

Extra Ordinary General Assembly Meeting (first meeting)

Location: Remotely, via modern technology.

Date: Sunday 27 Dhul-Qi'dah 1446 AH (corresponding 25 May 2025 AD)

Time: 07:30 PM

Agenda for the Extra Ordinary General Assembly Meeting (first meeting)

- 1- Review and discuss the Board of Directors Report for the fiscal year ending on 31/12/2024.
- 2- Review and discuss the Company's financial statements for the fiscal year ending on 31/12/2024.
- 3- Voting on the Company's external auditor report for the fiscal year ending on 31/12/2024, after discussion.
- 4- Voting to absolve the members of the Board of Directors from liability for the past year 2024.
- 5- To vote on amendment to the Audit Committee Charter (attached).
- 6- To vote on amendment to the Remuneration Policy (attached).
- 7- To vote on Nomination and Remuneration Committee Charter (attached).
- 8- To vote on Social Responsibility Policy (attached).
- 9- Vote on the approval of the Board of Directors' recommendation to transfer the entire balance of the statutory reserve, amounting to SAR 1,798,157,000 as per the audited financial statements for the year ended 31 December 2024G, to the Company's retained earnings.
- 10- Voting to appoint the Company auditor from among the candidates based on the recommendation of the Audit Committee, to examine, review and audit the financial statements for the second, third quarters and the annual financial statements for the fiscal year of 2025 and the first quarter of the fiscal year 2026 and to determine the fees to be paid to the auditor.
- 11- Voting on the disbursement of an amount of six hundred thousand Saudi Riyal (SAR 600,000) being the remuneration of the Independent Board of Directors with an amount of two hundred thousand Saudi Riyal (SAR200,000) for each member. for the fiscal year ending on December 31, 2024, AD.

12- Voting on the Board of Directors' recommendation dated on 17/09/1446 A.H corresponding to 17/03/2025 to distribute cash dividends from the retained earning amounting to (1,037.6) million riyals to shareholders during the year of 2025, amounting to SAR 0.28 per issued share for the whole year, representing 2.8% of the nominal value of the share, and the distribution will be made on a quarterly basis at the rate of 0.7% of the nominal value of the share, at the rate of 7 halalas per quarter for each issued share, for a total of SAR259.4 million per quarter. Eligibility and payments dates are as follows:

First payment: eligibility will be based on the records of registered shareholders according to company records at the end of trading on the day of 16/12/1446 A.H corresponding to 12/06/2025 and will be paid ten working days after the second trading day following the eligibility date.

Second payment: eligibility will be based on the records of registered shareholders according to company records at the end of trading on the day of 06/02/1447 A.H corresponding to 31/07/2025 and will be paid ten working days after the second trading day following the eligibility date.

Third Payment: eligibility will be based on the records of registered shareholders according to company records at the end of trading on the day of 09/04/1447 A.H corresponding to 01/10/2025 and will be paid ten working days after the second trading day following the eligibility date.

Fourth Payment: eligibility will be based on the records of registered shareholders according to company records at the end of trading on the day of 11/07/1447 A.H corresponding to 31/12/2025 and will be paid ten working days after the second trading day following the eligibility date.

13- Vote to authorize the Board of Directors to distribute interim cash dividends on a semi-annual or quarterly basis for the fiscal year 2025.

Audit Committee's Annual Report



Kingdom Holding Company

Audit Committee's Annual Report

The annual Report of the Audit Committee for the year ending on 31/12/2024 A.D

Standards and Procedures for the Audit Committee Membership

1. The Nomination and Remuneration Committee of the Board of Directors proposes the names of a number of candidates for the Audit Committee membership and attaches the following information therewith:
 - (A) The Candidate's full name and date of birth.
 - (B) The Candidate's curriculum vitae, academic qualifications, the date of each certificate, the Concerned Conferring Entity and professional experience.
2. The Board of Directors shall select at least three of the candidates by the Nomination and Remuneration Committee and present them for voting by the General Assembly.
3. When nominating for the Audit Committee membership, the following terms, conditions and criteria must be applied:
 - (A) The nominated member must have sufficient knowledge of financial matters and must have knowledge of accounting standards and the rights and duties of the Audit Committee.
 - (B) It is preferable that the nominated member has previously worked as a member of the Board of Directors or member of an Audit Committee in Joint Stock Companies.
 - (C) The candidate must agree to a personal interview by the Nomination and Remuneration Committee, if requested to do so.
 - (D) Any person previously convicted of an offense related to honor and integrity may not be nominated.

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Audit Committee's Annual Report

Attend Meetings

Committee Members can actually attend the meetings at the site scheduled for each meeting, or participate by phone, video or similar communication equipment that all persons participating in the meeting can hear and communicate with each other. This participation constitutes a personal existence.

1. Committee Members may invite any of the Executive Directors or other parties, with the approval of the Committee Chairman, to attend the Audit Committee, if necessary.

The number of Committee Meetings during the year reached (4) Meetings. The Committee includes the following members:

Name of Member	Membership Type	Date of Meeting			
		24 Mar 24	12 May 24	6 Aug 24	6 Nov 24
Dr. Khaled Abdullah AlSuhaim "Chairman"	Independent	√	√	√	√
Reem Mohammed Assad	Independent	√	√	√	√
Mohammed Omar Aloyaidi	Independent	√	√	-	-
Faisal Mohammed Al-Anzi	Independent	-	-	√	√

Committee's Decisions

All Committee's Decisions are taken by consensus. Regarding the issues where consensus cannot be reached, decisions are taken by majority. In the event of equal votes, the chairman of the committee records the final decision and reservations made by any member.

Shareholders General Assembly

The Chairman of the Audit Committee (or his representative from the Committee Members) must attend the General Assembly of shareholders to answer the questions raised by the shareholders about the Committee's activities.

Tasks and Duties

The Audit Committee shall perform the following tasks:

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1- Financial Reports

- (A) Studying the initial and annual financial statements of the company before submitting them to the Board of Directors and expressing its opinion and recommendation regarding them, in order to ensure their integrity, fairness and transparency.
- (B) Expressing a technical opinion – based on the request of the Board of Directors – on whether the report of the Board of Directors and the financial statements of the company are fair, balanced and understandable, and include information that allows shareholders and investors to evaluate the financial position, performance, business model and strategy of the company.
- (C) Examining any important or unusual matters included in the financial reports.
- (D) Carefully researching any issues raised by the Company's Financial Director, whoever assumes his duties, or the Compliance Officials in the company or the auditor.
- (E) Verifying the accounting estimates in material matters included in the financial reports.
- (F) Examining the accounting policies followed in the company and expressing opinions and recommendations to the Board of Directors in this regard.

2- Internal Audit

- (A) Examining and reviewing the company's internal and financial control systems and risk management system in the company.
- (B) Examining the internal audit reports and following up on the implementation of corrective measures for the observations and notes contained therein.
- (C) Controlling and supervising the performance and activities of the internal auditor in the company, if any, for verifying the availability of the necessary resources and their effectiveness in performing the work and tasks assigned thereto. If the company does not have internal auditor, the Committee shall make recommendation to the Board regarding the need for appointing internal auditor.

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- (D) Recommending to the Board of Directors to appoint a Director of an Internal Audit Unit or Department or the Internal Auditor and proposing his remuneration.

3- Auditor

(A) Recommending to the Board of Directors to nominate and dismiss auditors, determine their fees, evaluate their performance after verifying their independence and review the scope of their work and the terms and conditions of contracting with them.

(B) Reviewing the plan and business of the company's auditor, verifying that he has not submitted technical or administrative works that do not fall within the scope of the audit work, and expressing the views thereof regarding that.

(C) Verifying the auditor's independence, objectivity and fairness, and the effectiveness of the audit work, taking into account the relevant rules and standards.

(D) Replying to the inquiries of the company's auditor.

(E) Examining the auditor's report and notes on the financial statements and following up on what has been taken in their regard. This includes for example but not limited to the following:

- Any significant problems identified during the audit.
- The level of errors identified during the audit.
- Effectiveness of the audit.

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4- Compliance Assurance

- (A) Reviewing the results of the reports of the Regulatory and Control Authorities and verifying that the company has taken the necessary measures in this regard.
- (B) Monitoring and reviewing the effectiveness of the company's compliance control system with respect to the company's compliance with the financial reporting obligations thereof in accordance with laws, regulations and regulatory requirements.
- (C) Reviewing management investigations and procedures regarding any acts of non-compliance.
- (D) Obtaining updates from management as appropriate and necessary and the company's legal counsel regarding compliance matters that may have a material impact on the compliance policies of the financial statements.
- (E) Obtaining assurances from the external auditors that all regulatory compliance issues related to the Company's business have been taken into account in preparing the financial statements.
- (F) Reviewing the contracts and transactions proposed to be conducted by the company with related parties and presenting its opinions on such matter to the Board of Directors.
- (G) Reporting whatever issues which may be deemed necessary to take action in their regard to the Board of Directors and making recommendations on the measures to be taken.

5- Reporting Responsibilities

- (A) The Committee Chairman shall submit a formal report to the Board of Directors on his procedures after each meeting regarding all issues that fall within his duties and responsibilities.
- (B) The Committee shall make recommendations to the Board that it deems appropriate in any area of its competence where action or improvement is required.
- (C) The company must keep audit reports and business documents clearly including what has been concluded in terms of results, findings and recommendations, and the action that has been taken in such regard.

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Audit Committee's Annual Report

Powers and Other Issues

- (A) The committee has the right to review the company's records and documents and request clarification or a statement from the members of the Board of Directors or the Executive Management.
- (B) The committee has the right to request the Board of Directors to call the General Assembly of the company to convene if the Board of Directors impedes its work or the company suffers heavy damage or losses.
- (C) The Audit Committee shall pay the necessary attention to the Laws, Regulations, Corporate Governance Provisions and Regulations, the requirements of the registration rules issued by the Capital Market Authority, the Capital Market Law and any other relevant rules and regulations.
- (D) The Audit Committee arranges periodic audit and review of its own performance and at least annually reviews its regulations to ensure that it is operating effectively and recommends any changes that it deem necessary for the Board of Directors to be approved.

Audit Committee Report

- (A) The Audit Committee Report must include details of its performance of its competencies and tasks stipulated in the Companies Law and the executive regulations thereof, provided that it must include its recommendations and opinion on the adequacy of the company's internal and financial control and risk management systems.
- (B) The Board of Directors must deposit sufficient copies of the Audit Committee's report in the company's head office and publish it on the company's website and the Market's website upon publishing the invitation for convening the General Assembly, to enable whoever wishes among the shareholders to obtain a copy thereof. Summary of the report shall be read during the convention of the General Assembly.

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Audit Committee's Annual Report

Conflict of Interests between the Audit Committee and 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 refuses to take the Committee's recommendation regarding the appointment and dismissal of the company's auditor, determining his fees, assessing his performance or appointing the internal auditor, the Board's report must include the Committee's recommendation and justifications, and the reasons for not taking it into account.

Based on the recommendations of the committee, KPMG were appointed as the internal auditor for the company. Internal auditors conducted a risk assessment and based on that assessment prepared and implemented a risk-based internal audit strategic plan.

Audit Committee's Opinion:

The Audit Committee did not find any fundamental errors or serious violations that require drawing attention to them. Accordingly, the Audit Committee believes that the internal and financial control and risk management systems are efficient and reasonably effective in general. However, the Committee recommends completing the work of developing and improving the company's internal control system to keep pace with the size and nature of the company's business and its future strategic plans through implementing the recommendations of the internal audit, the external auditor and agreed upon corrective measures.

Signed

Dr. Khaled Al-Suhaim

Chairman of the Audit Committee

Agenda Item (5) - amendment to the Audit Committee Charter



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Article Before Amendment	Article After Amendment
<p style="text-align: center;">Kingdom Holding Company (the Company) Charter of the Audit Committee</p> <p style="text-align: center;"><u>Contents</u></p> <p>Article (1): Membership Article (2): Criteria and Procedures for Membership in the Audit Committee Article (3): Secretary Article (4): Quorum Article (5): Frequency of Meetings Article (6): Meeting Notice Article (7): Attendance at Meetings Article (8): Meeting Minutes Article (9): Committee Decisions Article (10): General Assembly of Shareholders Article (11): Tasks and Duties Article (12): Powers and Other Matters Article (13): Audit Committee Report Article (14): Conflict of Interest Between the Audit Committee and the Board of Directors Article (15): Amendments to the Charter</p>	<p style="text-align: center;">Kingdom Holding Company Audit Committee Charter</p> <p style="text-align: center;"><u>Contents</u></p> <p>Article (1): Purpose Article (2): Composition of the Committee Article (3): Criteria and Procedures for Membership in the Committee Article (4): Arrangements for Providing Remarks Article (5): Secretary Article (6): Quorum Article (7): Committee Meetings Article (8): Meeting Notice Article (9): Attendance at Meetings Article (10): Committee Decisions Article (11): General Assembly of Shareholders Article (12): Competencies, Powers and Responsibilities of the Committee Article (13): Authority and other Matters Minutes Article (14): Committee Report Article (15): Conflict between the Committee and the Board Article (16): Amendments of the Charter Article (17): Entry into Effect and Review</p>
<p>New Paragraph</p>	<p>The Audit Committee (the “Committee”) of Kingdom Holding Company (the “Company”) has been established by the authority of the Company’s board of directors (the “Board”) and in accordance with the Company’s Bylaws and the corporate governance framework in the Kingdom of Saudi Arabia, and shall operate in accordance with this charter (this “Charter”). The defined terms used but not defined in this Charter shall have the meaning assigned to them in Corporate Governance Regulations, unless the context otherwise requires.</p>
<p>New Article</p>	<p>Article 1 Purpose</p> <p>1.1. The purpose of the Committee is to assist the board of directors (the “Board” and each member of the Board, a “Director”) of the Company in fulfilling its oversight responsibilities and to perform the duties, responsibilities and authorities described in this Charter.</p>
<p>Article (1): Membership</p>	<p>Article 2 Composition of the Committee</p> <p>2.1. The Committee shall be formed by a resolution of the Company’s Board and the members of the</p>

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<p>1.1 An Audit Committee shall be formed by a decision of the Company's Ordinary General Assembly, consisting of shareholders or non-shareholders, with at least one independent member, and no executive board members. The number of Audit Committee members shall not be fewer than three and no more than five; with at least one of them specialized in financial and accounting matters. [Regulation Article 54 (A)]</p> <p>1.2 It is preferred that the Chairman of the Audit Committee be an independent member, and the Board of Directors shall appoint the Chairman. In case the Chairman is absent and/or if no Vice-Chairman is appointed, the remaining members present shall elect one of them to chair the meeting. [Regulation Article 54 (B)]</p> <p>1.3 No person who has worked or is currently working within the last two years in the executive or financial management of the company, or at the company's auditor, may be a member of the Audit Committee. [Regulation Article 54 (D)]</p> <p>1.4 Committee appointments shall last for up to three years, with the possibility of an additional three-year extension, provided the member continues to meet the committee's membership criteria.</p> <p>1.5 The Board of Directors (based on the proposal of the Nomination and Remuneration Committee) shall determine the nature and amount of the remuneration (if any) received by each Audit Committee member (including the Chairman). No member of the Audit Committee who is also a board member shall vote on their own remuneration.</p>	<p>Committee shall be from the shareholders or others provided that no Executive Director is among its members. The number of the Committee members shall not be less than three and no more than five (each a “Member” and collectively, the “Members”), who shall be appointed by the Board for a term not exceeding three (3) years. The term of service of the Members who are also Directors shall not exceed their respective terms of service as Directors. The Members may be re-appointed for subsequent terms provided that one (1) of its members is specialized in finance and accounting.</p> <p>2.2. The Committee shall have at least one (1) Independent Director among its members. If the Independent Director ceases to be independent, the Committee shall notify the Board, who will appoint a replacement member.</p> <p>2.3. It is preferred that the Chairman of the Committee be an Independent Director.</p> <p>2.4. The Company’s General Assembly shall, upon a recommendation of the Board, issue a regulation for the Committee which shall include the rules and procedures for the activities and duties of the Committee, the rules for selecting its members, the means of their nomination, the term of their membership, their remunerations, and the mechanism of appointing temporary members in case a seat in the Committee becomes vacant.</p> <p>2.5. Executive Directors may not be appointed as Members and the Chairman of the Board may not be appointed as a Member.</p> <p>2.6. A person who is, or has been during the preceding two (2) years, working in the executive or financial management of the Company or as an employee or a director of the external auditor may not be appointed as a Member.</p> <p>2.7. The Board (based on the recommendation of the Nomination and Remuneration Committee) shall determine the nature and amount of the remuneration (if any) received by each Member (including the Chairman). No Member who is also a Director shall vote on their own remuneration.</p>
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	<p>2.8. A Member shall not be a member of the audit committees of more than five listed joint stock companies at the same time.</p>
<p>Article (2): Criteria and Procedures for Membership in the Audit Committee</p> <p>2.1 The Nomination and Remuneration Committee shall propose to the Board of Directors a list of candidates for membership in the Audit Committee, along with the following information: (A) The full name and date of birth of the candidate. (B) The candidate's resume, academic qualifications, and professional experience.</p> <p>2.2 The Board of Directors shall select at least three of the candidates proposed by the Nomination and Remuneration Committee and present them for voting by the General Assembly.</p> <p>2.3 When nominating a member for the Audit Committee, the following conditions and criteria must be met: (A) The nominated member must have sufficient knowledge of financial matters and be familiar with accounting standards and the rights and duties of the Audit Committee. (B) It is preferable that the nominated member has previously served as a board member or Audit Committee member in publicly listed companies.</p> <p>(C) The candidate must agree to undergo an interview by the Nomination and Remuneration Committee, if requested.</p> <p>(D) No person convicted of a dishonesty-related crime may be nominated.</p> <p>2.4 If a vacancy occurs in the Audit Committee before the term ends, the Board of Directors has the right to temporarily appoint a member, subject to the General Assembly's approval at its next meeting.</p>	<p>Article 3 Criteria and Procedures for Membership in the Committee</p> <p>3.1. The Nomination and Remuneration Committee shall recommend to the Board a list of candidates for membership in the Committee, along with the following information:</p> <p>3.1.1. the full name and date of birth of the candidate; and</p> <p>3.1.2. the candidate's resume, academic qualifications, and professional experience.</p> <p>3.2. The Board shall select at least three of the candidates proposed by the Nomination and Remuneration Committee and present them for voting by the General Assembly.</p> <p>3.3. When nominating a member for the Committee, the following conditions and criteria must be met:</p> <p>3.3.1. The nominated member must have sufficient knowledge of financial matters and be familiar with accounting standards and the rights and duties of the Committee.</p> <p>3.3.2. It is preferable that the nominated member has previously served as a board member or audit committee member in publicly listed companies.</p> <p>3.3.3. The candidate must agree to undergo an interview by the Nomination and Remuneration Committee, if requested.</p> <p>3.3.4. No person convicted of a dishonesty related crime may be nominated.</p> <p>3.4. If a vacancy occurs in the Committee before the term ends, the Board has the right to temporarily appoint a member, subject to the General Assembly's approval at its next meeting.</p> <p>3.5. The Saudi Arabian Capital Market Authority shall be notified of the name, position and independence status of each Member, and any changes thereto (including resignation or removal), within a period of five business days from the date on which a Member is appointed or from the date of any such change, as applicable.</p>

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	<p>3.6. All Members shall be subject to removal at any time by the General Assembly. In the event that the membership of any Member is terminated for any reason (whether by resignation, death, removal or any other reason) prior to the expiry of that Member's term, the Board may appoint a temporary Member as his/her replacement. The term of service of such replacement Member shall extend to the term of service of his/her predecessor.</p>
New Article	<p>Article 4 Arrangements for Providing Remarks</p> <p>4.1. The Committee shall develop arrangements that enable the Company's employees to confidentially provide their remarks in respect of any inaccuracies in the financial or other reports. The Committee shall ensure that such arrangements have been put into action through an adequate independent investigation in respect of the error or inaccuracy, and shall adopt appropriate follow-up procedures.</p>
<p>Article (3): Secretary</p> <p>3.1 The Secretary of the Board or their delegate shall serve as the Secretary of the Audit Committee.</p> <p>3.2 The Secretary shall attend all meetings of the Audit Committee, record the names of attendees, and document the decisions of each meeting.</p>	<p>Article 5 Secretary</p> <p>5.1. The Committee shall appoint, from amongst the Members or others, a secretary to the Committee (the "Secretary") who shall attend all meetings of the Committee, prepare a proposed agenda in coordination with the Chairman, record the minutes and resolutions of the Committee, notify the Members of the dates of Committee meetings and provide them with the agenda and the relevant documentation for the meeting, provide assistance and consultation to the Committee on matters within his/her competence and provide the Board secretary with a copy of the meeting minutes following signature of the same by the Chairman. The term of service of the Secretary shall be specified by the Committee. If the Secretary is also a Member, his/her term of service shall not exceed his/her term of service as a Member. The Secretary shall be subject to removal at any time by the Committee.</p>
Article (4): Quorum	Article 6 Quorum



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<p>The legal quorum required for the Audit Committee's meetings is the presence of at least two members. A meeting is considered valid if the quorum is met and it has the authority to exercise all the powers and responsibilities granted to the Committee.</p>	<p>6.1. The legal quorum required for the Committee's meetings is the presence of the majority of the Members. A meeting is considered valid if the quorum is met and it has the authority to exercise all the powers and responsibilities granted to the Committee.</p>
<p>Article (5): Frequency of Meetings</p> <p>5.1 The Audit Committee shall meet regularly, with a minimum of four meetings per fiscal year. The internal auditor and external auditor may request a meeting with the Audit Committee whenever necessary. [Regulation Article 57 (A) - (C)]</p> <p>5.2 The Audit Committee shall meet regularly with the company's external auditor and internal auditor. [Regulation Article 57 (B)]</p>	<p>Article 7 Committee Meetings</p> <p>7.1. The Committee shall convene periodically, provided that at least four meetings are held during the Company's financial year.</p> <p>7.2. The Committee shall convene periodically with the Company's external auditor and internal auditor.</p> <p>7.3. The internal auditor and the external auditor may call for a meeting with the Committee at any time as may be necessary.</p>
<p>Article (6): Meeting Notice</p> <p>6.1 The Secretary of the Audit Committee shall call the meetings based on the request of any of its members or the external or internal auditor if deemed necessary.</p> <p>6.2 Unless otherwise agreed, the notice confirming the time, place, and date of the meeting, along with the agenda, shall be sent to all committee members and any other required attendees at least five working days before the meeting. Supporting documents will also be sent to the members and other attendees at the same time.</p>	<p>Article 8 Meeting Notice</p> <p>8.1. The Secretary shall call the meetings based on the request of any of its Members or the external or internal auditor if deemed necessary.</p> <p>8.2. Unless otherwise agreed, the notice confirming the time, place, and date of the meeting, along with the agenda, shall be sent to all Members and any other required attendees at least five working days before the meeting. Supporting documents will also be sent to the Members and other attendees at the same time.</p>
<p>Article (7): Attendance at Meetings</p> <p>7.1 Committee members may attend meetings either in person at the designated location or by phone, video, or similar communication equipment, which allows all participants to hear and communicate with each other, constituting personal attendance.</p> <p>7.2 Committee members may invite executive directors or other parties to attend Audit Committee meetings with the Chairman's approval if necessary.</p>	<p>Article 9 Attendance at Meetings</p> <p>9.1. Members may attend meetings either in person at the designated location or by phone, video, or similar communication equipment, which allows all participants to hear and communicate with each other, constituting personal attendance.</p> <p>9.2. Members may invite executive directors or other parties to attend Committee meetings with the Chairman's approval if necessary.</p>
<p>Article (8): Meeting Minutes</p> <p>8.1 The Secretary of the Audit Committee shall record the minutes of all meetings, including attendees.</p>	<p>Deleted</p>

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<p>8.2 Draft minutes of meetings shall be distributed promptly to all committee members. Once approved, the minutes shall be distributed to all other board members, unless it is inappropriate to do so. All meeting minutes shall remain confidential and may only be disclosed to the Board.</p> <p>8.3 All committee decisions shall be made by consensus. If consensus cannot be reached, decisions shall be made by majority vote. In case of a tie, the Chairman shall record the final decision, along with any objections raised by members.</p>	
<p>Article (9): Committee Decisions</p> <p>All decisions of the committee are made by consensus. Regarding issues where consensus cannot be reached, decisions are made by majority vote. In the event of a tie, the committee chair records the final decision along with any reservations expressed by any member.</p>	<p>Article 10 Committee Decisions</p> <p>10.1. All decisions of the Committee are made by majority vote. In the event of a tie, the Chairman records the final decision along with any reservations expressed by any member.</p> <p>10.2. The Committee may adopt resolutions by circulating the proposed resolutions in writing or in electronic format to all the Members for their approval and signature. Written resolutions shall be passed with the approval of the majority of the Members, with the Chairman having a casting vote in the event of a tie.</p>
<p>Article (10): General Assembly of Shareholders</p> <p>The Chairman (or their delegate) of the Audit Committee must attend the General Assembly of Shareholders to answer any shareholder questions regarding the Committee's activities.</p>	<p>Article 11 General Assembly of Shareholders</p> <p>The Chairman (or their delegate) of the Committee must attend the General Assembly to answer any shareholder questions regarding the Committee's activities.</p>
<p>Article (11): Tasks and Duties</p> <p>The Audit Committee shall perform the following tasks:</p> <p>1. Financial Reports</p> <p>(a) Study the preliminary and annual financial statements of the company before presenting them to the Board of Directors, express an opinion, and make recommendations regarding them to ensure their integrity, fairness, and transparency. [Regulation Article 55 (A) 1]</p> <p>(b) Provide 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,</p>	<p>Article 12 Competencies, Powers and Responsibilities of the Committee</p> <p>12.1. The Committee shall be competent in monitoring the Company's activities and ensuring the integrity and effectiveness of the reports, financial statements and internal control systems. The duties of the Committee shall particularly include the following:</p> <p>12.1.1. Financial Reports:</p> <p>1. analysing the Company's interim and annual financial statements before presenting them to the Board and providing its opinion and</p>

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balanced, understandable, and contain the necessary information to allow shareholders and investors to assess the company's financial position, performance, business model, and strategy. [Regulation Article 55 (B) 1]

(c) Study any significant or unusual issues included in the financial reports. [Regulation Article 55 (C) 1]

(d) Carefully review any issues raised by the company's financial manager or their replacement or the compliance officer or the auditors. [Regulation Article 55 (D) 1]

(e) Verify the accounting estimates in the material issues included in the financial reports. [Regulation Article 55 (E) 1]

(f) Study the accounting policies adopted by the company, provide opinions, and make recommendations to the Board of Directors. [Regulation Article 55 (F) 1]

3. Internal Controls and Risk Management

The internal auditor works according to a comprehensive audit plan approved by the Audit Committee, and this plan is updated annually. The company's key activities and operations, including risk management and compliance activities, should be reviewed at least annually. [Regulation Article 77]

4. Internal Audit

(a) Study and review the company's internal control and financial systems, and risk management. [Regulation Article 55 (B) 1]

(b) Study the internal audit reports and monitor the implementation of corrective actions for the remarks mentioned in them. [Regulation Article 55 (B) 2]

(c) Supervise and oversee the performance and activities of the internal auditor and internal audit management in the company — if available — to ensure the availability of necessary resources and their effectiveness in performing their assigned tasks. If the company does not have an internal auditor, the committee should recommend to the board whether it is necessary to appoint one. [Regulation Article 55 (B) 3]

recommendations thereon to ensure their integrity, fairness and transparency;

2. providing its technical opinion, at the request of the Board, regarding whether the Board's report and the Company's financial statements are fair, balanced, understandable, and contain information that allows shareholders and investors to assess the Company's financial position, performance, business model, and strategy;
3. analysing any important or non-familiar issues contained in the financial reports;
4. accurately investigating any issues raised by the Company's chief financial officer or any person assuming his/her duties or the Company's compliance officer or external auditor;
5. examining the accounting estimates in respect of significant matters that are contained in the financial reports; and
6. examining the accounting policies followed by the Company and providing its opinion and recommendations to the Board thereon.

12.1.2. Internal Audit:

1. examining and reviewing the Company's internal and financial control systems and risk management system;
2. analysing the internal audit reports and following up the implementation of the corrective measures in respect of the remarks made in such reports;
3. monitoring and overseeing the performance and activities of the internal auditor and internal audit department of the Company to ensure the availability of the necessary resources and their effectiveness in performing the assigned activities and duties; and
4. providing a recommendation to the Board on appointing the manager of the internal audit unit

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<p>(d) Recommend to the Board of Directors the appointment of the internal audit manager or internal auditor and propose their remuneration. [Regulation Article 55 (B) 4]</p> <p>5. Auditors</p> <p>(a) Recommend to the Board of Directors the nomination and removal of auditors, determine their fees, and evaluate their performance after ensuring their independence and reviewing the scope of their work and the terms of their engagement. [Regulation Article 55 (C) 1]</p> <p>(b) Review the company's auditor's plan and their work, ensuring that they are not providing technical or administrative services outside the scope of auditing, and offer their views on this matter. [Regulation Article 55 (C) 3]</p> <p>(c) Ensure the independence, objectivity, and fairness of the auditor, as well as the effectiveness of the audit work, taking into account the relevant rules and standards. [Regulation Article 55 (C) 2]</p> <p>(d) Respond to any inquiries from the company's auditor. [Regulation Article 55 (C) 4]</p> <p>(e) Study the auditor's report and their observations on the financial statements and follow up on actions taken regarding them. [Regulation Article 55 (C) 5] This includes, but is not limited to:</p> <ul style="list-style-type: none"> • Any significant issues identified during the audit. • Specific audit and accounting judgments. • The level of errors identified during the audit. • The effectiveness of the audit process. <p>(f) Review any representation letters requested by the external auditor before they are signed by management, and respond to the auditor's findings and recommendations.</p> <p>6. Ensuring Compliance</p> <p>(a) Review the results of regulatory reports and ensure the company has taken the necessary actions regarding them. [Regulation Article 55 (D) 1]</p> <p>(b) Monitor and review the effectiveness of the company's compliance monitoring system in relation to its financial</p>	<p>or department, or the internal auditor and suggest his/her remunerations.</p> <p>12.1.3. External Auditor:</p> <ol style="list-style-type: none"> 1. providing recommendations to the Board to nominate external auditors, dismiss them, determine their remunerations, and assess their performance after verifying their independence and reviewing the scope of their work and the terms of their contracts; 2. verifying the independence of the external auditor, its objectivity, fairness, and effectiveness of the audit activities, taking into account the relevant rules and standards; 3. reviewing the plan of the Company's external auditor and its activities, and ensuring that it does not provide any technical, administrative or consulting works that are beyond its scope of work, and provides its opinion thereon; 4. responding to queries of the Company's external auditor; 5. reviewing the external auditor's reports and its comments on the financial statements, and following up the procedures taken in connection therewith. This includes, but is not limited to: <ol style="list-style-type: none"> A. any significant issues identified during the audit; B. specific audit and accounting judgments. C. the level of errors identified during the audit; and D. the effectiveness of the audit process; and E. review any representation letters requested by the external auditor before they are signed by management, and respond to the auditor's findings and recommendations. <p>12.1.4. Ensuring Compliance:</p>
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reporting obligations in accordance with laws, regulations, and regulatory requirements.

(c) Review management investigations and actions regarding any acts of non-compliance.

(d) Obtain updates from management, as appropriate, and the company's legal advisor regarding compliance matters that may materially affect the company's financial reporting policies.

(e) Obtain confirmations from external auditors that all compliance-related issues pertaining to the company's business have been considered in preparing the financial statements.

(f) Review contracts and transactions proposed by the company with related parties, and provide the Board of Directors with their views on the matter. [Regulation Article 55 (D) 3]

(g) The Audit Committee should establish a mechanism allowing employees to confidentially report concerns about any violations in financial reports or other matters. The committee should verify the implementation of this mechanism by conducting an independent investigation, proportional to the scale of the error or violation, and adopt appropriate follow-up procedures. [Regulation Article 58]

(h) Report any issues requiring action to the Board of Directors, along with recommendations on the actions to be taken. [Regulation Article 55 (D) 4]

7. Risk Management

(a) Develop a comprehensive risk management strategy and policies that are consistent with the nature and scale of the company's activities, and ensure their implementation, review, and updating based on internal and external changes. [Regulation Article 71 (1)]

(b) Identify an acceptable level of risk the company may be exposed to, maintain it, and verify that it is not exceeded. [Regulation Article 71 (2)]

(c) Ensure the company's sustainability and continued operations successfully by identifying the risks that

1. reviewing the findings of the reports of supervisory authorities and ensuring that the Company has taken the necessary actions in connection therewith;
2. ensuring the Company's compliance with the relevant laws, regulations, policies and instructions;
3. reviewing the contracts and proposed Related Party transactions, and providing its recommendations to the Board in connection therewith;
4. reporting to the Board any issues in connection with what it deems necessary to take action on, and providing recommendations as to the steps that should be taken;
5. Monitor and review the effectiveness of the company's compliance monitoring system in relation to its financial reporting obligations in accordance with laws, regulations, and regulatory requirement.
6. review management investigations and actions regarding any acts of non-compliance;
7. obtain updates from management, as appropriate, and the Company's legal advisor regarding compliance matters that may materially affect the company's financial reporting policies;
8. obtain confirmations from external auditors that all compliance-related issues pertaining to the company's business have been considered in preparing the financial statements; and
9. the Committee should establish a mechanism allowing employees to confidentially report concerns about any violations in financial reports or other matters. The Committee shall verify the implementation of this mechanism by conducting an independent investigation, proportional to the scale of the error or violation, and adopt appropriate follow-up procedures.

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threaten its continuity within the next twelve months.
[Regulation Article 71 (3)]

(d) Supervise the company's risk management system and assess the effectiveness of the systems and mechanisms used to identify, measure, and monitor risks that the company may face, in order to identify any weaknesses in them. [Regulation Article 71 (4)]

(e) Reassess the company's capacity to bear and be exposed to risks periodically (e.g., through conducting stress tests). [Regulation Article 71 (5)]

(f) Prepare detailed reports on risk exposure and proposed steps to manage these risks, and submit them to the Board of Directors. [Regulation Article 71 (6)]

(g) Provide recommendations to the Board on risk management matters. [Regulation Article 71 (7)]

(h) Ensure the availability of adequate resources and systems for risk management. [Regulation Article 71 (8)]

(i) Review the organizational structure for risk management and provide recommendations on it before it is approved by the Board of Directors. [Regulation Article 71 (9)]

(j) Ensure the independence of the risk management staff from activities that may expose the company to risks. [Regulation Article 71 (10)]

8. Reporting Responsibilities

(a) The Chairman of the committee shall submit an official report to the Board of Directors about its activities after each meeting, covering all the issues under its duties and responsibilities.

(b) The committee shall provide the Board with recommendations deemed necessary in any area within its mandate, where action or improvement is required.

(c) The company must maintain audit reports and working documents, clearly showing what has been accomplished,

12.1.5. Risk Management

1. develop a comprehensive risk management strategy and policies that are consistent with the nature and scale of the Company's activities, and ensure their implementation, review, and updating based on internal and external changes;
2. identify an acceptable level of risk the company may be exposed to, maintain it, and verify that it is not exceeded;
3. ensure the company's sustainability and continued operations successfully by identifying the risks that threaten its continuity within the next twelve months;
4. supervise the company's risk management system and assess the effectiveness of the systems and mechanisms used to identify, measure, and monitor risks that the company may face, in order to identify any weaknesses in them.
5. reassess the Company's capacity to bear and be exposed to risks periodically (e.g., through conducting stress tests);
6. prepare detailed reports on risk exposure and proposed steps to manage these risks, and submit them to the Board;
7. provide recommendations to the Board on risk management matters;
8. ensure the availability of adequate resources and systems for risk management;
9. review the organizational structure for risk management and provide recommendations on it before it is approved by the Board of Directors; and
10. ensure the independence of the risk management staff from activities that may expose the Company to risks.

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<p>the conclusions and recommendations reached, and the actions taken regarding them. [Regulation Article 79]</p>	<p>12.1.6. Reporting Responsibilities</p> <ol style="list-style-type: none"> 1. The Chairman shall submit an official report to the Board about its activities after each meeting, covering all the issues under its duties and responsibilities; 2. The Committee shall provide the Board with recommendations deemed necessary in any area within its mandate, where action or improvement is required; and 3. The Company must maintain audit reports and working documents, clearly showing what has been accomplished, the conclusions and recommendations reached, and the actions taken regarding them.
<p>Article (12): Authority and Other Matters</p> <p>12.1 The committee has the right to review the company's records and documents and request clarification or statements from members of the Board of Directors or the executive management. [Regulation Article 59 (1) - (2)]</p> <p>12.2 The committee has the right to request the Board of Directors to call for the General Assembly meeting if the Board hinders its work or if the company faces severe circumstances or losses. [Regulation Article 59 (3)]</p> <p>12.3 The Audit Committee shall ensure due attention to laws, regulations, corporate governance provisions, and requirements of market regulation and any other relevant rules.</p> <p>12-4 The Audit Committee arranges periodic reviews of its performance and conducts an annual review of its charter to ensure that it operates effectively. The committee will also recommend any changes it deems necessary to the Board of Directors for approval.</p>	<p>Article 13 Authority and Other Matters</p> <ol style="list-style-type: none"> 13.1. The Committee has the right to review the Company's records and documents and request clarification or statements from members of the Board of Directors or the Executive Management; 13.2. the Committee has the right to request the Board to call for the General Assembly meeting if the Board hinders its work or if the Company faces severe circumstances or losses; 13.3. the Committee shall ensure due attention to the laws, regulations, corporate governance provisions, and requirements of market regulation and any other relevant rules. 13.4. The Committee arranges periodic reviews of its performance and conducts an annual review of its Charter to ensure that it operates effectively. The committee will also recommend any changes it deems necessary to the Board for approval. 13.5. The right to appoint and retain outside counsel, accountants or other specialists to advise or assist the Committee, as necessary (which appointment, including the name of the retained party and any relations it has with the Company or its Executive Management, and shall be recorded in the relevant minutes of meeting of the Committee); and

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	13.6. the right to undertake any other actions that the Committee reasonably considers necessary to satisfactorily perform its duties and responsibilities and satisfy its obligations under this Charter.
<p>Article 13: Audit Committee Report</p> <p>13.1 The Audit Committee's report must include details of its performance regarding its duties and responsibilities as outlined in the company's bylaws and executive regulations. It must also include its recommendations and opinions on the adequacy of the company's internal control systems, financial controls, and risk management. [Regulation, Article 91 (a)]</p> <p>13.2 Sufficient copies of the Audit Committee's report should be deposited with the company's head office, published on the company's website, and the stock market's website when the invitation to the general assembly is published, enabling shareholders to obtain a copy of it. A summary of the report will be read during the general assembly meeting. [Regulation, Article 91 (b)]</p>	<p>Article 14 Committee Report</p> <p>14.1. The Committee's report must include details of its performance regarding its duties and responsibilities as outlined in the Company's bylaws and executive regulations. It must also include its recommendations and opinions on the adequacy of the Company's internal control systems, financial controls, and risk management.</p> <p>14.2. Sufficient copies of the Committee's report should be deposited with the Company's head office, published on the company's website, and the stock market's website when the invitation to the General Assembly is published, enabling shareholders to obtain a copy of it. A summary of the report will be read during the General Assembly meeting.</p>
<p>Article 14: Conflict of Interest Between the Audit Committee and the Board of Directors</p> <p>14.1 If there is a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board refuses to adopt the committee's recommendation regarding the appointment, dismissal, determination of fees, or evaluation of the company's auditor or the internal auditor, the Board's report must include the committee's recommendation, its justifications, and the reasons for not adopting it. [Regulation, Article 56]</p>	<p>Article 15 Conflict between the Committee and the Board</p> <p>15.1. If a conflict arises between the recommendations of the Committee and the Board resolutions, or if the Board refuses to put the Committee's recommendations into action as to appointing or dismissal the Company's external auditor or determining its remuneration, assessing its performance or appointing the internal auditor, the Board's report shall include the committee's recommendations and justifications, and the reasons for not following such recommendations.</p>
<p>Article 15: Amendment of the Bylaws</p> <p>15.1 The General Assembly has the right to amend these bylaws at any time.</p> <p>15.2 The Board of Directors (based on a proposal from the Audit Committee) has the right to amend this policy at any time after its issuance, provided that the General Assembly approves any amendments in its first meeting following the change.</p>	<p>Article 16 Amendment of the Charter</p> <p>16.1. Any amendments to this Charter shall be adopted in the same manner in which this Charter was adopted.</p>

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New Article	Article 17 Entry into Effect and Review 17.1. This Charter shall be adopted by a resolution of the General Assembly, following a recommendation by the Board, and shall enter into effect from the date on which it is approved by the General Assembly. Whereas provisions and requirements in connection with disclosure, notification, transparency and reporting in relation to listed companies shall be applicable to the Company from the date of listing of the Shares on the Exchange, in accordance with the applicable law. 17.2. The Committee shall periodically (at least once a year) review the provisions of this Charter to ensure it is operating at optimal effectiveness and recommend any amendments to it to the Board for endorsement prior to obtaining the approval of the General Assembly, taking into consideration evolving best practices, changes in compliance regulations.
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Agenda Item (6) - amendment to the Remuneration Policy

Before Amendment	After Amendment
<p>Kingdom Holding Company (The Company) Compensation Policy</p> <p><u>Contents</u></p> <p>Article (1): Overview Article (2): Board of Directors' Compensation Article (3): Executive Management Compensation Article (4): Policy Amendment</p>	<p>Kingdom Holding Company Remuneration Policy</p> <p><u>Contents</u></p> <p>Article (1): Introductory Provisions Article (2): Policy Objectives and Principles Article (3): Remuneration of Board of Directors Article (4): Remuneration of Committee Members Article (5): Remuneration of Senior Executives Article (6): Closing Provisions</p>
<p>New Article</p>	<p><u>Article 1: Introductory Provisions</u></p> <p>1.1. Purpose</p> <p>1.1.1. The purpose of this Remuneration Policy (this “Policy”) is to regulate the remuneration of:</p> <ul style="list-style-type: none"> a) the Board of Directors of Kingdom Holding Company (the “Company”); b) the members of the Committees; and c) the Senior Executives. <p>1.1.2. This Policy is intended to implement and supplement the relevant provisions of the Bylaws. In case of conflict between this Policy and the Bylaws, the Bylaws shall prevail.</p> <p>1.1.3. The provisions of this Policy are mandatory. The Board shall oversee the implementation of the measures required to ensure the Company’s compliance with this Policy.</p> <p>1.2. Definitions and Abbreviations</p> <p>1.2.1. The terms and expressions used in this Policy shall have the meanings assigned to them in the Company’s Corporate Governance Manual, unless otherwise required by the context.</p>
<p>Article (1): Overview</p>	<p><u>Article 2: Policy Objectives and Principles</u></p>

<p>1.1 This compensation policy for the company has been prepared in accordance with the requirements of Article 62 of the Corporate Governance Regulation issued by the Capital Market Authority (CMA) under Resolution No. (8-16-2017) dated 16/5/1438H, corresponding to 13/2/2017, based on the Companies Law issued by Royal Decree No. M/3, dated 28/1/1437H.</p> <p>1.2 This policy aims to:</p> <ol style="list-style-type: none"> 1. Align with the company's strategy and objectives. [Regulation, Article 62(1)] 2. Provide compensation (if any) to encourage the Board of Directors and executive management to succeed and grow the company in the long term, linking part of the compensation to long-term performance. [Regulation, Article 62(2)] 3. Determine compensation based on the job level, duties and responsibilities, qualifications, work experience, skills, and performance level. [Regulation, Article 62(3)] 4. Align with the company's size, nature, and risk level. [Regulation, Article 62(4)] 5. Consider the practices of other companies in determining compensation while avoiding unreasonable increases in compensation and benefits. [Regulation, Article 62(5)] 6. Attract, retain, and motivate professional talents without over-exaggerating. [Regulation, Article 62(6)] 7. Coordinate with the Nominations and Compensation Committee for new appointments. [Regulation, Article 62(7)] 8. Stop the payment or recover the compensation if it is determined that it was granted based on inaccurate information provided by a Board member or executive management to prevent 	<p>2.1. Policy Objectives and Principles</p> <p>2.1.1. The remuneration of Directors, Committee members, and Senior Executives shall be determined with the view of achieving the following objectives:</p> <ol style="list-style-type: none"> a) enabling the Company to maintain the Directors, Committee members and Senior Executives with the appropriate level of experience and qualifications; b) achieving the long-term success and development of the Company to meet the interests of its Shareholders, while attracting, retaining, and motivating the talent that the Company needs to achieve its business goals; and c) supporting the Company in adapting to the competitive pressures of the sectors in which it operates. <p>2.1.2. The remuneration of Directors, Committee members and Senior Executives shall be determined based on the following principles:</p> <ol style="list-style-type: none"> a) the remuneration shall be consistent with the Company's objectives and strategy, and the magnitude, nature and size of risks associated with the Company; b) the position, duties, responsibilities, educational qualifications, experience, skills, efforts, scope of work and performance shall be taken into consideration when determining the remuneration of Directors, Committee members and Senior Executives; c) the sectors in which the Company operates, the size of the Company, the Company's risk profile, and (to the extent appropriate) the remuneration practices of other comparable companies shall be taken into consideration when determining the remuneration of Directors, Committee members and Senior Executives;
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<p>exploitation of the position to obtain undue compensation. [Regulation, Article 62(8)]</p> <p>9. Regulate the granting of shares (if any) in the company to Board members and executive management, whether they are new issuances or shares purchased by the company. [Regulation, Article 62(9)]</p>	<ul style="list-style-type: none"> d) the remuneration shall be fair, proportionate, and reasonably sufficient to attract, retain and motivate the Directors, Committee members and Senior Executives with the appropriate level of experience and qualifications; e) the remuneration must be based on the recommendation of the Remuneration and Nomination Committee; f) provide remunerations with the aim of encouraging the Board members and Executive Management to achieve the success of the Company and its long-term development, by for example making the variable part of the remuneration linked to the long-term performance; g) take into consideration the practices of other companies in respect of the determination of remunerations, and avoid the disadvantages of such comparisons in leading to unjustifiable increases in remunerations and compensations; h) attract talented professionals and retain and motivate them without exaggeration; i) be prepared in coordination with the Remuneration and Nomination Committee in respect of new appointments; j) take into consideration situations where remunerations should be suspended or reclaimed if it is determined that such remunerations were set based on inaccurate information provided by a member of the Board or the executive management, in order to prevent abuse of power to obtain unmerited remunerations; and k) regulating the grant of Company's shares to the Board members and the Executive Management, whether newly issued or purchased by the Company.
<p>Article (2): Board of Directors' Compensation</p>	<p><u>Article 3: Remuneration of Board of Directors</u></p> <p>3.1. Rules for Determining Remuneration</p>

<p>2.1 If compensation is paid to Board members, the Board should take the following criteria into account when determining and disbursing compensation to its members:</p> <ol style="list-style-type: none"> 1. The compensation should be fair and proportionate to the member's responsibilities, duties, and the goals set by the Board for the fiscal year. [Article 2(A)(1) of the Regulations and Procedures issued in execution of the Companies Law for listed joint-stock companies] 2. Compensation should be based on the recommendation of the Nominations and Compensation Committee. [Article 2(A)(2) of the Regulations and Procedures issued in execution of the Companies Law for listed joint-stock companies] 3. Compensation should be in line with the company's activities and the necessary skills required for its management. [Article 2(A)(3) of the Regulations and Procedures issued in execution of the Companies Law for listed joint-stock companies] 4. Consideration should be given to the sector the company operates in, its size, and the experience of the Board members. [Article 2(A)(4) of the Regulations and Procedures issued in execution of the Companies Law for listed joint-stock companies] 5. Compensation should be sufficient to attract, motivate, and retain competent and experienced Board members. [Article 2(A)(5) of the Regulations and Procedures issued in execution of the Companies Law for listed joint-stock companies] <p>2.2 Board members are not allowed to vote on the compensation item for the Board of Directors at a General Assembly meeting. [Article 2(B) of the Regulations and Procedures issued in execution of</p>	<ol style="list-style-type: none"> 3.1.1. The Remuneration and Nomination Committee recommends the remuneration of all Board members and present such policy to the Board in preparation for approval by the General Assembly on an annual basis. The recommendations of the Remuneration and Nomination Committee shall be in compliance with the Applicable Law and this Policy. 3.1.2. The Board's remuneration may be a fixed amount, attendance allowances, in-kind benefits, a percentage of the annual net profit, or a combination of two or more of the above. In any event, the maximum amount of remuneration shall not exceed what is determined by the Companies Law, its Regulations, or the relevant authorities. 3.1.3. The report submitted by the Board to the ordinary General Assembly at its annual meeting shall include a detailed account of all the amounts Board members received or were entitled to receive during the financial year in the form of remuneration, meeting allowances, expense allowances, and other benefits. The report shall also include an account of the amounts received by Board members in their capacity as employees or Executives, or in exchange for technical, administrative, or consulting services as well as an account of the number of Board meetings and the number of meetings attended by each member. 3.1.4. Board members shall not vote on the agenda item relating to the remuneration of Board members at the General Assembly's meeting. 3.1.5. The remuneration of independent Directors shall not be in the form of a percentage of the Company's profits and
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<p>the Companies Law for listed joint-stock companies]</p> <p>2.3 A Board member may receive compensation for membership in the Audit Committee formed by the General Assembly or for any additional administrative, technical, or advisory roles they take on in the company, including positions with professional licenses, in addition to compensation received for their role on the Board or committees formed by the Board, according to the Companies Law and the company's Articles of Association. [Article 3 of the Regulations and Procedures issued in execution of the Companies Law for listed joint-stock companies]</p> <p>2.4 Compensation for Board members may vary depending on the member's experience, specialization, assigned tasks, independence, attendance at meetings, and other considerations. [Article 4(A) of the Regulations and Procedures issued in execution of the Companies Law for listed joint-stock companies]</p> <p>2.5 The compensation of independent Board members should not be a percentage of the company's profits or based directly or indirectly on the company's profitability. [Article 4(B) of the Regulations and Procedures issued in execution of the Companies Law for listed joint-stock companies]</p> <p>2.6 If the Audit Committee or the Capital Market Authority (CMA) determines that compensation was paid to any Board member based on incorrect or misleading information presented to the General Assembly or included in the Board's annual report, it must be returned to the company, and the company has the right to demand repayment. [Article 6 of the Regulations and Procedures issued in execution of the Companies Law for listed joint-stock companies]</p>	<p>shall not be, directly or indirectly, based on the profitability of the Company.</p> <p>3.1.6. The remuneration of Directors may vary based on the experience, competencies, duties, independence and attendance record of each Director, as well as other relevant considerations.</p> <p>3.1.7. If it is evidenced to the Audit Committee or the Authority that the remuneration paid to any Board member was based on false or misleading information presented to the General Assembly or included in the annual Board report, the Board member shall return such remuneration to the Company, and the Company may request such Board member to return such remuneration.</p> <p>3.2. Additional Remuneration</p> <p>3.2.1. The Directors serving in any of the Committees may receive remuneration in addition to their remuneration as Directors. Such additional remuneration (if any) shall be determined in accordance with Part 4 of this Policy.</p> <p>3.2.2. The Directors serving as Senior Executives may receive remuneration in addition to their remuneration as Directors. Such additional remuneration (if any) shall be determined in accordance with Part 5 of this Policy.</p> <p>3.2.3 The Chairperson and the Managing Director (if appointed) shall receive a remuneration approved by the Board, in addition to the remuneration received in their capacity as Board Members.</p> <p>3.2.4. If the Secretary of the Board is also a Director, he/she may receive remuneration in addition to his remuneration as a Director. Such additional remuneration (if</p>
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	<p>any) shall be determined by the Board based on the recommendation of the Remuneration and Nomination Committee on an annual basis.</p> <p>3.3. Restricted Benefits</p> <p>3.3.1. The Company may not grant loans of any kind to any of its Directors, or guarantee any loan contracted by any of its Shareholders or Directors with a third party. This restriction does not apply to loans and guarantees granted by the Company pursuant to an employee incentive program approved in compliance with the Bylaws or by a resolution of the ordinary General Assembly.</p> <p>3.4. Remuneration upon Termination</p> <p>3.4.1. In the event that the Board membership of any Director is terminated due to gross misconduct, material breach of the terms of appointment, act of fraud or dishonesty, or willful neglect of duties, such Director shall receive no remuneration in respect of the period between the beginning of the fiscal year in which the termination took place and the termination date.</p> <p>3.4.2. In the event that the Board membership of any Director is terminated due to his/her failure to attend three (3) consecutive meetings or five (5) non-consecutive meetings of the Board without a legitimate excuse, such Director shall receive no payment in respect of the period between the last meeting he/she attended and the termination date.</p> <p>3.4.3. In the event that the Board membership of any Director is terminated for any other reason, such Director shall be paid a pro-rated amount in respect of the period between the beginning of the fiscal year in</p>
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	which the termination took place and the termination date.
Added Article	<p><u>Article 4: Remuneration of Committee Members</u></p> <p>4.1. Rules for Determining Remuneration</p> <p>4.1.1. Members of the Committees shall be remunerated in accordance with the charter of the relevant Committee.</p> <p>4.1.2. Notwithstanding the above, the Remuneration and Nomination Committee shall review and recommend to the Board the remuneration of the members of the Committees.</p>
<p>Article (3): Executive Management Compensation</p> <p>3.1 The following criteria should be considered when determining executive management compensation:</p> <p>1. Compensation should be fair and proportionate to the activities and responsibilities of the executive member, in addition to the executive management objectives set for the fiscal year.</p> <p>2. The salary scale for executive management positions should be evaluated by the Nominations and Compensation Committee according to the position description, the general market, and comparative standards with other similar companies.</p> <p>3.2 Executive management compensation consists of the following:</p> <p>1. Base Compensation: A fixed amount paid as salary and allowances. This includes allowances for cars, travel phones, internet, and other allowances deemed appropriate by the Nominations and Compensation Committee.</p>	<p><u>Article 5: Remuneration of Senior Executives</u></p> <p>5.1. Rules for Determining Remuneration</p> <p>5.1.1. The remuneration of all Senior Executives shall be recommended by the Remuneration and Nomination Committee and determined by the Board in accordance with the relevant employment contracts, internal policies and compensation plans.</p> <p>5.1.2. The Remuneration and Nomination Committee shall review and approve employment contracts with Senior Executives, including contracts in connection with new appointments. It shall also review and approve any contract with an employee earning compensation equivalent to that of Senior Executives.</p> <p>5.2. Benefits and Incentive Plans</p> <p>5.2.1. Senior Executives shall be entitled in addition to a fixed amount paid as salary and allowances, and certain benefits provided by the Company. Notwithstanding pensions, benefits primarily consist of medical services, access to the Company's recreational</p>

<p>2. Quarterly and Annual Bonuses: Variable compensation includes three (3) months of operational incentives and business impact incentives, in addition to an annual performance bonus based on the company's performance during the year.</p> <p>3. Benefits: Non-cash benefits according to relevant labor laws, including but not limited to vacations, medical insurance, annual family tickets, family accommodations, and company cars as stipulated in individual employment contracts.</p> <p>3.3 For the purposes of this article, executive management includes: the CEO, the Executive Director of International Investments, the Executive Director of Hotel Investments, and the Executive Director of Finance and Administration.</p>	<p>facilities, housing-related allowances (or equivalent), and transportation-related allowances (or equivalent). The nature and levels of benefits for Senior Executives shall be periodically reviewed by the Remuneration and Nomination Committee and approved by the Board.</p> <p>5.2.2. The Company may offer Senior Executives variable compensation includes three (3) months of operational incentives and business impact incentives, in addition to an annual performance bonus based on the company's performance during the year. To be in line with market practice and subject to the fulfilment of pre-defined short or long-term performance indicators. Such variable compensation plans shall be subject to the recommendation of the Remuneration and Nomination Committee and the approval of the Board.</p> <p>5.2.3. The Company may offer Senior Executives and other employees opportunities for share ownership through an employee share plan or similar programs. Such plans and programs shall be subject to the recommendation of the Remuneration and Nomination Committee and the approval of the Board and the General Assembly and shall be in accordance with the Applicable Law.</p> <p>5.3 For the purposes of this article, executive management includes: the CEO, the Executive Director of International Investments, the Executive Director of Hotel Investments, and the Executive Director of Finance and Administration.</p>
<p>Article (4): Policy Amendment</p> <p>4.1 The General Assembly has the right to amend this policy at any time.</p>	<p><u>Article 6: Closing Provisions</u></p> <p>6.1. Entry into Force and Review</p> <p>6.1.1. This Policy shall be adopted by resolution of the General Assembly, following a</p>

<p>4.2 The Board of Directors has the right to amend this policy at any time after its issuance, with the General Assembly's approval required for any amendments at the first meeting following the change.</p>	<p>recommendation by the Board (which shall be based on the recommendation of the Remuneration and Nomination Committee), and shall enter into effect from the date on which it is approved by the General Assembly.</p> <p>6.1.2. The Remuneration and Nomination Committee shall oversee the implementation of this Policy and shall periodically review its provisions and recommend any amendments thereto to the Board.</p> <p>6.1.3. Any amendments to this Policy shall be adopted in the same manner in which this Policy was adopted.</p> <p>6.2. Disclosure</p> <p>6.2.1. The Board shall comply with the relevant disclosure obligations and requirements under the Disclosure Policy and the Applicable Law in respect of this Policy. Whereas provisions and requirements in connection with disclosure, notification, transparency and reporting in relation to listed companies shall be applicable to the Company from the date of listing of the Shares on the Exchange, in accordance with the Applicable Law.</p>
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Agenda Item (7) - Nomination and Remuneration Committee Charter



Remuneration and Nomination Committee Charter	لائحة عمل لجنة المكافآت والترشيحات
Kingdom Holding Company	شركة المملكة القابضة

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Remuneration and Nomination Committee Charter	لائحة عمل لجنة المكافآت والترشيحات
Kingdom Holding Company	شركة المملكة القابضة
The Remuneration and Nomination Committee (the “Committee”) of Kingdom Holding Company (the “Company”) has been established by the authority of the Company’s board of directors (the “Board”) and shall operate in accordance with this charter (this “Charter”). The defined terms used but not defined in this Charter shall have the meaning assigned to them in Appendix 1 of the Corporate Governance Manual of the Company, unless the context otherwise requires.	تأسست لجنة المكافآت والترشيحات (ويُشار إليها فيما يلي باللجنة) في شركة المملكة القابضة (“الشركة”) وتم تشكيلها من قبل مجلس إدارة الشركة (“المجلس”) بموجب صلاحياته ووفقاً لنظام الشركة الأساس. وتعمل اللجنة وفقاً لللائحة العمل هذه (“اللائحة”). ويكون للمصطلحات المستخدمة (غير المعرفة) في هذه اللائحة المعاني الواردة في الملحق 1 من لائحة الحوكمة الداخلية للشركة، ما لم يقتض السياق خلاف ذلك.
1. Purpose	1- الغرض
1.1. The purpose of the Committee is to assist the board of directors (the “Board” and each member of the Board, a “Director”) of the Company in fulfilling its oversight responsibilities and to perform the duties, responsibilities and authorities described in this Charter.	1-1 يتمثل الغرض من اللجنة في مساعدة مجلس الإدارة (“مجلس الإدارة”، ويُشار إلى كل عضو من أعضاء مجلس الإدارة باسم “عضو مجلس الإدارة”) في أداء مسؤولياته الرقابية والقيام بالاختصاصات والمسؤوليات والصلاحيات المنصوص عليها في هذه اللائحة.
1.2. The primary role of the Committee is to: (i) lead the process of nominating and evaluating the Directors, Senior Executives and employees of the Company; (ii) ensure the effectiveness and soundness of the Company’s Board and Executive Management structures and the relevant internal policies and procedures; and (iii) assist the Board in the review and determination of the remuneration of Directors, members of the committees of the Board, Senior Executives and employees of the Company.	2-1 يتمثل الدور الرئيسي للجنة فيما يلي: (1) قيادة عملية ترشيح وتقييم أعضاء مجلس الإدارة وكبار التنفيذيين والموظفين بالشركة؛ (2) ضمان فعالية وسلامة هيكل مجلس الإدارة والإدارة التنفيذية والسياسات والإجراءات الداخلية ذات العلاقة؛ و(3) مساعدة مجلس الإدارة في مراجعة وتحديد مكافآت أعضاء مجلس الإدارة وأعضاء لجان مجلس الإدارة وكبار التنفيذيين والموظفين بالشركة.
2. Composition of the Remuneration and Nomination Committee	2- تشكيل لجنة المكافآت والترشيحات
2.1. The Company’s Board shall, by resolution thereof, set up a committee to be named the “Remuneration and Nomination Committee”, composing of at least three and no more than five members. (each a “Member” and collectively, the “Members”), who shall be appointed by the Board for a term not exceeding three years. The term of service of the Members who are also Directors shall not exceed their respective terms of service as Directors. The Members may be re-appointed for subsequent terms.	2-1 1 تشكّل بقرار من مجلس إدارة الشركة لجنة تسمى لجنة “المكافآت والترشيحات” تتألف من ثلاثة أعضاء على الأقل ولا تزيد على خمسة أعضاء (يُشار إلى كل منهم منفردين بـ “العضو”، ومجموعين بـ “الأعضاء”) يعينهم مجلس الإدارة لمدة لا تتجاوز ثلاثة سنوات. ولا تزيد مدة عضوية العضو في اللجنة إذا كان عضواً في مجلس الإدارة عن مدة عضويته في مجلس الإدارة، ويجوز دائماً إعادة تعيين الأعضاء لفترات لاحقة.
2.2. Executive Directors may not be appointed as Members and at least one (1) Member shall be an independent Director.	2-2 2 لا يجوز تعيين أي من أعضاء مجلس الإدارة التنفيذيين أعضاءً في اللجنة، على أن يتم تعيين عضواً واحداً على الأقل من بين أعضاء مجلس الإدارة المستقلين.

<p>2.3. The Committee shall appoint, from amongst the independent members, a chairman of the Committee (the “Chairman”). The Chairman of the Board, if a Member, may not be appointed as the Chairman of the Committee. The Chairman (or his/her delegate from amongst the Members) shall attend all meetings of the General Assembly to address any questions raised by the Company’s Shareholders. The term of service of the Chairman shall coincide with his/her term of service as a Member. The Chairman shall be subject to removal at any time by the Committee.</p>	<p>3-2 تعيين اللجنة من بين أعضائها رئيساً لها (“الرئيس”) على أن يكون عضواً مستقلاً. وفي حال كان رئيس مجلس الإدارة عضواً في اللجنة، فإنه لا يجوز أن يعيّن رئيساً لها. ويتأثر الرئيس اجتماعات اللجنة ويحضر – أو من ينوبه من الأعضاء – جميع اجتماعات الجمعية العامة للإجابة عن أسئلة مساهمي الشركة. وتتوافق مدة تعيين الرئيس مع مدة عضويته في اللجنة، كما يجوز للجنة عزل الرئيس في أي وقت.</p>
<p>2.4. The Committee shall appoint, from amongst the Members or others, a secretary to the Committee (the “Secretary”) who shall attend all meetings of the Committee, prepare a proposed agenda in coordination with the Chairman, record the minutes and resolutions of the Committee, notify the Members of the dates of Committee meetings and provide them with the agenda and the relevant documentation for the meeting, provide assistance and consultation to the Committee on matters within his/her competence and provide the Board Secretary with a copy of the meeting minutes following signature of the same by the Chairman. The term of service of the Secretary shall be specified by the Committee. If the Secretary is also a Member, his/her term of service shall not exceed his/her term of service as a Member. The Secretary shall be subject to removal at any time by the Committee.</p>	<p>4-2 تعيين اللجنة من بين أعضائها أو من غيرهم أميناً للسر (“أمين السر”). ويحضر أمين السر جميع اجتماعات اللجنة ويضع مقترح لجدول أعمالها بالتنسيق مع رئيس اللجنة ويعد محاضر اجتماعاتها ويوثق قراراتها ويحفظها في سجل خاص، كما يقوم بتبليغ أعضاء اللجنة بمواعيد الاجتماعات وتزويدهم بجدول أعمالها والوثائق اللازمة للاجتماع، وتقديم العون والمشورة إلى اللجنة في المسائل التي تندرج ضمن اختصاصاته، وكذلك تزويد أمين سر مجلس الإدارة بنسخة من محضر اجتماع اللجنة فور التوقيع عليها من رئيس اللجنة. وتحدد اللجنة مدة تعيين أمين السر، وفي حال كان أمين السر عضواً في اللجنة، لا تزيد مدة تعيينه عن مدة عضويته في اللجنة، كما يجوز للجنة عزله في أي وقت.</p>
<p>2.5. All Members shall be subject to removal at any time by the Board. In the event that the membership of any Member is terminated for any reason (whether by resignation, death, removal or any other reason) prior to the expiry of that Member’s term, the Board shall appoint a replacement Member as soon as practicable. The term of service of such replacement Member shall extend to the term of service of his/her predecessor.</p>	<p>5-2 يجوز لمجلس الإدارة عزل جميع الأعضاء أو بعضهم في أي وقت، وفي حال إنهاء عضوية أي عضو لأي سبب قبل نهاية فترة عضويته (سواءً لاستقالة أو وفاة أو إعفاء أو لأي سبب آخر)، يجوز لمجلس الإدارة تعيين عضواً بديلاً ليحل محله، ويكمل العضو الجديد مدة سلفه.</p>
<p>2.6. The Authority shall be notified of the name, position and independence status of each Member, and any changes thereto (including resignation or removal), within a period of five business days from the date on which a Member is appointed or from the date of any such change, as applicable.</p>	<p>6-2 تشعر الشركة الهيئة باسم كل عضو ومنصبه ووضع استقلاليته خلال خمسة أيام عمل من تاريخ تعيينه أو عزله، وأي تغيرات تطرأ على ذلك (بما في ذلك الاستقالة أو الإعفاء) خلال خمسة أيام عمل من تاريخ حدوث التغيرات، كما ينطبق.</p>

3. Meetings and Procedures of the Remuneration and Nomination Committee	3- اجتماعات وإجراءات لجنة المكافآت والترشيحات
3.1. The Committee shall convene periodically at least once every six (6) months, and as may be necessary.	3-1 تجتمع اللجنة بصفة دورية كل ستة (6) أشهر على الأقل، وكلما دعت الحاجة إلى ذلك.
3.2. A meeting of the Committee shall be convened by written notice being given by the Secretary at the request of the Chairman to each Member (and invitee, as appropriate) not less than five business days prior to the date set for the meeting, except in cases of urgency, when a meeting may be convened on shorter notice upon approval by a majority of the Members. The notice shall include the date, time and location of the meeting and shall be accompanied by a meeting agenda and appropriate briefing materials. The Committee shall meet at such times and places as it deems appropriate to fulfil its responsibilities.	3-2 تجتمع اللجنة بدعوة من رئيسها بموجب إخطار مكتوب يرسله أمين السر لكل عضو – ومدعو، حسب الأحوال – بناءً على طلب الرئيس، وذلك قبل خمسة أيام عمل على الأقل من الموعد المحدد للاجتماع، إلا في الحالات العاجلة حيث يجوز بموافقة أغلبية الأعضاء عقد اجتماع بناءً على إخطار يرسل قبل مدة أقل. ويجب أن يشتمل الإخطار على تاريخ ووقت ومكان الاجتماع، بالإضافة إلى جدول أعمال الاجتماع والمستندات المصاحبة للملئمة. وتجتمع اللجنة في الأوقات والأماكن التي تراها مناسبة للقيام بمسؤولياتها.
3.3. The meetings of the Committee may be convened in person, by telephone or video teleconference, or by any other method approved by the Committee and which allows the Members to hear each other. The Committee shall meet at the times and places it deems appropriate to carry out its responsibilities.	3-3 يمكن عقد اجتماعات اللجنة شخصيًا أو عن طريق الهاتف أو من خلال استخدام الوسائل المرئية والمسموعة أو بأي طريقة أخرى توافق عليها اللجنة وتتيح للأعضاء الاستماع إلى بعضهم البعض. تجتمع اللجنة في الأوقات والأماكن التي تراها مناسبة للقيام بمسؤولياتها.
3.4. Only the Members and the Secretary will be entitled to attend meetings of the Committee. However, others may attend such meetings at the invitation of the Committee.	3-4 لا يحق حضور اجتماعات اللجنة إلا للأعضاء وأمين السر، ومع ذلك، يجوز لغيرهم حضور تلك الاجتماعات إذا طلبت اللجنة ذلك بدعوة منها.
3.5. In order for meetings of the Committee to reach quorum, it shall be necessary for a majority of the Members to be present. All decisions and actions of the Committee shall be approved by a resolution passed by the affirmative vote of the majority of the Members attending the meeting of the Committee at which the resolution is approved. The Chairman shall have a casting vote in the event of a tie. No Member shall be entitled to vote on any matter in which he/she has a direct or indirect interest.	3-5 يشترط لصحة اجتماعات اللجنة حضور أغلبية أعضائها، وتصدر قراراتها وتعتمد تصرفاتها بأغلبية أصوات الحاضرين، وعند تساوي الأصوات يرجح الجانب الذي صوت معه الرئيس. ولا يجوز للعضو الاشتراك في التصويت على أي مسألة يكون له فيها مصلحة مباشرة أو غير مباشرة.
3.6. In the absence of the Chairman and an appointed deputy, the remaining Members present shall elect, from amongst themselves, a Member to chair the meeting from those who would qualify under this Charter to be appointed to that position.	3-6 في حالة غياب الرئيس – وغياب أو عدم وجود نائب معين من قبله من بين الأعضاء – يختار باقي الأعضاء الحاضرين من بينهم عضوًا لرئاسة الاجتماع من بين المؤهلين لشغل هذا المنصب بموجب هذه اللائحة.
3.7. The Committee may adopt resolutions by circulating the proposed resolutions in writing or in electronic format to all the Members for their approval and signature (and a scanned copy of the Member's signature will be deemed	3-7 يجوز للجنة اعتماد قرارات من خلال تمرير القرارات المقترحة كتابةً أو بصيغة إلكترونية على جميع الأعضاء لاعتمادها وتوقيعها (علمًا بأن النسخة الممسوحة ضوئيًا من القرار الموقع من العضو تعتبر نموذجًا مقبولاً لذلك الغرض).

to constitute an acceptable form thereof). Written resolutions shall be passed with the approval of the majority of the Members, with the Chairman having a casting vote in the event of a tie.	وتصدر القرارات الكتابية بموافقة أغلبية الأعضاء، وعند تساوي الأصوات يرجح الجانب الذي صوت معه الرئيس.
3.8. Within five days following the conclusion of each meeting of the Committee or the adoption of a written resolution, the Secretary shall distribute the draft meeting minutes and/or the resolutions of the Committee to the secretary of the Board and every Member. Minutes of meetings shall be signed by every participating Member.	8-3 يقوم أمين السر خلال خمسة أيام من انتهاء كل اجتماع أو اعتماد قرار كتابي بإرسال نسخة من المحضر و/أو القرار لأمين سر مجلس الإدارة ولكل عضو في اللجنة. وتوقع محاضر الاجتماعات من قبل جميع الأعضاء الحاضرين في الاجتماع.
4. Competencies of the Remuneration and Nomination Committee	4- اختصاصات لجنة المكافآت والترشيحات
4.1. The Committee performs its principal role as described in Section 1 above by exercising the following functions, duties and responsibilities:	1-4 تؤدي اللجنة دورها الرئيسي المبين في القسم (1) أعلاه من خلال مباشرة الاختصاصات والمهام والمسؤوليات التالية:
(a) Nomination	أ) الترشيحات
(1) suggesting clear policies and standards for membership of the Board and the Executive Management; (the “ Nomination Policy ”);	(1) اقتراح سياسات ومعايير واضحة للعضوية في مجلس الإدارة والإدارة التنفيذية (“سياسة الترشيحات”),
(2) ensure that all necessary and appropriate inquiries are made into the backgrounds and qualifications of such candidates before recommending them to the Board for nomination;	(2) التأكد من القيام بالاستفسارات اللازمة والمناسبة في شأن مرشحي مجلس الإدارة ومؤهلاتهم قبل تقديم توصية بشأن ترشيحهم لمجلس الإدارة.
(3) recommend to the Board candidates for nomination (or re-nomination) to the Board with approved policies and standards, taking into account that nomination shall not include any person convicted of a crime involving moral turpitude or dishonesty;	(3) التوصية لمجلس الإدارة بترشيح أعضاء في مجلس الإدارة وإعادة ترشيحهم وفقاً للسياسات والمعايير المعتمدة، مع مراعاة عدم ترشيح أي شخص سبقت إدانته بجريمة مخلة بالأمانة.
(4) annually reviewing the skills and expertise required of the Board members and the Executive Management;	(4) المراجعة السنوية للاحتياجات اللازمة من المهارات أو الخبرات المناسبة لعضوية مجلس الإدارة ووظائف الإدارة التنفيذية.
(5) reviewing the structure of the Board and the Executive Management and providing recommendations regarding changes that may be made to such structure;	(5) مراجعة هيكل مجلس الإدارة والإدارة التنفيذية وتقديم التوصيات في شأن التغييرات التي يمكن إجراؤها.
(6) verify on an annual basis the independence of each independent Director in accordance with the Applicable Law and the absence of any conflict of interest, in case a Director also serves as a member of the board of directors of another company;	(6) التحقق بشكل سنوي من استقلال أعضاء مجلس الإدارة المستقلين وفقاً للأنظمة السارية، وعدم وجود أي تعارض في المصالح إذا كان العضو يشغل عضوية مجلس إدارة شركة أخرى.
(7) providing job descriptions for the Executive, Non-Executive and Independent Directors and the Senior Executive Management;	(7) وضع وصف وظيفي للأعضاء التنفيذيين والأعضاء غير التنفيذيين والمستقلين وكبار التنفيذيين.

(8) setting procedures to be followed if the position of a member of the Board or a Senior Executive becomes vacant;	(8) وضع الإجراءات الخاصة في حال شغور مركز أحد أعضاء مجلس الإدارة أو كبار التنفيذيين.
(9) determining the strengths and weaknesses of the Board and recommending remedy solutions that serve the Company's interests;	(9) تحديد جوانب الضعف والقوة في مجلس الإدارة، واقتراح الحلول لمعالجتها بما يتفق مع مصلحة الشركة.
(10) periodically, review and make recommendations to the Board concerning the succession plans for Directors and Senior Executives, taking into account the challenges and opportunities facing the Company, as well as the skills and expertise required in the future;	(10) المراجعة الدورية لخطط تعاقب كبار التنفيذيين وتقديم التوصيات بشأنها لمجلس الإدارة، مع الأخذ في الاعتبار التحديات والفرص التي تواجه الشركة إلى جانب الاحتياجات المستقبلية اللازمة من المهارات والخبرات.
(11) evaluate and recommend to the Board potential candidates for Executive Management positions in the Company and, in particular, assist the Board in selecting, developing, and evaluating potential candidates for the position of CEO; and	(11) تقييم المرشحين المحتملين لشغل مناصب الإدارة التنفيذية بالشركة وتقديم المساعدة لمجلس الإدارة لاختيار وتطوير وتقييم المرشحين وتقديم التوصيات بشأنهم لمجلس الإدارة، بما في ذلك منصب الرئيس التنفيذي.
(12) develop, and periodically review, procedures for filling vacancies in the Board and the Company's Executive Management and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancies.	(12) وضع الإجراءات الخاصة في حال شغور مركز أحد أعضاء مجلس الإدارة أو الإدارة التنفيذية ومراجعتها بشكل دوري، والتوصية لمجلس الإدارة بخصوص اختيار واعتماد المرشحين لشغل تلك المراكز.
(b) Review and Assessment	(ب) المراجعة والتقييم
(1) Regularly review the structure, size, composition, strengths, and weaknesses of the Board (including the skills, knowledge, and experience) and the Company's Executive Management and make appropriate recommendations to the Board that are compatible with the interests of the Company;	(1) مراجعة هيكل مجلس الإدارة والإدارة التنفيذية للشركة وحجمهما وتشكيلهما وجوانب قوتهم وضعفهما بصفة دورية (بما في ذلك المهارات والمعرفة والخبرات) وتقديم التوصيات المناسبة لمجلس الإدارة بما يتفق مع مصلحة الشركة.
(2) develop and oversee an orientation program for new Directors; and	(2) وضع برنامج تعريفى لأعضاء مجلس الإدارة الجدد والإشراف عليه.
(3) develop, recommend and oversee an annual self-evaluation process for the Directors and certain Senior Executives of the Company.	(3) وضع عملية سنوية للتقييم الذاتي لأعضاء مجلس الإدارة وبعض كبار التنفيذيين بالشركة وتقديم التوصيات لمجلس الإدارة بشأنها والإشراف على تلك العملية.
(c) Remuneration	(ج) المكافآت
(1) prepare, recommend, and oversee the implementation and disclosure of a policy for the remuneration of Directors, the Senior Executives, and members of the committees of the Board (the "Remuneration Policy"), provided that such policy follows standards that linked to performance, and disclosing and ensuring the implementation of such policy;	(1) إعداد سياسة لمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن مجلس الإدارة والإدارة التنفيذية في الشركة ("سياسة المكافآت")، ورفعها إلى مجلس الإدارة تمهيداً لاعتمادها من الجمعية العامة، يراعى في تلك السياسة اتباع معايير ترتبط بالأداء، والإفصاح عنها، والتحقق من تنفيذها.

(2) clarifying the relation between the paid remunerations and the adopted remuneration policy, and highlighting any material deviation from that policy;	(2) توضيح العلاقة بين المكافآت الممنوحة وسياسة المكافآت المعمول بها، وبيان أي انحراف جوهري عن هذه السياسة.
(3) prepare an annual report on the remuneration and other payments (in cash or in kind) received by Directors, Executive Management and members of the Board committees, and the basis for the remuneration received with respect to the Remuneration Policy (including a description of any significant departures from the Remuneration Policy) (the “Annual Report on Remuneration”), for presentation before the Board for consideration;	(3) إعداد تقرير سنوي عن المكافآت والمدفوعات الأخرى (النقدية أو العينية) الممنوحة لأعضاء مجلس الإدارة واللجان المنبثقة عن مجلس الإدارة والإدارة التنفيذية، مع توضيح العلاقة بين المكافآت الممنوحة وسياسة المكافآت (بما في ذلك بيان أي انحراف جوهري عن هذه السياسة) (“التقرير السنوي عن المكافآت”)، وذلك لعرضه على مجلس الإدارة للنظر فيه.
(4) periodically reviewing the remuneration policy and assessing its effectiveness in achieving its objectives;	(4) المراجعة الدورية لسياسة المكافآت، وتقييم مدى فعاليتها في تحقيق الأهداف المتوخاة منها.
(5) providing recommendations to the Board in respect of the remunerations of its members, the committees members and Senior Executives, in accordance with the approved policy;	(5) التوصية لمجلس الإدارة بمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عنه وكبار التنفيذيين بالشركة وفقاً للسياسة المعتمدة.
(6) review and make recommendations to the Board regarding the Company’s incentive plans for Directors and employees, including in relation to adopting, amending, and terminating such plans;	(6) مراجعة خطط الشركة الخاصة بالتعويضات والمزايا والحوافز المقررة لأعضاء مجلس الإدارة والموظفين في الشركة والتوصية بشأنها لمجلس الإدارة، بما في ذلك فيما يتعلق باعتماد هذه الخطط وتعديلها وإنهاؤها.
(7) prepare and oversee a career progression framework for the Company’s employees detailing, among other things, the general range of professional ranks and levels, salary scale, benefits and allowances (in cash or in kind) for the relevant professional rank and level; and	(7) إعداد سياسة إطارية للتقدم الوظيفي لكافة موظفي الشركة على أن تشمل على تفصيل للنطاق العام للمراتب الوظيفية وسلم الرواتب والمزايا والبدلات النقدية والعينية بحسب المرتبة الوظيفية، والإشراف على تنفيذها.
(8) prepare all disclosures required under the policies of the Company and the Applicable Law to which the Company is subject, including, at a minimum, disclosures relating to the Remuneration Policy and the Annual Report on Remuneration, and disclosures regarding remuneration in the annual report of the Board.	(8) إعداد الإفصاحات الخاصة بالمكافآت المطلوبة بموجب سياسات الشركة أو الأنظمة السارية، بما في ذلك الإفصاحات المتعلقة بسياسة المكافآت والتقرير السنوي عن المكافآت والإفصاحات المتعلقة بالمكافآت في تقرير مجلس الإدارة السنوي.
(d) Miscellaneous	(د) أحكام أخرى
(1) Perform such other related activities as requested by the Board.	(1) القيام بالأعمال الأخرى ذات العلاقة بناءً على طلب مجلس الإدارة.
4.2. While performing its role, the Committee will observe the division of responsibilities between the Committee, the Board, and the Company’s management.	2-4 تحرص اللجنة في أدائها لدورها على الأخذ في الاعتبار تقسيم المسؤوليات والاختصاصات بينها وبين مجلس الإدارة وإدارة الشركة.
4.3. The Committee shall submit a report to the Board on its work, recommendations, conclusions and decisions after each of its meetings.	3-4 تقدم اللجنة تقريراً إلى المجلس عن أعمالها وقراراتها وتوصياتها وما توصلت إليه عقب كل جلسة من جلساتها.

5. Powers	5- الصلاحيات
5.1. The Committee shall have the authority necessary to perform its duties and responsibilities and the authority to investigate (or delegate) any matters within its competence. In particular, the Committee shall have:	1-5 تتمتع اللجنة بالصلاحيات اللازمة في سبيل أدائها لاختصاصاتها ومهامها بالإضافة إلى سلطة التحقيق (أو تفويض) أي مسائل تدخل في نطاق اختصاصها، وعلى وجه الخصوص ما يلي:
(a) unrestricted access to all documents and records of the Company that are necessary for the Committee to perform its duties and responsibilities;	(أ) حق الاطلاع على سجلات الشركة ووثائقها اللازمة للجنة لأداء مهامها ومسؤولياتها دون قيد.
(b) unrestricted access to the management and employees of the Company (including Directors and Senior Executives), all of whom shall cooperate fully with the Committee and shall answer promptly and fully any questions raised by the Committee;	(ب) حق الوصول غير المقيد لإدارة الشركة وموظفيها (بما في ذلك أعضاء مجلس الإدارة وكبار التنفيذيين)، ويتعين عليهم التعاون بشكل كامل مع اللجنة والرد في أقرب وقت ممكن وبصورة وافية على أي أسئلة تطرحها اللجنة.
(c) the right to establish subcommittees consisting of one or more Members to carry out such duties as the Committee may delegate and as are permitted pursuant to this Charter;	(ت) الحق في تشكيل لجان فرعية تتألف من عضو أو أكثر من الأعضاء للقيام بالمهام التي تفوضها بها اللجنة وفقاً لهذه اللائحة.
(d) the right to appoint and retain outside counsel, advisors, or other specialists to advise or assist the Committee, as necessary (which appointment, including the name of the retained party and any relations it has with the Company or its executive management, shall be recorded in the relevant minutes of meeting of the Committee); and	(ث) الحق في تعيين والاستعانة بمن تراه من المستشارين الخارجيين أو غيرهم من المختصين والخبراء لتقديم المشورة للجنة أو مساعدتها حسب الاقتضاء (على أن يضمن محضر اجتماع اللجنة ذو العلاقة ذلك التعيين، مع ذكر اسم الشخص المعين وأي علاقة له مع الشركة أو الإدارة التنفيذية).
(e) the right to undertake any other actions that the Committee reasonably considers necessary to satisfactorily perform its duties and responsibilities and satisfy its obligations under this Charter.	(ج) الحق في اتخاذ أي إجراءات أخرى ترى اللجنة بشكل معقول أنها ضرورية لأداء اختصاصاتها ومهامها على الوجه المطلوب والوفاء بمسؤولياتها بموجب هذه اللائحة.
6. Remuneration	6- المكافآت
6.1. Any remuneration granted to the Members shall be in such form and amount as determined by the General Assembly upon the recommendation of the Board, in accordance with the Applicable Law and best industry practices.	1-6 تكون أي مكافأة تمنح للأعضاء بالشكل والقدر الذي تحدده الجمعية العامة بناءً على توصية مجلس الإدارة، وفقاً للأنظمة السارية وأفضل الممارسات السائدة في السوق.
7. The Nomination Procedures	7- إجراءات الترشيح
7.1. When nominating a Board member, the nomination committee shall take into consideration the provisions of the Corporate Governance Regulations and the requirements set by the authorities.	1-7 على لجنة الترشيحات عند ترشيح أعضاء مجلس الإدارة مراعاة ما ورد في لائحة حوكمة الشركات من شروط وأحكام، وما تقرره الهيئة من متطلبات.
8. Publishing the Nomination Announcement	8- نشر إعلان الترشيح
8.1. The Company shall publish the nomination announcement on the websites of the Company and the Exchange and through any other	1-8 على الشركة نشر إعلان الترشيح في الموقع الإلكتروني للشركة والموقع الإلكتروني للسوق وفي أي وسيلة أخرى تحددها

medium specified by the Authority; to invite persons wishing to be nominated to the membership of the Board, provided that the nomination period shall remain open for at least a month from the date of the announcement.	الهيئة؛ وذلك لدعوة الأشخاص الراغبين في الترشح لعضوية مجلس الإدارة، على أن يظل باب الترشح مفتوحاً مدة شهر على الأقل من تاريخ الإعلان.
9. Nomination Rights of Shareholders	9- حق المساهم في الترشح
9.1. None of the provisions of this Chapter shall prejudice the right of any shareholder to nominate him/herself or others to the membership of the Board in accordance with the provisions of the Companies Law and its implementing regulations.	9-1 لا يخلّ ما ورد في هذا الفصل من أحكام بحق كل مساهم في الشركة في ترشيح نفسه أو غيره لعضوية مجلس الإدارة وفقاً لأحكام نظام الشركات ولوائحه التنفيذية.
10. Entry into Effect and Review	10- النفاذ والمراجعة
10.1. This Charter shall be adopted by a resolution of the General Assembly, following a recommendation by the Board, and shall enter into effect from the date on which it is approved by the General Assembly.	10-1 تعتمد هذه اللائحة بموجب قرار من الجمعية العامة بناءً على توصية من مجلس الإدارة، وتكون نافذة من تاريخ اعتمادها من قبل الجمعية العامة.
10.2. The Committee shall periodically review the provisions of this Charter and recommend any amendments thereto to the Board.	10-2 تقوم اللجنة بمراجعة أحكام هذه اللائحة بصفة دورية وتقدم توصياتها بأي تعديلات عليها لمجلس الإدارة.
10.3. Any amendments to this Charter shall be adopted in the same manner in which this Charter was adopted.	10-3 تعتمد أي تعديلات على هذه اللائحة بالطريقة ذاتها التي اعتمدت بها هذه اللائحة.

Agenda Item (8) - Social Responsibility Policy



Social Responsibility Policy	سياسة المسؤولية الاجتماعية
Kingdom Holding Company	شركة المملكة القابضة

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Social Responsibility Policy Kingdom Holding Company	سياسة المسؤولية الاجتماعية شركة المملكة القابضة
Part 1: Introductory Provisions	الجزء 1: أحكام تمهيدية
1. Purpose	1- الغرض
1.1 This social responsibility policy (the “Policy”) has been prepared based on the recommendation of the board of directors of (the “Board”) of Kingdom Holding Company (the “Company”) and in accordance with the requirements of the Corporate Governance Regulations issued by the Capital Market Authority.	1-1 تم إعداد سياسة المسؤولية الاجتماعية هذه (“السياسة”) بناء على توصية مجلس إدارة (“المجلس”) شركة المملكة القابضة (“الشركة”) ووفقاً لمتطلبات لائحة حوكمة الشركات الصادرة عن هيئة السوق المالية.
1.2 The Company’s Board has taken upon itself the obligation that the Company conduct its activities and business on the principles and foundations that are consistent with the Company’s values, taking into account the interests of society, generally and comprehensively. The Board is fully aware of all impacts resulting from the Company’s activities and business, whether on its employees, Shareholders, the community, other relevant stakeholders or the environment. In addition to the Board’s commitment to abide by the Applicable Law, the Board shall also ensure that the Company takes voluntary steps to improve the living standards of employees and their families and contribute to the well-being of the local community and thus contribute to sustainable economic and social development.	1-2 إن المجلس قد أخذ على نفسه الالتزام بأن تقوم الشركة بممارسة أنشطتها وأعمالها التجارية على المبادئ والأسس التي تتوافق مع قيم الشركة المعمول بها، مع الأخذ في عين الاعتبار مصالح المجتمع بشكل عام وشامل، وإدراك المجلس تماماً كافة الآثار الناجمة عن أنشطة الشركة وأعمالها التجارية سواءً على الموظفين أو المساهمين أو المجتمع أو الجهات المعنية الأخرى ذات المصلحة أو على البيئة. بالإضافة إلى التزام المجلس بالالتزام بالأنظمة السارية، يجب على المجلس أيضاً التأكد من قيام الشركة باتخاذ خطوات تطوعية لتحسين مستويات المعيشة لدى العاملين وأسرهم والمساهمة في تحقيق رفاهية المجتمع المحلي وبالتالي المساهمة المستدامة في تحقيق التنمية الاقتصادية والاجتماعية.
1.3 The Policy aims to achieve the following:	1-3 تهدف السياسة إلى تحقيق ما يلي:
(a) adopting and applying the principle of fairness within the workplace and addressing all the different issues relating to employees, such as: remuneration, health, safety, and the work-life balance, in addition to engaging employees in the programs for the purpose of training, developing capabilities and improving skills, which will enable the Company to attract, appoint, develop and maintain its human resources;	(i) اعتماد وتطبيق مبدأ العدالة داخل مكان العمل. ومعالجة كافة القضايا المختلفة والمتعلقة بالموظف: من حيث المكافآت، الصحة، السلامة، والتوازن ما بين متطلبات العمل ومتطلبات الحياة، بالإضافة إلى إشراك الموظفين في برامج تهدف إلى التدريب ورفع الكفاءات وتطوير المهارات. بما يمكن الشركة من استقطاب وتعيين وتطوير مواردها البشرية والحفاظ عليها.

(b) the Company is keen to improve its social and market impact by providing all the necessary services, as well as through its transparent dealings with customers and service providers;	(ب) تسعى الشركة لتحسين النتائج الاجتماعية والسوقية وذلك من خلال توفير كافة الخدمات اللازمة. وأيضاً من خلال تعاملها الواضح مع العملاء ومزودي الخدمات.
(c) carrying out the Company's activities responsibly, in accordance with the relevant enacted policies, with the aim of building public relations through various marketing and media activities to avoid monopolistic and anti-competitive behaviour in the market;	(ج) التصرف بالمسؤولية من خلال السياسات المتبعة في كافة أنشطة الشركة، والغاية من ذلك بناء سلسلة من العلاقات العامة من خلال العديد من الأنشطة التسويقية والإعلامية، وتجنب استغلال المركز والاحتكار في السوق.
(d) building a mutually beneficial relationship with the local community;	(د) بناء علاقة متبادلة مع المجتمع المحلي.
(e) achieving a balance between the goals of the Company and those of greater community. This includes preserving this relationship through sustainable development for the community in general, including employees' volunteer activities, providing free services, donations in kind, as well as charitable giving; and	(هـ) تحقيق التوازن بين أهداف الشركة والأهداف التي يسعى المجتمع لتحقيقها. والسعي الجاد للحفاظ على هذه العلاقة من تحقيق التنمية المستدامة للمجتمع بوجه عام بما في ذلك الأنشطة التطوعية للموظفين، وتقديم المزيد من العطاء من خلال تقديم خدمات دون مقابل، والتبرع بالأمور العينية فضلاً عن العطاء الخيري.
(f) adopting environmental measures in line with the Applicable Law, seeking to reduce waste and/or pollutants that can be harmful to human health and the environment, in addition to reducing energy consumption, and the use of recyclable materials and re-manufacturing them. In addition, the Company aims to develop more eco-friendly and work environment friendly methods.	(و) اعتماد مجموعة من التدابير تجاه البيئة بما يتوافق مع الأنظمة السارية، والسعي الجاد للحد من النفايات و/أو الملوثات التي يمكن أن تكون ضارة على صحة الإنسان والبيئة معاً بالإضافة إلى السعي الجاد للحد من استهلاك الطاقة، واستخدام المواد القابلة للتدوير وإعادة تصنيعها. وكذلك تطوير المزيد من الطرق والأساليب الصديقة للبيئة وبيئة العمل أيضاً.
2. Definitions and Abbreviations	2- التعريفات والمصطلحات
2.1. The terms and expressions used in this Policy shall have the meanings assigned to them in the Company's Corporate Governance Manual, unless otherwise required by the context.	2-1 يكون للمصطلحات والعبارات المستخدمة في هذه السياسة المعاني المحددة لها في لائحة الحوكمة الداخلية للشركة ما لم يقتض السياق خلاف ذلك.
Part 2: Scope of Policy Application	الجزء 2: نطاق تطبيق السياسة
The provisions of this Policy shall apply to the Company's Shareholders who are the stakeholders and the direct beneficiaries of its business, as well as all the Company's employees, customers, suppliers, the local community, the environment, and government and official agencies.	تسري أحكام هذه السياسة على المساهمين في الشركة من أصحاب المصالح والمستفيدين المباشرين من نشاط الشركة، وجميع العاملين بالشركة، والعملاء والموردين والمجتمع المحلي والبيئة والجهات الحكومية والرسمية.
1. The Company's Social Responsibility towards Stakeholders	1- مسؤولية الشركة الاجتماعية تجاه أصحاب المصالح
1.1. Providing all interested individuals and entities with clear, accurate, and credible information, while observing the appropriate timing for providing such information, in a manner that does not conflict with generally accepted professional regulations and rules.	1-1 تزويد كافة الأفراد والأطراف المعنية بالمعلومات الواضحة، والدقيقة، ذات المصداقية، مع مراعاة توقيت تقديمها بما لا يتعارض مع الأنظمة والقواعد المهنية المتعارف عليها.

1.2. Commitment to implementing all governance practices with integrity and transparency, and documenting such practices through the relevant reports.	2-1 الالتزام بتطبيق كافة ممارسات الحوكمة بنزاهة وشفافية، والعمل على توثيقها عبر التقارير ذات العلاقة.
2. The Company's Social Responsibility Towards Employees	2- مسؤولية الشركة الاجتماعية تجاه الموظفين
2.1. Securing a safe and stimulating environment for performing tasks, which contributes to improving the level of health and well-being of employees and their families, without prejudice to their obligations towards their families.	2-1 العمل على تأمين بيئة آمنة ومحفزة لأداء المهام، بحيث تسهم في تحسين مستوى صحة ورفاهية الموظفين وذوهم وبما لا يخل بالتزاماتهم تجاه أسرهم.
2.2. Encouraging the freedom to express ideas and proper opinions in accordance with the code of conduct norms, and appropriately and respectfully considering shared ideas and opinions.	2-2 تشجيع حرية إبداء الأفكار والآراء المنضبطة بالقواعد السلوكية المتعارف عليها، والإصغاء إليها بكل احترام وتقدير.
2.3. Encouraging all employees, without discrimination, to engage in training and development programs, and resultantly improving their professional and personal skills.	2-3 العمل على تشجيع كافة الموظفين دون تمييز للانخراط في برامج تدريبية وتطويرية، بحيث تسهم في تحسين قدراتهم ومهاراتهم المهنية والذاتية.
2.4. Striving towards affirming the relationship with employees on the basis of responsibility and joint success.	2-3 العمل على تأكيد العلاقة مع الموظفين على أسس من المسؤولية والنجاح المشترك.
2.5. Equal treatment of all employees without discrimination for any reason whatsoever.	2-4 العدل بين كافة الموظفين وعدم التفریق بينهم لأي اعتبار كان.
3. The Company's Social Responsibility Towards the Community	3- مسؤولية الشركة الاجتماعية تجاه المجتمع
3.1. The Company is committed to its surrounding community by investing in it through development projects and initiatives that are commensurate with the nature of the relationship therewith, on a long-term basis.	3-1 تلتزم الشركة تجاه المجتمع الذي تعمل فيه بالاستثمار فيه من خلال مشاريع ومبادرات ذات طابع تنموي بعيد المدى تتناسب مع طبيعة العلاقة المبنية أصلاً مع المجتمع وذلك على أسس طويلة المدى.
3.2. Working to provide all forms of direct and indirect aid to charitable, social and development institutions, to the extent possible, in order to improve the standard of living of the members of the community in which it operates.	2-3 العمل قدر المستطاع على تقديم كافة أشكال العون المباشر، وغير المباشر للمؤسسات الخيرية والاجتماعية والتنموية، وذلك من أجل تحسين المستوى المعيشي لأفراد المجتمع الذي تعمل فيه.
3.3. Supporting efforts for providing job opportunities for all members of the community without discrimination for any ethnic or personal considerations.	3-3 الإسهام في دعم توفير فرص العمل لأفراد المجتمع بجميع فئاته مع عدم التفریق لأية اعتبارات عرقية، أو شخصية.
3.4. Providing services with the aim of achieving customer satisfaction and achieve integration between the employers and the customers, within the Company's commercial activities.	4-3 بتقديم خدمات تحقق رضا العملاء وتحقيق التكامل ما بين أصحاب العمل والعملاء، ضمن أنشطة الشركة التجارية.

4. The Company's Social Responsibility Towards Competitors	4- مسؤولية الشركة الاجتماعية تجاه المنافسين
4.1. Compliance with the principles of fair competition, and a commitment not to harm any competitor.	1-4 الالتزام بقواعد المنافسة النزيهة، والالتزام بعدم الإضرار بأي منافس.
4.2. Commitment to provide the best services in a manner that neither conflicts with the interests of the consumer nor prejudices the interests of competitors.	2-4 الالتزام بتقديم أفضل الخدمات بما لا يتعارض مع مصالح المستهلك، وبما لا يخل بمصالح المنافسين.
4.3. Conforming to the prevailing regulations and ethics by refraining from engaging in all forms of corruption and bribery to obtain undue preferential advantages when submitting offers, or delivering projects.	3-4 الالتزام باحترام الأنظمة السائدة والأخلاقية، بالامتناع عن ممارسة كافة أشكال الفساد والرشوة بهدف الحصول على ميزات تفضيلية غير مشروعة عند التقديم للعروض، أو تسليم المشاريع.
5. The Company's Social Responsibility towards Shareholders	5- مسؤولية الشركة الاجتماعية تجاه المساهمين
5.1. Increasing Share value, achieving the maximum profit possible, and protecting the Company's assets.	1-5 زيادة قيمة السهم وتحقيق أقصى ربح ممكن وحماية أصول الشركة.
5.2. The right to obtain sufficient information about the Company's performance in accordance with the Disclosure Policy.	2-5 الحق في الحصول على المعلومات الكافية عن أداء الشركة وذلك وفقاً لما نصت عليه سياسة الإفصاح.
5.3. Engaging the Shareholders fairly without discrimination.	3-5 التعامل العادل مع المساهمين من دون أي تمييز.
5.4. Receiving and handling the Shareholders' complaints.	4-5 تلقى ومعالجة شكاوى المساهمين.
5.5. Involving the Shareholders in the important decisions of the Company through the General Assembly and fair and systemised disclosure of relevant information to them.	5-5 إشراك المساهمين في القرارات الهامة للشركة عن طريق جمعية المساهمين والإفصاح العادل والمنضبط للمعلومات التي تهم المساهمين.
5.6. Working to meet the Shareholders' expectations, to the extent possible.	6-5 العمل قدر الإمكان على تحقيق توقعات المساهمين.
6. Persons Responsible for Implementing the Policy	6- الاشخاص المسؤولين عن تنفيذ السياسة:
6.1. The Executive Management shall be responsible for the implementation of this Policy and shall inform the Board of the Company's activities in the field of social responsibility. The Company shall disclose the activities carried out under this Policy in its annual report.	1-6 تتولى الإدارة التنفيذية تنفيذ هذه السياسة وإطلاع المجلس على نشاطات الشركة في مجال المسؤولية الاجتماعية. وتفصح الشركة في تقريرها السنوي عن الأعمال التي تمت بموجب هذه السياسة.
7. Social Initiatives	7- مبادرات العمل الاجتماعي
7.1. The Board shall establish programmes and determine the necessary methods for proposing	7.1. يضع المجلس البرامج ويحدد الوسائل اللازمة لطرح مبادرات الشركة في مجال العمل الاجتماعي، ويشمل ذلك ما يلي:

social initiatives by the Company, which include:	
(a) establishing indicators that link the Company's performance with its social initiatives and comparing it with other companies that engage in similar activities;	(أ) وضع مؤشرات قياس تربط أداء الشركة بما تقدمه من مبادرات في العمل الاجتماعي، ومقارنة ذلك بالشركات الأخرى ذات النشاط المشابه.
(b) disclosing the objectives of the Company's social responsibility to its employees and raising their awareness and knowledge of social responsibility;	(ب) الإفصاح عن أهداف المسؤولية الاجتماعية التي تتبناها الشركة للعاملين فيها وتوعيتهم وتثقيفهم بها.
(c) disclosing plans for achieving social responsibility in the periodical reports on the activities of the Company's; and	(ج) الإفصاح عن خطط تحقيق المسؤولية الاجتماعية في التقارير الدورية ذات الصلة بأنشطة الشركة.
(d) establishing awareness programmes to the community to familiarise them with the Company's social responsibility.	(د) وضع برامج توعية للمجتمع للتعريف بالمسؤولية الاجتماعية للشركة.
Part 3: Closing Provisions	الجزء 3: أحكام ختامية
1. Entry into Force and Review	1- النفاذ والمراجعة
1.1. This Policy shall be adopted by resolution of the General Assembly, following a recommendation by the Board, and shall enter into effect from the date on which it is approved by the General Assembly. The Board shall comply with the relevant disclosure obligations and requirements under the Disclosure Policy and the Applicable Law in respect of this Policy.	1-1 تعتمد هذه السياسة بموجب قرار من الجمعية العامة، بناءً على توصية من المجلس، وتكون نافذة من تاريخ اعتمادها من قبل الجمعية العامة. يلتزم المجلس فيما يتعلق بهذه السياسة بمتطلبات والتزامات الإفصاح ذات الصلة بموجب سياسة الإفصاح والأنظمة السارية.
1.2. Any amendments to this Policy shall be adopted in the same manner in which this Policy was adopted.	1-2 يتم اعتماد أي تعديلات على هذه السياسة بالطريقة ذاتها التي اعتمدت بها هذه السياسة.