



وزارة التجارة  
Ministry of Commerce

## خطاب عدم ممانعة

سلمهم الله

السادة / شركة العبد اللطيف للاستثمار الصناعي  
السلام عليكم ورحمة الله وبركاته...

بناءً على طلبكم على الفرع الرقعي الوارد لنا برقم (1595340) وتاريخ 1445/08/15 هـ بشأن طلب ادراج مقترح تعديل بعض مواد النظام الاساسي للشركة وفقاً للمرفق بهذا الخطاب رقم (306) بجدول أعمال الجمعية العامة غير العادية للشركة لعرضه على مساهمي الشركة بالجمعية وأخذ الموافقة عليها وفقاً لقرار مجلس الإدارة وبعد الاطلاع والدراسة

نود الإفادة بعدم ممانعة الوزارة بعرض التعديلات المقترحة للنظام الأساس على الجمعية العامة غير العادية حال انعقادها، على أن يتم لاحقاً تزويد الوزارة بنسخة من وثائق وقرارات الجمعية لإكمال اللازم نظاماً وإشهار القرارات على موقع الوزارة على الرابط (pd.mci.gov.sa) وفقاً لنص الفقرة الثانية من المادة الثامنة من نظام الشركات.

وتقبلوا أطيب تحياتي وتقديري،،،

مدير إدارة العمليات

عبدالله منصور السبيعي

بعد التعديل	قبل التعديل
<u>المادة الثانية: اسم الشركة</u> شركة أرتيكس للاستثمار الصناعي ( شركة مساهمة مدرجة )	<u>المادة الثانية: اسم الشركة</u> شركة العبد اللطيف للاستثمار الصناعي ( شركة مساهمة مدرجة )

BEFORE	AFTER
<u>Article Two: Company name</u> <u>Al Abdullatif Industrial Investment Co (Joint Listed Contribution)</u>	<u>Article Two: Company name</u> RTEX INDUSTRIAL INVESTMENT CO ( <u>Joint Listed Contribution</u> )



شركة العبد اللطيف للاستثمار الصناعي  
Al Abdullatif Industrial Investment Co.

## Passing Decision

Resolution No.: 2 \_\_\_\_ 2023

Date of decision: Thursday 01/11/1445 corresponding to 09/05/2024AD

Subject matter: Approval of updating Al-Abdullatif Industrial Investment Company's Regulations

Following the recommendation of the Committee on Risk Management, Governance and Commitment, the members of the Board of Directors have decided to agree to update the Committee's recommendation and adopt the following regulations:

- 1-Approve updating the Audit Committee's regulations in line with the new corporate system and submit it to the nearest extraordinary assembly for approval.
- 2-Approve updating the Remunerations and Nominations Committee's regulations in line with the new corporate system and submit it to the nearest extraordinary assembly for approval.
- 3- Approve updating the criteria and procedures for membership of the Board of Directors in accordance with the new corporate system, and submit them to the nearest extraordinary assembly for approval.
- 4-Approval of the adoption of the Competition Regulation.

And Allah is the bestower of success



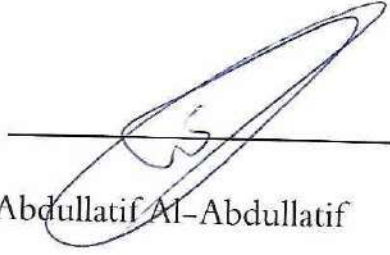
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شركة العبد اللطيف للاستثمار الصناعي  
Al Abdullatif Industrial Investment Co.



Abdullatif Al-Abdullatif

Managing Director



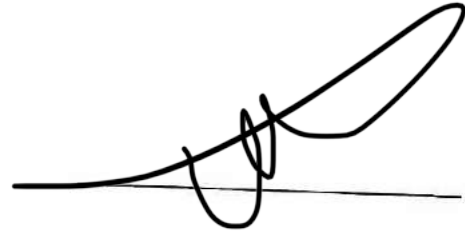
Fahad Al-Abdullatif

Board Member



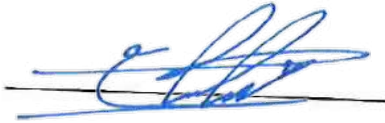
Majed Al-Osailan

Vice Chairman of the Board



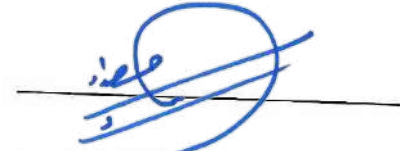
Hisham Al Askar

Board Member



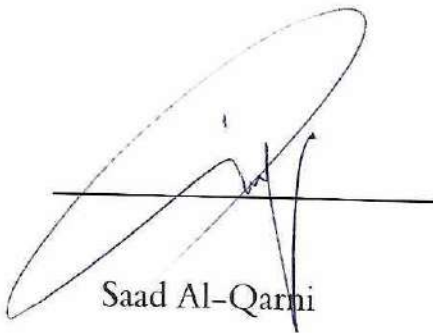
Mohammed Al-Sorayai

Board Member



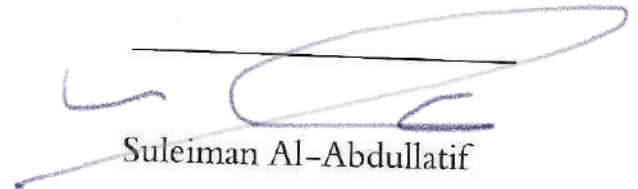
Samir Mahmoud Haddad

Board Member



Saad Al-Qarni

Secretary of the Board



Suleiman Al-Abdullatif

Chairman of the Board



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شركة العبد اللطيف للاستثمار الصناعي  
Al Abdullatif Industrial Investment Co.

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Competition Controls and  
Standards Regulation  
of  
Al-Abdullatif Industrial  
Investment Company  
a  
Saudi Joint Stock Company

## Competition Controls and Standards Regulation

### **Purpose**

Competition controls and standards were formulated in line with the relevant regulations and controls, which included the issuance of competition business controls issued by the General Assembly of the Company – at the suggestion of the Board of Directors – to clarify the Company's competition, its mechanism and the concept of competition business, and the mechanism for the Board of Directors to verify the competition of the Board member for the Company's business or competition in a branch of activity.

### **Definitions**

Terms and expressions mentioned in these Regulations shall have the meanings assigned to them in the Corporate Governance Regulations issued by the Capital Market Authority, the Companies Law and the Implementing Regulations.

### **The concept of competition business**

The concept of participating in any business that competes with the company or its competition in one of the branches of the activity is carried out by the following:

- A member of the Board of Directors establishes a company or sole proprietorship or owns a controlling stake in another company or establishment engaged in an activity of the type of activity of the company or its group.
- Accepting membership in the board of directors of a competing company or establishment of the company or its group, or assuming the management of a

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competing sole proprietorship or a competing company in any form, except for the company's affiliates.

- The member's acquisition of a commercial agency or the like, whether apparent or hidden for another company or establishment competing with the company or its group.

### **The company's**

Purpose shall be as stipulated in Article IV of the Articles of Association, and the company shall carry out its activities in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.

### **License of the Board of Directors of the company (based on authorization from the General Assembly)**

- The Ordinary General Assembly shall have the right to delegate the authority of licensing for competing works to the Board of Directors of the Company, provided that the resolution of the General Assembly shall specify the competing businesses and activities that the Board may license during the period of the mandate.



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- The period of delegation shall be a maximum of one year from the date of approval of the Ordinary General Assembly to delegate its authority to the Company's Board of Directors or until the end of the term of the authorized Board of Directors, whichever is earlier.
  - It is prohibited for any of the members of the Board of Directors to vote on the two items of authorization and cancellation of the approval in the Ordinary General Assembly.
  - A member of the Board of Directors shall be prohibited from voting on the resolution of the General Assembly or the Board of Directors authorized in the works and contracts concluded for the account of the Company if he has a direct or indirect interest in them, or in the participation of the Board Member in a work that would compete with the Company or compete with it in one of the branches of the activity it carries out.
  - The Ordinary General Assembly shall have the right to add other conditions to the conditions mentioned in this paragraph, provided that such conditions are included in the policy of competition controls and standards.

### **Company competition**

- The members of the Board of Directors shall inform the Board of Directors fully and immediately of its participation, directly or indirectly, in any business that would compete with the Company or of its competition, directly or indirectly, in one of the branches of the activity it engages, in accordance with the provisions of the Companies Law, the Capital Market Law and their implementing regulations.



شركة العبد اللطيف للاستثمار الصناعي  
Al Abdullatif Industrial Investment Co.

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- A member of the Board of Directors may not participate in any business that would compete with the Company or compete with the Company in one of the branches of the activity it carries out. Otherwise, the Company may claim appropriate compensation before the competent judicial authority unless he has obtained a license from the Ordinary General Assembly or the Board of Directors (in the event that the Assembly delegates authority to the Board of Directors) that allows him to do so.
  
  - If a member of the Board of Directors or a member of one of its committees wishes to participate in a business that competes with the company or competes with it in one of the branches of the activity it engages, the following must be taken into account:
    1. Inform the Board of Directors of the competing business it wishes to practice and record such notification in the minutes of the Board of Directors' meeting.
    2. Non-participation of the stakeholder member in voting on the resolution issued in this regard in the Board of Directors, its committees, and shareholders' assemblies.
    3. The Board of Directors shall inform the Ordinary General Assembly when it convenes of the competing business that a member of the Board or a member of one of its committees wishes to practice after the

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Board of Directors verifies that the Board member or a member of one of its committees competes with the company's business or competes in one of the branches of the activity it carries out in accordance with these controls and standards, provided that these works are verified on an annual basis.

4. Obtaining a license from the Company's Ordinary General Assembly or the Board of Directors under the authorization of the Ordinary General Assembly allowing a Board member to conduct competing business.

- Whoever wishes to nominate himself for membership of the Board of Directors shall disclose to the Board of Directors and the General Assembly his participation in the work of his company or its competition in one of the branches of the activity it is engaged in.

#### **Refusal to grant a license in the event that the**

**Association delegates the authority to license the Board of Directors: If the Board of Directors refuses to grant the license, the member of the Board of Directors shall submit his resignation within a period determined by the Board of Directors. Otherwise, his membership in the Board shall be considered terminated unless he decides to withdraw from competing works or to reconcile his situation in accordance with the Companies Law and its implementing regulations before the expiry of the period specified by the Board of Directors.**

**In the event that the General Assembly does not delegate the authority to license the Board of Directors or the conditions of the authorization are not**

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**met: If the General Assembly refuses to grant a license to a member of the Board of Directors to participate in a business that would compete with the company or compete with the company in one of the branches of the**

activity it carries out in accordance with the articles related to the Law and the Corporate Governance Regulations, the member of the Board of Directors shall submit his resignation within a period determined by the General Assembly. Otherwise, his membership in the Board shall be considered terminated unless he decides to withdraw from the competing business or reconcile Its conditions in accordance with the Companies Law and its implementing regulations before the expiry of the deadline specified by the General Assembly.

### **Final provisions The**

Provisions of these regulations shall be adequate and shall be adhered to by the company as of the date of their approval by the General Assembly of Shareholders. The content of these controls is reviewed periodically as needed, provided that these amendments are submitted to the Board of Directors for recommendation to the General Assembly for accreditation in order to ensure their compliance with the relevant rules and regulations.



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## Passing Decision

Resolution No.: 4 \_\_\_\_ 2024

Date of decision: Thursday 01/11/1445 corresponding to 09/05/2024AD

Subject matter: Approval of Updating the Remuneration Policy for Board Members and Committees

Following the recommendation of the Committee on Risk Management, Governance and Commitment, the members of the Board of Directors have decided to approve updating the Remuneration Policy for Board Members and Committees:

Before modification	After the amendments
<p>Fourth: Committee member rewards The Board of Directors shall approve the attendance allowance for members of its committees on the recommendation of the Remunerations and Nominations Committee. The remuneration of the members of the committees emanating from the Board of Directors may be disbursed at the end of the year <del>with the general assembly approval.</del></p> <p>The allowance for attending the meetings of the Council and the committees may be paid after the end of the sessions <del>As for the annual remuneration of the Council or the committees, it shall be paid after its approval at the annual general assembly meeting.</del></p> <p>B- Committee Members Payment of an attendance allowance of 2000 riyals for attending one session, and payment of remuneration to the members of the committees as follows: -15,000 riyals annually for each member from within the Council. - 20,000 riyals annually for each non-members of the Board.</p> <p>The provisions of this policy <del>shall be</del> implemented from the date of its adoption by the General Assembly of Shareholders, and any proposed amendments are presented to the Board of Directors, <del>which in turn reviews and approves those amendments and recommend them to the general assembly.</del></p>	<p>Fourth: Committee member rewards The Board of Directors shall approve the attendance allowance for members of its committees on the recommendation of the Remunerations and Nominations Committee. The remuneration of the members of the committees emanating from the Board of Directors may be disbursed at the end of the year <b>after its approval by the Board of Directors.</b> The allowance for attending the meetings of the Council and the committees may be paid after the end of the sessions. As for the annual remuneration of the Council, it shall be paid after its approval at the annual meeting of the General Assembly. As for the annual remuneration of the committees, it shall be <b>paid after its approval by the Board of Directors at the end of the year.</b></p> <p>B-Committee Members Payment of an attendance allowance of 2000 riyals for attending one session, and payment of remuneration to the members of the committees as follows: -15,000 riyals annually for each member from within the Council. - 20,000 riyals annually for each non-members of the Board. The provisions of this policy <b>have been</b> implemented from the date of its adoption by the General Assembly of Shareholders, and any proposed amendments are presented to the Board of Directors, <b>which in turn reviews and approves those amendments and approves the disbursement of the remuneration of the members of the committees emanating from the Board at the end of each fiscal year.</b></p>



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فاكس: ٢٦٥٩٩٩٩ (+٩٦٦١١)

Abdullatif Al-Abdullatif

Managing Director

Fahad Al-Abdullatif

Board Member

Majed Al-Osailan

Vice Chairman of the Board

Hisham Al Askar

Board Member

Mohammed Al-Sorayai

Board Member

Samir Mahmoud Haddad

Board Member

Saad Al-Qarni

Secretary of the Board

Suleiman Al-Abdullatif

Chairman of the Board