



Saudi Cable Company

Ordinary General Assembly

26/06/2024

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Remuneration Policy for the Board, its Committee and Executive Management

Saudi Cable Company

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This policy was issued after the recommendation of the Board of Directors of the Saudi Cable Company and in accordance with the decision of the important assembly of the company's shareholders held on..... corresponding to.....



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Firstly: The purpose

This policy aims to set clear standards for the remuneration of members of the Board of Directors, its committees, and senior executives in light of the requirements of the Companies Law, the Governance Regulations, and the rules and regulations of the Capital Market Authority. The policy also aims to attract individuals who have a degree of competence, ability and talent to work on the Board of Directors, committees and management. Executive management through the adoption of incentive reward plans and programs linked to performance, which contributes to improving the company's performance and achieving the interests of its shareholders.

Second: General criteria for rewards:

The Remuneration and Nominations Committee shall submit recommendations to the Board of Directors regarding the remuneration of Board members and Committee members, in accordance with the approved standards, as follows:

- 1- Rewards must be commensurate with the company's activity and the skills necessary to manage it.
- 2- Rewards must be provided for the purpose of urging members of the Board of Directors and Executive Management to make the company successful and develop it in the long term, such as linking the variable part of it to rewards for long-term performance.
- 3- The company considers the extent to which the rewards are consistent with the company's strategy, objectives, size, and the nature and degree of risks involved.
- 4- The company takes into account the practices of other companies and what prevails in the market when determining rewards, while avoiding any unjustified increase that may result in rewards and compensation.



- 5- Rewards are determined based on the level of the job, the tasks and responsibilities assigned to its occupant, academic qualifications, practical experience, skills, and level of performance.
- 6- Remuneration must be fair and proportionate to the member's specializations, work, and responsibilities carried out and borne by members of the Board of Directors or committees, in addition to the goals that the Board of Directors has set to achieve during the fiscal year.
- 7- Taking into account the sector in which the company operates, its size, and the experience of the board members.
- 8- Remuneration must be reasonably sufficient to attract, motivate and retain directors with appropriate qualifications and experience.
- 9- The bonus will be suspended or refunded if it is found that its decision was based on inaccurate information provided by a member of the Board of Directors or Executive Management. This is to prevent exploitation of employment status to obtain undeserved rewards.
- 10- In the event that a program is developed to grant shares in the company to members of the Board of Directors, the Executive Management and its employees, whether it is a new issue or shares purchased by the company, this will be done under the supervision of the Remuneration and Nominations Committee and in accordance with the company's bylaws and the relevant rules and regulations of the Capital Market Authority.
- 11- A member of the Board of Directors may receive a reward for his membership in any of the company's committees, or for any executive, technical, administrative or advisory work - pursuant to an additional official license granted to him by the company, in addition to the reward that can be obtained through membership in the Board Management and issues issued by the Board of Directors.
- 12- Remuneration is disbursed to the Board and committees based on a decision by the Board of Directors. The remuneration of members of the Board of Directors may be of varying amounts to reflect the extent of the member's experience, specializations, tasks assigned to him, his independence, the



number of sessions he attends, and other considerations, provided that the remuneration is fair, motivating, and commensurate with the member's performance and performance. Company.

- 13- If it becomes clear to the Audit Committee or the Authority that the remuneration paid to any member of the Board of Directors or the Executive Management is based on incorrect or misleading information that was presented to the General Assembly or included in the annual report of the Board of Directors, it must be returned to the company, and the company has the right to demand its return.

Third: Remuneration for members of the Board of Directors

- 1- The remuneration for members of the Board of Directors must be a certain amount, an attendance allowance for sessions, in-kind benefits, a certain percentage of net profits or other allowances or grants of shares, and it is permissible to combine two or more.
- 2- The Board of Directors' report to the Ordinary General Assembly at its annual meeting must include a comprehensive statement of all that each member of the Board of Directors received or was entitled to receive during the fiscal year in terms of bonuses, allowance for attending sessions, allowance for expenses, and other benefits. It should also include a statement of what council members received as workers or administrators or what they received in exchange for technical, administrative, or consulting work, and it should also include a statement of the number of council sessions and the number of sessions attended by each member.

Fourth: Rewarding committee members

- 1- The Board of Directors determines membership remuneration for its committees, attendance allowances, and other entitlements and benefits based





on these regulations, if they are disbursed based on the approval of the Chairman of the Board at the end of each year and may be disbursed quarterly.

Remuneration for membership of committees emanating from the Board of Directors consists of an annual lump-sum bonus, meeting attendance allowance, and other entitlements and benefits.

Fifth: Executive management bonus

Executive management remuneration includes the following:

- 1- A basic salary (paid at the end of each calendar month on a monthly basis) and an allowance that includes, but is not limited to, a housing allowance, transportation allowance, education allowance for children, medical insurance benefits for him and his family, and an insurance policy (including work injuries, partial and total disability, and death while at work).
- 2- An annual bonus linked to performance indicators according to the annual evaluation conducted in this regard. The Chairman of the Board determines and disburses the bonus to the executive management and the annual incentive to employees, if any.
- 3- Short-term incentive plans linked to exceptional performance, and long-term incentive plans such as stock option programs (where applicable).
- 4- Other benefits include, but are not limited to, annual leave, annual travel tickets, and an end-of-service bonus according to the work system and human resources policy approved by the company.
- 5- The Remuneration and Nominations Committee submits a recommendation to the Board of Directors based on a proposal from the CEO regarding programs to retain employees and ensure their continuity in the company through homeownership and allocating shares in the company to them.



Sixth: Additional determinants of rewards and method of disbursement

- 1- Members of the Board of Directors may not vote on the remuneration item for members of the Board of Directors at the General Assembly meeting of shareholders.
- 2- The company discloses the remuneration of members of the Board, committees, and senior executives in the annual report of the Board of Directors in accordance with the controls and directives issued under the Companies Law and the Capital Market Authority's regulations and their executive regulations.
- 3- The member is entitled to the reward starting from the date he joins the council or committee and according to the duration of his membership.
- 4- Procedures for disbursing remuneration for members of the Board of Directors and committees are prepared by the Board Secretary, provided that the order for their disbursement is approved by the CEO.
- 5- The remuneration of the Council and committees, the allowance for attending Council meetings, and the allowance for attending committee meetings may be disbursed in installments at the end of each calendar quarter.





Seventh: Statement of details remuneration for the members of the Board of Directors and its committees

Table of rewards and benefits for members of the Board of Directors and the committee engaging from it.		
	type of reward	Statement
1	Attending Council meetings allowance	An attendance allowance of (6,000) riyals is paid to a member of the Board of Directors for each session of the Board, and an attendance allowance of (3,000) riyals is paid to the secretary of the Board of Directors.
2	Attending the sessions of committee emending from Council allowance	The committee member will be paid an attendance allowance of (3,000) riyals for each session of the committee, and the committee secretary will be paid an attendance allowance of (1,500) riyal for each session.
3	Annual Bonus for members of the Board of Directors	An annual bonus of (250,000) riyals is paid to a member of the Board of Directors. Its disbursement is linked to the number of sessions attended by the Board of Directors member out of the total sessions held by the Board of Directors during the relevant fiscal year. The annual bonus is divided among the representatives in the event of a new Board of Directors member being appointed according to the date of appointment, and it may be paid annual remuneration of Council membership on a quarterly basis and based on a decision from the Chairman of the Council





Table of rewards and benefits for members of the Board of Directors and the committee engaging from it.		
	type of reward	Statement
4	An annual Bonus for membership committees emanating from the Board of Directors (from withing or outside the Board)	An annual bonus of (100,000) riyals is paid to each member of the emerging committee formed by the Council. And the annual bonuses are disbursed to the Council on a quarterly basis and based on a decision from the Chairman of the Council.
5	A housing, transportation, and incidental allowance to attend meetings and work assignments if the members headquarter is outside the city of the meeting or work assignment.	<ul style="list-style-type: none"> - The member of the Board of Directors/Committee and the Secretary or his representative will be paid a passenger allowance equivalent to the value of your business ticket if his resident is outside the city in which the meeting is held. - A member of the Board of Directors/Committee and the Secretary or his representative will be paid a daily allowance to include housing, transportations, and other incidentals in the amount (2,000) riyals as lump sum, and it will be paid when attending from outside the city of the meeting for work assignment or for training and development courses within the kingdom. - A member of the Board of Directors Committee and the Secretary or his representative will be paid a daily allowance to include housing, transportation and other incidentals in the amount of (4,000) riyals or according to the actual costs, not to exceed (4,000) riyals if the meeting, work or training and development courses are outside the kingdom. and one day is added for travel within the kingdom, and two days out the kingdom.





Table of rewards and benefits for members of the Board of Directors and the committee engaging from it.

	type of reward	Statement
6	Participation/attendance of a member of the Board of Directors/committee emanating from the Board of Directors or has has been requested to discuss a topic or to attend a discussion that requires his participation, or a meeting related to the company or the board/committee within his jurisdiction to discuss a topic or attend a panel discussion.	A member of the Board of Directors/Committee is paid an attendance allowance of (2,000) riyals for each session he attends during the Board/Committee sessions if he is requests to attend a discussion of a topic or attend a discussion that requires his participation for any meeting related to the Board/Committee or the company within his powers.
7	Carrying out technical administrative or advisory work for the company or the council /committee based on the request and approval of the council	An allowance shall be paid to the Chairman of the Board, a member of the Board of Direction or a member of the Committee in return for performing additional technical, administrative, or advisory work carried out for the company or for the Board/Committee. The value of the allowance is determined based on a decision issued by the Board of Directors. The allowance may be an amount disbursed monthly or quarterly.
8	Health services for members of the Board of Directors	Providing medical services to a member of the Board of Directors, his family, and his parents "at the member's choice" in accordance with the company's insurance.





Table of rewards and benefits for members of the Board of Directors and the committee engaging from it.

	type of reward	Statement
9	Remuneration of the Secretary of the Council and the remuneration of the Secretary of the Committees.	An annual remuneration of (60,000) riyals is paid to the secretary of the council, and an annual remuneration of (40,000) riyals is paid to the secretary of each committee. The remuneration is disbursed and may be paid quarterly or annually.

Eighth: Final provisions (review, amendment, and publication of this policy)

This policy shall be implemented and adhered to by the company as of the date of its approval by the General Assembly of Shareholders. This policy shall be published on the company's website to enable shareholders, the public and stakeholders to view it. This policy shall be reviewed periodically - when needed - by the committee. Rewards and nominations, and any amendments proposed by the committee are presented to the Board of Directors, which studies and reviews the proposed amendments and recommends them to the general assembly of shareholders for approval.





Working Regulations of the Audit Committee





Article 1: Introduction

Before	After
<p>The audit committee's work regulations were prepared in accordance with the corporate governance regulations issued by the Capital Market Authority, which requires that the ordinary general assembly - based on a proposal from the Board of Directors - approve the committee's work regulations, provided that this regulation includes the controls and procedures for the committee's work and tasks, and the rules for selecting its members. The duration of their membership and .rewards</p>	<p>For applying this regulation, the following words and phrases shall have the meanings indicated in front of them unless the context of the text requires otherwise:</p> <p>Governance Regulations: Corporate Governance Regulations issued by the Board of the Capital Market Authority.</p> <p>Corporate Governance System: Saudi Cable Company Governance System Company: Saudi Cable Company and its subsidiaries.</p> <p>Company: Saudi Cable Company and its subsidiaries.</p> <p>General Assembly: An assembly formed by the company's shareholders in accordance with the provisions of the Companies Law and the Company's Bylaws.</p> <p>Board of Directors or Council: The Board of Directors of the Saudi Cable Company.</p> <p>The Committee: The Audit Committee of the Saudi Cable Company</p> <p>Executive Management/Senior Executives: includes the CEO of the company, the rest of the members of the company's executive management (deputy CEOs, first vice presidents), and heads of subsidiaries</p> <p>Executive Member: A member of the Board of Directors who is full-time in the executive management of the company and participates in .its daily work.</p>





	<p>Non-Executive Member: A member of the Board of Directors who is not dedicated to managing the company and does not participate in its daily operations</p> <p>Independent Member: A non-executive board member who enjoys complete independence in his position and decisions and does not apply to any of the criteria of independence stipulated in the Corporate Governance Regulations</p> <p>Auditor: The company's auditor appointed by the company's general assembly</p> <p>Internal Auditor: The company's internal auditor.</p> <p>Stakeholders: Everyone who has an interest in the company, such as employees, creditors, customers, suppliers, the community, competent authorities, and legislators.</p> <p>Invitees: Any person who is invited to attend the committee meeting other than its members</p>
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Article 2: Policies for selecting committee members, how to nominate them, and the duration of their membership / Objectives of the regulation





Before	After
<p>1- The nomination of committee members shall be based on the recommendation of the Nominations and Remuneration Committee</p> <p>2- The members of the committee may be shareholders or others, provided that at least one of them is an independent member and one of them is a specialist in financial and accounting affairs.</p> <p>3- The committee must not include any of the executive members of the Board of Directors.</p> <p>4- The head of the audit committee must be an independent member.</p> <p>5- It is not permissible for anyone who works or has worked for the past two years in the executive or financial management of the company, or for the company's auditor, to be a member of the committee.</p> <p>6- The number of committee members must not be less than three and not more than five.</p> <p>7- The Chairman of the Board of Directors may not be a member of the committee.</p> <p>8- Committee members are selected in a way that ensures the availability of diverse skills and experiences, considering the presence of expertise appropriate to the company's field of work.</p> <p>9- Committee members are appointed for a period not exceeding three years and</p>	<p>This regulation aims to clarify the controls and procedures for the committee's work and tasks, the rules for selecting its members, and the duration of their membership. The regulations clarify the general procedures established by the Council to ensure that the tasks of the Committee are determined, the duration of its work, the powers granted to it during its term of work, and how the Board of Directors monitors it</p>





may be reappointed in accordance with the company's bylaws.

10- The company is committed to notifying the Authority of the names of the committee members and their membership positions within five working days from the date of their appointment, and any changes that occur on top of that within five working days from the date of the changes occurring.

11- The committee shall appoint a chairman from among its members and shall appoint a secretary from among its members or others, at its first meeting.

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Article3: Avoid conflicts of interest

Before	After
<p>a- The audit committee member must:</p> <ol style="list-style-type: none"> 1. To carry out his duties honestly and impartially, to put the company's interests ahead of his personal interests, and not to exploit his position to achieve private interests. 2. Avoid cases of conflict of interest and inform the Assembly of conflict cases that may affect its impartiality when considering the issues presented to the committee. The committee must not include this member in the deliberations, and his vote should not be counted in voting on these issues in the meetings of the committee and the shareholders' assemblies. 3. Maintaining the confidentiality of information related to the company and its activities and not disclosing it to anyone. <p>b- A member of the audit committee is prohibited from:</p> <ol style="list-style-type: none"> 1. Vote on the decision of the committee or the General Assembly in the business and contracts carried out on behalf of the company if he has a direct or indirect interest in them. 	





2. Exploiting or benefiting - directly or indirectly - from any of the company's assets, information, or investment opportunities presented to him in his capacity as a member of the Audit Committee, or presented to the company, and this includes investment opportunities that are not part of the company's activities, or that the company desires In benefiting from it, the prohibition applies to a member of the committee who resigns in order to exploit investment opportunities - directly or indirectly - that the company wishes to benefit from and of which he learned during his membership in the committee.

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Article 4: Duties and powers of the committee/ Fourth: Organization of the Committee

Before	After
<p>The committee is responsible for monitoring the company's business and verifying the integrity and integrity of its reports, financial statements, and internal control systems. The committee's tasks include the following:</p> <ul style="list-style-type: none"> Financial reports: <ol style="list-style-type: none"> 1. Study the company's quarterly and annual financial statements before presenting them to the Board of Directors and expressing its opinion and recommendation regarding them; To ensure its integrity, fairness and transparency. 2. Expressing a technical opinion - at the request of the Board of Directors - as to whether the Board of Directors' report and the company's financial statements are fair, balanced, and understandable and include information that allows shareholders and investors to evaluate the company's financial position, performance, business model, and strategy. 3. Study any important or unusual issues included in the financial reports. 	<p>1- Formation of the committee and membership conditions</p> <p>The committee is formed by a decision of the Board of Directors, and the number of committee members may not be less than three members and not more than five members.</p> <p>A. The General Assembly of the Company shall issue - based on a proposal from the Board of Directors - the work regulations of the Audit Committee, provided that this regulation includes the controls and procedures for the work of the committee, its tasks, the rules for selecting its members, how to nominate them, the duration of their membership, and the mechanism for appointing its members temporarily if one of the committee seats becomes vacant.</p> <p>B. The committee member may be a member of the Board of Directors, a shareholder of the company, or others, provided that at least one independent member is among the members.</p>





4. Carefully research any issue raised by the company's financial director, whoever assumes his duties, the company's compliance officer, or the auditor.
5. Verifying accounting estimates on the fundamental issues contained in the financial reports.
6. Study the accounting policies followed in the company and provide an opinion and recommendation to the Board of Directors regarding them.
7. Reviewing reports submitted by the financial department on budget performance and analyzing deviations between the actual expenditure and the approved estimated budget.

- Internal audit:

1. Study and review the company's internal and financial control and risk management systems.
2. Study internal audit reports and follow up on the implementation of corrective measures for the observations contained therein.
3. Monitoring and supervising the performance and activities of the internal auditor and the internal audit department in the company - if any - to verify the availability of the necessary resources and their effectiveness in performing

C. Audit Committee members are nominated based on the recommendation of the Board of Directors.

D. The Nominations and Remuneration Committee is responsible for studying the applications submitted by the candidates and submitting its recommendations to the Board of Directors to select the final list.

E. The committee member must not be an executive member of the Board of Directors, and anyone who works or has worked during the past two years in the executive or financial management of the company or as an auditor may not and the. The committee members must have a reasonable knowledge of financial and accounting rules, and someone with appropriate academic qualifications in this field is preferred.

F. The company must notify the Authority of the names of the committee members and their membership positions within five working days of the date of their appointment, and any changes that occur within five working days from the date of the changes.

2- Chairman of the Committee





the work and tasks assigned to them. If the company does not have an internal auditor, the committee must submit its recommendation to the Council regarding the extent of the need to appoint him.

4. Recommending to the Board of Directors to appoint the Director of Internal Audit, determining his wages, rewards and benefits, evaluating his performance, and recommending to the Board of Directors to dismiss him.
5. Ensuring the independence of internal audit and enabling it to perform its work effectively.
6. Study the estimated budget for the Internal Audit Department and recommend it to the Board of Directors for approval.

- Auditors:

1. Recommending to the Board of Directors to nominate auditors, dismiss them, determine their fees, and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of contracting with them.
2. Verifying the independence, objectivity and fairness of the auditor, and the effectiveness of the audit work. Taking into account the relevant rules and standards.

- a. The committee chooses a chairman from among its members.
- b. The Chairman of the Audit Committee must be an independent member - if possible.
- c. The President shall carry out the following tasks:
 - Organizing committee meetings and accessing all information and documents necessary to implement its responsibilities.
 - Managing committee meetings and working to enhance their effectiveness.
 - Inviting the committee to meet and specifying the time, date and place of the meeting after coordination with the committee members.
 - Adopting the agenda, considering the topics that one of the committee members wishes to include.
 - Ensuring that the issues presented to the committee are accompanied by sufficient information to enable the committee to make decisions regarding them.
 - Ensure that sufficient time is available to discuss the items on the committee meeting agenda.





3. Reviewing the company's auditor's plan and work, verifying that he does not submit technical or management work that falls outside the scope of audit work, and performing its opinions regarding that.
 4. Answering the company auditor's inquiries.
 5. Study the auditor's report and his comments on the financial statements and follow up on what has been taken regarding them.
 6. Discuss the auditor, inquire from him if necessary, and meet with him individually without the presence of the company's management, at least once in the fiscal year.
- **Ensuring commitment:**
1. Review the results of the regulatory authorities' reports and verify that the company has taken the necessary measures regarding them.
 2. Supervising the company's compliance with relevant laws, regulations, policies, and instructions.
 3. Reviewing the contracts and transactions proposed to be conducted by the company with related parties and presenting its views regarding that to the Board of Directors.

- Enhancing the effective participation of members in committee meetings by studying and discussing the topics on the agenda of its meetings and expressing their opinions in a way that contributes to achieving the committee's objectives.
- Ensure that complete and correct information is available to committee members in a timely manner to enable them to perform their duties.
- Approving periodic reports on the committee's activities and submitting its recommendations and findings to the Board of Directors.
- Follow up on the implementation of decisions issued by the committee.
- Adopting the necessary arrangements to conduct periodic evaluation of the committee's performance.

- c- The Chairman of the Committee or his representative from among the Committee members must attend the General Assembly meetings to answer shareholders' questions and represent the Committee before the Board of Directors.





4. Raising the issues it deems necessary to act on to the Board of Directors, and making its recommendations regarding the measures that must be taken.

- Risk Management:

1. Develop a comprehensive risk management strategy and policy commensurate with the nature and size of the company's activities, verify its implementation, review and update it based on the company's internal and external variables.
2. Determine an acceptable level of risk to which the company may be exposed, maintain it, and ensure that the company does not exceed it.
3. Verifying the feasibility of continuing the company and continuing its activity successfully, while identifying the risks that threaten its continuation during the next twelve months.
4. Supervising the company's risk management system and evaluating the effectiveness of systems and mechanisms for identifying, measuring and following up on the risks to which the company may be exposed;

3- Committee Secretary:

The committee appoints a secretary at its first meeting, who may be a member of the committee or an employee of the company.

- a- The committee secretary is responsible for coordinating the dates of the committee's meetings on an annual basis, documenting the committee's meetings, preparing minutes of the committee's meetings that include the discussions and deliberations that took place, indicating the place, date, start and end time of the meeting, documenting the committee's decisions and voting results, keeping them in a special and organized register, and recording the names of the members present and the reservations they expressed. -If any-, these minutes shall be signed by all members present.
- b- The Committee Secretary shall provide the Committee members with the Committee's agenda, working papers, documents and information related to it, and any additional documents or information requested by any of the Committee members





This is to identify its shortcomings.

5. Periodically re-evaluate the company's ability to bear risks and its exposure to them.
6. Preparing detailed reports on exposure to risks and the proposed steps to manage these risks and submitting them to the Board of Directors.
7. Providing recommendations to the Council on matters related to risk management.
8. Ensuring the availability of adequate resources and systems to manage risks.

related to the topics included in the meeting agenda in accordance with the periods specified in these regulations.

- c- The committee secretary is responsible for submitting periodic reports and minutes on the activities and work of the committee to the Board of Directors, and performing all other tasks that may be assigned to him by the committee.
- d- The committee secretary is not entitled to participate in or vote on any of the committee's decisions.

4- Invitees to committee meetings:

No member of the Board of Directors or Executive Management has the right to attend the meetings of the Audit Committee unless the Committee requests to hear his opinion or obtain his advice.

5- Confidentiality of the committee's work:

The committee member and other persons invited to committee meetings must commit to maintaining the confidentiality of the information made available to him and the documents he has access to. He may not, under any circumstances - even in the event of the expiration of his membership - disclose them to any individual or entity





unless authorized to do so by the Board of Directors. Or use any of this information for personal benefit

6- Termination of the services of committee members:

a. The membership of a committee member shall end at the end of its term or in any of the following cases:

- Death.
- Resignation without prejudice to the company's right to compensation if the resignation occurs at an inappropriate time.
- The member's absence from attending three committee meetings per year without prior permission from the committee chairman or an excuse acceptable to the committee.
- Missing one or more of the membership conditions. - End of the Board of Directors session.
- The member's inability, from a health standpoint, to complete his duties on the committee.
- Conviction of committing a crime, dishonorable act, or fraud.





- b. The Council has the right to remove or replace any of the committee members at any time it deems appropriate.
- c. Any member of the Committee may resign from membership in the Committee by submitting a written notice to the Chairman of the Board of Directors along with a photo of the Chairman of the Committee. The resignation shall become effective as of the date the Chairman of the Board approves the resignation, or a later date determined by the Chairman of the Board.
- d. The Board of Directors has the right to nominate an alternative member for the vacant position, and the new member will complete the remaining term, taking into account the conditions that must be met by a committee member.

7- Rewards and allowances for committee members:

Without prejudice to the relevant legal requirements and the company's bylaws, the remuneration of committee members shall be in accordance with the remuneration policy for members of the Board of Directors, the committees emanating from it, and the executive management approved by the company's general assembly.





8- Committee meetings:

a. Call for meeting.

- The committee meets periodically based on an invitation from its chairman, provided that its meetings are not less than four meetings during one financial year of the company. A committee member is considered to have resigned if he fails, without an acceptable excuse, to attend committee meetings for more than three sessions.

- The committee meets periodically with the company's auditor and the company's internal auditor. The internal auditor and auditor may request a meeting with the committee whenever the need arises.

- The committee holds all its meetings at the company's head office or in any other place agreed upon by the committee members. The invitation to the meeting shall be sent by the committee secretary to each member of the committee at least seven days before the date of the meeting. The time, date, and





place of the meeting shall be indicated in the schedule, along with the agenda accompanied by the necessary documents and information, unless the meeting is required to be held in a formal manner.

b- Meeting agenda

- The committee secretary, in coordination with the committee chairman and the executive management, prepares the agenda for the committee meeting, and schedules the topics up for discussion according to their importance and priorities, to be reviewed and approved by the committee chairman before distributing it to the members.
- The committee approves its agenda once it meets, and if any member objects to this agenda, this must be recorded in the minutes of the committee meeting, and every member of the committee has the right to suggest adding any item to the agenda.

d- Quorum to attend and vote - The committee meeting will not be valid unless at least the majority of the





members are present, including the chairman or his deputy in his absence.

- A committee member may authorize another member to attend the committee meeting on his behalf or to vote on his behalf at the meetings.
- The committee's decisions are issued by most of the opinions of the members present, and in the event of a tie, the side with which the committee chairman voted prevails.
- If a committee member is unable to attend in person, he may use any available means of communication to attend the committee meeting, and in all cases, this must be documented in the minutes of the meeting.

e- Approval of meeting minutes and decisions:

- The committee secretary sends the committee chairman and members a draft of the meeting minutes within five working days from the date of the meeting to review and express their comments on it - if any.





- Any member may reserve any decision taken by the committee, if he explains the reasons that prompted him to make the reservation. If any member leaves the committee meeting before its conclusion, his reservation, if any, shall be limited to the decisions related to the items he attended the discussion of, if he stipulates in the minutes, based on his desire, the items that were discussed. He did not attend its discussion if he expressed his desire to do so in writing.
- The amendments are reflected by the committee secretary to the first draft based on the comments received from the committee members on the minutes, and the amended draft is sent to the members within two working days from the date of receiving the comments after presenting them to the committee chairman.
- The committee secretary prepares the minutes in its final form, and the minutes are considered official once they are signed by all members present, and the committee secretary, and the committee





secretary sends the approved and authenticated minutes to the committee members immediately upon their signature. - The committee follows up on the results of implementing the decisions issued by it and any other topics discussed in previous meetings, and the secretary of the committee, in coordination with the executive management, submits a periodic report to the committee on the results of implementing its decisions. - The committee's deliberations and decisions are recorded in minutes signed by the members, including the chairman and the committee secretary, and these minutes are recorded in a special register.

f- Study topics.

The committee shall study the issues within its jurisdiction or those referred to it by the Board of Directors, and submit its recommendations to the Board for decision-making, or take decisions if the Board delegates it to do so, considering that the mandate granted to the Committee is not general or indefinite.





- The committee has the right to access all resources and information necessary for it, and to review the company's records and documents, to enable it to perform its powers, tasks, and responsibilities to the fullest extent.
- The committee has the right to investigate everything that falls within its powers and competencies, as well as the matters entrusted to it.
- The committee may request any clarification or statement from members of the Board of Directors or Executive Management.
- The Committee has the right to seek assistance when needed from whomever it deems necessary, whether he is the Chairman of the Board, a member of the Board of Directors, the Managing Director, the Executive Management, any of the employees of the company, or any of the consulting offices associated with agreements with the company. It may also assign or seek assistance. With individual experts and specialists or advisory or





specialized bodies for the purpose of obtaining advice, assistance, advice, or carrying out studies, auditing, investigation, or examination of records on any matter it needs that falls within the scope of its work in accordance with these regulations or in accordance with the system, provided that this is included in a report. Committee meeting, mentioning the expert's name and his relationship with the company or executive management. The committee shall submit the recommendation for their remuneration to the Board of Directors for approval and the Board may authorize it to do so, provided that this is included in the minutes of the committee meeting along with a statement of the name of the expert or consultant and his relationship with the company or executive management.

- The Committee may request the Board of Directors to convene the company's General Assembly if the Board of Directors obstructs its work or is unable to obtain the necessary data and



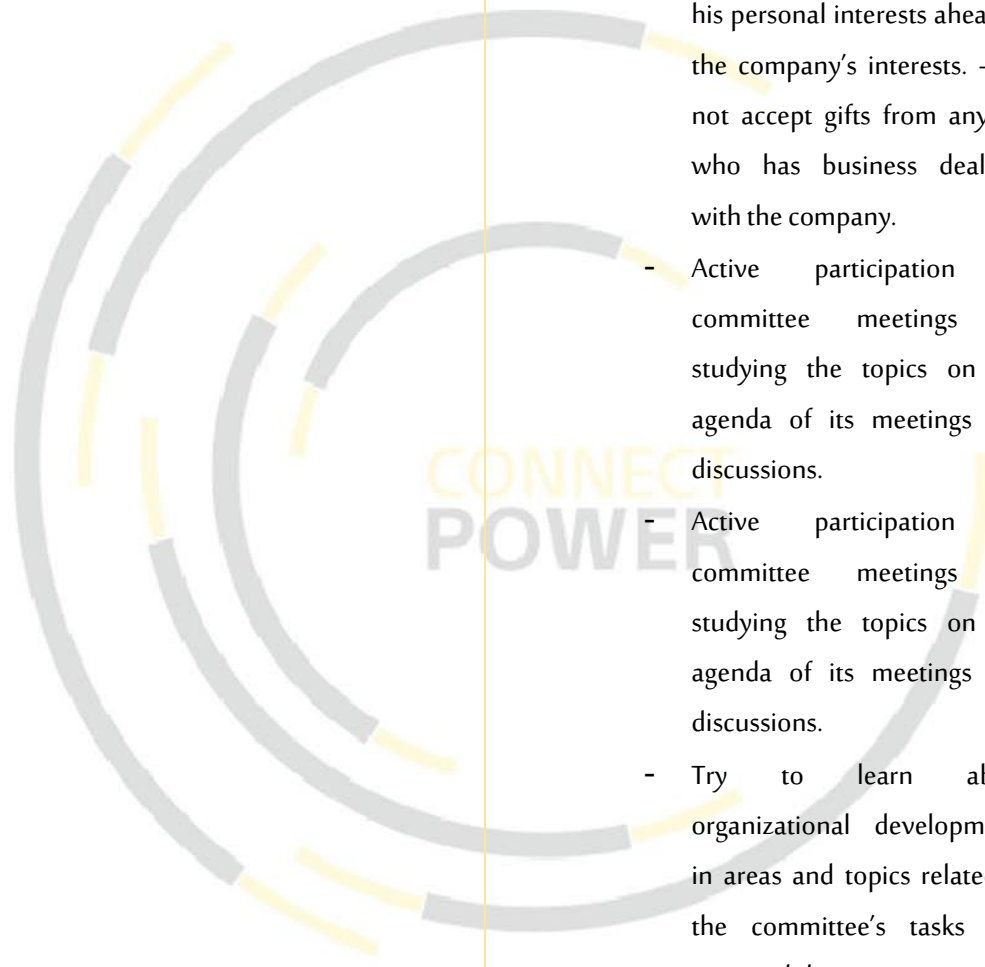


information or if the company is exposed to serious damage or losses.

9- Committee member duties:

- Commitment to the provisions of the Companies Law, the Financial Market Law, their executive regulations, the relevant regulations, and the company's bylaws when exercising its duties, and refraining from performing or participating in any action that would harm the company's interests.
- Maintaining the company's secrets. A committee member may not disclose to shareholders or others any information, data, or secrets of the company or its employees that he has come to know because of his membership of the committee. The Board of Directors must recommend his removal, in addition to holding him accountable for compensation for any damage that may result from that. On the company, its employees or advisors.
- He must be aware of the committee's tasks and





responsibilities and must allocate sufficient time to play his role in achieving them.

- Carrying out his duties away from any external influence, whether inside or outside the company, he must also not put his personal interests ahead of the company's interests. - Do not accept gifts from anyone who has business dealings with the company.
- Active participation in committee meetings by studying the topics on the agenda of its meetings and discussions.
- Active participation in committee meetings by studying the topics on the agenda of its meetings and discussions.
- Try to learn about organizational developments in areas and topics related to the committee's tasks and responsibilities.
- Try to know all developments in the field of the company's activities, business and other related fields.
- Committee members must adhere to the principles of honesty, honesty, loyalty, care, and concern for the interests of





the company and shareholders, prioritizing them over his personal interests, and abide by what is stated in the information confidentiality and conflict of interest policy.

- He shall disclose to the committee or the Board of Directors if his membership does not comply with the terms and conditions of membership in these regulations or in any other regulations, or if something conflicting with those conditions and controls will occur in the future.

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Article 5: A conflict occurs between the committee and the Board of Directors/Powers and tasks of the committee

Before	After
<p>If there is a conflict between the committee's recommendations and the decisions of the Board of Directors, or if the Board refuses to take into account the committee's recommendation regarding appointing the company's auditor, dismissing him, determining his fees, evaluating his performance, appointing the internal auditor, or any other matter, the Board of Directors' report must include the committee's recommendation, its justifications, and the reasons for not taking it.</p>	<p>The Audit Committee is responsible for monitoring the company's business and verifying the integrity and integrity of its reports, financial statements, and internal control systems. The committee's tasks include the following:</p> <ul style="list-style-type: none"> - Financial Reports <ol style="list-style-type: none"> 1- Studying the company's initial and annual financial statements before presenting them to the Board of Directors and expressing its opinion and recommendation regarding them; To ensure its integrity, fairness and transparency. 2- Expressing a technical opinion, upon the request of the Board of Directors, as to whether the Board of Directors' report and the company's financial statements are fair, balanced, and understandable, and include information that allows shareholders and investors to evaluate the company's financial position, performance, business model, and strategy. 3- study any important or unusual issues included in the financial reports. 4- Thoroughly research any issues raised by the company's financial director, whoever assumes his duties,





the company's compliance officer, or the auditor.

- 5- Verifying accounting estimates on the fundamental issues contained in the financial reports.
- 6- Study the accounting policies followed in the company and express an opinion and recommendation to the Board of Directors regarding them.

b- Internal Audit:

1. Study and review the company's internal and financial control and risk management systems.
2. Study internal audit reports and follow up on the implementation of corrective measures for the observations contained therein.
3. Monitoring and supervising the performance and activities of the internal auditor and the internal audit department in the company - if any - to verify the availability of the necessary resources and their effectiveness in performing the work and tasks assigned to them. If the company does not have an internal auditor, the committee must submit its recommendation to the Council regarding the extent of the need to appoint him.
4. Recommending to the Board of Directors to appoint the director of





the internal audit unit or department
or the internal auditor.

c- Auditor:

- 1- Recommending to the Board of Directors to nominate auditors, dismiss them, determine their fees, and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of contracting with them.
- 2- Verifying the auditor's independence, objectivity and fairness, and the effectiveness of the audit work, taking into account the relevant rules and standards.
- 3- Reviewing the company's auditor's plan and work, verifying that no technical or administrative work is being submitted that falls outside the scope of audit work, and expressing its views on that.
- 4- Answering the company auditor's inquiries.
- 5- Study the auditor's report and his comments on the financial statements and follow up on what has been taken regarding them.

e- Ensuring commitment:

- 1- Reviewing the results of the regulatory authorities' reports and verifying that the company has taken the necessary measures regarding them.





	<p>2- Verifying the company's compliance with the relevant laws, regulations, policies and instructions.</p> <p>3- Reviewing the contracts and transactions proposed to be conducted by the company with related parties and presenting its views regarding that to the Board of Directors.</p> <p>4- Raising the issues it deems necessary to act on to the Board of Directors, and making its recommendations on the measures that must be taken.</p>
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Article 6: Committee meetings / sixth: Audit committee report

Before	After
<p>3- The Audit Committee meets periodically, provided that its meetings are not less than four meetings during the company's fiscal year.</p> <p>4- The Audit Committee meets regularly with the company's auditor, the company's internal auditor, and the director of the Compliance and Risk Department, if any.</p> <p>5- The internal auditor and auditor may request a meeting with the committee whenever necessary.</p> <p>6- The validity of the committee's meetings requires the attendance of a majority of its members, and its decisions are issued by a majority of the votes of those present. In the event of a tie, the side with which the chairman of the meeting voted prevails.</p> <p>7- The committee's meetings must be documented, and minutes must be prepared that include the discussions and deliberations that took place, and its recommendations and voting results must be documented and kept in a special, organized record. The names of the current members and the reservations they expressed (if any), and the signature of these minutes by all members attending the meeting.</p>	<p>1- The audit committee's report must include details of its performance of its powers and tasks, if it includes its recommendations and opinion on the adequacy of the company's internal and financial control and risk management systems</p> <p>2- The Board of Directors must deposit sufficient copies of the Audit Committee's report at the company's main office, and the company's website and the market's website must be published when the invitation to convene the General Assembly is published; To enable any shareholders who wish to obtain a copy of it. A summary of the report will be read out during the General Assembly.</p>





Article 7: Powers of the committee/ seventh: Conflict of interest

Before	After
<p>In order to perform its duties, the Committee:</p> <ol style="list-style-type: none"> 1- The right to view the company's records and documents. 2- To request any clarification or statement from members of the Board of Directors or Executive Management. 3- To request the Board of Directors to convene the company's general assembly if its work is obstructed or if the company is exposed to serious damage or losses. 	<ol style="list-style-type: none"> 1- The member must avoid situations that lead to a conflict of his interests with the interests of the company. Conflict of interest means the presence of a direct or indirect interest for any member in a topic on the committee's agenda, and such interest would influence (or believe that such interest will influence) the independence of a member's opinion. The committee is supposed to express his professional point of view. 2- If a member has any conflict of interest in a topic listed on the committee's agenda, he must disclose that before starting to discuss the topic, provided that this is recorded in the minutes of the meeting. In this case, he is not permitted to participate in the discussion of the relevant topic or participate in its discussion or vote on it 3- It is not permissible for a member of the committee to have a direct or indirect interest in contracts and work carried out on behalf of the company unless he has obtained a license from the General Assembly or from the Board of Directors, as the case may be, provided that the license issued by the Board of Directors to the member is in





	<p>accordance with the controls and procedures established by General Assembly.</p> <p>4- He may not participate in any business that would compete with the company or compete with the company in one of the branches of activity it practices unless he obtains a license from the General Assembly.</p> <p>5- If a member of the committee fails to disclose his interest in the contracts and work carried out on behalf of the company or his contracts with the company directly or indirectly, whether before his appointment as a member of the committee or during his membership, the company may terminate his membership and demand before the competent judicial authority the cancellation of the contract and compensation or Obliging the member to pay any profit or benefit gained from this.</p> <p>6- If a committee member fails to disclose his participation in any work that would compete with the company or compete with the company in one of the branches of activity that it practices, the company may demand compensation from him before the competent judicial authority.</p> <p>7- It is not permissible for a member of the committee to exploit or benefit - directly or indirectly - from any of the company's assets, information, or</p>
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investment opportunities subject to its study - even if the decision is made not to proceed with them - nor is it permissible for him to benefit from those investment opportunities even after the expiration of His membership.

- 8- If it is proven that the committee member has benefited from investment opportunities, the company or any interested party may demand before the competent judicial authority the invalidation of any work, profit or benefit achieved from that investment opportunity. The company may also demand appropriate compensation.

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Article 8: Committee reports / eighth: Mechanism for submitting observations and reporting violations

Before	After
<p>a- The committee's report must include details of its performance of its powers and tasks stipulated in the Companies Law and its executive regulations, provided that it includes its recommendations and opinion on the adequacy of the company's internal and financial control and risk management systems.</p> <p>b- The Board of Directors must deposit sufficient copies of the committee's reports at the company's main office, and the company's website and the market's website must be published when the invitation to convene the General Assembly is published; To enable any shareholders who wish to obtain a copy of it, and a summary of the report can be read during the assembly the public.</p> <p>c- The committee may seek assistance from any experts and specialists it deems appropriate from within or outside the company within the limits of its powers, if this is included in the minutes of the committee meeting, mentioning the name of the expert and his relationship with the company or executive management. d) The Chairman of the Committee or any of its members whom he represents must attend the general assemblies to answer shareholders' questions</p>	<p>1- The Audit Committee must propose a list of policies and procedures and develop a mechanism that allows the company's employees and stakeholders to report any practices or violations and submit their comments regarding any violations in the financial reports or other violations in complete confidentiality while providing them with the necessary protection.</p> <p>2- The committee must verify the implementation of this mechanism by conducting an independent investigation commensurate with the extent of the error or violation and determining appropriate follow-up procedures.</p> <p>3- The committee must inform the Board of Directors of any actions or practices that may be issued by the executive management that violate applicable laws, regulations, and rules, or raise suspicion in the financial statements, internal control systems, or others, and conduct the necessary investigation regarding them.</p> <p>4- The committee must assign a specialized person to receive and deal with complaints or reports from stakeholders</p>





and allocate a phone or email to receive complaints.

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Article 9: Expiration of committee membership / Ninth: A conflict occurs between the Audit Committee and the Board of Directors

Before	After
<p>1- Committee membership shall end at the expiration of its term or at the expiration of the member's authority in accordance with the company's bylaws. However, the Ordinary General Assembly may at any time dismiss all or some of the members of the Committee without prejudice to the right of the person to dismiss compensation if the dismissal occurs for an unacceptable reason, and a member of the Committee may resign. Membership of the committee.</p> <p>2- The General Assembly may - based on the recommendation of the Council - terminate the membership of any member of the Committee who is absent from attending three consecutive meetings without a legitimate excuse.</p> <p>3- If the position of a member of the Audit Committee becomes vacant, the committee may appoint a temporary member who has the competence and experience for the vacant position, and the appointment shall be presented to the ordinary general assembly at its first meeting, and the new member shall complete the term of his</p>	<p>If there is a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board of Directors refuses to take into account the committee's recommendation regarding appointing the company's auditor, dismissing him, determining his fees, evaluating his performance, or appointing the internal auditor, the Board of Directors' report must include the committee's recommendation, its justifications, and the reasons for not taking it into account.</p>





predecessor, in accordance with what is
stated in the company's bylaws.





Article 10: Remuneration for committee members / General Provisions

Before	After
Remuneration and attendance allowance for sessions are determined for members of the committee and its secretary based on the recommendation of the Remuneration and Nominations Committee for the Board of Directors.	<ol style="list-style-type: none"> 1- The Board of Directors follows the work of this committee regularly to verify that it is carrying out the work entrusted to it. 2- These regulations are effective from the date of their approval by the General Assembly, and they may not be amended except with the approval of the General Assembly on those amendments. 3- These regulations are complementary to the company's bylaws, the company's governance system, and the policies approved by the company that concern the Board of Directors and the committees emanating from it. 4- Everything that is not provided for in this regulation shall be subject to the relevant rules and regulations issued by the competent authorities. 5- These regulations repeal and replace all procedures, decisions, and internal regulations of the company that conflict with them. 6- This regulation may not be amended except by a recommendation from the Board of Directors and submitted to the General Assembly for approval. 7- The Board of Directors supervises the implementation of what is stated in





these regulations, and the Chairman and members of the Audit Committee must implement what is stated therein. The Board of Directors has the right to interpret or clarify the provisions contained in these regulations.

- 8- The company publishes this regulation or a summary thereof on its website or through any other means.
- 9- Any shareholder has the right to view these regulations at the company's offices in prior coordination with the company's management if they are not published on the company's website.
- 10- The Board of Directors will review this regulation when necessary with the aim of continuous development and improvement and to keep pace with any amendments that may occur to the system to reach the best professional practices.

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Article 11: Final Provisions (Publication and Amendment)

Before	After
<p>1- The provisions of these regulations shall be effective as of the date of their approval by the Ordinary General Assembly.</p> <p>2- The content of these regulations will be reviewed as needed based on the recommendation of the Board of Directors, provided that these amendments are presented to the Ordinary General Assembly for approval at its earliest meeting.</p>	<p>-----</p>



Working Regulations of the Audit Committee 2022

الكابلات السعودية
Saudi Cable



Article 1: Preamble

The Working Regulations of the Audit Committee were prepared under the CMA Corporate Governance Regulation, which requires that the Ordinary General Assembly, on the proposal of the Board of Directors, adopt the Working Regulations of the Committee. These Regulations shall include the controls and procedures for the work and functions of the Committee, the rules for the selection of its members and the duration of their membership and remunerations.

Article 2: Policies for the Selections of Members of the Committee and How to Nominate Them and the Duration of Their Membership

1. The nomination of members shall be on the recommendation of the Nominations and Remuneration Committee.
2. Members of the Committee may be shareholders or others, including at least one independent member and a financial and accounting specialist.
3. The Committee shall not include any executive Board members.
4. The Chairman of the Audit Committee must be an independent member.
5. Anyone who works or has worked for the past two years in the executive or financial management of the Company, or with the Company's auditor, cannot be a member of the Committee.
6. The Committee's membership shall not be less than three and not more than five.
7. The Chairman of the Board of Directors cannot be a member of the Committee.
8. The members of the Committee are selected in a manner that ensures the availability of diverse skills and expertise, taking into account the existence of expertise appropriate to the Company's field of work.
9. Members of the Committee shall be appointed for a period that does not exceed THREE years and may be reappointed in accordance with the Company's bylaws.
10. The Company is committed to notify the Authority of the names of the members of the Committee and their membership qualifications within five working days from the date of their appointment and any changes that occur within five working days from the date of the changes.

11. The Committee appoints a Chairman and a Secretary from among its members or others at its first meeting.

Article (3): Avoid Conflicts of Interest

a) The member of the Audit Committee shall:

1. Exercise his/her duties faithfully and present the interests of the Company over his personal interests and to not exploit his/her position in order to achieve special interests.
2. Avoid conflicts of interest and inform the General Assembly of conflicts that may affect its consideration of the topics before the Committee. The Committee shall not involve that member in the deliberations and shall not count his/her vote in the voting on these topics at the Committee's meetings and the shareholders' assemblies.
3. Keep Company-related information and activities confidential and to not disclose them to anyone.

b) The member of the Audit Committee is prohibited from:

1. Voting on the decision of the Committee or the General Assembly in the business and contracts made on behalf of the Company if he/she has a direct or indirect interest in it.
2. Exploit or benefit, directly or indirectly, from any of the Company's assts, information or investment opportunities offered to him/her as a member of the Audit Committee or offered to the Company, including investment opportunities that fall within the activities of the Company or which the Company wishes to benefit from. The prohibition applies to the member of the Committee who resigns to exploit investment opportunities, directly or indirectly, that the Company wishes to take advantage of and in which he learned about during his/her membership of the Committee.

Article (4): The Committee's Functions and Terms of Reference

The Committee specializes in monitoring the Company's business and verify the integrity of its reports, financial statements and internal control systems. The Committee's functions include:

- **Financial Statements**

1. Examine the Company's quarterly and annual financial statements before presenting them to the Board of Directors and expressing its opinion and recommendation in order to ensure their integrity, fairness and transparency.
2. Express a technical opinion, at the request of the Board, as to whether the Board's report and the financial statements of the Company are fair, balanced and understood and include information that allows shareholders and investors to assess the financial position, performance, business model and strategy of the Company.
3. Examine any important or unfamiliar matters contained in the financial statements.
4. Thoroughly examine any issues raised by the Company's CFO or whoever carries out his/her duties, the Company's CCO or the auditor.
5. Verify the accounting estimates in material matters contained in the financial statements.
6. Examine the Company's accounting policies and make an opinion and recommendation to the Board on them.
7. Audit of financial management reports on budget performance and analysis of deviations between actual expenditure and the approved estimated budget.

- **Internal Audit**

1. Study and review internal and financial and risk management systems.
2. Examine internal audit reports and follow up on the implementation of corrective procedures for the observations contained therein.
3. Oversight and supervision of the performance and activity of the internal auditor and the internal audit department, if any, to verify the availability and effectiveness of the necessary resources in the performance of the business and the tasks entrusted to it. If the Company does not have an internal auditor, the Committee shall make its recommendation to the Board on the need for his/her appointment.
4. Recommend to the Board of Directors the appointment of the Director of the Internal Audit and determine his/her remuneration and benefits, evaluate his/her performance and recommend his removal to the Board.
5. Ensure the independence of Internal Audit and enable it to function effectively.
6. Examine the discretionary budget of the internal audit department and recommend it to the Board of Directors for approval.

- **Auditor**
 1. Recommend to the Board of Directors the nomination, dismissal, fees and evaluation of auditors after verifying their independence and reviewing their scope of work and contractual conditions.
 2. Verify the auditor's independence, objectivity and fairness and the effectiveness of his/her audit work, taking into account relevant rules and standards.
 3. Review the Company's auditor's plan and work and verify that it does not provide technical or administrative work beyond the scope of the audit work and give invisibility thereof.
 4. Answer the Company's auditor's inquiries.
 5. Examine the auditor's report and observations on the financial statements and follow up on the decisions taken thereon.
 6. Discuss and inquire with the auditor in case of need and meet with him/her individually without the presence of the Company's management at least once in the fiscal year.
- **Ensure Compliance**
 1. Review the results of the reports of the Regulators and verify the Company's actions regarding them.
 2. Supervise the Company's adherence to the relevant regulations, policies and instructions.
 3. Review the contracts and transactions proposed to be conducted by the Company with the relevant parties and submit its views thereon to the Board of Directors.
 4. Submit such matters as it deems necessary to take action on the Board of Directors and make recommendations on the actions to be taken.
- **Risk Management**
 1. Develop a comprehensive risk management strategy and policy commensurate with the nature and size of the Company's activities and verify, review and update their implementation based on the Company's internal and external changes.
 2. Establish and maintain an acceptable level of risk to the Company and verify that the Company does not exceed it.
 3. Verify the viability of the Company's continuation and successfulness of its activities while identifying the risks that threaten to persist over the next 12 months.
 4. Supervise the Company's risk management system and assess the effectiveness of systems and mechanisms for identifying, measuring and monitoring the risks to which the Company may be exposed to in order to identify its shortcomings.
 5. Reassess the Company's risk tolerance and the periodic exposure to them.
 6. Prepare detailed reports on risk exposure and proposed steps to manage these risks and submit them to the Board of Directors.

7. Make recommendations to the Board of Directors on matters related to the Risk Management.
8. Ensure adequate resources and risk management systems.

Article (5): Conflict between the Committee and the Board of Directors

In the event of a conflict between the recommendations of the Committee and the decisions of the Board of Directors, or if the Board refuses to address the recommendation of the Committee regarding the appointment and removal of the Company's auditor, his/her fees, his/her evaluation of his/her performance, the appointment of the internal auditor or any other matter, the Board's report shall include the recommendation and justification of the Committee and the reasons for its failure to take them.

Article (6): Committee Meetings

1. The Audit Committee meets periodically at least FOUR meetings during the Company's financial year.
2. The Audit Committee meets periodically with the Company' auditor, internal auditor, the director of Compliance and the director of risk management, if any.
3. The internal auditor and the auditor may request to meet with the Committee whenever the need arises.
4. The validity of the meetings of the Committee requires the attendance of a majority of its members. Its decisions shall be taken by a majority vote of those present and when the votes are equal, the side with which the Chairman voted shall be preferred.
5. The Committee's meetings should be documented and recorded, including discussions and deliberations, its recommendations and the results of the voting should be documented and kept in a special register, the names and observations of members present, if any, and is shall be signed by all members present at the meeting.

Article (7): Committee Terms of Reference

In order to perform its tasks, the Committee shall:

1. Have the access to the Company's records and documents.
2. Request any explanation or statement from members of the Board of Directors or Executive Management.
3. Request the Board of Directors to convent the General Assembly of the Company if its work is hindered or the Company compensates for serious damage or losses.

Article (8): Committee Reports

1. The Committee's report shall include details of its performance of its terms of reference and functions under the Corporate Regulations and Its Implementations, including its recommendations and its opinion on the adequacy of the Company's internal and financial control and risk management systems.
2. The Board of Directors shall place sufficient copies of the report of the Committee at the Company's Main Office and shall be posted on the Company's website and the Market's website when the invitation to the General Assembly is published to enable shareholders to obtain a copy of the report. The summary of the report shall be read during the General Assembly.
3. The Committee shall hire experts and specialists from inside or outside the Company within its powers, and make sure that it will be included in the minutes of the Committee's meeting with the name of the expert and his/her relationship with the Company or Executive Management.
4. The Chairman of the Committee or his/her representative shall be present at the General Assembly to answer the shareholders' queries.

Article (9): Termination of the Committee's Membership

1. The membership of the Committee shall expire at the expiration of its term or at the expiry of the member's term in accordance with the Company's bylaws. However, the Ordinary General Assembly may at all times remove all or some of the members of the Committee without prejudice to the right to compensation if the removal occurs on an acceptable reason and a member of the Committee can resign from the Committee's membership.
2. The General Assembly, on the recommendation of the Board, may terminate the membership of members who were absent from attending THREE consecutive meetings without legitimate excuse.
3. If a position in the Audit Committee is vacant, the Committee may appoint a provisional member with competence and experience in the vacant position. The appointment shall be submitted to the OGA at its first meeting and the new member shall complete the term of his/her predecessor, as stipulated in the Company's bylaws.

Article (10): Remuneration of Committee Members

Remuneration and attendance allowance shall be determined for the members and Secretary of the Committee on the recommendation of the Remuneration and Nominations Committee to the Board of Directors.

Article (11): 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 on the recommendation of the Board of Directors, and these amendments shall be submitted to the OGA for adoption at the earliest meeting.



Working Regulations of the Audit Committee

Saudi Cable Company

These regulations were issued pursuant to the decision of the General Assembly of the Company's shareholders held on 15 Rajab 1444 AH corresponding to February 6, 2023 AD. As amended by the Assembly's decision on Corresponding to.....

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Article 1: Definitions

To implementing this regulation, the following words and phrases have the meanings stated next to them unless the context of the text requires otherwise.

Governance regulation:	Corporate Governance regulation issued by the Capital Market Authority Board.
Company Governance system:	Governance system of the Saudi Cable Company
Company:	Saudi Cable Company and its subsidiaries
General Assembly:	An association formed by the company's shareholders in accordance with the provisions of the companies LAW and Bylaws
The Board of Directors/council:	Board of Directors of Saudi Cable Company
The Commission:	Audit Committee of the Saudi Cable Company





Executive management/senior executives: It consists of the company's CEO, the rest of the company's executive management members (First vice presidents) and heads of subsidiaries.

Executive Member: An Executive Board member who is full-time in the executive management of the company and participate in its daily operations.

Non-executive Member: An Executive Board member who is Not full-time in the executive management of the company and participate in its daily operations.

Independent Member: A non-executive independent Board member who enjoys complete independence in his position and decisions, and none of the criteria of independence stipulated un the corporate Governance Regulations apply to him.

Auditor: The company's auditor appointed by the General assembly.

Internal Auditor: Company's Internal Auditor

Stakeholders: Everyone who has in interest in the C=company, Such as employees, creditors, customers, suppliers, society, competent authorities, and legislators

Invitees: Any person who is invited to attend the committee meeting other than its member.



Article 2: Objectives of the charter

The objective of this regulation is to clarify the controls and procedures for the committee's work and tasks. and the rules for testing its members and the duration of their membership. The regulation clarifies the general procedures established by the Council to ensure the definition of the committee's tasks.

Article 3: Purpose and reference

- 1- The audit committee assists the Board of Directors in performing its duties and carrying out its responsibilities. Related to the competencies, tasks and responsibilities assigned to him in accordance with what is stated in these regulations. Or which referred to it by the Board of Directors. The Audit committee shall be a reference for the board of directors. It's responsible for the Board and shareholders verifying the adequacy of the internal control system and its effective implementation. The Board of Directors will activate and develop the internal control system.
- 2- The committee must inform the Board of Directors of the results in a transparent manner. Its minutes, including the results of its work and any reports issued by it, are presented to the Board of Directors on a periodic basis to take decisions regarding them. The Board of Directors must follow-up with the committee regularly to verify the practice of business entrusted to the committee.
- 3- The audit committee should evaluate the performance and effectiveness of the committee on an annual basis and submit a report containing its recommendations to the Board of Directors regarding any amendments it deems appropriate to the audit list.
- 4- The committee shall be responsible for its work before the Board of Directors, without prejudice to the Board's responsibility for those works and the power or authorities delegated to it.



Article 4: Organization of the committee

1- Committee formation and membership requirements

The committee is formed by a decision of the Board of Directors, and the number of committee members may be less than three members, and not more than five members.

- a- The company's general assembly, based on the proposal of the Board of Directors, issues the work regulations of the audit committee. Provided that this regulation includes the controls and procedures for the committee's work and tasks, the rules for selecting its members, how to nominate them, the duration of the membership, and the mechanism for appointing its members temporary if one of the committee's seats becomes vacant.
- b- The committee member may be a member of the Board of Directors, a shareholder of the company, or someone else, required that at least one independent member is among the members.
- c- The membership of the Audit Committee is nominated based on the recommendation of the Board of Directors
- d- The nominations and Remunerations Committee is responsible for studying the applications submitted by the candidates and submitting its recommendation to the Board of Directors to select the final list.
- e- The committee member must not be an executive member of the Board of Directors, anyone who works or has worked during the past two years in the executive of financial management of the company's auditor can not be a member of the committee, or anyone who works in technical or administrative work in the company.
- f- The committee member must be a reasonable Master of Financial and accounting rules, and someone with appropriate academic qualifications in this field is preferred.
- g- The company must notify the Authority of the names of the committee members and their membership positions within five working days from the



date of their appointment, and any changes that occur within five working days from the date of the changed occurring.

2- Chairman of the Committee

- a- The committee chooses a chairman from among its members.
- b- The head of the audit committee must be an independent member, if possible.
- c- The head of the audit committee must carry out the following duties:
 - Organizing committee meetings and accessing all information and documents needed to implement its responsibilities.
 - Managing committee meetings and working to enhance their effectiveness.
 - Inviting the committee to meet and specifying the time, date, and place of the meeting after coordination with the members of the committee.
 - Adopting the agenda, considering the topics that some committee members want to include.
 - Ensure that the issues presented to the committee are accompanied by sufficient information to enable the committee to make decisions regarding them.
 - ensure that sufficient time is available to discuss the committee's agenda items.
 - Enhancing the effective participation of members in committee meetings by studying the topics on the agenda of its meetings, discussing them, and expressing their opinions in a way that contributes to achieving the committee's objectives.
 - Ensure the availability of complete and correct information to the committee members in a timely manner to enable them to carry out their duties.
 - Approving periodic reports on the committee's accomplishments and submitting its recommendations and finding to the Board of Directors
 - Follow up on the implementation of decision issued by the committee.
 - Adopting the necessary arrangements to conduct periodic evaluation of the committee's performance.
- d- The chairman of the Committee or whoever represents from among the members of the Committee must attend the General Assembly meetings to provide answers for shareholder's questions and represent the committee before the Board of directors.



3- Committee Secretary

The committee appoints a secretary at its first meeting, who can be a member of the committee or an employee of the company.

- a- The committee secretary manages the dates of the Committees' meetings on an annual basis, documenting the committee's meetings, preparing minutes for them that includes the discussions and deliberations that took place, stating the location, date and start and end times of the meeting, documenting the committee's decisions and voting results, keeping them in a special organized register, recording the names of the present members and the reservation they expressed-if any- and signing these minutes by all the present members.
- b- The committee secretary shall provide the committee members with the committee's agenda, working papers, documents and information related to it, and any additional documents or information he requests from the committee members related to the topics included in the meeting agenda, in accordance with the periods specified in these regulations.
- c- The committee secretary is responsible for submitting periodic reports and minutes on the activities and work of the committee to the Board of Directors and performing all other tasks that may be assigned to him by the committee.
- d- The committee secretary is not entitled to participate in or vote on any of the committee's decisions.

4- Invitees to committee meetings

No member of the Board of Directors or Executive Management has the right to attend the meetings of the Audit Committee unless the Committee requests to hear his opinion or obtain his advice.



5- Confidentially of the Committee 's work

The committee member and other persons invited to the committee meetings must commit to maintaining the confidentiality of the information made available to him and the documents he has access to. He may not have under any circumstances, even in the event of the expiration of his membership, disclose them to any individual or entity unless he is authorized to do so by the Board of Directors, or he uses any of this information to archive his personal benefit or to benefit his relative or others.

6- Committee Duration

The duration of the committee's work begins from the date of issuance of the Board of Directors' decision to form it and ends with the end of the session of the Board that recommended its formation or until the issuance of decision by the Board terminating or re-forming the committee. The expiry of the Board's term or its dissolution for any reason ends the term of the committee's mandate and requires its reconstitution.

7- Termination of Committee Members Services

- a- The membership of the committee member ends at the end of his term or in any of the following periods:
 - Death
 - Resignation without prejudice to the company's right to claim compensation if the resignation occurs at an inappropriate time.
 - If the member did not attend three committee meetings per year without prior permission from the committee chairman or an acceptable excuse.
 - Missing one or more of the membership conditions
 - End of the Board of Directors session.
 - The member's inability, from a health standpoint, to complete his duties on the committee.
 - Conviction of committing a crime, and act prejudicial to honor or trust, or committing fraud on their behalf.
- b- The council has the right to remove or replace any of the committee members at any time it deems appropriate.
- c- Any member of the committee may resign membership in the Committee, by submitting a written notice. To the chairman of the Board of Directors with a copy to the chairman of the committee. The resignation will become effective as of the date of the chairman of the committee. The resignation will become effective as of the date of the chairman of the



Boards's approval of the resignation or a later date determined by the Chairman of the Board.

- d- The Board of Directors has the right to nominate an alternative member for the vacant position and new members shall complete the remaining term, considering the conditions that must be met by committee members.

8- Committee Members's Rewards and Allowances

Without prejudice to the relevant legal requirements and the company's bylaws, the committee members remuneration will be in accordance with the remuneration policy for members of the Board of Directors, the committees emanating from it, and the executive management approved by the company's general assembly.

9- Committee Meetings

a- Call of Meeting

- The committee meets periodically at the invitation of its chairman, provided that its meetings are not less than four meetings during one fiscal year of the company. The committee member is considered to have resigned if he fails, without an acceptable excuse for more than three sessions.
- The committee meets periodically with the company's auditor and with the company's internal auditor. The internal auditor and the auditor may request a meeting with the committee whenever need arises.
- The committee holds all its meetings at the company's main office or in any other place agreed upon through the committee members.
- Meetings invitation must be sent by the committee secretary to each member of the committee at least seven days before the meeting date. Meeting time, date, place of meeting, and agenda are indicated in the schedule accompanied by the necessary documents and information, unless the meeting is not requires to be holding an emergency (unscheduled) in this case it is permissible to send the invitation to the meeting agenda and the necessary documents and information, within a period of not less than five days from the date of meeting, or as approved by the Chairman and members of the committee.



b- Meeting Agenda

- The committee secretary, in coordination with the committee chairman and executive management prepares the agenda for the committee meeting and schedule the topics up for discussion according to their importance and priorities, if they are reviewed and approved by the committee chairman before distributing them to the members.
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- The committee decides its agenda once it meets and if any member objects to the agenda, this must be recorded in the minutes of the committee meeting, and every member of the committee has the right to suggest adding any item to the agenda.

c- Quorum for attendance and voting

- The committee meeting shall not be valid unless attended by at least a majority of the members, including the chairman or his deputy in the event of his absence.
- A committee member may authorize another member to attend the committee meeting on his behalf or to vote on his behalf at the meeting.
- The committee's decisions are issued by a majority of the opinions of the member presents, and when the votes are equal, the side with which the committee chairman coted prevails.
- If a member of the committee is unable to attend in person, he may use any of the available means of communication to attend the committee meetings. In all cases, this must be documented in the minutes of meetings.

d- Approval of meeting minutes decisions

- The committee secretary sends the committee chairman and members a draft of the minutes of the meeting within five days from the date of the meeting to review and express their comments on it, if any.
- Any member may make reservations about any decision taken by the committee, if he explains the reasons that prompted him to express the reservation. If a member leaves the committee meeting before its conclusion, his reservation, if any, shall be limited to the decisions related to the items he attended the discussion, provided that the minutes are decided based on his desire regarding the items he discussed. He did not attend the discussion if he expressed his desire to do so in writing.





- Amendments must be reflected by the Secretary of the Committee. On the first draft, based on comments received from committee members on the minutes. The amended draft will be sent to the members within two working-days from the date of receiving the comments after presenting them to the Chairman of the committee.
- The committee secretary prepares the minutes in their final form. The minutes are considered official once they are signed by all the members present and the committee secretary, the committee secretary sends the approved and authenticated minutes to the committee members immediately.
- The committee follows up on the results of implementing the decisions issued, and any other topics they were discussed in the previous meetings. A report shall be issued by the committee secretary in coordination with the executive Management about the results of implementing its decisions.
- The committee's deliberations and decisions are recorded in minutes signed by the chairman and the committee's secretary, and these minutes are recorded in a special register.

e- Study Topics

The committee oversees studying topics which specialize in it or are referred to by the Board of Directors. It submits its recommendations to the Council for decision – making or that decisions are considering that the mandate granted to the committee is not general or indefinite.

f- Resources and sources of information

- The committee has the right to access all resources and information necessary for it. And review the company's records, and its documents to enable it to perform its powers, tasks, and responsibilities to the fullest extent.
- The committee has the right to investigate everything that falls within its powers and competencies, as well as the matters entrusted to it.
- The committee has the right to request any clarification and statement from members of the Board of Directors or Executive Management.





- The committee has the right to seek assistance when needed from whomever it deems appropriate whether he is the chairman of the Board, a member of the Board of Directors, the Managing Directors, the Executive Management or any of the company's employee, the committee has the right to seek help when needed by any of the consulting offices linked to agreements with the company. It may also assign or seek the assistance of expert regulations specialist whether individual or advisory or specialized bodies for the purpose of obtaining advice assistance, conducting studies, auditing, investigating or examining records in a matter it needs, which falls within the scope of its work in accordance with these regulations the system, provided that this is included in the minutes of the committee.
- meeting, mentioning the name of the expert and his relationship with the company or with the executive management. The committee shall submit the recommendations for their remuneration to the Board of Directors for approval and the Board may authorize it to do so. Provided that this is recorded in the minutes of the name of the expert or the consultant and his relationship to the company or the executive management.
- The committee has the right to request the Board of Directors obstructs its work or is unable to obtain the necessary.

10- Duties of a committee member

- Compliance with the provisions of the Companies Law, the Financial Market Law, their executive regulations, the relevant regulations, and the company's bylaws when exercising its duties, which means refraining from performing or participating in any action that would harm the company's interests.
- Maintaining the company's secrets. A member of the committee may not broadcast to shareholders or others any information, data, or secrets of the company or its employees that comes to his attention because of his membership of the committee. The Board of Directors must recommend his removal, in addition to holding him accountable for compensation for any damage that may result to the company, its employees, or its advisors.
- He must be aware of the committee's tasks and responsibilities and must allocate sufficient time to play his role in achieving them.
- he must also not advance his interests Carrying out his duties away from any external influence, whether inside or outside the company.



- Active participation in committee meetings by studying the topics presented on the agenda of its meetings and discussions.
- Make an effort to learn about organizational developments in the areas of topics related to the committee's tasks and responsibilities.
- Make an effort to know all developments in the field of the company's activities, business and other related fields.
- Committee members must adhere to the principles of honesty, sincerity, and take into account the interests of the company and shareholders, put the company's interests ahead of their personal interests, and adhere to what is stated in the information confidentiality and conflict of interest policy.
- Disclosure to the Committee or Board of Directors in the event that their membership does not comply with the terms and conditions of membership in this regulation or in any regulation to the contrary, or if something inconsistent with these terms and conditions will happen in the future.

Article 5: Committee's Responsibilities and Tasks

The Audit Committee is responsible for monitoring the company's work and verifying the integrity and validity of reports, financial statements, and control systems. The committee's tasks include the following:

a- Financial Reports

- 1- Studying the company's initial and annual financial statements before presenting them to the Board of Directors and expressing an opinion and recommendation regarding them. To ensure its integrity, fairness, and transparency.
- 2- Expressing a technical opinion, upon the request of the Board of Directors, on whether the Board of Directors' report and the company's financial statements are fair, balanced, and understandable and include information that allows shareholders and investors to evaluate the company's financial position, performance, business model and its strategy.
- 3- Study any important or unusual issues included in the important financial reports.
- 4- Carefully research any issues raised by the company's financial director or whoever assumes his duties, the company's compliance officer, or the company's auditor the accounts.



- 5- Verifying accounting estimates on material matters contained in financial reports.
- 6- Studying the accounting policies followed in the company and expressing an opinion and recommendation to the Board of Directors regarding them

b- Internal Audit:

- 1- Study and review the company's internal and financial control and risk management systems.
- 2- Studying internal audit reports and following up on the implementation of corrective measures for the observations contained therein.
- 3- Monitoring and supervising the performance and activities of the internal auditor and the internal audit department in the company - if any - to verify the availability of the necessary resources and their effectiveness in performing the work and tasks assigned to them. If the company does not have an internal auditor, the committee must submit its recommendation to the council regarding the necessity of appointing one.
- 4- Recommending to the Board of Directors to appoint the director of the internal audit unit or department or the internal auditor.

c- Auditor:

- 1- Recommending to the Board of Directors to nominate the auditors, dismiss them, determine their fees, and evaluate their performance, after verifying their independence Review the scope of their work and terms of contracting with them.
- 2- Verifying the independence, objectivity and fairness of the auditor, and the effectiveness of the audit work, in accordance with the relevant rules and standards.
- 3- Reviewing the plan and work of the company's auditor and ensuring that no technical or administrative work is provided outside the scope of work, reviewing it and expressing an opinion on that.
- 4- Responding to the company's auditor's inquiries.
- 5- Studying the auditor's report and his observations on the financial statements and following up on what was taken.





d- Ensuring commitment

- 1- Reviewing the results of regulatory authorities' reports and verifying that the company has taken the necessary measures regarding them.
- 2- Verifying the company's compliance with relevant laws, regulations, policies and instructions
- 3- Reviewing the contracts and transactions that the company is proposed to conduct with related parties and submitting its opinion thereon to the Board of Directors
- 4- Raising any matters regarding which he deems it necessary to take action to the Board of Directors, and submitting his recommendations regarding the actions that must be taken.

Article 6: Audit Committee Report

- 1- The audit committee's report must include details about its performance and tasks and include its recommendations and opinion on the adequacy of the company's internal control, financial, and risk management systems.
- 2- The Board of Directors must deposit sufficient copies of the Audit Committee's report at the company's main office and publish it on the website and the market website when the invitation to hold the General Assembly is published. To enable shareholders who wish to obtain a copy of it. The summary of the report will be read during the General Assembly.

Article 7: Conflict of interest

- 1- The member must avoid situations that lead to a conflict between his interests and those of the company. A conflict of interest means that any member has a direct or indirect interest in a matter on the committee's agenda, and this interest would affect (or believe that this interest would affect) the independence of the opinion of the committee member whose professional view is supposed to be expressed.
- 2- The member must avoid situations that lead to a conflict between his interests and those of the company. A conflict of interest means that any member has a direct or indirect interest in a matter on the committee's agenda, and this interest would affect (or believe that this interest would affect) the independence of the opinion of the committee member whose professional view is supposed to be expressed.





- 3- It is not permissible for a member of the committee to have a direct or indirect interest in contracts and work carried out on behalf of the company except after obtaining a license from the General Assembly or the Board of Directors, as the case may be. Provided that the license issued by the Board of Directors to the member shall be in accordance with the controls and procedures determined by the General Assembly.
- 4- He may not participate in any work that would compete with the company or compete with it in any branch of the activity it practices unless he obtains a license from the General Assembly.
- 5- If a member of the committee fails to disclose his interest in contracts and work carried out for the benefit of the company or his contracts with the company directly or indirectly, whether before his appointment as a member of the committee or during his membership, the company may terminate his membership. The request, before the competent judicial authority, is to invalidate the contract, compensate the company, and oblige the member to pay any profit or benefit accruing to him.
- 6- If a member of the committee fails to disclose his participation in any work that would compete with the company or compete with it in any branch of activity practiced by the company, the company has the right to demand compensation from him before the competent judicial authority.
- 7- A member of the committee may not exploit or benefit - directly or indirectly - from any of the company's assets or information or benefit from the investment opportunities being studied - even if he decides not to pursue the company for investment opportunities. He may not benefit from these investment opportunities even after the end of his membership.
- 8- If it is proven that a committee member has benefited from investment opportunities, the company or any interested party may file a lawsuit before the competent judicial authority to invalidate any work, profit, or benefit achieved from that investment opportunity. The company may also seek appropriate compensation.



Article 8: Submitting observations and reporting violations Mechanism.

- 1- The audit committee must propose a list of policies and procedures and establish a mechanism that allows the company's employees and stakeholders to report any practices or violations and express their observations regarding any violations in the financial reports or other violations in complete confidentiality, providing them with protection.
- 2- Procedures for error or transgression shall be indicated, and the committee must verify the implementation of this mechanism by conducting an independent investigation commensurate with the amount of error or transgression and determining appropriate follow-up procedures.
- 3- The committee must inform the Board of Directors of any actions or practices that may be issued by the executive management that violate the applicable laws, regulations, and rules, or raise suspicion in the financial statements, internal control systems, or others, and conduct the necessary investigation in this regard.
- 4- The committee must assign a specialized person to receive complaints or reports from stakeholders and deal with them and allocate a telephone number and Email to receive complaints.

Article 9: A conflict occurs between the audit committee & the Board of Directors

If there is a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board of Directors refuses to take into account the committee's recommendations regarding the appointment and dismissal of the company's auditor, determining his fees, evaluating his work performance or appointing the internal auditor, the Board of Directors' report must include the committee's recommendation, its justifications, and the reasons for not Take it.

Article 10: General Provisions

- 1- The Board of Directors follows the work of this committee regularly to verify that it is carrying out the work entrusted to it.
- 2- These regulations shall be effective from the date of approval by the General Assembly and may not be amended except with the approval of the amendments by the General Assembly.





- 3- These regulations are complementary to the company's bylaws, the company's governance system, and the policies approved by the company, which The Board of Directors and the committees emanating from it are deducted.
- 4- Everything that is not stated in the text of these regulations is subject to the relevant rules and regulations issued by the competent authorities.
- 5- This regulation supersedes and replaces all procedures, decisions, and internal regulations of the Company that conflict with it.
- 6- These regulations may not be amended except upon the recommendation of the Board of Directors and submitting them to the General Assembly for approval.
- 7- The Board of Directors shall supervise the implementation of what is stated in these regulations, and the Chairman and members of the Audit Committee shall implement what is stated therein. The Board and Management have the right to interpret or clarify the provisions contained in these regulations.
- 8- The Company may publish this regulation or a summary thereof on its website or through any other means.
- 9- Any shareholder has the right to view these regulations at the company's offices in prior coordination with the company's management if they have not been published on the company's website.
- 10- The Board of Directors may review this regulation, when necessary, with the aim of continuous development and improvement and keeping pace with any amendments that may occur to the system to reach the best professional practices.





Board Membership's Policies, Standards, Procedures and Controls





Article 1: Introduction / First: Introduction

Before	After
<p>This list has been prepared in accordance with the requirements of the corporate governance issued by the Capital Market Authority and the company's bylaws</p>	<p>The policies, standards, and procedures for membership in the company's Board of Directors have been prepared with the aim of complying with the requirements of the Corporate Governance Regulations issued by the Board of the Capital Market Authority, which stipulate that the Board of Directors (Board of Directors) must be a member of the Board of Directors. "Prepare clear and specific policies, standards and procedures for Board of Directors membership - in a way that does not conflict with the mandatory provisions in the Corporate Governance Regulations - and put them into effect after the General Assembly approves them."</p>





Article 2: Composition of the Board of Directors/ Second: Composition of the Board of Directors

Before	After
<p>When forming a board of directors, the following should be considered:</p> <p>a- The number of its members is proportional to the size of the company and the nature of its activity, without prejudice to what is stated in Article Three, Paragraph (A) of these regulations.</p> <p>b- Most of it must be non-executive members C. The number of independent members shall not be less than two or one-third of the Council's members, whichever is greater.</p>	<p>a- The company's Board of Directors consists of 9 members elected by the General Assembly of Shareholders for a period not exceeding four years, in accordance with the company's bylaws and in accordance with Article (17) of the Corporate Governance Regulations issued by the Capital Market Authority. The cumulative voting system is followed when electing members of the Board of Directors in the Assembly. In line with the requirements of the Corporate Governance Regulations issued by the Capital Market Authority and the company's bylaws</p> <p>b- Most the company's board members must be non-executive members in accordance with Article (16) of the Corporate Governance Regulations issued by the Capital Market Authority, and one-third of the board members or at least two members, whichever is more, of the board of directors must be independent.</p> <p>c- A legal person - who is entitled, according to the company's bylaws, to appoint representatives to the Board of Directors - may not vote on the selection of other members of the Board of Directors. (Where applicable).</p>





Article3: Appointing members of the Board of Directors/ Third: Policies and standards for membership in the company's Board of Directors:

Before	After
<p>a- The company's bylaws specify the number of members of the Board of Directors, which must not be less than three and not more than eleven.</p> <p>b- The General Assembly elects the members of the Board of Directors for the period stipulated in the company's bylaws, if it does not exceed three years. They may be re-elected.</p> <p>c- It is required that a member of the Board of Directors does not hold membership in the management of more than five joint stock companies listed in the market at the same time.</p> <p>d- The company must notify the Authority of the names of the members of the Board of Directors and their membership positions within five working days from the date of the start of the Board of Directors session or from the date of their appointment - whichever is earlier - and of any changes that occur to their membership within five working days from the date of the changes occurring.</p>	<p>It is required that a member of the Board of Directors be a professionally competent person who possesses the necessary experience, knowledge, skill and independence, enabling him to carry out his duties efficiently and competently, provided that the General Assembly, when electing members of the Board of Directors, takes into account the recommendations of the company's Remuneration and Nominations Committee and the availability of the personal and professional capabilities necessary to perform their duties properly. It is effective, and it must be considered that the member has the following:</p> <ol style="list-style-type: none"> 1. The candidate for Council membership must not have been previously convicted of a crime against honor and dishonesty, and must not be unfit for Council membership in accordance with any law or instructions in force in the Kingdom. 2. The board member must not be a member of more than five joint stock companies listed on the financial market at the same time. 3. That the member of the Board of Directors represents all shareholders and is committed to what achieves the interests of the company in general

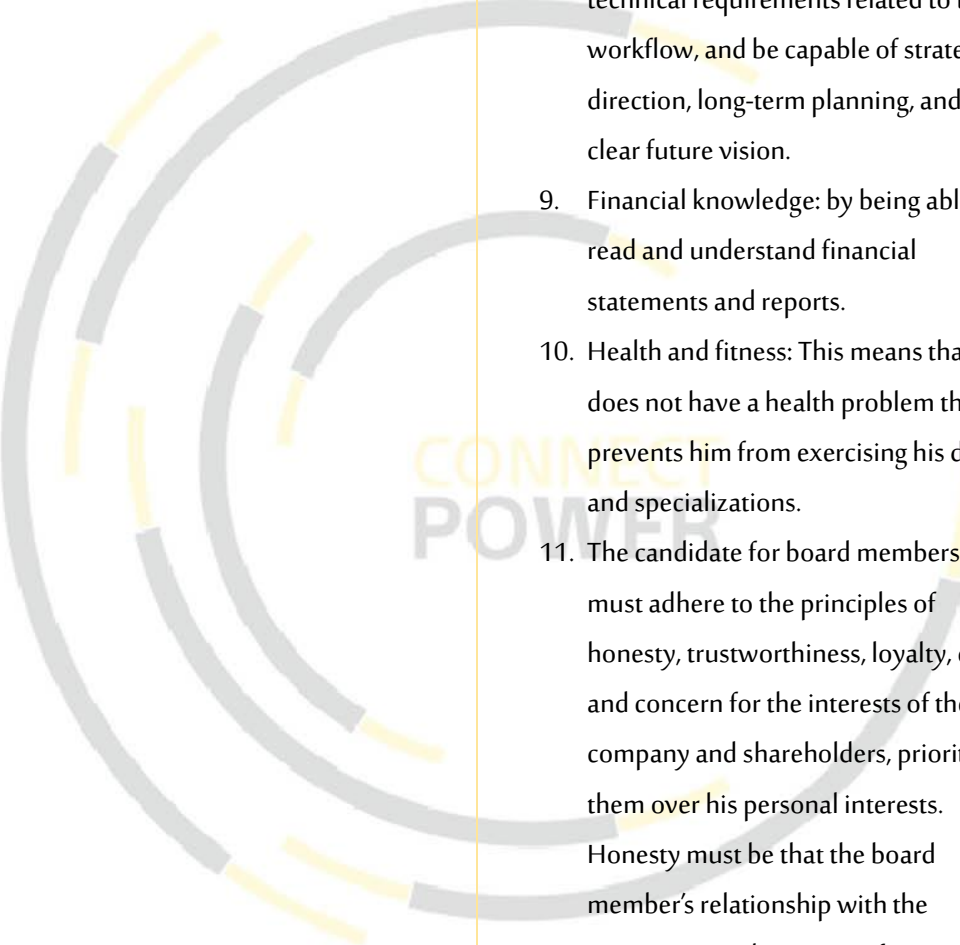




	<p>and not what achieves the interests of the company that he represents or that voted to appoint him to the Board of Directors.</p> <p>4. The number of independent members shall not be less than three members, which represents one third of the Board members, as the company's Board of Directors membership consists of (9) members.</p> <p>5. The independent member must enjoy complete independence in his position and decisions, and none of the symptoms of independence stipulated in Article (19) of the Governance Regulations issued by the Authority apply to him.</p> <p>6. Ability to lead: That is, he must have leadership skills that qualify him to be granted powers in a way that leads to stimulating performance, applying best practices in the field of effective management, adhering to professional values and ethics, and the ability to communicate effectively, think and plan strategically.</p> <p>7. Qualifications, skills, and experience: by having the appropriate academic qualifications, professional and personal skills, level of training, and practical experiences related to the company's current and future activities and knowledge of management, economics, accounting, law, or</p>
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	<p>governance, as well as the desire to learn. And training.</p> <p>8. The ability to direct: This means that he must have technical, leadership, and administrative capabilities, speed in decision-making, and understand the technical requirements related to the workflow, and be capable of strategic direction, long-term planning, and a clear future vision.</p> <p>9. Financial knowledge: by being able to read and understand financial statements and reports.</p> <p>10. Health and fitness: This means that he does not have a health problem that prevents him from exercising his duties and specializations.</p> <p>11. The candidate for board membership must adhere to the principles of honesty, trustworthiness, loyalty, care, and concern for the interests of the company and shareholders, prioritizing them over his personal interests. Honesty must be that the board member's relationship with the company is an honest, professional relationship, and disclosure to the company of any influential information before executing any deal or contract with the company or one of its companies. Subsidiaries, while loyalty is achieved by avoiding transactions that involve a conflict of interest while ensuring the fairness of</p>
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	<p>dealing and considering the provisions regarding conflicts of interest contained in the Governance Regulations. As for care and attention, it lies in performing the duties and responsibilities contained in the Companies Law, the Financial Market Law, and the Bylaws and other relevant systems</p> <p>12. The candidate must be a natural person who is not less than (30) years old, whether applying in his personal capacity or representing a legal person.</p> <p>13. Diversity in academic qualifications and practical experience should be taken into account, and priority should be given in nomination to the needs required of those with the appropriate skills for membership in the Board of Directors.</p> <p>14. A member of the Board of Directors must resign before the end of his term on the Board of Directors, in the event that he loses his eligibility to work as a member of the Board of Directors, or is unable to perform his duties, or is unable to allocate the time or effort necessary to perform his duties on the Board, as well as in the event of a conflict of interest. The member has the option of obtaining a license from the General Assembly, which will be renewed every year, or submitting his resignation.</p>
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Article 4: Conditions for membership in the Board of Directors/ Fourth: Eligibility and procedures for nomination for membership in the Board of Directors

Before	After
<p>It is required that a member of the Board of Directors be a professionally competent person who possesses the necessary experiences, knowledge, skill, and independence, enabling him to carry out his duties efficiently and competently, and it must be considered that he must possess the following:</p> <ol style="list-style-type: none"> 1- Leadership ability: This means that he has leadership skills that qualify him to grant powers in a way that leads to stimulating performance, applying best practices in the field of effective management, and adhering to professional values and ethics. 2- Competence: This is by having the appropriate academic qualifications, professional and personal skills, level of training, and practical experiences related to the company's current and future activities, management, economics, accounting, law, or governance, as well as the desire to learn and train 3- Ability to direct: This is to have technical, leadership, and administrative capabilities, speed in decision-making, and understanding of technical requirements related to the workflow, and to be capable of 	<ol style="list-style-type: none"> 1- Every shareholder has the right to nominate himself or one or more other people for membership in the Board of Directors, within the limits of his ownership percentage in the capital. 2- The Remuneration and Nominations Committee shall coordinate with the company's executive management to announce the opening of nominations for membership in the company's Board of Directors at least sixty (60) days before the end of the Board's session and considering the requirements required by the laws and regulations. 3- The nomination announcement will be published on the website of the Financial Market (Tadawul), as well as on the company's website, and in any other means determined by the Authority, in order to invite people wishing to run for membership in the Board of Directors, provided that the nomination door remains open for at least one month from the date of the announcement. 4- The Remuneration and Nominations Committee submits its recommendations to the Board of





strategic direction, planning, and a clear future vision.

- 4- Financial knowledge: by being able to read and understand financial statements and reports.
- 5- Health fitness: That he does not have a health impediment that prevents him from exercising his duties and powers. The General Assembly must take into account, when electing members of the Board of Directors, the recommendations of the Nominations Committee and the availability of the personal and professional capabilities necessary to perform their duties effectively in accordance with what is stated in this article.

Directors regarding candidacy for Board membership in accordance with the criteria set forth in this policy.

- 5- Anyone who wishes to nominate himself for membership in the company's Board of Directors must disclose his desire to run in accordance with a notification submitted to the company's management in accordance with the period and dates stipulated in accordance with this policy and the rules and regulations in force. This notification must include an introduction to the candidate in Arabic in terms of his CV and qualifications. And his practical experience, in addition to providing the company with all identification documents such as (national ID card, family card, passport for non-Saudis running for council membership, and any other relevant documents required by the company to meet regulatory requirements).
- 6- The candidate for Council membership must disclose to the Council and the General Assembly any cases of conflict of interest, which include:
 - Having a direct or indirect interest in the business and contracts conducted on behalf of the company for which he wishes to run for the board of directors.





	<ul style="list-style-type: none"> - Participating in work that would compete with the company or compete with it in one of the branches of activity it practices. 7- Applicants for council membership must fill out the form or forms specified by the Capital Market Authority, which can be obtained through the Authority's website. 8- Attach a clear copy of the national ID, family registry, and the candidate's contact numbers, including at least the mobile number, fixed phone number, fax number, and e-mail address. 9- Submit the original nomination application to the Nominations and Remuneration Committee at the company's headquarters, or by email. 10- A candidate who has previously served as a member of the board of directors of a joint-stock company must attach a statement of the number and dates of the boards of directors of the companies of which he served. 11- The candidate who previously served as a member of the company's Board of Directors must attach to the nomination notice a statement from the company's management for the last session in which he held membership in the Board, including the following information:
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	<ul style="list-style-type: none"> - The number of council meetings that took place during each year of the session. - The number of meetings that the member attended in person, and the percentage of his attendance to the total number of meetings. - The permanent committees in which the member participated, the number of meetings held by each of those committees during each year of the session, the number of meetings he attended, and the percentage of his attendance to the total number of meetings. <p>12- The membership status must be clarified upon nomination, i.e. whether the member is an executive member, a non-executive member, or an independent member.</p> <p>13- The nature of membership must be clarified, i.e. whether the member is running in his personal capacity or whether he is a representative of a legal entity.</p> <p>14- The Remuneration and Nominations Committee coordinates with the executive management to complete the regulatory requirements and provide the competent regulatory authorities with all required documents.</p>
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- 15- Voting on the selection of members of the Board of Directors is done through the cumulative voting method.
- 16- Voting in the General Assembly is limited to those who nominated themselves in accordance with the policies, standards, and procedures.

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Article 5: Nomination procedures / Fifth: The role of the company's governance department

Before	After
<p>a- When nominating members of the Board of Directors, the Nominations Committee must consider the terms and conditions contained in these regulations and the requirements decided by the Authority.</p> <p>b- The number of candidates for the Board of Directors whose names are presented to the General Assembly must exceed the number of available seats so that the General Assembly has the opportunity to choose from among the candidates.</p>	<p>1- After closing the nomination applications window, the Governance Department will submit all candidates' data to the Nominations and Remuneration Committee, within two working days, attaching to it all the documents required by system, along with an explanation of the completed and incomplete applications.</p> <p>2- After completing the procedures and recommendations of the Nominations and Remuneration Committee, the Governance Department sends Form No. (3) to the Capital Market Authority via the automated system to obtain its no-objection regarding the candidates.</p> <p>3- If the candidate meets the requirements of all the criteria specified in this policy, the Governance and Compliance Department will deposit the nomination notices and their attachments at the company's main office at the disposal of shareholders at least ten days before the General Assembly.</p>





Article 6: Publishing the nomination announcement / Sixth: Introducing board members to the company's affairs

Before	After
<p>The company may publish the nomination announcement on the company's website, the market's website, and in any other means determined by the Authority; This is to invite people wishing to run for membership in the Board of Directors, provided that the nomination period remains open for at least one month from the date of the announcement.</p>	<p>In line with the requirements of the Corporate Governance Regulations, new members of the Board of Directors and its committees must acquire the appropriate skills and knowledge after their appointment, through a comprehensive program prepared by the company that includes the following:</p> <ul style="list-style-type: none"> A- Meeting with company officials and executive management. B- Providing new members upon their appointment, or with each new session of the Board, with all the systems and regulations governing the company's work, work, activities, general strategies, and any updates thereto. C- New board members should be provided with a document specifying their tasks, responsibilities and contractual duties that govern their relationship with the company. D- Providing members with comprehensive information about the company, including (its various activities, business sectors, products, administrative organization, main operations and procedures, financial conditions, main risks, key performance indicators, and legal and regulatory restrictions, systems, and regulations).





- E- Providing members with information about stakeholders and the policies that govern their relationship.
- F- Participate in introductory and educational programs for the purpose of learning about the latest developments and developing their skills to enable them to participate effectively in the work of the Council

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Article 7: The shareholder's right to nominate/ Seventh: Mechanism for selecting the Chairman of the Board of Directors and Vice-Chairman:

Before	After
<p>The provisions contained in these regulations do not prejudice the right of every shareholder in the company to nominate himself or herself for membership in the Board of Directors in accordance with the provisions of the Companies Law and its executive regulations.</p>	<p>The company's shareholders elect members of the Board of Directors at the General Assembly meeting of shareholders in accordance with the system and standards included in this policy. The Board then selects a Chairman and Vice-Chairman from among its non-executive members, and the Board has the right to remove them from their positions or re-select them at any time.</p>

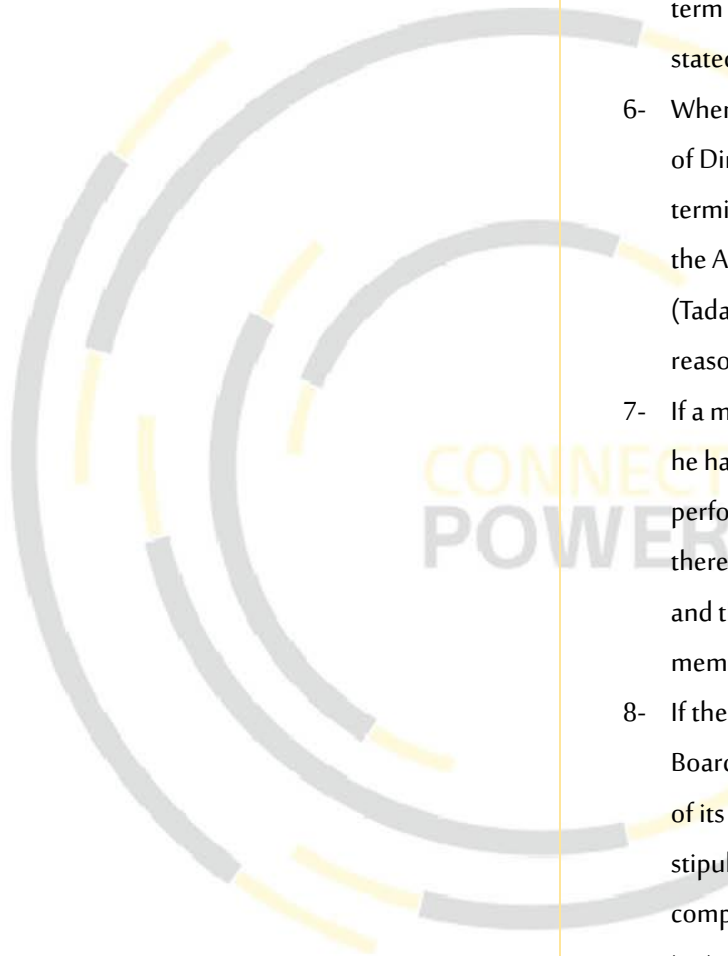




Article 8: Candidate disclosure of conflict of interest / Eighth: Expiration of the membership of a Council member and the vacancy of one of the positions:

Before	After
<p>Anyone who wishes to nominate himself for membership in the Board of Directors must disclose to the Board and the General Assembly any cases of conflict of interest - in accordance with the procedures established by the Authority - which include:</p> <ol style="list-style-type: none"> 1- The presence of a direct or indirect interest in the business and contracts carried out on behalf of the company. 2- His participation in work that would compete with the company, or compete with it in one of the branches of activity it practices 	<ol style="list-style-type: none"> 1. Council membership ends at the end of the term prescribed for him, which is four years from the date of his election by the General Assembly. 2- The membership of a Council member shall terminate in accordance with any law or instructions in force in the Kingdom, or due to death or resignation, or if he is convicted of a crime prejudicial to honor and dishonesty. However, the Ordinary General Assembly may at any time remove all or some of the Council members, without prejudice to the right of the dismissed member towards The company may demand compensation if the dismissal occurs for an unacceptable reason or at an inappropriate time. The board member may resign on the condition that this is at an appropriate time, otherwise he will be liable to the company for the damages resulting from his resignation. 3- A member of the Board of Directors may retire, provided that this is at an appropriate time, otherwise he will be liable to the company for the damages resulting from his retirement. 4- The General Assembly may, based on a recommendation from the Council, terminate the membership of any member who fails to attend three consecutive meetings or five separate meetings of the Council without a legitimate excuse. 5- If the position of a member of the Council becomes vacant during the term of membership,





the Council has the right to appoint a temporary member to fill the vacant position, provided that he is one of those who has experience and competence, and the appointment is presented to the Ordinary General Assembly at its first meeting for approval, and the new member completes the term of his predecessor in light of what is stated in the company's bylaws.

- 6- When the membership of a member of the Board of Directors expires through one of the termination methods, the company must notify the Authority and the Saudi Stock Exchange (Tadawul) immediately with a statement of the reasons for this.
- 7- If a member of the Board of Directors resigns, and he has observations on the company's performance, he must submit a written statement thereof to the Chairman of the Board of Directors, and this statement must be presented to the members of the Board of Directors.
- 8- If the necessary conditions are not met for the Board of Directors to convene due to the number of its members being less than the minimum stipulated in the companies' bylaws or the company's bylaws, the remaining members must invite the Ordinary General Assembly to convene within sixty days to elect the necessary number of members.





Article 9: Final Provisions (Publication and Amendment) / Ninth: Final provisions (publication, enforcement and amendment):

Before	After
<p>1- The provisions of these regulations shall be effective as of the date of their approval by the Ordinary General Assembly.</p> <p>2- The content of these regulations will be reviewed as needed based on the recommendation of the Board of Directors, provided that these amendments are presented to the Ordinary General Assembly for approval at the nearest meeting.</p>	<p>This policy shall be implemented and adhered to by the company as of the date of its approval by the General Assembly of Shareholders. This policy shall be published on the company's website to enable shareholders, the public and stakeholders to view it. The contents of this policy shall be amended - as needed - based on the recommendation of the Board of Directors, provided that any proposed amendment to it is presented to the General Assembly of Shareholders at its earliest meeting for approval.</p>



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.

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.

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.

Board Membership Policies, Standards and Procedures.

Saudi Cable Company

These regulations were issued pursuant to the decision of the General Assembly of the Company's shareholders held on 15 Rajab 1444 AH corresponding to February 6, 2023, AD, and amended by the decision of the General Assembly on corresponding to

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First: Introduction

The policies, standards and procedures for membership in the company's Board of Directors have been prepared with the aim of complying with the requirements of the Corporate Governance Regulations issued by the Board of the Capital Market Authority, which stipulates that the Board of Directors (Board) shall "prepare clear and specific policies, standards and procedures for membership in the Board - in a manner that does not conflict with Mandatory provisions in the Corporate Governance Regulations - and putting them into effect after approval by the General Assembly."

Second: Composition of the Board of Directors

- a- The company's Board of Directors consists of 9 members elected by the General Assembly of Shareholders for a period not exceeding four years, in accordance with the company's bylaws and in accordance with Article (17) of the Corporate Governance Regulations issued by the Capital Market Authority. The cumulative voting system is followed when electing members of the Board of Directors in The General Assembly is in line with the requirements of the Corporate Governance Regulations issued by the Capital Market Authority and the company's bylaws.
- b- Most of the company's Board of Directors members must be non-executive members in accordance with Article (16) of the Corporate Governance Regulations issued by the Capital Market Authority, and one-third of the Board members or at least two members, whichever is more, of the Board of Directors must be independent.
- c- A legal person - who is entitled, according to the company's bylaws, to appoint representatives to the Board of Directors - may not vote on the selection of other members of the Board of Directors. (Where applicable).

Third: Policies and standards for membership in the company's Board of Directors

It is required that a member of the Board of Directors be a professionally competent person who possesses the necessary experience, knowledge, skill and independence, enabling him to carry out his duties efficiently and competently, provided that the General Assembly, when electing members of the Board of Directors, takes into account the recommendations of the company's Remuneration and Nominations Committee and the availability of the personal and professional capabilities necessary to perform their duties properly. It is effective, and it must be considered that the member has the following:

- 1- The candidate for Council membership must not have been previously convicted of a crime against honor and dishonesty and must not be unfit for Council membership in accordance with any law or instructions in force in the Kingdom.
- 2- The board member must not be a member of more than five joint stock companies listed on the financial market at the same time.
- 3- That the member of the Board of Directors represents all shareholders and is committed to what achieves the interests of the company in general and not what achieves the interests of the company that he represents or that voted to appoint him to the Board of Directors.
- 4- The number of independent members shall not be less than three members, which represents one-third of the Board members, as the company's Board of Directors membership consists of (9) members>
- 5- The independent member must enjoy complete independence in his position and decisions, and none of the symptoms of independence stipulated in Article (19) of the Governance Regulations issued by the Authority apply to him.
- 6- Ability to lead: That is, he must have leadership skills that qualify him to be granted powers in a way that leads to stimulating performance, applying best practices in the field of effective management, adhering to professional values and ethics, and the ability to communicate effectively, think and plan strategically.

- 7- Qualifications, skills, and experience: by having the appropriate academic qualifications, professional and personal skills, level of training, and practical experiences related to the company's current and future activities and knowledge of management, economics, accounting, law, or governance, as well as the desire in learning and training.
- 8- The ability to direct: This is to have technical, leadership, and administrative capabilities, speed in decision-making, and understanding of the technical requirements related to the workflow, and to be capable of strategic direction, long-term planning, and a clear future vision.
- 9- Financial knowledge: by being able to read and understand financial statements and reports.
- 10- Health and fitness: This means that he does not have a health problem that prevents him from exercising his duties and specializations.
- 11- The candidate for board membership must adhere to the principles of honesty, trustworthiness, loyalty, care, and concern for the interests of the company and shareholders, prioritizing them over his personal interests. Honesty must be that the board member's relationship with the company is an honest, professional relationship, and disclosure to the company of any influential information before executing any deal or contract with the company or one of its companies. Subsidiaries, while loyalty is achieved by avoiding transactions that involve a conflict of interest while ensuring the fairness of dealing and considering the provisions regarding conflicts of interest contained in the Governance Regulations. As for care and attention, it is in performing the duties and responsibilities contained in the Companies Law, the Financial Market Law, the Company's Bylaws, and other relevant regulations.
- 12- The candidate must be a natural person who is not less than (30) years old, whether applying in his personal capacity or representing a legal person.
- 13- Diversity in academic qualifications and practical experience should be considered, and priority should be given in nomination to the needs required of those with the appropriate skills for membership in the Board of Directors.
- 14- A member of the Board of Directors must resign before the end of his term on the Board of Directors, in the event that he loses his eligibility to work as a member of the Board of Directors, or is unable to perform his duties, or is unable to allocate the time or effort

necessary to perform his duties on the Board, as well as in the event of a conflict of interest. The member has the option of obtaining a license from the General Assembly, which will be renewed every year, or submitting his resignation.

Fourth: Eligibility and procedures for candidacy for membership in the Board of Directors

- 1- Every shareholder has the right to nominate himself or one or more other people for membership of the Board of Directors, within the limits of his ownership percentage in the capital.
- 2- The Remuneration and Nominations Committee shall coordinate with the company's executive management to announce the opening of nominations for membership in the company's Board of Directors at least sixty (60) days before the end of the Board's session and considering the requirements required by the laws and regulations.
- 3- The nomination announcement will be published on the website of the Financial Market (Tadawul), as well as on the company's website, and in any other means determined by the Authority, to invite people wishing to run for membership in the Board of Directors, provided that the nomination door remains open for at least one month from the date of the announcement
- 4- The Remuneration and Nominations Committee submits its recommendations to the Board of Directors regarding candidacy for Board membership in accordance with the criteria set forth in this policy.
- 5- Anyone who wishes to nominate himself for membership in the company's Board of Directors must disclose his desire to run in accordance with a notification submitted to the company's management in accordance with the period and dates stipulated in accordance with this policy and the rules and regulations in force. This notification must include an introduction to the candidate in Arabic in terms of his CV and qualifications. And his practical experience, in addition to providing the company with all identification documents such as (national ID card, family card, passport for non-Saudis running for council membership, and any other relevant documents required by the company to meet regulatory requirements).

- 6- The candidate for Council membership must disclose to the Council and the General Assembly any cases of conflict of interest, which include:
 - Having a direct or indirect interest in the business and contracts conducted on behalf of the company for which he wishes to run for the board of directors.
 - Participating in work that would compete with the company or compete with it in one of the branches of activity it practices.
- 7- Applicants for council membership must fill out the form or forms specified by the Capital Market Authority, which can be obtained through the Authority's website.
- 8- Attach a clear copy of the national ID, family registry, and the candidate's contact numbers, including at least the mobile number, fixed phone number, fax number, and e-mail address.
- 9- Submit the original nomination application to the Nominations and Remuneration Committee at the company's headquarters, or by email.
- 10- A candidate who has previously served as a member of the board of directors of a joint stock company must attach a statement of the number and dates of the boards of directors of the companies of which he served.
- 11- The candidate who previously served as a member of the company's Board of Directors must attach to the nomination notification a statement from the company's management for the last session in which he held membership in the Board, including the following information:
 - The number of council meetings that took place during each year of the session.
 - The number of meetings that the member attended in person, and the percentage of his attendance to the total number of meetings.
 - The permanent committees in which the member participated, the number of meetings held by each of those committees during each year of the session, the number of meetings he attended, and the percentage of his attendance to the total number of meetings.
- 12- The membership status must be clarified upon nomination, and it must be clarified whether the member is an executive member, a non-executive member, or an independent member.

- 13- The nature of membership must be clarified, which means clarifying whether the member is running in his personal capacity or whether he is a representative of a legal entity.
- 14- The Remuneration and Nominations Committee coordinates with the executive management to complete the regulatory requirements and provide the competent regulatory authorities with all required documents.
- 15- Voting on the selection of members of the Board of Directors is done through the cumulative voting method.
- 16- Voting in the General Assembly is limited to those who nominated themselves in accordance with the policies, standards and procedures.

Fifth: The role of the company's governance department

- 1- After closing the nomination applications window, the Governance Department will submit all candidates' data to the Nominations and Remuneration Committee, within two working days, attaching to it all the legally required documents, along with an explanation of the completed and incomplete applications
- 2- After completing the procedures and recommendations of the Nominations and Remuneration Committee, the Governance Department sends Form No. (3) to the Capital Market Authority via the automated system to obtain its no-objection regarding the candidates.
- 3- If the candidate meets the requirements of all the criteria specified in this policy, the Governance and Compliance Department will deposit the nomination notices and their attachments at the company's head office at the disposal of shareholders at least ten days before the General Assembly.

Sixth: Introducing the members of the Board of Directors to the company's affairs

In line with the requirements of the Corporate Governance Regulations, new members of the Board of Directors and its committees must acquire the appropriate skills and knowledge after their appointment, through a comprehensive program prepared by the company that includes the following:

- a- Meeting with company officials and executive management.
- b- Providing new members upon their appointment, or with each new session of the Board, with all the systems and regulations governing the company's work, work, activities, general strategies, and any updates thereto.
- c- New board members should be provided with a document specifying their tasks, responsibilities and contractual duties that govern their relationship with the company.
- d- Providing members with comprehensive information about the company, including (its various activities, business sectors, products, administrative organization, main operations and procedures, financial conditions, main risks, key performance indicators, and legal and regulatory restrictions, systems, and regulations).
- e- Providing members with information about stakeholders and the policies that govern their relationship.
- f- Participate in introductory and educational programs for the purpose of staying up to date on the latest developments and developing their skills to enable them to participate effectively in the work of the Council.

Seventh: Mechanism for selecting the Chairman of the Board of Directors and Vice-Chairman

The company's shareholders elect members of the Board of Directors at the General Assembly meeting of shareholders in accordance with the system and standards included in this policy. The Board then selects a Chairman and Vice-Chairman from among its non-executive members, and the Board has the right to remove them from their positions or re-select them at any time.

Eighth: The expiration of the Council member's membership and the vacancy of one of the positions

- 1- Council membership ends at the end of the term prescribed for him, which is four years from the date of his election by the General Assembly
- 2- The membership of a Council member shall terminate in accordance with any law or instructions in force in the Kingdom, or due to death or resignation, or if he is convicted of a

crime prejudicial to honor and dishonesty. However, the Ordinary General Assembly may at any time remove all or some of the Council members, without prejudice to the right of the dismissed member towards the company may demand compensation if the dismissal occurs for an unacceptable reason or at an inappropriate time. The board member may resign on the condition that this is at an appropriate time, otherwise he will be liable to the company for the damages resulting from his resignation.

- 3- A member of the Board of Directors may retire, if this is at an appropriate time, otherwise he will be liable to the company for the damages resulting from his retirement.
- 4- The General Assembly may, based on a recommendation from the Council, terminate the membership of any member who fails to attend three consecutive meetings or five separate meetings of the Council without a legitimate excuse.
- 5- If the position of one of the Council members becomes vacant during the term of membership, the Council has the right to appoint a temporary member to the vacant position, provided that he is one of those who has experience and competence, and the appointment is presented to the Ordinary General Assembly at its first meeting for approval, and the new member completes the term of his predecessor in light of what is stated in the company's bylaws.
- 6- If the position of one of the Council members becomes vacant during the term of membership, the Council has the right to appoint a When the membership of a member of the Board of Directors expires through one of the termination methods, the company must notify the Authority and the Saudi Stock Exchange (Tadawul) immediately with a statement of the reasons for this. Temporary member to the vacant position, provided that he is one of those who has experience and competence, and the appointment is presented to the Ordinary General Assembly at its first meeting for approval, and the new member completes the term of his predecessor in light of what is stated in the company's bylaws.
- 7- If a member of the Board of Directors resigns, and he has observations on the company's performance, he must submit a written statement thereof to the Chairman of the Board of Directors, and this statement must be presented to the members of the Board of Directors.
- 8- If the necessary conditions are not met for the Board of Directors to convene due to the number of its members being less than the minimum stipulated in the companies' bylaws or the company's bylaws, the remaining members must invite the Ordinary General Assembly to convene within sixty days to elect the necessary number of members.

Ninth: Final Provisions (Publication, Enforcement and Amendment)

This policy shall be implemented and adhered to by the company as of the date of its approval by the General Assembly of Shareholders. This policy shall be published on the company's website to enable shareholders, the public and stakeholders to view it. The contents of this policy shall be amended - as needed - based on the recommendation of the Board of Directors, provided that any proposed amendment to it is presented to the General Assembly of Shareholders at its earliest meeting for approval.

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Social Responsibility Policy





Article 1: introduction

Before	After
<p>The Saudi Cable Company is keen to perform its social responsibilities properly, and therefore the company seeks to establish strong and lasting relationships with the communities in which it operates and is keen to ensure that a pioneering social responsibility program creates tangible and positive economic and social benefits.</p>	<p>The Saudi Cable Company seeks to contribute positively to the well-being and protection of society in the region. Social responsibility is considered an integral part of the company's mission and vision. The company aspires to provide support to society, increase positive influence, nurture competencies, build national leadership, and participate in efforts related to environmental challenges.</p> <p>Community service represents one of the company's main values and aims to contribute to achieving and protecting the interests of community members, enhancing its progress, well-being and quality of life, preserving the environment and contributing to achieving comprehensive and sustainable development in the local community. In addition to enhancing the company's mental image in all areas that serve society. While social responsibility addresses a wide range of activities, this policy primarily reviews the company's social activities and support and sponsorship of educational, health, economic, environmental, and charitable events, programs, and activities.</p>





Article 2: Priority focus areas / Purpose and scope

Before	After
<p>Our efforts in the field of social responsibility focus on key areas that are consistent with the company's ambitions and resources, as well as global issues and societal needs. Among these areas are</p> <ul style="list-style-type: none"> - The share - Environmental protection. - Water and sustainable agriculture 	<p>This policy establishes an organized framework for communicating and developing community programs and initiatives and encouraging the company's employees to participate in them through volunteer opportunities and developing their skills and sense of responsibility towards society. This policy works to support the company by working in a way that supports social communication. Participating in the service will enable the company to deal with the local community to create positive, measurable change and community participation.</p>





Article 3: Basic principles / Areas of social responsibility

Before	After
<p>The cables' social responsibility message is based on the company's commitment to its promise to the community in which it operates and serves and is supported in this by several basic principles that include:</p> <ul style="list-style-type: none"> - Commitment to developing long-term, mutually beneficial partnerships with our communities. - Taking into account and respecting different cultures, customs, and choices of our societies. - Implementing a social responsibility program that adds economic and social gains to both cables and society. - Monitor and measure, as much as possible, the results of the social responsibility program, and monitor areas that need development in order to achieve continuous improvements. - Share information about our performance and activities that have a significant impact on our communities. 	<p>Social responsibility deals with a wide range of societal activities, and among the company's social responsibility initiatives is participation in social fields, care, contributing to raising awareness regarding the environment, supporting volunteer work, and participating in conferences and exhibitions. This policy was developed to support the largest possible segment of society and also improve the company's societal image. As follows:</p> <ul style="list-style-type: none"> - The main goal of the workers' associations is general progress regarding Baya social welfare, and within this framework the company provides grants and other assistance either to the associations or registers community needs, and invites initiators and regulatory bodies. Scholarships are provided for the benefit of the company for charitable works or related to social responsibility after approving the business proposal and ideas and determining that they are worthy of support and compatible with the construction work and the approved budget of the company, provided that they are in thanks for approved projects, whether by royal order or

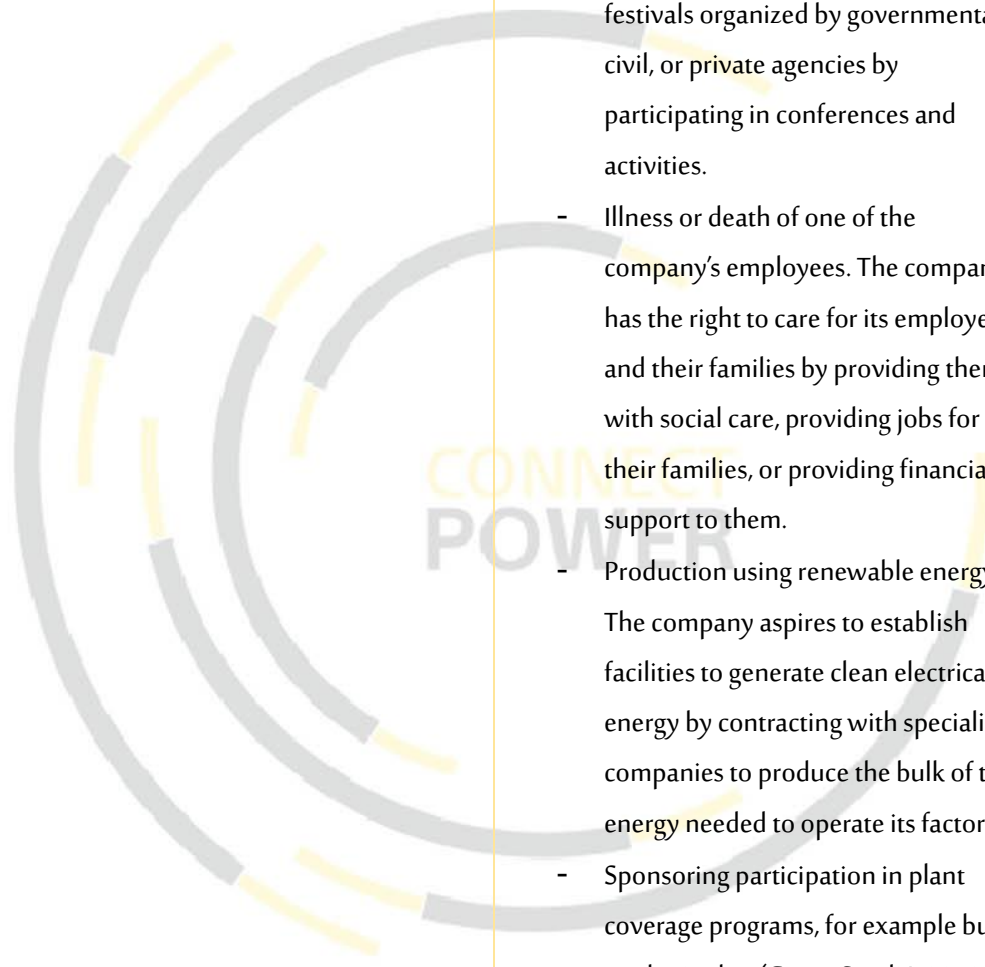




from the Ministry of Human Resources for Social Work or others. From required standards to relevant guidelines and requirements or through official government eligibility campaigns.

- Sponsorship and social responsibility activities: The company works to support and encourage a wide range of events and activities of social, educational, economic, health, or environmental value with a focus on the economic and cultural elements of society.
- Contributing to raising awareness regarding the environment: The company expects all its employees to take the environment into consideration when utilizing the company's facilities and resources. In addition, the company will participate from time to time in organizing programs aimed at raising awareness and interest in the environment in general.
- Employee volunteering: In line with Vision 2030, the company supports the broad participation of its employees by using their professional skills and enhancing their interest in volunteering for social or environmental work.
- Training, qualifying and employing Saudi young men and women,





developing them and building national leaders among them.

- Giving priority to contractors in the region in general if they have the required goods and services available.
- Sponsoring events, forums, and festivals organized by governmental, civil, or private agencies by participating in conferences and activities.
- Illness or death of one of the company's employees. The company has the right to care for its employees and their families by providing them with social care, providing jobs for their families, or providing financial support to them.
- Production using renewable energy. The company aspires to establish facilities to generate clean electrical energy by contracting with specialized companies to produce the bulk of the energy needed to operate its factories.
- Sponsoring participation in plant coverage programs, for example but not limited to (Green Saudi Initiative - programs of the National Center to Combat Desertification - King Salman Reserve Initiative)
- Sponsoring sports, cultural and social activities and sharing sponsorship with entities or organizations that have an effective role in achieving social goals.





Article 4: Final Provisions (Publication and Amendment)

Before	After
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- The responsibility for implementing this policy falls on all employees of the company and its subsidiaries in the various regions, as well as on contractors working in the company's various sectors.
- The provisions of these regulations shall be effective as of the date of their approval by the Ordinary General Assembly.
- The content of these regulations will be reviewed as needed based on the recommendation of the Board of Directors, provided that these amendments are presented to the Ordinary General Assembly for approval at its earliest meeting.

The executive management follows up on the implementation of approved social responsibility activities and does everything necessary to accomplish the social responsibility strategy and related programs. Management performs, but is not limited to, the following roles:

- Implementing the social responsibility strategy and achieving its goals.
- Develop plans to provide resources for social responsibility and plans, programs and initiatives to finance social responsibility on an annual basis.
- Point of contact with parties concerned with social responsibility outside the company.
- Developing awareness programs directed to the community to introduce the company's social responsibility.
- Coordination with company departments concerned with social responsibility programs.
- Establishing regulations for measuring and following up on social responsibility activities and disclosing them in the annual report of the Board of Directors.
- Disclosing the objectives of social responsibility to employees and working to raise their awareness of responsibility





Article 5: The authority to spend on social initiatives or contributions

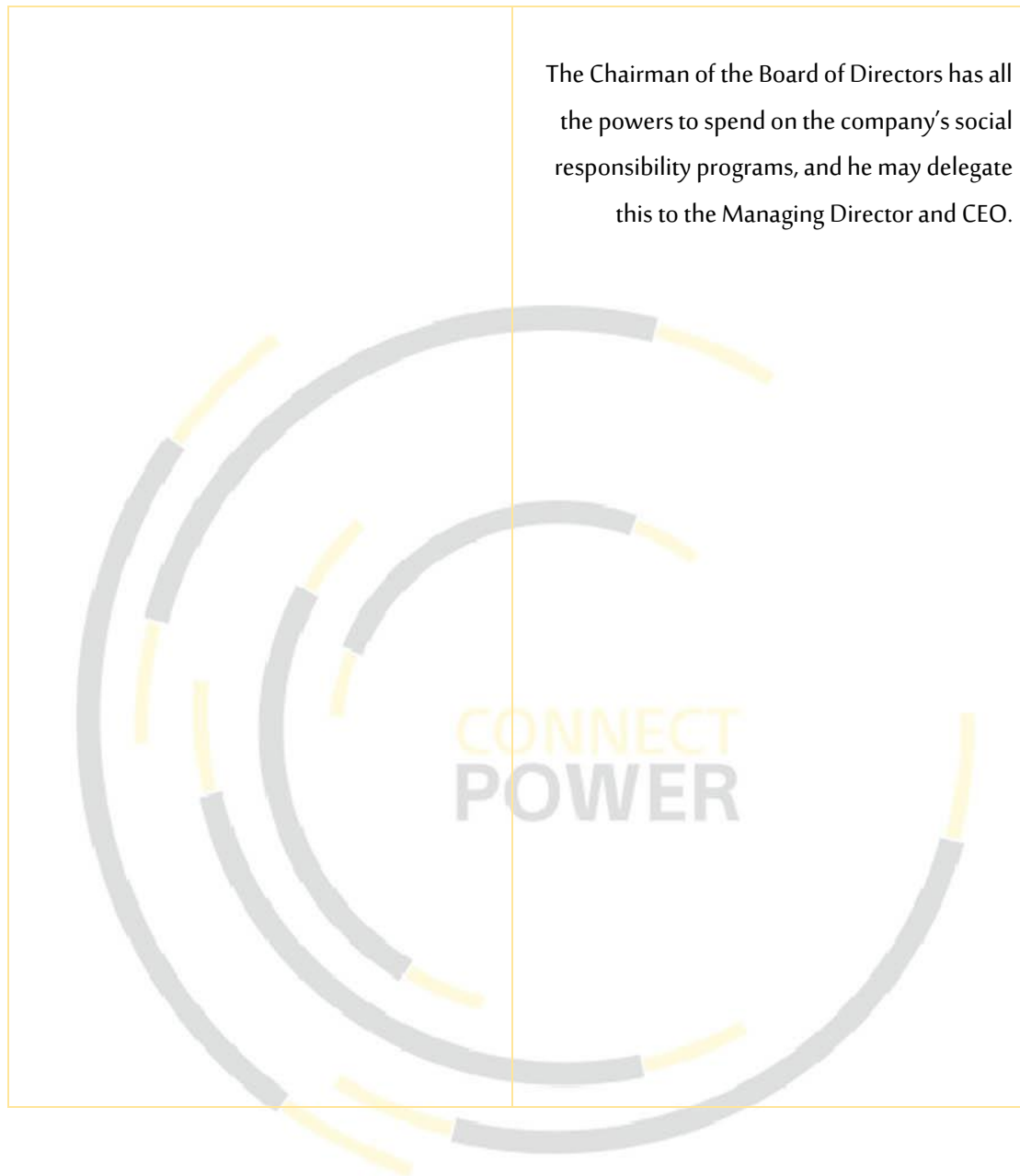
Before	After
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The Chairman of the Board of Directors has all the powers to spend on the company's social responsibility programs, and he may delegate this to the Managing Director and CEO.



Article 6: Relevant disclosure and compliance situations





Before	After
	<p>The company will provide the required disclosures in its annual report as specified, including details related to social responsibility expenses or details related to (social responsibility policy).</p>





Article 7: Final Provisions (Publication and Amendment)

Before	After
	<p>1- The provisions of these regulations shall be implemented and adhered to by the company as of the date of their approval by the General Assembly of Shareholders. They must also be published on the company's website to enable shareholders, the public, and stakeholders to view them.</p> <p>2- All activities, sponsorships and responsibilities mentioned in this policy are mentioned as examples and are not limited to, and the company has the right to enter into any sponsorship, activity or social responsibility that it deems to be in the interest of the local community.</p> <p>3- The content of these regulations will be reviewed as needed based on the recommendation of the Board, provided that these amendments are presented to the General Assembly of Shareholders for approval at its nearest meeting.</p>



Social Responsibility Policy

الكابلات السعودية
Saudi Cable



2022



Article (1): Preamble

Saudi Cable Company is keen to perform its social responsibilities properly. Therefore, Saudi Cable Company seeks to establish strong and lasting relationships with the communities in which it operates and is keen to ensure that its leading social responsibility programs have tangible and positive economic and social benefits.

Article (2): Priority Focus Areas

Our efforts in the field of social responsibility focus on key areas, coordinated with the Company's ambitions and resources, as well as with global issues and societal needs, which includes:

- Education in Science and Technology
- Health
- Environmental Protection
- Water and Sustainable Agriculture

Article (3): Fundamental Principles

The message of Social Responsibility in SCC is based on the Company's commitment to its promises towards the society in which it works and serves, supported by several basic principles including:

- Commitment to developing long-term and mutually beneficial partnerships with our communities.
- Taking into account and respecting the different cultures, values, customs and choices of our communities.
- Provide Social Responsibility programs that add economic and social gains to both SCC and society.
- Implement Social Responsibility programs with a methodology that promotes sustainability and prevents dependence on others.
- Monitor and measure as much as possible the outcomes of Social Responsibility programs and monitor areas that need to be developed in order to achieve continuous improvements.
- Share information about our performance and activity that has a significant impact on our communities.

Article (4): Final Provisions (Publication and Modification)

- The implementation of this policy is the responsibility of all employees of the Company and its subsidiaries in different regions, as well as contractors working in different sectors of the Company.
- These Policy shall apply from the date of their adoption by the Ordinary General Assembly.
- The content of this policy shall be reviewed as needed on the recommendation of the Board of Directors, and the amendments shall be submitted to the Ordinary General Assembly for adoption at the earliest meeting.

Social Responsibility List

Saudi Cable Company

These regulations were issued in accordance with the decision of the General assembly of the company's shareholders held on Rajab 15,1444 AH, corresponding to February 6,2023 AD, and amended in accordance with the General Assembly decision on.....

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1. Introduction

The Saudi Cable Company seeks to contribute positively to the well-being and protection of society in the region. Social responsibility is considered an integral part of the company's mission and vision. The company aspires to provide support to society, increase positive influence, nurture competencies, build national leadership, and participate in efforts related to environmental challenges.

Community service represents one of the company's main values and aims to contribute to achieving and protecting the interests of community members, enhancing its progress, well-being and quality of life, preserving the environment and contributing to achieving comprehensive and sustainable development in the local community. In addition to enhancing the company's mental image in all areas that serve society.

While social responsibility addresses a wide range of activities, this policy primarily reviews the company's social activities and support and sponsorship of educational, health, economic, environmental, and charitable events, programs, and activities.

2. Purpose and scope

- This policy establishes an organized framework for identifying, evaluating, developing, and supporting community programs and initiatives and encouraging the company's employees to participate in them through volunteer opportunities and developing their skills and sense of responsibility towards society.
- This policy supports the company's commitment to working in a way that supports social goals and defines the way in which the company will engage



with the local community to create positive and measurable change regarding community engagement.

3. Areas of social responsibility

Social responsibility deals with a wide range of societal activities, and among the company's social responsibility initiatives is participation in social fields, care, contributing to raising awareness regarding the environment, supporting volunteer work, and participating in conferences and exhibitions. This policy was developed to support the largest possible segment of society and improve the company's societal image. As follows:

- Grants provided to charitable organizations and charitable works in general related to social welfare issues. In this context, the company provides grants and other assistance either to charitable organizations or in response to clear societal needs or to initiatives and programs from regulatory bodies.
- Grants are provided in the name of the company for charitable works or those related to social responsibility after evaluating the proposal for charitable work and determining that it is worthy of support and in line with the approved plan and budget of the company, taking into account that the charities are accredited either by royal decree or by the Ministry of Human Resources and Social Development or others. From regulatory authorities and in accordance with relevant regulatory guidelines and requirements or through official government charitable campaigns.
- Sponsorship and social responsibility activities: The company works to support and encourage a wide range of events and activities of social, educational, economic, health, or environmental value, with a focus on the economic and cultural elements of society.
- Contributing to raising awareness regarding the environment: The company expects all its employees to take the environment into consideration when utilizing the company's facilities and resources. In addition, the company will participate from time to time in organizing programs aimed at raising awareness and interest in the environment in general.



- Employee Volunteering: In line with Vision 2030, the company supports the broad participation of its employees by using their professional skills and enhancing their interest in volunteering for social or environmental work.
- Training, qualifying, and employing Saudi young men and women, developing them and building national leaders among them.
- Giving priority to contractors in the region in general if they have the required goods and services available.
- Sponsoring events, forums and festivals organized by governmental, civil or private agencies by participating in conferences and activities.
- If one of the company's employees becomes ill or dies, the company has the right to take care of its employees and their families by providing them with social care, providing jobs for their families, or providing financial support to them.
- Production using renewable energy. The company aspires to establish facilities to generate clean electrical energy by contracting with specialized companies to produce the bulk of the energy needed to operate its factories.
- Sponsoring participation in plant coverage programs, for example but not limited to (the Saudi Green Initiative - programs of the National Center to Fight Desertification - King Salman Reserve Initiative).
- Sponsoring sports, cultural and social activities and sharing sponsorship with entities or organizations that have an effective role in achieving social goals.

4. Social responsibility management

The executive management follows up on the implementation of approved social responsibility activities and does everything necessary to accomplish the social responsibility strategy and related programs. Management performs - but is not limited to - the following roles:

- Implementing the social responsibility strategy and achieving its objectives.
- Develop plans to provide resources for social responsibility and plans, programs, and initiatives to finance social responsibility on an annual basis.

- Contact with parties concerned with social responsibility outside the company.
- Developing awareness programs directed at the community to introduce the company's social responsibility.
- Coordination with company departments concerned with social responsibility programs.
- Establishing regulations for measuring and following up on social responsibility activities and disclosing them in the annual report of the Board of Directors.
- Disclosing the objectives of social responsibility to employees and working to raise their awareness of social responsibility.

5. The authority to spend on social initiatives or contributions.

The Chairman of the Board of Directors shall have all the powers to spend on the company's social responsibility programs, and he may delegate this to the Managing Director and CEO.

6. Relevant disclosure and compliance cases:

The company will provide the required disclosures in its annual report as specified, including details related to social responsibility expenses or details related to them (social responsibility policy).

7. Final provisions (publication and amendment)

- 1- The provisions of this regulation shall be implemented and adhered to by the company as of the date of its approval by the General Assembly of Shareholders. It must also be published on the company's website to enable shareholders, the public and stakeholders to view it.
- 2- All activities, sponsorships and responsibilities mentioned in this policy are mentioned as examples and are not limited to, and the company has the right to enter into any sponsorship, activity or social responsibility that it deems to be in the interest of the local community.



- 3- The content of these regulations will be reviewed as needed based on the recommendation of the Board, provided that these amendments are presented to the General Assembly of Shareholders for approval at its earliest meeting.

