

**21.Voting on amending the Audit Committee Charter.  
(Attached).**

Before	After	Notes
None previously	<p><b>Article One: Preamble</b></p> <p>The role of the Audit Committee in listed joint stock companies is considered one of the most important oversight roles of the General Assembly of Shareholders, as it ensures the existence of an effective and independent internal control system, in addition to monitoring the effectiveness of internal and external audit procedures. Furthermore, the main task of the Audit Committee is to verify the adequacy of the internal control system and its effective implementation, develop systems and plans related to these activities, follow up on their implementation, and follow up on the company's commitment and compatibility with the applicable systems and standards.</p>	An introduction has been added at the beginning of the regulations to provide a brief and introductory overview of its responsibilities and tasks.
None previously	<p><b>Article Two: Purpose of the Committee</b></p> <p>The purpose of the Audit Committee Regulations is to define the framework of the committee's work and governance in accordance with the rules and regulations issued by the supervisory authorities. In addition, this framework determines the way in which the committee works.</p>	The purpose of the regulations has been clarified in accordance with best practices in the market.
None previously	<p><b>Article Three: Definitions</b></p> <ul style="list-style-type: none"> <li>• <b>Company:</b> Saudi Ground Services Company</li> </ul>	

	<ul style="list-style-type: none"> <li>• <b>The Board:</b> The Board of Directors of the Saudi Ground Services Company.</li> <li>• <b>Regulations:</b> Regulations of the Audit Committee</li> <li>• <b>Member:</b> A member of the Audit Committee, and the members of this committee are collectively referred to as “Members.”</li> <li>• <b>Secretary of the Committee:</b> Secretary of the Audit Committee</li> <li>• <b>External Auditor:</b> the Company’s auditor appointed to audit its financial statements.</li> </ul>	<p>In a more accurate manner, according to the definitions outlined in the Corporate Governance Regulations issued by the Authority and the best practices in the market.</p>
<p><b>Article Four: Formation of the Audit Committee</b></p> <p><del>1. The General Assembly of the company forms an audit committee consisting of shareholders or others,</del> including at least one independent member and excluding any executive members of the Board of Directors. The audit committee should comprise a minimum of three members and a maximum of five members, with at least one member specialized in financial and accounting matters.</p> <p>2. The audit committee is considered one of the committees of the Board of Directors, and</p>	<p><b>Article Four: Formation of the Audit Committee</b></p> <p>1) An audit <del>committee shall be formed by a decision of the company’s</del> Board of Directors from shareholders or others, on condition that it does not include any of the executive members of the Board of Directors. In addition, the number of members of the Audit Committee must not be less than three and not more than five. This is on condition that one of them is a specialist in financial and accounting affairs.</p> <p>2) <del>There must be an independent member among the members of the audit committee.</del></p> <p>3) <del>Ensure that the Chairman of the Audit Committee is an independent member, if possible.</del></p> <p>4) The company’s General Assembly shall issue - based on a proposal from the Board of Directors - Audit Committee Charter. This regulation shall include the controls and procedures for the committee’s work, its tasks, the rules for selecting its members, how to nominate them, the duration of their membership, their remuneration, and the mechanism</p>	<p>Based on Article 51 of the Corporate Governance Regulations issued by the Financial Market Authority:</p> <p>Amendment to the composition of the Audit Committee.</p> <p>Addition of paragraphs (2), (3), and (7).</p>

<p>it directly reports its findings to the Board of Directors.</p> <p>3. The General Assembly of the company, based on a proposal from the Board of Directors, issues a working regulation for the audit committee. This regulation includes the committee's operating procedures, responsibilities, criteria for selecting members, nomination process, duration of membership, remuneration, and the temporary appointment mechanism in case of vacancies.</p> <p>4. Individuals who have worked or were employed within the past two years in the company's executive or financial management or with the company's auditors are not eligible to become members of the audit committee.</p>	<p>for appointing its members temporarily, in the event that one of the committee's seats becomes vacant.</p> <p>5) It is not permissible for anyone who works or has worked during the past two years in the executive or financial management of the company, or for the company's auditor, to be a member of the audit committee.</p> <p>6) The Chairman of the Board of Directors may not be the Chairman or member of the Committee.</p> <p>7) It is required that the audit committee member does not serve as a member of audit committees in more than five joint-stock companies listed on the market at the same time</p>	
<p><b>Article Five: Appointment and conditions of the Chairman of the Committee</b></p> <p>1) The Board of Directors proposes the appointment of the Chairman of the</p>	<p><b>Article Five: Appointment and conditions of the Chairman of the Committee</b></p> <p>1) The Board of Directors proposes the appointment of the Chairman of the Committee, and the Assembly issues the appointment decision.</p>	<p>No modifications have been made.</p>

<p>Committee, and the Assembly issues the appointment decision. In the event of the absence of the Chairman of the Committee and his representative, the remaining members present choose one of them to chair the Committee meeting, on condition that he meets the conditions of the Corporate Governance Regulations issued by the Capital Market Authority to fill this position.</p> <p>2) When forming the audit committee, the company takes into account that its members are independent members of the Board of Directors, and it is permissible to seek assistance from non-executive members or persons who are not members of the Board, whether they are shareholders or others.</p> <p>3) The company takes into account that the head of the committee is an independent member.</p> <p>4) The Chairman of the Board of Directors may not be the Chairman or member of the Committee.</p>	<p>In the event of the absence of the Chairman of the Committee and his representative, the remaining members present choose one of them to chair the Committee meeting, on condition that he meets the conditions of the Corporate Governance Regulations issued by the Capital Market Authority to fill this position.</p> <p>2) When forming the audit committee, the company takes into account that its members are independent members of the Board of Directors, and it is permissible to seek assistance from non-executive members or persons who are not members of the Board, whether they are shareholders or others.</p> <p>3) The company considers that the head of the committee is an independent member.</p> <p>4) The Chairman of the Board of Directors may not be the Chairman or member of the Committee.</p>	
<p>None previously</p>	<p><b>Article Six: How to nominate members and the duration of their membership.</b></p> <p>1) The committee is formed by a decision of the association's Board of Directors through the nominations of the Board members, taking into account the nomination of at least two of the current Board members.</p>	<p>Here is the additional clarification regarding the nomination process, the duration of membership, and the appointment mechanism in compliance</p>

	<p>2) The company announces, by any means, its desire to present candidates for appointment to the audit committee, if possible.</p> <p>3) The Board of Directors must study the CVs of the candidates applying for the company and make comparisons between the candidates.</p>	<p>with regulations and supervisory authorities, based on the amended regulations</p>
<p>It has been separated into separate articles.</p>	<p><b>Article Seven: Vacant position on the committee</b> If a member's position becomes vacant during the term of the committee, the Board of Directors shall appoint another member on a temporary basis.</p>	<p>It has been separated into a separate article.</p>
	<p><b>Article Eight: Term for the Committee</b> 1) Committee members are named and chosen upon the formation of each session of the Board, which is specified for four years or more, taking into account the period specified in the company's Regulations. Moreover, the term of the committee ends with the end of the term of the Board of Directors.</p> <p>2) The committee will be reconstituted at the beginning of each Board of Directors session, and the committee members may be reappointed. Further, if the position of a member becomes vacant during the term of the committee, the Board of Directors shall appoint a replacement for him.</p>	<p>The specified duration in paragraph 1 has been amended to four years based on Article 68, Clause 4 of the Companies Regulation issued by the Ministry of Commerce.</p> <p>Paragraph 3 has been moved to a separate article.</p>

<p><b>Article Eight: Term for the Committee</b></p> <p>1. The members of the committee are <del>appointed and selected at the formation of each cycle of the Board of Directors, which is typically set for a period of three years or more, in accordance with the specified duration in the company's bylaws. The committee's term ends with the expiration of the Board of Directors' term.</del></p> <p>2. The committee is reconstituted at the beginning of each cycle of the Board of Directors. It is permissible to reappoint committee members, and in the event of a vacancy during the committee's term, the Board appoints a substitute.</p> <p><del>3. If a vacancy occurs during the committee's term, the Board of Directors appoints a temporary member, subject to approval by the General Assembly at the next meeting following the appointment date.</del></p>		
<p><b>Article Nine: The tasks and responsibilities of the committee include.</b></p> <p>The Audit Committee is responsible for monitoring the company's business and verifying the integrity and integrity of its reports, financial statements and internal control systems. <b>The committee's tasks include, in particular, the following:</b></p>	<p><b>Article Nine: The committee's powers, powers, and responsibilities</b></p> <p>The Audit Committee is responsible for monitoring the company's business and verifying the integrity and integrity of its reports, financial statements and internal control systems. <b>The committee's tasks include, in particular, the following:</b></p> <p><b>A- Financial reports:</b></p>	<p>The financial reports:</p> <ul style="list-style-type: none"> <li>- Paragraph (1) has been reformulated according to the regulations and rules.</li> </ul>

<p><b>A- Financial reports:</b></p> <p><del>1) Reviewing the company's financial statements, records, and financial performance-related announcements before they are presented to the Board of Directors to ensure their integrity, fairness, and transparency, and providing its opinion.</del></p> <p>2) Expressing a technical opinion at the request of the Board of Directors as to whether the Board of Directors' report and the company's financial statements are fair, balanced, and understandable. In addition, it includes information that allows shareholders and investors to evaluate the company's financial position, performance, business model and strategy.</p> <p>3) Study any important or unusual issues included in the financial reports and accounts.</p> <p>4) Carefully research any issues raised by the company's financial director, whoever assumes his duties, the company's compliance director, or the external auditor.</p> <p>5) Verifying accounting estimates on the fundamental issues contained in the financial reports.</p> <p>6) Study the accounting policies followed in the company and express an opinion and</p>	<p>1) Study the company's initial and annual financial statements before presenting them to the Board of Directors and express an opinion and recommendation regarding them to ensure their integrity, fairness, and transparency.</p> <p>2) Expressing a technical opinion at the request of the Board of Directors as to whether the Board of Directors' report and the company's financial statements are fair, balanced, and understandable. In addition, it includes information that allows shareholders and investors to evaluate the company's financial position, performance, business model and strategy.</p> <p>3) Study any important or unusual issues included in the financial reports and accounts.</p> <p>4) Carefully research any issues raised by the company's financial director, whoever assumes his duties, the company's compliance director, or the external auditor.</p> <p>5) Verifying accounting estimates on the fundamental issues contained in the financial reports.</p> <p>6) Study the accounting policies followed in the company and express an opinion and recommendation to the Board of Directors regarding them.</p> <p>7) Meeting with executive management and external auditors to review and discuss the company's quarterly operating results and annual financial statements, as well as all internal control reports or their summaries.</p> <p>8) Review other relevant reports or financial information submitted by the company to any government body or the public and relevant reports submitted by external auditors or their summaries.</p>	
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<p>recommendation to the Board of Directors regarding them.</p> <p>7) Meeting with executive management and external auditors to review and discuss the company's quarterly operating results and annual financial statements, as well as all internal control reports or their summaries.</p> <p>8) Review other relevant reports or financial information submitted by the company to any government body or the public and relevant reports submitted by external auditors or their summaries.</p> <p><b>B- Internal audit:</b></p> <p>1) Study and review the company's internal and financial control and risk management systems.</p> <p>2) Study internal audit reports and follow up on the implementation of corrective measures for the observations contained therein.</p> <p>3) Monitoring and supervising the performance and activities of the internal auditor and the internal audit department in the company - if any - to verify the availability of the necessary resources and their effectiveness in performing the work and tasks assigned to them. If the company does not have an internal auditor, the committee</p>	<p><b>B- Internal audit:</b></p> <p>1) Study and review the company's internal and financial control and risk management systems.</p> <p>2) Study internal audit reports and follow up on the implementation of corrective measures for the observations contained therein.</p> <p>3) Monitoring and supervising the performance and activities of the internal auditor and the internal audit department in the company - if any - to verify the availability of the necessary resources and their effectiveness in performing the work and tasks assigned to them. If the company does not have an internal auditor, the committee must submit its recommendation to the Board regarding the need to appoint one.</p> <p>4) If the company does not have an internal auditor, the committee must submit its recommendation to the Board of Directors regarding the need to appoint him, and if it does not recommend this, it must state the reasons in the annual report.</p> <p>5) Recommending to the Board of Directors to appoint the director of the internal audit unit or department or the internal auditor and proposing his remuneration.</p> <p><b>C- Auditor:</b></p> <p>1) Recommending to the Board of Directors to appoint auditors, dismiss them, determine their fees, and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of their contract.</p> <p>2) Verifying the independence and objectivity of the company's external auditors, and the effectiveness of the audit work, taking into account the relevant rules and standards.</p>	
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<p>must submit its recommendation to the Board regarding the need to appoint one.</p> <p>4) If the company does not have an internal auditor, the committee must submit its recommendation to the Board of Directors regarding the need to appoint him, and if it does not recommend this, it must state the reasons in the annual report.</p> <p>5) Recommending to the Board of Directors to appoint the director of the internal audit unit or department or the internal auditor and proposing his remuneration.</p> <p><b>C- Auditor:</b></p> <p>1) Recommending to the Board of Directors to appoint auditors, dismiss them, determine their fees, and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of their contract.</p> <p>2) Verifying the independence and objectivity of the company's external auditors, and the effectiveness of the audit work, considering the relevant rules and standards.</p> <p>3) Review the plan of the company's external auditors and their work, verify that they are not submitting technical or administrative work outside the scope of audit work, and express their views on that.</p>	<p>3) Review the plan of the company's external auditors and their work, verify that they are not submitting technical or administrative work outside the scope of audit work, and express their views on that.</p> <p>4) Answering inquiries from the company's external auditors.</p> <p>5) Study the auditor's report and his comments on the financial statements and follow up on what has been taken regarding them.</p> <p>6) Actively participate in the internal auditor dialogue with consideration regarding disclosed relationships or services that may affect the independence and objectivity of the auditor and act appropriately to oversee the independence of the external auditors.</p> <p>7) Review with the external auditor any problems or difficulties he faces and review the management's response.</p> <p><b>D- Ensuring commitment:</b></p> <p>1) Review the results of the regulatory authorities' reports and verify that the company has taken the necessary measures regarding them.</p> <p>2) Verifying the company's compliance with the relevant laws, regulations, policies, and instructions.</p> <p>3) Reviewing the contracts and transactions proposed to be conducted by the company with related parties and presenting its views regarding that to the Board of Directors.</p> <p>4) Raise any issues it deems necessary to take action on to the Board of Directors and express its recommendations regarding the measures that must be taken.</p> <p>5) Monitoring and supervising the performance and activities of the Director of the Compliance Department in the company - if any - to verify the availability of the necessary resources and their</p>	
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<p>4) Answering inquiries from the company's external auditors.</p> <p>5) Study the auditor's report and his comments on the financial statements and follow up on what has been taken regarding them.</p> <p>6) Actively participate in the internal auditor dialogue with consideration regarding disclosed relationships or services that may affect the independence and objectivity of the auditor and act appropriately to oversee the independence of the external auditors.</p> <p>7) Review with the external auditor any problems or difficulties he faces and review the management's response.</p> <p><b>D- Ensuring commitment:</b></p> <p>1) Review the results of the regulatory authorities' reports and verify that the company has taken the necessary measures regarding them.</p> <p>2) Verifying the company's compliance with the relevant laws, regulations, policies and instructions.</p> <p>3) Reviewing the contracts and transactions proposed to be conducted by the company with related parties, and presenting its views regarding that to the Board of Directors.</p>	<p>effectiveness in performing the work and tasks assigned to them. In addition, if the company has a compliance officer, the committee must submit its recommendation to the Board of Directors regarding the need to appoint him.</p> <p>6) Recommending to the Board of Directors to appoint a director or compliance officer and proposing his remuneration.</p> <p><b>E- Receiving reports</b></p> <p>1) Discussion with the external auditor, the mission of the external auditor and management and the extent to which changes or improvements have been implemented in financial or accounting practice.</p> <p>2) Supervising any investigation activities that fall within its jurisdiction.</p> <p>3) Study any other financial topics determined by the Board of Directors</p>	
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<p>4) Raise any issues it deems necessary to take action on to the Board of Directors, and express its recommendations regarding the measures that must be taken.</p> <p>5) Monitoring and supervising the performance and activities of the Director of the Compliance Department in the company - if any - to verify the availability of the necessary resources and their effectiveness in performing the work and tasks assigned to them. In addition, if the company has a compliance officer, the committee must submit its recommendation to the Board of Directors regarding the need to appoint him.</p> <p>6) Recommending to the Board of Directors to appoint a director or compliance officer and proposing his remuneration.</p> <p><b>E- Receiving reports</b></p> <p>1) Discussion with the external auditor, the mission of the external auditor and management and the extent to which changes or improvements have been implemented in financial or accounting practice.</p> <p>2) Supervising any investigation activities that fall within its jurisdiction.</p>		
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<p>3) Study any other financial topics determined by the Board of Directors</p>		
<p><b>Article Ten: A conflict occurs between the Audit Committee and the Board of Directors</b> If there is a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board refuses to take into account the Committee's recommendation regarding appointing the company's auditor, dismissing him, determining his fees, evaluating his performance, or appointing the internal auditor, the Board of Directors' report must include the Committee's recommendation, its justifications, and the reasons for not taking it into account</p>	<p><b>Article Ten: A conflict occurs between the Audit Committee and the Board of Directors</b> If there is a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board refuses to take into account the Committee's recommendation regarding appointing the company's auditor, dismissing him, determining his fees, evaluating his performance, or appointing the internal auditor, the Board of Directors' report must include the Committee's recommendation, its justifications, and the reasons for not taking it into account</p>	<p>No modifications have been made.</p>
<p><b>Article Eleven: Committee Meetings - Invitation and Meeting Files</b> <del>1. The Audit Committee shall meet regularly every (three months) at a minimum, with a minimum of four meetings per year, or as needed. Meeting minutes shall be prepared,</del></p>	<p><b>Article Eleven: Audit Committee meetings and meeting file</b> 1) The Audit Committee meets periodically, on condition that its meetings are not less than four meetings during the company's fiscal year. 2) The Audit Committee meets periodically with the company's auditor and the company's internal auditor. 3) The internal auditor and auditor may request a meeting with the audit committee whenever necessary.</p>	<p>Paragraph (1) has been reformulated.  The specified duration in paragraphs (5, 6) has been changed according to the Corporate Governance Regulations issued by the Financial Market Authority.</p>

<p><del>documenting the discussions and recommendations.</del></p> <p>2. The Audit Committee shall meet regularly with the company's external auditors and internal auditors.</p> <p>3. Both the internal auditor and external auditor have the right to request a meeting with the Audit Committee whenever necessary.</p> <p>4. The committee shall convene upon the invitation of its chairperson or upon the request of two of its members.</p> <p><del>5. The committee secretary shall send the agenda prior to the meeting, at least 15 days in advance, to the committee members.</del></p> <p><del>6. The committee secretary shall send the meeting file, including the required documents and materials, to the committee members at least seven days in advance.</del></p>	<p>4) The committee meets upon the invitation of its chairman, or the request of two of its members.</p> <p>5) The invitation to the meeting must be sent to each member of the committee at least five days before the date of the meeting, accompanied by the agenda, documents and necessary information.</p> <p>6) The committee may hold an emergency meeting and send the invitation, agenda and necessary documents within a period of less than five days before the date of the meeting.</p> <p>7) Organizing the process of attending committee meetings, and dealing with cases of members' irregularity in attending those meetings.</p> <p>8) Each member has the right to propose adding an item to the agenda in advance.</p>	
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<p><del>7. In the case of an urgent meeting, the invitation, agenda, and attachments may be sent within a period of less than seven days before the meeting date, if justified.</del></p> <p>8. Each member has the right to propose adding an item to the agenda with sufficient advance notice.</p>		
<p>None previously</p>	<p><b>Article Twelve: Duties and responsibilities of the Chairman of the Committee</b></p> <ol style="list-style-type: none"> <li>1) Supervising the committee's work and ensuring compliance with rules and regulations.</li> <li>2) Managing and following up on the committee's work with the assistance of the committee secretary.</li> <li>3) Ensuring the integrity of the decisions and recommendations made by the committee.</li> <li>4) Follow up on the implementation of the committee's decisions and recommendations in coordination with the committee secretary</li> <li>5) Attending the association's meetings, answering shareholders' questions, and reading the annual audit committee report.</li> </ol>	<p>Added tasks and responsibilities of the committee chairperson, directly specified in the regulations, in line with best practices in the market.</p>

<p><b>Article Thirteen: Attending the Annual Assembly</b></p> <p>1) The Chairman of the Committee attends the annual General Assembly meeting to answer shareholders' questions regarding the Committee's activities</p> <p>2) The committee prepares an annual report on its opinion regarding the adequacy of the company's internal control system and the other work it has undertaken that falls within the scope of its jurisdiction.</p> <p>3) Copies of the Audit Committee's report are provided at the company's main office at least ten days before the General Assembly of Shareholders is held, and distributed to the shareholders attending the Assembly.</p> <p>4) The audit committee's report will be read during the assembly</p>	<p><b>Article Thirteen: Attending the Annual Assembly</b></p> <p>1) The Chairman of the Committee attends the annual General Assembly meeting to answer shareholders' questions regarding the Committee's activities</p> <p>2) The committee prepares an annual report on its opinion regarding the adequacy of the company's internal control system and the other work it has undertaken that falls within the scope of its jurisdiction.</p> <p>3) Copies of the Audit Committee's report are provided at the company's main office at least ten days before the General Assembly of Shareholders is held, and distributed to the shareholders attending the Assembly.</p> <p>4) The audit committee's report will be read during the assembly</p>	<p>No modifications have been made.</p>
<p><b>Article Fourteen: Arrangements for Submitting Comments</b></p> <p>The audit committee must establish a mechanism that allows the company's employees to confidentially submit their observations regarding any irregularity in the financial or other reports. In addition, the</p>	<p><b>Article Fourteen: Arrangements for Submitting Comments</b></p> <p>The audit committee must establish a mechanism that allows the company's employees to confidentially submit their observations regarding any irregularity in the financial or other reports. In addition, the committee must verify the implementation of this mechanism by conducting an independent investigation commensurate with the</p>	<p>No modifications have been made</p>



<p>committee must verify the implementation of this mechanism by conducting an independent investigation commensurate with the extent of the error or violation and adopting appropriate follow-up procedures.</p>	<p>extent of the error or violation and adopting appropriate follow-up procedures.</p>	
<p><b>Article Fifteen: Powers of the Audit Committee</b> In order to perform its duties, the Audit Committee:</p> <ol style="list-style-type: none"> <li>1) Has the right to view the company's records and documents.</li> <li>2) To request any clarification or statement from members of the Board of Directors or Executive Management.</li> <li>3) To request the Board of Directors to convene the company's General Assembly if the Board of Directors obstructs its work or the company is exposed to serious damage or losses.</li> </ol>	<p><b>Article Fifteen: Powers of the Audit Committee</b> In order to perform its duties, the Audit Committee:</p> <ol style="list-style-type: none"> <li>1) Has the right to view the company's records and documents.</li> <li>2) To request any clarification or statement from members of the Board of Directors or Executive Management.</li> <li>3) To request the Board of Directors to convene the company's General Assembly if the Board of Directors obstructs its work or the company is exposed to serious damage or losses.</li> <li>4) Seeking the assistance of any experts, specialists, or others it deems appropriate to study the topics that fall within its duties and responsibilities, after the approval of the Board of Directors.</li> </ol>	<p>Paragraph 4 has been added based on Article 49, Clause B, of the Corporate Governance Regulations issued by the Financial Market Authority.</p>

<p><b>Article Sixteen: Quorum for Committee Meetings</b></p> <p>1. The legal quorum for the committee is constituted by the presence of two-thirds of the committee members (in person or by proxy). The committee, when convened with the required quorum, exercises all its powers, authorities, and provisions granted to it.</p> <p>2. Each committee member is expected to attend all meetings in person. In the event of their inability to attend, they have the right to participate and contribute remotely through virtual communication means, and such participation is considered equivalent to attending in person.</p>	<p><b>Article Sixteen: Quorum for the Committee</b></p> <p>1) A quorum for the committee shall be achieved with the presence of two-thirds of the committee members (in person or by proxy), and the assembled committee shall exercise all of its powers, authorities and rulings granted to it.</p> <p>2) The committee member is obligated to attend all specified meetings in person, and if he is unable to attend, another committee member is authorized to attend, on condition that attendance by proxy does not exceed one person from the committee members.</p> <p>3) Committee meetings are held in person at the company's headquarters, any of its branches, or any other place agreed upon between the committee members, or through modern technological means.</p>	<p>According to Article 50 of the Corporate Governance Regulations issued by the Financial Market Authority:</p> <ul style="list-style-type: none"> <li>- Paragraph (2) has been rephrased.</li> <li>- Paragraph 3 has been added.</li> </ul>
<p>None previously</p>	<p><b>Article Seventeen: Reports</b></p> <p>The committee, with the assistance of the Secretary, issues a quarterly report that is submitted to the Board of Directors. The report includes information on the number of meetings held by the committee, the number of members present, in addition to the committee's work, decisions and recommendations taken during the reporting period,</p>	<p>According to best practices in the market</p>

	and what has been done regarding the implementation of those decisions and recommendations by relevant parties. Relationship.	
None previously	<p><b>Article Eighteen: Confidentiality of the committee's work</b></p> <p>Committee members must maintain the confidentiality of the information they learn through their membership in the committee, and not announce or disclose any of that information to any other party or disclose or exploit it in any way or use it for any purpose. The obligation also includes maintaining the confidentiality of this information after completing membership in the committee.</p>	Explicit addition in the regulations to ensure the confidentiality of the information accessed by committee members, in accordance with best practices in the market
<p><b>Article Nineteen: Appointment of the Secretary of the Committee</b></p> <p>2. Documenting committee meetings and preparing minutes that include the discussions, deliberations, meeting location, date, start and end time, documenting the committee's recommendations and voting results, and preserving them in a dedicated and organized record. The minutes should also include the names of the attending members and any reservations expressed, if applicable, with the minutes being signed by all present members.</p>	<p><b>Article Nineteen: Appointment of the Secretary of the Committee</b></p> <p>The committee appoints a secretary for the committee based on the recommendations of the committee chairman, provided that his powers include the following:</p> <p>1) Documenting the committee's meetings and preparing minutes for them that include the discussions and deliberations that took place, indicating the place, date, start and end times of the meeting, documenting the committee's recommendations and the results of the voting, keeping them in a special and organized record, recording the names of the members present and the reservations they expressed - if any - and signing these minutes from All members present.</p>	Addition of paragraph (12, 11) according to best practices for a secretary in the market

<p>3.Safeguarding the reports submitted to the Board of Directors and the reports prepared by the committee.</p> <p>4. Providing committee members with the committee's agenda, work papers, relevant documents, and information related to the agenda items. Any additional documents or information requested by committee members concerning the discussed topics should also be provided.</p> <p>5.Verifying that committee members comply with the procedures approved by the Board.</p> <p>6.Notifying committee members of meeting dates with sufficient advance notice.</p> <p>7.Presenting draft minutes to committee members for their input and feedback before finalizing and signing them.</p> <p>8. Ensuring that committee members receive complete and timely copies of committee meeting minutes, as well as relevant information and documents related to the company.</p> <p>9.Coordinating among committee members.</p> <p>10. Providing assistance and advice to committee members.</p> <p>11. The removal of the secretary can only be done by a decision of the committee.</p>	<p>2) Save the reports submitted to the Board of Directors and the reports prepared by the committee.</p> <p>3) Providing the 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 agenda.</p> <p>4) Verifying that committee members adhere to the procedures approved by the Board of Directors.</p> <p>5) Informing committee members of the dates of its meetings sufficiently before the specified date.</p> <p>6) Presenting draft minutes to committee members to express their views on them before signing them.</p> <p>7) Verify that committee members fully and promptly obtain a copy of the minutes of committee meetings and information and documents related to the company.</p> <p>8) Coordination between committee members.</p> <p>9) Providing assistance and advice to committee members.</p> <p>10) The Secretary may not be dismissed except by decision of the Committee</p> <p>11) Follow up on the extent of compliance with the regulations and the need to update them.</p> <p>12) Follow up on the implementation of decisions and recommendations issued by the committee.</p>	
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<p><b>Article Twenty: Minutes of meetings</b></p> <p>1) The secretary of the committee records the names of those present, the proceedings of all committee meetings, and the recommendations issued by them in the minutes of those meetings.</p> <p>2) The Secretary of the Committee shall send the draft minutes of the meeting to the members of the Committee after the approval of its Chairman within a period of not less than (5) days after the end of the meeting.</p> <p>3) The minutes of the meetings are approved by circulating them to the members of the committee electronically, and the originals of the minutes are signed at the next meeting.</p> <p>4) The Board of Directors Secretariat will be provided with a record of attendance at committee meetings.</p> <p>5) It should be noted that the Board of Directors is provided with the committee's recommendations when it convenes at each meeting.</p>	<p><b>Article Twenty: Minutes of meetings</b></p> <p>1) The secretary of the committee records the names of those present, the proceedings of all committee meetings, and the recommendations issued by them in the minutes of those meetings.</p> <p>2) The Secretary of the Committee shall send the draft minutes of the meeting to the members of the Committee after the approval of its Chairman within a period of not less than (5) days after the end of the meeting.</p> <p>3) The minutes of the meetings are approved by circulating them to the members of the committee electronically, and the originals of the minutes are signed at the next meeting.</p> <p>4) The Board of Directors Secretariat will be provided with a record of attendance at committee meetings.</p> <p>5) It should be noted that the Board of Directors is provided with the committee's recommendations when it convenes at each meeting.</p>	<p>No modifications have been made</p>

<p><b>Article Twenty-One: Remuneration and compensation for committee members</b></p> <p>1. Committee members shall receive remuneration and allowances as follows:</p> <p>Committee membership allowance for non-executive and independent members of the Board of Directors shall not exceed a maximum amount of SAR 80,000 (Eighty Thousand Saudi Riyals) per year.</p> <p>2. Committee membership allowance for members outside the Board of Directors: a fixed amount as compensation and allowance for their participation in committee work, amounting to SAR 150,000 (One Hundred and Fifty Thousand Saudi Riyals) per year.</p> <p>3. The Chairman of the committee (whether from within or outside the Board) shall receive an amount of SAR 3,000 (Three Thousand Saudi Riyals) for attending each session of the Board's committees in which they are a member, whether attending in person or through any remote communication means.</p>	<p><b>Article Twenty-One: Remuneration and compensation for committee members</b></p> <p>Committee members receive Remuneration and allowances in accordance with the Remuneration and compensation policy of the Saudi Ground Services Company.</p>	<p>The article has been deleted</p>
	<p><b>Article Twenty-Two: Amendments to this policy</b></p> <p>The Board may approve any changes to these rules at any time it deems appropriate based on the recommendation of the Audit Committee and its approval by the General Assembly of Shareholders.</p>	

**Article Twenty-Three: Enforcement**

These regulations shall be effective from the date of their approval by the Board of Directors and approval by the General Assembly.

**22.Voting on amending the regulations for the work of  
the Nominations and Remuneration Committee.  
(Attached).**



Before	after	Notes
None	<p><a href="#">Article One: Introduction</a></p> <p>The Nominations and Remuneration Committee is one of the committees established by the Board of Directors, responsible for overseeing the work of the Board of Directors and the executive management, as well as formulating the remuneration policy for the Board of Directors, its committees, the executive management, and supervising the nomination process for the membership of the Board of Directors and its committees. The committee also ensures the training of the Board of Directors, its committees, and the executive management.</p>	An introduction was added at the beginning of the list to briefly and introductorily explain its responsibilities and tasks
None	<p><a href="#">Article Two: Purpose of the Committee</a></p> <p>The purpose of the Nomination and Remuneration Committee Regulations is to define the committee's functions and governance in accordance with regulations and rules issued by regulatory and supervisory authorities. These regulations outline the framework within which the committee operates.</p>	The purpose of the regulation has been clarified in accordance with best practices in the market
None	<p><a href="#">Article Three: Definitions</a></p> <ul style="list-style-type: none"> <li>• <b>Company:</b> Saudi Ground Services Company.</li> <li>• <b>Board of Directors:</b> The Board of Directors of Saudi Ground Services Company.</li> </ul>	Definitions of the terms that were circulated in this regulation have been added for the purpose of better clarifying them according to the definitions described in the corporate governance regulations

	<ul style="list-style-type: none"> <li>• <b>Regulations:</b> Regulations of the Nomination and Remuneration Committee.</li> <li>• <b>Member:</b> Member of the Nomination and Remuneration Committee, collectively referred to as "Members".</li> <li>• <b>Committee Secretary:</b> Secretary of the Nomination and Remuneration Committee.</li> <li>• <b>Senior Executives:</b> Individuals responsible for managing the company's daily operations, proposing and implementing strategic decisions, such as the CEO, their deputies, and the CFO.</li> </ul>	<p>issued by the Authority and best practices in the market</p>
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<p><b>Article Four: General Provisions</b></p> <p>1) The Nominations and Remuneration Committee shall operate in accordance with the official decisions and instructions issued in this regard by the supervisory authorities or the directives communicated to it by the Board of Directors.</p> <p>2) The Committee shall assume all the tasks assigned to it under this regulation and also under the Corporate Governance Regulation of the company. The Board of Directors may also assign the Committee any other duties as required by the Board of Directors and within its assigned responsibilities.</p> <p>3) The Committee shall establish a record containing information about the qualifications of the Board of Directors members, aiming to identify the necessary and additional skills required to activate the Board of Directors' role and ensure its performance of its duties and responsibilities.</p> <p>4) The Committee shall collaborate with the Board of Directors and the Audit Committee to annually verify the independence of independent members of the Board of Directors and to ensure the absence of conflicts of interest in case any member holds memberships in other companies.</p> <p>5) When formulating the compensation and Remuneration policy for Board members, the Committee must consider prevailing compensation trends in companies listed on the Saudi Stock Exchange (Tadawul).</p>	<p><b>Article Four: General Provisions</b></p> <p>1) The Nominations and Remuneration Committee shall operate in accordance with the official decisions and instructions issued in this regard by the supervisory authorities or the directives communicated to it by the Board of Directors.</p> <p>2) The Committee shall assume all the tasks assigned to it under this regulation and also under the Corporate Governance Regulation of the company. The Board of Directors may also assign the Committee any other duties as required by the Board of Directors and within its assigned responsibilities.</p> <p>3) The Committee shall establish a record containing information about the qualifications of the Board of Directors members, aiming to identify the necessary and additional skills required to activate the Board of Directors' role and ensure its performance of its duties and responsibilities.</p> <p>4) The Committee shall collaborate with the Board of Directors and the Audit Committee to annually verify the independence of independent members of the Board of Directors and to ensure the absence of conflicts of interest in case any member holds memberships in other companies.</p> <p>5) When formulating the compensation and Remuneration policy for Board members, the Committee must consider prevailing compensation trends in companies listed on the Saudi Stock Exchange (Tadawul).</p> <p>6) The Committee is granted full authority to appoint consultants in the field of compensation and Remuneration within the budget allocated to it by the Board of Directors.</p> <p>7) Ensuring that the contractual terms regarding the termination of membership and any amounts paid to the account are fair to both the individual concerned and the company, and that failure to fulfill</p>	<p style="text-align: center;">No change</p>
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<p>6) The Committee is granted full authority to appoint consultants in the field of compensation and Remuneration within the budget allocated to it by the Board of Directors.</p> <p>7) Ensuring that the contractual terms regarding the termination of membership and any amounts paid to the account are fair to both the individual concerned and the company, and that failure to fulfill responsibilities is not remunerated, and that there is a full awareness of the responsibility to minimize losses.</p> <p>8) Monitoring any amendments regarding employee benefit plans in the company.</p> <p>9) The Committee shall conduct an annual review of its performance, work plan, and regulations to ensure that the Committee operates with maximum effectiveness and recommend any appropriate changes to the approval of the Board of Directors.</p>	<p>responsibilities is not remunerated, and that there is a full awareness of the responsibility to minimize losses.</p> <p>8) Monitoring any amendments regarding employee benefit plans in the company.</p> <p>9) The Committee shall conduct an annual review of its performance, work plan, and regulations to ensure that the Committee operates with maximum effectiveness and recommend any appropriate changes to the approval of the Board of Directors.</p>	
<p><b>Committee formation and membership:</b></p> <p>1) A committee called (the Nominations and Remuneration Committee) shall be formed by a decision of the Company's Board of Directors (not from the executive board members, provided that at least one of them is an independent member.</p> <p><del>2) The Nomination and Remuneration Committee is considered one of the Board of Directors'</del></p>	<p><b>Article Five: Formation of the Committee</b></p> <p>1) A committee called the "Nomination and Remuneration Committee" shall be formed by a decision of the company's board of directors, consisting of non-executive board members, including at least one independent member.</p> <p>2) The company's general assembly shall issue, upon the recommendation of the board of directors, a regulation and operating rules for the Nomination and Remuneration Committee. This regulation shall include the committee's</p>	<p>Paragraph (2) was separated into a separate article</p>

~~committees, and it reports directly to the Board of Directors.~~

- 3) The general assembly of the company - based on a proposal from the Board of Directors - shall issue the bylaw and rules for the work of the Nomination and Remuneration Committee, provided that this bylaw includes the controls and procedures for the committee's work, its duties, the rules for selecting its members, their membership period, and their remuneration.
- 4) Committee members are appointed by the board of directors by a decision issued by the board.
- 5) The Nomination and Remuneration Committee consists of three to five members of the Board of Directors or from outside it.
- 6) It is taken into consideration that the members of the committee have extensive experience and deep knowledge in the field and scope of the company's business.

controls, procedures, tasks, criteria for selecting its members, duration of their membership, and their remuneration.

- 3) The committee members shall be appointed by the board of directors through a decision issued by the board.
- 4) The Nomination and Remuneration Committee shall consist of three to five members, who may be from the board of directors or external to it.
- 5) It shall be ensured that the committee members possess extensive experience and deep knowledge in the company's business field and scope.

### Appointment and Conditions of the Committee Chairman

1) The Board of Directors shall appoint the Committee Chairman by a decision issued by the Board, provided that the Chairman is an independent member if they are a member of the Board of Directors. In the event of the absence of the Committee Chairman and their substitute, the remaining present members shall select one of them to chair the committee meeting, provided that they meet the requirements of the Corporate Governance Regulations issued by the Capital Market Authority to hold this position.

2) When forming the Nomination and Remuneration Committee, the company shall ensure that it includes independent members of the Board of Directors. It is permissible to enlist the assistance of non-executive members or individuals who are not Board members, whether they are shareholders or others, provided that the Committee Chairman is an independent member.

3) The Chairman of the Board of Directors shall not be the Chairman of the Nomination and Remuneration Committee, but they may be a member of the committee.

### Article Six: Appointment and Conditions of the Committee Chairman

1) The Board of Directors shall appoint the Committee Chairman by a decision issued by the Board, provided that the Chairman is an independent member if they are a member of the Board of Directors. In the event of the absence of the Committee Chairman and their substitute, the remaining present members shall select one of them to chair the committee meeting, provided that they meet the requirements of the Corporate Governance Regulations issued by the Capital Market Authority to hold this position.

2) When forming the Nomination and Remuneration Committee, the company shall ensure that it includes independent members of the Board of Directors. It is permissible to enlist the assistance of non-executive members or individuals who are not Board members, whether they are shareholders or others, provided that the Committee Chairman is an independent member.

3) The Chairman of the Board of Directors shall not be the Chairman of the Nomination and Remuneration Committee, but they may be a member of the committee.

No change

<p><b>Committee Duration</b></p> <p>1) The committee members are appointed and selected at the formation of each session of the Board of Directors, which is determined every three years or more, taking into consideration the specified duration in the company's regulation. The committee's duration ends with the expiration of the board of directors' term.</p> <p>2) The committee is reconstituted at the beginning of each session of the Board of Directors, and it is permissible to reappoint committee members. If a position of one of the members becomes vacant during the committee's duration, the Board of Directors appoints another member.</p>	<p><b>Article Seven: Committee Duration</b></p> <p>1) The committee members are appointed and selected at the formation of each session of the Board of Directors, which is determined every four years, taking into consideration the specified duration in the company's regulation. The committee's duration ends with the expiration of the board of directors' term.</p> <p>2) The committee is reconstituted at the beginning of each session of the Board of Directors, and it is permissible to reappoint committee members. If a position of one of the members becomes vacant during the committee's duration, the Board of Directors appoints another member.</p>	<p>The period specified in Paragraph 1 was amended to four years based on Article 68, Paragraph 4, of the Companies Law issued by the Ministry of Commerce</p>
<p><b>Quorum:</b></p> <p>1) The quorum of the committee is obtained upon the presence of two-thirds of the committee members (in person or by proxy), and the combined committee exercises all of its authorities, authorities and provisions with.</p> <p>2) A member of the committee must attend all the meetings in person, and in the event where members are unable to physically attend the committee meeting, they are allowed to attend and participate remotely via any virtual or tele-</p>	<p><b>Article Eight: Quorum for the Committee</b></p> <p>1) The legal quorum for the committee is achieved by the presence of two-thirds of the committee members (in person or by power of attorney). The committee, when convened, shall exercise all its powers, authorities, and provisions granted to it.</p> <p>2) A committee member shall commit to attending all scheduled meetings in person. In the event of their inability to attend, another member of the committee may be delegated to attend, provided that the attendance by power of attorney does not exceed one person from the committee members.</p>	<p>Paragraph 2 / rephrased.</p> <p>paragraph 3 / added</p>

<p>communication means, and this is considered as an attendance in person.</p>	<p>3) Committee meetings shall be held in person at the company's headquarters, any of its branches, or any other agreed-upon location among the committee members. Alternatively, meetings may be conducted through modern technological means.</p>	
<p><b>Invitation and Meeting File:</b></p> <ol style="list-style-type: none"> <li>1) The secretary of the committee summons the committee to convene upon the request of its chairman.</li> <li>2) The secretary of the committee shall share the agenda to the members of the committee no less than 15 days prior to the meeting.</li> <li>3) Committee members have the right to request adding any items to the agenda well in advance of the meeting date.</li> <li>4) The committee secretary shall share the meeting file including the documents and required documents to the committee members at least seven days before the meeting.</li> <li>5) In case of an emergency meeting, the invitation, agenda and required attachments may be sent within a period of less than (7) days prior to the meeting.</li> </ol> <p><b>Committee Meetings:</b></p>	<p><a href="#">Article Nine: Committee meetings and meeting file</a></p> <ol style="list-style-type: none"> <li>1) The Nominations and Remuneration Committee meets periodically, every (year) at least twice, or whenever the need arises.</li> <li>2) Only members of the committee are entitled to attend its meetings. However, the Committee may - according to what it deems appropriate and necessary - invite to its meetings the CEO of the company, the Director of Human Resources, or other external consultants.</li> <li>3) The Secretary of the Committee shall convene the Committee upon the request of its Chairman.</li> <li>4) The committee secretary sends the agenda to the committee members no less than 5 days before the meeting.</li> <li>5) Committee members have the right to request the addition of any items to the agenda well before the meeting date.</li> <li>6) The secretary of the committee sends the meeting file, including the required papers and documents, to the members of the committee at least (5) days before the meeting.</li> <li>7) If the need arises to hold an emergency meeting, the invitation, the agenda, and its attachments may be sent within a period of less than (5) days before the date of the meeting.</li> </ol>	<p>The two articles were merged, and the period specified in Paragraph (7,6,4) was changed according to the Corporate Governance Regulations issued by the Capital Market Authority Article (32).</p>



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| <ol style="list-style-type: none"><li>1) The Committee meets periodically every (two months) at least six times a year, or whenever the need arises.</li><li>2) It is not allowed to anyone other than members of the committee to attend its meetings. Nevertheless, the committee may - as it deems fit and necessary - invite the company's CEO, executive directors, or other external consultants to attend its meetings.</li></ol> |  |  |
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<p>The scope of work, powers, tasks, and responsibilities of the Committee</p> <p>The Nominations and Remuneration Committee is responsible for the following tasks and responsibilities:</p> <ol style="list-style-type: none"> <li>1) Proposing clear policies and standards for membership in the Board of Directors and Executive Management.</li> <li>2) Recommending to the Board of Directors to nominate and re-nominate members in accordance with the approved policies and standards, taking into account not nominating anyone who has previously been convicted of a crime involving breach of trust.</li> <li>3) Preparing a description of the capabilities and qualifications required for membership in the Board of Directors and filling executive management positions, and determining the time that the member must allocate to the work of the Board of Directors.</li> <li>4) Annual reviewing of the necessary skills or experience required for membership in the Board of Directors and executive management functions.</li> <li>5) Reviewing the structure of the Board of Directors and Executive Management and providing recommendations regarding changes that can be made.</li> <li>6) Verifying on an annual basis the independence of the independent members, and the absence of any conflict of interest if the member holds</li> </ol>	<p>Article Ten: The scope of work, powers, tasks, and responsibilities of the Committee</p> <p>The Nominations and Remuneration Committee is responsible for the following tasks and responsibilities:</p> <ol style="list-style-type: none"> <li>1) Proposing clear policies and standards for membership in the Board of Directors and Executive Management.</li> <li>2) Recommending to the Board of Directors to nominate and re-nominate members in accordance with the approved policies and standards, taking into account not nominating anyone who has previously been convicted of a crime involving breach of trust.</li> <li>3) Preparing a description of the capabilities and qualifications required for membership in the Board of Directors and filling executive management positions, and determining the time that the member must allocate to the work of the Board of Directors.</li> <li>4) Annual reviewing of the necessary skills or experience required for membership in the Board of Directors and executive management functions.</li> <li>5) Reviewing the structure of the Board of Directors and Executive Management and providing recommendations regarding changes that can be made.</li> <li>6) Verifying on an annual basis the independence of the 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>7) Develop job descriptions for executive members, non-executive members, independent members and senior executives.</li> <li>8) Establishing special procedures in the event that the position of a member of the Board of Directors or a senior executive becomes vacant.</li> </ol>	<p style="text-align: center;">No changes</p>
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<p>membership in the board of directors of another company.</p> <p>7) Develop job descriptions for executive members, non-executive members, independent members and senior executives.</p> <p>8) Establishing special procedures in the event that the position of a member of the Board of Directors or a senior executive becomes vacant.</p> <p>9) Identifying the weaknesses and strengths of the Board of Directors and proposing solutions to address them in a way that is consistent with the company's interest.</p> <p>10) Preparing a clear policy for the remuneration of members of the Board of Directors and the committees emanating from the Board and Executive Management and submit it to the Board of Directors 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.</p> <p>11) Clarifying the relationship between the Remuneration granted and the applicable Remuneration policy and indicating any material deviation from this policy.</p> <p>12) Periodically review the Remuneration and compensation policy, and evaluate their effectiveness in achieving the objectives sought by them.</p> <p>13) Recommending to the Board of Directors the remuneration of members of the Board of</p>	<p>9) Identifying the weaknesses and strengths of the Board of Directors and proposing solutions to address them in a way that is consistent with the company's interest.</p> <p>10) Preparing a clear policy for the remuneration of members of the Board of Directors and the committees emanating from the Board and Executive Management and submit it to the Board of Directors 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.</p> <p>11) Clarifying the relationship between the Remuneration granted and the applicable Remuneration policy and indicating any material deviation from this policy.</p> <p>12) Periodically review the Remuneration and compensation policy, and evaluate their effectiveness in achieving the objectives sought by them.</p> <p>13) Recommending to the Board of Directors the remuneration of members of the Board of Directors, its committees, and the company's senior executives in accordance with the approved policy.</p> <p>14) Comprehensive consideration of the plan to replace senior executives within the process of the committee's work, taking into account the opportunities and challenges facing the company as well as the skills and experience required in the future among members of the Board of Directors.</p> <p>15) Approving the appointments of the company's senior executives, proposing and implementing replacement policies for the Board of Directors and its committees, and for the company's executive leadership through coordination with the company's human resources department, and ensuring that the executive management adheres to them.</p>	
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<p>Directors, its committees, and the company's senior executives in accordance with the approved policy.</p> <p>14) Comprehensive consideration of the plan to replace senior executives within the process of the committee's work, taking into account the opportunities and challenges facing the company as well as the skills and experience required in the future among members of the Board of Directors.</p> <p>15) Approving the appointments of the company's senior executives, proposing and implementing replacement policies for the Board of Directors and its committees, and for the company's executive leadership through coordination with the company's human resources department, and ensuring that the executive management adheres to them.</p> <p>16) Develop clear policies for compensation and Remuneration for members of the Board of Directors and senior executives that will be implemented after the General Assembly approves them in accordance with the system. When developing these policies, all standards that the committee deems necessary are taken into account, including the relevant legal and regulatory requirements, and the provisions and recommendations of the Corporate Governance Regulations and its guidelines. The purpose is One of this policy is to ensure that members of the company's executive management are provided with appropriate incentives to encourage them to improve performance, and that they are</p>	<p>16) Develop clear policies for compensation and Remuneration for members of the Board of Directors and senior executives that will be implemented after the General Assembly approves them in accordance with the system. When developing these policies, all standards that the committee deems necessary are taken into account, including the relevant legal and regulatory requirements, and the provisions and recommendations of the Corporate Governance Regulations and its guidelines. The purpose is One of this policy is to ensure that members of the company's executive management are provided with appropriate incentives to encourage them to improve performance, and that they are remunerated fairly and acceptably for their individual contributions to the company's success.</p> <p>17) Approving the design of any plans implemented by the company to link pay to performance and determining their targets, and recommending the approval of the total amounts to be paid for such plans.</p> <p>18) Reviewing and studying the design of all plans related to stock incentives for presentation to the Board of Directors and the General Assembly and approval. Within the framework of these plans, the committee determines whether to grant any shares and determines the total value of those shares, the share granted to each of the Executive Board members and other executive management of the company, and also determines the performance targets on the basis of which those shares are granted.</p> <p>19) The committee shall recommend to the Board of Directors for approval to determine appropriate performance measures, in addition to determining performance bonus budgets based on achieving the company's strategic objectives and profits versus risks in order to disburse bonuses, annual performance bonuses, and long-term performance.</p>	
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<p>remunerated fairly and acceptably for their individual contributions to the company's success.</p> <p>17) Approving the design of any plans implemented by the company to link pay to performance and determining their targets, and recommending the approval of the total amounts to be paid for such plans.</p> <p>18) Reviewing and studying the design of all plans related to stock incentives for presentation to the Board of Directors and the General Assembly and approval. Within the framework of these plans, the committee determines whether to grant any shares and determines the total value of those shares, the share granted to each of the Executive Board members and other executive management of the company, and also determines the performance targets on the basis of which those shares are granted.</p> <p>19) The committee shall recommend to the Board of Directors for approval to determine appropriate performance measures, in addition to determining performance bonus budgets based on achieving the company's strategic objectives and profits versus risks in order to disburse bonuses, annual performance bonuses, and long-term performance.</p>		
<p><b>Authorities and Other Matters:</b></p> <p>1) The Board of Directors delegates the committee to obtain legal or professional advice on the</p>	<p><a href="#">Article Eleven: Powers and other matters</a></p> <p>1) The Board of Directors authorizes the committee to obtain legal or professional advice at the company's expense on any matters that fall within its jurisdiction.</p>	<p>Paragraph (5) has been added based on Article (52) Paragraph 2 of the Corporate Governance</p>

<p>company's account in any matters that fall within its competencies.</p> <p>2) The committee makes sure of the adequacy of the cadres and competencies available to it to practice its work successfully.</p> <p>3) The committee takes due account, to the extent, of the applicable laws and regulations, the provisions of the Corporate Governance Regulations, and the requirements of the Capital Market Authority in the registration and listing rules and any other rules or regulations as required.</p> <p>4) The committee must conduct a training program for members of the board and committees according to their specialization, to raise the efficiency of members and committees.</p>	<p>2) The committee ensures the sufficiency of the cadres and competencies available to it to carry out its work successfully.</p> <p>3) The Committee shall take due account of the applicable laws and regulations, the provisions of the Corporate Governance Regulations, the requirements of the Financial Market Authority in the registration and listing rules, and any other rules or regulations as necessary.</p> <p>4) The committee must establish a training program for members of the Board of Directors and committees accordingly. Its mandate is to raise the efficiency of members and committees.</p> <p>5) Seeking the assistance of any experts, specialists, or others it deems appropriate to study the topics that fall within its duties and responsibilities, after the approval of the Board of Directors.</p>	<p>Regulations issued by the Capital Market Authority</p>
<p><b>Appointment of the Secretary of the Committee:</b></p> <p>1) The committee appoints a secretary from among its members or others, provided that his terms of reference include the following:</p>	<p><a href="#">Article Twelve: Appointing the Secretary of the Committee</a></p> <p>The committee appoints a secretary for the committee based on the recommendations of the committee chairman, provided that his powers include the following:</p>	<p>Paragraph (10, 11) has been added.</p> <p>Based on best practices of the market secretary.</p>

<p>B) Documenting committee meetings and preparing minutes for them that include discussions and deliberations, indicating the meeting place, date and time of its start and end, documenting the recommendations of the committee and the results of the vote, maintain them in a special and organized record, recording the names of the members attend and the reservations they made - if any -, and signing these minutes from all the members attend.</p> <p>C) Maintain the reports submitted to the Board of Directors and the reports prepared by the committee.</p> <p>D) 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.</p> <p>E) Assuring that the committee members adhere to the procedures approved by the Board.</p> <p>F) Informing the committee members of the dates of the scheduled meetings ahead of time.</p>	<p>1) Documenting the committee's meetings and preparing minutes for them that include the discussions and deliberations that took place, indicating the place, date, start and end times of the meeting, documenting the committee's recommendations and the results of the voting, keeping them in a special and organized register, recording the names of the members present and the reservations they expressed - if any -, and signing this document. Minutes from all members present.</p> <p>2) Saving the reports submitted to the Board of Directors and the reports prepared by the Committee.</p> <p>3) Providing the 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 agenda.</p> <p>4) Verifying that committee members adhere to the procedures approved by the Board of Directors.</p> <p>5) Informing committee members of the dates of its meetings sufficiently before the specified date.</p> <p>6) Presenting draft minutes to committee members to express their views on them before signing them.</p> <p>7) Ensure that committee members fully and promptly obtain a copy of the minutes of committee meetings and information and documents related to the company.</p> <p>8) Coordination among committee members.</p> <p>9) Providing assistance and advice to members of the Board of Directors.</p> <p>10) Follow up on the extent of compliance with the regulations and the extent of the need to update them.</p> <p>11) Follow up on the implementation of the decisions and recommendations issued by the committee.</p>	
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<p>G) Sharing the minutes of meetings drafts with the committee members for their review and approval before signing them.</p> <p>H) Ensure that all the members of the company promptly and quickly receive a copy of the committee's minute of meetings, information and all documents related to the company.</p> <p>I) Coordinate between members of the committee.</p> <p>2) Provide advice and assistance the committee members.</p> <p>3) The secretary of the committee may not be dismissed without a decision from the committee.</p>	<p>12) The Secretary of the Committee may not be removed except by a decision of the Committee.</p>	
<p><b>Minutes of Meetings:</b></p> <p>1) The committee's secretary records the names of the attendees, the proceedings of all the committee meetings, and the recommendations issued by it in all the minutes of meetings.</p> <p>2) The secretary of the committee shares the minutes of the meetings' drafts to the committee members after the chairman's approval no less than (7) days after the meeting.</p>	<p><b>Article Thirteen: Minutes of Meetings</b></p> <p>1) The Secretary of the Committee shall record the names of attendees, the proceedings of all Committee meetings, and the recommendations issued by it in the minutes of those meetings.</p> <p>2) The secretary of the committee shall send the draft minutes of the meeting to the members of the committee after the approval of its chairman within a maximum period of (5) working days.</p> <p>3) The minutes of the meetings are approved by circulating them to the committee members electronically, and the originals of the minutes are signed at the next meeting.</p> <p>4) The Board of Directors Secretariat will be provided with a record of attendance at committee meetings.</p>	<p>Change the specified period from 7days to 5</p>



<p>3) The minutes of meetings are considered approved after circulating it to the committee members electronically, then, getting it signed physically by the committee members in the following meeting.</p> <p>4) The Board Secretariat is provided with the committee’s meetings attendance list.</p> <p>5) Provide the Board with the committee’s recommendations when it convenes at each meeting</p>	<p>5) The Board of Directors must be provided with a copy of the committee’s minutes and recommendations when each meeting is held.</p>	
<p><b>Reporting Responsibilities</b></p> <p>1) The chairman of the committee submits his reports to the board of directors after each meeting, if needed, on matters related to the committee's duties and responsibilities.</p> <p>2) The committee shall attend to the Board of Directors any recommendations it deems appropriate regarding any topic within its jurisdiction that requires action or improvement.</p> <p>3) The committee issues a report on its activities to be included in the annual board of directors’ report, as well as a report on the application of the remuneration and compensation policy of the company and its</p>	<p><b>Article Fourteen: Reporting Responsibilities</b></p> <p>1) The committee, with the help of its secretary, prepares a quarterly report that is submitted to the Board of Directors. The report includes information about the number of meetings held by the committee, the number of members present, in addition to the committee’s work, decisions and recommendations taken during the reporting period, and what was done regarding the implementation of those decisions and recommendations by Related parties.</p> <p>2) The committee issues a report on its activities to be included in the annual report of the Board of Directors, as well as a report on the application of the company’s Remuneration and compensation policy and its actual practices to be included in the company’s annual report. It makes sure every year that it is presented to the shareholders in the General Assembly to obtain their approval.</p>	<p>Paragraph (1) and (2) merged into a clause and the duration of the report was determined</p>

<p>actual practices to be included in the annual report of the company, and every year makes sure that it is attended to the shareholders in the general assembly to obtain their approval.</p>		
<p>None</p>	<p><b>Article Fifteen: Duties and responsibilities of the Chairman of the Committee</b></p> <ol style="list-style-type: none"> <li>1) Approving the agenda of the meetings, supervising the committee's work, and ensuring compliance with the rules and regulations.</li> <li>2) Managing and following up on the committee's work with the assistance of the committee secretary.</li> <li>3) Ensuring the integrity of the decisions and recommendations made by the committee.</li> <li>4) Follow up on the implementation of the committee's decisions and recommendations in coordination with the committee secretary</li> <li>5) Attending association meetings and answering shareholders' questions.</li> </ol>	<p>The duties and basic responsibilities of the committee chairman were added and explained directly in the regulations in accordance with best practices in the market.</p>
<p>None</p>	<p><b>Article Sixteen: Confidentiality of the Committee's work</b></p> <p>Committee members must maintain the confidentiality of the information they learn through their membership in the committee, and not announce or disclose any of that information to any other party or disclose or exploit it in any way or use it for any purpose.</p>	<p>They are explicitly added to the regulation to ensure that information shared by committee members is kept confidential in</p>

	The obligation also includes maintaining the confidentiality of this information after completing membership in the committee.	accordance with best market practices
<p><b>Remuneration and Compensation of Committee Members:</b></p> <p>Members of the committee shall receive remuneration and allowances according to the following:</p> <ol style="list-style-type: none"> <li>1) Committee membership remuneration from non-executive and independent members of the Board of Directors: with a maximum amount of (80,000 riyals) only eighty thousand Saudi Riyals annually.</li> <li>2) Remuneration for committee membership without (outside) members of the Board of Directors: a lump sum as compensation and allowance for his participation in committee work amounting to (150,000 riyals) only one hundred and fifty thousand Saudi riyals annually.</li> <li>3) The committee chairperson (whether from inside or outside the board) receives an amount of (3000 Saudi riyals) only three thousand Saudi riyals for attending each meeting of the board committees in which he is a member, whether</li> </ol>		Deleted

<p>he is attending directly or through any of the communication Remotely.</p>		
<p><a href="#">Amendments to this policy</a></p> <p>The Board may approve any changes to these rules at any time it deems appropriate based on the recommendation of the Nominations and Remuneration Committee and its approval by the General Assembly of Shareholders.</p>	<p><a href="#">Article Seventeen: Amendments to this policy</a></p> <p>The Board may approve any changes to these rules at any time it deems appropriate based on the recommendation of the Nominations and Remuneration Committee and its approval by the General Assembly of Shareholders.</p>	<p>No changes</p>
<p>None</p>	<p><a href="#">Article Eighteen: Enforcement</a></p> <p>These regulations shall be effective from the date of their approval by the Board of Directors and approval by the General Assembly.</p>	<p>No changes</p>