



**Comparative tables of remuneration of members of the Board of Directors and its subcommittees, and executive administration remuneration criteria for the United International Transportation Company (Budget Saudi Arabia)**

Position	Fixed remuneration (current)	Fixed remuneration (proposed)	Attendance allowance (current)	Attendance allowance (proposed)
Chairman of the Board	500,000	600,000	3,000	5,000
Board members	350,000	400,000	3,000	5,000
Chairmen of Board subcommittees (excluding the Audit Committee)	150,000	200,000	3,000	4,000
Members of Board subcommittees (excluding the Audit Committee)	125,000	175,000	3,000	4,000
Members from outside the Board of Directors (excluding the Audit Committee)	150,000	180,000	3,000	4,000
Chairman of the Audit Committee	200,000	200,000	3,000	4,000
Members of the Audit Committee	150,000	175,000	3,000	4,000
Members of the Audit Committee outside the Board	180,000	180,000	3,000	4,000

All figures are in Saudi Riyals



Art	Amendment Details	Article Text Before Amendment	Article Text After Amendment
2	Article updated by deletion / addition to conform to modern regulations and laws.	<p><b><u>Third: General Criteria for Remuneration</u></b> Without prejudice to the provisions of the Companies Law, the Capital Market Law, and their executive regulations, the Nominations and Remuneration Committee shall recommend to the Board of Directors the remuneration of Board members, committee members, and senior executives in accordance with the following criteria:</p> <ol style="list-style-type: none"> <li>1. The remuneration shall be commensurate with the company's activity and consistent with its strategy and objectives.</li> <li>2. The purpose of the remuneration shall be to encourage Board members, committee members, and executive administration to contribute to the company's long-term success and growth including, for example, relating the variable portion of the remuneration to long-term performance.</li> <li>3. Remuneration shall be determined based on the job level, duties, responsibilities, academic qualifications, practical experience, skills, and performance level.</li> <li>4. Remunerations shall be commensurate with the extent, nature, and degree of risk the company faces.</li> <li>5. On determining Remunerations, the practices of other companies in setting Remunerations must be considered, while avoiding any unjustified increase in Remunerations and compensation.</li> <li>6. Remunerations must be adequate to attract, retain, and motivate professional talent, without being excessive.</li> <li>7. Remunerations for new appointments, especially senior executives, must be prepared in coordination with the Nominations and Remuneration Committee.</li> <li>8. Board members' remuneration may vary in amount according to criteria such as experience, expertise, assigned tasks, number of meetings attended, independence, and other considerations established by the Nominations and Remuneration Committee. The annual performance review of board members, executive administration, and committee members is a key criterion for</li> </ol>	<p><b><u>Article 2: General Criteria for Board and Committee Members' Remuneration:</u></b> Without prejudice to the provisions of the Companies Law, the Capital Market Law, and their executive regulations, the Nominations and Remuneration Committee shall recommend to the Board of Directors the remuneration of Board members and committee members of the company in accordance with the following criteria:</p> <ol style="list-style-type: none"> <li>1. Remuneration must be commensurate with the company's activities and consistent with its strategy and objectives.</li> <li>2. The purpose of remuneration must be to encourage the board members and committees to contribute to the company's long-term success and growth including, for example, relating the variable portion of remuneration to long-term performance.</li> <li>3. Remuneration must be commensurate with the extent, nature, and degree of risk the company faces.</li> <li>4. On determining remuneration, the practices of other companies in setting remuneration must be considered, while avoiding any unjustified increase in remuneration and compensation.</li> <li>5. The remuneration of board members may vary in amount according to criteria such as experience, expertise, assigned tasks, number of meetings attended, independence, and other considerations established by the Nominations and Remuneration Committee. The annual performance review of board members and committee members is a key criterion for determining their individual</li> </ol>



		<p>determining their individual Remunerations.</p> <p>9. The remunerations will be suspended or recovered if it is found to have been awarded based on inaccurate information provided by a board member, executive administration, or member of any board committee, in order to prevent the exploitation of one's position to obtain undeserved bonuses.</p> <p>10. If the allocation of company shares to members of the board of directors, executive administration, or company employees is approved, whether through a new issuance or shares purchased by the company, in accordance with specific procedures and under the recommendation and supervision of the Nominations and Remuneration Committee, and in compliance with the company's articles of association, the Companies Law, and the regulations of the Capital Market Authority.</p>	<p>remuneration.</p> <p>6. Remuneration payments will be suspended or recovered if it is determined that they were based on inaccurate information provided by a member of the Board of Directors or any of its committees to prevent the exploitation of one's position to obtain undeserved rewards.</p> <p>7. In the event that shares in the company are granted to members of the Board of Directors, whether through a new issuance or shares purchased by the company, it will be according to specific procedures, under the recommendation and supervision of the Nominations and Remuneration Committee, and in accordance with the company's Articles of Association, the Companies Law, and the Capital Market Authority's regulations.</p>						
3	Article updated by deletion/addition to conform to modern regulations and laws.	<p><b><u>Fourth: Board of Directors' Remuneration</u></b></p> <p>1. The remuneration of the Board members of the United International Transportation Company shall be remunerated in the form of a fixed amount, an attendance allowance for meetings, an expense allowance, in-kind benefits, or a percentage of profits. A combination of two or more of these benefits is permissible, provided that it does not exceed the limits stipulated in the Companies Law and its regulations, as per the schedule included in this policy and any subsequent amendments to this schedule that are approved in accordance with applicable regulations.</p> <p>2. The Board member's remuneration consists of an annual bonus, an attendance allowance for Board meetings, and a percentage not exceeding (10%) of the net profits remaining after distributing the percentages stipulated in Article (45) of the company's Articles of Association, with a maximum of (500,000) five hundred thousand riyals per member. This remuneration shall be proportional to the number of meetings attended by the member.</p>	<p><b><u>Article 3: Fixed Compensation and Remuneration for the Chairman and Members of the Board of Directors.</u></b></p> <p>1. Fixed Annual Remuneration: The Chairman and members of the Board of Directors shall receive a fixed annual remuneration based on their respective membership, as detailed in the table below.</p> <table border="1" data-bbox="1078 1411 1481 1650"> <thead> <tr> <th>Position</th> <th>Fixed Remuneration</th> </tr> </thead> <tbody> <tr> <td>Chairman of the Board</td> <td>SAR 600,000</td> </tr> <tr> <td>Members of the Board of Directors</td> <td>SAR 400,000</td> </tr> </tbody> </table> <p>2. Meeting Attendance Allowance: The Chairman and members of the Board of Directors shall receive SAR 5,000 for each Board meeting they attend.</p>	Position	Fixed Remuneration	Chairman of the Board	SAR 600,000	Members of the Board of Directors	SAR 400,000
Position	Fixed Remuneration								
Chairman of the Board	SAR 600,000								
Members of the Board of Directors	SAR 400,000								



	<ol style="list-style-type: none"><li>3. The Board of Directors' report to the Ordinary General Assembly must include a comprehensive statement of all remuneration, expense allowances, and other benefits received by Board members during the fiscal year. It must also include a statement of any payments received by Board members in their capacity as employees or administrators, or for technical, administrative, or consulting services. Furthermore, it must include a statement of the number of Board meetings and the number of meetings attended by each member since the date of the last General Assembly meeting.</li><li>4. The remuneration of a Board member must be fair and proportionate to their responsibilities, duties, and obligations as a Board member, as well as the objectives set by the Board to be achieved during the fiscal year.</li><li>5. The remuneration must be based on the recommendation of the Remuneration and Nominations Committee.</li><li>6. The remuneration shall be commensurate with the sector in which the company operates, its extent, and the experience of the board members.</li><li>7. The remuneration must be reasonably sufficient to attract, motivate, and retain qualified and experienced board members.</li><li>8. The remuneration of board members may vary according to the criteria set forth in this policy.</li><li>9. The remuneration of independent board members must not be a percentage of the company's profits or based directly or indirectly on the company's profitability.</li><li>10. If the general assembly decides to terminate the membership of a board member who has been absent from three consecutive board meetings without a reasonable excuse, that member shall not be entitled to any remuneration for the period following the last meeting attended and must return all remuneration paid to him for that period.</li><li>11. A member of the Board of Directors may receive remuneration for their membership on the Audit Committee formed by the General Assembly, or for any additional executive, technical, administrative, or advisory work or positions assigned to them within the</li></ol>	<ol style="list-style-type: none"><li>3. Meeting Attendance Expenses: The company shall pay the travel and accommodation expenses for the Board members attending Board meetings.</li></ol>
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		company, in addition to the remuneration they may receive as a member of the Board of Directors and on committees formed by the Board of Directors, in accordance with the Companies Law, the company's Articles of Association, and the regulations of the Capital Market Authority.									
4	Article updated by deletion/addition to conform with modern regulations and laws.	<p><b><u>Fifth: Remuneration of committee members</u></b></p> <p>1- The Board of Directors shall determine and approve the remuneration of members of its subcommittees, including attendance allowances and other entitlements, based on the recommendation of the Remuneration and Nominations Committee.</p> <p>2- The remuneration of members of the Board of Directors' subcommittees shall consist of a fixed annual amount, in addition to meeting attendance allowances and other entitlements, as detailed in the table attached to this policy.</p> <p>3- The remuneration of members of the Audit Committee shall be approved by the General Assembly of Shareholders based on the recommendation of the Board of Directors and the Nominations and Remuneration Committee.</p> <p>4- In all cases, the remuneration of a member of a subcommittee(s) of the Board of Directors, in addition to their remuneration for Board membership (if applicable), shall not exceed the maximum permissible remuneration for Board members according to the Companies Law, which is SAR 500,000. An exception is made for members of the Audit Committee, whose total remuneration for both their Audit Committee and Board membership may exceed this limit.</p>	<p><b><u>Article 4: Fixed Compensation and Remuneration for Committees Subsidiary to the Board of Directors</u></b></p> <p>1. Fixed Annual Remuneration: The Chairman and members of the committee's subsidiary to the Board of Directors shall receive a fixed annual remuneration as detailed in the table below.</p> <table border="1"> <thead> <tr> <th>Committee</th> <th>Fixed Remuneration</th> </tr> </thead> <tbody> <tr> <td>Chairpersons of Board-appointed committees</td> <td>SAR 200,000</td> </tr> <tr> <td>All members of Board-appointed committees</td> <td>SAR 175,000</td> </tr> <tr> <td>External members</td> <td>SAR 180,000</td> </tr> </tbody> </table> <p>2. Meeting Attendance Allowance: The Chairman and members of each committee shall receive SAR 4,000 for each committee meeting they attend.</p> <p>3. Meeting Attendance Expenses: The company shall pay the travel and accommodation expenses for committee members attending committee meetings.</p>	Committee	Fixed Remuneration	Chairpersons of Board-appointed committees	SAR 200,000	All members of Board-appointed committees	SAR 175,000	External members	SAR 180,000
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6	Article updated by deletion/addition to conform with modern regulations and laws.	<p><b><u>Seventh: Executive administration Remuneration Criteria</u></b></p> <p>The remunerations of the company's employees and senior executives receive their bonuses according to the following criteria:</p> <p>1- The basic salary of company employees is determined and amended based on their professional skills, competence, and long service record at the company.</p> <p>2- For new or recently appointed employees, their salaries are determined by the company's CEO in accordance with the</p>	<p><b><u>Article 6: Executive Administration Remuneration Criteria</u></b></p> <p>Executive administration Remuneration Criteria: The Executive Administration Remuneration Criteria Executive remuneration is determined according to the following criteria:</p> <p>1. The Nominations and Remuneration Committee conducts periodic reviews of</p>								



		<p>company's followed recruitment policy.</p> <ol style="list-style-type: none"> <li>3- Fixed remunerations, whether a fixed amount or a percentage of sales, are determined, approved, and ratified by the CEO according to the internal incentive regulations.</li> <li>4- The Remuneration and Nominations Committee conducts an annual review of employee salaries and submits its recommendations to the CEO.</li> <li>5- Annual performance-based bonuses are determined by the Remuneration and Nominations Committee based on the recommendations and reports of the CEO and department managers.</li> <li>6- For senior executives, their incentive plans and programs, as well as any amendments to salaries and other benefits, must be approved by the Nominations and Remuneration Committee.</li> <li>7- Some allowances are determined as a percentage of the basic salary, such as a housing allowance of 25% and a transportation allowance of 10%.</li> <li>8- The executive administration decides how to disburse the allowances to employees, subject to the CEO's approval.</li> <li>9- Some company employees, based on the nature of their work, receive in-kind benefits such as a company car, according to the terms and conditions set by the company management. The provision of a company car to employees is approved by the CEO. If any executive administration employee receives a company car, they are not entitled to the transportation allowance.</li> <li>10- Other allowances, such as fuel and telephone allowances, are subject to the CEO's discretion and may be canceled or reapproved according to a clear internal policy within the Human Resources department.</li> <li>11- For senior executives, their entitlements are reviewed and approved by the Nominations and Remuneration Committee.</li> <li>12- Airfare is provided to non-Saudi employees and their families (up to a maximum of one spouse and two children) once a year in the economy class for employees contracted with the company under family benefits agreements. As for a contract employee without family benefits, they are entitled</li> </ol>	<p>executive remunerations, assessing its effectiveness in supporting the achievement of the company's strategic objectives and submitting recommendations to the Board of Directors for approval.</p> <ol style="list-style-type: none"> <li>2. The purpose of the remunerations is to incentivize executive administration to contribute to the company's long-term success and growth including, for example, relating the variable component of the remunerations to long-term performance.</li> <li>3. Remuneration is determined based on the position, duties, responsibilities, academic qualifications, practical experience, skills, and performance level.</li> <li>4. The variable remunerations and incentive programs for senior executives are determined by the Nominations and Remuneration Committee, based on reports from the CEO and relevant department heads, and in accordance with the Board of Directors' approved remunerations policy, taking into account long-term performance and the company's strategic objectives.</li> <li>5. Allowances and financial and in-kind benefits for senior executives, such as housing, transportation, and education allowances, are submitted to the Nominations and Remuneration Committee for approval within the framework of the Board of Directors' approved remunerations policy and commensurate with the nature of the position, level of responsibility, and complexity of the tasks.</li> <li>6. The Group CEO is responsible for implementing the remunerations policy for all employees and senior executives, based on programs approved by the Board of Directors and recommendations</li> </ol>
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		<p>to one ticket for themselves only.</p> <p>13- The CEO implements the employee and senior executive remuneration policy in accordance with the plans and programs recommended by the Nominations and Remuneration Committee.</p>	<p>issued by the Nominations and Remuneration Committee.</p> <p>7. Remuneration must be adequate to attract, retain, and motivate professional talent without being excessive.</p> <p>8. Remunerations of new appointments, particularly senior executives, are prepared in coordination with the Nominations and Remuneration Committee.</p> <p>9. Remunerations will be suspended or recovered if it is found to have been granted based on inaccurate information provided by a member of the executive administration team to prevent the exploitation of one's position to obtain undeserved rewards.</p> <p>10. If shares are granted to members of the executive administration team or company employees, whether through a new issuance or shares purchased by the company, it will be according to specific procedures, under the recommendation and supervision of the Nominations and Remuneration Committee, in compliance with the company's Articles of Association, the Companies Law, and the Capital Market Authority's regulations.</p>
9	Article updated by deletion/addition to conform with modern regulations and laws.	<p><b><u>Tenth: Other Expenses and Benefits</u></b> The company pays travel and accommodation expenses for board members and committee members residing outside Jeddah. The company pays all accommodation and travel expenses for board members, committee members, and executive administration if meetings are held outside Jeddah.</p>	<p><b><u>Article 9: Other Expenses and Benefits</u></b></p> <ul style="list-style-type: none"> <li>• The company shall pay the travel and accommodation expenses for members of the Board and committees.</li> <li>• The company shall pay all accommodation and travel expenses for members of the Board, committees, and executive administration.</li> </ul>

