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| <p>First: Preface:</p> <p>Based on the provisions of Article 60 and 64 of the Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. (8-16-2017) dated 16/05/1438H corresponding to 13/02/2017G and amended by CMA Board Resolution No. (1-35-2018) dated 09/07/1439H corresponding to 26/03/2018G and Article Sixty-Five of the Company's Corporate Governance Regulations approved on 17/01/2018G, nominations and remuneration shall be formed by a resolution of the Ordinary General Assembly and issued The General Assembly of the Company - upon a proposal from the Board of Directors - the work regulations of this committee, provided that this regulation includes the controls and procedures of the committee's work, its tasks, the rules for selecting its members, the method of nominating them, the duration of their membership, their remuneration, and the mechanism for appointing its members temporarily, in the event of a vacancy in one of the committee's seats.</p> | <p>Article I: Preamble</p> <p>1- This regulation has been prepared in accordance with the company's corporate governance rules and the provisions of the corporate governance regulations as follows:</p> <p>I- Paragraph (7) of Article (47): (The Company may merge the Remuneration and Nomination Committees into a single committee called the Remuneration and Nomination Committee. In this case, the Remuneration and Nomination Committee shall meet the requirements of either of them.)</p> <p>II- Paragraph (b) of Article (57): (The General Assembly of the Company shall, upon a proposal from the Board of Directors, issue the work regulations of the Remuneration Committee, provided that these regulations include the controls and procedures of the Committee's work, its tasks, the rules for selecting its members, the duration of their membership, and their remuneration.)</p> <p>III- Paragraph (b) of Article (61) :(The General Assembly of the Company shall, upon a proposal from the Board of Directors, issue the Nomination Committee's work regulations, provided that these regulations include the controls and procedures of the Committee's work, its tasks, the rules for selecting its members, their term of office, and their remuneration).</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> |
| <p>Second: General Provisions:</p> <p>1. The Board of Directors seeks to implement the corporate governance framework in accordance with the corporate governance system issued by the Capital Market</p> | | <p>Deleted</p> |



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| <p>Authority and in order to ensure that the company's business is in line with the best practices in the field of corporate governance, the Board has prepared the Audit Committee regulations and presented them to the Ordinary General Assembly for approval.</p> <ol style="list-style-type: none"> 2. The list of nominations and remuneration clarifies the work of the Committee and the scope of its responsibilities, including the manner in which those responsibilities are carried out, its work procedures and the conditions of its membership. 3. The Board shall review these Bylaws and make the necessary amendments and updates thereto whenever it deems necessary, and the amendments and updates shall be to the extent required to be in line with the laws and regulations of the Capital Market Authority. 4. The company's board of directors annually evaluates the performance of the committee and provides guidance to improve performance or recommends to the association to change its members. | | |
| <p>Third: Formation of the Committee:</p> <ol style="list-style-type: none"> 1. The Nomination and Remuneration Committee shall be formed by a decision of the Board of Directors from the members of the Board of Directors or others, provided that at least one independent member is among them and does not include any of the executive members of the Board of Directors, and the number of members of the Nomination and Remuneration Committee shall not be less than three and not more than five, who meet the required conditions. 2. The members of the committee should not have any relationship that could conflict with their independence, and the regulations and regulations in force to assess the independence of the members are adhered to. 3. Only members of the committee are entitled to attend its meetings and other persons may be invited to attend all or part of the meeting, as needed. | <p>Article Two: Composition of the Committee</p> <ol style="list-style-type: none"> 1- A committee called the "Remuneration and Nomination Committee" shall be formed by a resolution of the Board, the number of which shall not be less than three and not more than five, who are not members of the Executive Board, taking into account that its members are independent members of the Board, and non-executive members or persons who are not members of the Board, whether they are shareholders or others, may be used. 2- 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. 3- The Council may appoint the Chairman of the Council as a member of the Committee, provided that he does not hold the position of Chairman of the Committee. | |



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| | <p>4- 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> | |
| <p>Fourteenth: Duration of the Committee's Work The term of appointments in the Committee shall be for a period of three years, except for the first term of the Committee, which shall continue until the end of the term of office of the first Board of Directors.</p> <p>Fifteen: Replacement of some or all members of the Committee</p> <p>1- The members of the Committee may be replaced by a resolution of the Board of Directors in full or one of its members whenever it deems appropriate.</p> <p>2- Any member of the Committee can resign by submitting a written notice to the Chairman of the Board and the Chairman of the Committee, and the resignation becomes effective after being approved by the Board of Directors and the nomination of the Board for the alternative at the time of delivery of the notice, unless the notice specifies a date for implementation.</p> | <p>Article III: Termination of the Committee's Membership</p> <p>1- 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 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, upon a recommendation from the Committee, terminate the membership of any member who is absent from three consecutive meetings 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> | Articles have been amended and reworked |
| | <p>Article IV: Vacant position in the membership of the Committee 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> | New article |
| <p>Tenth: Chairman of the Committee:</p> <p>1. The Board of Directors shall appoint the Chairman of the Committee from among its members.</p> | <p>Article Five: The Chairman of the Committee and his duties and responsibilities</p> <p>1- The Chairman of the Committee shall be an independent member, and if the Council's decision to form the Committee does not provide for the nomination of the Chairman,</p> | The entire article has been modified |



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| <p>2. The members attending the meeting of the Committee shall elect one of them to chair the meeting in the event that the Chairman of the Committee is absent from attending the meeting.</p> <p>3. The Chairman of the Audit Committee organizes the meetings of the Committee, determines the agenda of its meetings and reviews all the information and documents necessary to carry out its responsibilities.</p> | <p>the members may appoint a Chairman from among them at the first meeting of the Committee.</p> <p>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, 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>1.</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>New article</p> |
| <p>Eleven: Secretary of the Committee The Committee shall appoint a secretary.</p> | <p>Article Seven: Appointment, Duties and Responsibilities of the Secretary of the Committee</p> <p>1- The Committee shall appoint a secretary from among its members or others.</p> | <p>The article has been amended and tasks added in line with the provisions of the Corporate Governance Regulations.</p> |



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| | <p>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.</p> <p>3- The Secretary shall assume the following functions and competencies:</p> <ul 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>Sixteen: Remuneration of the members of the Nomination and Remuneration Committee</p> <p>1- Each member of the Committee, including the Secretary of the Committee, shall be entitled to receive compensation instead of attendance for each session equivalent to the amount of 3.000 Saudi riyals for each meeting attended by the Committee.</p> <p>2- The members of the Committee residing outside the city of Jizan are entitled to compensation for travel costs for attending the meeting, these costs include a round-trip</p> | <p>Article Eight: Remuneration and Compensation</p> <p>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 accommodation expenses for each session for non-resident members at the meeting</p> | <p>The entire article has been modified</p> |



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| <p>ticket from his place of residence to the company's main site or the place of the meeting, in addition to any other costs associated with accommodation and transportation.</p> <p>3- The reports of the Board of Directors submitted to the General Assembly must disclose the compensation and remuneration paid to the members of the Committee.</p> | <p>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>Article IX: Scope of the Committee's Work and Powers</p> <p>The scope of work of the Committee includes reviewing the structure of the Board of Directors, committees, skills and criteria required for board membership. In addition to reviewing the organizational structure of the company, succession plans, human resources policy regulations, and the remuneration and compensation policy for board members, committees and executive management, and providing the necessary recommendations to the Board of Directors, 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 resources and information necessary to perform its duties and responsibilities. 2. Study the topics that concern it or that are referred to it by the Board of Directors, and submit its recommendations to the Board for decision, or take decisions if authorized by the Board to do so, provided that the mandate issued by the Board is not general or indefinite. 3. 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. | New article |



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| <p>Fourth: Competencies, Powers and Responsibilities of the Committee:</p> <p>The Remuneration and Nomination Committee shall have the following competencies:</p> <p>First: Regarding Rewards</p> <ol style="list-style-type: none"> 1. Prepare a clear policy for the remuneration of the members of the Board of Directors, the committees emanating from the Board and senior executives, and submit it to the Board of Directors for consideration in preparation for approval by the General Assembly, taking into account the adoption of standards related to performance, disclosure, and verification of their implementation. 2. Clarify the relationship between the bonuses granted and the applicable remuneration policy, and indicate any material deviation from this policy. 3. Periodically review the remuneration policy, and evaluate its effectiveness in achieving the desired objectives. 4. Recommending to the Board of Directors the remuneration of the members of the Board of Directors, its committees and senior executives except the Audit Committee in accordance with the approved policy. <p>Second: Regarding nominations</p> <ol style="list-style-type: none"> 1. Proposing clear policies and criteria for membership in the Board of Directors and executive management. 2. Recommending to the Board of Directors the nomination and renomination of its members in accordance with the approved policies and standards, taking into account that no person who has previously been convicted of a crime against trust shall be nominated. 3. Prepare a description of the capabilities and qualifications required for membership of the Board of Directors and fill the positions of executive management. 4. Determine the time that the member must allocate to the work of the Board of Directors. 5. Annual review of the necessary needs for appropriate skills for board membership and executive management functions. | <p>Article X: Functions and Competencies of the Committee</p> <p>Without prejudice to the tasks and responsibilities set forth in the Companies Law, the Company's 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:</p> <p>A- With regard to nominations, they shall be concerned with the following:</p> <ol style="list-style-type: none"> 1- Proposing clear policies and criteria for membership in the Board and the executive management. 2- Recommending to the Council the nomination and renomination of its members in accordance with the approved policies and standards, taking into account the non-nomination of those who have previously been convicted of a crime against trust. 3- Prepare a description of the capabilities and qualifications necessary for membership of the Board and fill the positions of executive management. 4- Determine the time that the member must devote to the work of the Council. 5- Annual review of the necessary needs for skills or experience appropriate to the membership of the Board and the functions of executive management. 6- Review the structure of the Board and Executive Management and make the necessary recommendations on making any changes to it. 7- Verify on an annual basis the independence of independent members, and the absence of any conflict of interest if the member is a member of the board of directors of another company. 8- Statement of job descriptions for executive members, non-executive members, independent members and senior executives. 9- Determine the procedures to be followed in the event of a vacancy in the position of a member of the Board of Directors or senior executives. 10- Identify the weaknesses and strengths of the Board, and propose solutions to address the weaknesses in accordance with the interest of the Company. | <p>The Article has been amended in accordance with the provisions of the Corporate Governance Regulations related to the functions and competencies of the Nomination Committee and the Remuneration Committee.</p> |



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| <p>6. Review the structure of the Board of Directors and executive management and make recommendations regarding changes that can be made.</p> <p>7. Verify on an annual basis the independence of independent members, and the absence of any conflict of interest if the member is a member of the board of directors of another company.</p> <p>8. Develop job descriptions for executive, non-executive, independent and senior members Executives.</p> <p>9. Establishment of special procedures in the event of a vacancy in the position of a board member or senior executive</p> <p>10. Identify the weaknesses and strengths of the Board of Directors, and propose solutions to address them in accordance with the interest of the company</p> <p>11. When nominating the members of the Board of Directors, the Nomination Committee shall observe the terms and conditions contained in these Bylaws and the requirements determined by the Authority.</p> <p>12. The number of candidates for the Board of Directors whose names are presented to the General Assembly must exceed the number of available seats so that the General Assembly has the opportunity to choose from among the candidates.</p> <p>13. The company shall publish the announcement of candidacy on the company's website and on the market's website, and in any other means determined by the Authority, in order to invite persons wishing to run for membership of the Board of Directors, provided that the nomination door remains open for at least one month from the date of the announcement.</p> <p>14. The provisions of this Chapter shall not prejudice the right of every shareholder in the company to nominate himself or others.</p> <p>For membership of the Board of Directors in accordance with the provisions of the Companies Law, its executive regulations and the company's articles of association.</p> | <p>B- With regard to remuneration, it is concerned with the following:</p> <p>1- Prepare a clear policy for the remuneration of the members of the Council, the committees emanating from it and the executive management, and submit it to the Council for consideration in preparation for approval by the General Assembly, taking into account the adoption of standards related to performance, disclosure thereof, and verification of their implementation.</p> <p>2- Clarify the relationship between the bonuses granted and the approved remuneration policy, and indicate any material breach of this policy.</p> <p>3- Periodically review the remuneration policy, and evaluate its effectiveness in achieving its objectives.</p> <p>4- Recommending to the Board the remuneration of the members of the Board, its committees and senior executives in accordance with the approved policy.</p> | |
| Fifth: Remuneration Policies: | | Deleted as it was stipulated separately in the Remuneration and Compensation Policy |



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| <p>Without prejudice to the provisions of the Law, the remuneration policy shall take into account the following:</p> <ol style="list-style-type: none"> 1. Alignment with the company's strategy and objectives. 2. Remuneration should be provided for the purpose of urging the members of the Board of Directors and executive management to make the company successful and grow in the long term, such as linking the variable part of the remuneration to long-term performance. 3. Remuneration should be determined based on the level of the job, the tasks and responsibilities assigned to the incumbent, educational qualifications, work experience, skills, and level of performance. 4. Consistency with the size, nature and degree of risk of the company. 5. Taking into account the practices of other companies in determining remuneration, while avoiding the resulting unjustified rise in remuneration and compensation. 6. To aim to attract, maintain and motivate professional competencies, while not exaggerating them. 7. Cases of suspension or refund of remuneration if it is found that it was decided based on inaccurate information provided by a member of the Board of Directors or executive management, in order to prevent the exploitation of employment status to obtain undue remuneration. 8. Organizing the granting of shares in the company to the members of the Board of Directors and the executive management, whether it is a new issue or shares purchased by the company. | | |
| <p>Sixth: Nomination Procedures</p> <ol style="list-style-type: none"> 1. When nominating the members of the Board of Directors, the Remuneration and Nomination Committee shall observe the terms and conditions contained in these Bylaws and the requirements decided by the Authority. | | Deleted as it was stipulated independently in the policies, standards and procedures of membership in the Board of Directors |



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| <p>2. The number of candidates for the Board of Directors whose names are presented to the General Assembly must exceed the number of available seats so that the General Assembly has the opportunity to choose from among the candidates.</p> <p>Seventh: Publication of the candidacy announcement</p> <p>The company shall publish the announcement of candidacy on the company's website and on the market's website, and in any other means determined by the Authority, in order to invite persons wishing to run for membership of the Board of Directors, provided that the nomination door remains open for at least one month from the date of the announcement.</p> <p>Eighth: The right of the shareholder to run</p> <p>The provisions of this Chapter shall not prejudice the right of each shareholder in the company to nominate himself or others for membership of the Board of Directors in accordance with the provisions of the Companies Law, its Executive Bylaws and the Company's Articles of Association.</p> | | |



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| <p>Ninth: Meetings of the Nominations and Remuneration Committee:</p> <p>The Nomination and Remuneration Committee shall meet periodically at least every six months and whenever the need arises .</p> <p>Twelve: Quorum</p> <p>The quorum for the meetings of the Committee shall be achieved in the presence of the majority of its members.</p> <p>Thirteen: Procedures of Meetings</p> <ol style="list-style-type: none"> 1. The Committee shall meet at least twice (every six months). Any member of the Committee may request a meeting of the Committee if he deems it necessary so that the Secretary shall arrange for such meeting. Unless otherwise agreed, the Chairman of the Committee shall, at least seven working days, issue an invitation specifying the place, time and agenda to be discussed to each member of the Committee and any other person invited to attend the meeting. 2. The majority of the members of the committee must be present until the quorum for the meeting is reached. 3. A committee member cannot delegate another member to attend the meeting on his behalf or vote on his behalf in meetings. 4. The decision voted for by the Chairman of the Committee shall be taken in case of equality of votes. 5. The members of the Committee and other persons attending the meetings of the Nomination and Remuneration Committee must maintain the confidentiality of the meetings, the documents they obtained, the content of their discussions in the meetings, and not to disclose the secrets of the company, especially the secrets of the operational | <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 two meetings a year (once every six months), and the meeting shall be held at the invitation of the Chairman of the Committee or his representative, in case of his absence. 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. <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>Materials have been modified and separated</p> |



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| <p>processes and the professional secrets that were familiarized during their work in the Committee.</p> <p>6. The Committee shall follow up the implementation of the results of previous meetings and any outstanding issues since its last meeting.</p> <p>7. The Committee may hold its meeting by conference call by telephone, video or any similar means of communication if all members participating in the meeting are able to hear each other and talk to each other during the meeting. A member of the Committee participating through this means shall be deemed to be personally present at the meeting and shall be counted among the prescribed quorum and shall be entitled to vote. The Secretary of the Committee shall write all the decisions taken by the Committee during the meeting held by conference call by telephone, video or any similar means of communication.</p> | <p>Article Thirteen: Quorum for the Committee Meeting</p> <p>1- The meeting of the Committee shall not be valid unless attended by the majority of the members of the Committee.</p> <p>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.</p> <p>3- A member of the Committee may not delegate other members to attend the meetings of the Committee and vote on his behalf.</p> <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></p> <p>Add</p> |
| <p>Seventeen: Minutes of Meetings</p> <p>The decisions of the Committee shall be recorded in the minutes of the meetings and these minutes shall be kept after signing by the members of the Committee who attended the meeting in the records of the minutes of the Committee.</p> | <p>Article Fifteen: Minutes of Meeting, Decisions and Deliberations</p> <p>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.</p> <p>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.</p> <p>3- The minutes of the meeting shall include the following:</p> <p>A- Date and place of the meeting.</p> <p>In- Meeting start time and end time.</p> <p>C- Names of the members present and absent from the meeting.</p> <p>D- Meeting agenda.</p> <p>E- Names and attributes of non-committee attendees.</p> | <p>The entire article has been modified</p> |



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| | <p>And- A summary of each item of the meeting and a summary of the discussions taking place therein.</p> <p>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</p> <p>Going to- Signatures of the members of the committee attending the meeting and the secretary on the minutes of the meeting.</p> <p>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.</p> <p>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.</p> <p>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 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</p> | |



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| | <p>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> | |
| | <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> | Add material |
| <p>Eighteen: Responsibilities Related to Reporting</p> <p>Following each meeting held by the Committee, the Chairman of the Committee shall submit an official report and recommendations on the facts, discussions and decisions of the Committee to the Board of Directors.</p> | <p>Article XVII: Reports of the Committee</p> <p>1- 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>2- The Committee shall prepare an annual report of the Board that includes a summary of its meetings during the year, its work and its most important results.</p> | The entire material has been modified. |



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| | <p>Article Eighteen : 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> | New article |
| | <p>Article Nineteen: 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 contents of these Bylaws shall be amended – as needed – based on a proposal from the Nomination and Remuneration Committee and a recommendation from the Board, provided that the amendment is 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> | New article |