in this Charter from time to time as needed.</p>	<p>5. Any matter not stated in this charter shall be referred to the law.</p> <p>6. The Board of Directors may review and amend this charter whenever necessary and continue to develop and improve it to keep pace with any future amendment to the law or to the governance regulations issued by the Authority.</p> <p>7. The Company's Board of Directors shall oversee this charter, and the Committee shall execute and apply it.</p> <p>8. The Board of Directors has the right to interpret or explain the articles and provisions contained in this charter.</p>

Audit Committee Charter Amendments Table-Al Hammadi Holding Company

Article Before Amendment	Article After Amendment
Introduction	Introduction
<p>1. The Audit Committee Charter of Al Hammadi Holding Company (a listed joint stock company) has been prepared in accordance with the requirements of the Corporate Governance Regulations in the Kingdom of Saudi Arabia issued by the Board of the Capital Market Authority pursuant to Resolution No. 8-16-2017 dated 16/05/1438H corresponding to 13/02/2017G, based on the Companies Law issued by Royal Decree No. M/3 dated 28/01/1437H, as amended by the Board of the Capital Market Authority Resolution No. 1-7-2021 dated 01/06/1442H corresponding to 14/01/2021G, and in accordance with the Company's Articles of Association.</p> <p>2. This Charter specifies the duties and powers of the Audit Committee (hereinafter referred to as the "Committee"), the rights and duties of Committee members, the manner of their selection, their remuneration, the rules governing the termination of their membership, as well as the procedures related to its meetings.</p> <p>3. The primary function of the Committee is to assist the Board of Directors in performing its supervisory duties efficiently and effectively. In particular, the Committee shall be responsible for ensuring the integrity and fairness of the Company's financial statements, the adequacy and effectiveness of internal control policies and procedures, the relationship with the Company's auditor, and the policies and procedures of internal audit.</p> <p>4. All proposals submitted by the Committee are recommendations submitted to the Board of Directors to take the appropriate decision thereon.</p> <p>5. This Charter, "Audit Committee Charter of Al Hammadi Holding Company," is extracted from the Company's Corporate Governance Regulations.</p>	<p>1. The Audit Committee Charter of Al Hammadi Holding Company (a listed joint stock company) has been prepared in accordance with the requirements of the Corporate Governance Regulations in the Kingdom of Saudi Arabia issued by the Board of the Capital Market Authority pursuant to Resolution No. 8-16-2017 dated 16/05/1438H corresponding to 13/02/2017G, as amended by the Board of the Capital Market Authority Resolution No. 8-5-2023 dated 25/06/1444H corresponding to 18/01/2023G, and in accordance with the Companies Law and the Company's Articles of Association.</p> <p>2. This Charter specifies the duties, powers, and responsibilities of the Audit Committee (hereinafter referred to as the "Committee"), in addition to the controls and procedures governing its work, the rules for appointing its members, the duties and responsibilities of the Committee Chairman, its members and the Secretary, as well as the procedures related to its meetings.</p> <p>3. The objective of the Committee is to assist the Board of Directors in performing its supervisory duties efficiently and effectively over the financial, administrative, and operational activities. In particular, the Committee shall be responsible for ensuring the soundness, integrity, and fairness of the Company's reports and financial statements, the adequacy and effectiveness of internal control policies and procedures, the relationship with the Company's external auditor, the policies and procedures of internal audit, the policies and procedures of risk management, and verifying the Company's compliance with governance rules and the relevant laws and regulations.</p> <p>4. All proposals submitted by the Committee are recommendations submitted to the Board of Directors to take the appropriate decision thereon.</p>
Definitions	Definitions
<p>The following words and phrases shall have the meanings indicated opposite each of them unless the context otherwise requires: Companies Law: The Companies Law issued by Royal Decree No. (M/3) dated 28/1/1437H. Capital Market Law: The Capital Market Law issued by Royal Decree No. (M/30) dated 2/6/1424H. Authority: The Capital Market Authority. Market: The Saudi Stock Exchange (Tadawul). Company: Al Hammadi Company for Development and Investment (a joint stock company) listed on the Market. Company Law: The Company's Articles of Association approved by the Extraordinary General Assembly dated 09/07/2017G, and subsequent amendments thereto, in line with the new Companies Law and Form No. (4) issued by Ministerial Resolution No. (18379) dated 01/06/1437H. Board of Directors: The Board of Directors of Al Hammadi Company for Development and Investment. Charter: The Audit Committee Charter. Corporate Governance: Rules for leading and directing the Company that include mechanisms for regulating the various relationships among the Board of Directors, executive managers, shareholders, and stakeholders, by establishing rules and procedures to facilitate decision-making and confer transparency and credibility thereon, for the purpose of protecting the rights of shareholders and stakeholders and achieving fairness, competitiveness, and transparency in the capital market and business environment. Shareholders' Assembly: An assembly formed from the Company's shareholders pursuant to the provisions of the Companies Law and the Company's Articles of Association. Executive Member: A Board member who is dedicated to the Company's executive management and participates in its daily business. Non-Executive Member: A Board member who is not dedicated to the management of the Company and does not participate in its daily business.</p>	<p>The words and phrases mentioned in this Charter shall have the meanings assigned to them according to the relevant Capital Market Authority regulations, unless the context otherwise requires: Companies Law: The Companies Law issued by Royal Decree No. (M/132) dated 01/12/1443H. Capital Market Law: The Capital Market Law issued by Royal Decree No. (M/30) dated 2/6/1424H (corresponding to 31/07/2003G). Authority: The Capital Market Authority. Market: The Saudi Stock Exchange (Tadawul). Company: Al Hammadi Holding Company (a joint stock company) listed on the Market. Company Law: The Company's Articles of Association approved by the Extraordinary General Assembly dated 09/07/2017G, and subsequent amendments thereto, in line with the new Companies Law and Form No. (4) issued by Ministerial Resolution No. (18379) dated 01/06/1437H. Board of Directors: The Company's Board of Directors. Audit Committee: A committee emanating from the Board of Directors, formed by the Board, and responsible for assisting the Board in overseeing the integrity of the Company's financial statements, the adequacy and effectiveness of internal control systems, risk management, and internal audit activities, in addition to reviewing the Company's compliance with relevant statutory and regulatory requirements and any other matters the Board deems to fall within its scope of work. Corporate Governance Regulations: The Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. 8-16-2017 dated 16/05/1438H corresponding to 13/02/2017G, as amended by the Board of the Capital Market Authority Resolution No. 8-5-2023 dated 25/06/1444H corresponding to 18/01/2023G, and in accordance with the Companies Law. Charter: The Audit Committee Charter. Kingdom: The Kingdom of Saudi Arabia. Corporate Governance: Rules and standards for leading and directing the Company that include mechanisms for regulating the various relationships among the Board of Directors, executive managers, shareholders, and stakeholders, by establishing rules and procedures to facilitate decision-</p>

Audit Committee Charter Amendments Table-AI Hammadi Holding Company

<p>Independent Member: A non-executive Board member who enjoys full independence in his position and decisions, and to whom none of the independence impairments applies.</p> <p>Executive Management or Senior Executives: The persons entrusted with managing the Company's daily operations, proposing and implementing strategic decisions, such as the Chief Executive Officer, his deputies, and the Chief Financial Officer.</p> <p>Person: Any natural or legal person recognized as such by the laws of the Kingdom.</p> <p>Relatives or Kinship:</p> <ol style="list-style-type: none"> a. Fathers, mothers, grandfathers, and grandmothers, however high. b. Children and their children, however low. c. Full siblings, or siblings from the father, or from the mother. d. Husbands and wives. <p>Related Parties:</p> <ol style="list-style-type: none"> a. Major shareholders of the Company. b. Members of the Company's Board of Directors or any of its subsidiaries and their relatives. c. Senior executives of the Company or any of its subsidiaries and their relatives. d. Board members and senior executives of major shareholders of the Company. e. Establishments - other than companies - owned by a Board member, a senior executive, or their relatives. f. Companies in which any Board member, senior executive, or their relatives is a partner. g. Companies in which any Board member, senior executive, or their relatives is a member of its board of directors or one of its senior executives. h. Joint stock companies in which any Board member, senior executive, or their relatives owns five percent (5%) or more, taking into account paragraph (d) of this definition. i. Companies in which any Board member, senior executive, or their relatives has influence over their decisions, even by giving advice or guidance. j. Any person whose advice and guidance has influence over the decisions of the Company, its Board members, and its senior executives. k. Holding or subsidiary companies of the Company. <p>Excluded from paragraphs (i) and (j) of this definition are advice and guidance provided professionally by a person licensed to do so.</p> <p>Stakeholders: Every person having an interest with the Company, such as employees, creditors, customers, suppliers, and society.</p> <p>Major Shareholders: Every person who owns five percent (5%) or more of the Company's shares or voting rights.</p> <p>Remuneration: Amounts, allowances, profits and the like, periodic or annual remuneration linked to performance, short- or long-term incentive plans, and any other in-kind benefits, excluding reasonable actual expenses and costs borne by the Company on behalf of a Committee member for the purpose of performing his work.</p> <p>Day: A calendar day, whether or not it is a business day.</p>	<p>making and confer transparency and credibility thereon, for the purpose of protecting the rights of shareholders and stakeholders and achieving fairness, competitiveness, and transparency in the capital market and business environment.</p> <p>Shareholders' Assembly: An assembly formed from the Company's shareholders pursuant to the provisions of the Companies Law and the Company's Articles of Association.</p> <p>Executive Member: A Board member who is dedicated to the Company's executive management and participates in its daily business.</p> <p>Non-Executive Member: A Board member who is not dedicated to the management of the Company and does not participate in its daily business.</p> <p>Independent Member: A non-executive Board member who enjoys full independence in his position and decisions, and to whom none of the independence impairments set out in Article 19 of the Corporate Governance Regulations applies.</p> <p>Executive Management or Senior Executives: The persons entrusted with managing the Company's daily operations, proposing and implementing strategic decisions, such as the Chief Executive Officer, his deputies, and the Chief Financial Officer.</p> <p>Person: Any natural or legal person recognized as such by the laws of the Kingdom.</p> <p>Relatives or Kinship:</p> <ol style="list-style-type: none"> a. Fathers, mothers, grandfathers, and grandmothers, however high. b. Children and their children, however low. c. Full siblings, or siblings from the father, or from the mother. d. Husbands and wives. <p>Related Parties:</p> <ol style="list-style-type: none"> a. Affiliates of the Company, except companies wholly owned by the Company. b. Major shareholders of the Company. c. Members of the Company's Board of Directors or any of its subsidiaries and their relatives. d. Senior executives of the Company or any of its subsidiaries and their relatives. e. Board members and senior executives of major shareholders of the Company. f. Establishments - other than companies - owned by a Board member, a senior executive, or their relatives. g. Companies in which any Board member, senior executive, or their relatives is a partner. h. Companies in which any Board member, senior executive, or their relatives is a member of its board of directors or one of its senior executives. i. Joint stock companies in which any Board member, senior executive, or their relatives owns five percent (5%) or more, taking into account paragraph (e) of this definition. j. Companies in which any Board member, senior executive, or their relatives has influence over their decisions, even by giving advice or guidance. k. Any person whose advice and guidance has influence over the decisions of the Company, its Board members, and its senior executives. <p>For the purposes of this definition, relatives shall mean the father, mother, husband, wife, and children.</p> <p>Stakeholders: Every person having an interest with the Company, such as employees, creditors, customers, suppliers, and society.</p> <p>Major Shareholders: Every person who owns five percent (5%) or more of the Company's shares or voting rights.</p> <p>Remuneration: Amounts, allowances, profits and the like, periodic or annual remuneration linked to performance, short- or long-term incentive plans, and any other in-kind benefits, excluding reasonable actual expenses and costs borne by the Company on behalf of a Committee member for the purpose of performing his work.</p> <p>Day: A calendar day, whether or not it is a business day.</p> <p>Business Day: A business day in the Kingdom according to the official working days of the Authority.</p>
---	---

Audit Committee Charter Amendments Table-Al Hammadi Holding Company

Article One: Formation of the Committee and the Rules and Controls of its Membership	Article One: Formation of the Committee and the Rules and Controls of its Membership
<p>01 The Audit Committee shall be formed by a resolution of the Company's Ordinary General Assembly, based on a proposal by the Board of Directors in accordance with the provisions of the Companies Law.</p> <p>02 The Audit Committee shall be composed of independent or non-executive Board members or from shareholders or others, provided that at least one of them is an independent member and that it shall not include any executive Board member or any senior executive.</p> <p>03 The number of Audit Committee members shall not be less than three and not more than five, and one of them shall be specialized in financial and accounting matters.</p> <p>04 A person who works or has worked during the past two years in the executive or financial management of the Company, or for the Company's auditor, may not be a member of the Audit Committee.</p> <p>05 The Chairman of the Board of Directors may not be a member of the Audit Committee.</p> <p>06 The term of Committee membership shall be three years starting from the date of the General Assembly resolution forming it.</p> <p>07 The Board of Directors may renominate previous Audit Committee members to the General Assembly of Shareholders for another similar period or periods.</p> <p>08 The Committee shall select from among its members a Chairman of the Audit Committee.</p> <p>09 The Committee shall appoint a Secretary from among its members or others, or the Board Secretary, or from the Company's management team, to follow up the affairs of the Committee, coordinate and prepare meetings and the Committee agenda, in addition to documenting them, preparing their minutes, and following up the implementation of its recommendations, directives, decisions, and matters related to the Committee's work. The term of his duties shall be linked to the Committee membership term.</p>	<p>The Company's Audit Committee shall be formed in accordance with the following rules:</p> <p>01 The Audit Committee shall be formed by a resolution of the Company's Board of Directors.</p> <p>02 The Audit Committee shall be composed of independent or non-executive Board members or from shareholders or others, provided that at least one of them is an independent member and that it shall not include any executive Board member or any senior executive.</p> <p>03 The number of Audit Committee members shall not be less than three and not more than five, and one of them shall be specialized in financial and accounting matters. It should be observed that half of the Audit Committee members are independent members or persons to whom the independence impairments set out in the Corporate Governance Regulations issued by the Capital Market Authority do not apply. The Company shall notify the Authority of the names of committee members and the nature of their membership within five business days from the date of their appointment and of any changes thereto within five business days from the date such changes occur.</p> <p>04 A person who works or has worked during the past two years in the executive or financial management of the Company, or for the Company's external auditor, may not be a member of the Audit Committee.</p> <p>05 The Chairman of the Board of Directors may not be a member of the Audit Committee.</p> <p>06 A member of the Audit Committee shall not hold membership in audit committees of more than five listed joint stock companies at the same time.</p> <p>07 The term of Committee membership shall be four years starting from the date of commencement of the Board of Directors' term and ending upon completion of the Board's term.</p> <p>08 The Board of Directors may reconstitute the Audit Committee from its previous members for another similar period or periods.</p> <p>09 The Committee shall select from among its members a Chairman of the Audit Committee.</p> <p>10 The Committee shall appoint a Secretary from among its members or others, or the Board Secretary, or from the Company's management team, to follow up the affairs of the Committee, coordinate and prepare meetings and the Committee agenda, in addition to documenting them, preparing their minutes, and following up the implementation of its recommendations, directives, decisions, and matters related to the Committee's work. The term of his duties shall be linked to the Committee membership term. The Secretary shall be responsible for:</p> <ol style="list-style-type: none"> a. Sharing the Committee's resolutions with the concerned parties. b. Coordinating with the concerned departments regarding Committee resolutions that require legal compliance or regulatory actions. c. Following up the Committee's resolutions and recommendations. d. Performing any other duties or responsibilities assigned to him by the Committee Chairman. <p>11. The Company's General Assembly shall issue - based on a proposal by the Board of Directors - the Audit Committee Charter, provided that this Charter includes the controls and procedures governing the Committee's work, its duties, the rules for selecting its members, the manner of nominating them, the term of their membership, their remuneration, and the mechanism for temporarily appointing its members in the event that one of the Committee seats becomes vacant.</p>
Article Two: Committee Competencies and Responsibilities	Article Two: Committee Competencies and Responsibilities
<p>The Audit Committee shall be competent to monitor the Company's business and verify the soundness and integrity of its reports, financial statements, and internal control systems. The Committee's duties shall include, in particular, the following:</p> <p>a) Financial reports:</p> <ol style="list-style-type: none"> 1. Studying the Company's interim and annual financial statements before presenting them to the Board of Directors, expressing its opinion and recommendation thereon to ensure their integrity, fairness, and transparency. 	<p>The Audit Committee shall be competent to monitor the Company's business and verify the soundness and integrity of its reports, financial statements, and internal control systems, the adequacy and effectiveness of internal control policies and procedures, the relationship with the Company's external auditor, the policies and procedures of internal audit, the policies and procedures of risk management, and verifying the Company's compliance with governance rules and relevant laws and regulations. The Committee's duties shall include, in particular, the following:</p>

Audit Committee Charter Amendments Table-AI Hammadi Holding Company

<p>2. Expressing the technical opinion - at the request of the Board of Directors - as to whether the Board of Directors' report and the Company's financial statements are fair, balanced, and understandable and include information that enables shareholders and investors to assess the Company's financial position, performance, business model, and strategy.</p> <p>3. Studying any important or unusual matters included in the financial reports.</p> <p>4. Examining carefully any matters raised by the Company's Chief Financial Officer, or whoever assumes his duties, or the Compliance Officer of the Company, or the auditor.</p> <p>5. Verifying accounting estimates in material matters included in the financial reports.</p> <p>6. Studying the accounting policies applied in the Company and expressing an opinion and recommendation to the Board of Directors thereon.</p> <p>b) Internal Audit:</p> <p>1. Studying and reviewing the Company's internal, financial, and risk management control systems.</p> <p>2. Studying internal audit reports and following up the implementation of corrective actions for the observations contained therein.</p> <p>3. Controlling and supervising the performance and activities of the Internal Audit Department in the Company to verify the availability of the necessary resources and their effectiveness in performing the work and duties entrusted to it. If the Company does not have an internal auditor, the Committee shall submit its recommendation to the Board regarding the need to appoint one.</p> <p>4. Recommending to the Board of Directors the appointment of the Internal Audit Department Manager and proposing his remuneration.</p> <p>c) Auditor:</p> <p>1. Recommending to the Board of Directors the nomination and dismissal of auditors, determining their fees, and evaluating their performance, after verifying their independence and reviewing their scope of work and terms of engagement.</p> <p>2. Verifying the independence, objectivity, and fairness of the auditor, and the effectiveness of audit work, taking into consideration the relevant rules and standards.</p> <p>3. Reviewing the Company auditor's plan and work, verifying that he does not provide technical or administrative work outside the scope of audit work, and expressing its views thereon.</p> <p>4. Responding to inquiries of the Company's auditor.</p> <p>5. Studying the auditor's report and his observations on the financial statements and following up what has been taken in respect thereof.</p> <p>d) Ensuring Compliance:</p> <p>1. Reviewing the results of regulatory authorities' reports and verifying that the Company has taken the necessary actions in respect thereof.</p> <p>2. Verifying the Company's compliance with the relevant laws, regulations, policies, and instructions.</p> <p>3. Reviewing the contracts and transactions proposed to be conducted by the Company with related parties and submitting its views thereon to the Board of Directors.</p> <p>4. Submitting to the Board of Directors such matters as it deems necessary to take action thereon, and expressing its recommendations on the actions to be taken.</p>	<p>a) Financial reports:</p> <p>1. Studying the Company's interim and annual financial statements before presenting them to the Board of Directors, expressing its opinion and recommendation thereon to ensure their integrity, fairness, and transparency.</p> <p>2. Expressing the technical opinion - at the request of the Board of Directors - as to whether the Board of Directors' report and the Company's financial statements are fair, balanced, and understandable and include information that enables shareholders and investors to assess the Company's financial position, performance, business model, and strategy.</p> <p>3. Studying any important or unusual matters included in the financial reports.</p> <p>4. Examining carefully any matters raised by the Company's Chief Financial Officer, or whoever assumes his duties, or the Compliance Officer of the Company, or the external auditor.</p> <p>5. Verifying accounting estimates in material matters included in the financial reports.</p> <p>6. Studying the accounting policies applied in the Company and expressing an opinion and recommendation to the Board of Directors thereon.</p> <p>7. Reviewing with management and the external auditor the effect of any regulatory or accounting initiatives on the Company's financial statements.</p> <p>b) Internal Audit:</p> <p>1. Reviewing and evaluating the Company's internal, financial, and risk management control systems, including the results of operational audits, financial audits, compliance audits, information technology audits, and audits concerned with governance and institutional controls, and ensuring their efficiency and suitability to the nature of the Company's business.</p> <p>2. Studying internal audit reports and following up the implementation of corrective actions for the observations contained therein.</p> <p>3. Controlling and supervising the performance and activities of the Internal Audit Department in the Company to verify the availability of the necessary resources and their effectiveness in performing the work and duties entrusted to it.</p> <p>4. Supervising internal audit work and reviewing its charter, scope, efficiency, independence, objectivity, performance, and work plan. Studying the results reached by internal audit efforts with the Chief Audit Executive periodically, or whenever necessary, and reviewing the periodic and annual internal audit reports.</p> <p>5. Recommending to the Board of Directors the appointment of the Chief Audit Executive and proposing his remuneration.</p> <p>6. Studying the summary of all internal audit reports, including management responses and following up corrective actions for the observations contained in the internal audit report.</p> <p>7. Approving the Internal Audit Charter and subsequent amendments.</p> <p>8. Approving the organizational structure of the Internal Audit Department.</p> <p>9. Approving the strategic and annual internal audit plans.</p> <p>10. Approving the annual budget of internal audit.</p> <p>11. The Audit Committee shall have the final authority enabling it to study and approve internal audit plans and all major changes thereto.</p> <p>c) External Auditor:</p> <p>1. Recommending to the Board of Directors the nomination and dismissal of external auditors, determining their fees, and evaluating their performance, after verifying their independence and reviewing their scope of work and terms of engagement.</p> <p>2. Verifying the independence, objectivity, and fairness of the external auditor, and the effectiveness of the audit work, taking into consideration the relevant rules and standards.</p> <p>3. Reviewing the Company external auditor's plan and work, verifying that he does not provide technical, administrative, or consulting work outside the scope of audit work, and expressing its views thereon.</p> <p>4. Responding to inquiries of the Company's external auditor.</p> <p>5. Studying the external auditor's report and his observations on the financial statements, expressing its views thereon, if any, and following up what has been taken in respect thereof.</p>
--	---

Audit Committee Charter Amendments Table-AI Hammadi Holding Company

	<p>6. Approving the controls for nominating the external auditor.</p> <p>d) Compliance:</p> <ol style="list-style-type: none">1. Reviewing the results of regulatory authorities' reports and verifying that the Company has taken the necessary actions in respect thereof.2. Reviewing the contracts and transactions proposed to be conducted by the Company with related parties and submitting its views thereon to the Board of Directors.3. Submitting to the Board of Directors such matters as it deems necessary to take action thereon, and expressing its recommendations on the actions to be taken.4. Reviewing the arrangements related to managing reports in accordance with the Whistleblower Protection Policy, ensuring the existence of an appropriate framework for receiving and processing reports confidentially and impartially, and reviewing reports on material cases.5. Following up material non-compliance cases that may result in legal, financial, or regulatory risks, and ensuring that they are escalated to the Board of Directors when needed.6. Reviewing the adequacy and effectiveness of the compliance management framework approved by the Board of Directors.7. Reviewing the activities of the Company's Compliance Department and the reports issued by it, to ensure verification of the Company's compliance with the relevant laws, regulations, policies, and instructions, while maintaining the independence of the Committee's work.8. Ensuring effective coordination between the Internal Audit Department and the Compliance Department so as to achieve integration in the scope of work and avoid duplication, while maintaining the independence of internal audit. <p>e) Risk Management:</p> <ol style="list-style-type: none">1. Reviewing the adequacy and effectiveness of the Company's risk management framework approved by the Board of Directors, and submitting observations and recommendations to the Board of Directors regarding the aspects that require improvement.2. Reviewing material risk reports received from Risk Management, evaluating the adequacy of treatment plans, and the extent of departments' commitment to implementing corrective actions within the specified dates.3. Ensuring effective coordination between the Internal Audit Department and Risk Management so as to achieve integration in the scope of work and avoid duplication, while maintaining the independence of internal audit.4. Reviewing periodic risk reports at the Company level, including the risk register and key risk indicators, and submitting appropriate observations to the Board of Directors.5. Reviewing Risk Management reports regarding the extent of compliance with the risk appetite approved by the Board of Directors and reporting any breaches that require actions or directions from the Board.6. Reviewing the reliability and integrity of risk-related information used in decision-making processes within the Company, and ensuring the existence of appropriate controls to ensure its integrity.7. Reviewing the effectiveness of business continuity and disaster recovery plans based on Risk Management reports and the results of internal audit assessments, and submitting the necessary recommendations. <p>g) Reporting to the Board:</p> <ol style="list-style-type: none">1. Submitting periodic reports to the Board of Directors regarding the Committee's activities and matters discovered, and expressing any recommendations to the Board of Directors that it deems appropriate in any aspect of its competence where necessary.2. Providing open channels of communication between Internal Audit, the external auditor, and the Board of Directors.3. Reviewing any other reports issued by the Company related to the Committee's responsibilities.4. Preparing an annual report on its opinion regarding the adequacy and effectiveness of the Company's internal, financial, and risk management control system and its recommendations in this regard, in addition to
--	---

Audit Committee Charter Amendments Table-AI Hammadi Holding Company

	<p>other work it has undertaken within its scope of competence. Sufficient copies of this report shall be deposited at the Company's head office to provide any shareholder who wishes with a copy thereof, and it shall be published on the Market's website upon publication of the invitation to convene the annual General Assembly meeting, at least twenty-one (21) days before the date set for the meeting. The report shall be read during the Assembly.</p> <p>h) Other Responsibilities:</p> <ol style="list-style-type: none"> 1. Performing other work related to the above matters when requested by the Board of Directors. 2. Conducting, supervising, and directing any special investigations whenever needed in matters related to the Company's financial statements, internal controls, or compliance with laws or business ethics. 3. Reviewing all material matters falling within the scope of the Committee Charter with management and the external auditor, including any changes to accounting principles, before any decision is taken regarding the reporting practices that the Company should follow, and submitting a report thereon to the Board of Directors. 4. Reviewing and evaluating the adequacy of the Audit Committee Charter annually, requesting Board of Directors approval of proposed changes, and ensuring disclosure by appropriate means and in accordance with the provisions of laws and regulations. 5. Evaluating the performance of the Audit Committee and the individual performance of each of its members periodically in accordance with the Company's approved policies.
Article Three: Committee Authorities	Article Three: Committee Authorities
<p>For the purpose of performing its duties, the Audit Committee shall have:</p> <ol style="list-style-type: none"> 01 The right to access the Company's records and documents. 02 To request any clarification or statement from members of the Board of Directors or executive management. 03 To request the Board of Directors to call the Company's General Assembly to convene if the Board of Directors obstructs its work or if the Company suffers serious damage or losses. 	<p>For the purpose of performing its duties, the Audit Committee shall have:</p> <ol style="list-style-type: none"> 01 The right to access the Company's records and documents. 02 To request any clarification or statement from members of the Board of Directors, executive management, Company employees, or the external auditor for the purpose of inquiry and investigation regarding any information. 03 To request the Board of Directors to call the Company's General Assembly to convene if the Board of Directors obstructs its work or if the Company suffers serious damage or losses. 04 The right to seek legal and technical advice from any external party or any other independent advisory party whenever necessary to assist the Committee in performing its duties. 05 To establish a subcommittee to perform a specific task if the need so requires, and the committee shall be dissolved immediately upon completion of the specific task assigned to it.
Article Four: Duties and Responsibilities of a Committee Member	Article Four: Duties and Responsibilities of a Committee Member
<ol style="list-style-type: none"> 01 Attend Committee meetings and participate effectively in the work of the Committee. 02 In the event that a Committee member is absent or unable to attend the meeting, he shall notify the Committee Chairman or the Secretary thereof, stating the reasons. 03 Maintain full confidentiality of the Company's secrets, and a Committee member may not disclose any of its secrets, information, or data of which he becomes aware by reason of his membership. 04 The member shall disclose anything that conflicts with his Committee membership and anything that is inconsistent with the terms and controls of membership, even if this occurs in the future. 05 The Committee member shall immediately disclose any direct or indirect interest in the matters presented to the Committee or any contracts or business carried out with him for the account of the Company, and the Committee Chairman or Secretary shall record this in the meeting minutes. 06 The member may not participate in any decision, recommendation, or vote on any matter in which he has a direct or indirect interest. 07 In all cases, the duties and responsibilities applicable to a Board member under the Law shall apply to a Committee member. 	<ol style="list-style-type: none"> 01 Attend Committee meetings and participate effectively in the work of the Committee. 02 In the event that a Committee member is absent or unable to attend the meeting, he shall notify the Committee Chairman or the Secretary thereof, stating the reasons. 03 Maintain full confidentiality of the Company's secrets, and a Committee member may not disclose any of its secrets, information, or data of which he becomes aware by reason of his membership. 04 Each Committee member shall maintain the confidentiality of the information made available to him and the documents related to the Company and its activities that he reviews, and shall not disclose them to any other person. In all cases - even upon termination of his membership - he may not exploit what comes to his knowledge by reason of his membership to achieve an interest for himself, one of his relatives, or others; otherwise he shall be dismissed. This shall also apply to the Committee Secretary. 05 Members shall perform their work with honesty, truthfulness, objectivity, and independence. 06 The member shall disclose anything that conflicts with his Committee membership and anything that is inconsistent with the terms and controls of membership, even if this occurs in the future.

Audit Committee Charter Amendments Table-AI Hammadi Holding Company

	<p>07 The Committee member shall immediately disclose any direct or indirect interest in the matters presented to the Committee or any contracts or business carried out with him for the account of the Company, and the Committee Chairman or Secretary shall record this in the meeting minutes.</p> <p>08 The member may not participate in any decision, recommendation, or vote on any matter in which he has a direct or indirect interest.</p> <p>09 Members may not accept any work that may conflict with the Company's interests and that may prevent them from performing their duties objectively.</p> <p>10 In the event that a Committee member or the Secretary breaches any of their obligations, the Chairman of the Board of Directors shall dismiss the member or the Secretary from his position, while holding him accountable and claiming compensation from him for any damage incurred by the Company or its employees.</p> <p>11 In all cases, the duties and responsibilities applicable to a Board member under the Law shall apply to a Committee member.</p>
Article Five: Committee Meetings	Article Five: Committee Meetings
<p>01 The Audit Committee shall meet periodically, provided that its meetings shall not be less than four meetings during the Company's fiscal year.</p> <p>02 The Audit Committee shall meet whenever necessary.</p> <p>03 The Committee shall meet upon invitation from its Chairman.</p> <p>04 A meeting shall not be valid unless attended by a majority of Committee members.</p> <p>05 If the Chairman of the Audit Committee is unable to attend any meeting, he may authorize one of the Committee members to chair the specified meeting, provided that such authorization is in writing and delivered to the Committee Secretary.</p> <p>06 Committee resolutions shall be issued by a majority of the members present.</p> <p>07 In the event of a tie, the vote of the meeting Chairman shall prevail.</p> <p>08 The Committee Secretary shall prepare the minutes of meetings and the resolutions of the Audit Committee and have them signed by the members present.</p> <p>09 The Audit Committee may hold its meetings through modern technology means such as audio or visual communication or otherwise, or any means agreed upon by Committee members. A Committee member may participate in Committee meetings through such means to attend the meeting, and his attendance shall be deemed as attendance in person.</p> <p>10 No member of the Board of Directors or executive management, except the Committee Secretary and Committee members, shall be entitled to attend its meetings unless the Committee requests to hear his opinion or obtain his advice.</p> <p>11 The Audit Committee may issue its resolutions, recommendations, directives, and reports in urgent cases by circulation by presenting them to members separately, provided that they are presented at the first subsequent Committee meeting and included in the meeting minutes.</p> <p>12 The Audit Committee shall meet periodically with the Company's auditor and with the Company's Internal Audit Department Manager.</p> <p>13 The Internal Audit Department Manager and the auditor shall have the right to request a meeting with the Audit Committee whenever necessary.</p> <p>14 The Committee shall take into account the dates of its meetings in line with the statutory deadlines for publishing financial statements and the period specified by the Authority for publishing quarterly and annual financial statements.</p> <p>15 The dates of Board of Directors meetings shall be taken into account, in order to submit its recommendations, resolutions, and reports before the Board of Directors meeting for decision thereon, particularly for material events so that the Company can announce them in accordance with the Law.</p>	<p>01 The Audit Committee shall meet periodically, provided that its meetings shall not be less than four meetings during the Company's fiscal year.</p> <p>02 The Audit Committee shall meet whenever necessary.</p> <p>03 The Committee shall meet upon invitation from its Chairman.</p> <p>04 A meeting shall not be valid unless attended by a majority of Committee members.</p> <p>05 Representation: If a member is unable to attend in person, the member may delegate another Committee member to attend on his behalf, and no Committee member may represent more than one member in attending the same meeting.</p> <p>06 If the Chairman of the Audit Committee is unable to attend any meeting, he may authorize one of the Committee members to chair the specified meeting, provided that such authorization is in writing and delivered to the Committee Secretary.</p> <p>07 Voting: Each Committee member shall have an equal vote. Committee resolutions shall be issued by a majority of the opinions of members present and represented at the meeting, and in the event of a tie, the opinion for which the meeting Chairman voted shall prevail.</p> <p>08 The Committee Secretary shall prepare the minutes of meetings and the resolutions of the Audit Committee and have them signed by the members present.</p> <p>09 The Committee shall meet at the Company's head office or at any other suitable place as determined by the Committee by a majority of its members. The Committee may hold its meetings through modern technology means such as audio or visual communication or otherwise, or any means agreed upon by Committee members. A Committee member may participate in Committee meetings through such means to attend the meeting, and his attendance shall be deemed as attendance in person.</p> <p>10 No person other than Committee members shall be entitled to attend the meeting at all. The Committee may invite any member of the Board of Directors, executive management, or consultants contracted with the Company to hear his opinion or obtain his advice. Invitations directed to such persons shall be coordinated by the Audit Committee Secretary based on the directions of the Committee Chairman.</p> <p>11 The Audit Committee may issue its resolutions, recommendations, directives, and reports in urgent cases by circulation by presenting them to members separately, provided that they are presented at the first subsequent Committee meeting and included in the meeting minutes.</p> <p>12 A Committee member shall have the right to object to any decision taken by the Committee, provided that his objection is expressly recorded in the meeting minutes with the reasons therefor and reference to the request for exemption from responsibility, unless the invalidity of the reasons for objection is proven. The absence of a member from the meeting in which the decision was issued shall not be considered a reason to deem that he was not aware of the decision or was unable to object thereto immediately upon his knowledge thereof.</p> <p>13 The Audit Committee shall meet periodically with the Company's external auditor and with the Company's Chief Audit Executive at least once during the fiscal year.</p>

Audit Committee Charter Amendments Table-AI Hammadi Holding Company

	<p>14 The Chief Audit Executive, external auditor, Chief Executive Officer, and Chief Financial Officer shall have the right to request a meeting with the Audit Committee whenever necessary.</p> <p>15 The Committee shall take into account the dates of its meetings in line with the statutory deadlines for publishing financial statements and the period specified by the Authority for publishing quarterly and annual financial statements.</p> <p>16 The dates of Board of Directors meetings shall be taken into account, in order to submit its recommendations, resolutions, and reports before the Board of Directors meeting for decision thereon, particularly for material events so that the Company can announce them in accordance with the Law.</p>
<p>Article Six: Documenting Committee Meetings</p>	<p>Article Six: Scheduling and Documenting Committee Meetings</p>
<p>01 Committee meetings shall be documented and minutes shall be prepared therefor, including the discussions and deliberations that took place, documenting the Committee’s recommendations and voting results, keeping them in a special and organized register, indicating the names of the members present and the reservations they expressed - if any - and having these minutes signed by all members present.</p> <p>02 The Committee minutes shall be signed by the attending members and the Secretary.</p>	<p>01 Committee meetings shall be scheduled in advance - before the beginning of the relevant year - annually for the full year within the annual schedule of the meetings of the Company’s Board of Directors and its committees.</p> <p>02 All information, papers, and other details constituting the materials of the Committee meeting agenda shall be collected and provided to all members at least three (3) business days before the meeting date.</p> <p>03 The heads of the concerned departments who submit such materials to the Committee shall be directly responsible and accountable for their accuracy and relevance.</p> <p>04 The Committee Chairman and members shall approve and sign the meeting minutes, manually or electronically, and the Committee Secretary shall keep them on behalf of the Committee.</p> <p>05 The minutes shall specify the time and place of the meeting, the names of the attending and absent members, a summary of the discussions that took place at the meeting, and their decisions and recommendations shall be recorded.</p> <p>06 The draft minutes shall be prepared by the Committee Secretary within seven (7) business days after each meeting and sent to all Committee members. Any comments on the minutes by any Committee member shall be submitted within five (5) business days from the date of receipt of the draft.</p> <p>07 The Committee minutes shall be signed by the Committee Chairman, the attending members, and the Secretary.</p>
<p>Article Seven: Arrangements for Submitting Observations</p>	<p>Article Seven: Arrangements for Submitting Observations</p>
<p>The Audit Committee shall establish a mechanism that enables Company employees to submit their observations regarding any irregularity in financial reports or otherwise confidentially. The Committee shall verify the implementation of this mechanism by conducting an independent investigation commensurate with the size of the error or irregularity and adopting appropriate follow-up procedures.</p>	<p>No amendment</p>
<p>Article Eight: Termination of Committee Membership</p>	<p>Article Eight: Termination of Committee Membership</p>
<p>Membership in the Audit Committee shall terminate in the following cases:</p> <p>01 Expiry of the Committee term.</p> <p>02 Requesting resignation from Audit Committee membership, and approval by the Board of Directors thereof, provided that it is presented to the General Assembly for approval.</p> <p>03 The General Assembly exempts an Audit Committee member from Committee membership due to breach of the membership terms and controls or his duties and responsibilities in accordance with this Charter.</p> <p>04 If an Audit Committee member is absent from attending two consecutive meetings without an acceptable excuse, the Audit Committee, by majority vote, may recommend to the Board of Directors the dismissal of the absent member, and the Board of Directors may submit its recommendation to the General Assembly to dismiss the Committee member.</p>	<p>Membership in the Audit Committee shall terminate in the following cases:</p> <p>01 Expiry of the Committee term.</p> <p>02 Resignation of a Committee member by notification to the Committee Chairman and the Secretary, and the resignation shall be effective from the date it is approved by the Board of Directors.</p> <p>03 Issuance of a decision by the Board of Directors to remove or replace any or all Committee members at any time it deems appropriate.</p> <p>04 The Board of Directors exempts an Audit Committee member from Committee membership due to breach of the membership terms and controls or his duties and responsibilities in accordance with this Charter.</p> <p>05 Loss of capacity or suffering a physical disability that prevents him from performing his duties on the Committee.</p> <p>06 Loss, at any time, of any of the Committee membership requirements prescribed by law or pursuant to this Charter.</p>

Audit Committee Charter Amendments Table-AI Hammadi Holding Company

	07 If an Audit Committee member is absent from attending three consecutive meetings or four non-consecutive meetings during his membership term without an acceptable excuse, the Audit Committee, by majority vote, may recommend to the Board of Directors the termination of the membership of the absent member.
Article Nine: Mechanism for Temporary Appointment of a Member in the Event of Vacancy of a Committee Seat	Article Nine: Mechanism for Temporary Appointment of a Member in the Event of Vacancy of a Committee Seat
<p>If the position of one of the Audit Committee members becomes vacant during his membership term:</p> <p>01 The Board of Directors shall appoint a member to the vacant position.</p> <p>02 The new member shall complete the term of the previous member.</p> <p>03 This appointment shall be presented to the first meeting of the General Assembly for ratification and approval.</p>	<p>01 In the event that one of the Committee membership seats becomes vacant for any of the aforementioned reasons or otherwise during the membership term, or if the number of its members becomes less than the minimum, the Board of Directors shall have the right to appoint a member, provided that he has sufficient experience and meets the Committee membership criteria.</p> <p>02 The new member shall complete the term of the previous member.</p>
Article Ten: Occurrence of Conflict between the Committee and the Board of Directors	Article Ten: Occurrence of Conflict between the Committee and the Board of Directors
<p>If a conflict occurs between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board refuses to adopt the Committee's recommendation regarding the appointment, dismissal, determination of fees, and evaluation of performance of the Company's auditor, or the appointment of the Internal Audit Department Manager, the Board of Directors' report shall include the Committee's recommendation and its justifications, and the reasons for not adopting it.</p>	<p>If a conflict occurs between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board refuses to adopt the Committee's recommendation regarding the appointment, dismissal, determination of fees, and evaluation of performance of the Company's external auditor, or the appointment of the Internal Audit Department Manager, the Board of Directors' report shall include the Committee's recommendation and its justifications, and the reasons for not adopting it.</p>
Article Eleven: Policy for Remuneration and Allowances of Committee Members and the Secretary	Article Eleven: Policy for Remuneration and Allowances of Committee Members and the Secretary
<p>01 Annual remuneration of SAR (100,000) for the Chairman of the Audit Committee and for each member of the Committee.</p> <p>02 Entitlement to remuneration shall be proportionate to the number of meetings attended by the member during the year.</p> <p>03 Attendance allowance for each Committee meeting in the amount of SAR (5,000) for the Committee Chairman, each Committee member, and the Secretary.</p> <p>04 Business class travel ticket, transportation, and accommodation, for a member who is not resident in the city of the meeting.</p> <p>05 Annual remuneration of SAR (100,000) for the Committee Secretary, and the Company shall bear all expenses of the Secretary related to Committee meetings, such as travel tickets, accommodation, transportation, and others in relation to the Committee's work.</p> <p>06 Remuneration, attendance allowances, and other allowances shall be paid at the end of the fiscal year, and if the membership of any Committee member or the Secretary ends before the fiscal year end date, they shall be paid immediately upon termination of his membership in the Committee.</p>	<p>01 Annual remuneration of SAR (100,000) for the Chairman of the Audit Committee and for each member of the Committee.</p> <p>02 Entitlement to remuneration shall be proportionate to the number of meetings attended by the member during the year.</p> <p>03 Attendance allowance for each Committee meeting in the amount of SAR (5,000) for the Committee Chairman, each Committee member, and the Secretary.</p> <p>04 Business class travel ticket, transportation, and accommodation, to enable the member to attend meetings and participate in Committee activities related to its duties.</p> <p>05 Annual remuneration of SAR (100,000) for the Committee Secretary, and the Company shall bear all expenses of the Secretary related to Committee meetings, such as travel tickets, accommodation, transportation, and others in relation to the Committee's work.</p> <p>06 Remuneration, attendance allowances, and other allowances shall be paid at the end of the fiscal year, and if the membership of any Committee member or the Secretary ends before the fiscal year end date, they shall be paid immediately upon termination of his membership in the Committee.</p>
General Provisions	General Provisions
<p>01 The provisions of this Charter shall come into effect and shall be complied with as of the date of its approval by the General Assembly.</p> <p>02 This Charter shall be published on the Company's website or through any other means.</p> <p>03 No article may be amended or added to the Charter except based on a proposal by the Board of Directors and approval of the Ordinary General Assembly.</p> <p>04 This Charter shall not be considered a substitute for the provisions of the Law and its implementing regulations.</p> <p>05 For matters not provided for in this Charter, reference shall be made to the Law.</p> <p>06 The Board of Directors may review the Charter and recommend to the General Assembly its amendment when necessary and for development and continuous improvement to keep pace with any</p>	<p>01 The provisions of this Charter shall come into effect and shall be complied with as of the date of its approval by the General Assembly of Shareholders.</p> <p>02 This Charter shall be published on the Company's website, or through any other means, to enable shareholders, the public, and stakeholders to review it.</p> <p>03 No article may be amended or added to the Charter except based on a proposal by the Board of Directors approved by the General Assembly of Shareholders.</p> <p>04 This Charter shall not be considered a substitute for the provisions of the Law and its implementing regulations.</p> <p>05 Reference shall be made to the provisions of the Law for matters not provided for in this Charter.</p> <p>06 The Board of Directors may review and amend the Charter when necessary and for development and continuous improvement to keep</p>

Audit Committee Charter Amendments Table-Al Hammadi Holding Company

<p>future amendments that may occur to the Law or the Governance Regulations issued by the Authority.</p> <p>07 The Board of Directors of the Company shall supervise this Charter, and the Audit Committee shall implement and apply it.</p>	<p>pace with any future amendments that may occur to the Law or the Governance Regulations.</p> <p>07 The Board of Directors of the Company shall supervise this Charter, and the Audit Committee shall implement and apply it.</p> <p>08 The Board of Directors shall have the right to interpret or clarify the articles and provisions of this Charter.</p>
---	--