

Policy, criteria, and procedures for board membership ETIHAD ETISALAT COMPANY (MOBILY)



# Kingdom of Saudi Arabia

# **Etihad Etisalat Company (Mobily)**

# المملكة العربية السعودية

شركة اتحاد اتصالات (موبايلي)

### DOCUMENT CONTROL

## ضبط الوثيقة

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#### 1. مقدمة

- 1. Introduction
  - The Audit Committee (the "Committee") of the Board of Directors of Etihad Etisalat Company
  - Etihad Etisalat Company ("the Company" or "Mobily") shall be committed to the proper implementation of the Companies Law issued by Royal Decree No. (M/132) dated 1/12/1443 AH and its executive regulations, in addition to the Corporate Governance Regulations issued by the Board of the Capital Market Authority (CMA) in the Kingdom of Saudi Arabia, and the Company's Governance Rules issued by its Board of Directors to ensure that the Company's affairs comply with the best practices of corporate governance.
  - Policy, criteria, and procedures for membership in the company's board of directors were prepared in order to comply with clause (3) of article (21) of the Corporate Governance Regulations issued under Resolution No. (8-16-2017) dated 13/2/2017, and amended by Resolution No. (8-5-2023) of the Board of the Capital Market Authority dated 18/1/2023, which stipulated that the board of directors ("the Board") shall (Prepare clear and specific policy, criteria, and procedures for membership in the Board - in a manner not inconsistent with the mandatory provisions in the Corporate Governance Regulations - and put them into force after being approved by the General Assembly).
  - This Policy includes the criteria for nominating and selecting members of the board of directors of the Company based on competence and ability to represent the board of directors and its committees, so as to ensure the availability of experience, ability, and scientific and practical knowledge that would contribute to increasing the Company's operational efficiency, determining their remuneration in accordance with the criteria and criteria,

تسعى شركة اتحاد اتصالات ("الشركة" أو "موبايلي") إلى التطبيق السليم لنظام الشركات الصادر بالمرسوم الملكي رقم (م/132) وتاريخ 1/413/124ه ولوائحه التنفيذية إضافة إلى لائحة حوكمة الشركات الصادرة عن مجلس هيئة السوق المالية (الهيئة) في المملكة العربية السعودية، وقواعد حوكمة الشركة الصادرة عن مجلس إدارتها من أجل التأكد من أن أعمال الشركة تتماشى مع أفضل الممارسات في مجال حوكمة الشركات.

تم إعداد سياسة ومعايير وإجراءات العضوية في مجلس إدارة الشركة بهدف التوافق مع الفقرة (3) من المادة (21) من لائحة حوكمة الشركات الصادرة بموجب القرار رقم (8-16-2017) وتاريخ 2017/2/13م، والمعدلة بقرار مجلس هيئة السوق المالية رقم (8-5-2023) بتاريخ 1/1/2023م، والتي نصت على أن يقوم مجلس الإدارة ("المجلس") بـ (إعداد سياسة ومعايير وإجراءات واضحة ومحددة للعضوية في المجلس -بما لا يتعارض مع الأحكام الإلزامية في لائحة حوكمة الشركات-ووضعها موضع التنفيذ بعد إقرار الجمعية العامة لها).

تشمل هذه السياسة معايير ترشيح أعضاء مجلس الإدارة في الشركة واختيارهم بناءً على الكفاءة والقدرة على تمثيل مجلس الإدارة واللجان المنبثقة عنه، بصورة تكفل توفر الخبرة والقدرة والمعرفة العلمية والعملية التي من شأنها أن تسهم في رفع كفاءة الشركة التشغيلية، وتحديد مكافآتهم وذلك وفقاً للمعايير والضوابط الواردة في نظام الشركات ولائحة حوكمة الشركات والأنظمة واللوائح الأخرى ذات العلاقة.



provided in the Companies Law and the	
Regulation n Corporate Governance and other	
related systems and regulations.	
<ul> <li>The Nomination and Remuneration Committee</li> </ul>	<ul> <li>تتولى لجنة الترشيحات والمكافآت مسؤولية إعداد ومراجعة هذه</li> </ul>
shall be responsible for preparing and reviewing	السياسة واقتراح التغييرات التي تراها مناسبة وعرضها لمجلس
this policy, proposing changes as it deemed to	الإدارة للنظر فيها.
be appropriate and submitting them to the	
Board of Directors for consideration.	
<ul> <li>The Board Secretariat shall be responsible for</li> </ul>	<ul> <li>تكون الأمانة العامة لمجلس الإدارة مسؤولة عن دعم ومساندة</li> </ul>
supporting and assisting the Nomination and	لجنة الترشيحات والمكافآت لإصدار وتحديث هذه السياسة،
Remuneration Committee to issue and update	وتطوير الإجراءات التي تساعد في تطبيقها.
this policy, and developing procedures that help	
in its implementation.	



2. Definitions & Abbreviations

Policy, criteria, and procedures for board membership ETIHAD ETISALAT COMPANY (MOBILY)

- التعريفات والاختصارات
- تدل الكلمات والعبارات الآتية على المعاني الموضحة أمامها ما لم يقتض سياق النص خلاف ذلك:

الوصف	الاختصار
مجلس إدارة شركة اتحاد اتصالات (موبايلي).	المجلس
هيئة السوق المالية.	الهيئة
شركة اتحاد اتصالات (موبايلي).	الشركة

تسري معاني التعريفات والمصطلحات الواردة في هذه السياسة بمثل ما تم تعريفها في لائحة حوكمة الشركات المعدلة الصادرة من هيئة سوق المال، وتسري بقية معاني التعريفات والمصطلحات التي لم تعرف في لائحة حوكمة الشركات المعدلة للأنظمة ذات الصلة الصادرة من الجهات المختصة على أي كلمات أو عبارات غير معرفة.

unless the context requires otherwise:		
Abbreviation	Description	
Board	Board of Directors of Etihad Etisalat Company (Mobily).	
Authority	The Capital Market Authority.	
Company	Etihad Etisalat Company (Mobily).	

The below mentioned abbreviations and

phrases have the meanings next to them,

The meanings of the definitions and terms contained in this policy shall apply as defined in the amended Corporate Governance Regulations issued by the Capital Market Authority, and the rest of the meanings of the definitions and terms that are not defined in the Corporate Governance Regulations amending the relevant regulations issued by the competent authorities shall apply to any undefined words or phrases.



3.	References	3. المراجع
	<ul> <li>Companies Law issued by Royal Decree No. M/132 on 1\12\1443 AH.</li> <li>Executive Regulations for the Companies Law for Listed Joint Stock Companies were issued by the Capital Market Authority under Decision No. (8-127-2016) on October 17, 2016, and amended under Resolution No. (2- 26-2023) of the Board of the Capital Market Authority dated 18/1/2023.</li> </ul>	<ul> <li>نظام الشركات الصادر بالمرسوم الملكي رقم (م/132) بتاريخ 1443/12/1</li> <li>اللائحة التنفيذية لنظام الشركات الخاصة بشركات المساهمة المدرجة الصادرة عن هيئة السوق المالية بموجب القرار رقم (م/2012) وتاريخ 2016/10/17م، والمعدلة بقرار مجلس هيئة السوق المالية رقم (2-26-2023) بتاريخ 2023/3/27</li> </ul>
	<ul> <li>The Corporate Governance Regulations were issued by the Capital Market Authority under Decision No. (8-16-2017) on 13\2\2017, and amended under Resolution No. (8-5-2023) of the Board of the Capital Market Authority dated 18/1/2023.</li> </ul>	<ul> <li>لائحة حوكمة الشركات الصادرة عن هيئة السوق المالية بموجب القرار رقم (8-16-2017) وتاريخ 2017/2/13م، والمعدلة بقرار مجلس هيئة السوق المالية رقم (8-5-2023) بتاريخ 2023/1/18م.</li> </ul>
	<ul> <li>The amended and approved company's statute based on the minutes of the general assembly meeting held on June 1, 2023.</li> </ul>	



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#### 4. Policy Statement

#### 4.1 Board of Director Membership policy and criteria:

A board member must be professionally qualified and have the necessary experience, knowledge, skills, and independence enabling him to perform his duties efficiently and competently. The general assembly shall take into account while electing members the recommendations of the Company's nomination and remuneration committee and the availability of the necessary personal and professional qualities to perform their duties effectively. The member shall have the following qualities in particular:

- The candidate for board membership must not have been convicted of a crime that is dishonorable or dishonest.2-The candidate must not be insolvent or bankrupt, or become ineligible for board membership under any system or instructions in force in the Kingdom.
- A board member must not hold more than five board seats on listed companies at the same time.
- A board member must represent all shareholders and act in the best interests of the Company as a whole, not just the interests of the group that elected them.
- The number of independent board members must not be less than the number required by law.
- The independent member must have complete independence in his position and decisions, and none of the independence conflicts specified in the corporate governance regulations apply to him.
- Ability to lead: The member must have leadership skills which enable him/her to delegate a powers in order to enhance performance, and apply best practices in the field of effective management, and adheres to professional values and ethics.
- Competency: The member must have academic qualifications, and proper professional and personal skills, as well as an appropriate level of training and practical experience related to the company's current and future businesses of the Company and the knowledge of management, economyice, accounting, law, or governance, and willingness to learn and be trained.
- Ability to guide: The member must have the technical, leadership, and administrative competencies as well as the ability to take prompt

### 4. بيان السياسة

### 4.1 سياسة ومعايير العضوية في مجلس إدارة الشركة:

يُشترط أن يكون عضو مجلس الإدارة من ذوي الكفاية المهنية ممن تتوافر فيهم الخبرة والمعرفة والمهارة والاستقلال اللازم، بما يمكّنه من ممارسة مهامه بكفاءة واقتدار، على أن تراعي الجمعية العامة عند انتخاب أعضاء مجلس الإدارة توصيات لجنة الترشيحات والمكافآت بالشركة وتوافر المقومات الشخصية والمهنية اللازمة لأداء مهامهم بشكل فعّال، ويراعى أن يتوافر في العضو على وجه الخصوص ما يلي:

- ألا يكون المرشح لعضوية المجلس قد سبق إدانته بجريمة مخلة بالشرف والأمانة، وألا يكون معسراً أو مفلساً، أو أصبح غير صالح لعضوية المجلس وفقاً لأي نظام أو تعليمات سارية في المملكة.
- لا يجوز لعضو المجلس أن يشغل أكثر من خمس مقاعد في مجالس إدارة الشركات المساهمة المدرجة في آن واحد.
- أن يمثل عضو مجلس الإدارة جميع المساهمين، وأن يلتزم بما يحقق مصلحة الشركة عموماً، وليس ما يحقق مصالح المجموعة التي انتخبته فحسب.
  - ألا يقل عدد الأعضاء المستقلين عن العدد المطلوب نظاماً.
- يجب أن يتمتع العضو المستقل بالاستقلال التام في مركزه وقراراته، ولا تنطبق عليه أي من عوارض الاستقلال المنصوص عليها في لائحة حوكمة الشركات.
- القدرة على القيادة: وذلك بأن يتمتع بمهارات قيادية تؤهله لمنح الصلاحيات بما يؤدي إلى تحفيز الأداء وتطبيق أفضل الممارسات في مجال الإدارة الفعالة والتقيد بالقيم والأخلاق المهنية.
- الكفاءة: وذلك بأن تتوافر فيه المؤهلات العلمية، والمهارات المهنية، والشخصية المناسبة، ومستوى التدريب، والخبرات العملية ذات الصلة بأنشطة الشركة الحالية والمستقبلية، أو بالإدارة أو الاقتصاد أو المحاسبة أو القانون أو الحوكمة، فضلاً عن الرغبة في التعلم والتدريب.
- القدرة على التوجيه: وذلك بأن تتوافر فيه القدرات الفنية، والقيادية، والإدارية، والسرعة في اتخاذ القرار، واستيعاب المتطلبات الفنية المتعلقة بسير العمل، وأن يكون قادراً على



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decisions, the ability of understanding technical requirements and developments related to the job, and the ability to provide strategic guidance, long-term planning, and a clear vision for the future.	التوجيه الاستراتيجي والتخطيط البعيد المدى والرؤية المستقبلية الواضحة.
• Financial knowledge: The member must have the ability read and understand financial statements and reports.	<ul> <li>المعرفة المالية: وذلك بأن يكون قادراً على قراءة البيانات والتقارير المالية وفهمهما.</li> </ul>
<ul> <li>Physical fitness: The member must not suffer from any health issue that prevent him from performing his/her duties and responsibilities.</li> </ul>	<ul> <li>اللياقة الصحية: وذلك بألا يكون لديه مانع صحي يعوقه عن ممارسة مهامه واختصاصاته.</li> </ul>
<ul> <li>A candidate for board membership must adhere to the principles of truthfulness, integrity, loyalty, care, and pay attention to the interests of the Company and its shareholders, and place them above his personal interests:</li> </ul>	<ul> <li>أن يلتزم المرشح لعضوية المجلس بمبادئ الصدق والولاء والعناية بمصالح الشركة والمساهمين وتقديمها على مصلحته الشخصية:</li> </ul>
• <b>Truthfulness</b> : is achieved when the relationship between the board member and the Company is a professional and honest one, and when he discloses to the Company any significant information before entering into any transaction or contract with the Company or any of its affiliates.	<ul> <li>الصدق: بأن تكون علاقة عضو المجلس بالشركة علاقة مهنية صادقة، والإفصاح للشركة عن أي معلومات مؤثرة قبل تنفيذ أي صفقة أو عقد مع الشركة أو إحدى شركاتها التابعة.</li> </ul>
<ul> <li>Loyalty: is achieved by avoiding transactions that involve conflicts of interest, while ensuring fairness and complying with the provisions on conflicts of interest in the governance code.</li> </ul>	<ul> <li>الولاء: تجنب التعاملات التي تنطوي على تعارض في المصالح مع التحقق من عدالة التعامل ومراعاة الأحكام الخاصة بتعارض المصالح الواردة في لائحة الحوكمة.</li> </ul>
<ul> <li>Care and attention are achieved by fulfilling the duties and responsibilities set forth in the Companies Law, the Capital Market Law, the company's articles of association, and other relevant regulations.</li> </ul>	<ul> <li>العناية والاهتمام: هو أداء الواجبات والمسؤوليات الواردة في نظام الشركات ونظام السوق المالية والنظام الأساس للشركة والأنظمة الأخرى ذات العلاقة.</li> </ul>
<ul> <li>A candidate for board membership shall disclose any conflict to the board and the general assembly in accordance with the procedures established by the regulator. These include:</li> </ul>	<ul> <li>يلتزم المرشح لعضوية مجلس الإدارة أن يفصح للمجلس والجمعية العمومية عن أي حالات تعارض للمصالح وفق الإجراءات المقررة من الهيئة وتشمل:</li> </ul>
<ul> <li>Having an interest in the works and contracts made for the Company's account.</li> <li>Participating in a work that would compete with the Company or is likely to compete with it one of the branches of activity operated by the company.</li> </ul>	<ul> <li>وجود مصلحة في الأعمال والعقود التي تتم لحساب الشركة.</li> <li>اشتراكه في عمل من شأنه منافسة الشركة أو منافستها في أحد فروع النشاط الذي تزاوله.</li> </ul>
<ul> <li>Diversity of qualification and practical experience shall be taken into consideration, and priority shall be given to nominees with the appropriate skills for the board of directors.</li> </ul>	<ul> <li>ينبغي مراعاة التنوع في التأهيل العلمي والخبرة العملية، ومنح الأولوية في الترشيح للاحتياجات المطلوبة من أصحاب المهارات المناسبة لعضوية مجلس الإدارة.</li> </ul>



<ul> <li>4.2 Eligibility and procedures for candidacy for a board of directors' membership.</li> <li>Each stakeholder shall be entitled to nominate himself or one or more of shareholders or others or bin toxic Company.</li> <li>The Nomination and Remuneration Committee thany of the board of directors of the company st least 60 days before the end of the board's term, and in accordance with applicable laws and regulations.</li> <li>The nomination announcement shall be published on the website of the financial Market (Tadawul) as well as on the Company's website.</li> <li>The Nomination and Remuneration Committee shall submit its recommendations to the Board of directors regarding the nomination period rememert.</li> <li>The Nomination and Remuneration Committee shall submit its recommendations to the Board of directors regarding the nomination for membership of the board of directors or the cord of accordance with the criteria ast forth in this policy.</li> <li>A person who desires to nominate himself for membership of the board of directors or the cord and and test stipulated in this policy.</li> <li>A person who desires to nominate himself for membership of the board of directors of the cord and dates stipulated in this policy.</li> <li>A person who desires to nominate himself for membership of the board of directors of the cord and and veher leided a definition of the condidate in Arabic in terms of his resume, qualifications, submitted to the regulations and rules in force. This notification submitted to the regulation in durits big the company to meet the regulation of the Board and to the company to meet the regulation terms of his resume, qualification, such as a coustilic since the sourd and to the company to meet the regulation identify card, family card, passport for non-5audi what are nominate for membership of the Board and to the company to meet the regulation identify card, family card, passport for non-5audi what are nominate for membership for the Board and to</li></ul>	4.2 Elizibility and presedures for conditions for	·
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<ul> <li>Ihimself or one or more of shareholders or others for membership on the board of directors the shall coordinate with the company's executive. Takaway Itakas ellegity:</li></ul>	•	المعالمة المعالمة المعالمة المعالمة المعالمة المعالمة المعالية المعالية المعالية المعالمة المعالمة المعالمة الم
<ul> <li>for membership on the board of directors the joint stock Company.</li> <li>The Nomination and Remuneration Committee shall coordinate with the company's executive management to announce the opening of the condidacy for membership for the board of directors of the company at least 60 days before the end of the board off sterm, and in accordance with applicable laws and regulations.</li> <li>The nomination announcement shall be published on the weshite of the Financial Market (Tadawul) as well as on the Company's weshite and in any other means determined by the Authority, in order to invite persons willing to mominate for membership of the board of directors, provided that the nomination period remeins open for at least one month from the date of the announcement.</li> <li>The Nomination and Remuneration Committee shall submit its recommendations to the Board of directors regarding the nominate for membership of the board of directors of a notification submitted to the period and dates stipulated in this policy.</li> <li>A person who desires to nominate himself for membership of the board of directors of a notification submitted to the period and dates stipulated in this policy and the regulations and rules in force. This notification shall include a definition of the candidate in Arabic in terms of his resume, qualifications, and work experience, in addition to providing the Company with all supporting documents such as (national identity card, family card, passport for non-Saudii what are nominated for membership of the Board and any other related documents requested by the Company to meet the regulatory requirements).</li> <li>A candidate for board membership shall disclose any conflicts of interest to the Board and the the regulatory requirements).</li> <li>A candidate for board membership shall disclose any conflicts of interest to the Board and any other related documents requested by the Company to meet the regulatory requirements).</li> <li>A candidate for board m</li></ul>		
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<ul> <li>A person who desires to nominate himself for membership of the board of directors of the Company shall disclose his desire to nominate, by means of a notification submitted to the Company's management in accordance with the period and dates stipulated in this policy and the regulations and rules in force. This notification shall include a definition of the candidate in Arabic in terms of his resume, qualifications, and work experience, in addition to providing the Company with all supporting documents such as (national identity card, family card, passport for non-Saudis who are nominated for membership of the Board and any other related documents requested by the Company to meet the regulatory requirements).</li> <li>A candidate for board and any other related documents requested by the Company to meet the regulatory requirements).</li> <li>A candidate for board membership shall disclose any conflicts of interest to the Board and to the General Assembly.</li> <li>Applicants for membership of the Board and to the General Assembly.</li> <li>Applicants for membership of the Board shall fill the form set by the Capital Market Authority, assumption of the Board and to the General Assembly.</li> </ul>	membership of the Board in accordance with the	
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<ul> <li>يجب على المرشح الذي سبق له شغل عضوية مجلس إدارة إحدى الشركات المساهمة أن يرفق بياناً بعدد وتواريخ مجالس إدارات الشركات التي تولى عضويتها.</li> </ul>
<ul> <li>يجب على المرشح الذي سبق له شغل عضوية مجلس إدارة الشركة أن يرفق بإخطار الترشيح بياناً من إدارة الشركة عن آخر دورة تولى فيها عضوية المجلس متضمناً المعلومات التالية:</li> </ul>
<ul> <li>عدد اجتماعات المجلس التي تمت خلال كل سنة من سنوات الدورة.</li> </ul>
<ul> <li>عدد الاجتماعات التي حضرها العضو أصالة، ونسبة حضوره لمجموع الاجتماعات.</li> </ul>
<ul> <li>اللجان الدائمة التي شارك فيها العضو، وعدد الاجتماعات التي عقدتها كل لجنة من تلك اللجان خلال كل سنة من سنوات الدورة، وعدد الاجتماعات التي حضرها، ونسبة حضوره إلى مجموع الاجتماعات.</li> </ul>
<ul> <li>يجب توضيح صفة العضوية عند الترشح، أي ما إذا كان العضو تنفيذي أو عضو غير تنفيذي أو عضو مستقل.</li> </ul>
<ul> <li>تقوم لجنة الترشيحات والمكافآت بالتنسيق مع الإدارة التنفيذية لإنهاء المتطلبات النظامية وتزويد الجهات النظامية المختصة بكافة الوثائق المطلوبة.</li> </ul>
<ul> <li>يتم التصويت على اختيار أعضاء مجلس الإدارة من خلال أسلوب التصويت التراكمي.</li> </ul>
<ul> <li>يقتصر التصويت في الجمعية العامة على من رشحوا أنفسهم وفقاً للسياسات والمعايير والإجراءات المتقدم ذكرها.</li> </ul>
4.3 آلية اختيار رئيس مجلس الإدارة ونائب الرئيس:
<ul> <li>يقوم مساهمو الشركة بانتخاب أعضاء مجلس الإدارة في اجتماع الجمعية العامة للمساهمين حسب النظام والمعايير المضمنة في هذه السياسة، ثم يقوم المجلس باختيار رئيساً له ونائباً للرئيس، وذلك من بين أعضائه غير التنفيذيين، ويكون للمجلس الحق في عزلهما من منصبيهما أو إعادة اختيارهما في أي وقت.</li> </ul>



## Policy, criteria, and procedures for board membership ETIHAD ETISALAT COMPANY

(MOBILY)

chairman and vice chairman from its nonexecutive members. The board shall be entitled to remove them from their positions or re-elect them at any time. 4.4 The termination of a board member's 4.4 انتهاء عضوية عضو المجلس وشغور أحد المراكز: membership and vacancy of a position. The membership of office of a board of directors تنتهى عضوية المجلس بانتهاء مدته أو بأى من أسباب انتهاء عضوية مجلس الإدارة أو طلب إنهائها من المجلس وفقاً لأي نظام shall expire at the end of its term or for any of the أو تعليمات سارية في المملكة. reasons for the termination of the board of directors or its request for termination in accordance with any system or instructions in force in the Kingdom. يجوز للجمعية العامة العادية في كل وقت عزل جميع أعضاء The General Assembly may at any time remove all مجلس الإدارة أو بعضهم، وعلى الجمعية العامة العادية في هذه or some of the members of the board of الحالة انتخاب مجلس إدارة جديد، أو من يحل محل العضو directors. In this case, the General Assembly shall المعزول -بحسب الأحوال- وذلك وفقًا لأحكام نظام الشركات. elect a new board of directors, or the person who will replace the removed member, in accordance with the provisions of the Companies Law. لعضو مجلس الإدارة أن يعتزل بشرط أن يكون ذلك في وقت • A board member may resign, provided that he مناسب وإلاكان مسؤولاً قبل الشركة عما يترتب على الاعتزال من resigns at an appropriate time, otherwise he shall أضرار. be liable to the Company for any damage arising from the resignation. يجوز للجمعية العامة العادية – بناء على توصية من مجلس الإدارة The General Assembly may – upon the - إنهاء عضوبة من يتغيب من أعضائه عن حضور (ثلاثة) recommendation of the board of directors -اجتماعات متتالية، أو (خمسة) اجتماعات متفرقة خلال مدة terminate the membership of a member who fails عضوبته دون عذر مشروع يقبله مجلس الإدارة. عند انتهاء عضوبة to attend three consecutive meetings or five عضو في مجلس الإدارة باحدى طرق انتهاء العضوبة، على الشركة separate meetings during his term of office أن تشعر الهيئة والسوق فوراً مع بيان الأسباب التي دعت إلى ذلك. without a legitimate excuse accepted by the board of directors. Upon the expiry of the term of office of a member of the board of directors by any means of termination of membership, the Company shall immediately notify the Authority and the Market, indicating the reasons therefore. في حال استقال عضو مجلس الإدارة، وكانت لديه ملحوظات على In the event of a resignation of a board member أداء الشركة، فعليه تقديم بيان مكتوب بها إلى رئيس مجلس who has remarks on the performance of the الإدارة، وبجب عرض هذا البيان على أعضاء مجلس الإدارة. company, he must submit a written statement to the chairman of the board of directors, and this statement must be presented to the board members. في حال اعتزل رئيس وأعضاء مجلس الإدارة، وجب عليهم دعوة In the event of a resignation of a chairman and الجمعية العامة العادية إلى الانعقاد لانتخاب مجلس إدارة جديد، members of the board of directors, they shall ولا يسرى الاعتزال إلى حين انتخاب المجلس الجديد، على ألًّا summon the Ordinary General Assembly to تتجاوز مدة استمرار المجلس المعتزل (120) يوماً من تاريخ ذلك convene to elect a new board of directors. The الاعتزال، ويجب على مجلس الإدارة اتخاذ ما يلزم لانتخاب مجلس resignation shall not be valid until the election of إدارة يحل محله قبل انقضاء مدة الاستمرار المحددة في هذه

the new the board, provided that the term of the

resigned the board shall not exceed (120) days from the date of such resignation. The board of المادة.



#### Policy, criteria, and procedures for board membership ETIHAD ETISALAT COMPANY (MOBILY)

directors must take the necessary measures to elect a board of directors to replace it before the expiry of the specified duration of continuity in this article.

- In the event of a vacancy of the position of one of the members of the board of directors due to his death or resignation, that does not result in a breach of the conditions necessary for the validity of the meeting of the board; due to a decrease in the number of its members from the minimum number stipulated in the Companies Law or this system, the board may appoint a temporary member in the vacant position, provided that he is of experience and competence, and the commercial register and the Authority must be notified within (15) fifteen days from the date of appointment, and that the appointment shall be presented to the General Assembly in its first meeting, and the new member completes the term of his predecessor. If the conditions required for the validity of the meeting of the board of directors were not met; due to a decrease in the number of its members from the minimum number stipulated in the Companies Law or this system, the remaining members must call the General Assembly to convene within (60) sixty days to elect the required number of members.
- The Company shall notify the Authority of the names of the members of the board of directors and their qualities of membership within five (5) working days from the date of the start of the board of directors' term, or from the date of their appointment – whichever is closer – and any changes that occur in their membership within five (5) working days from the date of the changes.

### 4.5 Final Provisions:

The provisions of this policy shall be implemented and adhered to by the Company from the date of its adoption by the General Assembly of Shareholders. This policy shall be effective as of the date of approval by the General Assembly. No amendment, deletion, or addition to this Policy shall be made except with the approval of the General Assembly and upon proposal by the Board of Directors.

إذا شغر مركز أحد أعضاء مجلس الإدارة لوفاته أو اعتزاله، ولم ينتج عن هذا الشغور إخلال بالشروط اللازمة لصحة انعقاد المجلس؛ بسبب نقص عدد أعضائه عن الحد الأدنى المنصوص عليها في نظام الشركات أو هذا النظام، كان للمجلس أن يعين عضواً مؤقتاً في المركز الشاغر، على أن يكون ممن تتوافر فيهم الخبرة والكفاية، ويجب أن تبلغ بذلك السجل التجاري والهيئة خلال (15) خمسة عشر يوماً من تاريخ التعيين، وأن يعرض التعيين على الجمعية العامة العادية في أول اجتماع لها، ويكمل العضو الجديد مدة سلفه. وإذا لم تتوافر الشروط اللازمة لصحة انعقاد مجلس الإدارة؛ بسبب نقص عدد أعضائه عن الحد الأدنى المنصوص عليه في نظام الشركات، أو هذا النظام وجب على بقية الأعضاء دعوة الجمعية العامة العادية للانعقاد خلال (60) ستين يوماً لانتخاب العدد اللازم من الأعضاء.

 على الشركة إشعار الهيئة بأسماء أعضاء مجلس الإدارة وصفات عضويتهم خلال خمسة (5) أيام عمل من تاريخ بدء دورة مجلس الإدارة، أو من تاريخ تعيينهم – أيهما أقرب – وأي تغييرات تطرأ على عضويتهم خلال خمسة (5) أيام عمل من تاريخ حدوث التغييرات.

### 4.5 أحكام ختامية:

يعمل بما جاء في هذه السياسة، ويتم الالتزام به من قبل الشركة اعتباراً من تاريخ اعتمادها من قبل الجمعية العامة للمساهمين، وتعد هذه السياسة نافذةً من تاريخ موافقة الجمعية العامة عليها، ولا تُعدل أو تُحذف أو تُضاف مواداً لهذه السياسة، إلا بناءً على موافقة الجمعية العامة، وبناءً على اقتراح من مجلس الإدارة.



<ul> <li>This policy shall be published on the Company's website to enable shareholders, the public, and interested parties to review it. The contents of this policy may be amended as needed, upon the recommendation of the Board of Directors. Any proposed amendment must be presented to the General Assembly of Shareholders at its next meeting for approval.</li> <li>This policy shall supersede the previously</li> </ul>	<ul> <li>تنشر هذه السياسة على موقع الشركة الإلكتروني لتمكين المساهمين والجمهور وأصحاب المصالح من الاطلاع عليها.</li> <li>وتُعدَّل محتويات هذه السياسة – حسب الحاجة – وذلك بناء على توصية من مجلس الإدارة، على أن يعرض أي تعديل مقترح عليها على الجمعية العامة للمساهمين في أقرب اجتماع لها لاعتماده.</li> <li>تلغى هذه السياسة سياسات ومعايير واجراءات العضوية في</li> </ul>
approved policies, criteria, and procedures for board membership, based on the minutes of the General Assembly meeting held on June 4, 2017. This policy also shall supersede and replace any procedures, decisions, or internal regulations of the Company that conflict with it.	مجَّلس الإدارة، والمعتمدة سابقاً بناءً على محضر اجتماع الجَّمعيةً العامة والمنعقدة بتاريخ الرابع من شهر يونيو 2017م، كما تلغي هذه السياسة، وتحل محل كل ما يتعارض معها من إجراءات أو قرارات أو لوائح داخلية للشركة.
<ul> <li>Whatever is not explicitly stated in this policy shall be governed by the relevant regulations and rules issued by the competent authorities.</li> </ul>	<ul> <li>كل ما لم يرد بشأنه نص في هذه السياسة يطبق بشأنه الأنظمة واللوائح ذات الصلة الصادرة من الجهات المختصة.</li> </ul>
4.6 Review and Revision	4.6 التدقيق والمراجعة
<ul> <li>The Nomination and Remuneration Committee</li> </ul>	<ul> <li>تقوم لجنة الترشيحات والمكافآت بمراجعة هذه السياسة بشكل</li> </ul>
shall review this policy periodically or when	دوري أو عند الحاجة للتحقق من موائمتها للأهداف المرسومة لها وبما يتوافق مع أو القوانين واللوائح أو المتطلبات التنظيمية ذات
needed, to verify its compatibility with the objectives set for it and in compliance with the	وبما يتوافق مع أو القوادين والتوادع أو المنطبات التنظيمية دات. العلاقة.
relevant laws, regulations or regulatory	<ul> <li>تعمل لجنة الترشيحات والمكافآت على مشاركة الإدارة التنفيذية</li> </ul>
requirements.	بما يطرأ من تعديلات أو مقترحات على هذه السياسة واستطلاع
<ul> <li>The Nomination and Remuneration Committee shall share any amendments or proposals to this policy with the Executive Management and seek its views and observations in order to achieve the relevant objective.</li> </ul>	مرئياتها وملاحظتها بما يحقق الهدف من ورائها.
4.7 Language	4.7 اللغة
This Policy has been prepared in the Arabic and English language, in the event of a conflict or ambiguity between the Arabic and the English text, the Arabic text shall prevail.	تم إعداد هذه السياسة باللغتين العربية والإنجليزية، وفي حالة وجود تضارب أو غموض بين النص العربي والإنجليزي، فإنه يعتد بالنص العربي.