

Supporting Documents for the Agenda Items of the Ordinary General Assembly Meeting, which will be held on Wednesday, 24 Dhu Al-hijjah 1447 AH corresponding to 10 June 2026G

Documents

- The Audit Committee Annual Report to the General Assembly of Bahri for the fiscal year 2025
- The External Auditor's Report for the fiscal year ending on December 31, 2025
- Limited Assurance Report and BoD Chairperson Declaration to the General Assembly Regarding the business transactions in which board members have an interest in
- Table of Proposed Amendments to the Board of Directors, Board Committees and Executive Management Remuneration Policy
- Table of Proposed Amendments to the to the Nomination and Remuneration Committee Charter
- Table of Proposed Amendments to the Audit Committee Charter

The Audit Committee Annual Report to the General Assembly of Bahri for the fiscal year 2025

The Audit Committee Annual Report to the General Assembly of The National Shipping Company of Saudi Arabia (Bahri) for the fiscal year 2025

To: The Shareholders of The National Shipping Company of Saudi Arabia (Bahri)

Greetings,

The Audit Committee carried out its duties during 2025 as follows:

- Examined the consolidated interim and annual financial statements and made necessary recommendations and examined the external auditor's observations and followed up to close all the observations.
- Verified the adequacy of the internal control systems of the Company, the applied policies and procedures, tasks, and reports of the Internal Audit Department. In addition, followed up on the implementation of the corrective action related to the observations in a manner that achieves the Company's objectives and protects the shareholders' interests.
- Reviewed the results of the regulator's report and verified the actions taken by the management to address them.
- Recommended to the Board of Directors the appointment of the external auditor, determined their fees and evaluated their performance, verified their independence, reviewed their scope of work and engagement terms.
- Reviewed the tasks and activities of risk management.

Having reviewed the internal control and auditing procedures within the scope of limited and planned tasks and work performed by the Internal Audit Department and after discussing the preliminary, annual, and final business results with the external auditor and Executive management, the Audit Committee can give assurances regarding the Company's internal control systems. Furthermore, no material issues have been brought to the Audit Committee's attention that need to be highlighted or are believed to be the result of material weaknesses or major flaws in the Company's internal control systems. However, any internal control system, regardless of its design and effectiveness of implementation, cannot provide absolute affirmation.

Regards,

The External Auditor's Report for the fiscal year ending on December 31, 2025



ERNST & YOUNG PROFESSIONAL SERVICES (PROFESSIONAL LLC)
Paid-Up Capital: ٥,500,000 (Five Million Five Hundred Thousand Saudi Riyals)

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A SAUDI JOINT STOCK COMPANY)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of The National Shipping Company of Saudi Arabia (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are endorsed by the Saudi Organization for Chartered and Professional Accountants.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia, as applicable to audit of consolidated financial statement of public interest entities. We have fulfilled our other ethical responsibilities in accordance with that Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming auditor's opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

**INDEPENDENT AUDITOR’S REPORT
TO THE SHAREHOLDERS OF THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY) (continued)**

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Revenue recognition During the year the Group has recognized revenue primarily from voyage charter, time charter and freight forwarding amounting to SR 10.3 billion (2024: SR 9.5 billion).</p> <p>We considered revenue recognition as a key audit matter considering the materiality of the amounts involved, volume of transactions, and the inherent risk due to the time-based measure used by the Group that the revenue for unfinished voyages is not accurately recognized in respect of the cut-off reporting date, which could significantly impact the consolidated financial statements.</p> <p><i>Refer to note 4 for the accounting policy relating to revenue recognition, notes 21 and 27 for the related disclosures.</i></p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> • Obtained an understanding of the process used by the management in recognizing various revenue flows; • Evaluated the Group’s accounting policy, relating to revenue recognition for compliance with IFRS Accounting Standards that are endorsed in the Kingdom of Saudi Arabia; • Assessed the design, implementation and tested the operating effectiveness of key IT control implemented by the Group relating to revenue, with the involvement of our IT specialist; • Performed cut-off testing procedures on a sample basis, to assess whether revenue is recognized in proper accounting period; • Tested on sample basis, the amounts recorded for different streams of revenue considering the relevant documentation and agreement with the customers; • Performed analytical procedures for different streams of revenue by comparing expectations of revenue with the actual results and analysed the variance; • Performed recalculation of the revenue recorded for the voyage in transit to evaluate whether revenue was recognized in the proper accounting period; and • Assessed the adequacy of the relevant disclosures in the consolidated financial statements.



**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY) (continued)**

Other information included in The Group's 2025 Annual Report

Other information consists of the information included in the Group's 2025 annual report, other than the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information in its annual report. The Group's 2025 annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are endorsed by the Saudi Organization for Chartered and Professional Accountants and the applicable provisions of the Regulations for Companies and Company's By-laws, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance i.e, the Audit Committee is responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY) (continued)**

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements
(continued)**

As part of an audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.



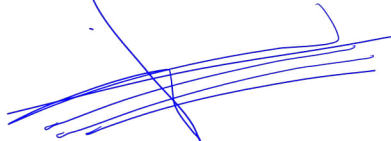
**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY) (continued)**

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

for Ernst & Young Professional Services


Waleed G. Tawfiq
Certified Public Accountant
License No. (437)



Riyadh: 28 Ramadhan 1447
17 March 2026

**Limited Assurance Report and BoD
Chairperson Declaration to the General
Assembly Regarding the business transactions
in which board members have an interest in**



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LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A SAUDI JOINT STOCK COMPANY)

Scope

We have been engaged by The National Shipping Company of Saudi Arabia (the “Company”) to perform a ‘limited assurance engagement,’ as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, here after referred to as the engagement, to report on the Company’s compliance with the requirements of Article (71) of the Companies’ Law (the “Subject Matter”) contained in the Company’s attached notification (Appendix A) which is presented by the Company’s Board of Directors to the Ordinary General Assembly on the transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them dated 16 April 2026.

Criteria Applied by the Company

In preparing the Subject Matter the Company applied the below criteria (the “Criteria”). Such Criteria were specifically designed for the notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A). As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the Companies’ Law issued by the Ministry of Commerce (“MC”) (1443H -2022G).
- Notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A) dated 16 April 2026.
- Meeting minutes of the Board of Directors meeting which include disclosures by some of the Company’s Board of Directors’ members regarding transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them.

Company’s Responsibilities

The Company’s management is responsible for selecting the Criteria, and for presenting the Subject Matter in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the Subject Matter, such that it is free from material misstatement, whether due to fraud or error.

Our Responsibilities

Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.



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LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A SAUDI JOINT STOCK COMPANY) (continued)

Our Responsibilities (continued)

We conducted our engagement in accordance with the *International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* (“ISAE 3000”) that is endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Company on 8 May 2026. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

Our Independence and Quality Management

We have maintained our independence and confirm that we have met the requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia, and have the required competencies and experience to conduct this assurance engagement.

Our firm also applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, and accordingly maintains a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Description of Procedures Performed

Procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Although we considered the effectiveness of management’s internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the Subject matter and related information and applying analytical and other appropriate procedures.



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**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY) (continued)**

Description of Procedures Performed (continued)

Our procedures included:

- Obtained the notification presented the by the Company's Board of Directors to the Ordinary General Assembly (Appendix A) regarding the transactions and contracts entered between some of the Board of Directors' members directly or indirectly with the Company dated 16 April 2026.
- Obtained Board of Directors minutes of meetings that indicates some members' notification to the Board of Directors of transactions and contracts done with the Company in which some members of the Company's Board of Directors have a direct or indirect personal interest in them.
- Discussed with the management the contracts and transactions between the Board of Directors' members either directly or indirectly with the Company during the year ended 31 December 2025.

We also performed such other procedures as we considered necessary in the circumstances.

Other Matter

- The attached notification (Appendix A) is stamped by us for identification purposes only.
- Our report only covers the transactions included in the notification presented by the Company's Board of Directors to the Ordinary General Assembly (Appendix A).

Conclusion

Based on our procedures and the evidence obtained, we are not aware of any material modifications that need to be made to the Subject Matter, in order for it to be in accordance with the Criteria applied by the Company referred to above.

for Ernst & Young Professional Services

Waleed G. Tawfiq
Certified Public Accountant
License No. (437)



Riyadh: 23 Thul Qi'dah 1447H
(10 May 2026)

التاريخ: 2026/04/16

Subject: Reporting business transactions in which board members have a direct or indirect interest

الموضوع: الإفصاح عن المعاملات التي يكون لأعضاء مجلس الإدارة مصلحة فيها، سواء كانت مباشرة أو غير مباشرة.

To: The Shareholders of The National Shipping Company of Saudi Arabia (Bahri)

إلى: مساهمي الشركة الوطنية السعودية للنقل البحري (البحري)

Greetings,

السلام عليكم ورحمة الله وبركاته ،،،

Based on the requirements stipulated in article (71) of the Saudi Companies Law which states that "a board member shall immediately disclose to the board of directors any direct or indirect interest he may have in company transactions or contracts", the board of directors would like to notify the General Assembly that the below mentioned board members have indirect interest in some business transactions with the company, and recommends presenting these transactions to the General Assembly for voting.

استنادًا إلى متطلبات المادة (71) من نظام الشركات، والتي تنص على " أنه يجب على عضو مجلس الإدارة فور علمه بأي مصلحة له سواء مباشرة أو غير مباشرة في الأعمال والعقود التي تكون لحساب الشركة، أن يبلغ المجلس بذلك"، يود مجلس الإدارة إشعار الجمعية العامة بأن أعضاء مجلس الإدارة التالية أسمائهم لديهم مصلحة غير مباشرة في بعض المعاملات مع الشركة، ويوصي المجلس بعرض هذه المعاملات على الجمعية العامة للتصويت عليها.

The following are the details of the transactions conducted during the fiscal year ended 31 December 2025:

وفيما يلي تفاصيل هذه المعاملات التي تمت خلال السنة المالية المنتهية في 31 ديسمبر 2025م:

شروط التعامل	المبلغ (بالآلاف الريالات السعودية)	طبيعة التعامل	عضو مجلس الإدارة	الجهة
Conditions of Transaction	Amount (SAR'000)	Nature of Transaction	Board Member	Entity
وفقًا للشروط التجارية السائدة في السوق As Per Market Prevailing Commercial Terms	1,696,538	قرض تمويلي Borrowing Facility	الدكتور / عبدالملك بن عبدالله الحقييل Dr. Abdulmalik A. Alhogail	مصرف الإنماء Alinma Bank
وفقًا للشروط التجارية السائدة في السوق As Per Market Prevailing Commercial Terms	3,205,656	خدمات نقل النفط الخام Crude Oil Transportation Services	المهندس / محمد بن خليفه الملحم والمهندس / أحمد بن محمد الخنيني Eng. Mohammed K. Almulhim, and Eng. Ahmed M. Alkhunaini	شركة أرامكو للتجارة Aramco Trading Company

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3074 Prince Muhammad Ibn Abdulaziz Rd
Al Ulaya, Riyadh 12213 - 8022, Saudi Arabia

The National Shipping Company of Saudi Arabia
Commercial Registration 1010026026 Capital 9,228,515,620 Fully Paid
Toll Free: 920020007

شركة إرنست ويونغ للخدمات المهنية
(مهنية ذات مسؤولية محدودة)
FOR IDENTIFICATION PURPOSES ONLY فقط لأغراض تعريفية فقط
Ernst & Young Professional Services
(Professional LLC)

ت +966 11 4785454 ف +966 11 4778036
3074 طريق الأمير محمد بن عبد العزيز، حي العليا،
الرياض 12213 - 8022، المملكة العربية السعودية

الشركة الوطنية السعودية للنقل البحري
ش.م.س رأس المال 9,228,515,620 # مدفوع بالكامل س.ت. 1010026026
الرقم المجاني: 920020007

We attach with this declaration the report of the Company's Auditor regarding these transactions according to the statutory requirements and in accordance with the standards issued by the Saudi Organization for Chartered and Professional Accountants.

وترفق لكم مع هذا التبليغ التقرير الخاص بمراجع حسابات الشركة حيال هذه المعاملات حسب المتطلبات النظامية ووفقاً للمعايير الصادرة من الهيئة السعودية للمحاسبين القانونيين.

Regards,

وتقبلوا فائق التحية والتقدير،،

المهندس/ عبدالله الزامل نائب رئيس مجلس الإدارة
Eng. Abdulla Alzamil – Vice Chairman

الأستاذة/ ساره السحيمي رئيس مجلس الإدارة
Mrs. Sarah Alsuhaime – Chairwoman

الأستاذ/ صالح الدباسي – عضو
Mr. Saleh Aldebasi – Member

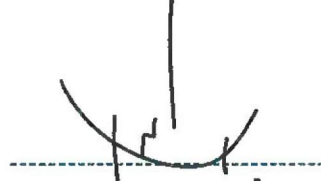
الأستاذ/ سعيد الحضرمي – عضو
Mr. Said Alhadrami – Member

المهندس/ محمد الملحم – عضو
Eng. Mohammed Almulhim – Member

المهندس/ أحمد الخنيني – عضو
Eng. Ahmed Alkhunaini – Member



الأستاذ/ بكر المهنا - عضو
Mr. Bakr Almuhanna – Member



المهندس/ ياسر الداود - عضو
Eng. Yasser Aldawood – Member



المهندس/ شي فونغ وان - عضو
Eng. Chee Foong Wan – Member



المهندس/ أحمد السبيعي - عضو
Eng. Ahmed Alsubaey – Member

الأستاذ/ بكر المهنا - عضو
Mr. Bakr Almuhanna – Member

المهندس/ ياسر الداود - عضو
Eng. Yasser Aldawood – Member

المهندس/ شي فونغ وان - عضو
Eng. Chee Foong Wan – Member

المهندس/ أحمد السبيعي - عضو
Eng. Ahmed Alsubaey – Member

Table of Proposed Amendments to the Remuneration Policy of Board of Directors, Board Committees and Executive Management

Table comparing proposed amendments to the Remuneration Policy of Board of Directors, Board Committees and Executive Management

Before Amendment	After Amendment
New Article	Definitions
New Article	<p>Ownership: The Nomination, Remuneration and Governance Committee (NRGC) has overall responsibility for this policy. This policy is periodically reviewed by the NRGC whenever necessary to verify its compatibility with the objectives set for it and in accordance with the relevant regulations.</p> <p>The policy shall be approved by the General Assembly on the recommendation of the Board .</p>
New Article	<p>Distribution The primary copy of this policy is maintained by the NRGC. All affected parties to whom the policy is applicable as per section 1.7 below shall have access to the policy through the Company website</p>
New Article	<p>Maintenance The Policy shall be reviewed periodically, as and when necessary, by the Board Secretariat in coordination with the Nomination, Remuneration and Governance Committee (NRGC) to ensure that it remains relevant, effective, and aligned with applicable laws, regulations, and best practices.</p> <p>Revisions to the Policy may be required as a result of one or more of the following:</p> <ul style="list-style-type: none"> • Changes in the Company’s strategy, objectives, or business activities; • Changes in the Company’s organizational structure or governance framework;

	<ul style="list-style-type: none"> • Changes in applicable laws, regulations, or regulatory requirements; • Changes in remuneration structures, governance practices, or market conditions; • Changes in roles, responsibilities, or authority levels related to the approval, implementation, or oversight of this Policy; • Any other developments that necessitate updates to ensure the Policy remains appropriate and effective.
<p>Scope This Policy shall apply to the Board of Directors of The National Shipping Company of Saudi Arabia (Bahri), its sub-committees, as well as the Boards of Directors of Bahri’s subsidiaries.</p>	<p>Scope This Policy shall apply to the Board of Directors of The National Shipping Company of Saudi Arabia (Bahri), its sub-committees, Executive Management, as well as the Boards of Directors of Bahri’s subsidiaries.</p>
<p style="text-align: center;">New Article</p>	<p>Policy Principles The provisions governing the remuneration of the members of the Board of Directors and its sub-committees shall be in accordance with the following principles:</p> <ul style="list-style-type: none"> • Remuneration structures shall be aligned with the Company’s risk profile, taking into account the magnitude, nature, and level of risks faced by the Company, and shall not encourage excessive risk-taking. • Alignment with Company Strategy: <ol style="list-style-type: none"> a) The remuneration shall be designed to attract individuals with competencies and skillsets required in the Board of Directors and its committees to lead the company in pursuits of its strategic objectives. b) Shall be suitable for the nature of the company's business, activity and size.

	<ul style="list-style-type: none"> Alignment with market trends: Shall be aimed at attracting and retaining members of the Board of Directors with the necessary expertise and qualifications to enhance the company's ability to achieve its objectives
<p>Remuneration and Compensation:</p> <p>Bahri provides members with an annual remuneration payable at the end of each year and compensation for business travel, as detailed below:</p> <p>Board of Directors Remuneration:</p> <p>Board of Directors Remuneration shall be as follows:</p> <p>SAR 600,000 annual remuneration for the Chairman of Bahri's Board of Directors.</p> <p>SAR 500,000 annual remuneration for each Board member.</p>	<p>Remuneration and Compensation:</p> <p>Bahri provides members with an annual remuneration payable at the end of each year and compensation for business travel, as detailed below:</p> <p>Board of Directors Remuneration:</p> <p>Board of Directors Remuneration shall be as follows:</p> <p>SAR 650,000 annual remuneration for the Chairman of Bahri's Board of Directors.</p> <p>SAR 550,000 annual remuneration for each Board member.</p>

<p>SAR 6,000 as remuneration/reward for each member of the Board of Directors of Bahri for attending each meeting.</p> <p>SAR 2,500 for the secretary for attending each meeting.</p>	
<p>Committee Members Remuneration</p> <ul style="list-style-type: none"> • SAR 250,000 annual remuneration for Chairpersons of Board committees. • SAR 200,000 annual remuneration for each committee member, whether from Bahri's Board or external members. <p>SAR 6,000 for each member of the Board of Directors for attending each meeting.</p> <p>SAR 2,500 for the secretary for attending each meeting.</p>	<p>Committee Members Remuneration</p> <ul style="list-style-type: none"> • SAR 300,000 annual remuneration for Chairpersons of Board committees. • SAR 250,000 annual remuneration for each committee member, whether from Bahri's Board or external members.
<p>Subsidiary Board Remuneration</p> <ul style="list-style-type: none"> • SAR 150,000 annual remuneration for each member of subsidiary boards, 	<p>Subsidiary Board Remuneration</p> <ul style="list-style-type: none"> • SAR 180,000 annual remuneration for each member of subsidiary boards,

<p>whether from Bahri's Board or external members.</p> <ul style="list-style-type: none"> • SAR 5,000 each member of the Board of Directors of the sisters/subsidiary companies for attending each meeting. • SAR 2,500 for the secretary for attending each meeting. 	<p>whether from Bahri's Board or external members.</p>
<p style="text-align: center;">New Article</p>	<p>Executive Management Remuneration The Company grants senior executives, in accordance with the procedures and criteria approved by the Board of Directors, specific financial benefits based on salary scales and its approved policies in this regard. Such benefits include, but are not limited to: basic salary, transportation allowance, housing allowance, in addition to other benefits in accordance with applicable regulations, such as medical insurance for the employee and his/her family, schooling allowance, life insurance, annual bonuses or long term incentives linked to performance indicators, and any other allowances or benefits.</p>
<p>Remunerations for the Executive Management:</p> <ul style="list-style-type: none"> • SAR 500,000 as an annual remuneration for each member of the executive management of the Bahri Board of Directors. • SAR 6,000 for each member of the Executive Management of the Bahri Board of Directors for attending each meeting. • SAR 50,000 as an annual remuneration for each member of the sisters/subsidiary companies and committees if the member is a member of the Bahri Board of Directors. • SAR 5,000 for each member of the Executive management of the 	<p>Executive Membership Compensation</p> <ul style="list-style-type: none"> • SAR 550,000 annual remuneration for each Executive Management member serving on Bahri's Board. • SAR 80,000 annual remuneration for each Executive Management member serving on subsidiary boards or committees (excluding wholly owned subsidiaries). • Business travel provisions stated in the Company's HR policies shall apply to Executive Management members.

<p>sisters/subsidiary companies for attending each meeting.</p> <ul style="list-style-type: none"> The provisions for business trips stipulated in the company's Bylaw shall apply to members of the company's executive management. 	
<p>Business Travel Members other than the executive management will be compensated for their travel for work purposes according to the followings:</p> <ul style="list-style-type: none"> Travel shall be on first class basis A daily assignment allowance of SAR 1,500 shall be paid. The company's regulations shall be applied regarding the expenses incurred by the company. 	<p>Business Travel Members shall be compensated for business travel as follows:</p> <ul style="list-style-type: none"> First Class travel for trips exceeding four hours, and Business Class for trips of less than four hours. A daily per diem allowance inclusive of transportation expenses amounting to SAR 3,000. The Nomination, Remuneration and Governance Committee (NRGC) shall have the authority to determine and amend the travel policy for members for business or training purposes, subject to Board approval.

<p>General Provisions</p> <p>The rewards stipulated in these regulations are subject to the following provisions:</p> <ol style="list-style-type: none"> 1) The member is entitled to half of the attendance bonus if he attends the meeting remotely. 2) The authorized member outside the committees shall be given an attendance reward. 3) The member is entitled to the full annual bonus if his attendance rate reaches (75%). 4) The member is entitled to half of the annual bonus if his attendance rate is more than (50%) and less than (75%). 5) The member is not entitled to any annual bonus if his attendance rate is less than (50%). 6) If a member replaces another member, who has resigned or whose term has expired, the annual remuneration will be distributed according to the percentage of attendance out of the total number of meetings. 7) The subsidiary companies will transfer an amount of one hundred and fifty thousand Saudi Riyal for each member of the partners as an annual reward for such members, provided that the reward is disbursed to Bahri representatives directly from Bahri Company, in accordance with what is approved in this decision. 8) The provisions for business trips stipulated in the company's work organization regulations apply to members of the company's executive management. 	<p>General Provisions</p> <p>The remuneration stipulated in this Policy shall be subject to the following:</p> <ol style="list-style-type: none"> 1. If a member replaces another member who has resigned or whose term has expired, the annual remuneration shall be distributed pro rata based on attendance relative to the total number of meetings. 2. Subsidiaries shall transfer an amount of SAR 180,000 per member to the partners as annual remuneration, provided that such remuneration shall be paid directly to Bahri's representatives by Bahri in accordance with the approved mechanism. 3. A member shall be entitled to medical insurance for himself/herself and his/her family members, as well as life insurance. The Board may also obtain liability insurance coverage for its members. 4. The Chairperson of the Board may be granted an annual bonus not exceeding SAR 2,000,000, subject to applicable laws and regulations. Any such bonus shall be
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	<p>approved by the Board of Directors in accordance with this Policy.</p> <p>5. The Company may suspend, reclaim, or recover any remuneration if it is determined that such remuneration was based on inaccurate, false, or misleading information.</p>
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<p style="text-align: center;">New Article</p>	<p>Disclosure & Transparency</p> <p>1. The Board of Directors shall disclose the remuneration of Board members and Executive Management.</p> <p>2. The Board report shall include accurate, transparent, and detailed disclosure of all remuneration and compensation granted to Board members and Executive Management, whether directly or indirectly, without omission or misleading information. Such remuneration may be in cash or in any other form of benefits. Where remuneration is granted in the form of shares, its value shall be determined based on the market value at the due date.</p> <p>3. The Board report shall highlight any material deviations from such policy.</p> <p>4. The disclosure shall include the remuneration for each of the following:</p> <ul style="list-style-type: none"> a) Board members; b) The five highest-paid Senior Executives, provided that the Chief Executive Officer and Chief Financial Officer are among them; c) Members of Board committees. <p>5. All disclosures shall be made in accordance with applicable regulatory requirements and prescribed disclosure formats.</p>
<p>Effective Date</p> <p>The provisions of these regulations are effective as of January 16, 2023.</p>	<p>Effective Date</p> <p>This Policy shall come into force as of (#####).</p>

Table of Proposed Amendments to the to the Nomination and Remuneration Committee Charter

Table comparing proposed amendments to the Nomination and Remuneration Committee Charter

Before Amendment	After Amendment
<p>Introduction</p> <p>This regulation was approved by the Ordinary General Assembly based on the recommendations submitted by the Board of Directors, at its meeting held on 17 April 2018</p>	<p>Introduction</p> <p>The provisions of this Regulation apply to all members of the Nomination, Remuneration and Governance Committee emanating from the Board of Directors of the Saudi National Shipping Company (Bahri) (hereinafter referred to in this document as “Bahri” or the “Company”). The Board Secretariat shall be responsible for maintaining, reviewing, and circulating the Regulation within five working days from its approval, in addition to responding to any inquiries related thereto.</p>

<p>Purpose</p> <p>The purpose of establishing the Nominations, Remuneration and Governance Committee (hereinafter referred to in this document as the "Committee") of the National Shipping Company of Saudi Arabia (Bahri) (hereinafter referred to in this document as "Bahri" or "Bahri Group" or the "Company") is to assist the Company's Board of Directors (hereinafter referred to in this document as the "Board" or "Board of Directors") in efficiently and effectively performing its guidance, supervisory, and oversight functions in the following areas:</p> <ul style="list-style-type: none"> ▪ Ensuring that the Board is composed of individuals capable of fully performing their responsibilities, in compliance with regulations and the highest governance standards. ▪ Ensuring the implementation of appropriate procedures aimed at assessing the levels of remuneration for the Board members, the Chief Executive Officer, and other key positions in Bahri. ▪ Regulating and overseeing the process of selecting senior executive managers and qualified members, developing their skills, retaining them, and ensuring their successful succession, thereby assisting Bahri in achieving its business objectives and sustainable development. ▪ Ensuring that the structure of remuneration, benefits, and compensation within the Company is fair and competitive. ▪ Submitting recommendations to the Board regarding the members who will serve on each permanent committee emanating from the Board, as well as Bahri's representatives on the boards of its subsidiary companies. ▪ Chairing the Board in its annual review of the performance of the Board, its committees, and its members. ▪ Ensuring the existence of a succession planning process and that such plan is updated regularly. 	<p>Purpose</p> <p>The purpose of this Regulation is to establish the procedural rules governing the work of the Nomination, Remuneration and Governance Committee (hereinafter referred to in this document as the "Committee"), including the controls for its formation, the principles and guidelines governing its activities, its decision making mechanisms, as well as its duties and responsibilities.</p> <p>The primary purpose of the Committee is to provide support and advice to the Board of Directors (hereinafter referred to in this document as the "Board" or the "Board of Directors") on matters including, but not limited to, the nomination and evaluation of Board members, its sub-committees, and the Chief Executive Officer, as well as the Company's organizational structure, compensation and remuneration framework, policies related to employee affairs, and the committees emanating from the Board of Directors, and to submit recommendations to the Board within the scope of the powers delegated to it.</p>
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<ul style="list-style-type: none"> ▪ Establishing a set of corporate governance standards that define the key practices of the Board and its committees, submitting recommendations to the Board in this regard, and working on their implementation. 	
<p>Membership</p> <p>The Board of Directors shall appoint the members of the Nominations, Remuneration and Governance Committee from among its non-executive members, provided that at least one of its members is an independent member.</p> <p>The Nominations, Remuneration and Governance Committee shall consist of no fewer than three members and no more than five members. 2.1.3 The Committee's term of service shall coincide with the term of the Board. Likewise, Committee members may be reappointed upon the expiration of their term.</p> <p>All members of the Committee, or any of them, may be dismissed, with or without cause, by a vote of the majority of the Board of Directors.</p> <p>When a position becomes vacant during the Committee's term, the Board shall have the right to appoint a new member to fill the vacant position.</p>	<p>Composition of the Committee</p> <p>The Committee shall be formed by a resolution of the Board of Directors, in which the Chair and members of the Committee are appointed. The number of Committee members shall not be less than three (3) and not more than five (5), taking into account the following considerations:</p> <ol style="list-style-type: none"> a) The Chairman of the Nomination, Remuneration and Governance Committee shall be an Independent Director, and the Chairman of the Board shall not serve as Chairman of the Committee. b) Members must possess the qualifications and practical experience necessary to perform their duties. c) There must be no direct or indirect financial, professional, or personal conflict of interest between Committee members and any individuals performing executive roles in the Company. d) Executive Board members and any members of the executive management shall be excluded from Committee membership. e) At least one member of the Committee must be an independent member. <p>The term of membership of the Committee shall be equivalent to the term of the Board of Directors, commencing from the date of the Board resolution forming the Committee and ending simultaneously with the expiry of the</p>

	<p>Board's term. Committee membership may be renewed by a Board resolution.</p> <p>A Vice Chairman of the Committee shall be elected to replace the Chairman in the event of absence or vacancy for any reason. The Vice Chairman shall be elected by majority vote of the Committee members at the first meeting held following the Committee's formation.</p> <p>In the event that the seat of one or more members becomes vacant for any reason, the Committee shall continue performing its duties and holding meetings, provided that the Chairman or Vice Chairman is among those present, until a replacement is appointed by the Board within a maximum period of one month from the date of vacancy, provided that the number of members attending any meeting shall not be less than half of the appointed members.</p>
<p>Member Qualifications</p> <p>Each member of the Committee shall possess knowledge and competence, in addition to having a comprehensive understanding of the qualifications, roles, and responsibilities of the Board members and executive managers, and shall be capable of dedicating sufficient time to their duties and responsibilities. It is preferable that members have experience in the shipping and logistics sector.</p>	<p>Membership Requirements</p> <p>A Committee member must be professionally competent and possess the necessary experience, knowledge, skills, and independence enabling him/her to perform duties efficiently and effectively. The Board of Directors shall, when appointing Committee members, ensure the availability of the personal and professional qualities necessary for effective performance. In particular, the following shall be considered:</p> <ul style="list-style-type: none"> a) Leadership and Direction: Possessing leadership skills enabling delegation of authority, motivating performance, applying best practices in effective management, and adhering to professional values and ethics. b) Competence: Possessing academic qualifications, professional and personal skills, adequate training, and practical experience relevant to the Company's current and future activities,

	<p>management, economics, accounting, law, or governance, in addition to a willingness to learn and develop.</p> <p>c) Guidance Capability: Possessing technical, leadership, and managerial abilities, prompt decision-making skills, understanding technical operational requirements, and capability for strategic and investment guidance, planning, and future vision.</p> <p>d) Independence: Having no direct or indirect personal interest with the Company or its subsidiaries.</p> <p>e) Physical Fitness: Having no health impediment that prevents the performance of duties and responsibilities.</p>
<p>Member Independence</p> <p>An independent member shall be able to perform their duties, express their opinions, and vote on decisions objectively and without bias, in order to assist the Board in making sound decisions that serve the interests of the Company.</p> <p>The Board shall conduct an annual assessment of the member's independence and ensure that no relationships or circumstances exist that could or are likely to affect their independence.</p> <p>The Corporate Governance Regulations set out the indicators of independence. For further details, reference may be made thereto.</p>	<p>Independence of Members</p> <p>A Committee member shall be capable of performing duties, expressing opinions, and voting on decisions objectively and impartially.</p> <p>The Board shall conduct an annual assessment of the independence of Committee members and ensure the absence of relationships or circumstances affecting, or likely to affect, their independence.</p> <p>Examples of circumstances inconsistent with the independence required of an independent Committee member include, without limitation:</p> <p>a) Owning five percent (5%) or more of the Company's shares or shares in any group company, or being related to a person owning such percentage.</p> <p>b) Having family ties with any Board member or senior executive in the Company or its subsidiaries.</p> <p>c) Being a Board member in a subsidiary or nominated for membership thereof.</p>

	<p>d) Working, or having worked during the past two years, for the Company or any subsidiary.</p> <p>e) Holding controlling interests in the Company, subsidiaries, or any party dealing with the Company, such as auditors or key suppliers, during the past two years.</p> <p>f) Having a direct or indirect interest in business or contracts entered into for the Company's account.</p> <p>g) Participating in activities competing with the Company or engaging in any branch of business conducted by the Company.</p> <p>Where any of the above independence impairments arise, the disclosure requirements stipulated in the Company's approved Conflict of Interest Policy shall apply.</p>
<p>Member Remuneration In accordance with the rules adopted by the Board of Directors, Committee members shall be entitled to a meeting attendance allowance in addition to a fixed annual remuneration.</p>	<p style="text-align: center;">Deleted Article/Paragraph</p>
<p style="text-align: center;">New Article</p>	<p>Committee membership shall terminate in the following cases:</p> <p>a) Upon expiry of membership in the Board, where the member is a Board member.</p> <p>b) Upon the member's request to resign from the Committee through written notice submitted to the Committee Secretary, who shall present it to the Chairman and escalate it for approval by the competent authority. Membership shall remain valid until such approval is issued.</p> <p>c) Death of the Committee member.</p>

	<p>d) Abuse of position on the Committee or misconduct harmful to the objectives or reputation of the Company generally or the Committee specifically.</p> <p>e) Inability of the member to perform duties.</p> <p>f) Absence from three (3) consecutive meetings or five (5) separate meetings during the term without an acceptable excuse approved by the Board.</p> <p>g) Existence of a conflict of interest between Committee membership and membership in other boards / committees.</p> <p>h) Any other reasons determined by the Board.</p> <p>Upon termination of membership of any Committee member, the Board shall appoint a replacement.</p>
<p>Guidance and Training</p> <p>Due to the complex nature of Bahri's business activities, Committee members shall benefit from the training available within the Company. New Committee members also require ongoing guidance to enable them to understand their role and add value as quickly as possible.</p> <p>Each new member shall be provided with copies of the Articles of Association, the curricula vitae of the Board members and key executive managers, the latest remuneration policies, etc.</p>	<p>Training and Qualification</p> <p>Based on the recommendation of the Nomination, Remuneration and Governance Committee, the Committee shall determine a continuous development program for Committee members based on the annual review of required skills and capabilities, identification of strengths and weaknesses within the Committee, and proposing remedies thereto in accordance with changes in the external market environment, contemporary issues, and economic developments, in a manner consistent with the interests of the Company.</p> <p>The Board Secretariat shall coordinate the approved training programs for the</p>

	Committee in cooperation with the Human Resources Department.
<p>Authorities and Powers</p> <p>The Committee shall have the authority and power to submit recommendations to the Board of Directors regarding the schedule and policies of remuneration for Board members, committees, and executive management officials.</p> <p>The Board of Directors shall have full authority to approve the schedule and policies of remuneration.</p> <p>The Committee shall conduct an annual assessment of the effectiveness of the Board and its committees, as well as the contribution of each individual member. The Committee may seek external assistance to carry out these assessments.</p> <p>The Committee shall have the authority, power, and responsibility to appoint or terminate any external consultant, and to approve the terms of any such appointment and the fees of any consultant providing advisory services and support to the Committee.</p> <p>The Committee and its members are authorized to request from the Company's management, the Board of Directors, and other committees all information required by the Committee, including notices, reviews of administrative records, and other documents held by Bahri, for the purpose of carrying out its duties and responsibilities.</p> <p>The Committee may require any officer or other employee of Bahri, external consultants, or any other person to meet with any member of the Committee or its advisors, or to provide other forms of assistance to the Committee, so as to enable it to carry out its duties, responsibilities, and obligations.</p>	<p>Deleted Article</p>
<p>The following represents the duties and responsibilities undertaken by the Committee:</p> <p>Nominations</p> <p>Recommending clear policies and criteria for membership on the Board and executive management.</p>	<p>Duties and Responsibilities of the Committee</p> <p>Nominations</p> <p>a) Propose clear policies and criteria for membership of the Board of Directors, its committees, and Executive Management,</p>

<p>Preparing a description of the required competencies and qualifications for holding Board membership and senior executive management positions.</p> <p>Ensuring on an annual basis the independence of the independent members and that no conflicts of interest arise in the event a Board member also serves on the boards of other companies.</p> <p>Reviewing the job descriptions of executive, non-executive, and independent members, as well as senior executive management.</p> <p>Establishing the procedures to be followed if a Board member or executive manager position becomes vacant.</p>	<p>and submit the same to the Board for approval.</p> <p>b) Submit recommendations to the Board regarding the nomination and re-nomination of its members in accordance with the approved policies and criteria, taking into consideration that no person convicted of a crime involving dishonesty or breach of trust shall be nominated.</p> <p>c) Provide the Board with the curricula vitae of candidates for Board membership together with a clear and documented analysis of any proposed exclusion or rejection of candidates.</p> <p>d) Ensure that the number of candidates for Board positions presented to the General Assembly exceeds the number of available seats, in order to enable shareholders to choose among them.</p> <p>e) Prepare a description of the capabilities and qualifications required for Board membership, committee membership, and senior executive positions.</p> <p>f) Review the required skills and expertise for executive, non-executive, and independent Board members, as well as senior executives.</p> <p>g) Determine the amount of time to be allocated by each member for carrying out Board and committee activities.</p> <p>h) Review the structure of the Board and Executive Management and recommend any changes thereto.</p> <p>i) Establish procedures to be followed in the event of a vacancy among Board members or senior executives.</p> <p>j) Review the composition of any additional Board committees and submit recommendations thereon to the Board for approval.</p> <p>k) Ensure that no conflict of interest exists or arises between the Chairman of the Board, Board members, the Chief Executive Officer, and other executive positions, including whether any member holds directorships in another company.</p> <p>l) Recommend to the Board the removal or replacement of Board members</p>
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	<p>and members of committees emanating from the Board (excluding the Audit Committee).</p> <p>m) Recommend to the Board the appointment, removal, or replacement of the Board Secretary.</p> <p>n) The Company shall publish the Board nomination announcement on its website and on the Saudi Exchange (Tadawul) website, and the nomination period shall remain open for no less than thirty (30) days.</p>
<p>Identifying the strengths and weaknesses of the Board, and recommending corrective measures that serve the interests of the Company.</p> <p>Ensuring that the number of candidates for Board positions presented to the General Assembly exceeds the number of available seats, thereby enabling the General Assembly to make a selection from among them.</p> <p>Key performance indicators shall be established for each Board member and committee. An annual performance evaluation shall be conducted against the established key performance indicators.</p>	<p>Performance Evaluation</p> <p>a) Review the mechanisms and criteria required for the periodic evaluation of the performance of the Board, its committees, their members, and the Chief Executive Officer, and submit recommendations thereon to the Board for approval.</p> <p>b) Conduct an annual evaluation of the performance of the Board, its committees, and the Chief Executive Officer by identifying strengths and weaknesses and recommending corrective action plans. The Committee shall submit the evaluation results and recommendations to the Board.</p> <p>c) Identify opportunities for improving and enhancing the performance of the Board and its committees based on the results of the annual evaluation.</p> <p>d) Review the objectives and performance indicators of the Chief Executive Officer based on the approved business objectives and annual strategic key performance indicators, and submit recommendations thereon to the Board for approval.</p> <p>e) Approve the objectives and performance indicators of Executive Management in alignment with the Company's objectives and strategy.</p> <p>f) Recommend to the Board the selection of potential candidates for the position of Chief Executive Officer and Executive Management and evaluate their performance.</p> <p>g) Conduct an annual evaluation of members of subsidiary boards and</p>

	committees and submit the results to the Board.
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<p>Remuneration</p> <p>Developing a clear policy for the remuneration of Board members, its committees, and executive management, and presenting this policy to the Board of Directors for final approval. Without prejudice to the provisions of the Companies Law, the Corporate Governance Regulations, and their respective executive regulations, the prepared remuneration policy should preferably address the following points:</p> <p>Alignment with the Company's strategy and objectives;</p> <p>providing remuneration with the aim of encouraging Board members and senior management to achieve the Company's success and long-term development, for example by linking the variable component of remuneration to long-term performance;</p> <p>Determining remuneration based on job level, duties and responsibilities, educational qualifications, practical experience, skills, and performance level;</p> <p>Alignment with the size, nature, and level of risks faced by the Company;</p> <p>Taking into account the practices of other companies in setting remuneration, while avoiding the pitfalls arising from such comparisons that may lead to unjustified increases in salaries, wages, and compensation.</p> <p>Attracting, retaining, and motivating skilled professionals without excess;</p> <p>Taking into account situations in which remuneration should be suspended or recovered if it is found that such remuneration was determined based on inaccurate information provided by a Board member or executive management, in order to prevent the abuse of authority to obtain unjustified remuneration; and</p> <p>Regulating the process of granting the Company's shares to Board members and executive management, whether newly issued or purchased by the Company.</p>	<p>Remuneration</p> <p>a) The Committee shall prepare a remuneration policy for the members of the Board of Directors, Board committees, and Executive Management, and submit it to the Board in preparation for approval by the General Assembly.</p> <p>b) Conduct periodic reviews of the remuneration policy applicable to Board members, committees, and Executive Management, and assess its effectiveness in achieving its objectives.</p> <p>c) Review actual remuneration paid compared with the approved remuneration policy, highlighting any material deviations therefrom.</p> <p>d) Submit recommendations to the Board regarding remuneration of Board members, committee members, and senior executives in accordance with approved policies.</p> <p>e) Establish performance-based incentives that support and enhance the Company's long-term strategic objectives, provided that such incentives are linked to the achievement of specific strategic targets.</p> <p>f) Review the proposed terms of any incentive program and any material amendments to existing programs and submit recommendations thereon to the Board as deemed appropriate by the Committee.</p>
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<p>Clarifying the relationship between the remuneration actually paid and the approved remuneration policy, highlighting any material deviations from that policy.</p> <p>Conducting periodic reviews of the Company's remuneration policy and evaluating its effectiveness in achieving its objectives.</p> <p>Submitting recommendations to the Board regarding the remuneration of its members, committee members, and senior executive managers, in accordance with the approved policies.</p> <p>The Committee shall, subject to the Board's approval, establish performance-based incentives designed to support and reinforce Bahri's long-term strategic objectives as set by the Board. Such objectives may include, for example, cost of capital, return on equity, economic value added, market share, quality targets, compliance targets, environmental objectives, revenue and profit growth, cost containment, and cash management, among others. The granting of these incentives shall be linked to the achievement of specific strategic objectives.</p> <p>Reviewing the proposed terms of any incentive program, and any material amendment to any existing programs, and providing recommendations to the Board in this regard as the Committee deems appropriate.</p> <p>Bearing responsibility for all aspects of bonuses and compensation and remuneration arrangements for Executive members, including the approval of all employment, retention, and termination agreements.</p> <p>Determining the salary scale for the various job grades of employees of National Shipping Company of Saudi Arabia (Bahri).</p>	
<p>New Article</p>	<p>Human Resources</p> <p>Approve succession planning processes in the event of vacancies in senior executive positions.</p>

	<p>Prepare a succession plan for the Board and its committees and submit recommendations thereon to the Board for approval.</p> <p>Recommend job descriptions for the Chief Executive Officer and senior executives in accordance with the Company's organizational structure and submit recommendations regarding required changes to the Board.</p> <p>Review and approve annual plans relating to recruitment, development, promotion, and retention of employees, ensuring alignment with the overall HR strategy.</p> <p>Review the salary structure and submit recommendations thereon to the Board for approval.</p> <p>Prepare the employment contract of the Chief Executive Officer and submit recommendations thereon to the Board for approval.</p> <p>Approve the workforce plan and ensure its ability to achieve the Company's strategic objectives.</p>
<p>Corporate Governance</p> <p>Ensuring compliance with corporate governance guidelines and regulatory frameworks issued by various authorities and regulatory bodies.</p> <p>Maximizing awareness of the importance of corporate governance and Bahri's governance activities among the Company's employees, shareholders, and external stakeholders.</p>	<p>Governance of Bahri and its Subsidiaries</p> <p>Recommend to the Board the approval of the formation of subsidiary boards and their committees.</p> <p>Other Responsibilities</p> <p>a) Perform any additional responsibilities assigned by the Board or stipulated in the Delegation of Authority Matrix.</p>
<p>Other Responsibilities of the Committee</p> <p>Reviewing the minutes of the Committee's previous meetings and following up on the</p>	<p>Deleted Article</p>

<p>decisions taken, to ensure that issues raised in those meetings are resolved.</p> <p>At the end of each year, preparing an annual plan and schedule for the Committee's activities for the upcoming year.</p> <p>Maintaining the Regulations through the Committee Chair and managing them, ensuring that the Regulations remain flexible to adapt to changes in business conditions and regulatory and supervisory requirements.</p> <p>Informing the Board of all decisions taken by the Committee and recommendations submitted no later than the next regular Board meeting.</p> <p>Conducting an annual self-assessment regarding the Committee's purpose, duties, and responsibilities outlined herein, as well as the duties and responsibilities of each of its members. The Executive Management shall prepare and update the checklist for this purpose.</p>	
<p>Responsibilities of the Committee Members</p> <p>Committee Members shall attend all Committee meetings, except for exceptional reasons.</p> <p>Ensuring integrity in the execution of the Committee's work and meetings.</p> <p>Acquiring sufficient skills and training necessary to participate in and execute matters pertaining to the Committee.</p> <p>Participating in the Committee's decisions and voting on them.</p> <p>Providing full support to the Committee Chair in preparing meeting agendas and ensuring the accuracy of meeting minutes.</p> <p>Notifying other Committee members of any changes to regulatory frameworks and best practices that may affect the Committee's roles and responsibilities.</p> <p>Maintaining the confidentiality of its activities and exercising professional judgment to act in a manner it believes serves the best interest of the Company.</p>	<p>Duties and Responsibilities of Committee Members</p> <p>Committee members shall comply with the following duties and obligations:</p> <p>a) Observe the provisions of this Charter and any laws, regulations, resolutions, or rules relating to the work of the Committee.</p> <p>b) Attend Committee meetings and not be absent therefrom except for a legitimate excuse notified in advance to the Chairman, or for emergency reasons.</p> <p>c) Allocate sufficient time to review and study information relevant to matters considered by the Committee, prepare for Committee meetings, and participate effectively therein.</p> <p>d) Act on a fully informed basis, in good faith, and with due care and diligence in the interests of the Company and all shareholders.</p> <p>e) Enable other Committee members to express their opinions freely, encourage deliberation on matters under consideration, and seek the views of</p>

	<p>specialists from Executive Management or others whenever necessary.</p> <p>f) Disclose any actual, apparent, or potential conflict of interest in relation to matters presented to the Committee. The member shall refrain from participating in discussions or voting on any matter in respect of which a conflict of interest may exist, and such case shall be recorded in the meeting minutes.</p> <p>g) Maintain the confidentiality of internal information and ensure that such information is not improperly used, in accordance with the Companies Law, Capital Market Law and their implementing regulations, and the Company's internal policies.</p> <p>h) Review the minutes of Board meetings for the purpose of review and approval.</p> <p>i) Participate in orientation programs for new members regarding the nature of the Committee's work and their responsibilities, and in professional development and training programs developed and recommended by the Nomination, Remuneration and Governance Committee.</p> <p>j) Request relief from Committee membership if unable to fully perform the duties thereof.</p> <p>k) Perform any other duties or responsibilities assigned by the Committee or the Chairman within the scope of the Committee's work.</p>
<p>Committee Chairman</p> <p>Appointment of the committee chairman The Chairman of the Nominations, Remuneration and Governance Committee shall be appointed by a resolution issued by the Board of Directors. The Chairman of the Board shall not serve as the Chairman of the Committee.</p>	<p>Duties and Responsibilities of the Committee Chairman and Vice Chairman</p> <p>Without prejudice to the powers of the Committee, the Chairman shall lead the Committee, oversee the progress of its work, and ensure the effective discharge of its duties. The Vice Chairman shall replace</p>

<p>The Committee Chairman may appoint any Committee member to preside over Committee meetings in their absence.</p> <p>Duties of the Committee Chairman Cooperating with the Executive Management, as appropriate, to prepare and approve the Committee's meeting agendas; Overseeing the planning and conduct of Committee meetings, including the approval of agendas and meeting minutes. Supervising all matters related to remuneration, evaluation, and performance measurement, and possessing a set of skills aligned with Bahri's strategic planning. Overseeing reports and presentations submitted to the Board. Participating in the selection of Committee members, as deemed appropriate.</p> <p>Authority of the Committee Chairman Representing the Committee before the Board of Directors in its meetings and discussing matters and topics presented in the periodic report communicated to the Board. In cooperation with the Chairman of the Board, reviewing market conditions and the remuneration of Board members and committees. Supervising, in cooperation with the Chairman of the Board, the annual performance assessment of the Committee.</p>	<p>the Chairman in the event of his/her absence. The Chairman and Vice Chairman shall have the following powers:</p> <ul style="list-style-type: none"> a) Oversee the work of the Committee and consider all matters relating thereto. b) Support members' efforts to enhance governance standards within the Company, ensure compliance with relevant laws, regulations, and rules, and encourage members to perform their duties effectively in a manner that serves the Company's interests. c) Oversee the Committee's annual plan to ensure that its duties are properly carried out. d) Call Committee meetings and determine the time, date, and venue thereof in coordination with the Committee Secretary. e) Approve the meeting agenda after coordination with the other Committee members and add any item whenever requested by any member. f) Chair and manage Committee meetings. g) Ensure that the Committee effectively discusses all matters related to its work. h) Ensure that Committee decisions are made on a sound and complete informational basis. i) Represent the Committee in Board meetings and meetings with Company management and other parties. j) Follow up on the implementation of approved decisions and recommendations relating to the Committee's duties and responsibilities, ensure execution thereof, and escalate any obstacles to the Board of Directors.
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<p>Committee Secretary</p> <p>The Secretary of the Board of Directors of National Shipping Company of Saudi Arabia (Bahri) shall serve as the Committee Secretary, and their term of service shall coincide with the term of the Board of Directors. The Secretary shall be responsible for the following:</p> <p>6.1 Ensuring the smooth conduct of the Committee's activities.</p> <p>6.2 Acting as the primary point of contact and source of information, providing advice and guidance to Committee members regarding the activities of National Shipping Company of Saudi Arabia (Bahri), to assist in the decision-making process.</p> <p>6.3 Keeping Committee members continuously informed of any information that should be considered when making decisions.</p> <p>6.4 Maintaining the Committee's Regulations and directing the Committee's activities to be carried out in accordance with the Regulations.</p> <p>Advising the Committee on necessary amendments to the Regulations;</p> <p>Arranging for the annual self-assessment of the Committee and following up on this matter.</p> <p>6.5 Preparing communications letters in coordination with the Committee Chairman as needed, and sending them to Committee members, Board members, and other relevant parties, including handling correspondence required for scheduling or convening Committee meetings.</p> <p>6.6 Working with the Executive Management to provide informational documents that shall be circulated to Committee members;</p> <p>6.7 Assisting the Committee Chairman in preparing and setting the agenda and supporting documents for Committee meetings, and circulating them to Committee members at least five (5) business days prior to the meeting date.</p> <p>6.8 Attending Committee meetings to prepare meeting minutes, which shall be circulated within ten (10) business days to all</p>	<p>Duties and Responsibilities of the Committee Secretary</p> <p>The Committee shall appoint a Secretary from among its members, Company employees, or external persons to perform the duties stipulated in this Charter. The Secretary may not be removed except by a Committee resolution and shall have no voting rights in Committee decisions if he/she is not a Committee member.</p> <p>The Committee Secretary shall undertake the following duties and responsibilities:</p> <p>a) Prepare the annual plan for Committee meetings in coordination with the Chairman.</p> <p>b) Schedule meetings, send invitations to members in coordination with the Chairman, and provide members with relevant information, documents, and data.</p> <p>c) Prepare the draft agenda of the Committee in coordination with the relevant organizational units through the Chief Executive Officer, and submit the same to the Chairman for approval.</p> <p>d) Attend and document Committee meetings, prepare minutes of each meeting, record resolutions and deliberations, present the same to members for comments and approval, and submit them to the Chairman for endorsement.</p> <p>e) Maintain all Committee documents, including reports submitted to the Committee, reports issued by the Committee to the Board, agendas, meeting materials, minutes, meeting registers, Board resolutions, recommendations, assignments, and follow-up records relating to implementation of decisions.</p>
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<p>Committee members for approval and adoption.</p> <p>6.9 Committee members shall be granted five (5) business days to review the meeting minutes and provide their approval. If no response is received within five (5) business days, the circulated minutes shall be considered final.</p> <p>6.10 Documenting and following up on matters and issues that require Committee action, presenting them in subsequent Committee meetings, and recording them in the relevant working papers.</p> <p>6.10 Inviting relevant parties, including consultants, legal advisors, or any other party, to attend Committee meetings.</p> <p>6.11 Circulating the decisions and minutes of the Committee meetings to the relevant parties.</p>	<p>f) Arrange and coordinate, through the Chief Executive Officer, with parties requested by the Committee to attend meetings.</p> <p>g) Prepare annual reports relating to the Committee's work, including actions taken, resolutions issued, and recommendations made, within three (3) months after the end of each year, and submit the same to the Board after approval by the Chairman.</p> <p>h) Maintain a register of members' disclosures and notify the Chairman of any conflict of interest cases relating to members.</p> <p>i) Provide assistance, advice, administrative support, and logistical support to Committee members.</p> <p>j) Provide orientation presentations regarding the Committee's work to newly appointed members, whether due to replacement of an existing member or appointment of an additional member.</p> <p>k) Follow up on compliance with the Charter, assess the need for updates, advise the Committee in this regard, update the Charter after approval by Committee members, and prepare it for Board approval.</p> <p>l) Perform any other tasks or responsibilities assigned by the Chairman that support the Committee in carrying out its duties.</p>
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<p>Meetings</p> <p>Committee Meeting Frequency The Committee shall annually set a schedule for its meetings, with a minimum of three meetings held each year. Members are required to attend Committee meetings in person; however, they may attend remotely in exceptional circumstances. Additional meetings may be held as deemed necessary by the Committee or its Chairman.</p> <p>Quorum and Voting</p> <p>A Committee meeting shall be deemed valid if attended by the majority of its members. Committee decisions shall be issued by a majority of the votes of those present, and in the event of a tie, the Committee Chairman shall have the casting vote. Members may delegate their authority to attend Committee meetings to any other Board member.</p> <p>Committee meetings must be documented, and minutes shall be prepared that include the discussions and consultations conducted during these meetings. Committee recommendations and voting results must be recorded and maintained in a dedicated and organized register, including the names of attendees and any reservations they expressed (if any). All attending Committee members must sign these minutes. The Committee may issue decisions on urgent matters by presenting them to members separately. These decisions shall be presented to the Committee at its next meeting for inclusion in the meeting minutes.</p>	<p>Committee Meetings</p> <p>The Committee shall approve an annual schedule of its meetings prior to the beginning of each year, provided that the Committee shall hold no fewer than four meetings annually. The Committee may hold additional meetings as needed or upon the request of the Committee Chairman, the Board of Directors, or at least two Committee members.</p> <p>The Committee Secretary shall send meeting invitations in writing or through any technological means at least five (5) business days prior to the meeting date, unless the Chairman decides to convene an urgent meeting in emergency circumstances. The invitation shall include the agenda and relevant supporting documents.</p> <p>Committee meetings shall be held at the Company's head office. The Chairman may invite the Committee to meet at another location or through any technological means. The Committee shall maintain a documented register of all its meetings.</p> <p>A Committee meeting shall not be valid unless attended by the majority of its members, including the Chairman (or his/her delegate). Participation through electronic means shall be permitted where physical attendance is not possible.</p> <p>No member may appoint another person to attend meetings on his/her behalf.</p> <p>Board members may attend meetings held through technological means and vote on the resolutions issued therein.</p> <p>The Committee may invite any person it deems appropriate from non-members to attend its meetings, without having the right to vote or access confidential information or data except to the extent necessary to achieve the intended purpose of their attendance. No member of the Board of</p>
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	<p>Directors or Executive Management may attend Committee meetings unless requested by the Committee.</p> <p>In all other cases, attendance shall be limited to Committee members and the Secretary.</p>
<p>New Article</p>	<p>Committee Agenda</p> <p>The Committee Secretary shall be responsible for preparing agendas in coordination with the Chairman.</p> <p>Executive Management or relevant organizational units, in coordination with the Chief Executive Officer, shall provide the Committee Secretary with all documents and information to be discussed at the meeting at least five (5) business days prior to the scheduled meeting date, or at least two (2) business days in the case of emergency meetings.</p> <p>If meeting materials are not provided to the Secretary in due time, the Secretary may request removal of the delayed item from the agenda or postpone the meeting, subject to the Chairman's approval, to a date five (5) business days after the original meeting date.</p> <p>The Secretary shall send the final agenda and all meeting materials to Committee members at least three (3) business days prior to the scheduled meeting date, or at least one (1) business day in the case of emergency meetings.</p> <p>The agenda and supporting documents should include, without limitation:</p> <p>a) A report from the Chief Executive Officer containing an overview of the Company's operations and key developments affecting the Company since the last meeting.</p>

	<p>b) A report on the Company's financial performance focusing on key performance indicators and strategic performance.</p> <p>c) A list of decisions taken in previous sessions and updates on progress and implementation thereof.</p> <p>The Secretary shall present the agenda to the Committee at the beginning of each meeting. Any member may request the addition of a specific item to the agenda. Such proposed items shall be added if approved by majority vote of the members present.</p> <p>Committee members may object to any resolution or agenda item, provided that the objection and reasons thereof are recorded in the meeting minutes. Absence of a member from the meeting in which a decision was taken shall not relieve him/her from the obligation to implement such decision, unless the member proves lack of knowledge of the decision or inability to object after becoming aware thereof.</p>
<p>New Article</p>	<p>Minutes and Deliberations of Meetings</p> <p>The Committee's deliberations and minutes shall be confidential and may not be disclosed except to the extent necessary for implementing its resolutions or with the approval of the Chairman.</p> <p>Meetings may be recorded using approved technological means by the Committee Secretary, subject to the approval of the Chairman.</p> <p>The Secretary shall record a summary of the deliberations of each Committee meeting in minutes signed by the Chairman and attending members.</p>

	<p>The minutes of Committee meetings and resolutions shall be recorded in Arabic. They may be translated into another language with the approval of the Chairman; however, the Arabic version shall prevail in the event of discrepancy.</p> <p>The Secretary shall send the draft minutes to members in writing or through approved technological means within two (2) business days from the date of the meeting.</p> <p>Each member may review the minutes and submit comments thereon within three (3) business days of receipt. The minutes shall be deemed implicitly approved if no response is received within such period. If comments are received, the Secretary shall circulate the amended minutes to all members, which shall be deemed implicitly approved after one (1) business day if no response is received.</p> <p>The Chairman and members may approve or sign meeting minutes and resolutions through approved technological means.</p> <p>The meeting minutes shall be considered final upon obtaining the approval of the attending members and the Chairman.</p> <p>If the Chairman requests the absence of the Secretary from any agenda item, the Secretary shall, after the meeting, coordinate with the Chairman to obtain resolutions, voting results, and reservations (if any), for recording in the minutes.</p>
New Article	Committee Resolutions

	<p>For resolutions to be validly issued during Committee meetings, approval of the majority of members present shall be required. In the event of a tie, the side supported by the Chairman of the Committee, or the person acting on his/her behalf in chairing the meeting, shall prevail.</p> <p>A Committee member may not abstain from voting except where a conflict of interest exists in relation to any matter. In such case, the member shall disclose to the Committee the nature of such interest or benefit, and such disclosure shall be recorded in the minutes of the Committee meeting or by written notice submitted to the Chairman. A member may not delegate another member to vote on his/her behalf during absence.</p> <p>In urgent and exceptional circumstances requiring an immediate resolution where it is not possible to convene a Committee meeting, the Chairman may request voting on a Committee resolution by circulation, provided that such resolution shall be documented in the minutes of the first subsequent meeting held by the Committee.</p> <p>The Committee may issue resolutions by circulation after all members have been informed of the proposed resolution and all members approve it, unless any member requests in writing that a meeting be convened to discuss the matter. Resolutions adopted in this manner shall not be effective unless circulated to all members, voted upon by them, and approved unanimously in writing or through approved technological means.</p>
<p>New Article</p>	<p>Implementation and Follow-up of Resolutions</p>

	<p>The Committee Secretary shall send notifications of resolutions, recommendations, and assignments issued by the Committee to the relevant parties through the Chief Executive Officer within one (1) business day from the date all members sign the minutes or approve them through approved technological means.</p> <p>The Chief Executive Officer shall be responsible for implementing the resolutions and directives issued by the Committee, unless the Committee's resolution designates another person.</p> <p>The Chief Executive Officer shall submit periodic reports to the Committee Secretary indicating the status of implementation of the Committee's resolutions and directives and any obstacles facing implementation, in accordance with the mechanism and timelines approved by the Committee.</p> <p>At the beginning of each Board meeting, the Board Secretary shall present the status of implementation of the Board's resolutions and directives.</p>
<p>New Article</p>	<p>Committee Reports</p> <p>The Committee shall submit an annual report to the Board of Directors within three (3) months after the end of each year, including the activities carried out by the Committee and the resolutions and recommendations it has issued.</p> <p>Prior to each Board meeting, the Committee shall submit to the Board the key resolutions and recommendations issued by the Committee that require Board approval or noting.</p>

<p>New Article</p>	<p>Enablers, Evaluation, and Training of Committee Members</p> <p>Enablers for Committee Members</p> <p>The Company's Executive Management shall provide Committee members with all necessary information, data, documents, and records, which must be complete, clear, accurate, non-misleading, and timely, to enable them to perform their duties and responsibilities. Such information shall include, without limitation:</p> <ul style="list-style-type: none">a) A general introductory overview of the Company, including its roles and responsibilities.b) An overview of the Company's strategy.c) A presentation on the Company's organizational structure.d) A description of the Company's financial aspects and operational activities.e) The Charter of the Board of Directors and its committees.f) The approved Delegation of Authority Matrix.g) Governance policies, including the remuneration policy for Board members and Board committees. <p>The Committee shall work and coordinate with other Board committees as required by business needs.</p> <p>Committee members shall have the right, in addition to their duties and responsibilities,</p>
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	<p>to obtain independent professional advice (including, without limitation, legal, accounting, and financial advice) at the Company's expense, subject to the following:</p> <p>a) Such advice should be obtained where the Committee member reasonably believes that it will assist in performing his/her duties and responsibilities with greater diligence.</p> <p>b) Prior approval shall be obtained from the Board of Directors.</p> <p>c) The information to be provided by the members shall include:</p> <ul style="list-style-type: none"> • Appropriate justification for requesting independent advice. • An estimate of the cost to be incurred in obtaining such advice. • Relevant information concerning the advisor. <p>Committee members have the right to hold individual meetings with Executive Management whenever necessary.</p> <p>Committee members shall have the right to review the Company's information, data, and reports after obtaining the approval of the Chairman of the Committee.</p>
<p>New Article</p>	<p>Evaluation</p> <p>Performance evaluation procedures shall be clearly defined and disclosed to Committee members and persons concerned with the evaluation process, in order to ensure the effectiveness of the Committee and its members.</p>

	<p>The performance of the Committee shall be evaluated annually. Based on the evaluation results, and where appropriate, the Committee shall discuss opportunities for improvement and establish an action plan for implementation under the supervision of the Chairman of the Committee.</p> <p>In the individual evaluation of Committee members, consideration shall be given to the member's active participation and commitment in performing duties and responsibilities, including attendance at Committee meetings and dedicating the required time thereto.</p>
<p>New Article</p>	<p>Committee members shall have the right, in addition to their duties and responsibilities, to obtain independent professional advice (including, without limitation, legal, accounting, and financial advice) at the Company's expense, subject to the following:</p> <p>a) Such advice should be obtained where the Committee member reasonably believes that it will assist in performing his/her duties and responsibilities with greater diligence.</p> <p>b) Prior approval shall be obtained from the Board of Directors.</p> <p>c) The information to be provided by the members shall include:</p> <ul style="list-style-type: none"> • Appropriate justification for requesting independent advice. • An estimate of the cost to be incurred in obtaining such advice. • Relevant information concerning the advisor.
<p>New Article</p>	<p>Confidentiality</p> <p>a) Confidential information shall include any financial, administrative, and/or technical information reviewed during the course of work within the Committee. It shall also include any information not available to the</p>

	<p>public, or information whose nature, content, or circumstances of acquisition justify treating it as confidential.</p> <p>b) Committee members shall take all necessary precautions to protect confidential information relating to the Company and its business and prevent any leakage thereof, by complying with all preventive measures designed to prevent disclosure or unauthorized release of such information to any other party.</p> <p>c) Members shall not use confidential information relating to the Committee's activities for purposes other than those for which it is intended or for their personal interests.</p> <p>d) If any Committee member wishes to disclose any confidential information, he/she must obtain prior written approval from the Chairman of the Committee.</p>
<p>New Article</p>	<p>Conflict of Interest</p> <p>In its work, decisions, and projects under review or supervision, the Committee shall take into consideration the achievement of the Kingdom's higher interests, the success of its economic and development plans, and the Company's approved projects. The Committee shall always prioritize the public interest over personal interests. Accordingly, the Committee and each of its members shall adhere to the following:</p> <p>a) Endeavor to take all necessary and appropriate measures to identify cases of conflict of interest, prevent their occurrence to the greatest extent possible, and mitigate their effects where they arise.</p> <p>b) Safeguard the interests of the Company and recognized public interests, giving precedence thereto over any personal interest, and avoid engaging in any activity that may create a conflict between members' interests and public interests.</p>

	<p>c) Members shall not use their positions or knowledge acquired through such positions for their personal benefit or for the benefit of relatives or associates, nor exploit their authority or influence to obtain personal gains, nor give preference to personal interests over the interests of the Company or other public interests.</p> <p>d) Members shall not accept, receive, offer, or request any financial or in-kind benefits, hospitality, or gifts from third parties due to their membership on the Committee, whether directly or indirectly.</p> <p>e) Members or their relatives shall not have any direct or indirect personal interest or benefit in any matter presented to the Committee. If any member or his/her relatives has such interest or benefit, the member must disclose the nature of such interest or benefit to the Committee and abstain from attending meetings or participating in deliberations concerning that matter.</p> <p>f) Disclosures relating to any member shall be submitted to the Committee, which shall make an appropriate decision thereon based on full knowledge of the relevant facts.</p>
<p>New Article</p>	<p>Competing Activities</p> <p>Subject to the provisions of the Companies Law and the relevant provisions of this Charter, if a Committee member wishes to participate in any activity that competes with the Company, or to compete with the Company in any branch of business it conducts, the following shall be observed:</p> <p>a) Notify the Committee of the competing activities he/she intends to undertake, and such notification shall be recorded in the minutes of the Committee meeting.</p> <p>b) The interested member shall not participate in voting on the resolution issued in this regard by the Committee.</p>

	<p>c) The Board of Directors shall inform the Ordinary General Assembly, when convened, of the competing activities carried out by the Committee member, after the Board has verified that such activities compete with the Company or one of its business branches, in accordance with standards issued by the General Assembly upon proposal of the Board and published on the Company's website, provided that such activities are verified annually.</p> <p>d) Obtain a license from the Ordinary General Assembly of the Company, or from the Board pursuant to delegation by the Ordinary General Assembly, permitting the Committee member to engage in competing activities.</p>
<p>New Article</p>	<p>Final Provisions</p> <p>a) This Charter shall apply in a manner not inconsistent with the Companies Law of the Kingdom of Saudi Arabia approved by Council of Ministers Resolution No. (678) dated 29/11/1443H, and the Company's Bylaws.</p> <p>b) The Committee shall be the reference for all matters not expressly provided for in this Charter and shall be authorized to issue interpretative decisions regarding its provisions.</p> <p>c) Approval of this Charter falls within the authority of the General Assembly and shall become effective from the day following its approval.</p> <p>d) Upon approval of this Charter, all Committee members acknowledge their commitment to comply therewith.</p> <p>e) No amendments may be made to this Charter except after obtaining the approval of the General Assembly based on the recommendation of the Board.</p> <p>f) The Committee shall review the provisions of this Charter at least once every three years to determine whether amendments are</p>

	<p>required. Any member or the Committee Secretary may submit proposed amendments deemed conducive to the effectiveness of the Committee's work to the Chairman, who may include the proposed amendment in the agenda of the next Committee meeting.</p>
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Table of Proposed Amendments to the Audit Committee Charter

Table comparing proposed amendments to the Audit Committee Charter

Before Amendment	After Amendment
<p>Introduction</p> <p>This Regulation was approved by the Ordinary General Assembly, based on the recommendations submitted by the Board of Directors, at its meeting held on 01.12.1444 AH, corresponding to 19.06.2023 AD.</p>	<p>Introduction</p> <p>The provisions of this Charter shall apply to all members of the Audit and Risk Committee emanating from the Board of Directors of The National Shipping Company of Saudi Arabia (Bahri) (hereinafter referred to in this document as “Bahri” or the “Company”). The Board Secretariat shall be responsible for owning, reviewing, and circulating this Charter within five business days from its approval, in addition to responding to any inquiries related thereto.</p>
<p style="text-align: center;">New Article</p>	<p>Committee: The Audit and Risk Committee of The National Shipping Company of Saudi Arabia (Bahri). Company: The National Shipping Company of Saudi Arabia and its subsidiaries, as applicable. Board / Board of Directors: The Board of Directors of the Company. General Assembly: The Ordinary General Assembly of the Company’s shareholders. Executive Management: The executive management team responsible for the daily operations of the Company. Internal Audit: The independent department within the Company responsible for providing objective assurance and consulting services designed to add value and improve the Company’s operations. External Auditor: The independent auditor appointed to audit the Company’s financial statements. Risk Management: The process of identifying, assessing, monitoring, and managing risks that may affect the Company’s objectives.</p>

	<p>Compliance: Adherence to applicable laws, regulations, policies, and internal procedures.</p> <p>Internal Control System: A set of policies, procedures, and processes designed to provide reasonable assurance regarding the achievement of the Company's objectives in operations, reporting, and compliance.</p> <p>Related Parties: Individuals or entities that have relationships with the Company as defined under applicable laws and regulations.</p> <p>Stakeholders: Any individual or entity that has an interest in the Company's activities, including shareholders, employees, regulators, customers, and business partners.</p> <p>Conflict of Interest: Any situation in which a Committee member has a direct or indirect personal interest that may influence, or appear to influence, his/her objectivity in performing duties.</p> <p>Whistleblowing: The reporting of suspected misconduct, violations, or unethical behavior within the Company through established confidential channels.</p> <p>Applicable Laws and Regulations: All laws, regulations, rules, and instructions issued by competent authorities in the Kingdom of Saudi Arabia, including those issued by the Capital Market Authority.</p>
<p>Purpose</p> <p>The Audit Committee (hereinafter referred to in this document as the "Committee") of the National Shipping Company of Saudi Arabia (Bahri) (hereinafter referred to in this document as "Bahri", "Bahri Group", or the "Company") shall represent the Board of Directors of the Company (hereinafter</p>	<p>Purpose</p> <p>The Audit and Risk Committee, hereinafter referred to in this document as the "Committee", of The National Shipping Company of Saudi Arabia (Bahri), hereinafter referred to in this document as "Bahri", "Bahri Company", or the "Company", shall represent and assist the Company's Board of Directors, hereinafter</p>

<p>referred to in this document as the "Board" or the "Board of Directors") and shall assist it in fulfilling its supervisory and oversight duties in relation to the following:</p> <ul style="list-style-type: none"> - Internal control systems across Bahri Group. 	<p>referred to in this document as the "Board" or the "Board of Directors", in fulfilling its oversight and supervisory responsibilities in relation to the following:</p> <ul style="list-style-type: none"> - Internal control systems across Bahri Company.
<p>Membership</p> <p>An Audit Committee shall be formed by a resolution of the Board of Directors of the Company from among the members of the Board of Directors or others, provided that it shall not include any of the Executive members of the Board of Directors. The number of members of the Audit Committee shall not be less than three and not more than five, and at least one of them shall be specialized in financial and accounting matters.</p> <ul style="list-style-type: none"> - Members of the Audit and Risk Committee may be removed, with or without cause, by a resolution of the Board of Directors of the Company at any time after the recommendation by the majority of the Board votes, at its discretion. - The term of the Audit Committee shall be equal to the term of the Board of Directors. Likewise, members of the Committee may be reappointed upon the expiry of their term of appointment. 	<p>Membership</p> <p>The Audit and Risk Committee shall be formed by a resolution of the Board of Directors, and the members of the Committee shall be from the shareholders or others, provided that it shall not include any executive Board members and that they possess the required expertise and independence. The number of members of the Audit and Risk Committee shall not be less than three and shall not exceed five, and at least one member shall be specialized in financial and accounting matters.</p> <ul style="list-style-type: none"> - The Committee membership of the Board member shall be terminated automatically, if by any reason he ceases to be a member of the Board. - Any Committee member may be discharged in the following cases: <ul style="list-style-type: none"> - The member has lost any of the conditions / requirements to be met by the member of the Committee, or conditions he met at the point of assigning that are no longer met. - The member's loss of legal capacity to continue his membership. - Removal of Committee members shall be carried out in accordance

	<p>with applicable laws and regulations and based on clear and documented criteria, including but not limited to breach of duties, loss of independence, inability to perform responsibilities, or failure to meet membership requirements.</p> <ul style="list-style-type: none"> - The term of the Audit and Risk Committee shall be equal to the term of the Board of Directors. Similarly, Committee members may be reappointed upon the expiry of their term. Re-appointment of Committee members shall be subject to performance evaluation, continued fulfillment of independence and qualification requirements, and compliance with applicable laws and regulations. - The nomination and selection of Committee members shall be based on defined competency requirements.
<p>Member Remuneration</p> <p>The members of the Committee shall be entitled to meeting attendance allowances in addition to a lump-sum annual Remuneration in accordance with the governing rules adopted by the Board of Directors.</p>	<p>Member Remuneration</p> <p>Committee members shall be entitled to attendance fees in addition to a fixed annual remuneration and shall be paid in accordance with the Company's approved remuneration policy. The details of remunerations and other payments made to the Committee members shall be disclosed in the BOD's report presented in the General Assembly Meeting.</p>
<p>Authorities</p> <p>The Audit and Risk Committee shall have the authority and power to conduct or authorize investigations into any matters</p>	<p>Authorities</p> <p>The Audit and Risk Committee shall have the authority and power to conduct, or authorize the conduct of, investigations into any matters within the scope of its responsibilities. The Committee is authorized to:</p>

<p>within its scope of responsibility. It is empowered to undertake the following:</p> <ul style="list-style-type: none"> - It may meet with Bahri employees, external auditors, or external consultants as necessary. 	<ul style="list-style-type: none"> - Meet with Bahri employees, external auditors, or external advisors, as necessary.
New Article	The Committee shall maintain a record of the external auditor's tenure and rotation and shall verify compliance with applicable regulatory requirements prior to recommending the appointment or reappointment of the external auditor.
New Article	Oversight of Operational Controls
<p>Establish the necessary procedures for receiving complaints related to operational, accounting, and audit matters, and for retaining and addressing them. This includes establishing and defining procedures for Bahri employees to submit complaints regarding management practices that may violate regulations confidentially and without disclosing their identities.</p>	<p>Establishing the necessary procedures for receiving, retaining and handling complaints related to operational, accounting, financial reporting, internal control, and audit-related matters. This includes establishing and defining procedures that enable Stakeholders (including Company employees) to report conducts or practices of the Executive Management that may violate applicable laws, regulations or rules, or that raise doubts as to the financial statements or internal controls, on a confidential basis and, where desired, without disclosing their identities, through effective mechanisms that ensure compliance to laws and regulations.</p>
<p>Initiate and supervise investigations as necessary, including in cases of fraud.</p>	<p>Initiate and oversee special investigations as needed, such as in cases of fraud. Such investigations shall be conducted independently, with appropriate escalation of significant findings to the Board of Directors, and the Committee shall ensure the tracking of investigation outcomes and closure of related actions.</p>
New Article	The Board of Directors shall make the Committee's report available to shareholders and a summary thereof shall be read at the General Assembly meeting. Sufficient copies of the report shall be made available at the Company's head office.
New Article	Each Committee member shall disclose any direct or indirect interest in matters

	presented to the Committee for consideration and shall refrain from participating in discussions or voting on such matters where a conflict of interest exists.
the Audit and Risk Committee may meet with the Company's management, internal auditors, and independent external auditors in consecutive and separate sessions, as necessary.	The Audit and Risk Committee shall meet with Company management, internal auditors, and independent external auditors in consecutive and separate sessions, at least once annually and whenever necessary. The Committee shall also meet with the Board of Directors, as appropriate, to discuss matters related to its responsibilities, including the Company's quarterly and annual financial reports.
The Chairman of the Committee shall have the right to appoint any Committee member to chair Committee meetings in his absence.	
New Article	Abstention from voting shall not be permitted, except where a Committee member is required to recuse himself/herself due to a conflict of interest or as required by applicable laws or regulations. Any such recusal shall be documented in the minutes of the meeting.
Attend Committee meetings to prepare the meeting minutes, which shall be circulated within five (5) working days to all Committee members for approval and endorsement.	Attend Committee meetings to prepare the meeting minutes, which shall be circulated within ten (10) working days to all Committee members for approval and endorsement.