

Articles proposed to be amended in Etihad Etisalat (Mobily) board membership policy, standards and procedures

Including text pre- and post-amendment

Text post-modification	Text pre-amendment	Item number in the proposed policy
<ul style="list-style-type: none"> ▪ Etihad Etisalat (the "Company" or "Mobily") seeks to properly implement the Companies Law issued by Royal Decree No. (M/132) dated 12/1/1443AH and its Implementing Regulations, in addition to the Corporate Governance Regulations issued by the Saudi Capital Markets Authority ("CMA") Board, and the Company's governance rules issued by its Board of Directors to ensure that the Company's business is in line with the best practices in the corporate governance field. ▪ Mobily board membership policy, standards and procedures have been prepared with the aim of complying with Paragraph (3) of Article (21) of the Corporate Governance Regulations issued pursuant to Resolution No. (8-16-2017) dated 2/13/2017AD, amended by the CMA board resolution No.(8-5-2023) dated 1/18/2023AD, stipulating that the Board of Directors (the "Board") (shall prepare a clear and specific board membership policy, standards and procedures - in a manner that does not conflict with the mandatory provisions of the Corporate Governance Regulations - and enforce them after approved by the General Assembly). ▪ This policy shall include nomination and selection criteria of the Company's Board members based on competence and ability to represent the Board and committees emanating therefrom, in a manner ensuring availability of experience, ability, and scientific and practical knowledge that will contribute to raising the Company's operational efficiency, and determine their remuneration 	<ul style="list-style-type: none"> ▪ "The Company's board membership policies, standards and procedures" have been prepared with the aim of complying with Paragraph (3) of Article (22) of the Corporate Governance Regulations issued by CMA Board, stipulating that "The Board of Directors shall prepare clear and specific board membership policies, standards and procedures - in a manner that does not contradict with the mandatory provisions of the Corporate Governance Regulations - and enforce them after approved by the General Assembly." 	<p>1</p> <p>Introduction</p> <p>(Amendment)</p>

<p>in accordance with the standards and controls contained in the Companies Law, the Corporate Governance Regulations, and other relevant laws and regulations.</p> <ul style="list-style-type: none"> ▪ The Nominations and Remuneration Committee shall be responsible for preparing and reviewing this policy, proposing changes deemed appropriate and presenting them to the Board for consideration. ▪ The Board General Secretariat shall be responsible for supporting and assisting the Nominations and Remuneration Committee to issue and update this policy, and to develop procedures that help in implementation thereof. 										
<ul style="list-style-type: none"> ▪ The following words and phrases shall have the meanings assigned thereto unless the context requires otherwise: <table border="1" data-bbox="218 623 892 862"> <thead> <tr> <th>Abbreviation</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>Etihad Etisalat (Mobily) Board of Directors</td> </tr> <tr> <td>CMA</td> <td>Capital Market Authority.</td> </tr> <tr> <td>Company</td> <td>Etihad Etisalat (Mobily).</td> </tr> </tbody> </table> <ul style="list-style-type: none"> ▪ The meanings of the definitions and terms contained in this policy shall apply as they were defined in the amended Corporate Governance Regulations issued by CMA, and the remaining meanings of definitions and terms that were not defined in the amended Corporate Governance Regulations for the relevant regulations issued by the competent authorities shall apply to any undefined words or phrases. 	Abbreviation	Description	Board	Etihad Etisalat (Mobily) Board of Directors	CMA	Capital Market Authority.	Company	Etihad Etisalat (Mobily).		<p>2 Definitions and abbreviations (Add)</p>
Abbreviation	Description									
Board	Etihad Etisalat (Mobily) Board of Directors									
CMA	Capital Market Authority.									
Company	Etihad Etisalat (Mobily).									
<ul style="list-style-type: none"> ▪ The Companies Law issued by Royal Decree No.(M/132) dated 12/1/1443AH. ▪ The Implementing Regulations the Companies Law regarding the listed joint stock companies issued by CMA pursuant to Resolution No. (8-127-2016) dated 10/17/2016AD, amended by CMA Board Resolution No. (2-26-2023) dated 3/27/2023AD. 		<p>3 References (Add)</p>								

<ul style="list-style-type: none"> ▪ The Corporate Governance Regulations issued by CMA pursuant to Resolution No. (8-16-2017) dated 2/13/2017AD, amended by CMA Board Resolution No. (5-8-2023) dated 1/18/2023AD. ▪ The Company's Articles of Association amended and approved based on the General Assembly minutes of the meeting held on June 1, 2023. 		
<p>4.1 Mobily board membership policies and criteria:</p> <p>Board members shall be professionally qualified and have the necessary experience, knowledge, skill and independence, enabling them to carry out their duties efficiently and competently, provided that the General Assembly, when electing board members, shall take into account the recommendations of the Company's Nominations and Remuneration Committee and availability of the personal and professional components necessary to perform their duties effectively, and it should be taken into account that the member in particular shall have the following:</p> <ul style="list-style-type: none"> ▪ Board membership candidate shall not have previously been convicted of a crime against honour and honesty, nor have been insolvent or bankrupt, or have become unfit for board membership in accordance with any law or instructions in force in the Kingdom. ▪ Board member may not hold more than five seats on the boards of listed joint stock companies at the same time. ▪ Board member shall represent all shareholders and commit to all matters in the interest of the Company in general, and not just the matters achieving the interests of the group that elected them. ▪ Number of independent members shall never be less than the number required by law. ▪ Independent members shall have complete independence in their position and decisions, and none of independence impairments stipulated in the Corporate Governance Regulations shall apply thereto. 	<p>Article (2): The Company's board membership policies and standards</p> <p>Board member shall be professionally competent and have the necessary experience, knowledge, skill and independence, enabling them to carry out their duties efficiently and competently, provided that the General Assembly, when electing board members, takes into account the recommendations of the Company's Remuneration and Nominations Committee and availability of the personal and professional capabilities necessary to perform their duties effectively, and it should be taken into account that the member shall have in particular the following:</p> <ol style="list-style-type: none"> 1. Board membership candidate shall never have previously been convicted of a crime against honor and honesty, nor have been insolvent, bankrupt, or have become unfit for board membership in accordance with any law or instructions in force in the Kingdom. 2. Board member may not hold membership in the Boards of joint stock companies listed on CMA in excess of the number authorized by law. 3. Board member shall represent all shareholders and commit to all matters in the interest of the Company in general, and not just the matters achieving the interests of shareholders or group they represent or that voted to appoint them to the Board. 4. Number of independent members shall never be less than the number stipulated by law. 5. Independent members shall have complete independence in their position and decisions, and none of independence impairments stipulated in the Corporate Governance Regulations shall apply thereto. 	<p>4.1</p> <p>The Company's board membership policies and standards:</p> <p>(Amendment)</p>

<ul style="list-style-type: none"> ▪ Ability to lead: This is achieved by having leadership skills that qualify them to grant powers, leading to stimulate performance, apply best practices in the field of effective management, and comply with professional values and ethics. ▪ Competence: This is achieved by availability of academic qualifications, professional skills, appropriate personality, level of training, and practical experiences related to the Company's current and future activities, management, economics, accounting, law, or governance, as well as the desire for learning and training. ▪ Ability to direct: This is achieved by availability of technical, leadership, and administrative capabilities, speed in decision-making, understanding the technical requirements related to the workflow, and being able to provide strategic direction, long-term planning, and clear future vision. ▪ Financial knowledge: This is achieved by being able to read and understand financial statements and reports. ▪ Health fitness: This is achieved by having no health barrier preventing them from exercising their duties and powers. ▪ Board member candidate shall comply with the principles of honesty, loyalty, and taking care of the interests of the Company and shareholders and prioritizing them over his personal interest: <ul style="list-style-type: none"> ○ Honesty: This is achieved by the board member having honest professional relationship with the Company and disclosing any influential information to the Company before executing any deal or contract with the Company or any of its subsidiaries. ○ Loyalty: This is achieved by avoiding transactions involving a conflict of interest while ensuring fair dealing and taking into account the provisions regarding conflicts of interest contained in the Governance Regulation. ○ Care and attention: Performing the duties and responsibilities contained in the Companies Law, CMA Law, the Company's articles of association, and any other related laws. 	<p>6. Ability to lead: This is achieved by having leadership skills that qualify them to grant powers, stimulating performance, applying best practices in the field of effective management, and complying with professional values and ethics.</p> <p>7. Qualifications, skills and expertise: This is achieved by availability of academic qualifications, professional skills, appropriate personality, level of training, and practical experiences related to the Company's current and future activities. It is also preferable for the member to have knowledge of management, economics, accounting, law, or governance, as well as a desire to learn and train.</p> <p>8. Ability to direct: This is achieved by availability of technical, leadership, and administrative capabilities, speed in decision-making, understanding the technical requirements related to the workflow, and being able to provide strategic direction, long-term planning, and clear future vision.</p> <p>9. Financial knowledge: This is achieved by being able to read and understand financial statements and reports.</p> <p>10. Health fitness: This is achieved by having no health barrier preventing them from exercising their duties and powers.</p> <p>11. Board member candidate shall comply with the principles of honesty, loyalty, and taking care of the interests of the Company and shareholders and prioritizing them over his personal interest.</p> <p>A. Honesty is achieved by the board member having honest professional relationship with the Company, and disclosing any influential information to the Company before executing any deal or contract with the Company or any of its subsidiaries.</p> <p>B. Loyalty is achieved by avoiding transactions involving a conflict of interest while ensuring fair dealing and taking into account the provisions regarding conflicts of interest contained in the Governance Regulation.</p> <p>C. Care and attention are achieved by performing the duties and responsibilities contained in the Companies Law, CMA Law, the Company's articles of association, and any other related laws.</p>	
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<ul style="list-style-type: none"> ▪ Board membership candidate shall disclose to the Board and the General Assembly any cases of conflict of interest in accordance with the procedures established by CMA, which include: <ul style="list-style-type: none"> ○ Personal interest in the business and contracts concluded on behalf of the Company. ○ Participation in work competing with the Company or competing therewith in one of the branches of activity it practices. ▪ Considering diversity in academic qualification and practical experience, and nomination priority shall be given to the needs required of those with appropriate skills for board membership. 	<p>12. Board membership candidate shall disclose to the Board and the General Assembly any cases of conflict of interest in accordance with the procedures established by CMA, which include:</p> <p>A. Personal interest in the business and contracts concluded on behalf of the Company.</p> <p>B. Participation in work competing with the Company or competing therewith in one of the branches of activity it practices.</p> <p>13. A candidate shall be a natural person, whether applying in his personal capacity or representing a legal personality.</p> <p>14. Considering diversity in academic qualification and practical experience, and nomination priority shall be given to the needs required of those with appropriate skills for board membership.</p>	
<p>4.2 Eligibility and procedures of candidacy for board membership:</p> <ul style="list-style-type: none"> ▪ Each shareholder may nominate himself or one or more other shareholders, or others, for board membership of the joint stock company. ▪ The Nominations and Remuneration Committee shall be responsible for coordinating with the Company's executive management to announce the opening of nominations for board membership at least sixty (60) days before the end of the Board session, and in light of the requirements required by the regulations and laws. 	<p>Article (3): Eligibility and procedures of candidacy for board membership:</p> <p>1. Every shareholder may nominate himself or one or more other persons for board membership, within the limits of his capital ownership percentage.</p> <p>2. The Nominations and Remuneration Committee shall be responsible for coordinating with the Company's executive management to announce the opening of nominations for board membership at least sixty (60) days before the end of the Board session, and in light of the requirements required by the regulations and laws.</p>	<p>4.2 Eligibility and procedures of candidacy for board membership: (Amendment)</p>

<ul style="list-style-type: none"> ▪ The nomination announcement shall be published on CMA website (Tadawul) as well as on the Company’s website, and in any other means specified by CMA, in order to invite individuals wishing to run for board membership, provided that the nomination period shall remain open for at least one month from the announcement date. ▪ The Nominations and Remuneration Committee shall submit its recommendations to the board regarding candidacy for board membership in accordance with the criteria described in this policy. ▪ Individual wishing to nominate himself for the Company’s board membership shall disclose his desire to run, pursuant to a notification submitted to the Company’s management within the period and dates stipulated in accordance with this policy and the applicable laws and regulations. This notification shall include a brief of the candidate in Arabic in terms of CV, qualifications, and practical experience, in addition to providing the Company with all supporting documents such as (national ID card, family card, passport for non-Saudis running for board membership and any other relevant documents required by the Company to meet regulatory requirements). ▪ A candidate for board membership shall disclose to the board and the General Assembly any conflicts of interest. ▪ Applicants for board membership shall fill out the form or forms specified by CMA, that can be obtained through CMA website. ▪ A candidate who has previously served as a board member of a joint stock company shall attach a statement of the number and dates of the boards of the companies of which he is a member. ▪ A candidate who has previously served as a board member of the Company shall attach to the nomination notification a statement from the Company’s management about the last session in which he assumed board membership, including the following information: 	<ol style="list-style-type: none"> 3. The nomination announcement shall be published on CMA website (Tadawul) as well as on the Company’s website, and in any other means specified by CMA, in order to invite individuals wishing to run for board membership, provided that the nomination period shall remain open for at least one month from the announcement date. 4. The Nominations and Remuneration Committee shall submit its recommendations to the board regarding candidacy for board membership in accordance with the criteria described in this policy. 5. Individual wishing to nominate himself for the Company’s board membership shall disclose his desire to run, pursuant to a notification submitted to the Company’s management within the period and dates stipulated in accordance with this policy and the applicable laws and regulations. This notification shall include a brief of the candidate in Arabic in terms of CV, qualifications, and practical experience, in addition to providing the Company with all supporting documents such as (national ID card, family card, passport for non-Saudis running for board membership and any other relevant documents required by the Company to meet regulatory requirements). 6. A candidate for board membership shall disclose to the board and the General Assembly any conflicts of interest. 7. Applicants for board membership shall fill out the form or forms specified by CMA, that can be obtained through CMA website. 8. A candidate who has previously served as a board member of a joint stock company shall attach a statement of the number and dates of the boards of the companies of which he is a member. 9. A candidate who has previously served as a board member of the Company shall attach to the nomination notification a statement from the Company’s management about the last session in which he assumed board membership, including the following information: <ol style="list-style-type: none"> 1. The number of board meetings that took place during each year of the session. 	
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<ul style="list-style-type: none"> ○ The number of board meetings that took place during each year of the session. ○ The number of meetings attended personally by the member, and the percentage of his attendance at the total meetings. ○ The permanent committees in which the member participated, the number of meetings held by each of those committees during each year of the session, the number of meetings he attended, and the ratio of his attendance to the total number of meetings. ▪ Membership status shall be clarified upon nomination, i.e. whether the member is an executive, a non-executive, or independent member. ▪ The Nominations and Remuneration Committee shall coordinate with the executive management to finalize the regulatory requirements and provide the competent regulatory authorities with all required documents. ▪ The selection of board members shall be voted on through the cumulative voting method. ▪ Voting in the General Assembly shall be limited to those who nominated themselves in accordance with the aforementioned policies, standards and procedures. 	<p>2. The number of meetings attended personally by the member, and the percentage of his attendance at the total meetings.</p> <p>3. The permanent committees in which the member participated, the number of meetings held by each of those committees during each year of the session, the number of meetings he attended, and the ratio of his attendance to the total number of meetings.</p> <p>10. Membership status shall be clarified upon nomination, i.e. whether the member is an executive, a non-executive, or independent member.</p> <p>11. The nature of membership shall be clarified, i.e. whether the member is nominated in his personal capacity or is a representative of a legal entity.</p> <p>12. The Nominations and Remuneration Committee shall coordinate with the executive management to finalize the regulatory requirements and provide the competent regulatory authorities with all required documents.</p> <p>13. The selection of board members shall be voted on through the cumulative voting method.</p> <p>14. Voting in the General Assembly shall be limited to those who nominated themselves in accordance with the aforementioned policies, standards and procedures.</p>	
<p>4.3 Mechanism for selection of Chairman and Vice-Chairman of the Board</p> <ul style="list-style-type: none"> ▪ The Company's shareholders shall elect the board members at the General Assembly meeting of shareholders according to the method and standards included in this policy. The Board shall then select its Chairman and Vice-Chairman from among its non-executive members, and the Board may remove them from their positions or re-select them at any time. 	<p>Article (4): Mechanism for selection of Chairman and Vice-Chairman of the Board</p> <p>The Company's shareholders shall elect the board members at the General Assembly meeting of shareholders according to the method and standards included in this policy. The Board shall appoint from among its members a Chairman and Vice-Chairman and may appoint a Managing Director. The position of Chairman of the Board may not be combined with any executive position in the</p>	<p>4.3 Mechanism for selection of Chairman and Vice-Chairman of the Board (Amendment)</p>

	<p>company. Nomination and selection of Chairman is made from among the board members.</p>	
<p>4.4 Expiration of board membership and vacancy of a position:</p> <ul style="list-style-type: none"> ▪ Board membership shall end with the expiration of its term or with any of the reasons for the expiration of the board membership or the request to terminate it from the Board in accordance with any law or instructions in force in the Kingdom. ▪ The Ordinary General Assembly may, at all times, dismiss all or some board members, and in such case the Ordinary General Assembly shall elect a new board, or a member to replace the dismissed one - as the case may be - in accordance with the provisions of the Companies Law. ▪ A board member may retire, provided that this is done at an appropriate time, otherwise he will be responsible before the Company for the damages resulting from such retirement. ▪ The Ordinary General Assembly – may, based on the recommendation of the board –, terminate the membership of any of its members who are absent from attending (three) consecutive meetings, or (five) separate meetings during the term of his membership without a legitimate excuse accepted by the board. Upon expiration of a board membership by one of the membership expiration methods, the Company shall notify CMA and Tadawul immediately and explain the reasons that called for this. ▪ If a board member resigns and has notes on the Company’s performance, he shall submit a written statement to the board Chairman, and this statement shall be presented to the board members. 	<p>Article (5): Expiration of board membership and vacancy of a position:</p> <ol style="list-style-type: none"> 1. Board membership shall end with the expiration of its term or with expiration of member validity or the request to terminate it from the Board in accordance with any law or instructions in force in the Kingdom. The Ordinary General Assembly may, at all times, dismiss all or some board members, without prejudice to the right of the dismissed member towards the Company to demand compensation if the dismissal occurs for an unacceptable reason or in inappropriate time. 2. A board member may retire, provided that this is done at an appropriate time, otherwise he will be responsible before the Company for the damages resulting from such retirement. 3. If the position of a board member elected by the General Assembly becomes vacant, the board may appoint a temporary member to the vacant position, provided that he experienced one. This shall be communicated to CMA and the Ministry of Trade and Investment within five working days from the date of appointment, and the appointment must be presented to the Ordinary General Assembly at its first meeting and the new member must complete the term of his predecessor. If the necessary conditions are not met for the board to convene due to the number of its members being less than the minimum stipulated in the Companies Law and the articles of association, the rest of the members must convene the Ordinary General Assembly within sixty (60) days to elect the necessary number of members . Board membership shall end in the event that 	<p>4.4 Expiration of board membership and vacancy of a position: (Amendment)</p>

<ul style="list-style-type: none"> ■ In the event that the Chairman and board members retire, they shall convene the Ordinary General Assembly to elect a new board. Retirement shall not apply until the election of the new board, provided that the period of continuation of the retired board does not exceed (120) days from the date of that retirement, and the board shall take the necessary measures to elect a board to replace it before the expiration of the continuation period specified in this article. ■ If the position of a board member becomes vacant due to his death or retirement, and this vacancy does not result in a violation of the conditions necessary for the validity of the board meeting; due to the number of its members being less than the minimum stipulated in the Companies Law or this regulation, the board may appoint a temporary member to the vacant position, provided that he is experienced and sufficient, and the commercial registry and CMA shall be notified of this within fifteen (15) days from the date of appointment, and the appointment shall be presented to the Ordinary General Assembly at its first meeting, and the new member shall complete the term of his predecessor. If the necessary conditions are not met for the board to be valid; due to the number of its members being less than the minimum stipulated in the Companies Law, or this regulation, the rest of the members shall call the Ordinary General Assembly to meet within (60) sixty days to elect the necessary number of members. ■ The Company shall notify CMA of the names of board members and their membership qualities within five (5) working days from the date of the start of the board session, or from the date of their appointment —, whichever is closest —, and any changes that occur to their membership within five (5) working days from the date the changes occur. 	<p>the member loses his eligibility to work as a board member, or is unable to carry out his work. The member shall resign in the event that he is unable to allocate the time or effort necessary to perform his duties in the board. However, in the event of a conflict of interest, the member has the option to obtain a license from the General Assembly that is renewed every year or submit his resignation.</p>	
<p>4.5 Final provisions :</p> <ul style="list-style-type: none"> ■ The content stated in this policy shall be valid, and is adhered to by the Company as of the date of its approval by the General Assembly of Shareholders. This policy shall be effective from the date of its approval by the General Assembly, 	<p>Article (6): Final Provisions</p> <p>This policy shall be implemented and shall be adhered to by the Company as of the date of its approval by the General Assembly of Shareholders. This policy shall</p>	<p>4.5 Final provisions</p>

<p>and articles of this policy shall not be amended, deleted, or added, except based on the approval of the General Assembly, and based on a proposal from the board.</p> <ul style="list-style-type: none"> ▪ This policy shall be published on the Company’s website to enable shareholders, the public and stakeholders to view it. The contents of this policy shall be amended - as needed - based on the recommendation of the board, provided that any proposed amendment thereto is presented to the General Assembly of Shareholders at its nearest meeting for approval. ▪ This policy shall abolish the policies, standards and procedures for board membership which were previously approved based on the minutes of the General Assembly meeting held on June 4, 2017. It shall also cancel and replaces all procedures, decisions or internal regulations of the Company that conflict therewith. ▪ Anything that is not stipulated in this policy shall be subject to the relevant laws and regulations issued by the competent authorities. 	<p>be published on the Company’s website to enable shareholders, the public and stakeholders to view it. The contents of this policy shall be amended - as needed - based on the recommendation of the board, provided that any proposed amendment thereto is presented to the General Assembly of Shareholders for approval, and the provisions of the Corporate Governance Regulations issued by CMA board shall apply in everything that is not stipulated in this policy.</p>	<p>(Amendment)</p>
<ul style="list-style-type: none"> ▪ The Committee shall review this policy periodically or when necessary to verify its compatibility with the objectives set for it and in accordance with the relevant laws, regulations or regulatory requirements. ▪ The Nomination and Remuneration Committee notify the executive management with any amendments or proposals to this policy and to survey and observe its insights in order to achieve the goal behind it. 		<p>4.6 Audit and review (Add)</p>
<ul style="list-style-type: none"> ▪ This policy has been prepared in Arabic and English, and in the event of a conflict or ambiguity between the Arabic and English texts, the Arabic text shall prevail. 		<p>4.7 Language (Add)</p>