



**SGS**

الشركة السعودية للخدمات الأرضية  
Saudi Ground Services Company

Saudi Ground Services.

General Assembly Meeting

(First Meeting)

Meeting Location: Jeddah City - Via modern communication  
technology

Date: Thursday 23rd of May, 2024 AD

Time: 6:30 PM



**SGS**

الشركة السعودية للخدمات الأرضية  
Saudi Ground Services Company

# Agenda of Extraordinary General Assembly

Meeting (First Meeting)

Saudi Ground Services.

2024-05-23م





1. Reviewing the Board of Directors' Annual Report of the fiscal year ended 31st December 2023, and discuss it
2. Voting on the External Auditor report of the fiscal year ended 31st December 2023, after discussing it.
3. Reviewing the Financial Statements for the fiscal year ending 31st December 2023, and discuss it.
4. Voting on approving the absolving of the Board of Directors of their responsibility for managing the company of the fiscal year ended 31st December 2023.
5. Voting on the resolution of the Board of Directors to appoint Mr. Nasser bin Farooq AlQawas as a non-executive member of the company's Board of Directors, starting from his appointment date on 01-11-2023, to complete the current board term until its expiration on 05-05-2025, replacing the resigned member Mr. Con Korfiatis (non-executive member). (Attached)
6. Voting on the appointment of the company's external auditor among the candidates based on the recommendation of the audit committee to review and audit the financial statements for the third quarter and annual for the year 2024, as well as the first and second quarters of 2025, and determining their fees.
7. Voting on the business and contracts between the company and Saudi Arabian Airlines, and a member of the Board of Directors Mr. Nasser AlQawas and a commercial Cynndy has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 1,003,430,184 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
8. Voting on the business and contracts between the company and Saudia Aerospace Engineering Industries Company, and a member of the Board of Directors Mr. Nasser AlQawas and Capt. Fahd Cynndy has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 33,946,750 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
9. Voting on the business and contracts between the company and Saudi Arabian Airlines Private Flights (SPA), and a member of the Board of Directors Mr. Nasser AlQawas and Capt. Fahd Cynndy has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 13,633,472 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
10. Voting on the business and contracts between the company and Saudi Royal Fleet Services, and a member of the Board of Directors Mr. Nasser AlQawas and Capt. Fahd Cynndy has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 33,196,728 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
11. Voting on the business and contracts between the company and Flyadeal, and a member of the Board of Directors Mr. Nasser AlQawas and Capt. Fahd Cynndy has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports,

noting that transactions for the year 2023, amounted 208,238,883 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)

12. Voting on the business and contracts between the company and Saudi Amad Company, in which the Chairman of the Board Eng. Khalid Albuainan has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 8,037,823 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
13. Voting on the business and contracts between the company and SAL Saudi Logistics Services, and a member of the Board of Directors Mr. Nasser AlQawas and Capt. Fahd Cynndy has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 14,453,029 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
14. Voting on the business and contracts between the company and Caterion Holding Company, and a member of the Board of Directors Mr. Nasser AlQawas and Capt. Fahd Cynndy has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 49,132,362 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
15. Voting on the business and contracts between the company and Saudi Amad Company, in which the Chairman of the Board Eng. Khalid Albuainan has an indirect interest in it, which lease agreement for operational vehicles at the Kingdom's airports, noting that transactions for the year 2023, amounted 10,208,100 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
16. Voting on the business and contracts between the company and Bupa Arabia Cooperative Insurance Company, and a member of the Board of Directors Mr. Nader Ashoor has an indirect interest in it, which is insurance services, noting that transactions for the year 2023, amounted 103,323,951 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
17. Voting on the business and contracts between the company and Saudi Amad Company, in which the Chairman of the Board Eng. Khalid Albuainan has an indirect interest in it, which is Crew bus, deportees and Passenger buses at the Kingdom's airports, noting that transactions for the year 2023, amounted 53,315,622 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
18. Voting on the Board of Directors delegated the authority of the Ordinary General Assembly to the license mentioned in Paragraph (1) of Article 27 of the Companies Law, for a period of one year from the date of approval of the Ordinary General Assembly or until the end of the period of the authorized Board of Directors, whichever is earlier, in accordance with the conditions set forth in the executive bylaws of the companies law for listed joint stock companies.
19. Voting on authorizing the Board of Directors to distribute interim dividends on a semi-/quarterly basis for the fiscal year 2024.

20. Voting on disbursing an amount of 2,750,000 riyals as a remuneration to members of the Board of Directors for the financial year ending on 12/31/2023 AD.
21. Voting on amending the Audit Committee Charter. (Attached).
22. Voting on amending the regulations for the work of the Nominations and Remuneration Committee. (Attached).
23. Voting on amending the Standards and procedures for board membership Policy. (Attached).
24. Voting on amending the Remuneration and Compensation Policy for the board members and its committees and the executive management. (Attached).
25. Voting on amending Article (4) of the company's Bylaw, regarding the company's purposes.
26. Voting on amending Article (6) of the company's Bylaw, regarding the company's duration.
27. Voting on amending the company's Bylaw to align with the new Companies Law and renumbering the articles to correspond to the proposed amendments. (Attached).
28. Voting on transferring the statutory reserve amount of 520,172,845 Saudi Riyals, as stated in the financial statements for the year ended on December 31, 2023, to the retained earnings account.



1.Reviewing the Board of Directors' Annual Report  
of the fiscal year ended 31st

Annual Board Report 2023



الشركة السعودية للخدمات الأرضية  
Saudi Ground Services Company

# Audit Committee report for the year 2023 for shareholders meeting



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## **Introduction**

In line with the provisions of the Company Law issued by the Ministry of Commerce and the Corporate Governance Regulations issued by the Capital Market Authority and the company's Law, all of which stipulated that the Audit committee should carry out the tasks of supervising the internal audit department in the company, which undertake the systems of control and reports and the recommendation of the appointment of external auditors and determining their fees , As well as in supervising any other tasks that the Board of Directors request, which ensures the activation of the supervisory role in the company, the Audit committee during 2023 carried out all the tasks assigned to it in accordance with the regulations and the committee charter of the Audit committee, which was approved by the General Assembly of Shareholders.

According to Article (88) of Corporate Governance Regulations issued by the Capital Market Authority, this annual report of the Audit Committee has been prepared to show the committee opinion on the adequacy of the company's internal control system and other work within its jurisdiction.

### **1. The Appointment of the Audit Committee:**

The Audit committee of the Saudi Ground Services Company was formed based on a decision of the General Assembly which was held on 09/03/2022, whose cycle ends on 05-05-2025.

### **2. Committees Roles and responsibilities:**

The Committee is responsible for monitoring the company's work and verifying the integrity of its reports, financial statements and internal control systems, and the commission's Roles includes the followings:

#### **a. Financial Reports:**

1. Audit the company's financial statements, lists and financial performance announcements before submission to the Board of Directors to ensure their integrity, fairness, and transparency and to express their opinion.
2. Provide technical opinion at the request of the Board of Directors as to whether the Board's report - and the Company's financial lists are fair, balanced, and understandable and include information that allows shareholders and investors to assess the financial position or status of the Company, its performance, its business model, and its strategy.
3. Study any significant or unusual issues contained in financial reports and accounts.
4. Carefully consider any matters raised by the company's financial manager, his/her supervisor, the company's compliance manager or internal auditor.
5. Verification of accounting estimates in material matters in financial reports.
6. Study of company accounting policies and make an opinion and recommendation to the Board of Directors.
7. Meeting with executive management and external auditors to audit and discuss the company's operational quarterly results and annual financial statements, as well as all internal oversight reports or summaries.
8. Meeting with the internal auditor to review the internal audit reports and to discuss the company quarter results and the quarter and financial results.
9. Audit other relevant reports or financial information provided by a company to a government agency, or the public, and related reports submitted by the external auditors or their summaries.

#### **b. Internal Audit:**

1. Study and audit the internal and financial control systems of the company.

2. Study internal audit reports and follow up on the implementation of corrective actions for the observations contained therein.
3. Oversight and oversight of the performance and activities of the internal auditor, internal audit management, governance, and compliance of the company, to ensure that the necessary resources are available and effective in performing the work and tasks assigned to it. If the company does not have an internal auditor, the committee shall make its recommendation to the board as to the need for his appointment and, if not, shall state the reasons in the annual report.
4. Recommend to the Board of Directors the appointment of the Director of the Internal Audit or Management Unit or Internal Auditor and propose rewards.

**c. External Auditors:**

1. Recommend to the Board of Directors the appointment, dismissal, determination of fees and performance evaluation of external auditors, after ascertaining their independence and auditing the scope of their work and the terms of their engagement.
2. Verify the independence and objectivity of external auditors and the effectiveness of the audit work, taking into account relevant rules and standards.
3. Audit the plan and work of the external auditors of the company and verify and reflect on their failure to submit technical or administrative works outside the scope of the audit.
4. Answer inquiries from external corporate auditors.
5. Study external auditors' reports and observations on the financial statements and follow-up action taken thereon.
6. Audit with the external auditor any problems or difficulties encountered and audit the management response.

**d. Ensuring Compliance:**

1. reviewing the findings of the reports of supervisory authorities and ensuring that the Company has taken the necessary actions in connection therewith.
2. ensuring the Company's compliance with the relevant laws, regulations, policies and instructions.
3. reviewing the contracts and proposed Related Party transactions and providing its recommendations to the Board in connection therewith.
4. reporting to the Board any issues in connection with what it deems necessary to take action on, and providing recommendations as to the steps that should be taken.

**3. Audit committee members:**

	Name	Membership title	General Assembly approval
1	Dr. Omar bin Abdullah Jafari	Committee Chairman	The membership of the members started with the third cycle of the board from 06/05/2022 to 05/05/2025
2	Mr. Adel Abul Khail	Committee member	
3	Mr. Saleh Abdulrahman Al-Fadl	Committee member	
4	Mr. Hisham Ali Al-Aqel	Committee member	
5	Mr. Nader Mohammed Saleh Ashoor	Committee member	

#### 4. **Audit Committee Meetings:**

During 2023 the audit committee held five meetings as follows:

Number of meetings (5) during 2023						
Member Name	First 25/03/2023	Second 17/05/2023	Third 10/08/2023	Fourth 04/11/2023	Fifth 19/12/2023	Total
Dr. Omar bin Abdullah Jafari	Present	Present	Present	Present	Present	5
Mr. Saleh Al-Fadl	Present	Present	Present	Present	Present	5
Mr. Hisham Ali Al-Aqel	Present	Present	Present	Present	Present	5
Mr. Adel Al-Khail	Present	Present	Present	Present	Present	5
Mr. Nader Ashoor	Present	Present	Present	Present	Present	5

#### 5. **Achievements of the Audit Committee:**

During 2023, the Committee achieved several achievements in achieving the objective for which the Committee was formed, which is activating the supervisory role in the company, the Committee took several decisions and recommendations to the Board of Directors to ensure the continuity of the business, including but not limited to the following:

- 1- Recommendation for the financial statement approval for the financial year 2022
- 2- Recommendation for approval of financial statement for first quarter of 2023
- 3- Review internal audit plan for 2023.
- 4- Approval of internal audit plan and supervise it works and review its report through 2023.
- 5- Follow up on the implementation of corrective actions for the observations contained in the internal audit report.
- 6- Follow-up of regulatory letters and reports.
- 7- Follow-up the conduct of internal control work and its effectiveness.
- 8- Approving the internal audit plan for 2024.

#### 6. **The Audit committee's opinion on the adequacy of the company's internal control system:**

One of the responsibilities and roles of the audit committee is to ascertain the adequacy of the internal control of the company and to conduct its work in accordance with established best practices, by following up and examining reports issued by the internal or external auditor or the compliance department. The audit committee's opinion on the adequacy of the company's internal control system is as follows:

##### **Executive management:**

The company's executive management has signed declarations affirming its responsibility to provide internal control procedures to ensure the effectiveness and efficiency of the company's operations and control procedures, including the credibility and integrity of the financial reports and the compliance with the regulations, laws, and policies in force .

##### **Internal Audit:**

The company's internal audit department also implements the annual audit plan approved by the audit committee to assess the applicable internal control situation, focusing on the evaluation of the regulatory environment, organizational structure, risks, policies and procedures, the segregation of tasks and information systems by randomly sampling planned activities for audit to ascertain the effectiveness and efficiency of the internal control

systems designed and applied, and obtaining assurances of the effectiveness and efficiency of internal control procedures during the year.

**Compliance Department:**

The Compliance Management is responsible for ensuring the company's compliance with all external laws and regulations. They identify potential risks that the company may face and provide advice on how to avoid them in order to maintain the company's legal position and protect it from any legal penalties. Additionally, they respond to all letters received from regulatory authorities within the specified timeframe and without delay.

**External Auditor:**

The Audit Committee ensured that the external auditor performed his responsibilities towards the company by following up on the plans and implementing the audit work to obtain a high degree of satisfaction that the accounting standards, which are known in Saudi Arabia, were applied in the company and that the quarterly and annual financial statement results reports of the company were free of material errors, in accordance with the unqualified opinion of the external accountant during 2023. Based on the annual examination of the internal control procedures tested during 2023 by the Audit and External Auditor Committee and the internal audit department of the company, the results of this examination indicated that there were several observations during 2023 and most of them were addressed. It is therefore not possible to emphasize the comprehensiveness of the internal audit procedures and evaluations conducted in the Kingdom, as they are based on random sampling efforts. The above improvement, and the developments are ongoing by the Committee and the company's internal control departments to ensure more effective and efficient follow-up mechanism to internal control processes and procedures.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a solid horizontal line.

Dr. Omar Jefri

Audit Committee Chairman



2/3 Voting on the External Auditor report after discusses it and Reviewing the Financial Statements of the fiscal year ended 31st December 2023, and discussing it.

Financial Statements & External Auditor Report

**5.Voting on the resolution of the Board of Directors to appoint Mr. Nasser bin Farooq AlQawas as a non-executive member of the company's Board of Directors, starting from his appointment date on 01-11-2023, to complete the current board term until its expiration on 05-05-2025, replacing the resigned member Mr. Con Korfiatis (non-executive member). (Attached)**



**CV**

**Personal data of the candidate**

<b>Full Name</b>	Nasser AlQawas		
<b>Nationality</b>	Saudi	<b>Date of birth</b>	04/12/1969

**Academic qualification of the candidate**

N	Qualification	Major	qualification Date of obtaining the	Entity name
1	Leaders Program 2030		On progress	Misk Foundation / Esade University
2	Executive Development Program		2022	IMD
3	Master's degree	in Law (LL.M.)	2014	King Abdul Aziz University
4	Certified Compliance Officer (CCO)		2013	The Financial Academy
5	Diploma in Regulation, Compliance & Anti Money Laundering		2012	Henley Business School, University of Reading, UK
6	Leadership & Management Advanced Program		2008	INSEAD Business School
7	Bachelor's degree	in Law (LL.B.)	1991	King Abdul Aziz University

**Experiences of the nominated member**

Period	Field experiences
May 2023 – Present	Saudi Arabian Airlines Legal Affairs Vice President
May 2016 – May 2023	Bupa Arabia for Cooperative Insurance General Counsel – Senior Director of Legal Affairs & Corporate Governance
Aug 2013 – May 2016	Saudi National Bank Chief Legal Advisor
Jul 2011 – Aug 2013	Saudi National Bank Group Chief Compliance Officer
Mar 2006 – Jul 2011	Saudi National Bank General Secretary of the Board
Dec 2004 – Mar 2006	Saudi National Bank Head, Legal Advisory & Research
Jan 2001 – Dec 2004	Saudi National Bank Judgment enforcement section manager
Aug 1997 – Jan 2001	Saudi National Bank Legal Advisor
Jun 1992 – Aug 1997	Law Office of Prince Saad AlFaisal in Association with Arent Fox Legal Advisor

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

#	the company Name of	Main activity	Membership status ( executive, non-executive, Independent)	Membership nature (personal capacity, a representative of a legal person)	Committee membership	Legal form of the company
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1	Saudi Arabian Airlines Group				Anti-Corruption Committee	
2	Abunayyan Holding Co.				Board Member	
3	Abunayyan Holding Co.				Governance, Risk and Compliance Committee Chairman	
4	Banking Dispute Committee				Jeddah Reserved Committee Member	
5	AMS Baeshen & Co.				Governance, Nomination & Remuneration Committee Member	
6	Diyar Alkhayyal Real Estate Development Co.				Board Member	
7	Diyar Alkhayyal Real Estate Development Co.				Audit Committee Chairman	

**6. Voting on the appointment of the company's external auditor among the candidates based on the recommendation of the audit committee to review and audit the financial statements for the third quarter and annual for the year 2024, as well as the first and second quarters of 2025, and determining their fees.**

Date: 06 - 10 - 1445

Corresponding to 15-04-2024

Ref: 02-2024

Dear Respected Mr. Chairman & Board Members

Saudi Ground Services Company

Greeting,

**Subject: Recommendation of the Audit Committee to appoint external auditors to audit the company's financial statement for the year 2024, and for Quarterly Reviews for first and second quarter of 2025**

In Reference to the Audit Committee's specialties and based on the AC Charter which was approved by the Ordinary General Assembly that was held on 09/03/2022 AD, which states that "Recommendation to the Board of Directors to appoint chartered accountants, separate them and determine their fees, and take into account their independence when recommending appointment, "the audit committee of the Saudi Ground Services Company had requested offers from eight audit firms, which are as follows:

1. Ernst & Young (EY)
2. KPMG Professional Services (KPMG)
3. Deloitte & Touche Company
4. Price Waterhouse Coopers (PWC)
5. Bakertilly MKM & Co. (Bakertilly)
6. Crowe Solutions for Professional Consulting (Crowe)
7. BDO Dr. Mohamed Al Amri and Co. (BDO)
8. Grant Thornton

We have received quotations from three auditing firms mentioned above. However, PWC has been excluded due to a conflict of interest as they have provided related services regarding the company's Zakat. Additionally, Crowe Global has been excluded

التاريخ: 06-10-1445هـ

الموافق: 15-04-2024م

رقم: 02-2024

السادة / رئيس وأعضاء مجلس الإدارة  
الشركة السعودية للخدمات الأرضية

السلام عليكم ورحمة الله وبركاته وبعد،،،

**الموضوع: توصية لجنة المراجعة بتعيين المراجع الخارجي للشركة للربع الثالث والسنواتية من العام 2024م والربع الأول والثاني من العام 2025م**

إن لجنة المراجعة وبحكم اختصاصها وعلى ضوء ما تضمنته ضوابط ولوائح عملها المعتمدة من الجمعية العامة العادية المنعقدة بتاريخ 09 / 03 / 2022م، والتي تنص على "التوصية لمجلس الإدارة بتعيين المحاسبين القانونيين وفصلهم و تحديد أتعابهم، و يراعى عند التوصية بالتعيين التأكد من استقلاليتهم" فقد قامت لجنة المراجعة للشركة السعودية للخدمات الأرضية بطلب عروض من ثمانية مكاتب هي كما يلي:

1. شركة إرنست ويونغ (EY)
2. شركة الفوزان وشركاه (KPMG)
3. شركة ديلويت & توش (Deloitte)
4. شركة برايس ووتر هاوس كوبرز (PWC)
5. شركة بيكر تيلي وشركاه
6. شركة كرو العالمية
7. شركة الدكتور محمد العمري
8. شركة جرانت ثورنتون

لقد تلقت الشركة عروض الأسعار من عدد ثلاثة شركات من شركات المراجعة المذكورة أعلاه، تم استبعاد شركة PWC لوجود تعارض مصالح نظرا لتقدمها خدمات تتعلق بالتقييمات الزكوية للشركة كما تم استبعاد شركة كرو العالمية وذلك لافتقارها الى

توصية لجنة المراجعة بتعيين المراجعين الخارجيين لمراجعة حسابات الشركة لعام 2024م

for lacking experience in auditing ground handling companies. Furthermore, the offer from Deloitte was not received within the specified timeframe by the company, also no proposal was received from KPMG. Therefore, two offers from the following auditing firms are being considered:

1. Ernst & Young (EY)
2. Bakertilly MKM & Co. (Bakertilly)

The costs excluding the value added tax on the offers received are as follows:

1. Ernst & Young (EY) SAR 1,048,005/-
2. Bakertilly MKM & Co. (Bakertilly) SAR 860,000/-

After studying and analyzing the technically qualified proposals submitted by the audit firms, their respective financial proposals, the committee recommends the following:

**First Candidate:** Ernst & Young (EY) to audit the company's accounts for the period with an aggregate fee of SAR 1,048,005/-, for the following reasons:

- 1- They are one of the top 4 global audit firms, reputable & known for quality of services globally.
- 2- The company provided the audit services for the company in 2022/2023.

**Second Candidate:** Bakertilly MKM & Co. (Bakertilly) to audit the company's accounts for the period with an aggregate fee of SAR 860,000/-, for the following reasons:

- 1- They have highly qualified team with good experience in auditing accounts in the local and international market.

All the best ,,

الخبرة في تدقيق شركات خدمات المناولة الأرضية. كما لم يتم استلام العرض الخاص بشركة ديلويت في المدة المحددة من قبل الشركة، كما لم يتم استلام أي عرض من شركة كي بي ام جي، وبالتالي يتم النظر في عدد اثنين من العروض من شركات التدقيق التالية:

1. شركة إرنست ويونغ (EY)
2. شركة بيكر تيلي وشركاه

وقد حددت التكاليف الخاصة بالعروض المستلمة بدون ضريبة القيمة المضافة كما يلي:

1. إرنست ويونغ (EY) 1,048,005 ريال / -
2. شركة بيكر تيلي وشركاه 860,000 ريال / -

بعد دراسة وتحليل العروض المقدمة تقنيا من شركات التدقيق، والعروض المالية الخاصة بكل منها، فإن اللجنة توصي بما يلي:

**المرشح الأول:** شركة إرنست ويونغ لمراجعة حسابات الشركة للعام بمبلغ قدره 1,048,005 ريال سعودي وذلك للأسباب الآتية:

- 1- واحدة من أفضل 4 شركات تدقيق عالمية، ذات سمعة طيبة ومعروفة بجودة الخدمات على مستوى العالم.
- 2- لأنها قدمت خدمات المراجعة للشركة في عام 2023/2022.

**المرشح الثاني:** شركة بيكر تيلي وشركاه لمراجعة حسابات الشركة للعام بمبلغ قدره 860,000 ريال سعودي وذلك للأسباب الآتية:

- 1- لديهم فرق عمل مؤهل تأهيلا عاليا ولديه خبرة جيدة في تدقيق الحسابات في السوق المحلي.

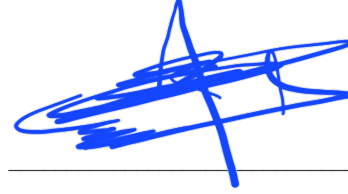
و الله الموفق،،،

## موافقة أعضاء اللجنة



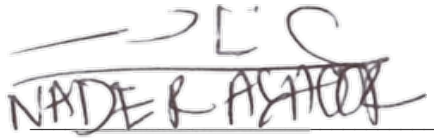
الأستاذ/ صالح بن عبد الرحمن الفضل

عضو اللجنة



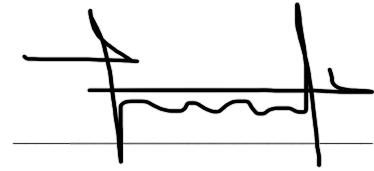
الأستاذ/ عادل بن صالح أبالخييل

عضو اللجنة



الأستاذ/ نادر بن محمد صالح عاشور

عضو اللجنة



الأستاذ/ هشام بن علي العقيل

عضو اللجنة



الدكتور/ عمر بن عبد الله جفري

رئيس اللجنة

**7/17 Voting on the transactions and contracts with  
related parties**



Ernst & Young Professional Services (Professional LLC)  
Paid-up capital (SR 5,500,000 – Five million five hundred thousand Saudi Riyal)  
Head Office  
Al Faisaliah Office Tower, 14<sup>th</sup> Floor  
King Fahad Road  
P.O. Box 2732  
Riyadh 11461  
Kingdom of Saudi Arabia

C.R. No. 1010383821

Tel: +966 11 215 9898

+966 11 273 4740

Fax: +966 11 273 4730

[ey.ksa@sa.ey.com](mailto:ey.ksa@sa.ey.com)

[ey.com](http://ey.com)

## **LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF SAUDI GROUND SERVICES COMPANY (A SAUDI JOINT STOCK COMPANY)**

### **Scope**

We have been engaged by Saudi Ground Services Company (the “Company”) to perform a ‘limited assurance engagement,’ as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, here after referred to as the engagement, on the Company’s compliance with the requirements of Article (71) of the Companies’ Law (the “Subject Matter”) contained in the Company’s attached notification (Appendix A) which is presented by the Company’s Board of Directors to the Ordinary General Assembly on the transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them dated 31 March 2024.

### **Criteria Applied by the Company**

In preparing the Subject Matter the Company applied the below criteria (the “Criteria”). Such Criteria were specifically designed for the notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A). As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the Companies’ Law issued by the Ministry of Commerce.
- Notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A) dated 31 March 2024.
- Declarations submitted by some of the Company’s Board of Directors’ members regarding the transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them dated 31 March 2024.

### **Management Responsibilities**

The Company’s management is responsible for selecting the Criteria, and for presenting the Subject Matter in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the Subject Matter, such that it is free from material misstatement, whether due to fraud or error.

### **Our Responsibilities**

Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.



## **LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF SAUDI GROUND SERVICES COMPANY (A SAUDI JOINT STOCK COMPANY) (continued)**

### **Our Responsibilities (continued)**

We conducted our engagement in accordance with the *International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* (“ISAE 3000”) endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Company on 26 March 2024. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

### **Our Independence and Quality Management**

We have maintained our independence and confirm that we have met the requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia, and have the required competencies and experience to conduct this assurance engagement.

Our firm also applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, and accordingly maintains a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### **Description of Procedures Performed**

Procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Although we considered the effectiveness of management’s internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the Subject matter and related information and applying analytical and other appropriate procedures.



**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF  
SAUDI GROUND SERVICES COMPANY  
(A SAUDI JOINT STOCK COMPANY) (continued)**

**Description of Procedures Performed (continued)**

Our procedures included:

- Obtained the notification presented the by the Company's Board of Directors to the Ordinary General Assembly (Appendix A), regarding the transactions and contracts entered into by the Company in which some of the Board of Directors' members directly or indirectly with the Company dated 31 March 2024.
- Obtained the declarations from some of the Company's Board of Directors' members for the transactions and contracts done with the Company's in which some members of the Company's Board of Directors have a direct personal interest in them dated 31 March 2024.

We also performed such other procedures as we considered necessary in the circumstances.

**Other Matter**

The attached notification (Appendix A) is stamped by us for identification purposes only.

**Conclusion**

Based on our procedures and the evidence obtained, we are not aware of any material modifications that need to be made to the Subject Matter, in order for it to be in accordance with the Criteria applied by the Company referred to above.

for Ernst & Young Professional Services

Abdulaziz S. Alarifi

Certified Public Accountant  
License No. (572)

Jeddah: 07 Shawwal 1445H  
16 April 2024G



التاريخ : 1445-10-09 هـ

الموافق : 2024-04-18 م

Dear/ Shareholders of the Saudi Ground Services Company  
Greetings,

السادة/مساهمي الشركة السعودية للخدمات الأرضية  
حفظهم الله  
السلام عليكم ورحمة الله وبركاته.

**Subject: Notification from the Board of Directors to the  
General Assembly Meeting regarding the transactions with  
related parties**

**الموضوع: تبليغ من مجلس الإدارة إلى الجمعية العامة للمساهمين حول  
تعاملات الأطراف ذات العلاقة**

With reference to article (71) of the Companies law, we would like to inform you that during the fiscal year 2023, the Saudi ground services has entered into a number of business transactions and contracts in which some of the Board members have interest (whether direct or indirect) as per the attached report. Such contracts and transactions were executed in accordance to the relevant regulations and with preferences conditions.

بالإشارة إلى المادة (71) من نظام الشركات نود إبلاغكم بأنه خلال العام المالي 2023م. قامت الشركة السعودية للخدمات الأرضية بالدخول في عقود و معاملات تجارية كان لبعض أعضاء مجلس الإدارة مصلحة فيها (بطريقة مباشرة أو غير مباشرة) وذلك وفقاً للتقرير المرفق والتي تم التعامل معها في ضوء الأنظمة ذات العلاقة وبدون شروط تفضيلية .

The contracts and transactions were also disclosed in the Annual Board Report for the year 2023 as per legal requirements noting that the company in such transactions follows the same terms and commercial principles followed with third parties, without any preference.

كما تم الإفصاح عنها في التقرير السنوي لمجلس الإدارة للعام 2023م، حسب المتطلبات النظامية علماً بأن الشركة في مثل هذه التعاملات تتبع نفس الشروط والأسس التجارية المتبعة مع الغير ودون أي تفضيل.


In this regard, the Board recommends to the General Assembly approving the continuation of these transactions as per the details included in the attached agenda items of the General Assembly Meeting.

وهذا الخصوص، فقد تضمن جدول أعمال جمعيتكم الموقرة توصية من مجلس الإدارة بالموافقة على إستمرار هذه التعاملات والعقود وفقاً للمعلومات الواردة في بنود جدول أعمال الجمعية.

Also, as per the relevant regulations, we have requested the company's External Auditor to issue a report on those transactions to be presented to the Shareholders General Assembly which is attached along with the agenda of the AGM.

ولقد طلبنا وفقاً للنظام تقريراً خاصاً من قبل مراجع حسابات الشركة الخارجي حول هذه المعاملات لعرضه على جمعيتكم الموقرة والمرفق في جدول أعمال الجمعية.

وتقبلوا منا وافر التحية والتقدير،،

Board of Directors Approval	موافقة أعضاء مجلس الإدارة
 Mrs. Ghada AL Jarbou Board Member	 Mr. Mansour A. Al Bosaily Board Member
 Mr. Nasser AlQawas Board Member	 Mr. Nader Ashoor Board Member
 Mr. Per Utnegaard Board Member	 Mr. Said AL Hadrami Board Member
 Dr. Omar A. Jefri Vice-Chairman	 Capt. Fahd H. Cynndy Board Member
 Eng. Khalid Q. Al Buainain Chairman	

	Related party	Type of relationship with the company	Type of contracts and business	Term	Transactions Amount (SAR)	Terms of business or contract	Member name
1	Saudia Airlines Air Transport Company	It is owned by the Saudia Airlines by 100% and is a founding shareholder in the company by 52.5%	Services provided	Five years (three years with an option to renew for another two years)	1,003,430,184	The same terms and standards as with others without any preferences.	It is 100% owned by the Saudia Arabian Airline and it is a founding shareholder in the company by 52.5%. It is represented in the Board of Directors by Capt. Fahd Cynndy and Mr.Nasser Alqwas
2	Saudia Aerospace Engineering Industries Company (Saudia Technic)	It is 100% owned by the Saudia Airlines and is a founding shareholder in the company.	Services provided	One year agreement and annually renewed	33,946,750	The same terms and standards as with others without any preferences.	It is 100% owned by the Saudi Arabian Airline and it is a founding shareholder in the company by 52.5%. It is represented in the Board of Directors by Capt. Fahd Cynndy and Mr.Nasser Alqwas
3	Catrion Catering Holding Company	Owned to Saudi Arabian Airlines Corporation by 35.7%.	Services provided	One year, automatically and annually renewed	3,313,138	Same terms and standards adopted with third parties without preferential terms.	It is 35.7% owned by the Saudi Arabian Airline and it is a founding shareholder in the company by 52.5%. It is represented in the Board of Directors by Capt. Fahd Cynndy and Mr.Nasser Alqwas
4	Saudia Private Aviation	It is 100% owned by the Saudia Airlines and is a founding shareholder in the company.	Services provided	One year, automatically and annually renewed	13,633,472	The same terms and standards as with others without any preferences.	It is 100% owned by the Saudi Arabian Airline and it is a founding shareholder in the company by 52.5%. It is represented in the Board of Directors by Capt. Fahd Cynndy and Mr.Nasser Alqwas
5	Saudia Royal Fleet	It is 100% owned by the Saudia Airlines and is a founding shareholder in the company.	Services provided	One year, automatically and annually renewed	33,196,728	The same terms and standards as with others without any preferences.	It is 100% owned by the Saudi Arabian Airline and it is a founding shareholder in the company by 52.5%. It is represented in the Board of Directors by Capt. Fahd Cynndy and Mr.Nasser Alqwas
6	Flyadel Airline	It is 100% owned by the Saudia	Services provided	Three years	208,238,883	The same terms and standards as with	It is 100% owned by the Saudi Arabian Airline

		Airlines and is a founding shareholder in the company.				others without any preferences.	and it is a founding shareholder in the company by 52.5%. It is represented in the Board of Directors by Capt. Fahd Cynnny and Mr.Nasser Alqwas
7	Saudi Amad for Airport Services and Transport Support Company	Joint Venture	Services provided	Unfixed term transactions	8,037,823	The same terms and standards as with others without any preferences.	Eng. Khalid Al Buainain
8	TLD Arabia Equipment Services	50% ownership of Saudi Ground Services	Services provided	Unfixed term transactions	529,886	Same terms and standards adopted with third parties without preferential terms.	Joint Venture
9	SAL Saudi Logistics Services Company	It is 49% owned by the Saudia Airlines and is a founding shareholder in the company.	Services provided	Three years	14,453,029	The same terms and standards as with others without any preferences.	It is 70% owned by the Saudi Arabian Airline and it is a founding shareholder in the company by 52.5%. It is represented in the Board of Directors by Capt. Fahd Cynnny and Mr.Nasser Alqwas
10	Jusoor Airport Services Company	51% ownership of Saudi Ground Services	Invoices on behalf of related party	Unfixed term transactions	56,095,572	Same terms and standards adopted with third parties without preferential terms.	Joint Venture
11	Jusoor Airport Services Company	51% ownership of Saudi Ground Services	Expenses incurred on behalf of related party	Unfixed term transactions	24,544,045	Same terms and standards adopted with third parties without preferential terms.	Joint Venture
12	Catrion Catering Holding Company	Owned to Saudi Arabian Airlines Corporation by 35.7%.	Services received	Seven years, automatically and annually renewed	49,132,362	The same terms and standards as with others without any preferences.	It is 35.7% owned by the Saudi Arabian Airline and it is a founding shareholder in the company by 52.5%. It is represented in the Board of Directors by Capt. Fahd Cynnny and Mr.Nasser Alqwas
13	Saudi Amad for Airport Services and Transport Support Company	Joint Venture	Services received	Transactions that are not specified for a period of time	10,208,100	The same terms and standards as with others without any preferences.	Eng. Khalid Al Buainain
14	Bupa Arabia for Cooperative Insurance Co. SJSC	Common Key Management Personnel	Services received	One year agreement	103,323,951	Same terms and standards adopted with third parties without preferential terms.	Mr. Nader Ashoor
15	Saudi Amad for Airport Services and Transport Support Company	Joint Venture	Invoices on behalf of related party	Transactions that are not specified for a period of time	53,315,622	The same terms and standards as with others without any preferences.	Eng. Khalid Al Buainain

16	Saudi Airlines Cargo Company	Owned to Saudi Arabian Airlines Corporation by 70%.	Services received	Unfixed term transactions	683,845	Same terms and standards adopted with third parties without preferential terms.	It is 70% owned by the Saudi Arabian Airline and it is a founding shareholder in the company by 52.5%. It is represented in the Board of Directors by Capt. Fahd Cynndy and Mr.Nasser Alqwas
17	TLD Arabia Equipment Services	50% ownership of Saudi Ground Services	Equipment maintenance	As per contract	136,907,150	Same terms and standards adopted with third parties without preferential terms.	Joint Venture

**21.Voting on amending the Audit Committee Charter.**

**(Attached).**

Before	After	Notes
None previously	<p><b>Article One: Preamble</b></p> <p>The role of the Audit Committee in listed joint stock companies is considered one of the most important oversight roles of the General Assembly of Shareholders, as it ensures the existence of an effective and independent internal control system, in addition to monitoring the effectiveness of internal and external audit procedures. Furthermore, the main task of the Audit Committee is to verify the adequacy of the internal control system and its effective implementation, develop systems and plans related to these activities, follow up on their implementation, and follow up on the company's commitment and compatibility with the applicable systems and standards.</p>	An introduction has been added at the beginning of the regulations to provide a brief and introductory overview of its responsibilities and tasks.
None previously	<p><b>Article Two: Purpose of the Committee</b></p> <p>The purpose of the Audit Committee Regulations is to define the framework of the committee's work and governance in accordance with the rules and regulations issued by the supervisory authorities. In addition, this framework determines the way in which the committee works.</p>	The purpose of the regulations has been clarified in accordance with best practices in the market.
None previously	<p><b>Article Three: Definitions</b></p> <ul style="list-style-type: none"> <li>• <b>Company:</b> Saudi Ground Services Company</li> </ul>	

	<ul style="list-style-type: none"> <li>• <b>The Board:</b> The Board of Directors of the Saudi Ground Services Company.</li> <li>• <b>Regulations:</b> Regulations of the Audit Committee</li> <li>• <b>Member:</b> A member of the Audit Committee, and the members of this committee are collectively referred to as “Members.”</li> <li>• <b>Secretary of the Committee:</b> Secretary of the Audit Committee</li> <li>• <b>External Auditor:</b> the Company’s auditor appointed to audit its financial statements.</li> </ul>	<p>In a more accurate manner, according to the definitions outlined in the Corporate Governance Regulations issued by the Authority and the best practices in the market.</p>
<p><b>Article Four: Formation of the Audit Committee</b></p> <p><del>1. The General Assembly of the company forms an audit committee consisting of shareholders or others,</del> including at least one independent member and excluding any executive members of the Board of Directors. The audit committee should comprise a minimum of three members and a maximum of five members, with at least one member specialized in financial and accounting matters.</p> <p>2. The audit committee is considered one of the committees of the Board of Directors, and</p>	<p><b>Article Four: Formation of the Audit Committee</b></p> <p>1) An audit <del>committee shall be formed by a decision of the company’s</del> Board of Directors from shareholders or others, on condition that it does not include any of the executive members of the Board of Directors. In addition, the number of members of the Audit Committee must not be less than three and not more than five. This is on condition that one of them is a specialist in financial and accounting affairs.</p> <p>2) <del>There must be an independent member among the members of the audit committee.</del></p> <p>3) <del>Ensure that the Chairman of the Audit Committee is an independent member, if possible.</del></p> <p>4) The company’s General Assembly shall issue - based on a proposal from the Board of Directors - Audit Committee Charter. This regulation shall include the controls and procedures for the committee’s work, its tasks, the rules for selecting its members, how to nominate them, the duration of their membership, their remuneration, and the mechanism</p>	<p>Based on Article 51 of the Corporate Governance Regulations issued by the Financial Market Authority:</p> <p>Amendment to the composition of the Audit Committee.</p> <p>Addition of paragraphs (2), (3), and (7).</p>

<p>it directly reports its findings to the Board of Directors.</p> <p>3. The General Assembly of the company, based on a proposal from the Board of Directors, issues a working regulation for the audit committee. This regulation includes the committee's operating procedures, responsibilities, criteria for selecting members, nomination process, duration of membership, remuneration, and the temporary appointment mechanism in case of vacancies.</p> <p>4. Individuals who have worked or were employed within the past two years in the company's executive or financial management or with the company's auditors are not eligible to become members of the audit committee.</p>	<p>for appointing its members temporarily, in the event that one of the committee's seats becomes vacant.</p> <p>5) It is not permissible for anyone who works or has worked during the past two years in the executive or financial management of the company, or for the company's auditor, to be a member of the audit committee.</p> <p>6) The Chairman of the Board of Directors may not be the Chairman or member of the Committee.</p> <p>7) It is required that the audit committee member does not serve as a member of audit committees in more than five joint-stock companies listed on the market at the same time</p>	
<p><b>Article Five: Appointment and conditions of the Chairman of the Committee</b></p> <p>1) The Board of Directors proposes the appointment of the Chairman of the</p>	<p><b>Article Five: Appointment and conditions of the Chairman of the Committee</b></p> <p>1) The Board of Directors proposes the appointment of the Chairman of the Committee, and the Assembly issues the appointment decision.</p>	<p>No modifications have been made.</p>

<p>Committee, and the Assembly issues the appointment decision. In the event of the absence of the Chairman of the Committee and his representative, the remaining members present choose one of them to chair the Committee meeting, on condition that he meets the conditions of the Corporate Governance Regulations issued by the Capital Market Authority to fill this position.</p> <p>2) When forming the audit committee, the company takes into account that its members are independent members of the Board of Directors, and it is permissible to seek assistance from non-executive members or persons who are not members of the Board, whether they are shareholders or others.</p> <p>3) The company takes into account that the head of the committee is an independent member.</p> <p>4) The Chairman of the Board of Directors may not be the Chairman or member of the Committee.</p>	<p>In the event of the absence of the Chairman of the Committee and his representative, the remaining members present choose one of them to chair the Committee meeting, on condition that he meets the conditions of the Corporate Governance Regulations issued by the Capital Market Authority to fill this position.</p> <p>2) When forming the audit committee, the company takes into account that its members are independent members of the Board of Directors, and it is permissible to seek assistance from non-executive members or persons who are not members of the Board, whether they are shareholders or others.</p> <p>3) The company considers that the head of the committee is an independent member.</p> <p>4) The Chairman of the Board of Directors may not be the Chairman or member of the Committee.</p>	
<p>None previously</p>	<p><b>Article Six: How to nominate members and the duration of their membership.</b></p> <p>1) The committee is formed by a decision of the association's Board of Directors through the nominations of the Board members, taking into account the nomination of at least two of the current Board members.</p>	<p>Here is the additional clarification regarding the nomination process, the duration of membership, and the appointment mechanism in compliance</p>

	<p>2) The company announces, by any means, its desire to present candidates for appointment to the audit committee, if possible.</p> <p>3) The Board of Directors must study the CVs of the candidates applying for the company and make comparisons between the candidates.</p>	<p>with regulations and supervisory authorities, based on the amended regulations</p>
<p>It has been separated into separate articles.</p>	<p><b>Article Seven: Vacant position on the committee</b> If a member's position becomes vacant during the term of the committee, the Board of Directors shall appoint another member on a temporary basis.</p>	<p>It has been separated into a separate article.</p>
	<p><b>Article Eight: Term for the Committee</b> 1) Committee members are named and chosen upon the formation of each session of the Board, which is specified for four years or more, taking into account the period specified in the company's Regulations. Moreover, the term of the committee ends with the end of the term of the Board of Directors.</p> <p>2) The committee will be reconstituted at the beginning of each Board of Directors session, and the committee members may be reappointed. Further, if the position of a member becomes vacant during the term of the committee, the Board of Directors shall appoint a replacement for him.</p>	<p>The specified duration in paragraph 1 has been amended to four years based on Article 68, Clause 4 of the Companies Regulation issued by the Ministry of Commerce.</p> <p>Paragraph 3 has been moved to a separate article.</p>

<p><b>Article Eight: Term for the Committee</b></p> <p>1. The members of the committee are <del>appointed and selected at the formation of each cycle of the Board of Directors, which is typically set for a period of three years or more, in accordance with the specified duration in the company's bylaws. The committee's term ends with the expiration of the Board of Directors' term.</del></p> <p>2. The committee is reconstituted at the beginning of each cycle of the Board of Directors. It is permissible to reappoint committee members, and in the event of a vacancy during the committee's term, the Board appoints a substitute.</p> <p><del>3. If a vacancy occurs during the committee's term, the Board of Directors appoints a temporary member, subject to approval by the General Assembly at the next meeting following the appointment date.</del></p>		
<p><b>Article Nine: The tasks and responsibilities of the committee include.</b></p> <p>The Audit Committee is responsible for monitoring the company's business and verifying the integrity and integrity of its reports, financial statements and internal control systems. <b>The committee's tasks include, in particular, the following:</b></p>	<p><b>Article Nine: The committee's powers, powers, and responsibilities</b></p> <p>The Audit Committee is responsible for monitoring the company's business and verifying the integrity and integrity of its reports, financial statements and internal control systems. <b>The committee's tasks include, in particular, the following:</b></p> <p><b>A- Financial reports:</b></p>	<p>The financial reports:</p> <ul style="list-style-type: none"> <li>- Paragraph (1) has been reformulated according to the regulations and rules.</li> </ul>

<p><b>A- Financial reports:</b></p> <p><del>1) Reviewing the company's financial statements, records, and financial performance-related announcements before they are presented to the Board of Directors to ensure their integrity, fairness, and transparency, and providing its opinion.</del></p> <p>2) Expressing a technical opinion at the request of the Board of Directors as to whether the Board of Directors' report and the company's financial statements are fair, balanced, and understandable. In addition, it includes information that allows shareholders and investors to evaluate the company's financial position, performance, business model and strategy.</p> <p>3) Study any important or unusual issues included in the financial reports and accounts.</p> <p>4) Carefully research any issues raised by the company's financial director, whoever assumes his duties, the company's compliance director, or the external auditor.</p> <p>5) Verifying accounting estimates on the fundamental issues contained in the financial reports.</p> <p>6) Study the accounting policies followed in the company and express an opinion and</p>	<p>1) Study the company's initial and annual financial statements before presenting them to the Board of Directors and express an opinion and recommendation regarding them to ensure their integrity, fairness, and transparency.</p> <p>2) Expressing a technical opinion at the request of the Board of Directors as to whether the Board of Directors' report and the company's financial statements are fair, balanced, and understandable. In addition, it includes information that allows shareholders and investors to evaluate the company's financial position, performance, business model and strategy.</p> <p>3) Study any important or unusual issues included in the financial reports and accounts.</p> <p>4) Carefully research any issues raised by the company's financial director, whoever assumes his duties, the company's compliance director, or the external auditor.</p> <p>5) Verifying accounting estimates on the fundamental issues contained in the financial reports.</p> <p>6) Study the accounting policies followed in the company and express an opinion and recommendation to the Board of Directors regarding them.</p> <p>7) Meeting with executive management and external auditors to review and discuss the company's quarterly operating results and annual financial statements, as well as all internal control reports or their summaries.</p> <p>8) Review other relevant reports or financial information submitted by the company to any government body or the public and relevant reports submitted by external auditors or their summaries.</p>	
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<p>recommendation to the Board of Directors regarding them.</p> <p>7) Meeting with executive management and external auditors to review and discuss the company's quarterly operating results and annual financial statements, as well as all internal control reports or their summaries.</p> <p>8) Review other relevant reports or financial information submitted by the company to any government body or the public and relevant reports submitted by external auditors or their summaries.</p> <p><b>B- Internal audit:</b></p> <p>1) Study and review the company's internal and financial control and risk management systems.</p> <p>2) Study internal audit reports and follow up on the implementation of corrective measures for the observations contained therein.</p> <p>3) Monitoring and supervising 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 assigned to them. If the company does not have an internal auditor, the committee</p>	<p><b>B- Internal audit:</b></p> <p>1) Study and review the company's internal and financial control and risk management systems.</p> <p>2) Study internal audit reports and follow up on the implementation of corrective measures for the observations contained therein.</p> <p>3) Monitoring and supervising 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 assigned to them. If the company does not have an internal auditor, the committee must submit its recommendation to the Board regarding the need to appoint one.</p> <p>4) If the company does not have an internal auditor, the committee must submit its recommendation to the Board of Directors regarding the need to appoint him, and if it does not recommend this, it must state the reasons in the annual report.</p> <p>5) Recommending to the Board of Directors to appoint the director of the internal audit unit or department or the internal auditor and proposing his remuneration.</p> <p><b>C- Auditor:</b></p> <p>1) Recommending to the Board of Directors to appoint auditors, dismiss them, determine their fees, and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of their contract.</p> <p>2) Verifying the independence and objectivity of the company's external auditors, and the effectiveness of the audit work, taking into account the relevant rules and standards.</p>	
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<p>must submit its recommendation to the Board regarding the need to appoint one.</p> <p>4) If the company does not have an internal auditor, the committee must submit its recommendation to the Board of Directors regarding the need to appoint him, and if it does not recommend this, it must state the reasons in the annual report.</p> <p>5) Recommending to the Board of Directors to appoint the director of the internal audit unit or department or the internal auditor and proposing his remuneration.</p> <p><b>C- Auditor:</b></p> <p>1) Recommending to the Board of Directors to appoint auditors, dismiss them, determine their fees, and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of their contract.</p> <p>2) Verifying the independence and objectivity of the company's external auditors, and the effectiveness of the audit work, considering the relevant rules and standards.</p> <p>3) Review the plan of the company's external auditors and their work, verify that they are not submitting technical or administrative work outside the scope of audit work, and express their views on that.</p>	<p>3) Review the plan of the company's external auditors and their work, verify that they are not submitting technical or administrative work outside the scope of audit work, and express their views on that.</p> <p>4) Answering inquiries from the company's external auditors.</p> <p>5) Study the auditor's report and his comments on the financial statements and follow up on what has been taken regarding them.</p> <p>6) Actively participate in the internal auditor dialogue with consideration regarding disclosed relationships or services that may affect the independence and objectivity of the auditor and act appropriately to oversee the independence of the external auditors.</p> <p>7) Review with the external auditor any problems or difficulties he faces and review the management's response.</p> <p><b>D- Ensuring commitment:</b></p> <p>1) Review the results of the regulatory authorities' reports and verify that the company has taken the necessary measures regarding them.</p> <p>2) Verifying the company's compliance with the relevant laws, regulations, policies, and instructions.</p> <p>3) Reviewing the contracts and transactions proposed to be conducted by the company with related parties and presenting its views regarding that to the Board of Directors.</p> <p>4) Raise any issues it deems necessary to take action on to the Board of Directors and express its recommendations regarding the measures that must be taken.</p> <p>5) Monitoring and supervising the performance and activities of the Director of the Compliance Department in the company - if any - to verify the availability of the necessary resources and their</p>	
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<p>4) Answering inquiries from the company's external auditors.</p> <p>5) Study the auditor's report and his comments on the financial statements and follow up on what has been taken regarding them.</p> <p>6) Actively participate in the internal auditor dialogue with consideration regarding disclosed relationships or services that may affect the independence and objectivity of the auditor and act appropriately to oversee the independence of the external auditors.</p> <p>7) Review with the external auditor any problems or difficulties he faces and review the management's response.</p> <p><b>D- Ensuring commitment:</b></p> <p>1) Review the results of the regulatory authorities' reports and verify that the company has taken the necessary measures regarding them.</p> <p>2) Verifying the company's compliance with the relevant laws, regulations, policies and instructions.</p> <p>3) Reviewing the contracts and transactions proposed to be conducted by the company with related parties, and presenting its views regarding that to the Board of Directors.</p>	<p>effectiveness in performing the work and tasks assigned to them. In addition, if the company has a compliance officer, the committee must submit its recommendation to the Board of Directors regarding the need to appoint him.</p> <p>6) Recommending to the Board of Directors to appoint a director or compliance officer and proposing his remuneration.</p> <p><b>E- Receiving reports</b></p> <p>1) Discussion with the external auditor, the mission of the external auditor and management and the extent to which changes or improvements have been implemented in financial or accounting practice.</p> <p>2) Supervising any investigation activities that fall within its jurisdiction.</p> <p>3) Study any other financial topics determined by the Board of Directors</p>	
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<p>4) Raise any issues it deems necessary to take action on to the Board of Directors, and express its recommendations regarding the measures that must be taken.</p> <p>5) Monitoring and supervising the performance and activities of the Director of the Compliance Department in the company - if any - to verify the availability of the necessary resources and their effectiveness in performing the work and tasks assigned to them. In addition, if the company has a compliance officer, the committee must submit its recommendation to the Board of Directors regarding the need to appoint him.</p> <p>6) Recommending to the Board of Directors to appoint a director or compliance officer and proposing his remuneration.</p> <p><b>E- Receiving reports</b></p> <p>1) Discussion with the external auditor, the mission of the external auditor and management and the extent to which changes or improvements have been implemented in financial or accounting practice.</p> <p>2) Supervising any investigation activities that fall within its jurisdiction.</p>		
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<p>3) Study any other financial topics determined by the Board of Directors</p>		
<p><b>Article Ten: A conflict occurs between the Audit Committee and the Board of Directors</b> 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 appointing the company's auditor, dismissing him, determining his fees, evaluating his performance, or appointing the internal auditor, the Board of Directors' report must include the Committee's recommendation, its justifications, and the reasons for not taking it into account</p>	<p><b>Article Ten: A conflict occurs between the Audit Committee and the Board of Directors</b> 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 appointing the company's auditor, dismissing him, determining his fees, evaluating his performance, or appointing the internal auditor, the Board of Directors' report must include the Committee's recommendation, its justifications, and the reasons for not taking it into account</p>	<p>No modifications have been made.</p>
<p><b>Article Eleven: Committee Meetings - Invitation and Meeting Files</b> <del>1. The Audit Committee shall meet regularly every (three months) at a minimum, with a minimum of four meetings per year, or as needed. Meeting minutes shall be prepared,</del></p>	<p><b>Article Eleven: Audit Committee meetings and meeting file</b> 1) The Audit Committee meets periodically, on condition that its meetings are not less than four meetings during the company's fiscal year. 2) The Audit Committee meets periodically with the company's auditor and the company's internal auditor. 3) The internal auditor and auditor may request a meeting with the audit committee whenever necessary.</p>	<p>Paragraph (1) has been reformulated.  The specified duration in paragraphs (5, 6) has been changed according to the Corporate Governance Regulations issued by the Financial Market Authority.</p>

<p><del>documenting the discussions and recommendations.</del></p> <p>2. The Audit Committee shall meet regularly with the company's external auditors and internal auditors.</p> <p>3. Both the internal auditor and external auditor have the right to request a meeting with the Audit Committee whenever necessary.</p> <p>4. The committee shall convene upon the invitation of its chairperson or upon the request of two of its members.</p> <p><del>5. The committee secretary shall send the agenda prior to the meeting, at least 15 days in advance, to the committee members.</del></p> <p><del>6. The committee secretary shall send the meeting file, including the required documents and materials, to the committee members at least seven days in advance.</del></p>	<p>4) The committee meets upon the invitation of its chairman, or the request of two of its members.</p> <p>5) The invitation to the meeting must be sent to each member of the committee at least five days before the date of the meeting, accompanied by the agenda, documents and necessary information.</p> <p>6) The committee may hold an emergency meeting and send the invitation, agenda and necessary documents within a period of less than five days before the date of the meeting.</p> <p>7) Organizing the process of attending committee meetings, and dealing with cases of members' irregularity in attending those meetings.</p> <p>8) Each member has the right to propose adding an item to the agenda in advance.</p>	
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<p><del>7. In the case of an urgent meeting, the invitation, agenda, and attachments may be sent within a period of less than seven days before the meeting date, if justified.</del></p> <p>8. Each member has the right to propose adding an item to the agenda with sufficient advance notice.</p>		
<p>None previously</p>	<p><b>Article Twelve: Duties and responsibilities of the Chairman of the Committee</b></p> <ol style="list-style-type: none"> <li>1) Supervising the committee's work and ensuring compliance with rules and regulations.</li> <li>2) Managing and following up on the committee's work with the assistance of the committee secretary.</li> <li>3) Ensuring the integrity of the decisions and recommendations made by the committee.</li> <li>4) Follow up on the implementation of the committee's decisions and recommendations in coordination with the committee secretary</li> <li>5) Attending the association's meetings, answering shareholders' questions, and reading the annual audit committee report.</li> </ol>	<p>Added tasks and responsibilities of the committee chairperson, directly specified in the regulations, in line with best practices in the market.</p>

<p><b>Article Thirteen: Attending the Annual Assembly</b></p> <p>1) The Chairman of the Committee attends the annual General Assembly meeting to answer shareholders' questions regarding the Committee's activities</p> <p>2) The committee prepares an annual report on its opinion regarding the adequacy of the company's internal control system and the other work it has undertaken that falls within the scope of its jurisdiction.</p> <p>3) Copies of the Audit Committee's report are provided at the company's main office at least ten days before the General Assembly of Shareholders is held, and distributed to the shareholders attending the Assembly.</p> <p>4) The audit committee's report will be read during the assembly</p>	<p><b>Article Thirteen: Attending the Annual Assembly</b></p> <p>1) The Chairman of the Committee attends the annual General Assembly meeting to answer shareholders' questions regarding the Committee's activities</p> <p>2) The committee prepares an annual report on its opinion regarding the adequacy of the company's internal control system and the other work it has undertaken that falls within the scope of its jurisdiction.</p> <p>3) Copies of the Audit Committee's report are provided at the company's main office at least ten days before the General Assembly of Shareholders is held, and distributed to the shareholders attending the Assembly.</p> <p>4) The audit committee's report will be read during the assembly</p>	<p>No modifications have been made.</p>
<p><b>Article Fourteen: Arrangements for Submitting Comments</b></p> <p>The audit committee must establish a mechanism that allows the company's employees to confidentially submit their observations regarding any irregularity in the financial or other reports. In addition, the</p>	<p><b>Article Fourteen: Arrangements for Submitting Comments</b></p> <p>The audit committee must establish a mechanism that allows the company's employees to confidentially submit their observations regarding any irregularity in the financial or other reports. In addition, the committee must verify the implementation of this mechanism by conducting an independent investigation commensurate with the</p>	<p>No modifications have been made</p>

<p>committee must verify the implementation of this mechanism by conducting an independent investigation commensurate with the extent of the error or violation and adopting appropriate follow-up procedures.</p>	<p>extent of the error or violation and adopting appropriate follow-up procedures.</p>	
<p><b>Article Fifteen: Powers of the Audit Committee</b>        In order to perform its duties, the Audit Committee:</p> <ol style="list-style-type: none"> <li>1) Has the right to view the company's records and documents.</li> <li>2) To request any clarification or statement from members of the Board of Directors or Executive Management.</li> <li>3) To request the Board of Directors to convene the company's General Assembly if the Board of Directors obstructs its work or the company is exposed to serious damage or losses.</li> </ol>	<p><b>Article Fifteen: Powers of the Audit Committee</b>        In order to perform its duties, the Audit Committee:</p> <ol style="list-style-type: none"> <li>1) Has the right to view the company's records and documents.</li> <li>2) To request any clarification or statement from members of the Board of Directors or Executive Management.</li> <li>3) To request the Board of Directors to convene the company's General Assembly if the Board of Directors obstructs its work or the company is exposed to serious damage or losses.</li> <li>4) Seeking the assistance of any experts, specialists, or others it deems appropriate to study the topics that fall within its duties and responsibilities, after the approval of the Board of Directors.</li> </ol>	<p>Paragraph 4 has been added based on Article 49, Clause B, of the Corporate Governance Regulations issued by the Financial Market Authority.</p>

<p><b>Article Sixteen: Quorum for Committee Meetings</b></p> <p>1. The legal quorum for the committee is constituted by the presence of two-thirds of the committee members (in person or by proxy). The committee, when convened with the required quorum, exercises all its powers, authorities, and provisions granted to it.</p> <p>2. Each committee member is expected to attend all meetings in person. In the event of their inability to attend, they have the right to participate and contribute remotely through virtual communication means, and such participation is considered equivalent to attending in person.</p>	<p><b>Article Sixteen: Quorum for the Committee</b></p> <p>1) A quorum for the committee shall be achieved with the presence of two-thirds of the committee members (in person or by proxy), and the assembled committee shall exercise all of its powers, authorities and rulings granted to it.</p> <p>2) The committee member is obligated to attend all specified meetings in person, and if he is unable to attend, another committee member is authorized to attend, on condition that attendance by proxy does not exceed one person from the committee members.</p> <p>3) Committee meetings are held in person at the company's headquarters, any of its branches, or any other place agreed upon between the committee members, or through modern technological means.</p>	<p>According to Article 50 of the Corporate Governance Regulations issued by the Financial Market Authority:</p> <ul style="list-style-type: none"> <li>- Paragraph (2) has been rephrased.</li> <li>- Paragraph 3 has been added.</li> </ul>
<p>None previously</p>	<p><b>Article Seventeen: Reports</b></p> <p>The committee, with the assistance of the Secretary, issues a quarterly report that is submitted to the Board of Directors. The report includes information on the number of meetings held by the committee, the number of members present, in addition to the committee's work, decisions and recommendations taken during the reporting period,</p>	<p>According to best practices in the market</p>

	<p>and what has been done regarding the implementation of those decisions and recommendations by relevant parties. Relationship.</p>	
<p>None previously</p>	<p><b>Article Eighteen: Confidentiality of the committee’s work</b>          Committee members must maintain the confidentiality of the information they learn through their membership in the committee, and not announce or disclose any of that information to any other party or disclose or exploit it in any way or use it for any purpose. The obligation also includes maintaining the confidentiality of this information after completing membership in the committee.</p>	<p>Explicit addition in the regulations to ensure the confidentiality of the information accessed by committee members, in accordance with best practices in the market</p>
<p><b>Article Nineteen: Appointment of the Secretary of the Committee</b>          2. Documenting committee meetings and preparing minutes that include the discussions, deliberations, meeting location, date, start and end time, documenting the committee's recommendations and voting results, and preserving them in a dedicated and organized record. The minutes should also include the names of the attending members and any reservations expressed, if applicable, with the minutes being signed by all present members.</p>	<p><b>Article Nineteen: Appointment of the Secretary of the Committee</b>          The committee appoints a secretary for the committee based on the recommendations of the committee chairman, provided that his powers include the following:</p> <p>1) Documenting the committee’s meetings and preparing minutes for them that include the discussions and deliberations that took place, indicating the place, date, start and end times of the meeting, documenting the committee’s recommendations and the results of the voting, keeping them in a special and organized record, recording the names of the members present and the reservations they expressed - if any - and signing these minutes from All members present.</p>	<p>Addition of paragraph (12, 11) according to best practices for a secretary in the market</p>

<p>3.Safeguarding the reports submitted to the Board of Directors and the reports prepared by the committee.</p> <p>4. Providing committee members with the committee's agenda, work papers, relevant documents, and information related to the agenda items. Any additional documents or information requested by committee members concerning the discussed topics should also be provided.</p> <p>5.Verifying that committee members comply with the procedures approved by the Board.</p> <p>6.Notifying committee members of meeting dates with sufficient advance notice.</p> <p>7.Presenting draft minutes to committee members for their input and feedback before finalizing and signing them.</p> <p>8. Ensuring that committee members receive complete and timely copies of committee meeting minutes, as well as relevant information and documents related to the company.</p> <p>9.Coordinating among committee members.</p> <p>10. Providing assistance and advice to committee members.</p> <p>11. The removal of the secretary can only be done by a decision of the committee.</p>	<p>2) Save the reports submitted to the Board of Directors and the reports prepared by the committee.</p> <p>3) Providing the committee members with the committee's agenda, working papers, documents and information related to it, and any additional documents or information requested by any of the committee members related to the topics included in the meeting agenda.</p> <p>4) Verifying that committee members adhere to the procedures approved by the Board of Directors.</p> <p>5) Informing committee members of the dates of its meetings sufficiently before the specified date.</p> <p>6) Presenting draft minutes to committee members to express their views on them before signing them.</p> <p>7) Verify that committee members fully and promptly obtain a copy of the minutes of committee meetings and information and documents related to the company.</p> <p>8) Coordination between committee members.</p> <p>9) Providing assistance and advice to committee members.</p> <p>10) The Secretary may not be dismissed except by decision of the Committee</p> <p>11) Follow up on the extent of compliance with the regulations and the need to update them.</p> <p>12) Follow up on the implementation of decisions and recommendations issued by the committee.</p>	
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<p><b>Article Twenty: Minutes of meetings</b></p> <p>1) The secretary of the committee records the names of those present, the proceedings of all committee meetings, and the recommendations issued by them in the minutes of those meetings.</p> <p>2) The Secretary of the Committee shall send the draft minutes of the meeting to the members of the Committee after the approval of its Chairman within a period of not less than (5) days after the end of the meeting.</p> <p>3) The minutes of the meetings are approved by circulating them to the members of the committee electronically, and the originals of the minutes are signed at the next meeting.</p> <p>4) The Board of Directors Secretariat will be provided with a record of attendance at committee meetings.</p> <p>5) It should be noted that the Board of Directors is provided with the committee's recommendations when it convenes at each meeting.</p>	<p><b>Article Twenty: Minutes of meetings</b></p> <p>1) The secretary of the committee records the names of those present, the proceedings of all committee meetings, and the recommendations issued by them in the minutes of those meetings.</p> <p>2) The Secretary of the Committee shall send the draft minutes of the meeting to the members of the Committee after the approval of its Chairman within a period of not less than (5) days after the end of the meeting.</p> <p>3) The minutes of the meetings are approved by circulating them to the members of the committee electronically, and the originals of the minutes are signed at the next meeting.</p> <p>4) The Board of Directors Secretariat will be provided with a record of attendance at committee meetings.</p> <p>5) It should be noted that the Board of Directors is provided with the committee's recommendations when it convenes at each meeting.</p>	<p>No modifications have been made</p>

<p><b>Article Twenty-One: Remuneration and compensation for committee members</b></p> <p>1. Committee members shall receive remuneration and allowances as follows:</p> <p>Committee membership allowance for non-executive and independent members of the Board of Directors shall not exceed a maximum amount of SAR 80,000 (Eighty Thousand Saudi Riyals) per year.</p> <p>2. Committee membership allowance for members outside the Board of Directors: a fixed amount as compensation and allowance for their participation in committee work, amounting to SAR 150,000 (One Hundred and Fifty Thousand Saudi Riyals) per year.</p> <p>3. The Chairman of the committee (whether from within or outside the Board) shall receive an amount of SAR 3,000 (Three Thousand Saudi Riyals) for attending each session of the Board's committees in which they are a member, whether attending in person or through any remote communication means.</p>	<p><b>Article Twenty-One: Remuneration and compensation for committee members</b></p> <p>Committee members receive Remuneration and allowances in accordance with the Remuneration and compensation policy of the Saudi Ground Services Company.</p>	<p>The article has been deleted</p>
	<p><b>Article Twenty-Two: Amendments to this policy</b></p> <p>The Board may approve any changes to these rules at any time it deems appropriate based on the recommendation of the Audit Committee and its approval by the General Assembly of Shareholders.</p>	

	<p><b>Article Twenty-Three: Enforcement</b></p>	
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These regulations shall be effective from the date of their approval by the Board of Directors and approval by the General Assembly.

**22.Voting on amending the regulations for the work of  
the Nominations and Remuneration Committee.  
(Attached).**

Before	after	Notes
None	<p><a href="#">Article One: Introduction</a></p> <p>The Nominations and Remuneration Committee is one of the committees established by the Board of Directors, responsible for overseeing the work of the Board of Directors and the executive management, as well as formulating the remuneration policy for the Board of Directors, its committees, the executive management, and supervising the nomination process for the membership of the Board of Directors and its committees. The committee also ensures the training of the Board of Directors, its committees, and the executive management.</p>	An introduction was added at the beginning of the list to briefly and introductorily explain its responsibilities and tasks
None	<p><a href="#">Article Two: Purpose of the Committee</a></p> <p>The purpose of the Nomination and Remuneration Committee Regulations is to define the committee's functions and governance in accordance with regulations and rules issued by regulatory and supervisory authorities. These regulations outline the framework within which the committee operates.</p>	The purpose of the regulation has been clarified in accordance with best practices in the market
None	<p><a href="#">Article Three: Definitions</a></p> <ul style="list-style-type: none"> <li>• <b>Company:</b> Saudi Ground Services Company.</li> <li>• <b>Board of Directors:</b> The Board of Directors of Saudi Ground Services Company.</li> </ul>	Definitions of the terms that were circulated in this regulation have been added for the purpose of better clarifying them according to the definitions described in the corporate governance regulations

	<ul style="list-style-type: none"> <li>• <b>Regulations:</b> Regulations of the Nomination and Remuneration Committee.</li> <li>• <b>Member:</b> Member of the Nomination and Remuneration Committee, collectively referred to as "Members".</li> <li>• <b>Committee Secretary:</b> Secretary of the Nomination and Remuneration Committee.</li> <li>• <b>Senior Executives:</b> Individuals responsible for managing the company's daily operations, proposing and implementing strategic decisions, such as the CEO, their deputies, and the CFO.</li> </ul>	<p>issued by the Authority and best practices in the market</p>
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<p><b>Article Four: General Provisions</b></p> <p>1) The Nominations and Remuneration Committee shall operate in accordance with the official decisions and instructions issued in this regard by the supervisory authorities or the directives communicated to it by the Board of Directors.</p> <p>2) The Committee shall assume all the tasks assigned to it under this regulation and also under the Corporate Governance Regulation of the company. The Board of Directors may also assign the Committee any other duties as required by the Board of Directors and within its assigned responsibilities.</p> <p>3) The Committee shall establish a record containing information about the qualifications of the Board of Directors members, aiming to identify the necessary and additional skills required to activate the Board of Directors' role and ensure its performance of its duties and responsibilities.</p> <p>4) The Committee shall collaborate with the Board of Directors and the Audit Committee to annually verify the independence of independent members of the Board of Directors and to ensure the absence of conflicts of interest in case any member holds memberships in other companies.</p> <p>5) When formulating the compensation and Remuneration policy for Board members, the Committee must consider prevailing compensation trends in companies listed on the Saudi Stock Exchange (Tadawul).</p>	<p><b>Article Four: General Provisions</b></p> <p>1) The Nominations and Remuneration Committee shall operate in accordance with the official decisions and instructions issued in this regard by the supervisory authorities or the directives communicated to it by the Board of Directors.</p> <p>2) The Committee shall assume all the tasks assigned to it under this regulation and also under the Corporate Governance Regulation of the company. The Board of Directors may also assign the Committee any other duties as required by the Board of Directors and within its assigned responsibilities.</p> <p>3) The Committee shall establish a record containing information about the qualifications of the Board of Directors members, aiming to identify the necessary and additional skills required to activate the Board of Directors' role and ensure its performance of its duties and responsibilities.</p> <p>4) The Committee shall collaborate with the Board of Directors and the Audit Committee to annually verify the independence of independent members of the Board of Directors and to ensure the absence of conflicts of interest in case any member holds memberships in other companies.</p> <p>5) When formulating the compensation and Remuneration policy for Board members, the Committee must consider prevailing compensation trends in companies listed on the Saudi Stock Exchange (Tadawul).</p> <p>6) The Committee is granted full authority to appoint consultants in the field of compensation and Remuneration within the budget allocated to it by the Board of Directors.</p> <p>7) Ensuring that the contractual terms regarding the termination of membership and any amounts paid to the account are fair to both the individual concerned and the company, and that failure to fulfill</p>	<p style="text-align: center;">No change</p>
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<p>6) The Committee is granted full authority to appoint consultants in the field of compensation and Remuneration within the budget allocated to it by the Board of Directors.</p> <p>7) Ensuring that the contractual terms regarding the termination of membership and any amounts paid to the account are fair to both the individual concerned and the company, and that failure to fulfill responsibilities is not remunerated, and that there is a full awareness of the responsibility to minimize losses.</p> <p>8) Monitoring any amendments regarding employee benefit plans in the company.</p> <p>9) The Committee shall conduct an annual review of its performance, work plan, and regulations to ensure that the Committee operates with maximum effectiveness and recommend any appropriate changes to the approval of the Board of Directors.</p>	<p>responsibilities is not remunerated, and that there is a full awareness of the responsibility to minimize losses.</p> <p>8) Monitoring any amendments regarding employee benefit plans in the company.</p> <p>9) The Committee shall conduct an annual review of its performance, work plan, and regulations to ensure that the Committee operates with maximum effectiveness and recommend any appropriate changes to the approval of the Board of Directors.</p>	
<p><b>Committee formation and membership:</b></p> <p>1) A committee called (the Nominations and Remuneration Committee) shall be formed by a decision of the Company's Board of Directors (not from the executive board members, provided that at least one of them is an independent member.</p> <p><del>2) The Nomination and Remuneration Committee is considered one of the Board of Directors'</del></p>	<p><b>Article Five: Formation of the Committee</b></p> <p>1) A committee called the "Nomination and Remuneration Committee" shall be formed by a decision of the company's board of directors, consisting of non-executive board members, including at least one independent member.</p> <p>2) The company's general assembly shall issue, upon the recommendation of the board of directors, a regulation and operating rules for the Nomination and Remuneration Committee. This regulation shall include the committee's</p>	<p>Paragraph (2) was separated into a separate article</p>

<p><del>committees, and it reports directly to the Board of Directors.</del></p> <p>3) The general assembly of the company - based on a proposal from the Board of Directors - shall issue the bylaw and rules for the work of the Nomination and Remuneration Committee, provided that this bylaw includes the controls and procedures for the committee's work, its duties, the rules for selecting its members, their membership period, and their remuneration.</p> <p>4) Committee members are appointed by the board of directors by a decision issued by the board.</p> <p>5) The Nomination and Remuneration Committee consists of three to five members of the Board of Directors or from outside it.</p> <p>6) It is taken into consideration that the members of the committee have extensive experience and deep knowledge in the field and scope of the company's business.</p>	<p>controls, procedures, tasks, criteria for selecting its members, duration of their membership, and their remuneration.</p> <p>3) The committee members shall be appointed by the board of directors through a decision issued by the board.</p> <p>4) The Nomination and Remuneration Committee shall consist of three to five members, who may be from the board of directors or external to it.</p> <p>5) It shall be ensured that the committee members possess extensive experience and deep knowledge in the company's business field and scope.</p>	
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### Appointment and Conditions of the Committee Chairman

1) The Board of Directors shall appoint the Committee Chairman by a decision issued by the Board, provided that the Chairman is an independent member if they are a member of the Board of Directors. In the event of the absence of the Committee Chairman and their substitute, the remaining present members shall select one of them to chair the committee meeting, provided that they meet the requirements of the Corporate Governance Regulations issued by the Capital Market Authority to hold this position.

2) When forming the Nomination and Remuneration Committee, the company shall ensure that it includes independent members of the Board of Directors. It is permissible to enlist the assistance of non-executive members or individuals who are not Board members, whether they are shareholders or others, provided that the Committee Chairman is an independent member.

3) The Chairman of the Board of Directors shall not be the Chairman of the Nomination and Remuneration Committee, but they may be a member of the committee.

### Article Six: Appointment and Conditions of the Committee Chairman

1) The Board of Directors shall appoint the Committee Chairman by a decision issued by the Board, provided that the Chairman is an independent member if they are a member of the Board of Directors. In the event of the absence of the Committee Chairman and their substitute, the remaining present members shall select one of them to chair the committee meeting, provided that they meet the requirements of the Corporate Governance Regulations issued by the Capital Market Authority to hold this position.

2) When forming the Nomination and Remuneration Committee, the company shall ensure that it includes independent members of the Board of Directors. It is permissible to enlist the assistance of non-executive members or individuals who are not Board members, whether they are shareholders or others, provided that the Committee Chairman is an independent member.

3) The Chairman of the Board of Directors shall not be the Chairman of the Nomination and Remuneration Committee, but they may be a member of the committee.

No change

<p><b>Committee Duration</b></p> <p>1) The committee members are appointed and selected at the formation of each session of the Board of Directors, which is determined every three years or more, taking into consideration the specified duration in the company's regulation. The committee's duration ends with the expiration of the board of directors' term.</p> <p>2) The committee is reconstituted at the beginning of each session of the Board of Directors, and it is permissible to reappoint committee members. If a position of one of the members becomes vacant during the committee's duration, the Board of Directors appoints another member.</p>	<p><b>Article Seven: Committee Duration</b></p> <p>1) The committee members are appointed and selected at the formation of each session of the Board of Directors, which is determined every four years, taking into consideration the specified duration in the company's regulation. The committee's duration ends with the expiration of the board of directors' term.</p> <p>2) The committee is reconstituted at the beginning of each session of the Board of Directors, and it is permissible to reappoint committee members. If a position of one of the members becomes vacant during the committee's duration, the Board of Directors appoints another member.</p>	<p>The period specified in Paragraph 1 was amended to four years based on Article 68, Paragraph 4, of the Companies Law issued by the Ministry of Commerce</p>
<p><b>Quorum:</b></p> <p>1) The quorum of the committee is obtained upon the presence of two-thirds of the committee members (in person or by proxy), and the combined committee exercises all of its authorities, authorities and provisions with.</p> <p>2) A member of the committee must attend all the meetings in person, and in the event where members are unable to physically attend the committee meeting, they are allowed to attend and participate remotely via any virtual or tele-</p>	<p><b>Article Eight: Quorum for the Committee</b></p> <p>1) The legal quorum for the committee is achieved by the presence of two-thirds of the committee members (in person or by power of attorney). The committee, when convened, shall exercise all its powers, authorities, and provisions granted to it.</p> <p>2) A committee member shall commit to attending all scheduled meetings in person. In the event of their inability to attend, another member of the committee may be delegated to attend, provided that the attendance by power of attorney does not exceed one person from the committee members.</p>	<p>Paragraph 2 / rephrased.</p> <p>paragraph 3 / added</p>

<p>communication means, and this is considered as an attendance in person.</p>	<p>3) Committee meetings shall be held in person at the company's headquarters, any of its branches, or any other agreed-upon location among the committee members. Alternatively, meetings may be conducted through modern technological means.</p>	
<p><b>Invitation and Meeting File:</b></p> <ol style="list-style-type: none"> <li>1) The secretary of the committee summons the committee to convene upon the request of its chairman.</li> <li>2) The secretary of the committee shall share the agenda to the members of the committee no less than 15 days prior to the meeting.</li> <li>3) Committee members have the right to request adding any items to the agenda well in advance of the meeting date.</li> <li>4) The committee secretary shall share the meeting file including the documents and required documents to the committee members at least seven days before the meeting.</li> <li>5) In case of an emergency meeting, the invitation, agenda and required attachments may be sent within a period of less than (7) days prior to the meeting.</li> </ol> <p><b>Committee Meetings:</b></p>	<p><a href="#">Article Nine: Committee meetings and meeting file</a></p> <ol style="list-style-type: none"> <li>1) The Nominations and Remuneration Committee meets periodically, every (year) at least twice, or whenever the need arises.</li> <li>2) Only members of the committee are entitled to attend its meetings. However, the Committee may - according to what it deems appropriate and necessary - invite to its meetings the CEO of the company, the Director of Human Resources, or other external consultants.</li> <li>3) The Secretary of the Committee shall convene the Committee upon the request of its Chairman.</li> <li>4) The committee secretary sends the agenda to the committee members no less than 5 days before the meeting.</li> <li>5) Committee members have the right to request the addition of any items to the agenda well before the meeting date.</li> <li>6) The secretary of the committee sends the meeting file, including the required papers and documents, to the members of the committee at least (5) days before the meeting.</li> <li>7) If the need arises to hold an emergency meeting, the invitation, the agenda, and its attachments may be sent within a period of less than (5) days before the date of the meeting.</li> </ol>	<p>The two articles were merged, and the period specified in Paragraph (7,6,4) was changed according to the Corporate Governance Regulations issued by the Capital Market Authority Article (32).</p>

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| <ol style="list-style-type: none"><li>1) The Committee meets periodically every (two months) at least six times a year, or whenever the need arises.</li><li>2) It is not allowed to anyone other than members of the committee to attend its meetings. Nevertheless, the committee may - as it deems fit and necessary - invite the company's CEO, executive directors, or other external consultants to attend its meetings.</li></ol> |  |  |
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<p>The scope of work, powers, tasks, and responsibilities of the Committee</p> <p>The Nominations and Remuneration Committee is responsible for the following tasks and responsibilities:</p> <ol style="list-style-type: none"> <li>1) Proposing clear policies and standards for membership in the Board of Directors and Executive Management.</li> <li>2) Recommending to the Board of Directors to nominate and re-nominate members in accordance with the approved policies and standards, taking into account not nominating anyone who has previously been convicted of a crime involving breach of trust.</li> <li>3) Preparing a description of the capabilities and qualifications required for membership in the Board of Directors and filling executive management positions, and determining the time that the member must allocate to the work of the Board of Directors.</li> <li>4) Annual reviewing of the necessary skills or experience required for membership in the Board of Directors and executive management functions.</li> <li>5) Reviewing the structure of the Board of Directors and Executive Management and providing recommendations regarding changes that can be made.</li> <li>6) Verifying on an annual basis the independence of the independent members, and the absence of any conflict of interest if the member holds</li> </ol>	<p>Article Ten: The scope of work, powers, tasks, and responsibilities of the Committee</p> <p>The Nominations and Remuneration Committee is responsible for the following tasks and responsibilities:</p> <ol style="list-style-type: none"> <li>1) Proposing clear policies and standards for membership in the Board of Directors and Executive Management.</li> <li>2) Recommending to the Board of Directors to nominate and re-nominate members in accordance with the approved policies and standards, taking into account not nominating anyone who has previously been convicted of a crime involving breach of trust.</li> <li>3) Preparing a description of the capabilities and qualifications required for membership in the Board of Directors and filling executive management positions, and determining the time that the member must allocate to the work of the Board of Directors.</li> <li>4) Annual reviewing of the necessary skills or experience required for membership in the Board of Directors and executive management functions.</li> <li>5) Reviewing the structure of the Board of Directors and Executive Management and providing recommendations regarding changes that can be made.</li> <li>6) Verifying on an annual basis the independence of the independent members, and the absence of any conflict of interest if the member holds membership in the board of directors of another company.</li> <li>7) Develop job descriptions for executive members, non-executive members, independent members and senior executives.</li> <li>8) Establishing special procedures in the event that the position of a member of the Board of Directors or a senior executive becomes vacant.</li> </ol>	<p style="text-align: center;">No changes</p>
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<p>membership in the board of directors of another company.</p> <p>7) Develop job descriptions for executive members, non-executive members, independent members and senior executives.</p> <p>8) Establishing special procedures in the event that the position of a member of the Board of Directors or a senior executive becomes vacant.</p> <p>9) Identifying the weaknesses and strengths of the Board of Directors and proposing solutions to address them in a way that is consistent with the company's interest.</p> <p>10) Preparing a clear policy for the remuneration of members of the Board of Directors and the committees emanating from the Board and Executive Management and submit it to the Board of Directors for consideration in preparation for its approval by the General Assembly, provided that this policy considers following standards related to performance, disclosing them, and verifying their implementation.</p> <p>11) Clarifying the relationship between the Remuneration granted and the applicable Remuneration policy and indicating any material deviation from this policy.</p> <p>12) Periodically review the Remuneration and compensation policy, and evaluate their effectiveness in achieving the objectives sought by them.</p> <p>13) Recommending to the Board of Directors the remuneration of members of the Board of</p>	<p>9) Identifying the weaknesses and strengths of the Board of Directors and proposing solutions to address them in a way that is consistent with the company's interest.</p> <p>10) Preparing a clear policy for the remuneration of members of the Board of Directors and the committees emanating from the Board and Executive Management and submit it to the Board of Directors for consideration in preparation for its approval by the General Assembly, provided that this policy considers following standards related to performance, disclosing them, and verifying their implementation.</p> <p>11) Clarifying the relationship between the Remuneration granted and the applicable Remuneration policy and indicating any material deviation from this policy.</p> <p>12) Periodically review the Remuneration and compensation policy, and evaluate their effectiveness in achieving the objectives sought by them.</p> <p>13) Recommending to the Board of Directors the remuneration of members of the Board of Directors, its committees, and the company's senior executives in accordance with the approved policy.</p> <p>14) Comprehensive consideration of the plan to replace senior executives within the process of the committee's work, taking into account the opportunities and challenges facing the company as well as the skills and experience required in the future among members of the Board of Directors.</p> <p>15) Approving the appointments of the company's senior executives, proposing and implementing replacement policies for the Board of Directors and its committees, and for the company's executive leadership through coordination with the company's human resources department, and ensuring that the executive management adheres to them.</p>	
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<p>Directors, its committees, and the company's senior executives in accordance with the approved policy.</p> <p>14) Comprehensive consideration of the plan to replace senior executives within the process of the committee's work, taking into account the opportunities and challenges facing the company as well as the skills and experience required in the future among members of the Board of Directors.</p> <p>15) Approving the appointments of the company's senior executives, proposing and implementing replacement policies for the Board of Directors and its committees, and for the company's executive leadership through coordination with the company's human resources department, and ensuring that the executive management adheres to them.</p> <p>16) Develop clear policies for compensation and Remuneration for members of the Board of Directors and senior executives that will be implemented after the General Assembly approves them in accordance with the system. When developing these policies, all standards that the committee deems necessary are taken into account, including the relevant legal and regulatory requirements, and the provisions and recommendations of the Corporate Governance Regulations and its guidelines. The purpose is One of this policy is to ensure that members of the company's executive management are provided with appropriate incentives to encourage them to improve performance, and that they are</p>	<p>16) Develop clear policies for compensation and Remuneration for members of the Board of Directors and senior executives that will be implemented after the General Assembly approves them in accordance with the system. When developing these policies, all standards that the committee deems necessary are taken into account, including the relevant legal and regulatory requirements, and the provisions and recommendations of the Corporate Governance Regulations and its guidelines. The purpose is One of this policy is to ensure that members of the company's executive management are provided with appropriate incentives to encourage them to improve performance, and that they are remunerated fairly and acceptably for their individual contributions to the company's success.</p> <p>17) Approving the design of any plans implemented by the company to link pay to performance and determining their targets, and recommending the approval of the total amounts to be paid for such plans.</p> <p>18) Reviewing and studying the design of all plans related to stock incentives for presentation to the Board of Directors and the General Assembly and approval. Within the framework of these plans, the committee determines whether to grant any shares and determines the total value of those shares, the share granted to each of the Executive Board members and other executive management of the company, and also determines the performance targets on the basis of which those shares are granted.</p> <p>19) The committee shall recommend to the Board of Directors for approval to determine appropriate performance measures, in addition to determining performance bonus budgets based on achieving the company's strategic objectives and profits versus risks in order to disburse bonuses, annual performance bonuses, and long-term performance.</p>	
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<p>remunerated fairly and acceptably for their individual contributions to the company's success.</p> <p>17) Approving the design of any plans implemented by the company to link pay to performance and determining their targets, and recommending the approval of the total amounts to be paid for such plans.</p> <p>18) Reviewing and studying the design of all plans related to stock incentives for presentation to the Board of Directors and the General Assembly and approval. Within the framework of these plans, the committee determines whether to grant any shares and determines the total value of those shares, the share granted to each of the Executive Board members and other executive management of the company, and also determines the performance targets on the basis of which those shares are granted.</p> <p>19) The committee shall recommend to the Board of Directors for approval to determine appropriate performance measures, in addition to determining performance bonus budgets based on achieving the company's strategic objectives and profits versus risks in order to disburse bonuses, annual performance bonuses, and long-term performance.</p>		
<p><b>Authorities and Other Matters:</b></p> <p>1) The Board of Directors delegates the committee to obtain legal or professional advice on the</p>	<p><a href="#">Article Eleven: Powers and other matters</a></p> <p>1) The Board of Directors authorizes the committee to obtain legal or professional advice at the company's expense on any matters that fall within its jurisdiction.</p>	<p>Paragraph (5) has been added based on Article (52) Paragraph 2 of the Corporate Governance</p>

<p>company's account in any matters that fall within its competencies.</p> <p>2) The committee makes sure of the adequacy of the cadres and competencies available to it to practice its work successfully.</p> <p>3) The committee takes due account, to the extent, of the applicable laws and regulations, the provisions of the Corporate Governance Regulations, and the requirements of the Capital Market Authority in the registration and listing rules and any other rules or regulations as required.</p> <p>4) The committee must conduct a training program for members of the board and committees according to their specialization, to raise the efficiency of members and committees.</p>	<p>2) The committee ensures the sufficiency of the cadres and competencies available to it to carry out its work successfully.</p> <p>3) The Committee shall take due account of the applicable laws and regulations, the provisions of the Corporate Governance Regulations, the requirements of the Financial Market Authority in the registration and listing rules, and any other rules or regulations as necessary.</p> <p>4) The committee must establish a training program for members of the Board of Directors and committees accordingly. Its mandate is to raise the efficiency of members and committees.</p> <p>5) Seeking the assistance of any experts, specialists, or others it deems appropriate to study the topics that fall within its duties and responsibilities, after the approval of the Board of Directors.</p>	<p>Regulations issued by the Capital Market Authority</p>
<p><b>Appointment of the Secretary of the Committee:</b></p> <p>1) The committee appoints a secretary from among its members or others, provided that his terms of reference include the following:</p>	<p><a href="#">Article Twelve: Appointing the Secretary of the Committee</a></p> <p>The committee appoints a secretary for the committee based on the recommendations of the committee chairman, provided that his powers include the following:</p>	<p>Paragraph (10, 11) has been added.</p> <p>Based on best practices of the market secretary.</p>

<p>B) Documenting committee meetings and preparing minutes for them that include discussions and deliberations, indicating the meeting place, date and time of its start and end, documenting the recommendations of the committee and the results of the vote, maintain them in a special and organized record, recording the names of the members attend and the reservations they made - if any -, and signing these minutes from all the members attend.</p> <p>C) Maintain the reports submitted to the Board of Directors and the reports prepared by the committee.</p> <p>D) Providing committee members with the committee's agenda, working papers, documents and information related to it, and any additional documents or information requested by any of the committee members related to the topics included in the meeting schedule.</p> <p>E) Assuring that the committee members adhere to the procedures approved by the Board.</p> <p>F) Informing the committee members of the dates of the scheduled meetings ahead of time.</p>	<ol style="list-style-type: none"> <li>1) Documenting the committee's meetings and preparing minutes for them that include the discussions and deliberations that took place, indicating the place, date, start and end times of the meeting, documenting the committee's recommendations and the results of the voting, keeping them in a special and organized register, recording the names of the members present and the reservations they expressed - if any -, and signing this document. Minutes from all members present.</li> <li>2) Saving the reports submitted to the Board of Directors and the reports prepared by the Committee.</li> <li>3) Providing the committee members with the committee's agenda, working papers, documents and information related to it, and any additional documents or information requested by any of the committee members related to the topics included in the meeting agenda.</li> <li>4) Verifying that committee members adhere to the procedures approved by the Board of Directors.</li> <li>5) Informing committee members of the dates of its meetings sufficiently before the specified date.</li> <li>6) Presenting draft minutes to committee members to express their views on them before signing them.</li> <li>7) Ensure that committee members fully and promptly obtain a copy of the minutes of committee meetings and information and documents related to the company.</li> <li>8) Coordination among committee members.</li> <li>9) Providing assistance and advice to members of the Board of Directors.</li> <li>10) Follow up on the extent of compliance with the regulations and the extent of the need to update them.</li> <li>11) Follow up on the implementation of the decisions and recommendations issued by the committee.</li> </ol>	
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<p>G) Sharing the minutes of meetings drafts with the committee members for their review and approval before signing them.</p> <p>H) Ensure that all the members of the company promptly and quickly receive a copy of the committee's minute of meetings, information and all documents related to the company.</p> <p>I) Coordinate between members of the committee.</p> <p>2) Provide advice and assistance the committee members.</p> <p>3) The secretary of the committee may not be dismissed without a decision from the committee.</p>	<p>12) The Secretary of the Committee may not be removed except by a decision of the Committee.</p>	
<p><b>Minutes of Meetings:</b></p> <p>1) The committee's secretary records the names of the attendees, the proceedings of all the committee meetings, and the recommendations issued by it in all the minutes of meetings.</p> <p>2) The secretary of the committee shares the minutes of the meetings' drafts to the committee members after the chairman's approval no less than (7) days after the meeting.</p>	<p><b>Article Thirteen: Minutes of Meetings</b></p> <p>1) The Secretary of the Committee shall record the names of attendees, the proceedings of all Committee meetings, and the recommendations issued by it in the minutes of those meetings.</p> <p>2) The secretary of the committee shall send the draft minutes of the meeting to the members of the committee after the approval of its chairman within a maximum period of (5) working days.</p> <p>3) The minutes of the meetings are approved by circulating them to the committee members electronically, and the originals of the minutes are signed at the next meeting.</p> <p>4) The Board of Directors Secretariat will be provided with a record of attendance at committee meetings.</p>	<p>Change the specified period from 7days to 5</p>

<p>3) The minutes of meetings are considered approved after circulating it to the committee members electronically, then, getting it signed physically by the committee members in the following meeting.</p> <p>4) The Board Secretariat is provided with the committee’s meetings attendance list.</p> <p>5) Provide the Board with the committee’s recommendations when it convenes at each meeting</p>	<p>5) The Board of Directors must be provided with a copy of the committee’s minutes and recommendations when each meeting is held.</p>	
<p><b>Reporting Responsibilities</b></p> <p>1) The chairman of the committee submits his reports to the board of directors after each meeting, if needed, on matters related to the committee's duties and responsibilities.</p> <p>2) The committee shall attend to the Board of Directors any recommendations it deems appropriate regarding any topic within its jurisdiction that requires action or improvement.</p> <p>3) The committee issues a report on its activities to be included in the annual board of directors’ report, as well as a report on the application of the remuneration and compensation policy of the company and its</p>	<p><b>Article Fourteen: Reporting Responsibilities</b></p> <p>1) The committee, with the help of its secretary, prepares a quarterly report that is submitted to the Board of Directors. The report includes information about the number of meetings held by the committee, the number of members present, in addition to the committee’s work, decisions and recommendations taken during the reporting period, and what was done regarding the implementation of those decisions and recommendations by Related parties.</p> <p>2) The committee issues a report on its activities to be included in the annual report of the Board of Directors, as well as a report on the application of the company’s Remuneration and compensation policy and its actual practices to be included in the company’s annual report. It makes sure every year that it is presented to the shareholders in the General Assembly to obtain their approval.</p>	<p>Paragraph (1) and (2) merged into a clause and the duration of the report was determined</p>

<p>actual practices to be included in the annual report of the company, and every year makes sure that it is attended to the shareholders in the general assembly to obtain their approval.</p>		
<p>None</p>	<p><b>Article Fifteen: Duties and responsibilities of the Chairman of the Committee</b></p> <ol style="list-style-type: none"> <li>1) Approving the agenda of the meetings, supervising the committee's work, and ensuring compliance with the rules and regulations.</li> <li>2) Managing and following up on the committee's work with the assistance of the committee secretary.</li> <li>3) Ensuring the integrity of the decisions and recommendations made by the committee.</li> <li>4) Follow up on the implementation of the committee's decisions and recommendations in coordination with the committee secretary</li> <li>5) Attending association meetings and answering shareholders' questions.</li> </ol>	<p>The duties and basic responsibilities of the committee chairman were added and explained directly in the regulations in accordance with best practices in the market.</p>
<p>None</p>	<p><b>Article Sixteen: Confidentiality of the Committee's work</b></p> <p>Committee members must maintain the confidentiality of the information they learn through their membership in the committee, and not announce or disclose any of that information to any other party or disclose or exploit it in any way or use it for any purpose.</p>	<p>They are explicitly added to the regulation to ensure that information shared by committee members is kept confidential in</p>

	The obligation also includes maintaining the confidentiality of this information after completing membership in the committee.	accordance with best market practices
<p><b>Remuneration and Compensation of Committee Members:</b></p> <p>Members of the committee shall receive remuneration and allowances according to the following:</p> <ol style="list-style-type: none"> <li>1) Committee membership remuneration from non-executive and independent members of the Board of Directors: with a maximum amount of (80,000 riyals) only eighty thousand Saudi Riyals annually.</li> <li>2) Remuneration for committee membership without (outside) members of the Board of Directors: a lump sum as compensation and allowance for his participation in committee work amounting to (150,000 riyals) only one hundred and fifty thousand Saudi riyals annually.</li> <li>3) The committee chairperson (whether from inside or outside the board) receives an amount of (3000 Saudi riyals) only three thousand Saudi riyals for attending each meeting of the board committees in which he is a member, whether</li> </ol>		Deleted

<p>he is attending directly or through any of the communication Remotely.</p>		
<p><a href="#">Amendments to this policy</a></p> <p>The Board may approve any changes to these rules at any time it deems appropriate based on the recommendation of the Nominations and Remuneration Committee and its approval by the General Assembly of Shareholders.</p>	<p><a href="#">Article Seventeen: Amendments to this policy</a></p> <p>The Board may approve any changes to these rules at any time it deems appropriate based on the recommendation of the Nominations and Remuneration Committee and its approval by the General Assembly of Shareholders.</p>	<p>No changes</p>
<p>None</p>	<p><a href="#">Article Eighteen: Enforcement</a></p> <p>These regulations shall be effective from the date of their approval by the Board of Directors and approval by the General Assembly.</p>	<p>No changes</p>

**23.Voting on amending the Standards and procedures  
for board membership Policy.**

**(Attached).**

<b>Before</b>	<b>After</b>	<b>Notes</b>
None previously	<p><b>Article One: Preamble</b></p> <p>The policy, standards, and procedures for membership of the Board of Directors of the Saudi Ground Services Company, “the Company”, have been prepared in compliance with the provisions of the Corporate Governance Regulations issued by the Capital Market Authority and based on the company’s Regulations. Moreover, the General Assembly of Shareholders, considering what is amended in the Governance Regulations issued by the Capital Market Authority, approves the policy, standards, and procedures for Board of Directors membership.</p>	An article has been added to the policy
<p><b>Article Two: Purpose of the policy</b></p> <p>The purpose of preparing this policy is to serve as procedural rules and a guide that defines the general and specific criteria for selecting and appointing candidates for membership in the Board of Directors of Saudi Ground Services Company, both executive and non-executive, who should have appropriate knowledge, skills, and expertise that contribute to the effectiveness of the Board's work and provide suitable leadership that</p>	<p><b>Article Two: Purpose of the policy</b></p> <p>This policy aims to determine the standards, conditions, and procedures necessary for membership in the company’s Board of Directors, and those members must be professionally competent and possess the necessary experience, knowledge, skill, and independence to enable them to carry out their duties efficiently and competently.</p>	The text has been rephrased and the article number has been modified

<p>contributes to the success of the company and its operations.</p> <p>As a general principle, members of the company's Board of Directors must be qualified to perform their assigned tasks, have a clear understanding of their expected roles, and possess the ability to exercise sound and objective judgment in all matters related to the company, its business, and activities.</p> <p>To achieve integration in the composition and formation of the Board of Directors of Saudi Ground Services Company and enhance its effectiveness in performing its duties, board members should collectively possess professional, managerial, practical, and financial expertise, as well as distinguished personal qualities.</p> <p>As a key requirement, it should be ensured that each member of the Board of Directors is a person of outstanding reputation, high competence, and a capacity to shoulder responsibility. Board members should demonstrate influential leadership qualities and serve as role models. They should be capable of overseeing,</p>		
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<p>monitoring, and guiding the company's affairs to achieve its strategic objectives.</p>		
<p>Article Three: General Provisions  1) The Chairman of the General Assembly has the right to reject the nomination of a member submitted by the shareholders if the following procedures are not followed.</p> <p>2) Voting in the General Assembly is limited to individuals whose nominations for board membership have been approved by the Board of Directors after meeting the required nomination criteria as mentioned above. Each shareholder is entitled to one vote for each share they represent in the General Assembly, based on a one-share, one-vote basis, with voting for the appointment of Board of Directors members conducted using the cumulative voting method.</p>	<p>Article Three: General Provisions  1) The person who chairs the General Assembly meeting has the right to refuse to accept the member nomination submitted by shareholders if the procedures below are not followed.</p> <p>2) Voting in the General Assembly is limited to those whose nominations for Board membership have been approved by the Board of Directors after they fulfill the requirements necessary for nomination as stated below.</p> <p>3) Each subscriber has one vote for each share he represents in the General Assembly of Shareholders, based on one vote per share, on condition that the vote to appoint members of the Board of Directors is according to the cumulative voting method.</p>	<p>The article number has been modified</p>

<p><b>Article Four: Jurisdiction of the Nominations and Remuneration Committee</b></p> <p>According to the supervisory guidelines and the rules and regulations established by the company's Board of Directors and General Assembly, the Nominations and Rewards (Compensation) Committee, which is a subsidiary of the Board of Directors, is responsible for the task of evaluating suitability and making recommendations to the Board of Directors in accordance with this policy and the regulatory rules issued by the relevant supervisory authorities.</p> <p>In accordance with its working regulations and organizational rules, the Nominations and Rewards Committee is mandated to conduct an annual review of the requirements and skills necessary for membership in the Board of Directors. It prepares a profile of capabilities and qualifications, including determining the time allocated by a board member for board-related activities. The committee</p>	<p><b>Article Four: Jurisdiction of the Nominations and Remuneration Committee</b></p> <p>In accordance with what is stipulated in the supervisory instructions and work rules and regulations approved by the company's Board of Directors and its General Assembly, the Nominations and Remuneration Committee emanating from the Company's Board of Directors is responsible for the task of evaluating the suitability of and recommending to the Board of Directors in accordance with this policy and the regulatory rules issued by the approved supervisory authorities in this regard.</p> <p>Moreover, in accordance with what is stipulated in its work regulations and organizational rules, the Nominations and Remuneration Committee has been entrusted with conducting an annual review of the needs and skills required for membership in the Board of Directors, and preparing a description of the capabilities and qualifications, including determining the time that a member of the Board of Directors allocates to the work of the Board.</p> <p>Furthermore, the committee was entrusted with the task of reviewing the structure of the Board of Directors and its committees and submitting recommendations to the Board, in addition to identifying the weaknesses and strengths of the Board of Directors and submitting the necessary proposals to address them, in a way that achieves the company's public and private interests.</p>	<p>-The article number has been modified</p>
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<p>is also tasked with reviewing the structure of the Board of Directors and its committees and providing recommendations to the board, in addition to identifying strengths and weaknesses in the board and offering necessary proposals to address them, in order to serve the interests of the company, both public and private.</p>		
<p><b>Article Five: General Requirements</b></p> <p>The Nominations and Rewards (Compensation) Committee is responsible for updating, amending, and developing the criteria for board membership that must be implemented and considered. This is based on the Companies Law, directives issued by the Ministry of Commerce and Investment, regulations of the Capital Market Authority, and the company's Articles of Association. The following should be taken into account:</p>	<p><b>Article Five: Criteria for membership in the Board of Directors</b></p> <p>The Nominations and Remuneration Committee is responsible for updating, amending and developing the Board membership standards. This is based on the companies' regulations issued by the Ministry of Commerce, the Capital Market Authority's regulations, and the company's Regulations, considering the following:</p> <ol style="list-style-type: none"> <li>1. The candidate must be a natural person who is not less than twenty-five (25) years old.</li> <li>2. The candidate must not have been previously convicted of a crime against honor or trust, or been ruled bankrupt, or made arrangements or reconciliation with his creditors, or be unfit for membership in the Board of Directors in accordance with any law or instructions in force in the Kingdom.</li> <li>3. The candidate must have a high level of academic qualification and have practical and administrative experience. Moreover, priority in nomination is given to the needs required of those with the appropriate skills for membership of the Board of Directors.</li> <li>4. That the member of the Board of Directors represents all shareholders and is committed to what achieves the interests of the company in general and not what achieves the interests of the</li> </ol>	<ul style="list-style-type: none"> <li>- The paragraphs have been reorganized and some paragraphs have been separated to be included within the scope of the Governance Department and Board Secretariat's responsibilities, as well as the procedures of the Nomination and Remuneration Committee.</li> </ul>

<p>1. The candidate must be a natural person not younger than twenty-five (25) years old.</p> <p>2. The candidate should not serve as a board member in more than five (5) listed joint-stock companies simultaneously.</p> <p>3. The candidate should not have been convicted of a crime that compromises honor and integrity, declared bankrupt, or reached arrangements or settlements with creditors. They should also be eligible for board membership according to any applicable laws or regulations in the Kingdom.</p> <p>4. The candidate should possess a high level of academic qualification and practical and managerial experience. Priority should be given to candidates with the relevant skills required for board membership.</p> <p>5. The board member should represent all shareholders and adhere to the interests of the group that voted for their appointment to the board.</p> <p>6. The Nominations and Rewards Committee should consider the</p>	<p>group that he represents or that voted to appoint him to the Board of Directors.</p>	
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<p>qualifications of the candidate, assess their leadership abilities, exercise of independent judgment, as well as their knowledge of accounting and financial aspects to determine their readiness to fulfill their responsibilities if selected.</p> <p>7. The Nominations and Rewards Committee should receive and review the candidates' resumes for board membership, and disclose these resumes to the investors during the election process. This allows the shareholders to assess the efficiency and adequacy of the candidates for board membership.</p> <p>8. Among its responsibilities, the committee should conduct interviews with the candidates and evaluate their qualifications and skills. The committee should maintain a record containing information about the candidates' qualifications and skills.</p>		
<p><b>Article Six: Principles of Honesty, Integrity, and Loyalty</b></p> <p>Each member of the Board of Directors is committed to the principles of honesty, integrity, loyalty, care, and</p>	<p><b>Article Six: Duties of Care and Loyalty:</b></p> <p>Every member of the Board of Directors is committed to the duties of care and loyalty, including the following:</p> <ol style="list-style-type: none"> <li>1. Exercising tasks within the limits of prescribed powers: A member of the Board of Directors must exercise his duties and</li> </ol>	<ul style="list-style-type: none"> <li>- The modification has been made in accordance with Article 4 of the Executive Regulations of the Companies System for Listed Joint Stock Companies.</li> </ul>

<p>attentiveness to the interests of the company and shareholders, placing them above personal gain. This includes, in particular, the following.</p> <p>1. Honesty: This entails maintaining a genuine professional relationship between the board member and the company and disclosing any material information prior to executing any transaction or contract with the company or its subsidiaries.</p> <p>2. Loyalty: This involves avoiding transactions that involve conflicts of interest, ensuring fairness in dealings, and adhering to the provisions regarding conflicts of interest in this regulation.</p> <p>3. Care and Concern: This involves fulfilling the duties and responsibilities stipulated in the Companies Law, the Capital Market Authority's regulations and their executive bylaws, the company's Articles of Association, and any other relevant regulations.</p>	<p>powers in managing the company and directing its work within the limits of his prescribed powers in accordance with the provisions of the Companies Law and its executive regulations, the company's Regulations, and other relevant systems, and in a way that achieves the purposes for which he was granted those powers.</p> <p>2. Working in the interest of the company and enhancing its success: A member of the Board of Directors must commit to the following:</p> <ul style="list-style-type: none"> <li>a) Working in good faith in the interest of the company and all shareholders and not prioritizing his personal interest over the interest of the company and its shareholders, taking into account the rights of other stakeholders.</li> <li>b) Ensure to do everything that will enhance the company's success and development and maximize its value for the benefit of its shareholders in the long term.</li> </ul> <p>3. Making decisions or voting on them independently: A member of the Board of Directors must exercise his duties objectively and independently with regard to managing the company and making decisions in it and avoid situations that affect his independence in making decisions or when voting on them.</p> <p>4. Exercising reasonable and expected care, attention, diligence and skill: A member of the Board of Directors must perform his duties and responsibilities in accordance with the Companies Law, the Financial Market Law and their executive regulations, the Company's Regulations and other relevant regulations, and in accordance with the care and diligence that a prudent person must exercise along with the general knowledge, skill and experience possessed by the Board Member himself, and those expected of those who undertake the same functions that that member performs.</p> <p>5. Avoid conflicts of interest: A member of the Board of Directors must avoid transactions and situations in which he has or is likely to have a direct or indirect interest that conflicts or could conflict</p>	
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	<p>with the interest of the company. Moreover, he must comply with the provisions on conflicts of interest contained in the Companies Law and its implementing regulations.</p> <p>6. Disclosing any interest he has, directly or indirectly, in the business and contracts conducted on behalf of the company: A member of the Board of Directors must commit to disclosing any interest he has, directly or indirectly, in the business and contracts conducted on behalf of the company as soon as he becomes aware of it. He must adhere to the provisions regarding disclosure of interest in business and contracts contained in the Companies Law and its executive regulations.</p> <p>7. Not accepting any benefit granted to him by others in relation to his role in the company: A member of the Board of Directors must not exploit his position and the tasks and powers that he has as a member of the Board of Directors in any way to obtain benefits from others, or accepting any benefit granted to him by others in exchange for performing a certain act or abstaining from performing a certain act.</p>	
<p><b>Article Seven: Conditions for membership in the Board of Directors:</b> Strategic Guidance, Planning, and Clear Vision for the Future: It is required that a member of the Board of Directors possesses professional competence, including experience, knowledge, skills, and necessary independence, enabling them to perform their duties efficiently</p>	<p><b>Article Seven: Conditions for membership in the Board of Directors:</b> It is required that a member of the Board of Directors be a professionally competent person who possesses the necessary experience, knowledge, skill, and independence, enabling him to carry out his duties efficiently and competently. In particular, he must possess the following:</p> <p>1. He must have leadership skills that qualify him to grant powers that lead to stimulating performance, applying best practices in the field of effective management, and adhering to professional values and ethics.</p>	<p>- The paragraphs have been added based on Articles 16 and 17 of the Corporate Governance Regulations issued by the Capital Market Authority. (And they have been added under the heading of Membership Requirements).</p>

<p>and effectively. The following criteria should particularly be considered:</p> <p>1. Leadership Capability: This involves possessing leadership skills that qualify them to delegate authority, motivate performance, apply best management practices, and adhere to professional values and ethics.</p> <p>2. Honesty, Integrity, and Good Reputation: The member should possess qualities of honesty, integrity, good reputation, and fairness, including:</p> <p>a) No previous conviction for committing any crime, whether inside or outside the Kingdom.</p> <p>b) No previous conviction for committing any crime that undermines honor or integrity, either inside or outside the Kingdom.</p> <p>c) No previous involvement as an opponent or representative of the</p>	<p>2. Honesty, integrity, and good reputation: He must possess the qualities of honesty, integrity, good reputation, and justice, including the following:</p> <p>A) That he has never been convicted of committing any crime, whether inside or outside the Kingdom.</p> <p>B) That he has never been convicted of committing any crime against honor or trust inside or outside the Kingdom.</p> <p>C) That he has never been an opponent of the company or a representative of one of its opponents, whether inside or outside the Kingdom, in a way that affects his interest in the interests of the company and shareholders and prioritizing them over his personal interests.</p> <p>3. Competence: This is by having the appropriate academic qualifications, professional and personal skills, level of training, and practical experiences related to the company's current and future activities, management, economics, accounting, law, or governance, as well as the desire to learn and train.</p> <p>4. Financial solvency: He must have the ability and previous experience in managing his obligations and financial affairs prudently and appropriately. In addition, a person's limited financial capabilities, in and of himself or herself, do not mean that the person is unable to fulfill his financial obligations. (Governance Department)</p> <p>5. The ability to direct: This is by having the technical, leadership, and administrative capabilities, speed in decision-making, understanding the technical requirements related to the workflow, and being able to provide strategic guidance, planning, and a clear future vision.</p> <p>6. Financial knowledge: by being able to read and understand financial statements and reports.</p> <p>7. Health and fitness: This means that he does not have a health problem that prevents him from exercising his duties and specializations.</p>	<ul style="list-style-type: none"> <li>- The paragraphs have been added based on Articles 16 and 17 of the Corporate Governance Regulations issued by the Capital Market Authority. (And they have been added under the heading of Membership Requirements).</li> <li>- The article number has been modified.</li> </ul>
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<p>company's opponents, whether inside or outside the Kingdom, in a manner that affects their commitment to the interests of the company and shareholders, prioritizing them over personal gain.</p> <p>3. Competence: This involves possessing academic qualifications, professional skills, appropriate personality, level of training, and relevant practical experience in the company's current and future activities, management, economics, accounting, law, or governance, as well as a willingness to learn and undergo training.</p> <p>4. Financial Soundness: The member should have the ability and previous experience in managing their financial obligations and affairs prudently and appropriately. Financial soundness does not imply limited financial resources but rather the ability to fulfill financial commitments. (Governance Management)</p>	<p>8. The majority of it shall be non-executive members.</p> <p>9. The number of its independent members shall not be less than two or one-third of the Board of Directors members, whichever is more.</p> <p>10. The company's Regulations specify the number of members of the Board of Directors, which must not be less than three.</p> <p>11. The General Assembly elects members of the Board of Directors for the period stipulated in the company's Regulations, on condition that it does not exceed four years. They may be re-elected unless the company's Regulations stipulate otherwise.</p> <p>12. It is required that a member of the Board of Directors does not hold membership in the Board of Directors of more than five joint stock companies listed on the market at the same time.</p> <p>The General Assembly must take into account, when electing members of the Board of Directors, the recommendations of the Nominations and Remuneration Committee and the availability of the personal and professional capabilities necessary to perform their duties effectively in accordance with what is stated in this article.</p>	
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<p>5. <b>Guidance Capability:</b> This entails possessing technical, leadership, managerial capabilities, quick decision-making skills, and the ability to comprehend technical requirements related to workflow. The member should be capable of providing guidance.</p> <p>6. <b>Financial Literacy:</b> The member should be capable of reading and understanding financial data and reports.</p> <p>7. <b>Physical Fitness:</b> The member should not have any health impediments that impede them from carrying out their duties and responsibilities.</p> <p>The General Assembly should consider the recommendations of the Nominations and Remuneration Committee and ensure the availability of the necessary personal and</p>		
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<p>professional qualifications for the effective performance of the members' duties, as stated in this article.</p>		
<p><b>Article Eight: Requirements related to the formation of the board and its committees.</b></p> <p>When the Nominations and Remuneration Committee evaluates the structure of the board and its committees, it should consider the necessary supervisory requirements as outlined in the Corporate Governance Regulations issued by the Saudi Arabian Capital Market Authority and best practices, which include:</p> <p>A) Requirements related to the company's board of directors:</p> <p>The majority of board members should be non-executive and independent.</p> <p>The number of independent board members should not be less than two or one-third, whichever is greater. Considering that the board of directors</p>	<p><b>Article Eight: Requirements related to the formation of committees:</b></p> <p>The Board of Directors should consider the necessary requirements when forming the Audit Committee and the Nominations and Remuneration Committee, based on the governance regulations issued by the Capital Market Authority and best practices, which include the following:</p> <p>First: Requirements for forming the audit committee:</p> <ol style="list-style-type: none"> <li>1. An audit committee of shareholders or others shall be formed by decision of the company's board of directors, on condition that it does not include any of the executive members of the board of directors. The number of members of the audit committee must not be less than three and not more than five. This is on condition that one of them is a specialist in financial and accounting affairs.</li> <li>2. The members of the audit committee must include at least one independent member.</li> <li>3. The Chairman of the Audit Committee must be an independent member. Half of the members of the Audit Committee must be independent members or those who do not meet the criteria of independence mentioned in Article Nineteen of these regulations.</li> <li>4. The company's General Assembly issues - based on a proposal from the Board of Directors - work regulations of the Audit Committee. This regulation shall include the controls and procedures for the committee's work, its tasks, the rules for selecting its members, how to nominate them, the duration of their membership, their Remunerations, and the mechanism for</li> </ol>	<p>The requirements for the composition of the Audit Committee have been modified according to Article 51 of the Corporate Governance Regulations</p> <p>The requirements for the composition of the Audit Committee have been modified according to Article 57 of the Corporate Governance Regulations</p> <p>Paragraph 3 has been added under the heading of Nomination and Remuneration Committee based on Paragraph 4 of Article 47 (Formation of Committees) of the Corporate Governance Regulations</p>

<p>consists of (9) members, the number of independent members should not be less than (3) members at any time, while taking into account the specified limits and scope of independence as defined in the supervisory rules attached to this policy.</p> <p>The number of executive members on the board of directors, if any, should not exceed.(2)</p> <p>The chairman of the board of directors and their deputy should be non-executive members.</p> <p>Independence and separation of the positions of the chairman of the board and their deputy from the CEO of the company.</p> <p>B) Requirements related to the Audit Committee:</p> <p>In accordance with the requirements stipulated in the Companies Law in Saudi Arabia issued by the Capital Market Authority regarding the formation of the Audit Committee or any other supervisory directives, the</p>	<p>appointing its members temporarily if one of the committee's seats becomes vacant.</p> <p>5. It is not permissible for anyone who works or has worked during the past two years in the executive or financial management of the company, or for the company's auditor, to be a member of the audit committee.</p> <p>6. It is required that the audit committee member does not serve as a member of audit committees in more than five joint stock companies listed on the market at the same time.</p> <p>Second: Requirements for forming the Nominations and Remuneration Committee:</p> <ol style="list-style-type: none"> <li>1. The company's Board of Directors shall be formed by a decision from non-members of the Executive Board of Directors, provided that at least one independent member is among them.</li> <li>2. The company's General Assembly issues - based on a proposal from the Board of Directors - work regulations of the Audit Committee. This regulation must include the controls and procedures for the committee's work, its tasks, the rules for selecting its members, how to nominate them, the duration of their membership, and their Remunerations.</li> <li>3. The number of committee members should not be less than three or more than five.</li> </ol>	
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<p>following requirements should be considered:</p> <p>The committee should consist of at least (3) members.</p> <p>The Audit Committee should be chaired by an independent or non-executive member of the board.</p> <p>The chairman of the board of directors should not be the chairman of the committee.</p> <p>The majority of the committee members should be from outside the board.</p> <p>The committee should include one or more members who are experts in financial matters, accounting, and accounting standards.</p> <p>Membership on the committee should not exceed (3) additional terms as a maximum.</p> <p>C) Requirements related to the Nominations and Remuneration Committee:</p>		
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<p>In accordance with the requirements stipulated in the Companies Law in Saudi Arabia issued by the Capital Market Authority regarding the formation of the Nominations and Remuneration Committee or any other supervisory directives, the following requirements should be considered:</p> <p>The committee should consist of at least (3) members.</p> <p>The committee members should be non-executive.</p> <p>The committee should be chaired by an independent member, considering the rules of independence as defined in the attached supervisory regulations.</p> <p>The chairman of the board of directors should not be the chairman of the committee.</p>		
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<p><b>Article Nine: Symptoms of independence:</b></p> <p>A) An independent board member must be capable of performing their duties, expressing their opinions, and voting on decisions objectively and impartially, in a way that assists the board of directors in making sound decisions that serve the company's interests.</p> <p>B) The board of directors should conduct an annual assessment of the member's independence and ensure the absence of any relationships or circumstances that may affect or potentially affect it.</p> <p>C) The following conflicts of interest contradict the required independence of an independent board member, including but not limited to:</p> <ol style="list-style-type: none"> <li>1. Holding five percent or more of the company's shares or shares of another company within its group or having a close relationship with those who hold such shares.</li> <li>2. Representing a person with a substantial interest who holds five</li> </ol>	<p><b>Article Nine: Symptoms of independence:</b></p> <ol style="list-style-type: none"> <li>1. The independent member of the Board of Directors must be able to exercise his duties, express his opinions, and vote on decisions objectively and impartially, in a way that helps the Board of Directors to make sound decisions that contribute to achieving the company's interests.</li> <li>B. The Board of Directors must conduct an annual evaluation of the extent to which the member's independence has been achieved and ensure that there are no relationships or circumstances that affect or could affect him.</li> <li>C. The following is incompatible with the independence required for an independent board member - including, but not limited to - the following:             <ol style="list-style-type: none"> <li>1. He must own five percent or more of the company's shares or the shares of another company from its group or be related to the person who owns this percentage.</li> <li>2. He must be related to any of the members of the Board of Directors in the company or in another company in its group.</li> <li>3. He must be related to any of the senior executives in the company or in another company in its group.</li> <li>4. He must be a board member in another company from the company group for which he is nominated for membership in its board of directors.</li> <li>5. He has worked or was an employee during the past two years with the company, or another company in its group, such as auditors and major suppliers during the past two years.</li> <li>6. To have a direct or indirect interest in the business and contracts carried out on behalf of the company.</li> <li>7. To receive sums of money from the company in addition to the remuneration for membership in the Board of Directors or any of its committees in excess of (200,000) riyals or 50% of his remuneration in the previous year that he received in exchange for</li> </ol> </li> </ol>	<p>-Paragraph 2 of the current regulation has been deleted:</p> <p>"To be a representative of a legal entity who owns five percent or more of the company's shares or shares of another company within its group."</p> <p>-The entire article has been revised in accordance with Article 19 of the Corporate Governance Regulations.</p> <p>-Amendment in paragraph 6, according to Article 19 of the Corporate Governance Regulations.</p> <p>-Addition in paragraph 7, according to Article 19 of the Corporate Governance Regulations.</p>
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<p>percent or more of the company's shares or shares of another company within its group.</p> <p>3. Having a close relationship with any of the board members in the company or in another company within its group.</p> <p>4. Having a close relationship with any of the senior executives in the company or in another company within its group.</p> <p>5. Being a board member in another company within the company's group, and being nominated for membership in its board of directors.</p> <p>6. Working or having worked as an employee during the past two years for the company or any counterparty or another company within its group, such as auditors and major suppliers, or owning controlling interests in any of those parties during the past two years.</p> <p>7. Having a direct or indirect interest in business and contracts conducted on behalf of the company.</p> <p>8. Receiving financial amounts from the company in addition to the</p>	<p>membership in the Board of Directors or any of its committees, whichever is less.</p> <p>8. To participate in a business that would compete with the company, or to trade in one of the branches of activity practiced by the company.</p> <p>9. He must have spent more than nine consecutive or separate years as a member of the company's Board of Directors.</p>	
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<p>remuneration for board membership or any of its committees.</p> <p>9. Engaging in activities that compete with the company or trading in any branches of the company's activities.</p> <p>10. Having served for more than nine consecutive or non-consecutive years as a board member of the company..</p>		
<p><b>Article Ten: Procedures for nomination for membership in the Board of Directors:</b></p> <p>The Nominations and Remuneration Committee is responsible for overseeing the procedures for nominating members to the company's board of directors. This is done in coordination with the company's Governance and Compliance Department, ensuring compliance with the regulations, policies, criteria, and procedures for board membership in the Kingdom of Saudi Arabia. The committee ensures that these requirements are correctly implemented and then presents its recommendations to the board of</p>	<p><b>Article Ten: Procedures for nomination for membership in the Board of Directors:</b></p> <ol style="list-style-type: none"> <li>1. The opening of nominations for membership in the Board of Directors shall be announced no less than six months before the end of the Board of Directors term and in light of the regulations and requirements required by the relevant systems.</li> <li>2. The candidate must send an official letter to the company's Board of Directors stating his desire to run for membership in the Board of Directors or committees. This letter must include an introduction to the candidate in terms of his CV, qualifications, and practical experience.</li> <li>3. The candidate must fill out the nomination form issued by the Capital Market Authority, the Saudi Financial Market, or any other forms attached to the advertisement.</li> <li>4. Attach a clear copy of the national ID and family registry, and the candidate's contact numbers, including at least the mobile number, fixed phone number, email address, passport for non-Saudis running for Board of Directors membership, and any other relevant documents required by the company to meet the regulatory requirements.</li> </ol>	<p>Some points have been added by the Governance Department. The nomination process steps have been reorganized based on best practices. "Fax number" has been deleted from paragraph 4.</p> <p>Paragraph 10 has been modified from "Submitting the original nomination request to the Nomination and Remuneration Committee at the company's headquarters (Attention: Governance and Compliance Department)" to: Electronic submission is sufficient.</p>

<p>directors. The following points should be considered:</p> <p>1. The Nominations and Remuneration Committee should take into account the conditions and provisions outlined in the regulations, as well as the requirements, policies, and criteria set by the authority for board membership.</p> <p>2. The number of candidates for the board of directors should exceed the available seats, allowing the general assembly to choose from among the candidates.</p> <p>3. Prospective candidates should send an official letter to the company's management expressing their desire to run for a board membership position. This letter should include an introduction to the candidate, including their curriculum vitae, qualifications, and work experience.</p> <p>4. Candidates who have previously served on the board of directors of joint-stock companies should provide a statement specifying the number and</p>	<p>5. A candidate who has previously served as a member of the board of directors of joint stock companies must attach a statement indicating the number and date of the boards of directors of the companies of which he served as a member.</p> <p>6. The candidate who previously served as a member of the Board of Directors of the "Ground Services" company must attach to the nomination notification a statement from the company's management for the last session in which he served as a member of the Board, including the following information:</p> <p>A) The number of Board of Directors meetings that took place during each year of the term.</p> <p>B) The number of meetings attended by (Asala) and the percentage of his attendance to the total number of meetings.</p> <p>C) The permanent committees in which the member participated, the number of meetings held by each of those committees during each year of the session, the number of meetings he attended, and the percentage of his attendance to the total number of meetings.</p> <p>7. The candidate must clarify the membership status in the nomination application, i.e. whether the member is an executive member, a non-executive member, or an independent member.</p> <p>8. The candidate must clarify the nature of membership in the candidacy application, that is, whether the member is running in his personal capacity or whether he is a representative of a legal person.</p> <p>9. All nomination applications are received and completed applications are submitted to the Nominations and Remuneration Committee. In the event that the candidate does not meet the necessary requirements as stated above, including the inability to provide the required information within the required period,</p>	
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<p>dates of the boards they have served on.</p> <p>5. Candidates who have previously served on the board of directors of the "Ground Services" company should attach a notification of nomination from the company's management, including the following information:</p> <p>a) The number of board meetings held each year during the term, the number of meetings attended by the candidate, and the percentage of attendance.</p> <p>b) The permanent committees in which the member participated, the number of meetings held by each committee during each year of the term, the number of meetings attended by the candidate, and the percentage of attendance.</p> <p>6. The candidate should clarify their membership status in the nomination request, indicating whether they are an executive member, non-executive member, or independent member.</p> <p>7. The candidate should clarify the nature of their membership in the nomination request, indicating</p>	<p>10. Any application that does not complete the conditions and documents specified in these regulations will be rejected before submitting them to the Nominations and Remuneration Committee by the Secretary of the Board of Directors. The request is saved with the Governance Department.</p> <p>11. When nominating members of the Board of Directors, the Nominations and Remuneration Committee must take into account the terms and conditions stated in these regulations, and the requirements, policies and standards of membership in the Board of Directors decided 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 seats available so that the General Assembly has the opportunity to choose from among the candidates.</p> <p>13. Electronic submission is sufficient.</p> <p>14. Voting on the selection of members of the Board of Directors is done through the cumulative voting method.</p> <p>15. voting in the General Assembly is limited to those who nominated themselves in accordance with the aforementioned policies, standards and procedures.</p> <p>16. Nominations will be kept open for thirty (calendar) days.</p> <p>17. The nomination period may be extended from 30 days to 60 days (calendar) by decision of the Nominations and Remuneration Committee.</p>	
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<p>whether they are running as an individual or as a representative of a legal entity.</p> <p>8. The candidate should complete the Capital Market Authority's Form No. 3, which is attached to the announcement.</p> <p>9. The candidate should provide a clear copy of their national ID, family registry, and contact information, including at least a mobile number, landline number, <b>fax number</b>, and email address.</p> <p><b>10. The original nomination request should be submitted to the Nominations and Remuneration Committee at the company's headquarters, addressed to the Governance and Compliance Department.</b></p>		
<p><b>Article Eleven: Publication of the Candidacy Announcement:</b> The company must publish the nomination announcement on the company's website, the market's website, and in any other means specified by the Authority. This is to</p>	<p><b>Article Eleven: Publication of the Candidacy Announcement:</b> The company must publish the nomination announcement on the company's website, the market's website, and in any other means specified by the Authority. This is to invite people wishing to run for membership in the Board of Directors, on condition that the</p>	<p>No modifications have been made.</p>

<p>invite people wishing to run for membership in the Board of Directors, on condition that the nomination period remains open for at least one month from the date of the announcement</p>	<p>nomination period remains open for at least one month from the date of the announcement</p>	
<p><b>Article Twelve: The Shareholder's Entitlement to Nominate:</b> The provisions contained in these regulations do not prejudice the right of every shareholder in the company to nominate himself or others for membership in the Board of Directors in accordance with the provisions of the Companies Law and its executive regulations.</p>	<p><b>Article Twelve: The Shareholder's Entitlement to Nominate:</b> The provisions contained in these regulations do not prejudice the right of every shareholder in the company to nominate himself or others for membership in the Board of Directors in accordance with the provisions of the Companies Law and its executive regulations.</p>	<p>No modifications have been made.</p>
<p><b>Article Thirteen: The role of the Governance and Compliance Department in the company is as follows.</b>  1. After the nomination period is closed, the Governance and Compliance Department submits all candidate data to the Nomination and Remuneration Committee within three working days, along with all the required documents as per the</p>	<p><b>Article Thirteen: Role of Governance and Board Secretariat:</b> 1. After the closure of the nomination period, the Governance and Board Secretariat shall submit all candidate data to the Nomination and Remuneration Committee within three working days, accompanied by all required documents as per the regulations, specifying the complete and incomplete applications. 2. Upon completion of the procedures and recommendations of the Nomination and Remuneration Committee, the Governance and Board Secretariat shall send Form No. (3) to the Capital Market Authority through the automated system to obtain approval or non-objection to the candidates.</p>	<p>The article number has been modified and the name of the department responsible for nomination requests has been changed.</p>

<p>regulations, specifying complete and incomplete applications.</p> <p>2. After the completion of the procedures and recommendations of the Nomination and Remuneration Committee, the Governance and Compliance Department sends Form No. (3) to the Capital Market Authority through the automated system to obtain their non-objection to the candidates.</p> <p>3. If the candidate fulfills the requirements of all the specified criteria in this policy, the Governance and Compliance Department will deposit the nomination notices and their attachments at the company's main office, available to the shareholders, at least twenty-one days before the scheduled General Assembly meeting.</p>	<p>3. If the candidate meets all the specified criteria in this policy, the Governance and Board Secretariat shall deposit the nomination notifications and their attachments at the company's headquarters, available for shareholders at least twenty-one (21) days prior to the date of the general assembly meeting.</p>	
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<p><b>Article Fourteen: Procedures of the Nominations and Remuneration Committee:</b></p> <p>The Nomination and Remuneration Committee, in coordination with the company's Governance and Compliance Department, is responsible for overseeing the procedures for board membership nomination in the Saudi Ground Services Company. This includes the following regulatory steps:</p> <ol style="list-style-type: none"> <li>1. The Governance and Compliance Department, along with the Secretary, reviews and examines the CVs and accompanying documents of the candidates according to the approved policies and standards. They then submit them to the Nomination and Remuneration Committee for study and recommendation to the Board of Directors regarding eligible candidates who meet the membership requirements and criteria.</li> <li>2. The Governance and Compliance Department sends copies of the</li> </ol>	<p><b>Article Fourteen: Procedures of the Nominations and Remuneration Committee:</b></p> <p>The Nominations and Remuneration Committee is responsible for supervising the organization of nomination procedures for membership in the company's Board of Directors, "Ground Services", in coordination with the Governance Department and the Company's Secretariat to submit to the Board of Directors the list of candidates for Board membership after the nomination period closes, as well as ensuring that all legal procedures are carried out, including the following:</p> <ol style="list-style-type: none"> <li>1. The Governance Department and the Secretariat review and examine the CV and attached documents necessary for the candidates in accordance with the approved policies and standards and submit them to the Nominations and Remuneration Committee for study and recommending to the Board of Directors the members who meet the conditions and standards for membership.</li> <li>2. The Governance Department and the Secretariat send copies of the nomination notifications, their attachments, and a list of the names of the candidates to the General Administration of Companies at the Ministry of Commerce.</li> <li>3. The Governance Department and the Board Secretariat provide the Capital Market Authority and the Saudi Financial Market via the automated forms system with the CVs of the candidates for membership in the company's Board of Directors.</li> <li>4. The Nominations and Remuneration Committee must implement any observations received from the competent authorities regarding any candidate and inform the Board thereof.</li> </ol> <p>The Nominations and Remuneration Committee shall submit its recommendations to the Board regarding the candidates after ensuring that there are no precedents or that the candidates have not previously been convicted of a crime prejudicial to honor and</p>	<p>The article number has been amended, and the name of the responsible department has been modified.</p>
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<p>nomination notifications, along with their attachments and a list of candidate names, to the General Directorate of Companies at the Ministry of Commerce.</p> <p>3. The Governance and Compliance Department, along with the Council Secretary, provides the Capital Market Authority and the Saudi Stock Exchange with the CVs of the candidates for board membership through the automated model system.</p> <p>4. The Nomination and Remuneration Committee must address any observations received from relevant authorities regarding any candidate and report them to the Board.</p> <p>5. The Nomination and Remuneration Committee submits its recommendations to the Board regarding the candidates after ensuring that there are no previous convictions or dishonorable conduct, based on the</p>	<p>dishonesty based on the approvals received from the relevant systems.</p>	
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<p>approvals received from the relevant regulations.</p>		
<p><b>Article Fifteen: Termination of Board Membership:</b></p> <p>1. Board membership ends upon the expiration of its term or the expiration of a member's tenure in accordance with any valid regulations or instructions in the Kingdom.</p> <p>2. The Ordinary General Assembly may dismiss all or some board members at any time, even if the company's bylaws state otherwise, without infringing upon the right of the dismissed member to compensation if the dismissal occurs for an unacceptable reason or at an inappropriate time. Additionally, the Ordinary General Assembly, upon the recommendation of the Board of Directors, may terminate the membership of any member who is absent from attending three consecutive board meetings without a valid excuse.</p>	<p><b>Article Fifteen: Termination of Board Membership:</b></p> <p>1. The company's Regulations state how membership in the Board of Directors can be terminated or terminated at the request of the Board. However, the Ordinary General Assembly may dismiss all or some of the Board members, even if the company's Regulations stipulate otherwise, taking into account any controls established by the Authority. In this case, the Ordinary General Assembly must elect a new Board of Directors or someone to replace the removed member - as the case may be - in accordance with the provisions of the Companies Law and its executive regulations. The General Assembly may also - based on a recommendation from the Board of Directors - terminate the membership of any of its members who is absent from attending three consecutive meetings or five separate meetings of the Board during the term of his membership without a legitimate excuse accepted by the Board.</p> <p>2. When a member's membership in the Board of Directors expires through one of the membership termination methods, the company must notify the Authority and the Market immediately, stating the reasons for this.</p> <p>3. Upon receipt of a request from one or more shareholders representing (10%) of the company's shares that have voting rights to remove all or some of the members of the Board of Directors in accordance with the provisions of Article Ninety of the Companies Law, the Board of Directors must include in the invitation to convene the Ordinary General Assembly the name of the applicant and justifications. the demand. Further, the concerned member has the right to make a statement regarding the request at the relevant ordinary general assembly meeting.</p> <p>4. If a member of the Board of Directors resigns, and he has observations on the company's performance, he must submit a</p>	<p>The modification has been made based on Article 6 of the Executive Regulations of the Companies System for Listed Joint Stock Companies.</p>

<p>3. Upon the termination of a board member's membership through any of the aforementioned methods, the company must immediately inform the Authority and the market, along with a statement of the reasons that led to the termination.</p> <p>4. If a board member resigns and has remarks regarding the company's performance, they must submit a written statement to the Chairman of the Board, and this statement must be presented to the other board members.</p> <p>5. Board membership ends upon the member's resignation or death, or in the case of their dismissal by a resolution of the Ordinary General Assembly issued by a majority of 51% of the represented shares in the meeting. Membership also terminates if the member is convicted of any crime that violates integrity and trust, is declared bankrupt, arranges or reconciles with their creditors, or becomes unfit for</p>	<p>written statement thereof to the Chairman of the Board of Directors, and this statement must be presented to the members of the Board of Directors.</p> <p>5. If it is not possible to elect a Board of Directors for a new term and the term of the current Board has ended, its members will continue to perform their duties until a Board of Directors is elected for a new term, provided that the term of office of the members of the Board whose term has ended does not exceed (ninety) days from the date of the end of the Board term. In addition, the Board of Directors must take the necessary measures to elect a Board of Directors to replace it before the expiry of the continuation period specified in this paragraph.</p> <p>6. If the Chairman and members of the Board of Directors retire, they must convene the Ordinary General Assembly to elect a new Board of Directors. Moreover, retirement does not take effect until the new Board of Directors is elected, on condition that the term of the retiring Board of Directors does not exceed (one hundred and twenty days) from the date of that retirement. Furthermore, the Board of Directors must take the necessary measures to elect a Board of Directors to replace it before the expiry of the continuation period specified in this paragraph.</p>	
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<p>board membership according to any valid regulations or instructions in the Kingdom.</p> <p>6. A board member must resign before the end of their term on the board if they lose their eligibility to serve as a board member, become unable to perform their duties, or are unable to allocate the necessary time or effort to fulfill their responsibilities on the board. In the case of a conflict of interest, the member has the option to obtain a license from the Ordinary General Assembly, renewable annually, or to submit their resignation from board membership.</p>		
<p><b>Article Sixteen: Introducing the members of the Board of Directors to the company's affairs:</b></p> <p>According to what is included in the governance document of the Saudi Ground Services Company, the new members of the Board of Directors and its committees must acquire the appropriate skills and knowledge after their appointment, through a comprehensive program prepared by</p>	<p><b>Article Sixteen: Introducing the members of the Board of Directors to the company's affairs:</b></p> <p>According to what is included in the governance document of the Saudi Ground Services Company, the new members of the Board of Directors and its committees must acquire the appropriate skills and knowledge after their appointment, through a comprehensive program prepared by the company's secretariat that includes the following:</p> <ul style="list-style-type: none"> <li>• Meeting with company officials and executive management.</li> <li>• Providing new members upon their appointment, or with each new session of the Board of Directors, with all the systems and</li> </ul>	<p>No modifications have been made.</p>

<p>the company's secretariat that includes the following:</p> <ul style="list-style-type: none"> <li>• Meeting with company officials and executive management.</li> <li>• Providing new members upon their appointment, or with each new session of the Board of Directors, with all the systems and regulations governing the company's work, work, activities, general strategies, and any updates thereto.</li> <li>• New board members should be provided with a document specifying their tasks, responsibilities and contractual duties that govern their relationship with the company.</li> <li>• Providing members with comprehensive information about the company, including (its various activities, business sectors, products, administrative organization, main operations and procedures, financial conditions, main risks, key performance indicators, and legal and regulatory restrictions, systems, and regulations).</li> <li>• Providing members with information about stakeholders and the policies that govern their relationship.</li> </ul> <p>Participate in introductory and educational programs for the purpose</p>	<p>regulations governing the company's work, work, activities, general strategies, and any updates thereto.</p> <ul style="list-style-type: none"> <li>• New board members should be provided with a document specifying their tasks, responsibilities and contractual duties that govern their relationship with the company.</li> <li>• Providing members with comprehensive information about the company, including (its various activities, business sectors, products, administrative organization, main operations and procedures, financial conditions, main risks, key performance indicators, and legal and regulatory restrictions, systems, and regulations).</li> <li>• Providing members with information about stakeholders and the policies that govern their relationship.</li> <li>• Participate in introductory and educational programs for the purpose of staying up to date on the latest developments and developing their skills to enable them to participate effectively in the work of the Board.</li> </ul>	
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<p>of staying up to date on the latest developments and developing their skills to enable them to participate effectively in the work of the Board.</p>		
<p><b>Article Seventeen: Remuneration for Board of Directors and Committee Members:</b> The remuneration and allowances of non-executive members of the Board of Directors and members of committees emanating from outside the Board and their attendance allowances for Board and committee meetings are determined in accordance with the company's compensation policy approved by the Board of Directors, which is approved in accordance with supervisory directives.</p>	<p><b>Article Seventeen: Remuneration for Board of Directors and Committee Members:</b> The remuneration and allowances of non-executive members of the Board of Directors and members of committees emanating from outside the Board and their attendance allowances for Board and committee meetings are determined in accordance with the company's compensation policy approved by the Board of Directors, which is approved in accordance with supervisory directives.</p>	<p>No modifications have been made.</p>
<p><b>Article Eighteen: Evaluation of the Board of Directors and the work of the committees:</b> The company's board of directors must ensure that it conducts a self-evaluation of its performance, the performance of its members and the committees emanating from it, and that this is done on a regular basis. The evaluation process may be entrusted to the Nominations and Remuneration Committee or with the participation of</p>	<p><b>Article Eighteen: Evaluation of the Board of Directors and the work of the committees:</b> The company's board of directors must ensure that it conducts a self-evaluation of its performance, the performance of its members and the committees emanating from it, and that this is done on a regular basis. The evaluation process may be entrusted to the Nominations and Remuneration Committee or with the participation of independent members of the Board. External specialized consultants may also be sought to assist in the evaluation process, on condition that the results of this may be presented and the strengths and weaknesses discussed and addressed in a manner consistent with the interest of the company.</p>	<p>No modifications have been made.</p>

<p>independent members of the Board. External specialized consultants may also be sought to assist in the evaluation process, on condition that the results of this may be presented and the strengths and weaknesses discussed and addressed in a manner consistent with the interest of the company.</p>		
<p><b>Article Nineteen: Amendments to this policy:</b> The Board may approve any changes to this policy at any time it deems appropriate based on the recommendation of the Nominations and Remuneration Committee and its approval by the General Assembly of Shareholders.</p>	<p><b>Article Nineteen: Amendments to this policy:</b> The Board may approve any changes to this policy at any time it deems appropriate based on the recommendation of the Nominations and Remuneration Committee and its approval by the General Assembly of Shareholders.</p>	

**24.Voting on amending the Remuneration and  
Compensation Policy for the board members and its  
committees and the executive management. (Attached).**

**The main reasons for updating the rewards and compensation policy for the Board of Directors, its committees, and senior executives:**

- **Alignment with market standards:** The market is currently evolving very rapidly, leading to the attraction of many competencies. It is necessary for the Saudi Ground Services Company to remain a competitive company in attracting and retaining top talents, by updating our rewards and compensation policy. The policy aims to ensure that the company's rewards and compensation practices are in line with market standards, enabling us to attract individuals who can contribute to the company's long-term growth and success. Based on what was mentioned during the meeting of the Remuneration and Nomination Committee in meeting No. 04-2023, the Companies Law issued by the Ministry of Commerce and the Corporate Governance Regulations issued by the Capital Market Authority have been updated, and the company's Remuneration Policy has been amended to align with the new laws and regulations.
- **Fairness and equality:** The updated policy focuses on establishing a transparent and consistent framework for compensating the members of the Board of Directors, its committees, and senior executives, ensuring that the rewards are based on several factors such as experience, responsibilities, and commitment. This helps eliminate any impressions of bias or preference and promotes the principles of transparency, fairness, and equality among all members. The main reasons for updating the rewards and compensation policy for the Board of Directors, its committees, and senior executives:

**"Regarding the differences in compensation between the Chairman of the Board of Directors and the rest of the members, the reasons behind this decision are as follows:**

- **Increased responsibilities on the Chairman of the Board:** The Chairman of the Board plays a critical role in providing strategic leadership and guidance to the company and often takes on additional responsibilities, such as representing the company externally and overseeing the work of the Board and maintaining Effective communication with stakeholders. Given the increased level of accountability and workload, it is reasonable to provide differentiated compensation that reflects these additional responsibilities.

- **Experience and Skill:** In compliance with the governance regulations issued by the Capital Market Authority, the compensation may vary in amount to reflect the experience of each member. The Chairman of the Board has extensive experience, and his ability to provide valuable opinions, advice, and strategic guidance contributes significantly to the overall performance of the company.

**The Governance Department works to ensure that this compensation policy will help create a more transparent and equitable environment. It will also demonstrate the company's commitment to sound corporate governance practices and enhance stakeholder trust.**

Before	After	Notes
<p><b>Article one: Introduction</b></p> <p>The main principles of governance as well as the compensation controls issued by the competent authorities in the Kingdom of Saudi Arabia require that each company ensure that the rewards and compensations paid to the members of the Board of Directors are consistent with the local norms and regulatory frameworks.</p> <p>The Corporate Governance Regulations issued by the Capital Market Authority on 12/11/2006, in Article (17), stipulated that the method of compensation paid to the members of the Board of Directors should be included, and allowed these compensations to be in the form of a specific salary, attendance allowance, in-kind benefits, or a percentage of the profits, with the possibility of combining two or more of these benefits.</p>	<p><a href="#">Article one: Introductory Provisions</a></p> <p><b>A. Preamble</b></p> <p>The Board of Directors Remuneration and Compensation Policy for Board Committees and Senior Executives of Saudi Ground Services Company ("the Company") was prepared in compliance with the Corporate Governance Regulations issued by the Capital Market Authority and based on the Company's Memorandum of Association.</p> <p>The remuneration and compensation policy is one of the key factors in attracting and retaining talent to enhance excellence in any organization. Therefore, providing appropriate and fair remuneration and compensation for Board members, its committees and senior executives commensurate with each member's performance and experience promotes and encourages achieving the Company's objectives and improving its performance. Saudi</p>	<p>The name of the topic has been changed to "Preliminary Provisions" and the introduction and key definitions have been added to it.</p> <p>The amendment was made based on Article (76) of the "New Companies Regulations"</p>

<p>According to what was submitted by His Excellency the Minister of Commerce and Industry, Dr. Tawfiq bin Fawzan Al-Rabiah, on the approval of the new Companies Law, dated 27 Muharram 1437 AH, which provides an incubating and incentivizing environment for investment in the Kingdom, through the approval of the Custodian of the Two Holy Mosques, the Council of Ministers, on the new Companies Law issued on Monday, dated 26 Muharram 1437 AH, corresponding to November 9, 2015, this system will be implemented within 150 days from the date of its issuance.</p>	<p>Ground Services Company is committed to applying this policy with full fairness and transparency, enabling it to adapt to future changes. The policy will be reviewed periodically to ensure it continues to meet market needs and promote the Company's growth and development strategies.</p> <p><b>B. Key Definitions</b></p> <ul style="list-style-type: none"> <li>- <b>Companies Regulation:</b> The regulation issued by the Ministry of Commerce to regulate the requirements related to establishing and operating companies in the Kingdom of Saudi Arabia.</li> <li>- <b>Capital Market Authority:</b> The Capital Market Authority's financial market regulation.</li> <li>- <b>The Company:</b> Saudi Ground Services Company ("a joint stock company listed on the Saudi stock market").</li> <li>- <b>Board of Directors:</b> The board of directors of Saudi Ground Services Company.</li> <li>- <b>The Committee:</b> The Nominations and Remuneration Committee, one of the committees emanating from the board of Saudi Ground Services Company.</li> <li>- <b>Committees:</b> The sub-committees emanating from the Company's board of directors, which are formed and have their rules and working methods and member selection determined by board or general assembly resolutions, with members from both inside and outside the board.</li> </ul>	
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- **Board Member:** The natural person elected and selected by the Company's general assembly, or appointed, to participate with other members in managing the Company's affairs.
- **Executive Board Member:** A board member who is a full-time member of the Company's executive management and participates in daily work and receives a monthly salary.
- **Non-executive Board Member:** A board member who is not a full-time member of the Company's management and does not participate in its daily work.
- **Independent Board Member:** A non-executive board member with full independence in his position and decisions and none of the independence obstacles stipulated in these Regulations apply to him.
- **Shareholders' Assembly:** An assembly formed of the Company's shareholders pursuant to the provisions of the Companies Regulation and the Company's basic regulations.
- **Senior Executives:** The individuals responsible for managing the Company's daily operations, proposing strategic decisions, and implementing them, such as the CEO, his deputies and the CFO.

<p><b>Article Two: General Framework of the Company's Compensation and Remuneration Policy</b></p> <p>In general, the compensation and rewards paid to the members of the company's Board of Directors and external members are determined in accordance with the frameworks specified in the instructions issued by the supervisory authorities. They are generally governed by the main principles of corporate governance in the Kingdom, the compensation controls issued by the competent authorities, the Corporate Governance Regulations issued by the Capital Market Authority, the provisions of the Companies Law and the company's Articles of Association, and the SGS Company's corporate governance document.</p> <p>The level and composition of the rewards for the Board of Directors members should be sufficient and reasonable to attract and retain distinguished individuals, in order to achieve the tasks entrusted to them.</p> <p>The NRC must avoid developing any compensation and reward plans or policies that exceed what is customary or what the supervisory authorities have stipulated.</p>	<p><b>Article Two: General Framework of the Company's Compensation and Remuneration Policy</b></p> <p>The compensation and remuneration paid to members of the Company's Board of Directors, senior executives and external members is determined according to the framework specified in the instructions issued by the supervisory authorities and the internal policies established by Saudi Ground Services Company. These compensations and remunerations are generally based on the key corporate governance principles issued by the Capital Market Authority, in addition to the Companies Regulation issued by the Ministry of Commerce, the Company's basic regulations, Saudi Ground Services Company's corporate governance rules, human resources policy and performance evaluation policy approved by the Board of Directors.</p> <p>The remuneration of Board members, committees and senior executives is determined sufficiently and reasonably with the aim of attracting and retaining distinguished members and achieving the tasks assigned to them.</p>	<p>Rephrasing</p>
<p><b>Article 3:</b></p> <ol style="list-style-type: none"> <li>1. The company's basic bylaws shall specify the method of remuneration for the members of the Board of Directors, and this remuneration may be a specific amount, attendance allowance for meetings, benefits in kind, or a certain percentage of the net profits, and two or more of these benefits may be combined.</li> <li>2. If the remuneration is a certain percentage of the company's profits, this percentage shall not exceed (10%) of the net profits, after deducting the reserves decided by the General</li> </ol>	<p><b>Article Three: General Provisions</b></p> <ol style="list-style-type: none"> <li>1. This policy is prepared by the Governance Administration and Board Secretariat, reviewed, and recommended by the Nominations and Remunerations Committee to the Board of Directors, and submitted to the General Assembly for approval. It shall be reviewed and updated periodically when necessary, and the views of executive management members may be taken into consideration.</li> </ol>	<p>- Rephrasing</p> <p>- In accordance with the "Executive Regulations of the Companies Law for Listed Joint Stock Companies."</p> <p>-Based on Articles (70) and (76) of the "New Companies Law."</p>

<p>Assembly in accordance with the provisions of the Law and the company's bylaws, and after distributing a profit to the shareholders of not less than (5%) of the company's paid-up capital, provided that the entitlement to this remuneration is proportionate to the number of sessions attended by the member, and any estimation that contradicts this shall be void.</p> <p><del>3. In all cases, the total amount received by a member of the Board of Directors in the form of remuneration and financial or in-kind benefits shall not exceed five hundred thousand riyals per year, according to the controls set by the competent authority.</del></p> <p>4. The Board of Directors' report to the Ordinary General Assembly must include a comprehensive statement of all that the Board members have received during the financial year in the form of remuneration, expense allowances, and other benefits. It must also include a statement of what the Board members have received in their capacity as employees or managers, or for any technical, administrative, or advisory work. It must also include a statement of the number of Board meetings and the number of meetings attended by each member since the last General Assembly meeting.</p> <p>5. The General Assembly may, based on a recommendation from the Board, terminate the membership of any member who is absent from attending three consecutive Board meetings without a legitimate excuse.</p>	<ol style="list-style-type: none"> <li>2. Board and committee member remuneration shall be disbursed annually upon approval of this policy by the General Assembly of Shareholders, to be presented in the Board of Directors' annual report.</li> <li>3. The Company's basic regulations specify the maximum limit for Board and committee member remuneration. This policy determines the amount of said remuneration, ensuring it is fair, motivating and commensurate with the member's and Company's performance.</li> <li>4. The General Assembly may, upon a Board recommendation, terminate any member's membership for absence from three consecutive or five scattered meetings during their Board membership term without an acceptable excuse to the Board of Directors.</li> <li>5. Board members may not vote on the Board member remuneration item at the General Assembly meeting of Shareholders.</li> </ol>	<p>- And based on best practices in the market.</p> <p>-This has been placed under a new clause titled "General Provisions".</p>
<p style="text-align: center;"><b><u>Non</u></b></p>	<p><b>Article Four: Remuneration Criteria</b></p> <p>The Nominations and Remunerations Committee is responsible for recommending to the Board amendments to or approval of the remuneration policy for Board members,</p>	<p>"The clause 'Criteria for Rewards' has been added, and commitment to the standards mentioned in the Governance Regulations and the Executive</p>

	<p>committee members and senior executives of the Company, according to the following approved criteria:</p> <ol style="list-style-type: none"> <li>1. Remuneration is fair and proportionate to the member's expertise, work and responsibilities undertaken by Board or committee members, as well as the size, nature and degree of risks, in addition to specific objectives set by the Board of Directors to be achieved during the fiscal year.</li> <li>2. Remuneration is based on the Company's policy.</li> <li>3. The purpose of remuneration is to incentivize Board members, committee members and senior executives to succeed and develop the Company in the long term.</li> <li>4. The Company takes into consideration other companies' practices and market norms to determine remuneration, while avoiding any unjustified increase in remuneration and compensation that may arise therefrom.</li> <li>5. The Company's internal regulations and systems shall comply with this policy.</li> <li>6. Consideration is given to the sector in which the Company operates, its size and the experience of Board members, committee members and executive management.</li> <li>7. Remuneration is reasonably sufficient to attract competent and appropriately experienced Board members, committee members and executive management, incentivize and retain them.</li> <li>8. Board and committee members' remuneration may vary to reflect expertise, responsibilities, independence, number of meetings attended and other considerations.</li> <li>9. The Chairman's remuneration is determined based on experience and administrative responsibilities for the Company and representation thereof according to the Company's basic regulations.</li> </ol>	<p>Regulations of the Companies Law specific to joint-stock companies."</p>
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	<p><b>10.</b> Independent Board and committee members' remuneration shall not be a percentage of Company profits or directly or indirectly based on Company profitability.</p> <p><b>11.</b> In case of establishing a share award program for Company employees from issued shares, whether a new issuance or shares purchased by the Company, this shall be supervised by the Nominations and Remunerations Committee and in accordance with the Company's basic regulations and relevant Capital Market Authority regulations and rules.</p>	
<p><b>Remuneration and Compensation of Board of Directors and Committee Members</b></p> <p>Article (87): Subject to the provisions of the Company's Articles of Association, the Board of Directors shall appoint a Chairman from among its members and may appoint a Managing Director. One member may combine the positions of Chairman of the Board and Managing Director. The Company's Articles of Association shall specify the powers of the Chairman and the Managing Director, as well as the special remuneration received by each of them, in addition to the remuneration set for the Board members. If the Company's Articles of Association do not contain provisions in this regard, the Board of Directors shall allocate the powers and determine the special remuneration. The Board of Directors shall appoint a Secretary, selected from among its members or others, and determine their powers and remuneration if the Company's Articles of Association do not contain provisions in this regard. The term of the Chairman,</p>	<p><b>Article Five: Remuneration and Compensation of Board of Directors and Committee Members</b></p> <p>The Nominations and Remunerations Committee shall determine the maximum limits for remuneration of Board members, emanating committees and senior executives at the Company. It shall recommend annual remuneration grants according to its assessment and subject to Board approval, not to exceed the maximum limits stipulated in this policy.</p> <p>Pursuant to Article 76 of the Saudi Companies Regulations stipulating that the company's regulations shall specify the method of remunerating Board members, remuneration may be a fixed salary, attendance allowance for meetings, benefits in kind, a percentage of profits, or a combination thereof.</p>	<ul style="list-style-type: none"> <li>- Addition of detailed tables showing the rewards in detail</li> <li>-Rephrasing</li> <li>-Separation of the Audit Committee's rewards</li> <li>-Clarification of the upper limits of the rewards</li> <li>-Addition of an annual reward for the Audit Committee Chairman</li> <li>-Separation of the Secretary's reward for the Board and Committees</li> <li>-Modification of the rewards to align with the market, members' expertise, their responsibilities, and the company size</li> </ul>

Managing Director and Secretary who is a Board member shall not exceed their membership term on the Board, and they may be reappointed unless the Company's Articles of Association provide otherwise. The Board may dismiss them or any of them at any time, without prejudice to the right of the dismissed to compensation if the dismissal was without acceptable justification or at an inappropriate time.

2.1.1. The members of the Company's Board of Directors shall receive a lump-sum remuneration of 300,000 Saudi Riyals per year for their membership and participation in the Company's activities. The Chairman of the Board shall receive a lump-sum remuneration of 380,000 Saudi Riyals per year. The annual ceiling for the remuneration and compensation granted to the Chairman and member of the Board of Directors shall not exceed 500,000 Saudi Riyals per year.

2.1.2. The Chairman and member of the Board of Directors shall receive 3,000 Saudi Riyals for attending each Board meeting, whether in person or through any remote communication means.

2.1.3. The company pays all actual expenses borne by the Chairman and member of the Board of Directors in order to attend Board meetings, including travel, accommodation and accommodation expenses.

2.2. Compensation of members of the company's board of directors in the work of board committees

### 1. The compensation of the Chairman and the Board of Directors

#### Detailed statement of attendance allowance and annual fixed amount for the Chairman of the Board of Directors:

Attendance allowance per meeting	SAR 5,000 (five thousand Saudi riyals) only
Annual fixed amount for the Chairman of the Board of Directors	SAR 500,000 (five hundred thousand Saudi riyals) only
Annual fixed amount for Board members	Remuneration of SAR 350,000 (three hundred and fifty thousand Saudi riyals) only
Additional allowance (travel and transportation) for those outside the meeting city (Jeddah).	The Company shall bear all actual expenses incurred by the Chairman and Board members to attend Board meetings, including travel, accommodation, and lodging expenses.

### 2. Remuneration of Committee Members from Inside and Outside the Board

Each member of the Company's Board of Directors shall receive an attendance allowance for participating in the

2.2.1. Each member of the company's board of directors receives an allowance for his participation in the work of the subcommittees.

emanating from the Board of Directors. This compensation shall be in a lump sum and annually for each membership in the Board's.

~~Members of the Executive Committee (SAR 80,000) only eighty thousand Saudi Riyals and no more.~~

~~Members of the Nominations and Remuneration Committee (SAR 80,000) only eighty thousand Saudi Riyals and no more.~~

Members of the Audit Committee (SAR 80,000) only eighty thousand Saudi Riyals and no more.

Please note that in the event the Board of Directors decides to establish any other sub-committee, the members of this committee will receive the same amount of compensation.

2.2.2. The Chairman and members of the Committees shall receive an amount of (SAR 3,000) only three thousand Saudi Riyals for attending each session of the Board Committees of which he is a member, whether the attendance is direct or through any remote communication features.

works of the sub-committees emanating from the Board of Directors for the following committees: (Executive Committee - Nominations and Remunerations Committee - Risk Management Committee - Audit Committee - any other committees that may be formed in the future), with this remuneration being a fixed annual amount for each Board committee membership in consideration of their membership of the Company's Board of Directors and participation in its works and attendance at each Board meeting, whether directly or through modern technology means, as follows:

**Detailed statement of attendance allowance and annual fixed amount for committee members and chair from inside and outside the Board of Directors:**

Attendance allowance per meeting	SAR 3,000 (three thousand Saudi riyals) only
Annual fixed amount for Committee Chair	SAR 150,000 (one hundred and fifty thousand Saudi riyals) only
Annual fixed amount for each member/ external member	SAR 120,000 (one hundred and twenty thousand Saudi riyals) only

<p>. The ceiling of annual rewards and compensation granted to the Chairman and member of the Board of Directors should not exceed the amount of (500,000 riyals) only five hundred thousand Saudi riyals and nothing more than annually</p>	<p><b>Article Six: Maximum Limits of Annual Remuneration</b> The total of the granted allowances should adhere to the maximum annual compensation of 700,000 SAR for Board Members and 850,000 SAR for the Chair.</p>	<p>- A new clause "Maximum Limits of Rewards" has been added."  - The ceiling for the upper reward has been clarified and raised</p>
<p>None</p>	<p><b>Article Seven: Senior Executives' Remuneration</b> First: The Nomination and Remuneration Committee continuously reviews the salary scale for all employees, including senior executives, as well as the incentive programs and plans, based on the committee's recommendations. These reviews are approved by the Board members in accordance with the authorities outlined in the Authority Matrix, the Nomination and Remuneration Committee's Work Regulations, and the Human Resources Policy. Senior executives are entitled to various benefits and allowances as per the employment contracts between the parties and the employee's job grade. Some of these benefits and allowances, including:</p> <ol style="list-style-type: none"> <li>1. Basic salary (paid at the end of each Gregorian month and disbursed monthly).</li> <li>2. Allowances including but not limited to housing, transportation, annual tickets, children's education allowances.</li> <li>3. Medical insurance coverage for employees and dependents.</li> <li>4. Life insurance policy (including work injuries, partial and total disability, death during work).</li> <li>5. Annual performance-related bonus pursuant to the annual appraisal in this regard, with the number of</li> </ol>	<p>Rephrasing  - And using the company's HR policy for rewards for executive management</p>

	<p>months granted determined by the Nominations and Remunerations Committee.</p> <ol style="list-style-type: none"> <li>6. Short-term performance-related incentives, long-term (cash) incentives, and long-term stock option programs.</li> <li>7. Other allowances including but not limited to annual leave, end of service gratuity per work system and approved HR policy, and any other benefits and services approved by the committee to facilitate work.</li> </ol>	
<p>If the Board of Directors decides to establish any other subcommittee, the members of this committee will receive the same amount of compensation</p>	<p><b>Article Eight: Formation of an Ad HOC Committee and its Remuneration</b></p> <p>The Chairman of the Board may form an ad hoc committee to study specific urgent matters. The committee will be dissolved once its tasks are completed, and its report submitted to the Board. The following will be determined:</p> <ol style="list-style-type: none"> <li>1. Composition of the committee, with the appointment of a chair from among its members responsible for coordinating and directing committee works.</li> <li>2. Period of work, to be determined according to specified tasks that must be completed.</li> <li>3. Clear definition of committee tasks to be presented to the Board of Directors.</li> <li>4. The ad hoc committee period does not exceed 3 months.</li> <li>5. Members of the ad hoc committee will receive attendance allowances not exceeding SAR 3,000 (three thousand Saudi riyals) only per meeting.</li> </ol>	<p>- A new clause was added, "Formation and remuneration of an interim committee."</p> <p>Detailing the composition of the interim committee and determining the reward</p>

<p style="text-align: center;">None</p>	<p><b>Article Nine: Assigning Board Members Additional Roles or Positions in the Company</b></p> <p>A Board member may receive remuneration for any additional executive, technical, administrative, or advisory roles - under professional license - assigned to them in the company by Board decision, in addition to remuneration receivable as a Board member and committee member formed by the Board of Directors, pursuant to the Companies Regulations and Articles of Association.</p>	<p>- clause added "Assigning a member of the Board of Directors to additional work or positions in the company" has been added"</p>
<p><b>Mechanisms for Payment of Remuneration and Compensation</b></p> <p>Compensation and rewards due to members of the Board of Directors and members from outside the Board for their participation and the expenses incurred to participate in the meetings of the Board and committees are calculated on an annual basis in exchange for those participations. The financial consideration is paid, and its details are communicated to them through the concerned department of the company.</p>	<p><b>Article Ten: Mechanisms for Payment of Remuneration and Compensation</b></p> <ol style="list-style-type: none"> <li>1. Remuneration and compensation due to Board members, committee members and external members shall be calculated annually in return for their participation at Board and committee meetings.</li> <li>2. Remuneration for a Board member shall be disbursed by transferring it to bank accounts registered with the company.</li> <li>3. The company shall not bear tax for non-Saudi Board and committee members.</li> <li>4. Annual remuneration shall be calculated based on the member's joining and leaving dates of the Board. If a member does not complete a full financial year for any reason, the remuneration value shall be deducted proportionately based on days not served.</li> <li>5. Remuneration shall be disbursed by end of each Gregorian year, no later than December 25.</li> <li>6. The Gregorian year shall be calculated based on 365 days.</li> <li>7. Remuneration shall be calculated based on number of days the Board or committee member served.</li> </ol>	<p>- Paraphrasing, adding an additional expenses paragraph, and adding the services of senior executives</p>

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|  | <ol style="list-style-type: none"> <li><b>8.</b> Resigning member's remuneration shall be disbursed within 15 days of resignation date.</li> <li><b>9.</b> Board and committee members' remuneration shall be disbursed within 15 days of membership or Board term end, even if the member continues in the next term.</li> <li><b>10.</b> Providing executive VIP services for board members and senior executives</li> <li><b>11.</b> Medical insurance shall be provided to Board members upon request, as per company medical insurance policy.</li> <li><b>12.</b> Board members' remuneration may be disbursed annually, semi-annually, quarterly or monthly upon Board approval decision.</li> <li><b>13.</b> Board and committee members' remuneration disbursement procedures shall be prepared by the Board Secretary, subject to approval by the CEO. Additional expenses for Board and committee members shall be included within the annual maximum limit.</li> </ol> |  |
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<p><u>Disclosure of Remuneration and Compensation Amounts Paid</u> In accordance with regulations issued by supervisory authorities, especially the Corporate Governance Regulations issued by the Capital Market Authority, compensation standards issued by competent authorities, provisions of the Companies Regulations, contents of the Company's Articles of Association, disclosure policy and corporate governance documents, the Company shall disclose in the Board of Directors' annual report submitted to the General Assembly details of amounts and sizes of compensation paid to executive and non-executive Board members. Disclosure should include a detailed breakdown of items such as basic salary, incentive amounts, allowances and stock option plans.</p>	<p><u>Article Eleven: Disclosure of Remuneration and Compensation Amounts Paid</u> In accordance with regulations issued by supervisory authorities, especially the Corporate Governance Regulations issued by the Capital Market Authority, compensation standards issued by competent authorities, provisions of the Companies Regulations, contents of the Company's Articles of Association, disclosure policy and corporate governance documents, the Company shall disclose in the Board of Directors' annual report submitted to the General Assembly details of amounts and sizes of compensation paid to executive and non-executive Board members. Disclosure should include a detailed breakdown of items such as basic salary, incentive amounts, allowances and stock option plans.</p>	<p>No changes</p>
<p><b>Non</b></p>	<p><u>Article Twelve: Payment of Remuneration Based on Inaccurate or Misleading Information</u> If the Audit Committee or Authority find remuneration paid to any Board member was based on inaccurate or misleading information presented to the General Assembly or included in the Board's annual report, it must be returned to the Company and the Company may demand its recovery.</p>	<p>- clause added "disbursing bonuses based on incorrect or misleading information" in line with the Joint Stock Companies Governance Regulations</p>
<p><b>Approval of the company's general assembly for the remuneration and compensation paid to the board of directors:</b>  The company should include in the agenda items of the general assembly the amount of the remuneration and compensation</p>	<p><u>Article Thirteen: Adoption and Approval of the Policy by the General Assembly</u> This Board of Directors Remuneration and Compensation Policy shall be adopted or amended as of 01/01/2024G if</p>	<p>Paraphrasing</p>

<p>paid to the members of the board of directors for the ended fiscal year, to be approved by the general assembly.</p> <p>This policy of remuneration and compensation for the Board of Directors is adopted as of 00/00/0000 AD in the event that it is approved by the Board of Directors and approved by the company's general assembly.</p>	<p>approved by the Board of Directors and ratified by the Company's General Assembly.</p>	
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**25-27**

**Voting on amending Articles (4) and (6) of the company's bylaws and voting on amending the company's Bylaw to align with the new Companies Law and renumbering the articles to correspond to the proposed amendments. (Attached).**

### Amendments of the Bylaw of Saudi Ground Services Company in accordance with the new Companies Law.

Article	Bylaw before	Bylaw after
<b>ARTICLE (1): INCORPORATION</b>	In accordance with the provisions of the Companies Law and its Bylaws, and these Regulations, <b>Saudi Ground Services Company</b> , a Saudi joint stock company, shall be established in accordance with the following:	<b>Article 1: Establishment</b>  The Saudi Ground Services Company (a Saudi joint stock company listed) is established according to the Companies Law, <del>its regulations</del> , and this Articles of Association as follows:
<b>ARTICLE (2): THE NAME OF THE COMPANY</b>	Company Name: <b>Saudi Ground Services Company (Public Joint Stock Company)</b> .	<b>Article 2: Company Name</b>  The name of the company is: Saudi Ground Services Company (a Saudi joint stock company listed)
<b>ARTICLE (3): THE COMPANY'S HEAD OFFICE</b>	The head office of the company is in the city of Jeddah in the Kingdom of Saudi Arabia, and it is permissible to move the head office inside the Kingdom and to establish branches, offices or agencies inside or outside the Kingdom by a decision of the Board of Directors.	<b>Article 3: Company Headquarters</b>  The company's headquarters is in the city of Jeddah, Kingdom of Saudi Arabia, and it may establish branches inside or outside the Kingdom by a decision of the Board of Directors.
<b>ARTICLE (4): OBJECTIVES OF THE COMPANY</b>	The main objective of the company is to engage in all activities, services and investments related to the fields of tourism, entertainment, travel, shipping, and transportation through all means of land, sea and air transport. It covers all other fields related to and complementary to it, or any other activity inside and outside the Kingdom, and it may, without limitation, do the following:	<b>Article 4: Company Purposes</b>  The main purpose of the company is to engage in all activities, services, and investments related to the fields of tourism, entertainment, travel, shipping, and transportation through all modes of land, sea, and air transport; and covers all other related, related, and complementary fields or any other activity inside and outside the Kingdom, and it has - without limitation - to do the following:

1. Providing all services to passengers, navigators and deported passengers, including transportation, ticket sales, and finalizing travel procedures of all kinds through all means of land, sea and air transport. As well as providing special services to travelers inside and outside airports.
2. Providing all services related to shipping and transporting luggage, goods and commercial parcels internally and internationally, and the subsequent complementary and associated activities.
3. Providing services related to tourists, visitors, pilgrims and Umrah pilgrims from inside and outside the Kingdom and facilitating their entry and movement within the Kingdom and its complementary and related activities.
4. Providing services related to the operation of tourism, entertainment and sports facilities, including technical support, organization, ticket sales and all complementary and related activities.
5. Investment, management, maintenance and operation of airports, lounges, stations, travel ports, and tourist and entertainment centers.
6. Providing all services in airport yards (whether inside or outside airports), including technical services, fleet services and baggage services of all kinds, as well as operating the Gateway passenger gates.

1. Provide all services for passengers, sailors, and transit passengers, including transportation, ticket sales, and completion of travel procedures of all kinds through all modes of land, sea, and air transport, as well as providing special services for passengers inside and outside airports.
2. Provide all services related to shipping and transporting luggage, goods, and commercial parcels domestically and internationally, and what follows from the complementary and related activities.
3. Provide services related to tourists, visitors, pilgrims, and Umrah pilgrims from inside and outside the Kingdom, and facilitate their entry and movement inside the Kingdom, and the complementary and related activities.
4. Provide services related to the operation of tourist, recreational, and sports facilities, including technical support, organization, ticket sales, and all complementary and related activities.
5. Investment, management, maintenance, and operation of airports, halls, stations, travel ports, and tourist and recreational centers.
6. Providing all services in the airport yard (whether inside or outside airports) including technical services, fleet services, and baggage services of all kinds, as well as operating passenger gates for aircraft (Gate Way).

7. Providing services for supplying aircraft, other means of transportation and equipment with fuel of all kinds.

8. Providing maintenance and cleaning services and general supplies and equipment for planes, trains and other means of transportation.

9. Import and export of all devices, equipment, tools, vehicles, trucks and all supplies related to the company's business and purposes to facilitate the practice of its activities of all kinds.

10. Services, rental, management, operation and maintenance of buses, trucks and equipment inside and outside airports and within the geographical scope of the company's activity of all kinds.

11. Providing manpower recruitment, provision and qualification services.

12. Establishing, managing and operating training centers for workers in the transport, tourism, travel and entertainment sectors.

13. Performing all work and tasks related to aircraft services, airports, arenas and halls of all kinds.

14. Act as agents and representatives of all types of local and foreign airlines, airports, tourism and travel companies and represent them inside or outside the Kingdom. As well

7. Providing fuel services for aircraft, other means of transport, and equipment of all kinds.

8. Providing maintenance, cleaning, supply, and general equipment for aircraft, trains, and other means of transport.

9. Import and export of all devices, equipment, tools, carts, trucks, and all supplies related to the company's work and purposes to facilitate the practice of its activities of all kinds.

10. Services, leasing, management, operation, and maintenance of buses, trucks, and equipment inside and outside airports within the geographical scope of the company's activity of all kinds.

11. Providing services for the recruitment of labor, providing it, and qualifying it.

12. Establishing, managing, and operating training centers for workers in the transportation, tourism, travel, and entertainment sectors.

13. Practicing all works and tasks related to aircraft, airports, yards, and halls of all kinds.

14. Practicing the activity of agents and representatives of airlines, airports, tourism, and travel, local and foreign of all kinds, and representing them inside or outside the Kingdom, as well as providing administrative services for airlines at airports to obtain the legal permits for their employees.

as providing administrative services to airlines at airports to obtain regulatory permits for their employees.

15. Leasing, buying and selling of equipment, cars, machinery and electrical and technical devices to and from third parties inside and outside the Kingdom of all kinds.

16. Renting and subletting commercial areas, warehouses and facilities at airports.

17. Renting cars to work inside the airport and subletting them to airlines.

18. Own real estate of all kinds and dispose of it in any way.

19. Providing technical and logistical support for Hajj and Umrah.

20. Providing services online.

21. Providing catering services of all kinds.

22. Establishing, operating and managing laboratories, laundries, warehouses, offices, medical clinics and business centers that support the company's business.

The company shall not carry out its activity until after obtaining from the competent authorities the necessary licenses for such activities, if required.

15. Leasing, renting, buying, and selling equipment, cars, machines, electrical and technical devices from and to others inside and outside the Kingdom of all kinds.

16. Leasing commercial areas, warehouses, and facilities in airports and subletting them.

17. Leasing cars to work inside the airport and subletting them to airlines.

18. Own real estate of all kinds and dispose of it in any way.

19. Providing technical and logistical support for Hajj and Umrah.

20. Providing online services.

21. Providing catering services of all kinds.

22. Establishing, operating, and managing laboratories, laundries, warehouses, offices, medical clinics, and business centers that support the company's work.

23. Providing administrative services and consulting.

24. Providing ground services for civil and military aviation.

25. Providing services related to self-service machines.

26. Providing services related to multi-purpose industrial robots.

27. Providing services related to other telecommunications activities not mentioned previously.

		<p>28. Providing services related to the field of technology, communications, information technology, and networks.</p> <p>The company shall not engage in its activities unless it obtains the necessary licenses for those activities from the competent authorities if required. The company shall not practice its activities unless it obtains the necessary licenses from the competent authorities.</p>
<p><b>ARTICLE (5): CREATION, PARTICIPATION AND OWNERSHIP IN COMPANIES</b></p>	<p>The company may establish companies on its own (with limited liability or closed joint stock) with compliance with the Companies Law and the regulations and instructions issued by the competent authorities. It may also own shares in other existing companies or merge with them, and it has the right to participate with others in the establishment of joint stock companies or companies with limited liability, after fulfilling the requirements of the regulations and instructions followed in this regard. The company may also dispose of these shares, provided that this does not include mediation in their trading</p>	<p><b>Article 5: Participation with other companies</b></p> <p>The company may establish companies on its own (limited liability or closed joint stock or any other form of companies). It may also own shares and stakes in other existing companies or merge with them. It also has the right to participate with others in establishing joint stock companies or limited liability companies or any other form of companies, after fulfilling the requirements of the regulations and instructions in this regard. The company may also dispose of these shares or stakes, if it does not include mediation in their trading.</p>
<p><b>ARTICLE (6): COMPANY TERM</b></p>	<p>The term of the company is ninety-nine calendar years starting from the date of the issuance of the resolution of the Minister of Commerce related to the approval of the transformation. The term of the company may always be extended by a resolution issued by the extraordinary general assembly at least one year before the expiry of its term.</p>	<p><b>Article 6: Company Term</b></p> <p>The company's term is indefinite.</p>

<b>ARTICLE (7): CAPITAL</b>	<p>The company's capital was set at (1,880,000,000) one billion eight hundred and eighty million Saudi riyals, divided into (188,000,000) one hundred and eighty-eight million ordinary nominal shares of equal value, the nominal value of each of which is (10) ten Saudi riyals, and all of them are ordinary cash shares.</p>	<p><b>Article 7: Authorized Capital</b></p> <p>The company's authorized capital is set at SAR 1,880,000,000 (one billion eight hundred and eighty million Saudi riyals), divided into 188,000,000 (one hundred and eighty-eight million) ordinary shares of equal value, each worth SAR 10 (ten Saudi riyals), and all of them are cash ordinary shares.</p>
<p><b>ARTICLE (8):</b></p> <p><b>SUBSCRIPTION TO THE COMPANY'S CAPITAL</b></p>	<p>Shareholders have subscribed to all the company's shares amounting to (one hundred and eighty-eight million shares) (188,000,000) shares in the company, with a value of one billion eight hundred and eighty million (1,880,000,000) Saudi riyals. The shareholders acknowledge their joint responsibility in their own funds, that amount (886,869,100) riyals of the capital have already been paid in front of the increase of (993,130,900) riyals. It was financed by transferring the net balance of additional equity arising from the acquisition, minus the balance of the increase in the transferred consideration, which is included in the shareholders' equity, amounting to 587,236,430 (five hundred and eighty-seven million, two hundred and thirty-six thousand four hundred and thirty Saudi riyals). And the amount of (405,894,470) Saudi riyals (four hundred and five million eight hundred and ninety-four thousand four hundred and seventy Saudi riyals) from the retained earnings account according to the certificate issued by the company's-chartered accountant issued on 07/01/2014G.</p>	<p><b>Subscription to the Company's Capital</b></p> <p>The shareholders subscribed to all the company's shares, which amount to 188,000,000 (one hundred and eighty-eight million) shares in the company, worth SAR 1,880,000,000 (one billion eight hundred and eighty million Saudi riyals). The shareholders acknowledge their joint liability in their personal property that SAR 886,869,100 (eight hundred and eighty-six million, eight hundred and sixty-nine thousand and one hundred Saudi riyals) of the capital has been paid, against the increase of SAR 993,130,900 (nine hundred and ninety-three million, one hundred and thirty thousand and nine hundred Saudi riyals). It was financed by converting the net balance of additional equity arising from the acquisition, less the balance of the increase in the converted consideration and included in the shareholders' rights, amounting to SAR 587,236,430 (five hundred and eighty-seven million, two hundred and thirty-six thousand and four hundred and thirty Saudi riyals); and an amount of SAR 405,894,470 (four hundred and five million, eight hundred and ninety-four thousand and four hundred and seventy Saudi riyals) from the retained earnings account, according to the certificate issued by the company's legal accountant dated 07/01/2014.</p>

<b>ARTICLE (9): PREFERRED SHARES</b>	<p>The Extraordinary General Assembly may, in accordance with the provisions of Islamic Sharia and in accordance with the principles set by the competent authority, issue preferred shares or decide to purchase them, convert ordinary shares into preferred shares, or convert preferred shares into ordinary ones. Preferred shares do not give the right to vote in the general assembly of shareholders. These shares entitle their owners to receive a percentage more than the ordinary shares holders of the company's net profits after setting aside the statutory reserve.</p>	<p><b>Article 9: Preferred shares and redeemable shares:</b></p> <p>Pursuant to the rules set by the competent authority, the company may issue preferred shares or redeemable shares; or decide to purchase or redeem them or convert ordinary shares into ordinary shares or redeemable shares, not exceeding ten percent of the company's capital and in accordance with the executive regulations of the Companies Law issued by the authority; or convert preferred shares or redeemable shares into ordinary shares. Preferred shares or redeemable shares do not give the right to vote in general meetings of shareholders. These shares grant their owners the right to receive a higher percentage than the owners of ordinary shares from the net profits after reserving any reserves, if any.</p>
<b>ARTICLE (10): NON-PAYMENT OF SHARES</b>	<p>If any shareholder fails to pay the value of the share on the dates specified for this, the Board of Directors may, after warning the shareholder by a registered letter to his address recorded in the shareholder register, sell the share in a public auction. However, the defaulting shareholder until the day specified for the auction may pay the value due from him in addition to the expenses incurred by the company. The company shall collect the amounts due to it from the sale proceeds and return the rest to the shareholder. If the sale proceeds do not meet these amounts, the company may collect the remainder of all the shareholder's money, and the company cancels the share that was sold and gives the buyer a new share bearing the</p>	<p><b>Article 10: Sale of unpaid shares</b></p> <p>1. The shareholder is obligated to pay the remaining amount of the share on the specified dates; and if he fails to pay on the specified date, the Board of Directors may, after notifying him via email or by registered letter or by any means of modern technology, sell the share at an auction or on the financial market, as appropriate, in accordance with the regulations set by the competent authority; provided that the other shareholders have priority in purchasing the shares of the defaulting shareholder.</p> <p>2. The company shall collect the amounts due to it from the proceeds of the sale and return the rest to the shareholder. If the proceeds of the sale are not sufficient to pay these amounts,</p>

	<p>number of the canceled share, and this is indicated in the shareholders' register.</p>	<p>the company may collect the rest from all the shareholder's funds.</p> <p>3. The effectiveness of the rights related to the shares of the defaulting shareholder in paying its value is suspended upon the expiry of the specified date until they are sold or paid the due amount in accordance with the provisions of paragraph (1) of this article; and it includes the right to obtain a share of the net profits that are decided to be distributed and the right to attend the meetings and vote on their decisions. However, the defaulting shareholder may pay the amount due on him up to the day of the sale, plus the expenses that the company has incurred in this regard, and in this case the shareholder has the right to request to obtain the profits that are decided to be distributed.</p> <p>4. Upon the sale of a share in accordance with the provisions of this article, the company shall cancel the share certificate and issue a new certificate to the buyer with the same number. The company shall also record the sale in the shareholder register, including the necessary data of the new owner.</p>
<p><b>ARTICLE (11): COMPANY'S SHARES</b></p>	<p>Shares are nominal and may not be issued for less than their nominal value. Rather, they may be issued at a higher value than this value. In this case, the difference in value shall be added to the statutory reserve, even if it reaches its maximum limit.</p> <p>The share is indivisible against the company. If it is owned by several persons, they must choose one of them to</p>	<p><b><u>Article 11: Issuing Shares</u></b></p> <p>Shares shall be registered and may not be issued for less than their par value. However, they may be issued for more than this value, in which case the difference in value shall be added in a separate item within the shareholders' rights. It may not be distributed as profits to shareholders.</p>

	<p>represent them in the use of the rights pertaining to the share, and these persons shall be jointly liable for the obligations arising from the ownership of the share.</p>	<p>The share shall not be divisible against the company, and if the share is owned by multiple persons, they must choose one of them to represent them in exercising the rights related to the share, and these persons shall be jointly liable for the obligations arising from the ownership of the share.</p> <p>The company may also divide the shares into shares of lower par value or combine them so that they represent shares of higher par value, in accordance with the requirements of the regulations and instructions.</p>
<p><b>ARTICLE (12):</b> <b>TRADING IN SHARES</b></p>	<p>The shares are tradable after the issuance of their certificates. As an exception to this, it is not permissible to trade the shares that are given in exchange for the in-kind shares or the cash shares owned by the shareholders in the company upon conversion before the publication of the balance sheet and the profit and loss account for two complete financial years, each of which is not less than twelve months from the date of the issuance of the decision of the Minister of Commerce and Industry approving the announcement of the transformation of the company or the approval of the Capital Market Authority.</p> <p>These provisions apply to what the shareholders of the company subscribe to upon transformation in the event of a capital increase before the expiry of the prohibition period, for the remaining period of this period.</p> <p>However, during the prohibition period, the ownership of shares may be transferred in accordance with the provisions</p>	<p><b>Article 12: Trading in Shares and Shareholder Register</b></p> <p>The company's shares shall be traded in accordance with the provisions of the Capital Market Law and its executive regulations.</p> <p>Subscription by a shareholder in shares or owning them constitutes his acceptance of the company's Articles of Association and his commitment to the decisions issued by shareholders' meetings in accordance with the provisions of this Articles of Association, whether he is present or absent, and whether he disagrees or agrees with them.</p>

	<p>of the sale of rights from one of the shareholders in the company upon transfer to another shareholder or to a member of the board of directors to present it as a guarantee for the management or from the heirs of one of the shareholders in the company upon the transfer in the event of his death to a third party.</p>	
<p><b>ARTICLE (13): SHAREHOLDERS REGISTER</b></p>	<p>The company's shares are traded in accordance with the provisions of the Capital Market Law</p>	<p><b><u>Deleted and merged with article 12</u></b></p>
<p><b>ARTICLE (14): COMPANY'S PURCHASE OF ITS SHARES</b></p>	<p>The company may buy or mortgage its shares in accordance with the regulations set by the competent authority, and the shares purchased by the company shall not have votes in the shareholders' assemblies, and the shares may be pledged in accordance with the regulations set by the competent authority.</p>	<p><b><del>ARTICLE (14):</del> Article 13: Purchase, Sale, or Pledge of the Company's Shares</b></p> <p>The company may purchase its ordinary, preferred, or redeemable shares or pledge them in accordance with the Companies Law. The company may also purchase its shares to allocate them to the company's employees under the employee stock program, in accordance with the regulations set by the competent authority. Shares that the company purchases shall not have votes in shareholders' meetings.</p>
<p><b>ARTICLE (15): CAPITAL INCREASE</b></p>	<p>1. The Extraordinary General Assembly may decide to increase the capital of the company, provided that the capital has been paid in full. It is not required that the capital has been paid in full if the unpaid part of the capital belongs to shares issued in exchange for converting debt</p>	<p><b><del>ARTICLE (15):</del> Article 14: Increase of Capital</b></p> <p>1. The Extraordinary General Assembly may decide to increase the company's capital, and the Board of Directors may decide to increase the company's capital within the authorized capital;</p>

instruments or financing instruments into shares and the period prescribed for their conversion into shares has not expired.

2. The Extraordinary General Assembly may, in all cases, allocate the shares issued upon the capital increase, or part thereof, to the employees of the company and its subsidiaries or some of them, or any of that. Shareholders may not exercise the right of priority when the company issues the shares allocated to employees.

3. The shareholder who owns the share at the time of the issuance of the extraordinary general assembly's decision approving the capital increase shall have priority in subscribing to the new shares issued in exchange for cash shares. These persons shall be informed of their priority by publishing in a daily newspaper or by notifying them through registered mail of the decision to increase the capital, the terms of subscription, the period and the date of its beginning and end.

4. The Extraordinary General Assembly has the right to suspend the shareholders' priority right to subscribe to the capital increase in exchange for cash shares, or to give priority to non-shareholders in the cases it deems appropriate for the interest of the company.

5. The shareholder has the right to sell or relinquish the priority right during the period from the time of the

provided that the issued capital has been paid in full, issued in exchange for converting debt instruments or financing instruments into shares, and has not expired after the period specified for converting them into shares.

2. In all cases, the Extraordinary General Assembly may allocate the issued shares at the time of increasing the capital or part of it to the employees of the company and its subsidiaries or some of them, or anything else, and the shareholders may not exercise the right of priority when the company issues shares allocated to employees.

3. The shareholder who owns the share at the time of the issuance of the decision of the Extraordinary General Assembly approving the increase of the capital has the priority to subscribe to the new shares issued in exchange for cash; and they are notified of their priority by publishing in a daily newspaper or by notifying them by registered mail about the decision to increase the capital, the subscription conditions, its duration, and the start and end date, in accordance with the requirements of the regulations and instructions.

4. The Extraordinary General Assembly has the right to suspend the implementation of the right of priority for shareholders in subscribing to the increase of capital in exchange for cash or to give priority to non-shareholders in cases that it deems appropriate for the benefit of the company.

5. The shareholder has the right to sell the right of priority or assign it for consideration or without consideration, in accordance with the provisions of the relevant regulations.

	<p>issuance of the General Assembly’s decision approving the capital increase until the last day of subscribing to the new shares associated with these rights, in accordance with the regulations set by the competent authority.</p> <p>6. Subject to what was mentioned in paragraph (4) above, the new shares shall be distributed to the priority rights holders who have requested subscription, in proportion to their pre-emptive rights out of the total pre-emptive rights resulting from the capital increase. Provided that what they receive does not exceed what they requested of the new shares. The remainder of the new shares shall be distributed to the priority rights holders who have requested more than their share, in proportion to what they own from the priority rights out of the total priority rights resulting from the capital increase. Provided that what they receive does not exceed what they requested of the new shares, and the remaining shares are offered to third parties, unless the Extraordinary General Assembly decides or the Capital Market Law provides otherwise.</p>	<p>6. Considering the provisions of paragraph (4) above, the new shares are distributed to holders of priority rights who have requested to subscribe, in proportion to their ownership of priority rights from the total priority rights resulting from the increase of capital. Provided that what they receive does not exceed what they requested of the new shares, and the rest of the new shares are distributed to holders of priority rights who requested more than their share, in proportion to their ownership of priority rights from the total priority rights resulting from the increase of capital; Provided that what they receive does not exceed what they requested of the new shares. The remaining shares are offered to others, unless the Extraordinary General Assembly or the Capital Market Law provides otherwise.</p>
<p><b>ARTICLE (16):</b> <b>REDUCING THE CAPITAL</b></p>	<p>The Extraordinary General Assembly may decide to reduce the capital if it exceeds the company’s needs or if it suffers losses. Only in the latter case may the capital be reduced below the stipulated limit It is stipulated in Article (54) of the Companies Law. The reduction decision shall not be issued until after reading a special report prepared by the auditor on the reasons for it, the obligations of the</p>	<p><del>ARTICLE (16):</del> <b>Article 15: Reduction of Capital</b></p> <p>1. The Extraordinary General Assembly may decide to reduce the capital if it exceeds the company's needs or if the company suffers losses. In the latter case only, it is permissible to reduce the capital to less than the limit stipulated in Article (59) of the Companies Law. The reduction decision shall not be issued <b>except after reading a statement in a general assembly prepared</b></p>

	<p>company, and the effect of the reduction in these obligations. If the reduction of the capital is a result of it being more than the company's need, the creditors must be invited to express their objections to it within sixty days from the date of publishing the reduction decision in a daily newspaper distributed in the area in which the company's head office is located. If one of the creditors objects and submits his documents to the company on the aforementioned date, the company must pay him his debt if it is immediate or provide him with sufficient guarantee to pay it if it is deferred.</p>	<p>by the Board of Directors about the reasons for the reduction, the company's obligations, and the impact of the reduction on fulfilling them, provided that this statement is accompanied by a report from the company's auditor. It is permissible to suffice with displaying the statement to the shareholders in cases where the general assembly decision is issued by the passage.</p> <p>2. If the reduction of the capital is a result of its increase beyond the company's needs, the creditors must be invited to express their objections within sixty days from the date of publishing the reduction decision in a daily newspaper distributed in the area in which the company's head office is located at least (forty-five) days before the date scheduled for the meeting of the Extraordinary General Assembly to take the decision to reduce; provided that the invitation is accompanied by a statement explaining the amount of capital before and after the reduction, the date of the meeting and the date of the reduction coming into force; if any of the creditors objected to the reduction and submitted his documents to the company on the aforementioned date, the company must pay him his debt if it is due or provide him with sufficient guarantee to fulfill it if it is deferred.</p> <p>3. Equality must be observed between shareholders holding shares of the same type and category when reducing the capital.</p>
<p><b>ARTICLE (17): INDEBTEDNESS BONDS</b></p>	<p>After the approval of the competent authorities, the company may, by a decision issued by the Board of Directors, issue loan bonds as well as bonds convertible into shares or sukuk, whether for public subscription or</p>	<p><del>ARTICLE (17):</del> <b>Article 16: Issuance of debt instruments or financing securities</b></p>

	<p>otherwise, in accordance with the relevant laws and regulations.</p>	<p>1. The company may issue negotiable debt instruments or financing securities.</p> <p>2. The company may issue, in accordance with the Companies Law and the Capital Market Law, debt instruments or convertible financing securities into shares, after a decision is issued by the Extraordinary General Assembly specifying the maximum number of shares that may be issued in exchange for those instruments or securities; whether those instruments or securities are issued at the same time or through a series of issuances or through one or more programs for issuing debt instruments or financing securities. The Board of Directors shall issue new shares in exchange for those instruments or securities, without the need for a new approval from the Extraordinary General Assembly, and the Board of Directors shall take the necessary measures to amend this Articles of Association in relation to the number of issued shares and capital.</p> <p>3. The Board of Directors shall register the completion of the procedures for each increase in capital in the manner specified in the Articles of Association for registering decisions of the Extraordinary General Assembly.</p> <p>The company may convert debt instruments or financing securities into shares in accordance with the Capital Market Law.</p>
<p><b>ARTICLE (18):</b></p>	<p>The company is managed by a board of directors consisting of nine (9) members appointed by the ordinary general assembly for a period not exceeding three (3) years. As an</p>	<p><del>ARTICLE (18)</del> <b>Article 17: Composition of the Board of Directors</b></p>

<b>COMPOSITION OF THE BOARD OF DIRECTORS</b>	<p>exception to this, the shareholders in the meeting of the transformational assembly appointed the first board of directors for a period of five years starting from the date of the Minister’s decision announcing the transformation of the company.</p>	<p>The company is managed by a Board of Directors consisting of nine (9) members for a term not exceeding (4) four years, renewable.</p>
<b>ARTICLE (19): TERMINATION OF BOARD MEMBERSHIP</b>	<p>The membership of the Board shall terminate upon the expiry of its term or upon the expiry of the member’s validity thereto in accordance with any system or instructions in force in the Kingdom. However, the Ordinary General Assembly may at any time dismiss all or some of the members of the Board of Directors, without prejudice to the dismissed member’s right towards the company to claim compensation if the dismissal occurred for an unacceptable reason or at an inappropriate time. In addition, a member of the board of directors may retire, provided that it is at an appropriate time, otherwise he will be liable before the company for the damages that may result from his retirement.</p> <p>If the number of members of the Board of Directors falls below the quorum necessary for the validity of its meetings, the ordinary general assembly must be called as soon as possible to appoint the necessary number of members.</p>	<p><del>ARTICLE (19):</del> <b>Article 18: Termination of Board of Directors membership</b></p> <p>1. Membership of the Board shall terminate upon the expiry of its term or upon the expiry of the member's eligibility for it in accordance with any Articles of Association or instructions in force in the Kingdom. However, the members whose term of office has expired may be re-elected. The Ordinary General Assembly may at any time remove all or some of the members of the Board of Directors, without prejudice to the right of the removed member against the company to claim compensation if the removal occurred for an unacceptable reason or at an inappropriate time; and a member of the Board of Directors may resign, provided that this is at an appropriate time, otherwise he shall be liable to the company for the damages resulting from the resignation.</p> <p>2. The General Assembly, upon the recommendation of the Board of Directors, may terminate the membership of any member who absents himself from three consecutive meetings or five separate meetings during his term of office without a legitimate excuse accepted by the Board of Directors.</p>

<p><b>ARTICLE (20):</b> <b>VACANT POSITION IN THE BOARD</b></p>	<p>If the position of one of the members of the Board becomes vacant, the Board of Directors may temporarily appoint another member, provided that he is one of those who have experience and competence, and this must be notified to the Ministry and the Capital Market Authority within five working days from the date of appointment and to present the appointment to the Ordinary General Assembly in its first meeting. The new member completes the term of his predecessor.</p>	<p><b>ARTICLE (20): Article 19: Termination of the term of the Board of Directors, resignation of its members, or vacancy of membership</b></p> <p>1. If the position of one of the members of the Board becomes vacant, the Board may temporarily appoint a member to the vacant position, if he has the necessary experience and competence. The appointment must be notified to the Capital Market Authority within <del>five working days</del> fifteen <b>working days</b> from the date of the appointment, and the appointment must be presented to the Ordinary General Assembly at its first meeting. The new member shall complete the term of his predecessor. <b>If the conditions necessary for the convening of the Board of Directors are not met due to a shortage of its members below the minimum stipulated in the Companies Law or this Articles of Association, the remaining members must convene the Ordinary General Assembly within (60) days to elect the necessary number of members.</b></p> <p>2. <b>If the election is not possible and the current term of the Board expires, its members shall continue to perform their duties until a new Board of Directors is elected for a new term, provided that the term of continuation of the members of the Board whose term has expired shall not exceed the period specified in the regulations.</b></p> <p>3. <b>If the chairman and members of the Board of Directors resign, they must convene the Ordinary General Assembly to elect a new Board of Directors. The resignation shall not take effect until the election of the new Board of Directors, provided that</b></p>
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the term of continuation of the resigned Board of Directors shall not exceed the period specified in the regulations.

4. A member of the Board of Directors who wishes to resign from membership of the Board must notify the Chairman of the Board in writing. If the Chairman of the Board resigns, the notification must be addressed to the remaining members of the Board and the Secretary of the Board. The resignation shall be deemed effective - in both cases - from the date specified in the notification.

5. If the conditions necessary for the validity of the convening of the Board of Directors are not met due to a shortage of its members below the minimum stipulated in the Articles of Association or in the company's articles of association, the remaining members must convene the Ordinary General Assembly within sixty days to elect the necessary number of members.

6. In the event that a new Board of Directors is not elected for a new term or the necessary number of members of the Board of Directors is not completed, in accordance with paragraphs (2) - (3) - (5) of this article, any person with a legitimate interest may request the competent judicial authority to appoint, with the number it deems appropriate, those with experience and competence to supervise the management of the company and to convene the General Assembly within ninety days to elect a new Board of Directors or to complete the necessary number of members of the Board of Directors, as the case may be, or to request the dissolution of the company.

<p><b>ARTICLE (21):</b></p> <p><b>BOARD OF DIRECTOS POWERS</b></p>	<p>Taking into account the competences prescribed for the General Assembly, the Board of Directors shall have the widest powers in managing the company, managing its affairs, supervising its business and financial affairs inside and outside the Kingdom of Saudi Arabia, and preparing policies and guidelines to achieve its objectives. It has, for example, but not limited to:</p> <ol style="list-style-type: none"> <li>1. Entering tenders, auctions, awarding bids - for example, but not limited to - documents of sale, rent, leasing, representation, declarations, mortgage, etc., conducting transactions on behalf of the company, receiving and paying, receiving rights with others, and acknowledging.</li> <li>2. Contributing to the establishment of companies and opening branches of the company and the right to sign all types of contracts, documents and papers. Including without limitation the articles of incorporation of companies established by the company or in which the company is a partner with all amendments to the articles of incorporation of companies in which the company is a partner and their appendices and all decisions of shareholders in those companies. Including decisions related to raising and reducing capital, assigning and buying shares, notarizing contracts, signing with the Companies Department at the Ministry of Commerce and Investment, a notary, making amendments, changes, additions, deletions, extracting and renewing commercial records, receiving and</li> </ol>	<p><b>ARTICLE (21): Article 20: Powers of the Board of Directors</b></p> <p>1. Subject to the powers vested in the General Assembly, the Board of Directors shall have the widest powers in managing the company in a manner that achieves its objectives and shall have, without limitation, the following powers:</p> <ol style="list-style-type: none"> <li>a. Appointing and dismissing the Chief Executive Officer and the Deputy Chief Executive Officers.</li> <li>b. Determining the powers and compensation of the Chief Executive Officer and the Deputy Chief Executive Officers.</li> <li>c. Approving internal regulations and policies such as the company's internal control Articles of Association and procurement policies.</li> <li>d. Approving any contract, deed, or other documents, or authorizing company officials or any other person to sign them on behalf of the company; this includes, for example but not limited to, documents related to the disposal of the company's assets, properties, developed and undeveloped real estate, funds, shares, and stocks owned in other entities, and other movable or immovable assets. This disposal includes, for example, transferring land and buildings, selling, purchasing, investing, mortgaging, releasing mortgages, referring to the merger in title deeds and fractions, grants, payment or collection of the price, transfer, and signing before notaries or any other government bodies.</li> </ol>
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writing them off, changing the names of companies, granting loans to subsidiaries and guaranteeing their loans.

3. Signing agreements and instruments before notaries public and official bodies. As well as loan agreements, guarantees and securities, assignment of priority in repaying the company's debts, and issuance of legal agencies on behalf of the company.

4. The sale and purchase of real estate, lands, shares and shares in companies and other properties, whether movable or immovable, the disposal of the company's assets and properties, and the mortgaging of fixed and movable assets to guarantee the loans of the company and its subsidiaries, in accordance with the following conditions:

- a) That the Board specify in the sale decision the reasons and justifications for it.
- b) That the sale be the same price.
- c) That the sale is present, except in cases of necessity and with sufficient guarantees.
- d) That such act does not result in the suspension of some of the company's activities or the imposition of other obligations on it.

5. Emptying and accepting it, receiving the price in any way it sees fit, delivering, renting, leasing and paying.

e. Approving the acquisition or disposal of the company's ownership or interests in companies, institutions, institutes, joint ventures, or any other entity.

f. Approving the establishment of subsidiaries, branches, offices, agencies, or any other type of entities or subscriptions for the company, and carrying out any act related to the company's participation in these entities and approving it; including approving the articles of association and its amendments, approving the resolutions of the partners, appointing the directors and members of the board of directors of these companies, appointing the company's representatives in shareholders' or partners' meetings, attending and voting on behalf of the company in shareholders' and partners' meetings including constituent assemblies, ordinary and extraordinary assemblies. In addition, issuing resolutions and voting on them and executing any other related works.

g. Taking any appropriate measures to promote the interests of the companies that the company owns and its subsidiaries wholly or partially directly or indirectly, including, without limitation, making financial investments in those companies, providing loans and credit facilities to them, transferring the company's assets to any of its subsidiaries, guaranteeing them, opening and operating and closing bank accounts of all types and countries. In addition to carrying out the works related to these accounts, including withdrawing, depositing, and transferring the company's funds, collecting, and distributing its funds, and claiming its dues.

6. Opening, managing, operating and closing bank accounts, withdrawing and depositing with banks, borrowing from them, signing all papers, documents, checks and all banking transactions, investing and operating the company's funds in the local and international markets inside and outside the Kingdom of Saudi Arabia.

7. Appointing lawyers, auditors, employees and workers, dismissing them, requesting visas, recruiting manpower from outside the Kingdom, contracting with them, determining their salaries, extracting residencies, transferring and waiving guarantees.

8. Contracting loans with government financing funds and institutions, regardless of their duration, including contracting commercial loans, obtaining loans and other credit facilities from government institutions, commercial banks, financial institutions and any credit companies, and issuing letters of guarantee in favor of any party if it deems that it is in the interest of the company. Issuance of promissory notes and other negotiable documents. And entering into all kinds of agreements and banking transactions for any period of time, the terms of which do not exceed the end of the company's term. As for loans with a term of more than three years, the following conditions shall be observed:

h. Guaranteeing the original amount of debt and interest related to securities, bonds, debt instruments, or any other indebtedness, whether issued by the company, or obligations incurred by the company or any entity, whether a subsidiary of the company or the company owns a stake in it, or when this guarantee is for the purpose of promoting the interests of the company.

i. Contracting loans and leasing agreements, granting mortgage loans, issuing securities, bonds, certificates of deposit, or other securities, and entering any other financing instruments, regardless of their terms.

j. Buying, selling, and mortgaging the investment of the company's assets (movable and immovable) and releasing the mortgage, emptying, collecting the price, and transferring the company's title deeds.

k. Obtaining loans and other credit facilities on behalf of the company, regardless of their terms, including loans from government financing funds, related companies, export credit agencies, commercial banks, financing and credit companies, financial houses, or any other financing entity.

l. Approving the financial statements, financial statements, and annual budget of the company.

m. Approving the company's business plans, including its programs related to capital investments and other investments.

n. Submitting any matter for approval by the general assemblies.

a) That the Board of Directors specify in its decision the aspects of using the loan and how to repay it.

b) To take into account in the terms of the loan and the guarantees provided to it, not to harm the company, its shareholders, and the general guarantees of the creditors.

9. Approve the company's internal, financial, administrative and technical systems, policies and procedures for employees, authorize the company's executive directors to sign on its behalf in accordance with the regulations and controls set by the Board, approve the company's work and operation plans, and approve its annual budget.

10. Settlement and discharge of the company's debtors from their obligations in accordance with a policy set and approved by the Board of Directors.

11. The right, within the limits of his competence, to assign or delegate one or more of its members or third parties to carry out a specific work or certain works and to cancel this authorization or power of attorney in whole or in part.

o. Exercising the powers of the Board of Directors within the Kingdom or abroad.

2. The Board of Directors must obtain the approval of the General Assembly when selling assets that exceed a value of (fifty percent) of the value of its total assets, whether the sale is made through a single transaction or several transactions; in this case, the transaction that leads to exceeding the percentage of (fifty percent) of the value of the assets is the transaction that requires the approval of the General Assembly, and this percentage is calculated from the date of the first transaction that took place during the (twelve) months preceding.

3. The Board of Directors, within its jurisdiction, may delegate one or more of its members or others to perform a particular work or works.

4- Reviewing the (Industrial Development Fund) in relation to contract execution with the Fund - Providing guarantors and co-signing with them - Signing in front of a notary public regarding industrial mortgage - Signing bonds on behalf of the company - Signing the debt arrangement agreement for the company and partners - Receiving the loan - Signing the documentary credit agreement - Waiving the loan - Requesting exemption from the loan - Requesting confirmation of no financial obligations - Repaying the loan - Accepting the mortgage - Releasing the mortgage - Receiving and delivering - Reviewing all relevant entities and completing all necessary procedures and signing as required - The right to appoint proxies.

<p><b>ARTICLE (22): REMUNERATION OF BOARD MEMBERS</b></p>	<p>Members of the Board of Directors are entitled to receive remunerations as members of the Board of Directors in accordance with the terms and conditions approved by the Ordinary General Assembly from time to time and within the limits stipulated in the Companies Law or any other complementary regulations or decisions. A member of the Board of Directors may also obtain a remuneration for any additional executive, technical, administrative or advisory work or positions - under a professional license - assigned to him in the company. This is in addition to the remuneration that he can obtain as a member of the Board of Directors and in the committees formed by the Board of Directors, in accordance with the Companies Law and the Company's Articles of Association. The report of the Board of Directors to the Ordinary General Assembly includes a comprehensive statement of all the Board members received during the financial year, including salaries, share in profits, allowances for attending sessions, expenses and other benefits. The aforementioned report also includes a statement of what the board members received in their capacity as employees or administrators, or what he received in return for technical, administrative or advisory work previously approved by the company's general assembly.</p>	<p><b>ARTICLE (22): Article 21: Board of Directors' Remuneration</b></p> <p>The Board of Directors' remuneration shall consist of a fixed amount, a sitting allowance, or material benefits, and it is permissible to combine two or more of these benefits within the limits stipulated by the Companies Law and its regulations. The report of the Board of Directors to the Ordinary General Assembly shall include a comprehensive statement of all the remuneration, expenses allowance, and other benefits that the Board of Directors received during the financial year; and the said report shall include a statement of what the members of the Board received as employees or administrators or what they received for technical, administrative, or consultancy work, and it shall also include a statement of the number of Board meetings and the number of meetings attended by each member. Board of Directors shall not be entitled to vote on the resolution of the Assembly relating to the remuneration of the Board of Directors.</p>
<p><b>ARTICLE (23): THE CHAIRMAN, VICE CHAIRMAN, MANAGING</b></p>	<p>1. The Board of Directors appoints from among its members a Chairman and a Vice-Chairman, and he may appoint a managing member. It is not permissible to combine the position of the Chairman of the Board of Directors with any</p>	<p><b>ARTICLE (23): Article 22: Powers of the Chairman, Vice-Chairman, Managing Director, and Secretary</b></p>

**DIRECTOR AND SECRETARY**

other executive position in the company. The Board of Directors determines, according to its discretion, the special remuneration obtained by the Chairman of the Board in addition to the remuneration determined for members of the Board of Directors and stipulated them in this Article of Association. The Chairman of the Council is responsible for the following:

- (a) Calling the meetings of the board of directors and the general assemblies of the company.
- (b) Chairing and managing the meeting of the Board of Directors and the general assemblies of the company.
- (c) His vote shall be casting in the event of equal votes in the Board of Directors.
- (d) Representing the company in official and media forums.
- (e) Labor and workers offices, higher and primary committees, commercial papers committees and all other judicial committees, arbitration and civil rights bodies, police departments, chambers of commerce and industry, private bodies, companies and institutions of all kinds.
- (f) Claiming, defending, pleading, litigating, clearing, conciliation, waiver, denial, requesting an oath, refuting it, intercession, accepting and negating judgments, arbitration on behalf of the company, requesting execution of judgments and opposing them, collecting what happens

1. The Board of Directors shall appoint, in its first meeting, a Chairman and a Vice-Chairman from among its members. It may also appoint a Managing Director and a Chief Executive Officer from among its members. The Chairman of the Board and the Managing Director may not be the same person.

2. The Chairman of the Board shall have the following powers:

- a. Representing the company before third parties, including the judiciary, arbitration bodies, ministries, other government bodies, and any person or entity, private or public, and taking all necessary measures in relation to this representation.
- b. Convening meetings of the Board of Directors and the General Assemblies of the Company
- c. Presiding over and managing meetings of the Board of Directors and the General Assembly of the Company, with his vote being decisive in the event of a tie in the votes in the Board of Directors.
- d. other powers and competencies granted to him by the Board of Directors in a manner that does not violate the new Companies Law and its Executive Regulations.
- e. Delegating one or more persons to take a specific action or transaction or perform a specific work or works.

3. The Board of Directors may choose one of its members as a Managing Director. The decision shall specify the powers of the Managing Director. The Board of Directors shall determine the special remuneration that the Managing Director receives in

from execution, taking out arguments for arbitration, and requesting amendment of sukuks and their duration.

(g) Represent the company in its relations with third parties and with all governmental and private agencies, Sharia courts, judicial bodies, the Board of Grievances and all other judicial committees inside and outside the Kingdom of Saudi Arabia. Or amendments to the articles of incorporation of companies in which the company is a partner. As well as signing all contracts, agreements, instruments, waiver and conciliation declarations, or any other matters or procedures to which the company is a party, whether before notaries public and official or private bodies.

(h) Other powers and competencies granted to him by the Board of Directors.

2. The Chairman of the Board may delegate one of the Board members, the company's employees, or a third party, to carry out a specific work or business.

3. The board of directors may choose from among its members a managing member, and the resolution determines the powers of the managing member, and the board of directors determines, according to its estimation, the special remuneration that the managing member receives in addition to the remuneration prescribed for members of the board of directors and stipulated in this bylaw.

addition to the remuneration stipulated for the Board of Directors.

4. The Board of Directors may appoint a Chief Executive Officer for the Company. The Chief Executive Officer shall be responsible for implementing the decisions of the Board of Directors, managing the daily affairs of the Company, and presiding over its employees under the supervision and control of the Board of Directors. The Board of Directors shall determine the powers and competencies of the Chief Executive Officer in cases not stipulated in this Article of Association.

5. The Chairman of the Board may delegate (by a written decision) some of his powers to other members of the Board or to third parties to carry out a specific work or works.

6. The Vice-Chairman of the Board shall replace the Chairman of the Board in his absence in cases where the Board of Directors has a Vice-Chairman.

7. The Board of Directors shall appoint a Secretary to the Board from among its members or from among others. The Board of Directors shall determine, by a decision of it, the powers, remuneration, and salary of the Secretary.

8. The term of office of the Chairman, Vice-Chairman, Managing Director, and Secretary shall not exceed the term of membership of each of them in the Board of Directors. The Board of Directors may relieve the Chairman, Vice-Chairman, Chief Executive Officer, Secretary, or any of them from those

	<p>4. The board of directors appoints a secretary for the board from among its members or from others, and the board determines by a decision the terms of reference and remuneration of the secretary, and the term of membership of the board chairman, secretary and delegated member shall not exceed the term of their membership in the board, and they may be re-appointed.</p>	<p>positions. This shall not result in their removal from their membership in the Board of Directors.</p>
<p><b>ARTICLE (24): CALL FOR BOARD MEETINGS</b></p>	<p>The Board shall meet at the invitation of its Chairman. The invitation shall be in writing or sent by post, fax or e-mail accompanied by the agenda, provided that it is seven (7) days prior to the date of the meeting. The Chairman of the Board shall call for a meeting whenever requested to do so in writing by two members. The right of notice of any meeting may be waived by a waiver signed by each member personally or by his representative</p>	<p><b>ARTICLE (24): Article 23: Board Meetings</b></p> <p>1- The Board of Directors shall convene at least four times per year upon the invitation of its chairman, with a minimum of one meeting every three months. The chairman of the Board must call for a meeting whenever requested in writing by any member of the Board to discuss one or more specific matters.</p> <p>2- The meeting invitation, along with the meeting agenda, necessary documents, and information, must be sent to each member of the Board at least five days prior to the meeting.</p> <p>3- Unless circumstances require an urgent meeting, the meeting invitation, along with the meeting agenda, necessary documents, and information, may be sent within a period of no less than five days prior to the meeting date.</p> <p>4- The Board of Directors shall determine the place of its meetings, and it may be held using modern technical means.</p>
<p><b>ARTICLE (25): MEETINGS AND DECISIONS QUORUM</b></p>	<p>The meeting of the Board shall not be valid unless attended by the majority of the Board members in person and by proxy, provided that the number of attendees is not less than (5) five members in person. In the event that a</p>	<p><b>ARTICLE (25): Article 24: Quorum and Decisions</b></p> <p>1. A meeting of the board of directors of a joint-stock company shall not be valid unless attended by at least majority of half of the members (in person or by proxy). A board member may</p>

	<p>member of the board of directors delegates another member to attend the board’s meetings, the delegation must be in accordance with the following rules:</p> <ol style="list-style-type: none"> <li>1. A member of the Board of Directors may not represent more than one member in attending the same meeting.</li> <li>2. The representation must be fixed in writing.</li> <li>3. The representative may not, with regard to the representative’s vote, vote on decisions that the law prohibits the representative from voting on.</li> </ol> <p>The decisions of the Council are issued by an absolute majority of the votes of the members of the Council present or represented at the meeting, and in case of equality, the vote of the Chairman shall be deciding.</p> <p>The Board of Directors may issue resolutions by passing by presenting them to individual members, unless one of the members requests a meeting of the Board to discuss these decisions. These decisions are issued as soon as they are approved with the approval of an absolute majority of the members of the Council and are presented to the Council at its first following meeting.</p>	<p>appoint any other member to represent him, provided that the proxy shall be in accordance with the following regulations:</p> <ul style="list-style-type: none"> <li>• A board member may not represent more than one member at the same meeting.</li> <li>• The proxy must be in writing.</li> <li>• The proxy may not vote on behalf of the person he is representing on decisions that the Articles of Association prohibits voting on.</li> </ul> <ol style="list-style-type: none"> <li>2. Decisions of the Board of Directors shall be taken by a majority of the votes of the members present in person or by proxy at least. In the event of a tie in the votes, the side voted for by the Chairman of the meeting shall prevail.</li> <li>3. The Board of Directors may issue decisions by circulation <b>on urgent matters</b> by presenting them to the members separately <b>unless one of the members requests a meeting of the Board to deliberate on them</b>. These decisions shall be issued upon their approval by a majority of the members of the Board and presented to the Board at its next meeting. These decisions shall be recorded in the minutes of the Board meeting.</li> </ol>
<p><b>ARTICLE (26): MEETING MINUTES RECORDING</b></p>	<p>The council’s deliberations and decisions are recorded in minutes circulated to all members of the council, signed by the council president and the secretary, after ratification by the council members present or represented at the</p>	<p><del>ARTICLE (26):</del> <b>Article 25: Recording of Board Deliberations</b></p> <ol style="list-style-type: none"> <li>1. The deliberations and decisions of the Board of Directors shall be recorded in minutes prepared by the Secretary and signed by</li> </ol>

	meeting. These minutes shall be recorded in a special register signed by the Chairman and the Secretary.	<p>the Chairman of the meeting, the present members of the Board, and the Secretary.</p> <p>2. The minutes shall be recorded in a special register signed by the Chairman of the Board and the Secretary.</p> <p>3. The use of modern technical means for signing, recording deliberations and decisions, and recording minutes is permitted.</p>
<b>ARTICLE (27): COMMITTEES</b>	The Board of Directors may form the appropriate committees for the company's business and its needs and authorize these committees with whatever powers the Board deems appropriate and coordinate between these committees with the aim of quickly deciding on the matters presented to it.	<p><del>ARTICLE (27):</del> <b>Article 26: Committees</b></p> <p>The Board of Directors may form the appropriate committees for the company's business and its needs and authorize these committees with whatever powers the Board deems appropriate and coordinate between these committees with the aim of quickly deciding on the matters presented to it.</p>
<b>ARTICLE (28): COMMITTEE FORMATION</b>	Based on the recommendation of the Board of Directors, a review committee shall be formed by a decision of the Ordinary General Assembly consisting of no less than (3) members and no more than (5) members who are not members of the Executive Board of Directors, whether from the shareholders or others, the resolution shall specify the tasks of the committee, the controls for its work, and the remuneration of its members.	<del>Deleted</del>
<b>ARTICLE (29): COMMITTEE MEETING QUORUM</b>	For the Review Committee meeting to be valid, the attendance of the majority of its members is required, and its decisions are issued by the majority of the votes of those	<del>Deleted</del>

	present, and in the event of a tie, the side with which the head of the committee voted shall prevail.	
<b>ARTICLE (30): COMMITTEE FUNCTIONS</b>	The Review Committee is responsible for monitoring the company's business and any other work that the Board of Directors deems to be assigned to it, and for this purpose it has the right to review its records and documents and to request any clarification or statement from the members of the Board of Directors or the Executive Management. It may request the board of directors to invite the company's general assembly to convene if the board of directors obstructs its work or the company suffers serious damage or losses.	<u>Deleted</u>
<b>ARTICLE (31): COMMITTEE REPORTS</b>	The Review Committee shall consider the company's financial statements, reports and notes submitted by the auditor, and express its views on them, if any. It must also prepare a report on its opinion on the adequacy of the company's internal control system and on the other work it has carried out within its jurisdiction. The board of directors shall deposit sufficient copies of this report at the company's head office at least ten days before the date of the general assembly meeting to provide each shareholder who wishes with a copy of it. The report is read out during the assembly.	<u>Deleted</u>
<b>ARTICLE (32): GENERAL ASSEMBLY</b>	The properly constituted Ordinary and Extraordinary General Assembly shall represent all shareholders and shall hold its meetings in the city in which the company's head	<del>ARTICLE 32</del> <b>Article 27: General Assembly</b>

	<p>office is located. Each shareholder has the right to attend the assembly in person or on behalf of other shareholders. The shareholder may delegate another person other than the members of the board of directors or the company's employees to attend the general assembly on his behalf.</p>	<p>The Ordinary and Extraordinary General Assembly, which is properly constituted, represents all the shareholders and holds its meetings in the city where the company's headquarters is located <b>or in the place it deems appropriate</b>. Each shareholder has the right to attend <b>the General Assembly of Shareholders</b> in person or on behalf of other shareholders. The shareholder may appoint another person, who is not a member of the Board of Directors or an employee of the company, to attend the General Assembly <b>by written power of attorney or legal or statutory agency, if it expressly states the right to appoint a proxy to attend the General Assembly and Special Meetings of the Company and vote on the items on its agenda. A single agent may accept more than one power of attorney from the company's shareholders and attend the meeting and vote on their behalf, regardless of the number of shares they represent at the meeting. It is permissible to hold meetings of the General Assembly of Shareholders and the shareholder's participation in its deliberations and voting on its decisions using modern technical means, according to the regulations set by the competent authority.</b></p>
<p><b>ARTICLE (33): COMPETENCE OF THE TRANSFORMATIONAL ASSEMBLY</b></p>	<p>The Transformational Assembly Meeting is concerned with the following matters:</p> <ol style="list-style-type: none"> <li>1. Verify the subscription of all capital.</li> <li>2. Laying out the final texts of the company's articles of association, stating that no fundamental amendments may be made to the articles of association before it, except with the approval of all the subscribers represented therein.</li> </ol>	<p style="text-align: center;"><b><u>Deleted</u></b></p>

	<p>3. Appointing the first board of directors and the first auditor and determining his fees.</p> <p>4. Deliberation on the shareholders' report upon transfer of business and the expenses required by the company's transformation.</p> <p>For the validity of its convening, the presence of a number of shareholders representing at least half of the capital is required, and each shareholder in its meetings has a vote for every share he subscribes to or represents.</p>	
<p><b>ARTICLE (34): FUNCTIONS OF THE ORDINARY GENERAL ASSEMBLY</b></p>	<p>Except for the matters that are related to the extraordinary general assembly, the ordinary assembly is concerned with all matters related to the company, and it convenes at least once a year during the six months following the end of the company's financial year, and it is permissible to invite other general assemblies whenever the need arises.</p>	<p><del>Article 34</del> <b>Article 28: Powers of the Ordinary General Assembly</b></p> <p>Except for matters within the jurisdiction of the Extraordinary General Assembly, the Ordinary General Assembly shall have jurisdiction over all matters relating to the company. The Annual Ordinary General Assembly shall meet at least once within the (six) months following the end of the company's financial year. It is permissible to call other ordinary general assemblies whenever necessary.</p>
<p><b>ARTICLE (35): FUNCTIONS OF THE EXTRAORDINARY GENERAL ASSEMBLY</b></p>	<p>The Extraordinary General Assembly is competent to amend the company's articles of association, except for the provisions that are prohibited from amending by law. It may issue resolutions on matters within the competence of the Ordinary General Assembly, under the same terms and conditions prescribed for the latter.</p>	<p><del>Article 35</del> <b>Article 29: Powers of the Ordinary and Extraordinary General Assembly</b></p> <p>The Extraordinary General Assembly shall have jurisdiction to amend the company's articles of association, with the exception of the provisions that are prohibited from being amended by the Articles of Association. <b>The Extraordinary Assembly is also competent to approve the report on the continuation of the</b></p>

		<p>company or its dissolution, as well as to approve the purchase of the company's shares.</p> <p>In addition to the powers granted to it, the Extraordinary General Assembly may issue decisions on matters that are originally within the jurisdiction of the Ordinary General Assembly, and this is subject to the same conditions and procedures as are stipulated for the Ordinary General Assembly.</p>
<p><b>ARTICLE (36): INVITATION TO ASSEMBLIES</b></p>	<p>Shareholders' general assemblies are held at the invitation of the Board of Directors, and the Board of Directors must invite the Ordinary General Assembly to convene if requested by the auditor, the Review Committee, or a number of shareholders representing at least (5%) of the capital. The auditor may call the assembly to convene if the board did not invite the assembly within thirty days from the date of the auditor's request.</p> <p>The invitation to convene the general assembly shall be published in a daily newspaper distributed at the company's head office at least ten days before the date fixed for the meeting. However, it may be sufficient to send the invitation on the aforementioned date to all shareholders by registered letters. A copy of the invitation and the agenda shall be sent to the Ministry as well as to the Capital Market Authority, within the period specified for publication.</p>	<p><del>Article 36</del> <b>Article 30: Summoning of the Assemblies</b></p> <p>1. The General and Special Assemblies shall be convened by a call from the Board of Directors, and the Board of Directors shall call the Ordinary General Assembly to convene within (30) days of the date of the request of the auditor or <del>audit committee</del> a shareholder or more representing <del>(5%)</del> (10%) of the company's shares with voting rights at least. The auditor may call the Ordinary General Assembly to convene if the Board does not issue the invitation within (30) days of the date of the auditor's request.</p> <p><del>2. The convocation publishes the general assembly and its agenda a daily newspaper distributed in the area where the company's center is located the president before the scheduled meeting time</del> the invitation to convene the General Assembly and its agenda shall be published at least (21) days before the scheduled date of the meeting. The company may also direct the invitation to convene the General and Special Assemblies for its shareholders through modern technical means. A copy of the</p>

		<p>invitation and agenda shall be sent to the Capital Market Authority within the specified period for publication.</p> <p>3. The competent authority may, by decision, call the Ordinary General Assembly to convene in the following cases:</p> <ul style="list-style-type: none"> <li>• If the period specified for convening stipulated in this Articles of Association has elapsed without its convening.</li> <li>• If the number of members of the Board of Directors falls below the minimum required for the validity of its meeting, considering what is stated in the Companies Law.</li> <li>• If it is found that there are violations of the provisions of the Companies Law or the company's basic Articles of Association, or a failure in the management of the company.</li> <li>• If the Board does not issue the invitation to convene the General Assembly within thirty days of the date of the request of the auditor or the audit committee or from a shareholder or more representing 10% of the company's shares with voting rights.</li> </ul>
<b>ARTICLE (37): RECORD OF SHAREHOLDERS ATTENDANCE</b>	<p>At the meeting of the assembly, a list shall be issued with the names of the shareholders present and represented and their places of residence, indicating the number of shares they hold in person or by proxy, and the number of votes allocated to them. Each interested party shall have access to this list.</p>	<p style="text-align: center;"><del>Deleted</del></p>
<b>ARTICLE (38): QUORUM FOR THE ORDINARY GENERAL ASSEMBLY MEETING</b>	<p>The meeting of the Ordinary General Assembly shall not be valid unless attended by shareholders representing at least half of the company's capital. If this quorum is not available in the first meeting, the second meeting shall be held an hour after the end of the period specified for convening the</p>	<p><del>Article 38</del> <b>Article 31: Quorum of the Ordinary General Assembly</b></p>

	<p>first meeting, on condition that the invitation to hold the first meeting includes an announcement of the possibility of holding a second meeting. In all cases, the second meeting shall be valid regardless of the number of shares represented therein.</p>	<p>1. An Ordinary General Assembly meeting shall not be valid unless attended by shareholders representing at least a quarter of capital quarter of the company's shares with voting rights.</p> <p>2. If the quorum required for the convening of the Ordinary General Assembly is not met in accordance with paragraph (1) of this Article, a second meeting shall be convened in accordance with the same conditions stipulated in Article (91) of the Companies Law within (30) days following the date scheduled for the previous meeting. However, the second meeting may be held one hour after the expiration of the time limit for the convening of the first meeting, provided that the invitation to convene the first meeting includes an indication of the possibility of holding that meeting. In all cases, the second meeting shall be valid regardless of the number of shares with voting rights represented therein.</p>
<p><b>ARTICLE (39):</b> <b>QUORUM FOR THE EXTRAORDINARY GENERAL ASSEMBLY MEETING</b></p>	<p>The Extraordinary General Assembly meeting shall not be valid unless attended by shareholders representing at least half of the company's capital. If this quorum is not available in the first meeting, the second meeting shall be held an hour after the end of the period specified for convening the first meeting, provided that the invitation to hold the first meeting includes an announcement of the possibility of holding a second meeting. In all cases, the second meeting shall be valid if attended by a number of shareholders representing at least a quarter of the capital. If the necessary quorum is not available at the second meeting, an invitation is sent to a third meeting to be held in the</p>	<p><del>Article 39</del> <b>Article 32: Quorum of the Extraordinary General Assembly</b></p> <p>1. An Extraordinary General Assembly meeting shall not be valid unless attended by shareholders representing at least half of the capital company's shares with voting rights.</p> <p>2. If the quorum required for the convening of the Extraordinary General Assembly is not met in accordance with paragraph (1) of this Article, a second meeting shall be convened in accordance with the same conditions stipulated in Article <del>(36)</del> (91) of the Articles of Association. However, the second meeting may be held one hour after the expiration of the time limit for the convening of the first meeting, provided that the invitation to</p>

	<p>same conditions stipulated in Article (36) thirty-six of this Bylaw, and the third meeting shall be valid regardless of the number of shares represented therein, after the approval of the competent authority.</p>	<p>convene the first meeting includes an indication of the possibility of holding that meeting. In all cases, the second meeting shall be valid if attended by shareholders representing at least a quarter of the company's shares with voting rights.</p> <p>3. If the quorum required for the convening of the second meeting is not met, a third meeting shall be convened in accordance with the same conditions stipulated in Article (91) of the Articles of Association, and the third meeting shall be valid regardless of the number of shares with voting rights represented therein.</p> <p>4. Decisions of the Extraordinary General Assembly shall be taken with the approval of two-thirds of the voting rights represented in the meeting; except if the decision is related to increasing the company's capital or reducing it or extending the company's term or dissolving it before the expiration of the term specified in its articles of association or merging it with another company or dividing it into two or more companies, in which case it shall not be valid unless it is issued with the approval of three-quarters of the voting rights represented in the meeting.</p>
<p><b>ARTICLE (40): VOTING POWER</b></p>	<p>Each subscriber has one vote for each share he represents in the transformational constituent assembly. The votes in the ordinary general assembly and the extraordinary general assembly are calculated on the basis of one vote for each share, provided that the vote to appoint the members of the board of directors is according to the cumulative voting method. Members of the Board of Directors may not</p>	<p><del>Article 40</del> <b>Article 33: Voting Power</b></p> <p>Each shareholder has one vote for each share he holds in the assembly transformational constituent assembly, whether it be an ordinary or extraordinary general assembly. Cumulative voting must be used in the election of board members, and</p>

	<p>participate in voting on the decisions of the Assembly related to their discharge from their liability for the term of their management.</p>	<p>board members may not participate in voting on assembly resolutions that relate to the discharge of their duties, resolutions related to board fees, and resolutions related to contracts and dealings with related parties that involve a conflict of interest.</p>
<p><b>ARTICLE (41): RESOLUTIONS</b></p>	<p>Decisions are issued at the transformational assembly and the ordinary general assembly by an absolute majority of the shares represented at the meeting. However, if these decisions are related to the evaluation of in-kind shares or special benefits, the approval of the majority of subscribers with cash shares representing two-thirds of the mentioned shares is required after excluding what has been subscribed by the in-kind share providers or the beneficiaries of the special benefits. They shall have no say in such decisions, even if they are holders of cash shares. The decisions of the Extraordinary General Assembly shall also be issued by a two-thirds majority of the shares represented in the meeting, unless the decision is related to an increase or decrease in the company's capital, or an extension of the company's term, or the dissolution of the company before the expiry of the period specified in its statutes, or the incorporation of the company into another company or institution. The decision shall not be valid unless it is passed by a majority of three quarters of the shares represented at the meeting. Nevertheless, the members of the Board of Directors shall refrain from voting on the resolutions of the</p>	<p><del>Article 41</del> <b>Article 34: Decisions</b></p> <p>Decisions are issued in the meeting of the ordinary general assembly by a majority of the shares represented in the meeting that have the right to vote. The decisions of the extraordinary general assembly are also issued by a majority of two-thirds of the shares represented in the meeting; except if the decision is related to increasing or reducing the company's capital, extending the company's term, dissolving the company before the expiration of the term specified in its Articles of Association, or merging the company with another company or institution, in which case the decision shall not be valid unless it is issued with a majority of three-quarters of the shares represented in the meeting.</p>

	<p>General Assembly related to their discharge from their liability for the period of their management of the company.</p>	
<p><b>ARTICLE (42):</b> <b>AGENDA DISCUSSION</b></p>	<p>Each shareholder has the right to discuss the topics listed on the agenda of the assembly and to direct questions about them to the members of the board of directors and the auditor. The board of directors or the auditor answers the shareholders' questions to the extent that does not jeopardize the company's interest. If the shareholder finds that the answer to his question is not convincing, he will resort to the assembly, whose decision in this regard is effective.</p>	<p><del>Article 42</del> <b>Article 35: Discussion of the Agenda</b></p> <p>Each shareholder has the right to discuss the topics listed in the agenda of the general assemblies and to direct questions about them to the members of the board of directors and the auditor. The board of directors or the auditor shall answer the shareholders' questions to the extent that does not harm the company's interest. If the shareholder believes that the answer to his question is not convincing, he shall appeal to the assembly, whose decision in this matter shall be binding.</p>
<p><b>ARTICLE (43):</b> <b>GENERAL ASSEMBLY MANAGEMENT</b></p>	<p><b>GENERAL ASSEMBLY MANAGEMENT</b></p> <p>The General Assembly is chaired by the Chairman of the Board or whomever he delegates in his absence. The president appoints a secretary for the meeting and a vote-collector. Minutes of the meeting of the assembly shall be drawn up containing the names of the shareholders present or represented, the number of shares they hold in person or by proxy, the number of votes assigned to them, the decisions taken, the number of votes that approved or disagreed with them, and a complete summary of the discussions that took place in the meeting. Minutes are recorded regularly after each meeting in a special register</p>	<p><del>Article 43</del> <b>Article 36: Management of the General Assembly</b></p> <p>The meetings of the general assemblies of shareholders are chaired by the chairman of the board of directors or his deputy in his absence, or by someone appointed by the board of directors from among its members for that purpose in case the chairman of the board of directors and his deputy are absent. In the event that this is not possible, the general assembly is chaired by a person appointed by the shareholders from among the board members or others by voting. The president appoints a secretary of the meeting <b>and members of a voting committee.</b></p> <p>Minutes are drawn up at the meeting of the assembly, including the names of the shareholders present or represented, the</p>

	<p>signed by the assembly's president, secretary and vote collector.</p>	<p>number of shares in their possession in their own name or by proxy, the number of votes allocated to them, the decisions taken, the number of votes that approved them or opposed them, and a comprehensive summary of the discussions that took place at the meeting. The minutes are regularly recorded after each meeting in a special register signed by the chairman of the assembly, its secretary, and the teller.</p> <p>Decisions of the general assembly take effect from the date of their issuance, except in cases where the Articles of Association or the decision issued stipulates that it takes effect at a later time or upon the fulfillment of certain conditions.</p>
<p><b>ARTICLE (44):</b> <b>APPOINTMENT OF AN AUDITOR</b></p>	<p>The company shall have one or more auditors from among the auditors authorized to work in the Kingdom, to be appointed annually by the Ordinary General Assembly, to determine his remuneration, and to be reappointed.</p>	<p><del>Article 44</del> <b>Article 37: Appointment of Auditors</b></p> <p>1. The company shall have one or more auditors licensed in the Kingdom, appointed by the general assembly, which shall also determine their fees, term of office, and scope of work. An auditor may be reappointed. However, the total term of his appointment shall not exceed the period specified in the regulations.</p> <p>2. The general assembly may, by resolution, remove the auditor. The chairman of the board of directors shall notify the competent authority of the removal decision and its reasons within a period not exceeding (five) days from the date of issuance of the decision.</p> <p>3. The auditor may resign from his position by submitting a written notification to the company. His term of office shall end from the date of submission or on a later date specified in the</p>

		<p>notification, without prejudice to the company's right to compensation for any damage caused to it if it is justified. The resigning auditor shall be required to submit to the company and the competent authority, upon submission of the notification, a statement of the reasons for his resignation. The board of directors shall convene the general assembly to consider the reasons for the resignation and appoint another auditor, determine his fees, term of office, and scope of work.</p> <p>4. The total term of service of an auditor shall not exceed seven consecutive or separate financial years. The authority may, at its discretion, amend this period for a company or sector. This period shall be re-calculated after the expiration of at least three consecutive financial years from the date of the expiration of the last financial year in which he worked on reviewing the company's accounts.</p> <p>5. The total term of service of the partner supervising the audit work at the auditor's office shall not exceed seven consecutive or separate financial years. (The authority may, at its discretion, amend this article). This article shall be re-calculated after the expiration of at least five consecutive financial years from the date of the expiration of the last financial year in which he worked as a partner supervising the audit work of the company.</p>
<p><b>ARTICLE (45):</b> <b>VIEW THE RECORDS</b></p>	<p>The auditor at all times has the right to review the company's books, records and other documents, and he may request data and clarifications that he deems necessary to obtain, and he may also verify the company's assets and liabilities.</p>	<p><del>Article 45</del> <b>Article 38: Access to Records</b></p> <p>The auditor shall have the right to inspect the company's books, records, and other documents at any time. He may also request the data and explanations that he deems necessary to obtain, to verify the company's assets, liabilities, and other matters within</p>

		<p>the scope of his work. The chairman of the board of directors shall enable him to perform his duty. If the auditor encounters difficulty in this regard, he shall record this in a report submitted to the board of directors. If the board does not facilitate the work of the auditor, he shall request the board to convene the ordinary general assembly to consider the matter.</p>
<p><b>ARTICLE (46):</b> <b>AUDITOR REPORT</b></p>	<p>The auditor must submit to the annual ordinary general assembly a report that includes the company’s position on enabling him to obtain the data and clarifications he requested, and what he has revealed of violations of the provisions of the Companies Law or the provisions of this articles of association, and his opinion on the extent to which the company’s accounts conform to reality.</p>	<p><del>Article 46</del> <b>Article 39: Auditor's Report</b></p> <p>The auditor shall submit to the general assembly at the meeting of the shareholders a report on the company's financial statements, prepared in accordance with the approved auditing standards in the Kingdom. The report shall include the company's management's position on enabling him to obtain the data and explanations he requested; any violations of the provisions of the Articles of Association or its basic Articles of Association that he has found within his jurisdiction; and his opinion on the fairness of the company's financial statements. The auditor shall read his report or review a summary of it at the annual general assembly meeting, or present the report by reference, as appropriate, and in accordance with the provisions of the Articles of Association.</p>
<p><b>ARTICLE (47):</b> <b>THE FISCAL YEAR</b></p>	<p>The company’s fiscal year begins on the first of January and ends at the end of December of each Gregorian year, provided that the company’s first fiscal year begins from the date of the decision announcing the transformation of the company and ends on December 31 of the same fiscal year.</p>	<p><del>Article 47</del> <b>Article 40: Financial Year</b></p> <p>The company's financial year begins on January 1st and ends on December 31st of each calendar year.</p>

**ARTICLE (48):  
COMPANY'S BUDGET**

a) At the end of each financial year of the company, the board of directors must prepare the company's financial statements and a report on its activity and financial position for the past financial year. This report includes the proposed method for distributing profits. The Board shall place these documents at the disposal of the auditor at least forty-five days before the date set for the convening of the General Assembly.

b) The company's board of directors, chief executive officer and financial manager must sign the documents referred to in paragraph (a) of this article, and copies of them shall be deposited at the company's head office at the shareholders' disposal at least ten days before the date set for holding the general assembly.

c) The chairman of the board of directors shall provide the shareholders with the company's financial statements, the board of directors' report, and the auditor's report, unless they are published in a daily newspaper distributed in the company's head office. He must also send a copy of these documents to the Ministry of Commerce and Investment, as well as the Capital Market Authority, at least fifteen days before the date of the General Assembly.

~~Article 48~~ **Article 41: Company's Balance Sheet**

1. The board of directors shall, at the end of each financial year of the company, prepare the company's financial statements and a report on its activities and financial position for the past financial year, which shall include the proposed method of distributing profits. The board shall place these documents at the disposal of the auditor at least forty-five days before the scheduled date of the general assembly.

2. The chairman of the board of directors of the company **or his authorized representative, the chief executive officer** and the financial director shall sign the documents referred to in paragraph (1) of this article, and copies thereof shall be deposited at the company's headquarters for the disposal of the shareholders at least 21 days before the scheduled date of the general assembly.

3. The chairman of the board of directors shall provide the shareholders with the company's financial statements, the board of directors' report, **the audit committee report**, and the auditor's report, ~~unless they are published in a daily newspaper distributed in the company's head office~~ and he shall also send a copy of these documents to the Capital Market Authority at least 21 days before the date of the general assembly.

**4. In the classification of the financial statements for each financial year, the classification used in previous years shall be considered, and the bases for the valuation of assets and liabilities shall remain constant, without prejudice to the generally accepted accounting standards.**

		<p>5. After the general assembly has reviewed the financial statements, the board of directors' report, and its approval of the auditor's report, the board of directors shall deposit copies of the aforementioned documents with the Capital Market Authority in accordance with the provisions of the Executive Regulation of the Companies Law.</p>
<p><b>ARTICLE (49):</b> <b>PROFIT DISTRIBUTION</b></p>	<p>The company's annual net profits are distributed as follows:</p> <ol style="list-style-type: none"> <li>1. (10%) of the net profits shall be set aside to form the statutory reserve of the company, and the Ordinary General Assembly may decide to discontinue this setting aside when the said reserve reaches (30%) of the paid-up capital.</li> <li>2. The Ordinary General Assembly, based on the proposal of the Board of Directors, may avoid a certain percentage of the net profits to form a consensual reserve allocated for a specific purpose or purposes.</li> <li>3. The Ordinary General Assembly may decide to form other reserves, to the extent that achieves the interest of the company or ensures the distribution of fixed profits as much as possible to the shareholders. The aforementioned assembly may also deduct sums from the net profits for the establishment of social institutions for the company's employees or to assist the existing ones of these institutions.</li> </ol>	<p><del>ARTICLE (49):</del> <b>Article 42: Distribution of Profits</b></p> <p><del>(10%) of the net profits shall be set aside to form the statutory reserve of the company, and the Ordinary General Assembly may decide to discontinue this setting aside when the said reserve reaches (30%) of the paid-up capital.</del></p> <p>A company may distribute interim dividends to its shareholders on an annual, semi-annual, or quarterly basis in accordance with the regulations set by the competent authorities.</p> <p>The company's net annual, semi-annual, or quarterly profits shall be distributed as follows:</p> <ol style="list-style-type: none"> <li>1. The general assembly shall authorize the board to distribute interim dividends to its shareholders on an annual, semi-annual, or quarterly basis by a decision of the assembly that is renewed annually.</li> <li>2. Distributable profits shall consist of the net income of the financial year, less all amounts that are saved to the reserves that are formed by the general assembly, if any, and added to the retained earnings and distributable reserves made up of profits.</li> </ol>

	<p>4. After that, a percentage of no less than (5%) of the company's paid-up capital shall be distributed to the shareholders.</p> <p>5. Subject to the provisions stipulated in Article (twenty-second) of this Bylaw, and Article 76 of the Companies Law, a certain percentage of the remainder shall be allocated to the Board of Directors' remuneration, provided that the entitlement to this remuneration is proportional to the number of sessions attended by the member.</p> <p>The company may also distribute interim profits to its shareholders on a semi-annual or quarterly basis by a decision of the board of directors, if the company's financial position allows and it has liquidity in accordance with the controls and procedures set by the competent authority.</p>	<p>3. The general assembly may, upon the proposal of the board of directors, set aside a certain percentage of net profits to form an agreed reserve that is allocated for specific purposes in accordance with the decision of the general assembly.</p> <p>4. The general assembly may decide to form <b>any other reserves</b>, to the extent that it serves the interests of the company or ensures the distribution of fixed dividends as much as possible to the shareholders. The said association may also deduct amounts from net profits to establish <b>social institutions non-profit institutions</b> for the company's workers or to assist existing institutions.</p> <p>5. The general assembly may use retained earnings and distributable agreed reserves to pay off the remaining amount of the share value or part thereof, provided that this does not violate equality between shareholders.</p> <p>6. The general assembly may also decide, upon the proposal of the board of directors, to disburse the reserves that have been saved in accordance with any regulatory requirements that preceded the date of the adoption of this Articles of Association, in a way that benefits the company or the shareholders.</p>
<p><b>ARTICLE (50):</b> <b>ENTITLEMENT TO PROFITS</b></p>	<p>The shareholder shall be entitled to his share of the profits in accordance with the decision of the General Assembly issued in this regard. The decision shall indicate the due date and distribution date. The eligibility for profits shall be</p>	<p><del>Article 50</del> <b>Article 43: Entitlement to Profits</b></p> <p>A shareholder is entitled to his share of the profits in accordance with the decision of the general assembly or <b>the board of</b></p>

	<p>for the owners of shares registered in the shareholders' records at the end of the day specified for entitlement.</p>	<p><b>directors</b> issued in this regard, and the decision shall indicate the date of entitlement and the date of distribution. The entitlement to profits shall be for the owners of shares registered in the shareholders' registers at the end of the day specified for entitlement.</p>
<p><b>ARTICLE (51): NON-DISTRIBUTION OF PROFITS</b></p>	<p>In the event that no dividends are distributed for any financial year, no dividends may be distributed for the following years unless the percentage referred to in Paragraph (a) of Article (9) of this Bylaw has been paid to the holders of the voiceless shares for that year. If the company fails to pay this percentage of the profits for a period of three consecutive years, then the special assembly of the owners of voiceless shares held in accordance with the provisions of Article (114) of the Companies Law may decide either that they attend the meetings of the company's general assembly and participate in voting or appoint their representatives to the board of directors, including proportional to the value of their equity shares. This is until the company is able to pay the full priority dividends allocated to the owners of these shares for the previous years.</p>	<p style="text-align: center;"><b><u>Deleted</u></b></p>
<p><b>ARTICLE (52): COMPANY LOSSES</b></p>	<p>1. If the losses of a joint-stock company amount to half of the paid-up capital, at any time during the fiscal year, any official in the company or the auditor must immediately inform the Chairman of the Board of Directors as soon as he</p>	<p><del>Article 52</del> <b>Article 44: Company Losses</b></p> <p>If the losses of a joint stock company reach (half) of the issued capital at any time during the financial year, <b>the board of directors shall disclose this and the recommendations it has</b></p>

	<p>becomes aware of this. The Chairman of the Board of Directors shall immediately inform the members of the Board of this. The board of directors shall, within fifteen days of becoming aware of this, invite the extraordinary general assembly to meet within forty-five days from the date of its becoming aware of the losses. To decide either to increase or decrease the company’s capital in accordance with the provisions of the Companies Law, to the extent that the percentage of losses decreases to less than half of the paid-up capital, or to dissolve the company before the period specified in the Companies Law.</p> <p>2. The company is considered dissolved by the force of the Companies Law if the General Assembly did not meet within the period specified in Paragraph 1 of this Article, or if it met and was unable to issue a decision on the matter, or if it decided to increase the capital in accordance with the conditions established in this Article and the subscription was not completed in every Increasing the capital within ninety days from the issuance of the Assembly’s decision to increase it.</p>	<p>reached regarding those losses within (sixty) days of the date it became aware of reaching this amount; in addition to convening the extraordinary general assembly to meet within (one hundred and eighty) days of the date of becoming aware of this to consider the continuation of the company with taking any necessary measures to address those losses, or dissolve it.</p>
<p><b>ARTICLE (53):</b> <b>DISPUTES</b></p>	<p>Every shareholder has the right to file a liability lawsuit for the company against the members of the board of directors if the mistake made by them would cause his own harm. The shareholder may not file the aforementioned lawsuit unless the company’s right to file it still exists, and the</p>	<p><del>Article 53</del> <b>Article 45: Disputes</b></p> <p>Every shareholder has the right to file a liability lawsuit against members of the board of directors if the error they have made causes him specific harm. A shareholder may not file the lawsuit unless the company's right to file it is still in place. The</p>

	shareholder must inform the company of his intention on filing a lawsuit.	shareholder must notify the company of his intention to file the lawsuit.
<b>ARTICLE (54):</b>  <b>LIQUIDATION OF THE COMPANY</b>	<p>Upon the expiration of the term of the company or in the event of its dissolution before the specified period, the extraordinary general assembly, upon the proposal of the Board of Directors, decides the method of liquidation, appoints one or more liquidators, and determines their powers and fees. The authority of the board of directors ends with the expiration of the company. Nevertheless, the board of directors continues to manage the company until the liquidator is appointed, and the company's departments remain in their jurisdictions to the extent that they do not conflict with the competences of the liquidators, and the assembly's decision is published in all cases in the Official Gazette.</p>	<p><del>Article 54</del> <b>Article 46: Liquidation</b></p> <p>When the company's term expires or in case of its dissolution before the expiration of its term, the extraordinary general assembly <del>upon the proposal of the Board of Directors</del> shall determine the method of liquidation and appoint one or more liquidators and determine their powers, fees, restrictions on their powers, and the period required for liquidation. <b>The term of voluntary liquidation should not exceed three (3) years, and it may not be extended for more than that except by court order.</b> <b>By dissolving the company, the authority of the board of directors ends,</b> but these remain in charge of managing the company and are considered for others in the judgment of the liquidators. The general assembly remains in place during the liquidation period until it approves the liquidation process, and its role is limited to exercising its powers that do not conflict with the powers of the liquidator. <del>and the assembly's decision is published in all cases in the Official Gazette.</del></p>
<b>ARTICLE (55):</b>  <b>ARTICLES OF ASSOCIATION DEPOSITING AND PUBLISHING</b>	<p>This Articles of Association shall be deposited and published in accordance with the procedures stipulated in the Companies Law.</p>	<p><del>Article 55</del> <b>Article 47: Depositing and Publishing the Articles of Association</b></p> <p><b>The provisions of the Companies Law and other related Articles of Associations and regulations shall apply to the company insofar as this Articles of Association does not address them.</b> <b>This Articles of Association shall be deposited and published in</b></p>

		accordance with the provisions of the Companies Law and its regulations.
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