

بنود اجتماع الجمعية العامة غير العادية الحادية عشر (الاجتماع الأول) والمقرر انعقادها عن طريق وسائل التقنية الحديثة بمشيئة الله تعالى في تمام الساعة 18:30 يوم الأحد 13-11-1446 الموافق 11-05-2025

Agenda of the 51st Ordinary General Assembly meeting (First Meeting) which is scheduled to be held remotely through means of modern technology at 18:30 on Sunday 13-11-1446 corresponding to 11-05-2025

البند	Agenda
1- الاطلاع على تقرير مجلس الإدارة للسنة المالية المنتهية في 31-12-2024 م ومناقشته.	1- View and discuss the Board of directors' report for the fiscal year ended 31-12-2024
2- التصويت على تقرير مراجع حسابات الشركة عن السنة المالية المنتهية في 31-12-2024 م بعد مناقشته.	2- View and discuss the External Auditors report for the fiscal year ended on 31-12-2024
3- الاطلاع على القوائم المالية للسنة المالية المنتهية في 31-12-2024 م ومناقشتها.	3- View and discuss the Financial Statements for the fiscal year ended on 31-12-2024
4- التصويت على إبراء ذمة أعضاء مجلس الإدارة عن السنة المالية المنتهية في 31-12-2024 م.	4- Vote on the discharge of Board of Directors members from liabilities for their management of the company during the fiscal year ended 31-12-2024
5- التصويت على تفويض مجلس الإدارة بتوزيع أرباح مرحلية بشكل نصف/ربع سنوي عن السنة المالية المنتهية في 31-12-2025 م.	5- Vote on authorizing the Board of Directors to distribute interim cash dividends to the shareholders on biannual or quarterly basis for the fiscal year ended 31-12-2025
6- التصويت على تعيين مراجع حسابات الشركة من بين المرشحين بناءً على توصية لجنة المراجعة؛ وذلك لفحص ومراجعة وتدقيق القوائم المالية للربع الثاني والثالث والسنوية من السنة المالية المنتهية في 31-12-2025 م، والربع الأول من السنة المالية 2026 م، وتحديد أتعابه.	6- Vote on appointing the auditor for the Company from among the candidates based on the Audit Committee's recommendation. The appointed auditor shall examine, review and audit the second, third, and annual financial statements, of the fiscal year ended 31-12-2025 and the first quarter of the fiscal year 2026 and the determination of the auditor's remuneration.
7- التصويت على تفويض مجلس الإدارة بصلاحيه الجمعية العامة العادية بالترخيص الوارد في الفقرة (1) من المادة السابعة والعشرين من نظام الشركات، وذلك لمدة سنة من تاريخ موافقة الجمعية العامة أو حتى نهاية دورة مجلس الإدارة المفوض أيهما أسبق، وفقاً للشروط الواردة في اللائحة التنفيذية لنظام الشركات الخاصة بشركات المساهمة المدرجة.	7- Vote on authorizing the Board of Directors with the powers of the Ordinary General Assembly, with the permission mentioned in clause (1) of Article 27 of the Companies law, for a period of one year from the date of approval by the General Assembly or until the end of the session of the delegated Board of Directors, whichever is earlier, in accordance with the conditions stipulated in the executive regulations of the companies law for listed joint stock companies.
8- التصويت على الأعمال والعقود التي تمت بين الشركة والشركة العربية اليمنية للأسمنت المحدودة (شركة زميلة) والتي لأعضاء مجلس الإدارة المذكورين أدناه مصلحة غير مباشرة فيها، حيث	8- Vote on the business and contracts concluded between the company and Arabian Yemen Cement Company Ltd. (an associate company) in which the members of the Board of Directors

<p>mentioned below have an indirect interest, where the Eastern Province Cement Company is represented by three members of its Board of Directors on the Board of Directors of the Arabian Yemen Cement Company Ltd.</p> <p>(1) Mr. Ibrahim bin Salem Al-Ruwais (Non-Executive Member).</p> <p>(2) Mr. Fawaz bin Abdullah Al-Omran (Executive Member).</p> <p>(3) Eng. Fahad bin Rashid Al-Otaibi (CEO).</p> <p>The nature of these business and contracts is represented in cash amounts that the Eastern Province Cement Company will receive from the associate company for the purpose of transferring them to some suppliers of the associate company, as that company faces some difficulties in executing bank transfers to and from outside the Republic of Yemen, noting that the total payments during year 2024 amounted to SAR 237,478.75 and total deposits during year 2024 amounted to SAR 97,323.75 and the executing of these business and contracts will continue until the difficulties facing the associate are over (Attached).</p>	<p>يمثل شركة أسمنت المنطقة الشرقية بمجلس إدارة الشركة العربية اليمنية للأسمنت المحدودة ثلاثة من أعضاء مجلس إدارتها وهم:</p> <p>(1) الأستاذ/ إبراهيم بن سالم الرويس (عضو غير تنفيذي).</p> <p>(2) الأستاذ/ فواز بن عبدالله العمران (عضو غير تنفيذي).</p> <p>(3) المهندس/ فهد بن راشد العتيبي (الرئيس التنفيذي).</p> <p>وطبيعة هذه الأعمال والعقود تتمثل في مبالغ نقدية سوف تستلمها شركة أسمنت المنطقة الشرقية من الشركة الزميلة وذلك بغرض تحويلها إلى بعض موردي الشركة الزميلة حيث تواجه تلك الشركة بعض الصعوبات في تنفيذ تحويلات مصرفية من وإلى خارج الجمهورية اليمنية، علماً بأن إجمالي المدفوعات خلال عام 2024 بلغت 237,478.75 ريال وإجمالي الايداعات خلال عام 2024 بلغت 97,323.75 ريال وسوف يستمر تنفيذ هذه الأعمال والعقود إلى أن تنتهي الصعوبات التي تواجه الشركة الزميلة (مرفق).</p>
<p>9- Vote on the business and contracts concluded between the company and Al-Dawaa Medical Services Company, where the Chairman of the Board of Directors of the Eastern Province Cement Company, Mr. Mohammed bin Saad Al-Farraj (non-executive member), is a board of Directors and the CEO of Al-Dawaa Medical Services Company, and Mr. Ibrahim bin Salem Al-Ruwais (non-executive member) is the Chairman of the Board of Directors on both of the companies, and the member of the Board of Directors of the Eastern Province Cement Company Mr. Waleed bin Mohammad Al-Jaafari (non-executive member) is a Board of Directors of Al-Dawaa Medical Services Company, The nature of these business and contracts is represented in the lease contracts for administrative offices of Al-Dawaa Medical Services Company in the tower of the Eastern Province Cement Company, and the contractual lease period extends until 31/12/2025 at an amount of SAR 3,629,291 (excluding VAT) within the normal course of business, noting that it is an indirect interest and there are no preferential benefits (Attached).</p>	<p>9- التصويت على الأعمال والعقود التي تمت بين الشركة وشركة الدواء للخدمات الطبية حيث يشغل رئيس مجلس إدارة شركة أسمنت المنطقة الشرقية الأستاذ/ محمد بن سعد الفراج (عضو غير تنفيذي) منصب عضو مجلس إدارة والرئيس التنفيذي لشركة الدواء للخدمات الطبية، ويشغل الأستاذ/ إبراهيم بن سالم الرويس منصب نائب رئيس مجلس الإدارة في كلا الشركتين، كما يشغل عضو مجلس إدارة شركة أسمنت المنطقة الشرقية الأستاذ/ وليد بن محمد الجعفري (عضو غير تنفيذي) منصب عضو مجلس إدارة شركة الدواء للخدمات الطبية، وطبيعة هذه الأعمال والعقود تتمثل في عقود تأجير مكاتب إدارية لشركة الدواء للخدمات الطبية المحدودة في برج شركة أسمنت المنطقة الشرقية وتمتد فترة التأجير التعاقدية حتى 2025/12/31 بمبلغ 3,629,291 ريال (غير شامل ضريبة القيمة المضافة) وذلك ضمن سياق الأعمال الاعتيادية، علماً أنها مصلحة غير مباشرة ولا توجد مزايا تفضيلية (مرفق).</p>
<p>10- Vote on the business and contracts concluded between the company and Walaa Cooperative Insurance Company, where the</p>	<p>10- التصويت على الأعمال والعقود التي تمت بين الشركة وشركة ولاء للتأمين التعاوني حيث يشغل عضو مجلس إدارة شركة</p>

<p>member of the Board of Directors of the Eastern Province Cement Company, Mr. Waleed bin Mohammad Al-Jaafari (non-executive member), is a member of the Board of Directors of Walaa Cooperative Insurance Company, and the nature of these works and contracts is represented in an insurance services contract for the Eastern Province Cement Company for a contractual year ending on 31/10/2025 in the amount of SAR 1,444,914 (excluding VAT) within the normal course of business, it is an indirect interest and there are no preferential benefits (Attached).</p>	<p>أسمنت المنطقة الشرقية الأستاذ/ وليد بن محمد الجعفري (عضو غير تنفيذي) منصب عضو مجلس إدارة شركة ولاء للتأمين التعاوني، وطبيعة هذه الأعمال والعقود تتمثل في عقد خدمات تأمين لشركة أسمنت المنطقة الشرقية لمدة سنة تعاقدية تنتهي في 2025/10/31 بمبلغ 1,444,914 ريال (غير شامل ضريبة القيمة المضافة) وذلك ضمن سياق الأعمال الاعتيادية، علماً أنها مصلحة غير مباشرة ولا توجد مزايا تفضيلية (مرفق).</p>
<p>11- Vote on amending the Policy of Remuneration of board of directors, board of committees and executive management (Attached).</p>	<p>11- التصويت على تعديل سياسة مكافآت أعضاء مجلس الإدارة واللجان والإدارة التنفيذية (مرفق).</p>
<p>12- Vote on amending the Nomination and Remuneration Committee Charter (Attached).</p>	<p>12- التصويت على تعديل لائحة لجنة المكافآت والترشيحات (مرفق).</p>

مرفق البند 1 تقرير لجنة المراجعة

Attachment to item 1 Audit Committee Report

## Audit Committee's Detailed Report for the Year Ended 31/12/2024

Date: 19/01/2025 AD

Dear\ Shareholders of Eastern Province Cement Company

**Peace be upon you, and God's mercy and blessings,**

The Audit Committee is pleased to present to the esteemed shareholders of Eastern Province Cement Company its annual report, detailing its performance, responsibilities, and tasks. The Audit Committee will state its opinion on the adequacy of the company's internal control, financial control, and risk management systems. Alongside, the Audit Committee is to represent its observations for the fiscal year ending on 31/12/2024 AD. Below are the details of the report:

### **Objectives and Competence of the Audit Committee:**

The Audit Committee aims to verify the adequacy of the internal control system and its effective implementation, and to provide any recommendations to the Board of Directors which would activate and develop the system in a manner that achieves the company's objectives and protects the interests of its shareholders and investors, efficiently and at a reasonable cost. The Audit Committee assists the Board of Directors in fulfilling its responsibilities related to internal control, accounting policies, and financial reports; and supports the independence and objectivity of internal and external audits.

### **Formation of the Audit Committee and Number of its meetings:**

The Board of Directors approved the formation of the Audit Committee consisting of four members: two non-executive Board members; one independent Board member; and a fourth independent member from outside the Board. They are the esteemed individuals listed below:

- 1) Mr. Ibrahim bin Salem AlRuweis (Board Member - Non-Executive) Chairman of the Committee.
- 2) Mr. Waleed bin Mohammed AlJaafari (Board Member - Non-Executive) Committee Member.
- 3) Mr. Faisal bin Yousef AlSalloum (Board Member - Independent) Committee Member.
- 4) Mr. Khalid bin Mohammed AlSulaia (Independent - Non-Board Member) Committee Member.

The committee held five meetings in 2024 AD according to the approved committee plan, and in compliance with the Corporate Governance Regulations.

## Tasks and Responsibilities of the Audit Committee:

The Audit Committee performs its duties according to the scope of work outlined in the company's governance regulations, prepared in accordance with the corporate governance regulations issued by the Capital Market Authority Board. In general, the Audit Committee is responsible for monitoring the company's operations; and verifying the accuracy and integrity of financial reports, financial statements, and internal control systems. The committee has the right to access the company's records and documents for the sake of performing its duties.

The committee's tasks include, particularly, the following:

### First: Regarding financial reports:

1) Study the preliminary and annual financial statements; and the company's financial data and announcements related to its financial performance; and express its opinion before presenting them to the board of directors, to ensure their integrity, fairness, transparency, and that they include the information that allows shareholders and investors to assess the company's financial position, performance, business model, and strategy. To this end, the audit committee studied the preliminary and annual financial statements, financial data, and announcements related to the company's financial performance for the year 2024 AD; and expressed its opinion and recommendations regarding them to the board of directors.

2) Study any important or unusual issues included in the financial reports and accounts; and thoroughly investigate any issues raised by the company's financial manager, their designee, or the external auditor. Thus, the committee reviewed and examined the memorandum submitted by the executive management regarding the transfer of the statutory reserve balance to the contractual reserve, for the purpose of adjusting the company's status according to the new Companies Law. The committee submitted its recommendation on this matter to the board of directors, which recommended presenting it to the company's general assembly; and the assembly approved it.

3) Verify accounting estimates regarding radical matters included in the financial reports. To this end, the committee studied and reviewed the executive management's procedures regarding final closing of accounts, and the formation of provisions for the fiscal year. The committee submitted its recommendations to the board of directors as follows:

A) Exclusion of fixed assets from the asset register due to the exhaustion of estimated lifespan of those assets, absence of economic benefit, and impracticality of continuing to use them.

B) Increase in the provision for obsolete and slow-moving spare parts according to the approved policy concerned with this matter.

C) Exhaustion of the remaining value of the first and second production lines' assets (the company's board of directors approved the establishment of the fifth production line to replace aforementioned



production lines) in accordance with the requirements of International Accounting Standard No. (16) relating to property, plant, and equipment.

4) Study the accounting policies followed in the company, and provide opinions and recommendation to the board of directors regarding them.

### **Second: Regarding the internal control system:**

The Audit Committee verifies the efficiency and effectiveness of the company's internal control system by overseeing and supervising the performance and activities of the Internal Audit Department. The committee ensures department's independence from the executive management; evaluates the policies and procedures related to risk management; and verifies implementation of governance rules adopted by the company, and compliance with relevant regulations and laws. To this end, the Audit Committee held five meetings in 2024 AD, during which it discussed the effectiveness of internal control procedures in protecting the company's assets, assessing business risks, and measuring performance adequacy according to the following points:

- 1) The Audit Committee discussed the internal audit department reports prepared through the approved annual work plan for 2024 AD; and directed the internal audit department, in coordination with the executive management, to follow up on the implementation of corrective actions for the observations and improvement suggestions mentioned in the Internal Audit Department reports.
- 2) The committee discussed the observations submitted by the company's external auditor regarding the evaluation of effectiveness and efficiency of internal control system through the review of the company's accounts. The committee recommended that the company's management examine and analyze the observations and suggestions received; and implement all that help improve the internal control system of the company.

### **Third: Regarding internal audit:**

- 1) The committee supervises and oversees the performance and activities of the Internal Audit Department to ensure the availability of necessary resources, their effectiveness in performing the assigned tasks, and their independence from the executive management.
- 2) Review internal audit reports; and follow up on the implementation of corrective actions for the observations mentioned in them.
- 3) Review and approve the annual work plan of the Internal Audit Department for the year 2024 AD.

### **Fourth: Regarding the external auditor:**

1) The committee reviewed and approved the list of auditing firms nominated to audit the company's accounts for the year 2024 AD in order for them to submit their proposals for auditing the company's accounts for the year 2024 AD, and the first quarter of 2025 AD. The committee requested the company's management to provide it with a report analyzing the proposals submitted by the invited auditing firms.



After reviewing the report, the committee submitted its recommendation to the board of directors by nominating two certified public accountants according to the specified work regulations.

2) The committee is working on studying the results of the reports from the regulatory bodies and verifying that the company has taken the necessary actions regarding them. In this regard, it reviewed the "Management Letter" submitted by the company's external auditor, which includes some observations, recommendations, and directives related to the financial statements for the year 2024 AD. The committee discussed the observations contained in it, expressed its opinion about them, and recommended that the executive management work on addressing them. It also directed the Internal Audit Department to follow up on the implementation of its recommendations on the external auditor's report, and to keep them updated about the progress made in this regard.

3) The audit committee met in 2024 AD with the company's auditor without the presence of the executive management; in order to ensure the auditor's independence from the executive management; to assess the extent of the company's departments' cooperation in providing the data and information; and to communicate observations that the auditor deems necessary that the committee is to be informed about. The auditor confirmed his independence from the executive management; and praised the executive management's cooperation in providing the required data and information, with quality, and in a timely manner.

4) The committee reviewed the company's external auditor's plan and activities; and expressed its views on that.

5) The committee answered all inquiries directed at it by the company's external auditor.

#### **Fifth: Regarding compliance assurance:**

The committee verifies the company's compliance and adherence to the relevant regulations, policies, and instructions. It assesses and verifies the extent of executive management's response toward treatment of any arising issue, and whether appropriate measures have been taken towards it. Ultimately, the committee provides its recommendations in this regard. In this field, the Committee:

1) Reviewed the requirements of the General Court of Audit related to the following:

- A) The General Court of Audit's reviews of the financial statements ending on 31/12/2023 AD; and the company's response to those reviews, as well as the Internal Audit Department's opinion on this matter.
- B) The General Court of Audit's inquiry regarding the balance of doubtful debts and bad debts of the company.
- C) Inquiries from the General Court of Audit regarding in-kind, financial, and any other community assistance contributions made by the company during the period from 2019 to 2023.

2) Verified the company's compliance with relevant regulations, policies, and instructions. In this regard, the committee worked on studying and reviewing the contracts and transactions proposed to be

conducted by the company with related parties; and presented its observations and recommendations to the Board of Directors in preparation for presenting them to the company's General Assembly.

### **The Audit Committee's opinion on the adequacy of internal control, financial control, and risk management systems in the company:**

The Audit Committee discussed the reports submitted by the Internal Audit Department regarding the examination of internal control, financial control, and risk management systems for the year 2024 AD. The committee provided its recommendations to the company's management to meet certain requirements and address the observations identified. The audit results did not reveal any material weaknesses in the internal control system and procedures. Additionally, the committee did not receive any comments or observations from employees or stakeholders regarding any violations in the financial reports or others through the whistleblowing system implemented by the company. Based on the information provided to the Audit Committee by: Finance Department, Internal Audit Department, and the external auditor; the Audit Committee's conviction regarding the adequacy and effectiveness of the company's internal and financial control systems, and risk management procedures has been consolidated. A fundamental fact to be considered is that any internal control system, regardless of the soundness of its design and the effectiveness of its implementation, cannot provide absolute assurance.

In conclusion, the Audit Committee extends its sincere thanks and appreciation to the company's Board of Directors; represented by the esteemed Chairman Mr. Mohammed bin Saad AlFarraj AlSubaie, the esteemed Board members, and the CEO of the company for their support and assistance to the Committee in accomplishing its tasks. It also expresses its appreciation regarding their commitment to achieving the goals and aspirations of the company's shareholders. We also thank the company's employees for their good performance during the year 2024 AD.

And God is the Grantor of Success.,

**Chairman of the Audit Committee**

**Ibrahim bin Salem Al-Ruwais**

مرفقات البنود 8، 9 و 10 الأعمال والعقود التي يكون لأعضاء مجلس الإدارة مصلحة  
مباشرة أو غير مباشرة فيها

Attachment to items 8, 9 & 10 Business and Contracts in which Board of  
directors have a direct or indirect interest

Date: 27/09/1446

Corresponding to: 27/03/2025

التاريخ: ١٤٤٦/٠٩/٢٧هـ

الموافق: ٢٠٢٥/٠٣/٢٧م

To M/s.

إلى السادة /

Respected shareholders of Eastern Province Cement Co.

مساهمي شركة أسمنت المنطقة الشرقية المحترمين

Subject: Notifying the General Assembly of the business and contracts in which one of the members of the Board of Directors has a direct or indirect interest Based on Article 71 of the Companies Law Issued by the Ministry of Commerce

الموضوع: تبليغ الجمعية العامة بالأعمال والعقود التي يكون لأحد أعضاء مجلس الإدارة مصلحة مباشرة أو غير مباشرة فيها بناءً على المادة رقم ٧١ من نظام الشركات الصادر عن وزارة التجارة

Greetings,

السلام عليكم ورحمة الله وبركاته

With reference to the approval of the Extraordinary General Assembly of the company held on 26/10/1445 corresponding to 05/05/2024 to delegate the Board of Directors with the authority of the Ordinary General Assembly to license mentioned in paragraph (1) of Article Twenty-Seven of the Companies Law, and accordingly, we hereby notify the shareholders of the Eastern Province Cement Company of the business and contracts that have been concluded with the related parties, which are as follows:

إشارة إلى موافقة الجمعية العامة غير العادية للشركة المنعقدة في ٢٦/١٠/١٤٤٥هـ الموافق ٢٠٢٤/٠٥/٠٥م على تفويض مجلس الإدارة بصلاحيات الجمعية العامة العادية بالترخيص الوارد في الفقرة (١) من المادة السابعة والعشرون من نظام الشركات وعليه نبغ بموجب هذا الكتاب السادة/ مساهمي شركة أسمنت المنطقة الشرقية بالأعمال والعقود التي تمت مع الأطراف ذوي العلاقة وهي على النحو التالي:

1- The business and contracts concluded between the company and Arabian Yemen Cement Company Ltd. (an associate company) in which the members of the Board of Directors mentioned below have an indirect interest, where the Eastern Province Cement Company is represented by three members of its Board of Directors on the Board of Directors of the Arabian Yemen Cement Company Ltd.

١ - الأعمال والعقود التي تمت بين الشركة والشركة العربية اليمنية للأسمنت المحدودة (شركة زميلة) والتي لأعضاء مجلس الإدارة المذكورين أدناه مصلحة غير مباشرة فيها، حيث يمثل شركة أسمنت المنطقة الشرقية بمجلس إدارة الشركة العربية اليمنية للأسمنت المحدودة ثلاثة من أعضاء مجلس إدارتها وهم:

(1) Mr. Ibrahim bin Salem Al-Ruwais (Non-Executive Member).

(١) الأستاذ/ إبراهيم بن سالم الرويس (عضو غير تنفيذي).

(2) Mr. Fawaz bin Abdullah Al-Omran (Executive Member).

(٢) الأستاذ/ فواز بن عبدالله العمران (عضو غير تنفيذي).

(3) Eng. Fahad bin Rashid Al-Otaibi (CEO).

(٣) المهندس/ فهد بن راشد العتيبي (الرئيس التنفيذي).

The nature of these business and contracts is represented in cash amounts that the Eastern Province Cement Company will receive from the associate company for the purpose of transferring them to some suppliers of the associate company, as that company faces some difficulties in executing bank transfers to and from outside the Republic of Yemen, noting that the total payments

وطبيعة هذه الأعمال والعقود تتمثل في مبالغ نقدية سوف تستلمها شركة أسمنت المنطقة الشرقية من الشركة الزميلة وذلك بغرض تحويلها إلى بعض موردي الشركة الزميلة حيث تواجه تلك الشركة بعض الصعوبات في تنفيذ تحويلات مصرفية من وإلى خارج الجمهورية اليمنية، علماً بأن إجمالي المدفوعات

during year 2024 amounted to SAR 237,478.75 and total deposits during year 2024 amounted to SAR 97,323.75 and the executing of these business and contracts will continue until the difficulties facing the associate are over.

2- The business and contracts concluded between the company and Al-Dawaa Medical Services Company, where the Chairman of the Board of Directors of the Eastern Province Cement Company, Mr. Mohammed bin Saad Al-Farraj (non-executive member), is a board of Directors and the CEO of Al-Dawaa Medical Services Company, and Mr. Ibrahim bin Salem Al-Ruwais (non-executive member) is the Chairman of the Board of Directors on both of the companies, and the member of the Board of Directors of the Eastern Province Cement Company Mr. Waleed bin Mohammad Al-Jaafari (non-executive member) is a Board of Directors of Al-Dawaa Medical Services Company, The nature of these business and contracts is represented in the lease contracts for administrative offices of Al-Dawaa Medical Services Company in the tower of the Eastern Province Cement Company, and the contractual lease period extends until 31/12/2025 at an amount of SAR 3,629,291 (excluding VAT) within the normal course of business, noting that it is an indirect interest and there are no preferential benefits.

3- The business and contracts concluded between the company and Walaa Cooperative Insurance Company, where the member of the Board of Directors of the Eastern Province Cement Company, Mr. Waleed bin Mohammad Al-Jaafari (non-executive member), is a member of the Board of Directors of Walaa Cooperative Insurance Company, and the nature of these works and contracts is represented in an insurance services contract for the Eastern Province Cement Company for a contractual year ending on 31/10/2025 in the amount of SAR 1,444,914 (excluding VAT) within the normal course of business, it is an indirect interest and there are no preferential benefits.

خلال عام ٢٠٢٤ م بلغت ٢٣٧,٤٧٨,٧٥ ريال وإجمالي الايداعات خلال عام ٢٠٢٤ م بلغت ٩٧,٣٢٣,٧٥ ريال وسوف يستمر تنفيذ هذه الأعمال والعقود إلى أن تنتهي الصعوبات التي تواجه الشركة الزميلة.

٢- الأعمال والعقود التي تمت بين الشركة وشركة الدواء للخدمات الطبية حيث يشغل رئيس مجلس إدارة شركة أسمنت المنطقة الشرقية الأستاذ/ محمد بن سعد الفراج (عضو غير تنفيذي) منصب عضو مجلس إدارة والرئيس التنفيذي لشركة الدواء للخدمات الطبية، ويشغل الأستاذ/ إبراهيم بن سالم الرويس منصب نائب رئيس مجلس الإدارة في كلا الشركتين، كما يشغل عضو مجلس إدارة شركة أسمنت المنطقة الشرقية الأستاذ/ وليد بن محمد الجعفري (عضو غير تنفيذي) منصب عضو مجلس إدارة شركة الدواء للخدمات الطبية، وطبيعة هذه الأعمال والعقود تتمثل في عقود تأجير مكاتب إدارية لشركة الدواء للخدمات الطبية المحدودة في برج شركة أسمنت المنطقة الشرقية وتمتد فترة التأجير التعاقدية حتى ٣١/١٢/٢٠٢٥ م بمبلغ ٣,٦٢٩,٢٩١ ريال (غير شامل ضريبة القيمة المضافة) وذلك ضمن سياق الأعمال الاعتيادية، علماً أنها مصلحة غير مباشرة ولا توجد مزاي تفضيلية.

٣- الأعمال والعقود التي تمت بين الشركة وشركة ولاء للتأمين التعاوني حيث يشغل عضو مجلس إدارة شركة أسمنت المنطقة الشرقية الأستاذ/ وليد بن محمد الجعفري (عضو غير تنفيذي) منصب عضو مجلس إدارة شركة ولاء للتأمين التعاوني، وطبيعة هذه الأعمال والعقود تتمثل في عقد خدمات تأمين لشركة أسمنت المنطقة الشرقية لمدة سنة تعاقدية تنتهي في ٣١/١٠/٢٠٢٥ م بمبلغ ١,٤٤٤,٩١٤ ريال (غير شامل ضريبة القيمة المضافة) وذلك ضمن سياق الأعمال الاعتيادية، علماً أنها مصلحة غير مباشرة ولا توجد مزاي تفضيلية.

تم إصدار كتاب التبليغ هذا بناءً على المادة رقم ٧١ من نظام الشركات الصادر عن وزارة التجارة.  
This notification letter was issued based on Article No. 71 of the Companies Law issued by the Ministry of Commerce.

رئيس مجلس الإدارة

Chairman



Mohammad Bin Saad Alfarraj

عضو مجلس الإدارة

Board of Director



عبد العزيز بن عبد الرحمن الخنين  
Abdulaziz Abdulrahman Al Khanin

عضو مجلس الإدارة

Board of Director



وليد بن محمد الجعفري  
Waleed Mohammed Al Jaafari

نائب رئيس مجلس الإدارة

Deputy Chairman



إبراهيم بن سالم الرويس  
Ibrahim Salem Al Ruweis

عضو مجلس الإدارة

Board of Director



د/ عبدالله بن عمر بالبيز  
Dr. Abdullah Omar Al Baiz

عضو مجلس الإدارة

Board of Director



فيصل بن يوسف بالسلم  
Faisal Yousef Al Salloum

عضو مجلس الإدارة

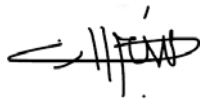
Board of Director



ماجد بن صالح الراجحي  
Majid Saleh Al Rajhi

عضو مجلس الإدارة

Board of Director



د/ سعد بن عبدالعزيز الحجيل  
Dr. Saad Abdulaziz Al Hogail

عضو مجلس الإدارة

Board of Director



فواز بن عبدالله العمران  
Fawaz Abdullah Al Omran

نسخة منه إلى مراجع حسابات الشركة السادة/ شركة الدكتور محمد العمري وشركاه.  
A copy to the company's auditor M/s. Dr. Mohammed Al-Amari & Partners Company.



## LIMITED ASSURANCE REPORT ON THE BOARD OF DIRECTOR'S DECLARATION ON THE REQUIREMENTS OF ARTICLE 71 OF THE COMPANIES LAW

To the shareholders of  
Eastern Province Cement Co.  
(A Saudi Joint Stock Company)

We have been engaged with Eastern Province Cement Co. ("the Company") to carry out limited assurance procedures on the Declaration of related party transactions for the year ended December 31, 2024 prepared by the Board of Directors of the Company in accordance with the applicable criteria mentioned below so as to comply with the requirements of Article 71 of the Regulations for Companies (the "Declaration").

### Subject matter

The Subject Matter for our limited assurance engagement is the Declaration prepared by the Board as attached to this report and submitted to us.

### Applicable criteria

The Applicable Criteria (the Criteria) is the requirement of Article 71 of the Regulations for Companies issued by the Ministry of Commerce which requires that, subject to the provision of Article 27 of the Regulations, any member of the Board with any interest, both directly or indirectly, in the transactions or contracts made for the account of the Company shall declare such interests to the Board for the approval of the General Assembly of the Company. The Board will notify the General Assembly of transactions and contracts in which a member of the Board has a direct or indirect interest.

### Responsibility of the Company's management

The management of the Company is responsible for the preparation of the Declaration in accordance with the Criteria and ensuring its completeness. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Declaration that is free from material misstatement, whether due to fraud or error.

### Professional Ethics and Quality Management

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies International Standard on Quality Management 1 (ISQM 1), "Quality Management for Firms that Perform Audits or reviews of Financial Statements, or Other Assurance or Related Services Engagements" which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### Our responsibility

Our responsibility is to express a limited assurance conclusion on the Declaration based on the procedures we have performed and the evidence we have obtained. We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements 3000 (Revised), 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information', as endorsed in the Kingdom of Saudi Arabia. This standard requires that we plan and perform this engagement to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Company has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration for the year ended 31 December 2024.

Our procedures were designed to obtain a limited level of assurance to form a conclusion and as such does not provide all the evidence that would be required to give a reasonable level of assurance.



*Limited assurance report to the shareholders of Eastern Province Cement Co. (A Saudi Joint Stock Company)  
(continued)*

**Summary of the procedures performed**

Our procedures performed are summarized as follows:

- 1) Obtained the Board of Director's Declaration of the transactions and contracts with the related parties dated March 27, 2025, from the management.
- 2) Compared the transactions with related parties shown in the Declaration with the general ledger of the Company for the year ended December 31, 2024.
- 3) On sample basis, checked the transactions and contracts with the related parties with the supporting documents.
- 4) Obtained confirmations of related parties balances as of December 31, 2024.
- 5) Assessed whether the transactions with related parties are adequately disclosed in the consolidated financial statements of the Company for the year ended December 31, 2024.

**Inherent limitations**

Our procedures regarding systems and controls relating to the preparation of the Declaration in accordance with the requirements of Article 71 of the Regulations for Companies, are subject to inherent limitations and, accordingly, errors or irregularities may occur and not be detected. Furthermore, such procedures may not be relied upon as evidence of the effectiveness of the systems and controls against fraudulent collusion, especially on the part of those holding positions of authority or trust.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement under ISAE 3000 (Revised) as endorsed in the Kingdom of Saudi Arabia. Consequently, the nature, timing and extent of the procedures outlined above for gathering sufficient appropriate evidence were deliberately limited relative to a reasonable assurance engagement, and therefore less assurance is obtained with a limited assurance engagement than for a reasonable assurance engagement.

Our procedures did not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements as endorsed in the Kingdom of Saudi Arabia and accordingly we do not express an audit or a review opinion in relation to the adequacy of systems and controls.

This conclusion relates only to the Declaration for the year ended December 31, 2024 and should not be seen as providing assurance as to any future dates or periods, as changes to systems or controls may alter the validity of our conclusion.

**Limited assurance conclusion**

Based on our work described in this report, nothing has come to our attention that causes us to believe that the Company has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration of related party transactions for the year ended December 31, 2024.

**Restriction of use of our report**

This report, including our conclusion, has been prepared solely upon the request of the management of the Company, to assist the Company and its Board of Directors in fulfilling their reporting obligations to the General Assembly in accordance with Article 71 of the Regulations for Companies. This report should not be used for any other purpose or be distributed to any other parties other than the Ministry of Commerce, Capital Market Authority and the shareholders of the Company.

**For Dr. Mohamed Al-Amri & Co.**



Ahmed Al Jumah  
Certified Public Accountant  
Registration No. 621



Dammam, on 9 Shawwal 1446 (H)  
Corresponding to: 7 April, 2025 G

مرفق البند 11 تعديل سياسة مكافآت أعضاء مجلس الإدارة واللجان والإدارة التنفيذية

Attachment to item 11 Amending the Policy of Remuneration of board of  
directors, board of committees and executive management

Current text	Proposed text	Justification
<p>Boot:</p> <p>This policy has been prepared in accordance with paragraph 1 of Article 58 of the Corporate Governance Regulations issued by the Board of the Capital Market Authority and aims to define clear criteria for the remuneration of members of the Board of Directors, its committees and senior executives, this policy was approved at the 50th Ordinary General Assembly held on 26/05/1445H corresponding to 10/12/2023G.</p>	<p>The number and date of the association will be added after it is presented to the association and approved by it.</p>	
<p>Article (1): General Criteria for Remuneration:</p> <p>The Remuneration and Nomination Committee shall be responsible for recommending to the Board of Directors the remuneration of the members of the Board and members of its committees and the remuneration of the executive management, and it shall observe the following criteria:</p> <ol style="list-style-type: none"> <li>1. The remuneration should be commensurate with the company's activity and the skills necessary to manage it.</li> <li>2. The remuneration should be commensurate with the company's strategy, objectives, size, nature and degree of associated risks.</li> <li>3. The company should take into account the practices of other companies and what is prevailing in the labor market in determining</li> </ol>	<p>Modification:</p> <ol style="list-style-type: none"> <li>3. Take into account the sector in which the company operates, its size and the experience of the members of the Board of Directors.</li> </ol>	<p>Executive Regulations of the Listed Companies Law Article 7 A 4</p>

Current text	Proposed text	Justification
<p>remuneration, while avoiding the unjustified rise in remuneration and compensation that may result from this.</p> <p>4. Remuneration shall be fair and proportionate to the terms of reference of the member or senior executives, the business and responsibilities he performs and assumes in addition to the objectives set by the Board of Directors to be achieved during the financial year.</p> <p>5. Remuneration should be reasonably sufficient to attract board members and executives with appropriate competence and experience, and be sufficient to motivate and retain them.</p> <p>6. The remuneration of the members of the Board of Directors and the committees may vary in size to reflect the extent of the member's experience, terms of reference, tasks entrusted to him, the level of quality of his performance, the number of sessions he attends and other considerations.</p> <p>7. The company shall bear the costs of travel tickets and accommodation for the members of the Board of Directors and committees in the event that the meeting is held outside the member's city of residence.</p> <p>8. The member shall be entitled to the remuneration as of the date of joining the Board or the Committee, and its amount must be commensurate with the period of his actual membership.</p>		
<p>Article (2): Remuneration of the members of the Board of Directors:</p> <p>1. The remuneration of the members of the Board of Directors shall consist of a certain amount, attendance allowance for meetings, in-</p>		

Current text	Proposed text	Justification
<p>kind benefits or a certain percentage of net profits, and two or more of these benefits may be combined.</p> <p>2. The remuneration of the members of the Board of Directors may be of varying amount to reflect the extent of the member's experience, specialization, tasks entrusted to him, his independence, the number of meetings he attends and other considerations.</p> <p>3. A member of the Board of Directors shall be entitled to an annual remuneration determined upon the recommendation of the Remuneration and Nomination Committee.</p> <p>4. A member of the Board of Directors shall be entitled to an attendance allowance for each meeting he attends.</p> <p>5. The annual remuneration is disbursed within 15 days from the date of its approval by the Board of Directors.</p> <p>6. Meeting attendance allowance is paid within 15 days from the date of the meeting.</p>	<p>To be deleted.</p> <p>Modification:</p> <p>5. The Board of Directors approves the remuneration of membership of the Board of Directors in accordance with the policy, provided that it is paid within 15 days.</p> <p>New article:</p> <p>The remuneration of independent directors shall not be a percentage of the profits achieved by the company or be based directly or indirectly on the profitability of the company.</p>	<p>Repeated in Article 1, paragraph 6</p> <p>Modify the wording</p> <p>Executive Regulations of the Companies Law Article 9 (b)</p>
<p>Article (3) Remuneration of the members of the committees of the Board of Directors:</p>	<p>Modification:</p> <p>1. The Board of Directors approves the payment of membership remuneration of its</p>	<p>Modify the wording</p>

Current text	Proposed text	Justification
<p>1. The Board of Directors shall determine and approve the remuneration for membership of its committees emanating from it and attendance allowances based on the recommendation of the Remuneration and Nomination Committee.</p> <p>2. Committee membership remuneration consists of an annual remuneration, meeting attendance allowances, or both.</p> <p>3. The Board of Directors shall determine and approve the remuneration of the members of the temporary committees formed for a specific purpose, as well as the remuneration of its secretary and the chief executive.</p>	committees emanating from it and attendance allowances in accordance with the policy.	
<p>Article (4) Remuneration of Executive Management:</p> <p>The annual remuneration of the Executive Management shall be determined and approved by the Board of Directors upon the recommendation of the Remuneration and Nomination Committee.</p>		
<p>Article (5) Details of the remuneration of the members of the Board of Directors and its committees:</p> <ul style="list-style-type: none"> <li>- Without prejudice to the provisions of this policy, the standard value of the remuneration payable for the fiscal year 2021 onwards and the attendance allowances due from the date of approval of this policy by the General Assembly onwards shall be determined as follows:</li> </ul>		To be deleted because its purpose is no longer.

Current text	Proposed text	Justification
	<ul style="list-style-type: none"> <li>- Without prejudice to this policy, the standard value of the rewards shall be determined as follows:</li> </ul>	

Remuneration before modification		Remuneration after modification	
The annual remuneration of the Chairman of the Board for his work as Chairman of the Board of Directors in accordance with the relevant laws and regulations and the company's articles of association.	SAR 200,000	The annual remuneration of the Chairman of the Board for his work as Chairman of the Board of Directors in accordance with the relevant laws and regulations and the company's articles of association.	SAR 200,000
Annual Remuneration for Board Membership	SAR 300,000	Annual Remuneration for Board Membership	SAR 400,000
Annual Remuneration for Audit Committee Membership	SAR 130,000	Annual Remuneration for Audit Committee Membership	SAR 150,000
Annual Remuneration for Executive Committee Membership	SAR 100,000	Annual Remuneration for Executive Committee Membership	SAR 150,000
Annual Remuneration for Remuneration and Nomination Committee Membership	SAR 100,000	Annual Remuneration for Remuneration and Nomination Committee Membership	SAR 120,000
For attending any meeting of the Board or committees	SAR 3,000	For attending any meeting of the Board or committees	SAR 5,000



مرفق البند 12 تعديل لائحة لجنة المكافآت والترشيحات

Attachment to item 12 Amending the Nomination and Remuneration  
Committee Charter

Amendment Proposal of the  
Remuneration and Nomination Committee Regulations to comply with  
Updated Corporate Governance Regulations

## Amendments

before	After
<p>Introduction:</p> <p>The Remuneration and Nomination Committee has been prepared to comply with the Corporate Governance Regulations issued by the Board of the Capital Market Authority, which requires the General Assembly of the Company's shareholders - upon the proposal of the Board of Directors - to approve the work regulations of the Remuneration and Nomination Committee, provided that this regulation includes the controls and procedures of the Committee's work, its tasks, the rules for selecting its members, their term of office, and their remuneration.</p> <p>(The wording was modified, and the decision number and articles were added / became named "boot" )</p>	<p><u>Boot</u></p> <p>In compliance with the requirements of the Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution (8/5/2023 ) dated 25/6/1444H corresponding to 18/01/2023G and as stipulated in paragraph 7 of Article 47, a committee called the Remuneration and Nomination Committee shall be formed by a decision of the Board of Directors of the Company, and the General Assembly of the Company shall issue the Committee's Bylaws based on the proposal of the Board of Directors. Provided that this regulation includes the controls and procedures of the Committee's work, its tasks, the rules for selecting its members, the duration of their membership, and their remuneration (Reformulation / Article 57 paragraph b Corporate Governance Regulations)</p>
<p>First: Merging the Remuneration and Nomination Committees into one committee:</p> <p>Based on paragraph (7) of Article 50 of the Corporate Governance Regulations issued by the Board of the Capital Market Authority, which stipulates that the Remuneration and Nomination Committees may be merged , provided that the Committee meets the requirements of either of them, and exercises all the competencies prescribed to them, and that the Committee meets periodically at least every six months, and accordingly, the Company decided to merge the Remuneration and Nomination Committees into one committee under these Regulations.</p>	<p>(The content of the article was included in the preamble and the fifth article and the amendment of the governance article number).</p> <p>(Adding a new article / Article I - Corporate Governance Regulations):</p> <p><b>Article I: Definitions</b></p> <ul style="list-style-type: none"> <li>- "Authority" means the Capital Market Authority.</li> <li>- "Board" means the Board of Directors of the Company.</li> <li>- Regulation: The Regulations of the Remuneration and Nomination Committee.</li> <li>- Committee: Remuneration and Nomination Committee.</li> <li>- Chairman: Chairman of the Remuneration and Nomination Committee.</li> <li>- Member: Member of the Remuneration and Nomination Committee.</li> <li>- Secretary : Secretary of the Remuneration and Nomination Committee</li> <li>- Company: Eastern Province Cement Company</li> </ul>

Amendments	
before	After
	<ul style="list-style-type: none"> <li>- Committee Member from outside the Board of Directors: A member of the Committee from outside the Board of Directors.</li> <li>- Executive management or senior executives: Persons entrusted with managing the company's day-to-day operations, proposing and implementing strategic decisions, such as the CEO, his deputies and the Chief Financial Officer.</li> <li>- Executive Member: A member of the Board of Directors who is full-time in the executive management of the Company and participates in the day-to-day business of the Company.</li> <li>- Non-Executive Member: A member of the Board of Directors who is not full-time to manage the Company and does not participate in the day-to-day business of the Company.</li> <li>- Independent Member: A non-executive board member who enjoys full independence in his position and decisions, and does not apply to any of the symptoms of independence stipulated in the Corporate Governance Regulations issued by the Board of the Capital Market Authority.</li> </ul> <p>Remuneration: Amounts, allowances, profits and the like, periodic or annual remuneration related to performance, short- or long-term incentive plans, and any other in-kind benefits, except for reasonable actual expenses and expenses incurred by the Company on behalf of a member of the Board of Directors for the purpose of performing his work.</p>
<p>Second: Objective:</p> <p>The Remuneration and Nomination Committee aims to assist the Board of Directors in carrying out the following tasks and responsibilities:</p> <p>1- Supervising the process of nominating the members of the Board of Directors and determining those qualified for membership of the Board of Directors according to the approved policies.</p>	<p>(It was canceled because it was no longer needed due to the repetition of its content in Article III)</p>

Amendments	
before	After
<p>2. Recommending to the Board of Directors candidates for membership of the Board of Directors.</p> <p>3. Supervise all affairs related to the remuneration of the members of the Council, its committees and the executive management.</p> <p>4. Recommending to the Board of Directors how to evaluate the members of the Board of Directors and its committees. 5. Recommend to the Board of Directors to update the policies related to the membership of the Board of Directors.</p>	<p>4- (It was canceled because the evaluation of the members is indicative and not mandatory and due to the non-implementation of the evaluation)</p>
<p>Third: Rules for selecting the members of the Remuneration and Nominations Committee, how to nominate them and their term of office (became Article II)</p> <ol style="list-style-type: none"> <li>The Committee shall be formed by a resolution of the Board of Directors of the Company other than the members of the Executive Board, provided that at least one independent member shall be among them. (Wording has been amended)</li> <li>The number of members of the Committee shall not be less than three members and not more than five members.</li> <li>The Chairman of the Committee shall be an independent member and shall be appointed by the Board of Directors. (Wording has been amended)</li> <li>The members of the Committee shall be appointed for a term not exceeding the term of the Board of Directors that formed it. (Wording has been amended)</li> </ol>	<p><b>Article II: Rules for the appointment and formation of the Committee</b></p> <ol style="list-style-type: none"> <li>The Committee shall be formed by a decision of the Board of Directors, taking into account that its members shall be independent members of the Board of Directors, and non-executive members or persons who are not members of the Board may be used, whether they are shareholders or others. (Article 48 paragraph B – Corporate Governance Regulations)</li> <li>The number of members of the Committee shall not be less than three and not more than five.</li> <li>The Chairman of the Committee shall be appointed by a majority vote of the members of the Board of Directors, provided that the Chairman of the Committee shall be an independent member of the Board. (Drafting amendment / Article 48 paragraph b - Corporate Governance Regulations)</li> <li>The beginning of the term of office of the Committee shall be from the date of its formation and shall exercise its work until the end of the term of the term of the Board of Directors, or the termination of its services by the Board, and in all cases the term of membership of the</li> </ol>

Amendments	
before	After
<p>5. The Chairman of the Board may be a member of the Remuneration and Nomination Committee, provided that he does not hold the position of Chairman of the Committee.</p> <p>6. The members of the Committee shall have the appropriate experience and qualifications relevant to the tasks, responsibilities and nature of the Committee's work.</p> <p>7. The Board of Directors has the right to dismiss and/or replace any and/or all members of the Committee at any time it deems appropriate, and a member of the Committee may resign from the membership of the Committee provided that this is done at an appropriate time.</p> <p>8. If the position of one of the members of the Committee becomes vacant, the Board of Directors may appoint a member to the vacant position, provided that he is experienced and sufficient, and the Authority must be notified within five working days from the date of appointment.</p> <p>9. The company shall notify the Authority of the names of the members of the Committee and their membership capacity upon their appointment and any changes thereto within five working days specified in the Company's Corporate Governance Regulations issued by the Authority.</p>	<p>Committee shall correspond to the term of membership of the Board. (Modify the wording/best practices)</p> <p>5. The Chairman of the Board may be a member of the Remuneration and Nomination Committee, provided that he does not hold the position of Chairman of the Committee.</p> <p>6. The members of the Committee shall have the appropriate experience and qualifications relevant to the tasks, responsibilities and nature of the Committee's work.</p> <p>7- The Board of Directors has the right to dismiss and/or replace any of the members of the Committee at any time it deems appropriate, and a member of the Committee may resign from the membership of the Committee provided that this is done at an appropriate time.</p> <p>8. If the position of one of the members of the Committee becomes vacant, the Board of Directors may appoint a member of the vacant position, provided that he is experienced and sufficient, and the Authority shall be informed within five working days from the date of appointment.</p> <p>9. The company shall notify the Authority of the names of the members of the Committee, their membership capacity upon their appointment and any changes thereto within five working days specified in the Corporate Governance Regulations issued by the Authority.</p> <p>10. The Committee shall be responsible for its work to the Board of Directors, without prejudice to the responsibility of the Board for such acts and for the powers or authorities delegated to it. (Adding New Article / Article 47 paragraph 3 - Corporate Governance Regulations)</p>
Fourth: Tasks and Competencies of the Committee:	Article Three: Functions and Competencies of the Committee :

#### Amendments

before	After
<p>The Committee undertakes the tasks and competencies related to two aspects: remuneration and nominations, and the following are the tasks and competencies of the Committee:</p> <p>a) Terms of reference of the Remuneration Committee:</p> <p>1- Preparing a clear policy for the remuneration of the members of the Board of Directors and the committees emanating from the Board and the executive management that enhances the motivation of the administrative apparatus and the preservation of distinguished cadres, and submitting it to the Board of Directors for consideration in preparation for approval by the General Assembly, taking into account in that policy to follow standards related to performance, disclosure, and verification of their implementation. (Wording amended)</p> <p>2. Clarify the relationship between the bonuses granted and the applicable remuneration policy, and indicate any material deviation from this policy.</p> <p>3. Periodically review the remuneration policy and evaluate its effectiveness in achieving its objectives.</p> <p>4- Recommending to the Board of Directors the remuneration of the members of the Board of Directors, its committees and senior executives in the company in accordance with the approved policy.</p> <p>B) Terms of reference of the Nomination Committee:</p> <p>1- Proposing clear policies and criteria for membership in the Board of Directors and the Executive Management.</p>	<p>The Committee shall study the topics that concern it or that are referred to it by the Board of Directors, and submit its recommendations to the Board to take decisions thereon, or take decisions if authorized by the Board.</p> <p>1.Preparing a clear policy for the remuneration of the members of the Board of Directors, the committees emanating from the Board and the executive management that enhances the motivation of the administrative apparatus and the preservation of distinguished cadres, and submitting it to the Board of Directors for consideration in preparation for approval by the General Assembly, taking into account in that policy following standards related to performance, disclosing them, verifying their implementation, and ensuring their compliance with the provisions of Article 59 of the Corporate Governance Regulations issued by the Capital Market Authority. (Modify the wording) (Article 58 paragraph 1 of the Corporate Governance Regulations)</p> <p>2.Clarify the relationship between the bonuses granted and the applicable remuneration policy, and indicate any material deviation from this policy.</p> <p>3. Periodically review the remuneration policy, and evaluate its effectiveness in achieving the desired objectives.</p> <p>4. Recommending to the Board of Directors the remuneration of the members of the Board of Directors, its committees and senior executives in accordance with the approved policy.</p>



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<p>2. Recommending to the Council the nomination and re-nomination of its members in accordance with the approved policies and standards, taking into account that no person who has previously been convicted of a crime against trust shall be nominated.</p> <p>3. Prepare a description of the capabilities and qualifications required for membership of the Board of Directors and fill the positions of executive management.</p> <p>4. Determine the time that the member must allocate to the work of the Board of Directors.</p> <p>5. Annual review of the necessary needs of skills or experience appropriate to the membership of the Board of Directors and the functions of executive management.</p> <p>6. Review the structure of the Board of Directors, committees and executive management and make recommendations regarding changes that can be made.</p> <p>7- Verify on an annual basis the independence of the independent members, and the absence of any conflict of interest if the member is a member of the board of directors of another company.</p> <p>8. Develop job descriptions for executive members, non-executive members, independent members and senior executives.</p> <p>9. Develop special procedures in the event of a vacancy in a position among the members of the Board of Directors or senior executives.</p> <p>10. Identify the weaknesses and strengths of the Board of Directors and propose solutions to address them in accordance with the interest of the company.</p> <p><b>c) Publication of the Nomination Announcement:</b></p> <p>Subject to the terms and conditions of the Corporate Governance Regulations issued by the Board of the Capital Market Authority and the requirements approved by the Capital Market Authority for candidacy, the company shall publish the candidacy</p>	<p>5. Propose clear policies and criteria for membership in the Board of Directors and executive management.</p> <p>6.Recommending to the Council the nomination and renomination of its members in accordance with the approved policies and standards, taking into account that no person who has previously been convicted of a crime against trust shall be nominated.</p> <p>7.Prepare a description of the capabilities and qualifications required for membership of the Board of Directors and fill the positions of executive management.</p> <p>8.Determine the time that the member must allocate to the work of the Board of Directors.</p> <p>9.Annual review of the necessary needs for appropriate skills or experience for board membership and executive management functions.</p> <p>10.Review the structure of the Board of Directors, committees and executive management and make recommendations regarding changes that can be made.</p> <p>11Verify on an annual basis the independence of independent members, and the absence of any conflict of interest if the member is a member of the board of directors of another company.</p> <p>12.Develop job descriptions for executives, non-executive members, independent members and senior executives.</p> <p>13.Establish special procedures in the event of a vacancy in a position among the members of the Board of Directors or senior executives.</p> <p>14.Identify the weaknesses and strengths of the Board of Directors and propose solutions to address them in accordance with the interest of the company.</p>

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announcement on its website and the website of the Capital Market (Tadawul) and in any means determined by the Capital Market Authority, in order to invite persons wishing to run for membership of the Board, provided that the nomination door remains open for at least one month from the date of the announcement. <b>(The paragraph was deleted because the Committee did not have jurisdiction over it)</b>	
<p>Fifth: The most prominent powers of the Committee:</p> <ol style="list-style-type: none"> <li>1. The right to inquire about any matter within its competences and tasks, or any subject specifically requested by the Council.</li> <li>2- Request clarification or statement from the members of the Board, the executive management or the company's employees for the purpose of inquiring about any information.</li> <li>3. The Committee shall have the right to request the presence of any managers, officials, employees of the Company or persons with whom the Committee needs to consult and deliberate at any of its meetings to provide the information requested by the Committee.</li> <li>4. The right to seek legal and technical advice from any external party or any other independent advisory body whenever necessary to assist the Committee in the performance of its tasks.</li> </ol>	<p><b>Article IV: Powers of the Committee</b></p> <ol style="list-style-type: none"> <li>1- The right to inquire about any matter within its competences and tasks, or any subject specifically requested by the Council.</li> <li>2- Request clarification or statement from the members of the Board, the executive management or the company's employees for the purpose of inquiring about any information.</li> <li>3- The Committee has the right to request the presence of any directors, officials, employees of the Company or persons with whom the Committee needs to consult and deliberate at any of its meetings to provide the information requested by the Committee.</li> <li>4- The right to seek legal and technical advice from any external party or any other independent advisory body whenever necessary to assist the Committee in the performance of its functions.</li> </ol>
Sixth: Meetings, controls and procedures of the Committee's work:	<p><b>Article Five: Controls and Procedures of Committee Meetings</b></p> <ol style="list-style-type: none"> <li>1. The Committee shall meet periodically, <b>provided that the number of its meetings shall not be less than two during the fiscal year</b>, and may hold extraordinary or emergency meetings as required by the interest of work, upon the invitation of the Chairman of the</li> </ol>

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<p>1. The Committee shall meet periodically at least every six months, and may hold extraordinary or emergency meetings as required by the interest of work, at the invitation of the Chairman of the Committee.</p> <p>( Wording has been amended )</p> <p>2. A member of the Committee may participate in the meetings of the Committee by modern means of communication (group telephone conversation), and his participation in this case shall be considered as a person who attended in originality, in the event that he cannot attend in person for any emergency reason.</p> <p>3. The quorum for the meeting of the Committee shall be completed in the presence of the majority of its members.</p> <p>4. A member of the Committee (present originally) may not act on behalf of a member to attend the same meeting, and in the event that the Chairman of the Committee is unable to attend, the members of the Committee present shall choose from among them the person who presides over the meeting. (Rewording)</p> <p>5. The decisions of the Committee shall be issued by a majority of the opinions of the members present, and in the event of equality of votes, the opinion voted for by the chairman of the session shall prevail. (Rewording)</p> <p>6- The agenda of the meeting, which is included by invitation, shall be prepared in coordination with the Chairman of the Committee before the meeting.</p> <p>7. The invitation to attend the meeting shall be sent by the Chairman of the Committee or the Secretary of the Committee well before the date of the session, and the necessary offers and documents shall be sent well in advance of the date of the meeting.</p>	<p>Committee.(Adding new article / In accordance with Article 47 paragraph 7 - Corporate Governance Regulations)</p> <p>2. A member of the Committee may participate in the meetings of the Committee by modern means of communication, and his participation in this case shall be considered as an original attendee, in the event that he cannot attend in person for any emergency reason.</p> <p>3. The quorum for the meeting of the Committee shall be completed in the presence of the majority of its members.</p> <p>4. A member of the committee may delegate any of the members, provided that the deputy member does not have more than one delegation to attend the same meeting and that the delegation is fixed in writing, and in the event that the chairman of the committee cannot attend, the members of the committee present choose from among them who presides over the meeting.</p> <p>5. The decisions and recommendations of the Committee shall be issued by a vote of the majority of the members present, and the side with which the Chairman voted shall prevail in the event of equality of votes. (Modify the wording/Best Practices)</p> <p>6. The agenda of the meeting, which is included by invitation, is prepared in coordination with the Chairman of the Committee before the meeting.</p> <p>7. The invitation to attend the meeting shall be sent by the Chairman of the Committee or the Secretary of the Committee well in advance of the date of the session, and the necessary offers and documents shall be sent well in advance of the date of the meeting.</p> <p>8. Only members of the Committee and the Secretary of the Committee are entitled to attend its meetings, but non-members of the Committee from the executive management team,</p>

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<p>8. Only members of the Committee and the Secretary of the Committee are entitled to attend its meetings, but non-members of the Committee from the executive management team, managers, employees or observers can attend all or part of the meetings at the request or invitation of the Committee in order to provide it with the necessary information.</p> <p>9. The meetings of the Committee shall be documented and minutes shall be prepared that include the discussions and deliberations that took place, its recommendations and voting results shall be documented, kept in a special and organized register, and the names of the members present and the reservations they have expressed - if any - and the signature of these minutes by all members present and the Secretary of the Committee.</p> <p>10. The Chairman of the Committee or its members on his behalf must attend the general assemblies of the company to answer the shareholders' questions.</p> <p>11. After each meeting, the Committee shall submit a report to the Board of Directors of the Company that includes a description of all the measures taken by the Committee at the meeting, or provide the Board of Directors with a copy of the minutes of the Committee's meeting.</p>	<p>managers, employees or observers can attend all or part of the meetings upon request or invitation from the Committee in order to provide it with the necessary information.</p> <p>9. The meetings of the Committee shall be documented, minutes shall be prepared that include the discussions and deliberations that took place, its recommendations and voting results shall be documented, kept in a special and organized register, and the names of the members present and the reservations they have expressed, if any, shall be indicated and these minutes shall be signed by all members present and the Secretary of the Committee.</p> <p>10. The Chairman of the Committee or its members on his behalf must attend the general assemblies of the company to answer the questions of the shareholders.</p> <p>11. After each meeting, the Committee shall submit a report to the Board of Directors of the Company that includes a description of all the measures taken by the Committee at the meeting, or provide the Board of Directors with a copy of the minutes of the Committee's meeting.</p> <p>12. <i>The Chairman and members of the Committee are committed to the principles of honesty, honesty, loyalty, care and concern for the interests of the company and shareholders and put them ahead of their personal interest.</i></p> <p><i>(Adding new article / Article 48 paragraph A – Corporate Governance Regulations)</i></p>
<p>Seventh:</p> <p>a) <b>Remuneration of Committee Members:</b></p> <p>1. The annual remuneration of the members of the Committee shall be determined based on the policy set by the Board of Directors and in accordance with the Company's</p>	<p><b>Article VI: Remuneration and allowances of Committee members</b></p> <p>1- The annual remuneration of the members of the Committee shall be determined based on the remuneration policy of the members of the Board of Directors and the committees emanating from the Board and the Executive Management approved by the General Assembly and in accordance with the Company's Articles of Association</p>

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<p>Articles of Association, the resolutions of the General Assembly of Shareholders and the relevant laws and regulations.</p> <p>2. A member of the Remuneration and Nomination Committee shall be entitled to an attendance allowance for each of its meetings equal to the attendance allowance prescribed for the members of the Board of Directors in this capacity.</p> <p>3. A member of the Remuneration and Nomination Committee shall be entitled to an annual remuneration whose entitlement shall be commensurate with the period of membership during the year in which the remuneration is paid, in addition to the remuneration that he may receive as a member of the Board of Directors and in the committees formed by the Board of Directors.</p> <p><b>Secretary of the Committee:</b></p> <p>1- The Committee shall choose a secretary from among its members or from the company's employees, provided that he does not have the right to vote on its decisions (if he is not its members) and is responsible for preparing for the meetings and activities of the Committee, preparing and documenting its minutes, following up the implementation of its recommendations, directives and decisions, communicating between its members and other administrative and logistical procedures. ( Wording has been amended )</p> <p>2- The Secretary of the Committee shall be entitled to an attendance allowance for each of its meetings or an annual remuneration, in accordance with a resolution issued by the Board of Directors specifying the value of the allowance or remuneration.</p>	<p>and without violating the rules governing this issued by the Capital Market Authority and the relevant laws and regulations.</p> <p>2- A member of the Remuneration and Nomination Committee shall be entitled to an attendance allowance for each of its meetings equal to the attendance allowance prescribed for the members of the Board of Directors in this capacity.</p> <p>3- A member of the Remuneration and Nomination Committee shall be entitled to an annual remuneration whose entitlement shall be proportionate to the term of membership during the year in which the remuneration is paid, in addition to the remuneration that he may receive as a member of the Board of Directors and in the committees formed by the Board of Directors.</p> <p><b>Article VII : Appointment of the Secretary of the Committee</b></p> <p>1. The Committee shall appoint a secretary from the company's employees and may seek the assistance of the secretary of the board, provided that he meets the appropriate requirements for the position as stipulated in the corporate governance regulations issued by the Capital Market Authority, and his duties and responsibilities shall be related to documenting the meetings of the committee and preparing minutes for them that include the discussions and deliberations that took place, and documenting The recommendations of the committees and the results of the voting, keeping them in a special and organized register, indicating the names of the members present and the reservations they expressed - if any - and signing these</p>

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	<p>minutes by all the members present. (Article 50 paragraph C - Corporate Governance Regulations "Partial Quotation")</p> <p>2. Provide the members of the Committee with the Committee's agenda, working papers, documents and information related thereto, and any additional documents or information requested by any of the Committee members related to the topics included in the meeting agenda. (Adding new article / Article 35 paragraph 3 Secretary of the Board – Corporate Governance Regulations "Partial Quote")</p> <p>3. Inform the members of the Committee of the dates of the Committee's meetings well in advance. (Adding new article / Article 35 paragraph 5 – Corporate Governance Regulations "Partial Quote")</p> <p>4. The Secretary of the Committee shall be entitled to an attendance allowance for each of its meetings or an annual remuneration, in accordance with a resolution issued by the Board of Directors specifying the value of the allowance or remuneration.</p> <p>5. The Secretary shall follow up on the decisions and recommendations of the Committee and inform the members of its developments. (Adding new article / Best Practices)</p>
	<p><b>Article VIII: Confidentiality of the Committee's Work (New Article / Best Practices)</b></p> <p>1. The members of the Committee shall maintain the confidentiality of the information they obtain through their membership, and use it only for the purposes of performing their duties, and they shall not disclose or disclose any such information to any other party, exploit it in any way, deal with it through the media, or speak on behalf of the Company, and this obligation</p>

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	<p>includes maintaining the confidentiality of information even after the end of their membership in the Committee.</p> <p>2. The Committee shall assure the hired individuals of the need to abide by the confidentiality of the company's information and data and not to use or publish it for unspecified purposes.</p>
<p>Final Provisions (Review and Amendment of this Regulation):</p> <p>The provisions of these Bylaws shall enter into force and shall be adhered to as of the date of their approval by the General Assembly of Shareholders, and these Bylaws shall be reviewed periodically – when needed – by the Remuneration and Nomination Committee, and any amendments proposed by the Committee shall be presented to the Board of Directors, which shall study and review the proposed amendments and recommend them to the General Assembly of Shareholders for approval.</p>	<p><b>Article IX: General Provisions</b></p> <p>1- The provisions of these Bylaws shall enter into force and shall be adhered to as of the date of their adoption by the General Assembly of Shareholders, and these Bylaws shall be reviewed periodically - when needed - by the Remuneration and Nomination Committee, and any amendments proposed by the Committee shall be presented to the Board of Directors, which shall study and review the proposed amendments and recommend them to the General Assembly of Shareholders for approval.</p> <p>2- These bylaws are complementary to the company's articles of association, the company's corporate governance regulations, the policy of "nomination of members of the Board of Directors and its committees, their remuneration and remuneration of executive management" and other relevant regulations. (Adding new article /Best Practices).</p> <p>3- All that is not provided for in this regulation shall be subject to the relevant laws .andregulations issued by the relevant authorities (Adding new article/ Best Practices)</p>