



اسمنت ينبع
Yanbu Cement

Attachments of Nomination for Board of Directors' Membership Application





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Yanbu Cement

Nomination Letter for Board Membership



Board of Directors Membership Nomination Application

For the next Term of Four Years

(From 30 June 2026 to 29 June 2030)

To: Nomination and Remuneration Committee

Yanbu Cement Company

Dear Sirs,

With reference to Yanbu Cement Company's announcement regarding the opening of the nomination period for Board of Directors membership for the upcoming term of four (4) years starting on 30 June 2026 and ending on 29 June 2030, and further in reference to the Nomination Conditions and Procedures for Board Membership of Yanbu Cement Company approved by the Company,

I hereby express my intention to nominate myself for the membership of the Board of Directors for the above-mentioned term and submit my nomination application, including all required forms, documents, and information as set out in the Company's announcement published on the Saudi Exchange (Tadawul) website, in accordance with the approved requirements.

I hereby declare and undertake the following:

1. I have reviewed all the provisions of the Nomination Conditions and Procedures for Board Membership of Yanbu Cement Company and confirm that I meet all the conditions stated therein in accordance with applicable laws and regulations.
2. All information, data, and signatures provided in the attached forms and documents are true, complete, and accurate, and I assume full legal responsibility in the event any of the information provided is found to be incorrect.
3. In the event of my election as a Board member, I undertake to perform my duties faithfully and in the best interest of the Company, allocate sufficient time to attend Board and committee meetings, and comply with all applicable laws, regulations, policies, controls, and procedures adopted by the Company.
4. I declare that I have not been convicted of any offense involving dishonesty or breach of trust in the Kingdom of Saudi Arabia or any other country. In the event otherwise is proven, the Company shall have the right to reject my nomination or terminate my Board or committee membership.
5. I undertake to disclose any actual or potential conflict of interest and to fully comply with independence standards and disclosure requirements.
6. I further acknowledge and undertake to comply with all conditions and requirements stipulated in the Nomination Conditions and Procedures for Board Membership of Yanbu Cement Company, whether explicitly stated in this form or otherwise, and to provide any additional documents or disclosures that may be requested by the Nomination and Remuneration Committee.

Yours faithfully,



I hereby confirm that I reviewed the above letter and completed all forms and documents listed below and attached as required, and I acknowledge full responsibility for any incomplete or inaccurate submission.

	Nomination Requirements	Arabic	English
1	Completed Board of Directors Nomination Application Form electronically.		
2	Completion of the Independence Declaration Form in Arabic or English, and electronic signing thereof.		
3	Completion of Form No. 1 - Resume as approved by the Capital Market Authority, in both Arabic and English electronically and signed, in accordance with the form attached to the Company's announcement published on the Saudi Exchange website.		
4	Completion of Resume Form No. (3), as approved by the Capital Market Authority, in Arabic or English electronically and signed, in accordance with the form attached to the Company's announcement published on the Saudi Exchange website.		
5	A clear and valid copy of the National ID / Resident ID, along with the candidate's contact details and email address.		
Nominee's Full Name:			
Email Address:			
Mobile Number:			
Application Date:			
Signature:			



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Independence Form





Independence Form

Definitions

Executive Director	a member of the Board who is a full-time member of the executive management team of the Company and participates in its daily activities.
Non-Executive Director	a member of the Board who is not a full-time member of the management team of the Company and does not participate in its daily activities.
Independent Director:	A non-executive Board member who enjoys complete independence in his/her position and decisions and none of the independence affecting issues stipulated in Article 19 of these Regulations apply to him.
Relatives:	<ul style="list-style-type: none">- Fathers, mothers, grandfathers, and grandmothers (and their ancestors).- Children and grandchildren and their descendants.- Siblings, maternal and paternal half-siblings.- Husbands and wives.
The Company:	Yanbu Cement Company.
Controlling Interest:	The ability to influence actions or decisions of another person directly, indirectly, individually or collectively with a relative or an affiliate through: <ul style="list-style-type: none">a. Owning 30% or more of the voting rights in a company.b. Having the right to appoint 30% or more of the management members.
Affiliate:	A person who controls another person or is controlled by that other person, or who is under common control with that person by a third person. In any of the preceding, control could be direct or indirect.
Person:	Any natural or legal person that is recognized as such under the laws of the Kingdom.
Disclosure of Conflict of Interest:	<p>Any person wishing to nominate himself for Board membership must disclose to the Board Secretariat any potential conflict of interest, including:</p> <ul style="list-style-type: none">▪ having a direct or indirect interest in business activities or contracts conducted for the benefit of the Company that may result in financial or non-financial gain;▪ participating in any activity that may compete with the Company or with any of the business lines conducted by the Company. <p>Unless the Nominations Committee considers otherwise, the businesses and contracts with the board member to meet his/her personal needs shall not be deemed as an interest that affect the independence of the board member which require an authorisation from the ordinary general assembly, provided that such businesses and contracts are carried out in the same conditions and settings followed by the Company with all contractors and dealers, and that such businesses and contracts must be within the normal course of the Company's activities.</p>

Independence Form

Issues Affecting Independence of the Nominee

With reference to the definitions set out above and Article (19) of the Corporate Governance Regulations issued by the Capital Market Authority, you are kindly requested to complete the Independence Assessment Questionnaire, taking into account the following:

- a) An Independent Director shall be able to perform his/her duties, express his/her opinions and vote on decisions objectively with no bias in order to help the Board make correct decisions that contribute to achieving the interests of the Company.
- b) The Board shall annually evaluate the extent of the member's independence and ensure that there are no relationships or circumstances that affect or may affect his independence.
- c) By way of example, the following negate the independence requirement for an Independent Director

	Independence Disqualifying Factors	Applicable	Not Applicable
1	if he holds five percent or more of the shares of the Company or any other company within its group; or is a relative of who owns such percentage.		
2	if he is a relative of any member of the Board of the Company, or any other company within the Company's group;		
3	if he is a relative of any Senior Executive of the Company, or of any other company within the Company's group		
4	if he is a Board member of any company within the group of the Company for which he is nominated to be a Board member.		
5	if he is an employee or used to be an employee, during the preceding two years, of the Company or a company within its group, or if he/she held a controlling interest in the Company or any party dealing with the Company or any company within its group, such as external auditors or main suppliers during the preceding two years		
6	if he has a direct or indirect interest in the businesses and contracts executed for the Company's account.		
7	if the member of the Board receives financial consideration from the Company in addition to the remuneration for his/her membership of the Board or any of its committees exceeding an amount of (SAR 200,000) or 50% of his/her remuneration of the last year for the membership of the board or any of its committees, whichever is less.		
8	if he engages in a business where he competes with the Company, or conducts businesses in any of the company's activities.		
9	if he served for more than nine years, consecutive or inconsecutive, as a Board member of the Company		

I hereby certify as follows:

I hereby confirm that I have completed this questionnaire accurately and transparently, and I undertake that, in the event that any of the independence criteria are no longer met, I will notify Yanbu Cement Company via email (ir@ycc.sa).

Nominee's Full Name:	Signature:	Date:



Form No. (1): Resume

نموذج رقم (1) السيرة الذاتية*

Form No. (1) Resume

a) Personal information of the Nominated Member						
Full name						
Nationality					Date of birth	
b) Academic Qualifications of the Nominated Member						
No.	Qualifications	Specialization	Date of obtaining the qualifications		The issuer of the qualification	
1.						
2.						
3.						
4.						
5.						
c) Experiences of the Nominated Member						
Period		Experience				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
No.	Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
1.						
2.						
3.						
4.						



نموذج رقم (١) السيرة الذاتية

أ) البيانات الشخصية للعضو المرشح						
				الاسم الرباعي		
		تاريخ الميلاد	الجنسية			
ب) المؤهلات العلمية للعضو المرشح						
م	المؤهل	التخصص	تاريخ الحصول على المؤهل	اسم الجهة المانحة		
١						
٢						
٣						
٤						
٥						
ج) الخبرات العملية للعضو المرشح						
مجالات الخبرة				الفترة		
د) العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أياً كان شكلها القانوني أو اللجان المنبثقة منها:						
م	اسم الشركة	النشاط الرئيس	صفة العضوية (تنفيذي، غير تنفيذي، مستقل)	طبيعة العضوية (بصفته الشخصية، ممثل عن شخصية اعتبارية)	عضوية اللجان القانوني للشركة	الشكل
١						
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