

Al Alamiya for Cooperative Insurance Co. invites its shareholders to attend the Ordinary General Assembly Meeting (First Meeting) Through the Modern Technology

The Board of Directors of Al Alamiya for Cooperative Insurance Company is pleased to invite its shareholders to participate and vote in the Ordinary General Assembly meeting (first meeting), scheduled to be held at 06:30 PM on Tuesday 11/04/1443H corresponding to 16/11/2021G through the modern technology using Tadawuly platform, in order to ensure the safety of the shareholders and within the support and preventive and precautionary measures by the health and related authorities to address the Coronavirus (COVID-19) and as an extension of the continuous efforts by the specialized and concerned medical authorities in the Kingdom of Saudi Arabia, to prevent the spread of the virus.

City and venue of the General Assembly: The General Assembly meeting will be held by through modern technology means from the Company's office in Riyadh via Tadawulaty System through the link <http://www.tadawulaty.com.sa>

In order to consider the following agenda:

1. Voting for election of the Board members from among the candidates for the next term, commencing from the date of Ordinary General Assembly dated 16/11/2021G for a term of three years, ending on 15/11/2024G. **(Candidates' CVs are attached)**.
2. Voting on the formation of the Audit Committee, and the definition of its duties, work regulations and remuneration of its members for the new term, starting from date of the Ordinary General Assembly on 16/11/2021G until the end of the term on 15/11/2024G, the following are the names of the candidates **(Whose CVs are attached)**:
 - Dr. Saleh Hamad Al Shinifi, Independent Member
 - Dr. Ahmed Mohammed Al Salman, Member from outside the Board
 - Mr. Ayman Saleh Al Ghamdi, Member from outside the Board
3. Vote on the discharge the Directors from their liabilities from the date term ended on 09/10/2021G till the date of the OGM 16/11/2021G.

According to Article (32) of the Company's bylaw, the quorum for Ordinary General Assembly is 25% of the Company paid-up capital, however in the absence of a quorum required for holding the OGM meeting, a second meeting can be held one hour after the end of the period specified for the first meeting. The second meeting shall be valid regardless of the number of shares represented therein.

Eligibility for Registering the Attendance of the General Assembly's Meeting ends upon the Convenience of the General Assembly's Meeting. Eligibility for Voting on the Business of the Meeting Agenda Ends upon the Counting Committee Concludes Counting the Votes. Shareholders who are registered in the Tadawulaty system may vote electronically on the general assembly meeting's agenda through Tadawulaty's website <https://www.tadawulaty.com.sa>. Voting and registration in the Tadawulaty system are provided free of charge to all shareholders. Electronic voting will start at 10:00 AM, on Saturday 13/11/2021G, and will continue until the general assembly meeting is concluded.

For inquiry, please contact the Shareholders' Department at:

Name: Bader Attallah AlAnazi

Mobile Number: +966555844159

Phone: +966114651520 Ext: 208

Email: bader.alenazi@sa.rsagroup.com

Name: Hani Ibrahim Aleidi

Mobile: +966561111096

Phone: +966114651520 Ext: 410

Email: Hani.AIEidi@sa.rsagroup.com

Shareholders can direct questions and inquiries related to items of the General Assembly during the meeting via the broadcasting link that will be forwarded to the shareholders via Tadawulaty service.

Article 1

Voting for election of the Board members from among the candidates for the next term, commencing from the date of Ordinary General Assembly dated 16/11/2021G for a term of three years, ending on 15/11/2024G. **(Candidates' CVs are attached).**

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name	Abdulaziz Abdulmuhsin Abdulaziz Bin Hassan					
Nationality	Saudi	Date of birth	04/10/1967			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Bachelor	Law	1991	King Saud University		
2	Diploma	Strategic Alignment	2020	Saïd Business School, UK		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2010 - 2019	Credit Suisse - Managing Director - Chief Executive Officer					
March 2010 – August 2010	Rana Investment - Managing Director - Chief Executive Officer					
March 2008 - May 2009	Arabian Capital - Chief Executive Officer					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Fransi Capital	Investment	Non-executive	Personal	Board Member	Closed Joint Stock Company
2	Faisaliah Group	Investment	Non-executive	Personal	Board Member	Closed Joint Stock Company
2	Arab national Bank	Bank	Independent	Personal	Audit Committee Member	Listed joint stock company

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name	Abdulaziz Yousef Bin Abdulaziz Bin Yousef					
Nationality	Saudi	Date of birth	22/10/1400H			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Bachelor	Business Administration specialized in Information Systems	2012	Arab Open University - Riyadh		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2019 - Present	Senior Vice President – Head of Retail Assets - Riyadh Bank					
2016 - 2019	Wholesale Director - Bidaya Housing Finance Co					
2014 - 2016	Chief Executive Officer - FAY United Co					
2012 - 2014	Real Estate Finance Business Head - Bank Al-Bilad					
2012 - 2010 and 2010 - 2008	Product Manager, Mortgage & Secured lending, Marketing Dep - Emirates NBD, KSA					
2008 - 2005	Riyadh Branch Manager - Arab Experts Capital					
2005 - 2003	Inventory control & Operations Manager - Al-Yousefia Group					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Memberships	Legal form of the company
1	N/A	N/A	N/A	N/A	N/A	N/A

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name		Abdulhameed Abdulaziz M Alohal				
Nationality		Saudi		Date of birth		01/07/1383
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications		Name of Awarding Entity	
1	Bachelor	Marketing	1987		King Fahad University of Petroleum and Minerals	
C) Work Experience of the Nominated Member						
Period		Areas of Experience				
2015 – 2016		United Electronics Company (EXTRA) - Chief Executive Officer				
2000 - 2015		Al Fozan Metals Company - Chief Executive Officer				
1995 - 2000		Al Rajhi Industrial Group – General Manager				
1991 – 1995		Al Rajhi Takaful Company – General Manager				
1990 - 1991		Al Rajhi Bank – Sales Manager				
1987 - 1990		Wataniya Insurance Co – Assistant Marketing Manager				
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membershi p	Legal form of the company
1	Al Yamamah Steel Industries Company	Materials	Independent	Personal	Board Member and Chairman of Audit Committee	Listed Company
2	Ajwaad Holding Company	Charity	Independent	Personal	Board Member	Holding Company
3	Cayan International Company	construction materials trade	independent	Personal	Board Member	limited liability company

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name	Amal Abdullah Al-luwaymi					
Nationality	Saudi	Date of birth	16/10/1982			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Master	Finance	2014	Prince Sultan University		
2	Bachelor	Business Administration	2005	King Saud University		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2016 – Till Date	Vice President/ Team Leader Institutional Corporate Banking, Riyad Bank					
2007 - 2016	Senior Manager/ Relationship Manager Corporate Banking Group – Multinationals, Riyad Bank					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	N/A	N/A	N/A	N/A	N/A	N/A

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name	Christopher Dooley					
Nationality	British	Date of birth	17 Dec 1959			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Bachelor	Art	1982	The Open University, UK		
2	Diplomat	Direct Marketing	1999	The UK Institute of Direct Marketing		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2019 – Till Date	CEO of Execme Ltd, UK					
Feb 2011 – 2019	CEO of the UAE and Bahrain Operations of Royal & Sun Alliance Insurance (Middle East) B.S.C					
Mar 2010 to Feb 2011	CEO of RSA Insurance Hong Kong from					
July 2005 to Feb 2010	Director & Chief Executive Officer Insurance Australia Group (Thailand) Ltd					
Jan 2003 to June 2005	Director & Chief Executive Officer, Royal & Sun Alliance Insurance (Thailand) Ltd					
May 1999 to Dec, 2002	Director Corporate Partners, Customers & People, Asia , Royal & Sun Alliance Insurance Asia Regional Team, Singapore					
May 1997 to May, 1999	Regional Manager, Asia (Brokers & Customers), Royal & Sun Alliance Insurance Global Risks Asia, Singapore,					
May 1995- May 1997	Development Manager, Asia, Royal Insurance International Hong Kong					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Royal & Sun Alliance Insurance (Middle East) B.S.C	Insurance	Executive	Representative	Investment Committee	a closed joint stock company in Bahrain
2	Al Ahlia Insurance Company SAOC, Oman	Insurance	Non-Executive	Representative	Board member and Deputy Chairman	public listed joint stock company in Oman

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name		Saleh Hamad Saleh AlShinifi				
Nationality		Saudi	Date of birth		26/06/1387	
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications		Name of Awarding Entity	
1	PHD	Business Administration / Major Financial Accounting and Auditing	2002		Florida Atlantic University, USA	
2	Master	Business Administration (MBA), Major Accounting	1995		Saint Louis University, USA	
3	Bachelor	Economics and Business (Accounting)	1990		King Saud University	
C) Work Experience of the Nominated Member						
Period		Areas of Experience				
2008 – Till Date		Secretary General of SAAFAH Foundation & Member Board of Director, Riyadh				
2003 – 2019		Associate Professor of Accounting, King Saud University, Riyadh				
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Seera Group Holding	Consumer Discretionary	independent	Personal	Audit Committee Member	Listed Company
2	Saudi Paper Manufacturing Co.	Materials Main Market	independent	Personal	Audit Committee Member	Listed Company
3	SAAFAH Foundation	Promote the key values of transparency and integrity in the Kingdom of Saudi Arabia	Non Excecutive	Personal	Board Member	Limited Liability

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name		Dr. Hashem A. AlNemer				
Nationality		Saudi	Date of birth		01/03/1394 H	
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications		Name of Awarding Entity	
1	PHD	Banking & Finance	2012		Durham University - County Durham, UK	
2	Master	Banking & Finance	2009		Griffith University - Brisbane, Australia	
3	Master	Business Administration	2005		Maastricht School of Management, MsM - The Netherlands, Maastricht	
4	Associate Degree	Specialized Technology (Maintenance Program)	2002		Pittsburgh Institute of Aeronautics - Pittsburgh, USA	
5	Bachelor	Science in Production Engineering and Mechanical System Design	1998		King Abdulaziz University - Jeddah, Saudi Arabia	
C) Work Experience of the Nominated Member						
Period		Areas of Experience				
2015-2016		Head of the Department of Information Management - The University of Jeddah				
2016-2019		Commissioning dean of the College of Business at the University of Jeddah - The University of Jeddah				
2017-2021		Founding General Director for Center of Innovation & Entrepreneurship - The University of Jeddah				
2015-2017		Vice – Chairman Hospitality Committee - Jeddah Chamber of Commerce & Industry				
2015-2017		Members of Tourism Committee - Jeddah Chamber of Commerce & Industry				
2021- Present		Jeddah Social Association (Recognized by Ministry of Labor)				
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	N/A					

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name		Jonathan Cope				
Nationality		British	Date of birth		30/06/1979	
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications		Name of Awarding Entity	
1	Legal Practice Course	Law	2004		BPP Law School, UK	
2	Post Graduate Diploma	Law	2003		BPP Law School, UK	
3	Master of the Arts	History	2002		Edinburgh University	
C) Work Experience of the Nominated Member						
Period		Areas of Experience				
Feb 2017 - Current		Head of Legal, UK & International - RSA Insurance Group plc				
Mar 2016 – Feb 2017		Managing Counsel, Group Legal - RSA Insurance Group plc				
June 2013 – Mar 2016		Director - Royal Insurance (UK) Limited				
1997 – 2013		Sixteen years of experience in various capacities with law firms in the UK				
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Al Ahlia Insurance Co, Oman	Insurance	Non-executive	Representative of legal person	Vice Chairman of the Board	public listed joint stock company in Oman

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name		Khalid Abdulrahman Alkhudiri				
Nationality		Saudi	Date of birth		20/09/1406H	
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications		Name of Awarding Entity	
1	Master	Business Administration	2019		IE Business School, Madrid, Spain	
2	Bachelor	Business Administration	2014		King Abdulaziz University	
3	Diploma - Professional certificate	Human Resources	2011		Institute of Personnel Development - UK	
4	Professional certificate – SPHRi	Human Resources	2010		Society for Human Resource Management – SHRM - US	
5	Certified Professional Certificate	Strategy	2018		Palladium – Business Management Consultant – Dubai	
6	Advanced Executive Human Resources Program	Human Resources and Leadership Strategies	2018		Michigan State University, USA	
C) Work Experience of the Nominated Member						
Period		Areas of Experience				
2019 – Present		Executive Vice President, Joint Services - National Centre for Privatization & PPP				
2018-2019		General Manger of Human Resources - National Housing Company				
2017-2018		Advisor to the Chairman - Volkswagen Group				
2015-2017		General Manger of Support Services - Volkswagen Group				
2011-2015		General Manger of Human Resources and Organizational Development - Al Faisaliah Group				
2004-2011		Diverse management expertise with Human Resources, Procurement, Administrative Services, IT and Finance				
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Tahaluf Alafaq Company	Business services and business incubators	Non-executive	Personal	N/A	limited liability company
2	Gulf Elite Company	Management consulting and human resources	Non-executive	Personal	N/A	limited liability company
3	GlobeMed Saudi Company	Medical Insurance Policy Management	Independent	Personal	Chairman of the Remuneration and nomination	limited liability company

					committee (From out of the Board)	
4	Etihad Atheeb Telecommunication Co	Communicati on Services	Independent	Personal	Board Member and Chairman of the Remuneratio n and nomination committee	Listed Company
5	Tabuk Agricultural Development Company	Consumer Staples	Independent	Personal	Board Member	Listed Company
6	Maharah Human Resources Company	Commercial and Professional Svc	Independent	Personal	Board Member and Chairman of the Nomination Committee	Listed Company

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name	Martin Stephan Rueegg					
Nationality	Swiss	Date of birth	18/03/1977G			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Master	International Tax Law	2007	Swiss Tax Academy		
2	Bachelor	Insurance Business Administration	1997	Winterthur Business School		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2019 – Till Date	Chief Executive Officer, Middle East region & UAE - Royal & Sun Alliance Insurance (Middle East) Ltd BSC(c)					
2018 - 2019	Chief Executive Officer - AXA Corporate Solutions, Hong Kong Managing Director - AXA General Insurance Hong Kong Limited					
2013 - 2017	Chief Executive Officer - AXA Insurance Thailand					
2012 - 2013	Chief Business Officer - AXA Insurance Singapore					
2010 - 2012	Chief Operating Officer - AXA Insurance Singapore					
2007 - 2010	Chief Executive Officer - AXA Corporate Solutions, Hong Kong					
2005 - 2007	Chief Executive Officer - Swiss Pool for Aviation Insurance, Zurich					
2001 - 2004	Managing Director - Customer Economical Organization, Winterthur					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Royal & Sun Alliance Insurance Ltd BSC(c)	Insurance	Non-executive	Representative of a legal character	Managing Director	Bahraini joint stock company closed
2	Royal & Sun Alliance Insurance (Middle East) Ltd BSC(c)	Insurance	Non-executive	Representative of a legal character	Member of Investment Committee	Listed Company

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name	Tariq Abdullah AlNaeem					
Nationality	Saudi	Date of birth	10-2-1974			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	BS	Computer Science	1996	KSU		
2	MS	Computer Science	2002	KSU		
3	PhD	Information Systems	2006	UNSW		
4						
5						
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2007-2012	Tadawul Stock Exchange – GM					
2012-2014	AIRajhi Bank – GM					
2014-2016	Ministry of Commerce & Investment – Deputy Minister					
2016-2017	Capital Market Authority – Board Commissioner					
2018-2020	Medgulf Insurance – CEO					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Bayan Credit Bureau	Credit Bureau	Non-executive	Representing Thiqah Company	NRC	JSC
2	Edaa	Securities Depository	Independent	Personal Capacity	Risk Management	JSC
3						
4						
5						

CV Form Number (1)

A) Personal Information of the Nominee						
Full name:	Thamer Mesfer Al-Wadai					
Nationality:	Saudi	Date of Birth:	03 December 1983			
B) Qualifications of the Nominee						
#	Degree	Major	Date of the Degree	Name of Awarding Entity		
1	Master	Business Administration	2016	AlYammamah University		
2						
C) Work Experience of the Nominee						
Term	Areas of Experience					
Aug 2006 – Feb 2013	Anti – Fraud, Internal Control & Operational Risk Assistance Manager – Samba Financial Group					
Mar 2013 – Sep 2014	Internal Audit Assistance Manager & Fraud Investigation Assistance Manager – Alinma Bank					
Aug 2014 – Jun 2017	Internal Audit Senior Manager & Deputy Head of Fraud Investigation – AlAwwal Bank					
Jul 2017 – Jan 2018	Head of Internal Audit - Al Yusr Leasing & Financial Co					
Jan 2018 – Mar 2019	Head of Internal Audit – American Express					
Apr 2019 – Dec 2019	Internal Audit Program Director - Samba Financial Group					
Dec 2019 – April 2021	General Manager of Internal Audit Group					
April 2021 – present	Chief Audit Executive – Human Resource Development fund					
D) Current membership in the board and committees of other joint stock companies (listed or unlisted) or any other company, regardless of its legal form						
#	Name of the Company	Main activity	Membership status (Executive, Non-Executive, Independent)	Membership nature (Personal capacity, a Representative of a Legal person)	Committees Membership	Legal Form of the Company
1	Arab National Bank	Bank	Independent	Personal capacity	Board Member Audit Committee Chairman Nomination & Remuneration Committee Member	Listed Company
2						
3						

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name	Paul Grigg					
Nationality	British	Date of birth	13th December 1976			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Bachelor	Management Science	The University of Warwick	1999		
2	Master	Management Science and Operational Research	The University of Warwick	2000		
3						
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
Feb 2020 - Till Date	ERM and Operational Risk Director - RSA Insurance Group					
	Group Director Risk Operations - RSA Insurance Group					
February 2018 - Jan 2020	Principal - JCURV					
July 2016 - Jan 2018	Managing Director / Consultant - .PMG Consulting Ltd					
Mar 2015 - Jun 2016	Programme / Operations Director - JLT Group					
Oct 2007 – Feb 2015	Programme Manager - RSA Insurance Group					
	Head of Operations, Middle East - RSA Insurance Group					
	Head of PMO - RSA Insurance Group					
Oct 2006 – Oct 2007	Global Strategic Change and Operational Excellence Manager - RSA Insurance Group					
	Manager in Financial Services and Supply Chain Practice - Deloitte					
Sep 2000 – Sep 2006	Manager in Financial Services, specialising in Insurance and Operational Excellence - Accenture					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	N/A					
2						
3						
4						
5						

Article 2

Voting on the formation of the Audit Committee, and the definition of its duties, work regulations and remuneration of its members for the new term, starting from date of the Ordinary General Assembly on 16/11/2021G until the end of the term on 15/11/2024G, the following are the names of the candidates **(Whose CVs are attached)**:

- Dr. Saleh Hamad Al Shinifi, Independent Member
- Dr. Ahmed Mohammed Al Salman, Member from outside the Board
- Mr. Ayman Saleh Al Ghamdi, Member from outside the Board

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name		Saleh Hamad Saleh AlShinifi				
Nationality		Saudi	Date of birth		26/06/1387	
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications		Name of Awarding Entity	
1	PHD	Business Administration / Major Financial Accounting and Auditing	2002		Florida Atlantic University, USA	
2	Master	Business Administration (MBA), Major Accounting	1995		Saint Louis University, USA	
3	Bachelor	Economics and Business (Accounting)	1990		King Saud University	
C) Work Experience of the Nominated Member						
Period		Areas of Experience				
2008 – Till Date		Secretary General of SAAFAH Foundation & Member Board of Director, Riyadh				
2003 – 2019		Associate Professor of Accounting, King Saud University, Riyadh				
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Seera Group Holding	Consumer Discretionary	independent	Personal	Audit Committee Member	Listed Company
2	Saudi Paper Manufacturing Co.	Materials Main Market	independent	Personal	Audit Committee Member	Listed Company
3	SAAFAH Foundation	Promote the key values of transparency and integrity in the Kingdom of Saudi Arabia	Non Excecutive	Personal	Board Member	Limited Liability

Form No. (1) Resume

A) Personal information of the Nominated Member				
Full name		Ahmad Mohammed AlSalman		
Nationality		Saudi	Date of birth	01/07/1386
B) Academic Qualifications of the Nominated Member				
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity
1	Ph.D.	Accounting	2003	Florida Atlantic University, USA
2	MSc.	Master of Business Administration (Accounting concentration)	1994	St. Louis University, USA
3	BS.	Accounting	1989	King Saud University – Qassim Branch
C) Work Experience of the Nominated Member				
Period	Areas of Experience			
1990 - 1991	Teacher assistant, Department of Accounting- College of Business and Economics, King Sa University - Qassim Branch			
1997	Lecturer, Department of Accounting college of Business and Economics, King Saud University Qassim Branch			
2001-2002	Adjunct faculty at the school of Accounting, college of Business, Florida Atlantic University USA			
1424 – Till Date	Faculty member in the Accounting Department, King Saud University Qassim Branch			
1428- 1433	Director of the Center for Research and Development of Human Resources - College of Business and Economics, Qassim University			
1433 – Till Date	Head of Accounting Department, College of Business and Economics, Qassim University			
1427 - 1429	Member of the Standing Committee for Development in the Deanship of Community Service, Qassim University			
1431 - 1433	Member of the Standing Committee for the Ethics of Scientific Research in the Deanship of Scientific Research - Qassim University			
1431	Member of the establishment of investment and finance - College of Business and Economics, Qassim University			
1427 - 1431	Sport Supervisor, College of Business and Economics			
1434 – 1436	Member of the Board of Directors of Al Qarawi Car Maintenance Company			
1439 - Till Date	Member of the Board of Directors of Al-Wafa Oasis Association for the Elderly			
1437 - Till Date	Chairman of the appointments committee at the College of Business and Economics, Qassim University			
1437 - Till	Chairman of the Committee for the Evaluation of Educational Objectives and Emphasis of Learning in the			

Date	College of Business and Economics, Qassim University
1437 - Till Date	Chairman of the Higher Methodologies Committee, College of Business and Economics
1437 - Till Date	Chairman of the committee of lecturers and lecturers at the College of Business and Economics
1424 - Till Date	Member of the Board of Accounting Department, College of Business and Economics
1433 - Till Date	Member of the Council of the College of Business and Economics
1435 - Till Date	Chairman of the Committee for the Preparation Forum for Accounting Profession - College of Business and Economics, Qassim University
1439 - Till Date	Member of the Audit Committee of the National Poultry Company

D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:

#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	National Poultry Company	Import, export, wholesale and retail trade in poultry, fish, eggs and their raising, feed, processed chicken meat, feed protein, poultry feed, meat, meat, frozen, burger, sausage, minced, meat balls, meatballs and their storage.	Independent	Personal Capacity	Member of the Audit Committee	limited liability company

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name		Ayman Saleh Al Ghamdi				
Nationality		Saudi	Date of birth		08/07/1972	
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications		Name of Awarding Entity	
1	Master	Science of Accounting	2001		King Saud University	
2	Bachelor	Accounting	1994		King Saud University	
C) Work Experience of the Nominated Member						
Period		Areas of Experience				
2018 - Till Date		Chief Internal Audi - Saudi Ceramic Company				
2017/12 - 2017/04		Financial Advisor, King Abdullah Institute for Research and Advisory Studies, Real Estate Development Fund Transformation Project				
2017/04 - 2014		Chief Financial Officer (CFO), National Water Company				
2014 - 2009		Senior Manager, Financial Audit - National Water Company				
2009 - 2007		Acting Chief Financial Officer, King Faisal Specialist Hospital and Research Center				
2007 - 2006		Director, Accounting Policy and Financial Regulations Division, STC				
2006 - 2004		Chief Financial Officer, Office of Medical Supervision, Embassy of Saudi Arabia, Berlin, Germany				
2004 - 2002		Account Manager, Financial Department, Prince Sultan Bin AbdulAziz City for Humanitarian Services				
2001 - 1994		Credit Accounts Supervisor, Financial Affairs, King Faisal Specialist Hospital and Research Center				
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	N/A	N/A	N/A	N/A	N/A	N/A

REMUNERATION POLICY

Overview

Al Alamiya (the Company), being a public listed company is governed by a Board of Directors comprising of independent, executive and non-executive directors, in accordance with the SAMA and CMA regulations. The board has also, in line with the regulatory requirements, constituted a nomination and remuneration committee to ensure transparency in the procedures for selection, appointment and removal of Directors and establish policies regarding the indemnity and remuneration of Directors and Senior Managers.

Under the Terms of reference of the Nomination & Remuneration Committee, the Committee has a responsibility to determine and agree with the Board, the framework or broad policy for the remuneration of the Company's Chief Executive, Chairman, the executive directors, the Company Secretary and such other members of the executive management as it is designated to consider

The following Policy is recommended by the Board and shall be approved by the General Assembly.

Policy

A) Remuneration of the Chairman and Directors of the Company (Including Executive Directors of the Company)

Pursuant to the Company's By-laws, the Company provides for the following payments to be made to the Board of Directors of the Company:

1) Chairman

1. An annual remuneration of SAR 180,000 for the performance of duties as a chairman.
2. SAR 3,000 to be paid for attendance of each board meeting, and SAR 1,500 for attendance of each committee meeting.
3. Reimbursement of actual expenses incurred during any required meeting, or business trip to facilitate the company's business interest, including travel and accommodation expenses.

2) Directors

1. An annual remuneration of SAR 120,000 per annum for the performance of their duties.
2. SAR 3,000 to be paid for attendance of each board meeting, and SAR 1,500 for attendance of each committee meeting.
3. Reimbursement of actual expenses incurred during any required board or committee meeting, or business trip to facilitate the company's business interest, including travel and accommodation expenses.

The RSA group and Riyadh Bank employees nominated to the Company's Board shall waive their rights in respect of the annual remuneration and the fees for attendance of board and committee meetings. However, they shall be eligible to seek reimbursement of expenses incurred by them for attending the meetings and for the performance of their duties as Directors / Committee members of the Company.

The above arrangements shall be reflected in appointment letters issued to the directors and the Chairman.

The Managing Director is the only Executive Director on the Board, and he, being an employee of the Company, shall also waive his right to the annual remuneration and fees for attendance at meetings as described above. His remuneration as an employee of the Company shall be determined in line with the Employee compensation policies and procedures established by the Company.

Remuneration and reimbursement of expenses shall be paid to the directors after approval by the General Assembly.

B) Audit Committee Members

All Audit Committee members shall be remunerated as follows:

1. SAR 120,000 per annum for their performance as a committee member.
2. SAR 1,500 for attending each committee meeting.
3. SAR 3,000 for attending each board meeting when the Committee member is also not a Board member and is required to attend a board meeting.

Audit Committee members are also eligible to seek reimbursement of expenses incurred by them for attending the meetings and for the performance of their duties as members of the committees.

Remuneration shall be made to the committee members on a quarterly basis.

C) Remuneration of Senior Managers

The Company has implemented a Grading structure (based on the popular Hayes model) and has also established salary bands under each of these grades. Roles, based on their dimensions, expertise and skill requirement are fitted within these grades. The grading structure is presented to and discussed with the Nomination and Remuneration Committee on an annual basis.

With respect to the Senior Management team comprising of the Chief Executive Officer, members of the executive Committee and the Company secretary, the Nomination and Remuneration Committee shall review and approve the remuneration and terms (including salaries, benefits and performance related payments) at appointment. All subsequent changes to remuneration and terms of appointments are presented to and approved by the Nomination & Remuneration Committee during the annual salary review.

This Remuneration Policy shall be implemented in conjunction with the Company's human resources policies with respect to senior managers and employees.

D) Reimbursement Process

- Directors and committee members are requested to submit the reimbursement invoices directly to the Company Secretary by email, including details of the bank account where any reimbursement should be transferred.
- The Company Secretary shall forward them to the finance team for processing and inform the directors and committee members regarding the status of the reimbursement within 21 calendar days of receiving the invoices.
- Reimbursements for committee members shall be made on a quarterly basis along with payment of remuneration. Reimbursements for directors shall be made with payment of the remuneration after approval of the General Assembly.

E) Remuneration Claw back

The Company shall be entitled to request the return of any remuneration paid and/or cancel any future remunerations if it is determined that the remuneration has been based on inaccurate information provided by any of the members of the Board of Directors, its committees, or the senior management.

F) Review

The Nomination and Remuneration Committee shall annually assess this remuneration of the Company and review the Remuneration Policy, taking into consideration market practices of peer group companies. Any changes to this Remuneration Policy shall be approved by the General Assembly, upon recommendation of the Nomination and Remuneration Committee and endorsement by the Board.

Appendix (A) - Audit Committee – Terms of Reference

1. Purpose

The Committee will be responsible for monitoring the integrity of the Company's financial statements and the effectiveness of the external audit process, internal audit and compliance functions. It will also have a responsibility for reviewing at an overall level the risk management functions and assessing the Company's processes relating to its risk and internal control systems.

2. Membership¹

2.1. Members of the Committee shall be appointed by the General Assembly, on the nomination of the Board and recommendation of the Nomination & Remuneration Committee for a term of three (3) years coinciding with the term of the Board. Membership on the Audit Committee shall be limited to two terms only.

The Committee shall comprise not less than three (3) and no more than five (5) members, with at least one member being an Independent Director. The majority of the Committee shall be non-board members. Where a Board member is also a member of the Audit Committee, such member shall be an independent board member. All members shall be duly approved by Saudi Arabian Monetary Authority prior to being appointed. The following persons shall not be eligible to be appointed as members of the Audit Committee.

- The Company's executives, employees, consultants
- Representatives of any parties connected to the Company, including but not limited to major shareholders and founders, external auditors, suppliers, the Company's customers
- Persons who have first-degree relationships with the Company's Board of Directors or executives
- Persons who have any financial or business relationship with the Company, unless permitted by SAMA and/or the CMA.

2.2. The Chairman of the Board shall not be a member of the Committee or chairman of the Audit Committee. Further, an Audit Committee member shall not be a member of a Board or an Audit Committee of any other company operating in the insurance sector in the Kingdom of Saudi Arabia.

2.3. No Audit Committee member shall simultaneously serve on the audit committees of more than four public companies.

2.4. The Audit Committee member nominated for membership shall be independent.

2.5. The members of the Audit Committee shall be appropriately qualified to discharge their responsibilities. At least two Audit Committee members including the Committee Chairman shall, have recent and relevant accounting or financial management expertise or experience.

2.6. Only members of the Committee and the Company Secretary have the right to attend committee meetings. However, the Committee is entitled to invite whoever it deems relevant from inside or outside the Company to attend its meetings such as the Chairman of the Board, Managing Director, other directors, the heads of risk, compliance and internal audit and representatives from the finance function to attend all or any part of the meeting as and when appropriate.

2.7. The external auditors will be invited to attend meetings of the Committee on a regular basis.

¹ Any Conflict due to change of applicable regulations issued by the Central Bank of Saudi Arabia or the Capital Market Authority or any government market authority or any database here until the time of registration

- 2.8. The appointment of the Audit Committee Members is subject to obtaining SAMA's written no-objection and obtaining approval of the General Assembly.
- 2.9. The appointment of the Audit Committee Members is subject to the rules defined by the Companies Law.
- 2.10. Any member of the Audit Committee may resign by giving one month notice to the Board, providing that such resignation shall be notified to authorities in writing along with the reasons within five (5) working days from the date of the resignation.
- 2.11. Membership of the Audit Committee shall terminate automatically upon any change which results in a violation of the Audit Committee Regulation or any other relevant regulations or circulars, providing that such member shall not attend any meeting of the Audit Committee after the date of the change.
- 2.12. The term of the Committee shall be for a duration of three years. After obtaining SAMA's written non-objection, the Board may renew the term of membership of a member for another three year term only once, subject to the approval of the General Assembly.
- 2.13. An Audit Committee member shall be deemed to have resigned if he or she fails to attend three consecutive meetings of the Committee without giving an acceptable excuse to the Board.
- 2.14. If any position on the Committee falls vacant during the term, the board after obtaining SAMA's no objection shall appoint a new member within one month of the position falling vacant to complete his or her predecessor's term. The Board shall present the new member to the next Ordinary General Assembly meeting to obtain approval for the appointment.
- 2.15. Subject to non-objection from SAMA, the Board can elect new members of the committee, and can also dismiss a member of the committee if he or she ceases to satisfy membership terms or violates the provisions of the relevant Regulations. The Board shall present the new member to the next Ordinary General Assembly meeting to obtain approval for the appointment.

3. Chairman and Secretary

The Board shall appoint the Committee Chairman after obtaining SAMA's non-objection. In the absence of the chairman, the remaining members present shall elect one of themselves to chair the meeting.

The chairman of the Audit Committee should be an Independent Director. The chairman of the Audit Committee shall not have any financial or business relationship with any members of the Board.

The Audit Committee shall appoint a Committee Secretary from the Company's staff to handle its administrative tasks. The Secretary of the Audit Committee shall not be a Secretary of any other board committee.

4. Quorum

The quorum necessary for the transaction of business shall be the presence of the majority of the members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Voting on the Audit Committee's decisions on behalf of, or by proxy from any other member shall not be allowed. The Audit Committee's decisions shall be determined by the majority of the members' votes who are present. In case of equal votes, the

Committee's Chairman shall have the casting vote, provided that the Audit Committee's Secretary shall record the views of all sides in the meeting minutes.

5. Meetings

The Committee shall meet a minimum of six times per annum at appropriate times in the reporting and audit cycle and otherwise as required, including an annual meeting with the Board.

The Audit Committee is entitled, if the need arises, to hold other meetings in response to any of the following cases including but not limited to:

- Upon the request of the Chairman of the Board.
- Cases in which the External Auditor, Internal Auditor, Compliance Officer or Actuary requests a committee meeting due to reason that requires so.
- Meetings on other issues such as Financial and audit issues, Compliance issues, Conflicts of interest, professional and ethical codes of conduct

These meetings can be held either physically where members are physically present or through teleconference (telephone meetings) where members can dial into the meeting through the phone, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating by through telephone communication shall be deemed to be present in person at the meeting and shall accordingly be counted for quorum and shall be entitled to vote. In addition to resolutions passed at Committee meetings, when matters of urgency arise between two meetings of the Committee, Committee resolutions may be issued by written resolution that shall be circulated amongst all the members and approved through email and/or signatures unless one of the members requests, in writing, to hold a meeting to discuss the resolution. In this case the resolutions shall be held back and presented to the Committee at the next meeting that is convened. Such written resolutions approved through circulation by all the Committee members, shall have the same force as a resolution passed at a meeting of the Committee.

6. Notice of Meetings

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members or at the request of external or internal auditors if they consider it necessary.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive members, no later than 10 working days before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time.

7. Minutes of Meetings

- 7.1 The secretary shall minute the proceedings and decisions of all meetings of the Committee, including the names of those present and in attendance. These shall be submitted to the following meeting and subject to formal approval, signed by the Chairman and the Secretary and maintained as record.

- 7.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 7.3 Minutes of committee meetings shall be circulated promptly to all members of the Committee within a period not exceeding 15 days of the meeting and once agreed to all members of the Board.

8. Conflict of Interest

- 8.1 An Audit Committee's member shall not have any direct or indirect interest in the Company's business and contracts concluded by it.
- 8.2 An Audit Committee member shall not take part in any business that might compete with the Company or trade in the activities performed by the Company. The Company has the right to claim indemnification for any losses caused by such business or act.
- 8.3 The Company shall not issue or renew any insurance policy for any of the Audit Committee's members or parties related thereto before the full payment of the due premium. If any of the Audit Committee's members submits a request for the payment of a claim under a policy issued to him or her by the Company, the claim should be treated in accordance with procedures and rules set forth by the company without any exception or preference. The Compliance Officer should be notified of any payment due to the member'.

9. Committee Members' Remuneration

Every member of the Audit Committee including the Committee's Secretary shall be eligible for remuneration for undertaking the responsibilities of a Committee member and also attendance at each Committee meeting. The amount of such remuneration shall be determined under a policy recommended by the Board of Directors and approved by the General Assembly and shall be reasonable in comparison with the board members' remuneration.

10. General Assembly Meeting

The Chairman of the Committee shall attend the Annual General Assembly meeting prepared to respond to any shareholder questions on the Committee's activities.

11. Duties

The Committee should carry out the duties below as appropriate.

11.1 Internal Control

The Committee shall:

- Keep under review the effectiveness of the Company's financial reporting, internal controls, and risk management systems.
- Review the Company's annual statement on its systems of internal controls prior to endorsement by the Board. In reviewing the effectiveness of internal controls, consideration shall include:
 1. The changes since the last annual assessment in the nature and extent of significant risks, and the Company's ability to respond to changes in its business and the external environment.

2. The scope and quality of management’s ongoing monitoring of risks and of the system of internal control, and, where applicable, the work of its internal audit function and other providers of assurance.
 3. The extent and frequency of reporting to the Board (or Board Committees) which enables it to build up a cumulative assessment of the state of the system of internal control in the Company and the effectiveness with which risk is managed.
 4. The incidence of significant control failings or weaknesses that have been identified at any time during the period and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Company’s financial performance or condition; and
 5. The effectiveness of the Company’s public reporting process.
- Review the Company’s procedures for whistleblowing and investigating and handling allegations from whistleblowers and ensure arrangements are in place by which staff may, in confidence, raise concerns about possible improprieties in matters of internal controls or other matters.
 - the Company’s statement on internal control systems prior to endorsement by the Board and to review the policies and process for identifying and assessing business risks and the management of those risks by the Company.

11.2 Compliance

The Committee shall provide oversight on the compliance function. In particular, the Committee shall:

- Approve the appointment and removal of the Head of Compliance function; after obtaining SAMA’s written non-objection
- Review the effectiveness of the Company’s compliance arrangements.
- Review the Company’s compliance policy, strategy and annual compliance plan as approved by the Committee.
- Review the reports from the head of compliance on compliance and regulatory issues and activities throughout the Company. The Committee shall be informed of the systems and processes by which these compliance issues are identified and managed by the Company management. It shall also identify owners of the compliance and regulatory risk issues, the priority attached to them and current treatments in place to address them.
- Review promptly all significant reports from the Head of Compliance.
- Review and monitor management’s responsiveness to the findings of the head of compliance.
- Assess the level of compliance with Regulatory requirements.
- Assess the efficiency, effectiveness and objectivity of work performed by the Compliance Officer.
- Ensure independence of the Head of Compliance in performing their tasks.
- Ensure that there are no barriers or restrictions on implementing the tasks of the Head of Compliance.
- Meet the Head of Compliance at least once a year, without management being present, to discuss their remit and any issues raised by Compliance. In addition, the Head of Compliance shall be given right of direct access to the Chairman of the Board and to the Chairman of the Committee.
- Review the comments of SAMA and other relevant supervisory and control entities related to any regulatory violations or corrective actions requested and make recommendations thereon for the Board.

- Follow up the reports issued by SAMA and other relevant supervisory and control entities and make recommendations thereon for the Board.
- Determine the monthly salary, bonus, and other remuneration of the Compliance Officer in accordance with the company's internal policies as approved by the Board.
- Ensure that the Company has a written code of conduct duly approved by its Board of Directors to ensure that the Company's activities are conducted in a fair and ethical manner.
- Follow up on the important lawsuits filed by or against the Company and submit periodic reports thereon to the Board.
- Ensure the optimal use and controls of information technology necessary to generate accurate and reliable information and data are in place.
- Ensure the Company's compliance with the relevant laws, regulations, policies and instructions.

11.3 Internal Audit

The Committee shall provide oversight on the internal audit function. In particular, the Committee shall:

- Approve the appointment and removal of the head of the internal audit function; after obtaining SAMA's non-objection.
- Consider and approve the terms of reference of the internal audit function.
- At the start of each audit year review the nature and scope of the annual audit plan. It shall also review the costs related to the annual audit plan.
- Ensure the internal audit function is independent, adequately resourced and has appropriate standing within the Company.
- Review the management of financial matters and focus upon the independence allowed to the internal auditors.
- Review promptly all significant reports on the Company from the internal auditors and submit the recommendations to the Board.
- Review and monitor management's responsiveness to the findings and recommendations of the internal auditor.
- Meet the head of internal audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out. In addition, the head of internal audit shall be given right of direct access to the Chairman of the Board and to the chairman of the Committee.
- Review and monitor the effectiveness of the internal audit function including its application of a systematic, disciplined approach to evaluating and improving the effectiveness of risk management, control, and governance processes.
- Determine the monthly salary, bonus, and other remuneration of the Internal Auditor in accordance with the company's internal policies as approved by the Board.

11.4 External Audit

The Committee shall provide oversight on the external audit function. In particular, the Committee shall:

- Consider and make recommendations to the Board, to be put to shareholders for approval at the Annual General Assembly meeting, in relation to the appointment, re-appointment and removal of the Company's external auditors. This may include ensuring that the nominated external auditors have the necessary experience in auditing Insurance and/or Reinsurance Companies.

- Oversee the selection process for new auditors and if an auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required.
- Oversee the relationship with the external auditors including (but not limited to):
 - Approval of their remuneration, whether fees for audit or non-audit services and that the fees are appropriate to enable an adequate audit to be conducted.
 - Approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit.
 - Assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditors as a whole, including the provision of any non-audit services.
 - Satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditors and the Board members and the Senior Management and the Company (other than in the ordinary course of business).
 - Agreeing with the Board a policy on the employment of former employees of the Company's auditors, then monitoring the implementation of this policy.
 - Monitoring the auditors' compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the Company compared to the overall fee income of the firms, office and partner and other related requirements.
 - Assessing annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the external auditors on their own internal quality procedures.
 - Seeking to ensure co-ordination with the activities of the internal audit function.
 - Key amendments made by the company to its accounting policies.
 - Material conflicts with the management regarding any issue pertaining to the safeguarding of invested assets.
 - Violations of Laws, Regulations and Instructions issued by the supervisory and control entities or non-compliance with the Company's policies and procedures.
 - Comments of other auditors (of external, non-Saudi Arabian, branches) on accounting procedures, reports, and professional conduct.
 - Deficiencies in the general structure and performance of internal control systems.
 - Material errors in financial statements.
 - Management decisions and the basis on which the external auditors relied to validate critical accounting estimates, such as technical provisions and reserves.
 - Accounting principles and standards and disclosure decisions related to extraordinary transactions.
 - Adequacy of technical provisions and reserves set by the Actuary.
 - Actuary's Reports relevant to the Financial Statements.
 - Any major problems in dealing with the management that affected the the audit process.
 - Any amendments introduced to the audit scope and the reasons thereof.

- Reviewing letters to management prepared by the external auditors and the Company's management comments thereon.
- Meet regularly with the external auditors, including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet the external auditors at least once a year, without management being present, to discuss their remit and any issues arising from the audit.
- Review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement.
- Discuss the annual and interim quarterly financial statements with the external auditors and the Company's Senior Management before issuing its reports.
- Review the findings of the audit with the external auditors. This shall include but not be limited to, the following:
 - A discussion of any major issues which arose during the audit.
 - Any accounting and audit judgements; and
 - Level of errors identified during the audit.
- Review any representation letter(s) requested by the external auditors before they are presented to the Board for approval.
- Review the management letter and management's response to the auditors' findings and recommendations; and
- Develop and implement a policy on the supply of non-audit services by the external auditors, taking into account the relevant laws, regulations and ethical guidance on the matter.

11.5 Financial Reporting

The Committee shall:

- Keep under review the consistency of accounting policies both on a year-on-year basis and across the Company.
- Provide the Board with assurance on the effectiveness of the Company's procedures for reviewing disclosure and presentation.
- Review intra-group transactions and related parties' transactions and providing its recommendations to the Board.
- Review the Actuary's reports and make recommendations thereon to the Board. Also ensure the Company's compliance with the Actuary's proposals and recommendations, where these are mandatory and required by Regulations or SAMA's instructions.
- Review and challenge where necessary the actions and judgements of management in relation to the financial statements of the Company, including its annual and interim reports, preliminary results' announcements and any other formal announcements relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain. The Committee shall also review summary financial statements, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price sensitive nature. The Committee shall take into account the recommendations of the Disclosure Committee before submission to and approval by the Board and before clearance by the auditors. In addition, the Committee shall review:
 - Critical accounting policies and practices, and any changes in them.
 - Decisions requiring a major element of judgement.
 - The extent to which the financial statements are affected by any unusual transactions and how they are disclosed.

- The clarity of disclosures, paying particular attention to any matters which are referred to it by the Board or the Disclosure Committee.
- Significant adjustments resulting from the audit.
- The going concern assumption.
- Compliance with accounting standards.
- Compliance with Tadawul, SAMA and other legal and regulatory requirements.

12. Reporting Responsibilities

12.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

12.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12.3 The Committee shall compile a report to shareholders on its activities to be included in the Company's annual report.

12.4 In the event of a conflict between the Audit Committee's recommendations and the Board's actions, the recommendations of the Audit Committee shall be stated in the Board's annual report and the reasons for not following such recommendations.

13. Other Matters

The Committee shall:

13.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.

13.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

13.3 Give due consideration to relevant laws and regulations.

13.4 Be responsible for co-ordination of the internal and external auditors.

13.5 Oversee any investigation of activities which are within its terms of reference and act for internal purposes as a court of the last resort; and

13.6 At least once a year, review its own performance, constitution, and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

14. Authority

The audit committee shall have the appropriate level of authority to investigate any matter within its mandate and shall ensure that the internal audit function is autonomous and is granted full access to all the information it needs to conduct its activities.

Further the Committee is authorised:

14.1 To seek any information, it requires from any employee of the Company in order to perform its duties.

14.2 To obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.

14.3 Engage in any activities within the framework of its working methods.

Article 3

Vote on the discharge the Directors from their liabilities from the date term ended on 09/10/2021G till the date of the OGM 16/11/2021G