شركة القصيم القابضة للاستثمار
ALGASSIM INVESTMENT HOLDING CO.

NAMES OF THE AUDIT COMPANIES NOMINATED TO EXAMINE, REVIEW AND AUDIT THE COMPANY'S FINANCIAL STATEMENTS

Here undermentioned, Audit Companies recommended by the Board of Directors to Ordinary General Assembly Meeting of the shareholders as recommended by Audit Committee, to choose one of them as an auditor for the company's financial statements for the second, third quarters and annual for fiscal year 2025 and first quarter of fiscal year 2026 and to determine their fees

#	Name of Audit Company	Fees (excluding VAT, other expenses and additional fees.)
First Candidate	Ibrahim Ahmed Albassam & Co. Certified Public Accountants PKF	SR. 355,000
Second Candidate	Sultan Ahmed Al Shubaily Certified Public Accountants Company	SR. 360,000

The above companies were nominated for their experience in auditing field, their professional competence, the suitability of their fees, in addition to being registered with Capital Market Authority, meeting their independence requirements at acceptable level.

القصيم - بريدة - طريق الملك فهد
Qassim - Buraidah - King Fahad Road
P.o. Box 2210 Postal Code 51451
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شركة القصيم القابضة للاستثمار
ALGASSIM INVESTMENT HOLDING CO.

Clause 2

AMENDMENT OF REGULATIONS FOR THE WORK OF NOMINATION AND REMUNERATION COMMITTEE
AL GASSIM INVESTMENT HOLDING COMPANY

<table>
<tr><th>Before Amendment</th><th>After Amendment</th></tr>
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Introduction
The regulations of the Nominations and Remunerations Committee (the Committee) of Al-Gassim Investment Holding Company have been prepared in accordance with the requirements of the Corporate Governance Regulations issued by the Capital Market Authority. The regulations shall specify the controls and procedures for the Committee's work, its tasks, and the rules for selecting its members, their nomination, membership term and remunerations. The regulations of the Nominations and Remunerations Committee shall be issued by the general assembly of shareholders based on recommendation of the Board of Directors.
Objective
The Nominations and Remunerations Committee plays a major role represented by assisting the Board of Directors in proposing policies and standards of membership related to the Board of Directors and the Executive Management. It also assists the Board in preparing clear policies related to the remunerations of the Board of Directors' members, the committees emanating from it and the Executive Management. Moreover, it monitors the nomination process for membership in the Board of Directors, and verifies the independence of the independent Board Member.
<u>Chapter One</u>: The Regulations of the Nominations and Remunerations Committee
First: The selection rules of the members of the Nominations and Remunerations Committee, the nomination process and their membership term
1. The Nominations and Remunerations Committee (the Committee)
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Introduction
The Compensation and Nominations Committee, like other board committees, derives its authority from the Board of Directors of ALGASSIM INVESTMENT HOLDING CO. It serves as a key tool to support effective governance and enhance internal control within the company. It assists in ensuring sound practices, strengthening accountability and transparency, promoting justice and fairness in remuneration and employment practices, and aligning compensation practices with the company's strategic objectives.

The Committee has a principal role in supervising the nomination process of board members, determining policies and standards related to nominations, and ensuring the suitability of candidates and their alignment with the company's strategy. It also aims to establish a fair and clear system for compensations for senior executives and to ensure its effectiveness in achieving the best financial and operational performance that supports shareholder interests and the company's sustainability.
Definitions
A. The words and phrases mentioned in this Regulation shall bear the meanings shown in the glossary of terms used in the Bylaws of ALGASSIM INVESTMENT HOLDING CO., the Companies Law, and the Capital Market Authority’s regulations.
b. If any of the terms listed in this Regulation conflict with the terms and expressions stated in the glossary, the meanings provided herein shall prevail unless the context dictates otherwise.
c. Any term not defined in this Regulation shall have the meaning given to it in the Bylaws of the company, the Companies Law, or the glossary of terms issued by the Capital Market Authority, as applicable.
<table>
<tr><th>No.</th><th>Term / Phrase</th><th>Definition</th></tr>
<tr><td>1</td><td>Company</td><td>ALGASSIM Investment Holding Co.</td></tr>
<tr><td>2</td><td>Kingdom</td><td>The Kingdom of Saudi Arabia</td></tr>
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shall be formed by a decision of the Board of Directors.

2. The Nominations and Remunerations Committee consists of three non- executive board members. It is possible to appoint external members who are not board members, whether they are shareholders or others who have professional experience and competence; provided that among its members is an independent member of the board of directors.
3. The Board of Directors members shall nominate the Committee members and submit their CVs; whether they are from the board members or external members namely the shareholders or others. Each member can present more than one candidate. The vote shall be made by the Board to choose three members.
4. The Board of Directors shall select a committee member to be the Committee chairman; provided that he is an independent member.
5. The Committee term is three years. It starts with the beginning of the company's board session and ends with the end of the board session or its remaining period. The Board may reappoint one committee member or more for another similar period/ periods.
6. The Committee shall appoint a secretary from its members or whoever it deems appropriate from the company's management team. The secretary shall prepare for its meetings and document the meetings minutes.
7. Upon the expiry of the committee member term during the Committee's term due to death, resignation, disability, exemption or others, the Board of Directors shall appoint a member for the vacant position who has experience and professional competence; provided that the appointed member shall complete the term of his predecessor.
8. The company shall notify the Authority of the names of the Nominations and Remunerations Committee's members and their membership characteristics within five working days from the date of their appointment. It shall also notify the Authority of any

3	Companies Law	The Companies Law in the Kingdom and its amendments, issued by Royal Decree No. (M/132) dated 01/12/1443H, corresponding to 30/06/2022.
4	Regulation	The Regulation for the Compensation and Nominations Committee.
5	Bylaws	The Company's Bylaws.
6	Subsidiaries	Any other company controlled by the Company.
7	Governance Regulations	Corporate Governance Regulations issued by the Capital Market Authority (CMA).
8	Authority	The Capital Market Authority in the Kingdom.
9	Ministry	The Ministry of Commerce in the Kingdom.
10	Relevant Regulatory Authorities	The ministry or regulatory body relevant to unlisted joint stock companies or licensed entities operating in the market.
11	Ordinary General Assembly	The Ordinary General Assembly of the Company's shareholders.
12	Extraordinary General Assembly	The Extraordinary General Assembly of the Company's shareholders.
13	General Assembly	Both the Ordinary and Extraordinary General Assemblies of the Company's shareholders.
14	Board	The Board of Directors of the Company.
15	Chairman of the Board	The Chairman of the Company's Board of Directors.
16	Committee	The Compensation and Nominations Committee formed by the Board of Directors.
17	Committee Chairman	The person appointed by the Board of Directors to chair the Committee.
18	Committee Secretary	The person assigned to prepare the Committee's meeting agendas, record resolutions, and keep minutes, whether a member or not.
19	Executive Management	Executive leadership responsible for the day-to-day operations of the Company, including the CEO and those reporting directly to him.
20	Member	Any member of the Board of Directors.

changes that occur to that within five working days from the changes date.

Second: The Tasks and Competencies of the Nominations and Remunerations Committee

1. Preparing a clear remuneration policy for the Board of Directors members, its emanating committees and the Executive Management to maintain the distinguished personnel and motivate the company's administrative staff. It shall submit this policy to the Board of Directors for consideration and approval by the General Assembly. This policy must take into account the following standards related to performance and disclosure and verify its implementation.
2. Clarifying the relationship between the granted remunerations and the remuneration policy in force and indicating any substantial deviation.
3. When needed, periodic review of the remuneration policy and evaluation of its effectiveness in achieving the set objectives.
4. Recommending the remunerations of the Board of Directors members, its emanating committees, and the senior executives of the company, in accordance with the approved policy.
5. Proposing clear policies and criteria for the membership in the Board of Directors and the Executive Management.
6. Recommending to the Board of Directors to nominate its members andre- nominate them in accordance with the approved policies and standards; taking into account not to nominate any person previously convicted of a breach of trust.
7. Preparing a job description for the capabilities and qualifications requiredfor membership in the Board of Directors and for occupying the executive management positions.
8. Reviewing, when needed, the necessary needs of skills or appropriate expertise for board membership and executive management functions.

21	Executive Member	A Board member involved in the executive management of the Company and participating in its day-to-day operations.
22	Non-Executive Member	A Board member not involved in the executive management of the Company and not participating in its daily operations.
23	Independent Member	A Board member with full independence as defined in the Governance Regulations.
24	CEO	The first executive officer of the Company, responsible for overseeing the operational activities of the Company.
25	Stakeholders	Any person who has a direct or indirect relationship with the Company, such as shareholders, employees, creditors, clients, suppliers, and the community.
26	Company’s Fiscal Year	The Company’s fiscal year consists of twelve (12) months, starting from January and ending in December of each year.
27	Day	A calendar day, whether a working day or not.

1. Objectives of the Compensation and Nominations Committee:

A. Enhancing sound corporate governance through the selection of appropriate qualifications.
b. Managing compensations in a fair and transparent manner.
c. Achieving balance between performance and compensation in a way that supports the Company’s objectives.
d. Establishing compensation policies that motivate performance and serve the interests of shareholders and stakeholders.
e. Ensuring alignment of nominations and compensations with relevant systems and regulations.

2. Formation of the Compensation and Nominations Committee:

A. In accordance with Article 47 of the Corporate Governance Regulations issued by the Capital Market Authority, which permits the merging of the Compensation and Nominations Committees into a single committee named the “Compensation and Nominations Committee,” this integration ensures task complementarity and unification of efforts in managing nominations and determining compensation in alignment with best regulatory practices and governance standards to enhance integrity and transparency.
b. The Committee shall be formed by a resolution from the Board of Directors of the Company and shall consist of no fewer than three (3) and no more than five (5) members from the non-

9. Reviewing the structure of the Board of Directors and executive management and proposing recommendations regarding the changes that can be made.
10. Checking on an annual basis the independence of the independent members. Verifying that there is not any conflict of interest if the member is a board member in another company.
11. Setting special procedures in case the position of a board member or a senior executive becomes vacant.
12. Identifying weaknesses in the board of directors, if any, and proposing solutions to address them in line with the company's interest.
13. Studying and reviewing the CEO's recommendations regarding the appointment and termination of senior executives.

Supervising the administrative succession or job replacement of the Board, the CEO and senior executives.

Third: The remuneration policy

The following shall be considered in the company's remuneration policy:

1. Its consistency with the company's strategy and objectives and with the size, nature and degree of the company's risks.
2. Remunerations are granted to motivate the board members and the executive management in order to enhance the company's success and growth in the long term.
3. Remunerations are determined based on the job level, the tasks and responsibilities assigned to the occupant, the academic qualifications, the work experience, the skills and the performance level.
4. The practices of other companies shall be taken into consideration when determining remunerations. Unjustified increase in bonuses and compensations must be avoided.
5. Targeting to attract, maintain and motivate professional

executive members of the Board, with at least one independent member. The formation must align with applicable laws and relevant regulations.

c. The Company may, when forming the Committee, include members from outside the executive management, with the option to appoint external independent members, provided that the Chairman of the Committee is selected from among the independent members.

d. The Chairman of the Board of Directors may not serve as Chairman of the Committee.

e. No person who is a member of the executive management or is engaged in executive functions within the Company may be a member of the Committee.

f. The Board of Directors shall nominate the members of the Committee, whether from among its own members or from outside, provided that the external members are shareholders or their representatives. Each candidate shall be voted on individually.

G- Member Selection Criteria:

• The candidate must have experience in relevant fields such as human resources, governance, strategic management, or compensation and rewards.

• The candidate must have a sound understanding of the Company’s business and its nature.

• The candidate must not have any prior conviction for dishonesty, breach of trust, or financial crimes.

• The candidate must not be a current member of the Company’s executive management, nor have any relationships that affect their independence.

• The candidate must meet the eligibility conditions and requirements stipulated in applicable laws and regulations, including the Corporate Governance Regulations.

• The candidate must demonstrate the ability and commitment to perform the Committee’s duties effectively and efficiently.

• The candidate must have a clean record with respect to integrity and trustworthiness.

• The candidate’s selection must comply with relevant laws and regulations.

A. Appointment of the Chairman:

- The Committee members shall appoint a Chairman from among the independent members.
- In the event of the Chairman’s absence, the attending members shall appoint a temporary chairman for the meeting.

B. Term of Membership:

- The Committee’s term shall be four years, starting with the beginning of the Board term and ending with the conclusion of the Board term or the remaining duration thereof. The Board may reappoint the same member(s) for another term or other similar periods.

competencies without exaggeration.

6. Remuneration disbursement or refund shall be suspended if it is evident that it was decided based on inaccurate information provided by a member of the board of directors or the executive management. Such procedure shall prevent the exploitation of the job position to obtain undue remunerations.
7. Organizing the award of company's shares to members of the Board of Directors and the Executive Management, whether it is a new issue or shares purchased by the company.

Fourth: Nomination procedures

1. When nominating members of the Board of Directors, the Committee must adhere to the terms and conditions stipulated in the Corporate Governance Regulations issued by the Capital Market Authority and the requirements decided by the Authority.
2. The company shall publish the nomination announcement on the company's website, the market website, and in any other means determined by the Authority. This announcement shall invite persons wishing to run for membership in the company's board of directors; provided that the nomination term shall last at least one month from the announcement date.
3. Every shareholder shall have the right to nominate himself or someone else for membership in the Board of Directors in accordance with the Companies Law and its executive regulations.
4. The number of candidates for the board of directors whose names are presented to the general assembly must exceed the number of available seats so that the general assembly shall have an opportunity to choose from the candidates.

Fifth: Committee meetings

1. The Nominations and Remunerations Committee shall meet periodically at least twice a year and whenever the need arises, by an invitation of its chairman or two of its members.

- A member's term shall end in any of the following cases:
  - Expiration of the Board term.
  - Resignation by submitting a written notice accepted by the Board of Directors.
  - Absence from three consecutive or five intermittent meetings without acceptable excuse.
  - Membership becomes invalid for any reason, and a new member is not appointed within 15 days.
  - Dismissal by the General Assembly due to violations or loss of eligibility.
- If a member's term ends during the committee's term due to death, resignation, incapacity, or dismissal, the Board of Directors shall appoint a temporary replacement with sufficient qualifications and competence. The appointment must be presented to the next General Assembly meeting for approval, and the new member shall complete the remaining term of his predecessor.

c. Legal Quorum:
If the number of members falls below the legal quorum (three members), the Board of Directors must be notified to appoint a new member immediately.
d. Appointment of the Secretary:
- The Committee shall appoint a Secretary to record meeting minutes and maintain documentation. The Secretary shall not have voting rights unless he/she is a member of the Committee.

e. Notification: The Company shall notify the Capital Market Authority with the names of the Committee members and their capacities within five working days from the date of their appointment.
The Authority shall also be notified of any changes in Committee membership within the same period.

3. Powers of the Compensation and Nominations Committee:

A. Reviewing the Company's human resources policies and compensation regulations.
b. Requesting any additional information or reports from the executive management or executive staff. c. Meeting with members of the executive management and Board of Directors to discuss matters within its competence and as necessary.
d. Submitting recommendations to the Board of Directors regarding compensation policies and systems, including strategic objectives.
e. Requesting assistance from qualified external consultants to provide advice on nominations or compensations when needed.

2. Committee meetings may be held by modern means of communication. 3. It is not permissible for any member of the board of directors or executive management, except for the Committee secretary and its members, to attend its meetings unless the Committee requests his opinion or advice. 4. An invitation to attend the Committee's meetings shall be made by the Committee chairman or whoever he delegates or its secretary before a sufficient period of time. The Committee members shall be provided with the agenda and the necessary documents in sufficient time before the meeting. For the Committee's meetings to be valid, the majority of its members must attend. 5. A member may not delegate someone else to attend Committee meetings. 6. In the event that the Committee chairman is unable to attend the Committee's meeting, he may delegate one of its members to chair the Committee's meeting session. 7. Voting: Each member shall have an equal vote. The Committee's decisions are issued by the majority of members present and represented at the meeting. When votes are equal, the decision voted by the Committee chairman shall prevail. 8. The Committee secretary shall document the Committee's meetings, prepare its minutes that include the discussions and deliberations that took place, document the results of the Committee's recommendations and voting and keep it in a special organized record. He shall prepare a statement of the attendees' names and the reservations they made - if any. The minutes shall be signed by all the present members. 9. The Committee shall have the right to seek technical and legal advice from any external body or independent advisory body to assist it in performing its duties. 10. The committee's meeting minutes and recommendations shall be submitted to the Board of Directors.	f. Ensuring that nominations and compensation policies are consistent with relevant regulations and approved policies. g. Discussing matters related to senior executives' nominations and recommending suitable candidates for leadership positions. h. Proposing changes to compensation structures or financial incentive systems to ensure fairness and transparency. **4. Duties and Responsibilities of the Compensation and Nominations Committee:** A. Developing a clear policy for the compensation of Board members, its sub-committees, and the executive management, and submitting it to the Board of Directors for approval and referral to the General Assembly for endorsement, ensuring alignment with performance and execution standards. b. Creating an annual policy for compensations to ensure consistency with approved standards. c. Recommending compensation amounts for Board members and executive management in accordance with the approved policy. d. Clarifying the relationship between the paid compensation and the adopted compensation policy and disclosing it in the annual report. e. Periodic review of the compensation policy, assessing its effectiveness, and recommending any necessary amendments. f. Recommending the nomination of Board members and re-nomination of those whose term is about to expire, in line with approved policies and standards. g. Setting up criteria for membership in the Board and executive management positions. h. Preparing detailed job descriptions for executive, leadership, and Board roles. I. Identifying the required skills and qualifications for Board membership and executive functions. j. Conducting an annual assessment of the Board's performance and its members and committees. k. Verifying annually the independence of independent members and absence of any conflicts of interest. l. Developing clear succession plans for executive and Board positions, especially key and leadership roles. m. Suggesting solutions and proposals to the Board to address any gaps in qualifications required for leadership roles that serve the Company's best interest. n. Identifying the Company's strengths and weaknesses in its governance and human resources structures and proposing means to address them.

11. The Board of Directors shall monitor the Committee work through its chairman or the reports and recommendations that are submitted by the Committee to the Board of Directors.

12. If a Committee member fails to attend more than three consecutive meetings without prior permission from the committee chairman or an acceptable excuse, the Committee shall be entitled to refer to the board of directorsto consider the member's resignation.

Sixth: Remunerations of the committee members

1. The remunerations of the members of the Nominations and Remunerations Committee and the attendance allowance of the Committee members and its secretary shall be based on what is stated in the remuneration policy for members of the Board of Directors, its emanating committees and the executive management approved by the GeneralAssembly.
2. Details of the remunerations and attendance allowances received by Committee members shall be disclosed within the contents of the annual report of the Board of Directors.

Seventh: Reviewing and amending the regulations

1. This regulation shall be reviewed by the Nominations and Remunerations Committee when needed to ensure its compatibility withthesetobjectivesin line with the relevant regulations.
2. The Committee shall submit any amendments or recommendations to this regulation to the Board of Directors for study, consideration and approval. It shall be presented to the General Assembly of shareholders for approval.

Final provisions

The provisions included in these regulations shall be applied by AL QASSIM INVESTMENT HOLDING COMPANY as of the date of being approved by the General Assembly of Shareholders. The shareholders, public and interested parties

5. Duties of the Chairman of the Compensation and Nominations Committee:

A. Supervising the Committee's work and ensuring its alignment with the Company's strategic goals and policies.
b. Managing Committee meetings, including issuing invitations and preparing meeting agendas in coordination with the Secretary.
c. Leading discussions during meetings, ensuring important matters are addressed, and making the appropriate decisions.
d. Following up on the Committee's decisions and ensuring they are properly implemented.
e. Representing the Committee before the Board of Directors and external bodies when needed.
f. Preparing the necessary arrangements to evaluate the Committee members' performance.
g. Ensuring the availability of required resources and information to support the Committee and its members.
h. Signing the Committee's minutes and ensuring their proper documentation and safekeeping.
i. Ensuring the Committee complies with relevant laws and regulations and upholds the highest standards of integrity and transparency.
j. Providing support and guidance to Committee members to ensure efficient and effective performance of their duties.

6. Duties of the Secretary of the Compensation and Nominations Committee:

A. Preparing Meeting Agendas:

- Preparing meeting agendas in coordination with the Committee Chairman and obtaining his approval.
- May consult with other Committee members regarding the agenda if deemed necessary.

b. Distributing Agendas and Supporting Documents:

- Sending the agenda and supporting documents to all Committee members at least five (5) working days prior to the meeting date.

c. Notifying Members of Meeting Dates:

- Notifying all members of the meeting dates and agendas to ensure their attendance and preparedness.

d. Recording the Minutes of Meetings:

- The Secretary of the Committee shall accurately record the minutes of meetings, which must include:

• Names of the attendees

shall be enabled to review these regulations. These regulations shall be amended (based on the need) based on a recommendation issued by the board of directors, provided that any suggested amendment shall be presented to the General Assembly of Shareholders in the nearest meeting for approval	• Meeting agenda • Summary of discussions • Recommendations and decisions reached • Date of approval of the minutes by the Committee Chairperson **e. Providing Copies to the Board Chairperson:** • A copy of the meeting minutes shall be provided to the Chairman of the Board of Directors after being approved and signed by the Committee members. **f. Storing the Minutes:** The meeting minutes shall be stored in an organized and secure manner to ensure easy retrieval when needed. g. Performing any additional duties assigned to the Committee Secretary by the Committee. 7. Meetings of the Compensation and Nominations Committee: A. The Compensation and Nominations Committee shall meet periodically, with at least one meeting per year, or whenever necessary based on a request from the Chairperson or two of its members. b. The Committee may convene via modern communication means. c. Any Committee member may not attend its meetings unless invited by the Chairperson or the executive management to present their input. d. The meeting invitation shall be issued by the Committee’s Secretary upon request from the Chairperson, along with the agenda and relevant documents. e. The Committee meeting is not valid unless attended by the majority of its members, including the Chairperson of the session. f. In the absence of the Committee Chairperson, the attending members shall choose one among them to preside over the meeting. In case of a tie in voting, the casting vote belongs to the Chairperson (or acting Chairperson). g. The Committee’s Secretary shall prepare the meeting minutes and record deliberations, discussions, voting outcomes, and decisions in a dedicated register signed by attending members, the Secretary, and the Committee Chairperson. h. The Committee may seek assistance from third parties or independent consultants to help it fulfill its responsibilities. i. The Committee submits its recommendations to the Board of Directors. j. The Board of Directors may reject the Committee's recommendation by a justified decision or return it for reconsideration.

	k. If the Board of Directors does not decide within thirty (30) days, the recommendation is considered approved. l. A special file shall be kept for each Committee meeting, including invitations, meeting minutes, decisions, and approvals signed by attending members. m. The Secretary shall provide a copy of the signed meeting minutes to all Committee members and maintain a backup copy accessible when needed. **8. Compensation Policy:** The Company's compensation policy shall observe the following: A. Aligning with the Company's strategic goals and objectives. b. Offering compensation to motivate Board members and executive management to achieve long-term performance, linking the variable component of compensation to long-term performance. c. Determining compensation based on the level of job responsibilities, duties assigned, academic qualifications, practical experience, skills, and performance level. d. Taking into account job size, nature, and associated risk level. e. Considering other companies' compensation practices while avoiding any unjustified increase in compensation to maintain it within reasonable and acceptable limits. f. Aiming to attract qualified professionals with suitable expertise and skills. g. Withholding or reclaiming any compensation determined based on inaccurate information provided by a Board or executive management member, to prevent abuse of position for undeserved gains. h. Regulating the granting of shares to Board and executive management members, whether through new share issuance or shares purchased by the company . **9. Nomination Procedures:** A. The Company shall publish a nomination announcement on its website and the Capital Market's electronic platform, or any other channel specified by the Authority. This is to invite individuals wishing to be nominated for Board membership, with the nomination window remaining open for at least ten days from the announcement date. b. The Compensation and Nominations Committee shall adhere, when nominating candidates for Board membership, to the provisions and conditions stated in the amended Corporate Governance Regulations issued by the Capital Market Authority on 25/6/1442H (corresponding to 8/2/2021G), as well as any requirements set by the Authority. c. The number of candidates nominated by the Board of Directors to the General Assembly must exceed the number of available seats, to give the General Assembly the opportunity to select from among the nominees.

	10. Code of Conduct and Commitments of the Compensation and Nominations Committee Members: A. Independence: Committee members shall perform their duties with full independence, unaffected by any personal interests or relationships that may influence their judgment or decisions. b. Confidentiality: Maintaining the confidentiality of all information related to nominees and compensations, and ensuring such information is not disclosed to any unauthorized party. c. Integrity: Ensuring that all recommendations and decisions regarding nominations and compensations are fair, transparent, and in the best interest of the Company and its shareholders. d. Compliance with Regulations: Adhering to all applicable regulations and bylaws, including the Corporate Governance Regulations and the Company's internal policies, and ensuring the Committee's decisions align with them. e. Avoidance of Conflicts of Interest: Avoiding any involvement or recommendations related to matters that present a direct or indirect conflict of interest for the member or their relatives. f. Transparency: Disclosing any potential conflicts of interest to ensure the proper actions are taken to maintain impartiality in all decisions. g. Active Participation: Effectively participating in all Committee meetings and diligently fulfilling assigned duties. h. Professional Evaluation: Making nomination and compensation decisions based on professional and objective standards, ensuring alignment with sound governance principles. i. Objectivity in Recommendations: Submitting recommendations to the Board based on accurate analysis and objective criteria, free from any internal or external influences. j. Accountability: Assuming full responsibility for the Committee's decisions and ensuring their implementation in a manner that serves the Company's long-term interests. **11. Training and Qualification of the Compensation and Nominations Committee Members** The Committee shall implement a training program for its members to ensure a deep understanding of the Committee's role, duties, and responsibilities, and to equip members with the required knowledge and skills to enable them to perform effectively in accordance with corporate governance standards and best practices. a. Prior to joining the Committee: The member shall be provided with copies of the following: • The Companies Law in Saudi Arabia. • The Corporate Governance Regulations issued by the Capital Market Authority. • The Company's Bylaws. • The Committee's Charter and internal regulations.

	b. Familiarization with Company Operations: The member shall be provided with: • A summary of the Company's commercial activities. • The Company's organizational and administrative structure. • A list of Board and executive management members. • The Company's strategy and objectives. • A summary report on the general compensation policy and nomination policy. • Policies on rewards and incentives. **12. Reports of the Compensation and Nominations Committee** a. A detailed report shall be prepared covering the performance of the Committee, its responsibilities, and duties as stipulated in the Corporate Governance Regulations and the Company's Bylaws. The report shall include the Committee's recommendations and observations on nomination and compensation policies and their effectiveness in achieving the Company's objectives. b. Submitting the Committee's periodic reports to the Board of Directors, including its recommendations and observations on compensation, nominations, future needs, and related matters. c. The Chairperson of the Committee, or a designated representative, shall attend the General Assembly meetings of shareholders to respond to questions and inquiries related to the Committee's activities and reports. **13. Compensation of Committee Members** a. Determining the compensation. A. The compensation of the Compensation and Nominations Committee members, including session attendance allowances and other compensations, shall be determined in accordance with the Compensation Policy for Board Members and Committees derived from it and the executive management. b. Types of Compensation: • **Fixed Compensation:** Granted to members for their membership in the Committee. • **Session Attendance Allowances:** Paid for each meeting attended, in accordance with approved regulations and policies. c. Documentation of Compensation: All compensations and allowances granted to members shall be documented and disclosed in the Company's annual reports in accordance with the requirements of transparency and accountability. **14. Cases of Suspending or Reclaiming Compensation:**

	A. **Suspension Due to Dismissal:** If a resolution is issued by the Board of Directors to dismiss a member from the Committee due to failing to attend three (3) consecutive meetings within one year without a valid excuse approved by the Board: • The member is not entitled to compensation or allowances for the period following their last attended meeting. • The member must return any compensation or allowances already disbursed for that period. b. **Suspension Due to Violations:** The Company reserves the right to suspend or reclaim compensation and allowances paid to the member if it is proven that they caused harm to the Company, or violated the rules and responsibilities entrusted to them. This applies in the following cases: • Breach of honesty or integrity. • Violation of applicable regulations and policies in the Kingdom. • Failure to fulfill obligations and responsibilities that directly harm the Company's interests. **c. Additional Notes:** • All resolutions related to suspending or reclaiming compensation and allowances shall be documented in the minutes of the Board meetings. • The member is required to return any amounts disbursed during a specified period as determined by the Company, in accordance with approved procedures. • These provisions shall be applied in accordance with the relevant laws and regulations in the Kingdom, ensuring fairness and transparency in all decisions taken. **15. Approval, Amendment, and Implementation of the Compensation and Nominations Committee Charter:** F. **Approval:** • This Charter is approved by the General Assembly of the Company based on a recommendation by the Board of Directors. • The implementation of the Charter becomes effective from the date of approval by the General Assembly. G. **Amendment:** • Amendments to this Charter may be proposed by the Compensation and Nominations Committee or the Board of Directors. • Proposed amendments must be submitted to the Board of Directors for review and then presented to the General Assembly for approval.

	- Amendments required by any relevant authority must be approved by the General Assembly. H. **Implementation:** - The provisions of this Charter are effective from the date of approval. - The Committee must periodically review this Charter to ensure its effectiveness and alignment with Company policies. - Updates to this Charter must ensure compliance with the Corporate Governance Regulations issued by the Capital Market Authority in the Kingdom. I. **Conflict Management:** - The provisions of this Charter shall be implemented in a manner that avoids conflict with applicable regulations and policies. - In case of conflict, priority shall be given to regulatory requirements and prevailing policies. J. **Transparency and Disclosure:** - Approval or amendment of this Charter shall be documented in the minutes of the General Assembly. - A certified copy of the approved Charter shall be made available to shareholders to ensure transparency. This Charter was approved by the Board of Directors in its meeting No. (311) dated (May 11, 2025), and ratified by the General Assembly of the shareholders of ALGASSIM INVESTMENT HOLDING CO. in its meeting held on (...) corresponding to (...).

Clause 3

AMENDING THE REMUNERATION POLICY FOR BOARD OF DIRECTORS MEMBER, COMMITTES EMANATING FROM THE BOARD AND EXECUTIVE MANAGEMENT
AL GASSIM INVESTMENT HOLDING COMPANY

<table>
<tr><th>Policy Before Amendment</th><th>POLICY After Amendment</th></tr>
<tr><td>
Introduction

Upon the desire of the AlGassim Investment Holding Co. Board in in execution of the statutory obligation, the Remuneration Policy of the Board and Committees Members Emanating from Board and Executives of AlGassim Investment Holding Co. to comply with the decisions issued in this regard from the rules and regulations of the Capital Market Authority ("Corporate Government Regulations") as per the Articles: Twenty-Second (22), Fifth Paragraph (5), Sixty-First (61) and sixty-second (62), with the requirements of the Companies Law issued by the Ministry of Commerce and Investment.

Introductory Provisions

أ. Definitions
1. The words and expressions contained in this policy shall have the meanings set out in the list of terms used in AOA of the AlGassim Investment Holding Co. and contained in the regulations of the Financial Market Authority and the Corporate Regulation issued by the Ministry of Trade and Investment.
2. In order to the execution of this document, The words and expressions shall have the meanings set out for each term hereunder, unless the context suggests a different meaning:
</td><td>
1. Introduction:

In line with the Company's commitment to enhancing the effectiveness of its governance and in application of the relevant legislations and regulatory instructions, this Policy aims to establish a clear and fair framework for granting compensation to members of the Board of Directors, its sub-committees, and Executive Management. The objective is to achieve a balance between regulatory compliance and attracting top professional competencies, while linking compensation with the Company's strategic performance and growth.
This Policy has been prepared based on the provisions of the Companies Law issued under Royal Decree No. (M/132) dated 01/12/1443H, and in accordance with the Company's Articles of Association and all amendments made up to the date of this Policy. It also adheres to the Corporate Governance Regulations issued by the Capital Market Authority under Resolution No. (8-5-2021) dated 25/06/1444H (corresponding to 18/01/2023), which stipulate the formation of a Compensation Committee to set compensation for Board members, its committees, and Executive Management. This Policy shall be submitted to the Board of Directors for review and then to the General Assembly for approval.
2. Definitions:
A. For the purpose of implementing this Policy, the words and phrases mentioned below shall have the meanings set forth before them unless the context requires otherwise.
b. All other terms not defined in this Policy shall have the meanings as stated in the Corporate Governance Regulations, the Companies Law, or those issued by the Capital Market Authority or relevant regulatory body.
<table>
<tr><th>#</th><th>Term / Phrase</th><th>Definition</th></tr>
<tr><td>1</td><td>Company</td><td>Al Qassim Investment Holding Co.</td></tr>
</table>
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</table>

Words and Expressions	Definition
Company:	**AlGassim Investment Holding Co.**
Policy and Document	Remuneration Policy of the Board and Committees Members Emanating from Board and Executives.
Governance Regulation:	Corporate governance rules and policies in the company that have been approved by the General Shareholders Assembly.
The Authority	The Capital Market Authority in the KSA.
The Ministry:	The Ministry of Trade and Investment in the KSA.
Competent Oversight Authorities:	The Ministry, unless related to the Limited Liability Company listed in the Market, it shall be the Authority.
The General Assembly:	The General Assembly - Extraordinary.
The Board:	Board of the Company.
The Committes:	The permanent or temporary committees emanating from the Board or formed by the Board or by the general assembly.
The Committee:	The Company's Remuneration and Nomination Committee.
Administration:	The Executive Administration shall be represented by the CEO of the company, it deputies and the Finance Director, including those responsible for administrating the day-to-day operations of

2	Policy	The Policy of Remuneration for Members of the Board of Directors and Committees Emanating from the Board and Executive Management.
3	Governance Regulations	Corporate Governance Regulations approved by the General Assembly of shareholders.
4	Bylaws	The Company's Articles of Association.
5	Kingdom	The Kingdom of Saudi Arabia.
6	Ministry	The Ministry of Commerce in the Kingdom of Saudi Arabia.
7	Relevant Regulatory Authorities	The regulatory authority concerned with market participation, such as the Capital Market Authority.
8	Authority	Capital Market Authority.
9	Board	The Company's Board of Directors.
10	General Assembly	The Ordinary or Extraordinary General Assembly of the shareholders.
11	Executive Management	The executive body that includes the CEO and the executive team who manage the Company's operations and strategy.
12	CEO	The person responsible for executing the Company's strategy, including the CEO and the CFO.
13	Senior Executives	Individuals who manage the Company's strategic operations, including the CEO and the CFO.
14	Compensation	Includes fixed and variable amounts paid as annual or one-time remuneration based on performance, profits, or long-term plans, or for attending meetings or fulfilling responsibilities.

3. Policy Objectives:

A. To implement regulations and instructions in accordance with the Companies Law, Governance Regulations, and the Company's Bylaws.
b. To enhance transparency and establish clear standards for determining compensation.
c. To set structured mechanisms for granting fair and effective compensation to support Company objectives.

	the company, and proposing and executing strategic decisions.
Chief Executive Officer (CEO):	The chief administrative officer of Board and the delegated from the head of the Company's Executive.
Chief Executive:	Any natural person who administrates the day-to-day operations of the company and shall be responsible for proposing and executing the strategic decisions of the company, including the CEO of the company, its deputies and the finance director.
Remuneration:	amounts, allowances, profits and equivalent, periodic or annual remuneration associated with performance, short or long-term incentive plans and any other in kind benefits, except for reasonable actual fees and expenses incurred by the company for the performance of the work.

Unless it is otherwise required by the context, the expressions and terms not included in these Regulations shall have the same meanings they bear in the Corporate Governance Regulations issued by CMA or in Glossary of Defined Terms used in the CMA Regulations and Rules.

B- The Objectives

This policy aims to the following:

1. To develop the overall framework for the policy of compensation and remuneration of Board members, committees and administration and the controls over their disbursement and recovery.

d. To offer competitive compensation to attract qualified talent with experience and competence and retain them.
e. To link compensation to Company and shareholder interests, ensuring balance between individual and collective performance.
f. To support sustainable policies that enhance long-term value and contribute to achieving the Company's strategic goals.
g. To define direct criteria for compensation linked to the nature of tasks, responsibilities, and risk profile of each role.

4. Adoption and Implementation of the Policy:

The Compensation Committee, in coordination with Executive Management, shall monitor implementation of this Policy and verify its compliance with the adopted procedures. It shall report any significant deviations to the Board for guidance and shall review and propose necessary amendments to ensure alignment with the Company's objectives. Amendments must be reviewed by the Board and approved by the General Assembly.

5. Related Policies and Organizational Framework for Compensation Policy of Al Qassim Investment Holding Co.:

a. Transparency and Disclosure:

- The Board of Directors shall submit an annual report to the General Assembly that includes full disclosure of all amounts received by each Board member during the fiscal year, including session attendance allowances, compensation, or other related benefits.
- The report must also disclose the number of Board and committee meetings attended by each member.
- The Executive Management shall disclose annually a detailed breakdown of compensation and allowances granted to Board members and Executive Management, including:
  - Compensation types and values granted by the Company.
  - Performance-related bonuses or other types of bonuses.
  - Any compensation or benefits received directly or indirectly from any affiliate company.
- The disclosure must include any compensation or benefits received in exchange for technical, administrative, or advisory services.
- It must also disclose any material deviation from the approved Policy and its justifications.
- The breakdown must include at minimum the following categories:
  - Chairman of the Board
  - Board members

2. To identify specific remuneration policies, link them to performance, and verify their execution.
3. To clarify the mechanism for identifying, approving and amending the remuneration of board members, committee members and chief executives.
4. To attract appropriate talented professionals and competencies required to execute duties and responsibilities of the board, its committees, and executive administration through adapting performance-related motivational plans, which contributes to improve the performance of the company and to achieve the best interests of its shareholders
5. To maintain current competencies through the regulatory framework for the remuneration of chief executives in the company.
6. To achieve the full compliance to the applicable laws and regulations issued by the competent regulatory authorities and ensuring continuity in their execution and compliance therewith.
7. To work on clear basis as per the principle of full transparency and the obligation to disclose remunerations.

C- Amending and updating The Policy

Remunerations and nominations shall periodically review the policy, assess its effectiveness in achieving its objectives and amending them whenever so require, and submitting the amendment to the Governing Board for approval and recommend to the General Assembly for approval

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First: General Policies of Remuneration

The Board and Committee shall consider, in identifying and disbursing the remunerations obtained by Board and Committee members and chief executives, the relevant provisions set out in the companies' system and the financial market system (governance regulation) and their regulations, in addition to the following general policies:

- Committee members
- Executive Management
- Compensation types (e.g., fixed, variable, bonuses, meeting attendance)

- Compensation granted collectively to Board members, Committee members, or Senior Executives shall not exceed the limits specified by the Capital Market Authority.

b. Fairness and Balance of Compensation:

- Compensation must be fair and consistent with the efforts and responsibilities assigned to members.
- Compensation should consider the Company's size, sector, members' skill level and expertise, and the importance of attracting and retaining talent.

c. Basis for Determining Compensation:

- Profit-based compensation must be granted based on a recommendation from the Compensation and Nominations Committee and approved by the Board of Directors and the General Assembly.
- Fixed compensation for Board and committee members must be based on the same process.
- Members of the Board of Directors may not vote on compensation items relating to them in General Assembly meetings.
- The Company relies on a mechanism that links compensation to both individual and collective performance, as well as strategic objective achievement.
- Compensation may be fixed amounts, attendance allowances, or a percentage of profits. However, it is not permissible to combine more than two of these elements.
- Executive Management compensation may not be determined as a percentage of profits or revenue.

d. Compensation Distribution:

- Compensation distribution shall be determined according to the schedule specified in advance to ensure member distinction and achievement of defined objectives, and shall be subject to General Assembly approval.
- Board members may receive reimbursements for travel and accommodation expenses according to Company policy and applicable regulations.
- Annual compensation for members of the Board and its committees shall be disbursed as per the policy approved by the General Assembly.

e. Compliance with Laws and Regulations:

a) The remunerations shall be clarified on the committee recommendation.
b) The remunerations shall be appropriate with the company's activity, skills and experience required to be managed.
c) The remunerations shall be in compliance with the strategy and objectives of the company.
d) The remunerations shall be submitted in order to motivating members of the board and administrate to succeed and develop the company in the long-term, such as linking the variable part of the remuneration with long-term performance.
e) The remunerations shall be identified on the level of job, duties and responsibilities of the occupant, academic qualifications, work experience, skills, and level of performance.
f) The remunerations shall be fair and appropriate to the member's experience, specializations, independence, and the work and responsibilities to be undertaken and incurred by the board members, in addition to the goals set by the board to be achieved during the year.
g) The remunerations shall be consistent with the size, nature and degree of risks of the company,
h) taking into account the practices of other companies in determining remunerations, while avoiding the unjustified increase in remunerations and compensation that may result therefrom.
i) The remunerations shall be reasonably adequate to attract, motivate and retain qualified and appropriate cadres, achieving balance between providing advantages to attract, maintain and motivate professional competencies, and not overestimate them.
j) The Board's remunerations shall be of varying amount to reflect the extent of the member's experience, terms of reference, functions, independence, number of meetings and other considerations.
k) As well as, it shall be prepared in coordination with the Committee when new appointments are made.
l) Cases of suspension the payment of remunerations or refunding it if it appears that it was decided based on inaccurate information provided by a member of the board or administration, in order to prevent the employment situation being exploited for undue remunerations.

- All compensation granted must comply with the Companies Law, Corporate Governance Regulations, and regulatory circulars issued by the Capital Market Authority.

f. Suspension or Reimbursement of Compensation:

- A Board member shall not be entitled to compensation for the period of absence if absent from three consecutive or five intermittent meetings without a valid excuse accepted by the Board.
- If any compensation is paid based on false or inaccurate information, or if the member is found to have abused the system, such compensation must be reimbursed.
- If membership in the Board or a committee ends, the member is not entitled to compensation for the remaining term.

g. Exceptional Compensation:

- Exceptional compensation may be granted for specific outstanding contributions upon recommendation by the Board and approval of the General Assembly.

h. Procedures upon Resignation or Dismissal:

- If a member resigns or is dismissed without fulfilling obligations or attending meetings, they are not entitled to compensation for the period after their last attendance.

i. Monitoring of Policy Compliance:

- The Compensation and Nominations Committee shall be responsible for monitoring compliance with this Policy and submitting periodic reports to the Board of Directors to track its effectiveness.

j. Entitlement Based on Membership Term:

- A member shall be entitled to compensation from the date of joining the Board or the Committee, and based on the duration of their term.

6. Compensation of Board Members

a. Board Meeting Attendance

The following table outlines allowances and benefits related to attendance of Board meetings:

#	Type of Compensation / Allowance	Amount
1	Attendance allowance for Board members (per meeting)	SAR 5,000
2	Attendance allowance for the Board Secretary (per meeting)	Determined by the Board in line with Company policy and applicable laws and regulations.
3	Business-class travel ticket allowance for members residing outside Al-Qassim region	SAR 1,500

m) Regulating the granting of shares in the company' members and administration of the Board, whether they are new issues or shares purchased by the company.

Second: The general framework of the remuneration and compensation policy

a) The company is keen to coordinate the remuneration and compensation paid to the members of the Board, such compensations shall not exceed the identified by the Oversight Authorities.

b) In any case; the total amount of compensation and remuneration received by a member of the Board shall not exceed SAR 500,000 per year, in accordance with the regulations established by the competent authority.

c) Such remunerations may be a certain amount, attending allowance, in kind benefits or a certain proportion of net profits, and two or more such benefits may be combined, the entitlement of which shall be proportional to the number of meetings attended by the member.

d) If the remunerations shall be a certain percentage of the profits of the company, it may not exceed (10%) of the net profits, after deducting the reserves established by the General Assembly in execution of the provisions of the Corporate Regulations and Regulations, and after distribution of the profit to the shareholders at least (5%) of the company's paid capital, the entitlement to which is proportional to the number of meetings attended by the member.

a) In the absence of an annual profit, the company shall not be entitled to pay the lump sum annual remuneration to the Board members and the Committees, in such time, the benefits and allowances of attendance at meetings of the Board and Committees shall be paid from the attendance, ticket and delegation allowance.

b) The remuneration and compensation structure shall be aligned with the Company's objectives

c) The remuneration and compensation shall be fair against the effort of such deserve.

4	Accommodation allowance for members residing outside Al-Qassim region	SAR 1,000

b. Fixed Annual Compensation:

The annual compensation for members of the Board of Directors shall be determined in a fair and appropriate manner, consistent with the Company's bylaws and relevant regulations, and linked to performance and attendance of Board meetings, as follows:

- A fixed annual compensation shall be granted as shown below:

#	Type of Compensation / Allowance	Amount
1	Annual compensation for the Chairman of the Board	SAR 200,000
2	Annual compensation for Board Members	SAR 150,000

k. Profit-Linked Annual Compensation:

- The amount of profit-linked annual compensation shall be approved by the General Assembly, in a manner that does not conflict with the provisions of the Companies Law and the Company's Articles of Association.

7. Compensation of Committee Members

The table below details types of compensation and allowances for committee members and chairpersons, including travel and accommodation expenses. These compensations are determined in line with the Company's policies and applicable laws and aim to balance fair reward for responsibilities with adherence to institutional governance.

#	Type of Compensation / Allowance	Amount
1	Annual compensation for committee members and chairpersons	SAR 75,000
2	Attendance allowance for committee members (per meeting)	SAR 5,000
3	Attendance allowance for committee secretary (per meeting)	Determined by the Committee in line with Company policy and applicable laws and regulations.

d) The remuneration and compensation structure shall not cause any conflict of interest that negatively affects the performance of the company.

e) A member shall deserve the remuneration as of the date of joining to the Board or committee and according to the term of the membership

Third: Remuneration of the Board Members

1-3 Board Meeting Sessions:

Benefits and allowances of attending the Board meetings sessions shall be as the following:

SN.	Remuneration Type	Amount
1	Allowance of attending one session	Five (SAR 5,000) Thousand Saudi Riyals
2	Allowance for First-Class Air Tickets for whom outside the Qassim	One Thousand Five Hundred (SAR 1,500) Saudi Riyals
3	Delegation allowance for whom outside the Qassim	One Thousand (SAR 1,000) Saudi Riyals
4	Allowance of attending one session for Secretary determined by the resolution of the Board.	

2.3 Annual Remuneration

Remuneration of the Board Members consists of the following:

SN.	Remuneration Type	Amount
1	Annual remuneration (an annual lump sum per member) linked to performance and	One Hundred Thousand (SAR 100,000) Saudi Riyals

4	Business-class travel ticket allowance for members residing outside Al-Qassim region	SAR 1,500
5	Accommodation allowance for members residing outside Al-Qassim region	SAR 1,000

8. Compensation of Senior Executives:

The Committee shall propose salaries, wages, and compensation of Senior Executives for approval by the Board. These may include:

1. Basic salary paid at the end of each month.
2. Allowances such as housing and transport.
3. Medical insurance for the individual and their dependents according to Company policy.
4. Annual leave and travel tickets according to Company policy.
5. Performance bonuses (individual and collective), based on recommendation by the Committee and Board resolution.
6. End-of-service benefits according to the Company's HR policies.

9. Policy Adoption and Amendments:

a. Adoption:

- This Policy shall be approved by the Company's Ordinary General Assembly based on the recommendation of the Board of Directors.

b. Amendments:

- Any amendments to this Policy shall be made based on a request from the Compensation and Nomination Committee.
- The proposed amendments shall be submitted to the Board of Directors for review and then presented to the General Assembly for approval.
- The approved amendments shall be published and communicated to all relevant parties.

c. Implementation:

- This Policy shall be effective from the date of its approval by the General Assembly.
- The Policy shall be reviewed periodically by the Compensation and Nomination Committee, especially when changes occur in regulations or the Company's internal policies.
- The Policy shall be updated to ensure alignment with the Saudi Companies Law and the Corporate Governance Regulations issued by the Capital Market Authority.

d. Conflict Management:

- Any provisions in this Policy shall not conflict with regulations or regulatory circulars.

	attendance at Board and committee sessions)	
2	Annual remuneration linked to the profits for the Board members (A certain percentage of net profits shall be determined on the recommendation of the committee in the event that the company achieves profits after fulfilling the conditions and statutory requirements set out in the companies system issued by the Ministry and the Company's AOS.)	

1.3 Related Policies

أ. The liquidated remuneration of Board members mentioned above in Paragraph (2.3 Annual Remuneration) No. (1) may be reviewed from time to time in accordance with the committee's recommendation based on performance variables, while obtaining the approval of the General Assembly.

ب. The attendance, tickets and delegation allowance shall be disbursed on a quarterly basis.

ج. The liquidated annual remuneration and profit related remuneration shall be disbursed in an annually basis upon the recommendation and approval of the Board and acknowledgment of the General Assembly.

Fourth: Remuneration of the Committes Members

1-4 The meeting of the committees emanating from the Board

Benefits and allowances of attending the committees emanating from the Board meetings sessions shall be as the following:

SN.	Remuneration Type	Amount

- In the case of any conflict between this Policy and prevailing regulations, the latter shall take precedence.

e. Transparency and Disclosure:

- Any adoption or amendment to this Policy shall be documented in the General Assembly minutes.
- An updated copy of the Policy shall be made available to shareholders and stakeholders upon request to ensure transparency.

This Charter was approved by the Board of Directors in its meeting No. (311) dated (May 11, 2025), and ratified by the General Assembly of the shareholders of ALGASSIM INVESTMENT HOLDING CO. in its meeting held on (...) corresponding to (...).

1	Allowance of attending one session	Five (SAR 5,000) Thousand Saudi Riyals
2	Allowance for First-Class Air Tickets for whom outside the Qassim	One Thousand Five Hundred (SAR 1,500) Saudi Riyals
3	Delegation allowance for whom outside the Qassim	One Thousand (SAR 1,000) Saudi Riyals
4	Allowance of attending one session for Secretary determined by the Committee at the first meeting after its formation.	

2.4 Annual Remuneration

Remuneration of the Committee Members consists of the following:

SN.	Remuneration Type	Amount
1	Annual remuneration (an annual lump sum per member "linked to performance and attendance at Board sessions)	Fifty Thousand (SAR 50,000) Saudi Riyals

3-4 Related Policies

أ. The attendance, tickets and delegation allowance shall be disbursed on a quarterly basis.

ب. The liquidated annual remuneration for the member shall be disbursed in an annually basis upon the recommendation and approval of the Board and acknowledgment of the General Assembly.

Fifth: Remuneration for the Executive Administration

1-5 Chief Executive Remuneration

The committee shall propose the salaries, allowances and remuneration of chief executives and to be approved by the board, which consists of the following: a) A basic salary to be paid at the end of each calendar month. b) Allowances including housing and transportation. c) Medical insurance for the person and his family, in which the degree of insurance shall be determined according to the HR policies approved by the company. d) Annual leave and annual tickets for economy class (for residents) according to the company's approved HR policies. e) Any remunerations and allowances approved by the Board based on the Committee's recommendation. End of service benefits as per the work system and the approved by HR policies of the company. Sixth: Disclosure of Remunerations Policies and Value a) The board shall disclose the remuneration policy and how the remuneration of board members and management is determined. b) The company shall disclose accurately, transparently and in detail in the board's report on the remuneration disbursed to members of the board, committees and chief executives, directly or indirectly, without concealment or misleading, whether they are sums, benefits or advantages, whatever their nature and name. Such shall also include a statement of the received by the Board members as staff or administrators, or the received in return for technical or administrative work or consultations. The shall also include a statement of the number of Board sessions and the number of sessions attended by a member as of the date of the last meeting of the general assembly. c) Clarifying the relationship between the remunerations given and the applicable remuneration policy, and indicate any material deviation from this policy. d) A statement of the necessary details regarding the remuneration and compensation paid for each of the following separately: - The Board members.	

- The Committee members.
- Total Chief Executive in details.

a) The disclosure shall be in accordance with the remuneration schedule form issued by the Authority.

b) Board members may not vote on the board members remuneration clause at the shareholders 'general assembly meeting.

Seventh: The Company's Recovery of Board Members 'Remuneration

a) If the General Assembly decides to terminate the membership of any of the members of the Board, such member shall not entitled to any remuneration for the period following the last meeting attended, and the member shall return all the remuneration disbursed to him for that period, if any.

The company may demand to recover the remuneration paid to any of the board members if it finds that the remuneration paid was disbursed on incorrect or misleading information presented to the general assembly or included in the annual report of the

Eighth: Final Provision

1-8 Accreditation and Approval

a) Remuneration Policy of the Board and Committees Members Emanating from Board and Executives was approved by was approved by the Board of Directors of AlGassim Investment Holding Co in its meeting No. (-) held on - / - / 14 AH corresponding to (- / - / 20 AD) .

b) Remuneration Policy of the Board and Committees Members Emanating from Board and Executives was approved by was acknowledged by the General Assembly of AlGassim Investment Holding Co in its meeting No. (-) held on - / - / 14 AH corresponding to (- / - / 20 AD) .

2-8 Publication and Enforcement

i. This policy shall be effective as the date of its approval by the General Assembly.

Document	Preparation	Review, Recommendation and Approval	Acknowledgment	Approval Date
Remuneration Policy of the Board and Committees members and Executives	The Remuneration and Nomination Committee	Board of Directors	The General Assembly:	--/--/ 20 AD