



نموذج التوكيل

<p>Dear Shareholders of Jabal Omar Development Company</p> <p>Jabal Omar Development Company would like to inform that the Proxy form is not available as the Extraordinary General Assembly Meeting will be conducted virtually via Tadawulaty Platform.</p>	<p>السادة مساهمي شركة جبل عمر للتطوير</p> <p>تود شركة جبل عمر للتطوير إحاطة سعادتكم بأن نموذج التوكيل غير متاح نظرا لانعقاد الجمعية العامة غير العادية عن طريق وسائل التقنية الحديثة باستخدام منظومة تداولاتي</p>
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البند الأول

proposed amendments to the bylaws (relating to the debt conversion transaction)

#	Article	Article as it appears in the current Statute	Proposed amendment to Article
1.	<u>Article 6: Capital</u>	The share capital of the Company amounts to (11,545,341,620) eleven billion and five hundred and forty-five million and three hundred and forty-one thousand and six hundred and twenty Saudi Riyals, divided into (1,154,534,162) one billion and one hundred and fifty-four million and five hundred and thirty-four thousand and one hundred and sixty-two shares of equal value. The nominal value of each share is (10) ten riyals, and all of the shares are in-kind and ordinary cash shares.	The share capital of the Company amounts to (([1]) [1]) Saudi Riyals, divided into (([1]) [1]) shares of equal value. The nominal value of each share is (10) ten riyals, and all of the shares are in-kind and ordinary cash shares.
2.	<u>Article 7: Subscription to shares</u>	<p>First: The founders subscribed in (470,000,000) four hundred seventy million shares as follows:</p> <p>a) (411,843,514) four hundred eleven million eight hundred forty-three thousand five hundred and fourteen in-kind shares the value of which is (4,118,435,140) four billion one hundred eighteen million four hundred thirty-five thousand one hundred and forty riyals in exchange for lands and properties that have been evaluated by the governmental Real Estate Valuation Committee signed and approved by the High Commission for the Development of Makkah Al-Mukarramah Region No. (1102/H) dated 27/12/1425 AH.</p> <p>b) (58,156,486) Fifty-eight million one hundred fifty-six thousand four hundred and eighty- six cash shares the value of which is (581,564.860) five hundred eighty-one million five hundred sixty-four thousand eight hundred and sixty riyals in the name of Makkah Construction and Development Company. This amount represents the contribution of real estate owners on the site that were evaluated according to the discretion of the Committee referred to in paragraph (a) of clause (first) of this article. These shares will be registered in the owners' names after completing their legal and statutory documents so that the completion of these documents shall not exceed a period of three years, and the Company's Board of Directors shall</p>	<p>First: The founders subscribed in (470,000,000) four hundred seventy million shares as follows:</p> <p>a) (411,843,514) four hundred eleven million eight hundred forty-three thousand five hundred and fourteen in-kind shares the value of which is (4,118,435,140) four billion one hundred eighteen million four hundred thirty-five thousand one hundred and forty riyals in exchange for lands and properties that have been evaluated by the governmental Real Estate Valuation Committee signed and approved by the High Commission for the Development of Makkah Al-Mukarramah Region No. (1102/H) dated 27/12/1425 AH.</p> <p>b) (58,156,486) Fifty-eight million one hundred fifty-six thousand four hundred and eighty- six cash shares the value of which is (581,564.860) five hundred eighty-one million five hundred sixty-four thousand eight hundred and sixty riyals in the name of Makkah Construction and Development Company. This amount represents the contribution of real estate owners on the site that were evaluated according to the discretion of the Committee referred to in paragraph (a) of clause (first) of this article. These shares will be registered in the owners' names after completing their legal and statutory documents so that the completion of these documents shall not exceed a period of three years, and the Company's Board of Directors shall offer the remaining cash shares to the Ordinary General Assembly of Jabal Omar Development Company for its recommendations in this regard, in a manner that does not conflict with the provisions of Sharia and related regulations. Makkah Construction and Development Company is committed to what is set by the Ordinary</p>

offer the remaining cash shares to the Ordinary General Assembly of Jabal Omar Development Company for its recommendations in this regard, in a manner that does not conflict with the provisions of Sharia and related regulations. Makkah Construction and Development Company is committed to what is set by the Ordinary General Assembly of the Company with regard to the remainder of the cash shares.

The extension has been made to the real estate owners on the site who did not complete their legal and statutory documents on whose behalf Makkah Construction and Development Company subscribed for a cash share for another additional year until their status is settled.

On March 24, 2017, the General Assembly approved the purchase of Jabal Omar Development Company for the remaining cash share of Makkah Construction Company, which it held on behalf of landlords who did not complete their legal and regular documents. This is a share representing (35,956,495) cash shares valued at SR 359,564,950 and authorizing the Board of Directors to determine the payment mechanism later.

Second: The remaining cash capital shares are (201,400,000) two hundred one million and four hundred thousand shares the value of which is (2,014,000,000) two billion and fourteen million riyals, and the subscriber shall pay the full value of the share, and the subscription proceeds shall be deposited in the name of the Company under incorporation with one of the banks designated for this purpose. In all cases, subscription and ownership of shares is limited to Saudis only.

Third: The shares of pre-emptive rights have been subscribed to (258,000,000) two hundred fifty- eight million shares the value of which is (2,580,000,000) two billion five hundred and eighty million riyals, and the subscriber shall pay the full value of the share. In all cases, the subscription to the rights of pre-emptive shares and the ownership of the shares shall be limited to

General Assembly of the Company with regard to the remainder of the cash shares.

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Fourth: The Company has been issued (225,134,162) two hundred and twenty-five million and one hundred and thirty-four thousand and one hundred and sixty-two new ordinary shares with a nominal value of ten Saudi

Saudis only registered in the shareholders' register of the Company on the day of the third Extraordinary Assembly meeting of the Company's shareholders held on 25/06/1432 AH corresponding to 28/05/2011 AD.

Fourth: The Company has been issued (225,134,162) two hundred and twenty-five million and one hundred and thirty-four thousand and one hundred and sixty-two new ordinary shares with a nominal value of ten Saudi Riyals (SAR 10) to the Fund's Unitholders (excluding the Company in its capacity as a Unitholder in the Fund), in exchange for converting all debts of the Company towards the Fund (in its capacity as the creditor) - which mainly consist of the rental payments owed together with any other obligations under the Fund Documents - in the amount of five billion and three hundred and one million and two hundred and one thousand and eighty Saudi Riyals (SAR 5,301,201,080) as recorded in the Company's unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended on 30 September 2021G (including the settlement of all rights and obligations owed by the Company to the Fund and its related entities).

Riyals (SAR 10) to the Fund's Unitholders (excluding the Company in its capacity as a Unitholder in the Fund), in exchange for converting all debts of the Company towards the Fund (in its capacity as the creditor) - which mainly consist of the rental payments owed together with any other obligations under the Fund Documents - in the amount of five billion and three hundred and one million and two hundred and one thousand and eighty Saudi Riyals (SAR 5,301,201,080) as recorded in the Company's unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended on 30 September 2021G (including the settlement of all rights and obligations owed by the Company to the Fund and its related entities).

Fifth: On the date of [•] (corresponding to [•]), the General Assembly of the Company approved the increase of the Company's capital by issuing and allocating [•] ([•]) new ordinary shares with a nominal value of ten (10) Saudi Riyals per ordinary share in favor of Makkah Construction and Development Company in return for the transfer and settlement of the debts owed to it by the Company amounting to three hundred nine million five hundred and sixty-four thousand nine hundred and fifty (309,564,950) Saudi Riyals.

Sixth: On the date of [•] (corresponding to [•]), the General Assembly of the Company approved the increase of the Company's capital by issuing and allocating [•] ([•]) new shares with a nominal value of ten (10) Saudi Riyals in favor of the Central District Cooling Company in return for the transfer and settlement of the debts owed to it by the Company amounting to two hundred and thirty-seven million nine hundred and thirty-three thousand two hundred and fifty-nine (237,933,259) Saudi Riyals (which represents the dues arising from the district cooling concession contract for the Jabal Omar development project concluded between the Company and the Central District Cooling Company on 17/06/2023G).



KPMG Professional Services

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Headquarters in Riyadh

كي بي إم جي للاستشارات المهنية

مركز زهران للأعمال
شارع الأمير سلطان
ص. ب. 55078
جدة 21534
المملكة العربية السعودية
سجل تجاري رقم 4030290792

المركز الرئيسي في الرياض

Independent Limited Assurance Report to Jabal Omar Development Company on the Board of Directors' Declaration on the Requirements of Article 71 of the Companies Law

To the Shareholders of Jabal Omar Development Company

We were engaged by the management of **Jabal Omar Development Company** (the "Company") to report on the Board of Directors' declaration prepared by the Management in accordance with the requirements of Article 71 of the Companies Law, which comprises the proposed transaction to be carried out by the Company during the year ending 31 December 2024 recommended by the Board for approval in the forthcoming Extraordinary General Assembly Meeting # 15 in which any of the members of Board of Directors' ("BoD") of the Company have direct or indirect personal interest as detailed below ("Subject Matter") and the accompanying management's statement thereon as set out in Appendix 1, in the form of an independent limited assurance conclusion that based on our work performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter is not properly prepared, in all material respects, based on the applicable criteria ("Applicable Criteria") below.

Subject Matter

The Subject Matter for our limited assurance engagement is related to the Board of Directors' declaration enclosed in the attached Appendix 1 (the "Declaration") prepared by the Management in accordance with the requirements of Article 71 of the Companies Law and presented by the Board of Directors of **Jabal Omar Development Company** (the "Company"), which comprises the proposed transaction recommended by the Board for approval in the forthcoming Extraordinary General Assembly Meeting # 15, and in which any of the members of Board of Directors ("BoD") of the Company have a direct or indirect personal interest.

Applicable Criteria

We have used the following as the Applicable Criteria:

- Article 71 of the Companies Law issued by Ministry of Commerce ("MOC").

Jabal Omar Development Company's Responsibility

The management of the Company is responsible for preparing the Subject Matter information that is free from material misstatement in accordance with the Applicable Criteria and for the information contained therein. The management the Company is also responsible for preparing the Subject Matter information (i.e. Appendix 1).

Jabal Omar Development Company's Responsibility (continued)

This responsibility includes designing, implementing, and maintaining internal control relevant to the preparation and presentation of the Subject Matter that information is free from material misstatement, whether due to fraud or error. It also includes selecting the Applicable Criteria and ensuring that the Company complies with the Companies Law; designing, implementing and effectively operating controls to achieve the stated control objectives; selecting and applying policies; making judgments and estimates that are reasonable in the circumstances; and maintaining adequate records in relation to the Subject Matter information.

The management of the Company is also responsible for preventing and detecting fraud and for identifying and ensuring that the Company complies with laws and regulations applicable to its activities. The management of the Company is responsible for ensuring that staff involved with the preparation of the Subject Matter information are properly trained, systems are properly updated and that any changes in reporting encompass all significant business units.

Our Responsibility

Our responsibility is to examine the Subject Matter information prepared by the Company and to report thereon in the form of an independent limited assurance conclusion based on the evidence obtained. We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000, "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" endorsed in the Kingdom of Saudi Arabia and the terms and conditions for this engagement as agreed with the Company's management. That standard requires that we plan and perform our procedures to obtain a meaningful level of assurance about whether the Subject Matter information is properly prepared, in all material respects, as the basis for our limited assurance conclusion.

The firm applies International Standard on Quality Management 1 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.

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.

The procedures selected depend on our understanding of the Subject Matter and other engagement circumstances, and our consideration of areas where material misstatements are likely to arise.

In obtaining an understanding of the Subject Matter and other engagement circumstances, we have considered the process used to prepare the Subject Matter information in order to design assurance procedures that are appropriate in the circumstances, but not for the purposes of expressing a conclusion as to the effectiveness of the Company's process or internal control over the preparation and presentation of the Subject Matter information.

Our engagement also included: assessing the appropriateness of the Subject Matter, the suitability of the criteria used by the Company in preparing the Subject Matter information in the circumstances of the engagement, evaluating the appropriateness of the procedures used in the preparation of the Subject Matter information and the reasonableness of estimates made by the Company.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

As part of this engagement, we have not performed any procedures by way of audit, review or verification of the Subject Matter information nor of the underlying records or other sources from which the Subject Matter information was extracted.

Procedures Performed

Our procedures performed are as follows:

- Obtained the declaration that includes the proposed transaction which is planned to be carried out in which the Board of Directors ('BoD') member of the Company has either direct or indirect interest;
- Reviewed the BoD Resolution no. 824 that indicate notifications to the BoD by certain director of actual or potential conflicts of direct or indirect interest in relation to the proposed transaction that is planned to be performed involving the BoD member;
- Checked BoD Resolution no. 824 that the relevant director who notified the BoD of actual or potential conflicts of direct or indirect interest did not vote on the resolution to recommend the proposed transaction that is planned to be performed;
- Obtained the required approvals along with supporting documents in respect of the transaction included that is planned to be performed in the declaration in accordance with the Board of Directors Resolution no. 824 circulated on 24th September 2024.

Conclusion

Our conclusion has been formed on the basis of, and is subject to, the matters outlined in this report.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter information is not prepared, in all material respects, in accordance with the Applicable Criteria.

Other matters

For the avoidance of doubt, we note the following important points relevant to the understanding of our scope of work, procedures and conclusion:

- 1) We have not performed any procedures to examine the commercial aspects of the proposed transaction, including the fairness of the proposed terms. We therefore do not provide any opinion in that regard.
- 2) We note that this is a proposed transaction at this stage, and any assurance procedures relating to the financial reporting of the transaction can only be performed post execution.

Restriction of Use of Our Report

Our report has been prepared upon the request of the Company's management to be presented to the shareholders in the Extraordinary General Meeting # 15 in accordance with the requirements of Article (71) of the Saudi Arabian Regulations for Companies, and should not be used for any other purpose.

KPMG Professional Services



Ebrahim Oboud Baeshen
License No: 382

Jeddah, 9 October, 2024
Corresponding to 6 Rabi Al-Thani 1446H





APPENDIX - 1

Dear Jabal Omar Development Company Shareholders

With reference to the provisions of Article 71 of the Companies Law, which requires the Board to notify the General Assembly of any businesses or contracts that Board members have interest in.

Accordingly, we would like to notify you of the businesses and contracts which was entered by the company and members of the board had an interest in, as follows:

- 1- Businesses and contract concluded between the company and the Makkah Construction and Development Company, in which there is an indirect interest for the member of the Board of Directors, Mr. Abdul Aziz Altubayyeb*, in his capacity as a senior executive in Awqaf Investment Company, which is the agent of the General Authority for Awqaf, which has indirect ownership in the Makkah Construction and Development Company, and the nature of the contract is to convert the debts of the Makkah Construction and Development Company amounting to SAR (309,564,950) into shares in the Jabal Omar Development Company during the capital increase, note that there are no preferential conditions.

We would like also to inform you that the Board has taken the necessary measures to ensure that there is no preferences, for the aforementioned parties nor the Board member, and that the applicable policies and procedures and the rules and regulations of the Capital Market Authority were followed.

Best Regards,

السادة مساهمي شركة جبل عمر للتطوير

بالإشارة إلى متطلبات المادة الحادية والسبعون من نظام الشركات والتي تقتضي بأن يبلغ مجلس الإدارة الجمعية العامة عند انعقادها عن الأعمال والعقود التي يكون لأحد أعضاء مجلس الإدارة مصلحة فيها.

عليه، نود إبلاغكم عن تفاصيل العمل والعقد التي تم لحساب الشركة ويوجد به مصلحة لأحد أعضاء مجلس الإدارة، وهو على النحو التالي:

- 1- الأعمال والعقود التي تمت بين الشركة وشركة مكة للإنشاء والتعمير والتي يوجد فيها مصلحة غير مباشرة لعضو مجلس الإدارة الأستاذ عبد العزيز الطيب* كونه أحد كبار التنفيذيين في شركة أوقاف للاستثمار والتي بدورها تعد الوكيل عن الهيئة العامة للأوقاف والتي تملك بشكل غير مباشر في شركة مكة للإنشاء والتعمير، وطبيعة التعاقد هي عبارة عن تحويل ديون شركة مكة للإنشاء والتعمير البالغة (309,564,950) ريال سعودي إلى أسهم في شركة جبل عمر للتطوير من خلال زيادة رأس المال، علماً أنه لا توجد شروط تفضيلية.

كما نود إفادتكم بأن المجلس قد اتخذ الإجراءات النظامية اللازمة للتأكد بأنه لا يوجد تفضيل للجهة المذكورة أو لعضو مجلس الإدارة في العقد المشار له، وأنه تمت وفقاً للسياسات والإجراءات المعتمدة وأنظمة ولوائح هيئة السوق المالية.

وتقبلوا خالص التحية والتقدير،،،

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طالب علي طالب الشمراني

DocuSigned by:

125FD94E0FC34DC...

بدر عبدالرحمن عبدالله السيارى

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أحمد عثمان عبدالله القصبى

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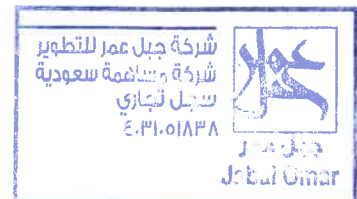
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البند الثاني



	<p>شركة جبل عمر للتطوير</p> <p>سياسة مكافآت أعضاء مجلس الإدارة واللجان المنبثقة منه</p> <p>Board members and its Committees remuneration policy</p> <p>V.6 الإصدار رقم 6</p>
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Article 1: The purpose of the policy

المادة الأولى: الغرض من السياسة

- This policy aims to establish clear criteria for the remuneration of board members and committees emanating from it and to determine all the rewards due to them.
- This policy was prepared by the Nominations and Remuneration Committee in accordance with the company's law, CMA rules, their executive regulations and best practices. This policy is reviewed and updated at the discretion of the committee or when there are any changes to the relevant regulatory requirements.

تهدف هذه السياسة إلى وضع معايير واضحة لمكافآت أعضاء مجلس الإدارة واللجان المنشقة منه وتحديد جميع المكافآت المستحقة.

تم إعداد هذه السياسة من قبل لجنة الترشيحات والمكافآت وفقاً لأحكام نظام الشركات ونظام السوق المالية ولوائحهما التنفيذية وأفضل الممارسات المعمول بها. ويتم مراجعتها وتحديثها حسب تقدير اللجنة أو عند حدوث أي تغييرات في المتطلبات التنظيمية ذات الصلة.

Article 2: Scope of application

المادة الثانية: نطاق التطبيق

This policy applies to board members and committees, including members of the Audit committee, and members outside the Board.

تنطبق هذه السياسة على أعضاء مجلس الإدارة واللجان المنشقة منه، بما في ذلك أعضاء لجنة المراجعة، والأعضاء من خارج المجلس.

Article 3: Definitions

المادة الثالثة: تعريفات

The following words and phrases indicate the meanings described before them unless the context requires otherwise:

تدل الكلمات والعبارات الآتية على المعاني الموضحة أمامها ما لم يقتض السياق خلاف ذلك:

- **Board:** Board of Directors of Jabal Omar Development Company.
- **Committee:** The Board shall form specialized committees according to the needed depending on the Company's circumstances in order to enable it to effectively perform its duties. in accordance with general procedures developed by the Board, which shall determine the duties, duration and powers of each committee, and the manner in which the Board monitors the activities of each committee

- **المجلس:** مجلس إدارة شركة جبل عمر للتطوير.

- **اللجنة:** يشكل مجلس الإدارة لجاناً متخصصة حسب حاجة الشركة وظروفها وأوضاعها بما يمكنها من تأدية مهامها بفعالية وذلك وفقاً لإجراءات عامة يضعها المجلس تتضمن تحديد مهمة كل لجنة ومدة عملها والصلاحيات المخولة لها خلال هذه المدة وكيفية رقابة مجلس الإدارة عليها.

- **Executive Member:** a member of the Board who is a full-time member of the executive management team of the Company and participates in its daily activities
- **Non-executive member:** a member of the Board who is not a full-time member of the management team of the Company and does not participate in its daily activities
- **Independent member:** a non-executive member of the Board who enjoys complete independence in his/her position and decisions and none of the independence affecting issues stipulated in Article 20 of these Regulations apply to him/her.
- **Members of committees from outside the Board:** experts and specialists from outside the company.
- **Remunerations:** amounts, allowances, dividends and the like, periodic or annual bonuses linked to performance, long or short-term incentive plans and any other in-kind benefits except the actual reasonable expenses and fees incurred by the company to enable the Board member to perform his duties.
- **Meeting:** Any meeting of members, including meetings of the Board of Directors, its committees , the General Assembly , Workshops and so on.
- **العضو التنفيذي:** عضو مجلس الإدارة الذي يكون متفرغاً في الإدارة التنفيذية للشركة ويشارك في الأعمال اليومية لها.
- **العضو غير التنفيذي:** عضو مجلس الإدارة الذي لا يكون متفرغاً لإدارة الشركة ولا يشارك في الأعمال اليومية لها.
- **العضو المستقل:** عضو مجلس إدارة غير تنفيذي يتمتع بالاستقلال التام في مركزه وقراراته، ولا تنطبق عليه أي من عوارض الاستقلال المنصوص عليها في لائحة حوكمة الشركات.
- **أعضاء اللجان من خارج المجلس:** الخبراء والمختصين من خارج الشركة.
- **المكافآت:** المبالغ والبدلات والأرباح وما في حكمها، والمكافآت الدورية أو السنوية المرتبطة بالأداء، والخطط التحفيزية قصيرة أو طويلة الأجل، وأي مزايا عينية أخرى، باستثناء النفقات والمصاريف الفعلية المعقولة التي تتحملها الشركة عن عضو مجلس الإدارة لغرض تأدية عمله.
- **اجتماع:** أي اجتماع للأعضاء ويشمل ذلك اجتماعات مجلس الإدارة واللجان المنبثقة منه والجمعية العمومية وورش العمل ونحو ذلك.

Article 4: Criteria for determining rewards

When determining rewards, the following criteria are taken into account:

1. The rewards should be fair and proportionate to the terms of reference, business and responsibilities of the member, in addition to the objectives set by the Board of Directors to be achieved during the fiscal year.
2. The rewards must be commensurate with the company's activity and the skill to manage it.
3. be consistent with the magnitude, nature and level of risks faced by the Company;
4. The reward should be reasonably sufficient to attract, motivate and retain competent and experienced council members.
5. take into consideration the practices of other companies in respect of the determination of remunerations and avoid the disadvantages of such comparisons in leading to unjustifiable increases in remunerations.
6. Taking into account the sector in which the company operates and its size.
7. Taking into account the experience, skills and scientific qualifications of board members.
8. The remuneration must be calculated and disbursed in accordance with this policy.

المادة الرابعة: معايير تحديد المكافآت

يراعى عند تحديد المكافآت المعايير التالية:

1. أن تكون المكافآت عادلة ومتناسبة مع اختصاصات العضو والأعمال والمسؤوليات التي يقوم بها ويتحملها، بالإضافة إلى الأهداف المحددة من قبل مجلس الإدارة المراد تحقيقها خلال السنة المالية.
2. أن تكون المكافآت متناسبة مع نشاط الشركة والمهارة اللازمة لإدارتها.
3. انسجامها مع حجم وطبيعة ودرجة المخاطر لدى الشركة.
4. أن تكون المكافأة كافية بشكل معقول لاستقطاب أعضاء مجلس ذوي كفاءة وخبرة مناسبة وتحفيزهم والإبقاء عليهم.
5. الأخذ في الاعتبار ممارسات الشركات الأخرى في السوق في تحديد المكافآت، مع تفادي ما قد ينشأ عن ذلك من ارتفاع غير مبرر للمكافآت.
6. الأخذ بعين الاعتبار القطاع الذي تعمل فيه الشركة وحجمها.
7. الأخذ بعين الاعتبار خبرة أعضاء مجلس الإدارة ومهاراتهم ومؤهلاتهم العلمية.
8. أن يكون احتساب المكافآت وصرفها وفقاً لهذه السياسة.

Article 5: General rules and restrictions

المادة الخامسة: قواعد وقيود عامة

1. A member of the Board of Directors and members of the committees emanating from him may receive a separate compensation or reward for any additional technical, administrative or advisory work or executive positions submitted to the company, provided that such consulting work is provided under a professional license. That remuneration is determined on the recommendation of the Nominations and Remuneration Committee and the approval of the Board of Directors.
 2. The remuneration of board members may vary in amount to reflect the member's experience, competences, functions, independence, number of meetings he attends and other considerations.
 3. Board members are not entitled to vote on the board members' bonus clause at the General Assembly meeting of shareholders.
1. يجوز لعضو مجلس الإدارة وأعضاء اللجان المنبثقة منه الحصول على تعويض أو مكافأة منفصلة نظير أي أعمال أو مناصب تنفيذية أو فنية أو إدارية أو استشارية إضافية مقدمة للشركة، شريطة أن تقدم تلك الأعمال الاستشارية بموجب ترخيص مهني. ويتم تحديد تلك المكافأة بناء على توصية لجنة الترشيحات والمكافآت وموافقة مجلس الإدارة.
 2. يجوز أن تكون مكافآت أعضاء مجلس الإدارة متفاوتة المقدار بحيث تعكس مدى خبرة العضو واختصاصاته والمهام المنوطة به واستقلاله وعدد الجلسات التي يحضرها وغيرها من الاعتبارات.
 3. لا يحق لأعضاء مجلس الإدارة التصويت على بند مكافأة أعضاء مجلس الإدارة في اجتماع الجمعية العامة للمساهمين.

Article 6: Details of remuneration

المادة السادسة: تفاصيل المكافآت

Here are the details of the rewards:

فيما يلي تفاصيل المكافآت:

1. The company offers an annual bonus to the Chairman of the Board worth SR 500,000
 2. The company offers an annual bonus to each board member of the Board of Directors worth SR 400,000
 3. The company offers an annual bonus to the Chairman of the Audit committee worth SR 200,000
 4. The company offers an annual bonus to each member of the Audit committee of SR 150,000 and if he is from outside the board 250,000 riyals.
1. تقدم الشركة مكافأة سنوية لرئيس مجلس الإدارة بقيمة 500,000 ريال.
 2. تقدم الشركة مكافأة سنوية لكل عضو من أعضاء مجلس الإدارة بقيمة 400,000 ريال.
 3. تقدم الشركة مكافأة سنوية لرئيس لجنة المراجعة بقيمة 200,000 ريال.
 4. تقدم الشركة مكافأة سنوية لكل عضو من أعضاء لجنة المراجعة بقيمة 150,000 ريال، وفي حال كان العضو من خارج المجلس 250,000 ريال.

5. The company offers an annual bonus to the Chairman of other committees of the Board of Directors worth SR 150,000
 6. The company offers an annual bonus to the member of other committees of the Board of Directors -whether the member is from inside or outside the Board- worth SR 100,000
 7. The company secures travel tickets for members residing outside the area in which the meeting is held for internal or external flights in business class or first class (in the event that a seat in business class is not available). If the ticket is purchased by the member, an expense allowance will be paid to the member as follows:
 - An amount of SR 2,500 riyals for domestic flights.
 - An amount of SR 5,000 riyals for trips to one of the Gulf Cooperation Council countries or Arab countries.
 - An amount of SR 10,000 riyals for trips to any other country.

The above-mentioned allowance is calculated once for all meetings held on one day or during consecutive days, and this includes the meetings of all other committees.
 1. The company secures accommodation for for members residing outside the area in which the meeting is held in an executive room or a small suite (if an executive room is not available) in five-star hotels for a period of one or two nights maximum for each meeting, whether the meeting is inside or outside the Kingdom. If accommodation is secured by the member, he will be paid an allowance for one or two nights maximum for each meeting as follows:
5. تقدم الشركة مكافأة سنوية لرؤساء اللجان الأخرى المنبثقة من مجلس الإدارة بقيمة 150,000 ريال.
 6. تقدم الشركة مكافأة سنوية للعضو في اللجان الأخرى المنبثقة من مجلس الإدارة - سواء كان العضو من داخل أو خارج المجلس- بقيمة 100,000 ريال.
 7. تقوم الشركة بتأمين تذاكر السفر للأعضاء المقيمين خارج المنطقة التي يعقد فيها الاجتماع للرحلات الداخلية أو الخارجية على درجة رجال الأعمال أو الدرجة الأولى (في حال عدم توفر مقعد على درجة رجال الأعمال). وفي حال تم شراء التذكرة من قبل العضو فيتم دفع بدل مصروف للعضو على النحو التالي:
 - مبلغ 2,500 ريال عن الرحلات الداخلية.
 - مبلغ 5,000 ريال للرحلات إلى أحد دول مجلس التعاون الخليجي أو الدول العربية.
 - مبلغ 10,000 ريال للرحلات إلى أي دولة أخرى.

يتم احتساب البديل المذكور أعلاه مرة واحدة عن كل الاجتماعات المنعقدة في يوم واحد أو خلال أيام متتالية ويشمل ذلك اجتماعات كافة اللجان الأخرى.
 8. تقوم الشركة بتوفير الإقامة للأعضاء المقيمين خارج المنطقة التي يعقد فيها الاجتماع في غرفة تنفيذية أو جناح صغير (في حال عدم توفر غرفة تنفيذية) بفنادق فئة الخمس نجوم لمدة ليلة واحدة أو ليلتين كحد أقصى عن كل اجتماع، سواء كان الاجتماع داخل المملكة أو خارجها، وفي حال تم تأمين الإقامة من قبل العضو فيتم دفع بدل مصروف له ولمدة ليلة واحدة أو ليلتين كحد أقصى عن كل اجتماع على النحو التالي:
 - مبلغ 1,500 ريال في حال كان الاجتماع داخل المملكة.
 - مبلغ 2,500 ريال في حال كان الاجتماع خارج المملكة.

- An amount of SR 1,500 riyals if the meeting is within the Kingdom.
- An amount of SR 2,500 riyals if the meeting is outside the Kingdom.

ولفرض احتساب البديل المذكور في هذه الفقرة، تعد كل الاجتماعات المنعقدة في يوم واحد على أنها اجتماع واحد ويشمل ذلك اجتماعات كافة اللجان الأخرى.

For the purpose of calculating the allowance mentioned in this paragraph, all meetings held on one day are considered one meeting, and this includes the meetings of all other committees.

2. A remuneration for the secretary will be paid a lump sum of SR 3,000 for each meeting, except if the secretary is an employee of the company.

9. تصرف مكافأة لأمين السر مبلغ مقطوع وقدره 3,000 ريال عن كل اجتماع ويستثنى من ذلك في حال كان أمين السر موظفاً في الشركة.

Article 7: Entitlement, mechanism and times of disbursement of rewards

المادة السابعة: الاستحقاق وآلية وأوقات صرف المكافآت

1. The member is entitled to the reward from the start of the session of the Council and the committees emanating from it or from the date of the decision to join the Board or committee until the end of those sessions or from the date of the decision to approve the resignation or removal of the member.

1. يستحق العضو المكافأة اعتباراً من تاريخ بداية دورة المجلس واللجان المنبثقة منه أو من تاريخ صدور قرار انضمام العضو للمجلس أو اللجنة وحتى نهاية تلك الدورات أو من تاريخ صدور قرار الموافقة على استقالة العضو أو عزله.

2. The procedures for cashing bonuses are prepared by the governance sector and the obligation to be approved by the CEO.

2. يتم إعداد إجراءات صرف المكافآت من قبل قطاع الحوكمة والالتزام على أن يتم اعتماد أمر صرفها من قبل الرئيس التنفيذي.

3. The annual bonus for board members and committees emanating from it is disbursed quarterly.

3. يتم صرف المكافأة السنوية الخاصة بأعضاء مجلس الإدارة واللجان المنبثقة منه بشكل ربع سنوي.

4. Member's dues are paid without delay if his or her membership expires.

4. يتم صرف مستحقات العضو دون تأخير في حال انتهاء عضويته.

5. The mechanism for calculating annual remuneration for board members and committees

5. تكون آلية احتساب المكافآت السنوية لأعضاء مجلس الإدارة واللجان المنبثقة منه في حال انضمامهم أو انتهاء عضويتهم أثناء الدورة على النحو التالي:

arising from it if they join or end their membership during the session is as follows:

(The annual bonus value of the member ÷ the number of days of the new year × the number of actual days).

The number of actual days is the number of days of the membership period for which the equivalent is due.

(قيمة المكافأة السنوية للعضو ÷ عدد أيام السنة الميلادية × عدد الأيام الفعلية).

يقصد بعدد الأيام الفعلية هو عدد ايام فترة العضوية المستحق صرف المكافئة عنها.

Article 8: Situations where remunerations should be suspended or reclaimed

The remunerations is suspended or reclaimed in the following situations:

المادة الثامنة: حالات إيقاف صرف المكافآت أو استردادها

يتم إيقاف صرف المكافأة أو استردادها في الحالات التالية:

1. If the company, the Audit committee or the CMA finds that the remuneration disbursed to any member are based on incorrect or misleading information that has been presented to the General Assembly or contained in the Board of Directors' report, it must be returned to the company, and the company has the right to demand its refund.
2. If the General Assembly decides to terminate the membership of absent board members because it does not attend three consecutive meetings or five separate meetings of the Board during the term of his membership without a legitimate excuse accepted by the Board. The member does not deserve remuneration for the period following the last meeting he attended and must return all the remuneration spent on him for that period.

1. إذا تبين للشركة أو للجنة المراجعة أو الهيئة أن المكافآت التي صرفت لأي من الأعضاء مبنية على معلومات غير صحيحة أو مضللة تم عرضها على الجمعية العامة أو تضمنها تقرير مجلس الإدارة فيجب إعادتها للشركة، ويحق للشركة مطالبتها بردها.

2. إذا قررت الجمعية العامة إنهاء عضوية من تغيب عن أعضاء مجلس الإدارة بسبب عدم حضوره ثلاثة اجتماعات متتالية أو خمسة اجتماعات متفرقة للمجلس خلال مدة عضويته دون عذر مشروع يقبله المجلس. فلا يستحق العضو مكافآت عن الفترة التي تلي آخر اجتماع حضره، ويجب عليه إعادة جميع المكافآت التي صرفت له عن تلك الفترة.

Article 9: Disclosure of remuneration

The remuneration of board members and committees shall disclose in the Board's annual report and highlighting any material deviation from the policy.

المادة التاسعة: الإفصاح عن المكافآت

يتم الإفصاح في تقرير مجلس الإدارة السنوي عن تفاصيل المكافآت لأعضاء مجلس الإدارة واللجان المنبثقة منه، وبيان أي انحراف جوهري عن هذه السياسة.


Article 10: Access

This policy shall be effective from June 30, 2024, according to the General Assembly approval.

المادة العاشرة: النفاذ

تكون هذه السياسة نافذة من تاريخ 30 يونيو 2024م، ووفقاً لاعتماد الجمعية العامة للمساهمين.



	شركة جبل عمر للتطوير
	سياسة مكافآت أعضاء مجلس الإدارة واللجان المنبثقة منه
	Board members and its Committees remuneration policy
	الإصدار رقم 5-6 <u>V.56</u>

المادة الأولى: الغرض من السياسة

Article 1: The purpose of the policy

- تهدف هذه السياسة إلى وضع معايير واضحة لمكافآت أعضاء مجلس الإدارة واللجان المنبثقة منه وتحديد جميع المكافآت المستحقة.
- تم إعداد هذه السياسة من قبل لجنة الترشيحات والمكافآت وفقاً لأحكام نظام الشركات ونظام السوق المالية ولوائحهما التنفيذية وأفضل الممارسات المعمول بها. ويتم مراجعتها وتحديثها حسب تقدير اللجنة أو عند حدوث أي تغييرات في المتطلبات التنظيمية ذات الصلة.

المادة الثانية: نطاق التطبيق

Article 2: Scope of application

This policy applies to board members and committees, including members of the Audit committee, and members outside the Board.

تنطبق هذه السياسة على أعضاء مجلس الإدارة واللجان المنبثقة منه، بما في ذلك أعضاء لجنة المراجعة، والأعضاء من خارج المجلس.

المادة الثالثة: تعريفات

Article 3: Definitions

The following words and phrases indicate the meanings described before them unless the context requires otherwise:

تدل الكلمات والعبارات الآتية على المعاني الموضحة أمامها ما لم يقتض السياق خلاف ذلك:

- **المجلس:** مجلس إدارة شركة جبل عمر للتطوير.
- **اللجنة:** يشكل مجلس الإدارة لجاناً متخصصة حسب حاجة الشركة وظروفها وأوضاعها بما يمكنها من تأدية مهامها بفعالية وذلك وفقاً لإجراءات عامة يضعها المجلس تتضمن تحديد مهمة كل لجنة ومدة عملها والصلاحيات المخولة لها خلال هذه المدة وكيفية رقابة مجلس الإدارة عليها.
- **Board:** Board of Directors of Jabal Omar Development Company.
- **Committee:** The Board shall form specialized committees according to the needed depending on the Company's circumstances in order to enable it to effectively perform its duties. in accordance with general procedures developed by the Board, which shall determine the duties, duration and powers of each committee, and the manner in which the Board monitors the activities of each committee

- **العضو التنفيذي:** عضو مجلس الإدارة الذي يكون متفرغاً في الإدارة التنفيذية للشركة ويشارك في الأعمال اليومية لها.
- **Executive Member:** a member of the Board who is a full-time member of the executive management team of the Company and participates in its daily activities
- **العضو غير التنفيذي:** عضو مجلس الإدارة الذي لا يكون متفرغاً لإدارة الشركة ولا يشارك في الأعمال اليومية لها.
- **Non-executive member:** a member of the Board who is not a full-time member of the management team of the Company and does not participate in its daily activities
- **العضو المستقل:** عضو مجلس إدارة غير تنفيذي يتمتع بالاستقلال التام في مركزه وقراراته، ولا تنطبق عليه أي من عوارض الاستقلال المنصوص عليها في لائحة حوكمة الشركات.
- **Independent member:** a non-executive member of the Board who enjoys complete independence in his/her position and decisions and none of the independence affecting issues stipulated in Article 20 of these Regulations apply to him/her.
- **أعضاء اللجان من خارج المجلس:** الخبراء والمختصين من خارج الشركة.
- **المكافآت:** المبالغ والبدلات والأرباح وما في حكمها، والمكافآت الدورية أو السنوية المرتبطة بالأداء، والخطط التحفيزية قصيرة أو طويلة الأجل، وأي مزايا عينية أخرى، باستثناء النفقات والمصاريف الفعلية المعقولة التي تتحملها الشركة عن عضو مجلس الإدارة لغرض تأدية عمله.
- **Remunerations:** amounts, allowances, dividends and the like, periodic or annual bonuses linked to performance, long or short-term incentive plans and any other in-kind benefits except the actual reasonable expenses and fees incurred by the company to enable the Board member to perform his duties.
- **اجتماع:** أي اجتماع للأعضاء ويشمل ذلك اجتماعات مجلس الإدارة واللجان المنبثقة منه والجمعية العمومية وورش العمل ونحو ذلك.
- **Meeting:** Any meeting of members, including meetings of the Board of Directors, its committees , the General Assembly , Workshops and so on.

Article 4: Criteria for determining rewards

المادة الرابعة: معايير تحديد المكافآت

When determining rewards, the following criteria are taken into account:

يراعى عند تحديد المكافآت المعايير التالية:

1. The rewards should be fair and proportionate to the terms of reference, business and responsibilities of the member, in addition to the objectives set by the Board of Directors to be achieved during the fiscal year.
1. أن تكون المكافآت عادلة ومتناسبة مع اختصاصات العضو والأعمال والمسؤوليات التي يقوم بها ويتحملها، بالإضافة إلى الأهداف المحددة من قبل مجلس الإدارة المراد تحقيقها خلال السنة المالية.
2. The rewards must be commensurate with the company's activity and the skill to manage it.
2. أن تكون المكافآت متناسبة مع نشاط الشركة والمهارة اللازمة لإدارتها.
3. be consistent with the magnitude, nature and level of risks faced by the Company;
3. انسجامها مع حجم وطبيعة ودرجة المخاطر لدى الشركة.
4. The reward should be reasonably sufficient to attract, motivate and retain competent and experienced council members.
4. أن تكون المكافأة كافية بشكل معقول لاستقطاب أعضاء مجلس ذوي كفاءة وخبرة مناسبة وتحفيزهم والإبقاء عليهم.
5. take into consideration the practices of other companies in respect of the determination of remunerations and avoid the disadvantages of such comparisons in leading to unjustifiable increases in remunerations.
5. الأخذ في الاعتبار ممارسات الشركات الأخرى في السوق في تحديد المكافآت، مع تفادي ما قد ينشأ عن ذلك من ارتفاع غير مبرر للمكافآت.
6. Taking into account the sector in which the company operates and its size.
6. الأخذ بعين الاعتبار القطاع الذي تعمل فيه الشركة وحجمها.
7. Taking into account the experience, skills and scientific qualifications of board members.
7. الأخذ بعين الاعتبار خبرة أعضاء مجلس الإدارة ومهاراتهم ومؤهلاتهم العلمية.
8. The remuneration must be calculated and disbursed in accordance with this policy.
8. أن يكون احتساب المكافآت وصرفها وفقاً لهذه السياسة.

Article 5: General rules and restrictions

المادة الخامسة: قواعد وقيود عامة

1. A member of the Board of Directors and members of the committees emanating from him may receive a separate compensation or reward for any additional technical, administrative or advisory work or executive positions submitted to the company, provided that such consulting work is provided under a professional license. That remuneration is determined on the recommendation of the Nominations and Remuneration Committee and the approval of the Board of Directors.
2. The remuneration of board members may vary in amount to reflect the member's experience, competences, functions, independence, number of meetings he attends and other considerations.
3. Board members are not entitled to vote on the board members' bonus clause at the General Assembly meeting of shareholders.

1. يجوز لعضو مجلس الإدارة وأعضاء اللجان المنبثقة منه الحصول على تعويض أو مكافأة منفصلة نظير أي أعمال أو مناصب تنفيذية أو فنية أو إدارية أو استشارية إضافية مقدمة للشركة، شريطة أن تقدم تلك الأعمال الاستشارية بموجب ترخيص مهني. ويتم تحديد تلك المكافأة بناء على توصية لجنة الترشيحات والمكافآت وموافقة مجلس الإدارة.
2. يجوز أن تكون مكافآت أعضاء مجلس الإدارة متفاوتة المقدار بحيث تعكس مدى خبرة العضو واختصاصاته والمهام المنوطة به واستقلاله وعدد الجلسات التي يحضرها وغيرها من الاعتبارات.
3. لا يحق لأعضاء مجلس الإدارة التصويت على بند مكافأة أعضاء مجلس الإدارة في اجتماع الجمعية العامة للمساهمين.

Article 6: Details of remuneration

المادة السادسة: تفاصيل المكافآت

Here are the details of the rewards:

فيما يلي تفاصيل المكافآت:

1. The company offers an annual bonus to the Chairman of the Board worth SR ~~350,000~~500,000
2. The company offers an annual bonus to each board member of the Board of Directors worth SR ~~250,000~~400,000
3. The company offers an annual bonus to the Chairman of the Audit committee worth SR 200,000
4. The company offers an annual bonus to each member of the Audit committee of SR ~~125,000~~ 150,000 and if he is from outside the board 250,000 riyals.

1. تقدم الشركة مكافأة سنوية لرئيس مجلس الإدارة بقيمة ~~(350.000)~~ 500,000 ريال.
2. تقدم الشركة مكافأة سنوية لكل عضو من أعضاء مجلس الإدارة بقيمة ~~(250.000)~~ 400,000 ريال.
3. تقدم الشركة مكافأة سنوية لرئيس لجنة المراجعة بقيمة 200,000 ريال.
4. تقدم الشركة مكافأة سنوية لكل عضو من أعضاء لجنة المراجعة بقيمة ~~(125.000)~~ 150,000 ريال. وفي حال كان العضو من خارج المجلس 250,000 ريال.

5. The company offers an annual bonus to the Chairman of other committees of the Board of Directors worth SR 150,000 تقدم الشركة مكافأة سنوية لرؤساء اللجان الأخرى المنبثقة من مجلس الإدارة بقيمة 150,000 ريال.
6. The company offers an annual bonus to the member ~~from outside the Board~~ in other committees of the Board of Directors worth SR 125,000 of other committees of the Board of Directors -whether the member is from inside or outside the Board- worth SR 100,000 تقدم الشركة مكافأة سنوية للعضو ~~من خارج المجلس~~ في اللجان الأخرى المنبثقة من مجلس الإدارة - سواء كان العضو من داخل أو خارج المجلس - بقيمة (125,000-100,000) ريال.
7. The company secures travel tickets for members residing outside the area in which the meeting is held for internal or external flights in business class or first class (in the event that a seat in business class is not available). If the ticket is purchased by the member, an expense allowance will be paid to the member as follows:
 - An amount of SR 2,500 riyals for domestic flights.
 - An amount of SR 5,000 riyals for trips to one of the Gulf Cooperation Council countries or Arab countries.
 - An amount of SR 10,000 riyals for trips to any other country.

The above-mentioned allowance is calculated once for all meetings held on one day or during consecutive days, and this includes the meetings of all other committees.

7. تقوم الشركة بتأمين تذاكر السفر للأعضاء المقيمين خارج المنطقة التي يعقد فيها الاجتماع للرحلات الداخلية أو الخارجية على درجة رجال الأعمال أو الدرجة الأولى (في حال عدم توفر مقعد على درجة رجال الأعمال). وفي حال تم شراء التذكرة من قبل العضو فيتم دفع بدل مصروف للعضو على النحو التالي:

 - مبلغ 2,500 ريال عن الرحلات الداخلية.
 - مبلغ 5,000 ريال للرحلات إلى أحد دول مجلس التعاون الخليجي أو الدول العربية.
 - مبلغ 10,000 ريال للرحلات إلى أي دولة أخرى.

يتم احتساب البديل المذكور أعلاه مرة واحدة عن كل الاجتماعات المنعقدة في يوم واحد أو خلال أيام متتالية ويشمل ذلك اجتماعات كافة اللجان الأخرى.
1. The company secures accommodation for for members residing outside the area in which the meeting is held in an executive room or a small suite (if an executive room is not available) in five-star hotels for a period of one or two nights maximum for each meeting, whether the meeting is inside or outside the Kingdom. If accommodation is secured by the member, he will be paid an allowance for one or two nights maximum for each meeting as follows:
 - An amount of SR 1,500 riyals if the meeting is within the Kingdom.

8. تقوم الشركة بتوفير الإقامة للأعضاء المقيمين خارج المنطقة التي يعقد فيها الاجتماع في غرفة تنفيذية أو جناح صغير (في حال عدم توفر غرفة تنفيذية) بفنادق فئة الخمس نجوم لمدة ليلة واحدة أو ليلتين كحد أقصى عن كل اجتماع، سواء كان الاجتماع داخل المملكة أو خارجها، وفي حال تم تأمين الإقامة من قبل العضو فيتم دفع بدل مصروف له ولمدة ليلة واحدة أو ليلتين كحد أقصى عن كل اجتماع على النحو التالي:

 - مبلغ 1,500 ريال في حال كان الاجتماع داخل المملكة.
 - مبلغ 2,500 ريال في حال كان الاجتماع خارج المملكة.

- An amount of SR 2,500 riyals if the meeting is outside the Kingdom.

For the purpose of calculating the allowance mentioned in this paragraph, all meetings held on one day are considered one meeting, and this includes the meetings of all other committees.

ولغرض احتساب البدل المذكور في هذه الفقرة، تعد كل الاجتماعات المنعقدة في يوم واحد على أنها اجتماع واحد ويشمل ذلك اجتماعات كافة اللجان الأخرى.

7.2. A remuneration for the secretary will be paid a lump sum of SR 3,000 for each meeting, except if the secretary is an employee of the company.

7.2. تصرف مكافأة لأمين السر مبلغ مقطوع وقدره 3,000 ريال عن كل اجتماع ويستثنى من ذلك في حال كان أمين السر موظفاً في الشركة.

Article 7: Entitlement, mechanism and times of disbursement of rewards

المادة السابعة: الاستحقاق وآلية وأوقات صرف المكافآت

1. The member is entitled to the reward from the start of the session of the Council and the committees emanating from it or from the date of the decision to join the Board or committee until the end of those sessions or from the date of the decision to approve the resignation or removal of the member.
2. The procedures for cashing bonuses are prepared by the governance sector and the obligation to be approved by the CEO.
3. The annual bonus for board members and committees emanating from it is disbursed quarterly.
4. Member's dues are paid without delay if his or her membership expires.
5. The mechanism for calculating annual remuneration for board members and committees arising from it if they join or end their membership during the session is as follows:

1. يستحق العضو المكافأة اعتباراً من تاريخ بداية دورة المجلس واللجان المنبثقة منه أو من تاريخ صدور قرار انضمام العضو للمجلس أو اللجنة وحتى نهاية تلك الدورات أو من تاريخ صدور قرار الموافقة على استقالة العضو أو عزله.
2. يتم إعداد إجراءات صرف المكافآت من قبل قطاع الحوكمة والالتزام على أن يتم اعتماد أمر صرفها من قبل الرئيس التنفيذي.
3. يتم صرف المكافأة السنوية الخاصة بأعضاء مجلس الإدارة واللجان المنبثقة منه بشكل ربع سنوي.
4. يتم صرف مستحقات العضو دون تأخير في حال انتهاء عضويته.
5. تكون آلية احتساب المكافآت السنوية لأعضاء مجلس الإدارة واللجان المنبثقة منه في حال انضمامهم أو انتهاء عضويتهم أثناء الدورة على النحو التالي:

(The annual bonus value of the member ÷ the number of days of the new year × the number of actual days). (قيمة المكافأة السنوية للعضو ÷ عدد أيام السنة الميلادية × عدد الأيام الفعلية).

The number of actual days is the number of days of the membership period for which the equivalent is due. يقصد بعدد الأيام الفعلية هو عدد أيام فترة العضوية المستحق صرف المكافئة عنها.

Article 8: Situations where remunerations should be suspended or reclaimed المادة الثامنة: حالات إيقاف صرف المكافآت أو استردادها

The remunerations is suspended or reclaimed in the following situations: يتم إيقاف صرف المكافأة أو استردادها في الحالات التالية:

1. If the company, the Audit committee or the CMA finds that the remuneration disbursed to any member are based on incorrect or misleading information that has been presented to the General Assembly or contained in the Board of Directors' report, it must be returned to the company, and the company has the right to demand its refund. إذا تبين للشركة أو للجنة المراجعة أو الهيئة أن المكافآت التي صرفت لأي من الأعضاء مبنية على معلومات غير صحيحة أو مضللة تم عرضها على الجمعية العامة أو تضمنها تقرير مجلس الإدارة فيجب إعادتها للشركة، ويحق للشركة مطالبة بردها.
2. If the General Assembly decides to terminate the membership of absent board members because it does not attend three consecutive meetings or five separate meetings of the Board during the term of his membership without a legitimate excuse accepted by the Board. The member does not deserve remuneration for the period following the last meeting he attended and must return all the remuneration spent on him for that period. إذا قررت الجمعية العامة إنهاء عضوية من تغيب من أعضاء مجلس الإدارة بسبب عدم حضوره ثلاثة اجتماعات متتالية أو خمسة اجتماعات متفرقة للمجلس خلال مدة عضويته دون عذر مشروع يقبله المجلس. فلا يستحق العضو مكافآت عن الفترة التي تلي آخر اجتماع حضره، ويجب عليه إعادة جميع المكافآت التي صرفت له عن تلك الفترة.

Article 9: Disclosure of remuneration

المادة التاسعة: الإفصاح عن المكافآت

The remuneration of board members and committees shall disclose in the Board's annual report and highlighting any material deviation from the policy.

يتم الإفصاح في تقرير مجلس الإدارة السنوي عن تفاصيل المكافآت لأعضاء مجلس الإدارة واللجان المنشقة منه، وبيان أي انحراف جوهري عن هذه السياسة.

Article 10: Access

المادة العاشرة: النفاذ

This policy shall be effective from June 30, 2024, ~~according to the date of~~ the General Assembly ~~approved~~approval.

تكون هذه السياسة نافذة من تاريخ 30 يونيو 2024م، وفقاً ~~للاعتناء اعتمادهما من قبل~~ الجمعية العامة للمساهمين.



البند الثالث



Social Responsibility Policy

Version 1

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Document Review

Sequence of versions

Date	Author	Version
1.0	JODC	August 2024

This document has been prepared by:

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Approved:

Accreditation Institution	Adoption Date	Decision Number
Board of Directors		



1. Introduction

This policy has been prepared in accordance with the articles related to social responsibility stipulated in the Corporate Governance Regulations issued by the Capital Market Authority.

Since its inception and from the vicinity of Al-Masjid Al-Haram , Jabal Omar Development Company has sought to contribute to social responsibility programs in a number of fields and activities for various segments of society, with the aim of achieving sustainable development for society in general and its employees in particular, and in line with the Vision 2030 of the Kingdom of Saudi Arabia.

2. Purpose of the policy

Achieving a balance between the company's objectives and the goals that the community aspires to achieve in order to develop the social and economic conditions of the community.

3. Social Work Initiatives

The Board of Directors sets up programs and determines the means necessary to launch the Company's initiatives in the field of social work, including:

- Develop measurement indicators linking the company's performance to its initiatives in social work, and compare this with other companies with similar activity.
- Disclosing the social responsibility objectives adopted by the company to its employees, raising their awareness and educating them about them.
- Disclosure of plans to achieve social responsibility in periodic reports related to the company's activities.
- Develop awareness programs for the community to introduce the company's social responsibility.

The executive management follows up the implementation of the programs and initiatives approved by the Council.

4. Areas of social responsibility programs and initiatives

The company contributes to programs and initiatives in a number of areas and activities, including but not limited to:

- Programs and initiatives for pilgrims and Umrah performers.
- Provide support for charity organizations programs.
- Cooperating with universities and academic institutions and providing cooperative training opportunities to qualify graduates of these entities.
- Sponsoring social, educational, health, economic and environmental events, programs and activities.
- Environmental, health and safety conservation.

5. Balancing Social Responsibility Programs and Initiatives

The Board of Directors shall allocate a budget for social responsibility programs and initiatives, which shall be disbursed in accordance with the matrix of powers approved by the Board of Directors.

6. Access

This policy shall be effective from the date of its adoption by the General Assembly.