

Board Membership Policy

Article 1: Purpose

This policy aims to determine the criteria and procedures for membership of the Board, and to ensure that it contains diverse and qualified competencies and expertise, to achieve and protect the interests of the company, and adhering to the relevant laws and regulations.

Article 2: Board Membership Criteria:

The members of the Board of Directors must be professionally competent with the experience, knowledge, skills, and independence necessary to perform their duties efficiently and competently, and in particular, member must meet the following criteria:

1. Member of the Board of Directors must be fully qualified for the membership in the Board of Directors.
2. Members of the Board of Directors must be familiar with the company's practice, have a clear understanding of their role within the company, and be capable of making appropriate decisions in the company's affairs.
3. Members of the Board of Directors should have complementary skills, knowledge, and experience to ensure that the Board as a whole provides added value to the company.
4. Member of the Board of Directors should have knowledge of the legal provisions relevant to his duties and rights as a Board member of a joint stock company.
5. Member of the Board of Directors should have a general knowledge of the financial and technical aspects relevant to the company's activities.
6. Member of the Board of Directors should be able to devote sufficient time to perform his duties as a Board member, including attending meetings of the Board of Directors and of any committees of which they are a member.
7. The nominee must be fit to exercise his duties and expertise, and must possess the personal and professional qualities necessary to perform his duties effectively.
8. The independent member must be fully independent in his position and in his decision-making, and must not suffer from any of the deficiencies of independence provided in the Corporate Governance Regulation.
9. The nominee for membership of the Board must not have been suspended or banned by the Capital Markets Authority and shall have been convicted of a crime against honor and honesty.
10. The nomination must not be in contrary to the relevant laws, regulations and instructions.

Article 3: Nomination Procedures for Board Membership

Those who wish to run for membership of the Board of Directors, and meets the aforementioned criteria, must follow the following procedures:

1. To submit a clear and complete CV showing his work experience and professional certifications.
2. To complete the Capital Market Authority's nomination form and submit the application within the period specified in the company's announcement regarding the opening of the Board membership nomination.

3. To submit an acknowledgement of:

A. Readiness to carry out his duties and responsibilities, and to allocate sufficient time to attend the meetings of the Board and the committees of which he is a member and that he will perform the duties of membership in full independence, and in a manner that achieves the interests of the company.

B. Not to be convicted of an act that violates honor or honesty or violates the laws and regulations in the Kingdom of Saudi Arabia or in any other country, and if it is proven otherwise, his nomination or membership in the Board and the committees of which he is a member will be canceled, and the company has the right to demand appropriate compensation for any damages resulting from this behavior.

Article 4: Policy Review

The policy shall be subject to periodic review in accordance with the updates of the relevant laws and regulations and as deemed appropriate by the Board. The proposed amendments to the policy shall be submitted to the Board of Directors for the purpose of recommending it to the General Assembly for approval.