

Amending Article No. (16) of the Articles of Association for Abdullah Saad Abu Moati Libraries Company 'Listed Joint-Stock

After	Before	Article No
The company shall be managed by a board of directors consisting of six members who must be natural persons. They are elected by the ordinary general assembly of shareholders for a term not exceeding four years	The company shall be managed by a board of directors consisting of nine members who must be natural persons. They are elected by the ordinary general assembly of shareholders for a term not exceeding four years	Article (16) Management of the Company:

**Amendment to the Remuneration Policy of the Board of Directors, its
Committees and Executive Management
Abdullah Saad Abu Moati Bookstores Company**

Article Number	Before modification	After modification
Article (1)	<p>Article One: Preface:</p> <p>The "Remuneration Policy for the Board of Directors, its Committees and the Executive Management of Abdullah Saad Abu Moati Libraries Company" has been prepared with the aim of complying with paragraph (1) of Article (61) of the Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. (8-16-2017) dated 16/5/1438H corresponding to 13/2/2017G, which stipulates that the Remuneration and Nomination</p>	<p>Article One: Introduction:</p> <p>The "Remuneration Policy for the Members of the Board of Directors, its Committees and the Executive Management of Abdullah Saad Abu Moati Libraries Company" was prepared with the aim of complying with paragraph (1) of Article (58) of the Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. (08-05-2023) dated 25/06/1444H corresponding to 18/01/2-2023G Which stipulated that the</p>

	<p>Committee shall " <i>Preparing a clear policy for the remuneration of the members of the Board of Directors and the committees emanating from the Board and the executive management, and submitting it to the Board of Directors for consideration in preparation for approval by the General Assembly....</i>".</p>	<p>Remuneration and Nomination Committee shall "prepare a clear policy for the remuneration of the members of the Board of Directors and the committees emanating from the Board and the executive management, and submit it to the Board of Directors for consideration in preparation for approval by the General Assembly....".</p>
<p>Material</p> <p>(2)</p>	<p>Article Two: Remuneration Criteria:</p> <p>Subject to other relevant laws and regulations issued by other regulatory authorities, the Board of Directors shall take into account in determining and disbursing the remuneration received by each of its members the relevant provisions contained in the Companies Law and the Corporate Governance</p>	<p>Article Two: Remuneration Criteria:</p> <p>Subject to other relevant laws and regulations issued by other regulatory authorities, the Board of Directors shall take into account in determining and disbursing the remuneration received by each of its members the relevant provisions contained in the Companies Law and the Corporate Governance</p>

	<p>Regulations in addition to the following criteria:</p> <ol style="list-style-type: none"> 1. Alignment with the company's strategy and objectives. 2. To provide rewards for the purpose of urging the members of the Board of Directors and executive management to make the company successful and grow in the long term, and to link the changing part of the remuneration to long-term performance. 3. Remuneration shall be determined based on the level of the job, the tasks and responsibilities entrusted to the incumbent, the level of performance, educational 	<p>Regulations in addition to the following criteria:</p> <ol style="list-style-type: none"> 1. Alignment with the company's strategy and objectives. 2. To provide rewards for the purpose of urging the members of the Board of Directors and executive management to make the company successful and grow in the long term, and to link the changing part of the remuneration to long-term performance. 3. Remuneration shall be determined based on the level of the job, the tasks and responsibilities entrusted to the incumbent, the level of performance, educational qualifications, work
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	<p>qualifications, work experience, skills, and level of performance.</p> <p>4. Consistency with the size, nature and degree of risk of the company.</p> <p>5. Taking into account the practices of other companies in determining remuneration, while avoiding the resulting unjustified rise in remuneration and compensation.</p> <p>6. To aim to attract, retain and motivate professional competencies, while not exaggerating them.</p> <p>7. To be prepared in coordination with the Remuneration and Nomination Committee upon new appointments.</p>	<p>experience, skills, and level of performance.</p> <p>4. Consistency with the size, nature and degree of risk of the company.</p> <p>5. Taking into account the practices of other companies in determining remuneration, while avoiding the resulting unjustified rise in remuneration and compensation.</p> <p>6. To aim to attract, retain and motivate professional competencies, while not exaggerating them.</p> <p>7. To be prepared in coordination with the Remuneration and Nomination Committee upon new appointments.</p>
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	<p>8. Suspension or refund of the remuneration if it is found that it was decided based on inaccurate information provided by a member of the Board of Directors or the executive management in order to prevent the exploitation of the employment situation to obtain undue remuneration.</p>	<p>8. Suspension or refund of the remuneration if it is found that it was decided based on inaccurate information provided by a member of the Board of Directors or the executive management in order to prevent the exploitation of the employment situation to obtain undue remuneration.</p> <p>9. Organizing the granting of shares in the company to the members of the Board of Directors and the executive management, whether it is a new issue or shares purchased by the company.</p>
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<p>Material</p> <p>(3)</p>	<p>Article Three: Remuneration of the members of the Board of Directors:</p> <p>1. The remuneration of the members of the Board of Directors shall consist of a certain amount, attendance allowance for meetings, expenses allowance or in-kind benefits, and two or more of these benefits may be combined, not exceeding what is stipulated in the Companies Law and its Regulations, and the Board of Directors shall determine the remuneration of its members annually based on the recommendation of the Remuneration and Nomination Committee, taking into account the provisions contained in</p>	<p>Article Three: Remuneration of the members of the Board of Directors:</p> <p>1. The remuneration of the members of the Board of Directors and its committees emanating from it shall consist of a certain amount and attendance allowance for meetings or expenses, not exceeding what is stipulated in the Companies Law, its Bylaws and the Company's Articles of Association, in the following detail:</p> <ul style="list-style-type: none"> - An annual remuneration of (150,000) One Hundred Fifty Thousand Saudi Riyals for each member of the Board of Directors. - Allowances and other benefits such as travel expenses and succession are
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	<p>this regard in the Company's Articles of Association and any other regulations issued by the competent authorities.</p>	<p>added according to the company's policy.</p>
<p>Material</p> <p>(6)</p>	<p>Article Six: Implementation Mechanism:</p> <p>In addition to the functions of the Remuneration and Nomination Committee in the company, the committee recommends to the Board of Directors the remuneration of the members of the Board of Directors, its committees and senior executives in accordance with the approved policy.</p>	<p>Article Six: Policy Enforcement Officer:</p> <p>It shall be one of the tasks of the Remuneration and Nomination Committee in the company, and the committee shall recommend to the Board of Directors the remuneration of the members of the Board of Directors, its committees and senior executives of the company in accordance with the approved policy.</p>
<p>Additional</p>		<p>Policy Scope of Application:</p> <p>This policy applies to members of the Board of Directors, members of its committees and executive management.</p>

<p>Material</p> <p>(7)</p>	<p>Article Seven: Final Provisions:</p> <p>The Policies (and any subsequent amendments thereto) shall be effective from the date of their approval by the General Assembly, and the Company shall publish them to the shareholders in accordance with the statutory requirements imposed by the regulators.</p>	<p>Article Seven: Final Provisions:</p> <p>1- The Policies (and any subsequent amendments thereto) shall be effective from the date of their approval by the General Assembly, and the Company shall publish them to the shareholders in accordance with the statutory requirements imposed by the regulators.</p> <p>2- This policy is subject to periodic review by the Board of Directors and upon the recommendation of the Nomination and Remuneration Committee to ensure its suitability to the needs of the Company and its compatibility with the changes in the relevant</p>
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		<p>regulations, and to recommend to the General Assembly regarding any proposed amendments for approval.</p> <p>3- Anything in respect of which there is no provision in this policy shall be subject to the relevant laws and regulations issued by the regulatory authorities.</p>
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The articles to be amended in the Audit Committee's Bylaws of Abdullah Saad Abu Moati Company:

Article No.	Before amendment	After amendment
Article (3)	<p>Article Two: Rules for selecting Audit Committee members and their remuneration:</p> <p>3. Committee Remuneration:</p> <p>Without prejudice to the relevant regulatory requirements and the company's articles of association, the remuneration of the committee members shall be as follows:</p> <p>1.3 An annual remuneration of (25,000) twenty-five thousand riyals for each committee member.</p> <p>2.3 An attendance allowance of (3,000) three thousand riyals for each committee member.</p>	<p>Article Two: Rules for selecting members of the Audit Committee and their remuneration:</p> <p>3. Committee remuneration:</p> <p>Without prejudice to the relevant regulatory requirements and the company's articles of association, the remuneration of the Committee members shall be as follows:</p> <p>1.3 An annual remuneration of (50,000) fifty thousand riyals for each member of the Committee.</p> <p>2.3 An allowance for attending sessions of (3000) three thousand riyals for each member of the Committee.</p>

Amendment of Nominations and Rewards Committee Regulations
Abdullah Saad AboMoati Libraries Company

Before amendment	After amendment
<p>Article (1): General and Preliminary Provisions</p> <p>1. Document Name: Nomination and Rewards Committee Bylaws.</p> <p>2. Definition: The Nomination and Rewards Committee Bylaws are the guiding bylaws that outline the framework of the committee's work and responsibilities.</p> <p>3. Purpose: The purpose of the Nomination and Rewards Committee Bylaws is to clarify the controls, responsibilities and methodological framework within which the Nomination and Rewards Committee operates in the company.</p> <p>4. Objectives: The document aims to achieve the following:</p> <ul style="list-style-type: none"> Enhancing performance and effectiveness in accomplishing the various tasks related to the Nomination and Rewards Committee. Determining compensation and reward policies. Determining the responsibilities, duties and powers of the committee. Clarifying the administrative and functional structure of the committee's employees. <p>5. Approval: The bylaws are approved by the Board of Directors based on the committee's recommendation.</p> <p>6. Scope of the Regulation and Conflict Management: These regulations define the main guidelines, standards and principles for organizing the work of the Nomination and Rewards Committee in the company. The provisions of the regulations shall be applied in a manner that does not conflict with the Articles of Association and the Company's bylaws and related regulations governing the company's employees.</p> <p>7. Distribution of the Regulation: The members of the Board of Directors and the Nomination, Rewards and Governance Committee are considered "related parties" and for this purpose the regulations shall be published to all related parties.</p>	<p><u>Article (1): Definitions:</u></p> <p>The words and phrases mentioned below shall have the meanings shown opposite each of them unless the context of the text requires otherwise for the purpose of applying the provisions of these regulations:</p> <p>Committee: Nominations and Rewards Committee</p> <p>Company: Abdullah Saad AboMoati Libraries Company</p> <p>Board: Board of Directors of Abdullah Saad AboMoati Libraries Company</p> <p>CEO: CEO of Abdullah Saad AboMoati Libraries Company</p> <p>Executive Management: The executive management of the company, including the CEO and all those he directly supervises.</p> <p>Independent Member: He is the member who enjoys complete independence in his position and decisions and none of the obstacles to independence mentioned in the Corporate Governance Regulations apply to him.</p> <p>Non-Executive Member: A member of the Board of Directors who is not dedicated to managing the company full-time and does not participate in its daily work.</p> <p>Secretary: Secretary of the Nominations and Rewards Committee.</p>

<p>Article (2) Formation of the Committee and Defining its Tasks:</p> <p>1- Rules for Selecting Members: The Board of Directors shall form the Nomination, Rewards and Governance Committee as follows:</p> <ul style="list-style-type: none"> • The committee shall consist of at least three members. • The committee member shall have appropriate academic qualifications and be familiar with the financial and administrative aspects and the nature of the company's business. • Two of the committee members shall be independent non-executive members. <p>2- Membership and Exemption:</p> <p>The chairman and members of the committee shall be selected according to the rules explained above as follows:</p> <ul style="list-style-type: none"> • The chairman of the committee shall submit to the board of directors a statement of the names of the members he deems qualified for membership in the committee and who meet the necessary conditions, and the CV of each candidate shall be attached to the statement. • The board of directors shall compare candidates for membership in the committee, and the committee members shall be formed for a period of three years or the terms of the board of directors, whichever is shorter. • A member may be reappointed to the committee for a second term. • Any member of the committee shall be exempted by a decision of the board based on a recommendation from the chairman of the committee in the following cases: <ul style="list-style-type: none"> - The member requests to be exempted from his membership in the committee. - The member's misuse of his position in the committee or misconduct that the board considers harmful to the company's objectives and reputation. - The member's absence from three consecutive meetings without an excuse acceptable to the committee chairman. - The member's loss of one of the conditions required for membership in the committee. • When the member's term ends during the committee's term due to death, resignation, disability or exemption, the board shall appoint, based on the recommendation of the committee chairman, another member to fill the vacant position in the committee, taking into account the conditions required for the committee member and after obtaining the regulatory approvals for that. 	<p><u>Article (2): Committee Formation and Governance</u></p> <ul style="list-style-type: none"> - The Committee shall consist of at least (3) members and no more than (5) members, and the decision to appoint them shall be issued by the Board of Directors, provided that they meet the following conditions: - They shall not include any of the executive members of the Board of Directors or any of the senior executives in the company. - They shall include at least one independent member. - The Chairman of the Committee shall be an independent member. - The term of membership of the Committee shall be the same as the term of the Board. - The Chairman of the Board of Directors may be a member of the Committee, provided that he does not hold the position of Chairman of the Committee.
<p>The duties of the committee member are as follows:</p> <ul style="list-style-type: none"> ✓ Regular attendance at committee sessions and active participation in its work. ✓ Any member who is absent must notify the committee chairman of this. 	<p><u>Article (3): Related and Authorities:</u></p> <ol style="list-style-type: none"> 1. The Committee has the right to review information and data related to its tasks and responsibilities.

<ul style="list-style-type: none"> ✓ Exercise due diligence to carry out the work assigned to him, and keep abreast of recent developments related to the company's business. ✓ Be honest, chaste, truthful, objective and independent when performing his work. ✓ The member shall not participate in acts or activities that are considered dishonorable and dishonest. ✓ Not accept anything of significant value from an employee, subordinate, customer, supplier or anyone who has a business relationship with the company that may lead to a weakening of the independence and objectivity of the committee member. ✓ Disclosure to the board of directors of the transactions that took place between him and the company, and the relationship that binds him to the board of directors and the executive directors of the company. 	<ul style="list-style-type: none"> 2. Study the topics within its jurisdiction or referred to it by the Board of Directors and submit its recommendations to the Board to take a decision on them or take decisions if the Board delegates this to it, provided that Paragraph (b) of Article Twenty of the Corporate Governance Regulations is taken into account. 3. The Committee may seek the assistance of any consultants it deems appropriate to perform temporary advisory tasks that help it perform its responsibilities, and it may determine their fees.
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(addition)

Article (4): Tasks and responsibilities

The Committee shall undertake the following tasks and responsibilities:

a. General tasks and responsibilities:

1. Review the annual plan for the company's workforce and recommend it to the Board.
2. Verify annually that there is no conflict of interest between the Board members and other important administrative positions, and whether the member is a member of the Board of Directors of another company, in addition to verifying the independence of independent members of the Board and committees.
3. Assist the Board in evaluating the performance of the Board, its committees and the executive management in terms of strengths and weaknesses, and in developing and implementing plans to identify and enhance the competencies of the Board members by recommending the necessary actions.

b. Tasks and responsibilities related to nominations:

1. Proposing clear policies and standards for membership in the Board of Directors and Executive Management
2. Preparing a description of the capabilities and qualifications required for membership in the Board of Directors and holding executive management positions.
3. Developing special procedures in the event of a vacancy in the position of a member of the Board of Directors or a member of the Executive Management.
4. Identifying the weaknesses and strengths of the Board of Directors and proposing solutions to address them in a manner consistent with the company's interest

c. Provisions of the nomination policy

1. The Nominations Committee, when nominating members of the Board of Directors, shall take into account the provisions of the Corporate Governance Regulations, the terms and conditions contained in the Board of Directors Membership Policy and Standards, and any requirements determined by the Capital Market Authority, and clarify the eligibility of each shareholder in the company to nominate himself or

	<p>others in accordance with the provisions of the Companies Law and its implementing regulations.</p> <ol style="list-style-type: none"> 2. The number of candidates for the Board of Directors whose names are presented to the General Assembly must exceed the number of available seats, so that the General Assembly has the opportunity to choose from among the candidates. 3. Publish the nomination announcement on the market's website and in any other means determined by the Authority, and urge the company to publish the announcement on the company's website in order to invite persons wishing to run for membership of the Board of Directors, provided that the nomination remains open For at least one month from the date of announcement <p>d. Tasks and responsibilities related to rewards:</p> <ol style="list-style-type: none"> 1. Determining the rewards of the board members, committee members and executive management, in accordance with the relevant regulations, and submitting the necessary recommendations to the board and the general assembly where applicable. 2. Recommending the annual rewards to the board for the company's employees and executive management. 3. Periodic review of the rewards policy and evaluation of its effectiveness in achieving the intended objectives. <p>g. Provisions of the rewards policy:</p> <p>Without prejudice to the Companies Law, the Capital Market Law and their executive regulations, the rewards policy must take into account the following:</p> <ol style="list-style-type: none"> 1- Its consistency with the company's strategy and objectives. 2- That rewards are provided for the purpose of encouraging the board members and executive management to make the company successful and develop it in the long term, such as linking the variable portion of rewards to long-term performance. 3- That rewards are determined based on the level of the job, the tasks and responsibilities assigned to its occupant, academic qualifications, practical experience, skills and level of performance.
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	<p>4- Its consistency with the size, nature and degree of risks in the company.</p> <p>5- Taking into account the practices of other companies in determining bonuses while avoiding any unjustified increase in bonuses and compensations that may result from this.</p> <p>6- To aim at attracting, retaining and motivating professional competencies without exaggerating them.</p> <p>7- Cases of stopping the payment of bonuses or recovering them if it is found that they were decided based on inaccurate information provided by a member of the Board of Directors or the Executive Management in order to prevent exploitation of the job position to obtain undeserved bonuses.</p>
	<p style="text-align: center;">(addition)</p> <p><u>Article (5): Committee meetings:</u></p> <p>1. The Committee shall be held according to an annual schedule approved by it, so that its meetings shall not be less than two meetings during the year, and the Chairman of the Committee may call for a meeting at any time or upon the request of two or more members of the Committee.</p> <p>2. The invitation to the Committee meetings shall be sent at least five working days before the date of the meeting.</p> <p>3. The meeting schedule and accompanying documents shall be sent at least three working days before the date of the meeting.</p> <p>4. The Committee meetings shall not be considered valid unless at least a majority of the members are present.</p> <p>5. It is permissible to attend the Committee meetings and vote on its decisions through visual or audio communication means.</p> <p>6. The Chairman of the Committee shall chair, manage, control and direct its meetings, and in the event that he is unable to attend or if there is a conflict of interest with any of the topics presented to the Committee, he shall assign a member of the Committee to chair the meeting. If the Chairman is unable to appoint someone to chair the meeting on his behalf, the attending members shall choose a Chairman from among the attending members.</p> <p>7. The Committee may invite whomever it deems appropriate to attend its meetings without having the right to vote.</p>

	<p style="text-align: center;"><u>(Addition)</u></p> <p><u>Article (6): Committee minutes:</u></p> <p>1. Committee meetings must be documented and minutes prepared, including the discussions and deliberations that took place, the recommendations of the committee and the voting results, and kept in a special and organized register, and the names of the attending members and the reservations they expressed - if any - must be stated, and these minutes must be signed by all attending members.</p> <p>2.The Secretary shall send the draft minutes of the meeting to its members within five working days from the date of the meeting, and the minutes of the meeting shall be made available to all members of the committee after they have been revised and reflect the comments of the committee members. The members of the committee shall be deemed to have approved the draft minutes of the meeting if none of them expresses any comment or reservation within five working days from the date of sending it to them.</p>
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	<p style="text-align: center;"><u>(Addition)</u></p> <p><u>Article 7: Committee Decisions:</u></p> <p>1. Committee decisions shall be issued by a majority of votes, and in the event of a tie, the side with which the Chairman or his representative votes shall prevail.</p> <p>2. The Committee may issue decisions on urgent matters by circulation by presenting them to the members separately, unless a member requests - in writing - a meeting of the Committee to deliberate on them. These decisions shall be issued upon their approval by the majority of the Committee members, and members may vote on these decisions electronically, and these decisions shall be presented to the Committee at its first subsequent meeting.</p> <p>3. A member of the Committee may not participate in voting on any of the decisions in which he has an interest or which relate to him.</p>
	<p style="text-align: center;"><u>(Addition)</u></p> <p><u>Article Eight: Termination of Committee Membership:</u></p> <p>The membership of a committee member shall terminate in any of the following cases:</p> <p>- The expiry of the specified period of his membership in the committee and its non-renewal.</p>

	<ul style="list-style-type: none"> - The loss of eligibility or death of the member. - The resignation or retirement of a committee member and the approval of the Council.
<p>Members' Remuneration and Compensation:</p> <p>The Board of Directors shall determine the attendance allowances and annual bonuses for the Committee members in line with the Companies Law and the applicable regulations and instructions of the relevant authorities. The meeting attendance bonus for the member shall be calculated as follows:</p> <ul style="list-style-type: none"> - Meeting attendance bonus of (3000) Saudi Riyals. - In the event that a Committee member is exempted for any reason, he shall be rewarded according to the period he spent as a member of the Committee. 	<p><u>Article 9: Committee Members' Remuneration:</u></p> <p>Without prejudice to the provisions of the Articles of Association, the Board of Directors shall determine the attendance allowances and annual bonuses for the Committee members in line with the Companies Law and the applicable regulations and instructions of the relevant authorities. The members' remuneration shall be calculated as follows:</p> <ul style="list-style-type: none"> - Committee membership remuneration of (20,000) Saudi Riyals. - In the event that a Committee member is dismissed for any reason, he shall be remunerated according to the period he spent as a member of the Committee.
<p>4- Duties of the Chairman and Secretary of the Committee:</p> <p><u>First: Chairman of the Committee:</u></p> <p>The Board of Directors shall select the Chairman of the Nomination and Remuneration Committee, and the Chairman of the Committee shall supervise the</p>	<p><u>Article 10: Committee Secretariat:</u></p> <p>The Committee shall appoint a Secretary from among its members or from others, whose duties shall include the following:</p> <ul style="list-style-type: none"> - Documenting the Committee's meetings and preparing minutes thereof, including the discussions and deliberations that took place,

<p>completion of its tasks and shall have the following in particular:</p> <ul style="list-style-type: none"> • Appoint the Secretary of the Committee from within or outside the Committee. • Call the Committee to convene and determine the time, date, place and agenda of the meeting in coordination with the Committee members. • Chair the Committee meetings. <p><u>Second: Secretary of the Board:</u></p> <p>The Secretary of the Committee shall attend its meetings without having the right to vote and shall inform the Committee members of the dates of the sessions and the work schedule and shall perform all administrative work related to the Committee. When selecting the Secretary of the Committee, it shall be taken into consideration that he has the academic qualifications and practical experience that enable him to carry out the tasks assigned to him. In general, the Secretary of the Committee shall perform the following tasks:</p> <ul style="list-style-type: none"> • After each meeting, a draft minutes shall be prepared, recording the date and place of the meeting, the names of those present and absent, a summary of the discussions, and the texts of the recommendations and decisions reached by the Committee. • The draft minutes are sent to all members and they are asked to provide the committee with any comments they have within one week from the date of sending them. 	<p>stating the place, date, start and end times of the meeting, documenting the Committee's decisions, recommendations and voting results, recording the names of the attending members and the reservations they expressed - if any - and having these minutes signed by all attending members.</p> <p>- Coordinating between the Committee and the Council.</p> <p>- Providing the Committee members with the Committee's meeting agenda, working papers, documents and information related to it, and any additional documents or information requested by any of the Committee members related to the topics included in the meeting agenda.</p> <p>The Secretary shall be responsible for keeping the Committee's minutes and decisions.</p>
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<ul style="list-style-type: none"> • The draft minutes are amended in light of the comments received from the members and are submitted to the chairman with the comments attached. • The minutes are prepared in their final form in light of what the chairman of the committee directs, then signed by the secretary of the committee, its chairman and the members. • If any comments or reservations are received from the members, they are included in the agenda of the next meeting. • A copy of the signed minutes is kept in a special file with the secretary of the committee, with all documents and correspondence related to the minutes attached. 	
<p>4- Committee working method:</p> <p>Purpose and powers: The main purpose of the Nomination, Remuneration and Governance Committee is to provide support and advice to the Board of Directors on matters related to nomination, remuneration, governance and human resources. In doing so, it shall:</p> <ul style="list-style-type: none"> • Support the Board of Directors in fulfilling its responsibilities towards shareholders by ensuring that it is composed of the best individuals capable of undertaking the responsibilities of membership, taking into account the law and the highest standards of governance. • Submit recommendations to the Board of Directors regarding the necessary compensation policies and practices of the company and ensure that these policies and practices are in the interest of the shareholder and do not encourage high-risk transactions to achieve short-term profits. 	

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| <ul style="list-style-type: none">• Support the Board of Directors in developing appropriate policies for the succession and replacement of members to ensure continuity and progression.• Coordinate with the company's Human Resources Group to develop and implement the succession and replacement policy for executive management.• Play a leading role in establishing effective governance policies and practices, including recommending to the Board of Directors the governance guidelines that are required to be applied in the company and monitoring the company's compliance therewith.• Ensure compliance with all powers stipulated in the governance of Abdullah Saad Abo Moati Company and its articles of association. Tasks and responsibilities: | |
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- Ensure compliance with all the powers stipulated in the governance of Abdullah Saad Abu Moati Company and its articles of association. Tasks and Responsibilities:

The Committee shall recommend to the Board of Directors nomination for membership of the Board in accordance with the approved policies and standards, taking into account not to nominate any person who has previously been convicted of a crime involving moral turpitude and dishonesty, and that the member holds the necessary qualifications for membership in each of the committees of the Board and that the member is able to enhance the Board's ability to manage and direct the affairs of the company effectively.

1. Integrity, honesty and loyalty.
2. Proficiency and financial knowledge.
3. Leadership traits and ability to direct strategically.
4. Independence and absence of conflict of interest.
5. Willingness and ability to devote the necessary time to carry out the responsibilities dictated by his membership in the Board.
6. Good health and the absence of a health barrier hinders the member from exercising his responsibilities.
7. Annual review of the required skills requirements for Board membership and preparation of a description of the capabilities and qualifications required for Board membership, including determining the time that the member needs to allocate to the employees of the Board of Directors.
8. Review the structure of the Board of Directors and make recommendations on changes that can be made to it.
9. Identify the weaknesses and strengths of the Board of Directors and propose to address

<p>them in accordance with the interest of the company.</p> <ol style="list-style-type: none"> 10. Ensure annually the independence of independent members, and the absence of any conflict of interest if the member is a member of another board of directors. 11. Establish clear policies for the compensation and remuneration of board members and senior executives using criteria related to the performance. 12. Recommending to the Board regarding candidates for membership of the various committees emanating from the Board, taking into account the qualifications necessary for the membership of each committee, especially the Audit Committee, one of whose members should be specialized in financial and accounting affairs. 	
<p><u>Meetings & Reports:</u></p> <ul style="list-style-type: none"> • Before the beginning of each financial year, the Committee shall submit an annual work plan accompanied by a schedule of its meetings to the Board of Directors for approval. • The Committee shall hold its meetings periodically for no less than two meetings per year, and the Chairman of the Committee shall invite him to attend the meeting at least one week before the date of the meeting, and the agenda and documents shall be attached to it. • A meeting of the committee is required for the quorum to be completed. • The Committee shall hold a meeting if so requested by the Chairman of the Committee, two of its members or the Board of Directors, with an explanation of the reasons therefor. • The decisions and recommendations of the Committee shall be issued by a majority of 	

<p>the votes of its members present, and in the event of equality of votes, the side with which the Chairman is accompanied shall prevail, and it is not permissible to abstain from voting or deputizing therein.</p> <ul style="list-style-type: none"> • A member may reserve any decision taken by the Committee, provided that he states the basic reasons that prompted him to make the reservation, and if any member leaves the meeting of the Committee before its conclusion, his reservation, if any, shall be limited to the decisions he attended the discussion, provided that he stipulates in the minutes the items he attended the discussion if he expresses his desire to do so. • A member of the Committee may not delegate others to attend the meetings of the Committee. • The Committee shall provide the Board of Directors with a copy of the minutes of its meetings during 15) Fifteen days from the date of the meeting. 	
<p>Modification and Entry into force:</p> <p>In order to facilitate the work of the Committee, the Board of Directors may make any amendment to these Bylaws upon the recommendation of the Nomination and Remuneration Committee, provided that the amendment does not affect the substance of the Regulations and in line with the policies and procedures issued by the regulatory authorities.</p> <p>This regulation is complementary to what is stated in the laws and regulations of the regulatory authorities in the Kingdom of Saudi Arabia and is not a substitute for them, and in the event of any conflict between what is stated in the regulation and the laws and regulations of the</p>	<p><u>Article 11: Entry into Force and Revision:</u></p> <p>1. The provisions of these Bylaws shall enter into force as of the date of their approval by the General Assembly of Shareholders, and shall be published on the Company's website to enable shareholders and stakeholders to view them.</p> <p>2. The content of these Bylaws shall be reviewed as needed upon the recommendation of the Board of Directors, provided that these amendments are submitted to the General Assembly of Shareholders for approval at its earliest meeting.</p>

regulators, the laws and regulations of the regulators shall prevail.

These Bylaws shall apply as of the date of their approval by the Board of Directors and should be reviewed by the Board of Directors and the Nomination and Remuneration Committee periodically, especially when changes occur in the Company's policy that require review and amendment of the Regulations. The Company's management shall notify the Nomination and Remuneration Committee of any changes that may occur in the Company's policy or any other statutory changes that require reviewing the contents of this document.