

Table of Proposed Amendments to the Remuneration policy for the Members of the Board, Its committees and Executive Management

Article	Paragraph	Before Amendment	After Amendment
1 Definitions		The Committee: The Nomination, Remuneration & HR Board's committee	The Committee: The Nomination and Remuneration Board's committees.
3 Remuneration Policy		Remuneration Standards	Remuneration Policy
	2	To provide the remuneration for the purpose of encouraging the members of the Board and executive management, to work for the success and long-term development of the Company, such as linking the variable portion of the remuneration to the long-term performance.	To provide the remuneration for the purpose of encouraging the members of the Board, its Committees and executive management, to work for the success and long-term development of the Company, such as linking the variable portion of the remuneration to the long-term performance.
	7	Shall be prepared in coordination with the Nomination, Remuneration & HR. Committee, upon any new appointments,	Shall be prepared in coordination with the Nomination and Remuneration Committee, upon any new appointments,
	9	The remuneration shall be fair and proportionate to the members competencies, work and responsibilities performed and assumed by the member of the Board, in addition to the objectives set by the Board, need to be achieved during the fiscal year.	The remuneration shall be fair and proportionate to the members competencies, work and responsibilities performed and assumed by the member of the Board and Its committees , in addition to the objectives set by the Board, need to be achieved during the fiscal year.
	10	The numeration shall be based on the recommendation of the Nomination,	The numeration shall be based on the recommendation of the Nomination and Remuneration Committee.

		Remuneration & HR Committee.	
	12	Consider the sector in which the company operates, its size and the experience of the members of the board.	Consider the sector in which the company operates, its size and the experience of the members of the Board and Its committees,
	13	Remunerations shall be reasonably sufficient, to attract and retain the Board members of an appropriate competence and experience.	Remunerations shall be reasonably sufficient, to attract and retain the Board and Its committees, members of an appropriate competence and experience.
	14	A Board member may receive remuneration for his/her membership in the Audit Committee formed by the General Assembly, or for any additional executive, technical, administrative, or advisory functions or positions - under professional license – he/she assumes. Such remuneration should be in addition to the remuneration he/she may receive in his/her capacity as a member in the Board and in the committees formed by the Board, pursuant to the Companies Law and the Company bylaws.	A Board member may receive remuneration for his/her membership in the Audit Committee formed by the Board, or for any additional executive, technical, administrative, or advisory functions or positions - under professional license – he/she assumes. Such remuneration shall be in addition to the remuneration he/she may receive in his/her capacity as a member in the Board and in the committees formed by the Board, pursuant to the Companies Law and the Company bylaws.
	16	If the Audit Committee or any regulatory authority determines that the remuneration paid to the Board member is based on false or misleading information submitted to the General Assembly or included in the Board of Directors' report, the concerned member shall return the remuneration to the Company. Moreover, the Company may claim refund of this remuneration.	If the Audit Committee or any regulatory authority determines that the remuneration paid to the Board member is based on false or misleading information submitted to the General Assembly or included in the Board of Directors' report, the concerned member shall return the remuneration to the Company. Moreover, the Company may claim refund of this remuneration.
4 Remuneration	3	If the remuneration is a certain percentage of the company's profits, this percentage may not	Removed

for the Members of the Board and Its committees		exceed (10%) of the net profits, after deducting the reserves decided by the General Assembly in accordance with the provisions of the companies law and the company bylaws, and after distributing dividends of not less than (5%) of the company's paid-up capital, provided that the accrual of this remuneration is proportional to the number of meetings attended by the member, and any estimate breaching that is considered void.	
	4	In all cases, the total amount of financial or in-kind remuneration and benefits, received by a member of the board, shall not exceed five hundred thousand riyals annually, in accordance with the controls set by the competent authority.	Removed
	4	Allowance for attending the Board Meeting: The Board Member and the Board Trustee or the representatives thereof shall be paid an allowance of SAR (3,000), for each meeting of the board meetings.	Allowance for attending the Board Meeting: The Board Member and the Board Trustee or the representatives thereof shall be paid an allowance of SAR (4,000), for each meeting of the board meetings.
		Allowance of attending the Board Committees' Meetings: The Committee Member and the Committee Secretary or the representatives thereof shall be paid an attendance allowance of SAR (3,000), for each meeting of the Committee meetings.	Allowance of attending the Board Committees' Meetings: The Committee Member and the Committee Secretary or the representatives thereof shall be paid an attendance allowance of SAR (4,000), for each meeting of the Committee meetings.
	Annual Remuneration of the Board Member:	Annual Remuneration of the Board Member:	

		<p>The Board member shall be paid remuneration of SAR (105,000), one hundred five thousand Saudi riyals, based on the number of the meetings attended by the board him/her of the total meetings held by the Board during the relevant fiscal year, the annual remuneration shall be divided among the representatives in case of appointment of new Board members, according to the date of appointment.</p> <p>The remuneration for the members representing the government shall be paid to the Public Investment Fund.</p>	<p>The Board member shall be paid remuneration of (SAR 300,000) three hundred thousand Saudi Riyal, based on the number of the meetings attended by the board him/her of the total meetings held by the Board during the relevant fiscal year, the annual remuneration shall be divided among the representatives in case of appointment of new Board members, according to the date of appointment.</p> <p>This remuneration shall be paid in accordance with the approved procedures of the relevant parties.</p>
		<p>Participation/ presence of a member of the Board /Its committee, if he is requested to discuss a topic, attend a discussion that requires his/her participation, or a meeting of the company or the Board / Its -committee, within his/her competence to discuss a topic, or attend a panel discussion:</p> <p>A member of the Board/Its committees shall be paid an attendance allowance of SAR (3,000) three thousand Saudi riyals for each meeting he attends of the meetings of the Board/Its committees, in case he is requested to attend a discussion of a topic, or attend a discussion that requires his/her participation, for any meeting</p>	<p>Participation/ presence of a member of the Board /Its committee, if he is requested to discuss a topic, attend a discussion that requires his/her participation, or a meeting of the company or the Board / Its committees, within his/her competence to discuss a topic, or attend a panel discussion:</p> <p>A member of the Board/Its -committees shall be paid an attendance allowance of SAR (4,000) four thousand Saudi riyals for each meeting he attends of the meetings of the Board/Its committees, in case he is requested to attend a discussion of a topic, or attend a discussion that requires his/her participation, for any meeting related to the Board/its committees or the company within his/her competence approved.</p>

	<p>related to the Board/Its committee or the company within his/her competence approved.</p>	
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	<p>Health Services for the Board Members: Health Services shall be provided to the Board Member, his/her family and parents (optional) within the allowed limit in accordance with the article (76) of the companies law limited to SR (500,000) SR Five Hundred Thousand.</p>	<p>Health Services for the Board Members: Health Services shall be provided to the Board Member, his/her family and parents "upon his/her request", As per the applicable policy</p>
	<p>Annual remuneration for the audit committee membership from outside the Board members: Annual remuneration of SAR (130,000) one hundred thirty thousand Saudi riyals, shall be paid to a member of the audit committee from outside the Board, and case of appointment of a replacement, the annual remuneration shall be</p>	<p>Annual remuneration for the audit committee membership from outside the Board members: Annual remuneration of SAR (200,000) two hundred thousand Saudi riyals, shall be paid to a member of the audit committee from outside the Board, and case of appointment of a replacement, the annual remuneration shall be divided between the two members, according</p>

	<p>divided between the two members, according to the number of meetings attended by each.</p>	<p>to the number of meetings attended by each.</p>
	<p>Annual remuneration for the Board committees Membership:</p> <p>Annual remuneration of SAR (130,000) one hundred thirty thousand Saudi riyals, shall be paid to each member of the Board Its committees formed by the Board, as well as remuneration of SAR (130,000) one hundred thirty thousand Saudi riyals, for membership in another Board committee, and addition remuneration of SAR (50,000) fifty thousand Saudi riyals, shall be paid to the Committee Chairman, and the annual remuneration shall be divided between the two members in the event of appointment of a replacement member, according to the number of meetings attended by each.</p>	<p>Annual remuneration for the Board Committees Membership:</p> <p>Annual remuneration of SAR (180,000) one hundred eighty thousand Saudi riyals, shall be paid to each member of the committees formed by the Board, as well as remuneration SAR (180,000) one hundred eighty thousand Saudi riyals, for membership in another Board Its -committees, and addition remuneration of SAR (50,000) fifty thousand Saudi riyals, shall be paid to the Committee Chairman, and the annual remuneration shall be divided between the two members in the event of appointment of a replacement member, according to the number of meetings attended by each.</p>
	<p>Payment dates of annual remuneration for Board/Its committees member:</p> <p>Annual Remuneration shall be paid to the Board and Its committee member on quarterly basis, in a manner consistent with the regulatory procedure of payment applied by the PIF.</p>	<p>Payment dates of annual remuneration for Board/Its committees member:</p> <p>Annual Remuneration shall be paid to the Board member on annual basis, and shall be paid to members of the Committees on quarterly basis, in a manner consistent with the regulatory procedure of payment.</p>
	<p>Implementation date of remuneration and benefits policy of the Board and its committees member:</p>	<p>Implementation date of remuneration and benefits policy of the members of the Board and Its Committees</p>

		The compensation and benefits policy for the Board and Its -committees, shall be applied effective the fiscal year of 2018.	This policy applies to the all remunerations related to the financial years starting from 2024, as stated in its items.
6 Disclosure	1	The report of the board of directors to the Ordinary General Assembly, and a statement of all the remuneration, expenses allowance, and other benefits received by the members of the board during the fiscal year, and also include a statement of what the members of the board received as employees or administrators, or what they received for technical, administrative or consulting work, and also include a statement of the number of board meetings and the number of meetings attended by each member from the date of the last General Assembly meeting.	The Report submitted by the Board to the ordinary general assembly annual meeting must include a statement of all the remuneration, expenses allowance, and other benefits received by the members of the Board during the fiscal year, and also include a statement of what the members of the Board received as employees or administrators, or what they received for technical, administrative or consulting advisory work, and also include a statement of the number of Board meetings and the number of meetings attended by each member.
8 General Provisions	1	--	If the General Assembly decides to terminate the membership of a member of the board of directors who is absent due to his/her failure to attend three consecutive meetings or five separate meetings of the board during his/her term of membership without a legitimate excuse accepted by the board, such member shall not be entitled to any bonuses for the period following the last meeting he attended, and he must return all the bonuses paid to him for that period.