

Board's Membership Policies, Standards, Procedures and Controls

| Article before amendments | Article after amendments |
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| <p>Preamble These policies are aiming to establish clear and specific criteria and procedures for membership in the Board of Directors of Saudi Cable Company in accordance with the provisions of Article (3) of the Corporate Governance Regulation issued by the Board of the CMA pursuant to Decision No. (8-16-2017) dated on 16/05/1438H corresponding to 13/02/2017.</p> | <p>Article (1): Preamble These Regulations were prepared in accordance with the requirements of the CMA's Corporate Governance Regulations and the Company's Bylaws.</p> |
| <p>1st: Composition of the Board of Directors The compositions of the Board of Directors shall take into account the following:</p> <ol style="list-style-type: none"> 1. The number of Board members shall be SEVEN in accordance with the Company's bylaws. 2. The majority of the members shall be of non-Executive members. 3. The number of the independent members shall not be less than one-third of the members of the Board. 4. Composition of the Board from members with different skills, specializations and expertise complementing some of the Board's membership in the interest of the Company and shareholders. | <p>Article (2): Composition of the Board of Directors The compositions of the Board of Directors shall take into account the following:</p> <ol style="list-style-type: none"> a. The number of its members is commensurate with the size of the Company and the nature of its activity, without prejudice to Article (3) Paragraph (a), of these Regulations. b. The majority of the members shall be of non-Executive members. c. The number of the Independent members shall not be less than TWO or one-third of the members of the Board, whichever is more. |
| <p>2nd: Appointment of Board Members</p> <ol style="list-style-type: none"> 1. The General Assembly shall elect the members of the Board for a term of THREE years and may reelect them unless otherwise provided in the Company's bylaws. 2. A member of the Board shall not be the member of the Board of more than FIVE joint stock companies listed in the market at the same time. 3. The Company shall notify the Authority of the names of the members of the Board of Directors and the qualifications of their membership within FIVE working days from the date of commencement of the session of the Board of Directors or from the date of their appointment, whichever is closer, and any changes to their membership within FIVE working days from the date of the changes. | <p>Article (3): Appointment of Board Members</p> <ol style="list-style-type: none"> a. The Company's bylaws determine the number of Board members. At least THREE and no more than ELEVEN. b. The General Assembly shall elect members of the Board for the period stipulated in the Company's bylaws. c. A member of the Board shall not be the member of the Board of more than FIVE joint stock companies listed in the market at the same time. d. The Company shall notify the Authority of the names of the members of the Board of Directors and the qualifications of their membership within FIVE working days from the date of commencement of the session of the Board of Directors or from the date of their appointment, whichever is closer, and any changes to their membership within FIVE working days from the date of the changes. |

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| <p>3rd: Terms of Membership of the Board of the Directors</p> <ol style="list-style-type: none"> 1. Leadership Capacity: He/she has to have leadership skills that qualify him/her for the granting of powers in order to stimulate performance and apply best practices in the field of effective management and adherence to professional values and ethics. 2. Board members do not interfere in the exercise of the specific functions and powers of the Company's Executive Management. 3. Competency: He/she has to have practical qualifications, appropriate professional and personal skills, level of training, practical experience relevant to the Company's current and future activities, or in management, economy, accounting, law or governance, as well as a desire for learning and training. 4. Ability to Guide: he/she has to have technical capabilities, leadership, management, expeditious decision-making and technical workflow requirements to be able to provide strategic guidance, planning and clear vision for the future. 5. Financial Knowledge: this is to be able to read and understand financial statements and reports. 6. Physical Fitness: he/she has no health impediment to the exercise of his/her functions and competencies. 7. When electing members of the Board, the General Assembly shall take into account the recommendations of the Nominations Committee and the availability of the personal and professional qualifications necessary for the effective performance of their duties in accordance with this Article. 8. He/she has to have at least a member with managerial and professional competencies in the manufacturing and activity of the Company. | <p>Article (4): Terms of Membership of the Board of the Directors</p> <p>A member of the Board shall be sufficiently professional, knowledgeable, skilled and independent to carry out his/her duties efficiently and competently, taking into account, in particular, the following:</p> <ol style="list-style-type: none"> 1. Leadership Capacity: He/she has to have leadership skills that qualify him/her for the granting of powers in order to stimulate performance and apply best practices in the field of effective management and adherence to professional values and ethics. 2. Competency: He/she has to have practical qualifications, appropriate professional and personal skills, level of training, practical experience relevant to the Company's current and future activities, or in management, economy, accounting, law or governance, as well as a desire for learning and training. 3. Financial Knowledge: this is to be able to read and understand financial statements and reports. 4. Physical Fitness: he/she has no health impediment to the exercise of his/her functions and competencies. <p>When electing members of the Board, the General Assembly shall take into account the recommendations of the Nominations Committee and the availability of the personal and professional qualifications necessary for the effective performance of their duties in accordance with this Article.</p> |
| <p>4th: Membership Procedures on the Company's Board of Directors</p> <ol style="list-style-type: none"> 1. The Nominations and Remuneration Committee coordinates with the Executive Management of the Company to announce the opening of the nomination for | <p>Article (5): Nomination Procedures</p> <ol style="list-style-type: none"> a. When nominating members of the Board, the Nominations Committee shall observe the terms and conditions set out in these Regulations. |

membership of the Company's Board of Directors in accordance with the with the Corporate Laws and the Corporate Governance Regulations.

2. The Nominations and Remuneration Committee shall make its recommendation to the Board of Directors regarding the nomination to the Board in accordance with the above policies and criteria.
3. Any person wishing to nominate himself/herself to the Board of the Company shall apply to the Board of the Company in accordance with the times and dates stipulated in the Regulations, bylaws, circulars, and decisions in force. The applicant shall be accompanied by an identification of the candidate in terms of his curriculum vitae, qualifications, and practical experience.
4. A candidate who has previously served on the Board of Directors of a company must indicate the number and date of the boards of directors of the companies whose membership he/she has taken.
5. A candidate who has previously served on the Board of Directors of the Company shall attach to the nomination notification a statement by the Company's Management for the last term he/she had the Board's membership, including the following information:
 - a. Number of Board meetings held during each year of the term.
 - b. Number of meetings attended by the member authentically and the percentage of attendance at total meetings.
 - c. The standing committees in which the member participated, the number of meetings held by each of those committees during each year of the term, the number of meetings attended and the percentage of the member's attendance to the total meetings.
 - d. Membership status on whether the member is Executive, non-Executive or independent, must be clarified.

- b. The number of candidates for the Board whose names are submitted to the General Assembly must exceed the number of seats available so that the General Assembly has an opportunity to choose from among the candidates.

Article (6): Publication of the Candidacy Announcement

The Company shall publish the announcement of candidacy on the Company's website and the website of the Market and in any other means specified by the CMA, in order to invite people wishing to run for the Board. The nomination must remain open for at least ONE month from the date of the announcement.

Article (7): Shareholder's Right to Run

The provisions of these Regulations do not prejudice the right of every Shareholder of the Company to nominate himself/herself or others to the Board in accordance with the provisions of the Corporate Laws and Its Implementing Regulations.

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| <p>e. Membership nature on whether the member is nominated in his/her personal capacity or is a representative of a legal person, must be clarified.</p> <p>6. The Nominations and Remuneration Committee, in coordination with the Executive Management of the Company, shall provide the CMA with the curriculum vitae of candidates for the Board of Directors of the Company in accordance with 'The Candidate's CV form for Board Membership of a Joint Stock Company listed in the Saudi Stock Market.</p> <p>7. The Nominations and Remuneration Committee shall implement any feedback received from the competent authorities on any candidate.</p> <p>8. Voting in the General Assembly shall be limited to those who have nominated themselves in accordance with the aforementioned policies, standards, and procedures.</p> | |
| <p>5th: Candidate's Disclosure of Conflicts of Interest</p> <p>Anyone who wishes to nominate himself/herself to the Board of Directors shall disclose to the Board and the General Assembly any cases of conflict of interest, in accordance with the procedures established by the CMA, including:</p> <ol style="list-style-type: none"> 1. Having a direct or indirect interest in the business and contracts made for the Company. 2. Participating in a business that will compete with the Company or with one of its branches of activity. | <p>Article (8): Candidate's Disclosure of Conflicts of Interest</p> <p>Anyone wishing to nominate himself/herself to the Board shall disclose to the Board and the General Assembly any cases of conflict of interest, in accordance with the procedures established by the CMA, including:</p> <ol style="list-style-type: none"> 1. Having a direct or indirect interest in the business and contracts made for the Company. 2. Participating in a business that will compete with the Company or its competitor in one of the branches of the activity you are engaged in. |
| <p>6th: Effective Date</p> <p>These Regulations shall be effective immediately from the date of approval by the General Assembly</p> | <p>Article (9): Final Provisions (Publishing and Editing)</p> <ol style="list-style-type: none"> 1. These Regulations shall be effective immediately from the date of approval by the OGA. 2. The content of these Regulations shall be reviewed as needed as on the recommendation of the Board of Directors, and the amendments shall be submitted to the OGA for adoption at the earliest meeting |

Board's Membership Policies, Standards,
Procedures and Controls BEFORE
Amendments

**Board Membership's Policies, Standards.
Procedures and Controls
2018**

Board Membership's Policies, Standards. Procedures and Controls

Preamble

These policies are aiming to establish clear and specific criteria and procedures for membership in the Board of Directors of Saudi Cable Company in accordance with the provisions of Article (3) of the Corporate Governance Regulation issued by the Board of the CMA pursuant to Decision No. (8-16-2017) dated on 16/05/1438H corresponding to 13/02/2017.

1st: Composition of the Board of Directors

The compositions of the Board of Directors shall take into account the following:

1. The number of Board members shall be SEVEN in accordance with the Company's bylaws.
2. The majority of the members shall be of non-Executive members.
3. The number of the independent members shall not be less than one-third of the members of the Board.
4. Composition of the Board from members with different skills, specializations and expertise complementing some of the Board's membership in the interest of the Company and shareholders.

2nd: Appointment of Board Members

1. The General Assembly shall elect the members of the Board for a term of THREE years and may re-elect them unless otherwise provided in the Company's bylaws.
2. A member of the Board shall not be the member of the Board of more than FIVE joint stock companies listed in the market at the same time.
3. The Company shall notify the Authority of the names of the members of the Board of Directors and the qualifications of their membership within FIVE working days from the date of commencement of the session of the Board of Directors or from the date of their appointment, whichever is closer, and any changes to their membership within FIVE working days from the date of the changes.

3rd: Terms of Membership of the Board of the Directors

1. **Leadership Capacity:** He/she has to have leadership skills that qualify him/her for the granting of powers in order to stimulate performance and apply best practices in the field of effective management and adherence to professional values and ethics.
2. Board members do not interfere in the exercise of the specific functions and powers of the Company's Executive Management.
3. **Competency:** He/she has to have practical qualifications, appropriate professional and personal skills, level of training, practical experience relevant to the Company's current and future activities, or in management, economy, accounting, law or governance, as well as a desire for learning and training.

4. **Ability to Guide:** he/she has to have technical capabilities, leadership, management, expeditious decision-making and technical workflow requirements to be able to provide strategic guidance, planning and clear vision for the future.
5. **Financial Knowledge:** this is to be able to read and understand financial statements and reports.
6. **Physical Fitness:** he/she has no health impediment to the exercise of his/her functions and competencies.
7. When electing members of the Board, the General Assembly shall take into account the recommendations of the Nominations Committee and the availability of the personal and professional qualifications necessary for the effective performance of their duties in accordance with this Article.
8. He/she has to have at least a member with managerial and professional competencies in the manufacturing and activity of the Company.

4th: Membership Procedures on the Company's Board of Directors

1. The Nominations and Remuneration Committee coordinates with the Executive Management of the Company to announce the opening of the nomination for membership of the Company's Board of Directors in accordance with the with the Corporate Laws and the Corporate Governance Regulations.
2. The Nominations and Remuneration Committee shall make its recommendation to the Board of Directors regarding the nomination to the Board in accordance with the above policies and criteria.
3. Any person wishing to nominate himself/herself to the Board of the Company shall apply to the Board of the Company in accordance with the times and dates stipulated in the Regulations, bylaws, circulars, and decisions in force. The applicant shall be accompanied by an identification of the candidate in terms of his curriculum vitae, qualifications, and practical experience.
4. A candidate who has previously served on the Board of Directors of a company must indicate the number and date of the boards of directors of the companies whose membership he/she has taken.
5. A candidate who has previously served on the Board of Directors of the Company shall attach to the nomination notification a statement by the Company's Management for the last term he/she had the Board's membership, including the following information:
 - a. Number of Board meetings held during each year of the term.
 - b. Number of meetings attended by the member authentically and the percentage of attendance at total meetings.
 - c. The standing committees in which the member participated, the number of meetings held by each of those committees during each year of the term, the number of meetings attended and the percentage of the member's attendance to the total meetings.
 - d. Membership status on whether the member is Executive, non-Executive or independent, must be clarified.
 - e. Membership nature on whether the member is nominated in his/her personal capacity or is a representative of a legal person, must be clarified.
6. The Nominations and Remuneration Committee, in coordination with the Executive Management of the Company, shall provide the CMA with the curriculum vitae of candidates for the Board of Directors of the Company in accordance with 'The Candidate's CV form for Board Membership of a Joint Stock Company listed in the Saudi Stock Market'.

7. The Nominations and Remuneration Committee shall implement any feedback received from the competent authorities on any candidate.
8. Voting in the General Assembly shall be limited to those who have nominated themselves in accordance with the aforementioned policies, standards, and procedures.

5th: Candidate's Disclosure of Conflicts of Interest

Anyone who wishes to nominate himself/herself to the Board of Directors shall disclose to the Board and the General Assembly any cases of conflict of interest, in accordance with the procedures established by the CMA, including:

1. Having a direct or indirect interest in the business and contracts made for the Company.
2. Participating in a business that will compete with the Company or with one of its branches of activity.

6th: Effective Date

These Regulations shall be effective immediately from the date of approval by the General Assembly.

Board's Membership Policies, Standards,
Procedures and Controls AFTER
Amendments

Board Membership's Policies, Standards, Procedures and Controls 2022

الكابلات السعودية
Saudi Cable



Article (1): Preamble

These Regulations were prepared in accordance with the requirements of the CMA's Corporate Governance Regulations and the Company's Bylaws.

Article (2): Composition of the Board of Directors

The compositions of the Board of Directors shall take into account the following:

1. The number of its members is commensurate with the size of the Company and the nature of its activity, without prejudice to Article (3) Paragraph (a), of these Regulations.
2. The majority of the members shall be of non-Executive members.
3. The number of the Independent members shall not be less than TWO or one-third of the members of the Board, whichever is more.

Article (3): Appointment of Board Members

1. The Company's bylaws determine the number of Board members. At least THREE and no more than ELEVEN.
2. The General Assembly shall elect members of the Board for the period stipulated in the Company's bylaws.
3. A member of the Board shall not be the member of the Board of more than FIVE joint stock companies listed in the market at the same time.
4. The Company shall notify the Authority of the names of the members of the Board of Directors and the qualifications of their membership within FIVE working days from the date of commencement of the session of the Board of Directors or from the date of their appointment, whichever is closer, and any changes to their membership within FIVE working days from the date of the changes.

Article (4): Terms of Membership of the Board of the Directors

A member of the Board shall be sufficiently professional, knowledgeable, skilled and independent to carry out his/her duties efficiently and competently, taking into account, in particular, the following:

1. **Leadership Capacity:** He/she has to have leadership skills that qualify him/her for the granting of powers in order to stimulate performance and apply best practices in the field of effective management and adherence to professional values and ethics.
2. **Competency:** He/she has to have practical qualifications, appropriate professional and personal skills, level of training, practical experience relevant to the Company's current and future activities, or in management, economy, accounting, law or governance, as well as a desire for learning and training.
3. **Financial Knowledge:** this is to be able to read and understand financial statements and reports.
4. **Physical Fitness:** he/she has no health impediment to the exercise of his/her functions and competencies.

When electing members of the Board, the General Assembly shall take into account the recommendations of the Nominations Committee and the availability of the personal and professional qualifications necessary for the effective performance of their duties in accordance with these Regulations.

Article (5): Nomination Procedures

1. When nominating members of the Board, the Nominations Committee shall observe the terms and conditions set out in these Regulations.
2. The number of candidates for the Board whose names are submitted to the General Assembly must exceed the number of seats available so that the General Assembly has an opportunity to choose from among the candidates.

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The Company shall publish the announcement of candidacy on the Company's website and the website of the Market and in any other means specified by the CMA, in order to invite people wishing to run for the Board. The nomination must remain open for at least ONE month from the date of the announcement.

Article (7): Shareholder's Right to Run

The provisions of these Regulations do not prejudice the right of every Shareholder of the Company to nominate himself/herself or others to the Board in accordance with the provisions of the Corporate Laws and Its Implementing Regulations.

Article (8): Candidate's Disclosure of Conflicts of Interest

Anyone wishing to nominate himself/herself to the Board shall disclose to the Board and the General Assembly any cases of conflict of interest, in accordance with the procedures established by the CMA, including:

1. Having a direct or indirect interest in the business and contracts made for the Company.
2. Participating in a business that will compete with the Company or its competitor in one of the branches of the activity you are engaged in.

Article (9): Final Provisions (Publishing and Editing)

1. These Regulations shall be effective immediately from the date of approval by the OGA.
2. The content of these Regulations shall be reviewed as needed as on the recommendation of the Board of Directors, and the amendments shall be submitted to the OGA for adoption at the earliest meeting.