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| <p>Article Two: Objectives of the Regulation</p> <p>The Regulation aims to determine the controls and procedures of the work of the Audit Committee, the scope of its work, responsibilities, the mechanism for making its decisions, and the functions and responsibilities of the Chairman, members and Secretary of the Committee, and the role of the Audit Committee is to supervise, monitor and manage the audit and audit work of the company in accordance with the company's policies and programs compatible with the requirements of the Authority and its regulations, and to strengthen and activate them to provide the greatest possible reassurance for all the company's commercial operations, in addition to supporting executives in understanding the risks of Act and control them in order to protect shareholders' rights, and assist the Board of Directors to carry out its supervisory duties efficiently and effectively.</p> <p>Article III: Scope of the Regulation</p> <p>This policy applies to the members of the Company's Audit Committee in a manner that does not conflict with the relevant laws and regulations.</p> | <p>Article I: Preamble</p> <p>1- These Bylaws have been prepared in accordance with the Company's corporate governance rules, and in accordance with the provisions of paragraph (e) of Article (51) of the Corporate Governance Regulations: (The General Assembly of the Company shall issue, upon a proposal from the Board of Directors, the Audit Committee's work regulations, provided that these regulations include the controls and procedures of the Committee's work and tasks, the rules for selecting its members, how to nominate them, the duration of their membership, their remuneration, and the mechanism for appointing its members in the event of a vacancy in one of the Committee's seats).</p> <p>2- These Rules shall be subject to the provisions of the Articles contained in the Companies Law and its Implementing Regulations, the Company's Articles of Association, and the Capital Market Law and its Implementing Regulations.</p> <p>3- This regulation aims to determine the controls, responsibilities, methodological framework through which the committee operates in the company, the rules for its formation, selection of its members, the duration of their membership, the method of work of the committee and the governance of its work.</p> | <p>Modify the entire article</p> |



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| <p>Article Four: Composition, membership and termination of the Committee.</p> <ol style="list-style-type: none"> The Committee shall consist of at least three members and not more than five members, appointed by a resolution of the Company's Ordinary General Assembly from among the shareholders or others based on a recommendation for nomination by the Company's Board of Directors, provided that they include at least one independent member and not include any of the executive members of the Board of Directors, and among them shall be a specialist in financial and accounting affairs. The members of the Committee may be replaced by a resolution of the General Assembly of the Company's shareholders in full or one of its members whenever it deems appropriate. The Chairman of the Audit Committee shall be an independent member. The Chairman of the Board of Directors may not be a member of the Audit Committee. A person who has been or has been working during the past two years in the executive or financial management of the company, or for the company's auditor, may not be a member of the audit committee. The term of membership of the Committee shall not exceed three years, and the membership of the Committee shall expire at the end of the term of membership of the Board of Directors, and they may be reappointed according to the needs of the composition of the Committee and the approval of the General Assembly for their candidacy. If the position of one of the members of the Audit Committee becomes vacant by resignation or death, the Board may appoint a temporary member to the vacant position, provided that he is experienced and sufficient, and such appointment shall be submitted to the Ordinary General Assembly at its first meeting, and the new member shall complete the term of his predecessor. | <p>Article Two: Composition of the Committee</p> <ol style="list-style-type: none"> A committee called the "Audit Committee" shall be formed by a resolution of the Board of Directors, whose members shall not be less than three and not more than five, who shall be non-members of the Executive Board, whether shareholders or others, and shall include at least one independent member, and shall include a specialist in financial and accounting affairs. The Chairman of the Board may not be a member of the Audit Committee. A person who has been or has been working during the past two years in the executive or financial management of the company, or for the company's auditor, may not be a member of the audit committee. The members of the Committee shall be of professional competence who have the experience, knowledge and skill to enable them to exercise the functions of the Committee efficiently and competently. A member of the Audit Committee must not be a member of audit committees in more than five joint stock companies listed on the market at the same time. The Company shall notify the Authority of the names of the members of the Committee and their membership within five working days from the date of their appointment and any changes to their membership within five working days from the date of the changes. | <p>Paragraphs 6 and 7 have been moved to separate articles in the new regulations relating to the termination of the membership of the Committee</p> |
| <p>The term of membership of the Committee shall not exceed three years, and the membership of the Committee shall expire at the end of the term of membership of the Board of Directors, and they may be reappointed according to the needs of the</p> | <p>Article III: Termination of the Committee's Membership</p> <ol style="list-style-type: none"> The term of membership of the Committee shall coincide with the term of the Board session and shall end at the end of the Board's session, or upon the expiry of the member's | |



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| <p>composition of the Committee and the approval of the General Assembly for their candidacy.</p> | <p>validity thereof in accordance with any system or instructions in force in the Kingdom, however, the Board of Directors may at all times dismiss all or some of the members of the Committee.</p> <p>2- Each member of the Committee has the right to resign (according to his circumstances) by delivering a written notice to the Chairman of the Council and the Chairman of the Committee, and the resignation shall take effect from the date of delivery of the notice unless the notice specifies a later time for the implementation of the resignation.</p> <p>3- The Board may, based on a report from the Audit Committee, terminate the membership of any member who is absent from attending three consecutive meetings of the Committee without a legitimate excuse.</p> <p>4- If a member of the Committee resigns and has observations on the performance of the company, he must submit a written statement thereof to the Chairman of the Board and the Chairman of the Committee, and this statement must be presented to the members of the Board and members of the Committee.</p> | |
| <p>If the position of one of the members of the Audit Committee becomes vacant by resignation or death, the Board may appoint a temporary member to the vacant position, provided that he is experienced and sufficient, and such appointment shall be submitted to the Ordinary General Assembly at its first meeting, and the new member shall complete the term of his predecessor.</p> | <p>Article IV: Vacant position in the membership of the Committee</p> <p>If the position of one of the members of the Committee becomes vacant, the Board may appoint a member to the vacant position in accordance with the provisions of Article II of this Policy, and the new member shall complete the term of his predecessor.</p> | |
| <p>Article X: Appointment, functions and responsibilities of the Chairman of the Committee</p> <p>The Board of Directors shall appoint a Chairman of the Audit Committee from among its members, and in the event that the Chairman of the Committee is absent from the meeting of the Committee, the members present shall elect one of them to chair the meeting.</p> <p>The main responsibilities of the Chairman of the Committee include:</p> <ol style="list-style-type: none"> 1- Supervise the work of the Committee and ensure compliance with its bylaws. 2- Managing the work of the Committee and its meetings. | <p>Article Five: The Chairman of the Committee and his duties and responsibilities</p> <ol style="list-style-type: none"> 1- If the Council's resolution to form the committee does not provide for the nomination of the chairman, the members may appoint a chairman from among them at the first meeting of the committee, preferably the chairman of the committee being an independent member. 2- The Chairman of the Committee shall preside over the meetings of the Committee, and in the event that the Chairman of the Committee is absent from attending the meeting, | |



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| <p>3- Ensure the integrity of the decisions and recommendations taken by the Committee, and that they are based on knowledge foundations and are in the interest of achieving the company's objectives and strategic plans.</p> <p>4- Follow up the implementation of the decisions and recommendations of the Committee.</p> <p>5- Ensure that you attend the general assembly meetings of the company's shareholders, if possible, in order to answer the shareholders' questions.</p> | <p>the members present at the meeting shall elect one of them to chair the meeting and record this in the minutes of the meeting.</p> <p>3- The Chairman of the Committee shall supervise its work and follow up the completion of the tasks entrusted to it, and the Chairman of the Committee shall invite the Committee to convene and determine the time, date and place of each meeting of the Committee and the agenda in coordination with the members of the Committee.</p> <p>4- The Chairman of the Committee or his deputy must attend the General Assemblies to answer the shareholders' questions and inquiries.</p> | |
| <p>Article XI: Functions and responsibilities of the members of the Committee</p> <p>When exercising their duties in the Committee, members shall abide by the following:</p> <p>1- Cooperating in achieving the objectives of the Committee.</p> <p>2- Ensure attendance and active participation in the meetings of the Committee and each member must attend at least two-thirds of the meetings held in the year.</p> <p>3- Contribute opinions and express their point of view responsibly and impartially, taking into account the general interest of the company.</p> <p>Article XVI: Conflict of Interest</p> <p>1. If the member has any conflict of interest in a subject on the agenda of the committee, he shall actually disclose this before the start of the discussion of the subject, provided that this is recorded in the minutes of the meeting, and he may not attend the discussion of the relevant topic or participate in a discussion or vote on it.</p> <p>2. If a member doubts whether he is in a conflict of interest, he may seek the opinion and guidance of the chairman.</p> <p>3. If the Chairman discloses the existence of a conflict of interest in accordance with the provisions of paragraph (1) and the other is not present at the relevant meeting, the matter shall be postponed to another meeting in which neither of them has a conflict of interest and is present.</p> | <p>Article VI: Responsibilities of Committee Members</p> <p>1- Each member shall abide by the principles of honesty, honesty, loyalty, care and concern for the interests of the company and shareholders, and to put them before his personal interests, and to abide by the conflict of interest regulations adopted in the company to disclose any operations or relationships that may affect the performance of his work.</p> <p>2- Attending the meetings of the Committee and preparing in advance for them, actively participating in the study of agenda items, and analyzing information related to the topics considered by the Committee before expressing an opinion on them.</p> <p>3- An independent committee member must be able to exercise his duties, express his opinions and vote on decisions objectively and impartially, in order to help the committee to take sound decisions that contribute to achieving the interests of the company.</p> | <p>The amendment was made in line with the provisions of the Corporate Governance Regulations and the articles were shortened in one article.</p> |



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| <p>Article XII: Functions of the Secretary of the Committee</p> <p>The Chairman of the Committee shall appoint a Secretary of the Committee and shall not be entitled to vote, and his responsibilities shall be as follows:</p> <ol style="list-style-type: none"> 1- Preparation and coordination of meetings, including the preparation of the agenda in coordination with the President. 2- Attending the meetings of the Committee, collecting and documenting the minutes of the meetings, in addition to documenting the votes, voting results, supporters and opponents of the decisions or recommendations taken, following up the implementation of the decisions and recommendations agreed upon in the meetings of the Committee, providing the members of the Committee and related parties upon request with a copy of the minutes of the meetings. 3- Maintain all documents of the Committee, including agendas, minutes and records of the follow-up to the implementation of its decisions and recommendations. 4- The Secretary shall submit to the Chairman any obstacles facing the functioning of the Committee, including any delay in the implementation of its decisions and recommendations. | <p>Article Seven: Appointment, Duties and Responsibilities of the Secretary of the Committee</p> <ol style="list-style-type: none"> 1- The Committee shall appoint a secretary from among its members or others. 2- The Secretary of the Committee must have the professional competence, experience, knowledge and skill that enable him to perform his duties efficiently and competently. 3- The Secretary shall assume the following functions and competencies: <ol style="list-style-type: none"> I- Documenting the meetings of the Committee and preparing minutes thereof that include the discussions and deliberations, the reservations they expressed, if any, and signing these minutes by all members present. II- Keeping the reports submitted to the Committee and the reports prepared by the Committee. III- Provide the members of the Committee with the agenda of the meeting, working papers, documents and information related to it, and any additional documents or information requested by any of the members of the Committee related to the topics included in the meeting agenda. IV- Inform the members of the Committee of the dates of the meetings of the Committee well in advance. V- Presenting the draft minutes to the members of the Committee to express their views on them before signing them. VI- Ensure that committee members receive a full and prompt copy of the minutes of committee meetings, information and documents related to the company. VII- Coordinate among the members of the Committee, and provide them with aid and advice. VIII- Any other tasks assigned to him by the Committee. | <p>The article has been amended and tasks added in line with the provisions of the Corporate Governance Regulations.</p> |
| <p>Article Eighteen: Compensation and Remuneration of the Audit Committee and the Secretary</p> <p>The remuneration for membership of the Company's Audit Committee consists of the following:</p> | <p>Article Eight: Remuneration and Compensation</p> <ol style="list-style-type: none"> 1- The remuneration of the members of the Committee shall consist of an annual remuneration (a certain amount) or an attendance allowance for the sessions or both, in addition to the allowance determined by the Board of Directors for travel and | <p>The entire article has been amended so that the reference in the remuneration and allowances of the committee is the remuneration and</p> |



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| <p>a) An amount of 50,000 (fifty thousand) riyals as an annual remuneration per member.</p> <p>b) An amount of 3,000 (three thousand) riyals instead of attending the meetings of the Committee for each member / per session.</p> <p>c) First-class ticket allowance (round trip) for committee members residing outside the city of Jazan.</p> <p>d) The secretary shall receive an amount of 3,000 (three thousand) riyals instead of attending the meetings of the committee per session.</p> | <p>accommodation expenses for each session for non-resident members at the meeting venue in accordance with the remuneration and compensation policy approved by the General Assembly of Shareholders.</p> <p>2- The Board of Directors shall determine the remuneration and allowances received by the Secretary of the Committee.</p> <p>3- The report of the Board of Directors to the Ordinary General Assembly shall include a comprehensive statement of all remuneration, expense allowance and other benefits received by the members of the Committee during the financial year, as well as a statement of the number of meetings of the Committee and the number of meetings attended by each member from the date of the last meeting of the General Assembly.</p> | <p>compensation policy approved by the association.</p> |



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| <p>Article IX: Powers of the Audit Committee</p> <p>In order to perform its duties, the Audit Committee may:</p> <ol style="list-style-type: none"> 1. The right to access the company's records and documents. 2. Request any clarification or statement from the members of the Board of Directors or the Executive Management. 3. Request the Board of Directors to convene the General Assembly of the Company if the Board of Directors obstructs its work or the Company suffers serious damages or losses. | <p>Article IX: Scope of the Committee's Work and Powers</p> <p>The scope of work of the Committee includes monitoring the company's business, independently verifying the integrity and integrity of reports, financial statements and internal control systems, and making the necessary recommendations to the Board, and in order to achieve this, it has the following:</p> <ol style="list-style-type: none"> 1- The right to access the company's records and documents, and to obtain all necessary resources and information related to the performance of its duties and responsibilities. 2- Request any clarification or statement from the members of the Board of Directors or the executive management. 3- It may request the Board to convene the General Assembly of the Company if the Board obstructs its work or the Company suffers serious damages or losses. 4- Study the topics that concern it or that are referred to it by the Council, and submit its recommendations to the Council for decision, or take decisions if authorized by the Council, provided that the mandate issued by the Council is not general or indefinite. 5- The Committee may seek the assistance of experts and specialists from inside or outside the company within the limits of its powers, with this evidenced in the minutes of the Committee's meeting, mentioning the name of the expert and his relationship with the company or the executive management. | <p>The entire article has been modified</p> |

**Article V: Functions, Responsibilities and Terms of Reference of the Committee**

The Audit Committee is responsible for monitoring the Company's business and verifying the integrity and integrity of the reports, financial statements and internal control systems, and the Committee's tasks include, in particular, the following:

Financial Reports

1. Study the company's interim and annual financial statements related to its financial performance before presenting them to the Board of Directors, to ensure their integrity, fairness and transparency, and express their opinion.
2. Provide technical opinion at the request of the Board of Directors on whether the Board's report and the company's financial statements are fair, balanced and understandable, and include information that allows shareholders and investors to evaluate the position or financial position of the company, its performance, business model and strategy.
3. Study any important or unusual issues contained in financial reports.
4. Thoroughly research any issues raised by the company's chief financial officer, his assume, the company's compliance officer or the auditor.
5. Verify accounting estimates on material matters contained in financial reports.
6. Study the accounting policies followed in the company and express an opinion and recommendation to the Board of Directors in this regard.

Internal Audit

1. Studying and reviewing the internal control, financial and risk management systems in the company, and preparing a written report that includes its recommendations and opinion on the adequacy of these systems and the work they performed within the scope of its competence, provided that the Board of Directors deposits sufficient copies of this report at the company's head office twenty-one days before the date of the general assembly to provide the shareholders with a copy of it. The report shall be read out during the Assembly.
2. Study the internal audit reports and follow up the implementation of corrective actions for the observations contained therein.

Article X: Functions and Competencies of the Committee

Without prejudice to the tasks and responsibilities set forth in the Companies Law, the Articles of Association and the Corporate Governance Regulations, the Committee's tasks and responsibilities shall include carrying out all the work that enables it to achieve its objectives, including:

I- Financial Reports:

- 1- Study the company's interim and annual financial statements and related announcements before presenting them to the Board and expressing its opinion and recommendation thereon to ensure their integrity, fairness and transparency, and to ensure that they are prepared in accordance with the accounting standards adopted in the Kingdom and the provisions of the Companies Law and the Company's Articles of Association and in line with the instructions issued by the supervisory authorities.
- 2- Provide a technical opinion - at the request of the Board - on whether the Board report and the financial statements of the Company are fair, balanced and understandable and include information that allows shareholders and investors to evaluate the financial position of the Company, its performance, business model and strategy.
- 3- Study any important or unusual issues included in financial reports.
- 4- Thoroughly research any issues raised by the company's chief financial officer, his assume, the company's compliance officer, the internal auditor or the auditor.
- 5- Verify accounting estimates on material matters contained in financial reports.
- 6- Study the accounting policies followed in the company and express an opinion and recommendation to the Board of Directors in this regard.

II- Internal Audit:

- 1- Study and review the internal and financial control systems and risk management in the company, and make recommendations on the proposed amendments to develop and raise their efficiency.
- 2- Consider how efficiently the Company assesses the material risks it may be exposed to and the steps taken by the Company to monitor and address these risks.

The Article has been amended in accordance with the provisions of the Corporate Governance Regulations related to the functions and competencies of the Audit Committee.

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| <p>3. Monitor and supervise the performance and activities of the internal auditor and the internal audit department in the company, if any, to verify the availability of the necessary resources and their effectiveness in performing the work and tasks entrusted to it. If the company does not have an internal auditor, the committee shall recommend to the Board the need to appoint him.</p> <p>4. Recommending to the Board of Directors the appointment of the Director of the Internal Audit Unit or Department or the Internal Auditor and proposing his remuneration.</p> <p>Auditor</p> <p>1. Recommending to the Board of Directors the nomination of auditors, dismissing them, determining their fees and evaluating their performance, after verifying their independence and reviewing the scope of their work and the terms of their contract.</p> <p>2. Verify the independence, positioning and fairness of the auditor, and the effectiveness of the audit work, taking into account the relevant rules and standards.</p> <p>3. Review the company's auditor's plan and work, verify that he has not submitted technical or administrative work outside the scope of audit work, and express its views thereon.</p> <p>4. Answering the inquiries of the corporate auditor.</p> <p>5. Study the auditor's report and observations on the financial statements and follow up on what has been taken in this regard.</p> <p>Ensuring compliance</p> <p>1. Review the results of the reports of the regulatory authorities and verify that the company has taken the necessary measures in this regard.</p> <p>2. Verifying the company's compliance with the relevant laws, regulations, policies and instructions.</p> <p>3. Review the contracts and transactions proposed to be conducted by the company with the related parties, and submit its views thereon to the Board of Directors.</p> | <p>3- Study, approve and update the overall internal audit plan annually, and should include a review of key activities and processes, including risk management and compliance activities, at least annually.</p> <p>4- Study the internal audit reports and follow up the implementation of corrective actions for the observations contained therein.</p> <p>5- Control and supervise the performance and activities of the internal auditor and the internal audit department in the company to verify the availability of the necessary resources and their effectiveness in performing the work and tasks entrusted to it.</p> <p>6- Recommending to the Board of Directors the appointment of the Director of the Internal Audit Unit or Department or the Internal Auditor and proposing his remuneration.</p> <p>III- Auditor:</p> <p>1- Recommending to the Board of Directors the nomination of auditors, dismissing them, determining their fees and evaluating their performance, after verifying their independence and reviewing the scope of their work and the terms of their contract.</p> <p>2- Verify the independence, objectivity and fairness of the auditor, and the effectiveness of the audit work, taking into account the relevant rules and standards.</p> <p>3- Review the company's auditor's plan and work, verify that he has not submitted technical or administrative work outside the scope of audit work, and express its views thereon.</p> <p>4- Answering the inquiries of the company's auditor.</p> <p>5- Study the auditor's report and observations on the financial statements and follow up on what has been taken in this regard.</p> <p>H- Compliance Guarantee:</p> <p>1- Review the results of the reports of the regulatory authorities and verify that the company has taken the necessary measures in this regard.</p> <p>2- Verifying the company's compliance with the relevant laws, regulations, policies and instructions.</p> <p>3- Review the contracts and transactions proposed to be conducted by the company with the relevant parties, and submit its views thereon to the Board.</p> | |



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| <p>4. Submit any matters it deems necessary to take action to the Board of Directors, and make recommendations on the actions to be taken.</p> | <p>4- Submit any matters it deems necessary to take action to the Board of Directors, and make recommendations on the actions to be taken.</p> <p>Z- Arrangements for submission of observations:</p> <p>1- The Audit Committee shall establish a mechanism that allows employees of the company to submit their observations on any violation in financial or other reports confidentially. The committee shall verify the application of this mechanism by conducting an independent investigation commensurate with the magnitude of the error or transgression and adopting appropriate follow-up procedures.</p> <p>2- Propose to the Board to develop policies or procedures for stakeholders to submit their complaints or report violating practices.</p> | |



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| <p>Article VII: Meetings of the Audit Committee</p> <ol style="list-style-type: none"> 1. The Audit Committee shall meet periodically and shall not be less than four meetings during the Company's financial year. 2. The Audit Committee shall meet periodically with the Company's auditor, and with the Company's internal auditor, if any. 3. The Internal Auditor and the Auditor may request a meeting with the Committee whenever the need arises. | <p>Article XI: Meetings of the Committee</p> <ol style="list-style-type: none"> 1- The Committee shall hold regular meetings to exercise its functions effectively, and shall also hold meetings whenever the need arises, and shall prepare at the beginning of each year a plan for its meetings during the year in order to enable it to perform its work and carry out the tasks and responsibilities entrusted to it. 2- The Committee shall hold at least four (4) meetings per year at the invitation of its Chairman or his representative, in case of his absence, preferably once every three months. 3- The Chairman of the Committee or his representative, in his absence, shall invite the Committee to a meeting whenever requested by a member of the Committee. 4- The Committee may hold its meetings outside the company's headquarters, and may hold meetings through modern technology. 5- The process of attending the meetings of the Committee should be organized, and cases of irregular attendance by members should be dealt with. 6- The Audit Committee meets periodically with the Company's auditor and the Company's internal auditor. 7- The Internal Auditor and the Auditor may request a meeting with the Audit Committee whenever the need arises. | <p>The entire article has been modified and separated</p> |



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| <p>Article Fourteen: Quorum</p> <ol style="list-style-type: none"> 1- The meetings of the Committee shall not be held except in the presence of at least two members. 2- A member of the Committee may participate in the meeting through the use of modern communication techniques, which is complementary to the quorum of the meeting. 3- A member of the Committee may not authorize another member to attend or vote on his behalf. 4- The Committee may seek the assistance of experts and specialists from inside or outside the company within the limits of its competence and invite him to attend its meetings, provided that this is included in the minutes of the Committee's meeting with mentioning the name of the expert and his relationship with the company or the executive management without having the right to vote on the decisions of the Committee. 5- The decisions and recommendations of the Committee shall be taken by a majority of the votes participating in the meeting, and if the votes are equal, the side with which the chairman of the meeting voted shall prevail. 6- The Committee also has the right to issue decisions on urgent matters by presenting them to the members separately by scrolling and may be delivered by hand, regular mail, e-mail, fax or other means of communication unless one of the members requests (in writing) the meeting of the Committee for deliberation, and these decisions are presented to the Committee at its first subsequent meeting. | <p>Article Twelve: Convening the Committee Meeting</p> <ol style="list-style-type: none"> 1- The invitation to the meeting shall be in writing and may be sent via regular mail, e-mail or other modern technology to each member of the committee at least five days before the date of the meeting with the agenda of the meeting and any other documents, unless the situation calls for the meeting to be held in an emergency manner, the invitation may be sent to the meeting accompanied by the meeting agenda and the necessary documents and information within a period of less than five days before the date of the meeting. 2- The Committee shall have the right to invite to attend its sessions for whomever it deems appropriate from the company's employees, consultants or others, provided that they do not have the right to vote. <p>Article Thirteen: Quorum for the Committee Meeting</p> <ol style="list-style-type: none"> 1- The meeting of the Committee shall not be valid unless attended by the majority of the members of the Committee. 2- A member of the Committee may, with the approval of the Chairman of the meeting, attend the meeting of the Committee by means of modern technology, and his attendance shall be considered as attendance in originality. 3- A member of the Committee may not delegate other members to attend the meetings of the Committee and vote on his behalf. | |



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| | <p>Article XIV: Agenda of the Meeting</p> <p>1- The Committee shall approve the agenda as soon as it convenes, and in the event that any member objects to this agenda, this shall be recorded in the minutes of the meeting.</p> <p>2- Each member of the Committee shall have the right to propose the addition of any item to the agenda.</p> | <p>Add</p> |



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| <p>Article Thirteen: Minutes of the Meeting</p> <p>The Secretary shall prepare the minutes of the meeting carefully and accurately as follows:</p> <ol style="list-style-type: none"> 1. The name of the committee, the date and number of the meeting, and the start and end time. 2. Venue 3. Attendees 4. Topics presented taken, justifications and attachments 5. Reservations made by members of the Committee present on any of the decisions or recommendations of the Committee 6. The Secretary General shall send the minutes to the members for review within five working days after the date of the meeting. 7. Each member may propose changes to the wording or content of the minutes within two working days of receiving them, and the minutes shall become final if no changes or amendments are proposed during this period and the Chairman does not object to its content. 8. If changes or amendments are proposed to the minutes of the meeting or the chairman objects to the content, the amendment or change shall be made after the approval of the chairman, and in all cases, changes or amendments may not be made to the minutes of the meeting that would change the operative part of the resolution voted by the members or its content. 9. All relevant documents and documents shall be included in the meeting. | <p>Article Fifteen: Minutes of Meeting, Decisions and Deliberations</p> <ol style="list-style-type: none"> 1- The decisions of the Committee shall be issued by a majority of the opinions of the members present, and in the event of equality of opinions, the side with which the chairman voted shall prevail, and the decision shall take effect from the date of its issuance, unless it stipulates that it shall apply at another time or when certain conditions are met. 2- The deliberations and decisions of the Committee shall be recorded in minutes signed by the chairman of the session, the members of the committee present and the secretary, and modern technology may be used to sign and prove the deliberations and decisions and record the minutes. 3- The minutes of the meeting shall include the following: <ol style="list-style-type: none"> A- Date and place of the meeting. In- Meeting start time and end time. C- Names of the members present and absent from the meeting. D- Meeting agenda. E- Names and attributes of non-committee attendees. And- A summary of each item of the meeting and a summary of the discussions taking place therein. G- Decisions issued by each item of the meeting, clarifying whether the decision is unanimous or by majority, and naming the members opposed to the decision - if any Going to- Signatures of the members of the committee attending the meeting and the secretary on the minutes of the meeting. 4- The Secretary of the Committee shall submit the draft minutes of the meeting by e-mail to the members of the Committee within two working days of the end of the meeting, and the members of the Committee shall submit their observations on the draft within a period not exceeding five days from the date of receipt of the minutes, provided that if no observations are received, the minutes shall be considered approved. 5- If a member of the Committee expresses an opinion different from the Committee's decision, it must be recorded in detail in the minutes of the meeting. 6- No decision or recommendation may be amended in the minutes of the meeting except with the approval of the majority of the members present at the meeting, and the member | <p>The entire article has been modified</p> |
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| | <p>may, in the event of non-approval of the amendment proposal issued by him, add the observation or reservation he deems appropriate.</p> <p>7- The Secretary of the Committee shall amend the minutes according to the observations and amendments and shall send them to the Chairman and members of the Committee for signature.</p> <p>8- After the minutes are approved and approved by the members present at the meeting, the Secretary of the Committee shall send the minutes to the absent members of the meeting to notify them of any discussions and decisions taken at the meeting, to inform them of this and the absent member may object - in writing to the Committee - to any decision taken at the meeting.</p> <p>9- If any of the members of the Committee has observations regarding the performance of the company or any of the topics presented and they are not decided upon at the Committee meeting, they must be recorded and the measures taken by the Committee or deems necessary to be taken in the minutes of the Committee's meeting.</p> <p>10- The secretary issues decisions or recommendations, signs them by the chairman of the committee and sends them to the concerned authorities.</p> <p>11- The Committee follows up the implementation of the decisions and recommendations issued by it periodically during each meeting.</p> | |



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| | <p>Article Sixteen: Decisions of the Committee by Circulation</p> <p>1- The Committee may issue decisions on urgent matters by presenting them to the members separately, unless one of the members requests in writing the meeting of the Committee for deliberation. These decisions shall be presented to the Committee at its first meeting for approval.</p> <p>2- The Secretary, in coordination with the Chairman of the Committee, shall send the presentation note for the urgent topic to the members of the Committee via the e-mail of each member of the Committee, specifying the period necessary for making the decision, and the decision shall be taken by majority based on the member's approval or not via e-mail, unless one of the members explicitly writes a request for a meeting of the Committee to deliberate on it during the period specified for taking the decision.</p> | <p>Addition with independent material</p> |
| <p>Article XV: Reports</p> <p>The minutes of the meetings that include the discussions, opinions presented and decisions taken by the Committee are sent to the Chairman of the Board of Directors, the Secretary of the Board and the Board of Directors for review.</p> | <p>Article XVII: Reports of the Committee</p> <p>1- The Committee shall prepare an annual report that includes details of the performance of its terms of reference and tasks stipulated in these Regulations, provided that it includes its recommendations and opinion on the adequacy of the internal and financial control systems and risk management in the company, and the Board of Directors shall deposit sufficient copies of this report at the company's head office and publish it on the company's website and the market's website when publishing the invitation to convene the general assembly to enable all shareholders who wish to obtain a copy of it. Convening of the General Assembly.</p> <p>2- The Committee shall submit periodic reports to the Board of Directors on the tasks entrusted to it by the Board with the recommendations and decisions it has taken.</p> | <p>The entire material has been modified.</p> |



| Regulation | Amended Regulation | Procedure |
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| <p>Article Six: Conflict between the Audit Committee and the Board of Directors</p> <p>If there is a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board refuses to take into account the Committee's recommendation regarding the appointment of the Company's auditor, his dismissal, determination of his fees, evaluation of his performance or the appointment of the internal auditor, the report of the Board of Directors shall include the Committee's recommendation and justifications, and the reason for not taking them into account.</p> | <p>Article Eighteen: Conflict Management</p> <p>If there is a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board refuses to take into account the Committee's recommendation regarding the appointment of the Company's auditor, his dismissal, determination of his fees, evaluation of his performance or the appointment of the internal auditor, the report of the Board of Directors shall include the Committee's recommendation, justifications, and reasons for not taking it into account.</p> | |
| <p>Article XVII: Confidentiality of the Committee's Work</p> <p>The members of the Committee must maintain the confidentiality of the information they obtain through their membership in the Committee, and use it for the purpose of performing their membership duties only, and not to announce or disclose any of that information to any other party, or disclose or exploit it in any way for any purpose whatsoever, or deal with the media, or speak on behalf of the company, and the obligation also includes maintaining the confidentiality of information after the end of membership in this Committee.</p> | <p>Article Nineteen: Confidentiality of Information</p> <p>Members of the Committee and other persons attending the meetings of the Committee must maintain the confidentiality of the meetings, the documents they obtain, the content of their discussions in the meetings, not to disclose the secrets of the company that have been known during their work in the Committee, and not to disclose any confidential data or information to external parties except after obtaining the approval of the Board, with the exception of confidential information and data requested by the authorities supervising the company's business or based on a binding judicial order to disclose such data and information.</p> | |



| Regulation | Amended Regulation | Procedure |
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| <p>Article Nineteen: Final Provisions (Review and Amendment of this Policy)</p> <p>The Bylaws shall be subject to periodic review as part of the review of the effectiveness of the governance of the Board and its committees, and no amendment may be made to them except upon the recommendation of the Board and the approval of the General Assembly of the Company's shareholders, and the Bylaws shall be effective from the date of its approval by the General Assembly of the Company's shareholders.</p> | <p>Article 20: Final Provisions</p> <p>1- The Regulations are subject to annual review as part of the Company's Governance Review or upon the issuance of new instructions or regulations by the competent authorities, and this Regulations are complementary to the Company's Articles of Association and the Company's Governance Rules.</p> <p>2- The provisions of these Bylaws shall enter into force and shall be adhered to by the Company as of the date of its approval by the Ordinary General Assembly and shall be published on the Company's website to enable shareholders, the public and stakeholders to view it, and the contents of these Bylaws shall be amended - as needed - based on a proposal from the Audit Committee and a recommendation from the Board, provided that the amendment shall be submitted to the Ordinary General Assembly at its earliest meeting for approval.</p> <p>3- These Regulations belong to the Company, and it is prohibited to reproduce or disclose them in whole or in part without the written permission of the Company.</p> | |