



# SICO Capital Company Proxy Voting Policy

January 2026

## 1. Introduction and Overview

- 1.1 The policies and procedures set out in this document aim to provide SICO Capital Company (in its capacity as the Fund Manager) with the appropriate guidance required to take actions in relation to various companies with respect to the underlying securities owned by the funds managed by SICO Capital Company.
- 2.1 The Fund Manager at SICO Capital Company shall review this policy on an ongoing basis and on an annual basis, in addition to reviewing any changes recommended to be introduced to this policy where necessary. Each fund managed by SICO Capital Company whose investment objectives include investing in listed equities inside or outside the Kingdom of Saudi Arabia must adopt its own procedural policy and ensure the fund's compliance with such policy.
- 3.1 Nothing in this policy shall constitute a breach of or override any official regulatory rules relating to the subject matter of this policy, nor shall it conflict with the Implementing Regulations issued by the Capital Market Authority ("CMA"), which shall prevail over and supersede this policy in the event of any inconsistency.

## 2. Definitions and Interpretation

- 2.1 "The Authority" means the Capital Market Authority ("CMA") in the Kingdom of Saudi Arabia.
- 2.2 "Conflict of Interest" means a situation in which a person or a company has multiple (conflicting) interests, whereby one interest could hinder the proper performance of duties in relation to another interest. For example, an employee may trade for his own personal account to benefit from an investment opportunity made available to him, while simultaneously being required to make trading decisions on behalf of clients to whom he owes a fiduciary duty.

2.3 “Compliance Officer” means the employee of SICO Capital Company responsible for the Compliance Department.

2.4 “Securities” mean the following financial instruments:

- Securities.
- Debt instruments, including unsecured bonds, non-redeemable bonds, debentures, sukuk, savings bonds, certificates of deposit, and other instruments evidencing or confirming indebtedness, whether issued by government, public, or private entities.
- Certificates (such as Global Depositary Receipts (GDRs) or American Depositary Receipts (ADRs)) representing securities that grant ownership rights in one or more shares, debt instruments, government securities and/or public securities, guarantees, or other financial instruments.

2.5 “Corporate Action” means an event or action undertaken by a publicly listed company on the Saudi Exchange (Tadawul) or by a company listed outside the Kingdom on a duly regulated market, which may affect the shares issued by such company.

### 3. Corporate Actions Covered by This Policy

This policy covers activities related to corporate actions of companies listed on the financial market, as well as the methodology and process for voting on resolutions or taking action based on such resolutions by the fund holding the underlying shares of the listed company. This policy applies only to corporate actions that require active participation by the fund.

For the purposes of this policy, the following are examples of corporate actions that may be undertaken by companies. This list is not exhaustive and may be amended or expanded upon the introduction of new instruments or corporate actions:

- Changes to the boards of listed companies.
- Announcements of bonus share issues.
- Share splits.

- Mergers, acquisitions, divestments, or any other corporate restructuring activity deemed appropriate by the board of the listed company.
- Rights issues.
- Any other matter relating to a listed company that requires action, such as voting, by the investor or shareholder in the listed company (i.e., the fund).

#### 4. Internal Activities and Voting Process

4.1 SICO Capital Company shall act or refrain from acting, at its sole discretion, with respect to any corporate action under consideration. All actions relating to SICO Capital Company's participation or non-participation in any act or transaction shall be carried out in the best interests of the fund's unitholders, as determined by SICO Capital Company.

4.2 The Fund Manager within the Asset Management Department is responsible for implementing the approved policy. The Fund Manager monitors corporate actions, makes voting decisions in consultation with the Compliance Officer, and ensures that such decisions are executed in a timely manner. The Fund Manager may nominate any representative to exercise voting rights, and the Head of Asset Management shall approve the nominated representative or appoint another representative as deemed appropriate.

4.3 The Fund Manager shall record all voting activities in accordance with the proxy voting record standards.

#### 5. Responsibilities of the Fund Manager

SICO Capital Company shall apply proxy voting policies to the best of its ability in accordance with the general principles set out in this policy. The main responsibilities include the following:

5.1 Monitoring voting announcements published on Tadawul.

5.2 The Investment Committee shall review, discuss, and approve the voting decision based on the required assessments in accordance with the policy guidelines, including a review of the funds' holdings (number of shares) to be represented.

5.3 The Fund Manager is responsible for ensuring the maintenance of complete and adequate records of proxy voting activities. The Fund Manager must also provide proxy voting record information at least once annually as part of the fund's annual report. Proxy voting information must be in an acceptable format and submitted within the timeframes required for disclosure or regulatory purposes.

5.4 All voting records and related decisions must be retained for a minimum period of ten (10) years from the date of voting, or as otherwise required by applicable regulations.

## 6. Conflicts of Interest

The Fund Manager acknowledges that apparent conflicts of interest may arise from time to time in connection with the exercise of proxy voting rights for a managed fund. The Compliance Team and the Fund's Board of Directors shall be notified of any actual and/or potential conflict of interest between the Fund Manager and the fund's unitholders arising from the proxy voting process.

The Fund Manager must address any actual and/or potential conflict of interest without being influenced by any consideration other than achieving the best interests of the managed fund's unitholders. The Fund Manager must also notify the Chairman of the Fund's Board in the event that a conflict of interest cannot be resolved within the policy guidelines, in order to obtain appropriate guidance.

The Fund Manager believes that oversight by the Chairman of the Fund's Board ensures that voting rights are exercised in the best interests of the fund's unitholders. To avoid any potential conflict of interest, the following procedures have been established for use when a potential conflict arises:

- The Fund Manager shall refer the matter to the Compliance Team whenever there is an indication of a potential conflict of interest. The Compliance Team shall conduct an initial assessment to determine whether a material conflict of interest exists, based on the facts and circumstances of each individual case, provided that the timeframe for assessing conflicts of interest shall not exceed fourteen (14) business days. The results of the assessment must be documented and retained in the relevant records for a period of no less than ten (10) years.
- If the proposed vote is consistent with the approved proxy voting policy, no further action is required.

- If the proposed vote is inconsistent with the approved proxy voting policy, while at the same time aligned with management's recommendation, the proposal shall be escalated to the Chairman of the Fund's Board of Directors for final review and an appropriate decision.
- As a general rule, abstain from voting on requests seeking approval of any related-party transactions or any transactions that may involve a conflict of interest, with the requirement to disclose in transaction reports whether any conflict of interest exists.