

## مرفقات طلب الترشح لعضوية مجلس الإدارة

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Attachments of Nomination Application for Board of  
Directors Membership

Date:  
Corresponding to:

التاريخ:  
الموافق:

To: Chairman of the Nomination and Remuneration Committee AFG International Company (Cenomi Retail)

إلى: رئيس لجنة الترشيحات والمكافآت - شركة إيه إف جي إنترناشونال (سينومي ريتيل)

Subject: Application for Nomination to the Board of Directors of AFG International Company

الموضوع: طلب الترشح لعضوية مجلس إدارة شركة إيه إف جي إنترناشونال

In reference to AFG International Company (Cenomi Retail) (the "Company") announcement of the opening of the nomination period for the Board of Directors for the upcoming term commencing on 12 August 2026 and ending on 11 August 2030, and in reference to the Board Membership Policy, Standards and Procedures and the laws and regulations issued by the relevant authorities, I hereby submit, through this letter, my application for nomination to the Board of Directors of the Company for its upcoming term, and I attach all required forms, documents, and information, as follows:

بالإشارة إلى إعلان شركة إيه إف جي إنترناشونال (سينومي ريتيل) "الشركة" بخصوص فتح باب الترشح لعضوية مجلس الإدارة للدورة القادمة والتي تبدأ من تاريخ 2026/08/12م حتى تاريخ 2030/08/11م، وإشارة إلى سياسات ومعايير وإجراءات العضوية في مجلس الإدارة للشركة وأحكام الأنظمة واللوائح الصادرة عن الجهات ذات العلاقة، أود بموجب هذا الخطاب التقدم بطلب الترشح لعضوية مجلس إدارة الشركة لدورته القادمة، كما أرفق لكم كافة النماذج والوثائق والبيانات المطلوبة، وذلك على النحو الآتي:

1. Form No. (1) Resume, in both Arabic and English.
2. Signed copy of Form No. (3) issued by the Capital Market Authority for nomination to the Board of Directors.
3. Copy of the National ID (or passport)
4. Separate statement detailing the significant achievements and major contributions in board memberships or in senior executive and administrative positions held over the past ten (10) years, as well as the current position.

1. نموذج رقم (1) السيرة الذاتية باللغتين العربية والإنجليزية.
2. نسخة موقعة من نموذج رقم (3) الصادر عن هيئة السوق المالية للترشح لعضوية مجلس الإدارة.
3. صورة بطاقة الهوية الوطنية (أو جواز السفر)
4. سجلاً منفصلاً بالأعمال والإنجازات الهامة والكبيرة في مجالس الإدارات أو في الوظائف التنفيذية والإدارية العليا خلال عشر سنوات سابقة، والعمل الحالي.

I hereby confirm having reviewed the Company's Board Membership Policy, Standards and Procedures, and the laws and regulations issued by the relevant authorities, and I acknowledge that I fully satisfy all requirements contained therein.

كما أؤكد أنني أطلعت على سياسة ومعايير وإجراءات العضوية في مجلس الإدارة الخاصة بالشركة، والأنظمة واللوائح الصادرة عن الجهات ذات العلاقة، وأقر باستيفائي لجميع المتطلبات الواردة فيها.

Candidate name:

اسم المرشح:

Nationality:

الجنسية:

National ID number:

رقم الهوية الوطنية:

Application Date:

تاريخ تقديم الطلب:

Signature:

التوقيع:

**AFG International Company – a Saudi Joint Stock Company**

Paid Capital SAR 1,147,664,480,

CR 1010076209 - Chamber of Commerce #4859

**Head Office**

Prince Turki Al-Awwal Road, Building 8838 [RGS8838]

12373 - Riyadh, Saudi Arabia

**شركة إيه إف جي الدولية – شركة مساهمة سعودية**

رأس المال المدفوع: 1,147,664,480 ريال سعودي

السجل التجاري: 1010076209 - الغرفة التجارية رقم 4859

**المقر الرئيسي**

طريق الأمير تركي الأول، مبنى 8838 [RGS8838]

الرياض 12373 - المملكة العربية السعودية



## Form No.1 (1) Resume

a) Personal information of the Nominated Member						
Full Name						
Nationality			Date of Birth			
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1						
2						
3						
4						
5						
c) Experiences of the Nominated Member						
Period		Experience				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Members hip type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of the committees	Legal form of the company
1						
2						
3						
4						

# **Board Membership Policies, Standards and Procedures**

**AFG International Company (Cenomi Retail)**

(Previously Fawaz Abdulaziz AlHokair & Co.)

**1446 – 2025**

**Second Version**

Monitoring the amendment of the remuneration policy for the members of the Board of Directors:

<b>Document approval</b>	<b>Version</b>	<b>Date</b>
<b>Board of Directors</b>	2	27 May 2025
<b>General Assembly</b>	2	25 June 2025

## Article One: Definitions

#	Words and phrases	Meanings
1	Compaines Law	The Saudi Companies Law issued by Royal Decree No. M/132 dated 01/12/1443 AH (corresponding to 30/06/2022 AD).
2	Capital Market Law	The Capital Market Law issued by Royal Decree No. (M/30) dated 2/6/1424 AH.
3	Authority	The Capital Market Authority (CMA)..
4	Market	The Saudi Stock Exchange Company (Tadawul) or the Saudi Capital Market, as the context requires.
5	Company	Fawaz Abdulaziz Alhokair & Co.
6	Corporate Governance Regulations	The Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. 8-16-2017 dated 16/05/1438 AH (corresponding to 13/02/2017 AD) based on the Companies Law issued by Royal Decree No. M/3 dated 28/01/1437 AH, and as amended by the CMA Board Resolution No. 8-5-2023 dated 25/06/1444 AH (corresponding to 18/01/2023 AD) based on the Companies Law issued by Royal Decree No. M/132 dated 01/12/1443 AH.
7	Board of Directors	The Company's Board of Directors.
8	Shareholders	Company's shareholders.
9	Related parties	<ol style="list-style-type: none"> <li>1. The company's affiliates, excluding the companies wholly owned by the company.</li> <li>2. b. Major shareholders in the company.</li> <li>3. c. Members of the Company's Board of Directors and senior executives.</li> <li>4. d. Members of the boards of directors of the company's affiliates.</li> <li>5. e. Members of the boards of directors and senior executives of the company's major shareholders.</li> </ol>

		<p>6. f. Any relatives of the persons referred to in items (1, 2, 3, or 5) above.</p> <p>7. g. Any other company or entity controlled by any of the persons referred to in items (1, 2, 3, 5, or 6) above.</p> <p>For the purpose of item (6) in this definition, “relatives” refer to father, mother, spouse, and children.</p>
10	General Assembly	An assembly formed of the Company’s Shareholders in accordance with the provisions of the Companies Law and the Company’s Articles of Incorporation.
11	Remuneration	Amounts, allowances, profits and their equivalent, including performance-linked periodic or annual remuneration, short- or long-term incentive plans, and any other in-kind benefits, excluding actual and reasonable expenses borne by the company for a board member to perform their duties.
12	Policy	The policies, standards, and procedures of membership in the Board of Directors.
13	<b>Cumulative Voting</b>	A voting method for electing board members that grants each shareholder a number of votes equal to the number of shares they hold, which may be cast for a single candidate or divided among several candidates without repetition.
14	<b>Independent Member</b>	A non-executive board member who enjoys full independence in both position and decisions, and to whom none of the independence impairments set out in Article Nine of the Corporate Governance Regulations issued by the Capital Market Authority shall apply.
15	<b>Executive Member</b>	A board member who is fully dedicated to the company’s executive management and is involved in its daily operations.
16	<b>Non-Executive Member</b>	A board member who is not dedicated to the company management and does not participate in its daily operations.

## **Article Two: Preamble**

This policy outlines the standards and procedures of membership in the Board of Directors. The provisions herein shall be applied in alignment with the Company's Articles of Incorporation and the relevant governing laws and regulations applicable to the company's operations, without prejudice to the provisions of the Companies Law, the Capital Market Law, the Corporate Governance Regulations, the Executive Regulations of the Companies Law for listed joint-stock companies, and other applicable regulations.

## **Article Three: Introduction**

This policy clarifies the importance of the policies, procedures, conditions and criteria for membership in the Board of Directors, with its statement of the conditions and qualifications that must be met by the membership candidates for the company's Board of Directors, given that the Board of Directors is entrusted with establishing a system of governance and providing the appropriate environment for its application and then follow-up and control of implementation.

## **Article Four: Public Policy**

The general policy for membership in the company's Board of Directors includes the terms and conditions under which candidates for board membership are selected through voting at the Company's General Assembly, in accordance with the provisions of the Companies Law, the Company's Articles of Incorporation, and the Corporate Governance Regulations issued by the Capital Market Authority.

## **Article Five: Conditions for Membership in the Board of Directors**

A Board Member must be professionally competent, possessing the experience, knowledge, skills, and independence necessary to effectively carry out their duties. The General Assembly shall, when electing board members, take into account the recommendations of the Nomination and Remuneration Committee and ensure the availability of the necessary personal and professional qualifications to perform their duties effectively. In particular, the member should possess the following:

1. The candidate for board membership must not been previously convicted of a crime involving dishonesty or breach of trust, nor be insolvent or bankrupt, or otherwise disqualified from board membership according to any applicable laws or regulations in the Kingdom.
2. That he shall not be a member of the board of directors of more than five listed joint-stock companies simultaneously.
3. The board member shall represent all shareholders and comply with acting in the best interest of the company as a whole, rather than serving the interests of the group he represents or that voted for his appointment to the board.
- 4- Ensure that independent members make up at least one-third of the Board members.
- 5- An independent member must enjoy full independence in his position and decisions, and none of the independence impairments stipulated in Article (19) of the Corporate Governance Regulations shall apply to him.
- 6- Leadership Ability: This means that he should possess leadership skills that qualify him to delegate authority in a way that motivates performance, implements best practices in effective management, and adheres to professional values and ethics.
- 7- Competence: Possess appropriate academic qualifications, professional and personal skills, training, and practical experience relevant to the company's current and future activities, or in management, economics, accounting, law, or governance; and demonstrate a willingness to learn and train.
- 8- Guidance Capability: Possess technical, leading and managerial capabilities, be quick in decision-making, understand technical requirements related to the work progress, and the ability to provide strategic direction with a clear future planning and vision.
- 9- Financial Knowledge: Be capable of reading and understanding financial statements and reports.
- 10- Physical Fitness: Not suffering from any health condition that may impede him from the performance of duties and specialties.
- 11- Have experience in fields related to the company's business.
- 12- Have experience in global markets and familiarity with international business norms and practices.
- 13- Exercising duties within the prescribed authorities: A member of the Board of Directors must perform his duties and exercise his powers in managing and directing the

company's affairs within the limits of the authorities granted to him, in accordance with the provisions of the Companies Law and its executive regulations, the company's Articles of Incorporation, and other relevant regulations, all aimed at achieving the purposes for which those authorities were granted.

14- Acting in the best interest of the company and enhancing its success: A member of the Board of Directors must commit to the following:

a. Act in good faith to serve the interests of the company and all shareholders, without prioritizing his personal interests before the interests of the company and its shareholders, while taking into account the rights of other stakeholders.

b. Ensuring to exert every effort that would enhance the company's success and growth, and maximize its value for the benefit of its shareholders in the long term.

15- Decision-making or voting independently: A member of the Board of Directors must perform his duties objectively and independently with regard to the company management and decision-making, and must avoid situations that could affect his independence in making decisions or voting on them.

16- Exercising reasonable and expected care, diligence, attention, and skill: A member of the Board of Directors must perform his duties and responsibilities in accordance with the Companies Law, the Capital Market Law and their executive regulations, the company's Articles of Incorporation, and other relevant regulations. He must exercise the care and diligence expected of a prudent person, taking into account the general knowledge, skills, and experience possessed by the board member himself, as well as those expected from individuals performing the same functions.

17- Avoid Conflicts of Interest: A member of the Board of Directors must avoid transactions and situations where he has, or may potentially have, a direct or indirect interest that conflicts or may conflict with the company's interest. He must also comply with the provisions related to conflicts of interest as stipulated in the Companies Law and its executive regulations.

18- Disclosure of any direct or indirect interest in the company's transactions and contracts: A member of the Board of Directors must disclose any direct or indirect interest he has in the company's transactions and contracts as soon as he becomes aware of it. He must comply with the disclosure requirements related to such interests as set forth in the Companies Law and its executive regulations.

19- Prohibition of accepting any benefit granted to him by others in relation to his role in the company: A Board member must not exploit his position, duties, or powers as a

member of the Board in whatsoever case, to obtain benefits from others, nor accept any benefit granted to him by others in exchange for performing or refraining from performing a specific act.

20- Commitment to membership terms and conditions: Full compliance with the provisions of the Companies Law, the Capital Market Law, their executive regulations, relevant regulations, and the Company's Articles of Incorporation when performing his membership duties on the Board. He must refrain from engaging in or participating in any conduct that constitutes a mismanagement of the company's affairs.

### **Article Six: Membership Procedures in the Board of Directors**

1- The Nomination and Remuneration Committee shall coordinate with the company's executive management to announce the opening of nominations for membership in the Company's Board of Directors at least ninety (90) days before the end of the current board term, in accordance with applicable laws and regulations.

2- The announcement of the opening of board nominations shall be published on the company's website, the Market website, and any other channel specified by the Authority. The nomination window must remain open for at least one month from the announcement date.

3- Every shareholder shall have the right to nominate themselves or one or more persons for board membership, within the limits of their ownership percentage in the company's capital.

4- Shareholders wishing to nominate themselves or others for board membership must:

a. Submit a nomination application (notification) to the company management. This application must include a bilingual (Arabic and English) profile of the candidate, including their CV, qualifications, and professional experience.

b. Complete the required forms issued by the Capital Market Authority in both Arabic and English, which are available on the Authority's website.

c. Provide a copy of the national ID card/family card (if available), commercial registration for companies or institutions, and the candidate's contact information.

d. A separate record of significant and major achievements accomplished by the candidate in board memberships previously held or in senior executive and administrative positions held over the past ten years and current work.

e. A statement of the boards of directors of companies the candidate has been a member of and their respective tenures, accompanied by a certified letter from each company indicating the membership period, the number of meetings held in each term, the member's attendance rate at those meetings, the committees arising from the board in which the member participated, their attendance rates, and a summary of the financial results achieved by the companies during each year of the tenure.

f. A statement of joint-stock companies in which the candidate still holds membership.

g. A statement of companies in which the candidate participates in management or ownership and that conduct activities similar to the company's business.

h. The candidate must provide an accredited Arabic translation of any documents or papers written in a foreign language.

i. The candidate must submit his application to the company through the available communication channels announced by the company on its website, the Market website, and other official communication channels designated by the company.

5- The candidate must disclose to the board and the general assembly any conflict of interest, including:

a- Having a direct or indirect interest in the businesses and contracts conducted on behalf of the company for which he seeks nomination to the Board of Directors.

b- Participation in any activity that competes with the company or competes with it in any of its lines of business.

6- The candidate must specify his board membership category—whether executive, non-executive, or independent.

7- The membership nature must be clarified, i.e., whether the member is nominated in his capacity as a shareholder or nominated by a shareholder, mentioning the name of that shareholder.

8- The number of candidates for the Board of Directors presented to the General Assembly must exceed the number of available seats so that the General Assembly has the opportunity to choose among the candidates.

9- The Nomination Committee shall review the applications and submit its recommendations to the Board regarding the nomination for membership in the Board in accordance with the standards outlined in this policy.

10- Convening an ordinary General Assembly meeting to vote on the selection of Board members from among the candidates.

### **Article Seven: Board Member Elections**

- 1- The company announces on the market's website information about the candidates for membership of the board of directors when publishing or sending the invitation to hold the general assembly, provided that this information includes a description of the candidates' experiences, qualifications, skills, jobs and previous and current memberships, and the company must provide a copy of this information on its head office and website.
- 2- Cumulative voting shall be used to elect the members of the Board of Directors, so that the right to vote per share may not be used more than once.
- 3- Voting in the General Assembly is limited to candidates for membership of the Board of Directors whose information the company has announced in accordance with Paragraph (1) of this Article.

### **Article Eight: Certification and Application**

- 1- This policy shall be implemented as of the date of its approval by the General Assembly, and it shall be communicated to the concerned parties. The Board of Directors reviews this policy from one period to another according to the need and based on a recommendation from the Nominations and Remunerations Committee, and it shall not be amended except with the approval of the General Assembly.

- 2- This policy is published on the company's website in order to enable the relevant parties to view this policy or any other means of publication that the Board of Directors deems appropriate.