

Working Regulations of the Remuneration and Nomination Committee

Article before amendments	Article after amendments
<p>Article (1): General Provisions</p> <ol style="list-style-type: none"> 1. Pursuant to the decision of the CMA Board No. (1-10-2010), dated 30\03\1431H, corresponding to 16\03\2010 to form a committee called the Remuneration and Nomination Committee, the Board of Directors of Saudi Cable Company, a Public Joint Stock Company, decided the following: 2. Establishment of a committee called the Remuneration and Nominations Committee whose main functions will be to assist the Board in the performance of its duties and responsibilities relating to the policies and criteria of Board membership and the policies and remuneration of Board members, Senior Executives and Company officials and associated functions. 3. The terms of reference of the Remuneration and Nominations Committee shall be for the Board of Directors. The Committee shall present the results of its work and make recommendations, decisions and reports to the Board of Directors periodically. 	<p>Preface</p> <ol style="list-style-type: none"> 1. The Remuneration and Nomination Committee shall assume the competencies and functions set out in these regulations. 2. The Committee's regulations clarify the scope, structure, and competencies. 3. In order to keep abreast of the relevant best practices and ensure that the Company's work is in line with the best practices in the field of corporate governance, the Committee shall review these regulations periodically and make recommendations to the Board to adopt any necessary amendments in accordance with the applicable regulations. 4. The Board periodically assess the Committee's performance and provide guidance for the upgrading of its performance.
<p>Article (2): Formation of the Committee</p> <p>The Remuneration and Nominations Committee shall be constituted, by a decision of the Board of Directors, of at least THREE (3) members, the majority of whom shall be non-Executive members of the Board. Members other than members of the Board may be appointed. The decision shall specify their term not exceeding the term of the Board, and the Board shall select from among them a Chairman of the Committee.</p>	<p>Article (2): Organization of the Committee's Work</p> <p>Composition of the Committee</p> <ol style="list-style-type: none"> 1 .By a decision of the Board of Directors, the Committee shall consist of at least THREE members and up to FIVE members, including at least one Independent member . 2 .In case the Chairman of the Committee is absent from a meeting, the members of the Committee shall nominate a Provisional Chairperson of the meeting . 3 .Non-Executive members or non-Board members, whether Shareholders or others, may be engaged . <p>Chairman of the Committee</p>

- 1 .At the beginning of each new session or in case of restructuring the Committee, the members of the Committee at the first meeting shall agree to select a Chairman of the Committee who should be an Independent member .
- 2 .The Chairman of the Board of Directors shall not be the Chairman of the Committee .
- 3 .The Chairman of the Committee shall organize the meetings of the Committee, determine the agenda of its meetings, and be informed of all information and documents necessary to carry out its responsibilities .
- 4 .The Chairman of the Committee or any acting member must attend the General Assemblies to answer the Shareholders queries .

Appointment of Secretary of the Committee

- 1 .The Board's Secretariat assumes the Committee's Secretariat. The Committee may appoint a Secretary from among its members or others who shall meet the appropriate requirements for the position as stipulated in the CMA's Corporate Governance Regulation. The functions and responsibilities of the Secretary shall be related to the documentation of the meetings of the Committee and the preparation of records thereof, including debates and deliberations, the indication of the meeting's location, date, start and end time; documenting the Committee's decisions and results of the voting and keeping them in special and structured register; codifying the names of the members present and the reservation they have made, if any, and signing these records by all members present .
- 2 .Provide Committee members with the Committee's agenda, working papers, documents and information, and any additional documents or information requested by any Committee members

relevant to the topics covered in the agenda of the meeting .

3 .Inform the members of the Committee of the dates of the Committee’s meetings well in advance .

4 .Submit periodic reports on the activities and work of the Committee to the Board and perform all other tasks that may be entrusted to it by the Committee .

5 .The Committee’s Secretary is not entitled to participate in or vote on any of the Committee’s resolutions.

Invitees

1 .Only members of the Committee shall be entitled to attend its meetings, and when necessary, other persons may be invited to attend any meeting or a part of it thereof, on the understanding that the invitees shall not have the right to vote on any decision taken by the Committee .

2 .Invitees are not entitled to participate in any discussion relating to their appointment, benefits ,termination of their services or any other matter relating to them unless the Committee has requested them to participate in such discussions .

3 .Members of the Committee and other persons invited to the meetings of the Committee should not disclose the Company’s secrets and maintain the confidentiality of the meetings and the discussions and documents review seen by the attendees .

Duration of the Committee’s Work

The duration of the work of the Committee shall commence on the date of its formation and shall expire upon the expiration of the duration of the session of the Board or the termination of its services by the Board. The term of the Committee’s work must correspond to the term of the Board’s .

Termination of the Committee's Services

1 .A decision by the Board of Directors may terminate the membership of the entire Committee or one of its members due to the member's abuse of his position on the Committee or misconduct which the Board considers to be detrimental to the objectives and reputation of the Company in general and the Committee in particular .

2 .Any member of the Committee may resign from membership of the Committee by handing down a written notification to the Chairman of the Board and the Chairman of the Committee. The resignation shall take effect from the date of handing over of the notice unless the notice specifies a time thereafter to carry out the resignation .

3 .The membership of a Committee member shall be waived if he/she fails to attend the Committee's meetings for more than three consecutive meetings without a prior authorization of the Chairman of the Committee or an acceptable excuse approved by the majority of the Committee's members present .

4 .The Committee is entitled to nominate a replacement member from among the members of the Board for accreditation by the Board to the vacant position. The new member shall complete the remaining term taking into account the conditions to be met by the member of the Committee .

Committee Members' Remuneration and Allowances

1 .Each member of the Committee is entitled to receive annual bonuses, attendance allowances and other allowances as stipulated in the Company's bylaws and the Policy of 'Nominating members of the Board of Directors and its Committees' members and their Remunerations and the Executive Management's Remuneration .'

2 .Members of the Committee are entitled to compensation for travel costs for attending

	<p>meetings of the Committee from their place of residence to the location of the Company or the venue of the meeting , as well as any other costs associated with accommodation and transportation according to the applicable policy of the Company.</p>
<p>Article (3): Conditions for Remuneration and Nomination Committee’s Membership The member shall abide by the principle of non-conflict of interest as defined by custom and law.</p>	<p>Article (3): Conditions for Remuneration and Nomination Committee’s Membership The member shall abide by the principle of non-conflict of interest as defined by custom and law</p>
<p>Article (4): Term and Expiration of Membership</p> <ol style="list-style-type: none"> 1. The term of membership of the members of this Committee shall be valid for the period fixed by the Board of Directors not exceeding the term of office of the Board of Directors. 2. The membership of any member of the Committee shall be terminated by decision of the Board of Directors in the event of the member’s request for exemption, resignation or absence from two consecutive meetings without excuse acceptable to the Chairman of the Committee or serious breach of the terms of membership or of his/her functions and responsibilities after consideration of the recommendation made by the Chairman of the Committee of this regard. 3. The Board of Directors shall appoint by decision another member of the Committee as a substitute for the member whose membership has expired, bearing in mind in any event that the number of members of the Committee shall not be less than THREE (3) members. 	<p>Article (2): Organization of the Committee’s Work</p> <p><u>Composition of the Committee</u></p> <ol style="list-style-type: none"> 1 .By a decision of the Board of Directors, the Committee shall consist of at least THREE members and up to FIVE members, including at least one Independent member . 2 .In case the Chairman of the Committee is absent from a meeting, the members of the Committee shall nominate a Provisional Chairperson of the meeting . 3 .Non-Executive members or non-Board members, whether Shareholders or others, may be engaged . <p><u>Chairman of the Committee</u></p> <ol style="list-style-type: none"> 1 .At the beginning of each new session or in case of restructuring the Committee, the members of the Committee at the first meeting shall agree to select a Chairman of the Committee who should be an Independent member . 2 .The Chairman of the Board of Directors shall not be the Chairman of the Committee . 3 .The Chairman of the Committee shall organize the meetings of the Committee, determine the agenda of its meetings, and be informed of all information and documents necessary to carry out its responsibilities . 4 .The Chairman of the Committee or any acting member must attend the General Assemblies to answer the Shareholders queries .

Appointment of Secretary of the Committee

1 .The Board’s Secretariat assumes the Committee’s Secretariat. The Committee may appoint a Secretary from among its members or others who shall meet the appropriate requirements for the position as stipulated in the CMA’s Corporate Governance Regulation. The functions and responsibilities of the Secretary shall be related to the documentation of the meetings of the Committee and the preparation of records thereof, including debates and deliberations, the indication of the meeting’s location, date, start and end time; documenting the Committee’s decisions and results of the voting and keeping them in special and structured register; codifying the names of the members present and the reservation they have made, if any, and signing these records by all members present .

2 .Provide Committee members with the Committee’s agenda, working papers, documents and information, and any additional documents or information requested by any Committee members relevant to the topics covered in the agenda of the meeting .

3 .Inform the members of the Committee of the dates of the Committee’s meetings well in advance .

4 .Submit periodic reports on the activities and work of the Committee to the Board and perform all other tasks that may be entrusted to it by the Committee .

5 .The Committee’s Secretary is not entitled to participate in or vote on any of the Committee’s resolutions.

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have the right to vote on any decision taken by the Committee .

2 .Invitees are not entitled to participate in any discussion relating to their appointment, benefits ,termination of their services or any other matter relating to them unless the Committee has requested them to participate in such discussions .

3 .Members of the Committee and other persons invited to the meetings of the Committee should not disclose the Company's secrets and maintain the confidentiality of the meetings and the discussions and documents review seen by the attendees .

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2 .Any member of the Committee may resign from membership of the Committee by handing down a written notification to the Chairman of the Board and the Chairman of the Committee. The resignation shall take effect from the date of handing over of the notice unless the notice specifies a time thereafter to carry out the resignation .

	<p>3 .The membership of a Committee member shall be waived if he/she fails to attend the Committee’s meetings for more than three consecutive meetings without a prior authorization of the Chairman of the Committee or an acceptable excuse approved by the majority of the Committee’s members present .</p> <p>4 .The Committee is entitled to nominate a replacement member from among the members of the Board for accreditation by the Board to the vacant position. The new member shall complete the remaining term taking into account the conditions to be met by the member of the Committee.</p> <p><u>Committee Members’ Remuneration and Allowances</u></p> <p>1 .Each member of the Committee is entitled to receive annual bonuses, attendance allowances and other allowances as stipulated in the Company’s bylaws and the Policy of ‘Nominating members of the Board of Directors and its Committees’ members and their Remunerations and the Executive Management’s Remuneration .’</p> <p>2 .Members of the Committee are entitled to compensation for travel costs for attending meetings of the Committee from their place of residence to the location of the Company or the venue of the meeting , as well as any other costs associated with accommodation and transportation according to the applicable policy of the Company.</p>
<p>Article (5): Functions and Responsibilities of the Remuneration and Nominations Committee In addition to any other responsibilities entrusted to it</p> <p>1. Recommend to the Board of Directors the nomination of membership of the Board in accordance with the approved policies and criteria, taking into account not nominating any person previously</p>	<p>Article (1): Committee’s terms of reference</p> <p>The Committee shall exercise all the powers entrusted to it, report to and maintain direct channels of communication with the Board of Directors and is not entitled to amend any decision issued by the Board .</p> <p>The Committee’s terms of reference under the relevant provisions and regulations shall be as follows :</p>

<p>convicted of committing a breach against trust and honor.</p> <ol style="list-style-type: none"> 2. Annual review of the required skill requirements for Board membership and a description of the capabilities and qualifications required for Board membership, including determining the time the member needs to allocate to the Board's work. 3. Review the Board structure and make recommendations on possible changes. 4. Identify the strengths and weaknesses of the Board and propose to address them in accordance with the Company's interest. 5. Ascertain annually the independence of independent members and the absence of any conflict of interest if the member is a member of another company's board of directors. 6. Establish clear policies for compensation and remuneration for Board members and Senior Executives taking into account the use of performance-related criteria. 7. Prepare periodic and annual reports on the Committee's work and annual disclosure report in accordance with the regulations and submit it to the Board of Directors. 8. Review the Committee's regulations periodically at least once a year and make recommendations thereon to the Board of Directors 	<ol style="list-style-type: none"> 1 .Prepare and submit to the Board, for consideration for approval by the General Assembly, a clear policy of remuneration for Board and its Committees' members and the executive management. Taking into account performance-related criteria, disclosure and verification of their implementation . 2 .Clarify the relationship between the given remuneration and the applicable remuneration policy and indicate any substantial deviation from the policy . 3 .Periodic review of the remuneration policy and assessment of its effectiveness in achieving its objectives . 4 .Recommend to the Board of Directors the remuneration of the Board and its Committee' members, and Senior Executives of the Company in accordance with the approved policy . 5 .Propose clear policies and criteria for membership of the Board and Executive Management . 6 .Make recommendations to the Board to nominate and re-nominate its members in accordance with the approved policies and criteria, taking into account not nomination anyone previously convicted of a breach of trust . 7 .Prepare a description of the capabilities and qualifications required for Board membership and Executive Management posts . 8 .Determine the time a member has to devote to the work of the Board . 9 .Annual review of the requirements of skills and expertise appropriate for Board membership and Executive Management posts . 10 .Review the structure of the Board of Directors and Executive Management and make recommendations on possible changes. 11 .To verify Annually the independence of Independent members and the absence of
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	<p>any conflict of interests if the member is a member of another company's Board .</p> <p>12 .Prepare a job description for Executive members, Non-Executive members, Independent members ,and Senior Executives .</p> <p>13 .Prepare special procedures in the event of vacancy of a position of a Board member or Senior Executive.</p> <p>14. Identify weaknesses and strengths in the Board and propose solutions to address them in accordance with the Company's interests.</p> <p>15. Make recommendations to the Board on the nomination of members of other committees and Executive Management.</p> <p>16. make recommendations to the Board on the appointment of board members and directors of the subsidiaries for accreditation.</p>
<p>Article (6): Duties and Responsibilities of the Member of the Remuneration and Nominations Committee</p> <p>Each member of the Remuneration and Nominations Committee shall adhere to the following:</p> <ol style="list-style-type: none"> 1. Regular attendance at meetings of the Committee and active participation in the Committee's work. 2. The obligation to preserve the secrets of the Company. The member of the Committee may not disclose to shareholders or others the Company's secrets that he has been held on account of doing his/her job or that must be changed as well as enduring reparation that has ensued. 3. Disclose to the Committee the status of his/her membership's incompatibility with the conditions of membership, as well as if there is a conflict with the conditions of his/her membership in future. 4. The member shall abide by the principle of non-conflict of interest as defined by custom and law and shall disclose such 	<p>Article (2): Organization of the Committee's Work</p> <p><u>Composition of the Committee</u></p> <ol style="list-style-type: none"> 1 .By a decision of the Board of Directors, the Committee shall consist of at least THREE members and up to FIVE members, including at least one Independent member . 2 .In case the Chairman of the Committee is absent from a meeting, the members of the Committee shall nominate a Provisional Chairperson of the meeting . 3 .Non-Executive members or non-Board members, whether Shareholders or others, may be engaged . <p><u>Chairman of the Committee</u></p> <ol style="list-style-type: none"> 1 .At the beginning of each new session or in case of restructuring the Committee, the members of the Committee at the first meeting shall agree to select a Chairman of the Committee who should be an Independent member . 2 .The Chairman of the Board of Directors shall not be the Chairman of the Committee . 3 .The Chairman of the Committee shall organize the meetings of the Committee, determine the agenda of its meetings, and be

conflict whether it does or will exist later on. In any event, the member shall not be entitled to participate in the voting on a resolution marred by conflict of interest.

informed of all information and documents necessary to carry out its responsibilities .

4 .The Chairman of the Committee or any acting member must attend the General Assemblies to answer the Shareholders queries .

Appointment of Secretary of the Committee

1 .The Board's Secretariat assumes the Committee's Secretariat. The Committee may appoint a Secretary from among its members or others who shall meet the appropriate requirements for the position as stipulated in the CMA's Corporate Governance Regulation. The functions and responsibilities of the Secretary shall be related to the documentation of the meetings of the Committee and the preparation of records thereof, including debates and deliberations, the indication of the meeting's location, date, start and end time; documenting the Committee's decisions and results of the voting and keeping them in special and structured register; codifying the names of the members present and the reservation they have made, if any, and signing these records by all members present .

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Invitees

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2 .Invitees are not entitled to participate in any discussion relating to their appointment, benefits ,termination of their services or any other matter relating to them unless the Committee has requested them to participate in such discussions .

3 .Members of the Committee and other persons invited to the meetings of the Committee should not disclose the Company's secrets and maintain the confidentiality of the meetings and the discussions and documents review seen by the attendees .

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Termination of the Committee's Services

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2 .Any member of the Committee may resign from membership of the Committee by handing down a written notification to the

	<p>Chairman of the Board and the Chairman of the Committee. The resignation shall take effect from the date of handing over of the notice unless the notice specifies a time thereafter to carry out the resignation .</p> <p>3 .The membership of a Committee member shall be waived if he/she fails to attend the Committee’s meetings for more than three consecutive meetings without a prior authorization of the Chairman of the Committee or an acceptable excuse approved by the majority of the Committee’s members present .</p> <p>4 .The Committee is entitled to nominate a replacement member from among the members of the Board for accreditation by the Board to the vacant position. The new member shall complete the remaining term taking into account the conditions to be met by the member of the Committee .</p> <p><u>Committee Members’ Remuneration and Allowances</u></p> <p>1 .Each member of the Committee is entitled to receive annual bonuses, attendance allowances and other allowances as stipulated in the Company’s bylaws and the Policy of ‘Nominating members of the Board of Directors and its Committees’ members and their Remunerations and the Executive Management’s Remuneration .’</p> <p>2 .Members of the Committee are entitled to compensation for travel costs for attending meetings of the Committee from their place of residence to the location of the Company or the venue of the meeting , as well as any other costs associated with accommodation and transportation according to the applicable policy of the Company.</p>
<p>Article (7): Remuneration and Nominations Committee Meetings and Decisions</p> <p>1. The Committee shall hold at least TWO meetings per fiscal year.</p>	<p>Article (3): Committee meetings Meeting Invitation</p> <p>1 .The Committee shall meet at the invitation of its Chairman. The Chairman of the Committee shall also convene a meeting if</p>

2. The Committee may hold other meetings whenever necessary at the written request of its chairman or two of its members, the Board of Directors Chairman, the Managing Director of the CEO, taking into account the dates of the Board of Directors' meetings so that the Committee may submit its recommendations to the Board for timely decision.
3. The quorum for the Committee's meetings shall be the attendance of the majority of members.
4. The Committee's decisions shall be taken by majority, provided that there is a quorum. The Chairman of the Committee shall have a weighted vote in case of equal votes.
5. The Committee may hold its meetings by telephone or any of the visual or audio means of communication. A member may also prove his/her presence at any of the Committee's meetings by telephone participation or any of the visual or audio means of communication if he/she has an emergency circumstance to do so.
6. If necessary, the Committee may issue its decisions or recommendations by circulation.
7. The meetings of the Committee shall be documented by minutes or records kept in a special file, provided that these minutes or records include the date of the meeting, its location, the names of the attendees and absentees, the summary of the discussing and the recommendations reached.

two members of the Committee submit a written request to the Chairman of the Committee .

2 .The Committee shall be convened for the purpose of carrying out its functions at least every SIX months or whenever the need arises .

3 .If a member of the Committee cannot be present in person, he/she may use any of the modern communication methods to attend the Committee's meeting .

4 .Invitation to the meeting shall be sent in sufficient time with an indication of the time, date, location and schedule of the meeting, as well as the documents that will be discussed .

5 .The Committee shall hold all its meetings at the Company's Main Office or anywhere else agreed by the members of the Committee .

Meeting Agenda

The Secretary of the Committee, in coordination with the Chairman of the Committee, shall prepare the agenda of the Committee's meeting and schedule the topics for discussion in accordance with their importance and priorities. The meeting agenda should be reviewed and approved by the Chairman of the Committee before being distributed to members .

Quorum and Vote

1 .The majority of the members of the Committee must be present to complete the quorum of the Committee's meeting .

2 .A member of the Committee may not authorize another member to attend the Committee's meeting on his behalf or to vote for him at the meetings .

3 .The Committee's decisions shall be issued by a majority vote of the members present in the meeting .In the event of equal votes, the decision voted by the Chairman of the meeting shall be taken or it may be

postponed by the Chairman for further consideration .

4 .The Committee may not issue its decisions in such a way as to present them to the members dispersed except for urgent matters. Such decisions shall be effective if they are approved by at least two thirds of the members unless a member requests, in writing, a meeting of the Committee for deliberation .The decisions shall be submitted to the Committee at its first meeting for confirmation in the minutes of the meeting .

Minutes of the Meeting

1 .The Secretary of the Committee shall prepare and transmit the first draft of the minutes of the meeting to the members of the Committee within a sufficient period of time .

2 .The members of the Committee shall submit their feedback and views on the minutes within five working days from the date they received the first draft of the minutes from the Secretary-General of the Board .

3 .Any member may make a reservation to any decision taken by the Committee indicating the main reasons for the reservation. If any member emerges from the Committee's meeting prior to its conclusion, his/her reservation, if any, shall be limited to the decisions relating to the items to which he/she is present. However, if he/she wishes to do so, he/she shall provide in the minutes, in writing ,for those items which he/she did not attend that he/she did not attend their discussions .

4 .The Secretary of the Committee amends the first draft based on the Committee members' observations.

5 .Members of the Committee shall submit their observations of the minutes within TWO days of receiving the second draft from the Secretary of the Committee .

	<p>6 .The Secretary of the Committee shall prepare the final minutes and it shall be considered official as soon as it is signed by all the members present and the Secretary of the Committee .</p> <p>7 .The Secretary of the Committee shall send the approved and certified minutes to the members of the Committee .</p> <p>8 .If a member of the Committee wishes to include his observations in the agenda of the meeting following that meeting as one of the main topics, it shall be coordinated with the Committee Chairman to schedule it in the agenda of the meeting .</p> <p>9 .The Committee shall follow up on the results of its implemented decisions and any other topics discussed at previous meetings .</p> <p><u>Reports</u></p> <p>1 .The minutes and its documents, after adoption, shall be available and accessible for Board members .</p> <p>2 .The Committee shall make appropriate recommendations to the Board on matters falling within the Board’s competence and at the same time affecting the functions of the Committee.</p> <p><u>Resources and Information Sources</u></p> <p>The Committee has the right to have access to all necessary resources and information to enable it to discharge its functions, competencies and responsibilities fully.</p>
<p>Article (8): Chairman of the Remuneration and Nominations Committee</p> <p>The Chairman of the Committee shall supervise its work and represent it before the Board of Directors and others. He/she shall be responsible for:</p> <ol style="list-style-type: none"> 1. Convene the Committee and determine the time, date and venue of each meeting. 2. Chairing the Committee’s meetings. 	<p>Article (2): Organization of the Committee’s Work</p> <p><u>Composition of the Committee</u></p> <ol style="list-style-type: none"> 1 .By a decision of the Board of Directors, the Committee shall consist of at least THREE members and up to FIVE members, including at least one Independent member . 2 .In case the Chairman of the Committee is absent from a meeting, the members of the Committee shall nominate a Provisional Chairperson of the meeting .

3. Submit the results of the Committee's work, recommendations and reports to the Board of Directors.
4. Any other responsibilities entrusted to him/her by the Board of Directors.

3 .Non-Executive members or non-Board members, whether Shareholders or others, may be engaged .

Chairman of the Committee

1 .At the beginning of each new session or in case of restructuring the Committee, the members of the Committee at the first meeting shall agree to select a Chairman of the Committee who should be an Independent member .

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1 .Each member of the Committee is entitled to receive annual bonuses, attendance allowances and other allowances as stipulated in the Company's bylaws and the Policy of 'Nominating members of

	<p>the Board of Directors and its Committees' members and their Remunerations and the Executive Management's Remuneration . '</p> <p>2 .Members of the Committee are entitled to compensation for travel costs for attending meetings of the Committee from their place of residence to the location of the Company or the venue of the meeting , as well as any other costs associated with accommodation and transportation according to the applicable policy of the Company.</p>
<p>Article (9): Secretary of the Remuneration and Nomination Committee and his/her functions</p> <p>The Committee shall appoint a Secretary and he/she may be the Secretary of the Board of Directors or a member of the Committee. He/she shall carry out the work relating to the Committee and shall include assisting the Chairman of the Committee in preparing the agenda and its associated documentation, attending and documenting meetings of the Committee and coordinating with the members of the Committee regarding its work.</p>	<p>Article (2): Organization of the Committee's Work</p> <p><u>Composition of the Committee</u></p> <p>1 .By a decision of the Board of Directors, the Committee shall consist of at least THREE members and up to FIVE members, including at least one Independent member .</p> <p>2 .In case the Chairman of the Committee is absent from a meeting, the members of the Committee shall nominate a Provisional Chairperson of the meeting .</p> <p>3 .Non-Executive members or non-Board members, whether Shareholders or others, may be engaged .</p> <p><u>Chairman of the Committee</u></p> <p>1 .At the beginning of each new session or in case of restructuring the Committee, the members of the Committee at the first meeting shall agree to select a Chairman of the Committee who should be an Independent member .</p> <p>2 .The Chairman of the Board of Directors shall not be the Chairman of the Committee .</p> <p>3 .The Chairman of the Committee shall organize the meetings of the Committee, determine the agenda of its meetings, and be informed of all information and documents necessary to carry out its responsibilities .</p> <p>4 .The Chairman of the Committee or any acting member must attend the General Assemblies to answer the Shareholders queries .</p>

Appointment of Secretary of the Committee

1 .The Board's Secretariat assumes the Committee's Secretariat. The Committee may appoint a Secretary from among its members or others who shall meet the appropriate requirements for the position as stipulated in the CMA's Corporate Governance Regulation. The functions and responsibilities of the Secretary shall be related to the documentation of the meetings of the Committee and the preparation of records thereof, including debates and deliberations, the indication of the meeting's location, date, start and end time; documenting the Committee's decisions and results of the voting and keeping them in special and structured register; codifying the names of the members present and the reservation they have made, if any, and signing these records by all members present .

2 .Provide Committee members with the Committee's agenda, working papers, documents and information, and any additional documents or information requested by any Committee members relevant to the topics covered in the agenda of the meeting .

3 .Inform the members of the Committee of the dates of the Committee's meetings well in advance .

4 .Submit periodic reports on the activities and work of the Committee to the Board and perform all other tasks that may be entrusted to it by the Committee .

5 .The Committee's Secretary is not entitled to participate in or vote on any of the Committee's resolutions.

Invitees

1 .Only members of the Committee shall be entitled to attend its meetings, and when necessary, other persons may be invited to attend any meeting or a part of it thereof, on the understanding that the invitees shall not

have the right to vote on any decision taken by the Committee .

2 .Invitees are not entitled to participate in any discussion relating to their appointment, benefits ,termination of their services or any other matter relating to them unless the Committee has requested them to participate in such discussions .

3 .Members of the Committee and other persons invited to the meetings of the Committee should not disclose the Company's secrets and maintain the confidentiality of the meetings and the discussions and documents review seen by the attendees .

Duration of the Committee's Work

The duration of the work of the Committee shall commence on the date of its formation and shall expire upon the expiration of the duration of the session of the Board or the termination of its services by the Board. The term of the Committee's work must correspond to the term of the Board's .

Termination of the Committee's Services

1 .A decision by the Board of Directors may terminate the membership of the entire Committee or one of its members due to the member's abuse of his position on the Committee or misconduct which the Board considers to be detrimental to the objectives and reputation of the Company in general and the Committee in particular .

2 .Any member of the Committee may resign from membership of the Committee by handing down a written notification to the Chairman of the Board and the Chairman of the Committee. The resignation shall take effect from the date of handing over of the notice unless the notice specifies a time thereafter to carry out the resignation .

	<p>3 .The membership of a Committee member shall be waived if he/she fails to attend the Committee’s meetings for more than three consecutive meetings without a prior authorization of the Chairman of the Committee or an acceptable excuse approved by the majority of the Committee’s members present .</p> <p>4 .The Committee is entitled to nominate a replacement member from among the members of the Board for accreditation by the Board to the vacant position. The new member shall complete the remaining term taking into account the conditions to be met by the member of the Committee .</p> <p><u>Committee Members’ Remuneration and Allowances</u></p> <p>1 .Each member of the Committee is entitled to receive annual bonuses, attendance allowances and other allowances as stipulated in the Company’s bylaws and the Policy of ‘Nominating members of the Board of Directors and its Committees’ members and their Remunerations and the Executive Management’s Remuneration .’</p> <p>2 .Members of the Committee are entitled to compensation for travel costs for attending meetings of the Committee from their place of residence to the location of the Company or the venue of the meeting , as well as any other costs associated with accommodation and transportation according to the applicable policy of the Company.</p>
<p>Article (10): Assistance and consultation The Remuneration and Nominations Committee may use the resources of the Company or others according to the following controls:</p> <p>1. The Committee requests the Company to use its resources through the Secretary of the Board of Directors. The Committee may hire any member of the Board or the Company’s employees or consultants to</p>	<p>Article (3): Committee meetings <u>Meeting Invitation</u></p> <p>1 .The Committee shall meet at the invitation of its Chairman. The Chairman of the Committee shall also convene a meeting if two members of the Committee submit a written request to the Chairman of the Committee .</p> <p>2 .The Committee shall be convened for the purpose of carrying out its functions at least</p>

<p>seek assistance and advice or to undertake research or studies on any matter related to its responsibilities and functions.</p> <p>2. The Remuneration and Nominations Committee may seek assistance and advice from others or undertake research or studies in any way related to its responsibilities and functions. This consultation must be obtained based on contracts concluded in accordance with the Company's bylaws to ensure the protection of the Company's secrets.</p> <p>3. The fees and costs of consulting above are determined on an objective basis consistent with equal payment.</p>	<p>every SIX months or whenever the need arises .</p> <p>3 .If a member of the Committee cannot be present in person, he/she may use any of the modern communication methods to attend the Committee's meeting .</p> <p>4 .Invitation to the meeting shall be sent in sufficient time with an indication of the time, date, location and schedule of the meeting, as well as the documents that will be discussed .</p> <p>5 .The Committee shall hold all its meetings at the Company's Main Office or anywhere else agreed by the members of the Committee .</p> <p><u>Meeting Agenda</u></p> <p>The Secretary of the Committee, in coordination with the Chairman of the Committee, shall prepare the agenda of the Committee's meeting and schedule the topics for discussion in accordance with their importance and priorities. The meeting agenda should be reviewed and approved by the Chairman of the Committee before being distributed to members .</p> <p><u>Quorum and Vote</u></p> <p>1 .The majority of the members of the Committee must be present to complete the quorum of the Committee's meeting .</p> <p>2 .A member of the Committee may not authorize another member to attend the Committee's meeting on his behalf or to vote for him at the meetings .</p> <p>3 .The Committee's decisions shall be issued by a majority vote of the members present in the meeting .In the event of equal votes, the decision voted by the Chairman of the meeting shall be taken or it may be postponed by the Chairman for further consideration .</p> <p>4 .The Committee may not issue its decisions in such a way as to present them to the members dispersed except for urgent matters. Such decisions shall be effective if</p>
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they are approved by at least two thirds of the members unless a member requests, in writing, a meeting of the Committee for deliberation .The decisions shall be submitted to the Committee at its first meeting for confirmation in the minutes of the meeting .

Minutes of the Meeting

1 .The Secretary of the Committee shall prepare and transmit the first draft of the minutes of the meeting to the members of the Committee within a sufficient period of time .

2 .The members of the Committee shall submit their feedback and views on the minutes within five working days from the date they received the first draft of the minutes from the Secretary-General of the Board .

3 .Any member may make a reservation to any decision taken by the Committee indicating the main reasons for the reservation. If any member emerges from the Committee’s meeting prior to its conclusion, his/her reservation, if any, shall be limited to the decisions relating to the items to which he/she is present. However, if he/she wishes to do so, he/she shall provide in the minutes, in writing ,for those items which he/she did not attend that he/she did not attend their discussions .

4 .The Secretary of the Committee amends the first draft based on the Committee members’ observations.

5 .Members of the Committee shall submit their observations of the minutes within TWO days of receiving the second draft from the Secretary of the Committee .

6 .The Secretary of the Committee shall prepare the final minutes and it shall be considered official as soon as it is signed by all the members present and the Secretary of the Committee .

	<p>7 .The Secretary of the Committee shall send the approved and certified minutes to the members of the Committee .</p> <p>8 .If a member of the Committee wishes to include his observations in the agenda of the meeting following that meeting as one of the main topics, it shall be coordinated with the Committee Chairman to schedule it in the agenda of the meeting .</p> <p>9 .The Committee shall follow up on the results of its implemented decisions and any other topics discussed at previous meetings .</p> <p><u>Reports</u></p> <p>1 .The minutes and its documents, after adoption, shall be available and accessible for Board members .</p> <p>2 .The Committee shall make appropriate recommendations to the Board on matters falling within the Board’s competence and at the same time affecting the functions of the Committee.</p> <p><u>Resources and Information Sources</u></p> <p>The Committee has the right to have access to all necessary resources and information to enable it to discharge its functions, competencies and responsibilities fully.</p>
<p>Article (11): Remuneration and Nominations Committee Members’ Allowances, Expenses and Fees</p> <ol style="list-style-type: none"> 1. The policy approved by the Board of Directors applies to the allowances and expenses of Board members attending meetings of the Board and its committees. 2. The Board of Directors shall consider the fees of the members of the Committee other than the allowances and expenses of attendance above in order to compensate them for the effort, time and value of their work to the Company. The performance of the Committee’s members and Chairman is taken into account in the assessment of fees. 	<p>Article (2): Organization of the Committee’s Work</p> <p><u>Composition of the Committee</u></p> <ol style="list-style-type: none"> 1 .By a decision of the Board of Directors, the Committee shall consist of at least THREE members and up to FIVE members, including at least one Independent member . 2 .In case the Chairman of the Committee is absent from a meeting, the members of the Committee shall nominate a Provisional Chairperson of the meeting . 3 .Non-Executive members or non-Board members, whether Shareholders or others, may be engaged . <p><u>Chairman of the Committee</u></p> <ol style="list-style-type: none"> 1 .At the beginning of each new session or in case of restructuring the Committee, the

3. In the event that any member of the Committee is assigned to work or task outside the scope of his/her work, he/she shall be compensated for in accordance with the same fare following the approval of the Board of Directors in this regard.

members of the Committee at the first meeting shall agree to select a Chairman of the Committee who should be an Independent member .

2 .The Chairman of the Board of Directors shall not be the Chairman of the Committee .

3 .The Chairman of the Committee shall organize the meetings of the Committee, determine the agenda of its meetings, and be informed of all information and documents necessary to carry out its responsibilities .

4 .The Chairman of the Committee or any acting member must attend the General Assemblies to answer the Shareholders queries.

Appointment of Secretary of the Committee

1 .The Board's Secretariat assumes the Committee's Secretariat. The Committee may appoint a Secretary from among its members or others who shall meet the appropriate requirements for the position as stipulated in the CMA's Corporate Governance Regulation. The functions and responsibilities of the Secretary shall be related to the documentation of the meetings of the Committee and the preparation of records thereof, including debates and deliberations, the indication of the meeting's location, date, start and end time; documenting the Committee's decisions and results of the voting and keeping them in special and structured register; codifying the names of the members present and the reservation they have made, if any, and signing these records by all members present .

2 .Provide Committee members with the Committee's agenda, working papers, documents and information, and any additional documents or information requested by any Committee members relevant to the topics covered in the agenda of the meeting .

3 .Inform the members of the Committee of the dates of the Committee’s meetings well in advance .

4 .Submit periodic reports on the activities and work of the Committee to the Board and perform all other tasks that may be entrusted to it by the Committee .

5 .The Committee’s Secretary is not entitled to participate in or vote on any of the Committee’s resolutions.

Invitees

1 .Only members of the Committee shall be entitled to attend its meetings, and when necessary, other persons may be invited to attend any meeting or a part of it thereof, on the understanding that the invitees shall not have the right to vote on any decision taken by the Committee .

2 .Invitees are not entitled to participate in any discussion relating to their appointment, benefits ,termination of their services or any other matter relating to them unless the Committee has requested them to participate in such discussions .

3 .Members of the Committee and other persons invited to the meetings of the Committee should not disclose the Company’s secrets and maintain the confidentiality of the meetings and the discussions and documents review seen by the attendees .

Duration of the Committee’s Work

The duration of the work of the Committee shall commence on the date of its formation and shall expire upon the expiration of the duration of the session of the Board or the termination of its services by the Board. The term of the Committee’s work must correspond to the term of the Board’s .

Termination of the Committee’s Services

1 .A decision by the Board of Directors may terminate the membership of the entire Committee or one of its members due to the member's abuse of his position on the Committee or misconduct which the Board considers to be detrimental to the objectives and reputation of the Company in general and the Committee in particular .

2 .Any member of the Committee may resign from membership of the Committee by handing down a written notification to the Chairman of the Board and the Chairman of the Committee. The resignation shall take effect from the date of handing over of the notice unless the notice specifies a time thereafter to carry out the resignation .

3 .The membership of a Committee member shall be waived if he/she fails to attend the Committee's meetings for more than three consecutive meetings without a prior authorization of the Chairman of the Committee or an acceptable excuse approved by the majority of the Committee's members present .

4 .The Committee is entitled to nominate a replacement member from among the members of the Board for accreditation by the Board to the vacant position. The new member shall complete the remaining term taking into account the conditions to be met by the member of the Committee .

Committee Members' Remuneration and Allowances

1 .Each member of the Committee is entitled to receive annual bonuses, attendance allowances and other allowances as stipulated in the Company's bylaws and the Policy of 'Nominating members of the Board of Directors and its Committees' members and their Remunerations and the Executive Management's Remuneration .'

2 .Members of the Committee are entitled to compensation for travel costs for attending meetings of the Committee from their place

	<p>of residence to the location of the Company or the venue of the meeting , as well as any other costs associated with accommodation and transportation according to the applicable policy of the Company.</p>
<p>Article (12): Final Provisions</p> <ol style="list-style-type: none"> 1. These Regulations shall be issued by decision of the Board of Directors and shall take effect from the date of approval by the General Assembly. 2. The Board of Directors alone clarify or interpret the articles of these Regulations. 3. The Board of Directors may make any necessary amendment to these Regulations with the need to submit it to the General Assembly of the Company for approval of such amendment/s if the amended items relate to the rules for the selection of members of the Committee, the term of office or the working method of the Committee. 4. The Company shall publish these Regulations or its summary on the Company's website 	<p>General Provisions</p> <ol style="list-style-type: none"> 1 .These Regulations shall be effective from the date of approval by the General Assembly and shall not be amended, deleted or added to unless approved by the General Assembly . 2 .These Regulations are complementary to the Company's bylaws, the Company's Governance Regulations and the Policy of 'Nominating members of the Board of Directors and its Committees 'members and their Remunerations and the Executive Management's Remuneration', and other related Regulations . 3 .All that has not been provided for in these Regulations shall apply the relevant provisions and regulations issued by the competent authorities.

**Working Regulations of the
Remuneration and Nomination
Committee BEFORE Amendments**

Remuneration and Nomination Committee Regulations

1. General Provisions

Pursuant to the decision of the CMA Board No. (1-10-2010), dated 30\03\1431H, corresponding to 16\03\2010 to form a committee called the Remuneration and Nomination Committee, the Board of Directors of Saudi Cable Company, a Public Joint Stock Company, decided the following:

- a. Establishment of a committee called the Remuneration and Nominations Committee whose main functions will be to assist the Board in the performance of its duties and responsibilities relating to the policies and criteria of Board membership and the policies and remuneration of Board members, Senior Executives and Company officials and associated functions.
- b. The terms of reference of the Remuneration and Nominations Committee shall be for the Board of Directors. The Committee shall present the results of its work and make recommendations, decisions and reports to the Board of Directors periodically.

2. Formation of the Committee

The Remuneration and Nominations Committee shall be constituted, by a decision of the Board of Directors, of at least THREE (3) members, the majority of whom shall be non-Executive members of the Board. Members other than members of the Board may be appointed. The decision shall specify their term not exceeding the term of the Board, and the Board shall select from among them a Chairman of the Committee.

3. Conditions for Remuneration and Nomination Committee's Membership

The member shall abide by the principle of non-conflict of interest as defined by custom and law.

4. Term and Expiration of Membership

- a. The term of membership of the members of this Committee shall be valid for the period fixed by the Board of Directors not exceeding the term of office of the Board of Directors.
- b. The membership of any member of the Committee shall be terminated by decision of the Board of Directors in the event of the member's request for exemption, resignation or absence from two consecutive meetings without excuse acceptable to the Chairman of the Committee or serious breach of the terms of membership or of his/her functions and responsibilities after consideration of the recommendation made by the Chairman of the Committee of this regard.
- c. The Board of Directors shall appoint by decision another member of the Committee as a substitute for the member whose membership has expired, bearing in mind in any event that the number of members of the Committee shall not be less than THREE (3) members.

5. Functions and Responsibilities of the Remuneration and Nominations Committee

In addition to any other responsibilities entrusted to it, this Committee's responsibilities are:

- a. Recommend to the Board of Directors the nomination of membership of the Board in accordance with the approved policies and criteria, taking into account not nominating any person previously convicted of committing a breach against trust and honor.
- b. Annual review of the required skill requirements for Board membership and a description of the capabilities and qualifications required for Board membership, including determining the time the member needs to allocate to the Board's work.
- c. Review the Board structure and make recommendations on possible changes.
- d. Identify the strengths and weaknesses of the Board and propose to address them in accordance with the Company's interest.
- e. Ascertain annually the independence of independent members and the absence of any conflict of interest if the member is a member of another company's board of directors.
- f. Establish clear policies for compensation and remuneration for Board members and Senior Executives taking into account the use of performance-related criteria.

- g. Prepare periodic and annual reports on the Committee's work and annual disclosure report in accordance with the regulations and submit it to the Board of Directors.
- h. Review the Committee's regulations periodically at least once a year and make recommendations thereon to the Board of Directors.

6. Duties and Responsibilities of the Member of the Remuneration and Nominations Committee

Each member of the Remuneration and Nominations Committee shall adhere to the following:

- a. Regular attendance at meetings of the Committee and active participation in the Committee's work.
- b. The obligation to preserve the secrets of the Company. The member of the Committee may not disclose to shareholders or others the Company's secrets that he has been held on account of doing his/her job or that must be changed as well as enduring reparation that has ensued.
- c. Disclose to the Committee the status of his/her membership's incompatibility with the conditions of membership, as well as if there is a conflict with the conditions of his/her membership in future.
- d. The member shall abide by the principle of non-conflict of interest as defined by custom and law and shall disclose such conflict whether it does or will exist later on. In any event, the member shall not be entitled to participate in the voting on a resolution marred by conflict of interest.

7. Remuneration and Nominations Committee Meetings and Decisions

- a. The Committee shall hold at least TWO meetings per fiscal year.
- b. The Committee may hold other meetings whenever necessary at the written request of its Chairman or two of its members, the Board of Directors Chairman, the Managing Director of the CEO, taking into account the dates of the Board of Directors' meetings so that the Committee may submit its recommendations to the Board for timely decision.
- c. The quorum for the Committee's meetings shall be the attendance of the majority of members.

- d. The Committee's decisions shall be taken by majority, provided that there is a quorum. The Chairman of the Committee shall have a weighted vote in case of equal votes.
- e. The Committee may hold its meetings by telephone or any of the visual or audio means of communication. A member may also prove his/her presence at any of the Committee's meetings by telephone participation or any of the visual or audio means of communication if he/she has an emergency circumstance to do so.
- f. If necessary, the Committee may issue its decisions or recommendations by circulation.
- g. The meetings of the Committee shall be documented by minutes or records kept in a special file, provided that these minutes or records include the date of the meeting, its location, the names of the attendees and absentees, the summary of the discussing and the recommendations reached.

8. Chairman of the Remuneration and Nominations Committee

The Chairman of the Committee shall supervise its work and represent it before the Board of Directors and others. He/she shall be responsible for:

- a. Convene the Committee and determine the time, date and venue of each meeting.
- b. Chairing the Committee's meetings.
- c. Submit the results of the Committee's work, recommendations and reports to the Board of Directors.
- d. Any other responsibilities entrusted to him/her by the Board of Directors.

9. Secretary of the Remuneration and Nomination Committee and his/her functions

The Committee shall appoint a Secretary and he/she may be the Secretary of the Board of Directors or a member of the Committee. He/she shall carry out the work relating to the Committee and shall include assisting the Chairman of the Committee in preparing the agenda and its associated documentation, attending and documenting meetings of the Committee and coordinating with the members of the Committee regarding its work.

10. Assistance and consultation

The Remuneration and Nominations Committee may use the resources of the Company or others according to the following controls:

- a. The Committee requests the Company to use its resources through the Secretary of the Board of Directors. The Committee may hire any member of the Board or the Company's employees or consultants to seek assistance and advice or to undertake research or studies on any matter related to its responsibilities and functions.
- b. The Remuneration and Nominations Committee may seek assistance and advice from others or undertake research or studies in any way related to its responsibilities and functions. This consultation must be obtained based on contracts concluded in accordance with the Company's bylaws to ensure the protection of the Company's secrets.
- c. The fees and costs of consulting above are determined on an objective basis consistent with equal payment.

11. Remuneration and Nominations Committee Members' Allowances, Expenses and Fees

- a. The policy approved by the Board of Directors applies to the allowances and expenses of Board members attending meetings of the Board and its committees.
- b. The Board of Directors shall consider the fees of the members of the Committee other than the allowances and expenses of attendance above in order to compensate them for the effort, time and value of their work to the Company. The performance of the Committee's members and Chairman is taken into account in the assessment of fees.
- c. In the event that any member of the Committee is assigned to work or task outside the scope of his/her work, he/she shall be compensated for in accordance with the same fare following the approval of the Board of Directors in this regard.

Article (12): Final Provisions

- a. These Regulations shall be issued by decision of the Board of Directors and shall take effect from the date of approval by the General Assembly.
- b. The Board of Directors alone clarify or interpret the articles of these Regulations.
- c. The Board of Directors may make any necessary amendment to these Regulations with the need to submit it to the General Assembly of the Company for approval of such amendment/s if the amended items relate to the rules for the selection of members of the Committee, the term of office or the working method of the Committee.
- d. The Company shall publish these Regulations or its summary on the Company's website.

Note:

1. The Charter of Nomination and Remuneration Committee (N&RC) initially approved in the Ordinary General Assembly (**OGA**) **Number 36** held on 07th June 2011.
2. The Charter of N&RC first time amended and approved in the **OGA** **Number 38** held on 28th May 2013.

**Working Regulations of the
Remuneration and Nomination
Committee AFTER Amendments**

Working Regulations of the Remuneration and Nomination Committee

2022

الكابلات السعودية
Saudi Cable



Preface

1. The Remuneration and Nomination Committee shall assume the competencies and functions set out in these regulations.
2. The Committee's regulations clarify the scope, structure, and competencies.
3. In order to keep abreast of the relevant best practices and ensure that the Company's work is in line with the best practices in the field of corporate governance, the Committee shall review these regulations periodically and make recommendations to the Board to adopt any necessary amendments in accordance with the applicable regulations.
4. The Board periodically assess the Committee's performance and provide guidance for the upgrading of its performance.

Article (1): Committee's terms of reference

The Committee shall exercise all the powers entrusted to it, report to and maintain direct channels of communication with the Board of Directors and is not entitled to amend any decision issued by the Board.

The Committee's terms of reference under the relevant provisions and regulations shall be as follows:

1. Prepare and submit to the Board, for consideration for approval by the General Assembly, a clear policy of remuneration for Board and its Committees' members and the executive management. Taking into account performance-related criteria, disclosure and verification of their implementation.
2. Clarify the relationship between the given remuneration and the applicable remuneration policy and indicate any substantial deviation from the policy.
3. Periodic review of the remuneration policy and assessment of its effectiveness in achieving its objectives.
4. Recommend to the Board of Directors the remuneration of the Board and its Committee' members, and Senior Executives of the Company in accordance with the approved policy.
5. Propose clear policies and criteria for membership of the Board and Executive Management.
6. Make recommendations to the Board to nominate and re-nominate its members in accordance with the approved policies and criteria, taking into account not nomination anyone previously convicted of a breach of trust.
7. Prepare a description of the capabilities and qualifications required for Board membership and Executive Management posts.
8. Determine the time a member has to devote to the work of the Board.
9. Annual review of the requirements of skills and expertise appropriate for Board membership and Executive Management posts.
10. Review the structure of the Board of Directors and Executive Management and make recommendations on possible changes.
11. To verify Annually the independence of Independent members and the absence of any conflict of interests if the member is a member of another company's Board.
12. Prepare a job description for Executive members, Non-Executive members, Independent members, and Senior Executives.
13. Prepare special procedures in the event of vacancy of a position of a Board member or Senior Executive.

14. Identify weaknesses and strengths in the Board and propose solutions to address them in accordance with the Company's interests.
15. Make recommendations to the Board on the nomination of members of other committees and Executive Management.

Article (2) : Organization of the Committee's Work

Composition of the Committee

1. By a decision of the Board of Directors, the Committee shall consist of at least THREE members and up to FIVE members, including at least one Independent member.
2. In case the Chairman of the Committee is absent from a meeting, the members of the Committee shall nominate a Provisional Chairperson of the meeting.
3. Non-Executive members or non-Board members, whether Shareholders or others, may be engaged.

Chairman of the Committee

1. At the beginning of each new session or in case of restructuring the Committee, the members of the Committee at the first meeting shall agree to select a Chairman of the Committee who should be an Independent member.
2. The Chairman of the Board of Directors shall not be the Chairman of the Committee.
3. The Chairman of the Committee shall organize the meetings of the Committee, determine the agenda of its meetings, and be informed of all information and documents necessary to carry out its responsibilities.
4. The Chairman of the Committee or any acting member must attend the General Assemblies to answer the Shareholders queries.

Appointment of Secretary of the Committee

1. The Board's Secretariat assumes the Committee's Secretariat. The Committee may appoint a Secretary from among its members or others who shall meet the appropriate requirements for the position as stipulated in the CMA's Corporate Governance Regulation. The functions and responsibilities of the Secretary shall be related to the documentation of the meetings of the Committee and the preparation of records thereof, including debates and deliberations, the indication of the meeting's location, date, start and end time; documenting the Committee's decisions and results of the voting and keeping them in special and structured register; codifying the names of the members present and the reservation they have made, if any, and signing these records by all members present.
2. Provide Committee members with the Committee's agenda, working papers, documents and information, and any additional documents or information requested by any Committee members relevant to the topics covered in the agenda of the meeting.
3. Inform the members of the Committee of the dates of the Committee's meetings well in advance.
4. Submit periodic reports on the activities and work of the Committee to the Board and perform all other tasks that may be entrusted to it by the Committee.
5. The Committee's Secretary is not entitled to participate in or vote on any of the Committee's resolutions.

Invitees

1. Only members of the Committee shall be entitled to attend its meetings, and when necessary, other persons may be invited to attend any meeting or a part of it thereof, on the understanding that the invitees shall not have the right to vote on any decision taken by the Committee.
2. Invitees are not entitled to participate in any discussion relating to their appointment, benefits, termination of their services or any other matter relating to them unless the Committee has requested them to participate in such discussions.
3. Members of the Committee and other persons invited to the meetings of the Committee should not disclose the Company's secrets and maintain the confidentiality of the meetings and the discussions and documents review seen by the attendees.

Duration of the Committee's Work

The duration of the work of the Committee shall commence on the date of its formation and shall expire upon the expiration of the duration of the session of the Board or the termination of its services by the Board. The term of the Committee's work must correspond to the term of the Board's.

Termination of the Committee's Services

1. A decision by the Board of Directors may terminate the membership of the entire Committee or one of its members due to the member's abuse of his position on the Committee or misconduct which the Board considers to be detrimental to the objectives and reputation of the Company in general and the Committee in particular.
2. Any member of the Committee may resign from membership of the Committee by handing down a written notification to the Chairman of the Board and the Chairman of the Committee. The resignation shall take effect from the date of handing over of the notice unless the notice specifies a time thereafter to carry out the resignation.
3. The membership of a Committee member shall be waived if he/she fails to attend the Committee's meetings for more than three consecutive meetings without a prior authorization of the Chairman of the Committee or an acceptable excuse approved by the majority of the Committee's members present.
4. The Committee is entitled to nominate a replacement member from among the members of the Board for accreditation by the Board to the vacant position. The new member shall complete the remaining term taking into account the conditions to be met by the member of the Committee.

Committee Members' Remuneration and Allowances

1. Each member of the Committee is entitled to receive annual bonuses, attendance allowances and other allowances as stipulated in the Company's bylaws and the Policy of 'Nominating members of the Board of Directors and its Committees' members and their Remunerations and the Executive Management's Remuneration'.
2. Members of the Committee are entitled to compensation for travel costs for attending meetings of the Committee from their place of residence to the location of the Company or the venue of the meeting, as well as any other costs associated with accommodation and transportation according to the applicable policy of the Company.

Article (3): Committee meetings

Meeting Invitation

1. The Committee shall meet at the invitation of its Chairman. The Chairman of the Committee shall also convene if two members of the Committee submit a written request to the Chairman of the Committee.
2. The Committee shall be convened for the purpose of carrying out its functions and at least every SIX months or whenever the need arises.
3. If a member of the Committee cannot be present in person, he/she may use any of the modern communication methods to attend the Committee's meeting.
4. Invitation to the meeting shall be sent in sufficient time with an indication of the time, date, location and schedule of the meeting, as well as the documents that will be discussed.
5. The Committee shall hold all its meetings at the Company's Main Office or anywhere else agreed by the members of the Committee.

Meeting Agenda

The Secretary of the Committee, in coordination with the Chairman of the Committee, shall prepare the agenda of the Committee's meeting and schedule the topics for discussion in accordance with their importance and priorities. The meeting agenda should be reviewed and approved by the Chairman of the Committee before being distributed to members.

Quorum and Vote

1. The majority of the members of the Committee must be present to complete the quorum of the Committee's meeting.
2. A member of the Committee may not authorize another member to attend the Committee's meeting on his behalf or to vote for him at the meetings.
3. The Committee's decisions shall be issued by a majority vote of the members present in the meeting. In the event of equal votes, the decision voted by the Chairman of the meeting shall be taken or it may be postponed by the Chairman for further consideration.
4. The Committee may not issue its decisions in such a way as to present them to the members dispersed except for urgent matters. Such decisions shall be effective if they are approved by at least two thirds of the members unless a member requests, in writing, a meeting of the Committee for deliberation. The decisions shall be submitted to the Committee at its first meeting for confirmation in the minutes of the meeting.

Minutes of the Meeting

1. The Secretary of the Committee shall prepare and transmit the first draft of the minutes of the meeting to the members of the Committee within a sufficient period of time.
2. The members of the Committee shall submit their feedback and views on the minutes within five working days from the date they received the first draft of the minutes from the Secretary-General of the Board.
3. Any member may make a reservation to any decision taken by the Committee indicating the main reasons for the reservation. If any member emerges from the Committee's meeting prior to its conclusion, his/her reservation, if any, shall be limited to the decisions relating to the items to which he/she is present. However, if he/she wishes to do so, he/she shall provide in the minutes, in writing, for those items which he/she did not attend that he/she did not attend their discussions.
4. The Secretary of the Committee amends the first draft based on the Committee members' observations.

5. Members of the Committee shall submit their observations of the minutes within TWO days of receiving the second draft from the Secretary of the Committee.
6. The Secretary of the Committee shall prepare the final minutes and it shall be considered official as soon as it is signed by all the members present and the Secretary of the Committee.
7. The Secretary of the Committee shall send the approved and certified minutes to the members of the Committee.
8. If a member of the Committee wishes to include his observations in the agenda of the meeting following that meeting as one of the main topics, it shall be coordinated with the Committee Chairman to schedule it in the agenda of the meeting.
9. The Committee shall follow up on the results of its implemented decisions and any other topics discussed at previous meetings.

Reports

1. The minutes and its documents, after adoption, shall be available and accessible for Board members.
2. The Committee shall make appropriate recommendations to the Board on matters falling within the Board's competence and at the same time affecting the functions of the Committee.

Resources and Information Sources

The Committee has the right to have access to all necessary resources and information to enable it to discharge its functions, competencies and responsibilities fully.

General Provisions

1. These Regulations shall be effective from the date of approval by the General Assembly and shall not be amended, deleted or added to unless approved by the General Assembly.
2. These Regulations are complementary to the Company's bylaws, the Company's Governance Regulations and the Policy of 'Nominating members of the Board of Directors and its Committees' members and their Remunerations and the Executive Management's Remuneration', and other related Regulations.
3. All that has not been provided for in these Regulations shall apply the relevant provisions and regulations issued by the competent authorities.