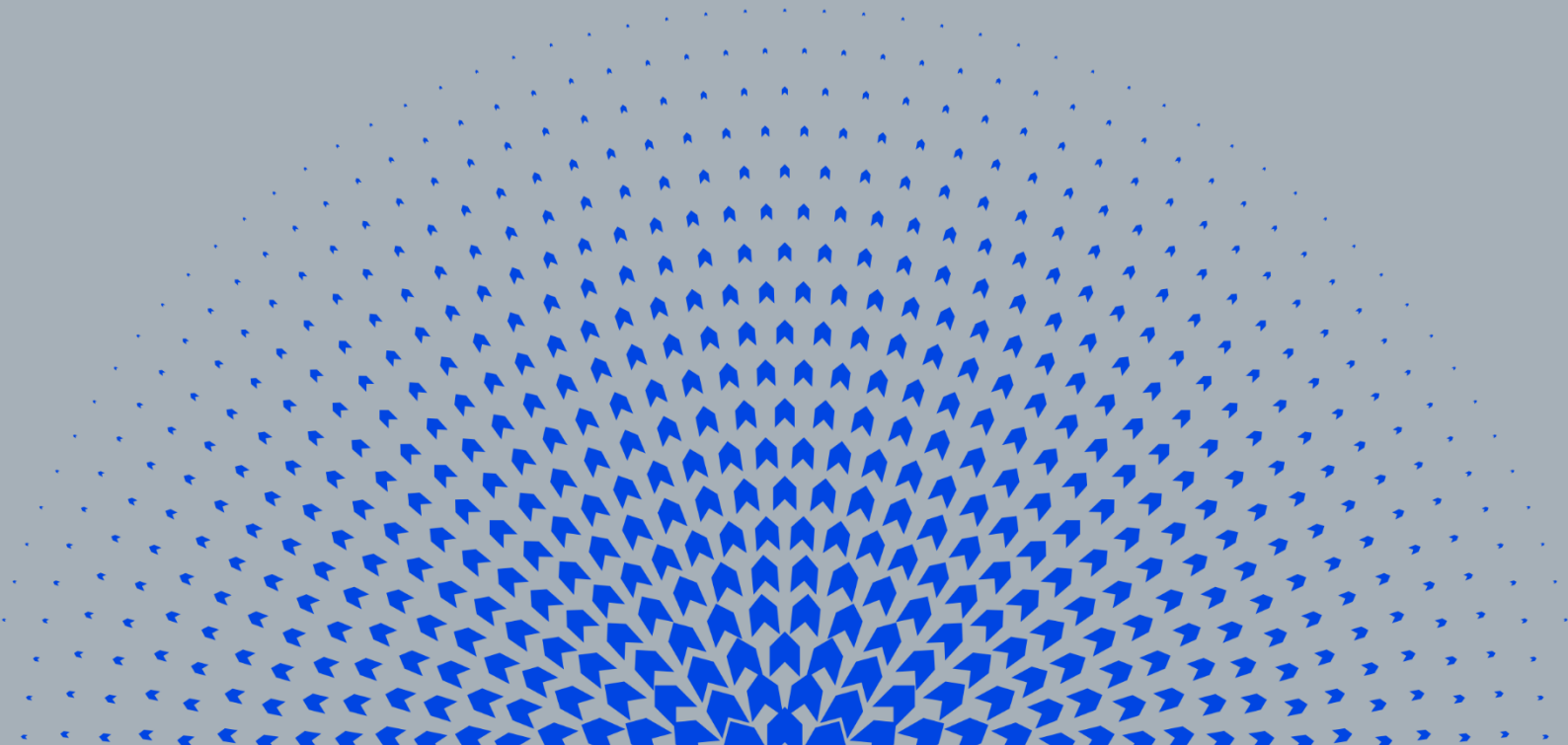


Item #2:

**Amendment on the Audit Committee
Charter**



Amendment on the Audit Committee Charter

	Current Provisions	Provisions after Proposed Amendments		
1)	Article 1: Purpose and objectives	Article 1: Purpose and objectives		
	<p>1.1 The Audit Committee shall be formed by a resolution of the General Assembly of the Company. The Committee shall monitor the Company's work and shall verify the validity and integrity of financial reports and statements as well as internal control systems.</p> <p>1.4 Without prejudice to article (2), the words and terms mentioned in this Charter will have the meanings assigned to them in the Board Charter.</p>	<p>1.1 The Audit Committee shall be formed by a resolution of the Board of the Directors of the Holding Company. The Committee shall monitor the Holding Company's work and shall verify the validity and integrity of financial reports and statements as well as internal control systems.</p> <p>This Article has been moved to Article 2 of this Charter.</p>		
2)	Article 2: Definitions	Article 2: Definitions		
	Company	The Saudi Tadawul Group Holding Company.	Holding Company	The Saudi Tadawul Group Holding Company.
	Subsidiaries	Any company controlled by the Company.	Subsidiaries	Saudi Exchange, Securities Depository Center Holding Company ("Edaa"), Securities Clearing Center Holding Company ("Muqassa"), Tadawul Advanced Solutions Holding Company ("Wamid"), and any other Holding Company that is fully owned by the Holding Company.
	The Board	The Board of Directors of the Company.	The Board	The Holding Company's Board of Directors.
	The CEO	The Company's Chief Executive Officer.	The GCEO	The Holding Company's Chief Executive Officer.
The Division	The Company's Division of Internal Audit.	The Division	The Holding Company's Division of Internal Audit.	

	Executive Management	The executive management of the Company and includes the CEO and all those under his direct supervision.	Executive Management	The GCEO and the Holding Company's employees who are administratively directly related to the GCEO and perform supervisory and administrative tasks.
	Board Charter	Charter of the Board of Directors of the Saudi Tadawul Holding Group	Board Charter	Charter of the Board of Directors of the Saudi Tadawul Holding Group, adopted by Resolution of the Board of Directors No. 05-07-2021 dated 13/12/2021 and any amendment thereto.
3)	Article 3: Affiliation and Authorities		Article 3: Affiliation and Authorities	
	3.2. The Committee is authorized to access the Company's records and documents and to request any clarification or statement from the Board, the Executive Management or the Company employees.		3.2. The Committee is authorized to access the Holding Company's records and documents and to request any clarification or statement from the Board, the Executive Management or the Holding Company employees.	
	3.3. The Committee is authorized to ask the Board to call for a meeting of the Ordinary General Assembly if the Board obstructs its work or if the Company suffers substantial damage or loss.		3.3. The Committee is authorized to ask the Board to call for a meeting of the Ordinary General Assembly if the Board obstructs its work or if the Holding Company suffers substantial damage or loss.	
	3.4. The Committee is authorized to use the services of the consultants it deems appropriate to perform permanent or temporary consultative duties that assist the Committee in performing its responsibilities. The Committee shall determine the consultants' fees.		3.4. The Committee is authorized to use the services of experts or specialists it deems appropriate to perform permanent or temporary consultative duties that assist the Committee in performing its responsibilities. The Committee shall determine the consultants' fees. And this shall be included in the minutes of the Committee meeting the minutes states the name of the expert and his relation to the Holding Company.	
4)	3.6. For the purposes of carrying out all the investigations the Committee considers necessary, members of the Committee are authorized to gather evidence and ask for any		3.6. For the purposes of carrying out all the investigations the Committee considers necessary, members of the Committee are authorized to gather evidence and ask for any records or documents the	

	records or documents the Committee considers important for its investigation. The Committee may delegate this authority to the chief of the Division, any of the Company employees or other external party.	Committee considers important for its investigation. The Committee may delegate this authority to the chief of the Division, any of the Holding Company employees or other external party.
5)	3.7. The Committee is authorized to coordinate with the audit committees of the Subsidiaries to ensure consistency of all levels in monitoring governance imposed by the Company on its Subsidiaries. The Committee is authorized to access the information necessary for auditing the Subsidiaries, to carry out investigations and to ask for records it considers important to audit the Subsidiaries, when necessary.	3.7. The Committee is authorized to coordinate with the audit committees of the Subsidiaries to ensure consistency of all levels in monitoring governance imposed by the Holding Company on its Subsidiaries. The Committee is authorized to access the information necessary for auditing the Subsidiaries, to carry out investigations and to ask for records it considers important to audit the Subsidiaries, when necessary.
6)	Article 5: Duties and Responsibilities	Article 5: Duties and Responsibilities
	The Audit Committee shall monitor the Company's work and shall verify the validity and integrity of financial reports and statements as well as internal control systems. The Committee shall also carry out the following duties and responsibilities.	The Audit Committee shall monitor the Holding Company's work and shall verify the validity and integrity of financial reports and statements as well as internal control systems. The Committee shall also carry out the following duties and responsibilities.
	5.1.2 To review the work of the Committee to assess Committee compliance with its charters and other relevant policies, as well as, for reviewing the efficiency of the Company's internal audit, including compliance with international standards for practicing internal audit, appoint an external party every five years.	5.1.2 Reviewing the work of the Committee to assess Committee compliance with its charters and other relevant policies, as well as, for reviewing the efficiency of the Holding Company's internal audit, including compliance with international standards for practicing internal audit, appoint an external party every five years.
	5.1.3 Making recommendations to the Board to adopt the necessary policies for the Company's internal audit.	5.1.3 Making recommendations to the Board to adopt the necessary policies for the Holding Company's internal audit.

<p>5.1.5 Reviewing and approving the organization structure of the Internal Audit function based on the proposal provided by the Chief of the Internal Audit Division. If deemed necessary, the Committee - based on its discretion as the competent approving authority, might also seek consultation/inputs of the Nomination and Remuneration Committee and/or the Chief Executive Officer to ensure alignment with the broader standards, guidelines and principles governing the subject.</p>	<p>5.1.5 Reviewing and approving the organization structure of the Internal Audit function based on the proposal provided by the Chief of the Internal Audit Division. If deemed necessary, the Committee - based on its discretion as the competent approving authority, might also seek consultation/inputs of the Nomination and Remuneration Committee and/or the GCEO to ensure alignment with the broader standards, guidelines and principles governing the subject.</p>
<p>5.1.7 Establishing a mechanism that allows employees of the Company to confidentially present their remarks about any violation in the financial reports or other reports. The Committee shall verify the application of this mechanism by conducting an independent investigation in proportion to the size of the error or violation and shall adopt the appropriate follow-up procedures.</p>	<p>5.1.7 Establishing a mechanism that allows employees of the Holding Company to confidentially present their remarks about any violation in the financial reports or other reports. The Committee shall verify the application of this mechanism by conducting an independent investigation in proportion to the size of the error or violation and shall adopt the appropriate follow-up procedures.</p>
<p>5.1.10 Examining any other reports issued by the Company, which are part of the Committee's responsibility.</p>	<p>5.1.10 Examining any other reports issued by the Holding Company, which are part of the Committee's responsibility.</p>
<p>Article 5. Clause 2: Reports</p>	<p>Article 5. Clause 2: Reports</p>
<p>5.2.1 Submit an annual report to the Board of Directors that includes the audit committee's views on the adequacy of the Company's internal financial controls system and risk management system.</p>	<p>5.2.1 Submit an annual report to the Board of Directors that includes the audit committee's views on the adequacy of the Holding Company's internal financial controls system and risk management system.</p>
<p>5.2.3 Examining the reports of monitoring authorities to which the Company is subject to, and following up on the implementation of correctional measures in response to the remarks made in these reports.</p>	<p>5.2.3 Examining the reports of monitoring authorities to which the Holding Company is subject to, and following up on the implementation of correctional measures in response to the remarks made in these reports.</p>

Article 5. Clause 3: Financial statements	Article 5. Clause 3: Financial statements
5.3.1 Examining the initial, quarterly and annually financial statements of the Company and reports presented by the Auditor and recommending thereabouts to the Board and the Ordinary General Assembly.	5.3.1 Examining the initial, quarterly and annually financial statements of the Holding Company and reports presented by the Auditor and recommending thereabouts to the Board.
5.3.2 Giving a technical opinion, upon request of the Board, about whether the Board's report and financial statements of the Company are fair, balanced and understandable and includes the information that would enable the shareholders and investors to evaluate the financial position, performance, business model and strategy of the Company.	5.3.2 Giving a technical opinion, upon request of the Board, about whether the Board's report and financial statements of the Holding Company are fair, balanced and understandable and includes the information that would enable the shareholders and investors to evaluate the financial position, performance, business model and strategy of the Holding Company.
5.3.4 Looking thoroughly into any matters raised by the CFO of the Company, the acting CFO and the Compliance officer of the Company or the Auditor.	5.3.4 Looking thoroughly into any matters raised by the CFO of the Holding Company, the acting CFO and the Compliance officer of the Holding Company or the Auditor.
5.3.6 Examining the accounting policies followed by the Company, give an opinion and make a recommendation thereabouts to the Board.	5.3.6 Examining the accounting policies followed by the Holding Company, give an opinion and make a recommendation thereabouts to the Board.
Article 5. Clause 4: Auditor	Article 5. Clause 4: Auditor
5.4.1. Recommending to the Board to nominate and to remove the auditors, determine their fees and evaluate their performance after ascertaining their independency and reviewing the scope of their work and their contract terms, in preparation for the present it to the general assembly of the Company.	5.4.1. Recommending to the Board to nominate and to remove the auditors, determine their fees and evaluate their performance after ascertaining their independency and reviewing the scope of their work and their contract terms, in preparation to present it before the general assembly of the Holding Company.
5.4.5. Answering inquiries of the Company's Auditor.	5.4.5. Answering inquiries of the Holding Company's Auditor.
Article 5. Clause 5: Internal Auditor	Article 5. Clause 5: Internal Auditor
5.5.2. Recommend to the Board to the Board the remuneration and appraisal of the Chief of Internal Audit.	5.5.2. Recommend to the Board the remuneration of the Chief of Internal Audit in accordance with the Remuneration Policy for Board of Directors and Committees Members and Executive Management.

7)	5.5.4. Study the internal control system and the financial system, disclosure and information technology systems of the Company, ensure that it is sufficient to run the Company's business, and submit a recommendation to the Board thereon.	5.5.4. Study the internal control system and the financial system, disclosure and information technology systems of the Holding Company, ensure that it is sufficient to run the Holding Company's business, and submit a recommendation to the Board thereon.
8)	<p>5.5.5. Study and evaluate the effectiveness of the Company's risk management framework through the periodic reports of the internal audit Division or others, including the security and control of information technology, and prepare a report that includes proposals and recommendations thereon and submit them to the Board.</p> <p>5.5.6. Overseeing and supervising the performance and activities of the internal auditor and the Company's internal audit Division to verify the availability of the necessary resources and their effectiveness in performing the 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 for his appointment.</p> <p>5.5.7. Reviewing responses of the Company to the remarks of the internal auditor and the Auditor and taking decisions thereabout.</p> <p>5.5.8. The director of the Internal Audit Division shall report functionally to the Audit Committee and shall report administratively to the CEO as follows:</p>	<p>5.5.5. Study and evaluate the effectiveness of the Holding Company's risk management framework through the periodic reports of the internal audit Division or others, including the security and control of information technology, and prepare a report that includes proposals and recommendations thereon and submit them to the Board.</p> <p>5.5.6. Overseeing and supervising the performance and activities of the internal auditor and the Holding Company's internal audit Division to verify the availability of the necessary resources and their effectiveness in performing the tasks assigned to them. If the Holding Company does not have an internal auditor, the committee must submit its recommendation to the Board regarding the need for his appointment.</p> <p>5.5.7. Reviewing responses of the Holding Company to the remarks of the internal auditor and the Auditor and taking decisions thereabout.</p> <p>5.5.8. The director of the Internal Audit Division shall report functionally to the Audit Committee and shall report administratively to the GCEO as follows:</p>
9)	<p>Article 5. Clause 6: ensuring compliance</p> <p>5.6.1. Reviewing the findings of the reports of monitoring authorities, and ensuring that the Company has taken the necessary measures thereabout.</p>	<p>Article 5. Clause 6: ensuring compliance</p> <p>5.6.1. Reviewing the findings of the reports of monitoring authorities, and ensuring that the Holding Company has taken the necessary measures thereabout.</p>

	5.6.2. Ensuring compliance of the Company and its employees with relevant laws and regulations and recommending the appropriate measures in case of non-compliance.	5.6.2. Ensuring compliance of the Holding Company and its employees with relevant laws and regulations and recommending the appropriate measures in case of non-compliance.
	5.6.3. Ensuring the effectiveness of procedures followed by the Company to guard against claims, legal proceedings, and risks of non-compliance with relevant laws and regulations.	5.6.3. Ensuring the effectiveness of procedures followed by the Holding Company to guard against claims, legal proceedings, and risks of non-compliance with relevant laws and regulations.
	5.6.4. Reviewing proposed contracts and transactions between the Company and Related Parties and expressing the Committee's opinion thereabout to the Board.	5.6.4. Reviewing proposed contracts and transactions between the Holding Company and Related Parties and expressing the Committee's opinion thereabout to the Board.
10)		Article 5. Clause 7: Conflict between the Committee and the Board
		5.7 Conflict between the Committee and the Board If a conflict arises between the recommendations of the Committee and the Board resolutions, or if the Board refuses to put the committee's recommendations into action as to appointing or dismissal the company's external auditor or determining its remuneration, assessing its performance or appointing the internal auditor, the Board's report shall include the Committee's recommendations and justifications, and the reasons for not following such recommendations.
11)	Article 6: Composition and governance of the Committee	Article 6: Composition and governance of the Committee
	6.1 The committee shall consist of three to five members from among the shareholders or from others, at least one of its members is an independent director and that no executive director is among its members or any of the company's senior executives in accordance with the process determined at the Nomination and Remuneration Committee. The appointment of the Committee shall be passed at the Ordinary General Assembly.	6.1 The committee shall consist of three to five members from among the shareholders or from others, provided that it does not include any of the executive board members, and one of them should have experience in financial and accounting affairs. In accordance with the process determined at the Nomination and Remuneration Committee. The appointment of the Committee shall be by a resolution of the Board.
		6.2 The Chairperson of the Board shall not be a member of the Committee.

	6.3 The members of the Committee members must have at least one independent member, and one of them should have experience in financial and accounting affairs.	6.3 The members of the Committee must have at least one independent member.
	6.4 It is not permissible for a person who works or has been working for the past two years in the executive or financial management of the Company, or with the Company's auditor, to be a member of the committee.	6.4 It is not permissible for a person who works or has been working for the past two years in the executive or financial management of the Holding Company, or with the Holding Company's auditor, to be a member of the committee.
		6.5 A member of the audit committee shall not be a member of the audit committees of more than five listed joint stock companies at the same time.
	6.6 The Committee shall resolve any case of Conflict of Interest that may face its members regarding any of the matters brought before the Committee in a manner that achieves justice and efficiency and is in conformity with relevant provisions.	6.6 The Committee shall resolve any case of Conflict of Interest that may face its members regarding any of the matters brought before the Committee in a manner that achieves justice and efficiency and is in conformity with any other related policies or charters approved by the Holding Company.
12)	Article 7: Obligations of Members	Article 7: Obligations of Members
	7.1. Review the provisions of the Professional code of conduct rules applicable to the members of the Board and abide by the Company's rules and regulations when exercising its duties.	7.1. Review the provisions of the Professional code of conduct rules applicable to the members of the Board and abide by the Holding Company's rules and regulations when exercising its duties.
	7.8. In the event that one of the seats on the committee becomes vacant, the Board may appoint a member in the vacant seat provided that he has the ability and competence, and the appointment shall be submitted to the general assembly at its nearest meeting for approval.	7.8. In the event that one of the seats on the committee becomes vacant, the Board may appoint a member in the vacant seat provided that he has the ability and competence, and the appointment shall be submitted to the Board at its nearest meeting for approval.
		7.9 The Chairperson or whom they delegate of the Committee members, shall attend the General Assembly Meetings and answer any questions raised by the shareholders.

13)	<p>Article 8: Meetings of the Committee</p> <p>8.1. Meetings of the Committee shall be convened according to an annual schedule approved by the Committee, provided that no less than four meetings are held annually. The Chairperson of the Committee may call for a meeting at any time or upon the request of two or more members of the Committee.</p>	<p>Article 8: Meetings of the Committee</p> <p>8.1. Meetings of the Committee shall be convened according to an annual schedule approved by the Committee, provided that at least four meetings are held during the Company's financial year. The Chairperson of the Committee may call for a meeting at any time or upon the request of two or more members of the Committee.</p>
14)	<p>8.7. The Committee shall meet periodically with the company's auditor, and with the company's internal auditor at least once a year.</p>	<p>8.7. The Committee shall meet periodically with the Holding Company's auditor, and with the Holding Company's internal auditor at least once a year. Moreover, the internal auditor and the external auditor may call for a meeting with the audit committee at any time as may be necessary.</p>
15)	<p>Article 10: Resolutions of the Committee</p> <p>10.1 Resolutions of the Committee shall be passed by a majority vote. In case of a tie, the chair or its deputy will have a casting vote.</p>	<p>Article 10: Resolutions of the Committee</p> <p>10.1 Resolutions of the Committee shall be passed by a majority vote of the attendees. In case of a tie, the chair or its deputy will have a casting vote.</p>
16)	<p>Article 11: The Committee Members Remunerations</p> <p>11.1 Annual Remunerations for the members of the committee in addition to the attendance allowance for the meetings and any other benefits shall be determined based on the Remuneration Policy for Board of Directors and Committees Members and Executives set by the Board and in accordance with the Company's Bylaw and the Resolutions of the shareholder's general assembly and the relevant laws and regulations.</p> <p>11.2 The Company is obliged to cover transportation, accommodation, and any other expenses to enable the committee members to attend meetings and participate in the activities of the committee related to its tasks.</p>	<p>Article 11: The Committee Members Remunerations</p> <p>11.1 Annual Remunerations for the members of the committee in addition to the attendance allowance for the meetings and any other benefits shall be determined based on the Remuneration Policy for Board of Directors and Committees Members and Executives set by the Board and in accordance with the Holding Company's Bylaw and the Resolutions of the shareholder's general assembly and the relevant laws and regulations.</p> <p>11.2 The Holding Company is obliged to cover transportation, accommodation, and any other expenses to enable the committee members to attend meetings and participate in the activities of the committee related to its tasks.</p>

17)	Article 12: The Committee Secretary	Article 12: The Committee Secretary
	12.1 The Committee shall select an employee of the Company to act as Secretary of the Committee.	12.1 The Committee shall select an employee of the Holding Company to act as Secretary of the Committee.
18)	Article 13: Effectiveness and Revision	Article 13: Effectiveness and Revision
	This Charter shall be effective from the date it is adopted by the General Assembly , and its content may be reviewed every three years, and It shall recommend any amendment to the Board, in order to present it and approval by the General Assembly.	This Charter shall be effective from the date it is adopted by the General Assembly, and its content may be reviewed as needed by the Committee, and It shall recommend any amendment to the Board, in order to present it and approval by the General Assembly.