

**The articles proposed to be amended in the Regulations, Conditions, Criteria and Procedures for Board Membership of Tabuk Agricultural Development Company in accordance with the new Companies Law and the amended Regulations of the Capital Market Authority**

<b>Article before the amendment</b>	<b>Reviews</b>	<b>Article after amendment</b>	<b>Reviews</b>
<b>Address</b> Board Membership Policy, Criteria and Procedures		<b>Address</b> List of conditions, criteria and procedures for membership of the Board of Directors	
<b>Introduction:</b>		<b>Bookmark:</b>	

In line with the Corporate Governance Regulations issued by the Capital Market Authority, which stipulates that one of the main functions of the Board of Directors is to "set clear and specific policies, standards and procedures for membership in the Board of Directors and put them into effect after the approval of the Assembly." This policy is based on the Companies Law, Corporate Governance Regulations and Articles of Association.

The Terms of Conditions, Standards and Procedures for Board Membership of Tabuk Agricultural Development Company has been prepared pursuant to the Corporate Governance Regulations issued by the Board of the Capital Market Authority based on the Companies Law and its Executive Bylaws.

Therefore, the Board of Directors of Tabuk Agricultural Development Company, according to its powers, decided to issue a list of conditions, standards and procedures for membership of the Board of Directors, provided that this regulation includes clear and specific conditions, standards and procedures for membership in the Board of Directors of the company, as well as policies, rules and criteria for candidacy for membership and the procedures that the company must follow in selecting the members of the Board of Directors and the provisions related to it and cases of termination or termination of membership in the Board of Directors Management, provided that these bylaws

		are presented to the General Assembly of Shareholders at its first meeting for approval.	
--	--	--	--

**Article I : Definitions**

The words and phrases contained in this Policy shall have the meanings assigned to it unless the context otherwise requires.

**Regulations:** Regulation of conditions, criteria and procedures for membership of the Board of Directors in Tabuk Agricultural Development Company

**Authority:** The Capital Market Authority.

**Company:** Tabuk Agricultural Development Company, a Saudi joint stock company, Commercial Registration No. (3550005403) issued on 14/08/1404H.

**Companies Law:** Companies Law issued by Royal Decree No. (M/132) dated 01/02/1443 AH.

**Executive Bylaws:** The Executive Bylaws of the Companies Law for Listed Joint Stock Companies issued by the Board of the Capital Market Authority pursuant to Resolution No. 8-127-2016 Dated 16/1/1438H as amended by CMA Board Resolution

New  
article

No. 8-5-2023 dated 25/06/1444H corresponding to 18/01/2023G.

**Corporate Governance Regulations:** Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. 8-16-2017 Dated 16/5/1438H as amended by CMA Board Resolution No. 8-5-2023 dated 25/06/1444H corresponding to 18/01/2023G.

**Articles of Association :** Articles of Association of Tabuk Agricultural Development Company

**General Assembly:** The general assembly held in the presence of the company's shareholders in accordance with the Companies Law and the Company's Articles of Association.

**Board of Directors or Board:** The Board of Directors of Tabuk Agricultural Development Company.

**Chairman of the Board of Directors :** Chairman of the Board of Directors of Tabuk Agricultural Development Company

**Committee:** Remuneration and Nomination Committee at Tabuk Agricultural Development Company

**Chief Executive Officer:** He is the person appointed by the Board to manage the company and implement its work policy.

**Managing Director:** Member of the Board of Directors of the company assigned by the Board to follow up the affairs of the executive management and general supervision of its work.

**Members:** Executive, non-executive, independent and committee members.

**Executive Member:** A member of the Board of Directors who is full-time to manage the Company, participates in its daily business, and receives a monthly or annual salary from it.

**Non-Executive Member :** A member of the Board of Directors who is not full-time to manage the Company, does not participate in the daily business

of the Company and does not receive a monthly or annual salary from it.

**Independent Member:** A non-executive board member who enjoys full independence in his position and decisions, and does not apply to the symptoms of independence.

**Senior Executives :** They are the CEO, his deputies, general managers and the like, who are responsible for implementing the company's strategic decisions

**Relatives or kinship :**

- Parents, grandparents and grandmothers, albeit higher.
- The children, and their children, even if they descend
- Brothers and sisters, siblings, father, or mother.
- Husbands and wives.

**Holding Company:** A joint stock company, a simplified joint stock company or a limited liability

company that establishes companies or owns shares or shares in existing companies that become affiliated to it in accordance with the provisions of the Companies Law and its implementing regulations.

**Major shareholders:** Anyone who owns 5% or more of the company's shares or voting rights therein.

**Control share:** The ability to influence the actions or decisions of another person, directly or indirectly, individually or collectively with a relative or follower by:

- (a) Owning 30% or more of the voting rights in a company.
- (b) The right to appoint (30%) or more members of the administrative body.

The "Glossary of Terms Used in the Regulations and Rules of the Capital Market Authority" is a reference to the undefined terms contained in this Regulation.

<p><b>1- Criteria and procedures for nomination for membership in the Board of Directors:</b></p> <p>1-1 Criteria for membership in the Board of Directors:</p> <p>In general, the person nominated for membership of the Board of Directors must have distinguished administrative and leadership experience in the field of business administration, academic field or public work, and must have sufficient education, culture and multiple experiences that qualify him to participate effectively in the performance of the work of the Board, and enjoy good health fitness, in addition to that the membership of the Board of Directors meets the following selection criteria:</p> <p><b>I. Qualifications:</b></p> <p>The member must have a basic university education qualification at a minimum, preferably in the field of activity in which the company, economics or business administration operates.</p> <p><b>II. Experiences:</b></p>	<p><b>It was separated in the second article with the amendment</b></p>	<p><b>Article Two: Conditions and criteria for candidacy for membership of the Board of Directors</b></p> <p>Each shareholder has the right to nominate himself or one or more of the shareholders or others for membership of the Board of Directors, provided that the member of the Board of Directors has the necessary experience, knowledge, skill, personal and professional qualities, health fitness and independence, to enable him to exercise his duties efficiently and participate effectively in the performance of the work of the Board, provided that the General Assembly when electing the members of the Board of Directors takes into account the recommendations of the Company's Nomination and Remuneration Committee. According to the following conditions and criteria:-</p> <p>First: The member must have a university education qualification as a minimum, preferably in the field of activity in which the company, economy or business administration operates.</p>	
---	---	---	--

<p>A member of the Board must have one or a number of the following experiences:</p> <ol style="list-style-type: none"> <li>1. The person nominated for Board membership must have experience in boards of directors or senior executive positions in similar companies in the private or public sector.</li> <li>2. To have knowledge and experience in technologies related to the company's fields of work.</li> <li>3. To have experience in risk management.</li> <li>4. Have previous experience as an independent internal auditor or certified auditor.</li> </ol> <p><b>III.Skills:</b></p> <p>The member must have the necessary skills in the following areas:</p> <ol style="list-style-type: none"> <li>1. Administrative leadership and decision-making</li> <li>2. Information Technology</li> <li>3. Project Management</li> <li>4. Financial and statistical analysis</li> </ol>		<p>Second: - The candidate should not have been previously convicted under a final judgment of a crime involving moral turpitude and dishonesty, nor should he have been issued a final decision against him that is not subject to appeal by the Capital Market Authority or any judicial or supervisory authority stating that he violated the Companies Law or the Capital Market Law and Regulations.</p> <p>Third: - He shall not be insolvent, bankrupt or become unfit for membership of the Board in accordance with any system or instructions in force in the Kingdom.</p> <p>Fourth: The candidate should not be a member of the boards of directors of more than five (5) joint stock companies listed on the market at the same time.</p> <p>Fifth: - The candidate must enjoy health fitness by not having a health impediment that hinders him from exercising his duties and competencies.</p> <p>Sixth: - Not to have a direct or indirect interest in the business and contracts concluded for the company's</p>	
---	--	--	--

<p>5. External Communications</p> <p>6. Time and crisis management</p> <p>7. Corporate Governance</p> <p>8. Adequate knowledge of the corporate system</p> <p>9. Ability to work together within the framework of one team</p> <p>10. Independence by being impartial and objective in decision-making.</p> <p>11. Financial knowledge by being able to read and understand financial data and reports as well as the ratios used to measure performance.</p> <p>12. Integrity, honesty and commitment He should not have been convicted of a crime involving moral turpitude and dishonesty, nor should he have been convicted of a decision by the Capital Market Authority or any judicial or supervisory authority stating that he violated the Companies Law or the Capital Market Law and Regulations.</p>		<p>account and not to be involved in a business that would compete with the company or compete with it in one of the branches of the activity it engages.</p> <p>Seventh: - The ability to lead by having leadership skills that qualify him to grant powers in a way that leads to motivating performance and applying best practices in the field of effective management and adherence to professional values and ethics.</p> <p>Eighth: - Financial knowledge by being able to read and understand financial data and reports, as well as the ratios used to measure performance.</p> <p>Ninth: - The candidate should be able to allocate sufficient time and effort to manage the company's business with good performance and according to the best standards.</p> <p>Tenth: The Nomination and Remuneration Committee, with the approval of all its members, based on a written report explaining the reasons and justifications, shall have the right to exclude any</p>	
--	--	---	--

<p>13. Part-time and commitment to allocate sufficient time to participate in the management of the company's affairs through the meetings of the Board of Directors and Board Committees in order to achieve the desired interest of the company. Acquiring membership status for the Board of Directors shall not prevent a member from participating in the membership of the boards of directors of other companies, unless this leads to a decrease in the efficiency and effectiveness of his participation in the work of the Board of Directors or to a conflict of interest.</p> <p>14. The candidate should not have been removed from the board of directors of another company.</p> <p>15. If the candidate has previously served as a member of the Board of Directors of the Company, his attendance at the meetings of the Board in the previous session of</p>	<p><b>It was separated in the third article with the amendment</b></p>	<p>candidate for membership of the Board of Directors for the following:</p> <p>1- If the purpose of his candidacy is to achieve the interests of the group he represents without the interest of the company, which cannot be impartial, independent or objective in decision-making, if he becomes a member of the Board of Directors.</p> <p>2- His candidacy must be in violation of the relevant laws, regulations and instructions.</p> <p>Eleventh: The independent member must enjoy full independence in his position and decisions, and none of the symptoms of independence stipulated in the corporate governance regulations apply to him.</p>	
--	--	---	--

nomination shall not be less than 50% of the total meetings in the session.

**1-2 Nomination Procedure:**

A. Nomination documents must include the following:

1. The candidate's name is three, his date of birth, the number of shares he owns in the company and his address.
2. The curriculum vitae and academic certificates obtained by the candidate, the date of obtaining each certificate and the educational body granting it.
3. The candidate's professional experience, including the positions he held during the past five (5) years in the field of work of joint stock companies (if any), clarification of whether the candidate is an executive employee in the company, and clarification of his previous and current memberships.

<p>4. A list of the companies and entities to which the candidate belongs or has interests, including the number of shares he owns in their capital.</p> <p>5. A statement of the number and date of the boards of directors of the companies in which he was a member (if any).</p> <p>6. Companies and institutions that he participates in managing or owning, directly or indirectly, and that carry out business similar to that of the company.</p> <p>7. A list of persons related to the candidate from the members of the Board of Directors or executives of the company and its subsidiaries, specifying the degree of kinship if any.</p> <p>8. The written approval of the candidate for his election to the Board of Directors and a signed acknowledgment that his application meets the conditions mentioned in this policy.</p>	<p><b>It was separated in the third article with the amendment</b></p>		
--	--	--	--

<p>B. If the candidate has previously served as a member of the company's board of directors, he must indicate the following:</p> <ol style="list-style-type: none"> <li>1. The number of meetings of the Board of Directors that took place during each year of that session in which he was a member, the number of meetings attended by the member originally, and the percentage of his attendance at all meetings.</li> <li>2. The standing committees in which the member participated, the number of meetings held by each of those committees during each year of that session in which he was a member, the number of meetings attended by Asala and the ratio of his attendance to the total meetings.</li> <li>3. A summary of the financial results achieved by the company during each of the years of the course in which he was a member.</li> </ol> <p>1-3 Procedures for Electing the Members of the Board of Directors:</p>			
---	--	--	--

<p>I. The Company shall publish the nomination announcement on the Company's website, the Capital Market website (Tadawul) and any other means specified by the Competent Authority to invite persons wishing to run for membership of the Board of Directors, provided that the nomination door remains open for at least one month from the date of the announcement.</p> <p>II. Shareholders wishing to nominate for membership of the Board of Directors and who meet the conditions of membership mentioned above submit nomination applications and fill out the forms prepared for this, and also the General Assembly of Shareholders may submit the names of candidates for membership of the Board to the Nomination and Remuneration Committee, which in turn shall conduct the necessary measures to evaluate the candidates.</p>			
---	--	--	--

<p>III. After the expiry of the deadline for submitting nominations for membership of the Board of Directors in accordance with the above, the Nomination and Remuneration Committee shall review the submitted nominations and determine a list of candidates who meet the criteria mentioned in this Article.</p> <p>IV. The nominated person is required to submit an application attached to the nomination documents mentioned in Article 2-2 above and discharged in Form No. (3) issued by the Capital Market Authority.</p> <p>V. The Nomination and Remuneration Committee evaluates applicants based on the criteria adopted in this regard, selects a short list of interviews and then determines a final list of recommended candidates for membership of the Board.</p> <p>VI. The number of candidates for the Board of Directors whose names are presented to the</p>			
---	--	--	--

<p>General Assembly must exceed the number of available seats so that the General Assembly has the opportunity to choose from among the candidates.</p> <p>VII. The Nomination and Remuneration Committee shall complete the nomination requirements according to the system and prepare a complete file for each member of the Board so that it can be submitted to the Ministry of Commerce and Investment and the Capital Market Authority if requested to do so within the framework of its governance procedures.</p> <p>VIII. The Nomination and Remuneration Committee recommends the final list of candidates for approval or amendment to the Board of Directors and then submits the final list to the General Assembly of the company that selects from them, after obtaining the</p>			
--	--	--	--

<p>necessary approvals from the concerned authorities.</p> <p>IX. Voting in the General Assembly meetings of the Company shall be limited to the selection of persons who have nominated themselves for membership of the Board of Directors of the Company, who meet the conditions specified by the Company and have been approved by the official authorities and their information has been announced in accordance with paragraph (21-2-3) (a) above, and it is not permissible to vote on other persons.</p> <p>X. A legal person who is entitled according to the company's articles of association to appoint representatives to the board of directors may not vote on the selection of other members of the board of directors.</p> <p>XI. The Nomination and Remuneration Committee may recommend to the Board the re-election of some of the current members in</p>			
---	--	--	--

<p>the event that they do not object to doing so based on the annual performance evaluation, provided that no re-nomination and election of any of the members of the Board who are frequently absent from the meetings of the Board is recommended.</p> <p>XII. The Nomination and Remuneration Committee shall provide all data and documents related to the members nominated for membership of the Board in case requested by the General Assembly.</p> <p>XIII. The Company shall notify the persons selected for the membership of the Board and take the necessary action regarding the process of familiarizing them with their tasks and training.</p> <p>XIV. The company sends letters of apology to people who have exceeded the choice taking into account the possibility of benefiting from their services at other times.</p>			
---	--	--	--

<p>XV. The Company shall notify the Capital Market Authority of the names of the members of the Board of Directors and their membership qualities within five (5) working days from the date of commencement of the Board of Directors' session or from the date of their appointment, whichever is earlier, and any changes to their membership within five (5) days from the date of the changes.</p>			
		<p><b>Article Three: Nomination Applications and Procedures</b></p> <p><b>First: Nomination Applications</b></p> <p>The candidacy application must include the following documents:</p> <p>1- The candidate's name, date of birth, number of shares owned in the company and his address, accompanied by all supporting documents.</p> <p>2- The curriculum vitae and scientific certificates obtained by the candidate, the date of obtaining each</p>	

certificate and the educational body granting it, accompanied by all the supporting documents.

3- The candidate's professional experience, including the positions he held during the past five (5) years in the field of work of joint stock companies (if any), clarifying whether the candidate is an executive employee in the company, and clarifying his previous and current memberships.

4- A list of the companies and entities to which the candidate belongs or has interests, including the number of shares he owns in their capital.

5- A statement of the number and date of the boards of directors of the companies in which he was a member (if any).

6. Companies and institutions that he participates in managing or owning, directly or indirectly, and who practice business similar to the company's business.

7. A list of persons related to the candidate from the members of the Board of Directors or executives of

the company and its subsidiaries, specifying the degree of kinship if any.

8- The candidate must disclose in his candidacy application for membership of the Board of Directors any current or future conflicts of interest that may occur, including:

a) Participation in a business that would compete with the company or compete with it in one of the branches of the activity it engages.

b) The existence of a direct or indirect interest in the business and contracts concluded for the account of the company for which he wishes to run for the Board of Directors.

9. The written approval of the candidate for his election to the membership of the Board of Directors and a signed acknowledgment that his application fulfills the conditions mentioned in this policy.

10. If the candidate has previously served as a member of the company's board of directors, he must indicate the following:

- |  |  |  |
|--|--|--|
|  | <p>a) The number of meetings of the Board of Directors that took place during each year of that session in which he was a member, the number of meetings attended by the member in person and the percentage of his attendance at all meetings.</p> <p>b) The standing committees in which the member participated, the number of meetings held by each of those committees during each year of that session in which he was a member, the number of meetings he attended originally, and the percentage of his attendance to the total meetings.</p> <p>c) The classification and nature of its membership must be clarified, i.e. whether the member is executive, non-executive or independent. Whether the member is a candidate in his personal capacity or a representative of a legal person.</p> <p>11- The application for candidacy for membership of the Board shall be submitted to the attention of the Secretary of the Nomination and Remuneration Committee.</p> |  |
|--|--|--|

12- Fill out the Capital Market Authority form, which can be obtained from the Capital Market website for the candidate's CV for membership of the Board of Directors of a listed joint stock company , and any other forms and submit any documents required by the relevant laws, regulations and instructions.

**Second: Nomination Procedures**

1. The Company shall publish the nomination announcement on the Company's website, the Capital Market website (Tadawul) and any other means determined by the Competent Authority to invite persons wishing to nominate for membership of the Board of Directors, provided that the nomination door remains open for at least one month from the date of the announcement.

2- Each candidate for membership of the Board of Directors must submit an application for candidacy to the company during the announced nomination period, and the CVs of the applicants for

membership are reviewed and evaluated and personal interviews are conducted by the Nomination and Remuneration Committee, and then determine a final list of recommended candidates for membership of the Board in accordance with the policies and criteria mentioned above after ensuring that the previous conditions and any other conditions required by the regulations are met in the candidates for membership of the Board of Directors.

3. The number of candidates for the Board of Directors whose names are presented to the General Assembly shall exceed the number of available seats so that the General Assembly has the opportunity to choose from among the candidates.

4- The Nomination and Remuneration Committee, in coordination with the Company's Executive Management, shall provide the Capital Market Authority with the CVs of the candidates for membership of the Board of Directors of the

Company in accordance with the CV form of the candidate for membership of the Board of Directors of a joint stock company listed on the Saudi Stock Exchange (Tadawul) after approval by the competent authority, and the Nomination and Remuneration Committee shall implement any observations received from the competent authorities about any candidate.

5- The Nomination and Remuneration Committee shall recommend the final list of candidates for the Board of Directors for approval or amendment and then submit the final list to the general assembly of the company that is in the process of selecting from them, after obtaining the necessary approvals from the concerned authorities.

6- The company shall announce on the market's website information about the candidates for membership of the Board of Directors when publishing or sending the invitation to the General Assembly, provided that such information includes

a description of the candidates' experiences, qualifications, skills, jobs and previous and current memberships, and the company shall provide a copy of this information at its head office and website.

7- Cumulative voting must be used in the election of the Board of Directors, so that the voting right for the share may not be used more than once.

8- Voting in the meetings of the General Assembly of the Company is limited to the selection of persons who have nominated themselves for membership of the Board of Directors of the Company, who meet the conditions specified by the Company and have been approved by the official authorities and their information has been announced and it is not permissible to vote on other persons.

9- A legal person who is entitled according to the company's articles of association to appoint representatives to the board of directors may not vote on the selection of other members of the board of directors.

10- The Nomination and Remuneration Committee may recommend to the Board the re-election of some of the current members in the event that they do not object to doing so based on the annual performance evaluation, provided that no renomination and election of any of the members of the Board who are frequently absent from the meetings of the Board is recommended.

11. The Nomination and Remuneration Committee shall provide all data and documents related to the members nominated for membership of the Board in the event of its request from the General Assembly.

12. The company shall notify the persons selected for membership of the Board and take the necessary action with regard to the process of familiarizing them with their tasks and training.

13. The Company shall notify the Capital Market Authority of the names of the members of the Board of Directors and their membership qualities within five (5) working days from the date of

		<p>commencement of the Board of Directors session or from the date of their appointment, whichever is earlier, and any changes to their membership within five (5) days from the date of the changes.</p>	
		<p><b>Article Four: Duties and Obligations of a Board Member</b></p> <p>Each member of the Board of Directors shall abide by the duties of care and loyalty, including, in particular, the following:</p> <p>1- Exercising the duties within the limits of the prescribed powers: A member of the Board of Directors shall exercise his duties and powers in managing the company and directing its work within the limits of his prescribed powers in accordance with the provisions of the Companies Law, its executive regulations, the company's articles of association and other relevant regulations, in order to achieve the purposes for which he was granted those powers.</p>	<p><b>New article</b></p>

2- Working on the interest of the company and enhancing its success: A member of the Board of Directors shall abide by the following:

a) Act in good faith in the interest of the company and all shareholders and not to put his personal interest ahead of the interest of the company and its shareholders, taking into account the rights of other stakeholders.

b) Ensuring that everything that would enhance the company's success, development and value for the benefit of its shareholders in the long term.

3- Making or voting decisions independently: A member of the Board of Directors must exercise his duties objectively and independently with regard to the management and decision-making of the company, and avoid situations that affect his independence in making decisions or when voting on them.

4- Exerting reasonable and expected care, attention, diligence and skill: A member of the Board of

Directors shall perform his duties and responsibilities in accordance with the Companies Law, the Capital Market Law and their Implementing Regulations, the Company's Articles of Association and other relevant regulations, and in accordance with the care and care that must be exercised by the careful person with the general knowledge, skill and experience possessed by the member of the Board of Directors himself, and those expected of those who perform the same functions performed by that member.

5- Avoiding Conflict of Interest: A member of the Board of Directors must avoid transactions and cases in which he has a direct or indirect interest that conflicts or may conflict with the interest of the company, and abide by the provisions of the conflict of interest contained in the Companies Law and its implementing regulations.

6- Disclosure of any interest he has directly or indirectly in the business and contracts made for the

		<p>company's account: A member of the Board of Directors shall be obliged to disclose any interest he has directly or indirectly in the business and contracts concluded for the company's account as soon as he becomes aware of them, and he must abide by the provisions for disclosure of interest in works and contracts contained in the Companies Law and its implementing regulations.</p> <p>7- Not to accept any benefit granted to him by third parties in relation to his role in the company: A member of the Board of Directors must not exploit his position and the tasks and powers that he has as a member of the Board of Directors in any way to obtain benefits or accept any benefit granted to him by others in exchange for performing a certain work or refraining from performing a specific work.</p>	
<p>2- Termination of the membership of the members of the Board of Directors and the rules for the</p>		<p><b>Article Five: Termination of the membership of the Board or one of its members</b></p>	

<p>election of members of the Board of Directors in the event of a vacancy:</p> <p>2-1 The General Assembly of Shareholders may at any time dismiss all or some of the members of the Board of Directors, without prejudice to the right of the dismissed member to claim compensation from the Company if the dismissal occurs for an unacceptable justification or at an inappropriate time, and in return the member of the Board of Directors may have the right to retire provided that this is at a decent time, otherwise he shall be liable by the Company.</p> <p>2-2 The membership of the Board of Directors shall expire at the end of the term of the Board, and if the position of one of the members of the Board becomes vacant during the term of the Board, the Board may temporarily appoint a member of the vacant position based on a recommendation from the Nomination and</p>		<p>First: The membership of the Board shall expire at the end of the term prescribed for it, which is four years from the date of its election by the General Assembly.</p> <p>Second: - The General Assembly of Shareholders may at all times dismiss all or some of the members of the Board of Directors, without prejudice to the right of the dismissed member to claim compensation from the company if the dismissal occurs for an unacceptable justification or at an inappropriate time, and in return the member of the Board of Directors may have the right to retire, provided that this is at a decent time, otherwise he is responsible by the company.</p> <p>Third: The membership of a member of the Board shall expire before the end of the term of the Board for one of the following reasons :</p> <p>1 - By the death of the member or illness disabled or impeding the member to perform his duties in the Board .</p>	
---	--	--	--

<p>Remuneration Committee, provided that the Capital Market Authority is notified within five (5) days from the date of appointment and that his appointment is submitted to the first general assembly following his approval or the election of others, provided that the new member completes the term of his predecessor and if the number of members of the Board of Directors falls below the minimum. Within sixty days, the Ordinary General Assembly shall be called to elect the necessary number of members.</p> <p>2-3 If the members of the Board of Directors submit their resignations or if the General Assembly is unable to elect a Board of Directors for the Company, the Board of the Capital Market Authority shall form a temporary committee with experience and competence as it deems appropriate and appoint a Chairman and a Vice-Chairman from among its members to supervise the management of the Company</p>		<p>2 - The submission of the member's resignation.</p> <p>3 . The General Assembly may, upon the recommendation of the Board of Directors, terminate the membership of any member who is absent from attending three consecutive meetings or five separate meetings during his term of office without a legitimate excuse acceptable to the Board of Directors.</p> <p>4 . If he is convicted of a crime involving moral turpitude and dishonesty, and if he is declared bankrupt.</p> <p>5 - If he violates his duties in a manner that harms the interest of the company, subject to the approval of the General Assembly.</p> <p>6 - If he is elected to the Board of Directors of more than five joint stock companies</p> <p>7 - The member has a business that conflicts with the interests of the company or harms its interest.</p> <p>8 - To practice or participate in a business competing with the company's business and</p>	
--	--	---	--

<p>and invite the General Assembly to meet within a period not exceeding three months from the date of forming the Committee to elect a new Board of Directors for the Company, and the Chairman and members of the Committee shall be granted remuneration at the expense of the Company in accordance with Decided by the Board of the Capital Market Authority.</p>		<p>operations unless it obtains the approval of the General Assembly to do so.</p> <p>Fourth: Upon the termination of the membership of a member of the Board of Directors by any of the methods of termination of membership, the company must notify the Authority and announce on the Capital Market website (Tadawul) immediately with a statement of the reasons for this.</p>	
<p>2-4 Membership in the Board of Directors shall expire before the end of the term of the Board for one of the following reasons:</p> <p>I. Upon the death of the member or illness incapacitating or hindering the member to perform his duties in the Board.</p> <p>II. The member fails to attend three (3) consecutive meetings without an excuse acceptable to the Board of Directors.</p> <p>III.If he is adjudicated for bankruptcy.</p>		<p><b>Article Six: Vacancy of one of the seats of the Board of Directors</b></p> <p>1. If the position of one of the members of the company's board becomes vacant and such vacancy does not result in a breach of the conditions necessary for the validity of the meeting of the board due to the lack of its members from the minimum stipulated in the articles of association or the company's articles of association, the board may appoint, temporarily, to the vacant position a person who has experience and sufficiency, provided that</p>	

<p>IV. If he violates his duties in a manner that harms the interest of the company, subject to the approval of the general assembly.</p> <p>V. If a decision is issued against him by the Capital Market Authority or any judicial or supervisory authority stating that he violated the Companies Law or the Capital Market Law and the regulations issued thereunder, or committed a crime punishable by the Law.</p> <p>VI. Elected to the Board of Directors of more than five joint stock companies.</p> <p>VII. The member has a business that conflicts with the interests of the company or harms its interest.</p> <p>VIII. To practice or participate in a business competing with the company's business and operations unless it obtains the approval of the General Assembly.</p> <p>IX. To be appointed to a position that legally requires full-time for that position or</p>	<p><b>It was separated in Article VI with the amendment</b></p>	<p>he informs the Commercial Register, as well as the Capital Market Authority within the period specified by the regulations. From the date of appointment, the appointment shall be submitted to the Ordinary General Assembly at its first meeting, and the appointed member shall complete the term of his predecessor.</p> <p>2. If the necessary conditions for the validity of the convening of the Board of Directors are not met due to the lack of the number of its members from the minimum stipulated in the Articles of Association or in the Company's Articles of Association, the rest of the members shall convene the Ordinary General Assembly within the period specified by the Regulations to elect the necessary number of members.</p> <p>3. If the Chairman and members of the Board of Directors retire, they shall convene the Ordinary General Assembly to elect a new Board of Directors, and retirement shall not take effect until the election</p>	
---	---	---	--

<p>does not allow him to combine that position with membership of the Board .</p> <p>X. The approval of the Board on the resignation of the member.</p> <p>XI. Breach of any of the professional obligations of the Board members contained in Article Twenty-Four of the Company's Corporate Governance Regulations entitled "Conflict of Interest, Personal Loans, Competition and Confidentiality".</p> <p>2-5 Upon termination of the membership of a member of the Board of Directors by any of the methods of termination of membership, the company shall notify the Authority and announce on the Capital Market (Tadawul) website immediately with a statement of the reasons for this.</p> <p><b>3- Procedures for vacancy of one of the seats of the Board of Directors:</b></p>		<p>of the new Board, provided that the term of continuation of the retired Board shall not exceed the period specified by the regulations.</p>	
---	--	--	--

<p>3-1 In the event of a vacancy in one of the seats of the Board of Directors, the Board may appoint a member to fill the vacant seat by following the same procedures for opening the door for candidacy for membership of the Board by announcing on the Tadawul website, completing the procedures for counting applicants, analyzing them by the Nomination and Remuneration Committee, and submitting the recommendation to the Board.</p> <p>3-2 The Board may select one of the members recommended by the Nomination and Remuneration Committee and applicants for the Company in a regular manner based on the announcement on the Tadawul website, with the need to meet the conditions mentioned in this policy, appoint him to the vacant seat and announce this at Tadawul website, provided that the first general assembly is presented for approval or report.</p>			
---	--	--	--

	<p><b>Article VII: Final Provisions</b></p> <p>1. These Regulations shall be effective from the date of approval by the General Assembly, and articles of these Regulations shall not be amended, deleted or added to these Regulations, except upon the approval of the General Assembly.</p> <p>2- These Bylaws are complementary to the Company's Articles of Association, the Company's Governance Regulations, and other relevant laws and regulations.</p> <p>3. This Bylaw shall be repealed and replaced by all conflicting procedures, decisions or internal regulations of the Company. All that is not provided for in this regulation shall be subject to the relevant laws and regulations issued by the competent authorities.</p> <p>4- The Nomination and Remuneration Committee periodically reviews the list of conditions, criteria and procedures for membership of the Board of Directors in order to verify the adequacy of the</p>	<p><b>New article</b></p>
--	---	-------------------------------

		provisions contained therein to enable it to perform its work as required and to recommend to the Board the necessary amendments and additions.	
--	--	---	--

**God bless ““““**