

جدول أعمال الجمعية

1. Reviewing and discussing Board of Directors Report for the fiscal year ended on December 31, 2024 31 ديسمبر 2024م. الاطلاع على تقرير مجلس الإدارة ومناقشته للعام المالي المنتهي في 31 ديسمبر 2024م.
2. Voting on the External Auditor's report on the Company's accounts for the fiscal year ended on December 31, 2024AD; After discussing it. التصويت على تقرير مراجع حسابات الشركة عن العام المالي المنتهي في 31 ديسمبر 2024م بعد مناقشته.
3. Reviewing and discussing the financial statements for the financial year ending on December 31, 2024AD; And discuss it. الاطلاع على القوائم المالية للعام المالي المنتهي في 31 ديسمبر 2024م ومناقشتها.
4. Voting on Absolving the BoD's Members from Liability for the Fiscal Year Ending on December 31, 2024AD. التصويت على إبراء ذمة أعضاء مجلس الإدارة عن العام المالي المنتهي في 31 ديسمبر 2024م.
5. Voting on disbursing an amount of (766,668) riyals as a remuneration to the members of the Board of Directors for the fiscal year ending on December 31, 2024 AD. التصويت على صرف مبلغ (766,668) ريال مكافأة لأعضاء مجلس الإدارة عن العام المالي المنتهي في 31 ديسمبر 2024م.
6. Voting on Appointing the Company Auditor from Among the Candidates Based on the Recommendation of the Audit Committee, to Examine, Review and Audit the Financial Statements for the Second, Third Quarters of the Fiscal Year 2025 AD and the First Quarter of the Fiscal Year 2026 AD, and Determine Their Fees. التصويت على تعيين مراجع حسابات الشركة من بين المرشحين بناء على توصية لجنة المراجعة، وذلك لفحص ومراجعة وتدقيق القوائم المالية للربع الثاني والثالث والسنتوي من العام المالي 2025م والربع الأول من العام المالي 2026م وتحديد أتعابه.
7. Voting on the amendment of the Nomination and Remuneration Committee Charter. (Attached) التصويت على تعديل لائحة عمل لجنة الترشيحات والمكافآت. (مرفق)
8. Voting on the amendment of the Remuneration Policy for the Board of Directors, its sub-committees, and executive management. (Attached) التصويت على تعديل سياسة مكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن المجلس والإدارة التنفيذية. (مرفق)
9. Voting on the amendment of the Competitive Business Standards. (Attached) التصويت على تعديل معايير الأعمال المنافسة. (مرفق)
10. Voting on the Board of Directors' recommendation to distribute cash dividends in the amount of SAR 15,000,000 to shareholders for the fiscal year 2024, at SAR 0.50 per share, representing 5% of the nominal value of each share. Eligibility shall be for shareholders holding shares at the end of the trading day on which the General Assembly Meeting is convened and who are registered in the Company's shareholders register at the Securities Depository Center (Edaa) by the end of the second trading day following the date of the General Assembly Meeting. The dividend distribution will commence on 09-07-2025 AD. التصويت على توصية مجلس الإدارة بتوزيع أرباح نقدية بمبلغ (15,000,000) ريال على المساهمين عن العام المالي 2024م بواقع (0.5) ريال سعودي للسهم الواحد والتي تمثل خمسة بالمئة (5%) من القيمة الإسمية للسهم الواحد، على أن تكون الأحقية للمساهمين المالكين للأسهم بنهاية تداول يوم انعقاد الجمعية العامة والمقيدين في سجل مساهمي الشركة لدى شركة مركز إيداع الأوراق المالية (مركز الإيداع) في نهاية ثاني يوم تداول يلي تاريخ انعقاد الجمعية العامة، على أن يبدأ توزيع الأرباح يوم 09-07-2025م.
11. Voting on the transactions and contracts conducted during the fiscal year 2024 between the Company and the Arab Agricultural Services Company (ARASCO), in which the Vice Chairman of the Board, Mr. Ziyad A. Al-Sheikh, and Board Members Mr. Fares A. Al-Hubayyab and Mr. Fahad M. Al-Hinaki have an indirect interest. These transactions pertain to the lease and management of the Company's headquarters facilities for a one-year term, with no preferential terms in the contract, at a value of SAR 4,500,000. التصويت على الأعمال والعقود التي تمت عن العام المالي 2024م بين الشركة والشركة العربية للخدمات الزراعية (أراسكو) والتي لئانب رئيس مجلس الإدارة (أ. زياد عبداللطيف آل الشيخ) وأعضاء مجلس الإدارة (أ. فارس عبدالله الحبيب و أ. فهد مطلق الحناكي) مصلحة غير مباشرة فيها، وهي عبارة عن إيجار وإدارة مرافق المركز الرئيسي ولمدة سنة ولا يوجد شروط تفضيلية في العقد بمبلغ (4,500,000) ريال.
12. Voting on the transactions and contracts conducted during the fiscal year 2024 between the Company and the Arab Agricultural Services Company (ARASCO), in which the Vice Chairman of the Board, Mr. Ziyad A. Al-Sheikh, and Board Members Mr. Fares A. Al-Hubayyab and Mr. Fahad M. Al-Hinaki have an indirect interest. These transactions relate to the التصويت على الأعمال والعقود التي تمت عن العام المالي 2024م بين الشركة والشركة العربية للخدمات الزراعية (أراسكو) والتي لئانب رئيس مجلس الإدارة (أ. زياد عبداللطيف آل الشيخ) وأعضاء مجلس الإدارة (أ. فارس عبدالله الحبيب و أ. فهد مطلق الحناكي) مصلحة غير مباشرة فيها، وهي عبارة عن تقديم خدمات موارد بشرية ولمدة سنة ولا يوجد شروط تفضيلية في العقد بمبلغ (4,048,590) ريال.

- provision of human resources services for a one-year term, with no preferential terms in the contract, at a value of SAR 4,048,590.
13. Voting on the transactions and contracts conducted during the fiscal year 2024 between the Company and the Arab Agricultural Services Company (ARASCO), in which the Vice Chairman of the Board, Mr. Ziyad A. Al-Sheikh, and Board Members Mr. Fares A. Al-Hubayyab and Mr. Fahad M. Al-Hinaki have an indirect interest. These transactions involve the provision of information technology services for a one-year term, with no preferential terms in the contract, at a value of SAR 10,000,000.
14. Voting on the transactions and contracts conducted during the fiscal year 2024 between the Company and the Arab Agricultural Services Company (ARASCO), in which the Vice Chairman of the Board, Mr. Ziyad A. Al-Sheikh, and Board Members Mr. Fares A. Al-Hubayyab and Mr. Fahad M. Al-Hinaki have an indirect interest. These transactions pertain to the supply of raw materials for feed for a one-year term, with no preferential terms in the contract, at a value of SAR 585,925,202."
15. Voting on the transactions and contracts conducted during the fiscal year 2024 between the Company and the Arab Agricultural Services Company (ARASCO), in which the Vice Chairman of the Board, Mr. Ziyad A. Al-Sheikh, and Board Members Mr. Fares A. Al-Hubayyab and Mr. Fahad M. Al-Hinaki have an indirect interest. These transactions pertain to the Sale of the Company's By-Products for a one-year term, with no preferential terms in the contract, at a value of SAR 1,411,500.
16. Voting on the transactions and contracts conducted during the fiscal year 2024 between the Company and Inspection, Diagnosis and Analytical Company (EDAC), in which the Vice Chairman of the Board, Mr. Ziyad A. Al-Sheikh, has an indirect interest. These transactions involve the provision of sample testing services for a one-year term, with no preferential terms in the contract, at a value of SAR 3,771,087.
17. Voting on the transactions and contracts conducted during the fiscal year 2024 between the Company and Al Eamar Global for Chemicals and Veterinary, in which the Vice Chairman of the Board, Mr. Ziyad A. Al-Sheikh, has an indirect interest. These transactions relate to the supply of feed additives, disinfectants, and veterinary vaccines for a one-year term, with no preferential terms in the contract, at a value of SAR 4,502,729."
18. Voting on the transactions and contracts conducted during the fiscal year 2024 between the Company and Abdullah Al Othaim Markets Company, in which the Chairman of the Board, Eng. Bader H. Al-Aujan, has an indirect interest. These transactions involve the sale of the Company's food products for a one-year term, with no preferential terms in the contract, at a value of SAR 25,691,433.
19. Voting on the transactions and contracts conducted during the fiscal year 2024 between the Company and Mathaq Al Tabkhah Al Latheetha Company, in which Board Member Mr. Fares A. Al-Hubayyab has an indirect interest. These transactions involve the sale of the Company's food
13. التصويت على الأعمال والعقود التي تمت عن العام المالي 2024م بين الشركة والشركة العربية للخدمات الزراعية (أراسكو) والتي لثائب رئيس مجلس الإدارة (أ. زياد عبداللطيف آل الشيخ) وأعضاء مجلس الإدارة (أ. فارس عبدالله الحبيب و أ. فهد مطلق الحناكي) مصلحة غير مباشرة فيها، وهي عبارة عن تقديم خدمات تقنية المعلومات ولمدة سنة ولا يوجد شروط تفضيلية في العقد بمبلغ (10,000,000) ريال.
14. التصويت على الأعمال والعقود التي تمت عن العام المالي 2024م بين الشركة والشركة العربية للخدمات الزراعية (أراسكو) والتي لثائب رئيس مجلس الإدارة (أ. زياد عبداللطيف آل الشيخ) وأعضاء مجلس الإدارة (أ. فارس عبدالله الحبيب و أ. فهد مطلق الحناكي) مصلحة غير مباشرة فيها، وهي عبارة عن توريد المواد الخام للأعلاف ولمدة سنة ولا يوجد شروط تفضيلية في العقد بمبلغ (585,925,202) ريال.
15. التصويت على الأعمال والعقود التي تمت عن العام المالي 2024م بين الشركة والشركة العربية للخدمات الزراعية (أراسكو) والتي لثائب رئيس مجلس الإدارة (أ. زياد عبداللطيف آل الشيخ) وأعضاء مجلس الإدارة (أ. فارس عبدالله الحبيب و أ. فهد مطلق الحناكي) مصلحة غير مباشرة فيها، وهي عبارة عن بيع منتجات الشركة الثانوية ولمدة سنة ولا يوجد شروط تفضيلية في العقد بمبلغ (1,411,500) ريال.
16. التصويت على الأعمال والعقود التي تمت عن العام المالي 2024م بين الشركة وشركة المعاينة والتشخيص والتحليل المخبرية (يداك) والتي لثائب رئيس مجلس الإدارة (أ. زياد عبداللطيف آل الشيخ) مصلحة غير مباشرة فيها، وهي عبارة عن تقديم خدمات اختبار العينات ولمدة سنة ولا يوجد شروط تفضيلية في العقد بمبلغ (3,771,087) ريال.
17. التصويت على الأعمال والعقود التي تمت عن العام المالي 2024م بين الشركة وشركة الإعمار العالمية للكيمائيات والبيطرة والتي لثائب رئيس مجلس الإدارة (أ. زياد عبداللطيف آل الشيخ) مصلحة غير مباشرة فيها، وهي عبارة عن توريد إضافات ومطهرات أعلاف اللقاحات البيطرية ولمدة سنة ولا يوجد شروط تفضيلية في العقد بمبلغ (4,502,729) ريال.
18. التصويت على الأعمال والعقود التي تمت عن العام المالي 2024م بين الشركة وشركة أسواق عبدالله العثيم والتي لرئيس مجلس الإدارة (م. بدر حامد العوجان) مصلحة غير مباشرة فيها، وهي عبارة عن بيع منتجات الشركة الغذائية ولمدة سنة ولا يوجد شروط تفضيلية في العقد بمبلغ (25,691,433) ريال.
19. التصويت على الأعمال والعقود التي تمت عن العام المالي 2024م بين الشركة وشركة مذاق الطبخة اللذيذة والتي لعضو مجلس الإدارة (أ. فارس عبدالله الحبيب) مصلحة غير مباشرة فيها، وهي عبارة عن بيع منتجات الشركة الغذائية ولمدة سنة ولا يوجد شروط تفضيلية في العقد بمبلغ (677,273) ريال.

products for a one-year term, with no preferential terms in the contract, at a value of SAR 677,273.

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| <p>20. Voting on the transactions and contracts conducted during the fiscal year 2024 between the Company and AlHanaki Trading Establishment, in which Board Member Mr. Fahad M. Al-Hinaki has an indirect interest. These transactions involve the sale of the Company's food products for a one-year term, with no preferential terms in the contract, at a value of SAR 2,719,940.</p> <p>21. Voting on authorizing the Board of Directors to act with the authority of the Ordinary General Assembly regarding the license referred to in paragraph (1) of Article 27 of the Companies Law, for a period of one year from the date of the General Assembly's approval or until the end of the term of the authorized Board of Directors, whichever comes first, in accordance with the conditions set forth in the Implementing Regulations of the Companies Law for listed joint stock companies.</p> <p>22. Voting on authorizing the Board of Directors to distribute interim dividends on an, semi-annual, or quarterly basis for the fiscal year 2025.</p> <p>23. Voting on the amendment of Article (1) of the Company's Articles of Association, relating to (Transformation). (Attached)</p> <p>24. Voting on the amendment of Article (2) of the Company's Articles of Association, relating to (Company Name). (Attached)</p> <p>25. Voting on the amendment of Article (4) of the Company's Articles of Association, relating to (Company Objectives). (Attached)</p> <p>26. Voting on the amendment of Article (5) of the Company's Articles of Association, relating to (Participation and Ownership in Companies). (Attached)</p> <p>27. Voting on the amendment of Article (6) of the Company's Articles of Association, relating to (Company Duration). (Attached)</p> <p>28. Voting on the amendment of Article (10) of the Company's Articles of Association, relating to (Sale of Unpaid Shares). (Attached)</p> <p>29. Voting on the amendment of Article (11) of the Company's Articles of Association, relating to (Issuance of Shares). (Attached)</p> <p>30. Voting on the amendment of Article (12) of the Company's Articles of Association, relating to (Share Trading). (Attached)</p> <p>31. Voting on the deletion of Article (13) of the Company's Articles of Association, relating to (Shareholders' Register). (Attached)</p> <p>32. Voting on the amendment of Article (15) of the Company's Articles of Association, relating to (Capital Reduction). (Attached)</p> <p>33. Voting on the amendment of Article (16) of the Company's Articles of Association, relating to (Company Management). (Attached)</p> <p>34. Voting on the amendment of Article (20) of the Company's Articles of Association, relating to (Board Powers). (Attached)</p> <p>35. Voting on the amendment of Article (21) of the Company's Articles of Association, relating to (Board Members' Remuneration). (Attached)</p> | <p>20. التصويت على الأعمال والعقود التي تمت عن العام المالي 2024م بين الشركة ومؤسسة الحناكي التجارية والتي لعضو مجلس الإدارة (أ. فهد مطلق الحناكي) مصلحة غير مباشرة فيها، وهي عبارة عن بيع منتجات الشركة الغذائية ولمدة سنة ولا يوجد شروط تفضيلية في العقد بمبلغ (2,719,940) ريال.</p> <p>21. التصويت على تفويض مجلس الإدارة بصلاحيته الجمعية العامة العادية بالترخيص الوارد في الفقرة (1) من المادة السابعة والعشرين من نظام الشركات، وذلك لمدة عام من تاريخ موافقة الجمعية العامة أو حتى نهاية دورة مجلس الإدارة المفوض أمهما أسبق، وفقاً للشروط الواردة في اللائحة التنفيذية لنظام الشركات الخاصة بشركات المساهمة المدرجة.</p> <p>22. التصويت على تفويض مجلس الإدارة بتوزيع أرباح مرحلية بشكل نصف أو ربع سنوي عن العام المالي 2025م.</p> <p>23. التصويت على تعديل المادة (الأولى) من نظام الشركة الأساس، المتعلقة ب(التحول). (مرفق)</p> <p>24. التصويت على تعديل المادة (الثانية) من نظام الشركة الأساس، المتعلقة ب(اسم الشركة). (مرفق)</p> <p>25. التصويت على تعديل المادة (الرابعة) من نظام الشركة الأساس، المتعلقة ب(أغراض الشركة). (مرفق)</p> <p>26. التصويت على تعديل المادة (الخامسة) من نظام الشركة الأساس، المتعلقة ب(المشاركة والتملك في الشركات). (مرفق)</p> <p>27. التصويت على تعديل المادة (السادسة) من نظام الشركة الأساس، المتعلقة ب(مدة الشركة). (مرفق)</p> <p>28. التصويت على تعديل المادة (العاشر) من نظام الشركة الأساس، المتعلقة ب(بيع الأسهم الغير مستوفاة القيمة). (مرفق)</p> <p>29. التصويت على تعديل المادة (الحادية عشر) من نظام الشركة الأساس، المتعلقة ب(إصدار الأسهم). (مرفق)</p> <p>30. التصويت على تعديل المادة (الثانية عشر) من نظام الشركة الأساس، المتعلقة ب(تداول الأسهم). (مرفق)</p> <p>31. التصويت على حذف المادة (الثالثة عشر) من نظام الشركة الأساس، المتعلقة ب(سجل المساهمين). (مرفق)</p> <p>32. التصويت على تعديل المادة (الخامسة عشر) من نظام الشركة الأساس، المتعلقة ب(تخفيض رأس المال). (مرفق)</p> <p>33. التصويت على تعديل المادة (السادسة عشر) من نظام الشركة الأساس، المتعلقة ب(إدارة الشركة). (مرفق)</p> <p>34. التصويت على تعديل المادة (العشرون) من نظام الشركة الأساس، المتعلقة ب(صلاحيات المجلس). (مرفق)</p> <p>35. التصويت على تعديل المادة (الحادية والعشرون) من نظام الشركة الأساس، المتعلقة ب(مكافأة أعضاء المجلس). (مرفق)</p> |
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36. Voting on the amendment of Article (22) of the Company's Articles of Association, relating to (Powers of the Chairman, Vice Chairman, Managing Director, and Secretary). (Attached) .36 التصويت على تعديل المادة (الثانية والعشرون) من نظام الشركة الأساس، المتعلقة ب (صلاحيات الرئيس والنايب والعضو المنتدب وأمين السر). (مرفق)
37. Voting on the amendment of Article (23) of the Company's Articles of Association, relating to (Board Meetings). (Attached) .37 التصويت على تعديل المادة (الثالثة والعشرون) من نظام الشركة الأساس، المتعلقة ب (اجتماعات المجلس). (مرفق)
38. Voting on the amendment of Article (24) of the Company's Articles of Association, relating to (Board Meetings and Resolutions). (Attached) .38 التصويت على تعديل المادة (الرابعة والعشرون) من نظام الشركة الأساس، المتعلقة ب (اجتماع المجلس وقراراته). (مرفق)
39. Voting on the deletion of Article (25) of the Company's Articles of Association, relating to (Issuance of Board Resolutions in Urgent Matters). (Attached) .39 التصويت على حذف المادة (الخامسة والعشرون) من نظام الشركة الأساس، المتعلقة ب (إصدار قرارات المجلس في الأمور العاجلة). (مرفق)
40. Voting on the amendment of Article (26) of the Company's Articles of Association, relating to (Board Deliberations). (Attached) .40 التصويت على تعديل المادة (السادسة والعشرون) من نظام الشركة الأساس، المتعلقة ب (مداولات المجلس). (مرفق)
41. Voting on the amendment of Article (32) of the Company's Articles of Association, relating to (Quorum for the Ordinary General Assembly Meeting). (Attached) .41 التصويت على تعديل المادة (الثانية والثلاثون) من نظام الشركة الأساس، المتعلقة ب (نصاب اجتماع الجمعية العامة العادية). (مرفق)
42. Voting on the amendment of Article (33) of the Company's Articles of Association, relating to (Quorum for the Extraordinary General Assembly Meeting). (Attached) .42 التصويت على تعديل المادة (الثالثة والثلاثون) من نظام الشركة الأساس، المتعلقة ب (نصاب الجمعية العامة غير العادية). (مرفق)
43. Voting on the amendment of Article (37) of the Company's Articles of Association, relating to (Chairmanship of Assemblies and Preparation of Minutes). (Attached) .43 التصويت على تعديل المادة (السابعة والثلاثون) من نظام الشركة الأساس، المتعلقة ب (رئاسة الجمعيات وإعداد المحاضر). (مرفق)
44. Voting on adding a new article to the Company's Articles of Association under number (36), relating to (Formation of Board Committees). (Attached) .44 التصويت على إضافة مادة إلى نظام الشركة الأساس برقم (السادسة والثلاثون) تتعلق ب (تشكيل لجان مجلس الإدارة). (مرفق)
45. Voting on the deletion of Article (38) of the Company's Articles of Association, relating to (Audit Committee). (Attached) .45 التصويت على حذف المادة (الثامنة والثلاثون) من نظام الشركة الأساس، المتعلقة ب (لجنة المراجعة). (مرفق)
46. Voting on the deletion of Article (39) of the Company's Articles of Association, relating to (Audit Committee Meeting Quorum). (Attached) .46 التصويت على حذف المادة (التاسعة والثلاثون) من نظام الشركة الأساس، المتعلقة ب (نصاب اجتماع اللجنة). (مرفق)
47. Voting on the deletion of Article (40) of the Company's Articles of Association, relating to (Committee Duties). (Attached) .47 التصويت على حذف المادة (الأربعون) من نظام الشركة الأساس، المتعلقة ب (اختصاصات اللجنة). (مرفق)
48. Voting on the deletion of Article (41) of the Company's Articles of Association, relating to (Committee Reports). (Attached) .48 التصويت على حذف المادة (الحادية والأربعون) من نظام الشركة الأساس، المتعلقة ب (تقارير اللجنة). (مرفق)
49. Voting on the amendment of Article (46) of the Company's Articles of Association, relating to (Profit Distribution). (Attached) .49 التصويت على تعديل المادة (السادسة والأربعون) من نظام الشركة الأساس، المتعلقة ب (توزيع الأرباح). (مرفق)
50. Voting on adding a new article to the Company's Articles of Association under number (45), relating to (Company Dissolution). (Attached) .50 التصويت على إضافة مادة إلى نظام الشركة الأساس برقم (الخامسة والأربعون) تتعلق ب (انقضاء الشركة). (مرفق)



**Board Audit Committee
(BAC) Annual Report**

For The Year Ended 31/12/2024

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To: The Esteemed Shareholders, Chairman, and Members of the Board of Directors of Entaj Company,

Greetings,

This report presents a summary of the activities and tasks undertaken by the Audit Committee (hereinafter referred to as "the Committee") during the year 2024, in accordance with the responsibilities assigned to it as outlined in the Audit Committee Charter of Entaj Company (hereinafter referred to as "the Company"). The report also reflects the Committee's adherence to best corporate governance practices and the requirements of the Corporate Governance Regulations issued by the Capital Market Authority of Saudi Arabia, as well as the Companies Law and its executive regulations. Additionally, the report provides the Committee's opinion on the adequacy of the Company's internal and financial control systems, and risk management.

First: Introduction

The Audit Committee is one of the committees formed by the Board of Directors of Entaj Company and is composed of three members, including individuals with expertise in financial affairs. During the year 2024, the Committee held eight meetings, either at the Company's headquarters or via virtual conferencing.

This annual report on the activities of the Audit Committee for the year 2024 has been prepared in accordance with Article (88) of the Corporate Governance Regulations issued by the Capital Market Authority, Article (41) of the Articles of Association of Entaj Company, and in compliance with the requirements of the Companies Law and its executive regulations.

Second: Formation of the Board Audit Committee

The Committee is composed of three members, including an independent member with expertise and specialization in financial and accounting matters.

#	Members Name	Independence	Specialization	Membership
1	Mr. Rami Hasan Farhat	Independent	Board Member	Chairman of the Audit Committee
2	Mr. Lotfi Qasim Echhade	Independent	Financial and Accounting Specialist	Member of the Audit Committee
3	Mr. Mohammed Mahmoud Abu Deiab	Non-Executive	Governance & Internal Audit Specialist	Member of the Audit Committee

Third: Audit Committee Meetings During the Year 2024

During the year 2024, the Audit Committee held a total of eight (8) meetings, which included regular and independent sessions with both the external auditor and the internal auditor. These meetings were conducted as part of the Committee's oversight responsibilities and to enhance the effectiveness of internal control, disclosure, and governance practices.

#	Members' Attendance / Committee Meetings	1 st	2 nd	3 rd	4 th	5 th	6 th	7 th	8 th	Number of Attendances	Attendance Percentage
1	Mr. Rami Hasan Farhat *1	-	-	-	-	✓	✓	✓	✓	4	100%
2	Mr. Lotfi Qasim Echhade	✓	✓	✓	✓	✓	✓	✓	✓	8	100%
3	Mr. Mohammed Mahmoud AbuDiab	✓	✓	✓	✓	✓	✓	✓	✓	8	100%
4	Mr. Khaled Abdullah Al-Rubaian *2	✓	✓	✓	✓	-	-	-	-	3	75%

*1 Mr. Rami Farhat was appointed as Chairman of the Audit Committee on September 1, 2024, in accordance with the approved procedures.

*2 Mr. Khaled Al-Rubaian resigned from his membership in the Audit Committee effective September 1, 2024, in accordance with the approved procedures.

Fourth: Summary of the Activities Performed by the Audit Committee During the Year 2024

The Audit Committee at Entaj is responsible for overseeing the company's operations by supporting the Board of Directors in effectively and efficiently carrying out its supervisory duties. The Committee ensures the integrity and accuracy of the company's financial statements and internal control systems. Specifically, its responsibilities include reviewing the interim and annual financial statements, reviewing significant matters that may impact financial reporting, ensuring the proper application of approved accounting policies, and providing opinions and recommendations regarding such policies. The Committee is also tasked with reviewing and assessing internal control systems, overseeing internal audit activities, reviewing its audit reports, and monitoring the implementation of corrective actions. Additionally, it nominates external auditors, ensures their independence, and reviews their plans, work, and audit reports, including any comments on the financial statements and the corresponding necessary actions. The Committee also ensures the company's compliance with relevant laws and regulations and emphasizes the importance of having mechanisms for reporting complaints related to internal controls and financial reporting.

In 2024, the Committee undertook the following key activities, which can be categorized as follows:

Financial Statements

- Reviewed and discussed the condensed interim financial statements for the periods ending March 31, 2023, June 30, 2023, and September 30, 2023, as well as the condensed interim financial statements for the periods ending March 31, 2024, June 30, 2024, and September 30, 2024. Additionally, the Committee reviewed the audited annual financial statements for the year ended December 31, 2023. The Committee approved submitting its recommendation to the Board of Directors for approval of the financial statements.

External Auditor

- Monitored the activities of the external auditor, Ernst & Young (EY), and held regular meetings to review the testing results for the first, second, and third quarters of 2023 and 2024. The Committee discussed key issues related to the external audit process, accounting matters during the testing of the three quarters, the progress of the audit plan, requirements for preparing condensed interim financial statements, and the primary

accounts and items examined. The Committee confirmed the external auditor's independence.

- Reviewed proposals for the external audit services for the year 2024, evaluating them from technical, professional, and financial perspectives. The Committee recommended to the Board of Directors the renewal of the contract with the current external auditor, Ernst & Young (EY), to include audit services for the financial statements for the year ending December 31, 2024, and the review of interim financial statements for the periods ending March 31, 2024; June 30, 2024; September 30, 2024; and March 31, 2025.
- Recommended to the Board of Directors to engage the external auditor, Ernst & Young (EY), to issue a comfort letter in connection with the company's listing on the Saudi Stock Exchange (Saudi Tadawul).

Internal Audit

- Reviewed the annual report detailing the activities, plans, and outcomes of the internal audit for the year ended December 31, 2024. In addition to the review of periodic reports on internal audit activities and results, discussions on key findings and audit observations during 2024, and an assessment of the implementation progress of the audit plan. Additionally, the Committee reviewed a summary of the follow-up report concerning the status of corrective action plans addressing observations noted in internal audit reports.
- Approved the updated Internal Audit Charter after thorough review and consideration of necessary amendments. The updates incorporated requirements from the revised International Standards for the Professional Practice of Internal Auditing, effective January 9, 2025, as well as the updated Corporate Governance Regulations issued by the Capital Market Authority.
- Discussed and approved the 2025 budget for the Internal Audit Department and endorsed the performance evaluation mechanism for the Chief Audit Executive for the year 2025.

Governance Charters and Policies

- The committee reviewed the draft of the governance regulations and policies after studying them and reviewing the necessary amendments and updates. The committee approved the recommendation to submit them to the esteemed Board of Directors for approval, with the intent to forward them to the General Assembly of Shareholders for ratification. The recommendation includes the following regulations and policies:
 - Audit Committee Charter
 - Authority and Delegation Policy
 - Compliance Policy
 - Conflict of Interest and Business Ethics Policy
 - Internal Governance Charter
 - Corporate Social Responsibility Policy
 - Policies for Board of Directors and Committees Membership Standards and Procedures, and Senior Executive Nomination
 - Delegation of Authority Level 1
 - Disclosure Policy
 - Profit Distribution Policy
 - Executive Committee Charter

- Insider Trading Policy
 - Investor Relations Policy
 - Nomination and Remuneration Committee Charter
 - Nomination Policy
 - Remuneration Policy
 - Risk Management Policy
 - Stakeholder Protection Policy
 - Business Competition Standards
 - Whistleblowing Policy
- The committee also reviewed the draft of the Bank Authority Matrix, after studying and reviewing the necessary amendments and updates, proposing appropriate modifications. The committee decided to submit its recommendation to the esteemed Board of Directors for approval, with the intention of referring it to the General Assembly of Shareholders for ratification.

Initial Public Offering (IPO) Plan

- Monitoring updates and progress of the Initial Public Offering (IPO) plan, providing opinions and guidance as necessary.
- Monitoring key matters related to financial and accounting transactions to ensure their alignment with the requirements of the Initial Public Offering (IPO) and their impact on the financial statements and governmental transactions.
- Reviewing the final draft of the prospectus, providing feedback, and submitting it to the IPO Committee for approval.

Financial and Accounting Policies and Transactions

- Monitoring management's compliance with banking covenants and requirements and ensuring the maintenance of an acceptable level of financial indicators.
- Overseeing the update of approved policies for recording biological assets and the policies related to calculating provisions for expected credit losses, ensuring their alignment with relevant accounting requirements.
- Following up on matters related to the adequacy and sufficiency of provisions for any items associated with inventory, outstanding receivables, damaged goods, and assets.

Related Parties

- Monitoring aspects related to agreements made with related parties, including reviewing, updating, and disclosing them.

SAP Application System and Sales System

- Monitoring the progress of the integration process between the SAP application system and the sales application system.

Fifth: Results of The Annual Review of The Effectiveness of Internal Control Procedures for The Year 2024

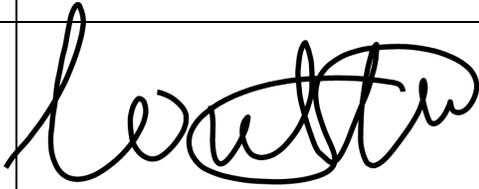
During 2024, the committee focused on priority issues and projects, such as monitoring the execution progress of the Initial Public Offering (IPO) plan, ensuring the implementation of the approved internal audit plan, and discussing the approval of the strategic internal audit plan for 2025-2027 that is based on a risk assessment. The committee also followed up on legal matters, agreements with related parties, and the adequacy and sufficiency of provisions, in addition to other tasks.

The committee reviewed the effectiveness of the internal control procedures based on recommendations and observations provided by the internal audit department, as well as the observations from the company's external auditors. It should be noted that it is not possible to provide absolute assurance regarding the comprehensiveness of evaluations conducted by either internal or external auditors, as assessments are made through random sampling to obtain reasonable assurance about the effectiveness of internal control procedures.

In light of the committee's activities in 2024, and based on the observations provided by the external auditors and the internal audit department, the Audit Committee did not find any fundamental observations or gaps in the company's internal control system that would affect the integrity and fairness of the financial statement and the committee believes that the environment and procedures of the internal control, financial control, and risk management frameworks applied within the company still require strengthening and improvement. The committee also emphasizes the necessity of supporting the finance department with the appropriate and sufficient human resources, and full adherence to the deadlines for issuing financial statements, periodic disclosures, and other regulatory requirements, in compliance with the Capital Market Authority's mandates. Additionally, the committee underscores the importance of monitoring and ensuring the implementation of agreements with related parties.

Moving forward, the committee, in collaboration with the company's management, will continue to work on creating an effective and efficient oversight environment, activating and strengthening governance systems, by providing recommendations for enhancing these aspects within the company and its departments and proposing tools and methods to achieve these objectives. Specifically, in 2025, the committee will focus on monitoring the activities of the internal audit function, reviewing its reports and findings, reinforcing and activating the role of the Enterprise Risk Management and Compliance functions, overseeing the work and observations of the external auditors, ensuring their independence, reviewing key legal reports and issues in coordination with the legal and compliance departments, and focusing on the continued updates to the SAP system and ensuring its effective utilization.

**Best Regards,
Board Audit Committee of Entaj Company**

<u>Rami Farhat</u>	Chairman of the Committee	
<u>Loutfi Echhade</u>	Committee Member	
<u>Mohammad Abu-Deiab</u>	Committee Member	



Ernst & Young Professional Services (Professional LLC)
Paid-up capital (SR 5,500,000 – Five million five hundred thousand Saudi Riyal)
Head Office
Al Faisaliah Office Tower, 14th Floor
King Fahad Road
P.O. Box 2732
Riyadh 11461
Kingdom of Saudi Arabia

C.R. No. 1010383821

Tel: +966 11 215 9898
+966 11 273 4740
Fax: +966 11 273 4730

ey.ksa@sa.ey.com
ey.com

LIMITED ASSURANCE REPORT
TO THE SHAREHOLDERS OF ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL
INVESTMENT
(A SAUDI JOINT STOCK COMPANY)

Scope

We have been engaged by Arabian Company for Agricultural and Industrial Investment (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 Regulations for Companies (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 27 May 2025.

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 Regulations for Companies 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 27 May 2025.
- Declarations submitted by some of the Company’s Board of Directors’ members regarding the transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them.
- 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.
- The Company’s accounting records for the year ended 31 December 2024.
- Discussion with the management regarding the contracts and transactions between the Board of Directors’ members either directly or indirectly with the Company for the year ended 31 December 2024.

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.



LIMITED ASSURANCE REPORT
TO THE SHAREHOLDERS OF ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL
INVESTMENT
(A SAUDI JOINT STOCK COMPANY) (continued)

Our Responsibilities

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

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 19 May 2025. 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.



LIMITED ASSURANCE REPORT
TO THE SHAREHOLDERS OF ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL
INVESTMENT
(A SAUDI JOINT STOCK COMPANY) (continued)

Description of Procedures Performed (continued)

Our procedures included:

- Obtained the notification presented 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 27 May 2025.
- Obtained the declarations from some of the Company's Board of Directors' members for the transactions and contracts done with the Company's in which some members of the Company's Board of Directors have a direct or indirect personal interest in them.
- 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.
- Discussing 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 2024.

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.

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: 2 Thul-Hijjah 1446H
(29 May 2025)



27 May 2025

TO THE SHAREHOLDERS OF Arab Company for Agricultural and Industrial Investment

Appendix-A

DEAR SIR,

Reference to the context of the article (71) of the Companies Law: (A member of the Board of Directors upon being aware of any interest even direct or indirect in business and contract for the benefit of the Company, should inform the Board of Directors of the same, and such notification shall be recorded in the minutes of the Board meeting when it convenes. This member isn't entitled to vote the issued decision in this regard at the Board of Directors and the general assembly, and the Board of Directors shall inform the general assembly while holding a meeting for business and contracts, and the contracts where the member has a direct or indirect interest, and attached by a special report from the Company's auditor in accordance with the auditing standards applicable in the Kingdom).

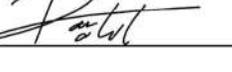
We would like to inform you of the transactions and contracts in which the Board members have an indirect interest, in order to obtain the necessary authorization as follows:

The board member with an interest	Value of the transaction	Contract duration	Contract details	Parties to the contract
Vice Chairman of the Board (Mr. Ziyad A. Al-Sheikh) and Board Members (Mr. Fares A. Al-Hubayyab and Mr. Fahad Mutlaq Al-Hanaki)	SAR (4,500,000)	Year	Lease and Management of the Main Headquarters Facilities	Arabian Agricultural Services Company (ARASCO)
Vice Chairman of the Board (Mr. Ziyad A. Al-Sheikh) and Board Members (Mr. Fares A. Al-Hubayyab and Mr. Fahad M. Al-Hinaki)	SAR (4,048,590)	Year	Provision of Human Resources Services	Arabian Agricultural Services Company (ARASCO)
Vice Chairman of the Board (Mr. Ziyad A. Al-Sheikh) and Board Members (Mr. Fares A. Al-Hubayyab and Mr. Fahad M. Al-Hinaki)	SAR (10,000,000)	Year	Provision of Information Technology Services	Arabian Agricultural Services Company (ARASCO)
Vice Chairman of the Board (Mr. Ziyad A. Al-Sheikh) and Board Members (Mr. Fares A. Al-Hubayyab and Mr. Fahad M. Al-Hinaki)	SAR (585,925,202)	Year	Supply of Raw Materials for Feed	Arabian Agricultural Services Company (ARASCO)
Vice Chairman of the Board (Mr. Ziyad A. Al-Sheikh) and Board Members (Mr. Fares A. Al-Hubayyab and Mr. Fahad M. Al-Hinaki)	SAR (1,411,500)	Year	Sale of the Company's By-Products	Arabian Agricultural Services Company (ARASCO)



Vice Chairman of the Board (Mr. Ziyad A. Al-Sheikh)	SAR (3,771,087)	Year	Provision of Sample Testing Services	IDAC Merieux Nutri Sciences
Vice Chairman of the Board (Mr. Ziyad A. Al-Sheikh)	SAR (4,502,729)	Year	Supply of Additives and Disinfectants for Veterinary Vaccine Feed	Al-Emar International for Agro Chemicals and Veterinary
Chairman of the Board (Eng. Bader H. Al-Oujan)	SAR (25,691,433)	Year	Sale of the Company's Food Products	Abdullah Al Othaim Markets
Board Member (Mr. Fares A. Al-Hubayyab)	SAR (677,273)	Year	Sale of the Company's Food Products	Delicious Food Company
Board Member (Mr. Fahad M. Al-Hinaki)	SAR (2,719,940)	Year	Sale of the Company's Food Products	Al Hanaki Trading Establishment

Signatures of the Board Members

Name	Position	Signature
Eng. Bader H. Al-Oujan	Chairman of the Board	
Mr. Ziyad A. Al-Sheikh	Vice Chairman of the Board	
Eng. Ibrahim A. Al-Muhanna	Board Member	
Mr. Fares A. Al-Hubayyab	Board Member	
Mr. Fahad M. Al-Hinaki	Board Member	
Mr. Rami H. Farhat	Board Member	





Arabian Company for Agricultural and Industrial Investment - Listed Joint Stock Company

Amendments to the Articles of Association

Articles of Association before Amendment	Articles of Association after Amendment
Part 1: Company Incorporation	Part 1: Company Incorporation
Article 1: Company Incorporation	Article 1: Company Incorporation
Arabian Company for Agricultural and Industrial Investment was converted in accordance with the provisions of the Companies Law issued by Royal Decree No. (132) dated 1/12/1443H, and its Implementing Regulations issued by the decision of the Minister of Commerce No. 284 dated 23/6/1444H and this Law, from a limited liability company to a closed joint-stock company as detailed below:	A listed joint-stock company is hereby established in accordance with the provisions of the Companies Law issued by Royal Decree No. (M/132), dated 1/12/1443H, its Implementing Regulations issued by the decision of H.E. the Minister of Commerce No. (284), dated 23/6/1444H, and these Articles of Association, as detailed below:
Article 2: Name of the Company	Article 2: Name of the Company
The name of the Company is Arabian Company for Agricultural and Industrial Investment (closed joint stock Company).	Arabian Company for Agricultural and Industrial Investment (Listed Joint Stock Company)
Article 3: Head Office of the Company	Article 3: Head Office of the Company
The head office of the Company is in the city of Riyadh, Kingdom of Saudi Arabia. The Company, by a Board resolution, may establish branches, offices, or agencies therefor within or outside the Kingdom of Saudi Arabia, where the interests of the company so require.	The head office of the Company shall be located in the city of Riyadh, Kingdom of Saudi Arabia. The Company, by a Board resolution, may establish branches, offices, or agencies therefor within or outside the Kingdom of Saudi Arabia, where the interests of the Company so require.
Article 4: Objectives of the Company	Article 4: Objectives of the Company
<p>The company engages in and carries out the following objects:</p> <ol style="list-style-type: none"> 1. Real estate activities; 2. professional, scientific and technical activities; 3. agriculture, forestry and fishing; 4. industry and transformation; 5. transportation and storage; and 6. wholesale and retail trade in repair of motor vehicles and motorcycles. <p>The Company conducts its activities according to the relevant laws and after obtaining the required licences, when required, from the competent authorities.</p>	<p>The Company engages in and carries out the following objectives:</p> <ol style="list-style-type: none"> 1. Foodstuff trade - wholesale of eggs and egg products 2. Foodstuff trade - wholesale of animal oils and fats 3. Foodstuff trade - wholesale of meat 4. Foodstuff trade - wholesale of meat products 5. Foodstuff trade - retail sale of meat and meat products 6. Foodstuff trade - retail sale of slaughtered poultry 7. Foodstuff trade - warehousing of refrigerated and frozen goods (refrigerated warehouses) 8. Trade of livestock, poultry, fish and their products - wholesale of poultry 9. Trade of livestock, poultry, fish and their products - wholesale of sheep 10. Trade of livestock, poultry, fish and their products - retail sale of live poultry 11. Trade of livestock, poultry, fish and their products - operation of chicken hatcheries 12. Trade of livestock, poultry, fish and their products - operation of pigeon hatcheries 13. Trade of livestock, poultry, fish and their products - egg production

14. Trade of livestock, poultry, fish and their products - animal production support activities
15. Sale and purchase of land and real estate - purchase and sale of land and real estate, their division and off-plan sales activities
16. Sale and purchase of land and real estate - management and lease of owned or leased real estate (non-residential)
17. Manufacture of food products - production of fresh poultry, rabbit, and bird meat types
18. Manufacture of food products - production of chilled and frozen poultry, rabbit, and bird meat types
19. Manufacture of food products - production of fresh meat
20. Manufacture of food products - production of chilled and frozen meat
21. Manufacture of food products - preservation and preparation of meat and its products by various methods such as drying and canning
22. Manufacture of food products - preparation of poultry dishes
23. Manufacture of food products - manufacture of poultry feed
24. Manufacture of food products - manufacture of concentrated animal feed
25. Veterinary activities - sale of veterinary medicines
26. Veterinary activities - veterinary laboratories and food health testing activities
27. Veterinary activities - veterinary activities
28. Transport and storage activities - intercity land transport
29. Transport and storage activities - international land transport
30. Transport and storage activities - transport of refrigerated and frozen goods
31. Transport and storage activities - operation of storage facilities for all types of goods
32. Transport and storage activities - general warehouses that include a variety of goods
33. Manufacture of food products - production of sausages and hamburgers from meat
34. Manufacture of food products - production of mortadella from meat
35. Manufacture of food products - preparation and preservation of heads and trotters
36. Manufacture of food products - preparation of other ready meals
37. Manufacture of food products - manufacture of pet feed (dogs, cats, fish)
38. Trade of agricultural products - wholesale of food and feed for domestic animals
39. Recycling, waste collection, treatment, disposal, and material recovery activities - disposal of non-hazardous waste by internal or external incineration or by other

	<p>methods, whether for the purpose of producing electricity, steam, alternative fuels, biogas, ash, or other by-products for subsequent use or for other purposes.</p> <p>The Company conducts its activities according to the applicable laws and after obtaining the required licenses, when required, from the competent authorities.</p>
Article 5: Participation and Ownership in other Companies	Article 5: Participation and Ownership in other Companies
<p>The Company by itself, may establish (limited liability, close joint stock, or simplified joint stock) companies. The Company may own Shares or stock in other existing companies, or merge therewith; as well as participate with third parties in the establishment of joint stock, simplified joint stock or limited liability companies after fulfilling the requirements set forth by the applicable laws and regulations in this regard. The Company may also dispose of said stock or Shares provided that no brokerage activities are warranted upon the disposal of such stock or Shares.</p>	<p>The Company may by itself establish companies inside or outside the Kingdom of Saudi Arabia. The Company may own shares or stock in other existing companies, or merge therewith; as well as participating with third parties in the establishment of companies after fulfilling the requirements set forth by applicable laws and regulations in this regard.</p> <p>The Company may also dispose of said stock or shares, provided that this exercise does not include brokerage for trading in the Company.</p>
Article 6: Duration of the Company	Article 6: Duration of the Company
<p>The term of the Company shall be 99 Hijri years commencing from the date of its due registration in the commercial register. The term of the Company may always be extended by a resolution issued by the Extraordinary General Assembly at least one year prior to the expiration of its term.</p>	<p>Indefinite term.</p>
Part 2: Capital and Shares	Part 2: Capital and Shares
Article 7: Capital	Article 7: Capital
<ol style="list-style-type: none"> The share capital of the Company is three hundred million Saudi Riyals (SAR 300,000,000) divided into thirty million (30,000,000) ordinary shares with an equal nominal value of ten Saudi Riyals (SAR 10) each, all of which are ordinary shares. The Shareholders acknowledge that they fully paid the capital upon establishment. 	<ol style="list-style-type: none"> The share capital of the Company is three hundred million Saudi Riyals (SAR 300,000,000) divided into thirty million (30,000,000) ordinary shares with an equal nominal value of ten Saudi Riyals (SAR 10) each, all of which are ordinary shares. The Shareholders acknowledge that they fully paid the capital upon establishment.
Article 8: Share Subscription	Article 8: Share Subscription
<p>The Shareholders have subscribed to the entire share capital of three hundred million Saudi Riyals (SAR 300,000,000), which has been fully paid up.</p>	<p>The Shareholders have subscribed to the entire share capital of three hundred million Saudi Riyals (SAR 300,000,000), which has been fully paid up.</p>
Article 9: Preferred Shares	Article 9: Preferred Shares

The Company's Extraordinary General Assembly may, in accordance with the guidelines set by the competent authority, issue preferred shares, and decide to purchase the same or convert ordinary into preferred shares or convert preferred into ordinary shares. Preferred shares shall not bestow voting rights in Shareholder General Assembly meetings, but the holders of preferred shares shall have the right to receive a greater percentage of the Company's net profits than the holders of ordinary shares. The Company's Extraordinary General Assembly also has the right to issue treasury shares or decide to purchase them or convert ordinary or preferred shares into treasury shares in accordance with the guidelines set by the competent authority.

The Company's Extraordinary General Assembly may, in accordance with the guidelines set by the competent authority, issue preferred shares, and decide to purchase the same or convert ordinary into preferred shares or convert preferred into ordinary shares. Preferred shares shall not bestow voting rights in Shareholder General Assembly meetings, but the holders of preferred shares shall have the right to receive a greater percentage of the Company's net profits than the holders of ordinary shares. The Company's Extraordinary General Assembly also has the right to issue treasury shares or decide to purchase them or convert ordinary or preferred shares into treasury shares in accordance with the guidelines set by the competent authority.

Article 10: Sale of Unpaid Shares

The Shareholder undertakes to pay the value of the Share on the dates specified for that purpose. Failure to do so will give the Board of Directors the right, after informing the Shareholder by registered mail of selling the Share at a public auction or the stock exchange - as the case may be - pursuant to the controls set by the competent authority.

The Company shall collect the amounts payable thereto, from its sale proceeds, and shall repay the balance to the owner of the Share. If the sale proceeds are not sufficient to satisfy such amounts, then the Company may recover the balance from all Shareholder assets.

However, the defaulting shareholder may, up until the day of the sale, pay the outstanding value along with any expenses incurred by the company in this regard.

The Company shall cancel Share sold pursuant to the provisions of this Article and give the buyer a new share certificate bearing the same serial numbers as those of the cancelled Shares, with an annotation made in the Share Register indicating the sale as well as the new owner's name.

Article 10: Sale of Unpaid Shares

1. The Shareholder shall pay the value of the share on the due dates. If they fail to pay on the specified date, the Board of Directors may - after notifying them by a registered letter or informing them by any means of modern technology - sell the share at a public auction or the capital market, as the case may be, in accordance with the controls set by the competent authority.

2. The Company shall collect the amounts payable thereto from sale proceeds, and shall repay the balance to the holder of the share. If the sale proceeds are not sufficient to satisfy such amounts, then the Company may recover the balance from all Shareholder assets.

3. The rights related to shares for which payment is overdue shall be suspended upon the expiry of the specified date until they are sold or the amount due is paid in accordance with the provision of Paragraph (1) of this Article. This includes the right to receive a share of the net profits decided to be distributed and the right to attend assemblies and vote on their resolutions. However, the defaulting shareholder may, up until the day of the sale, pay the outstanding value along with any expenses incurred by the Company in this regard, and in this case, the Shareholder has the right to request the profits decided for distribution.

Article 11: Issuance of Shares

Article 11: Issuance of Shares and the Company's Purchase, Sale, Pledge, or Transfer of its Shares

Shares shall be nominal and may not be issued for less than their nominal value. However, they may be issued for a value higher than the nominal value, in which case the difference is recorded in a separate account under shareholders' equity and may not be distributed as dividends to shareholders. Shares are indivisible in relation to the company, and if a share is jointly owned by multiple persons, they must appoint one of them to represent them in exercising the rights associated with the share. These individuals are jointly liable for the obligations arising from the ownership of the share.

1. Shares of the Company shall be nominal and indivisible in relation to the Company. If a share is jointly owned by multiple persons, they must appoint one of them to represent them in exercising the rights associated with the share. These individuals are jointly liable for the obligations arising from the ownership of the share.
2. Shares may not be issued for less than their nominal value. They may be issued for a value higher than this value, in which case the difference is recorded in a separate account within the Shareholders' equity, and it shall be used in accordance with the relevant laws and regulations.
3. The Company may divide shares into shares of a lower nominal value, or merge them so that they represent shares of a higher nominal value in accordance with the relevant laws and regulations.
4. The Company may issue preferred or ordinary shares or redeemable shares, or decide to purchase, sell, or pledge them. Shares purchased by the Company shall not have votes in Shareholders' assemblies. The Company may purchase its shares for the purpose of allocating them to its employees within an employee stock program, and it may sell treasury shares in one or several stages in accordance with the relevant laws and regulations.
5. The Company may, in cases where it has shares of different types or classes, convert one type or class into another type or class in accordance with the relevant laws and regulations.

Article 12: Trading of Shares

Trading of Shares subscribed by the founder is not allowed before the publication of financial statements for two consecutive fiscal years, each lasting no less than twelve months from the date of Company establishment. These Shares are indicated by certificates that specify their type, establishment date, and the period during which trading is prohibited. However, during the restricted period, the ownership of these Shares can be transferred according to the rules of selling rights from one founder to another or to the successors in case of the founder's death, or in case of execution on the founder's insolvent or bankrupt assets. The ownership of these Shares should be prioritised for other founders. The provisions of this article also apply to what is written by the founders in the case of an increase in the capital before the expiration of the restricted period.

Article 12: Trading of Shares

Shares of the Company are traded in accordance with the provisions of the Capital Market Law and its Implementing Regulations.

Article 13: Shareholders' Register

The Company shall prepare a register which includes Shareholders' names, nationalities, particulars, places of residence, and occupations as well as the number of Shares owned by each shareholder, the serial

Article 13: Shareholders' Register

Delete

numbers of the Shares which they own, and the amount paid of their value. The Company may outsource the preparation of the register; said register shall be maintained in the Kingdom.

Article 14: Capital Increase

- a) The Extraordinary General Assembly may decide to increase the Company's issued capital, provided that the issued capital has been paid in full. The full payment of capital shall not be required if the unpaid portion of the said capital relates to shares issued against the conversion of debt instruments or financing sukuk into shares, and the period set for such conversion has not yet expired.
- b) In all cases, the Extraordinary General Assembly may allocate the issued shares or part thereof to the employees of the Company and/or any or all of its subsidiaries.
- c) Shareholders may not exercise their pre-emptive rights on the issued Shares allocated for employees.
- d) As of the date of issuance of the Extraordinary General Assembly's decision approving the increase of the issued capital, a Shareholder who owns a share shall have a pre-emptive right to subscribe to new shares issued against cash contributions. A Shareholder shall be notified by registered mail sent to the address stated in the Shareholders' Register or through modern technology means of the capital increase decision, the conditions and duration of subscription, and the dates on which said subscription begins and ends.
- e) The Extraordinary General Assembly may suspend the pre-emptive rights of Shareholders to subscribe to the capital increase against cash contributions, or may grant pre-emptive rights to non-Shareholders in cases where it deems this to be beneficial to the Company's interests.
- f) The Shareholder has the right to sell or assign the pre-emptive rights from the time the Extraordinary General Assembly issues the resolution to increase capital until the last day of subscription for the new shares associated with these rights, in accordance with the regulations set by the relevant authority.
- g) Subject to the provisions of Paragraph (d), newly issued Shares shall be distributed to the holders of pre-emptive rights requesting subscription in proportion to the pre-emptive rights they hold against the total pre-emptive rights resulting from the capital increase, provided that the number of newly issued shares they receive does not exceed the number of shares they request. The remaining new shares shall be distributed among the holders of the pre-emptive rights who request more than their share in proportion to the pre-emptive rights they hold against the total pre-emptive rights resulting from the capital increase, provided that the number of newly issued shares they receive does not exceed the number of shares they request. Any remaining shares shall be offered to third parties, unless the Extraordinary General Assembly decides otherwise, or the Capital Market Law specifies otherwise.

Article 14: Capital Increase

- a) The Extraordinary General Assembly may decide to increase the Company's issued capital, provided that the issued capital has been paid in full. The full payment of capital shall not be required if the unpaid portion of the said capital relates to shares issued against the conversion of debt instruments or financing sukuk into shares, and the period set for such conversion has not yet expired.
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- g) Subject to the provisions of Paragraph (d), newly issued Shares shall be distributed to the holders of pre-emptive rights requesting subscription in proportion to the pre-emptive rights they hold against the total pre-emptive rights resulting from the capital increase, provided that the number of newly issued shares they receive does not exceed the number of shares they request. The remaining new shares shall be distributed among the holders of the pre-emptive rights who request more than their share in proportion to the pre-emptive rights they hold

	<p>against the total pre-emptive rights resulting from the capital increase, provided that the number of newly issued shares they receive does not exceed the number of shares they request. Any remaining shares shall be offered to third parties, unless the Extraordinary General Assembly decides otherwise, or the Capital Market Law specifies otherwise.</p>
<p>Article 15: Capital Reduction</p>	<p>Article 15: Capital Reduction</p>
<p>The Extraordinary General Assembly may resolve to reduce the capital, if it exceeds the Company's needs, or if the Company sustains losses. In the latter case only, the Company's capital may be reduced below the limit prescribed under Article 45 of the Companies' Law. The decision to decrease the capital shall not be issued until a statement, prepared by the Board of Directors, is recited at the General Assembly, stating the reasons for such decrease, the Company's obligations, and the effect of the decrease on the satisfaction of such obligations. Said statement shall include the report of the Company's auditor. In cases where the General Assembly decision is passed by circulation, the presentation of the statement shall suffice. If the capital reduction is due to the capital exceeding the Company's needs, then the creditors must be invited to express their objection thereto, at least 45 days before the date set for holding the Extraordinary General Assembly meeting to issue the reduction decision. A statement, specifying the capital before and after reduction, the date and time of the meeting, and the effective date of the reduction, shall be attached to the invitation provided to the Company's creditors. Should any creditor object and present to the Company evidentiary documents within the period set above, then the Company shall pay such debt, if already due, or present a sufficient guarantee of payment, if the debt is due on a later date.</p>	<p>The Extraordinary General Assembly may resolve to reduce the capital if it exceeds the Company's needs, or if the Company sustains losses. In the latter case only, the Company's capital may be reduced below the limit prescribed under Article (59) of the Companies' Law. The decision to reduce the capital shall not be issued until a statement prepared by the Board of Directors is recited at the General Assembly, stating the reasons for such reduction, the Company's obligations, and the effect of the reduction on the satisfaction of such obligations. The said statement shall include the report of the Company's auditor.</p> <p>If the capital reduction is due to the capital exceeding the Company's needs, then the creditors must be invited to express their objection thereto at least 45 days before the date set for holding the Extraordinary General Assembly meeting to issue the reduction decision. A statement specifying the capital before and after reduction, the date and time of the meeting, and the effective date of the reduction, shall be attached to the invitation provided to the Company's creditors. Should any creditor object and present to the Company evidentiary documents within the period set above, the Company shall pay such debt, if already due, or provide a sufficient guarantee of payment, if the debt is due on a later date.</p>
<p>Article 16: Management of the Company</p>	<p>Part 3: Board of Directors</p>
<p>Article 16: Management of the Company</p>	<p>Article 16: Management of the Company</p>
<p>The Company shall be managed by a Board of Directors consisting of five to nine members to be natural persons and elected by the founders of the foundation assembly for a term not exceeding four years. The Board shall appoint a Chairman during its first meeting.</p>	<p>The Company shall be managed by a Board of Directors consisting of 6 members who are natural persons, elected by the Ordinary General Assembly of Shareholders by cumulative voting for a term not exceeding four years. Members of the Board of Directors may be re-elected for more than one time.</p>
<p>Article 17: Debt Bonds</p>	<p>Article 17: Debt Bonds</p>
<p>After the approval from the relevant authorities, the Company is permitted to issue debt bonds, loans, as well as convertible bonds and sukuk (Islamic bonds) whether for public subscription or otherwise, in accordance with the applicable regulations and rules governing such matters, by a resolution issued by the General Assembly.</p>	<p>After the approval from the relevant authorities, the Company is permitted to issue debt bonds, loans, as well as convertible bonds and sukuk (Islamic bonds) whether for public subscription or otherwise, in accordance with the applicable regulations and rules governing such matters, by a resolution issued by the General Assembly.</p>

<p>Article 18: Board Membership Termination</p> <p>Board membership shall expire upon the expiration of the Board's term, or the expiration of the Board member's term, in accordance with any law or directives applicable in the Kingdom. The Ordinary General Assembly may, at the recommendation of the Board, terminate the membership of Board members that fail to attend three (3) consecutive meetings, or a total of five (5) meetings during their term, without a valid excuse which is satisfactory to the Board.</p> <p>However, the Ordinary General Assembly may dismiss some or all the Board members. This is without prejudice to the right of the dismissed member to claim compensation from the Company if the dismissal occurs for an unacceptable reason or at an inappropriate time. A Board member may resign, provided it is at an appropriate time; otherwise, they will be liable to the Company for any resulting damages. In this case, the Ordinary General Assembly shall appoint a new Board or a replacement for the dismissed member (as the case may be) in accordance with the provisions of the Companies Law.</p>	<p>Article 18: Board Membership Termination</p> <p>Board membership shall expire upon the expiration of the Board's term, or the expiration of the Board member's term, in accordance with any law or directives applicable in the Kingdom. The Ordinary General Assembly may, at the recommendation of the Board, terminate the membership of Board members that fail to attend three (3) consecutive meetings, or a total of five (5) meetings during their term, without a valid excuse which is satisfactory to the Board.</p> <p>However, the Ordinary General Assembly may dismiss some or all the Board members. This is without prejudice to the right of the dismissed member to claim compensation from the Company if the dismissal occurs for an unacceptable reason or at an inappropriate time. A Board member may resign, provided it is at an appropriate time; otherwise, they will be liable to the Company for any resulting damages. In this case, the Ordinary General Assembly shall appoint a new Board or a replacement for the dismissed member (as the case may be) in accordance with the provisions of the Companies Law.</p>
<p>Article 19: Termination of Board Term, Resignation of Board Members, or Membership Vacancy</p> <ol style="list-style-type: none"> 1. Before the end of its term, the Board of Directors must call for the Ordinary General Assembly to appoint a new Board for the next term. If the appointment is not possible and the current Board's term ends, its members continue to perform their duties until a new Board is appointed, provided that the duration of the continuing members does not exceed ninety days from the date of the end of their term. The Board of Directors must take necessary actions to elect a new Board before the expiration of this specified period. 2. If the Chairman and members of the Board of Directors resign, they must call for the Ordinary General Assembly to appoint a new Board. The resignation does not affect the election of the new Board unless the duration of the resigned Board exceeds one hundred and twenty days from the date of resignation. 3. A member of the Board of Directors is allowed to resign from their membership by submitting a written notice to the Chairman of the Board. If the Chairman resigns, the notice must be delivered to the remaining members of the Board and the Board secretary. The resignation is effective immediately in both cases from the date specified in the notice. 4. If a position in the Board of Directors becomes vacant due to the death or resignation of any of its members, and this vacancy does not result in the violation of the necessary conditions for the validity of the Board's formation due to a shortage in the number of members below the minimum required, the Board can temporarily appoint a qualified individual to fill the vacant position. The appointment must be notified to the 	<p>Article 19: Termination of Board Term, Resignation of Board Members, or Membership Vacancy</p> <ol style="list-style-type: none"> 1. Before the end of its term, the Board of Directors must call for the Ordinary General Assembly to appoint a new Board for the next term. If the appointment is not possible and the current Board's term ends, its members continue to perform their duties until a new Board is appointed, provided that the duration of the continuing members does not exceed ninety days from the date of the end of their term. The Board of Directors must take necessary actions to elect a new Board before the expiration of this specified period. 2. If the Chairman and members of the Board of Directors resign, they must call for the Ordinary General Assembly to appoint a new Board. The resignation does not affect the election of the new Board unless the duration of the resigned Board exceeds one hundred and twenty days from the date of resignation. 3. A member of the Board of Directors is allowed to resign from their membership by submitting a written notice to the Chairman of the Board. If the Chairman resigns, the notice must be delivered to the remaining members of the Board and the Board secretary. The resignation is effective immediately in both cases from the date specified in the notice. 4. If a position in the Board of Directors becomes vacant due to the death or resignation of any of its members, and this vacancy does not result in the violation of the necessary conditions

commercial register within fifteen days from the date of appointment, and the appointment should be presented to the Ordinary General Assembly for approval. The appointed member shall complete the term of his predecessor, or the seat shall remain vacant until the term of office expires, or the Ordinary General Assembly shall be called for the appointment of a member to the vacant seat.

5. If the necessary quorum for a valid meeting of the Board of Directors is not met due to the number of its members falling below the minimum stipulated in the Law or the Company's AoA, the remaining members shall be obligated to convene an Ordinary General Assembly Meeting within sixty (60) days to elect the required number of members.

Article 20: Powers of the Board

Subject to the powers vested in the General Assembly, the Board of Directors shall have the broadest authority to manage the company in a manner that achieves its purposes. It has the right to sign contracts for sale, purchase, loans, mortgages, supply, leasing, and all types of contracts in which the company is a party. This includes contracts for owning shares in existing companies or partnership agreements with third parties to establish joint stock or limited liability companies. The Board also has the authority to sign partner resolutions in those companies, amend management provisions, and sign all commercial papers (receivables, payables, checks) and endorse them. Furthermore, it has the authority to appoint legal advisors, determine their salaries and fees, and the right to dismiss and terminate their services. The Board may also appoint or delegate others with some or all of its powers and authorities. Overall, the company's manager shall have all the necessary powers and authorities required to manage the company.

Subject to the powers assigned to the Ordinary General Assembly, the Board of Directors shall have the broadest powers in managing the company, conducting its affairs, supervising its business and financial affairs inside and outside the Kingdom of Saudi Arabia, preparing policies and guidelines to achieve its objectives, and it shall have, for example, but not limited to, documents for sale, lease, rental, representation, declarations, mortgages, etc., and conducting transactions on behalf of the company, collecting, paying, and receiving rights from others.

The Board also has the right to establish companies, participate in the establishment of companies, open branches for the Company, and sign all types of contracts, documents, and records, including, but not limited to, articles of association for companies that the Company establishes or participates in, along with all

for the validity of the Board's formation due to a shortage in the number of members below the minimum required, the Board can temporarily appoint a qualified individual to fill the vacant position. The appointment must be notified to the commercial register within fifteen days from the date of appointment, and the appointment should be presented to the Ordinary General Assembly for approval. The appointed member shall complete the term of his predecessor, or the seat shall remain vacant until the term of office expires, or the Ordinary General Assembly shall be called for the appointment of a member to the vacant seat.

5. If the necessary quorum for a valid meeting of the Board of Directors is not met due to the number of its members falling below the minimum stipulated in the Law or the Company's AoA, the remaining members shall be obligated to convene an Ordinary General Assembly Meeting within sixty (60) days to elect the required number of members.

Article 20: Powers of the Board

Subject to the powers vested in the General Assembly, the Board of Directors shall have the broadest authority to manage the Company, set its policies, determine its investments, supervise its operations, manage its affairs, and undertake all actions and dispositions within the Kingdom and abroad that would achieve its objectives. The powers and authorities of the Board of Directors include, but are not limited to, the following:

1. Establishing companies or participating with others in their establishment, or owning shares and stakes in other existing companies, or acquiring them, or merging with them, and investing in all types, deposits, sukuk, bonds, shares, and funds, and disposing of these shares or stakes. The Board has the right to present some of the Company's assets, properties, and real estate as an in-kind contribution to the capital of any company it participates in or establishes, amend their articles of incorporation, and sign on behalf of the Company the articles of incorporation for companies in which the Company participates and their amendments, whatever the type of these companies and whatever the content of these amendments, including amendments related to increasing or decreasing the capital, or assigning and selling shares and stakes in accordance with the relevant regulations, or accepting shares and stakes assigned to the Company, or transforming or merging companies, and selling and buying shares and stakes in companies, whether all shares and stakes or some of them. The Board may request,

amendments and appendices to these articles and all partner resolutions in those companies. This includes resolutions regarding capital increase and reduction, transfer and purchase of shares, documentation, and signing before the Companies Affairs Department at the Ministry of Commerce and Industry, as well as with the Notary Public. It also includes making modifications, additions, deletions, extracting, renewing, receiving, and canceling commercial registrations, changing company names, providing loans to subsidiaries, guaranteeing their loans, and signing agreements and deeds before notaries and official bodies. Additionally, the Board has the right to engage in loan agreements with the Real Estate Development Fund, Agricultural Development Fund, Industrial Development Fund, Human Resources Development Fund, and the Saudi Credit and Savings Bank, including applying for loans, receiving funds, signing contracts with these funds, presenting and collaborating with guarantors, transferring loans, transferring loans on land, requesting loan exemptions, request a clearance of any financial obligations, reclaiming amounts, issuing checks, paying off loans, and signing before the Notary Public regarding industrial mortgages. The Board is authorised to receive and deliver, follow up with all relevant authorities, complete all necessary procedures, and sign as required. It also has the right to delegate others for any or all of the aforementioned tasks, guarantees, sureties, financial documents, relinquishing pre-emptive rights in the settlement of company debts, issuing legal powers of attorney on behalf of the company, as well as buying, selling, transferring, gifting real estate, lands, shares, and company assets, both movable and immovable. The Board may also dispose of the company's assets and properties and mortgage both fixed and movable assets to secure loans for the company and its subsidiaries in accordance with the following conditions:

Obtaining the approval of the General Assembly when selling company assets that exceed 50 per cent. of the total asset value, whether the sale occurs through a single transaction or multiple transactions. In such cases, the transaction that results in exceeding the 50 per cent. threshold of asset value shall be the transaction requiring General Assembly approval. This percentage is calculated from the date of the first transaction completed within the preceding twelve months.

The Board has the right to request and accept Electronic Land and Real Estate Title Registration, accept payments in any form it deems appropriate, oversee receipt and delivery, rent, lease, and handle payments and collections. The Board may open, manage, operate, and close bank accounts, handle deposits and withdrawals at banks, borrow from them, and sign all documents, checks, and other banking transactions. It has the right to invest Company funds and operate them in domestic and international markets, both within and outside the Kingdom of Saudi Arabia. Furthermore, the board has the right to lend to companies and individuals, banks, and financial institutions; to manage dealings with banks, open accounts, withdraw and

accept, and negotiate the offering of shares and stakes owned by the Company for public or private subscription inside or outside the Kingdom of Saudi Arabia, taking into account the regulatory requirements. The Board may appoint the Company's representatives in the management of any other company that is a subsidiary or in which the Company is a shareholder, and attend meetings of partners' or shareholders' general assemblies and boards of directors, and vote on behalf of the Company, and sign the resolutions and minutes of meetings of partners' and shareholders' general assemblies, and boards of directors therein. Signing agreements and deeds before notaries and official bodies, and extracting, renewing, receiving and canceling commercial registers, and changing company names.

2. Signing loans with any entity, such as government financing funds and institutions, and commercial loans with banks and financial institutions, whatever their duration and for any limits decided by the Board, and providing guarantors and solidarity with them, transferring loans, transferring loans on land, requesting loan exemptions, requesting a statement of no financial obligations, recovering amounts, and issuing checks and repaying loans.
3. Disposing of the Company's assets, properties, and real estate, and it has the right to accept gifts, the right to mortgage and release mortgages, sell, purchase, deliver, lease, rent, transfer ownership, and receive and deliver the price and the object of sale, provided that the Board's minutes include the decision and its justifications for the disposition and sale, taking into account the following conditions:
 - 3.1. The sale is close to the fair market value according to generally accepted accounting principles.
 - 3.2 The sale is for cash except in cases of necessity and with sufficient guarantees.
 - 3.3 The disposition does not result in harm to the Company, stoppage of some of its activities, or burdening it with other obligations due to the conditions of that disposition.
 - 3.4 The approval of the Ordinary General Assembly shall be obtained for a decision to sell more than (50%) of the Company's assets, whether the sale is through a single transaction or several

deposit funds, transfer between accounts, receive and issue transfers, obtain and renew ATM cards and credit cards, issue account

statements, request check books, issue certified checks, receive, cash, and contest checks, handle returned checks, open, close, and settle accounts, update information, subscribe to and renew safety deposit boxes, redeem units in safety deposit boxes, obtain loans and provide collateral from banks, and sign loan agreements and credit facilities. It may also request letters of credit and bank guarantees, sign all banking contracts, apply for loan waivers, participate in public company subscriptions, buy and sell shares, receive share certificates, dividends, and surpluses, open investment portfolios, issue, modify, and cancel orders, redeem fund units, subscribe, buy, sell, and transfer shares to and from portfolios, sign electronic documents and applications, and utilise electronic services. The board may review the relevant authorities to complete necessary procedures and may delegate any or all of these tasks as needed. The Board also has the right to disburse bonuses, appoint and dismiss company agents and employees, as well as external service providers such as law, engineering, and accounting firms, and set their compensation, benefits, and employment terms. Passports: it may issue and renew residency permits, replace lost or damaged permits, arrange for exit and re-entry, arrange for final exits, transfer sponsorships, update records, amend professions, make settlements, waive workers, report escapes, cancel escape reports, cancel exit and return visas, cancel final exit visas, issue travel visas in place of damaged or lost ones, issue and extend visit visas, complete deceased employee affairs, issue a workers' data sheet (print), drop workers, contact the Expatriate Affairs and the Ports Authority, issue a follower card. It also has the right to receive and deliver, and the right to review all relevant parties, complete all necessary procedures, and sign what is required, and the right to authorise others in all or some of the above. The board may issue work, exit, and re-entry visas, and final exit visas for company employees and their dependents, transfer sponsorships, and release sponsorships. The Board may enter into commercial loans and obtain credit facilities from government institutions, commercial banks, financial entities, and credit companies, issue guarantees in favor of any party if deemed beneficial for the company, issue promissory notes and other negotiable instruments, and enter into all types of agreements and banking transactions for any period not exceeding the company's duration. For loans exceeding ten years, the following conditions apply:

The Board shall specify in its decision the uses of the loan and how to repay it.

The terms of the loan and the guarantees provided for it shall consider not to harm the company, its shareholders, and the general guarantees of creditors. The Board shall also approve the Company's internal, financial, administrative and technical regulations, its policies and procedures for employees, and authorise

transactions. If the sale is through several transactions, the transaction that leads to exceeding the (50%) ratio of asset sale is the transaction that requires the approval of the General Assembly, and this percentage is calculated from the date of the first transaction completed within the past twelve months.

4. Opening all types of bank accounts, including local and international investment accounts, managing and closing them, subscribing to joint-stock companies, buying and selling shares, signing letters of credit and credit facilities, transfers, financial documents, withdrawals and deposits with banks, issuing checks and commercial papers and endorsing them to others. The Board has the right to execute all banking transactions, appoint authorized signatories and determine and cancel their powers, request the issuance and cancellation of ATM cards and PINs, issue guarantees, sureties, and promissory notes, and provide guarantees of all kinds to banks, funds, financial institutions, government financing institutions, and the Company's creditors, and sign all related banking and financial transactions, documents, papers, and contracts.
5. Approaching all ministries, authorities, public and private institutions, civil and military, inside and outside the Kingdom, including but not limited to: The Royal Court, ministries, judicial bodies, security agencies, regulatory and supervisory bodies, municipal, educational, and health authorities, financial and governmental institutions, public and private authorities, and related committees and councils. The Board has the right to complete all procedures related to the Company with these entities, sign on its behalf, represent it before them, and complete all necessary transactions.
6. The Board of Directors, in cases it deems appropriate, has the right to discharge the Company's debtors from their obligations in a manner that serves its interest and according to generally accepted accounting procedures in creating provisions for doubtful debts, and that a period has passed on the debt and the Board deemed it futile to continue pursuing it, provided that the Board's minutes and the grounds for its decision

the Company's executive directors to sign on its behalf in accordance with the regulations and controls established by the Board and approve the Company's business and operating plans and approve its annual budget. Discharging the Company's debtors from their obligations, provided that the minutes of the Board of Directors and the grounds for its decision include consideration of the following conditions:

The discharge shall be after a full year has passed since the debt arose as a minimum.

The discharge shall be for a specified maximum amount per year for each debtor.

Discharging debtors is an absolute right of the Board that may not be delegated.

The Board has also the right to buy, sell, and mortgage real estate and personal property in the name of the Company and for its benefit, before public or private parties. It may also accept and release mortgages on real estate or personal property as a guarantee for rights against third parties. It has also the right to carry out necessary transactions to ensure the efficient and profitable operation of the company as much as possible.

The Board has the right to review the Royal Court, the Ministry of Justice, the Ministry of Interior, governmental and private institutions, bodies and companies, the Ministry of Foreign Affairs, the Ministry of Defense, the Ministry of Commerce and Industry, the Ministry of Finance, the Ministry of Agriculture, the Ministry of Labour, the Ministry of Social Affairs, the Ministry of Municipal and Rural Affairs, the Ministry of Higher Education, the Ministry of Education, the Ministry of Health, the Ministry of Culture and Information, the Ministry Of Islamic Affairs, Dawah and Guidance, the Ministry of Housing, the Ministry of Electricity and Water, the Ministry of Petroleum and Mineral Resources, the Ministry of Transport, the Ministry of Hajj, the Ministry of Civil Service, Civil Status and Civil Rights, the Ministry of Communications and Information Technology, the Ministry of Economy and Planning and its branches and affiliated departments and sections. It has the right to review the Saudi Central Bank, the Technical and Vocational Training Corporation, the Saudi Ports Authority, the Saudi Railways Organisation, King Fahad Causeway Authority, King Abdulaziz City for Science and Technology, the Grain Silos and Flour Mills Organisation, the Public Pension Agency, the Saudi Arabian Airlines Corporation, the Saline Water Conversion Corporation, the General Organisation for Social Insurance and its branches and affiliated departments and sections. It also has the right to review the Control and Investigation Board, the Bureau of Investigation and Public Prosecution, the General Investment Authority, the Capital Market Authority, the Saudi Standards, Metrology and Quality Organisation, the Saudi Commission for Health Specialties, the Saudi Food and Drug Authority, the General Commission for Tourism and Antiquities, the National Anti-Corruption Commission, the Saudi Authority for Industrial Cities and Technology Zones, the Royal Commission for Jubail and Yanbu, the Human Rights Commission, the National Center for Wildlife, the General Authority of Civil Aviation, the Royal Commission for Riyadh City, the Royal

to discharge the Company's debtors include the reasons and justifications for it. Discharge is also a right of the Board and may not be delegated.

7. Approaching all ministries, authorities, public and private institutions, civil and military, inside and outside the Kingdom, including but not limited to: The Royal Court, ministries, judicial bodies, security agencies, regulatory and supervisory bodies, municipal, educational, and health authorities, financial and governmental institutions, public and private authorities, and related committees and councils. The Board has the right to complete all procedures related to the Company with these entities, sign on its behalf, represent it before them, and complete all necessary transactions.

The Board, within its powers, has the right to delegate or authorize one or more of its members, a committee of the Board, an employee of the Company, or a third party to carry out specific tasks, and it has the right to cancel all or part of such delegation or authorization.

Commission for Makkah City and Holy Sites, the Development of Madinah Authority, the Communications, Space and Technology Commission and its branches and affiliated departments and sections. It also has the right to review the General Organisation for Social Insurance and other ministries, institutions, authorities and other governmental and private companies. It has the right to create, activate, amend and cancel all electronic services related to the Absher system and other electronic systems of the Ministry of Interior and other ministries, authorities and governmental and private companies, and any new systems that are created later. It has the right to receive and deliver and the right to review all relevant parties and complete all necessary procedures and sign as required. It has the right to authorise others in all or some of the above. The Board has the right, within the limits of its jurisdiction, to delegate one or more of its members or a third party to undertake a specific task or tasks.

Article 21: Remuneration of the Directors

1. The Remuneration of the Board of Directors can consist of a specific amount, attendance allowances for meetings, in-kind benefits, or a certain percentage of the net profits. It is permissible to combine two forms of compensation.
2. If the compensation is a certain percentage of the Company's profits, this percentage cannot exceed ten per cent. of the net profits after deducting the reserves determined by the ordinary General Assembly, in accordance with the provisions of the regulations and the Company's bylaws. After distributing dividends to the shareholders, the compensation should not be less than five per cent. of the paid-up capital of the Company. The entitlement to compensation should be proportional to the number of attended meetings by the Board member, and any deviation from this would be considered invalid.
3. In any case, the total amount received by a Board member as bonuses and financial or in-kind benefits should not exceed SAR 500,000 annually, according to the regulations set by the competent authority. The Board of Directors' report to the ordinary General Assembly should be by the Board members during the fiscal year. It should also include a statement of the remuneration received by the Board members as employees, executives, or for technical or consultancy work. Additionally, it should provide a record of the Board meetings and the number of meetings attended by each member since the last General Assembly meeting.

Article 22: Powers of the Chairman, Vice Chairman, Deputy Chairman and Secretary

Article 21: Remuneration of the Directors

The remuneration of the members of the Board of Directors shall be a specific amount, an attendance allowance for meetings, in-kind benefits, or a certain percentage of the net profits. Two or more of the foregoing may be combined, in addition to travel, accommodation, and lodging expenses. The Ordinary General Assembly shall determine the amount of such remuneration, provided that the remuneration is fair, motivating, and commensurate with the member's performance and the Company's performance, taking into account the controls issued by the competent authority in this regard.

The report of the Board of Directors to the Ordinary General Assembly at its annual meeting shall include a comprehensive statement of all that each member of the Board of Directors has received or is entitled to receive during the fiscal year in terms of remuneration, attendance allowances for meetings, expense allowances, and other benefits. This report shall also include a statement of what the Board members received as employees or administrators or what they received for technical, administrative, or consultancy work. It shall also include a statement of the number of Board meetings and the number of meetings attended by each member.

Article 22: Powers of the Chairman, Vice Chairman, Deputy Chairman and Secretary

1. The Board of Directors appoints a Chairman and may appoint a vice-Chairman from among its members in its first meeting.

2. The Board of Directors may appoint an executive president from among its members or from outside.

The Chairman is responsible for the following:

- . Calling for meetings of the Board of Directors and general assemblies of the Company.
- . chairing and managing the meetings of the Board of Directors and General Assemblies of the Company,
- . Having a casting vote in case of a tie in the votes of the Board of Directors.
- . Representing the Company in official and media forums.

. Representing the Company in its relations with others, including all governmental and private entities, Sharia courts, judicial bodies, the Board of Grievances, and all other judicial committees within and outside the Kingdom of Saudi Arabia. They have the right to defend, plead, and sign on behalf of the Company regarding the establishment contracts of companies in which the Company is a partner or amendments to the establishment contracts of such companies, whether before notaries, official or private entities. The Chairman also represents the Company before the Capital Market Authority, labour offices, high and primary committees, commercial papers committees, and all other judicial bodies, civil rights arbitration bodies, police departments, chambers of commerce and industry, private entities, companies, and insurance companies of all kinds. They have the right to participate in tenders and auctions and award contracts.

. The Chairman has the right to claim, file lawsuits, plead, defend, hear claims, respond to them, acknowledge, or deny them, reconcile, waive rights, request oaths, and refuse to take an oath. They can summon witnesses and present evidence, challenge them, answer questions, object, modify, challenge forgery, ideas, and deny lines, stamps, and signatures. They can request travel bans, lift them, request seizure and execution, request arbitration, appoint experts and arbitrators, challenge the reports of experts and arbitrators, replace them, and request the implementation of Article 23 of the Litigation System. Claiming the execution of judgments, accepting judgments, rejecting them, objecting to judgments, requesting appeals, seeking a review, requesting restitution, requesting mediation, and fulfilling the requirements of attending sessions and all lawsuits before all courts, notary offices, receiving amounts, receiving deeds, requesting the recusal of the judge, requesting intervention and interference in Sharia courts, administrative courts (Board of Grievances), Sharia medical committees, labour committees, financial disputes resolution committees,

Representing the Company and signing on its behalf before all governmental, semi-governmental, and non-governmental bodies, the Royal Court, ministries, authorities, public and private institutions, emirates, and all governmental departments, within and outside the Kingdom of Saudi Arabia. He has the right to defend, plead, and sign, on behalf of the Company, the articles of incorporation of companies in which the Company is a partner, or amendments to the articles of incorporation of companies in which the Company is a partner, as well as signing all contracts, agreements, deeds, waivers, and settlements, or for any other matters or procedures in which the Company is a party, whether before notaries, official or private entities. Representing the Company before the Capital Market Authority, labor offices, higher and lower committees, commercial paper committees, all other judicial committees, arbitration bodies, civil rights, police departments, chambers of commerce and industry, private entities, companies, and institutions of all kinds, and entering into tenders and auctions and awarding contracts.

He has the right to claim, file lawsuits, plead, defend, hear claims, respond to them, acknowledge, deny, reconcile, waive rights, request oaths, refuse to take an oath, summon witnesses, present evidence, challenge them, answer questions, object, modify, challenge forgery, and deny lines, stamps, and signatures. He can request travel bans, lift them, request seizure and execution, request arbitration, appoint experts and arbitrators, challenge the reports of experts and arbitrators, replace them, and request the implementation of Article 23 of the Law of Procedure before the Sharia Courts. Claiming the execution of judgments, accepting judgments, rejecting them, objecting to judgments, requesting appeals, seeking a review, requesting restitution, requesting mediation, and fulfilling the requirements of attending sessions and all lawsuits before all courts, notary offices, receiving amounts, receiving deeds, requesting the recusal of the judge, requesting intervention and interference in Sharia courts, administrative courts (Board of Grievances), Sharia medical committees, labor committees, financial disputes resolution committees, banking disputes settlement committees, commercial paper arbitration offices, commercial disputes settlement committees, customs committees, commercial fraud committees, supervisory and investigation bodies, public prosecution, and all judicial and executive authorities in their various degrees and types. He has the right to receive and deliver, the right to review all relevant entities, and to complete all necessary procedures inside and outside the Kingdom

banking disputes settlement committees, commercial paper arbitration offices, commercial disputes settlement committees, customs committees, commercial fraud committees, supervisory and investigation bodies, public prosecution, and all judicial and executive authorities in their various degrees and types. They

all necessary procedures inside and outside the Kingdom of Saudi Arabia. They have the right to sign where necessary and have the right to delegate to others all or some of the aforementioned declaration, claim, defence, pleading, litigation, settlement, reconciliation, waiver, denial, requesting an oath, rejecting an oath, mediation, accepting judgments, rejecting them, arbitrating on behalf of the Company, requesting the execution of judgments, opposing them, receiving the proceeds of execution, presenting arbitration arguments, requesting the amendment of deeds, and issuing replacements and duplicates and their duration.

Other authorities and powers granted by the Board of Directors:

The Chairman of the Board may delegate all or some of his powers to one of the Board members or employees of the Company or someone else, and the special compensation received by the Chairman of the Board is double the compensation prescribed for the Board members. The Board of Directors appoints a secretary who is chosen from among its members or others, and his duties and compensation are determined by a separate contract, and the duration of membership for the Chairman of the Board, Vice Chairman, Executive Member, Secretary, and Board members does not exceed the duration of their membership in the Board. They can be re-elected, and the Board has the right at any time to dismiss them or any of them without violating the right of the dismissed person to compensation if the dismissal occurs for an unjustified reason or at inappropriate time.

The Chairman of the Board has the authority to delegate in writing some of his powers to other Board members or others to carry out work or tasks, and the Vice Chairman of the Board assumes his duties in his absence in cases where the Board has a Vice Chairman. The duration of the Chairman of the Board's absence in cases where the Board has a Vice Chairman does not exceed the duration of the absence of the Chairman of the Board. The same applies to the Vice Chairman of the Board, the CEO, the Secretary, and any of them in those positions, and this does not result in their exemption from their membership.

Article 23: Meetings of the Board of Directors

The Board of Directors meets at least four times a year upon the invitation of its Chairman. The invitation can be in the form of a written letter, sent via email, fax, or regular mail, accompanied by an agenda. The invitation should be sent at least seven (7) days prior to the meeting date. The Chairman of the Board is

of Saudi Arabia. He has the right to sign where necessary and has the right to delegate to others all or some of the aforementioned powers, including declaration, claim, defense, pleading, litigation, settlement, reconciliation, waiver, denial, requesting an oath, rejecting an oath, mediation, accepting judgments, rejecting them, arbitrating on behalf of the Company, requesting the execution of judgments, opposing them, receiving the proceeds of execution, presenting arbitration arguments, requesting the amendment of deeds, and issuing replacements and duplicates and their duration. Other powers granted to him by the Board of Directors.

The Chairman of the Board of Directors' authority is an individual authority in representing the Company or signing on its behalf in all the above-mentioned matters, and he has the right to delegate or authorize others for any or all of his powers or competencies. The remuneration he receives shall be in addition to the remuneration prescribed for the members of the Board of Directors, as proposed by the Board of Directors and approved by the Shareholders' Assembly.

The Vice Chairman shall assume the duties of the Chairman in his absence.

The Board of Directors shall appoint a secretary chosen from among its members or others, and his duties and remuneration shall be determined in a separate contract.

Article 23: Meetings of the Board of Directors

The Board of Directors shall meet at least four times a year upon the invitation of its Chairman. The invitation shall be in writing and may be sent by regular mail, email, or other modern technological means. The Chairman of the Board or his deputy - in case of his absence - shall

obligated to call for a meeting whenever requested to do so in writing by any Board member. During the meeting, any topic can be discussed and deliberated upon.

call the Board to a meeting whenever requested to do so in writing by any member of the Board to discuss one or more topics.

The Board of Directors shall determine the place of its meetings, and its meetings may be held using modern technological means. It also has the right to invite whomever it deems appropriate from the Company's employees, consultants, or others to attend its meetings, provided they do not have the right to vote.

Article 24: Board Quorum and Decisions

Article 24: Board Quorum and Decisions

The Board meeting is not valid unless attended by at least half of the members in person or by proxy, provided that the number of attendees is not less than three members. A Board member is allowed to appoint another member as a proxy to attend meetings, according to the following guidelines:

A meeting of the Board of Directors of the Company shall only be valid if at least half of the members (in person or by proxy) are present, provided that the number of members present in person is not less than three (3) members.

1. a Director may not act as a proxy for more than one other Director at the same meeting;
2. a proxy shall be appointed in writing; and
3. a Director acting by proxy may not vote on resolutions on which his/her principal is prohibited from voting.

A member of the Board of Directors, with the approval of the chairman of the meeting, may attend the Board meeting via modern technological means. A Board member may also appoint another member as a proxy to attend meetings and vote on his behalf on the resolutions taken during the meeting, according to the following guidelines:

The decisions of the Board of Directors are issued based on the majority of the opinions of the attending members or their representatives. In case of a tie, the vote of the Board Chairman who voted in Favour of the decision prevails.

1. A Board member may not act as a proxy for more than one other member at the same meeting.
2. The proxy shall be established in writing - and it may be via modern technological means - and for a specific meeting.
- 3 The proxy may not vote on resolutions which the principal is prohibited by the system to vote on.

The Board of Director may issue decisions by presenting them separately to the members, unless one of the Board members requests a meeting to discuss these decisions. These decisions are issued only after obtaining the absolute majority approval of the Board members, and they are presented at the first subsequent meeting of the Board.

Article 25: Board Decisions on Urgent Matters

The Board of Directors is empowered to make decisions on urgent matters by presenting them to all members for approval unless requested by any member to have them discussed in a council meeting. Such decisions are made with the consent of the majority of its members and are presented to the council in the next subsequent meeting for confirmation, as documented in the minutes of that meeting.

Delete

Article 26: Board Deliberations

Article 26: Board Deliberations

1. Board deliberations and resolutions shall be recorded in minutes prepared by the Board's Secretary and signed by the Chairman of the Board, the attending Board members, and the Secretary.

Decisions of the Board shall be issued by a majority vote of the attending members (in person or by proxy). In case of a tie, the side with which the chairman of the meeting voted shall prevail. The decision shall be effective from the date of its issuance, unless it stipulates its effectiveness at another time or upon the fulfillment of certain conditions.

<p>2. Such minutes shall be recorded in a special register signed by the Chairman of the Board and the Secretary.</p> <p>3. Means of modern technology may be used for signature, to record deliberations and resolutions, and to prepare meeting minutes.</p>	<p>The Board of Directors may issue its decisions on urgent matters by presenting them to all members by circulation, unless a member requests - in writing - a meeting of the Board to deliberate thereon. Such decisions shall be issued with the approval of a majority of its members and these decisions shall be presented to the Board at its first subsequent meeting to be recorded in the minutes of that meeting.</p> <p>Board deliberations and resolutions shall be recorded in minutes prepared by the Secretary and signed by the chairman of the meeting, the attending Board members, and the Secretary. These minutes shall be recorded in a special register signed by the Chairman of the Board and the Secretary. Modern technological means may be used for signature, to record deliberations and resolutions, and to prepare meeting minutes.</p>
<p>Part 4: Shareholders' Assemblies</p>	<p>Part 4: Shareholders' Assemblies</p>
<p>Article 27: Attendance at General Meetings</p>	<p>Article 27: Attendance at General Meetings</p>
<p>Each Shareholder has the right to attend the General Assembly of Shareholders. Furthermore, they have the option to appoint another individual who is not a member of the Board of Directors or an employee of the Company to attend the General Assembly on their behalf.</p>	<p>Each Shareholder has the right to attend the General Assembly of Shareholders. Furthermore, they have the option to appoint another individual who is not a member of the Board of Directors or an employee of the Company to attend the General Assembly on their behalf.</p>
<p>Article 28: Authorities of the Ordinary General Assembly</p>	<p>Article 28: Authorities of the Ordinary General Assembly</p>
<p>Except for matters within the competence of the Extraordinary General Assembly, the Ordinary General Assembly shall be concerned with all matters related to the Company, and the Annual Ordinary General Assembly shall convene at least once during the six months following the end of the Company's fiscal year. Other ordinary general assemblies may be convened whenever the need arises.</p>	<p>Except for matters within the competence of the Extraordinary General Assembly, the Ordinary General Assembly shall be concerned with all matters related to the Company, and the Annual Ordinary General Assembly shall convene at least once during the six months following the end of the Company's fiscal year. Other ordinary general assemblies may be convened whenever the need arises.</p>
<p>Article 29: Authorities of the Extraordinary General Assembly</p>	<p>Article 29: Authorities of the Extraordinary General Assembly</p>
<p>The Extraordinary General Assembly shall have the authority to amend the Company's articles of association, except for matters that it is prohibited to be amended by law. It may issue decisions on matters originally within the competence of the Ordinary General Assembly, under the same terms and conditions prescribed for the Ordinary General Assembly.</p>	<p>The Extraordinary General Assembly shall have the authority to amend the Company's articles of association, except for matters that it is prohibited to be amended by law. It may issue decisions on matters originally within the competence of the Ordinary General Assembly, under the same terms and conditions prescribed for the Ordinary General Assembly.</p>
<p>Article 30: Manner of Convening Assemblies</p>	<p>Article 30: Manner of Convening Assemblies</p>
<p>1. General or Special Assemblies of Shareholders shall convene at the invitation of the Board of Directors. The call for the Assembly meeting shall be made at least twenty-one (21) days prior to the date set for the meeting,</p>	<p>1. General or Special Assemblies of Shareholders shall convene at the invitation of the Board of Directors. The call for the Assembly meeting shall be made at least twenty-one (21) days prior to the date set for the meeting, by announcing the invitation and agenda via any of the</p>

by announcing the invitation and agenda via any of the modern means of communication, in accordance with the relevant laws and regulations and the controls specified by the competent authorities.

2. The Board of Directors must call for an Ordinary General Assembly to convene within thirty (30) days from the date on which it is requested to do so by the Auditor or by a number of Shareholders representing at least ten per cent (10%) of the Company's voting Shares. The Auditor may also call for the General Assembly to convene if the Board fails to do so within thirty (30) days from the date of the Auditor's request.

3. General Assembly Meetings of Shareholders may be held, and the Shareholder may participate in its deliberations and vote on its decisions by means of modern technology, in accordance with the controls determined by the competent authority.

4. Shareholders who own at least ten per cent (10%) of the Company's voting shares may add one or more topics to the agenda of the General Assembly when it is prepared.

Article 31: Record of Attendance

Shareholders who wish to attend the General Assembly must register their names in the Company's headquarters before the time specified for convening the meeting. This registration can be done either through email or fax.

Article 32: Quorum for the Ordinary General Assembly Meeting

A meeting of the Ordinary General Assembly shall not be valid unless attended by Shareholders representing at least a quarter of the Company's share capital. If such quorum cannot be attained, a second meeting shall be held one hour after the end of the period set for the first meeting, provided that the invitation to the first meeting includes an announcement indicating the possibility of holding the second meeting. In all cases, the second meeting shall be valid regardless of the number of Shares represented therein.

Article 33: Quorum of the Extraordinary General Assembly

A meeting of the Extraordinary General Assembly shall only be valid if attended by Shareholders representing at least half of the Company's share capital. If such quorum cannot be achieved at the first meeting, an invitation shall be issued for a second meeting to be held no earlier than one hour and no later than thirty

modern means of communication, in accordance with the relevant laws and regulations and the controls specified by the competent authorities.

2. The Board of Directors must call for an Ordinary General Assembly to convene within thirty (30) days from the date on which it is requested to do so by the Auditor or by a number of Shareholders representing at least ten per cent (10%) of the Company's voting Shares. The Auditor may also call for the General Assembly to convene if the Board fails to do so within thirty (30) days from the date of the Auditor's request.

3. General Assembly Meetings of Shareholders may be held, and the Shareholder may participate in its deliberations and vote on its decisions by means of modern technology, in accordance with the controls determined by the competent authority.

4. Shareholders who own at least ten per cent (10%) of the Company's voting shares may add one or more topics to the agenda of the General Assembly when it is prepared.

Article 31: Record of Attendance

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Article 32: Quorum for the Ordinary General Assembly Meeting

A meeting of the Ordinary General Assembly shall not be valid unless attended by Shareholders representing at least a quarter of the Company's voting shares. If such quorum cannot be attained, a second meeting shall be held one hour after the end of the period set for the first meeting, provided that the invitation to the first meeting includes an announcement indicating the possibility of holding this meeting. If the first invitation does not include the possibility of holding the second meeting, an invitation for a second meeting shall be made within thirty days following the previous meeting, and this invitation shall be published in the manner prescribed in these Articles of Association. In all cases, the second meeting shall be valid regardless of the number of voting shares represented therein.

Article 33: Quorum of the Extraordinary General Assembly

A meeting of the Extraordinary General Assembly shall only be valid if attended by Shareholders representing at least half of the Company's voting shares. If such quorum cannot be achieved at the first meeting, a second meeting shall be held one hour after the end of the

hours after the first. In all cases, the second meeting shall be valid if attended by Shareholders representing at least a quarter of the Company's voting shares. If such quorum cannot be achieved at the second meeting, an invitation for a third meeting shall be made in the same manner prescribed in Article Thirty (30) of these Bylaws. The third meeting shall be valid regardless of the number of Shares represented therein, following the approval of the competent authorities.

period set for the first meeting, provided that the invitation to the first meeting includes an announcement indicating the possibility of holding this meeting. If the first invitation does not include the possibility of holding the second meeting, an invitation for a second meeting shall be made in the same manner prescribed in Article (30) of these Articles of Association.

In all cases, the second meeting shall be valid if attended by a number of Shareholders representing at least a quarter of the Company's voting shares. If the required quorum is not met at the second meeting, an invitation for a third meeting shall be made in the same manner prescribed in these Articles of Association, and the third meeting shall be valid regardless of the number of voting shares represented therein.

Article 34: Voting in Assemblies

At General Assembly meetings, each Shareholder shall have one vote for each share held thereby. Cumulative voting shall be used in the election of the Board of Directors where the voting right of a share may only be used for one time. Members of the Board of Directors may not vote on General Assembly resolutions relating to transactions and contracts in which they have a direct or indirect interest, or which involve a conflict of interest.

Article 34: Voting in Assemblies

At General Assembly meetings, each Shareholder shall have one vote for each share held thereby. Cumulative voting shall be used in the election of the Board of Directors where the voting right of a share may only be used for one time. Members of the Board of Directors may not vote on General Assembly resolutions relating to transactions and contracts in which they have a direct or indirect interest, or which involve a conflict of interest.

Article 35: Assembly Resolutions

Ordinary General Assembly resolutions shall be issued by an absolute majority of voting shares represented therein. Extraordinary General Assembly resolutions shall be issued by a majority of two-thirds of the voting shares represented therein, unless the decision is related to increasing or decreasing the capital, extending the Company's term, dissolving the Company prior to the expiry of the term specified in its articles of association, or merging the Company with another company, and in this case, they shall not be valid unless issued by a majority of three-quarters of the shares represented therein.

Article 35: Assembly Resolutions

Ordinary General Assembly resolutions shall be issued by an absolute majority of voting shares represented therein. Extraordinary General Assembly resolutions shall be issued by a majority of two-thirds of the voting shares represented therein, unless the decision is related to increasing or decreasing the capital, extending the Company's term, dissolving the Company prior to the expiry of the term specified in its articles of association, or merging the Company with another company, and in this case, they shall not be valid unless issued by a majority of three-quarters of the shares represented therein.

Article 36: Discussion in Assemblies

Each Shareholder shall have the right to discuss the items listed in the General Assembly's agenda and to direct questions in respect thereof to the Directors and the Auditor. The Directors or the Auditor shall answer the Shareholders' questions in a manner that does not prejudice the Company's interest. If a Shareholder deems the answer to the question unsatisfactory, then such Shareholder may refer the issue to the General Assembly and its resolution in this regard shall be conclusive.

Article 36: Discussion in Assemblies

Each Shareholder shall have the right to discuss the items listed in the General Assembly's agenda and to direct questions in respect thereof to the Directors and the Auditor. The Directors or the Auditor shall answer the Shareholders' questions in a manner that does not prejudice the Company's interest. If a Shareholder deems the answer to the question unsatisfactory, then such Shareholder may refer the issue to the General Assembly and its resolution in this regard shall be conclusive.

Article 37: Presiding Over Assembly Meetings and Preparing Minutes	Article 37: Presiding Over Assembly Meetings and Preparing Minutes
<p>The meetings of the General Assembly of shareholders shall be presided over by the Chairman of the Board of Directors or, in their absence, by the Vice-Chairman, or by a board member appointed by the Board in the absence of both the Chairman and Vice-Chairman.</p> <p>General Assembly meeting minutes shall be prepared during the General Assembly meeting and shall specify the number of Shareholders present in person or by proxy, the number of Shares held thereby in person or by proxy, the number of votes allocated to said Shares, the resolutions made, the number of votes in favour or against each resolution, and a comprehensive summary of the discussions held during the meeting. The minutes shall be recorded regularly after each meeting in a special register, signed by the Chairman of the General Assembly, the Secretary, and vote counters.</p>	<p>The meetings of the General Assembly of Shareholders shall be presided over by the Chairman of the Board of Directors or, in their absence, by the Vice-Chairman, or by a Board member appointed by the Board in the absence of both the Chairman and Vice-Chairman. If this is not possible, the General Assembly shall be presided over by a shareholder or non-shareholder appointed by the Shareholders by voting. The chairman of the meeting shall appoint a secretary for the meeting and vote counters, and the Assembly shall approve their appointment.</p> <p>General Assembly meeting minutes shall be prepared and specify the number of Shareholders present in person or by proxy, the number of shares held thereby in person or by proxy, the number of votes allocated to said shares, the resolutions made, the number of votes in favor or against each resolution, and a comprehensive summary of the discussions held during the meeting. The minutes shall be recorded regularly after each meeting in a special register signed by the Chairman of the General Assembly, the Secretary, and vote counters.</p>
Part 5: Committees	Part 5: Committees
-	Article: Formation of Board Committees
-	<p>Without prejudice to the provisions of the relevant laws and regulations, the Board of Directors may form specialized committees according to the Company's needs, circumstances, and conditions, enabling them to perform their tasks effectively. The Board has the authority to determine the committees' tasks, working procedures, and the remuneration of their members in accordance with the controls and instructions set by the competent authorities.</p>
Article 38: Audit Committee	Article 38: Audit Committee
<p>The Audit Committee is formed by a decision of the Board of Directors, consisting of (three to five) members who are not executive members of the Board. The Chairman of the Board of Directors cannot be appointed as the Chairman of the Audit Committee for a period exceeding four years. The General Assembly issues a resolution for the Audit Committee, which includes the committee's tasks, working procedures, and the remuneration of its members.</p>	<p>Delete</p>
Article 39: Quorum of the Committee	Article 39: Quorum of the Committee

<p>The meeting of the Audit Committee shall be valid by the presence of a majority of its members. All of its decisions shall be made by the majority of votes of the attending members. In the event of a tie, the committee chairman's vote shall be decisive.</p>	Delete
Article 40: Committee Authorities	Article 40: Committee Authorities
<p>The Audit Committee shall oversee the affairs of the Company. As a result, it has the right to review all of the Company's records and documents and obtain any explanations or statements from the members of the Board of Directors or the executive management. The Committee may request that the Board of Directors call an Ordinary General Assembly if the Board of Directors obstructs its course of work or the Company suffers serious damage or losses.</p>	Delete
Article 41: Committee Reports	Article 41: Committee Reports
<p>The Audit Committee shall check the Company's financial statements and the reports and notes to be provided by the auditor and shall express its opinion on the same, if any. It shall also prepare a report on its opinion with respect to the sufficiency of the internal control in the Company, along with other activities within its competence. The Board of Directors shall deposit enough copies of this report in the Company's headquarters at least twenty-one (21) days prior to the date of the regular general meeting convention, in order to provide it to any Shareholder wishing to have the same. The report shall be read out at the meeting.</p>	Delete
Part 5: Auditor	Part 5: Auditor
Article 42: Appointment, Removal, and Resignation of the Auditor	Article 42: Appointment, Removal, and Resignation of the Auditor
<p>1. The Company shall have one or more auditors, licensed to practice in the Kingdom and appointed by the Ordinary General Assembly that shall determine the remuneration, scope of work, and term thereof. The said auditor may be reappointed, provided that his term does not exceed the period specified in the relevant regulations and bylaws.</p> <p>2. The General Assembly may resolve to remove the Auditor without prejudice to his right to compensation for any damage incurred, if justified. The Chairman of the Board of Directors shall inform the competent authority of such removal and the reasons therefor within the period specified in the relevant regulations.</p> <p>3. The Auditor may resign pursuant to a written notice submitted to the Company. His assignment shall terminate from the date of submitting the resignation notice or at a later date as specified therein, without prejudice to the Company's right to compensation for any damage incurred thereby, if justified. The resigning auditor shall, upon submission of the notice, provide the Company and the competent authority with the</p>	<p>1. The Company shall have one or more auditors, licensed to practice in the Kingdom and appointed by the Ordinary General Assembly that shall determine the remuneration, scope of work, and term thereof. The said auditor may be reappointed, provided that his term does not exceed the period specified in the relevant regulations and bylaws.</p> <p>2. The General Assembly may resolve to remove the Auditor without prejudice to his right to compensation for any damage incurred, if justified. The Chairman of the Board of Directors shall inform the competent authority of such removal and the reasons therefor within the period specified in the relevant regulations.</p> <p>3. The Auditor may resign pursuant to a written notice submitted to the Company. His assignment shall terminate from the date of submitting the resignation notice or at a later date as specified therein, without prejudice to the Company's right to compensation for any damage incurred thereby, if justified. The resigning auditor shall, upon submission of the notice,</p>

<p>reasons for his resignation. The Board of Directors shall call for the General Assembly to convene to review said reasons, appoint another auditor and determine the remuneration, term, and scope of work thereof.</p>	<p>provide the Company and the competent authority with the reasons for his resignation. The Board of Directors shall call for the General Assembly to convene to review said reasons, appoint another auditor and determine the remuneration, term, and scope of work thereof.</p>
<p>Article 43: Auditor Authorities</p> <p>The Auditor shall, at any time, access the Company's books, accounting records, and other supporting documents, and he may request any information and clarifications he deems necessary to verify the Company's assets and liabilities, as well as any other matters falling within his scope of work. The Chairman of the Board of Directors shall enable the Auditor to carry out his assignment. If the Auditor encounters any difficulty in carrying out his assignment, he shall submit a report to this effect to the Board of Directors. If the Board of Directors fails to facilitate the Auditor's work, the Auditor shall submit a request thereto to call for a meeting of the General Assembly to review the matter. The Auditor may direct this call if the Board of Directors does not direct it within thirty (30) days of the date of the Auditor's request.</p>	<p>Article 43: Auditor Authorities</p> <p>The Auditor shall, at any time, access the Company's books, accounting records, and other supporting documents, and he may request any information and clarifications he deems necessary to verify the Company's assets and liabilities, as well as any other matters falling within his scope of work. The Chairman of the Board of Directors shall enable the Auditor to carry out his assignment. If the Auditor encounters any difficulty in carrying out his assignment, he shall submit a report to this effect to the Board of Directors. If the Board of Directors fails to facilitate the Auditor's work, the Auditor shall submit a request thereto to call for a meeting of the General Assembly to review the matter. The Auditor may direct this call if the Board of Directors does not direct it within thirty (30) days of the date of the Auditor's request.</p>
<p>Part 6: Company Accounts and Distribution of Dividends</p> <p>Article 44: Fiscal Year</p>	<p>Part 6: Company Accounts and Distribution of Dividends</p> <p>Article 44: Fiscal Year</p>
<p>The Company's fiscal year begins on the 1st of January and ends on the 31st of December of each calendar year. The first fiscal year shall commence from the date of the ministerial decision announcing the Company's establishment and shall end on the 31st of December of the current calendar year.</p>	<p>The Company's fiscal year begins on the 1st of January and ends on the 31st of December of each calendar year. The first fiscal year shall commence from the date of the ministerial decision announcing the Company's establishment and shall end on the 31st of December of the current calendar year.</p>
<p>Article 45: Financial Statements</p> <p>1. At the end of each fiscal year, the Board of Directors shall prepare the Company's financial statements together with a report on its business and financial position for the ended fiscal year. This report shall include the proposed method for distributing dividends. The Board of Directors shall place such documents at the disposal of the Auditor at least forty-five (45) days prior to the date set for convening the General Assembly.</p> <p>2. The Chairman of the Board, the CEO and the Chief Finance Officer shall sign the documents referred to in Paragraph (1) of this Article, with a copy thereof being placed at the Company's head office at the disposal of the Shareholders.</p> <p>3. The Chairman of the Board shall provide the Shareholders with the Company's financial statements and Board of Directors' report after signing the same, as well as the Auditor's report, unless they are published through means of modern technology, at least twenty-one (21) days prior to the date set for the General Assembly meeting. The Chairman shall also deposit the Company's financial statements and the Auditor's</p>	<p>Article 45: Financial Statements</p> <p>1. At the end of each fiscal year, the Board of Directors shall prepare the Company's financial statements together with a report on its business and financial position for the ended fiscal year. This report shall include the proposed method for distributing dividends. The Board of Directors shall place such documents at the disposal of the Auditor at least forty-five (45) days prior to the date set for convening the General Assembly.</p> <p>2. The Chairman of the Board, the CEO and the Chief Finance Officer shall sign the documents referred to in Paragraph (1) of this Article, with a copy thereof being placed at the Company's head office at the disposal of the Shareholders.</p> <p>3. The Chairman of the Board shall provide the Shareholders with the Company's financial statements and Board of Directors' report after signing the same, as well as the Auditor's report, unless they are published through means of modern technology, at least twenty-one (21) days</p>

report, if any, with the Saudi Center for Economic Business via the electronic deposit program for financial statements.

prior to the date set for the General Assembly meeting. The Chairman shall also deposit the Company's financial statements and the Auditor's report, if any, with the Saudi Center for Economic Business via the electronic deposit program for financial statements.

Article 46: Distribution of Dividends

1. The General Assembly shall determine the percentage to be distributed to shareholders of the net profits after deducting the reserves, if any, and the Company's annual net profits shall be distributed after deducting all general expenses and other costs.
2. The Company may also distribute interim dividends to Shareholders of distributable profits after fulfilling the following requirements:
 - a. the Ordinary General Assembly shall authorize the Board to distribute interim dividends pursuant to a resolution issued annually;
 - b. has reasonable liquidity and can reasonably predict the level of their profits; and
 - c. the Company shall have distributable dividends in accordance with the latest financial statements, sufficient to cover the profits proposed to be distributed, after deducting the dividends that have been distributed and capitalized after the date of these statements.

Article 46: Distribution of Dividends

1. The General Assembly shall determine the percentage of the net profits to be distributed to Shareholders after deducting the reserves, if any, and the Company's annual net profits shall be distributed after deducting all general expenses and other costs.
2. The Company may also distribute annual and interim dividends of distributable profits to Shareholders after fulfilling the following requirements:
 - a) The Ordinary General Assembly shall authorize the Board to distribute annual and interim dividends pursuant to a resolution issued annually;
 - b) The Company shall have reasonable liquidity and can reasonably predict the level of their profits; and
 - c) The Company shall have distributable dividends, in accordance with the latest financial statements, sufficient to cover the profits proposed to be distributed, after deducting the dividends that have been distributed and capitalized after the date of these statements.

Article 47: Entitlement to Dividends

The Shareholder is entitled to his share of the profits in accordance with the General Assembly's decision issued in this regard. The decision shall specify the due date and the date of distribution. The right to profits shall be for the Shareholders registered in the Shareholders' records at the end of the day specified for entitlement. The Board of Directors shall implement the General Assembly's decision regarding the distribution of profits to Shareholders within fifteen (15) days from the due date of these profits specified in the General Assembly's decision.

Article 47: Entitlement to Dividends

The Shareholder is entitled to his share of the profits in accordance with the General Assembly's decision issued in this regard. The decision shall specify the due date and the date of distribution. The right to profits shall be for the Shareholders registered in the Shareholders' records at the end of the day specified for entitlement. The Board of Directors shall implement the General Assembly's decision regarding the distribution of profits to Shareholders within fifteen (15) days from the due date of these profits specified in the General Assembly's decision.

Article 48: Distribution of Dividends of Preferred Shares

1. If dividends are not distributed for any fiscal year, dividends for subsequent years may not be distributed until the specified percentage, as stipulated by the Companies Law, has been paid to holders of preferred shares for that year.
2. If the Company fails to pay the specified dividends to holders of preferred shares from the net profits after deducting reserves, if any, for three consecutive years, the Special Assembly for holders of these shares, convened in accordance with the provisions of the Companies Law, may decide to grant them attendance and

Article 48: Distribution of Dividends of Preferred Shares

1. If dividends are not distributed for any fiscal year, dividends for subsequent years may not be distributed until the specified percentage, as stipulated by the Companies Law, has been paid to holders of preferred shares for that year.
2. If the Company fails to pay the specified dividends to holders of preferred shares from the net profits after deducting reserves, if any, for three consecutive years, the Special Assembly for holders of these shares, convened in accordance with the provisions of the Companies Law,

<p>voting rights in the Company's General Assembly meetings. This right remains until the Company can fully pay the priority dividends due to holders of these shares for previous years. Each preferred share shall have one vote in the General Assembly, and in this case, the preferred Shareholder has the right to vote on all the items of the General Assembly's agenda without exception.</p>	<p>may decide to grant them attendance and voting rights in the Company's General Assembly meetings. This right remains until the Company can fully pay the priority dividends due to holders of these shares for previous years. Each preferred share shall have one vote in the General Assembly, and in this case, the preferred Shareholder has the right to vote on all the items of the General Assembly's agenda without exception.</p>
<p>Article 49: Company Losses</p> <p>If the Company's losses amount to half of its issued capital, the Board of Directors shall, within sixty (60) days from the date of its knowledge thereof, disclose the losses and its recommendations relating thereto, and it shall, within one hundred and eighty (180) days from the date of its knowledge thereof, call for the Extraordinary General Assembly to consider the continuation of the Company by taking measures necessary to resolve such losses or to dissolve the Company.</p>	<p>Article 49: Company Losses</p> <p>If the Company's losses amount to half of its issued capital, the Board of Directors shall, within sixty (60) days from the date of its knowledge thereof, disclose the losses and its recommendations relating thereto, and it shall, within one hundred and eighty (180) days from the date of its knowledge thereof, call for the Extraordinary General Assembly to consider the continuation of the Company by taking measures necessary to resolve such losses or to dissolve the Company.</p>
<p style="text-align: center;">-</p>	<p>Article: Dissolution of the Company</p> <p>The Company shall be dissolved for any of the reasons for dissolution stipulated in Article (Two Hundred and Forty-Three) of the Companies Law. Upon its dissolution, it shall enter into liquidation in accordance with the provisions of Chapter Twelve of the Companies Law. If the Company is dissolved and its assets are insufficient to pay its debts or if it is insolvent in accordance with the Bankruptcy Law, it shall apply to the competent judicial authority to initiate any of the liquidation procedures under the Bankruptcy Law.</p>
<p>Article 50: Liability Claim</p> <p>1. The Company has the right to file a claim against members of the Board of Directors for violating the provisions of the Companies Law or these Articles of Association, or for their commission of any mistake, negligence, or shortcomings in performing their duties, resulting in damages to the Company. The General Assembly or Shareholders shall resolve to file the claim and appoint someone to represent the Company in pursuing such claim. If the Company is under liquidation, the liquidator shall assume the responsibility of filing the claim. In the event of any liquidation proceedings being initiated against the Company in accordance with the Bankruptcy Law, filing such claim shall be carried out by those authorized by law to represent the Company.</p>	<p>Article 50: Liability Claim</p> <p>1. The Company has the right to file a claim against members of the Board of Directors for violating the provisions of the Companies Law or these Articles of Association, or for their commission of any mistake, negligence, or shortcomings in performing their duties, resulting in damages to the Company. The General Assembly or Shareholders shall resolve to file the claim and appoint someone to represent the Company in pursuing such claim. If the Company is under liquidation, the liquidator shall assume the responsibility of filing the claim. In the event of any liquidation proceedings being initiated against the Company in accordance with the Bankruptcy Law, filing such claim shall be carried out by those authorized by law to represent the Company.</p>

<p>2. One or more Shareholders, representing five per cent (5%) of the Company's capital, may file a claim on behalf of the Company, if such claim is not filed by the Company, provided that the filing of such claim serves the interests of the Company and is based on valid grounds, and the plaintiff is acting in good faith and is a Shareholder in the Company at the time of filing the claim.</p> <p>3. In order to file the claim referred to in Paragraph (2) of this Article, the Company's Board members shall be notified of the intent to file the claim at least fourteen (14) days prior to the date of filing such claim.</p> <p>4. Every Shareholder has the right to file a claim against the members of the Board of Directors if an error committed thereby caused specific damage to the Shareholder in question.</p>	<p>2. One or more Shareholders, representing five per cent (5%) of the Company's capital, may file a claim on behalf of the Company, if such claim is not filed by the Company, provided that the filing of such claim serves the interests of the Company and is based on valid grounds, and the plaintiff is acting in good faith and is a Shareholder in the Company at the time of filing the claim.</p> <p>3. In order to file the claim referred to in Paragraph (2) of this Article, the Company's Board members shall be notified of the intent to file the claim at least fourteen (14) days prior to the date of filing such claim.</p> <p>4. Every Shareholder has the right to file a claim against the members of the Board of Directors if an error committed thereby caused specific damage to the Shareholder in question.</p>
<p>Article 51:</p> <p>The Company shall be subject to the laws applicable in the Kingdom of Saudi Arabia. Any provision in these Articles of Association that conflicts with the provisions of the Companies Law shall be deemed null and void, and the provisions of the Companies Law shall apply. Any matter not provided for in these Articles of Association shall be governed by the Companies Law and its Implementing Regulations.</p>	<p>Article 51:</p> <p>The Company shall be subject to the laws applicable in the Kingdom of Saudi Arabia. Any provision in these Articles of Association that conflicts with the provisions of the Companies Law shall be deemed null and void, and the provisions of the Companies Law shall apply. Any matter not provided for in these Articles of Association shall be governed by the Companies Law and its Implementing Regulations.</p>
<p>Article 52:</p> <p>These Articles of Association shall be deposited and published in accordance with the Companies Law and its Implementing Regulations.</p>	<p>Article 52:</p> <p>These Articles of Association shall be deposited and published in accordance with the Companies Law and its Implementing Regulations.</p>

The articles of these AoA will be reordered and renumbered to conform with the proposed amendments*

الشركة العربية للاستثمار الزراعي والصناعي



لائحة عمل لجنة الترشيحات والمكافآت

تاريخ [●]/[●]/1446هـ (الموافق [●]/[●]/2025م)

لائحة عمل لجنة الترشيحات والمكافآت

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ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL INVESTMENT (entaj)	لائحة عمل لجنة الترشيحات والمكافآت للشركة العربية للاستثمار الزراعي والصناعي (إنتاج)
This Charter was approved by a resolution of the General Assembly of Arabian Company for Agricultural and Industrial Investment on [●]/[●]/1446H (corresponding to [●]/[●]/2025G).	تم اعتماد هذه اللائحة بقرار من الجمعية العامة للشركة العربية للاستثمار الزراعي والصناعي، بتاريخ [●]/[●]/1446هـ (الموافق [●]/[●]/2025م).
Signature of the Chairman of the Board	توقيع رئيس مجلس الإدارة
Company's Seal	ختم الشركة

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كشف لمراجعة التحكم في الوثيقة

رقم مراجعة: 00	رمز الوثيقة: XXX-YYY-123	عنوان الوثيقة: لائحة عمل لجنة الترشيحات والمكافآت
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التاريخ	اعتماد بواسطة	التاريخ	قام بالمراجعة	الإصدار
	مجلس الإدارة		لجنة الترشيحات والمكافآت	1
				2
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NOMINATION AND REMUNERATION COMMITTEE CHARTER ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL INVESTMENT	لائحة عمل لجنة الترشيحات والمكافآت للشركة العربية للاستثمار الزراعي والصناعي
1. Preamble	1- التمهيد
1.1. This Charter has been prepared in accordance with the Governance Rules of the Company and pursuant to Paragraph (7) of Article (47) of the Corporate Governance Regulations, which stipulates: "(The company may merge the Remuneration Committee and Nomination Committee into a single committee called the Nomination and Remuneration Committee, provided that it meets all the requirements and competences of both committees) 1.2. To assist the Board of Directors in performing its oversight responsibilities and undertaking the competences, responsibilities and authorities stipulated in this Charter.	1-1 تم إعداد هذه اللائحة وفقاً لقواعد الحوكمة في الشركة، ووفقاً للفقرة (7) من المادة (47) من لائحة حوكمة الشركات والتي تنص على: (يجوز للشركة دمج لجنتي المكافآت والترشيحات في لجنة واحدة تسمى لجنة المكافآت والترشيحات على أن تستوفي جميع المتطلبات والاختصاصات المتعلقة باللجنتين) 2-1 مساعدة مجلس الإدارة في أداء مسؤولياته الرقابية والقيام بالاختصاصات والمسؤوليات والصلاحيات المنصوص عليها في هذه اللائحة.
2. Terms and Definitions	2- التعريفات والمصطلحات
2.1. Unless the context otherwise requires, the terms and phrases used in this Charter shall have the meanings ascribed to them in the Company's Internal Governance Regulations.	1-2 يكون للمصطلحات والعبارات المستخدمة في هذه السياسة المعاني المحددة لها في لائحة الحوكمة الداخلية للشركة ما لم يقتض السياق خلاف ذلك.
3. Formation of the Committee and Membership Requirements	3- تشكيل اللجنة وشروط العضوية
3.1. By a Board resolution, a Nomination and Remuneration Committee shall be formed comprising no fewer than three (3) and no more than five (5) members, none of whom shall be executive directors, and due consideration shall be given to ensuring that its members are independent directors. Non-executive directors or individuals who are not members of the Board, whether from the Shareholders or otherwise, may be utilized. 3.2. The members of the Committee shall possess professional competence and have the experience, knowledge and skills necessary to perform the tasks of the Committee efficiently and effectively. 3.3. The Board may appoint the Chairman of the Board as a member of the Committee, provided that the Chairman does not hold the position of Chairman of the Committee. 3.4. The Company shall notify the Capital Market Authority of the names of the Committee members and their membership capacity upon their appointment or any changes thereto, within the statutory period specified by the Corporate Governance Regulations issued by the Capital Market Authority. 3.5. The term of membership in the Committee shall coincide with the	1-3 تشكل بقرار من المجلس لجنة المكافآت والترشيحات لا يقل عدد أعضائها عن ثلاثة ولا يزيد عن خمسة، من غير أعضاء مجلس الإدارة التنفيذيين، مع مراعاة أن يكون أعضاؤها من أعضاء مجلس الإدارة المستقلين، ويجوز الاستعانة بأعضاء غير تنفيذيين أو بأشخاص من غير أعضاء المجلس سواء كانوا من المساهمين أو من غيرهم. 2-3 يجب أن يكون أعضاء اللجنة من ذوي الكفاية المهنية ممن تتوافر فيهم الخبرة والمعرفة والمهارة بما يمكنهم من ممارسة مهام اللجنة بكفاءة واقتدار. 3-3 يجوز للمجلس أن يعين رئيس المجلس عضواً في اللجنة على ألا يشغل منصب رئيس اللجنة. 4-3 على الشركة أن تشعر هيئة السوق المالية بأسماء أعضاء اللجنة وصفات عضويتهم عند تعيينهم أو أي تغييرات تطرأ على ذلك خلال المدة النظامية التي حددها لائحة حوكمة الشركات الصادرة من هيئة السوق المالية. 5-3 تكون مدة عضوية اللجنة متزامنة مع مدة دورة المجلس وتنتهي بنهاية دورة المجلس، أو بانتهاء صلاحية العضو لها وفقاً لأي نظام أو تعليمات سارية في المملكة، ومع ذلك يجوز لمجلس الإدارة في كل وقت عزل جميع أعضاء اللجنة أو بعضهم. 6-3 يحق لكل عضو من أعضاء اللجنة الاستقالة (وفقاً لظروفه) وذلك بتسليم إشعار خطي لرئيس المجلس ورئيس اللجنة، وتصبح الاستقالة سارية المفعول من تاريخ تسليم الإشعار إلا إذا حدد الإشعار وقتاً لاحقاً لتنفيذ الاستقالة. 7-3 إذا شغل مركز أحد أعضاء اللجنة كان للمجلس أن يعين عضو في المركز

<p>term of the Board and shall end upon the expiry of this term, or upon the expiry of the member's term of office in accordance with any applicable laws or instructions in the Kingdom. However, the Board of Directors may at any time dismiss all or some of the Committee members.</p> <p>3.6. Each member of the Committee shall have the right to resign (according to their circumstances) by submitting a written notice to the Chairman of the Board and the Chairman of the Committee. The resignation shall become effective from the date of delivery of such notice, unless the notice specifies a later time for effecting the resignation.</p> <p>3.7. If a vacancy arises in the membership of the Committee, the Board may appoint a member to fill the vacant position.</p> <p>3.8. The Board may, based on a recommendation from the Committee, terminate the membership of any member who is absent from half of the Committee's annual meetings without a legitimate excuse.</p> <p>3.9. The Committee shall report to the Board of Directors.</p>	<p>الشاعر.</p> <p>8-3 يجوز للمجلس - بناءً على توصية من اللجنة - إنهاء عضوية من تغيب من الأعضاء عن حضور نصف اجتماعات اللجنة السنوية دون عذر مشروع.</p> <p>9-3 تكون مرجعية اللجنة إلى مجلس الإدارة.</p>
<p>4. Chairman of the Committee</p>	<p>4- رئيس اللجنة</p>
<p>4.1. The Board shall appoint a Chairman of the Committee who must be an independent director. If the Board does not appoint a Chairman, the Committee members shall appoint a Chairman from among themselves at the Committee's first meeting.</p> <p>4.2. The Chairman of the Committee shall preside over the Committee's meetings. In the event of the Chairman's absence from a meeting, the members present at the meeting shall elect one of them to chair the meeting and record this in the minutes of the meeting.</p> <p>4.3. The Chairman of the Committee, or whoever he delegates from the Committee members, must attend the General Assemblies to answer the Shareholders' questions and inquiries.</p> <p>4.4. The Chairman of the Committee shall oversee the Committee work and follow up on the completion of its assigned tasks. He shall also be responsible for convening the Committee, determining the time, date, and place of each Committee meeting, and setting the agenda in coordination with the Committee members.</p>	<p>1-4 يعين المجلس رئيساً للجنة، ويجب أن يكون رئيس اللجنة عضواً مستقلاً، وإذا لم يعين المجلس الرئيس، كان لأعضاء اللجنة تعيين رئيس من بينهم في أول اجتماع للجنة.</p> <p>2-4 يتولى رئيس اللجنة رئاسة اجتماعات اللجنة، وفي حال تغيب رئيس اللجنة عن حضور الاجتماع، يقوم الأعضاء الحاضرين للاجتماع بانتخاب أحدهم لرئاسة الاجتماع وإثبات ذلك في محضر الاجتماع.</p> <p>3-4 يجب حضور رئيس اللجنة أو من ينيبه من أعضائها للجمعيات العامة للإجابة على أسئلة المساهمين واستفساراتهم.</p> <p>4-4 يتولى رئيس اللجنة الإشراف على أعمالها ومتابعة إنجاز المهام المناطة بها، كما يتولى رئيس اللجنة دعوة اللجنة للانعقاد وتحديد وقت وتاريخ ومكان كل اجتماع من اجتماعات اللجنة وجدول الأعمال بالتنسيق مع أعضاء اللجنة.</p>
<p>5. Duties of a Committee Member</p>	<p>5- واجبات عضو اللجنة</p>
<p>5.1. Each member shall adhere to the principles of honesty, integrity, loyalty, due diligence and care for the benefit of the Company and its Shareholders, giving these precedence over his/her personal interests.</p> <p>5.2. Members shall attend Committee meetings, prepare for them in advance, and actively participate in the study of the agenda items and the analysis of information relevant to the matters under consideration by the Committee before expressing their opinions</p>	<p>1-5 يلتزم كل عضو بمبادئ الصدق والأمانة والولاء والعناية والاهتمام بمصالح الشركة والمساهمين، وتقديمها على مصالحه الشخصية.</p> <p>2-5 حضور اجتماعات اللجنة والتحضير المسبق لها والمشاركة الفاعلة في دراسة بنود جدول الأعمال، وتحليل المعلومات ذات الصلة بالموضوعات التي تنظرها اللجنة قبل إبداء الرأي بشأنها.</p> <p>3-5 يجب أن يكون عضو اللجنة المستقل قادراً على ممارسة مهامه وإبداء آرائه والتصويت على القرارات بموضوعية وحياد، بما يعين اللجنة على اتخاذ القرارات السليمة التي تسهم في تحقيق مصالح الشركة.</p>

<p>thereon.</p> <p>5.3. The Committee's independent member shall be capable of exercising his/her duties, expressing opinions, and voting on resolutions objectively and impartially, thereby assisting the Committee in making sound resolutions that contribute to achieving the Company's interests.</p> <p>5.4. Committee members shall maintain the privacy and confidentiality of data, information, and documents related to the Company's business that they access by virtue of their membership in the Committee and they shall not disclose any confidential data or information to external parties.</p>	<p>4-5 يجب على عضو اللجنة المحافظة على خصوصية وسرية البيانات والمعلومات والوثائق التي يطلعون عليها ذات العلاقة بأعمال الشركة بحكم عضويتهم في اللجنة وأن لا يتم الإفصاح عن أي بيانات أو معلومات سرية لأطراف خارجية.</p>
<p>6. Functions and Responsibilities</p>	<p>6- المهام والمسؤوليات</p>
<p>In addition to the functions entrusted to the Committee in the Company's Governance Regulations or as referred to it by the Board of Directors, the duties of the Committee shall include, wherever applicable, undertaking all actions that enable it to achieve its objectives, including the following:</p> <p>6.1. Nominations</p> <p>a. Proposing clear policies and criteria for membership in the Board of Directors and in the Executive Management.</p> <p>b. Recommending to the Board the nomination and re-nomination of members in accordance with the approved policies and criteria, taking into account not to nominate a person who was previously convicted of a crime involving breach of trust.</p> <p>c. Preparing a description of the required capabilities and qualifications for Board membership and Executive Management positions.</p> <p>d. Determining the time that a member must dedicate to the work of the Board.</p> <p>e. Conducting an annual review of the necessary skills or appropriate expertise required for Board membership and Executive Management positions.</p> <p>f. Reviewing the structure of the Board and the Executive Management and submitting recommendations regarding potential changes.</p> <p>g. Annually verifying the independence of independent directors and the absence of any conflict of interest if a member is a Board member of another company.</p> <p>h. Developing a job description for executive directors, non-executive directors, independent directors, and senior executives.</p>	<p>بالإضافة إلى المهام الموكلة للجنة في لائحة حوكمة الشركة أو ما يحال لها من مجلس الإدارة، فتشتمل مهام عمل اللجنة -حيثما ينطبق- القيام بكل الأعمال التي تمكنها من تحقيق أهدافها، ومنها:</p> <p>1-6 الترشيحات</p> <p>أ- اقتراح سياسات ومعايير واضحة للعضوية في مجلس الإدارة والإدارة التنفيذية.</p> <p>ب- التوصية لمجلس الإدارة بترشيح أعضاء فيه وإعادة ترشيحهم وفقاً للسياسات والمعايير المعتمدة، مع مراعاة عدم ترشيح أي شخص سبقت إدانته بجريمة مخلة بالأمانة.</p> <p>ت- إعداد وصف للقدرات والمؤهلات المطلوبة لعضوية مجلس الإدارة وشغل وظائف الإدارة التنفيذية.</p> <p>ث- تحديد الوقت الذي يتعين على العضو تخصيصه لأعمال مجلس الإدارة.</p> <p>ج- المراجعة السنوية للاحتياجات اللازمة من المهارات أو الخبرات المناسبة لعضوية مجلس الإدارة، ووظائف الإدارة التنفيذية.</p> <p>ح- مراجعة هيكل مجلس الإدارة والإدارة التنفيذية وتقديم التوصيات في شأن التغييرات التي يمكن إجراؤها.</p> <p>خ- التحقق بشكل سنوي من استقلال الأعضاء المستقلين، وعدم وجود أي تعارض مصالح إذا كان العضو يشغل عضوية مجلس إدارة شركة أخرى.</p> <p>د- وضع وصف وظيفي للأعضاء التنفيذيين والأعضاء غير التنفيذيين والأعضاء المستقلين وكبار التنفيذيين.</p> <p>ذ- وضع الإجراءات الخاصة في حال شغور مركز أحد أعضاء مجلس الإدارة أو كبار التنفيذيين.</p> <p>ر- تقييم أداء المجلس وتحديد جوانب الضعف والقوة في مجلس الإدارة، واقتراح الحلول لمعالجتها بما يتفق مع مصلحة الشركة.</p> <p>ز- خطط التعاقب الوظيفي.</p> <p>2-6 المكافآت</p> <p>أ- إعداد سياسة واضحة لمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن مجلس الإدارة، والإدارة التنفيذية، ورفعها إلى مجلس الإدارة للنظر فيها تمهيداً لاعتمادها من الجمعية العامة العادية، على أن يراعى في تلك السياسة اتباع معايير ترتبط بالأداء، والإفصاح عنها، والتحقق من تنفيذها.</p> <p>ب- توضيح العلاقة بين المكافآت الممنوحة والسياسة المعمول بها وبيان أية انحرافات جوهرية عن السياسة واسيائها.</p>

<p>i. Establishing specific procedures in the event of a vacancy in the position of a Board member or senior executive.</p> <p>j. Evaluating the performance of the Board and identifying areas of weakness and strength within the Board, and proposing solutions to address them in accordance with the Company's interest.</p> <p>k. Succession plans.</p> <p>6.2. Remuneration</p> <p>a. Preparing a clear policy for the remuneration of Board members and committees, and the Executive Management, and submitting it to the Board of Directors for consideration in preparation for its approval by the Ordinary General Assembly, provided that the policy takes into account the application of performance-related criteria, disclosure thereof, and verification of its implementation.</p> <p>b. Clarifying the relationship between the granted remuneration and the applicable policy, and stating any material deviations from the policy and reasons therefor.</p> <p>c. Periodically reviewing the remuneration policies and evaluating their effectiveness in achieving their intended objectives.</p> <p>d. Recommending to the Board of Directors regarding the remuneration of Board members and committees, and the Executive Management in accordance with the approved policies.</p> <p>e. Ensuring the disclosure of remuneration and compensation in the Board of Directors' report in accordance with the regulatory requirements issued by the competent authorities.</p>	<p>ت- المراجعة الدورية لسياسات المكافآت وتقييم مدى فاعليتها في تحقيق الأهداف المرجوة منها.</p> <p>ث- التوصية لمجلس الادارة بخصوص مكافآت أعضاء المجلس واللجان والإدارة التنفيذية وفقاً للسياسات المعتمدة.</p> <p>ج- التأكد من الإفصاح عن المكافآت والتعويضات في تقرير مجلس الإدارة وفقاً للمتطلبات النظامية الصادرة من الجهات المختصة.</p>
<p>7. Authorities</p>	<p>7- الصلاحيات</p>
<p>7.1. The Committee shall have the right to obtain all resources and information necessary for the performance of its duties and responsibilities.</p> <p>7.2. The Committee shall study matters within its jurisdiction or those referred to it by the Board of Directors and shall submit its recommendations to the Board for reaching a relevant resolution. Alternatively, the Committee may take resolutions if so authorized by the Board, provided that such authorization is not general or of indefinite duration.</p> <p>7.3. The Committee may, within its authorities, seek the assistance of experts and specialists from within or outside the Company, provided that this is documented in the minutes of the Committee meeting, along with the expert's name and his/her relationship with the Company or the Executive Management.</p>	<p>1-7 يحق للجنة الحصول على كافة الموارد والمعلومات اللازمة لأداء واجباتها ومسؤولياتها.</p> <p>2-7 دراسة الموضوعات التي تختص بها أو التي تحال إليها من مجلس الإدارة، وترفع توصياتها إلى المجلس لاتخاذ القرار بشأنها، أو أن تتخذ القرارات إذا فوض إليها المجلس ذلك، على ألا يكون التفويض الصادر من المجلس عام أو غير محدد المدة.</p> <p>3-7 للجنة الاستعانة بمن تراه من الخبراء والمختصين من داخل الشركة أو خارجها في حدود صلاحياتها، مع إثبات ذلك في محضر اجتماع اللجنة، مع ذكر اسم الخبير وعلاقته بالشركة أو الإدارة التنفيذية.</p>

8. Meetings of the Committee	-8 اجتماعات اللجنة
8.1. The Committee shall convene at least once every six (6) months to perform its functions. Meetings shall be held upon the invitation of the Chairman, and the invitation, along with the agenda and any relevant documents, shall be sent one (1) week prior to the meeting date. A majority of the Committee members may call for a special meeting of the Committee.	1-8 تجتمع اللجنة مرة واحدة على الأقل كل ستة أشهر للقيام بمهامها، ويعقد الاجتماع بدعوة من رئيسه، وترسل الدعوة قبل اسبوع واحد من موعد الاجتماع مع جدول الأعمال وأية وثائق أخرى، ويجوز لأغلبية أعضاء اللجنة الدعوة إلى اجتماع خاص للجنة. 2-8 يشترط لصحة اجتماعات اللجنة حضور أغلبية أعضائها، وتصدر قرارات اللجنة بأغلبية أصوات الأعضاء الحاضرين للاجتماع، وإذا تساوت الأصوات يرجح الجانب الذي فيه الرئيس أو من يقوم مقامه.
8.2. A majority of the Committee members shall be required for the validity of its meetings. Resolutions of the Committee shall be passed by a majority vote of the members present at the meeting. In the event of a tie vote, the side on which the Chairman or deputy thereof alternate is present shall prevail.	3-8 يجوز للجنة عقد اجتماعات لها خارج المقر الرئيسي للشركة، كما يجوز لها عقد اجتماعاتها من خلال وسائل التقنية الحديثة وبما يخدم مصلحة العمل للشركة.
8.3. The Committee may hold its meetings outside the Company's head office and may also convene its meetings using modern technological means, as long as this serves the Company's best interests.	4-8 في حال تعذر حضور أحد أعضاء اللجنة للاجتماع أصالة، جاز له الحضور من خلال وسائل التقنية الحديثة بموافقة من رئيس اللجنة ويكون حضوره بمثابة الحضور أصالة.
8.4. If a Committee member is unable to attend a meeting in person, he/she may attend using modern technological means with the approval of the Chairman, and such attendance shall be considered in person.	5-8 على أعضاء اللجنة الالتزام بحضور جميع اجتماعات اللجنة والمشاركة بفعالية في نقاشاتها، وفي حالة عدم تمكن أحد أعضاء اللجنة من الحضور عليه إبلاغ رئيس اللجنة أو أمين السر كتابيا أو عبر وسائل التقنية الحديثة.
8.5. Committee members shall attend all Committee meetings and actively participate in their discussions. If a Committee member is unable to attend, he/she shall notify the Chairman or the Secretary in writing or via modern technological means.	6-8 لا يجوز لعضو اللجنة توكيل عضو آخر لحضور اجتماع اللجنة بالنيابة عنه أو التصويت عنه في الاجتماعات.
8.6. A Committee member may not delegate another member to attend a Committee meeting or vote on his/her behalf.	7-8 لا يحق لأي عضو في مجلس الإدارة أو الإدارة التنفيذية عدا أعضاء اللجنة وأمين سرها حضور اجتماعاتها، إلا إذا طلبت اللجنة الاستماع إلى رأيه أو الحصول على مشورته.
8.7. No member of the Board of Directors or the Executive Management, other than the Committee members and its Secretary, shall be entitled to attend the Committee meetings, unless the Committee requests to hear their opinion or obtain their advice.	8-8 تعد اللجنة بداية كل سنة مالية خطة لاجتماعاتها خلال السنة وبما يمكنها من أداء أعمالها وتنفيذ المهام والمسؤوليات المناطة بها.
8.8. At the beginning of each fiscal year, the Committee shall prepare a plan for its meetings of the year, enabling it to conduct its business and fulfill its assigned functions and responsibilities.	9-8 للجنة أن تصدر قرارات في الأمور العاجلة يعرضها على الأعضاء متفرقين، ما لم يطلب أحد الأعضاء كتابة اجتماع للمداولة فيها. وتعرض هذه القرارات على اللجنة في أول اجتماع تالٍ له للمصادقة على ذلك.
8.9. The Committee may issue resolutions on urgent matters by circulating them to the members individually, unless a member requests in writing the Committee to convene to deliberate on such matters. These resolutions shall be presented to the Committee at its first subsequent meeting for ratification.	
9. Meeting Minutes	-9 محاضر الاجتماعات

<p>9.1. The meetings of the Committee shall be documented and minutes shall be prepared, including the discussions and deliberations that took place, and the Committee's recommendations and voting results shall be documented and maintained in a special and organized register, indicating the names of the members present and any reservations they expressed. These minutes shall be signed by all attending members and the Secretary.</p> <p>9.2. The minutes of the Committee meetings shall be documented as follows:</p> <p>a. The minutes of meetings shall include the date and place of the meeting, the names of the attendees and absentees, a brief of the discussions held during the meeting, any reservations, and the relevant resolutions and recommendations.</p> <p>b. The Secretary of the Committee shall provide a draft of the minutes of the meeting via electronic mail to the Committee members within five (5) days from the end of the meeting. The Committee members shall submit their comments on the draft within five (5) days from the date the minutes were sent. However, if no comments are received, the minutes shall be considered approved.</p> <p>c. Each member shall have the right to add any comments or amend any resolution or recommendation, provided that such addition or amendment is approved by a majority of the members present at the meeting.</p> <p>d. Each member of the Committee shall have the right to add their reservation regarding any item on the minutes.</p> <p>e. The Committee Secretary shall amend the minutes according to the comments and amendments and shall send them to the Chairman and members of the Committee for signature.</p> <p>f. After the minutes are adopted and approved by the members present at the meeting, the Secretary shall send the minutes to the absent members and notify them of any discussions and resolutions that were adopted at the meeting.</p> <p>g. The Secretary shall issue the resolutions or recommendations, have them signed by the Chairman of the Committee, and send them to relevant parties.</p>	<p>1-9 يجب توثيق اجتماعات اللجنة وإعداد محاضر لها تتضمن ما دار من نقاشات ومداولات، وتوثيق توصيات اللجنة ونتائج التصويت، وحفظها في سجل خاص ومنظم، وبيان أسماء الأعضاء الحاضرين والتحفظات التي أبدوها – إن وجدت –، وتوقيع هذه المحاضر من جميع الأعضاء الحاضرين وأمين السر.</p> <p>2-9 توثق محاضر اجتماعات اللجنة كما يلي:</p> <p>أ- يجب أن تتضمن محاضر الاجتماعات تاريخ ومكان انعقاد الاجتماع وأسماء الحاضرين والمتغييبين وموجز عن النقاشات الدائرة في الاجتماع والتحفظات -إن وجدت والقرارات والتوصيات ذات العلاقة.</p> <p>ب- يقوم أمين سر اللجنة بتقديم مسودة محضر الاجتماع عن طريق البريد الإلكتروني إلى أعضاء اللجنة خلال خمسة أيام عمل من انتهاء الاجتماع، كما يقوم أعضاء اللجنة بتقديم ملاحظاتهم على المسودة خلال خمسة أيام عمل من تاريخ إرسال المحضر. على أنه إذا لم ترد أية ملاحظات فيعتبر المحضر موافقا عليه.</p> <p>ت- يحق لكل عضو اضافة أي ملاحظات او تعديل أي قرار او توصية على أن تتم الموافقة على ذلك بأغلبية الأعضاء الحاضرين للاجتماع.</p> <p>ث- يحق لكل عضو من أعضاء اللجنة اضافة التحفظ الصادر منه بشأن أي بند من بنود المحضر.</p> <p>ج- يقوم أمين السر بتعديل المحضر بحسب الملاحظات والتعديلات ويتم إرساله إلى رئيس واعضاء اللجنة للتوقيع.</p> <p>ح- يقوم أمين السر بعد اعتماد المحضر والموافقة عليه من قبل الأعضاء الحاضرين للاجتماع بإرسال المحضر إلى الأعضاء المتغييبين عن الاجتماع وإشعارهم بأي مناقشات وقرارات تم اتخاذها في الاجتماع.</p> <p>خ- يقوم أمين السر بإصدار القرارات او التوصيات وتوقيعها من قبل رئيس اللجنة وإرسالها للجهات المعنية.</p>
<p>10. Remuneration and Compensation</p>	<p>10- المكافآت والتعويضات</p>
<p>10.1. The remuneration of the Committee members shall consist of a fixed annual fee (lump sum) or an attendance allowance per meeting, or both, in accordance with the remuneration policy</p>	<p>1-10 تتكون مكافأة أعضاء اللجنة من مكافأة سنوية ثابتة (مبلغ مقطوع) أو بدل حضور عن الجلسات أو الاثنين معاً، وفقاً لسياسة المكافآت المعتمدة من الجمعية العامة العادية، بالإضافة إلى ما يقرره مجلس الإدارة من بدل عن</p>

<p>approved by the Ordinary General Assembly, in addition to any allowance for travel and accommodation expenses decided by the Board of Directors for each meeting for non-resident members, in accordance with the laws and resolutions.</p> <p>10.2. The Board of Directors' report to the Ordinary General Assembly shall include a comprehensive statement of all remuneration, expense allowances, and other benefits received by the Committee members during the fiscal year. It shall also include a statement of the number of Committee meetings and the number of meetings attended by each member since the date of the last Ordinary General Assembly meeting.</p>	<p>مصروفات السفر والإقامة لكل جلسة للأعضاء الغير مقيمين في مقر الاجتماع وفق الأنظمة والقرارات.</p> <p>2-10 يجب أن يشتمل تقرير مجلس الإدارة إلى الجمعية العامة العادية على بيان شامل لكل ما حصل عليه أعضاء اللجنة خلال السنة المالية من مكافآت وبدل مصروفات وغير ذلك من المزايا. وأن يشتمل أيضاً على بيان بعدد جلسات اللجنة وعدد الجلسات التي حضرها كل عضو من تاريخ آخر اجتماع للجمعية العامة.</p>
<p>11. Secretary of the Committee</p>	<p>11- أمين سر اللجنة</p>
<p>11.1. The Committee shall appoint a secretary from among its members or from others.</p> <p>11.2. The functions and responsibilities of the Committee Secretary shall relate to the documentation and retention of the full minutes of the Committee's meetings, coordination with the Chairman of the Committee to submit reports on the Committee's activities and work to the Board of Directors, issuance of meeting outcomes and Committee resolutions to the concerned parties and follow-up on their implementation, in addition to performing all tasks assigned to the Secretary by the Committee.</p>	<p>1-11 تعين اللجنة أمين سر لها من بين أعضائها أو من غيرهم.</p> <p>2-11 تكون مهام ومسؤوليات أمين سر اللجنة متعلقة بالتوثيق والاحتفاظ بكامل وقائع اجتماعات اللجنة والتنسيق مع رئيس اللجنة لرفع التقارير حول أنشطة وأعمال اللجنة إلى مجلس الإدارة، وإصدار نتائج الاجتماعات وقرارات اللجنة إلى الأطراف المعنية ومتابعة تنفيذها، إضافة إلى تادية كافة المهام التي توكل إليه من اللجنة.</p>
<p>12. Final Provisions</p>	<p>12- أحكام ختامية</p>
<p>12.1. This Charter shall be subject to annual review as part of the Company's governance review or upon the issuance of new instructions or regulations by the competent authorities.</p> <p>12.2. This Charter shall be amended upon a recommendation from the Board of Directors based on a proposal from the Nomination and Remuneration Committee, and these amendments shall be presented to the Ordinary General Assembly for approval before taking effect.</p>	<p>1-12 تخضع اللائحة للمراجعة السنوية وذلك كجزء من مراجعة حوكمة الشركة أو عند صدور تعليمات أو لوائح جديدة من الجهات المختصة.</p> <p>2-12 يتم تعديل اللائحة بموجب توصية من مجلس الإدارة بناءً على اقتراح لجنة المكافآت والترشيحات وتعرض هذه التعديلات على الجمعية العامة العادية لاعتمادها قبل النفاذ.</p>



لائحة عمل لجنة الترشيحات والمكافآت

تاريخ 1445/11/11هـ (الموافق 2024/05/19م)

بيان إخلاء المسؤولية

هذا المستند ومحتوياته للاستخدام الداخلي فقط لـ "الشركة العربية للاستثمار الزراعي والصناعي"، ويُعامل باعتباره مادة سرية. لا يجوز نسخ أي جزء من هذا المستند أو تخزينه في أي نظام أو في أي صورة، ولا يجوز إرساله بأي شكل عبر أي وسيلة - سواء إلكترونية أو ميكانيكية أو بالتصوير الضوئي أو التسجيل أو غير ذلك، دون موافقة كتابية مسبقة من الجهة المعنية في "الشركة العربية للاستثمار الزراعي والصناعي". ومخالفة الفقرة السابقة تعرض أي شخص أو كيان للإجراءات القانونية المعمول بها طبقاً لقوانين المملكة العربية السعودية.



NOMINATION AND REMUNERATION CHARTER	لائحة عمل لجنة الترشيحات والمكافآت
ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL INVESTMENT	للشركة العربية للاستثمار الزراعي والصناعي
This Charter was approved by a resolution of the General Assembly of Arabian Company for Agricultural and Industrial Investment on 11/11/1445H (corresponding to 19/05/2024G).	تم اعتماد هذه اللائحة بقرار من الجمعية العامة للشركة العربية للاستثمار الزراعي والصناعي، بتاريخ 1445/11/11 هـ (الموافق 2024/05/19م).
Signature of the Chairman of the General Assembly	توقيع رئيس الجمعية
Company's Seal	ختم الشركة



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كشف لمراجعة التحكم في الوثيقة

رقم مراجعة: 00	رمز الوثيقة: XXX-YYY-123	عنوان الوثيقة: لائحة عمل لجنة الترشيحات والمكافآت
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الاصدار	التاريخ	تفاصيل المراجعة	قام بالمراجعة	التوقيع	قام بالموافقة على المراجعة	التوقيع
1						
2						
3						
4						
5						
6						
7						
8						

NOMINATION AND REMUNERATION COMMITTEE CHARTER ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL INVESTMENT	لائحة عمل لجنة الترشيحات والمكافآت الشركة العربية للاستثمار الزراعي والصناعي
<p>The Nomination and Remuneration Committee (the "Committee") of Arabian Company for Agricultural and Industrial Investment (the "Company") has been established by the authority of the Company's board of directors (the "Board") and shall operate in accordance with this charter (this "Charter"). The defined terms used but not defined in this Charter shall have the meaning assigned to them in Appendix 1 of the Corporate Governance Manual of the Company, unless the context otherwise requires.</p>	<p>تأسست لجنة الترشيحات والمكافآت (ويشار إليها فيما يلي بـ "اللجنة") في الشركة العربية للاستثمار الزراعي والصناعي ("الشركة") وتم تشكيلها من قبل مجلس إدارة الشركة ("المجلس") بموجب صلاحياته وفقاً لنظام الشركة الأساس، وتعمل اللجنة وفقاً للائحة العمل هذه ("اللائحة"). ويكون للمصطلحات المستخدمة (غير المعرفة) في هذه اللائحة المعاني الواردة في الملحق 1 من لائحة الحوكمة الداخلية للشركة، ما لم يقتض السياق خلاف ذلك.</p>
<p>1. Purpose</p>	<p>1- الغرض</p>
<p>1.1. The purpose of the Committee is to assist the board of directors (the "Board" and each member of the Board, a "Director") of the Company in fulfilling its oversight responsibilities and to perform the duties, responsibilities and authorities described in this Charter.</p>	<p>1-1 يتمثل الغرض من اللجنة في مساعدة مجلس الإدارة ("مجلس الإدارة"، ويشار إلى كل عضو من أعضاء مجلس الإدارة باسم "عضو مجلس الإدارة") في أداء مسؤولياته الرقابية والقيام بالانتماءات والمسؤوليات والصلاحيات المنصوص عليها في هذه اللائحة.</p>
<p>1.2. The primary role of the Committee is to: (i) lead the process of nominating and evaluating the Directors, and Senior Executives; (ii) ensure the effectiveness and soundness of the Company's Board and Executive Management structures and the relevant internal policies and procedures; and (iii) assist the Board in the review and determination of the remuneration of Directors, members of the committees of the Board, Senior Executives and employees of the Company.</p>	<p>2-1 يتمثل الدور الرئيسي للجنة فيما يلي: (1) قيادة عملية ترشيح وتقييم أعضاء مجلس الإدارة وكبار التنفيذيين؛ (2) ضمان فعالية وسلامة هيكل مجلس الإدارة والإدارة التنفيذية والسياسات والإجراءات الداخلية ذات العلاقة؛ و(3) مساعدة مجلس الإدارة في مراجعة وتحديد مكافآت أعضاء مجلس الإدارة وأعضاء لجان مجلس الإدارة وكبار التنفيذيين والموظفين بالشركة.</p>
<p>2. Formation</p>	<p>2- التشكيل</p>
<p>2.1. The Committee shall be composed of at least three and no more than five members (each a "Member" and collectively, the "Members"), who shall be appointed by the Board for a term not exceeding four years. The term of service of the Members who are also Directors shall not exceed their respective terms of service as Directors. The Members may be re-appointed for subsequent terms.</p>	<p>1-2 تشكل اللجنة من ثلاثة أعضاء على الأقل ولا تزيد على خمسة أعضاء (يشار إلى كل منهم منفرداً بـ "العضو"، ومجموعاً بـ "الأعضاء") يعيّنهم مجلس الإدارة لمدة لا تتجاوز أربع سنوات، ولا تزيد مدة عضوية العضو في اللجنة إذا كان عضواً في مجلس الإدارة عن مدة عضويته في مجلس الإدارة، ويجوز دائماً إعادة تعيين الأعضاء لفترات لاحقة.</p>
<p>2.2. Executive Directors may not be appointed as Members and at least one Member shall be an independent Director, who shall also be the chairman of the Committee.</p>	<p>2-2 لا يجوز تعيين أي من أعضاء مجلس الإدارة التنفيذيين أعضاء في اللجنة، على أن يتم تعيين عضواً واحداً على الأقل من بين أعضاء مجلس الإدارة المستقلين ويكون رئيساً للجنة.</p>
<p>2.3. The Committee shall appoint, from amongst the independent members, a chairman of the Committee (the "Chairman"), and a deputy chairman shall also be appointed in the first meeting of the Committee. The Chairman of the Board, if a Member, may not be appointed as the Chairman of the Committee. The Chairman (or his/her delegate from amongst the</p>	<p>3-2 تعين اللجنة من بين أعضائها رئيساً لها ("الرئيس") على أن يكون عضواً مستقلاً، ويحين نائب له في أول اجتماع للجنة. وفي حال كان رئيس مجلس الإدارة عضواً في اللجنة، فإنه لا يجوز أن يعيّن رئيساً لها، ويترأس الرئيس اجتماعات اللجنة ويحضر - أو من ينوبه من الأعضاء - جميع اجتماعات الجمعية العامة للإجابة عن أسئلة</p>

<p>Members) shall attend all meetings of the General Assembly to address any questions raised by the Company's Shareholders. The term of service of the Chairman shall coincide with his/her term of service as a Member. The Chairman shall be subject to removal at any time by the Committee.</p>	<p>مساهمي الشركة. وتتوافق مدة تعيين الرئيس مع مدة عضويته في اللجنة. كما يجوز للجنة عزل الرئيس في أي وقت.</p>
<p>2.4. The Committee shall appoint, from amongst the Members or others, a secretary to the Committee (the "Secretary") who shall attend all meetings of the Committee, prepare a proposed agenda in coordination with the Chairman, record the minutes and resolutions of the Committee, notify the Members of the dates of Committee meetings and provide them with the agenda and the relevant documentation for the meeting, provide assistance and consultation to the Committee on matters within his/her competence and provide the Board Secretary with a copy of the meeting minutes following signature of the same by the Chairman. The term of service of the Secretary shall be specified by the Committee. If the Secretary is also a Member, his/her term of service shall not exceed his/her term of service as a Member. The Secretary shall be subject to removal at any time by the Committee.</p>	<p>4-2 تعين اللجنة من بين أعضائها أو من غيرهم أميناً للسر ("أمين السر"). ويحضر أمين السر جميع اجتماعات اللجنة ويضع مقترح لجدول أعمالها بالتنسيق مع رئيس اللجنة ويعد محاضر اجتماعاتها ويوثق قراراتها ويحفظها في سجل خاص، كما يقوم بتبليغ أعضاء اللجنة بمواعيد الاجتماعات وتزويدهم بجدول أعمالها والوثائق اللازمة للاجتماع، وتقديم العون والمشورة إلى اللجنة في المسائل التي تندرج ضمن اختصاصاته، وكذلك تزويد أمين سر مجلس الإدارة بنسخة من محضر اجتماع اللجنة فور التوقيع عليها من رئيس اللجنة. وتحدد اللجنة مدة تعيين أمين السر، وفي حال كان أمين السر عضواً في اللجنة، لا تزيد مدة تعيينه عن مدة عضويته في اللجنة. كما يجوز للجنة عزله في أي وقت.</p>
<p>2.5. All Members shall be subject to removal at any time by the Board. In the event that the membership of any Member is terminated for any reason (whether by resignation, death, removal or any other reason) prior to the expiry of that Member's term, the Board shall appoint a replacement Member as soon as practicable. The term of service of such replacement Member shall extend to the term of service of his/her predecessor.</p>	<p>5-2 يجوز لمجلس الإدارة عزل جميع الأعضاء أو بعضهم في أي وقت، وفي حال إنهاء عضوية أي عضو لأي سبب قبل نهاية فترة عضويته (سواء لاستقالة أو وفاة أو إعفاء أو لأي سبب آخر)، يجوز لمجلس الإدارة تعيين عضواً بديلاً ليحل محله، ويكمل العضو الجديد مدة سلفه.</p>
<p>2.6. The Saudi Arabian Capital Market Authority shall be notified of the name, position and independence status of each Member, and any changes thereto (including resignation or removal), within a period of five business days from the date on which a Member is appointed or from the date of any such change, as applicable.</p>	<p>6-2 تشعر الشركة هيئة السوق المالية السعودية باسم كل عضو ومنصبه ووضع استقلاليته خلال خمسة أيام عمل من تاريخ تعيينه أو عزله، وأي تغيرات تطرأ على ذلك (بما في ذلك الاستقالة أو الإغفاء) خلال خمسة أيام عمل من تاريخ حدوث التغييرات، كما ينطبق.</p>
<p>3. Meetings</p>	<p>3- الاجتماعات والإجراءات</p>
<p>3.1. The Committee shall meet at least once every six months. Additional meetings may be held from time to time as may be necessary at the request of the Board or any of the Members.</p>	<p>3-1 تجتمع اللجنة مرة واحدة على الأقل كل ستة أشهر. ويجوز عقد اجتماعات إضافية من وقت لآخر كلما دعت الحاجة لذلك بناء على طلب مجلس الإدارة أو أي من الأعضاء.</p>
<p>3.2. A meeting of the Committee shall be convened by written notice being given by the Secretary at the request of the Chairman to each Member (and invitee, as appropriate) not less than five business days prior to the date set for the meeting, except in cases of urgency, when a meeting may be convened on shorter notice upon approval by a majority of the Members. The notice shall include the date, time and location of the meeting and shall</p>	<p>3-2 تجتمع اللجنة بدعوة من رئيسها بموجب إخطار مكتوب يرسله أمين السر لكل عضو - ومدعو، حسب الأحوال - بناء على طلب الرئيس، وذلك قبل خمسة أيام عمل على الأقل من الموعد المحدد للاجتماع. إلا في الحالات العاجلة حيث يجوز بموافقة أغلبية الأعضاء عقد اجتماع بناء على إخطار يرسل قبل مدة أقل. ويجب أن يشمل الإخطار على تاريخ ووقت ومكان الاجتماع، بالإضافة إلى</p>

<p>be accompanied by a meeting agenda and appropriate briefing materials. The Committee shall meet at such times and places as it deems appropriate to fulfil its responsibilities.</p>	<p>جدول أعمال الاجتماع والمستندات للمصاحبة الملائمة. وتجتمع اللجنة في الأوقات والأماكن التي تراها مناسبة للفهم بمسئولياتها.</p>
<p>3.3. The meetings of the Committee may be convened in person, by telephone or video teleconference, or by any other method approved by the Committee and which allows the Members to hear each other. The Committee shall meet at the times and places it deems appropriate to carry out its responsibilities.</p>	<p>3-3 يمكن عقد اجتماعات اللجنة شخصيًا أو عن طريق الهاتف أو من خلال استخدام الوسائل المرئية والمسموعة أو بأي طريقة أخرى توافق عليها اللجنة وتتيح للأعضاء الاستماع إلى بعضهم البعض. تجتمع اللجنة في الأوقات والأماكن التي تراها مناسبة للفهم بمسئولياتها.</p>
<p>3.4. Only the Members and the Secretary will be entitled to attend meetings of the Committee. However, others may attend such meetings at the invitation of the Committee.</p>	<p>4-3 لا يحق حضور اجتماعات اللجنة إلا للأعضاء وأمين السر، ومع ذلك، يجوز لغيرهم حضور تلك الاجتماعات إذا طلبت اللجنة ذلك بدعوة منها.</p>
<p>3.5. In order for meetings of the Committee to reach quorum, it shall be necessary for a majority of the Members to be present. All decisions and actions of the Committee shall be approved by a resolution passed by the affirmative vote of the majority of the Members attending the meeting of the Committee at which the resolution is approved. The Chairman shall have a casting vote in the event of a tie. No Member shall be entitled to vote on any matter in which he/she has a direct or indirect interest.</p>	<p>5-3 يشترط لصحة اجتماعات اللجنة حضور أغلبية أعضائها، وتصديق قراراتها وتعتمد تصريفاتها بأغلبية أصوات الحاضرين، وعند تساوي الأصوات يرجح الجانب الذي صوت معه الرئيس. ولا يجوز للعضو الاشتراك في التصويت على أي مسألة يكون له فيها مصلحة مباشرة أو غير مباشرة.</p>
<p>3.6. In the absence of the Chairman and an appointed deputy, the remaining Members present shall elect, from amongst themselves, a Member to chair the meeting from those who would qualify under this Charter to be appointed to that position.</p>	<p>6-3 في حالة غياب الرئيس - وغياب أو عدم وجود نائب معين من قبله من بين الأعضاء - يختار باقي الأعضاء الحاضرين من بينهم عضوًا لرئاسة الاجتماع من بين المؤهلين لشغل هذا المنصب بموجب هذه اللائحة.</p>
<p>3.7. The Committee may adopt resolutions by circulating the proposed resolutions in writing or in electronic format to all the Members for their approval and signature (and a scanned copy of the Member's signature will be deemed to constitute an acceptable form thereof). Written resolutions shall be passed with the approval of the majority of the Members, with the Chairman having a casting vote in the event of a tie.</p>	<p>7-3 يجوز للجنة اعتماد قرارات من خلال تمرير القرارات المقترحة كتابةً أو بصيغة إلكترونية على جميع الأعضاء لاعتمادها وتوقيعها (علمًا بأن النسخة المسوَّجة ضوئيًا من القرار الموقع من العضو تعتبر نموذجًا مقبولاً لذلك الغرض). وتصدر القرارات الكتابية بموافقة أغلبية الأعضاء. وعند تساوي الأصوات يرجح الجانب الذي صوت معه الرئيس.</p>
<p>3.8. Within five days following the conclusion of each meeting of the Committee or the adoption of a written resolution, the Secretary shall distribute the draft meeting minutes and/or the resolutions of the Committee to the secretary of the Board and every Member. Minutes of meetings shall be signed by every participating Member.</p>	<p>8-3 يقوم أمين السر خلال خمسة أيام من انتهاء كل اجتماع أو اعتماد قرار كتابي بإرسال نسخة من المحضر و/أو القرار لأمين سر مجلس الإدارة ولكل عضو في اللجنة. وتوقع محاضر الاجتماعات من قبل جميع الأعضاء الحاضرين في الاجتماع.</p>

4. Responsibilities	المسؤوليات
4.1. The Committee performs its principal role as described in Section 1 above by exercising at least the following functions, duties and responsibilities:	1-4 تؤدي اللجنة دورها الرئيسي المبين في القسم (1) أعلاه من خلال مباشرة الاختصاصات والمهام والمسؤوليات التالية على الأقل:
(a) Nomination	(أ) الترشيحات:
(1) Prepare, recommend to the Board, and oversee policies and criteria in relation to the appointment of Directors and members of the Company's Executive Management (the "Nomination Policy");	(1) إعداد سياسات ومعايير فيما يتعلق بترشيح وتعيين أعضاء مجلس الإدارة وأعضاء الإدارة التنفيذية للشركة ("سياسة الترشيحات")، واقتراحها لمجلس الإدارة والإشراف على تنفيذها.
(2) ensure that all necessary and appropriate inquiries are made into the backgrounds and qualifications of such candidates before recommending them to the Board for nomination;	(2) التأكد من القيام بالاستفسارات اللازمة والمناسبة في شأن مرشحي مجلس الإدارة ومؤهلاتهم قبل تقديم توصية بشأن ترشيحهم لمجلس الإدارة.
(3) recommend to the Board candidates for nomination (or re-nomination) to the Board in accordance with the Applicable Law and this Charter;	(3) التوصية لمجلس الإدارة بترشيح أعضاء في مجلس الإدارة وإعادة ترشيحهم وفقاً للأنظمة السارية وهذه اللائحة.
(4) at least annually review, assess, and recommend to the Board the skills, qualifications, and credentials required for membership in the Board and the Company's Executive Management, including setting the time commitment required for such membership and the job specifications for executive, non-executive, and independent Directors and members of the Company's Executive Management;	(4) مراجعة وتقييم وتقديم التوصيات لمجلس الإدارة بشأن القدرات والمؤهلات والخبرات اللازمة لعضوية مجلس الإدارة ووظائف الإدارة التنفيذية للشركة بصورة سنوية على الأقل. ويشمل ذلك تحديد الوقت الذي يتعين تخصيصه لتلك العضوية وإعداد وصف وظيفي لأعضاء مجلس الإدارة التنفيذيين وغير التنفيذيين والمستقلين والإدارة التنفيذية للشركة.
(5) verify on an annual basis the independence of each independent Director in accordance with the Applicable Law and the absence of any conflict of interest, in case a Director also serves as a member of the board of directors of another company;	(5) التحقق بشكل سنوي من استقلال أعضاء مجلس الإدارة المستقلين وفقاً للأنظمة السارية، وعدم وجود أي تعارض في المصالح إذا كان العضو يشغل عضوية مجلس إدارة شركة أخرى.
(6) periodically review and make recommendations to the Board concerning the succession plans for Directors and Senior Executives, taking into account the challenges and opportunities facing the Company, as well as the skills and expertise required in the future;	(6) المراجعة الدورية لخطط تعاقب كبار التنفيذيين وتقديم التوصيات بشأنها لمجلس الإدارة، مع الأخذ في الاعتبار التحديات والفرص التي تواجه الشركة إلى جانب الاحتياجات المستقبلية اللازمة من المهارات والخبرات.
(7) evaluate and recommend to the Board potential candidates for Executive Management positions in the Company and, in particular, assist the Board in selecting, developing, and evaluating potential candidates for the position of CEO; and	(7) تقييم المرشحين المحتملين لشغل مناصب الإدارة التنفيذية بالشركة وتقديم المساعدة لمجلس الإدارة لاختيار وتطوير وتقييم المرشحين وتقديم التوصيات بشأنهم لمجلس الإدارة، بما في ذلك منصب الرئيس التنفيذي.
(8) develop, and periodically review, procedures for filling vacancies in the Board and the Company's Executive Management and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancies.	(8) وضع الإجراءات الخاصة في حال شغور مركز أحد أعضاء مجلس الإدارة أو الإدارة التنفيذية ومراجعتها بشكل دوري، والتوصية لمجلس الإدارة بخصوص اختيار واعتماد المرشحين لشغل تلك المراكز.
(b) Review and Assessment	(ب) المراجعة والتقييم:
(1) Regularly review the structure, size, composition, strengths, and weaknesses of the Board (including the skills, knowledge, and experience) and the Company's Executive Management and make appropriate recommendations to the Board that are compatible with the interests of the Company;	(1) مراجعة هيكل مجلس الإدارة والإدارة التنفيذية للشركة وحجمهما وتشكيلهما وجوانب قوتها وضعفها بصفة دورية (بما في ذلك المهارات والمعرفة والخبرات) وتقديم التوصيات المناسبة لمجلس الإدارة بما يتفق مع مصلحة الشركة.

(2) develop and oversee an orientation program for new Directors; and	(2) وضع برنامج تعريفى لأعضاء مجلس الإدارة الجدد والإشراف عليه.
(3) develop, recommend and oversee an annual self-evaluation process for the Directors and certain Senior Executives of the Company.	(3) وضع عملية سنوية للتقييم الذاتي لأعضاء مجلس الإدارة وبعض كبار التنفيذيين بالشركة وتقديم التوصيات لمجلس الإدارة بشأنها والإشراف على تلك العملية.
(e) Remuneration	(ج) المكافآت:
(1) Prepare, recommend, and oversee the implementation and disclosure of a policy for the remuneration of Directors, the Senior Executives, and members of the committees of the Board (the "Remuneration Policy"), which shall be presented before the General Assembly for approval;	(1) إعداد سياسة لمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن مجلس الإدارة والإدارة التنفيذية في الشركة ("سياسة المكافآت")، ورفعها إلى مجلس الإدارة تمهيداً لاعتقادها من الجمعية العامة، والإشراف على تنفيذها والإفصاح عنها.
(2) prepare an annual report on the remuneration and other payments (in cash or in kind) received by Directors, Executive Management and members of the Board committees, and the basis for the remuneration received with respect to the Remuneration Policy (including a description of any significant departures from the Remuneration Policy) (the "Annual Report on Remuneration"), for presentation before the Board for consideration;	(2) إعداد تقرير سنوي عن المكافآت والمدفوعات الأخرى (النقدية أو العينية) الممنوحة لأعضاء مجلس الإدارة واللجان المنبثقة عن مجلس الإدارة والإدارة التنفيذية، مع توضيح العلاقة بين المكافآت الممنوحة وسياسة المكافآت (بما في ذلك بيان أي انحراف جوهري عن هذه السياسة) ("التقرير السنوي عن المكافآت")، وذلك لعرضه على مجلس الإدارة للنظر فيه.
(3) regularly review and assess the effectiveness and appropriateness of the Remuneration Policy and make recommendations to the Board in relation to the same;	(3) المراجعة الدورية لسياسة المكافآت، وتقييم مدى ملاءمتها وفعاليتها والتوصية لمجلس الإدارة فيما يتعلق بذلك.
(4) recommend to the Board the form and amount of remuneration to be granted to the Directors, Senior Executives of the Company, and members of the Board committees, in accordance with the approved Remuneration Policy;	(4) التوصية لمجلس الإدارة بمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن مجلس الإدارة والإدارة التنفيذية وفقاً لسياسة المكافآت المعتمدة.
(5) review and make recommendations to the Board regarding the Company's incentive plans for Directors and employees, including in relation to adopting, amending, and terminating such plans;	(5) مراجعة خطط الشركة الخاصة بالتمويضات والمزايا والحوافز المقررة لأعضاء مجلس الإدارة والموظفين في الشركة والتوصية بشأنها لمجلس الإدارة، بما في ذلك فيما يتعلق باعتماد هذه الخطط وتعديلها وإنهاءها.
(6) prepare and oversee a career progression framework for the Company's employees detailing, among other things, the general range of professional ranks and levels, salary scale, benefits and allowances (in cash or in kind) for the relevant professional rank and level; and	(6) إعداد سياسة إطارية للتقدم الوظيفي لكافة موظفي الشركة على أن تشمل على تفصيل للنطاق العام للمراتب الوظيفية وسلم الرواتب والمزايا والبدلات النقدية والعينية بحسب المرتبة الوظيفية، والإشراف على تنفيذها.
(7) prepare all disclosures required under the policies of the Company and the Applicable Law to which the Company is subject, including, at a minimum, disclosures relating to the Remuneration Policy and the Annual Report on Remuneration, and disclosures regarding remuneration in the annual report of the Board.	(7) إعداد الإفصاحات الخاصة بالمكافآت المطلوبة بموجب سياسات الشركة أو الأنظمة السارية، بما في ذلك الإفصاحات المتعلقة بسياسة المكافآت والتقرير السنوي عن المكافآت والإفصاحات المتعلقة بالمكافآت في تقرير مجلس الإدارة السنوي.
(d) Miscellaneous	(د) أحكام أخرى:
(1) Perform such other related activities as requested by the Board.	(1) القيام بالأعمال الأخرى ذات العلاقة بناء على طلب مجلس الإدارة.

4.2. While performing its role, the Committee will observe the division of responsibilities between the Committee, the Board, and the Company's management.	2-4 تحرص اللجنة في أدائها لدورها على الأخذ في الاعتبار تقسيم المسؤوليات والاختصاصات بينها وبين مجلس الإدارة وإدارة الشركة.
4.3. The Committee shall submit a report to the Board on its work, recommendations, conclusions and decisions after each of its meetings.	3-4 تقدم اللجنة تقريراً إلى المجلس عن أعمالها وقراراتها وتوصياتها وما توصلت إليه عقب كل جلسة من جلساتها.
5. Powers	5- الصلاحيات
5.1. The Committee shall have the authority necessary to perform its duties and responsibilities and the authority to investigate (or delegate) any matters within its competence. In particular, the Committee shall have:	1-5 تتمتع اللجنة بالصلاحيات اللازمة في سبيل أدائها لاختصاصاتها ومهامها بالإضافة إلى سلطة التحقيق (أو تفويض) أي مسائل تدخل في نطاق اختصاصها، وعلى وجه الخصوص ما يلي:
(a) unrestricted access to all documents and records of the Company that are necessary for the Committee to perform its duties and responsibilities;	(أ) حق الاطلاع على سجلات الشركة ووثائقها اللازمة للجنة لأداء مهامها ومسؤولياتها دون قيد.
(b) unrestricted access to the management and employees of the Company (including Directors and Senior Executives), all of whom shall cooperate fully with the Committee and shall answer promptly and fully any questions raised by the Committee;	(ب) حق الوصول غير المقيد لإدارة الشركة وموظفيها (بما في ذلك أعضاء مجلس الإدارة وكبار التنفيذيين)، ويتعين عليهم التعاون بشكل كامل مع اللجنة والرد في أقرب وقت ممكن وبصورة واضحة على أي أسئلة تطرحها اللجنة.
(c) the right to establish subcommittees consisting of one or more Members to carry out such duties as the Committee may delegate and as are permitted pursuant to this Charter;	(ت) الحق في تشكيل لجان فرعية تتألف من عضو أو أكثر من الأعضاء للقيام بالمهام التي تفوضها بها اللجنة وفقاً لهذه اللائحة.
(d) the right to appoint and retain outside counsel, advisors, or other specialists to advise or assist the Committee, as necessary (which appointment, including the name of the retained party and any relations it has with the Company or its executive management, shall be recorded in the relevant minutes of meeting of the Committee); and	(ث) الحق في تعيين والاستعانة بمن تراه من المستشارين الخارجيين أو غيرهم من المختصين والخبراء لتقديم المشورة للجنة أو مساعدتها حسب الاقتضاء (على أن يضمن محضر اجتماع اللجنة ذو العلاقة ذلك التعيين، مع ذكر اسم الشخص المعين وأي علاقة له مع الشركة أو الإدارة التنفيذية).
(e) the right to undertake any other actions that the Committee reasonably considers necessary to satisfactorily perform its duties and responsibilities and satisfy its obligations under this Charter.	(ج) الحق في اتخاذ أي إجراءات أخرى ترى اللجنة بشكل معقول أنها ضرورية لأداء اختصاصاتها ومهامها على الوجه المطلوب والوفاء بمسؤولياتها بموجب هذه اللائحة.
6. Remuneration	6- المكافآت
6.1. Any remuneration granted to the Members shall be in such form and amount as determined by the General Assembly upon the recommendation of the Board, in accordance with the Applicable Law and best industry practices.	1-6 تكون أي مكافأة تمنح للأعضاء بالشكل والقدر الذي تحدده الجمعية العامة بناءً على توصية مجلس الإدارة، وفقاً للأنظمة السارية وأفضل الممارسات السائدة في السوق.
7. Entry into Effect and Review	7- التنفيذ والمراجعة
7.1. This Charter shall be adopted by a resolution of the General Assembly, following a recommendation by the Board, and shall enter into effect from the date on which it is approved by the General Assembly. Whereas provisions and requirements in connection with disclosure, notification, transparency and reporting in relation to listed companies shall be applicable to the Company from the date of listing of	1-7 تعتمد هذه اللائحة بموجب قرار من الجمعية العامة بناءً على توصية من مجلس الإدارة، وتكون نافذة من تاريخ اعتمادها من قبل الجمعية العامة. علماً بأن الأحكام والمتطلبات المتعلقة بالإفصاح والإشعار والشفافية والإبلاغ السارية على الشركات المدرجة تنطبق على الشركة اعتباراً من تاريخ إخراج الأسهم في السوق، وفقاً للأنظمة السارية.

the Shares on the Exchange, in accordance with the Applicable Law.	
7.2. The Committee shall periodically review the provisions of this Charter and recommend any amendments thereto to the Board.	2-7 تقوم اللجنة بمراجعة أحكام هذه اللائحة بصورة دورية وتقدم توصياتها بأي تعديلات عليها لمجلس الإدارة.
7.3. Any amendments to this Charter shall be adopted in the same manner in which this Charter was adopted.	3-7 تعتمد أي تعديلات على هذه اللائحة بالطريقة ذاتها التي اعتمدت بها هذه اللائحة.

الشركة العربية للاستثمار الزراعي والصناعي



سياسة مكافآت أعضاء مجلس الإدارة

واللجان المنبثقة عن المجلس والإدارة التنفيذية

تاريخ [●]/[●]/1446هـ (الموافق [●]/[●]/2025م)

سياسة مكافآت أعضاء مجلس الإدارة
واللجان المنبثقة عن المجلس والإدارة التنفيذية

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	سياسة مكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن المجلس والإدارة التنفيذية
ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL INVESTMENT (entaj)	الشركة العربية للاستثمار الزراعي والصناعي (إنتاج)
This Policy was adopted by a resolution of the General Assembly of Arabian Company for Agricultural and Industrial Investment on [●]/[●]/1446H (corresponding to ([●]/[●]/2025G).	تم اعتماد هذه السياسة بقرار الجمعية العامة للشركة العربية للاستثمار الزراعي والصناعي، بتاريخ [●]/[●]/1446هـ (الموافق [●]/[●]/2025م).
Signature of the Chairman of the Board	توقيع رئيس مجلس الإدارة
Company's Seal	ختم الشركة

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كشف لمراجعة التحكم في الوثيقة

رقم مراجعة: 00	رمز الوثيقة: XXX-YYY-123	عنوان الوثيقة: سياسة مكافآت أعضاء مجلس الإدارة
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التاريخ	اعتماد بواسطة	التاريخ	قام بالمراجعة	الإصدار
	مجلس الإدارة		لجنة الترشيحات والمكافآت	1
				2
				3
				4
				5
				6
				7
				8

<p style="text-align: center;">Remuneration Policy of Board Members, Board Committees, and Executive Management AGRICULTURAL AND INDUSTRIAL INVESTMENT (entaj)</p>	<p style="text-align: center;">سياسة مكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن المجلس والإدارة التنفيذية للشركة العربية للاستثمار الزراعي والصناعي (إنتاج)</p>
<p>1. Preamble</p>	<p>1- التمهيد</p>
<p>1. This Policy aims to establish clear standards, controls and procedures for determining the remuneration of Board members and committees, and the Executive Management, in compliance with the provisions of the Companies Law, the Articles of Association (AoA) and the requirements of the Corporate Governance Regulations.</p> <p>2. This Remuneration and Compensation Policy for Board Members and Committees, and the Executive Management of the Arab Company for Agricultural and Industrial Investment has been prepared in accordance with the Companies Law, the Company's AoA, the Capital Market Law and its Implementing Regulations, and in line with the Company's objectives. This Policy defines the controls and procedures for granting remuneration to members of the Board of Directors, committee members, and the Executive Management.</p>	<p>1- تهدف هذه السياسة إلى وضع معايير وضوابط وإجراءات واضحة لتحديد مكافآت أعضاء مجلس الإدارة ولجانه والإدارة التنفيذية للالتزام بما تضمنه نظام الشركات والنظام الأساسي ومتطلبات لائحة حوكمة الشركات.</p> <p>2- تم إعداد سياسة مكافآت وتعويضات أعضاء مجلس الإدارة ولجانه والإدارة التنفيذية للشركة العربية للاستثمار الزراعي والصناعي وفقاً لنظام الشركات ونظام الشركة الأساسي ونظام السوق المالية ولوائحه التنفيذية وبما يتفق مع أهداف الشركة. وتحدد هذه اللائحة ضوابط وإجراءات منح المكافآت لأعضاء مجلس الإدارة وأعضاء اللجان والإدارة التنفيذية.</p>
<p>2. Terms and Definitions</p>	<p>2- التعريفات والمصطلحات</p>
<p>2.1. Unless the context otherwise requires, the terms and phrases used in this Charter shall have the meanings ascribed to them in the Company's Internal Governance Regulations.</p>	<p>يكون للمصطلحات والعبارات المستخدمة في هذه السياسة المعاني المحددة لها في لائحة الحوكمة الداخلية للشركة ما لم يقتض السياق خلاف ذلك.</p>
<p>3. Controls of Remuneration for Board and Committee Membership</p>	<p>3- ضوابط مكافآت العضوية في المجلس واللجان</p>
<p>The Nomination and Remuneration Committee is responsible for recommending to the Board of Directors the remuneration of Board members and committees, and the Executive Management, taking into account the following controls:</p> <p>3.1. The remuneration shall be consistent with the Company's strategic objectives and serve as an incentive for Board members and committees, and the Executive Management to achieve these objectives, enhance the</p>	<p>تختص لجنة المكافآت والترشيحات بالتوصية لمجلس الإدارة بمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن الإدارة التنفيذية مع مراعاة الضوابط التالية:</p> <p>3-1 أن تكون المكافآت متوافقة مع أهداف الشركة الاستراتيجية، وعاملاً لتحفيز أعضاء مجلس الإدارة ولجانه والإدارة التنفيذية على تحقيق الأهداف، وتعزيز قدرة الشركة في تنمية أعمالها واستدامتها على المدى الطويل، وربط الجزء المتغير من المكافآت بالأداء على المدى الطويل.</p>

<p>Company's ability to develop and sustain its business in the long term, and link the variable portion of the remuneration to long-term performance.</p> <p>3.2. The remuneration shall be determined based on the job level, the tasks and responsibilities assigned to the incumbent, academic qualifications, practical experience, skills and performance level.</p> <p>3.3. The remuneration of the Executive Management shall be consistent with the Company's size, nature of business, risk level and financial performance.</p> <p>3.4. The remuneration shall take into account the practices of other companies in determining remuneration, while avoiding any unjustified increase in remuneration and compensation resulting therefrom.</p> <p>3.5. The remuneration shall aim to attract, retain and motivate professional competencies without being excessive.</p> <p>3.6. This Policy shall be prepared in coordination with the Nomination and Remuneration Committee when there are new appointments.</p> <p>3.7. The remuneration of Board members may vary in amount to reflect a member's experience, specializations, assigned tasks, independence, number of attended meetings and other considerations.</p> <p>3.8. The granting of shares in the Company to members of the Board of Directors and the Executive Management, whether through a new issuance or shares purchased by the Company through a dedicated program, shall be regulated in accordance with the applicable laws and regulations.</p> <p>3.9. In all circumstances, the total remuneration and financial or in-kind benefits received by a Board member shall not exceed the limits stipulated in the Company's AoA or any other supplementary laws. This is in addition to any</p>	<p>2-3 أن تحدد المكافآت بناء على مستوى الوظيفة، والمهام والمسؤوليات المنوطة بشاغلها، والمؤهلات العلمية، والخبرات العملية، والمهارات، ومستوى الأداء.</p> <p>3-3 انسجام مكافآت الإدارة التنفيذية مع حجم وطبيعة ودرجة المخاطر ومستوى الاداء المالي لدى الشركة.</p> <p>4-3 الأخذ في الاعتبار ممارسات الشركات الأخرى في تحديد المكافآت، مع تفادي ما قد ينشأ عن ذلك من ارتفاع غير مبرر للمكافآت والتعويضات.</p> <p>5-3 أن تستهدف استقطاب الكفاءات المهنية والمحافظة عليها وتحفيزها، مع عدم المبالغة فيها.</p> <p>6-3 أن تعد السياسة بالتنسيق مع لجنة المكافآت والترشيحات عند التعيينات الجديدة.</p> <p>7-3 يجوز أن تكون مكافآت أعضاء مجلس الإدارة متفاوتة المقدار بحيث تعكس مدى خبرة العضو واختصاصاته والمهام المنوطة به واستقلاله وعدد الجلسات التي يحضرها وغيرها من الاعتبارات.</p> <p>8-3 تنظيم منح أسهم في الشركة لأعضاء مجلس الإدارة والإدارة التنفيذية سواء أكانت إصداراً جديداً أم أسهماً اشترتها الشركة من خلال برنامج مخصص لذلك وبما يتوافق مع الأنظمة واللوائح الصادرة بهذا الشأن.</p> <p>9-3 في جميع الأحوال؛ لا يتجاوز مجموع ما يحصل عليه عضو مجلس الإدارة من مكافآت ومزايا مالية -أو عينية في حدود ما نص نظام الشركة الأساس أو أي أنظمة أخرى مكتملة له، وذلك بالإضافة إلى ما يحصل عليه عضو المجلس من بدلات ومكافآت عن عضويته في لجنة المراجعة، أو مقابل أي أعمال أو مناصب تنفيذية أو فنية أو إدارية أو استشارية - بموجب ترخيص مهني- إضافية يكلف بها في الشركة، أو ما يقرر له من بدل مصروفات السفر والإقامة والإيواء وما من شأنه تأدية الاختصاصات المقررة له وفق الأنظمة و القرارات و التعليمات المرعية في المملكة الصادرة من الجهات المختصة.</p>
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<p>allowances and remuneration received by the Board member for their membership in the Audit Committee, or in return for any additional executive, technical, administrative or advisory work or position he is assigned to within the Company under a professional license, or any travel, accommodation and lodging expenses decided for him/her, as required for the performance of his/her responsibilities in accordance with applicable laws, resolutions and instructions issued by the competent authorities in KSA.</p>	
<p>4. Remuneration of Board Members</p>	<p>4- مكافآت أعضاء مجلس الإدارة</p>
<p>4.1. The remuneration of Board members shall consist of a fixed sum, meeting attendance allowances, in-kind benefits, a specific percentage of net profits, or a combination of two or more of these benefits, within the limits stipulated by the Companies Law or any other supplementary laws, as follows:</p> <p>أ- The fixed annual remuneration for a Board member shall be a lump sum of SAR 200,000 (two hundred thousand Saudi Riyals), and a lump sum of SAR 400,000 (four hundred thousand Saudi Riyals) for the Chairman of the Board of Directors.</p> <p>ب- When an annual remuneration for Board members is approved as a specific percentage of the net profits, this remuneration shall be entitled at a rate of ten percent (10%) of the Company's net profits, after deducting statutory and contractual reserves prescribed by law and distributing a profit to Shareholders of not less than five percent (5%) of the paid-up capital.</p> <p>ت- An attendance allowance for each Board meeting shall be five thousand SAR 5,000 (five thousand Saudi Riyals) per member.</p>	<p>1-4 تتكون مكافأة أعضاء مجلس الإدارة من مبلغ معين أو بدل حضور عن الجلسات أو مزايا عينية أو نسبة معينة من صافي الأرباح، أو الجمع بين اثنين أو أكثر من هذه المزايا وفي حدود ما نص عليه نظام الشركات أو أي أنظمة أخرى مكملة له، وفقاً لما يلي:</p> <p>أ. تكون المكافأة السنوية الثابتة لعضو مجلس الإدارة مبلغاً مقطوعاً (200,000) ريال ومبلغاً مقطوعاً (400,000) ريال لرئيس مجلس الإدارة.</p> <p>ب. عند إقرار مكافأة سنوية لأعضاء مجلس الإدارة بنسبة معينة من صافي الأرباح، فيكون استحقاقها بنسبة 10% من صافي أرباح الشركة وبعد خصم الاحتياطيات النظامية والاتفاقية المقررة نظاماً وتوزيع ربح على المساهمين لا يقل عن 5% من رأس المال المدفوع.</p> <p>ت. بدل حضور عن الجلسة الواحدة لمجلس الإدارة بمبلغ (5,000) آلاف ريال للعضو الواحد.</p> <p>ث. يجب ألا تكون مكافأة أعضاء مجلس الإدارة المستقلين نسبة من الأرباح التي تحققها الشركة أو أن تكون مبنية بشكل مباشر أو غير مباشر على ربحية الشركة.</p> <p>2-4 يجب أن يكون استحقاق مكافأة أعضاء مجلس الإدارة متناسباً مع عدد الجلسات التي يحضرها العضو.</p> <p>3-4 يجب أن يكون استحقاق العضو للمكافأة عن الفترة من تاريخ تعيينه بالمجلس ووفقاً لمدة عضويته.</p> <p>4-4 تصرف المكافآت بشكل نصف سنوي أو سنوي حسب ما يقرره مجلس الإدارة.</p>

<p>ث- The remuneration of independent directors shall not be a percentage of the profits achieved by the Company nor directly or indirectly based on the Company's profitability.</p> <p>4.2. The entitlement of Board members to remuneration shall be proportionate to the number of meetings attended by the member.</p> <p>4.3. A member shall be entitled to remuneration for the period starting from the date of his/her appointment to the Board and in accordance with the duration of his/her membership.</p> <p>4.4. Remuneration shall be disbursed on a semi-annual or annual basis, as determined by the Board of Directors.</p> <p>4.5. Attendance allowances for Board meetings may be disbursed immediately after the meeting.</p>	<p>5-4 يجوز صرف بدلات حضور جلسات مجلس الإدارة بعد الاجتماع مباشرة.</p>
<p>5. Remuneration of Committee Members</p>	<p>5- مكافآت أعضاء اللجان</p>
<p>5.1. The remuneration of committee members shall consist of a fixed annual remuneration (a specific sum) for membership in each committee, meeting attendance allowances, or both, as follows:</p> <p>5.2. The fixed annual remuneration for the Chairman of the Audit Committee shall be SAR 200,000 and SAR 150,000 for each member of the committee.</p> <p>5.3. The fixed annual remuneration for the chairpersons of other committees shall be SAR 150,000, and SAR 100,000 for each member of these committees.</p> <p>5.4. An attendance allowance for each committee meeting shall be SAR 3,000.</p> <p>5.5. Remuneration shall be disbursed on a semi-annual or annual basis, as determined by the Board of Directors.</p> <p>5.6. Attendance allowances for committee meetings may be disbursed immediately after the meeting.</p> <p>5.7. A member shall be entitled to remuneration for the period starting from the date of his/her appointment to the</p>	<p>1-5 تتكون مكافأة أعضاء اللجان من مكافأة سنوية ثابتة (مبلغ معين) عن عضوية كل لجنة أو بدل حضور عن الجلسات أو الأثنين معاً، وفقاً لما يلي:</p> <p>2-5 تكون المكافأة السنوية الثابتة لرئيس لجنة المراجعة مبلغ (200,000) ريال ومبلغ (150,000) ريال لكل عضو في اللجنة.</p> <p>3-5 تكون المكافأة السنوية الثابتة لرؤساء اللجان الأخرى مبلغ (150,000) ريال ومبلغ (100,000) ريال لكل عضو في اللجان.</p> <p>4-5 بدل حضور عن الجلسة الواحدة لاجتماعات اللجنة بمبلغ (3,000) ريال.</p> <p>5-5 تصرف المكافآت بشكل نصف سنوي أو سنوي حسب ما يقرره مجلس الإدارة.</p> <p>6-5 يجوز صرف بدلات حضور جلسات اللجان بعد الاجتماع مباشرة.</p> <p>7-5 يجب أن يكون استحقاق العضو للمكافأة عن الفترة من تاريخ تعيينه باللجنة ووفقاً لمدة عضويته.</p>

committee and in accordance with the duration of his/her membership.	
6. Remuneration of the Secretary	6- مكافأة أمين السر
<p>6.1. The Secretary's remuneration shall consist of a fixed amount or in-kind benefits, and a combination of two or more of these benefits may be provided.</p> <p>6.2. The remuneration of the Secretary for the Board and committees shall vary based on the following circumstances:</p> <p>أ- If the Secretary is a full-time employee dedicated to this role, he/she shall not receive any remuneration or meeting allowances, except in cases where the meeting is held outside the employee's place of residence, as specified in this Policy.</p> <p>ب- If the Secretary is a part-time employee undertaking this role, the fixed annual remuneration shall be a lump sum of (SAR 50,000) for the Board Secretary and (SAR 40,000) for the Committee Secretary.</p> <p>ت- If a part-time employee holds the Board secretary position concurrently with the secretary position of one or all of its committees, or if he/she holds the secretary position of multiple committees without being a Board secretary, his/her fixed annual remuneration shall be determined through coordination among the Chairman of the Board, the Chairman of the Nomination and Remuneration Committee and the Chief Executive Officer of the Company, provided that the total amount he received does not exceed (SAR 100,000) annually. This remuneration shall not affect the annual performance-based bonus received by the individual as an employee of the Company.</p>	<p>1-6 تتكون مكافأة أمين السر من مبلغ معين أو مزايا عينية، ويجوز الجمع بين اثنتين أو أكثر من هذه المزايا.</p> <p>2-6 تختلف مكافأة أمين السر للمجلس واللجان حسب الحالات التالية:</p> <p>أ. في حالة أن أمين السر كان موظفًا (متفرغًا) لهذه المهمة، لا يتقاضى أي مكافأة، ولا بدل جلسات إلا في حالة أن الجلسة خارج مقر إقامة الموظف حسب ما هو موضح في السياسة.</p> <p>ب. في حالة أن أمين السر كان موظفًا (غير متفرغ) لهذه المهمة، تكون المكافأة السنوية ثابتة مبلغ مقطوع لأمين سر مجلس الإدارة مبلغاً قدره (50,000) ريال، وأمين سر اللجان مبلغاً قدره (40,000) ريال.</p> <p>ت. يستحق في حال أن الموظف غير المتفرغ شغل أمانة سر المجلس ومعها أمانة سر إحدى لجانه أو كلها، أو أنه شغل أمانة سر عدة لجان دون المجلس، فتحدد مكافأته السنوية المقطوعة بالتنسيق بين رئيس المجلس ورئيس لجنة الترشيحات والمكافآت والرئيس التنفيذي للشركة على ألا يتجاوز مجموع ما يأخذه عن (100,000) ألف ريال سنوياً. ولا تؤثر هذه المكافأة على المكافأة السنوية المرتبطة بأداء الشركة كونه موظفًا بالشركة.</p> <p>3-6 يستحق أمين السر المكافأة اعتباراً من تاريخ انضمامه للمجلس أو اللجنة.</p> <p>4-6 يتم صرف مبلغ مقطوع لأمين السر كتعويض عن مصاريف السفر والسكن والأكل والتنقلات وخلافه عند حضور اجتماع المجلس أو لجانه خارج مدينة الرياض المركز الرئيسي للشركة وقدره (2,000) ريال عن كل يوم من أيام الاجتماع.</p> <p>5-6 يتم دفع المكافآت بشكل نصف سنوي أو سنوي حسب ما يقرره مجلس الإدارة.</p>

<p>6.3. The Secretary shall be entitled to remuneration starting from the date of their appointment to the Board or the committee.</p> <p>6.4. A lump sum of (SAR 2,000) shall be disbursed to the Secretary as compensation for travel, accommodation, food, transportation and other expenses incurred when attending the Board or committee meetings held outside the Company's head office in Riyadh, for each day of the meeting.</p> <p>6.5. Remuneration shall be disbursed on a semi-annual or annual basis, as determined by the Board of Directors.</p>	
<p>7. Accommodation and Travel Allowances</p>	<p>7- تعويضات الإقامة والسفر</p>
<p>7.1. A non-resident member attending a meeting or official assignment at a location other than their place of residence shall be entitled to a transportation and accommodation allowance of SAR 5,000 for each day of the meeting, or the Company shall undertake the reservation of travel tickets and accommodation.</p>	<p>1-7 يستحق العضو الغير مقيم في مقر الاجتماع أو المهمة الرسمية بدل إركاب ومصاريف السفر والإقامة مبلغ (5,000) ريال عن كل يوم من أيام الاجتماع، أو تتكفل الشركة بحجز تذاكر السفر والإقامة.</p>
<p>8. Circumstances for Remuneration Suspension or Recovery</p>	<p>8- حالات إيقاف صرف المكافآت أو استردادها</p>
<p>The Company shall have the right to recover any disbursed remuneration, compensation, and other costs borne by the Company in the following cases:</p> <p>8.1. If the General Assembly, based on a recommendation from the Board of Directors, resolves to terminate the membership of any Board member, such member shall not be entitled to any remuneration for the period following the last meeting he/she attended and shall return all remuneration disbursed to him/her for that period, if any.</p> <p>8.2. If it is discovered that the remuneration disbursed to any Board member was based on incorrect or misleading information presented to the General Assembly or included in the Board of Directors' annual report, he/she</p>	<p>يحق للشركة استرداد ما صرف من مكافآت وتعويضات وأي تكاليف أخرى تحملتها الشركة، وذلك في حال:</p> <p>1-8 إذا قررت الجمعية العامة، بناءً على توصية من مجلس الإدارة، إنهاء عضوية أي من أعضاء مجلس الإدارة، فلا يستحق هذا العضو اية مكافآت عن الفترة التي تلي آخر اجتماع حضره، ويجب عليه إعادة جميع المكافآت التي صرفت له عن تلك الفترة إن وجدت.</p> <p>2-8 إذا تبين أن المكافآت التي صرفت لأي من أعضاء مجلس الإدارة مبنية على معلومات غير صحيحة أو مضللة تم عرضها على الجمعية العامة أو تم تضمينها في تقرير مجلس الإدارة السنوي، فيجب عليه إعادتها للشركة، ويحق للشركة مطالبته بردها.</p> <p>3-8 ارتكاب العضو عملاً مخالفاً بالشرف والأمانة أو بالتزوير أو بمخالفة الأنظمة واللوائح في المملكة العربية السعودية أو في أي بلد آخر.</p>

<p>shall return it to the Company and the Company shall have the right to demand its recovery.</p> <p>8.3. The member commits an act that breaches honor and trust, or involves forgery, or violates the laws and regulations in the KSA or any other country.</p> <p>8.4. The member fails to fulfill his/her responsibilities, functions and duties, resulting in harm to the Company's interests.</p>	<p>4-8 عند إخلاله في القيام بمسؤولياته ومهامه وواجباته مما يترتب عليه ضرر بمصلحة الشركة.</p>
<p>9. Remuneration of the Managing Director</p>	<p>9- مكافأة العضو المنتدب</p>
<p>9.1. The Managing Director's remuneration, if any, shall consist of an annual remuneration (a lump sum amount).</p> <p>9.2. An allowance for travel, accommodation and lodging expenses, and any other expenses necessary for the performance of his/her responsibilities, as determined by the Board of Directors.</p> <p>9.3. The Managing Director's remuneration, if any, shall be disbursed at the end of each Gregorian calendar month.</p>	<p>1-9 تتكون مكافأة العضو المنتدب – إن وجدت - من مكافأة سنوية (مبلغ مقطوع).</p> <p>2-9 بدل عن مصروفات السفر والإقامة والإيواء وما من شأنه تأدية الاختصاصات المقررة له وفقاً لما يقرره مجلس الإدارة.</p> <p>3-9 تصرف مكافأة العضو المنتدب – إن وجدت - بنهاية كل شهر ميلادي.</p>
<p>10. Salaries and Remuneration of Executive Management</p>	<p>10- أجور ومكافآت الإدارة التنفيذية</p>
<p>10.1. The Nomination and Remuneration Committee shall conduct a continuous review of the salary scale established for the Executive Management, as well as incentive programs and plans, and it shall recommend them for approval by the Board of Directors. This review shall be based on a recommendation from the Executive Management. The remuneration of the Executive Management shall include the following:</p> <p>أ- Basic salary (paid at the end of each Gregorian calendar month on a monthly basis); and allowances that include, but are not limited to: housing allowance, transportation allowance, etc.</p>	<p>10-1 تقوم لجنة المكافآت والترشيحات بمراجعة سلم الرواتب المحدد للإدارة التنفيذية وبرنامج وخطط الحوافز بشكل مستمر واعتمادها من مجلس الإدارة، وذلك بناء على توصية من الإدارة التنفيذية وتشتمل مكافآت الإدارة التنفيذية على ما يلي:</p> <p>أ. راتب أساس (يتم دفعه في نهاية كل شهر ميلادي وبصفة شهرية)؛ وبدلات تشتمل على سبيل المثال لا الحصر: بدل سكن، وبدل مواصلات، وغيرها.</p> <p>ب. مزايا أخرى تشتمل على سبيل المثال لا الحصر: التأمين الطبي، إجازة سنوية، اشتراكات التأمينات الاجتماعية المدفوعة وفق الأنظمة، وغيرها.</p> <p>ت. مكافأة سنوية -إن وجدت- مرتبطة بمؤشرات الأداء وفقاً للتقييم السنوي الذي يتم بهذا الخصوص.</p> <p>ث. خطط التحفيزية قصيرة الأجل – إن وجدت- المرتبطة بالأداء الاستثنائي مثل راتب مقطوع.</p>

<p>ب- Other benefits including, but not limited to: medical insurance, annual leave, social insurance contributions paid in accordance with applicable laws, etc.</p> <p>ت- Annual remuneration, if any, linked to performance indicators in accordance with the annual evaluation conducted in this regard.</p> <p>ث- Short-term incentive plans, if any, linked to exceptional performance, such as a lump-sum payment.</p> <p>ج- Long-term incentive plans, if any, such as stock option programs.</p> <p>10.2. The Chief Executive Officer shall implement the Remuneration Policy for various levels of employees within the Company in light of the plans and programs recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.</p>	<p>ج. الخطط التحفيزية طويلة الأجل – إن وجدت- مثل برامج خيارات الأسهم.</p> <p>10-2 يقوم الرئيس التنفيذي بتنفيذ سياسة المكافآت لمختلف مستويات العاملين في الشركة وذلك في ضوء الخطط والبرامج التي توصي بها لجنة المكافآت والترشيحات ويقرها مجلس الإدارة.</p>
<p>11. Disclosure of Remuneration and Compensation</p>	<p>11- الإفصاح عن المكافآت والتعويضات</p>
<p>11.1. The Company shall disclose the remuneration of the members of the Board of Directors, committees, and the five highest-ranking executives, including the Chief Executive Officer and the Chief Financial Officer, in the annual report of the Board of Directors in accordance with the laws and instructions issued by the competent authorities.</p> <p>11.2. The report of the Board of Directors shall include a comprehensive statement of all remuneration, allowances and other benefits received by the members of the Board and committee members during the fiscal year. It shall also include a statement of any amounts received by Board members for administrative work or consultations, as well as a statement of the number of Board and committee meetings held.</p>	<p>11-1 تقوم الشركة بالإفصاح عن مكافآت أعضاء مجلس الإدارة واللجان وخمسة من كبار التنفيذيين من ضمنهم الرئيس التنفيذي والمدير المالي في تقرير مجلس الإدارة السنوي وفقاً للأنظمة والتعليمات الصادرة من الجهات المختصة.</p> <p>11-2 يجب أن يشمل تقرير مجلس الإدارة على بيان شامل لكل ما حصل عليه أعضاء المجلس وأعضاء اللجان خلال السنة المالية من مكافآت وبدلات وغير ذلك من المزايا وأن يشتمل كذلك على بيان ما حصل عليه أعضاء المجلس نظير أعمال إدارية أو استشارات وان يشتمل أيضاً على بيان بعدد جلسات المجلس واللجان.</p>

12. Review and Enforcement	12- المراجعة والنفذ
<p>12.1. This Policy shall be subject to annual review as part of the Company's governance review or upon the issuance of new instructions or regulations by the competent authorities. This Policy is considered supplementary to the Company's Governance Regulations and AoA.</p> <p>12.2. This Policy shall be amended upon a recommendation from the Board of Directors based on a proposal from the Nomination and Remuneration Committee, and these amendments shall be presented to the Ordinary General Assembly for approval before taking effect.</p>	<p>1-12 تخضع السياسة للمراجعة السنوية وذلك كجزء من مراجعة حوكمة الشركة أو عند صدور تعليمات أو لوائح جديدة من الجهات المختصة، وتعتبر هذه السياسة مكملة للائحة حوكمة الشركة ونظام الشركة الأساسي.</p> <p>2-12 يتم تعديل السياسة بموجب توصية من مجلس الإدارة بناءً على اقتراح لجنة المكافآت والترشيحات وتعرض هذه التعديلات على الجمعية العامة العادية لاعتمادها قبل النفاذ.</p>



سياسة المكافآت

تاريخ 1445/11/11هـ (الموافق 2024/05/19م)

بيان إخلاء المسؤولية

هذا المستند ومحتوياته للاستخدام الداخلي فقط لـ "الشركة العربية للاستثمار الزراعي والصناعي"، ويُعامل باعتباره مادة سرية. لا يجوز نسخ أي جزء من هذا المستند أو تخزينه في أي نظام أو في أي صورة، ولا يجوز إرساله بأي شكل عبر أي وسيلة - سواء إلكترونية أو ميكانيكية أو بالتصوير الضوئي أو التسجيل أو غير ذلك، دون موافقة كتابية مسبقة من الجهة المعنية في "الشركة العربية للاستثمار الزراعي والصناعي". ومخالفة الفقرة السابقة تعرض أي شخص أو كيان للإجراءات القانونية المعمول بها طبقاً لقوانين المملكة العربية السعودية.



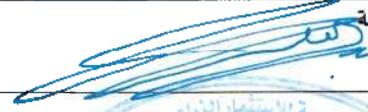
<p>REMUNERATION POLICY</p>	<p>سياسة المكافآت</p>
<p>ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL INVESTMENT</p>	<p>الشركة العربية للاستثمار الزراعي والصناعي</p>
<p>This Policy was adopted by a resolution of the General Assembly of Arabian Company for Agricultural and Industrial Investment on 11/11/1445H (corresponding to (19/05/2024G).</p>	<p>تم اعتماد هذه السياسة بقرار الجمعية العامة للشركة العربية للاستثمار الزراعي والصناعي، بتاريخ 1445/11/11 هـ (الموافق 2024/05/19 م).</p>
<p>Signature of the Chairman of the General Assembly</p>	<p>توقيع رئيس الجمعية</p> 
<p>Company's Seal</p>	<p>ختم الشركة</p> 



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كشف لمراجعة التحكم في الوثيقة

رقم مراجعة: 00	رمز الوثيقة: 001-123-123	عنوان الوثيقة: سياسة المكافآت
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الاصدار	التاريخ	تفاصيل المراجعة	قام بالمراجعة	التوقيع	قام بالموافقة على المراجعة	التوقيع
1						
2						
3						
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6						
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REMUNERATION POLICY ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL INVESTMENT	سياسة المكافآت الشركة العربية للاستثمار الزراعي والصناعي
Part 1: Introductory Provisions	الجزء ١: أحكام تمهيدية
1. Purpose	١-١ الغرض
1.1. The purpose of this Remuneration Policy (this "Policy") is to regulate the remuneration of:	1-1 يتمثل الغرض من سياسة المكافآت هذه ("السياسة") في تنظيم مكافآت:
(a) the Directors of Arabian Company for Agricultural and Industrial Investment (the "Company");	(أ) أعضاء مجلس إدارة الشركة العربية للاستثمار الزراعي والصناعي ("الشركة").
(b) the members of the Committees; and	(ب) أعضاء اللجان.
(c) the Senior Executives.	(ج) كبار التنفيذيين.
1.2. This Policy is intended to implement and supplement the relevant provisions of the Bylaws. In case of conflict between this Policy and the Bylaws, the Bylaws shall prevail.	2-1 تهدف هذه السياسة إلى تطبيق واستكمال الأحكام ذات الصلة المنصوص عليها في نظام الشركة الأساس. وفي حالة وجود تعارض بين هذه السياسة والنظام الأساس، يتم العمل بالنظام الأساس.
1.3. The provisions of this Policy are mandatory. The Board shall oversee the implementation of the measures required to ensure the Company's compliance with this Policy.	3-1 تعد أحكام هذه السياسة إلزامية، ويتولى مجلس الإدارة التحقق من تنفيذ الإجراءات اللازمة لضمان التزام الشركة بأحكام هذه السياسة.
2. Definitions and Abbreviations	2- التعريفات والمصطلحات
2.1. The terms and expressions used in this Policy shall have the meanings assigned to them in the Company's Corporate Governance Manual, unless otherwise required by the context.	1-2 يكون للمصطلحات والعبارة المستخدمة في هذه السياسة المعاني المحددة لها في لائحة الحوكمة الداخلية للشركة ما لم يفتض السياق خلاف ذلك.
Part 2: Policy Objectives and Principles	الجزء ٢: أهداف ومبادئ السياسة
1. Policy Objectives and Principles	1- أهداف ومبادئ السياسة
1.1. The remuneration of Directors, Committee members, and Senior Executives shall be determined with the view of achieving the following objectives:	1-1 تُحدد مكافآت أعضاء مجلس الإدارة وأعضاء اللجان وكبار التنفيذيين بما يحقق الأهداف التالية:
(a) enabling the Company to maintain the Directors, Committee members and Senior Executives with the appropriate level of experience and qualifications;	(أ) تمكين الشركة من المحافظة على أعضاء مجلس الإدارة وأعضاء اللجان وكبار التنفيذيين الذين يتمتعون بالمستوى اللازم من الخبرة والمؤهلات.
(b) achieving the long-term success and development of the Company to meet the interests of its Shareholders, while attracting, retaining, and motivating the talent that the Company needs to achieve its business goals; and	(ب) إنجاح الشركة وتنميتها على المدى الطويل لتحقيق مصالح مساهميها مع استقطاب المواهب التي تحتاجها الشركة لتحقيق أهدافها التجارية فضلاً عن استبقاء تلك المواهب وتحفيزها.
(c) supporting the Company in adapting to the competitive pressures of the sectors in which it operates.	(ج) دعم الشركة في عملية التكيف مع الضغوط التنافسية للقطاعات التي تزاوّل فيها الشركة نشاطها.
1.2. The remuneration of Directors, Committee members and Senior Executives shall be determined based on the following principles:	2-1 تُحدد مكافآت أعضاء مجلس الإدارة وأعضاء اللجان وكبار التنفيذيين وفق المبادئ التالية:

(a) the remuneration shall be consistent with the Company's objectives and strategy, and the nature and size of risks associated with the Company;	(أ) يجب أن تكون المكافآت متوافقة ومنسجمة مع أهداف الشركة واستراتيجيتها، وحجم وطبيعة ودرجة المخاطر بالشركة.
(b) the position, duties, responsibilities, educational qualifications, experience, skills, efforts, scope of work and performance shall be taken into consideration when determining the remuneration of Directors, Committee members and Senior Executives;	(ب) يجب أن يؤخذ بعين الاعتبار عند تحديد مكافأة أعضاء مجلس الإدارة وأعضاء اللجان وكبار التنفيذيين المستوى الوظيفي والمهام والمسؤوليات المنوطة بشاغلتها والمؤهلات العلمية والخبرات العملية والمهارات والجهود ونطاق العمل ومستوى الأداء.
(c) the sectors in which the Company operates, the size of the Company, the Company's risk profile, and (to the extent appropriate) the remuneration practices of other comparable companies shall be taken into consideration when determining the remuneration of Directors, Committee members and Senior Executives;	(ج) يجب أخذ القطاعات التي تزاوِل فيها الشركة نشاطها وحجم الشركة ودرجة المخاطر المعرضة لها - وبالقدر المناسب - ممارسات الشركات الأخرى المشابهة المتعلقة بالمكافآت بعين الاعتبار عند تحديد مكافآت أعضاء مجلس الإدارة وأعضاء اللجان وكبار التنفيذيين.
(d) the remuneration shall be fair, proportionate, and reasonably sufficient to attract, retain and motivate the Directors, Committee members and Senior Executives with the appropriate level of experience and qualifications; and	(د) يجب أن تكون المكافآت عادلة ومتناسبة وكافية بشكل معقول لاستقطاب أعضاء مجلس الإدارة وأعضاء اللجان وكبار التنفيذيين الذين يتمتعون بالمستوى اللازم من الخبرة والمؤهلات، والمحافظة عليهم وتحفيزهم.
(e) the remuneration must be based on the recommendation of the Nomination and Remuneration Committee.	(هـ) أن تكون المكافآت مبنية على توصية لجنة الترشيحات والمكافآت.
Part 3: Remuneration of Directors	الجزء ٣: مكافآت أعضاء مجلس الإدارة
1. Rules for Determining Remuneration	١- قواعد تحديد المكافآت
1.1. The Nomination and Remuneration Committee recommends the remuneration of all Board members to the Directors for approval on an annual basis. The recommendations of the Nomination and Remuneration Committee shall be in compliance with the Applicable Law and this Policy.	1-1 تقدم لجنة الترشيحات والمكافآت إلى مجلس الإدارة توصياتها بشأن المكافآت المقدمة لجميع أعضاء مجلس الإدارة للموافقة عليها بصفة سنوية. ويجب أن تتوافق توصيات لجنة الترشيحات والمكافآت ومجلس الإدارة مع الأنظمة السارية (بما في ذلك هذه السياسة).
1.2. The remuneration of Directors may be in the form of fixed amount in cash, in kind benefits, attendance allowances, a percentage of the Company's annual net profits or a combination of any of the foregoing.	2-1 يجوز أن تكون مكافآت أعضاء مجلس الإدارة مبلغاً معيناً أو مزايا عينية أو بدل حضور عن الجلسات أو نسبة معينة من صافي أرباح الشركة السنوية، ويجوز الجمع بين اثنين أو أكثر من هذه المزايا.
1.3. The report submitted by the Board to the ordinary General Assembly at its annual meeting shall include a detailed account of all the amounts Board members received or were entitled to receive during the financial year in the form of remuneration, meeting allowances, expense allowances, and other benefits. The report shall also include an account of the amounts received by Board members in their capacity as employees or Executives, or in exchange for technical, administrative, or consulting services as well as an account of the number of Board meetings and the number of meetings attended by each member.	3-1 يجب أن يشمل تقرير المجلس إلى الجمعية العامة العادية في اجتماعها السنوي على بيان شامل لكل ما حصل عليه أو استحق الحصول عليه كل عضو من أعضاء المجلس خلال السنة المالية من مكافآت وبدل حضور الجلسات وبدل مصروفات وغير ذلك من المزايا. وأن يشمل كذلك على بيان ما قبضه أعضاء المجلس بوصفهم عاملين أو إداريين أو ما قبضوه نظير أعمال فنية أو إدارية أو استشارات، وأن يشمل أيضاً على بيان بعدد جلسات المجلس وعدد الجلسات التي حضرها كل عضو.

1.4. Board members shall not vote on the agenda item relating to the remuneration of Board members at the General Assembly's meeting.	4-1 لا يجوز لأعضاء مجلس الإدارة التصويت على بند مكافأة أعضاء مجلس الإدارة في اجتماع الجمعية العامة.
1.5. The remuneration of independent Directors shall not be in the form of a percentage of the Company's profits and shall not be, directly or indirectly, based on the profitability of the Company.	5-1 يجب ألا تكون مكافآت أعضاء مجلس الإدارة للمستقلين نسبة من الأرباح التي تحققها الشركة أو أن تكون مبنية بشكل مباشر أو غير مباشر على ربحية الشركة.
1.6. The remuneration of Directors may vary based on the experience, competencies, duties, independence and attendance record of each Director, as well as other relevant considerations.	6-1 يجوز أن تكون مكافآت أعضاء مجلس الإدارة متفاوتة المقدار بحيث تعكس مدى خبرة العضو واختصاصاته والمهام المنوطة به واستقلاله وعدد الجلسات التي يحضرها وغيرها من الاعتبارات.
1.7. If it is evidenced to the Audit Committee or the Capital Market Authority that the remuneration paid to any Board member was based on false or misleading information presented to the General Assembly or included in the annual Board report, the Board member shall return such remuneration to the Company, and the Company may request such Board member to return such remuneration.	7-1 إذا تبين للجنة المراجعة أو هيئة السوق المالية أن المكافآت التي صرفت لأي من أعضاء مجلس الإدارة مبنية على معلومات غير صحيحة أو مضللة، يجب على عضو المجلس ردها إلى الشركة، ولها مطالته بردها.
2. Additional Remuneration	2- المكافآت الإضافية
2.1. The Directors serving in any of the Committees may receive remuneration in addition to their remuneration as Directors. Such additional remuneration (if any) shall be determined in accordance with Part 4 of this Policy.	1-2 يجوز لأعضاء مجلس الإدارة الحصول على مكافأة إضافية مقابل عضويتهم في اللجان غير المكافآت التي يستحقونها باعتبارهم أعضاء في مجلس الإدارة، وتحدد تلك المكافأة الإضافية (إن وجدت) وفق الجزء 4 من هذه السياسة.
2.2. The Directors serving as Senior Executives may receive remuneration in addition to their remuneration as Directors. Such additional remuneration (if any) shall be determined in accordance with Part 5 of this Policy.	2-2 يجوز لأعضاء مجلس الإدارة الحصول على مكافأة إضافية مقابل مناصبهم ككبار التنفيذيين غير المكافآت التي يستحقونها باعتبارهم أعضاء في مجلس الإدارة، وتحدد تلك المكافأة الإضافية (إن وجدت) وفق الجزء 5 من هذه السياسة.
2.3. If the Secretary of the Board is also a Director, he/she may receive remuneration in addition to his remuneration as a Director. Such additional remuneration (if any) shall be determined by the Board based on the recommendation of the Nomination and Remuneration Committee on an annual basis.	3-2 إذا كان أمين مجلس الإدارة عضواً في المجلس، يجوز له الحصول على مكافأة إضافية غير المكافآت التي يستحقها باعتباره عضواً في مجلس الإدارة. ويحدد مجلس الإدارة تلك المكافأة الإضافية (إن وجدت) بصفة سنوية بناءً على توصية لجنة الترشيحات والمكافآت.
3. Restricted Benefits	3- المزايا المقيدة
3.1. The Company may not grant loans of any kind to any of its Directors, or guarantee any loan contracted by any of its Shareholders or Directors with a third party. This restriction does not apply to loans and guarantees granted by the Company pursuant to an employee incentive program approved in compliance with the Bylaws or by a resolution of the ordinary General Assembly.	1-3 لا يجوز للشركة أن تقدم قرضاً من أي نوع إلى أي من أعضاء مجلس إدارتها، أو أن تضمن أي قرض يعقده أي منهم مع الغير. ويستثنى من ذلك، القروض والضمانات التي تمنحها الشركة وفق برامج تحفيز العاملين فيها التي تمت الموافقة عليها وفق أحكام النظام الأساس أو بقرار من الجمعية العامة العادية.
4. Remuneration upon Termination	4- التعويض عند الإنهاء
4.1. In the event that the Board membership of any Director is terminated due to gross misconduct, material breach of the terms of appointment, act of	1-4 في حالة إنهاء عضوية عضو مجلس الإدارة بسبب سوء سلوك جسيم، أو إخلال جوهري لأحكام التعيين أو أي تصرف يتطوّل على

fraud or dishonesty, or wilful neglect of duties, such Director shall receive no remuneration in respect of the period between the beginning of the fiscal year in which the termination took place and the termination date.	احتيايل أو عدم أمانة أو إهمال متعمد للمسؤوليات، فلا يستحق هذا العضو أي مكافآت عن الفترة الواقعة بين بداية السنة المالية التي أنهيت فيها العضوية وتاريخ الإنهاء.
4.2. In the event that the Board membership of any Director is terminated due to his/her failure to attend three (3) consecutive meetings or five (5) non-consecutive meetings of the Board without a legitimate excuse, such Director shall receive no payment in respect of the period between the last meeting he/she attended and the termination date.	2-4 في حالة إنهاء عضوية عضو مجلس الإدارة بسبب عدم حضوره ثلاثة اجتماعات متتالية أو خمسة اجتماعات متفرقة للمجلس دون عذر مشروع، فلا يستحق هذا العضو أي مكافآت عن الفترة التي تلي آخر اجتماع حضره.
4.3. In the event that the Board membership of any Director is terminated for any other reason, such Director shall be paid a pro-rated amount in respect of the period between the beginning of the fiscal year in which the termination took place and the termination date.	3-4 في حالة إنهاء عضوية عضو مجلس الإدارة لأي سبب آخر، يكون عضو مجلس الإدارة مستحقاً لمكافأة تتناسب مع الفترة الواقعة بين بداية السنة المالية التي أنهيت فيها العضوية وتاريخ الإنهاء.
Part 4: Remuneration of Committee Members	الجزء 4: مكافآت أعضاء اللجان
1. Rules for Determining Remuneration	1-1 قواعد تحديد المكافآت
1.1. Members of the Committees shall be remunerated in accordance with the charter of the relevant Committee.	1-1 يتم مكافأة أعضاء اللجان وفقاً للائحة عمل اللجنة المعنية.
1.2. Notwithstanding Paragraph 1.1 of Part 4 above, the Nomination and Remuneration Committee shall review and recommend to the Board the remuneration of the members of the Committees.	2-1 مع مراعاة الفقرة (1-1) من الجزء 4 أعلاه، تراجع لجنة الترشيحات والمكافآت أعضاء اللجان وتقدم توصياتها بشأنها لمجلس الإدارة.
Part 5: Remuneration of Senior Executives	الجزء 5: مكافآت كبار التنفيذيين
1. Rules for Determining Remuneration	1-1 قواعد تحديد المكافآت
1.1. The remuneration of all Senior Executives shall be recommended by the Nomination and Remuneration Committee and determined by the Board in accordance with the relevant employment contracts, internal policies and compensation plans.	1-1 يحدد مجلس الإدارة - بناءً على توصيات لجنة الترشيحات والمكافآت - مكافآت جميع كبار التنفيذيين وفقاً لعقود العمل والمسابقات وخطط المكافآت والتعويضات الداخلية ذات الصلة.
1.2. The Nomination and Remuneration Committee shall review and approve employment contracts with Senior Executives, including contracts in connection with new appointments. It shall also review and approve any contract with an employee earning compensation equivalent to that of Senior Executives.	2-1 تقوم لجنة الترشيحات والمكافآت بمراجعة واعتماد عقود العمل مع كبار التنفيذيين، بما في ذلك العقود المزمع إبرامها مع المعينين حديثاً. كما يجب عليها مراجعة واعتماد أي عقد يبرم مع موظف مقابل أجر أو مكافأة تعادل أجور كبار التنفيذيين.
2. Benefits and Incentive Plans	2-2 المزايا والخطط التحفيزية
2.1. Senior Executives shall be entitled to certain benefits provided by the Company. Notwithstanding pensions, benefits primarily consist of medical services, access to the Company's recreational facilities, housing-related allowances (or equivalent), and transportation-related allowances (or equivalent). The nature and levels of benefits for Senior Executives shall be periodically reviewed by	1-2 يستحق كبار التنفيذيين بعض المزايا التي تقدمها الشركة. وإل جانب المعاشات التقاعدية، تتمثل المزايا بشكل رئيسي في الخدمات الطبية، واستخدام المرافق الترفيهية للشركة، والعلاوات المتصلة بالإسكان (أو ما يعادلها)، والبدلات المتصلة بالنقل (أو ما يعادلها). وتخضع طبيعة ومستويات المزايا المقدمة لكبار التنفيذيين للمراجعة الدورية

<p>the Nomination and Remuneration Committee and approved by the Board.</p>	<p>من قبل لجنة الترشيحات والمكافآت، كما تخضع كذلك لموافقة مجلس الإدارة.</p>
<p>2.2. The Company may offer Senior Executives variable compensation in line with market practice and subject to the fulfilment of pre-defined short or long-term performance indicators. Such variable compensation plans shall be subject to the recommendation of the Nomination and Remuneration Committee and the approval of the Board.</p>	<p>2-2 يجوز للشركة أن تقدم مكافآت متغيرة لكبار التنفيذيين تحدد وفق معطيات السوق وتخضع لتحقيق أهداف محددة مسبقاً تتعلق بالأداء سواء كانت قصيرة الأجل أو طويلة الأجل. وتخضع خطط المكافآت المتغيرة لتوصية لجنة الترشيحات والمكافآت، كما أنها تخضع لموافقة مجلس الإدارة.</p>
<p>2.3. The Company may offer Senior Executives and other employees opportunities for share ownership through an employee share plan or similar programs. Such plans and programs shall be subject to the recommendation of the Nomination and Remuneration Committee and the approval of the Board and the General Assembly and shall be in accordance with the Applicable Law.</p>	<p>3-2 يجوز للشركة أن تقدم لكبار التنفيذيين وغيرهم من الموظفين فرص ملكية للأسهم من خلال خطة ملكية الموظفين للأسهم أو برامج مماثلة. وتخضع هذه الخطط والبرامج لتوصية لجنة الترشيحات والمكافآت كما أنها تخضع لموافقة مجلس الإدارة والجمعية العامة وتكون وفقاً للأنظمة السارية.</p>
<p>Part 6: Closing Provisions</p>	<p>الجزء ٦: أحكام ختامية</p>
<p>1. Entry into Force and Review</p>	<p>١-١ النفاذ والمراجعة</p>
<p>1.1. This Policy shall be adopted by resolution of the General Assembly, following a recommendation by the Board (which shall be based on the recommendation of the Nomination and Remuneration Committee), and shall enter into effect from the date on which it is approved by the General Assembly.</p>	<p>1-1 تعتمد هذه السياسة بموجب قرار من الجمعية العامة، بناءً على توصية من مجلس الإدارة (حيث تكون تلك التوصية مبنية على توصية لجنة المكافآت والترشيحات)، وتكون نافذة من تاريخ اعتمادها من قبل الجمعية العامة.</p>
<p>1.2. The Nomination and Remuneration Committee shall oversee the implementation of this Policy and shall periodically review its provisions and recommend any amendments thereto to the Board.</p>	<p>2-1 تشرف لجنة الترشيحات والمكافآت على تنفيذ هذه السياسة وتراجع أحكامها بصفة دورية وتقدم توصياتها بشأن أي تعديلات تتعلق بها إلى مجلس الإدارة.</p>
<p>1.3. Any amendments to this Policy shall be adopted in the same manner in which this Policy was adopted.</p>	<p>3-1 يتم اعتماد أي تعديلات على هذه السياسة بالطريقة ذاتها التي اعتمدت بها هذه السياسة.</p>
<p>2. Disclosure</p>	<p>٢-٢ الإفصاح</p>
<p>2.1. The Board shall comply with the relevant disclosure obligations and requirements under the Disclosure Policy and the Applicable Law in respect of this Policy. Whereas provisions and requirements in connection with disclosure, notification, transparency and reporting in relation to listed companies shall be applicable to the Company from the date of listing of the Shares on the Exchange, in accordance with the Applicable Law.</p>	<p>1-2 يلتزم مجلس الإدارة فيما يتعلق بهذه السياسة بمتطلبات والزامات الإفصاح ذات الصلة بموجب سياسة الإفصاح والأنظمة السارية. علماً بأن الأحكام والمتطلبات المتعلقة بالإفصاح والإشعار والنشافية والإبلاغ السارية على الشركات المدرجة تنطبق على الشركة اعتباراً من تاريخ إدراج الأسهم في السوق، وفقاً للأنظمة السارية.</p>

الشركة العربية للاستثمار الزراعي والصناعي



معايير الأعمال المنافسة

تاريخ [●]/[●]/1446هـ (الموافق [●]/[●]/2025م)



STANDARDS FOR COMPETING BUSINESS	معايير الأعمال المنافسة
ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL INVESTMENT	الشركة العربية للاستثمار الزراعي والصناعي
This Standards was adopted by a resolution of the General Assembly of the Company for Agricultural and Industrial Investment on [●]/[●]/1446H (corresponding to ([●]/[●]/2025G).	تم اعتماد هذه المعايير بقرار الجمعية العامة للشركة العربية للاستثمار الزراعي والصناعي، بتاريخ [●]/[●]/1446هـ (الموافق [●]/[●]/2025م).
Signature of the Chairman of the Board	توقيع رئيس مجلس الإدارة
Company's Seal	ختم الشركة

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كشف لمراجعة التحكم في الوثيقة

رقم مراجعة: 00	رمز الوثيقة: XXX-YYY-123	عنوان الوثيقة: معايير الأعمال المنافسة
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التاريخ	اعتماد بواسطة	التاريخ	قام بالمراجعة	الإصدار
	مجلس الإدارة		لجنة الترشيحات والمكافآت	1
				2
				3
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STANDARDS FOR COMPETING BUSINESS ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL INVESTMENT (entaj)	معايير الأعمال المنافسة للشركة العربية للاستثمار الزراعي والصناعي (إنتاج)
1. Preamble	-1 تمهيد
<p>1.1. This Charter has been prepared in accordance with the Company's Governance Rules and pursuant to Paragraph (3) of Article (46) of the Corporate Governance Regulations, which stipulates: (The General Assembly shall, upon the proposal of the Board of Directors, issue standards for competing business).</p> <p>1.2. These Standards aim to establish the foundations and rules governing competing business for members of the Board of Directors in a manner that does not conflict with the interests and objectives of the Company.</p>	<p>1-1 تم إعداد هذه اللائحة وفقاً لقواعد الحوكمة في الشركة، ووفقاً لما نصت عليه الفقرة (3) من المادة (46) من لائحة حوكمة الشركات: (تصدر من الجمعية العامة بناءً على اقتراح مجلس الإدارة لمعايير للأعمال المنافسة).</p> <p>2-1 تهدف هذه المعايير إلى وضع الأسس والقواعد التي تنظم الأعمال المنافسة لأعضاء مجلس الإدارة بما لا يتعارض مع مصالح الشركة وأهدافها.</p>
2. Terms and Definitions	-2 التعريفات والمصطلحات
Unless the context otherwise requires, the terms and phrases used in this Charter shall have the meanings ascribed to them in the Company's Internal Governance Regulations.	يكون للمصطلحات والعبارات المستخدمة في هذه السياسة المعاني المحددة لها في لائحة الحوكمة الداخلية للشركة ما لم يقتض السياق خلاف ذلك.
3. Concept of Competing Business	-3 مفهوم أعمال المنافسة
<p>The following shall be deemed a participation in any business that may compete with the Company or its subsidiaries in any of the lines of activities it undertakes, as specified in Article (4) of the Company's Articles of Association:</p> <p>3.1. The Board member establishes a company or a sole proprietorship, or owns a controlling percentage of shares or stakes in a company or any other entity engages in business activities that are similar to the activities of the Company or its group.</p> <p>3.2. Accepting membership in the Board of a company that compete with the Company or its group, or managing the affairs of a competing sole proprietorship or any competing company of any form, except the Company's affiliates.</p> <p>3.3. The Board member acts as an overt or covert commercial agent for another company or entity competing with the Company or its group.</p>	<p>يدخل في مفهوم الاشتراك في أي عمل من شأنه منافسة الشركة أو منافستها في أحد فروع النشاط الذي تزاوله والمحددة في المادة الرابعة من نظام الشركة الأساس. ومن ذلك ما يلي:</p> <p>1-3 تأسيس عضو المجلس لشركة أو مؤسسة فردية، أو تملكه نسبة مؤثرة لأسهم أو حصص في شركة أو منشأة أخرى تزاول نشاطاً من نوع نشاط الشركة أو مجموعتها.</p> <p>2-3 قبول عضوية مجلس إدارة شركة منافسة للشركة أو مجموعتها، أو تولي إدارة مؤسسة فردية منافسة أو شركة منافسة أياً كان شكلها، فيما عدا تابعي الشركة.</p> <p>3-3 حصول العضو على وكالة تجارية أو ما في حكمها، ظاهرة كانت أو مستترة، لشركة أو منشأة أخرى منافسة للشركة أو مجموعتها.</p> <p>4-3 قيام عضو المجلس بتقديم مشورة أو إرشاداً لأية شركة أو شخص يعمل لمصلحة شركة تمارس أعمالاً منافسة لأعمال الشركة أو مجموعتها.</p> <p>5-3 قيام عضو المجلس باستخدام معرفته أو تأثيره على أي من عملاء الشركة أو مجموعتها أو مورديها أو مستشاريها لمصلحة أية شركة أو شخص يعمل لمصلحة شركة منافسة للشركة.</p>

<p>3.4. The Board member provides advice or guidance to any company or person acting for the benefit of a company that engages in a business competing with the activities of the Company or its group.</p> <p>3.5. The Board member uses his/her knowledge or influence over any of the Company's or its group's clients, suppliers, or consultants for the benefit of any company or person acting for the benefit of a company competing with the Company.</p>	
<p>4. Rules of Competing with the Company</p>	<p>4- ضوابط منافسة الشركة</p>
<p>4.1. A Board member shall not engage in any business that competes with the Company or any of its activities. Furthermore, a Board member shall not be a member of the board of directors of a company that competes with the Company or any of its activities, unless such member obtains an authorization from the Ordinary General Assembly permitting him/her to do so.</p> <p>4.2. If a Board member wishes to participate in any business that would compete with the Company or with any of its activities, the following shall be observed:</p> <p>(a) Fully and immediately informing the Board of his/her direct or indirect participation in any business that may compete with the Company, or his/her direct or indirect competition with the Company in any its activities, in accordance with the provisions of the Companies Law and the Capital Market Law and their Implementing Regulations. This notification shall be recorded in the minutes of the Board meeting.</p> <p>(b) The interested member shall abstain from voting on the resolution issued in this regard by the Board of Directors and the General Assembly of Shareholders.</p> <p>(c) The Board shall inform the Ordinary General Assembly, once convened, of the competing business undertaken by the Board member.</p> <p>(d) Obtaining an authorization from the Company's General Assembly permitting the member to engage in the competing business.</p>	<p>1-4 لا يجوز لعضو المجلس المشاركة في أي عمل قد ينافس الشركة، أو أي من أنشطتها، كما لا يجوز لعضو المجلس أن يكون عضو في مجلس إدارة شركة تنافس الشركة، أو أيًا من أنشطتها، ما لم يحصل ذلك العضو على ترخيص من الجمعية العامة العادية يسمح له القيام بذلك.</p> <p>2-4 إذا رغب عضو المجلس في الاشتراك في عمل من شأنه منافسة الشركة، أو منافستها في أحد فروع النشاط التي تزاوله، فيجب مراعاة ما يلي:</p> <p>(أ) إبلاغ مجلس الإدارة بشكل كامل وفوري بمشاركته المباشرة أو غير المباشرة- في أي عمل من شأنه منافسة الشركة، أو بمنافسته بشكل مباشر أو غير مباشر في أحد فروع النشاط التي تزاولها الشركة، وذلك وفقًا لأحكام نظام الشركات ونظام السوق المالية ولوائحه التنفيذية، على أن يثبت هذا البلاغ في محضر اجتماع مجلس الإدارة.</p> <p>(ب) عدم اشتراك العضو صاحب المصلحة في التصويت على القرار الذي يصدر في هذا الشأن في مجلس الإدارة وجمعية المساهمين.</p> <p>(ج) قيام المجلس بإبلاغ الجمعية العامة العادية عند انعقادها، بالأعمال المنافسة التي يزاولها عضو المجلس.</p> <p>(د) الحصول على ترخيص من الجمعية العامة للشركة يسمح للعضو بممارسة الأعمال المنافسة.</p> <p>(هـ) يتولى مجلس الإدارة التحقق من هذه الأعمال بشكل سنوي، وله في ذلك طلب أي بيانات أو إيضاحات تفصيلية من عضو المجلس بما يمكنه من إجراءات التحقق اللازمة.</p>

(e) The Board of Directors shall annually verify this business and may, in doing so, request any data or detailed clarifications from the Board member that enable it to carry out the necessary verification procedures.	
5. Assessing a Board Member's Competition with the Company Business	-5 تقييم منافسة عضو المجلس لأعمال الشركة
<p>The Board shall take the following into consideration when evaluating a Board member's competition with the Company's business:</p> <p>5.1. The volume of the competing business and its impact on the Company's activities, and the extent to which the resulting conflict of interest can be managed.</p> <p>5.2. The geographical scope of the competing business in relation to the Company's activities.</p> <p>5.3. Assessing whether the information or data that the member will obtain by virtue of his/her position on the Board may affect his/her decisions related to the competing business with the Company.</p> <p>5.4. The Board of Directors may establish other additional criteria to assist it in assessing a Board member's competition with the Company's business, provided that such criteria do not conflict with the laws and instructions issued by the regulatory authorities.</p>	<p>على المجلس أن يأخذ في الاعتبار عند تقييم منافسة عضو المجلس لأعمال الشركة ما يلي:</p> <p>1-5 حجم الأعمال المنافسة وتأثيرها على أعمال الشركة ومدى القدرة على إدارة تعارض المصالح الناشئة عنها.</p> <p>2-5 النطاق الجغرافي للأعمال المنافسة لأعمال الشركة.</p> <p>3-5 تقييم ما إذا كانت المعلومات أو البيانات التي سيحصل عليها بصفته عضو في المجلس قد تؤثر على قراراته المتعلقة بالأعمال المنافسة للشركة.</p> <p>4-5 لمجلس الإدارة أن يضع معايير إضافية أخرى تساعده في تقييم منافسة عضو المجلس لأعمال الشركة وبما لا يتعارض مع الأنظمة والتعليمات الصادرة من الجهات التنظيمية.</p>
6. Duties of a Board Member Engaged in Competing Business	-6 واجبات عضو المجلس المشترك في أعمال منافسة
<p>6.1. A Board member shall disclose any data or information requested by the Board of Directors for the purpose of investigating and assessing competing business.</p> <p>6.2. A Board member shall perform his/her duties with honesty and integrity, prioritize the Company's interests over their personal ones, and refrain from exploiting his/her position to achieve private gains.</p> <p>6.3. A Board member shall maintain the confidentiality of data and information he/she accesses by virtue of his/her Board membership and shall not disclose it to any person.</p> <p>6.4. A Board member shall not exploit or benefit, directly or indirectly, from any of the Company's assets, information or investment opportunities presented to him/her as a Board</p>	<p>1-6 على عضو المجلس أن يفصح عن أي بيانات أو معلومات تطلب منه من قبل مجلس الإدارة بهدف التحقق من الأعمال المنافسة وتقييمها.</p> <p>2-6 على عضو المجلس ممارسة مهامه بأمانة ونزاهة، وأن يقدم مصالح الشركة على مصلحته الشخصية، وأن لا يستغل منصبه لتحقيق مصالح خاصة.</p> <p>3-6 على عضو المجلس الحفاظ على سرية البيانات والمعلومات التي أطلع عليها بصفته عضو في مجلس الإدارة، وعدم إفشائها لأي شخص.</p> <p>4-6 على عضو المجلس عدم الاستغلال أو الاستفادة، بشكل مباشر أو غير مباشر، من أي أصول للشركة، أو معلوماتها، أو الفرص الاستثمارية المعروضة عليه بصفته عضواً في مجلس الإدارة، ويشمل ذلك الفرص الاستثمارية التي تدخل ضمن أنشطة الشركة، أو التي ترغب الشركة في الاستفادة منها، ويسري على عضو المجلس الذي يستقبل لأجل استغلال الفرص الاستثمارية بطريق مباشر أو</p>

<p>member. This includes investment opportunities that fall within the Company's activities or that the Company intends to pursue. This provision shall also apply to a Board member who resigns to exploit, directly or indirectly, investment opportunities that the Company intends to pursue and which he/she became aware of during Board membership.</p>	<p>غير مباشر التي ترغب الشركة في الاستفادة منها والتي علم بها أثناء عضويته للمجلس.</p>
<p>7. Authorization to Engage in Competing Business</p>	<p>-7 الترخيص لمزاولة الأعمال المنافسة</p>
<p>7.1. A Board member may not engage in any business that competes with the Company or compete with the Company in any of its activities, unless he/she has obtained an authorization from the Ordinary General Assembly permitting them to do so. Otherwise, the Company shall have the right to claim appropriate compensation from this member before the competent judicial authority.</p> <p>7.2. If the authorization to engage in competing business is refused to be granted to a Board member, the member shall have one of the following options:</p> <p>(a) The member shall submit his/her resignation within a period specified by the General Assembly; otherwise, his/her membership on the Board shall be deemed terminated.</p> <p>(b) The member shall cease competing with the Company or reconcile his/her situation in accordance with the Companies Law and its Implementing Regulations before the expiry of the period specified by the General Assembly.</p>	<p>1-7 لا يجوز لعضو مجلس الإدارة أن يشترك في أي عمل من شأنه منافسة الشركة، أو أن ينافس الشركة في أحد فروع النشاط الذي تزاوله، وإلا كان للشركة أن تطالبه أمام الجهة القضائية المختصة بالتعويض المناسب مالم يكن حاصلاً على ترخيص من الجمعية العامة العادية يسمح له القيام بذلك.</p> <p>2-7 يترتب على رفض منح الترخيص بالأعمال المنافسة لعضو مجلس الإدارة القيام بأحد الخيارين التاليين:</p> <p>(أ) تقديم العضو استقالته خلال مهلة تحددها الجمعية العامة، وإلا عدت عضوية في المجلس منتهية.</p> <p>(ب) عدول العضو عن منافسة الشركة أو توفيق أوضاعه طبقاً لنظام الشركات ولوائحه التنفيذية قبل انقضاء المهلة المحددة من قبل الجمعية العامة.</p>
<p>8. Disclosure by a Board Member</p>	<p>-8 الإفصاح لعضو مجلس الإدارة</p>
<p>8.1. A Board member shall disclose, on an annual basis, any business that is deemed competing with the Company's activity. He/she shall also disclose such business when submitting his/her candidacy application for Board membership.</p>	<p>يلتزم عضو مجلس الإدارة بالإفصاح - بشكل سنوي - عن أي أعمال تعد من المنافسة لنشاط الشركة، كما يلتزم بالإفصاح عن تلك الأعمال عند تقدمه بطلب الترشح لعضوية مجلس الإدارة.</p>
<p>9. Final Provisions</p>	<p>-9 أحكام ختامية</p>
<p>9.1. This Policy shall be subject to annual review as part of the Company's governance review or upon the issuance of new instructions or regulations by the competent authorities. This Policy is considered supplementary to the Company's Governance Regulations and AoA.</p>	<p>1-9 تخضع السياسة للمراجعة السنوية وذلك كجزء من مراجعة حوكمة الشركة أو عند صدور تعليمات أو لوائح جديدة من الجهات المختصة، وتعتبر هذه السياسة مكملة لللائحة حوكمة الشركة ونظام الشركة الأساسي.</p>

<p>9.2. These Standards shall be amended upon a recommendation from the Board of Directors based on a proposal from the Nomination and Remuneration Committee, and these amendments shall be presented to the Ordinary General Assembly for approval before taking effect.</p>	<p>2-9 يتم تعديل المعايير بموجب توصية من مجلس الإدارة بناءً على اقتراح لجنة المكافآت والترشيحات وتعرض هذه التعديلات على الجمعية العامة العادية لاعتمادها قبل النفاذ.</p>
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معايير الأعمال المنافسة

تاريخ 1445/11/11هـ (الموافق 2024/05/19م)

بيان إخلاء المسؤولية

هذا المستند ومحتوياته للاستخدام الداخلي فقط لـ "الشركة العربية للاستثمار الزراعي والصناعي"، ويُعامل باعتباره مادة سرية. لا يجوز نسخ أي جزء من هذا المستند أو تخزينه في أي نظام أو في أي صورة، ولا يجوز إرساله بأي شكل عبر أي وسيلة - سواء إلكترونية أو ميكانيكية أو بالتصوير الطوبوي أو التسجيل أو غير ذلك، دون موافقة كتابية مسبقة من الجهة المعنية في "الشركة العربية للاستثمار الزراعي والصناعي". ومخالفة الفقرة السابقة تعرض أي شخص أو كيان للإجراءات القانونية المعمول بها طبقاً للقوانين المعملة العربية السعودية.



STANDARDS FOR COMPETING BUSINESS	معايير الأعمال المنافسة
ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL INVESTMENT	الشركة العربية للاستثمار الزراعي والصناعي
This Standards was adopted by a resolution of the General Assembly of the Company for Agricultural and Industrial Investment on 11/11/1445H (corresponding to (19/05/2024G).	تم اعتماد هذه المعايير بقرار الجمعية العامة للشركة العربية للاستثمار الزراعي والصناعي، بتاريخ 11/11/1445هـ (الموافق 19/05/2024م).
Signature of the Chairman of the General Assembly	توقيع رئيس الجمعية 
Company Seal	ختم الشركة 

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كشف لمراجعة التحكم في الوثيقة

رقم مراجعة: 00	رمز الوثيقة: XXX-YYY-123	عنوان الوثيقة: معايير الأعمال المنافسة
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الإصدار	التاريخ	تفاصيل المراجعة	قام بالمراجعة	التوقيع	قام بالموافقة على المراجعة	التوقيع
1						
2						
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6						
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STANDARDS FOR COMPETING BUSINESS	معايير الأعمال المنافسة
ARABIAN COMPANY FOR AGRICULTURAL AND INDUSTRIAL INVESTMENT	للشركة العربية للاستثمار الزراعي والصناعي
1. Scope	1- الت نطاق
In compliance with Article 44(3) of the Corporate Governance Regulations, the standards below will be used to assess whether members of the Board of Directors of Arabian Company for Agricultural and Industrial Investment (the "Company") are engaged in a business that competes with the Company.	تستخدم المعايير الموضحة أدناه للتحقق من منافسة أعضاء مجلس إدارة الشركة العربية للاستثمار الزراعي والصناعي ("الشركة") لأعمال الشركة أو منافستها في أحد قطاعات العمل التي تزاولها وذلك عملاً بالفقرة (3) من المادة 44 من لائحة حوكمة الشركات.
2. The Competing Businesses Concept	2- مفهوم أعمال المنافسة
2.1. The following shall be deemed a participation in any business that may compete with the Company or any of its activities:	1-2 يدخل في مفهوم الاشتراك في أي عمل من شأنه منافسة الشركة أو منافستها في أحد فروع النشاط الذي تزاوله ما يلي:
(1) the Board members' establishing a company or a sole proprietorship or the ownership of a controlling percentage of shares or stakes in a company or any other entity that engages in business activities that are similar to the activities of the Company.	(1) تأسيس عضو مجلس الإدارة لشركة أو مؤسسة فردية أو تملك نسبة مؤثرة لأسهم أو حصص في شركة أو منشأة أخرى. تزاول نشاطاً من نوع نشاط الشركة.
(2) accepting membership in the Board of a company, an entity that is competing with the Company, or managing the affairs of a competing sole proprietorship or any competing company of any form.	(2) قبول عضوية مجلس إدارة شركة أو منشأة منافسة للشركة، أو تولي إدارة مؤسسة فردية منافسة أو شركة منافسة أيًا كان شكلها.
(3) the Board member's acting as an overt or covert commercial agent for another company or entity competing with the Company.	(3) حصول العضو على وكالة تجارية أو ما في حكمها. ظاهرة كانت أو متسترة، لشركة أو منشأة أخرى منافسة للشركة.
3. Standards for Competing Business	3- معايير الأعمال المنافسة
3.1. The engagement in any of the following sectors shall be considered as an engagement in a business that competes with the Company if conducted in the Kingdom of Saudi Arabia:	1-3 تعد ممارسات الأعمال في أي من القطاعات التالية أعمالاً منافسة للشركة، إذا تمت ممارستها داخل المملكة العربية السعودية:
(a) Cereal cultivation, including wheat, barley, yellow and white corn grains..etc).	(أ) زراعة الحبوب، يشمل (القمح والشعير وحبوب الذرة الصفراء والبيضاء...الخ).
(b) Cultivation of fiber crops, including (cotton, jute, tall, flax... etc).	(ب) زراعة محاصيل الألياف، يشمل (القطن، الجوت والتيل، الكتان...الخ).
(c) Growing fodder such as alfalfa and other animal feed.	(ج) زراعة الأعلاف كالبرسيم وغيره من أعلاف الحيوانات.
(d) Breeding cows.	(د) تربية الأبقار.

(e) Camel breeding.	(هـ) تربية الجمال والحيوانات الجميلية.
(f) Egg production.	(و) إنتاج البيض.
(g) Production of egg laying hens.	(ز) إنتاج الدجاج اللحم.
(h) Activities that support animal production.	(ح) أنشطة الدعم للإنتاج الحيواني.
(i) Production of chilled and frozen meat.	(ط) إنتاج اللحوم المبردة والمجمدة.
(j) Preservation and preparation of meat products by various methods such as drying and canning.	(ي) حفظ وإعداد اللحوم ومنتجاتها بمختلف الطرق كالتجفيف والتعليب.
(k) Manufacture of egg products and egg albumen.	(ك) صناعة منتجات البيض وزلال البيض.
(l) Preparation and processing of egg products.	(ل) إعداد وتجهيز منتجات البيض.
(m) Land transport of goods.	(م) النقل البري للبضائع.
(n) Wholesale of dairy products.	(ن) البيع بالجملة لمنتجات الألبان.
(o) Wholesale of eggs and egg products.	(س) البيع بالجملة للبيض ومنتجاته.
(p) Wholesale of frozen meat and poultry.	(ع) البيع بالجملة للحوم والدواجن المجمدة.
4. Entry into Force	4- النفاذ
4.1. This standards was adopted by a resolution of the General Assembly of the Company on 11/11/1445H (corresponding to 19/05/2024G), and shall enter into effect from the date on which it is approved by the General Assembly.	1-4 تم اعتماد هذه المعايير بقرار الجمعية العامة للشركة بتاريخ 1445/11/11هـ (الموافق 2024/05/19م)، وتكون نافذة من تاريخ اعتمادها من قبل الجمعية العامة.