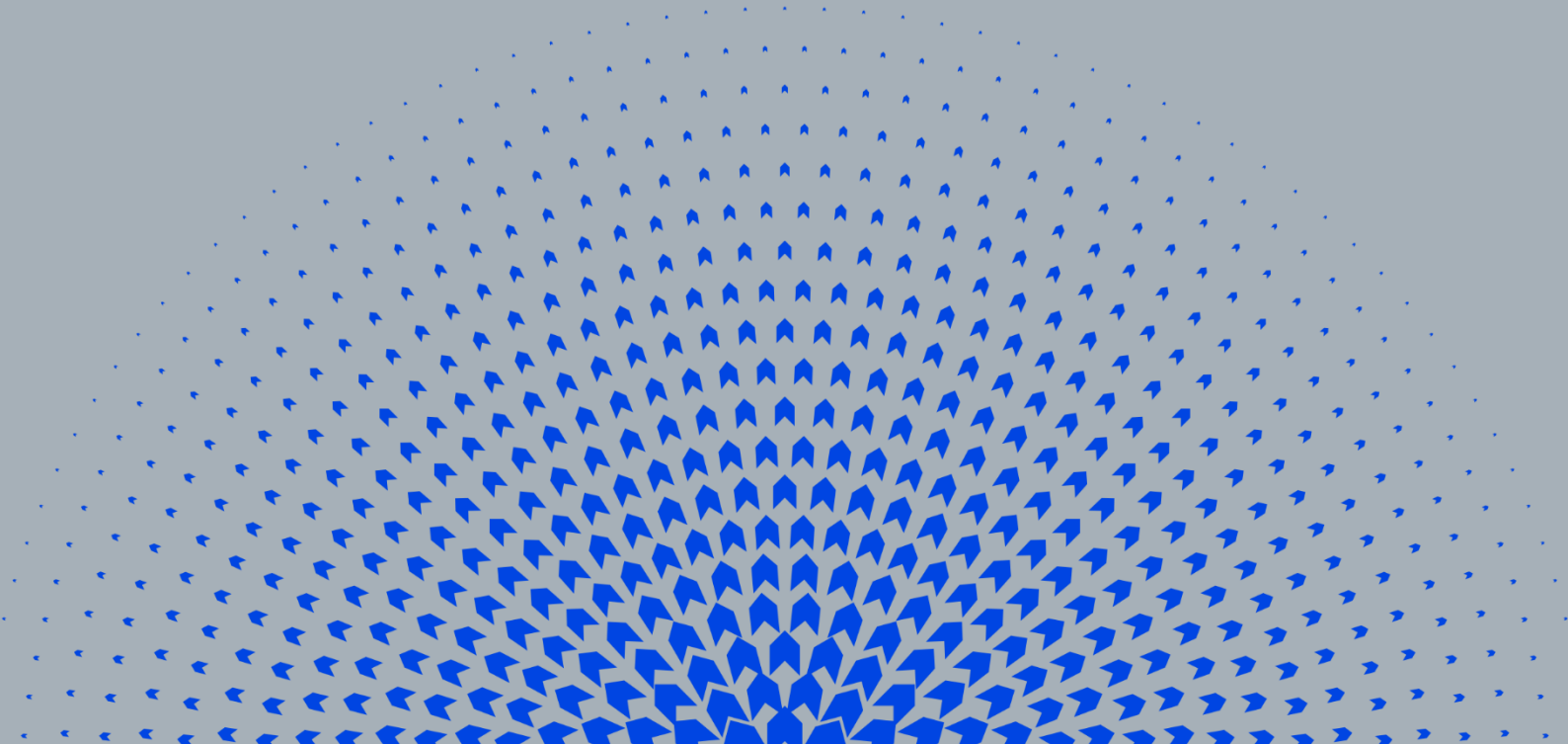


**Item #5:**

**Amendment on the Remuneration Policy  
for Board of Directors and Committees  
Members and Executive Management**



## Amendment on the Remuneration Policy for Board of Directors and Committees Members and Executive Management

Current Provisions	Provisions after Proposed Amendments				
<p><b>1) Article 1: Purpose</b></p> <p>(this "Policy") aims to set and define the mechanisms necessary to control and regulate the remunerations of the members of the Company's Board of Directors, Committees, and the Executive Management. Based on Article Seventy-Six (76) from the Companies Law and the Corporate Governance Regulations approved by the Capital Market Authority and the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies and the Company's Bylaw in addition to the best practices followed by listed companies.</p>	<p><b>Article 1: Purpose</b></p> <p>Remuneration Policy for Board of Directors and Committees Members and Executive Management (the "Policy") aims to set and define the mechanisms necessary to control and regulate the remunerations of the members of the Holding Company's Board of Directors, Committees, and the Executive Management. Based on Article Seventy-Six (76) from the Companies Law and the implementing Regulations issued by the Capital Market Authority and the Holding Company's Bylaw.</p>				
<p><b>2) Article 3: Definitions</b></p> <p>For the purposes of implementing this policy, the words mentioned therein have the meanings indicated to them as follows, unless the context requires otherwise, and the words stated in Corporate Governance Regulations shall have the same meanings when used in the policy:</p>	<p><b>Article 3: Definitions</b></p> <p>3.1 Without prejudice to sub-article (3.2) of this article, the words and terms mentioned in this Charter will have the meanings assigned to them in the Board Charter.</p> <p>3.2 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: 30%;">The Company</td> <td>Saudi Tadawul Group Holding Company.</td> </tr> </table>	The Company	Saudi Tadawul Group Holding Company.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">The Holding Company</td> <td>Saudi Tadawul Group Holding Company.</td> </tr> </table>	The Holding Company	Saudi Tadawul Group Holding Company.
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<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">The Executive Management</td> <td>Chief of divisions in the Company and report directly to the CEO.</td> </tr> </table>	The Executive Management	Chief of divisions in the Company and report directly to the CEO.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">The Executive Management</td> <td>Chief of divisions in the Holding Company and report directly to the GCEO.</td> </tr> </table>	The Executive Management	Chief of divisions in the Holding Company and report directly to the GCEO.
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<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">The Audit Committee</td> <td>The Company's Audit Committee, formed by the General Assembly resolution.</td> </tr> </table>	The Audit Committee	The Company's Audit Committee, formed by the General Assembly resolution.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">The Audit Committee</td> <td>The Holding Company's Audit committee.</td> </tr> </table>	The Audit Committee	The Holding Company's Audit committee.
The Audit Committee	The Company's Audit Committee, formed by the General Assembly resolution.				
The Audit Committee	The Holding Company's Audit committee.				

	Committees	The Risk Management Committee, the Nomination and Remuneration Committee of the Company and any other committee formed by the Board and sees its inclusivity within the scope of this Policy.	Committees	The Audit Committee, the Nomination and Remuneration Committee, the Governance, Risk and Compliance Committee, the Investment Committee and any other committee formed by the Board and determined to be included within the scope of this Policy.
	Committees Members	Committee members appointed by a resolution of Board of Directors or the General Assembly of the Company.	Committees Members	Committee members appointed by a resolution of Board of Directors
3)	<b>Article 5: General Provisions</b>		<b>Article 5: General Provisions</b>	
	<p>b. The Holding Company Board Member's and committee's remuneration shall be a certain amount as well as an attendance allowance for attending meetings in accordance with article (6) and (7) of this policy.</p> <p>c. In all cases, the remuneration and benefits that a Board member and the Committees receives shall not exceed the maximum end, according to the provisions of the Companies Law and its implementation.</p> <p>d. The annual remuneration of the Board and the attendance allowance for Board meetings shall be disbursed after approving it in the annual General Assembly meeting.</p> <p>f. The remuneration of the Committees Members and the attendance allowance of the committee meetings shall be disbursed after the end of the fiscal year.</p>		<p>b. The Holding Company Board Member's and committee's remuneration shall be a certain amount in accordance with article (6) of this policy.</p> <p>c. This Article has been removed</p> <p>d. The annual remuneration of the Board shall be disbursed after approving it in the annual General Assembly meeting.</p> <p>f. The remuneration of the Committees Members shall be disbursed after the end of the fiscal year.</p>	
4)	<b>Article 6: Board Members Remunerations</b>		<b>Article 6: Board and Committee Members Remunerations</b>	
	<p>a. Each Board member is entitled to an annual compensation of (250) thousand Saudi riyals, Based on attendance to the Board's meetings.</p>		<p>a. Each Board member is entitled to an annual compensation of SAR 400,000.</p>	

	<p>b. The Chairperson of the Board is entitled to an additional annual compensation of (100) thousand Saudi riyals</p> <p>c. Each Board member is entitled to an annual compensation of (150) thousand Saudi riyals for his membership in one or more committees, Based on attendance to the committee's meetings.</p> <p>d. Board members are entitled to an attendance allowance when attending the Board and committee's meetings in the amount of (3,000) Saudi riyals, Based on attendance to the Board's meetings.</p> <p>e. A member of the Board of Directors may obtain an additional remuneration for any executive, technical, administrative or advisory work that the Company independently entrusts to him, provided that the member obtains the necessary approval to carry out such work.</p>	<p>b. The Chairperson of the Board is entitled to an annual compensation with an amount of SAR 800,000.</p> <p>c. Each Chairperson of the board committees are entitled to an annual compensation of SAR 250,000.</p> <p>d. Each Board member is entitled to an annual compensation of SAR 200,000. for his membership in one or more committee.</p> <p>e. A member of the Board of Directors may obtain an additional remuneration for any executive, technical, administrative or advisory work that the Holding Company independently entrusts to him, provided that the member obtains the necessary approval to carry out such work.</p>
<b>5)</b>	<b>Article 7: Remuneration of Committee Members who are Not Board Members</b>	<b>Article 7: Remuneration of Committee Members who are Not Board Members</b>
	<p>A, Each Audit committee member and any other Board committees is entitled to an annual compensation which does not exceed (150) thousand Saudi riyals, Based on the member attendance to the committee meetings.</p> <p>b. Audit Committee members and any other Board committees are entitled to an attendance allowance for attending the committee meetings in the amount of (3,000) Saudi riyals.</p>	<p>This Article has been removed</p>
<b>6)</b>	<b>Article 8: Executives Management Remunerations</b>	<b>Article 8: Executives Management Remunerations</b>
	<p>The Company grants the Executive Management specific financial benefits based on its policies adopted in this regard.</p>	<p>The Holding Company grants the Executive Management specific financial benefits based on its policies adopted in this regard.</p>
<b>7)</b>	<b>Article 10: Grant shares in the Company</b>	<b>Article 10: Grant shares in the Holding Company</b>
	<p>In the event that it is decided to grant shares in the company to the Board members and the Executive Management, the granting of those shares must be</p>	<p>In the event that it is decided to grant shares in the Holding Company to the Board members and the Executive Management, the granting of those</p>

	in accordance a policy set by the Nominations and Remunerations Committee that regulates the mechanism of entitlement of those shares and their quantity, whether they are a new issue or shares purchased by the company.	shares must be in accordance with the policy set by the Nominations and Remunerations Committee that regulates the mechanism of entitlement of those shares and their quantity, whether they are a new issue or shares purchased by the Holding Company.
8)	<p><b>Article 11: Suspending or reclaiming of the Remunerations</b></p> <p>11.1 The Remunerations shall be suspended if it is found that it was decided on the basis of inaccurate information provided by the board member, in order to prevent the misuse of position for undue rewards, and the Company shall take the necessary procedures to reclaim the remunerations obtained on the basis of that information.</p>	<p><b>Article 11: Suspending or reclaiming of the Remunerations</b></p> <p>11.1 The Remunerations shall be suspended if it is found that it was decided on the basis of inaccurate information provided by the board member, in order to prevent the misuse of position for undue rewards, and the Holding Company shall take the necessary procedures to reclaim the remunerations obtained on the basis of that information.</p>
		11.2 If the General Assembly decides to terminate the membership of any Board member who fails to attend three consecutive Board meetings or five non-consecutive Board meetings during his membership without a legitimate excuse accepted by the Board, then such Board member shall not be entitled to any Remuneration for the period starting from the last Board meeting he/she attended, and he/she shall pay back any Remuneration he/she received for that period.
9)	<p><b>Article 12: Disclose</b></p> <p>The annual report of the Board must include details of the remunerations obtained by Board and committees members and the Executive Management as required by the Corporate Governance Regulations.</p>	<p><b>Article 12: Disclose</b></p> <p>The annual report of the Board must include details of the remunerations obtained by Board and committees members and the Executive Management as required by the Corporate Governance Regulations issued by the Capital Market Authority.</p>
10)	<p><b>Article 13: Effectivity</b></p> <p>This Policy is effective from the date of its issuance by the General Assembly of the Company.</p>	<p><b>Article 13: Effectivity</b></p> <p>This Policy is effective from the date of its issuance by the General Assembly of the Holding Company.</p>