No. 2021-2

Release Date: 22/12/2021 G

Adoption Date: 30/05/2022 G

Issuer: Board of Directors

Adopted By: The General Assembly

Subject: Nomination, Remuneration and Committee

Charter





تاريخ الإ*صد*ار:2021/12/22م

تاريخ الاعتماد: 2022/05/30م

جهة الإصدار: مجلس الإدارة

الاعتماد: الجمعية العامة

الموضوع: لائحة عمل لجنة الترشيحات والمكافأت

Nomination, Remuneration Committee Charter	لائحة عمل لجنة الترشيحات والمكافآت
General provisions	<u>أحكام عامة</u>
01. The Board of Directors shall follow up regularly on the work of the Committee to ensure that it	01. يتابع مجلس الإدارة عمل هذه اللجنة بانتظام للتحقق من ممارستها الأعمال
performs the duties assigned thereto.	الموكلة إليها.
02. This charter shall be effective from the date of its approval by the General Assembly and shall	02. تعد هذه اللائحة نافذة من تاريخ موافقة الجمعية العامة عليها،ولا يتم
only be amended by the approval of the General Assembly.	تعديلها إلا بمروافقة الجمعية العامة على تلك التعديلات.
03. This charter is complementary to the Company's Articles of Association, Corporate Governance	03. تعد هذه اللائحة مكملة للنظام الأساسي للشركة، ونظام حوكمة الشركة،
Code, and the policies adopted by the Company in relation to the Board of Directors and its	والسياسات المعتمدة لدى الشركة والتي تخص مجلس الإدارة واللجان المنبثقة
Committees.	عنه.
04.Relevant laws and regulations issued by the competent authorities shall apply to any matter for	04. كل ما لم يرد بشأنه نص في هذه اللائحة يطبق بشأنه الأنظمة واللوائح ذات
which no provision has been made in this Charter.	الصلة الصادرة من الجهات المختصة.
This Charter shall supersede and replace all other conflicting procedures, resolutions, and internal	تلغى هذه اللائحة وتحل محل كل ما يتعارض معها من إجراءات وقرارات ولوائح
charters of the Company.	داخلية للشركة.
Article: (1) Definitions	المادة (1): التعريفات
The following terms and expressions shall have the meanings assigned thereto unless the context	يقصد بالكلمات والعبارات التالية المعاني الموضحة أمامها ما لم يقض سياق
otherwise requires:	النص خلاف ذلك:
Charter: Nominations, Remuneration Committee Charter.	اللائحة: لائحة عمل لجنة الترشيحات والمكافآت.
Corporate Governance Regulations: Corporate Governance Regulations issued by the Board of the	لائحة الحوكمة: لائحة حوكمة الشركات الصادرة عن مجلس هيئة السوق المالية.
Capital Market Authority.	
Corporate Governance: The company's governance Regulations.	نظام حوكمة الشركات: نظام حوكمة الشركة.
Company: Al Kathiri Holding Company.	الشركة: شركة الكثيري القابضة.
General Assembly: The General Assembly of the Shareholders of Al Kathiri Holding Company	الجمعية العامة: الجمعية العامة لمساهمي شركة الكثيري القابضة.
Board of Directors or Board or BOD: The Board of Directors of Al Kathiri Holding Company.	مجلس الإدارة أو المجلس: مجلس إدارة شركة الكثيري القابضة.
Committee: The Nomination, Remuneration Committee of Al Kathiri Holding Company.	اللجنة: لجنة الترشيحات والمكافآت في شركة الكثيري القابضة.
Executive Management/ Senior Executives: This term includes the Company's CEO, other members	الإدارة التنفيذية / كبار التنفيذيين: تشمل الرئيس التنفيذي للشركة، وباقي
of the Executive Management (Executive Vice Presidents and Senior Vice Presidents), and CEOs of	أعضاء الإدارة التنفيذية في الشركة.
Subsidiaries.	
Invitees: Any person invited to attend a committee meeting other than its members.	المدعوون: أي شخص يتم دعوته لحضور اجتماع اللجنة من غير أعضائها.
Article (2): Charter Objectives	المادة (2): أهداف اللائحة
The objectives of this Charter are to demonstrate the rules and procedures of the Committee's	تهدف اللائحة إلى توضيح ضو ابط وإجراءات عمل اللجنة، ومهامها، وقواعد
mandates and duties, the rules for selecting its members, and determining their term of	اختيار أعضائها، ومدة عضويتهم، ومكافآتهم.
membership and remunerations.	
Article (3): Organization and formation of the committee	المادة (3): تنظيم وتشكيل اللجنة
• The Committee shall be formed by virtue of a resolution issued by the Board of Directors from	<ul> <li>تشكل اللجنة بقرار من مجلس الإدارة من غير أعضاء مجلس الإدارة</li> </ul>
among the non-Executive Board members, with at least one member being independent.	التنفيذيين على أن يكون من بينهم عضو مستقل على الأقل.
• The Committee shall consist of at least three members and not more than five members.	<ul> <li>لا يقل عدد أعضاء اللجنة عن ثلاثة ولا يزيد على خمسة.</li> </ul>

- The General Assembly of the Company shall, upon the proposal of the Board of Directors, issue the Committee's Charter.
- The Committee shall be formed of the Independent Board members, and it may include non-Executive. Board members or persons who are not members. of the Board of Directors, whether they are shareholders or not.

In addition to such conditions as may be prescribed by the relevant regulatory rules, a Committee member shall have the appropriate expertise and qualifications to perform the Committee's functions and duties, and adhere to the principles of truthfulness, honesty, loyalty, diligence, and care of the interests of the Company and its Shareholders, and prioritize their interests over his/her own personal interests. Moreover, a Committee member shall comply with the regulatory requirements, the Company's policies, and charters regarding conflicts of interest and disclosures.

# Article (4): Chairman of the Committee

- 01. The Chairman and his/her Vice-Chair of the Committee shall be appointed by virtue of the Board of Directors' resolution forming the Committee.
- 02. The Chairman of the Committee shall be an independent member.
- 03. The Chairman of the Board of Directors shall not be the Chairman of the Committee.
- 04. The Chairman of the Committee or in his/her absence, the Vice-Chairman shall perform the following duties
  - Organizing the Committee meetings and obtaining all information and documents necessary to carry out its responsibilities.
  - Managing the committee meetings and enhancing their effectiveness.
  - Inviting the Committee to convene and setting the meeting time, date, and place following coordination with the Committee members
  - Approving the agenda, taking into account any subjects that a member of the Committee desires to list
  - Ensuring that the subjects presented to the Committee are accompanied by sufficient information, enabling the Committee to take resolutions in respect thereof.
  - Ensuring that sufficient time is available to discuss the items on the Committee meeting agenda
  - Enhancing the effective participation of members in the Committee meetings by studying, discussing, and providing input on the agenda items in a manner that contributes to achieving the objectives of the Committee.
  - Ensuring that complete and accurate information is available to the Committee members in a timely manner, enabling them to perform their duties
  - Approving periodic reports on the activities of the Committee and submitting its recommendations and conclusions to the Board of Directors.
  - Following up on the implementation of resolutions issued by the Committee.
  - Approving the necessary procedures to evaluate the committee's work periodically.
  - The Chairman or his/her delegate from amongst the Committee members shall attend the General Assembly meetings to answer the Shareholders' questions and represent the Committee before the Board of Directors.

# Article (5): Secretary of the Committee

- The Committee shall appoint its Secretary.
- The Secretary of the Committee coordinates the dates of the Committee's meetings on an annual basis, documenting the Committee's meetings, preparing minutes for that to include the discussions and deliberations, indicating the place, date, and time of the beginning and end of the meeting, documenting the Committee's decisions and voting results, keeping them in a special and organized register, and writing down the names of the attending members and the

- تصدر الجمعية العامة للشركة بناءً على اقتراح مجلس الإدارة لائحة عمل
   اللجنة.
  - يراعى عند تشكيل اللجنة أن يكون أعضائها من أعضاء مجلس الإدارة المستقلين، ويجوز الاستعانة بأعضاء غير تنفيذيين أو بأشخاص من غير أعضاء مجلس الإدارة سواء أكانوا من المساهمين أم غيرهم.

بالإضافة الى الشروط التي تفرضها الضو ابط التنظيمية ذات العلاقة يجب أن تتو افر في عضو اللجنة الخبرات والمؤهلات الملائمة لأعمال اللجنة ومهامها وأن يلتزم بمبادئ الصدق والأمانة والولاء والعناية والاهتمام بمصالح الشركة والمساهمين وتقديمها على مصالحه الشخصية، وأن يلتزم كذلك بالمتطلبات التنظيمية وسياسات ولو ائح الشركة الخاصة بتعارض المصالح والإفصاح.

# المادة (4): رئيس اللجنة

- يعين مجلس الإدارة رئيسا للجنة ونائبا للرئيس في قرار تشكيلها.
  - يجب أن يكون رئيس اللجنة من الأعضاء المستقلين.
- يجب أن لا يكون رئيس اللجنة هو رئيس مجلس إدارة الشركة.
  - يتولى الرئيس أو نائبه في حالة غيابه القيام بالمهام التالية:
- تنظيم اجتماعات اللجنة، والاطلاع على جميع المعلومات والوثائق اللازمة لتنفيذ مسؤولياتها.
  - إدارة اجتماعات اللجنة والعمل على تعزيز فعاليتها.
  - . دعوة اللجنة للانعقاد مع تحديد وقت وتاريخ ومكان الاجتماع وذلك بالتنسيق مع أعضاء اللجنة.
- اعتماد جدول الأعمال مع الأخذ بعين الاعتبار الموضوعات التي يرغب أحد أعضاء اللجنة إدراجها.
  - ضمان أن تكون الموضوعات المعروضة على اللجنة مصحوبة بمعلومات كافية تمكن اللجنة من اتخاذ القرارات بخصوصها.
- التأكد من تو افر الوقت الكافي لمناقشة بنود جدول أعمال اجتماع اللجنة.
  - تعزيز المشاركة الفعالة للأعضاء في اجتماعات اللجنة من خلال دراسة الموضوعات المطروحة على جدول أعمال اجتماعاتها ومناقشتها و إبداء آرائهم بالشكل الذي يسهم في تحقيق أهداف اللجنة.
- التأكد من تو افر المعلومات الكاملة والصحيحة لأعضاء اللجنة في الوقت المناسب لتمكينهم من تأدية مهامهم.
- اعتماد التقارير الدورية عن أنشطة اللجنة ورفع توصياتها وما توصلت إليه من أعمال لمجلس الإدارة.
  - متابعة تنفيذ القرارات الصادرة عن اللجنة.
  - المو افقة على الإجراءات اللازمة لتقييم عمل اللجنة دورياً.
  - يجب على رئيس اللجنة أو من ينيبه من أعضاء اللجنة حضور الجمعيات العامة للإجابة عن أسئلة المساهمين وتمثيل اللجنة أمام مجلس الإدارة.

# <u>المادة (5): أمين سر اللجنة</u>

- تقوم اللجنة بتعيين أمين سرلها.
- يتولى أمين سر اللجنة تنسيق مواعيد اجتماعات اللجنة بشكل سنوي، وتوثيق اجتماعات اللجنة وإعداد محاضر لها تتضمن ما دار من مناقشات ومداولات، وبيان مكان الاجتماع وتاريخه ووقت بدايته و انتهائه، وتوثيق قرارات اللجنة ونتائج التصويت، وحفظها في سجل خاص ومنظم وتدوين

<ul> <li>The scream of the Committee shall show in periods. Show it - if any - and the signature of the committee's agendia, working papers, documents and information related to it, and any additional documents working included in the meeting agenda in accordance with the periods specified in the seguration.</li> <li>The Scream of the Committee shall show in periods the periods specified in the seguration.</li> <li>The Scream of the Committee shall show in periods the periods specified in the seguration.</li> <li>The Scream of the Committee shall show in periods reports and minutes on the activities and work of the Committee of the Board of Directors.</li> <li>The scream of the Committee shall show in periods reports and minutes on the activities and work of the Committee of the Board of Directors and periods.</li> <li>The scream of the Committee shall show in periods reports and minutes on the activities and work of the Committee of the Board of Directors.</li> <li>The scream of the Committee or members, and new ranks and or Directors and the committee or members on the based of Directors.</li> <li>The fore the committee or members on member of the Board of Directors and minutes on the activities and the committee or members, and minutes on the committee requests.</li> <li>The conting the active that and other persons invoke of the Moard of Directors and in a cose or adjuited at active based of Directors. and in new ranks are at addet or adver active that and the stand of Directors and information and documents made acadable to hundre, and in a cose, and the special director the stand of Directors and in a cose or adjuited at a costal based of Directors and in a cose or adjuited at active based of Directors and in a cose or adjuited at a costal based of Directors are adjuited at active the special statu active based of Directors are adjuited at adjuite the adjuite adjuited at active the special based of Directors aread at adjuite adjuited at adjuited at duale the based of D</li></ul>			
<ul> <li>The Secretary of the Committee shall provide the members of the Committee with the formatice's agenda, working papers, documents and information related to it, and and additional documents on information related to it, and and additional documents on information requested by any the Committee were been experimented to the committee were apply to the Secretary of the Committee were been experimented to the committee were experimented to the committee were experimented to the term in the Bard of Directors which experiments and there experiment the the committee were experiment the the term interes that be the document to the Bard of Directors which experiments and there experiment the the experiment of the Bard of Directors which experiments and the term interes that be the experiment the the term interes that be the experiment of the Bard of Directors which experiments and the term interes and the term interes that</li></ul>	reservations made. Show it - if any - and the signature of these minutes from all the members	•	
<ul> <li>Committee's agends, working papers, decuments and information related to it, and a protein cluded in the meeting agends in accordance with the periods specified in the sequal tasks.</li> <li>The Screensy of the Committee and of Directors, and perform all other tasks that may be entropy of his/her committee.</li> <li>The committee's secretary is not entitled to participate in or vote on any of the committee's address secretary is not entitled to participate in or vote on any of the committee's address and perform all other tasks that may be entropy of his/her committee and the committee meetings tables to filter or culter and the committee's address on members of the Board of Directors nor had the Screensy of the Committee and clumers more meetings unless the Committee entropy of his/her committee and clume persons invited to committee meetings shall be board of Directors nor had his/her membership, bulk disclose the same of the Board of Directors or the far committee and clumers show the far does and perform all disclose the same any information relative same and the far does and of Directors to relative table to his/her. and in re cases with the end of there committee and clumers with the end of there committee and clume shall be trained up to the Screensy of the Screens</li></ul>	present.	هذه المحاضر من جميع الأعضاء الحاضرين.	
<ul> <li>Additional documents or information requested by any of the Committee members related in the regulations.</li> <li>The Secretary of the Committee that advise particulate particulate the particulate the particulate interest is the formation the members in a contract on the activitie can interest is secretary in not entitled to participate in or vote on any of the committee's decisions.</li> <li>The Cereany of the Committee that advise participate in or vote on any of the committee's decisions.</li> <li>The committee's secretary is not entitled to participate in or vote on any of the committee's decisions.</li> <li>The committee's secretary of the Committee or members no member of the Board of Directors nor the Executive Management may attend the Committee meetings unless the Committee requests the fast of the Committee or executy and the committee meetings and here and the persons invited to Committee requests the fast of the Committee or advise.</li> <li>The committee's ducation and documents made available to bin/her, and in on cance evaluated by the foad of the terrors of the fast of the Committee as well.</li> <li>The terror of the Committee meetings stall be bound of the Societ of Directors nor the theored of Directors or shift herein of the Societ of Directors nor the fast of the committee or advise.</li> <li>The terror of the Committee as well.</li> <li>The terror of the Committee meetings stall apply to the Secretary of the Committee as well.</li> <li>The terror of the Committee meetings and ental apply to the Secretary of the fast or divide for fast or divide fo</li></ul>	• The Secretary of the Committee shall provide the members of the Committee with the		
<ul> <li>test included in the meeting agenda in accordance with the periods specified in their Regulations.</li> <li>The Scetzer of the Committee shall subhit periodic reports and minutes on the activities and work of the Committees.</li> <li>The committees sectary is not entitled to participate in or vote on any of the committees' activities and work of the Committee to the Board of Directors, and perform all other tasks that my be entrusted to its by the Committees.</li> <li>Article (5): Invices to the Committee Meetings (1966) (1</li></ul>			
<ul> <li>Regulations.         <ul> <li>The Secretary of the Committee shall submit periodic reports and minutes on the activities and work of the Committees to the Sourd of Directors, and perform all other tasks that may be entrusted to it by the Committee.</li> <li>Yeak Submit periodic reports and minutes on the activities and the committee's secretary is not entiled to participate in or vote on any of the committee's activities is a line of Directors and the Committee's secretary is not entiled to participate in or vote on any of the committee's secretary of the Committee on members, no member of the Board of Directors nor the Leave of the Committee meetings unless the Committee requests have be for the Committee meetings unless the Committee requests have be for the Committee meetings unless the Committee requests have be for the Committee meetings and be board of Directors nor advice.</li> </ul> </li> <li> <ul> <li></li></ul></li></ul>			
<ul> <li>The Secretary of the Committee shall submit periodic reports and minutes on the activities and work of the Committee shall obspit periodic may be ensurated to the Mean of Directors, and perform all other tasks that may be ensurated to the Me Committee secretary is not entitled to participate in or vote on any of the committee's secretary is not entitled to participate in or vote on any of the committee's secretary of the Committee Meetings</li> <li>Article (5): Invitees to the Committee Meetings</li> <li>Article (5): Invitees to the Committee meetings unless the Committee requests high the Committee meetings unless the Committee requests high the Committee and the persons invited to Committee meetings shall be bound of the Committee and a direct one state of the Society of the Committee and a directores made available to hum/her, and in no case, even the full of the Committee meetings unless the Committee requests and the dom directores made available to hum/her, and in no case, even the spit of higher mederation bail of the core, so no shall he/hu use any information and decuments made available to hum/her, and in no case, even and the dom directores no shall he/hu use any information case hiere persons invited to Committee meetings shall be sole of participate available to hum/her, and in no case, even and the ord of Directors no shall he/hu use any information case hiere persons invited to Committee meetings and be and of Directors no shall he/hu use any information case hiere persons of the Committee of the Committee of the Committee of the Committee meetings and the band of Director's resonation of the Arctice shall apply to the Secretary of the Committee and end of Director's resonation of the Arctice shall apply to the Secretary of the Committee and end of Director's resonation of the Arctice shall apply to the Secretary of the Committee and end of Director's resonation of the Arctice shall apply to the Secretary of the Secretary of the Committee anot of the Brand of Director's reso</li></ul>		وفقا للمدد المحددة في هذه اللائحة.	
<ul> <li>werk of the Committee to the Board of Directors, and perform all other tasks that may be entrusted to ity the Committee.</li> <li>the committee's secretary of none mittled to participate in or vute on any of the committee's decision.</li> <li>Article (6): Invitees to the Committee or members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members, no member of the Board of Directors nor the focument members in path directors the infinite or members in path directors the infinite nearcine line; path (1), the members in path directors the infinite or members on the issue that no the focumit parse at fee unity of his/her members in path at high the term of the Board of Directors which form the committee or members in path at her for the committee meeting shall be to formittee and explicite with the end of the term of the Board of Directors which form the committee meeting and the committee or members in a high cycle with the committee or members in and the shard of Directors resultion form membership and the committee meeting shall be therein of the Board of Directors which form the resignation without peripothe term of the Board of Di</li></ul>	-		
<ul> <li>entroused to it by the Committee .</li> <li>Precommittee's secretary is not entilded to participate in or vote on any of the committee's decision.</li> <li>Yes, and the committee secretary is not entilded to participate in or vote on any of the committee's decision.</li> <li>Article (6): Invitees to the Committee or members, no member of the Board of Directors nor the Secretary of the Committee or members, no member of the Board of Directors nor drive.</li> <li>Article (7): Conflicatinality of the Committee meetings shall be board of Keep confidential any information and documents made available to him/her, and in no case, even alter the committee and projection is shall be to may of the Board of Directors nor the secure any individual or entry unleas a structure big leight is board of the committee and projection of this Article shall apply to the Secretary of the Committee and upple leight is board of the structure or third parties. The Company is entitled to claim compensations i case of violation of this Article. The provision of this Article shall apply to the Secretary of the committee and the term of the Board of Directors to terminate or the board of Directors to the structure or the structure or the board of Directors to terminate or the committee and the term of the Board of Directors to terminate or tree or the structure or the structure or the structure or the board of Directors to terminate or tree or the structure is a structure structure or the struc</li></ul>			
<ul> <li>the committee's secretary is not entiled to participate in or vote on any of the committee's existing in the committee's secretary is not entiled to participate in or vote on any of the committee's existing in the committee or members, no member of the Board of Directors nor the face to the Management may attend the Committee meetings unless the Committee requires the function is and documents made available to him/fer, and in no case, we face of the face</li></ul>			
decision.       عليا.         Atricle (6): Invitees to the Committee Meetings       اللذة (5): Invitees to the Committee one mebrer, on member of the Board of Directors nor the Executive Management may attend the Committee meetings unless the Committee requests (1): (a): (a): (b): (b): (b): (b): (b): (b): (b): (b	-		
Article (6): Invitees to the Committee Meetings         Except for the Secretary of the Committee or members, no member of the Board of Directors nor the Executive Management may attend the Committee meetings unless the Committee requests higher opinion or advice.         Article (7): Confidentiality of the Committee meetings unless the Committee requests higher opinion or advice.         Article (7): Confidentiality of the Committee meetings shall be board to Keep confidential any information and documents made available to him/her, and in no case vere advect list is used to the Committee and other persons invited to company test dide to chain compensation to achieve personal before for him/herself, relative or thing parties. The Company is end tide to chain compensation to achieve personal before for him/herself, relative or thing parties. The Company is end tide to chain company startide to chain company startide to chain compensation to achieve personal particle (8): Term of the Committee on the Board of Directors resultion of the Article. (8): Term of the Committee and explicit on the torm of the Board of Directors resultion frame area well         Article (9): Term of the Committee Meembership         0: The term of the Committee Meembership         0: The committee or members hall there meetings hall be board of Directors or its dissolution for any reason shall terminate the committee's mandate and ental its reconstitution by the new Board of Directors or its dissolution for any reason or in any of the following cases:         0: Death.       •         •       Not attending there Committee meetings hard who the prior previsions of the member shall be terminate the committee or the Committee dometines accelis bettor in any of the following cases:	• The committee's secretary is not entitled to participate in or vote on any of the committee's	<ul> <li>لا يحق لأمين سر اللجنة المشاركة في أي من قرارات اللجنة أو التصويت</li> </ul>	
Except for the Secretary of the Committee or members, no member of the Board of Directors not the Executive Management may attend the Committee meetings unless the Committee requests his/her opinion or advice.Except for the Secretary of the Committee meetings unless the Committee requests his/her opinion or advice.Article (7): Confidentiality of the Committee membership shall disclose the same to any individual or entity unless authorized by the Board of Directors, nor shall disclose the same to any individual or entity unless authorized by the Board of Directors, nor shall be to him/her and in no case, ever authorized by the Board of Directors, nor shall be to him, and in no case, ever authorized by the Board of Directors, nor shall be to many information to achieve person authorized by the Board of Directors which formed the Committee and explice with the end of the term of the Board of Directors resolution forming the Committee's mandate and entail its reconstitution for any ease of lister the Committee and explice by the Board of Directors to terminate or reconstitution the Committee's mandate and entail its reconstitution by the new Board of Directors resolution is rais of the following cases:1000000000000000000000000000000000000	decisions.		
<ul> <li>the Executive Management may attend the Committee meetings unless the Committee requests his/her opinion or advice.</li> <li>Tiened day day day of the Confidentiality of the Committee meetings shall be bound to get on fidential may information and documents made available to him/her, and in no case, even atter the expiry of his/her membership. shall disclose the same to any information to achieve personal benefit for him/herself. relative or third particle. The provisions of this Article shall apply to the Secretary of the momittee as well</li> <li>Article (8): term of the Committee and other persons in structe shall apply to the Secretary of the Committee as well</li> <li>Article (8): term of the Committee meetings shall apply to the Secretary of the Committee as well</li> <li>Article (8): term of the Committee and of the term of the Board of Directors' resolution forming the Committee and expires with the end of the term of the Board of Directors which formed the Committee and expires with the Board of Directors is in sisolution for any reason shall terminate the Committee and expires with the Board of Directors is in sisolution for any reason shall terminate the Committee's mandate and entail its reconstitution by the new Board of Directors is in sisolution for any reason shall terminate the Committee's mandate and entail its reconstitution by the new Board of Directors is is singulated for any reason shall be terminated upon the expiry for its term or in any of the following cases:</li> <li>Deasth.</li> <li>Nor attending three Committee meetings right to claim compensations if the resignation is rendered at an inappropriate time.</li> <li>Itek do one orner of the membership conditions.</li> <li>Expiration of the Board of Directors item.</li> <li>Member's inability to perform his/her committee duites due to health conditions.</li> <li>Expiration of the Board of Directors' term.</li> <li>Member's inability to perform his/her committee duites due to hea</li></ul>	Article (6): Invitees to the Committee Meetings	المادة (6): المدعوون لاجتماعات اللجنة	
his/her opinion or advice.Iteracy but during in formation and documents made available to him/her, and in no case, everArticle (7): confidentiality of the Committee metrings shall be bound to keep confidential any information and documents made available to him/her, and in no case, everis a state of the Committee and other persons invited to Committee metrings shall be bound to his/her methods the same any information to achieve persona invited to chain compensations in case, ever thicd parties. The Company is entified to clain compensations in case, ever any elife (if is instable to him/her and in no case, ever any elife (if is instable to him her any information to achieve persona breach the for him/herself, relative or thicd parties. The Company is entified to clain compensations in case of violation of this Article shall apply to the Secretary of the committee and expires with the end of the term of the Board of Directors 'resolution forming the Committee commences on the issuance date of the Board of Directors 'resolution forming the Committee's mandate and entail its reconstitution by the new Board of Directors or is dissolution for any reasons shall terminate the Committee's mandate and entail its reconstitution by the new Board of Directors or dissolution for any case, explicitly elife (19). Explicitly (19). Explicitl	Except for the Secretary of the Committee or members, no member of the Board of Directors nor	لا يحق لأي عضو في مجلس الإدارة أو الإدارة التنفيذية عدا أمين سر اللجنة	
Article (7): Confidentiality of the Committee         Member of the Committee and other persons invited to Committee meetings shall be bound to keep confidential any information and documents made available to him/her, and in no case, even after the expiry of his/her membership, shall disclose the same to any individual or entity unless a documents made available to him/her, and in no case, even after the expire of his Article. The provisions of this Article shall apply to the secretary of the secret rule of the Committee as well       Article (9): Term of the Committee         Article (8): Term of the Committee and expires with the end of the term of the Board of Directors 'resolution forming the Committee and expires with the end of the term of the Board of Directors or its dissolution for any reason shall terminate the Committee and expires with the end of the term of the Board of Directors or its dissolution for any reason shall be term of the Board of Directors or its dissolution for any reason shall be term of the Board of Directors or its dissolution for any reason shall terminate the Committee and expires with the end of the term of the Board of Directors or its dissolution for any reason shall terminate the Committee or until a resolution is issued by the Board of Directors or its dissolution for any reason or in any of the following cases:         • Death.       • Not attending three Committee membership of a Committee membership of a Committee membership sight to claim compensations in rendered at an inappropriate time.       • Not attending three Committee membership conditions.         • Expiration of the Board of Directors or insolvency or insolvency of the membership of a Committee membership conditions.       • Resignation withour prejudice to the Committee.         • Ilegia.       • Resignat	the Executive Management may attend the Committee meetings unless the Committee requests	وأعضاء اللجان حضور اجتماعاتها ألاإذا طلبت اللجنة الاستماع الى رأيه أو	
Member of the Committee and other persons invited to Committee meetings shall be bound to keep confidential any information and documents made available to him/her, and in no case, even after the expity of his/her membership, shall disclose the same to any individual or entity under a data state is the expit of his/her membership, shall disclose the same to any individual or entity under a data state all lisk is close set in the spit of his/her membership, shall disclose the same to any individual or entity under a data state all lisk is close set in the spit of his/her membership shall disclose the same to any individual or entity under a data state all lisk is close set in the spit of his/her membership shall disclose the same to any individual or entity under a data state all lisk is close set in the spit of his/her creditors.         Article (8): Term of the Committee       The term of the Committee are on the issuance date of the Board of Directors resolution for any reason shall term on the term of the Board of Directors or its dissolution for any reason shall term of the Board of Directors or its dissolution for any reason shall term on the committee an entail its reconstitution by the new Board of Directors or its dissolution for any reason shall term in the following cases:         0.       Deach.       1.         0.       The membership of a Committee meeter shall be term instee during three committee and entail its reconstitution by the new Board of Directors or its dissolution for any reason or in any of the following cases:       1.         0.       Deach.       1.       1.         0.       The membership of a Committee meeter shall be term instee during three committee an enginger private time.       1.         0.	his/her opinion or advice.	الحصول على مشورته	
<ul> <li>keep confidential any information and documents made available to him/her, and in no case, ever after the expiry of his/her membership, shall disclose the same to any individual or entity unless authorized by the Board of Directors, nor shall he/he use any information to achieve personal benefit forhim/herself, relative or third parties. The Company is entitled to claim compensations in traces of violation of this Article. The provisions of this Article shall apply to the Secretary of thi Committee as well</li> <li>Article (8): Term of the Committee meters of the Committee commences on the issuance date of the Board of Directors resolution forming the Committee or until a resolution in sisued by the Board of Directors resolution forming the Committee and expires with the end of the term of the Board of Directors resolution forming the Committee or until a resolution is issued by the Board of Directors ro its dissolution for any reason shall terminate the Committee's mandate and entail its reconstitution by the new Board of Directors.</li> <li>Article (9): Termination of the Ecommittee Membership or in any of the following cases:</li> <li>Death.</li> <li>Not attending three committee meetings per year without the prior permission of the committee's Chairman or an excuse acceptable to the Committee.</li> <li>Lack of one or more of the membership of a committee duries duries field to claim compensations.</li> <li>Expiration of the Board of Directors' term.</li> <li>Member's inability to perform his/her committee duries duries and prior the following cases:</li> <li>Itak of one or more of the membership on a committee duries duries field the easi of bile action of here and an inappropriate time.</li> <li>Expiration of the Board of Directors' term.</li> <li>Member's inability to perform his/her committee duries duries duries duries duries a fuel and inappropriate time.</li> <li>Itak of one or more of the membership conditions.</li> <li>Expiration of the B</li></ul>	Article (7): Confidentiality of the Committee	المادة (7): سرية عمل اللجنة	
<ul> <li>after the expiry of his/her membership, shall disclose the same to any individual or entity unless authorized by the Board of Directors, nor shall he/she use any information to achieve personal benefit for him/herself, relative or third parties. The Company is entitled to claim compensations in case of violation of this Article. The provisions of this Article shall apply to the Secretary of the Committee as well</li> <li>Article (8): Term of the Committee Committee commences on the issuance date of the Board of Directors resolution forming the Committee a depires with the end of the term of the Board of Directors resolution forming the Committee and expires with the end of the term of the Board of Directors resolution is issued by the Board of Directors ro its dissolution for any reaso shall terminate the Committee's mandate and entail its reconstitution by the new Board of Directors or its dissolution for any reason or in any of the following cases:</li> <li>Deach.</li> <li>Deach.<td>Member of the Committee and other persons invited to Committee meetings shall be bound to</td><td>يجب على عضو اللجنة وغيره من الأشخاص المدعوين لاجتماعات اللجنة الالتزام</td></li></ul>	Member of the Committee and other persons invited to Committee meetings shall be bound to	يجب على عضو اللجنة وغيره من الأشخاص المدعوين لاجتماعات اللجنة الالتزام	
<ul> <li>authorized by the Board of Directors, nor shall he/she use any information to achieve personal benefit for him/herself, relative or third parties. The Company is entitled to claim compensations in case of violation of this Article. The provisions of this Article shall apply to the Secretary of the Committee as well</li> <li>Article (8): Term of the Committee Members of the Board of Directors which formed the committee and expires with the end of the term of the Board of Directors which formed the Committee and expires with the end of Directors to terminate or reconstitute the Committee and expires with the end of Directors to terminate or reconstitute the Committee and entail its reconstitution by the new Board of Directors.</li> <li>Article (9): Termination of the Committee Membership or a board of Directors or its dissolution for any reason or in any of the following cases:</li> <li>Death.</li> <li>The membership of a Committee member shall be terminated upon the expiry of its terminate or reconstitute or without prejudice to the Committee.</li> <li>Death.</li> <li>Death.</li> <li>The actualing three Committee meetings per year without the prior permission of the committee shall be to form the prior permission of the committee following cases:</li> <li>Lak of one or more of the membership conditions.</li> <li>Expiration of the Board of Directors term.</li> <li>Kesignation kipolicy to perform his/her committee duties due to health conditions.</li> <li>Expiration of the Board of Directors or insolvency of the members all place allowing cases:</li> <li>Itsuance of a court order for a declaration of bankruptcy or insolvency of the members or a secule acting there committee duties due to health conditions.</li> <li>Itsuance of a court order for a declaration of bankruptcy or insolvency of the members all place high all place high allowing case:</li> <li>Itsuance of a court order for a declaration of bankruptcy or insolvency of the members allowi</li></ul>	keep confidential any information and documents made available to him/her, and in no case, even	بالمحافظة على سربة المعلومات التي أتيحت له وما يطلع عليه من وثائق ولا يجوز	
<ul> <li>benefit for him/herself, relative or third parties. The Company is entitled to claim compensations in case of violation of this Article. The provisions of this Article shall apply to the Secretary of the Committee as well</li> <li>Article (8): Term of the Committee Interesting of the Committee of the Board of Directors' resolution for any case of the committee or until a resolution is issued by the Board of Directors vich formed the Committee and expires with the end of the term of the Board of Directors to terminate or reconstitute the Committee and expires with the end of the term of the Board of Directors to terminate or reconstitute the Committee and ential its reconstitution by the new Board of Directors to terminate or reconstitute.</li> <li>Article (9): Termination of the Committee Membership or in any of the following cases:</li> <li>Death.</li> <li>Not attending three Committee meetings per year without the prior permission of the Board of Directors.</li> <li>Not attending three committee meetings per year without the prior permission of the Board of Directors term.</li> <li>Lack of one or more of the membership conditions.</li> <li>Expiration of the Board of Directors term.</li> <li>Member's inability to perform his/her committee due to the chard of Directors.</li> </ul>	after the expiry of his/her membership, shall disclose the same to any individual or entity unless		
case of violation of this Article. The provisions of this Article shall apply to the Secretary of the Committee as wellArticle (8): Term of the CommitteeArticle (8): Term of the CommitteeArticle (8): and a solution is sudded of the Board of Directors' resolution forming the Committee and expires with the end of the term of the Board of Directors which formed the Committee and expires with the end of the term of the Board of Directors to terminate or reconstitute the Committee and expires which formed is sudded of Directors to terminate or reconstitute the Committee's mandate and entail its reconstitution by the new Board of Directors.Article (9): Termination of the Committee Membership or in any of the following cases:10101. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:101101• Deach.• Not attending three Committee meetings per year without the prior permission of the committee's chainman or an excuse acceptable to the Committee.101101• Lack of one or more of the membership conditions.• Expiration of the Board of Directors' term.101101• Lack of one or more of the membership conditions.• Expiration of the Board of Directors' term.101101• Article (91: tori additive perform his/her comtitee duties due to health conditions.101101101• Itak of one or more of the membership conditions.• Expiration of the Board of Directors' term.101101• Article (91: tori additive perform his/her corditions additive perform his/her creditors' term.101101101• Itak of one or more of the membership conditions.• Expiration of the Board o	authorized by the Board of Directors, nor shall he/she use any information to achieve personal	• ·	
Committee as wellالبعنة.Article (8): Term of the CommitteeThe term of the Committee commences on the issuance date of the Board of Directors resolution forming the Committee and expires with the end of the term of the Board of Directors which formed the Committee or until a resolution is issued by the Board of Directors to terminate or reconstitute the Committee's mandate and entail its reconstitution by the new Board of Directors.Article (9): Termination of the Committee Membership or in any of the following cases:01. The membership of a Committee member shall be terminated upon the expiry of its resignation without prejudice to the Company's right to claim compensations if the resignation is rendered at an inappropriate time.• Not attending three Committee, Chairman or an excuse acceptable to the Committee.• Not attending three Committee membership conditions.• Expiration of the Board of Directors' term.• Member's inability to perform his/her committee duties due to health conditions.• Issuance of a court order for a declaration of bankruptcy or insolvency of the member, a request to enter into a settlement with his/her creditors.• Busuance of a court order for a declaration of bankruptcy or insolvency of the member, a request to enter into a settlement with his/her creditors.• Busuance of a court order for a declaration of bankruptcy or insolvency of the member, a request to enter into a settlement with his/her creditors.• Busuance of a court order for a declaration of bankruptcy or insolvency of the member, a request to enter into a settlement with his/her creditors.• Busuance of a court order for a declaration of bankruptcy or insolvency of the member, and request to enter into a settlement with his/her cred		* *	
Article (8): Term of the Committee         Article (8): Term of the Committee commences on the issuance date of the Board of Directors' resolution forming the Committee and expires with the end of the term of the Board of Directors which formed the Committee and expires with the end of the term of the Board of Directors to terminate or reconstitute the Committee's mandate and entail its reconstitution by the new Board of Directors.         Article (9): Termination of the Committee Membership Or.         01. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:         0. Death.         0. Resignation without prejudice to the Company's right to claim compensations if the resignation is rendered at an inappropriate time.         0. Not attending three Committee membership conditions.         0. Expiration of the Board of Directors' term.         0. Lack of one or more of the membership conditions.         1. Expiration of the Board of Directors' term.         0. Not attending three Committee meetings per year without the prior permission of the Committee's chairman or an excuse acceptable to the Committee.         1. Lack of one or more of the membership conditions.         1. Expiration of the Board of Directors' term.         2. An attending three Committee duties dute to health conditions.         3. Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors.	case of violation of this Article. The provisions of this Article shall apply to the Secretary of the	بالتعويض في حال الإخلال بما جاء في هذه المادة كما يسري ذلك على أمين سر	
The term of the Committee commences on the issuance date of the Board of Directors' resolution forming the Committee and expires with the end of the term of the Board of Directors which formed the Committee or until a resolution is issued by the Board of Directors to terminate or reconstitute the Committee 's mandate and entail its reconstitution by the new Board of Directors.Iterminate the Committee's mandate and entail its reconstitution by the new Board of Directors.Article (9): Termination of the Committee Membership or in any of the following cases:Iterminate the Committee member shall be terminated upon the expiry of its term or in any of the following cases:Itermination of the Company's right to claim compensations if the resignation is rendered at an inappropriate time.Iter is a settlement with higher committee duties due to health conditions.• Lack of one or more of the membership conditions.• Kesignation of the Board of Directors' term.• Kesignation of the Board of Directors' term.• Member's inability to perform higher committee duties due to health conditions.• Iteracia a cicel laca of Directors' term.• Iteracia a cicel laca of Directors' term.• Member's inability to perform higher committee duties due to health conditions.• Iteracia a cicel laca of Directors' term.• Iteracia a cicel laca of Directors' term.• Member's inability to perform higher committee duties due to health conditions.• Iteracia a cicel laca of Directors' term.• Iteracia a cicel laca of Directors' term.• Attende (classe i level to laca of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with high/her creditors.• Iteracia a cicel court order for a declaration of bankruptcy or insolvency of the membe		اللجنة.	
<ul> <li>forming the Committee and expires with the end of the term of the Board of Directors which formed the Committee or until a resolution is issued by the Board of Directors to terminate or reconstitute the Committee's mandate and entail its reconstitution by the new Board of Directors.</li> <li>Article (9): Termination of the Committee Membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:</li> <li>Death.</li> <li>Resignation without prejudice to the Company's right to claim compensations if the committee's Chairman or an excuse acceptable to the Committee.</li> <li>Not attending three Committee membership conditions.</li> <li>Expiration of the Board of Directors' term.</li> <li>Lack of one or more of the membership conditions.</li> <li>Expiration of the Board of Directors' term.</li> <li>Itssuance of a court order for a declaration of bankruptcy or insolvency of the member, in a settlement with his/her creditors.</li> </ul>	Article (8): Term of the Committee	المادة (8): مدة عمل اللجنة	
<ul> <li>the Committee or until a resolution is issued by the Board of Directors to terminate or reconstitute the Committee. The expiration of the term of the Board of Directors or its dissolution for any reason shall terminate the Committee's mandate and entail its reconstitution by the new Board of Directors.</li> <li>Article (9): Termination of the Committee Membership of a Committee membershall be terminated upon the expiry of its term or in any of the following cases:</li> <li>Death.</li> <li>Resignation without prejudice to the Company's right to claim compensations if the resignation is rendered at an inappropriate time.</li> <li>Not attending three Committee membership conditions.</li> <li>Expiration of the Board of Director's term.</li> <li>Member's inability to perform his/her committee duties due to health conditions.</li> <li>Itsuance of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors.</li> </ul>	The term of the Committee commences on the issuance date of the Board of Directors' resolution	تبدأ مدة عمل اللجنة من تاريخ صدور قرار مجلس الإدارة بتشكيلها، وتنتهي بانتهاء	
the Committee. The expiration of the term of the Board of Directors or its dissolution for any reason shall terminate the Committee's mandate and entail its reconstitution by the new Board of Directors.Perform the committee's mandate and entail its reconstitution by the new Board of Directors.Article (9): Termination of the Committee Membership or in any of the following cases:Image: Committee member shall be terminated upon the expiry of its term or in any of the following cases:Image: Committee member shall be terminated upon the expiry of its term or in any of the following cases:Image: Committee member shall be terminated upon the expiry of its term or in any of the following cases:Image: Committee member shall be terminated upon the expiry of its term or in any of the following cases:Image: Committee is an inappropriate time.Image: Committee is inappropriate time.• Not attending three Committee meetings per year without the prior permission of the Committee's Chairman or an excuse acceptable to the Committee.Image: Committee's Chairman or an excuse acceptable to the Committee.Image: Committee's Chairman or an excuse acceptable to the Committee.• Itack of one or more of the membership conditions.Image: Committee is inability to perform his/her committee duits due to health conditions.Image: Committee is acceptable to the committee or insolvency of the member, or and of Directors' term.Image: Committee is acceptable is acceptable of a court order for a declaration of bankruptcy or insolvency of the member, or and it price is acceptable is a	forming the Committee and expires with the end of the term of the Board of Directors which formed	دورة المجلس الذي شكلها، أو لحين صدور قرار من المجلس يُنبي أو يُعيد تشكيل	
shall terminate the Committee's mandate and entail its reconstitution by the new Board of Directors.Article (9): Termination of the Committee Membership 01. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:0.1. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:• Death.• Death.• Resignation without prejudice to the Company's right to claim compensations if the resignation is rendered at an inappropriate time.• Not attending three Committee meetings per year without the prior permission of the Committee's Chairman or an excuse acceptable to the Committee.• Lack of one or more of the membership conditions.• Expiration of the Board of Directors' term.• Member's inability to perform his/her committee duties due to health conditions.• Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors.	the Committee or until a resolution is issued by the Board of Directors to terminate or reconstitute	اللجنة، كما أن انقضاء مدة المجلس أو حله لأي سبب يُنهي فترة تكليف اللجنة،	
Directors.         Article (9): Termination of the Committee Membership or in any of the following cases:       01. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:       01. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:       01. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:       01. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:       01. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:       01. The membership of a Committee to the Company's right to claim compensations if the resignation is rendered at an inappropriate time.       01. The membership conditions.         • Not attending three Committee meetings per year without the prior permission of the Committee's Chairman or an excuse acceptable to the Committee.       01. The membership conditions.         • Expiration of the Board of Directors' term.       01. The member's inability to perform his/her committee duties due to health conditions.         • Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors.       01. The member of the member with his/her creditors.	the Committee. The expiration of the term of the Board of Directors or its dissolution for any reason	ويُوجب إعادة تشكيلها من قبل مجلس الإدارة الجديد.	
Article (9): Termination of the Committee MembershipArticle (9): Termination of the Committee Membership01. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:01. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:02. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:03. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:04. Expiration without prejudice to the Company's right to claim compensations if the resignation is rendered at an inappropriate time.05. Not attending three Committee meetings per year without the prior permission of the Committee's Chairman or an excuse acceptable to the Committee.02. Lack of one or more of the membership conditions.03. Expiration of the Board of Directors' term.04. Member's inability to perform his/her committee duties due to health conditions.05. Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors.	shall terminate the Committee's mandate and entail its reconstitution by the new Board of		
<ul> <li>01. The membership of a Committee member shall be terminated upon the expiry of its term or in any of the following cases:</li> <li>Death.</li> <li>Resignation without prejudice to the Company's right to claim compensations if the resignation is rendered at an inappropriate time.</li> <li>Not attending three Committee meetings per year without the prior permission of the Committee's Chairman or an excuse acceptable to the Committee.</li> <li>Lack of one or more of the membership conditions.</li> <li>Expiration of the Board of Directors' term.</li> <li>Member's inability to perform his/her committee duties due to health conditions.</li> <li>Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors.</li> </ul>	Directors.		
<ul> <li>or in any of the following cases:</li> <li>Death.</li> <li>Resignation without prejudice to the Company's right to claim compensations if the resignation is rendered at an inappropriate time.</li> <li>Not attending three Committee meetings per year without the prior permission of the Committee's Chairman or an excuse acceptable to the Committee.</li> <li>Lack of one or more of the membership conditions.</li> <li>Expiration of the Board of Directors' term.</li> <li>Member's inability to perform his/her committee duties due to health conditions.</li> <li>Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors.</li> </ul>	Article (9): Termination of the Committee Membership	المادة (9): إنهاء خدمات أعضاء اللجنة	
<ul> <li>Death.</li> <li>Death.</li> <li>Resignation without prejudice to the Company's right to claim compensations if the resignation is rendered at an inappropriate time.</li> <li>Not attending three Committee meetings per year without the prior permission of the Committee's Chairman or an excuse acceptable to the Committee.</li> <li>Lack of one or more of the membership conditions.</li> <li>Expiration of the Board of Directors' term.</li> <li>Member's inability to perform his/her committee duties due to health conditions.</li> <li>Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors.</li> </ul>	01. The membership of a Committee member shall be terminated upon the expiry of its term	01. تلتبي عضوية عضو اللجنة بانتهاء مدتها أو في أي من الحالات الآتية:	
<ul> <li>Resignation without prejudice to the Company's right to claim compensations if the resignation is rendered at an inappropriate time.</li> <li>Not attending three Committee meetings per year without the prior permission of the Committee's Chairman or an excuse acceptable to the Committee.</li> <li>Lack of one or more of the membership conditions.</li> <li>Expiration of the Board of Directors' term.</li> <li>Member's inability to perform his/her committee duties due to health conditions.</li> <li>Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors.</li> </ul>	or in any of the following cases:		
<ul> <li>resignation is rendered at an inappropriate time.</li> <li>Not attending three Committee meetings per year without the prior permission of the Committee's Chairman or an excuse acceptable to the Committee.</li> <li>Lack of one or more of the membership conditions.</li> <li>Expiration of the Board of Directors' term.</li> <li>Member's inability to perform his/her committee duties due to health conditions.</li> <li>Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors.</li> </ul>	Death.	• الوفاة.	
<ul> <li>resignation is rendered at an inappropriate time.</li> <li>Not attending three Committee meetings per year without the prior permission of the Committee's Chairman or an excuse acceptable to the Committee.</li> <li>Lack of one or more of the membership conditions.</li> <li>Expiration of the Board of Directors' term.</li> <li>Member's inability to perform his/her committee duties due to health conditions.</li> <li>Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors.</li> </ul>	• Resignation without prejudice to the Company's right to claim compensations if the	<ul> <li>الاستقالة دون الإخلال بحق الشركة بالتعويض في حال وقعت الاستقالة في</li> </ul>	
Committee's Chairman or an excuse acceptable to the Committee.       من رئيس اللجنة أو عذر تقبله اللجنة.         Lack of one or more of the membership conditions.       فقدان واحد أو أكثر من شروط العضوية.         Expiration of the Board of Directors' term.	resignation is rendered at an inappropriate time.		
Committee's Chairman or an excuse acceptable to the Committee.       من رئيس اللجنة أو عذر تقبله اللجنة.         Lack of one or more of the membership conditions.       فقدان واحد أو أكثر من شروط العضوية.         Expiration of the Board of Directors' term.	• Not attending three Committee meetings per year without the prior permission of the	<ul> <li>تغيب العضو عن حضور ثلاث اجتماعات للجنة في السنة دون اذن مسبق</li> </ul>	
<ul> <li>Expiration of the Board of Directors' term.</li> <li>Member's inability to perform his/her committee duties due to health conditions.</li> <li>Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors.</li> </ul>	Committee's Chairman or an excuse acceptable to the Committee.	-	
<ul> <li>Member's inability to perform his/her committee duties due to health conditions.</li> <li>Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a request to enter into a settlement with his/her creditors.</li> </ul>	• Lack of one or more of the membership conditions.	<ul> <li>فقدان واحد أو أكثر من شروط العضوية.</li> </ul>	
<ul> <li>Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a صدور حكم قضائي بإشهار إفلاس العضو أو إعساره أو طلبه بإجراء تسوية request to enter into a settlement with his/her creditors.</li> </ul>	• Expiration of the Board of Directors' term.	<ul> <li>انتهاء مدة عضوية مجلس الإدارة.</li> </ul>	
request to enter into a settlement with his/her creditors.	• Member's inability to perform his/her committee duties due to health conditions.	<ul> <li>عدم قدرة العضو من الناحية الصحية على إتمام مهامه في اللجنة.</li> </ul>	
	• Issuance of a court order for a declaration of bankruptcy or insolvency of the member, or a	<ul> <li>صدور حكم قضائي بإشهار إفلاس العضو أو إعساره أو طلبه بإجراء تسوية</li> </ul>	
• الإدانة بارتكاب جريمة أو عمل مخل بالشرف والأمانة أو بالتزوير. Conviction of committing a crime or an act involving moral turpitude, breach of trust, or	request to enter into a settlement with his/her creditors.	مع دائليه.	
	• Conviction of committing a crime or an act involving moral turpitude, breach of trust, or	<ul> <li>الإدانة بارتكاب جريمة أو عمل مخل بالشرف والأمانة أو بالتزوير.</li> </ul>	
forgery.	forgery.		

- 02. The Board of Directors may dismiss or replace any of the Committee members at any time, as it considers fit
- 03. Any Committee member may resign from the Committee by giving written notice to the Chairman of the Board of Directors, with a copy thereof to the Chairman of the Committee. The resignation shall come into force as of the date on which the Chairman of the Board approves the resignation or at any subsequent date to be determined by the Chairman of the Board.
- 04. The Committee is entitled to nominate an alternate member for the vacant position. The new member shall complete the remaining period, taking into account the conditions that must be met by the members of the Committee. He/she shall be appointed by the Board of Directors.

# Article (10): Remunerations and Allowances of the Committee

## Members

Without prejudice to the relevant statutory requirements and the Company's Articles of Association, the remunerations of the Committee members shall be set in accordance with the Remuneration Policy for Members of the Board of Directors, its Committees, and Executive Management adopted by the Company's General Assembly.

## Article (11): Committee Meetings

#### 01. Invitation to Meetings

- The Committee shall convene upon the invitation of its Chairman. Moreover, the Chairman of the Committee shall call for a meeting when he/she receives a written request for holding such a meeting from two or more members of the Committee.

- The committee meets once every six months under normal circumstances and upon the request of the committee chairman or the chief executive in exceptional or necessary cases, the committee holds all its meetings in the company's headquarters or anywhere else agreed upon by the committee's members.

- Invitations to attend the meetings shall be sent by the Secretary of the Committee to each Committee member at least seven days prior to the date of the meeting. The meeting schedule shall indicate the time, date, and place of meeting, accompanied by its agenda, necessary documents, and information unless circumstances require convening an emergency meeting (unscheduled), in which case the invitation to attend the meeting may be sent accompanied by its agenda, necessary documents, and information within a period of not less than five days from the date of the meeting or, as approved by the Chairman and members of the Committee

#### 02. Meeting Agenda

- The Secretary of the Committee, in coordination with the Chairman of the Committee and the Executive Management, shall prepare the agenda of the Committee meeting, and orderly categorize the subjects to be discussed according to their importance and priority. The agenda shall be reviewed and approved by the Chairman of the Committee prior to sending it to the members.

- Once convened, the Committee shall approve its agenda. If any member objects to the agenda, his/her objection shall be recorded in the minutes of the meeting. Each member of the Committee is entitled to propose any additional items to the agenda.

#### 03. Voting and Quorum

- The meeting of the Committee shall only be valid if attended by the majority of its members, including the Chairman or, in his/her absence, his/her Vice Chairman.

- 02. يحق للمجلس عزل أو استبدال أي من أعضاء اللجنة في أي وقت يراه مناسباً.
  - 03. يجوز لأي عضو من أعضاء اللجنة الاستقالة من عضوية اللجنة، وذلك بتسليم إشعار خطي لرئيس مجلس الإدارة مع صورة لرئيس اللجنة، وتصبح الاستقالة سارية المفعول اعتباراً من تاريخ مو افقة رئيس المجلس على الاستقالة أو تاريخ لاحق يحدده رئيس المجلس.
  - 04. يحق للجنة ترشيح عضو بديل في المركز الشاغر، ويكمل العضو الجديد المدة المتبقية آخذاً في الاعتبار الشروط الواجب تو افرها في عضو اللجنة، ويتم تعيينه من قبل المجلس.

# المادة (10): مكافآت وبدلات أعضاء اللجنة

دون الإخلال بالمتطلبات النظامية ذات العلاقة والنظام الأساسي للشركة، تكون مكافآت أعضاء اللجنة وفقاً لسياسة مكافآت أعضاء مجلس الإدارة واللجان المنبثقة عنه والإدارة التنفيذية المعتمدة من الجمعية العامة للشركة.

# المادة (11): اجتماعات اللجنة

### 01. <u>الدعوة للاجتماع</u>

- تجتمع اللجنة بدعوة من رئيسها، كما يتوجب على رئيس اللجنة أن يدعو إلى الاجتماع في حال تقديم اثنين من أعضاء اللجنة طلباً كتابياً بذلك موجهاً لرئيس اللجنة.

- تجتمع اللجنة مرة كل ستة أشهر في الظروف العادية وعند طلب رئيس اللجنة أو الرئيس التنفيذي في الحالات الاستثنائية أو الضرورية، تعقد اللجنة جميع اجتماعاتها في المركز الرئيسي للشركة أو في أي مكان آخر يتفق عليه أعضاء اللجنة.

- ترسل الدعوة إلى الاجتماع من قبل أمين سر اللجنة لكل عضو من أعضاء اللجنة قبل سبعة أيام على الأقل من تاريخ الاجتماع ويوضح في الجدول وقت، وتاريخ، ومكان الاجتماع، وجدول الأعمال مر افقاً له الوثائق والمعلومات اللازمة، ما لم يتطلب عقد الاجتماع بشكل طارئ (غير مجدول)، فيجوز في هذه الحالة إرسال الدعوة إلى الاجتماع مر افقاً جدول أعمال الاجتماع والوثائق والمعلومات اللازمة خلال مدة لا تقل عن خمسة أيام من تاريخ الاجتماع، أو بما يو افق عليه رئيس وأعضاء اللجنة.

## 02. جدول أعمال الاجتماع

- يعد أمين سر اللجنة بالتنسيق مع رئيس اللجنة والإدارة التنفيذية جدول أعمال اجتماع اللجنة، وجدولة الموضوعات المطروحة للنقاش وفقاً لأهميتها وأولوياتها، على أن تُراجع وتُعتمد من قبل رئيس اللجنة قبل توزيعها على الأعضاء.

- تُقر اللجنة جدول أعمالها حال انعقادها، وفي حال اعتراض أي عضو على هذا الجدول، يجب إثبات ذلك في محضر اجتماع اللجنة. ولكل عضو في اللجنة حق اقتراح إضافة أي بند على جدول الأعمال.

## 03. <u>النصاب القانوني للحضور والتصويت</u>

- يشترط لصحة انعقاد اجتماعات اللجنة حضور أغلبية أعضائها بما فيهم الرئيس أو نائبه في حالة غيابه. - A Committee member may delegate another member to attend a committee meeting on his/her behalf or to vote for him/her in the meetings.

- Resolutions of the Committee shall be issued by a majority of the votes present; and in case of a tie, the Chairman of the Committee shall have a casting vote.

- If a member of the Committee is unable to attend in person, he/she may use any available means of communication to participate in the Committee meeting. In all cases, this shall be recorded in the minutes of the meeting

#### 04. Approval of the Minutes of Meeting and resolutions

- The Secretary of the Committee shall send to the Chairman and members of the Committee a draft of the minutes of the meeting within five business days from the date of the meeting for review and feedback if any.
- Any member may express reservations as to any resolution issued by the Committee, provided that such member indicates the reasons for such reservations. If a member leaves a Committee meeting before it is concluded, his/her reservation, if any, shall be limited to the resolutions on the items that have been discussed in his/her presence, and the minutes of the meeting shall stipulate the items discussed in his/her absence, based on his/her desire if expressed in writing.
- The Secretary of the Committee shall reflect the amendments on the initial draft based on the feedback of the Committee members in respect of the minutes of the meeting. The amended draft shall be sent to the Committee members within two business days from the date of receiving their feedback Following a presentation to the chairman of the committee.
- The minutes of the meeting shall be finalized by the Secretary of the Committee and be considered official once signed by all the Committee members present along with the Secretary. The Secretary shall immediately send the approved and ratified minutes of the meeting to the members of the Committee upon being signed.

- The Committee shall follow up on the results of the implementation of its resolutions and any other items discussed in previous meetings. The Secretary of the Committee shall, in coordination with the Executive Management, submit a periodic report to the Committee on the results of the implementation of its resolutions. The deliberations and resolutions of the Committee shall be documented in minutes of meetings signed by the members, including the Chairman and the Secretary of the Committee, and shall be recorded in a special register.

#### 05. - Subjects Study

- The Committee shall study the subjects falling within its competencies or such subjects referred to it by the Board of Directors, and shall submit its recommendations to the Board to issue resolutions in connection therewith, or issue resolutions if so, delegated by the Board, provided that the delegation given to the Committee shall not be general or indefinite.

#### 06. Resources and Information Sources

- The Committee is entitled to access all the necessary resources and information, and review the Company's records and documents to optimally perform its competencies, duties, and responsibilities.

- The Committee is entitled, as appropriate, to engage experts and specialists whether inside or outside Company to the extent permitted by its powers, provided that this is included in the minutes of the Committee meeting while stating the name of the expert and his/her\_relationship with the Company or the Executive Management.

- The Committee is entitled to investigate everything falling within its powers and

competencies as well as all matters assigned thereto.

## 07. Duties of Committee Member

- Complying with the provisions of the Companies Law, the Capital Market Law, their Implementing Regulations, related Laws and Regulations, and the Company's Articles of

- يجوز لعضو اللجنة توكيل عضو آخر لحضور اجتماع اللجنة نيابة عنه أو التصويت عنه في الاجتماعات.

- تصدر قرارات اللجنة بأصوات أغلبية الأعضاء الحاضرين، وعند تساوي الأصوات يرجح الجانب الذي صوت معه رئيس اللجنة. - وإن تعذر حضور أحد أعضاء اللجنة شخصيا فيجوز له استخدام أي من وسائل الاتصال المتاحة، لحضور اجتماع اللجنة، وفي كل الأحوال يجب توثيق ذلك في محضر الاجتماع.

#### 04. اعتماد محضر الاجتماع والقرارات

- يرسل أمين سر اللجنة لرئيس وأعضاء اللجنة مسودة محضر الاجتماع وذلك خلال خمسة أيام عمل من تاريخ انعقاد الاجتماع للاطلاع و إبداء ملاحظاتهم عليه (إن وجدت).
- يجوز لأي عضو التحفظ على أي قرار تتخذه اللجنة على أن يبين الأسباب التي دعته إلى التحفظ، وإذا خرج أي عضو من اجتماع اللجنة قبل اختتامه فيقتصر تحفظه إن وجد على القرارات المتعلقة بالبنود التي لم يحضر مناقشتها إذا أبدى رغبته كتابة في ذلك.
- تعكس التعديلات من قبل أمين سر اللجنة على المسودة الأولى بناء على ما يرد من ملاحظات من أعضاء اللجنة على المحضر ويتم إرسال المسودة المعدلة للأعضاء خلال يومي عمل من تاريخ استلام الملاحظات بعد عرضها على رئيس اللجنة.
- يعد أمين سر اللجنة المحضر بصورته النهائية ويعتبر المحضر رسمياً بمجرد توقيعه من قبل جميع الأعضاء الحاضرين، وأمين سر اللجنة، ويرسل أمين سر اللجنة المحضر المعتمد والمصادق عليه إلى أعضاء اللجنة فور توقيعه.
- تتابع اللجنة نتائج تنفيذ القرارات الصادرة عنها و أية مواضيع أخرى تم مناقشتها في اجتماعات سابقة، ويرفع أمين سر اللجنة بالتنسيق مع الإدارة التنفيذية تقرير دوري للجنة عن نتائج تنفيذ قراراتها، وتثبت مداولات اللجنة وقراراتها في محاضر يوقعها الأعضاء بما فهم الرئيس وأمين اللجنة، وتدون هذه المحاضر في سجل خاص.

## 05. دراسة المواضيع

- تتولى اللجنة دراسة المواضيع التي تختص بها أو التي تحال إليها من مجلس الإدارة، وترفع توصياتها الى المجلس لاتخاذ القرار بشأنها، أو أن تتخذ القرارات إذا فوض إليها المجلس ذلك، مع مراعاة ألا يكون التفويض الممنوح للجنة تفويضا عاماً أو غير محدد المدة.

### 06. الموارد ومصادر المعلومات

- يحق للجنة الوصول إلى جميع الموارد والمعلومات اللازمة لها والاطلاع على سجلات الشركة ووثائقها بما يمكنها من أداء اختصاصاتها ومهامها ومسؤولياتها على أكمل وجه.

- يحق للجنة الاستعانة عند الحاجة بمن تراه من الخبراء والمختصين من داخل الشركة أو خارجها في حدود صلاحياتها، على أن يضمن ذلك في محضر اجتماع اللجنة مع ذكر اسم الخبير وعلاقته بالشركة أو الإدارة التنفيذية.

- للجنة حق التحري في كل ما يندرج تحت صلاحياتها واختصاصاتها وكذلك الأمور التي توكل إليها.

#### 07. واجبات عضو اللجنة

 الالتزام بأحكام نظام الشركات ونظام السوق المالية ولو ائحهما التنفيذية والأنظمة ذات العلاقة والنظام الأسامي للشركة عند ممارسته لمهامه

Association when performing his/her duties and refraining from undertaking or participating in	والامتناع عن القيام أوالمشاركة في أي عمل من شأنه الإضرار بمصالح
any activity that would harm the Company's interests.	الشركة.
- Being aware of the Committee's duties and responsibilities and allocating sufficient time to	أن يكون مدركا لمهام اللجنة ومسؤولياتها وعليه تخصيص الوقت الكافي
perform his/her role in achieving them.	للقيام بدوره في تحقيقها.
- Performing his/her duties free from any external influences, whether from whether inside or	القيام بواجباته بعيداً عن تأثير خارجي سواء من داخل الشركة أو خارجها كما
outside the Company and shall prioritize the Company's interests over his/her personal interests.	يجب عليه عدم تقديم مصالحه الشخصية على مصالح الشركة.
- Refrain from accepting any gifts from any person who has commercial transactions with the	عدم قبول الهدايا من أي شخص له تعاملات تجاربة مع الشركة.
Company.	
- Participating actively in the Committee meetings by studying and discussing the items listed in	المشاركة الفعالة في اجتماعات اللجنة من خلال دراسة الموضوعات
its meeting agenda.	المطروحة على جدول أعمال اجتماعاتها ومناقشاتها.
- Endeavoring to keep abreast of the regulatory developments in the areas and subjects related to	بذل الجهد لمعرفة التطورات التنظيمية في المجالات والمواضيع ذات العلاقة
the duties and responsibilities of the Committee.	بمهام اللجنة ومسؤولياتها.
- Endeavoring to keep abreast of the developments in the field of the Company's activities,	بذل الجهد لمعرفة كافة التطورات في مجال أنشطة الشركة وأعمالها
businesses, and other relevant fields.	والمجالات الأخرى ذات العلاقة.

## Article (12): Competencies and Duties of the Committee

Without prejudice to the Company's approved Authority Matrix, the Committee shall perform the following competencies and duties:

- 01. Developing a clear policy for the remuneration of members of the Board of Directors, its Committees, and the Executive Management and submitting them to the Board of Directors for consideration in preparation for the General Assembly approval, provided that such policy follows the criteria linked to performance, and shall be disclosed in connection therewith and ensure the implementation of such policy.
- 02. Clarifying the relationship between remunerations awarded and the adopted remuneration policy, and identifying any substantial deviation from this policy.
- 03. Conducting a periodic review of the remuneration policy and evaluating its effectiveness in achieving its objectives.
- 04. Providing recommendations to the Board of Directors on the remunerations for members of the Board, its committees, and Senior Executives in compliance with the approved policy.
- 05. Reviewing the basis of the distribution of annual remunerations approved by the Board of Directors and providing recommendations to the Board of Directors in respect thereon.
- 06. Proposing clear policies and criteria for the membership of the Board of Directors and Executive Management.

07. Providing recommendations to the Board of Directors on the nomination and re-nomination of its members in compliance with the approved policies and criteria, considering that nominations shall not include any person who has already been convicted of a crime involving moral turpitude or dishonesty.

- 08. Preparing a description of the capabilities and qualifications required for the Board Member and Executive Management functions.
- 09. Determining the time that a member shall allocate to the work of the Board of Directors.
- 10. Conducting an annual review of the necessary skills or expertise required for the membership of the Board of Directors and Executive Management;
- 11. Reviewing the structure of the Board of Directors and Executive Management and presenting recommendations on possible changes related thereto.
- 12. Annually verifying the independence of independent members, making sure that there are no conflicts of interest if a Board member of the Company is a Board member of another Company.
- Developing a job description of the Executive and non- Executive members, independent members, and Senior Executives.

## المادة (12): اختصاصات ومهام اللجنة

دون الإخلال بجدول الصلاحيات المعتمد في الشركة، تتولى اللجنة المهام والاختصاصات التالية:

- 01. إعداد سياسة واضحة لمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن المجلس والإدارة التنفيذية، ورفعها إلى مجلس الإدارة للنظر فيها تمهيدا لاعتمادها من الجمعية العامة، على أن يراعى في تلك إتباع معايير ترتبط بالأداء، والإفصاح عنها، والتحقق من تنفيذها.
  - .02 -توضيح العلاقة بين المكافآت الممنوحة وسياسة المكافآت المعمول بها، وبيان أى انحراف جوهري عن هذه السياسة.
  - .03 المراجعة الدورية لسياسة المكافآت، وتقييم فعاليتها في تحقيق الأهداف المرجوة منها
- .04 التوصية لمجلس الإدارة بمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عنه وكبار التنفيذيين بالشركة وفقا للسياسة المعتمدة.
- 05. مراجعة أسس توزيع المكافآت السنوية المقررة من مجلس الادارة والتوصية لمجلس الإدارة بشأنها.
  - 06. اقتراح سياسات ومعايير واضحة للعضوية في مجلس الإدارة والإدارة التنفيذية.
  - 07. التوصية لمجلس الإدارة بترشيع أعضاء فيه وإعادة ترشيحهم وفقا للسياسات والمعايير المعتمدة مع مراعاة عدم ترشيع أي شخص سبق إدانته بجريمة مخلة بالشرف والأمانة.
  - .08 إعداد وصف للقدرات والمؤهلات المطلوبة لعضوية مجلس الإدارة وشغل وظائف الإدارة التنفيذية.
  - 09. تحديد الوقت الذي يتعين على العضو تخصيصه لأعمال مجلس الإدارة.
  - المراجعة السنوية للاحتياجات اللازمة من المهارات أو الخبرات المناسبة لعضوية مجلس الإدارة، ووظائف الإدارة التنفيذية.
- .11 مراجعة هيكل مجلس الإدارة والإدارة التنفيذية وتقديم التوصيات في شأن التغييرات التي يمكن إجراؤها.
- التحقق بشكل سنوي من استقلالية الأعضاء المستقلين، وعدم وجود أي تعارض مصالح إذا كان العضو يشغل عضوية مجلس إدارة شركة أخرى.
  - .13 وضع وصف وظيفي للأعضاء التنفيذيين والأعضاء غير التنفيذيين والأعضاء المستقلين وكبار التنفيذيين.

- 14. Establishing special procedures in the event that the position of a Board member or a Senior Executive becomes vacant.
- 15. Identifying the Board of Directors' weaknesses and strengths, and proposing solutions to address them according to the Company's interests;
- 16. Reviewing general HR policies and regulations;
- 17. Reviewing the salary scales, housing, and transportation allowances of the Company's employees.
- 18. Nominating the Company's CEO, reviewing his/her annual allocations and remunerations, and presenting recommendations to the Board of Directors to extend his/her services.
- 19. Review the changes to the company's organizational structure.
- 20. Reviewing rules and regulations of human resources for retirement, health services, cooperative fund, savings, and reviewing the Company's Work Regulation Bylaw, and Penalties and Rewards Regulations approved by the Ministry of Human Resource and Social Development.
- 21. Reviewing the rules of annual bonuses for all employees of the Company, and presenting recommendations to the Board of Directors in respect thereof.
- 22. Considering any matters referred to it by the Board of Directors.
- 23. Outlining the qualifications required for the membership of each Board Committee, and in particular the Audit Committee.
- 24. Ensuring that there is an induction program on the Company's business for the new members of the Board of Directors and providing a continuous education program for all members of the Board.
- 25. The Committee shall ensure that the Chief Executive Officer has developed the necessary procedures for the rapid and effective transfer of his/her responsibilities to be implemented in the event of termination of his/her relationship with the Company. The Committee may review these procedures with the Chief Executive Officer and obtain his/her recommendations on long-term succession arrangements.
- 26. Developing criteria for evaluating the CEO's performance and informing him/her thereof.
- 27. Assisting the Board of Directors in developing criteria to evaluate the performance of the Chairman of the Board of Directors, the Committees, and their members and inform them thereof.
- 28. Reviewing and approving the Company's objectives related to the remunerations of the CEO.
- 29. Review the performance of the CEO annually to ensure that he/she leads the Company effectively.
- 30. Review administrative development programs and succession and replacement plans for Senior Executives in coordination with the CEO.
- 31. Reviewing the evaluation objectives (including performance indicators) to be achieved within the rewards and incentive programs;
- 32. Preparing an annual report on the remunerations paid to the Executive Management in order to be included in the Company's annual report in compliance with applicable rules and regulations;
- 33. Reviewing the Committee performance at least annually to determine its effectiveness and agree on a plan to improve the performance of its members;
- 34. Informing the Board of Directors of its findings or resolutions in a transparent manner.

- 14. وضع الإجراءات الخاصة في حال شغور مركز أحد أعضاء مجلس الإدارة أو كبار التنفيذيين.
  - تحديد جو انب الضعف والقوة في مجلس الإدارة، و اقتراح الحلول لمعالجتها بما يتفق مع مصلحة الشركة.
    - 16. مراجعة السياسات والأنظمة العامة للموارد البشرية.
    - مراجعة سلم الرو اتب وبدلات السكن والنقل لموظفي الشركة.
- 18. ترشيح الرئيس التنفيذي للشركة ومراجعة مخصصاته ومكافأته السنوية، والتوصية للمجلس بتمديد خدماته.
  - 19. مراجعة التعديلات على الهيكل التنظيمي للشركة.
- 20. مراجعة نظم ولو ائح الموارد البشرية الخاصة بالتقاعد، والخدمات الصحية، والصندوق التعاوني، والتوفير والادخار، ومراجعة لائحة تنظيم العمل ولائحة الجزاءات والمكافآت بالشركة التي تُعتمد من وزارة العمل.
  - مراجعة أسس العلاوات السنوية لجميع موظفي الشركة، والتوصية لمجلس الإدارة بشأنها.
    - النظر فيما يحيله إليها المجلس من أمور.
  - تحديد المؤهلات اللازمة لعضوية كل لجنة من اللجان وخصوصاً لجنة المراجعة.
- 24. التأكد من وجود برنامج تعريفي للأعضاء الجدد في المجلس بأعمال الشركة وتوفير برنامج تعليم مستمر لجميع أعضاء المجلس.
- 25. تقوم اللجنة بالتأكد من أن الرئيس التنفيذي قام بصياغة الإجراءات اللازمة لنقل مسؤولياته بشكل سريع وفعال ليتم تطبيقها في حال انتهاء علاقته بالشركة، ويمكن للجنة أن تقوم بمراجعة هذه الإجراءات مع الرئيس التنفيذي و أيضاً الحصول على توصياته بشأن ترتيبات التعاقب على المدى الطويل.
  - 26. إعداد المعايير لتقييم أداء الرئيس التنفيذي وإحاطته بها.
  - 27. مساعدة المجلس في إعداد المعايير لتقييم أداء رئيس المجلس واللجان وأعضائها وإحاطتهم بها.
- 28. مراجعة واعتماد أهداف الشركة المرتبطة بتعويضات الرئيس التنفيذي.
- 29. مراجعة أداء الرئيس التنفيذي سنوياً لضمان قيامه بقيادة فعالة للشركة.
- .30 مراجعة برامج التطوير الإداري وخطط الإحلال الوظيفي لكبار التنفيذيين بالتنسيق مع الرئيس التنفيذي.
- 31. مراجعة أهداف التقويم (بما فيها مؤشرات الأداء) الواجب تحقيقها ضمن المكافأت وبرامج التحفيز.
  - 32. إعداد تقرير سنوي عن المكافآت المدفوعة للإدارة التنفيذية لإدراجه في تقرير الشركة السنوي بما يتو افق مع الضو ابط والأنظمة المطبقة.
- .33 استعراض ومراجعة أداء اللجنة سنوياً على الأقل لتحديد مدى فاعليتها والاتفاق على الخطوات لتحسين أداء أعضائها.
- .34 على اللجنة أن تبلغ مجلس الإدارة بما تتوصل إليه من نتائج أو تتخذه من قرارات بشفافية.

### المادة (13): تعارض المصالح

## Article (13): Conflict of Interest

- 01. Members shall avoid situations resulting in their interests being in conflict with those of the Company. A conflict of interest is defined as the existence of direct or indirect interest of any member in relation to any item listed in the Committee's agenda, with such interest affecting (or believed to affect) independence of the member's opinion, who is supposed to express his/her professional point of view.
- 02. If a member has any conflicts of interest regarding an item listed in the Committee's agenda, he/she shall disclose that prior to discussion of such item, provided that it is recorded in the minutes of the meeting. In this case, he/she may not participate in the discussion of, or vote on, the relevant item.
- 03. A Committee member may not haveany other direct or indirect interest in the contracts and businesses carried out for the Company's account unless he/she has obtained authorization from the General Assembly.
- 04. A Committee member may not take part in any business that may compete with the Company or one of its activities unless he/she has obtained authorization from the General Assembly.
- 05. If a committee member fails to disclose his/her interest in the contracts and businesses carried out for the Company's account, whether prior to his/her appointment as a committee member or during his/her membership, the Company may petition the competent judicial authority to annul the contract and compensation, or to oblige the member to return any profits or benefits realized.
- 06. If a Committee member fails to disclose his/her involvement in any business that would compete with the Company or any of its activities, the Company shall have the right to claim compensation before the competent judicial authority.
- 07. A Committee member may not, either directly or indirectly exploit or benefit from any of the Company's assets, information, or investment opportunities subject to consideration, even if a decision has been taken not to proceed therewith, nor may he/she benefit from such investment opportunities even after the expiry of his/her membership.
- 08. If it is proved that a committee member has benefited from investment opportunities, the Company or any Stakeholder may petition the competent judicial authority to invalidate any business, profits, or benefits relating to such investment opportunities. The Company may also claim appropriate compensations.

- 01. يجب على العضو تجنب الحالات التي تؤدي إلى تعلرض مصالحه مع مصالح الشركة ويقصد بتعلرض المصالح وجود مصلحة مباشرة أو غير مباشرة لأي عضو في موضوع منرج على جدول أعمال اللجنة ويكون من شأن تلك المصلحة التأثير (أو الاعتقاد بتأثير تلك المصلحة) في استقلالية رأي عضو اللجنة الذى يفترض أن يكون معيراً عن وجهة نظره المهنية.
- 02. إذا كان للعضو أي تعارض في المصالح في موضوع مدرج على جدول أعمال اللجنة فعليه الإفصاح عن ذلك قبل بدء مناقشة الموضوع على أن يثبت ذلك في محضر الاجتماع ولا يجوز له في هذه الحالة المشاركة في مناقشة الموضوع ذي العلاقة أو المشاركة في مناقشته أو التصويت عليه.
- .03 لا يجوز أن يكون لعضو اللجنة مصلحة مباشرة أو غير مباشرة في العقود والأعمال التي تتم لحساب الشركة ما لم يكن حاصلاً على ترخيص من الجمعية العامة.
- .04 لا يجوز له أن يشترك في عمل من شأنه منافسة الشركة أو أن ينافس الشركة في أحد فروع النشاط الذي تزاوله ما لم يكن حاصلاً على ترخيص من الجمعية العامة.
- 05. إذا تخلف عضو اللجنة عن الإفصاح عن مصلحته في العقودوالأعمال التي تتم لحساب الشركة سواءً قبل تعيينه عضواً في اللجنة أو أثناء عضويته جاز للشركة المطالبة أمام الجهة القضائية المختصة بإبطال العقد والتعويض أو إلزام العضو بأداء أي ربح أو منفعة تحققت له من ذلك.
- .06. إذا تخلف عضو اللجنة عن الإفصاح عن مشاركته في أي عمل من شأنه منافسة الشركة أو أن ينافس الشركة في أحد فروع النشاط الذي تزاوله كان للشركة أن تطالبه أمام الجهة القضائية المختصة بالتعويض.
- 07. لا يجوز أن يستغل أو يستفيد عضو اللجنة بشكل مباشر أو غير مباشر من أي من أصول الشركة أو معلوماتها أو الفرص الاستثمارية الخاضعة لدراستها – حتى وإن اتخذ القرار بعدم المضي بها – كما لا يجوز له الاستفادة من تلك الفرص الاستثمارية حتى بعد انتهاء عضويته.
- 08. في حال ثبوت استفادة عضو اللجنة من الفرص الاستثمارية فإنه يجوز للشركة أو لكل ذي مصلحة المطالبة أمام الجهة القضائية المختصة بإبطال أي عمل أو ربح أو منفعة تحققت من تلك الفرصة الاستثمارية كما يجوز للشركة المطالبة بالتعويض المناسب.