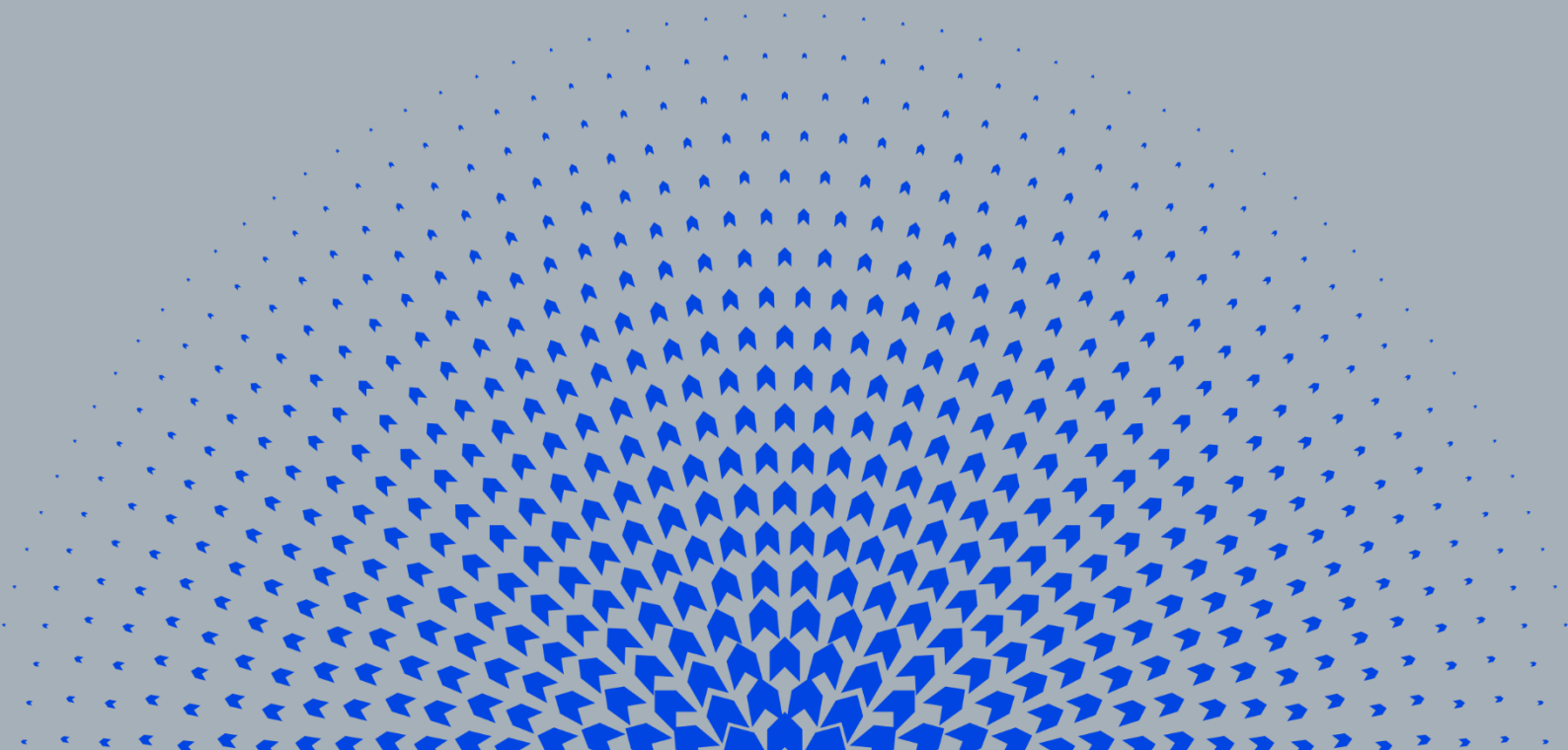


**Item #4:**

**Amendment on the Board of Directors  
Membership Policies and Standards**



## Amendment on the Board of Directors Membership Policies and Standards

Current Provisions		Provisions after Proposed Amendments	
<b>1)</b>	<b>Article 1: Purpose</b>	<b>Article 1: Purpose</b>	
	The Membership policy (this "Policy") aims to set and define the mechanisms necessary to control and regulate the rules and conditions of Nomination and appointment to the Company's Board of Directors. Based on the provisions of corporate governance regulations in addition to the best practices followed by listed companies.	The Membership policy (this "Policy") aims to set and define the mechanisms necessary to control and regulate the rules and conditions of Nomination and appointment to the Holding Company's Board of Directors. Based on the provisions of corporate governance regulations.	
<b>2)</b>	<b>Article 2: Scope of Application</b>	<b>Article 2: Scope of Application</b>	
	This policy is applicable to all nominees and members of the Board of Directors of the Saudi Tadawul Group.	This policy is applicable to all nominees and members of the Board of Directors of the Saudi Tadawul Group Holding Company.	
<b>3)</b>	<b>Article 3: Definitions</b>	<b>Article 3: Definitions</b>	
	Company: The Saudi Tadawul Group Holding Company.	Holding Company:	The Saudi Tadawul Group Holding Company.
	The Board: The Board of Directors of the Company.	The Board:	The Board of Directors of Saudi Tadawul Group Holding Company.
	Board Members: The members of The Company's Board of Directors who are elected according to the resolution of the General Assembly.	Board Members:	The natural or legal members of The Holding Company's Board of Directors who are elected according to the resolution of the General Assembly.
	The Department: The Company's Board Secretariat department.	The Department:	The Holding Company's Board Secretariat department.
	General Assembly: The Saudi Tadawul Group General Assembly.	General Assembly:	The Saudi Tadawul Group Holding Company General Assembly.

	Committees:	The audit committee and any other committees formed by the Board	Committees:	The Committees emanating from the Board of Directors and any other Committee formed by a resolution of the Board.
4)	<b>Article 4 Clause 1: Announcement on the Opening of Nomination</b>		<b>Article 4 Clause 1: Announcement on the Opening of Nomination</b>	
	<p>A. Under the supervision of the Nominations and Remuneration Committee, the Company announces on the Market website and on the Company's website the opening of nominations for the new board term, for those who meet the requirements of membership such as: professional qualification, years of practical experience, efficiency, ability to guide, financial knowledge and other conditions in accordance with the provisions, rules and requirements stipulated in the companies law, and the Corporate Governance Regulations issued by the Capital Market Authority.</p>		<p>A. Under the supervision of the Nominations and Remuneration Committee, the Holding Company announces on the Market website and on the Holding Company's website the opening of nominations for the new board term, for those who meet the requirements of membership such as: professional qualification, years of practical experience, efficiency, ability to guide, financial knowledge and other conditions in accordance with the provisions, rules and requirements stipulated in the companies law, and the Corporate Governance Regulations issued by the Capital Market Authority.</p>	
5)	<b>Article 5: Nomination requirements and forms</b>		<b>Article 5: Nomination requirements and forms</b>	
	<p>A. Submit to the Company a written letter stating his desire to apply for membership, which must include -as minimum- his/her self-identification, resume, academic qualifications and practical experience in the Company's business</p> <p>D. Fill out any forms, declarations and disclosures approved by the Company</p> <p>F. Provide a clear picture the valid national identity card, the nominee's contact numbers, residence address, mobile phone number and email address.</p> <p>G. Statement of companies in which the nominee participates in their departments or ownership in the same business field of the Company or has contracts or common interests with the Company</p> <p>H. Acknowledge that he/she is fully prepared to carry out his/her duties and responsibilities, and devote sufficient time to attend the Board meetings and the committees of which he/she is a member in, and that he will perform those tasks in the interests of the Company</p>		<p>A. Submit to the Holding Company a written letter stating his desire to apply for membership, which must include -as minimum- his/her self-identification, resume, academic qualifications and practical experience in the Holding Company's business</p> <p>D. Fill out any forms, declarations and disclosures approved by the Holding Company.</p> <p>F. Provide all information mentioned on the valid national identity card, the nominee's contact numbers, residence address, mobile phone number and email address.</p> <p>G. Statement of companies in which the nominee participates in their departments or ownership in the same business field of the Holding Company or has contracts or common interests with the Holding Company.</p>	

		H. Acknowledge that he/she is fully prepared to carry out his/her duties and responsibilities, and devote sufficient time to attend the Board meetings and the committees of which he/she is a member in, and that he will perform those tasks in the interests of the Holding Company.
6)	<b>Article 6: Procedures for the shareholder to nominate others to the Board</b>	<b>Article 6: Procedures for the shareholder to nominate others to the Board</b>
	B. Recognition from the nominated shareholder that he/she is a shareholder of the Company, and has the right to vote in general assembly meetings, and that he/she will attend meetings in person or will assign someone to attend the meeting on behalf of him/her, in order to nominate the person to be nominated mentioned in the letter.	B. Recognition from the nominated shareholder that he/she is a shareholder of the Holding Company, and has the right to vote in general assembly meetings, and that he/she will attend meetings in person or will assign someone to attend the meeting on behalf of him/her, in order to nominate the person to be nominated mentioned in the letter.
7)	<b>New Article</b>	<b>Article 8: Membership requirements</b>
		8.1 The nominated member shall have sufficient knowledge of the Holding Company's activities and business sector. 8.2 The nominated member shall have an academic qualification appropriate to the sector in which the Holding Company conducts its business, including, but not limited to: listed companies, financial companies. 8.3 The nominated member shall have no convictions related to committing any action involving moral dishonesty or contravention of laws and regulations.
8)	<b>Article 8: Final provisions</b>	<b>Article 9: Final provisions</b>
	A. The Company shall submit the names of nominated members to the CMA Board to obtain its approval for their nomination prior to election of the Shareholders' Ordinary General Assembly. B. The Holding Company shall notify the CMA of the names and classifications of its members within five (5) days of the start of the Board's session or from the date of their appointment - whichever is sooner - and any amendments to their membership within five (5) working days of the date of the amendments.	A. The Holding Company shall take into account equality and justice when applying the Board membership requirements stipulated in Article (8) of this policy. B. The Holding Company shall submit the names of nominated members to the CMA Board to obtain its approval for their nomination prior to election of the Shareholders' Ordinary General Assembly. C. The Holding Company shall notify the CMA of the names and classifications of its members within five (5) days of the start of the Board's

		session or from the date of their appointment - whichever is sooner - and any amendments to their membership within five (5) working days of the date of the amendments.
9)	<b>Article 9: Effectivity</b>	<b>Article 10: Effectivity</b>
	This Policy is effective from the date of its issuance by the General Assembly of the Company. The Board, with the support of the Nominations and Remunerations Committee, periodically reviews this policy in consonance with changes in the Company's business and strategic objectives and relevant regulations, and submit its recommendation to the General Assembly.	This Policy is effective from the date of its issuance by the General Assembly of the Holding Company. The Board, with the support of the Nominations and Remunerations Committee, periodically reviews this policy in consonance with changes in the Holding Company's business and strategic objectives and relevant regulations, and submit its recommendation to the General Assembly.