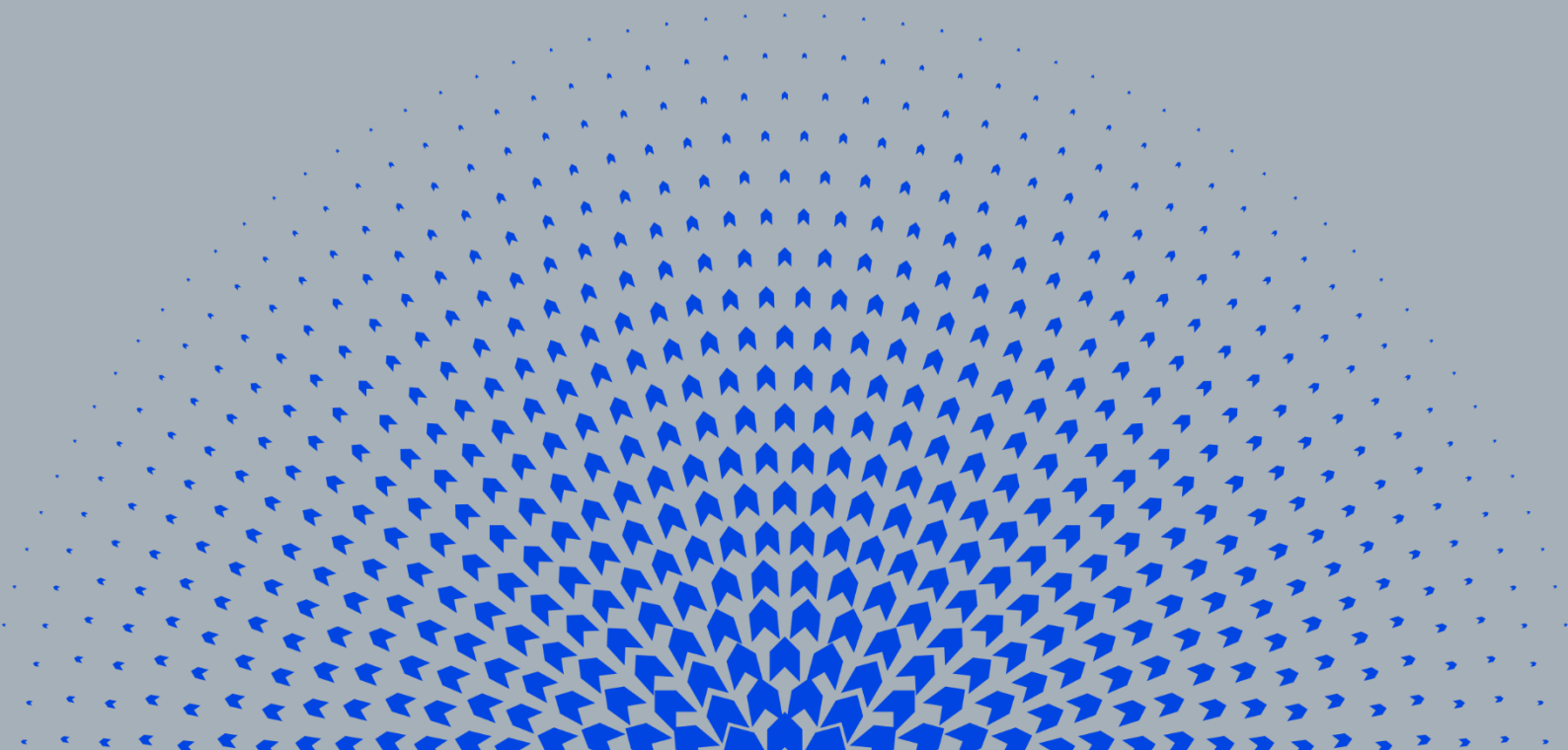


Item #3:

**Amendment on the Nomination and
Remuneration Committee Charter**



Amendment on the Nomination and Remuneration Committee Charter

Current Provisions	Provisions after Proposed Amendments																								
<p>1) Article 1: Purpose and objectives</p> <p>1.1. The Nomination and Remuneration Committee shall be formed by resolution of the Board of the Company to assist the Board in performing its relevant functions - including but not limited to - determining the remuneration of board members, committee members and executives, and overseeing the company's human resources strategy and other functions as described in this charter or assigned to them by the Board of Directors.</p> <p>1.2. Without prejudice to article (2) the words and terms mentioned in this Charter will have the meanings assigned to them in the Board of Directors Charter.</p>	<p>Article 1: Purpose and objectives</p> <p>The Nomination and Remuneration Committee shall be formed by resolution of the Board of the Company to assist the Board in performing its relevant functions - including but not limited to - determining the remuneration of board members, committee members and executives, and recommend policies and criteria for membership of the Board of Directors of the Holding Company and other functions as described in this charter or assigned to them by the Board of Directors.</p>																								
<p>2) Article 2: Definitions</p> <p>For the purposes of implementing the provisions of this Charter, the words and terms mentioned below will have the meanings assigned next to them, unless the context requires otherwise:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%;">Subsidiaries</td> <td style="width: 25%;">Any company owned by the Holding company.</td> <td style="width: 25%;">Subsidiaries</td> <td style="width: 25%;">Saudi Exchange, Securities Depository Center Company ("Edaa"), Securities Clearing Center Company ("Muqassa"), Tadawul Advanced Solutions Company ("Wamid"), and any other company that is fully owned by the Holding Company.</td> </tr> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">The Committee</td> <td style="text-align: center;">The Nomination and Remuneration Committee.</td> </tr> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">Committees</td> <td style="text-align: center;">The Audit Committee, the Nomination and Remuneration Committee, the Governance, Risk & Compliance Committee and the Investment Committee and any other committee formed by a</td> </tr> </table>	Subsidiaries	Any company owned by the Holding company.	Subsidiaries	Saudi Exchange, Securities Depository Center Company ("Edaa"), Securities Clearing Center Company ("Muqassa"), Tadawul Advanced Solutions Company ("Wamid"), and any other company that is fully owned by the Holding Company.	-	-	The Committee	The Nomination and Remuneration Committee.	-	-	Committees	The Audit Committee, the Nomination and Remuneration Committee, the Governance, Risk & Compliance Committee and the Investment Committee and any other committee formed by a	<p>Article 2: Definitions</p> <p>2.1 Without prejudice to sub-article (2.2) of this article, the words and terms mentioned in this Charter will have the meanings assigned to them in the Board Charter.</p> <p>2.2 For the purposes of implementing the provisions of this Charter, the words and terms mentioned below will have the meanings assigned next to them, unless the context requires otherwise:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%;">Subsidiaries</td> <td style="width: 25%;">Any company owned by the Holding company.</td> <td style="width: 25%;">Subsidiaries</td> <td style="width: 25%;">Saudi Exchange, Securities Depository Center Company ("Edaa"), Securities Clearing Center Company ("Muqassa"), Tadawul Advanced Solutions Company ("Wamid"), and any other company that is fully owned by the Holding Company.</td> </tr> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">The Committee</td> <td style="text-align: center;">The Nomination and Remuneration Committee.</td> </tr> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">Committees</td> <td style="text-align: center;">The Audit Committee, the Nomination and Remuneration Committee, the Governance, Risk & Compliance Committee and the Investment Committee and any other committee formed by a</td> </tr> </table>	Subsidiaries	Any company owned by the Holding company.	Subsidiaries	Saudi Exchange, Securities Depository Center Company ("Edaa"), Securities Clearing Center Company ("Muqassa"), Tadawul Advanced Solutions Company ("Wamid"), and any other company that is fully owned by the Holding Company.	-	-	The Committee	The Nomination and Remuneration Committee.	-	-	Committees	The Audit Committee, the Nomination and Remuneration Committee, the Governance, Risk & Compliance Committee and the Investment Committee and any other committee formed by a
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				resolution of the Board and determined to be included within the scope of this Charter.
Executive Management	The employees of the Company directly affiliated to the CEO.	Executive Management		The Holding Company employees who are administratively directly related to the GCEO and perform supervisory and administrative tasks.
Corporate Governance Regulations	Corporate Governance Regulations issued by the Board of Capital Market Authority.	Corporate Governance Regulations		The Corporate Governance Regulations issued by the CMA Board of the Capital Market Authority resolution number 8-16-2017 dated on 13/02/2017 and amended by resolution number 8-5-2023 dated 18/01/2023 and any amendment thereto.
Board Charter	The Board of Directors of the Holding Company Charter, and any amendment thereto.	Board Charter		Charter of the Board of Directors of the Saudi Tadawul Group Holding Company , adopted by Resolution of the Board of Directors No. 05-07-2021 dated 13/12/2021 and any amendment thereto.
-	-	The Policy		Remuneration Policy for Board of Directors and Committees Members and Executive Management.
3)	Article 3: Affiliation and Authorities		Article 3: Affiliation and Authorities	
	3.2 The Committee is authorized to pass resolutions regarding the duties assigned thereto, in accordance with the provisions of this Charter, and shall follow up on their implementation.		3.2 The Committee is authorized to pass resolutions regarding the duties assigned thereto, in accordance with the provisions of this Charter and the Nomination and Remuneration Policy, and shall follow up on their implementation.	
	3.5 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. And The Committee shall determine the consultants' fees.		3.5 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. And 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)	Article 4: Duties and Responsibilities	Article 4: Duties and Responsibilities
	4-8. Setting performance indicators of the GCEO, evaluating the GCEO based on these indicators and making relevant recommendations thereabout to the Board.	This Article has been removed.
	4-9. Setting performance indicators of the subsidiaries GCEOs, evaluating the GCEOs based on these indicators and making relevant recommendations thereabout to the respective Board.	This Article has been removed.
	4.11 Recommending to the Board the members nominated for the Committees affiliated to the Board according to the charters of these committees.	4.11 Recommending to the Board the members nominated for the Committees according to the charters of these committees.
	4.13 Recommending to the Board the independent members nominated for Committees affiliated to the Board and ensuring their independency.	4.13 Recommending to the Board the independent members nominated for Committees and ensuring their independency.
		4.16 Nominating CEOs of Subsidiaries, and recommending to the Board of directors of subsidiaries –each in their own right- and in accordance with the relevant regulations.
	4.22 The Holding Company shall publish an announcement related to the nomination for the Board of Directors membership on its website and the market website and in any other mediums as may be directed by the CMA. The nomination timeline shall continue into force for a month from the date of the announcement.	4.22 The Holding Company shall publish an announcement related to the nomination for the Board of Directors membership on its website and the Saudi Exchange website and in any other mediums as may be directed by the CMA. The nomination timeline shall continue into force for a month from the date of the announcement.
	4.23 Identify the remuneration of Board members and committee members and executive management, in accordance with the relevant regulations, and make the necessary recommendations to the Board and the General Assembly where applicable.	4.23 Identify the remuneration of Board members and committee members and executive management, in accordance with the Policy and relevant regulations, and make the necessary recommendations to the Board and the General Assembly where applicable.
	4.26. Provide recommendation to the Board on the annual remuneration of the Holding	4.26. Provide recommendation to the Board on the annual performance bonus of the Holding Company and

	Company's employees, and adopt its distribution mechanism, which takes into account job level, the duties and responsibilities, and the level of performance.	it subsidiaries' employees, and adopt its distribution mechanism, which takes into account job level, the duties and responsibilities, and the level of performance.
5)	Article 5: Composition and Governance of the Committee 5.1 The Committee shall be composed of three to five non-executive Board members, including at least one independent member. The Chairperson of the Board may also not be the Chairperson of the Committee, and the Chairperson may be an independent member.	Article 5: Composition and Governance of the Committee 5.1. The Committee shall be composed of three to five non-executive Board members, including at least one independent member. The Chairperson of the Committee shall be an independent member.
		5.2. The Chairperson of the Board shall not be a Chairperson of the Committee.
6)	Article 6: Obligations of Members 6.6 Inform the chairperson of the Board if they wish to resign from the Committee.	Article 6: Obligations of Members 6.6 Inform the chairperson of the Board and the chairperson of the committee if they wish to resign from the Committee.
7)	Article 9: Resolutions of the Committee 9.1 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.	Article 9: Resolutions of the Committee 9.1 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.
8)	Article 11: Committee Secretary	Article 11: Committee Secretary The Secretary shall keep the minutes, resolutions and documents of the Committee.