

SAUDI ADVANCED INDUSTRIES COMPANY
**Board of Directors Nomination Criteria and
Procedures Policy**

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After the modification	Before modification
<p>Article One: Purpose</p> <p>This policy aims to define the criteria, controls and procedures for candidacy for the membership of the Board of Directors of the Company, in order to ensure the selection of members with professional competence, appropriate experience, independence and integrity, and to contribute to enhancing the ability of the Board of Directors to perform its duties efficiently and effectively, and to achieve balance and integration in expertise and skills within the Board in order to serve the interests of the Company and shareholders. This policy has been prepared in accordance with the provisions of the Companies Law and the Corporate Governance Regulations issued by the Capital Market Authority. It clarifies the controls, criteria and procedures governing candidacy and membership in the company's board of directors.</p>	None
<p>Article Two: Scope of Application</p> <p>This policy applies to all candidates for membership of the Company's Board of Directors, as well as to the Nomination and Remuneration Committee and the Board of Directors when considering and recommending nomination applications.</p>	None
<p>Article Three: Approving Authority</p> <p>The Company's General Assembly shall be the competent authority to approve this Policy and any amendments thereto.</p>	None

Article Four: Definitions

The following words and phrases shall indicate the meanings indicated before each of them, unless the context otherwise requires:

Authority: Capital Market Authority

Company: Saudi Advanced Industries Company

Board of Directors: Saudi Advanced Industries Company

Committee: The Company's Nomination and Remuneration Committee

Policy: Criteria and Procedures Policy for Nomination for Board of Directors

Executive Member: A member of the Board of Directors who is full-time in the executive management of the company and participates in the daily business of the company.

Non-Executive Member: A member of the Board of Directors who is not full-time in the management of the Company and does not participate in the day-to-day operations of the Company

Independent Member: A non-executive board member who enjoys full independence in his position and decisions, and does not have any of the symptoms of independence stipulated in the Corporate Governance Regulations issued by the Capital Market Authority.

Executive Management: Persons entrusted with managing the day-to-day operations of the company, proposing and implementing strategic decisions, such as the CEO, his deputies, and the CFO.

Cumulative voting: A voting method for the selection of the members of the Board of Directors that gives the

None

<p>holder of voting rights the ability to vote for the number of such shares, allowing them to vote for one candidate or divide them among the candidates of their choice without repeating these votes</p>	
<p>Article Five: Interpretation of the Policy</p> <ol style="list-style-type: none">1. This Policy and the appendices attached thereto (if any) shall be considered an integral part thereof, supplementary to its provisions, and shall be read and interpreted together for this purpose.2. The policy is directed and addresses the career centers, not the people in charge of them.3. All headings in this Policy are for convenience purposes only and should not affect the interpretation of the texts of this Policy as a single unit.4. This policy takes precedence over any other policy on the same subject matter that may conflict with it.5. This policy is drafted in accordance with the peremptory rules in the Corporate Governance Regulations issued by the CMA, and in the event that the CMA decides at any time to consider any provision in the Corporate Governance Regulations as not supplementary, this policy shall be read in light of this, and the supplementary text shall become a command by force of law and an integral part of this policy, and in the event that a supplementary text is included in this policy in the form of a peremptory rule, it shall not prejudice its remaining complementary and not binding until the CMA decides otherwise.6. The Company's application of any of the Guidelines Materials shall not affect the Continuation of the Guidance Text unless otherwise issued by the	<p>None</p>

<p>Authority, and the Company may vacillate and transfer between the application of the Guidance Text and its non-application in accordance with its decision in this regard, and the approval of this Policy shall not be considered in any way to be mandatory.</p>	
<p>Article Six: Conditions for Nomination for the Membership of the Board of Directors</p> <p>1. The candidate shall not have any lawsuit, legal claim, or regulatory proceeding against the Company, nor shall the candidate have previously initiated any such action, whether in his/her personal capacity or through any entity in which he/she has a direct or indirect interest. The candidate shall not have been previously convicted of any crime involving dishonesty or breach of trust, or any administrative violations resulting from fraudulent or deceptive conduct, nor have been adjudged bankrupt, entered into any arrangement or settlement with creditors, been subject to a judgment for violating the laws and regulations of the Capital Market Authority or any other relevant regulatory authority, or be otherwise ineligible for Board membership pursuant to any applicable laws or instructions in force in the Kingdom. The candidate shall provide a declaration confirming the foregoing.</p> <p>2. The candidate must not have previously been removed or dismissed from the board of directors of a listed joint stock company, or from any board of directors of any company, due to negligence,</p>	<p>First: Conditions for Nomination for the Membership of the Board of Directors</p> <p>1- The candidate must not have been previously convicted of a crime against honor and honesty, or administrative violations as a result of deceptive or deceptive behaviors, or has been sentenced to bankruptcy, or has made arrangements or reconciliation with his creditors, or has been sentenced to violate the regulations and legislation of the Capital Market Authority and the Arab Monetary Authority, or is ineligible for membership of the Board in accordance with any law or instructions in force in the Kingdom, and must submit a declaration thereof.</p> <p>2- The candidate must not have previously been removed or dismissed from the board of directors of a listed joint stock company or any board of directors of any company due to negligence, mismanagement, or irregular attendance at the meetings of the board or its committees and submit an acknowledgment thereof.</p> <p>3- The member must not have previously submitted his/her resignation during the validity of his/her membership in the Board of Directors</p> <p>4- The candidate must not be a member of the boards of directors of more than (5) listed joint stock companies simultaneously.</p> <p>5- The candidate must not be a government employee.</p>

<p>mismanagement, or irregular attendance at the meetings of the board or its committees, and submit an acknowledgment thereof</p> <p>3. The member must not have previously submitted his/her resignation during the validity of his/her membership in the Board of Directors of the Saudi Advanced Industries Company before the expiry of his/her statutory term without a justification acceptable to the Committee.</p> <p>4. The nominee must not be a member of the boards of directors of more than five listed joint stock companies at the same time</p> <p>5. The candidate must not be a government employee</p> <p>6. The candidate must have a scientific qualification of at least a bachelor's degree as a minimum, and the committee takes into account the diversity of experiences, scientific specializations and skills when accepting candidates in order to achieve integration between the candidates to enhance efficiency and diversity according to the committee' s deem.</p> <p>7. The candidate must have held leadership positions or membership in boards of directors or committees in joint stock companies , unlisted private companies, or financial entities , or have practical and professional experience that enables him to perform the duties of membership efficiently.</p> <p>8. The candidate must be able to read and understand financial statements and reports , as well as understand financial indicators and investment risks, and enable him to perform his supervisory role in accordance with the requirements of the Corporate Governance Regulations.</p>	<p>6—Taking into account the diversity of scientific qualification and practical experience, and giving priority in nomination to the needs required of those with the appropriate skills to be a member of the Board of Directors</p> <p>7—Ability to lead by having leadership skills that qualify him to grant authority that leads to motivating performance, applying best practices in the field of effective management, adhering to professional values and ethics, and the ability to communicate effectively, think and strategize.</p> <p>8—Qualifications, skills, and experience, provided that he has practical qualifications at least a university degree: Appropriate professional and personal skills, level of training, practical experience relevant to the Company's current and future activities and knowledge of management, economics, accounting, law, governance, or any relevant area of the Company's activities, as well as a willingness to learn and train</p> <p>9—Financial Knowledge: Being able to read and understand financial data and reports</p> <p>10—Healthy fitness, so that he does not have a health barrier that hinders him from practicing his duties and competencies</p> <p>11— The candidate must adhere to the principles of honesty, honesty, loyalty, care and concern for the interests of the company and the shareholders and present them over his personal interest, and take into account the following:</p> <p>١- The Board member's relationship with the Company shall be sincere and professional, and the Company shall disclose any influential information</p>
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<p>9. The candidate must be medically fit and not have a health obstacle that hinders him from exercising his duties and competencies</p> <p>10. The candidate must adhere to the principles of honesty, honesty, loyalty, care and concern for the interests of the company and the shareholders, and present them in his personal interest, taking into account the following:</p> <p>أ. The Board member's relationship with the Company shall be an honest professional relationship, and the disclosure of any material information prior to the execution of any transaction or contract with the Company or any of its subsidiaries.</p> <p>ب. Achieve loyalty in avoiding any transactions involving a conflict of interest, and adhering to the provisions of the conflict of interest contained in the relevant regulations.</p> <p>ت. Care and attention to the performance of the duties and responsibilities stipulated in the relevant regulations.</p> <p>11. The candidate must be a natural person</p> <p>12. The independent member shall enjoy full independence in his or her status and decisions, and shall not be subject to any of the symptoms of independence stipulated in the relevant regulations.</p> <p>13. The member of the Board of Directors shall represent all shareholders and commit to what is in the best interest of the Company as a whole, and not in the interests of the group he represents or that voted to appoint him to the Board of Directors.</p> <p>14. A member of the Board of Directors shall resign before the end of his term on the Board, or in the event that</p>	<p>prior to the execution of any transaction or contract with the Company or one of its subsidiaries.</p> <p>ب- Achieving loyalty in avoiding transactions involving conflicts of interest, while ensuring fairness of dealing and observing the provisions of conflicts of interest contained in the relevant regulations.</p> <p>ت- Paying attention to the performance of the duties and responsibilities contained in the relevant regulations.</p> <p>12- The candidate must be a natural person</p> <p>13- An independent member shall enjoy full independence in his or her status and decisions, and shall not be subject to any of the symptoms of independence stipulated in the relevant regulations</p> <p>14- The candidate must disclose to the Board and the Assembly any of the cases of conflict of interest, in accordance with the procedures prescribed by the supervisory authorities, including:</p> <p>أ- Having a direct or indirect interest in the business and contracts in which the company is accounted for</p> <p>ب- Participation in a work that would compete with the company, or compete with it in one of the branches of activity that it conducts</p> <p>15- The member of the Board of Directors must represent all shareholders and commit to what is in the interest of the company as a whole, and not what is in the interests of the group he represents or that voted to appoint him to the Board of Directors</p> <p>16- A member of the Board of Directors shall resign before the end of his term on the Board, or in the event that he loses his capacity to serve as a member of the Board of Directors, or is unable to exercise his duties, or is unable</p>
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<p>he loses his capacity to serve as a member of the Board of Directors, or is unable to exercise his duties, or is unable to devote the necessary time or effort to perform his duties on the Board.</p> <p>15. The candidate must complete, fill, sign and submit the forms and declarations specified by the Authority and the regulatory authorities, prepared by the Company to meet the Company's requirements and regulatory requirements on time.</p> <p>16. The nominee must not be a party, in his personal capacity or as a representative of others, in any ongoing legal or arbitration proceeding with the Company, or in any pre-litigation proceedings, including but not limited to formal claims, legal notices, requests for settlement, or arbitration, that would create or give rise to an existing or potential dispute with the Company. All of the foregoing must be disclosed at the time of candidacy, and failure to disclose or prove otherwise shall result in disqualification Request or Cancel Nomination.</p> <p>17. The candidate or any of his first- or second-degree relatives must not have a direct or indirect interest in any sale, purchase, or transfer of ownership of assets, rights, or property between him and the Company during the ten years preceding the candidacy.</p> <p>18. The nominee or any of his first- or second-degree relatives must not be an owner or partner with influential ownership in any company or entity in which the Saudi Advanced Industries Company owns an ownership interest or investment.</p>	<p>to devote the necessary time or effort to perform his duties on the Board.</p> <p>17 The candidate must complete, fill out and sign the forms specified by the Authority and the regulatory authorities, and the forms prepared by the company to meet the company's requirements and regulatory requirements on time.</p>
<p>Article Seven: Procedures for Nomination for the Membership of the Board of Directors of the Company</p>	<p>Second: Procedures for Membership in the Board of Directors of the Company</p>

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| <p>1. The Committee shall coordinate with the Executive Management of the Company to announce the opening of nomination for the membership of the Board of Directors of the Company before the expiry of the term of the Board of Directors in accordance with the specified period stipulated in the Regulations and the Regulations of the Legislative and Supervisory Authorities.</p> <p>2. The Committee shall make its recommendation to the Board on candidacy for membership of the Board in accordance with the aforementioned policies and criteria.</p> <p>3. A candidate who has previously served on the board of directors of a joint stock company must attach a statement of the number and date of the boards of directors of the companies of which he has become a member.</p> <p>4. A candidate who has previously served as a member of the Board of Directors of the Company must attach to the nomination notice a statement from the Company's management about the last term in which he was a member of the Board of Directors, including the following information:</p> <p>أ- The number of meetings of the Board of Directors held during each year of the session.</p> <p>ب- The number of meetings attended by the member and the percentage of his attendance in the total meetings.</p> <p>ت- The standing committees in which the member participated, the number of meetings held by each of those committees during each year of the</p> | <p>1- The Nomination and Compensation Committee shall coordinate with the Executive Management of the Company to announce the opening of nomination for the membership of the Board of Directors of the Company before the expiry of the term of the Board of Directors in accordance with the specified period stipulated in the Regulations and the Regulations of the Legislative and Supervisory Authorities</p> <p>2- The Nomination and Remuneration Committee makes its recommendation to the Board of Directors on nomination for membership of the Board in accordance with the aforementioned policies and criteria</p> <p>3- Anyone wishing to nominate himself for membership in the Board of Directors of the Company must declare his desire by notifying the management of the Company in accordance with the periods and dates stipulated in the applicable regulations, regulations, circulars and resolutions, and this notification must include an introduction to the candidate in terms of his CV, qualifications, and work experience.</p> <p>4- A candidate who has previously served as a member of the board of directors of a joint stock company must indicate the number and date of the boards of directors of the companies of which he has become a member.</p> <p>5- A candidate who has previously served as a member of the Board of Directors of the Company must attach to the nomination notice a statement from the Company's management about the last cycle of the Board of Directors, including the following information:</p> <p>أ- The number of meetings of the Board of Directors held during each year of the session.</p> |
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<p>session, the number of meetings he attended, and the ratio of his attendance to the total meetings.</p> <p>5. Membership status, i.e. whether the member is an executive, non-executive member, or independent member, must be clarified.</p> <p>6. The nature of the membership must be clarified, i.e. whether the member is a candidate in his personal capacity or a representative of a legal person.</p> <p>7. A candidate for membership of the Board shall disclose to the Board and the General Assembly any conflicts of interest, including:</p> <p>أ. Having a direct or indirect interest in the business and contracts executed for the company for which he wishes to run for the board of directors.</p> <p>ب. Participation in a business that would compete with the company, or compete with it in one of the branches of the activity you are engaged in.</p> <p>8. The candidate must submit an acknowledgment that he or she meets the membership criteria set out in this policy and announcement, and if proven otherwise, his/her candidacy will be disqualified</p> <p>9. The committee coordinates with the executive management to finalize the statutory requirements and provide the competent statutory authorities with all the required documents.</p> <p>10. The committee shall implement any observations received from the competent authorities about any candidate.</p> <p>11. The selection of directors is voted on through the cumulative voting method.</p> <p>12. Voting in the General Assembly shall be limited to those who have nominated themselves in accordance with policies and criteria.</p>	<p>ب- The number of meetings attended by the member and the percentage of his attendance in the total meetings.</p> <p>ت- The standing committees in which the member participated, the number of meetings held by each of those committees during each year of the session, the number of meetings he attended, and the ratio of his attendance to the total meetings.</p> <p>6- Membership status, i.e. whether the member is an executive, non-executive member, or independent member, must be clarified.</p> <p>7- The nature of the membership must be clarified, i.e. whether the member is a candidate in his personal capacity or a representative of a legal person.</p> <p>8- The Nomination and Remuneration Committee, in coordination with the Company's Executive Management, shall provide the Capital Market Authority with the CVs of the candidates for membership of the Company's Board of Directors in accordance with the CV form of the candidate for membership of the Board of Directors of a joint stock company listed on the Saudi Stock Exchange (Tadawul).</p> <p>9- The Nomination and Remuneration Committee shall implement any observations received from the competent authorities about any candidate</p> <p>10- Voting in the General Assembly shall be limited to those who have nominated themselves in accordance with policies and criteria.</p>
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<p>13. Each shareholder has the right to nominate himself or one or more other persons to be a member of the Board, within the limits of his percentage of ownership in the capital.</p> <p>14. The announcement of the opening of the nomination door clarifies all the information, documents, forms, and conditions required of those wishing to run for membership of the Board, the procedures for submitting the nomination application, its conditions, and the timetable.</p>	
<p>Article Eight: Official Language of the Policy</p> <p>This policy has been prepared in both Arabic and English, and in case of any conflict between the two texts, the text will be adopted in Arabic.</p>	<p>None</p>
<p>Article Nine: Effectiveness and Review</p> <p>1- This Policy is effective from the date of its adoption by the Company's General Assembly, and no material of this Policy shall be amended, deleted or added except upon the approval of the General Assembly</p> <p>2- The Board, with the support of the Nomination and Remuneration Committee, reviews this policy periodically to ensure its suitability for changes that may occur in the nature of the Company's business, its strategic objectives, and the relevant legislation, and recommends it to the General Assembly</p> <p>3- Anything that is not stipulated in this policy shall be subject to the relevant laws and regulations issued by the relevant authorities</p>	<p>None</p>

الشركة السعودية للصناعات المتطورة

SAUDI ADVANCED INDUSTRIES COMPANY

سياسة ضوابط ومعايير المنافسة

Competition Regulations and Standards Policy

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تم اعتماد هذه السياسة في اجتماع الجمعية العامة في تاريخ

These Policy were approved by the General Assembly at its meeting held on

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Article (1): Purpose

This policy has been developed to regulate and define the concept of activities that compete with the Company's business, clarify the cases that are considered competitive with the Company's business or any of the activities it conducts, and specify the controls and procedures followed by the Board of Directors to verify whether a Board member is competing with the Company's business or participating in a competing activity within any of the fields of activity carried out by the Company. This is in compliance with the requirements of Articles (44) and (45) of the Corporate Governance Regulations, the provisions of Companies Law, and any other relevant laws, regulations, or instructions issued by the competent regulatory authorities.

Article (2): Scope of Application

This Policy shall apply to the members of the Board of Directors and the members of the committees formed by the Board. They must comply with the provisions contained herein, without prejudice to the provisions of Companies Law, the Corporate Governance Regulations, the Company's Articles of Association, and any other relevant laws, regulations, or instructions issued by the competent regulatory authorities.

Article (3): Approving Authority

The Company General Assembly shall be the competent authority responsible for approving this Policy and any amendments thereto.

Article (4): Definitions

The following words and expressions shall have the meanings assigned to them below, unless the context requires otherwise:

Company: Saudi Advanced Industries Company.

المادة الأولى: الغرض

تم إعداد هذه السياسة لتنظيم وتحديد مفهوم أعمال منافسة الشركة، وبيان الحالات التي تُعد منافسة لأعمالها أو لأي من الأنشطة التي تزاولها، وتحديد الضوابط والإجراءات التي يتبعها مجلس الإدارة للتحقق من وجود منافسة من قبل عضو مجلس الإدارة لأعمال الشركة أو مشاركته في نشاط منافس في أحد فروع النشاط الذي تزاوله الشركة، وذلك التزامًا بمتطلبات المادة (44) والمادة (45) من لائحة حوكمة الشركات، وأحكام نظام الشركات، وأي أنظمة أو تعليمات أخرى ذات علاقة صادرة عن الجهات التنظيمية.

المادة الثانية: نطاق التطبيق

تُطبق هذه اللائحة على أعضاء مجلس الإدارة وأعضاء اللجان المنبثقة عنه، ويجب عليهم الالتزام بما ورد فيها، وذلك دون الإخلال بأحكام نظام الشركات، ولائحة حوكمة الشركات، والنظام الأساس للشركة، وأي أنظمة أو تعليمات أخرى ذات علاقة صادرة عن الجهات التنظيمية.

المادة الثالثة: جهة الاعتماد

تكون الجمعية العامة للشركة هي الجهة المختصة باعتماد هذه السياسة وأي تعديلات تطرأ عليها.

المادة الرابعة: التعريفات

تدل الكلمات والعبارات الآتية على المعاني الموضحة أمام كلٍ منها ما لم يقتض السياق خلاف ذلك:

الشركة: الشركة السعودية للصناعات المتطورة

Board: The Board of Directors of Saudi Advanced Industries Company.

Member: A member of the Board of Directors of Saudi Advanced Industries Company.

Committee or Committees: Any committee or committees formed by the Board of Directors of Saudi Advanced Industries Company.

Competing Activities: Any activity or business undertaken by a member of the Board of Directors, whether directly or indirectly, that may compete with the Company or compete with it in any of the lines of business carried out by the Company or any of its subsidiaries.

Article (5): Interpretation of the Policy

1. This Policy and any annexes attached thereto (if any) shall be deemed an integral part thereof and shall supplement and complement its provisions, and shall be read and interpreted together for this purpose.
2. This Policy is directed to functional positions rather than the individuals occupying such positions.
3. All headings contained in this Policy are included for ease of reference only and shall not affect the interpretation of the provisions of this Policy as a whole.
4. This Policy shall prevail over any other regulation addressing the same subject matter that may conflict with it.
5. This Policy has been drafted in accordance with the mandatory provisions of the Corporate Governance Regulations issued by the Authority. Should the Authority at any time determine that any provision of the Corporate Governance Regulations is mandatory rather than supplementary, this Policy shall be interpreted accordingly, and such supplementary provision shall become mandatory by force of law and shall form an integral part of this Regulation. Conversely, where any supplementary provision is stated in this Policy in the form of a mandatory rule, this shall not affect its

المجلس: مجلس إدارة الشركة السعودية للصناعات المتطورة.

العضو: عضو مجلس إدارة الشركة السعودية للصناعات المتطورة.

اللجنة أو اللجان: اللجنة أو اللجان المنبثقة عن مجلس إدارة الشركة السعودية للصناعات المتطورة.

الأعمال المنافسة: أي نشاط أو عمل يزاوله عضو مجلس الإدارة، بشكل مباشر أو غير مباشر، من شأنه منافسة الشركة أو منافستها في أحد فروع النشاط الذي تزاوله الشركة أو أي من شركاتها التابعة.

المادة الخامسة: تفسير السياسة

١. تعتبر هذه السياسة والملاحق المرفقة بها (إن وجدت) جزءاً لا يتجزأ منها ومتمماً ومكماً لبنودها وتقرأ وتفسر معها لهذه الغاية.
٢. السياسة موجهة وتخاطب المراكز الوظيفية وليس الأشخاص القائمين عليها.
٣. كافة العناوين في هذه السياسة هي لأغراض تسهيل الإشارة إليها فقط ولا ينبغي أن تؤثر على تفسير نصوص هذه السياسة كوحدة واحدة.
٤. تسمو هذه السياسة على أي سياسة أخرى بنفس الموضوع والتي قد تتعارض معها.
٥. هذه السياسة مصاغة وفقاً للقواعد الأمرة في لائحة حوكمة الشركات الصادرة عن الهيئة، وفي حال أن قررت الهيئة في أي وقت اعتبار أي نص في لائحة حوكمة الشركات أمراً لا مكماً فتقرأ هذه السياسة في ضوء ذلك، ويصبح النص المكمل أمراً بقوة القانون وجزءاً لا يتجزأ من هذه السياسة، وفي حال إيراد نص مكمل في

status as a supplementary (non-mandatory) provision unless otherwise determined by the Authority.

6. The Company's application of any guidance provisions, whether consistently or on an occasional basis, shall not affect the status of such provisions as guidance provisions unless otherwise determined by the Authority. The Company may apply or refrain from applying such guidance provisions as it deems appropriate, and the approval of this Regulation shall not under any circumstances be construed as rendering the guidance provisions contained herein mandatory.

Article (6): References

- Companies Law issued by Royal Decree No. (M/132) dated 01/12/1443H.
- Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. (8-16-2017) dated 16/05/1438H, corresponding to 13/02/2017G, as amended by the Board of the Capital Market Authority Resolution No. (8-5-2023) dated 25/06/1444H, corresponding to 18/01/2023G, issued pursuant to the Companies Law promulgated by Royal Decree No. (M/132) dated 01/12/1443H.

Article (7): Concept of Competing Activities

Participation in any activity that may compete with the Company or compete with it in any of the lines of business it conducts shall include, but not be limited to, the following:

1. The establishment by a Board member of a company or sole proprietorship, or the ownership of a significant shareholding or ownership interest in another company or entity that carries out activities similar to those of the Company or its group.
2. Accepting membership on the board of directors of a company or entity that competes with the

هذه السياسة بصيغة القاعدة الآمرة فلا يخل ذلك ببقائه مكتملاً لا ملزماً إلى أن تقرر الهيئة عكس ذلك.

6. لا يخل تطبيق الشركة لأي من المواد الاسترشادية باطراد أو بشكل عرضي على بقاء النص استرشادياً ما لم يصدر من الهيئة خلاف ذلك، وللشركة المروحة والمناقلة بين تطبيق النص الاسترشادي وعدم تطبيقه وفقاً لما تقرر بهذا الخصوص، ولا يجوز بأي شكل من الأشكال اعتبار الموافقة على هذه السياسة اعتبار النصوص الاسترشادية الواردة فيها الزامية.

المادة السادسة: المراجع

- نظام الشركات الصادر بالمرسوم الملكي رقم (م/132) وتاريخ 1443/12/1 هـ.
- لائحة حوكمة الشركات الصادرة عن مجلس هيئة السوق المالية بموجب القرار رقم (8-16-2017) وتاريخ 16 / 5 / 1438 هـ الموافق 13 / 2 / 2017 م، والمعدلة بقرار مجلس هيئة السوق المالية رقم (8-5-2023) وتاريخ 25 / 6 / 1444 هـ الموافق 18 / 1 / 2023 م، بناءً على نظام الشركات الصادر بالمرسوم الملكي رقم م/132 وتاريخ 1443 / 12 / 1 هـ.

المادة السابعة: مفهوم أعمال المنافسة

يدخل في مفهوم الاشتراك في أي عمل من شأنه منافسة الشركة أو منافستها في أحد فروع النشاط الذي تزاوله ما يلي:

1. تأسيس عضو مجلس الإدارة لشركة أو مؤسسة فردية أو تملكه نسبة مؤثرة لأسهم أو حصص في شركة أو منشأة أخرى، تزاول نشاطاً من نوع نشاط الشركة أو مجموعتها.

Company or its group, or assuming the management of a competing sole proprietorship or a competing company of any legal form, excluding the Company's subsidiaries.

3. Obtaining a commercial agency or any similar arrangement, whether disclosed or undisclosed, for a company or entity that competes with the Company or its group.

In the event that a Board member violates the provisions of this Article, the Company shall have the right to file a claim before the competent judicial authority to invalidate the contract and require the member to account for and surrender any profit or benefit obtained as a result thereof. The Company shall also have the right to claim appropriate compensation before the competent judicial authority.

Article (8): Controls Governing Competition with the Company

Without prejudice to the provisions of Article (27) of the Companies Law and the relevant provisions of the Corporate Governance Regulations, if a member of the Board of Directors or a member of any of its committees wishes to participate in an activity that may compete with the Company or compete with it in any of the lines of business it conducts, the following shall be observed:

1. The Board of Directors shall be notified of the competing activities the member intends to undertake, and such notification shall be recorded in the minutes of the Board meeting.
2. The concerned member shall refrain from participating in voting on the resolution issued in this regard at the Board of Directors, its committees, and the General Assemblies.
3. The Board of Directors shall inform the Ordinary General Assembly, upon its convening, of the competing activities carried out by the Board member or the member of any of its committees, after the Board has verified that the activity constitutes competition with the Company's business or any of the lines of business it conducts in accordance

٢. قبول عضوية مجلس إدارة شركة أو منشأة منافسة للشركة أو مجموعتها، أو تولي إدارة مؤسسة فردية منافسة أو شركة منافسة أياً كان شكلها، فيما عدا تابعي الشركة.

٣. حصول العضو على وكالة تجارية أو ما في حكمها، ظاهرة كانت أو مستترة، لشركة أو منشأة أخرى منافسة للشركة أو مجموعتها.

كما يحق للشركة في حال مخالفة عضو مجلس الإدارة لأحكام هذه المادة المطالبة أمام الجهة القضائية المختصة بإبطال العقد، وإلزامه بأداء أي ربح أو منفعة تحققت له من ذلك، كما يحق للشركة مطالبتة أمام الجهة القضائية المختصة بالتعويض المناسب.

المادة الثامنة: ضوابط منافسة الشركة

مع مراعاة ما ورد في المادة (27) من نظام الشركات والأحكام ذات العلاقة في لائحة حوكمة الشركات، إذا رغب عضو مجلس الإدارة أو عضو إحدى لجانه في الاشتراك في عمل من شأنه منافسة الشركة، أو منافستها في أحد فروع النشاط الذي تزاوله، فيجب مراعاة ما يلي:

١. إبلاغ مجلس الإدارة بالأعمال المنافسة التي يرغب في ممارستها، وإثبات هذا الإبلاغ في محضر اجتماع مجلس الإدارة.
٢. عدم اشتراك العضو صاحب المصلحة في التصويت على القرار الذي يصدر في هذا الشأن في مجلس الإدارة ولجانه وجمعيات المساهمين.
٣. قيام مجلس الإدارة بإبلاغ الجمعية العامة العادية عند انعقادها بالأعمال المنافسة التي يزاولها عضو المجلس أو عضو إحدى لجانه، وذلك بعد تحقق مجلس الإدارة من منافسة عضو المجلس أو عضو إحدى لجانه لأعمال الشركة أو منافستها في أحد فروع النشاط الذي تزاوله وفق هذه المعايير المعتمدة من الجمعية العامة للشركة.

with these standards approved by the General Assembly of the Company.

4. Obtaining authorization from the Ordinary General Assembly of the Company, or from the Board of Directors pursuant to a delegation granted by the Ordinary General Assembly, allowing the Board member to engage in such competing activities.

Article (9): Company Objectives

In accordance with Article (4) of the Company's Articles of Association, the Company shall carry out its activities in compliance with the applicable laws and regulations and after obtaining the necessary licenses from the competent authorities, where required.

Article (10): Refusal to Grant Authorization

If the General Assembly, or its duly authorized delegate, refuses to grant the required authorization, the concerned member shall submit their resignation within a period determined by the General Assembly or its delegate. Otherwise, the member's membership on the Board shall be deemed terminated, unless the member elects to cease competing with the Company or regularize their status in accordance with the Companies Law and its Implementing Regulations prior to the expiry of the period specified by the General Assembly or its delegate.

Article (11): Disclosure

A member of the Board of Directors or a member of any of its committees shall disclose to the Board of Directors, immediately and without delay, any activities that compete with the Company or their participation in any activity that may constitute

٤. الحصول على ترخيص من الجمعية العامة العادية للشركة أو من مجلس الإدارة بموجب تفويض من الجمعية العامة العادية يسمح لعضو المجلس بممارسة الأعمال المنافسة.

المادة التاسعة: أغراض الشركة

حسب ما نصت عليه المادة (4) من النظام الأساس للشركة، هذا وتمارس الشركة انشطتها وفق الأنظمة المتبعة وبعد الحصول على التراخيص اللازمة من الجهات المختصة إن وجدت.

المادة العاشرة: رفض منح الترخيص

إذا رفضت الجمعية العامة أو من تفوضه منح الترخيص، فعلى العضو تقديم استقالته خلال مهلة تحددها الجمعية العامة أو من تفوضه، وإلا عُدت عضويته في المجلس منتهية، وذلك ما لم يقرر العدول عن منافسة الشركة أو توفيق أوضاعه طبقاً لنظام الشركات ولوائحه التنفيذية قبل انقضاء المهلة المحددة من قبل الجمعية العامة أو من تفوضه.

المادة الحادية عشر: الإفصاح

يلتزم عضو المجلس أو عضو إحدى لجانه بالإفصاح لمجلس الإدارة، فوراً ومن دون أي تأخير، عن أي أعمال منافسة للشركة أو عن

competition with the Company's business or any of the activities it conducts, whether directly or indirectly.

The Board of Directors shall also include in its annual Board report submitted to the General Assembly a statement of the competing activities carried out by any Board member or any member of its committees, including the nature, duration, and value of such activities, in accordance with the requirements of the Corporate Governance Regulations and other relevant laws, regulations, and instructions.

Article (12): Policy Language

This Policy has been prepared in both Arabic and English. In the event of any discrepancy or conflict between the two texts, the Arabic text shall prevail.

Article (13): General Provisions

1. This Policy shall come into force and be effective from the date of its approval by the General Assembly. It shall constitute the approved reference for regulating activities that compete with the Company and shall supersede any previously approved policies, controls, or procedures related thereto.
2. This Policy shall be reviewed periodically to ensure its alignment with the relevant laws and regulations and with best practices.
3. In matters not expressly provided for in this Policy, reference shall be made to the Companies Law, the Capital Market Authority Law, their Implementing Regulations, the Company's Articles of Association, and the resolutions and instructions issued by the relevant regulatory authorities.
4. This Policy shall be published on the Company's official website in accordance with the applicable disclosure requirements.

مشاركته في أي نشاط قد يشكل منافسة لأعمال الشركة أو لأي من الأنشطة التي تزاولها، سواء بشكل مباشر أو غير مباشر.

كما يجب على مجلس الإدارة تضمين تقرير مجلس الإدارة السنوي المقدم للجمعية العامة بياناً بالأعمال المنافسة التي يزاولها عضو مجلس الإدارة أو عضو إحدى لجانه، مع بيان طبيعة تلك الأعمال ومدتها وقيمتها، وذلك وفقاً لمتطلبات لائحة حوكمة الشركات والأنظمة والتعليمات ذات العلاقة.

المادة الثانية عشر: اللغة المعتمدة للائحة

تم إعداد هذه السياسة باللغتين العربية والإنجليزية، وفي حال وجود أي تعارض بين النصين، يُعتمد النص باللغة العربية.

المادة الثالثة عشر: أحكام عامة

١. يبدأ سريان هذه السياسة والعمل بها اعتباراً من تاريخ اعتمادها من الجمعية العامة، وتُعد المرجع المعتمد لتنظيم أعمال منافسة الشركة، كما تحل محل ما سبق اعتماده من سياسات أو ضوابط أو إجراءات ذات صلة.
٢. يتم مراجعة هذه السياسة بشكل دوري للتحقق من توافقها مع الأنظمة واللوائح ذات العلاقة وأفضل الممارسات.
٣. كل ما لم يرد بشأنه نص أو حكم في هذه السياسة يُطبق بشأنه نظام الشركات، ونظام هيئة السوق المالية، ولوائحهما التنفيذية، والنظام الأساس للشركة، والقرارات والتعليمات الصادرة من الجهات التنظيمية.
٤. تنشر هذه السياسة على الموقع الإلكتروني للشركة وفق متطلبات الإفصاح.