

Proposed amendments to the work regulations of the Nominations and Remuneration Committee, including the text before and after the amendment

Etihad Etisalat Company "Mobily"

Text after modification	Text before modification	Item number in the updated Audit Committee work regulations
<ul style="list-style-type: none"> <li>■ The work regulations of the Nominations and Remuneration Committee ("The Committee") of the Board of Directors of Etihad Etisalat Company (Mobily) ("The Company") have been prepared in implementation of what was stipulated in Paragraph (B) of Article (Fifty-Seven) and Article (Sixty-first), Paragraph (A). From the Corporate Governance Regulations issued by the Capital Market Authority under Resolution No. (8-16-2017) dated 2/13/2017 AD. Amended by Capital Market Authority Board Resolution No. (5-8-2023) dated 1/18/2023 AD, which requires that the company's General Assembly - based on a proposal from the Board of Directors - issue work regulations for the Nominations and Remuneration Committee, provided that this regulation includes controls and procedures. The work of the committee, its tasks, the rules for selecting its members, the duration of their membership, and their rewards.</li> <li>■ The committee shall assume the powers and tasks contained in these regulations by the provisions of the Corporate Governance Regulations issued by the Authority and in line with best practices in the field of corporate governance.</li> </ul>		<p>1 Introduction  (add)</p>

<ul style="list-style-type: none"> <li>■ The following words and phrases indicate the meanings explained in front of them unless the context of the text requires otherwise: <table border="1" data-bbox="220 337 892 841"> <thead> <tr> <th data-bbox="220 337 426 402">Abbreviation</th> <th data-bbox="426 337 892 402">Description</th> </tr> </thead> <tbody> <tr> <td data-bbox="220 402 426 495">Board</td> <td data-bbox="426 402 892 495">Board of Directors of Etihad Etisalat Company (Mobily).</td> </tr> <tr> <td data-bbox="220 495 426 571">Committee</td> <td data-bbox="426 495 892 571">Nominations and Remuneration Committee.</td> </tr> <tr> <td data-bbox="220 571 426 678">Regulations</td> <td data-bbox="426 571 892 678">Regulations for the work of the Nominations and Remuneration Committee.</td> </tr> <tr> <td data-bbox="220 678 426 730">Authority</td> <td data-bbox="426 678 892 730">Capital Market Authority.</td> </tr> <tr> <td data-bbox="220 730 426 782">The company</td> <td data-bbox="426 730 892 782">Etihad Etisalat Company (Mobily).</td> </tr> <tr> <td data-bbox="220 782 426 841">President</td> <td data-bbox="426 782 892 841">Committee Chairman.</td> </tr> </tbody> </table> </li> <li>■ The meanings of the definitions and terms contained in this regulation apply as they were defined in the amended Corporate Governance Regulations issued by the Capital Market Authority, and the rest of the meanings of the definitions and terms that were not known in the amended Corporate Governance Regulations for the relevant regulations issued by the competent authorities apply to any undefined words or phrases.</li> </ul>	Abbreviation	Description	Board	Board of Directors of Etihad Etisalat Company (Mobily).	Committee	Nominations and Remuneration Committee.	Regulations	Regulations for the work of the Nominations and Remuneration Committee.	Authority	Capital Market Authority.	The company	Etihad Etisalat Company (Mobily).	President	Committee Chairman.	-	2 Definitions.  (add)
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Board	Board of Directors of Etihad Etisalat Company (Mobily).															
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Authority	Capital Market Authority.															
The company	Etihad Etisalat Company (Mobily).															
President	Committee Chairman.															
<ul style="list-style-type: none"> <li>■ The Companies Law issued by Royal Decree No.(M/132) dated 12/1/1443 AH.</li> <li>■ The executive regulations for the system of private companies for listed joint stock companies issued by the Capital Market Authority under Resolution No. (8-127-2016) dated 10/17/2016 AD, and amended by Capital Market Authority Board Resolution No. (2-26-2023) dated 3/27/2023 AD.</li> </ul>		3 References  (add)														

<ul style="list-style-type: none"> <li>▪ Corporate Governance Regulations issued by the Capital Market Authority under Resolution No. (8-16-2017) dated 2/13/2017 AD, and amended by Capital Market Authority Board Resolution No. (5-8-2023) dated 1/18/2023 AD.</li> <li>▪ The company's bylaws were amended and approved based on the minutes of the General Assembly meeting held on June 1, 2023.</li> <li>▪ The remuneration policy for members of the Board of Directors, its committees, and the company's executive management, was approved based on the minutes of the General Assembly meeting held on June 1, 2023.</li> <li>▪ Policies, standards, and procedures for membership in the Board of Directors, approved based on the minutes of the General Assembly meeting held on June 4, 2017.</li> </ul>		
<ul style="list-style-type: none"> <li>▪ The committee shall be formed by a decision of the Board from at least three members who are not members of the Executive Board, with a maximum of five members, including at least one independent member.</li> <li>▪ If the Chairman of the Committee is absent from a meeting, the members of the Committee shall nominate a Chairman of the meeting temporarily.</li> <li>▪ It is permissible to seek assistance from non-executive members or persons other than Board members, whether shareholders or others.</li> <li>▪ The Capital Market Authority must be notified of the names of the committee members and their membership qualities within five (5) working days from the date of their appointment and any changes thereto within five (5) working days from the date the changes occur.</li> </ul> <p>The term of membership in the Committee shall be linked to the Board session.</p>	<p>Article One: Formation of the Nominations and Remuneration Committee</p> <p>It was formed by a decision of the company's Board of Directors from non-executive members of the Board of Directors, provided that at least one independent member is among them. <b>The members may be reappointed, committee members may be chosen as its chairman, and the Chairman of the Board of Directors may not be the Chairman of the Committee.</b></p> <ol style="list-style-type: none"> <li>1. The number of committee members must not be less than three and not more than five.</li> <li>2. It must be considered that the members of the committee are independent members of the Board of Directors. Non-executive members or persons other than members of the Board may be used, whether shareholders or others, <b>provided that the Chairman of the Committee is an independent member. The members of the committee must have administrative and professional skills that serve the committee's objectives and the company's interests.</b></li> <li>3. The Capital Market Authority must be notified of the names of the committee members, and their membership qualities within five working days from the date of their appointment, and any changes that occur within five working days</li> </ol>	<p>4.1</p> <p>Formation of the committee</p> <p>(Amendment)</p>

	<p>from the date the changes occur.</p> <p>4. The term of membership in the committee shall be linked to the session of the Board of Directors.</p>	
<p>The committee exercises all the powers assigned to it, submits its reports to the Board, maintains direct channels of communication with it, and has no right to amend any decision issued by the Board. The committee's powers by the relevant rules and regulations are as follows:</p> <ul style="list-style-type: none"> <li>▪ Preparing a clear policy for rewards for Board members, committees emanating from the Board, and executive management, and submitting it to the Board for consideration in preparation for its approval by the General Assembly, provided that this policy considers following standards related to performance, disclosing them, and verifying their implementation.</li> <li>▪ Clarifying the relationship between the rewards granted and the applicable rewards policy and indicating any material deviation from the rewards policy.</li> <li>▪ Periodically review the rewards policy and evaluate its effectiveness in achieving its desired goals.</li> <li>▪ Recommending to the Board the rewards of Board members, committees emanating from it, and senior company executives by the approved policy.</li> <li>▪ Proposing clear policies and standards for membership in the Board of Directors and Executive Management.</li> <li>▪ Recommending to the Board to nominate and re-nominate its members by the approved policies and standards, considering not nominating any person who has previously been convicted of a crime against honor and honesty.</li> <li>▪ Preparing a description of the capabilities and qualifications required for Board membership and filling executive management positions.</li> <li>▪ Determine the time that the member must allocate to the Board's work.</li> </ul>	<p>Article Two: Responsibilities of the Nominations and Remuneration Committee</p> <p>The tasks and responsibilities of the Nominations and Remuneration Committee include the following:</p> <ol style="list-style-type: none"> <li>1. Recommending to the Board of Directors to be nominated for membership in the Board, and to be re-nominated by approved policies and standards, considering not to nominate any person who has previously been convicted of a crime against the Secretariat.</li> <li>2. <b>Recommending to the Board of Directors to nominate for membership in the Audit Committee and re-nominate it.</b></li> <li>3. <b>Proposing a new member to the Board after consultation with the Audit Committee to appoint them temporarily as a member of the vacant position if the position of member of the Audit Committee becomes vacant.</b></li> <li>4. Proposing clear policies and standards for membership in the Board of Directors and Executive Management <b>and establishing special procedures in the event of a vacancy in the position of a member of the Board of Directors or senior executives.</b></li> <li>5. Annual review of the <b>required</b> needs for appropriate skills or experience for membership in the Board of Directors and executive management positions, preparing a description of the capabilities and qualifications required for membership in the Board of Directors and filling executive management positions, <b>including determining the time that the member must allocate to the work of the Board of Directors.</b></li> <li>6. Reviewing the structure of the Board of Directors and Executive Management and <b>making</b> recommendations regarding the changes that can be made.</li> <li>7. Identifying the weaknesses and strengths of the Board of Directors and</li> </ol>	<p>4.2</p> <p>Terms of reference of the committee</p> <p>(Amendment)</p>

<ul style="list-style-type: none"> <li>▪ Annual review of the necessary <b>needs</b> for appropriate skills or experience for board membership and executive management functions.</li> <li>▪ Reviewing the structure of the Board and executive management and <b>making</b> recommendations regarding changes that can be made.</li> <li>▪ Verifying on an annual basis the independence of independent members, and the absence of any conflict of interest if the member holds membership in the board of directors of another company.</li> <li>▪ Preparing job descriptions for executive members, non-executive members, independent members, and senior executives.</li> <li>▪ Preparing special procedures in the event of a vacancy in the position of a Board member or senior executive.</li> <li>▪ Identify the weaknesses and strengths of the Board of Directors and propose solutions to address them by the company's interest.</li> <li>▪ <b>Supervising the development of a clear governance strategy commensurate with the nature and size of the company's activities, and verifying, reviewing, and updating its implementation based on the company's internal and external variables.</b></li> <li>▪ <b>Reviewing documents related to company governance and ensuring the existence of organized governance tools and methods for communication mechanisms between the Board and its committees on the one hand and executive management on the other hand.</b></li> <li>▪ Ensure that there is an induction program for new members of the Board.</li> <li>▪ Providing continuous educational and training programs and the opportunity to learn about developments in the field of communications technology for all members of the Board, considering the company's approved policy towards training programs and business trips.</li> </ul>	<p>proposing to address them in the interest of the company.</p> <p>8. <b>Ensure on an annual basis the independence of independent members, and that there is no conflict of interest if the member serves as a member of the board of directors of another company.</b></p> <p>9. Develop a clear policy for remuneration for members of the Board of Directors, executive management, and committees emanating from the Board. When developing these policies, the use of standards related to performance, disclosure, verification of their implementation, and submitting them to the Board of Directors for consideration in preparation for their approval by the General Assembly shall be considered.</p> <p>10. <b>When selecting candidates for membership in the Board of Directors, the Committee takes into account several factors, including but not limited to:</b></p> <ul style="list-style-type: none"> <li>• Integrity, honesty and responsibility.</li> <li>• Successful leadership experiences and strong business acumen.</li> <li>• Anticipating the future and strategic focus.</li> <li>• Cooperation.</li> <li>• Independence and lack of conflict of interest.</li> <li>• The ability to devote the time necessary to fulfill the responsibilities of a board member.</li> </ul> <p>11. Ensure that there is an induction program for new members of the Board of Directors.</p> <p>12. The committee provides ongoing educational and training programs and provides the opportunity to learn about developments in the field of communications technology for all members of the Board of Directors.</p> <p>13. The previous paragraph is dealt with by the company's approved policy regarding training programs and business trips.</p> <p>14. <b>Verifying the stability of the company's job positions, and supervising the company's preparation of a succession plan, especially executive management.</b></p>	
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<ul style="list-style-type: none"> <li>▪ The committee is responsible for studying the issues to which it is concerned, or referred to it by the Board, and submits its recommendations to the Board for decision, or takes decisions if the Board delegates this to it.</li> <li>▪ Reviewing the rules of professional conduct that represent the company's values and development, and other internal policies and procedures in a way that meets the company's needs and is consistent with best practices and submitting them to the Board for approval.</li> <li>▪ Ensuring the ability and quality of practices and standards that govern human resources activity, and the ability of leadership and talent development programs according to practices and standards that suit the company's position.</li> <li>▪ Evaluating the effectiveness and efficiency of human resources systems and related systems and ensuring the effective application of successful practices in the field of human resources to meet the company's needs.</li> <li>▪ Evaluating human resources programs, including talent acquisition and preservation programs, performance management programs, succession plans, comprehensive incentives, and rewards programs, and programs to diversify sources of employment to enrich cumulative experience, enabling the company to advance the culture of institutional performance at the macro level.</li> <li>▪ Ensuring the quality of the necessary and appropriate tools to measure the effectiveness of human resources.</li> <li>▪ Ensuring that Mobily's values are adopted and adhered to by the company's employees in their job practices and behaviors and that they are applied through interaction and communication among them to make decisions and integrate achievements.</li> <li>▪ Ensuring the appropriate work mechanisms to measure company values, and the quality of those mechanisms in evaluating the extent of employees' commitment to company values on the ground.</li> </ul>	<p>15. When nominating members of the Board of Directors, the committee must consider the conditions and provisions contained in the Companies Government Regulations and the requirements decided by the Authority.</p> <p>16. The number of candidates for the Board of Directors whose names are presented before the General Assembly must exceed the number of available seats so that the Assembly can choose from among the candidates.</p> <p>17. Develop job descriptions for executive members, non-executive members, independent members, and senior executives.</p> <p>18. Clarifying the relationship between the rewards granted and the applicable rewards policy and indicating any material deviation from this policy.</p> <p>19. Periodically reviewing the rewards policy and evaluating its effectiveness in achieving its <b>desired</b> goals.</p> <p>20. Recommending rewards to the Board of Directors, its committees, and the company's senior executives by the approved policy.</p> <p>21. The committee is responsible for studying the issues it is concerned with or referred to from the Board of Directors and submits its recommendations to the Board of Directors for decision, or to take decisions if the Board delegates this to it.</p> <p>22. The Board's report to the General Assembly must indicate the number of times Committee meetings are held and the number of times each member attends those meetings.</p>	
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<ul style="list-style-type: none"> <li>▪ Evaluate the effectiveness and quality of human capital programs targeting company executives, including succession programs for first- and second-level occupants and candidates for those positions.</li> <li>▪ Reviewing the data related to the benefits and compensation paid to similar jobs for senior market executives and evaluating the company's competitive position in this regard.</li> </ul>		
<p>Each member of the committee is committed to the principles of honesty, honesty, loyalty, care, and concern for the interests of the company and shareholders and prioritizing them over their interest, including the following:</p> <ul style="list-style-type: none"> <li>▪ Full compliance with the provisions of the Companies Law, the Financial Market Law, their executive regulations, and other relevant regulations, and the company's bylaws when exercising its duties and powers, in a way that achieves the purposes for which those powers were granted, and refraining from carrying out or participating in any action that would harm the company's interests.</li> <li>▪ Regular attendance at the committee's sessions and not being absent from them except for a legitimate excuse, active participation in its work, and prior notification of the Chairman of what necessitates their absence from one of the committee's sessions, or for emergency reasons.</li> <li>▪ Not participating in any executive work in the company.</li> <li>▪ Exerting due professional diligence to conduct the work assigned to them and keeping pace with modern developments related to the company's work.</li> <li>▪ Not to accept anything of significant value from any employee, subsidiary, customer, supplier, or person who has a business relationship with the company that may lead to a weakness in the independence of the committee member in form and substance or affect or assume that he influences the decisions he reaches.</li> </ul>		<p>4.3.1 Obligations of committee members  (add)</p>

<ul style="list-style-type: none"> <li>▪ Committee members and other persons invited to committee meetings must not divulge company secrets, maintain the confidentiality of the meetings and the discussions, and review documents reviewed by attendees.</li> <li>▪ To disclose to the Board the transactions that took place between it and the company and the nature of that relationship, and disclose the relationship that links it to the Board and the company's executive management, by what is required by the conflict-of-interest policies and the company's charter of ethics and professional conduct.</li> </ul>		
<ul style="list-style-type: none"> <li>▪ The members of the Committee agree at the first meeting of the Committee at the beginning of each new session, or in the event of restructuring the Committee, to choose a Chairman of the Committee if he is an independent member.</li> <li>▪ The Chairman of the Board may not hold the position of Chairman of the Committee.</li> <li>▪ The Chairman of the Committee organizes the Committee's meetings, determines the agenda of its meetings, and reviews all information and documents necessary to carry out his responsibilities.</li> <li>▪ The Chairman, or his representative member of the Committee, must attend the General Assemblies to answer shareholders' questions.</li> <li>▪ Representing the committee before the Board and any other party that requires it.</li> </ul>	<p>Article Three: Chairman of the Committee</p> <ol style="list-style-type: none"> <li>1. The Chairman of the Committee, in consultation with the members of the Committee, determines the agendas for the Committee's meetings.</li> <li>2. The Chairman of the Committee or a representative member of the Committee must attend the General Assemblies to answer shareholders' questions.</li> </ol>	<p>4.3.2 Duties of the committee chairman  (Amendment)</p>
<ul style="list-style-type: none"> <li>▪ The Secretary-General of the Board shall be the Secretary of the Committee and the Committee may appoint a Secretary from among its members or from others, if he meets the appropriate requirements for the position as stipulated in the Corporate Governance Regulations issued by the Authority. His duties and responsibilities are related to documenting the Committee's meetings and preparing minutes for them that include what took place. For discussions and deliberations, indicating the location of the meeting, its date, start, and end time, documenting the committee's decisions and voting results, and keeping them in</li> </ul>	<p>Article Four: Secretary of the Committee</p> <p>The committee may appoint a secretary who will attend its meetings without having the right to vote, inform the committee members of the dates of the sessions and the agenda, and carry out all the administrative work related to the committee. When choosing the committee secretary, it must be considered that he has the scientific qualifications and practical experience that enable them to carry out the tasks assigned to them. The committee secretary performs the following tasks:</p>	<p>4.3.3 Secretary of the Committee  (Amendment)</p>

<p>a special and organized register, writing down the names of the members present and the reservations they made —, if any —, and signing these minutes from all members present.</p> <ul style="list-style-type: none"> <li>▪ Providing committee members with the committee’s agenda, working papers, documents, and information related to it, and any additional documents or information requested by any of the committee members related to the topics included in the meeting schedule.</li> <li>▪ Informing committee members of the dates of committee meetings sufficiently before the specified date.</li> <li>▪ Submitting periodic reports on the committee’s activities and work to the Board of Directors and performing all other tasks that may be assigned to it by the committee.</li> <li>▪ Aiding and advising committee members.</li> <li>▪ The Secretary of the Committee is not entitled to participate in or vote on any of the Committee’s decisions.</li> </ul>	<ol style="list-style-type: none"> <li>1. After each meeting, draft minutes shall be prepared in which the date and place of the meeting, the names of those present and absent, a summary of the discussions, and texts of the recommendations and decisions reached by the committee shall be recorded.</li> <li>2. He sends the draft minutes to all members and asks them to provide the committee with the comments they have. The minutes are prepared in their final form considering what is directed by the committee chairman and then signed by the committee secretary, its chairman, and the members present.</li> <li>3. The signed copy of the report shall be kept in a special file with the Secretary of the Committee, accompanied by all documents and correspondence related to the report.</li> </ol>	
<ul style="list-style-type: none"> <li>▪ No member of the Board or the Executive Administration except the Secretary of the Committee and its members has the right to attend its meetings unless the Committee requests to hear their opinion or obtain their advice.</li> <li>▪ Invitees shall not participate in any discussion regarding their appointment, benefits, termination of services, or any other matter concerning them unless the Committee has asked them to participate in those discussions.</li> <li>▪ Committee members and other persons invited to committee meetings must not disclose company secrets, maintain the confidentiality of the meetings, and the discussions they contain, and review documents seen by attendees.</li> </ul>		<p>4.3.4 Invited to attend committee meetings  (add)</p>
<ul style="list-style-type: none"> <li>▪ After its approval, the minutes will be available for viewing along with the documents of any Board member.</li> </ul>		<p>4.4 Committee report  (add)</p>

<ul style="list-style-type: none"> <li>▪ The committee makes appropriate recommendations to the Board on matters that fall within the Board’s authority, and at the same time affect the committee’s tasks.</li> </ul>		
<p>4.5 Committee meetings</p> <p>4.5.1 To call a meeting:</p> <ul style="list-style-type: none"> <li>▪ The committee meets at the invitation of its chairman, and the chairman must call a meeting if a member of the committee submits a written request addressed to them.</li> <li>▪ The committee shall be held to conduct its tasks, at a minimum, every six months or whenever the need arises.</li> <li>▪ If a member of the committee is unable to attend in person, he may use any modern means of communication to attend the committee meeting.</li> <li>▪ Invitations to the meeting must be sent in sufficient time, with the invitation stating the time, date, and place of the meeting, the agenda, in addition to the documents that will be discussed at the meeting.</li> <li>▪ The committee holds all its meetings at the company’s main center, or in any other place agreed upon by the committee members. The committee’s meetings may also be held using modern technical means.</li> </ul> <p>4.5.2 Meeting agenda:</p> <p>The Secretary of the Committee, in coordination with the President and CEO of the company, prepares the agenda for the committee meeting and schedules the topics for discussion according to their importance and priorities, if they are reviewed and approved by the President before distributing them to the members.</p> <p>4.5.3 Quorum and vote:</p> <ul style="list-style-type: none"> <li>▪ For the committee meeting to be valid, the presence of most of its members is required.</li> <li>▪ A committee member may not appoint another member to attend the committee meeting on his behalf or vote for them in the meetings.</li> </ul>	<p>Article Six: Meetings and Procedures</p> <ol style="list-style-type: none"> <li>1. The committee meets at least once every six months and may hold additional meetings whenever necessary to perform its tasks. Committee members can attend meetings in person or remotely via phone call/visual call. <b>In the event of the absence of the Committee Chairman from the meeting, the attending members elect one of them as Chairman of the meeting.</b></li> <li>2. <b>A quorum shall be held for the committee meeting in the presence of most of its members. The committee meeting held on its basis, which is attended by a quorum, shall have the authority to exercise all or any of the powers, authorities, and rights granted to the committee or which it may exercise, and its decisions shall be issued by a majority of the votes of those present, and when the votes are equal, the side with which the Chairman of the meeting voted shall prevail.</b></li> <li>3. <b>A committee member may appoint another member to vote for them in meetings, whatever the circumstances.</b></li> <li>4. <b>If the Committee deems it necessary to make any changes or amendments to any of the provisions of this Charter, the Committee must study them and then submit its recommendation to the Board for the appropriate decision. The Board, after approval, submits it to the General Assembly for approval.</b></li> <li>5. No member of the Board of Directors or Executive Management except the Secretary of the Committee and members of the Committee has the right to attend</li> </ol>	<p>4.5 Committee meetings  (Amendment)</p>

<ul style="list-style-type: none"> <li>▪ The committee’s decisions are issued by the votes of a majority of the members present at the meeting. In the event of equal votes, the decision voted for by the Chairman of the meeting is considered. In the event of equal votes, the Chairman may postpone decision-making for further study or submit to the Board to report on the relevant topic.</li> </ul> <p>The committee may not issue its decisions in a way that is presented to the members separately (bypassing) except in urgent matters. Those decisions are considered effective if approved by a majority of members unless one of the members requests - in writing - a committee meeting to deliberate on them. The decisions are presented to the committee in the first subsequent meeting to be recorded in the minutes of the meeting and ratified.</p>	<p>its meetings unless the Committee requests to hear his opinion or obtain his advice.</p> <p>6. Committee meetings must be documented and records prepared that include the discussions and deliberations that took place, the committee’s recommendations and voting results documented, kept in a special and organized register, a statement of the names of the members present, and the reservations they made - if any -, and the signing of these records by all members present.</p>	
<ul style="list-style-type: none"> <li>▪ The Secretary of the Committee prepares and sends the first draft of the meeting minutes to the members of the Committee within a maximum of five (5) working days, to submit their comments and opinions.</li> <li>▪ Committee members shall submit their comments and opinions on the minutes within five (5) working days from the date of their receipt of the first draft of the minutes by the Secretary of the Committee.</li> <li>▪ Any member may make a reservation on any decision taken by the committee if he explains the basic reasons that prompted them to make a reservation.</li> <li>▪ The Secretary of the First Draft Committee shall amend the minutes of the meeting based on members' comments.</li> <li>▪ Committee members shall submit their comments on the minutes within five (5) days from the date of their receipt of the second draft by the Secretary of the Committee.</li> <li>▪ The Secretary of the Committee prepares the minutes in their final form, and the minutes are considered official once they are signed by all members present and the Secretary of the Committee.</li> <li>▪ Modern technical means may be used to sign records and prove deliberations.</li> </ul>		<p>4.6</p> <p>Meeting minutes</p> <p>(add)</p>

<ul style="list-style-type: none"> <li>▪ The Secretary of the Committee sends the approved minutes to the members of the Committee.</li> <li>▪ If a member of the Committee wishes to include his remarks on the agenda of the meeting following that meeting as one of the main topics, he will coordinate with the Chairman to schedule this on the agenda of the meeting.</li> </ul> <p>The committee follows up on the results of implementing the decisions issued by it and any other topics discussed in previous meetings.</p>		
<p>The term of office of the Committee begins from the date of its formation and ends with the end of the term of office of the Board session, or the termination of its services by the Board.</p> <p>The term of membership of the Committee's work must correspond to the term of membership of the Board.</p>		<p>4.7 Duration of the committee's work (add)</p>
<ul style="list-style-type: none"> <li>▪ The Board may, by its decision, terminate the entire membership of the members of the Committee or one of its members for any legitimate reason by what is required by the regulations.</li> <li>▪ Any member of the committee may resign from membership in the committee, by submitting a written notice to the Chairman of the Board and the Chairman of the Committee, and the resignation becomes effective from the date of delivery of the notice unless the notice specifies a later time to implement the resignation.</li> <li>▪ The membership of a committee member shall be forfeited if he fails to attend committee meetings for more than three consecutive meetings without prior permission from the committee chairman or an acceptable excuse approved by most of the committee members present.</li> <li>▪ If the position of a member of the committee becomes vacant due to his death or retirement, and this vacancy does not result in a violation of the conditions</li> </ul>		<p>4.8 Membership Expiration  (add)</p>

<p>necessary for the validity of the committee’s meeting; Due to the number of its members being less than the minimum stipulated in the committee’s regulations, the committee may temporarily appoint someone with sufficient experience to the vacant position, provided that it informs the body of this within five (5) working days from the date of appointment. The appointment shall be presented to the Board at its first subsequent meeting, and the member shall complete the term of his predecessor.</p>		
<ul style="list-style-type: none"> <li>▪ Each member of the committee is entitled to receive annual bonuses, attendance allowance, and other allowances, by decision of the Board and by the remuneration policy for members of the Board, its committees, and the executive management of the approved company.</li> <li>▪ Committee members are entitled to compensation for travel costs in exchange for attending committee meetings from their place of residence to the company’s main location or the meeting place, in addition to any other costs related to accommodation and transportation according to the company’s applicable policy or as determined by the Board in this regard.</li> </ul>	<p>Article Eight: Remuneration of committee members</p> <ol style="list-style-type: none"> <li>1. Committee members are entitled to annual rewards for the tasks and work assigned to them. This considers the efforts made and achieving the goals and strategies set for the company in a way that serves its interests. <b>When estimating the reward, the number of committee meetings held during the year, and the attendance of those meetings by members, are also considered.</b></li> <li>2. <b>Based on the previous article, the committee member is entitled to an annual bonus of (50,000) Saudi riyals.</b></li> <li>3. <b>If a committee member is exempted for any reason, his reward will be calculated according to the period he spent as a member of the committee.</b></li> </ol>	<p>4.9 Committee members’ rewards and allowances (Amendment)</p>
<ul style="list-style-type: none"> <li>▪ The Committee has the right to access all the resources and information necessary for it to enable it to fully perform its powers, tasks, and responsibilities.</li> <li>▪ The Committee may appoint consultants to perform its duties, and it has the right to approve contracts directly and direct the executive management to award consulting contracts to companies or persons determined by the</li> </ul>	<p>Article Seven: Committee Rights</p> <p>The committee shall have all the resources and information necessary to perform its duties and responsibilities, and the committee may seek the assistance of whatever experts and specialists it deems necessary <b>from inside and outside the company within the limits of its powers, provided that this is included in the minutes of the committee meeting, mentioning the name of the</b></p>	<p>4.10 Resources and information sources (Amendment)</p>

<p>Committee by the nature of the tasks and responsibilities assigned to it. In such cases, it is not required to implement the purchasing policy.</p>	<p>expert and his relationship with the company or executive management as it deems necessary.</p>	
<ul style="list-style-type: none"> <li>▪ These regulations are effective from the date of their approval by the General Assembly, and no articles shall be amended, deleted, or added to these regulations, except upon the approval of the General Assembly, and based on a proposal from the Board.</li> <li>▪ This regulation is complementary to the company's bylaws and other relevant rules, regulations, and policies.</li> <li>▪ It repeals this regulation and replaces all procedures, decisions, or internal regulations of the company that conflict with it.</li> <li>▪ Everything that is not stipulated in these regulations shall be subject to the relevant rules and regulations issued by the competent authorities.</li> </ul>		<p>4.11 Final Provisions (add)</p>
<ul style="list-style-type: none"> <li>▪ The committee reviews this regulation periodically or when necessary to verify its compatibility with the objectives set for it and by the relevant laws, regulations, or regulatory requirements.</li> <li>▪ The committee works to participate with the executive management in any amendments or proposals to these regulations and to survey and observe their views to achieve the goal behind them.</li> </ul>		<p>4.12 Audit and review (add)</p>
<p>This list was prepared in Arabic and English, and in the event of a conflict or ambiguity between the Arabic and English text, the Arabic text shall be considered.</p>		<p>4.13 Language (add)</p>
	<p>Article Five: Removal of committee members</p> <p>1. The Board of Directors may dismiss the entire committee or any of its members, and any member of the committee may resign from its membership after submitting written notice of this to the Chairman of the Board. This resignation shall take effect from the time the notice is submitted (unless the notice specifies a later time for the resignation to take effect) and the Board shall appoint a successor. For the resigned member.</p>	<p>Article Five: Removal of committee members (delete)</p>

	<p>2. If a member of the Committee resigns from his position as a member of the Board of Directors, his membership in the Committee shall expire from the effective date of his resignation from the Board.</p>	
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