

Item #9:
Competing Standards and Controls

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<p>Standards and Controls Statement</p>	<p>Setting an organizational framework to regulate the involvement if those subject to these standards in any competition activities related to the Holding Company or its Subsidiaries.</p>
<p>1. Purpose</p>	<p>The purpose of these standards is to clarify the concept and the rules of competition and to set the relevant provisions to regulate the involvement of members of the Board of Directors or its Sub-Committees in any competitive activities related to the Holding Company or its Subsidiaries, or that involve competition with them in the fields of activity in which they operate. This is based on the provisions of the Companies Law and its Implementing Regulations, to achieve highest levels of integrity and transparency and to uphold the Company's rights and interest.</p>
<p>2. Scope of Application</p>	<p>These standards apply to all members of the Board of Directors of the Saudi Tadawul Group Holding Company and the members of the Board Sub-Committees, and they must comply with provisions set forth herein without prejudice to the Company's Bylaws and any relevant laws and regulations issued by the regulators.</p>
<p>3. Definitions</p>	<p>For the purposes of implementing the provisions of these standards, the words and terms mentioned below will have the meanings assigned next to them, unless the context requires otherwise, and subject to what has been referred to in the Saudi Tadawul Group Holding Company approved Governance Manual:</p> <p>CMA: Capital Market Authority.</p> <p>The Company\Holding Company: Saudi Tadawul Group Holding Company.</p> <p>Subsidiaries: Saudi Exchange, Securities Depository Center Company ("Edaa"), Securities Clearing Center Company ("Muqassa"), Tadawul Advanced Solutions Company ("Wamid") and any other Subsidiary in which the Holding Company wholly owns or has a controlling share.</p> <p>Company Purpose: The activities of the Holding Company or its Subsidiaries stipulated in the Articles of Association or the Bylaws of the Holding Company and its Subsidiaries.</p> <p>Controlling Share: The ability to influence the actions or decisions of another person, directly or indirectly, alone or together with a relative or affiliate, through any of the following: (A) Owning a percentage equal to 30% or more of the voting rights in the company. (B) The right to appoint 30% or more of the members of the Board/Executive Management.</p>

<p>4. Concept of the Competing Businesses</p>	<p>The following shall be deemed as participation in any business that constitutes competition with the Holding Company or its Subsidiaries or as competing with them in any line of business in which they operate:</p> <ol style="list-style-type: none"> 1. The establishment by a Board member of a company or a sole proprietorship, or the ownership of a controlling percentage of shares or stakes in a company or any other entity that engages in business activities similar to the activities of the Holding Company or its Subsidiaries. 2. Accepting membership on the Board of Directors of a company or entity that competes with the Holding Company or its Subsidiaries, or managing a competing sole proprietorship or any competing company of any form, except the Company's affiliates. 3. A Board member acting as an overt or covert commercial agent for another company or entity competing with the Holding Company or its Subsidiaries.
<p>5. Disclosure of the competition by the Nominee to the Board Membership</p>	<p>A person who wishes to nominate himself/herself for the membership of the Board shall disclose to the Board and the General Assembly any engagement in business that may compete with the Holding Company or its Subsidiaries in any of their activities.</p>
<p>6. Rules of competing</p>	<p>Without prejudice to the provisions of the Companies Law and its Implementing Regulations, if a member of the Board or a member of the Holding Company's Committees, wishes to engage in any activity that may constitute competition with the Holding Company or its Subsidiaries, or compete with them in any line of business in which any of those companies operate, the following shall apply:</p> <ol style="list-style-type: none"> 1. Notifying the Board of the competitive activities the member wishes to engage in, and recording such notification in the minutes of the Board meeting. 2. The conflicted member shall abstain from voting on the related resolutions in the meetings of the Board, the committees of the Holding Company, and the General Assemblies. 3. The Board shall inform the General Assembly, once convened, of any competitive activities undertaken by a member of the Board, or a member of the committees, following the Board's verification that the member is engaged in activities that constitute competition with the Company or its Subsidiaries in any line of business in which it operates, such activities shall be verified on an annual basis unless the Board has obtained authorization from the General Assembly to approve the competitive activities, provided that the authorization shall be valid for one year or until the end of the Board's term, whichever comes first.

	<p>4. Obtaining an authorization from the Ordinary General Assembly of the Holding Company or the Board –when delegated- permits the member to engage in the competing business activities.</p> <p>5. Disclosed such activities in the annual report.</p>
<p>7. Delegation of Authorities and Rejection to Grant Authorization</p>	<p>1. The Board shall have the right to authorize Board members to engage in any activities that may constitute competition with the Holding Company or its Subsidiaries or any of their business activities, provided that such authority has been delegated by the General Assembly and is exercised in accordance with the provisions of the Companies Law and its Implementing Regulations.</p> <p>2. If the General Assembly or the Board –if authorized- rejects granting the authorization, the member of the Board shall resign within a period specified by the General Assembly or the Board -as applicable-. Otherwise, his/her membership in the Board shall be deemed terminated, unless he/she decides to withdraw from the contract, transaction or competitive activities or amend his/her situation in accordance with the Companies Law and its implementing regulations prior to the end of the specified period.</p>
<p>8. Company compensation</p>	<p>If a member of the Company’s Board of Directors or a member of its committees violates these standards or the relevant laws and regulations governing competition, the Company may seek appropriate compensation before the competent judicial authority.</p>
<p>9. Effectivity</p>	<p>1. The rules, regulations and guidelines issued by CMA or other relevant regulators shall apply to any matter not specifically addressed in these standards.</p> <p>2. The Board of Directors is responsible for taking the necessary measures to ensure the implementation of the requirements and provisions outlined in these standards and the related regulations. It shall also have the authority to take necessary measures to protect the Company's rights to compensation for any damages resulting from violations of these standards.</p> <p>3. These standards shall become effective from the date of their approval by the General Assembly of the Holding Company and their publication on the Company website.</p>