

#	Material	Current Provision - Before Amendment	Provision after amendment and/or addition
1	Article 1: Definitions	Addition	The following words and expressions shall have the meanings ascribed to them unless otherwise is required: The Charter: Remuneration and Nomination Committee Charter Governance Regulations: Corporate Governance Regulations issued by the Board of the Capital Market Authority. Company: Tihama Advertising, Public Relations and Marketing Holding Company. General Assembly: An assembly formed of the company's shareholders in accordance with the companies Law and the company's Articles of Association. Board of Directors or Council: The Board of Directors of Tihama Advertising and Public Relations Company Committee: The Remuneration, and Nomination Committee in Tihama Advertising, Public Relations, and Marketing Company. Executive Management / Senior Executives: This term includes the company's CEO, other members of the Executive Management (Executive Vice Presidents and Senior Vice Presidents) and CEOs Subsidiaries. Invitees: Any person invited to attend a committee meeting other than its members.
2	Article 2: Charter objectives	- The objective of this charter is to demonstrate the rules and procedures of the Committee's mandates and duties, their term of membership and remunerations. - The Committee shall be formed by virtue of a resolution issued by the Board of Directors from among the non-Executive Board members,	The Charter aims to clarify the committee's work controls and procedures, its tasks, and the rules for nominating its members, their membership term, and their remuneration.

		with at least one member being independent. - The General Assembly of the Company shall, upon the proposal of the Board of Directors, issue the Committee's charter.	
3	Article 3: Committee Organization	The committee shall be composed of non-executive board members of not less than three, provided that at least two of them are independent members and the other one shall be the chairman of the Committee. The Chairman of the Board may be a member in the Committee provided that not to be the chairman of the committee. The quorum shall be completed by the attendance of the majority of members and the nomination to the membership shall consider the lack of conflict of Interests.	1- Composition of the Committee and Conditions of its Membership the Committee shall be formed by virtue of a resolution issued by the Board of Directors from among the non-Executive Board members, with at least one member being independent. b.. The committee shall consist of at least three members and not more than five members. The General Assembly of the Company shall, upon the proposal of the Board of Directors, issue the Committee's charter. C. The Committee shall be formed of the Independent Board members, and it may include non-Executive Board members or persons who are not members of the Board of Directors, whether they are shareholders or not. D. In addition to such conditions as may be prescribed by the relevant regulatory rules, a Committee member shall have the appropriate expertise and qualifications to perform the Committee's functions and duties, and adhere to the principle of truthfulness, honesty, diligence and care of the interests of the company and its shareholder, and prioritize their interests over his/her own personal interests. Moreover, a Committee member shall comply with the regulatory requirements, Company's policies and charters regarding conflicts of interest and disclosures. E. The Company's Board of Directors shall notify the CMA of the names of the

			Committee members and the description of their membership within five business days from the date of their appointment and of any charges thereto within five business days from the date of such changes.
4	Article 4: Committee Chairman	Addition of a separate detailed article.	A. The chairman and his/her vice chair of the Committee shall be appointed by virtue of the Board of Directors' resolution forming the Committee. B. The Chairman of the Committee shall be an Independent Member. C. The Chairman of the Board of Directors shall not be the Chairman of the Committee. D. The Chairman of the Committee or, in his/her absence, the vice Chairman shall perform the following duties: - Organizing the Committee meetings and obtaining all information and documents necessary to carry out its responsibilities. - Managing the Committee meeting and enhancing its effectiveness. - Inviting the Committee to convene and setting the meeting time, date, and place following coordination with the Committee Members - Approving the agenda, taking into account any subjects that a member of the Committee desires to list. - Ensuring that the subjects presented to the Committee are accompanied by sufficient information, enabling the Committee to take resolution in respect thereof. - Ensuring that sufficient time is available to discuss the items on the Committee meeting agenda. - Enhancing the effective participation of members in the Committee meetings by studying, discussing and providing input on the agenda items in a

			<p>manner that contributes to achieving the objectives of the Committee. - Ensuring that complete and accurate information is available to the Committee members in a timely manner, enabling them to perform their duties. - Approving periodic reports on activities of Committee and submitting its recommendations and conclusions to the Board of Directors. - Following – up on the implementation of resolutions issued by the committee. - Approving the necessary arrangements for periodic evaluation of the Committee’s performance. C. The chairman or his/her delegate from amongst the Committee members shall attend the General Assembly meetings to answer the shareholders’ questions and represent the Committee’s Performance.</p>
5	Article 5: Secretary of the Committee	Addition	<p>A. The Committee shall appoint a Secretary thereto. B. The Secretary of the Committee shall arrange the Committee meetings on an annual basis, document these meetings and prepare their minutes of meetings, including the discussion, deliberations, place, date, start and end time of the meeting, record the committee’s resolutions and voting results and retain them in a special and organized register, including the names of attending Committee members and their reservations, – if any. The Secretary shall ensure that the minutes of meetings are signed by all attending Committee members. C. The Secretary of the Committee shall provide the Committee members with the meeting agenda and the relevant working papers, documents or</p>

			information along with any other documents or information requested by any Committee member relating to the items listed in the meeting agenda in accordance with the periods specified in this Charter. D. The Secretary of the committee shall submit periodic reports the minutes of meeting on the activities and functions of the Committee to the Board of Directors and perform all other functions that may be assigned to him/her by the Committee. E. The Secretary of the Committee shall not participate in nor vote on any of the Committee's resolutions.
6	Article 6: Invitees to the Committee Meetings	Addition	Except for the Secretary of the Committee or members, no member of the Board of Directors nor the Executive Management may attend the Committee meetings unless the Committee requests his/her opinion or advise.
7	Article 7: Confidentiality of the Committee	Addition	Member of the Committee and other persons invited to Committee meetings shall be bound to keep confidential any information and documents made available to him/her, and in no case, even after the expiry of his/her membership, shall disclose the same to any individual or entity unless authorized by the Board of Directors, nor shall he/she use any information to achieve personal benefit for him/herself, a relative or third parties. The company shall be entitled to claim compensations in case of violation of this article. The provisions of the Article shall apply to the Secretary of the Committee as well.
8	Article 8: Term of the Committee	According to the Company's Articles of Association with regard to the membership of the company's	The term of the Committee commences on the issuance date of the Board of Directors' resolution

		board of directors, the membership of the Committee shall continue for a maximum period of 3 years, unless the board of directors resolves otherwise.	forming the Committee, and expires with the end of the term of the Board of Directors which formed the Committee or until a resolution is issued by the Board of Directors or its dissolution for any reason shall terminate the Committee's mandate and entail its reconstitution by the new Board of Directors.
9	Article 9: Termination of the Committee Membership	Addition	<p>A The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:</p> <ul style="list-style-type: none"> -Death. -Resignation without prejudice to the Company's right to claim compensations if the resignation is rendered at an inappropriate time. - Not attending three Committee meetings per year without the prior permission of the Committee's Chairman or an excuse acceptable to the Committee. -Lack of one or more of the membership conditions. -Expiration of the Board of Directors term - Member's inability to perform his/her committee duties due to health conditions. -Issuance of a court order for declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors. -Conviction of committing a crime or an act involving moral turpitude, breach of trust or forgery <p>b. The Board of Directors may dismiss or replace any of the Committee members at any time, as it considers fit.</p> <p>D. Any Committee member may resign from the Committee by giving a written notice to the</p>

			<p>Chairman of the Board of Directors, with a copy thereof to the chairman of the Committee.</p> <p>The resignation shall come into force as of the date in which the Chairman of the Board approves the resignation or at any subsequent date to be determined by the Chairman of the Board.</p> <p>C. The Committee shall be entitled to nominate an alternate member to the vacant position. The new member shall complete the remaining period, taking into account the conditions that shall be met by the members of the Committee. He/she shall be appointed by the Board of Directors.</p>
10	Article 10 Remunerations and Allowances of the Committee Members	Addition	<p>Without prejudice to the relevant statutory requirements and the company's Articles of Association, the remunerations of the Committee members shall be determined in accordance with the Remuneration Policy for Members of the Board of Directors, its Committees and Executive Management adopted by the Company's General Assembly.</p>
11	Article 11: Committee Meetings	<ul style="list-style-type: none"> - The Committee's Secretary shall draft the agenda based upon the request of the Committee's Chairman and send the invitation to the members. - The Committee shall convene at least once every six months, and whenever the need arises. The member shall attend in person, meet via phone, video conference or circulation. 	<ul style="list-style-type: none"> - The Committee shall convene upon the invitation of its Chairman. Moreover, the chairman of the Committee shall call for a meeting when he/she receives a written request for holding such a meeting from two or more members of the Committee. - The Committee shall convene once every six months in normal circumstances or at the request of the Chairman of the Committee or the Chief Executive Officer in exceptional or urgent circumstances. The Committee shall hold all of its meetings at the

			<p>Company's Head Office or at any other place agreed upon by members of the Committee.</p> <p>Invitations to attend the meetings shall be sent by the Secretary of the Committee to each Committee member at least seven days prior to the date of meeting. The meeting schedule shall indicate the time, date, and place of meeting, accompanied by its agenda, necessary documents and information, unless circumstances require convening an emergency meeting (unscheduled), in which case the invitation to attend the meeting may be sent accompanied by its agenda, necessary documents and information within a period of not less than five days from the date of meeting or, as approved by the Chairman and members of the Committee.</p>
12	Article 12: Meeting Agenda	Addition of a separate detailed article.	<p>- The Secretary of the Committee, in coordination with the Chairman of the Committee and the Executive Management, shall prepare the agenda of the Committee meeting, and orderly categorize the subjects to be discussed according to their importance and priority. The agenda shall be reviewed and approved by the chairman of the Committee prior to sending it to the members.</p> <p>- Once convened, the Committee shall approve its agenda. If any member objects to the agenda, his/her objection shall be recorded in the minutes of meeting. Each member of the Committee is entitled to propose any additional items to the agenda.</p>

13	Article 13: Quorum and Voting	Addition of a separate detailed article.	<ul style="list-style-type: none"> - The meeting of the Committee shall only be valid if attended by the majority of its members, including the Chairman or, in his/her absence, his/her vice Chairman. - A Committee member may delegate another member to attend a committee meeting on his/her behalf or to vote for him/ her in the meetings. - Resolutions of the Committee shall be issued by a majority of the votes present, and in case of a tie, the Chairman of the Committee shall have a casting vote. - If a member of the Committee failed to attend in person, he/she may use any available means of communication to participate in the Committee meeting. In all cases, this shall be recorded in the minutes of meeting.
14	Article XIV: Approval of the Minutes of Meeting and Resolutions	Details of the issues deliberated and resolutions adopted in the meeting, including any reservations of members or contrary opinions they expressed, shall be recorded in the minutes of the committee's meetings. All members shall approve the draft minutes of the meetings prior being adopted by the Board of Directors, provided that copies of these minutes shall be sent to the members after approval to maintain a copy of the same. The minutes of the committee meetings shall be maintained by the BOD rapporteur (the committee secretary).	<ul style="list-style-type: none"> - The Secretary of the Committee shall Send to the Chairman and members of the Committee a draft of the minutes of meeting within five business days from the date of meeting for review and feedback, if any. -Any member may express reservations as to any resolution issued by the Committee, provided that such member indicates the reasons for such reservation. If a member leaves a Committee meeting before it is concluded, his/her reservation, if any, shall be limited to the resolutions on the items that have been discussed in his/her absence, based on his/her desire if expressed in writing. -The Secretary of the Committee shall reflect the amendments on the initial draft based on the feedback of the Committee members in respect of the minutes of meeting.

			<p>The amended draft shall be sent to the Committee members within two business days from the date of receiving their feedback following presentation to the chairman of committee.</p> <p>- The minutes of meeting shall be finalized by the Secretary if the Committee, and be considered official once signed by all the Committee members present along with the Secretary. The Secretary shall immediately send the approved and ratified minutes of meeting to the members of the Committee upon being signed.</p> <p>- The Committee shall follow up on the results of the implementation of its resolutions and any other items discussed in previous meetings. The Secretary of the Committee shall, in coordination with the Executive Management, submit a periodic report to the Committee on the results of the implementation of its resolutions.</p> <p>- The deliberations and resolutions of the Committee shall be documented in minutes of meetings signed by the members, including the Chairman and the Secretary of the Committee, and shall be recorded in a special register.</p>
15	Article 15: Consideration of Subjects	Addition	<p>The Committee shall consider the subjects falling within its competencies or such subjects referred to it by the Board of Directors, and shall submit its recommendations to the Board to issue resolutions in connection therewith, or issue resolutions if so delegated by the Board, provided that the delegation give to the Committee shall not be general or indefinite.</p>

16	Article 16: Resources and Sources of Information	The Committee may invite whomever it deems appropriate from the Executive Management for inquiries that may arise, provided that the CEO shall not be among the attendees in the event of discussing his/her rewards and incentives. A third-party adviser may be obtained in some matters and at the expenses of the Company provided to consider the conflict of interests. The Committee may conduct additional investigation upon necessary to take the resolutions on valid basis. Generally, the Executive Management and the Human Resources Department in particular shall provide the Committee with the sufficient and documented information in a timely manner, especially information related to salaries, employees or any changes in the human resources policy, in order to enable the committee to adopt resolutions on valid basis.	<ul style="list-style-type: none"> - The Committee shall be entitled to access all the necessary resources and information, and review the Company's records and documents to fully perform its competencies, duties and responsibilities. - The Committee is entitled, as appropriate, to engage experts and specialists whether inside or outside Company to the extent permitted by its powers, provided that this is included in the minutes of the Committee meeting, while stating the name of the expert and his/her relationship with the Company or the Executive Management. - The Committee is entitled to investigate everything falling within its powers and competencies as well as all matters assigned thereto.
17	Article 17: Duties of Committee Member	Addition	<ul style="list-style-type: none"> - Complying with the provisions of the Companies Law, the Capital Market Laws and Regulations, and the Company's Articles of Association when performing his/her duties and refraining from undertaking or participating in any act that would harm the Company's interests. - Being aware of the Committee's duties and responsibilities and allocating sufficient time to perform his/her role in achieving them. - Performing his/her duties free from any external influences, whether from whether inside or outside the Company, and shall prioritize the Company's interests over his/her personal interests.

			<ul style="list-style-type: none"> - Refrain from accepting any gifts from any person who has commercial transactions with the Company. - Participating activity in the Committee meetings through studying and discussing the items listed in its meeting agenda. - Endeavoring to keep abreast of the regulatory developments in the areas and subjects related to the duties and responsibilities of the Committee. - Endeavoring to keep abreast of the developments in the field of the Company's activities, businesses and other relevant fields.
18	Article 18: Mandates and Duties of the Committee	<p>- The Committee shall be subject to the oversight of the Board of Directors through following up the Committee's performance to verify its compliance with the works entrusted to it. The Committee shall submit its written reports to the Board with absolute transparency.</p> <p>- The Committee shall evaluate its performance on an annual basis to ensure the efficiency and effectiveness of performance and the areas of development and improvement, and submit its recommendations to the Board of Directors.</p> <p>- Duties and Responsibilities</p> <p>- - The Nominations and Remunerations Committee shall be entrusted with the duties mentioned the Corporate Governance Regulations issued by CMA pursuant to Resolution No. (8-16-2017) dated 16/5/1438 AH corresponding to 13/2/2017 AD based on the Companies Law issued by Royal Decree No. M/3 dated 28/1/1438 AH and the</p>	<p>Without prejudice to the Authorities Matrix approved by the Company, the committee undertakes the following tasks and powers:</p> <ol style="list-style-type: none"> 1. Developing a clear policy for the remuneration of the members of the Board of Directors, its Committees and the Executive Management and submitting them to the Board of Directors for consideration in preparation for approval by the General Assembly, provided that such policy follows the criteria linked to performance, and shall be disclosed in connection therewith and ensure the implementation of such policy. 2. Clarifying the relationship between remunerations awarded and the adopted remuneration policy, and identifying any material deviation from this policy. 3. Conducting a periodic review of the remuneration policy and evaluating its effectiveness in achieving its objectives. 4. providing recommendations to the Board of Directors on the



	<p>relevant Ministerial Decrees, which are:</p> <ol style="list-style-type: none"> 1. Ensuring the dependence of members regularly. If the Committee finds that a member of the Committee no more fulfills one of the independence conditions, it shall present the matter to the Board of Directors, which shall notify the member by a registered letter to his address maintained with the Company including justifications for not fulfilling the independence condition. The member shall reply to the board of director within 15 days from its notice. - The Board of Directors shall issue a decision deeming the member independent or non-independent in the first meeting following the member's reply or upon the lapse of the term mentioned in the previous paragraph without a reply. - In the event the member's non-fulfilment of the said capacity shall not result in a breach of the minimum number of independent members within the Board of Directors, the foregoing shall be observed in the formation of committees. In the event the Board's decision on non-fulfilment of the reasons or justifications for the member's independence may affect the minimum percentage that must be fulfilled by the independent members within the Board, the Board of Directors of the Company shall appoint an independent member to replace the relevant member, provided that his/her appointment shall be presented to the first General Assembly of the Company to 	<p>remunerations for members of the Board, its Committees and Senior Executives in accordance with the approved policy.</p> <ol style="list-style-type: none"> 5. Reviewing the rules for the distribution of annual remunerations approved by the Board of Directors and providing recommendations to the Board of Directors in respect thereon. 6. Proposing clear policies and criteria for the membership of the Board of Directors and Executive Management. 7. Providing recommendations to the Board of Directors on the nomination and renomination of its members in accordance with the approved policies and criteria, taking into account that nomination shall not include any person who has already been convicted of a crime involving moral turpitude or dishonesty. 8. preparing a description of the capabilities and qualifications required for the Board membership and Executive Management functions. 9. Determining the time that a member shall allocate to the functions of the Board of Directors. 10. Conducting an annual review of the necessary skills or expertise required for the membership of the Board of Directors and Executive Management. 11. Reviewing the structure of the Board of Directors and Executive Management and providing recommendations on possible changes related thereto. 12. Annually verifying the independence of independent members, making sure that there is no conflicts of interest if a Board
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	<p>consider approving the decision of the Board of Directors.</p> <p>2- Preparing the policy for granting remunerations, benefits, incentives, and salaries to the members of the Board of Directors and its employees, and reviewing it on an annual basis. The Committee shall verify that the remunerations and benefits granted to the senior executive management of the company are reasonable and coincide with the Company's performance.</p> <p>3- Determining the Company's requirements for competencies at the level of senior executive management and employees and the basis for their nomination.</p> <p>4- Developing the policy for human resources and training in the company and monitoring its application and reviewing it on an annual basis.</p> <p>5- Regulating and following up the procedures for nomination to the membership of the Board of Directors in accordance with the applicable laws and regulations and the provisions of the law,</p> <p>6- The Committee shall consider any other matters referred to it by the Board of Directors.</p>	<p>member of the Company is a Board member of another Company.</p> <p>13. Developing a job description of the Executive and non-Executive members, independent members and Senior Executive.</p> <p>14. Establishing special procedures in the event that the position of a Board member or a Senior Executive becomes vacant.</p> <p>15. Identifying the Board of Directors' weaknesses and strengths, and proposing solutions to address them in line with the Company's interests</p> <p>16. Nominating the Company's CEO, reviewing his/her annual allocations and remuneration, and providing recommendations to the Board of Directors to extend his/her services.</p> <p>17. Considering any matters referred to it by the Board of Directors.</p> <p>18. Setting forth the qualifications required for the membership of each Board Committee, and in particular the Audit Committee.</p> <p>19. Ensuring that there is an induction program on the Company's business for the new members of the Board of Directors and providing a continuous education program for all members of the Board.</p> <p>20. The Committee shall ensure that the Chief Executive Officer has developed the necessary procedures for the rapid and effective transfer of his/her responsibilities to be implemented in the event of termination of his/her relationship with the Company. The Committee may review these procedures with the Chief Executive Officer and</p>
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			<p>obtain his/her recommendations on long-term succession arrangements.</p> <p>21. Developing criteria for evaluating the CEO's performance and inform him/her thereof.</p> <p>22. Assisting the Board of Directors in developing criteria to evaluate the performance of the Chairman of the Board of Directors, the Committees and their members and inform them thereof.</p> <p>23. Reviewing and approving the Company's objectives related to the remunerations of the Chief Executive Officer.</p> <p>24. Reviewing the performance of the CEO annually to ensure that he/she leads the Company effectively.</p> <p>25. Reviewing administrative development programs and succession and replacement plan for Senior Executives in coordination with the Chief Executive Officer.</p> <p>26. Reviewing the objectives of the evaluation (including performance indicators) to be achieved within the rewards and incentive programs.</p> <p>27. Preparing an annual report on the remunerations paid to the Executive Management in order to be included in the Company's annual report in accordance with applicable rules and regulations.</p> <p>28. Reviewing the Committee performance at least annually to determine its effectiveness and agree on steps to improve the performance of its members.</p> <p>29. Informing the Board of Directors of its finding's resolutions in a transparent manner.</p>
19	Article 19: Conflict of Interests	Addition of a separate detailed article.	1- Members shall avoid situations resulting in their interests being in conflict with those of the Company.

			<p>A conflict of interest is defined as the existence of a direct or indirect interest of any member in relation to any item listed in the Committee's agenda, with such interest affecting (or believed to affect) independence of the member's opinion, which is supposed to express his/her professional point of view.</p> <p>2- If a member has any conflicts of interest regarding an item listed in the agenda of the Committee, he/she shall disclose the same in prior to discuss such an item, provided that it is recorded in the minutes of meeting. In the discussion of, or vote on, the relevant item.</p> <p>3- . A Committee member shall have neither a direct nor indirect interest in the contracts and businesses executed for the Company's account unless he/she has obtained an authorization from the General Assembly or the Board of Directors, provided that authorization obtained from the Board shall be in accordance with the rules of delegating powers of authorization from the General Assembly in respect thereof.</p> <p>4- A Committee member may not take part in any business that may compete with the Company or one of its activities, unless he/she has obtained an authorization from the General Assembly in respect thereof.</p> <p>5- If a committee member fails to disclose his/her interest in the contracts and businesses executed for the Company's account, whether prior to his/ her</p>
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			<p>appointment as a committee member or during his/her membership, the Company may petition the competent judicial authority to invalidate the contract and compensation, or to obligate the member to return any profit or benefits realized therefrom.</p> <p>6- If a Committee member fails to disclose his/her engagement in any business that would compete with the Company or any of its activities, the Company shall have the right to petition the competent judicial authority to claim compensation.</p> <p>7- A Committee member shall neither directly nor indirectly exploit or benefit from any of the Company's assets, information or investment opportunities subject to consideration, even if a resolution has been taken not to proceed therewith, nor shall he/she benefit from such investment opportunities even after the expiry of his/her membership.</p> <p>8- If it is proved that a committee member has benefited from investment opportunities, the Company or any stakeholder may petition the competent judicial authority to invalidate any business, profit or benefits pertaining to such investment opportunities. The Company may also claim appropriate compensations.</p>
20	Article 20: General Provisions	Addition	<p>1- The Board of Directors shall regularly follow up on the work of the Committee to ensure that it performs the duties assigned thereto.</p> <p>2- This Charter shall be effective from the date of its approval by the General Assembly and shall only be</p>

			<p>amended by the approval of the General Assembly.</p> <p>3- This Charter is a complementary to the Company's Articles of Association, Corporate Governance Code, and the policies adopted by the Company in relation to the Board of Directors and its Committees.</p> <p>4- Relevant laws and regulations issued by the competent authorities shall apply to any matter for which no provision has been made in this Charter.</p> <p>5- This Charter shall supersede and replace all other conflicting procedures, resolutions, and internal charters of the Company.</p>
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