

Bahri

**Policy of Remunerations/Rewards for the members of the Board
of Directors, Committees thereof, and Executive management**

Of :

Saudi National Maritime Transport Company (Bahri)

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We certify the translation not the content

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Bahri

Policy of Remunerations/Rewards for members of the Board of Directors of the Saudi National Shipping Company

Introduction:

This Policy have been made in execution of the provisions of the second paragraph of Article Four of the policy of the Nominations and Remunerations/Rewards Committee, which were approved by the company's General Assembly on 8/1/1439H, corresponding to 4/17/2018G.

The Board of Directors of the Saudi National Maritime Transport Company decided to adopt these regulations on 18/04/1445H, corresponding to 2/11/2023G, in order to be approved.

Purpose:

This policy aims to codify and govern the remuneration of the Board of Directors, committees thereof, and executive management for the purpose of creating an attractive environment that allows the company to attract members with scientific, technical and administrative competence, and commensurate experience, enabling them to perform their tasks and duties with professionalism and high efficiency, taking into account the sector in which the company operates, and the skills necessary to manage it, and in accordance with the relating regulations.

Organizing Rules:

This policy is subject to the Saudi Company Law, the Corporate Governance Regulations issued by the Capital Market Authority, and the company's bylaws, in addition to other relevant regulations.

Scope :

The provisions of this policy shall apply to the Board of Directors of the Saudi National Shipping Company (Bahri), and the committees emanating from it, as well as the boards of directors of Bahri's subsidiaries.



Remuneration/Rewards and compensation:

Bahri offers members bonuses for attending meetings, together with an annual bonus which shall be disbursed at the end of each year, in addition to compensation for business trips as shown below:

Rewards for attending meetings:

1- Rewards/Remunerations for the members of the Board of Directors:

- Six hundred thousand Saudi Riyal for the Chairman of the Board of Directors of Bahri.
- Five hundred thousand Saudi Riyal for each member of the Bahri Board of Directors.
- Six Thousand Saudi Riyal as remuneration/reward for each member of the Board of Directors of Bahri for attending each meeting
- Two thousand and five hundred Saudi Riyal for the secretary for attending each meeting.

2- Rewards/Remunerations for the Committees members :

- Two Hundred fifty thousand as an annual remuneration for the chairmen of committees having been derived from the Board of Directors of Bahri.
- Two hundred thousand Saudi Riyal for each member of such committees, if the member is a member of the Bahri Board of Directors or from outside the company.
- Six thousand Saudi Riyal for each member of the Board of Directors for attending each meeting.
- Two thousand five hundred Saudi Riyal for the secretary for attending each meeting.

3- Rewards/Remunerations for the members of Boards of Directors of sister/Subsidiary companies:

- Two Hundred fifty thousand as an annual remuneration for each member of the sisters/subsidiary companies if the member is a member of the Bahri Board of Directors or from outside the company.
- Five thousand Saudi Riyal for each member of the Board of Directors of the sisters/subsidiary companies for attending each meeting.
- Two thousand five hundred Saudi Riyal for the secretary for attending each meeting.

4- Rewards/Remunerations for the Executive Management:

- Five hundred thousand as an annual remuneration for each member of the executive management of the Bahri Board of Directors.
- Six thousand Saudi Riyal for each member of the Executive Management of the Bahri Board of Directors for attending each meeting.
- Fifty thousand Saudi Riyal as an annual remuneration for each member of the sisters/subsidiary companies and committees if the member is a member of the Bahri Board of Directors.
- Five thousand Saudi Riyal for each member of the Executive management of the sisters/subsidiary companies for attending each meeting.
- The provisions for business trips stipulated in the company's Bylaw shall apply to members of the company's executive management.

5) Business trips:

Members other than the executive management will be compensated for their travel for work purposes according to the followings:

Travel shall be on first class basis:

- * A daily assignment allowance of one thousand five hundred Saudi Riyal (SR 1,500) shall be paid.
- * The company's regulations shall be applied regarding the expenses incurred by the company.

General Provisions:

The rewards stipulated in these regulations are subject to the following provisions:

- 1) The member is entitled to half of the attendance bonus if he attends the meeting remotely.
- 2) The authorized member outside the committees shall be given an attendance reward.
- 3) The member is entitled to the full annual bonus if his attendance rate reaches (75%).
- 4) The member is entitled to half of the annual bonus if his attendance rate is more than (50%) and less than (75%).
- 5) The member is not entitled to any annual bonus if his attendance rate is less than (50%).

6) If a member replaces another member, who has resigned or whose term has expired, the annual remuneration will be distributed according to the percentage of attendance out of the total number of meetings.

7) The subsidiary companies will transfer an amount of one hundred and fifty thousand Saudi Riyal for each member of the partners as an annual reward for such members, provided that the reward is disbursed to Bahri representatives directly from Bahri Company, in accordance with what is approved in this decision.

8) The provisions for business trips stipulated in the company's work organization regulations apply to members of the company's executive management.

Effectiveness/Validity:

The provisions of these regulations are effective as of January 16, 2023.

