



هُنَا خِدْمَة
HunaKhidma

بِكُلِّ لُغَاتِ الْعَالَمِ
تَرْجُمة مَعْتَمَدَة

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إفادَة

تفيد مؤسسة هنا خدمة للترجمة أن المستندات و المواد المترجمة المرفقة عبارة عن ترجمة صحيحة للنص الأصلي دون أدنى مسؤولية عن المحتوى و المؤسسة غير مسؤولة عن أي تعديل أو إضافة دون الرجوع لها.

Affidavit

Hereby, HunaKhidma translation agency certifies that, the attached document and articles are the true copies of the original source text without taking any responsibility for any modification or addition without referring to us.

ختم و توقيع مؤسسة هنا خدمة

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Reviewed By مراجعة بواسطة

Date التاريخ

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and the Company's Articles of Association, including the following:

General Policies

- Establishing a specific policy and standards for the membership of the Board of Directors and implementing them after their approval by the General Assembly.
- Determining the powers granted and delegated by the Board to the Chairman of the Board of Directors and his Deputy.
- Determining the powers granted and delegated by the Board to the CEO and Executive Management.
- Establishing a policy regulating conflicts of interest for each of the Board of Directors and Executive Management members.
- Establishing a disclosure and transparency policy that ensures the company's commitment to disclosing material events.
- Informing the General Assembly of the company about a Board of Directors member competing with the company's business or competing with it in one of the activities of the company's branches or the existence of any direct or indirect interests in the business and contracts carried out by the company.

Financial Systems

- Ensuring the effectiveness of internal control and annual review of its effectiveness based on the recommendations and reports of the Audit Committee.
- Ensuring the soundness of the financial and accounting systems based on the recommendations and reports of the Audit Committee.
- Approving the initial and annual financial statements of the company.

The company's main objectives and strategic plans

- Setting, reviewing and supervising the implementation of the company's main objectives and strategic plans.
- Reviewing the recommendations of the Executive Committee on the company's strategic plans and objectives.

and the Company's Articles of Association, including the following:

General Policies

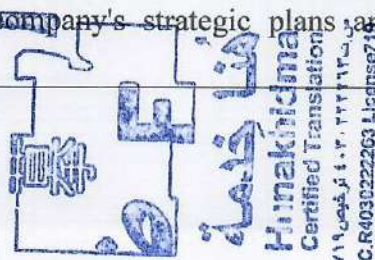
- Establishing a specific policy and standards for the membership of the Board of Directors and implementing them after their approval by the General Assembly.
- Determining the powers granted and delegated by the Board to the Chairman of the Board of Directors and his Deputy.
- Determining the powers granted and delegated by the Board to the CEO and Executive Management.
- Establishing a policy regulating conflicts of interest for each of the Board of Directors and Executive Management members.
- Establishing a disclosure and transparency policy that ensures the company's commitment to disclosing material events.
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Financial Systems

- Ensuring the effectiveness of internal control and annual review of its effectiveness based on the recommendations and reports of the Audit Committee.
- Ensuring the soundness of the financial and accounting systems based on the recommendations and reports of the Audit Committee.
- Approving the initial and annual financial statements of the company.

The company's main objectives and strategic plans

- Follow up on the development of the company's main strategic objectives and plans, review, approve and supervise their implementation.
- Review the recommendations of the Executive Committee on the company's strategic plans and objectives.



members and the CEO in determining the topics of the Board's meetings.

- Inviting and chairing Board meetings and determining the time, date and place of the meeting in coordination with the Board members.
- The topics raised shall be accompanied by sufficient information to enable the Board to make decisions regarding them.
- Working to enhance the effective participation of members in Board meetings and expressing their opinions in a manner that contributes to achieving the Company's objectives.
- Ensuring that sufficient time is provided to discuss the items of the Board's meeting agenda.
- Ensuring that the decisions taken by the Board are based on a knowledge-based basis.
- Ensuring compliance with the Board of Directors' Work Regulations.
- Submitting any comments submitted by a member to the Board of Directors.
- Conducting an evaluation of the performance of the Board of Directors and its sub-committees.
- Ensuring that there are channels of communication with shareholders to convey their opinions to the Board of Directors.
- The Vice Chairman of the Board of Directors assumes the duties and powers of the Chairman of the Board in his absence. In the absence of the Chairman of the Board and his Vice Chairman, the Board members shall choose a Chairman from among themselves to chair the meeting.
- The Board Secretary shall assume the duties stipulated in the relevant regulations, including:
 - Setting the dates of Board of Directors meetings and submitting them to the Chairman of the Board of Directors.
 - Preparing the agenda of Board of Directors meetings in coordination with the Board members and the CEO.
 - Notifying Board members of the dates of meetings well in advance of the meetings and providing them with information related to the meetings.

• Supervising the preparation of the agenda for Board meetings and ensuring the participation of Board members and the CEO in determining the topics of Board meetings.

- Inviting and chairing Board meetings and determining the time, date and place of the meeting in coordination with Board members.
- The topics raised shall be accompanied by sufficient information to enable the Board to make decisions regarding them.
- Working to enhance the effective participation of members in Board meetings and expressing their opinions in a manner that contributes to achieving the Company's objectives.
- Ensuring that sufficient time is provided to discuss the items on the Board meeting agenda.
- Ensure that the decisions taken by the Board are based on knowledge.
- Hold periodic meetings with non-executive Board members without the presence of any executive in the company.
- Present any comments submitted by a member to the Board of Directors.
- Conduct an evaluation of the performance of the Board of Directors and its committees.
- Ensure that there are channels of communication with shareholders to convey their opinions to the Board of Directors.
- The Vice Chairman of the Board of Directors assumes the duties and powers of the Chairman of the Board in his absence. In the absence of the Chairman of the Board and his Vice Chairman, the Board members shall choose a Chairman from among themselves to chair the meeting.
- The Board Secretary shall assume the tasks stipulated in the relevant regulations, including:
 - Documenting Board of Directors meetings, preparing minutes, documenting Board decisions and voting results.
 - Preparing the Board of Directors meeting schedule in coordination with the Board members and the

CEO
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Chairman of the Board is notified of in advance or for any urgent reasons accepted by the Board.

- Commitment to maintain the confidentiality of the information made available to him and he may not, under any circumstances, even upon the end of his membership, disclose it to any individual or entity unless he is authorized to do so by the Board of Directors. He has no right to use any of this information to achieve personal benefit for himself or any of his relatives or acquaintances, and the company has the right to demand compensation from him in the event of non-compliance with what is stated in this article.

- Attend the meetings of the company's general assembly and not be absent from them except with an excuse accepted by the board.

- Commitment to the Board's work regulations and the regulations issued by the Capital Market Authority on a regular basis.

Board Meetings

- The Board of Directors shall meet (4) times and not less than twice a year. The Chairman of the Board shall call for a meeting whenever requested by two members, the external auditor, the Chairman of the Audit Committee, or any other urgent reasons, provided that the reasons for holding the meeting are clarified.

- The Board shall hold its meetings in person or remotely via modern technology, through which members can participate in the agenda deliberations and vote on decisions.

- The validity of the meeting requires the attendance of at least half of the members or the majority of the members, whichever is greater, in person or by proxy. A member of the Board of Directors has the right to delegate another member to attend the meeting on his behalf.

- A member of the Board may attend the meeting via modern technology if he is unable to attend the meeting and participate in the meeting deliberations, discussion, and voting on decisions.

- The Board's decisions shall be adopted by a majority of the votes of those present, and in the

- Not accepting gifts from any person who has business dealings with the company.

- Prepare in advance for Board meetings and not be absent except for objective justifications that the Chairman of the Board is notified of in advance or for any urgent reasons accepted by the Board.

- Commitment to maintain the confidentiality of the information made available to him and he may not, under any circumstances, even upon the end of his membership, disclose it to any individual or entity unless he is authorized to do so by the Board of Directors. He has no right to use any of this information to achieve personal benefit for himself or any of his relatives or acquaintances, and the company has the right to demand compensation from him in the event of non-compliance with what is stated in this article.

- Attend the meetings of the company's general assembly and not be absent from them except with an excuse accepted by the board.

- Commitment to the Board's work regulations and the regulations issued by the Capital Market Authority on a regular basis.

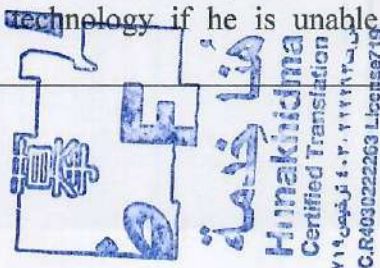
Board Meetings

- The Board of Directors shall meet at least (4) times a year and at least once every three months. The Chairman of the Board shall call for a meeting whenever requested by two members, the external auditor, the Chairman of the Audit Committee, or any other urgent reasons, provided that the reasons for holding the meeting are clarified.

- The Board shall hold its meetings in person or remotely via modern technology, through which members can participate in the agenda deliberations and vote on decisions.

- The validity of the meeting requires the attendance of at least half of the members or the majority of the members, whichever is greater, in person or by proxy. A Board member has the right to delegate another member to attend the meeting on his behalf.

- A Board member may attend the meeting via modern technology if he is unable to attend the



event of a tie, the side with which the Chairman of the meeting voted shall prevail.

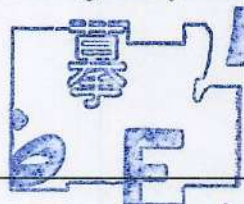
- The Board of Directors has the right (without holding a meeting) to issue decisions by circulation in urgent matters by presenting them to the members separately without a meeting, and these decisions shall not be valid unless approved by the majority of the members.
- A member of the Council has the right to object to any decision taken by the Council, provided that his objection is recorded in the minutes of the meeting, stating the reasons for his objection. The absence of a member from the meeting in which the decision is issued shall not be considered a reason for exemption from responsibility unless it is proven that he was not aware of the decision or was unable to object to it after becoming aware of it.

Board Secretary

The Board Secretary's duties include preparing minutes of meetings, which should include the following:

- Date, time, and location of the meeting.
- Names of members present and absent from the meeting.
- Board deliberations and decisions, clarifying the results of voting on the decisions and the reasons for objecting to the decisions (if any).
- Identifying the department or entity responsible for implementing the decisions.
- The Board Secretary sends a draft of the meeting minutes to the Board members to express their comments and opinions regarding what was recorded in the meeting minutes.
- After addressing the Board members' comments and the meeting chair's approval, the final draft is sent back to the members in preparation for its approval at the next Board meeting.
- The meeting minutes are kept with the meeting agenda and all documents in a register signed by the Board Chair and the Secretary.

Following up on Board decisions



meeting and participate in the meeting deliberations, discussion, and voting on decisions.

- The Board's decisions shall be adopted by a majority of the votes of those present, and in the event of a tie, the side with which the Chairman of the meeting voted shall prevail.
- The Board of Directors has the right (without holding a meeting) to issue decisions by passing on urgent matters by presenting them to the members separately without a meeting, and these decisions are not valid unless approved by the majority of the members.

- A member of the Board has the right to object to any decision taken by the Board, provided that his objection is recorded in the minutes of the meeting with a statement of the reasons for his objection, and the absence of a member from the meeting in which the decision is issued is not considered a reason for exemption from liability unless it is proven that he was not aware of the decision or was unable to object to it after becoming aware of it.

Board Secretary

The Board Secretary's duties include preparing minutes of meetings, which should include the following:

- Date, time of start and end of the meeting, and location of the meeting.
- Names of members present and absent from the meeting.
- Board deliberations and decisions, clarifying the results of voting on the decisions and reasons for objecting to the decisions (if any).
- Identifying the department or entity responsible for implementing the decisions.
- The Board Secretary sends a draft of the meeting minutes to the Board members to express their comments and opinions regarding what was recorded in the meeting minutes.
- After addressing the Board members' comments and the meeting chair's approval, the final draft is sent back to the members in preparation for its approval at the next Board meeting.

- The Board Chair or his delegate shall notify the decisions taken by the Board to the department or entity responsible for implementing them.
- The Board Secretary shall present a report on the Board's work to the Board members on an annual basis.

Evaluation of the Board's work The Board of Directors evaluates its performance annually to determine the level of effectiveness of the Board in performing its tasks and responsibilities.

- The meeting minutes are kept with the meeting agenda and all documents in a register signed by the Board Chair and the Secretary.
- Follows up on the implementation of the Board's decisions with the executive management.
- Participates in designing and implementing the training program for new Board members.

Follow up on Board decisions

- The Board Chair or his delegate or the Board Secretary informs the Board of Directors of the decisions taken by the Board of Directors to the department or entity responsible for implementing them.
- The Secretary of the Board shall submit a report on the Board's work to the Board members on an annual basis.

Evaluation of the Board's work

The Board of Directors shall evaluate its performance on an annual basis in order to determine the level of effectiveness of the Board in performing its duties and responsibilities.

The Board shall use an independent external body to evaluate the Board at least once every three years.

Article Seven: Remuneration of Board Members and Board Secretary

- Each member of the Board of Directors is entitled to an annual remuneration of (200,000) Saudi Riyals, paid quarterly, in accordance with the Board of Directors and Committees Remuneration Policy approved by the Board of Directors.
- The Board Secretary shall receive an annual remuneration of (30,000) Saudi Riyals, paid quarterly.

Article Seven: Remuneration of Board Members and Board Secretary

- Each member of the Board of Directors is entitled to an annual bonus of (200,000) Saudi Riyals, paid quarterly, in accordance with the Board of Directors and Committees Remuneration Policy approved by the Board of Directors.
- The Board Secretary shall receive an annual bonus of (30,000) Saudi Riyals, paid quarterly.

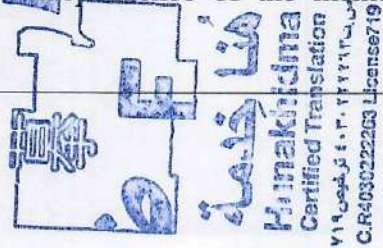
Article Eight: Conflict of Interest

A conflict of interest means the existence of a direct or indirect interest of any member in a matter included on the Board's agenda, and such interest has an impact on the independence of the member's opinion.

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A conflict of interest means the existence of a direct or indirect interest of any member in a matter included on the Board's agenda, and such interest has an impact on the independence of the member's opinion.

- A member of the Board of Directors may not have any direct or indirect interest in the business and



whether in person or by proxy. A committee member has the right to delegate another member to attend the meeting on his behalf.

The committee's decisions are issued by a majority vote of those present, and in the event of a tie, the side with which the chairman of the meeting voted shall prevail.

No member of the board of directors or executive management other than a member of the committee has the right to attend committee meetings except upon invitation from the committee to hear his opinion.

The committee holds its meetings at the company's main office and may meet outside it. Committee meetings may also be held via modern technology.

The committees emanating from the board of directors have the right to issue decisions by circulation on urgent matters by presenting them to the members separately without a meeting. These decisions are not valid unless approved by the majority of the members.

Follow-up on committee decisions

Each committee studies the topics within its jurisdiction or those referred to it by the board of directors.

The committee chairman submits the committee's recommendations and the results it has reached to the board of directors.

- Each committee shall be responsible for its work before the Board of Directors.

The committees may seek the assistance of any experts, specialists or others they deem appropriate in studying the topics that fall within their tasks and responsibilities, provided that this is stated in the minutes of the committee meeting, along with the

delegate another member to attend the meeting on his behalf.

- Committee decisions are issued by a majority of the votes of those present, and in the event of a tie, the side with which the Chairman of the meeting voted shall prevail.

- No member of the Board of Directors or the Executive Management other than a member of the Committee has the right to attend the Committee meetings except upon invitation from the Committee to hear his opinion.

- The Committee holds its meetings at the Company's main office and may meet outside it, and Committee meetings may be held via modern technology.

- Committees emanating from the Board of Directors have the right to issue decisions by circulation on urgent matters by presenting them to the members separately without a meeting, and these decisions shall not be valid unless approved by the majority of the members.

Follow-up on Committee Decisions

- Each committee studies the topics that are within its jurisdiction or that are referred to it by the Board of Directors.

- The Chairman of the Committee shall submit the Committee's recommendations and findings to the Board of Directors.

Each Committee shall be responsible for its work before the Board of Directors.

The Committees may seek the assistance of any experts, specialists, or others they deem appropriate in studying the topics that fall within their tasks and responsibilities, provided that this is stated in the minutes of the Committee's meeting, along with the name of the expert or specialist and his relationship to the Company or Executive Management.



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<p>name of the expert or specialist and his relationship to the company or executive management.</p>	
<p>Article Eleven: Implementation and Review of the Regulations</p> <p>The Board of Directors shall monitor the implementation of the Regulations, verify their effectiveness, and amend them when necessary. The Board of Directors' Regulations are also subject to periodic review by the Governance Department and the Internal Audit Department for the purpose of developing and updating them in line with the relevant systems and regulations and as deemed by the Board of Directors. They may not be amended except after obtaining the approval of the Board of Directors.</p>	<p>Article Eleven: Implementation and Review of the Regulations</p> <p>The Board of Directors shall monitor the implementation of the Regulations, verify their effectiveness, and amend them when necessary. The Board of Directors' Regulations are also subject to periodic review by the Governance Department and the Internal Audit Department for the purpose of developing and updating them in line with the relevant systems and regulations and as deemed by the Board of Directors. They may not be amended except after obtaining the approval of the Board of Directors.</p>
<p>Article Twelve: Enforcement</p> <ul style="list-style-type: none"> • The Regulations shall be effective from the date of their approval by the Board of Directors. • Anything not provided for in these Regulations shall be subject to the relevant systems and regulations issued by the competent authorities. 	<p>Article Twelve: Enforcement</p> <ul style="list-style-type: none"> • The Regulations shall be effective from the date of their approval by the General Assembly. • Anything not provided for in these Regulations shall be subject to the relevant systems and regulations issued by the competent authorities.