

**23.Voting on amending the Standards and procedures
for board membership Policy.**

(Attached).

Before	After	Notes
None previously	<p>Article One: Preamble</p> <p>The policy, standards, and procedures for membership of the Board of Directors of the Saudi Ground Services Company, “the Company”, have been prepared in compliance with the provisions of the Corporate Governance Regulations issued by the Capital Market Authority and based on the company’s Regulations. Moreover, the General Assembly of Shareholders, considering what is amended in the Governance Regulations issued by the Capital Market Authority, approves the policy, standards, and procedures for Board of Directors membership.</p>	An article has been added to the policy
<p>Article Two: Purpose of the policy</p> <p>The purpose of preparing this policy is to serve as procedural rules and a guide that defines the general and specific criteria for selecting and appointing candidates for membership in the Board of Directors of Saudi Ground Services Company, both executive and non-executive, who should have appropriate knowledge, skills, and expertise that contribute to the effectiveness of the Board's work and provide suitable leadership that</p>	<p>Article Two: Purpose of the policy</p> <p>This policy aims to determine the standards, conditions, and procedures necessary for membership in the company’s Board of Directors, and those members must be professionally competent and possess the necessary experience, knowledge, skill, and independence to enable them to carry out their duties efficiently and competently.</p>	The text has been rephrased and the article number has been modified

<p>contributes to the success of the company and its operations.</p> <p>As a general principle, members of the company's Board of Directors must be qualified to perform their assigned tasks, have a clear understanding of their expected roles, and possess the ability to exercise sound and objective judgment in all matters related to the company, its business, and activities.</p> <p>To achieve integration in the composition and formation of the Board of Directors of Saudi Ground Services Company and enhance its effectiveness in performing its duties, board members should collectively possess professional, managerial, practical, and financial expertise, as well as distinguished personal qualities.</p> <p>As a key requirement, it should be ensured that each member of the Board of Directors is a person of outstanding reputation, high competence, and a capacity to shoulder responsibility. Board members should demonstrate influential leadership qualities and serve as role models. They should be capable of overseeing,</p>		
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<p>monitoring, and guiding the company's affairs to achieve its strategic objectives.</p>		
<p>Article Three: General Provisions 1) The Chairman of the General Assembly has the right to reject the nomination of a member submitted by the shareholders if the following procedures are not followed.</p> <p>2) Voting in the General Assembly is limited to individuals whose nominations for board membership have been approved by the Board of Directors after meeting the required nomination criteria as mentioned above. Each shareholder is entitled to one vote for each share they represent in the General Assembly, based on a one-share, one-vote basis, with voting for the appointment of Board of Directors members conducted using the cumulative voting method.</p>	<p>Article Three: General Provisions 1) The person who chairs the General Assembly meeting has the right to refuse to accept the member nomination submitted by shareholders if the procedures below are not followed.</p> <p>2) Voting in the General Assembly is limited to those whose nominations for Board membership have been approved by the Board of Directors after they fulfill the requirements necessary for nomination as stated below.</p> <p>3) Each subscriber has one vote for each share he represents in the General Assembly of Shareholders, based on one vote per share, on condition that the vote to appoint members of the Board of Directors is according to the cumulative voting method.</p>	<p>The article number has been modified</p>

<p>Article Four: Jurisdiction of the Nominations and Remuneration Committee</p> <p>According to the supervisory guidelines and the rules and regulations established by the company's Board of Directors and General Assembly, the Nominations and Rewards (Compensation) Committee, which is a subsidiary of the Board of Directors, is responsible for the task of evaluating suitability and making recommendations to the Board of Directors in accordance with this policy and the regulatory rules issued by the relevant supervisory authorities.</p> <p>In accordance with its working regulations and organizational rules, the Nominations and Rewards Committee is mandated to conduct an annual review of the requirements and skills necessary for membership in the Board of Directors. It prepares a profile of capabilities and qualifications, including determining the time allocated by a board member for board-related activities. The committee</p>	<p>Article Four: Jurisdiction of the Nominations and Remuneration Committee</p> <p>In accordance with what is stipulated in the supervisory instructions and work rules and regulations approved by the company's Board of Directors and its General Assembly, the Nominations and Remuneration Committee emanating from the Company's Board of Directors is responsible for the task of evaluating the suitability of and recommending to the Board of Directors in accordance with this policy and the regulatory rules issued by the approved supervisory authorities in this regard.</p> <p>Moreover, in accordance with what is stipulated in its work regulations and organizational rules, the Nominations and Remuneration Committee has been entrusted with conducting an annual review of the needs and skills required for membership in the Board of Directors, and preparing a description of the capabilities and qualifications, including determining the time that a member of the Board of Directors allocates to the work of the Board.</p> <p>Furthermore, the committee was entrusted with the task of reviewing the structure of the Board of Directors and its committees and submitting recommendations to the Board, in addition to identifying the weaknesses and strengths of the Board of Directors and submitting the necessary proposals to address them, in a way that achieves the company's public and private interests.</p>	<p>-The article number has been modified</p>
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<p>is also tasked with reviewing the structure of the Board of Directors and its committees and providing recommendations to the board, in addition to identifying strengths and weaknesses in the board and offering necessary proposals to address them, in order to serve the interests of the company, both public and private.</p>		
<p>Article Five: General Requirements</p> <p>The Nominations and Rewards (Compensation) Committee is responsible for updating, amending, and developing the criteria for board membership that must be implemented and considered. This is based on the Companies Law, directives issued by the Ministry of Commerce and Investment, regulations of the Capital Market Authority, and the company's Articles of Association. The following should be taken into account:</p>	<p>Article Five: Criteria for membership in the Board of Directors</p> <p>The Nominations and Remuneration Committee is responsible for updating, amending and developing the Board membership standards. This is based on the companies' regulations issued by the Ministry of Commerce, the Capital Market Authority's regulations, and the company's Regulations, considering the following:</p> <ol style="list-style-type: none"> 1. The candidate must be a natural person who is not less than twenty-five (25) years old. 2. The candidate must not have been previously convicted of a crime against honor or trust, or been ruled bankrupt, or made arrangements or reconciliation with his creditors, or be unfit for membership in the Board of Directors in accordance with any law or instructions in force in the Kingdom. 3. The candidate must have a high level of academic qualification and have practical and administrative experience. Moreover, priority in nomination is given to the needs required of those with the appropriate skills for membership of the Board of Directors. 4. That the member of the Board of Directors represents all shareholders and is committed to what achieves the interests of the company in general and not what achieves the interests of the 	<ul style="list-style-type: none"> - The paragraphs have been reorganized and some paragraphs have been separated to be included within the scope of the Governance Department and Board Secretariat's responsibilities, as well as the procedures of the Nomination and Remuneration Committee.

<p>1. The candidate must be a natural person not younger than twenty-five (25) years old.</p> <p>2. The candidate should not serve as a board member in more than five (5) listed joint-stock companies simultaneously.</p> <p>3. The candidate should not have been convicted of a crime that compromises honor and integrity, declared bankrupt, or reached arrangements or settlements with creditors. They should also be eligible for board membership according to any applicable laws or regulations in the Kingdom.</p> <p>4. The candidate should possess a high level of academic qualification and practical and managerial experience. Priority should be given to candidates with the relevant skills required for board membership.</p> <p>5. The board member should represent all shareholders and adhere to the interests of the group that voted for their appointment to the board.</p> <p>6. The Nominations and Rewards Committee should consider the</p>	<p>group that he represents or that voted to appoint him to the Board of Directors.</p>	
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<p>qualifications of the candidate, assess their leadership abilities, exercise of independent judgment, as well as their knowledge of accounting and financial aspects to determine their readiness to fulfill their responsibilities if selected.</p> <p>7. The Nominations and Rewards Committee should receive and review the candidates' resumes for board membership, and disclose these resumes to the investors during the election process. This allows the shareholders to assess the efficiency and adequacy of the candidates for board membership.</p> <p>8. Among its responsibilities, the committee should conduct interviews with the candidates and evaluate their qualifications and skills. The committee should maintain a record containing information about the candidates' qualifications and skills.</p>		
<p>Article Six: Principles of Honesty, Integrity, and Loyalty</p> <p>Each member of the Board of Directors is committed to the principles of honesty, integrity, loyalty, care, and</p>	<p>Article Six: Duties of Care and Loyalty:</p> <p>Every member of the Board of Directors is committed to the duties of care and loyalty, including the following:</p> <ol style="list-style-type: none"> 1. Exercising tasks within the limits of prescribed powers: A member of the Board of Directors must exercise his duties and 	<ul style="list-style-type: none"> - The modification has been made in accordance with Article 4 of the Executive Regulations of the Companies System for Listed Joint Stock Companies.

<p>attentiveness to the interests of the company and shareholders, placing them above personal gain. This includes, in particular, the following.</p> <p>1. Honesty: This entails maintaining a genuine professional relationship between the board member and the company and disclosing any material information prior to executing any transaction or contract with the company or its subsidiaries.</p> <p>2. Loyalty: This involves avoiding transactions that involve conflicts of interest, ensuring fairness in dealings, and adhering to the provisions regarding conflicts of interest in this regulation.</p> <p>3. Care and Concern: This involves fulfilling the duties and responsibilities stipulated in the Companies Law, the Capital Market Authority's regulations and their executive bylaws, the company's Articles of Association, and any other relevant regulations.</p>	<p>powers in managing the company and directing its work within the limits of his prescribed powers in accordance with the provisions of the Companies Law and its executive regulations, the company's Regulations, and other relevant systems, and in a way that achieves the purposes for which he was granted those powers.</p> <p>2. Working in the interest of the company and enhancing its success: A member of the Board of Directors must commit to the following:</p> <ul style="list-style-type: none"> a) Working in good faith in the interest of the company and all shareholders and not prioritizing his personal interest over the interest of the company and its shareholders, taking into account the rights of other stakeholders. b) Ensure to do everything that will enhance the company's success and development and maximize its value for the benefit of its shareholders in the long term. <p>3. Making decisions or voting on them independently: A member of the Board of Directors must exercise his duties objectively and independently with regard to managing the company and making decisions in it and avoid situations that affect his independence in making decisions or when voting on them.</p> <p>4. Exercising reasonable and expected care, attention, diligence and skill: A member of the Board of Directors must perform his duties and responsibilities in accordance with the Companies Law, the Financial Market Law and their executive regulations, the Company's Regulations and other relevant regulations, and in accordance with the care and diligence that a prudent person must exercise along with the general knowledge, skill and experience possessed by the Board Member himself, and those expected of those who undertake the same functions that that member performs.</p> <p>5. Avoid conflicts of interest: A member of the Board of Directors must avoid transactions and situations in which he has or is likely to have a direct or indirect interest that conflicts or could conflict</p>	
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	<p>with the interest of the company. Moreover, he must comply with the provisions on conflicts of interest contained in the Companies Law and its implementing regulations.</p> <p>6. Disclosing any interest he has, directly or indirectly, in the business and contracts conducted on behalf of the company: A member of the Board of Directors must commit to disclosing any interest he has, directly or indirectly, in the business and contracts conducted on behalf of the company as soon as he becomes aware of it. He must adhere to the provisions regarding disclosure of interest in business and contracts contained in the Companies Law and its executive regulations.</p> <p>7. Not accepting any benefit granted to him by others in relation to his role in the company: A member of the Board of Directors must not exploit his position and the tasks and powers that he has as a member of the Board of Directors in any way to obtain benefits from others, or accepting any benefit granted to him by others in exchange for performing a certain act or abstaining from performing a certain act.</p>	
<p>Article Seven: Conditions for membership in the Board of Directors: Strategic Guidance, Planning, and Clear Vision for the Future: It is required that a member of the Board of Directors possesses professional competence, including experience, knowledge, skills, and necessary independence, enabling them to perform their duties efficiently</p>	<p>Article Seven: Conditions for membership in the Board of Directors: It is required that a member of the Board of Directors be a professionally competent person who possesses the necessary experience, knowledge, skill, and independence, enabling him to carry out his duties efficiently and competently. In particular, he must possess the following:</p> <p>1. He must have leadership skills that qualify him to grant powers that lead to stimulating performance, applying best practices in the field of effective management, and adhering to professional values and ethics.</p>	<p>- The paragraphs have been added based on Articles 16 and 17 of the Corporate Governance Regulations issued by the Capital Market Authority. (And they have been added under the heading of Membership Requirements).</p>

<p>and effectively. The following criteria should particularly be considered:</p> <p>1. Leadership Capability: This involves possessing leadership skills that qualify them to delegate authority, motivate performance, apply best management practices, and adhere to professional values and ethics.</p> <p>2. Honesty, Integrity, and Good Reputation: The member should possess qualities of honesty, integrity, good reputation, and fairness, including:</p> <p>a) No previous conviction for committing any crime, whether inside or outside the Kingdom.</p> <p>b) No previous conviction for committing any crime that undermines honor or integrity, either inside or outside the Kingdom.</p> <p>c) No previous involvement as an opponent or representative of the</p>	<p>2. Honesty, integrity, and good reputation: He must possess the qualities of honesty, integrity, good reputation, and justice, including the following:</p> <p>A) That he has never been convicted of committing any crime, whether inside or outside the Kingdom.</p> <p>B) That he has never been convicted of committing any crime against honor or trust inside or outside the Kingdom.</p> <p>C) That he has never been an opponent of the company or a representative of one of its opponents, whether inside or outside the Kingdom, in a way that affects his interest in the interests of the company and shareholders and prioritizing them over his personal interests.</p> <p>3. Competence: This is by having the appropriate academic qualifications, professional and personal skills, level of training, and practical experiences related to the company's current and future activities, management, economics, accounting, law, or governance, as well as the desire to learn and train.</p> <p>4. Financial solvency: He must have the ability and previous experience in managing his obligations and financial affairs prudently and appropriately. In addition, a person's limited financial capabilities, in and of himself or herself, do not mean that the person is unable to fulfill his financial obligations. (Governance Department)</p> <p>5. The ability to direct: This is by having the technical, leadership, and administrative capabilities, speed in decision-making, understanding the technical requirements related to the workflow, and being able to provide strategic guidance, planning, and a clear future vision.</p> <p>6. Financial knowledge: by being able to read and understand financial statements and reports.</p> <p>7. Health and fitness: This means that he does not have a health problem that prevents him from exercising his duties and specializations.</p>	<ul style="list-style-type: none"> - The paragraphs have been added based on Articles 16 and 17 of the Corporate Governance Regulations issued by the Capital Market Authority. (And they have been added under the heading of Membership Requirements). - The article number has been modified.
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<p>company's opponents, whether inside or outside the Kingdom, in a manner that affects their commitment to the interests of the company and shareholders, prioritizing them over personal gain.</p> <p>3. Competence: This involves possessing academic qualifications, professional skills, appropriate personality, level of training, and relevant practical experience in the company's current and future activities, management, economics, accounting, law, or governance, as well as a willingness to learn and undergo training.</p> <p>4. Financial Soundness: The member should have the ability and previous experience in managing their financial obligations and affairs prudently and appropriately. Financial soundness does not imply limited financial resources but rather the ability to fulfill financial commitments. (Governance Management)</p>	<p>8. The majority of it shall be non-executive members.</p> <p>9. The number of its independent members shall not be less than two or one-third of the Board of Directors members, whichever is more.</p> <p>10. The company's Regulations specify the number of members of the Board of Directors, which must not be less than three.</p> <p>11. The General Assembly elects members of the Board of Directors for the period stipulated in the company's Regulations, on condition that it does not exceed four years. They may be re-elected unless the company's Regulations stipulate otherwise.</p> <p>12. It is required that a member of the Board of Directors does not hold membership in the Board of Directors of more than five joint stock companies listed on the market at the same time.</p> <p>The General Assembly must take into account, when electing members of the Board of Directors, the recommendations of the Nominations and Remuneration Committee and the availability of the personal and professional capabilities necessary to perform their duties effectively in accordance with what is stated in this article.</p>	
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<p>5. Guidance Capability: This entails possessing technical, leadership, managerial capabilities, quick decision-making skills, and the ability to comprehend technical requirements related to workflow. The member should be capable of providing guidance.</p> <p>6. Financial Literacy: The member should be capable of reading and understanding financial data and reports.</p> <p>7. Physical Fitness: The member should not have any health impediments that impede them from carrying out their duties and responsibilities.</p> <p>The General Assembly should consider the recommendations of the Nominations and Remuneration Committee and ensure the availability of the necessary personal and</p>		
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<p>professional qualifications for the effective performance of the members' duties, as stated in this article.</p>		
<p>Article Eight: Requirements related to the formation of the board and its committees.</p> <p>When the Nominations and Remuneration Committee evaluates the structure of the board and its committees, it should consider the necessary supervisory requirements as outlined in the Corporate Governance Regulations issued by the Saudi Arabian Capital Market Authority and best practices, which include:</p> <p>A) Requirements related to the company's board of directors:</p> <p>The majority of board members should be non-executive and independent.</p> <p>The number of independent board members should not be less than two or one-third, whichever is greater. Considering that the board of directors</p>	<p>Article Eight: Requirements related to the formation of committees:</p> <p>The Board of Directors should consider the necessary requirements when forming the Audit Committee and the Nominations and Remuneration Committee, based on the governance regulations issued by the Capital Market Authority and best practices, which include the following:</p> <p>First: Requirements for forming the audit committee:</p> <ol style="list-style-type: none"> 1. An audit committee of shareholders or others shall be formed by decision of the company's board of directors, on condition that it does not include any of the executive members of the board of directors. 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. 2. The members of the audit committee must include at least one independent member. 3. The Chairman of the Audit Committee must be an independent member. Half of the members of the Audit Committee must be independent members or those who do not meet the criteria of independence mentioned in Article Nineteen of these regulations. 4. The company's General Assembly issues - based on a proposal from the Board of Directors - work regulations of the Audit Committee. 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 Remunerations, and the mechanism for 	<p>The requirements for the composition of the Audit Committee have been modified according to Article 51 of the Corporate Governance Regulations</p> <p>The requirements for the composition of the Audit Committee have been modified according to Article 57 of the Corporate Governance Regulations</p> <p>Paragraph 3 has been added under the heading of Nomination and Remuneration Committee based on Paragraph 4 of Article 47 (Formation of Committees) of the Corporate Governance Regulations</p>

<p>consists of (9) members, the number of independent members should not be less than (3) members at any time, while taking into account the specified limits and scope of independence as defined in the supervisory rules attached to this policy.</p> <p>The number of executive members on the board of directors, if any, should not exceed.(2)</p> <p>The chairman of the board of directors and their deputy should be non-executive members.</p> <p>Independence and separation of the positions of the chairman of the board and their deputy from the CEO of the company.</p> <p>B) Requirements related to the Audit Committee:</p> <p>In accordance with the requirements stipulated in the Companies Law in Saudi Arabia issued by the Capital Market Authority regarding the formation of the Audit Committee or any other supervisory directives, the</p>	<p>appointing its members temporarily if 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. 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>Second: Requirements for forming the Nominations and Remuneration Committee:</p> <ol style="list-style-type: none"> 1. The company's Board of Directors shall be formed by a decision from non-members of the Executive Board of Directors, provided that at least one independent member is among them. 2. The company's General Assembly issues - based on a proposal from the Board of Directors - work regulations of the Audit Committee. This regulation must 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, and their Remunerations. 3. The number of committee members should not be less than three or more than five. 	
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<p>following requirements should be considered:</p> <p>The committee should consist of at least (3) members.</p> <p>The Audit Committee should be chaired by an independent or non-executive member of the board.</p> <p>The chairman of the board of directors should not be the chairman of the committee.</p> <p>The majority of the committee members should be from outside the board.</p> <p>The committee should include one or more members who are experts in financial matters, accounting, and accounting standards.</p> <p>Membership on the committee should not exceed (3) additional terms as a maximum.</p> <p>C) Requirements related to the Nominations and Remuneration Committee:</p>		
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<p>In accordance with the requirements stipulated in the Companies Law in Saudi Arabia issued by the Capital Market Authority regarding the formation of the Nominations and Remuneration Committee or any other supervisory directives, the following requirements should be considered:</p> <p>The committee should consist of at least (3) members.</p> <p>The committee members should be non-executive.</p> <p>The committee should be chaired by an independent member, considering the rules of independence as defined in the attached supervisory regulations.</p> <p>The chairman of the board of directors should not be the chairman of the committee.</p>		
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<p>Article Nine: Symptoms of independence:</p> <p>A) An independent board member must be capable of performing their duties, expressing their opinions, and voting on decisions objectively and impartially, in a way that assists the board of directors in making sound decisions that serve the company's interests.</p> <p>B) The board of directors should conduct an annual assessment of the member's independence and ensure the absence of any relationships or circumstances that may affect or potentially affect it.</p> <p>C) The following conflicts of interest contradict the required independence of an independent board member, including but not limited to:</p> <ol style="list-style-type: none"> 1. Holding five percent or more of the company's shares or shares of another company within its group or having a close relationship with those who hold such shares. 2. Representing a person with a substantial interest who holds five 	<p>Article Nine: Symptoms of independence:</p> <ol style="list-style-type: none"> 1. The independent member of the Board of Directors must be able to exercise his duties, express his opinions, and vote on decisions objectively and impartially, in a way that helps the Board of Directors to make sound decisions that contribute to achieving the company's interests. B. The Board of Directors must conduct an annual evaluation of the extent to which the member's independence has been achieved and ensure that there are no relationships or circumstances that affect or could affect him. C. The following is incompatible with the independence required for an independent board member - including, but not limited to - the following: <ol style="list-style-type: none"> 1. He must own five percent or more of the company's shares or the shares of another company from its group or be related to the person who owns this percentage. 2. He must be related to any of the members of the Board of Directors in the company or in another company in its group. 3. He must be related to any of the senior executives in the company or in another company in its group. 4. He must be a board member in another company from the company group for which he is nominated for membership in its board of directors. 5. He has worked or was an employee during the past two years with the company, or another company in its group, such as auditors and major suppliers during the past two years. 6. To have a direct or indirect interest in the business and contracts carried out on behalf of the company. 7. To receive sums of money from the company in addition to the remuneration for membership in the Board of Directors or any of its committees in excess of (200,000) riyals or 50% of his remuneration in the previous year that he received in exchange for 	<p>-Paragraph 2 of the current regulation has been deleted:</p> <p>"To be a representative of a legal entity who owns five percent or more of the company's shares or shares of another company within its group."</p> <p>-The entire article has been revised in accordance with Article 19 of the Corporate Governance Regulations.</p> <p>-Amendment in paragraph 6, according to Article 19 of the Corporate Governance Regulations.</p> <p>-Addition in paragraph 7, according to Article 19 of the Corporate Governance Regulations.</p>
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<p>percent or more of the company's shares or shares of another company within its group.</p> <p>3. Having a close relationship with any of the board members in the company or in another company within its group.</p> <p>4. Having a close relationship with any of the senior executives in the company or in another company within its group.</p> <p>5. Being a board member in another company within the company's group, and being nominated for membership in its board of directors.</p> <p>6. Working or having worked as an employee during the past two years for the company or any counterparty or another company within its group, such as auditors and major suppliers, or owning controlling interests in any of those parties during the past two years.</p> <p>7. Having a direct or indirect interest in business and contracts conducted on behalf of the company.</p> <p>8. Receiving financial amounts from the company in addition to the</p>	<p>membership in the Board of Directors or any of its committees, whichever is less.</p> <p>8. To participate in a business that would compete with the company, or to trade in one of the branches of activity practiced by the company.</p> <p>9. He must have spent more than nine consecutive or separate years as a member of the company's Board of Directors.</p>	
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<p>remuneration for board membership or any of its committees.</p> <p>9. Engaging in activities that compete with the company or trading in any branches of the company's activities.</p> <p>10. Having served for more than nine consecutive or non-consecutive years as a board member of the company..</p>		
<p>Article Ten: Procedures for nomination for membership in the Board of Directors:</p> <p>The Nominations and Remuneration Committee is responsible for overseeing the procedures for nominating members to the company's board of directors. This is done in coordination with the company's Governance and Compliance Department, ensuring compliance with the regulations, policies, criteria, and procedures for board membership in the Kingdom of Saudi Arabia. The committee ensures that these requirements are correctly implemented and then presents its recommendations to the board of</p>	<p>Article Ten: Procedures for nomination for membership in the Board of Directors:</p> <ol style="list-style-type: none"> 1. The opening of nominations for membership in the Board of Directors shall be announced no less than six months before the end of the Board of Directors term and in light of the regulations and requirements required by the relevant systems. 2. The candidate must send an official letter to the company's Board of Directors stating his desire to run for membership in the Board of Directors or committees. This letter must include an introduction to the candidate in terms of his CV, qualifications, and practical experience. 3. The candidate must fill out the nomination form issued by the Capital Market Authority, the Saudi Financial Market, or any other forms attached to the advertisement. 4. Attach a clear copy of the national ID and family registry, and the candidate's contact numbers, including at least the mobile number, fixed phone number, email address, passport for non-Saudis running for Board of Directors membership, and any other relevant documents required by the company to meet the regulatory requirements. 	<p>Some points have been added by the Governance Department. The nomination process steps have been reorganized based on best practices. "Fax number" has been deleted from paragraph 4.</p> <p>Paragraph 10 has been modified from "Submitting the original nomination request to the Nomination and Remuneration Committee at the company's headquarters (Attention: Governance and Compliance Department)" to: Electronic submission is sufficient.</p>

<p>directors. The following points should be considered:</p> <p>1. The Nominations and Remuneration Committee should take into account the conditions and provisions outlined in the regulations, as well as the requirements, policies, and criteria set by the authority for board membership.</p> <p>2. The number of candidates for the board of directors should exceed the available seats, allowing the general assembly to choose from among the candidates.</p> <p>3. Prospective candidates should send an official letter to the company's management expressing their desire to run for a board membership position. This letter should include an introduction to the candidate, including their curriculum vitae, qualifications, and work experience.</p> <p>4. Candidates who have previously served on the board of directors of joint-stock companies should provide a statement specifying the number and</p>	<p>5. A candidate who has previously served as a member of the board of directors of joint stock companies must attach a statement indicating the number and date of the boards of directors of the companies of which he served as a member.</p> <p>6. The candidate who previously served as a member of the Board of Directors of the "Ground Services" company must attach to the nomination notification a statement from the company's management for the last session in which he served as a member of the Board, including the following information:</p> <p>A) The number of Board of Directors meetings that took place during each year of the term.</p> <p>B) The number of meetings attended by (Asala) and the percentage of his attendance to the total number of meetings.</p> <p>C) The permanent committees in which the member participated, the number of meetings held by each of those committees during each year of the session, the number of meetings he attended, and the percentage of his attendance to the total number of meetings.</p> <p>7. The candidate must clarify the membership status in the nomination application, i.e. whether the member is an executive member, a non-executive member, or an independent member.</p> <p>8. The candidate must clarify the nature of membership in the candidacy application, that is, whether the member is running in his personal capacity or whether he is a representative of a legal person.</p> <p>9. All nomination applications are received and completed applications are submitted to the Nominations and Remuneration Committee. In the event that the candidate does not meet the necessary requirements as stated above, including the inability to provide the required information within the required period,</p>	
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<p>dates of the boards they have served on.</p> <p>5. Candidates who have previously served on the board of directors of the "Ground Services" company should attach a notification of nomination from the company's management, including the following information:</p> <p>a) The number of board meetings held each year during the term, the number of meetings attended by the candidate, and the percentage of attendance.</p> <p>b) The permanent committees in which the member participated, the number of meetings held by each committee during each year of the term, the number of meetings attended by the candidate, and the percentage of attendance.</p> <p>6. The candidate should clarify their membership status in the nomination request, indicating whether they are an executive member, non-executive member, or independent member.</p> <p>7. The candidate should clarify the nature of their membership in the nomination request, indicating</p>	<p>10. Any application that does not complete the conditions and documents specified in these regulations will be rejected before submitting them to the Nominations and Remuneration Committee by the Secretary of the Board of Directors. The request is saved with the Governance Department.</p> <p>11. When nominating members of the Board of Directors, the Nominations and Remuneration Committee must take into account the terms and conditions stated in these regulations, and the requirements, policies and standards of membership in the Board of Directors decided by the Authority.</p> <p>12. The number of candidates for the Board of Directors whose names are presented to the General Assembly must exceed the number of seats available so that the General Assembly has the opportunity to choose from among the candidates.</p> <p>13. Electronic submission is sufficient.</p> <p>14. Voting on the selection of members of the Board of Directors is done through the cumulative voting method.</p> <p>15. voting in the General Assembly is limited to those who nominated themselves in accordance with the aforementioned policies, standards and procedures.</p> <p>16. Nominations will be kept open for thirty (calendar) days.</p> <p>17. The nomination period may be extended from 30 days to 60 days (calendar) by decision of the Nominations and Remuneration Committee.</p>	
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<p>whether they are running as an individual or as a representative of a legal entity.</p> <p>8. The candidate should complete the Capital Market Authority's Form No. 3, which is attached to the announcement.</p> <p>9. The candidate should provide a clear copy of their national ID, family registry, and contact information, including at least a mobile number, landline number, fax number, and email address.</p> <p>10. The original nomination request should be submitted to the Nominations and Remuneration Committee at the company's headquarters, addressed to the Governance and Compliance Department.</p>		
<p>Article Eleven: Publication of the Candidacy Announcement: The company must publish the nomination announcement on the company's website, the market's website, and in any other means specified by the Authority. This is to</p>	<p>Article Eleven: Publication of the Candidacy Announcement: The company must publish the nomination announcement on the company's website, the market's website, and in any other means specified by the Authority. This is to invite people wishing to run for membership in the Board of Directors, on condition that the</p>	<p>No modifications have been made.</p>

<p>invite people wishing to run for membership in the Board of Directors, on condition that the nomination period remains open for at least one month from the date of the announcement</p>	<p>nomination period remains open for at least one month from the date of the announcement</p>	
<p>Article Twelve: The Shareholder's Entitlement to Nominate: The provisions contained in these regulations do not prejudice the right of every shareholder in the company to nominate himself or others for membership in the Board of Directors in accordance with the provisions of the Companies Law and its executive regulations.</p>	<p>Article Twelve: The Shareholder's Entitlement to Nominate: The provisions contained in these regulations do not prejudice the right of every shareholder in the company to nominate himself or others for membership in the Board of Directors in accordance with the provisions of the Companies Law and its executive regulations.</p>	<p>No modifications have been made.</p>
<p>Article Thirteen: The role of the Governance and Compliance Department in the company is as follows. 1. After the nomination period is closed, the Governance and Compliance Department submits all candidate data to the Nomination and Remuneration Committee within three working days, along with all the required documents as per the</p>	<p>Article Thirteen: Role of Governance and Board Secretariat: 1. After the closure of the nomination period, the Governance and Board Secretariat shall submit all candidate data to the Nomination and Remuneration Committee within three working days, accompanied by all required documents as per the regulations, specifying the complete and incomplete applications. 2. Upon completion of the procedures and recommendations of the Nomination and Remuneration Committee, the Governance and Board Secretariat shall send Form No. (3) to the Capital Market Authority through the automated system to obtain approval or non-objection to the candidates.</p>	<p>The article number has been modified and the name of the department responsible for nomination requests has been changed.</p>

<p>regulations, specifying complete and incomplete applications.</p> <p>2. After the completion of the procedures and recommendations of the Nomination and Remuneration Committee, the Governance and Compliance Department sends Form No. (3) to the Capital Market Authority through the automated system to obtain their non-objection to the candidates.</p> <p>3. If the candidate fulfills the requirements of all the specified criteria in this policy, the Governance and Compliance Department will deposit the nomination notices and their attachments at the company's main office, available to the shareholders, at least twenty-one days before the scheduled General Assembly meeting.</p>	<p>3. If the candidate meets all the specified criteria in this policy, the Governance and Board Secretariat shall deposit the nomination notifications and their attachments at the company's headquarters, available for shareholders at least twenty-one (21) days prior to the date of the general assembly meeting.</p>	
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<p>Article Fourteen: Procedures of the Nominations and Remuneration Committee:</p> <p>The Nomination and Remuneration Committee, in coordination with the company's Governance and Compliance Department, is responsible for overseeing the procedures for board membership nomination in the Saudi Ground Services Company. This includes the following regulatory steps:</p> <ol style="list-style-type: none"> 1. The Governance and Compliance Department, along with the Secretary, reviews and examines the CVs and accompanying documents of the candidates according to the approved policies and standards. They then submit them to the Nomination and Remuneration Committee for study and recommendation to the Board of Directors regarding eligible candidates who meet the membership requirements and criteria. 2. The Governance and Compliance Department sends copies of the 	<p>Article Fourteen: Procedures of the Nominations and Remuneration Committee:</p> <p>The Nominations and Remuneration Committee is responsible for supervising the organization of nomination procedures for membership in the company's Board of Directors, "Ground Services", in coordination with the Governance Department and the Company's Secretariat to submit to the Board of Directors the list of candidates for Board membership after the nomination period closes, as well as ensuring that all legal procedures are carried out, including the following:</p> <ol style="list-style-type: none"> 1. The Governance Department and the Secretariat review and examine the CV and attached documents necessary for the candidates in accordance with the approved policies and standards and submit them to the Nominations and Remuneration Committee for study and recommending to the Board of Directors the members who meet the conditions and standards for membership. 2. The Governance Department and the Secretariat send copies of the nomination notifications, their attachments, and a list of the names of the candidates to the General Administration of Companies at the Ministry of Commerce. 3. The Governance Department and the Board Secretariat provide the Capital Market Authority and the Saudi Financial Market via the automated forms system with the CVs of the candidates for membership in the company's Board of Directors. 4. The Nominations and Remuneration Committee must implement any observations received from the competent authorities regarding any candidate and inform the Board thereof. <p>The Nominations and Remuneration Committee shall submit its recommendations to the Board regarding the candidates after ensuring that there are no precedents or that the candidates have not previously been convicted of a crime prejudicial to honor and</p>	<p>The article number has been amended, and the name of the responsible department has been modified.</p>
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<p>nomination notifications, along with their attachments and a list of candidate names, to the General Directorate of Companies at the Ministry of Commerce.</p> <p>3. The Governance and Compliance Department, along with the Council Secretary, provides the Capital Market Authority and the Saudi Stock Exchange with the CVs of the candidates for board membership through the automated model system.</p> <p>4. The Nomination and Remuneration Committee must address any observations received from relevant authorities regarding any candidate and report them to the Board.</p> <p>5. The Nomination and Remuneration Committee submits its recommendations to the Board regarding the candidates after ensuring that there are no previous convictions or dishonorable conduct, based on the</p>	<p>dishonesty based on the approvals received from the relevant systems.</p>	
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<p>approvals received from the relevant regulations.</p>		
<p>Article Fifteen: Termination of Board Membership:</p> <p>1. Board membership ends upon the expiration of its term or the expiration of a member's tenure in accordance with any valid regulations or instructions in the Kingdom.</p> <p>2. The Ordinary General Assembly may dismiss all or some board members at any time, even if the company's bylaws state otherwise, without infringing upon the right of the dismissed member to compensation if the dismissal occurs for an unacceptable reason or at an inappropriate time. Additionally, the Ordinary General Assembly, upon the recommendation of the Board of Directors, may terminate the membership of any member who is absent from attending three consecutive board meetings without a valid excuse.</p>	<p>Article Fifteen: Termination of Board Membership:</p> <p>1. The company's Regulations state how membership in the Board of Directors can be terminated or terminated at the request of the Board. However, the Ordinary General Assembly may dismiss all or some of the Board members, even if the company's Regulations stipulate otherwise, taking into account any controls established by the Authority. In this case, the Ordinary General Assembly must elect a new Board of Directors or someone to replace the removed member - as the case may be - in accordance with the provisions of the Companies Law and its executive regulations. The General Assembly may also - based on a recommendation from the Board of Directors - terminate the membership of any of its members who is absent from attending three consecutive meetings or five separate meetings of the Board during the term of his membership without a legitimate excuse accepted by the Board.</p> <p>2. When a member's membership in the Board of Directors expires through one of the membership termination methods, the company must notify the Authority and the Market immediately, stating the reasons for this.</p> <p>3. Upon receipt of a request from one or more shareholders representing (10%) of the company's shares that have voting rights to remove all or some of the members of the Board of Directors in accordance with the provisions of Article Ninety of the Companies Law, the Board of Directors must include in the invitation to convene the Ordinary General Assembly the name of the applicant and justifications. the demand. Further, the concerned member has the right to make a statement regarding the request at the relevant ordinary general assembly meeting.</p> <p>4. If a member of the Board of Directors resigns, and he has observations on the company's performance, he must submit a</p>	<p>The modification has been made based on Article 6 of the Executive Regulations of the Companies System for Listed Joint Stock Companies.</p>

<p>3. Upon the termination of a board member's membership through any of the aforementioned methods, the company must immediately inform the Authority and the market, along with a statement of the reasons that led to the termination.</p> <p>4. If a board member resigns and has remarks regarding the company's performance, they must submit a written statement to the Chairman of the Board, and this statement must be presented to the other board members.</p> <p>5. Board membership ends upon the member's resignation or death, or in the case of their dismissal by a resolution of the Ordinary General Assembly issued by a majority of 51% of the represented shares in the meeting. Membership also terminates if the member is convicted of any crime that violates integrity and trust, is declared bankrupt, arranges or reconciles with their creditors, or becomes unfit for</p>	<p>written statement thereof to the Chairman of the Board of Directors, and this statement must be presented to the members of the Board of Directors.</p> <p>5. If it is not possible to elect a Board of Directors for a new term and the term of the current Board has ended, its members will continue to perform their duties until a Board of Directors is elected for a new term, provided that the term of office of the members of the Board whose term has ended does not exceed (ninety) days from the date of the end of the Board term. In addition, the Board of Directors must take the necessary measures to elect a Board of Directors to replace it before the expiry of the continuation period specified in this paragraph.</p> <p>6. If the Chairman and members of the Board of Directors retire, they must convene the Ordinary General Assembly to elect a new Board of Directors. Moreover, retirement does not take effect until the new Board of Directors is elected, on condition that the term of the retiring Board of Directors does not exceed (one hundred and twenty days) from the date of that retirement. Furthermore, the Board of Directors must take the necessary measures to elect a Board of Directors to replace it before the expiry of the continuation period specified in this paragraph.</p>	
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<p>board membership according to any valid regulations or instructions in the Kingdom.</p> <p>6. A board member must resign before the end of their term on the board if they lose their eligibility to serve as a board member, become unable to perform their duties, or are unable to allocate the necessary time or effort to fulfill their responsibilities on the board. In the case of a conflict of interest, the member has the option to obtain a license from the Ordinary General Assembly, renewable annually, or to submit their resignation from board membership.</p>		
<p>Article Sixteen: Introducing the members of the Board of Directors to the company's affairs:</p> <p>According to what is included in the governance document of the Saudi Ground Services Company, the new members of the Board of Directors and its committees must acquire the appropriate skills and knowledge after their appointment, through a comprehensive program prepared by</p>	<p>Article Sixteen: Introducing the members of the Board of Directors to the company's affairs:</p> <p>According to what is included in the governance document of the Saudi Ground Services Company, the new members of the Board of Directors and its committees must acquire the appropriate skills and knowledge after their appointment, through a comprehensive program prepared by the company's secretariat that includes the following:</p> <ul style="list-style-type: none"> • Meeting with company officials and executive management. • Providing new members upon their appointment, or with each new session of the Board of Directors, with all the systems and 	<p>No modifications have been made.</p>

<p>the company's secretariat that includes the following:</p> <ul style="list-style-type: none"> • Meeting with company officials and executive management. • Providing new members upon their appointment, or with each new session of the Board of Directors, with all the systems and regulations governing the company's work, work, activities, general strategies, and any updates thereto. • New board members should be provided with a document specifying their tasks, responsibilities and contractual duties that govern their relationship with the company. • Providing members with comprehensive information about the company, including (its various activities, business sectors, products, administrative organization, main operations and procedures, financial conditions, main risks, key performance indicators, and legal and regulatory restrictions, systems, and regulations). • Providing members with information about stakeholders and the policies that govern their relationship. <p>Participate in introductory and educational programs for the purpose</p>	<p>regulations governing the company's work, work, activities, general strategies, and any updates thereto.</p> <ul style="list-style-type: none"> • New board members should be provided with a document specifying their tasks, responsibilities and contractual duties that govern their relationship with the company. • Providing members with comprehensive information about the company, including (its various activities, business sectors, products, administrative organization, main operations and procedures, financial conditions, main risks, key performance indicators, and legal and regulatory restrictions, systems, and regulations). • Providing members with information about stakeholders and the policies that govern their relationship. • Participate in introductory and educational programs for the purpose of staying up to date on the latest developments and developing their skills to enable them to participate effectively in the work of the Board. 	
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<p>of staying up to date on the latest developments and developing their skills to enable them to participate effectively in the work of the Board.</p>		
<p>Article Seventeen: Remuneration for Board of Directors and Committee Members: The remuneration and allowances of non-executive members of the Board of Directors and members of committees emanating from outside the Board and their attendance allowances for Board and committee meetings are determined in accordance with the company's compensation policy approved by the Board of Directors, which is approved in accordance with supervisory directives.</p>	<p>Article Seventeen: Remuneration for Board of Directors and Committee Members: The remuneration and allowances of non-executive members of the Board of Directors and members of committees emanating from outside the Board and their attendance allowances for Board and committee meetings are determined in accordance with the company's compensation policy approved by the Board of Directors, which is approved in accordance with supervisory directives.</p>	<p>No modifications have been made.</p>
<p>Article Eighteen: Evaluation of the Board of Directors and the work of the committees: The company's board of directors must ensure that it conducts a self-evaluation of its performance, the performance of its members and the committees emanating from it, and that this is done on a regular basis. The evaluation process may be entrusted to the Nominations and Remuneration Committee or with the participation of</p>	<p>Article Eighteen: Evaluation of the Board of Directors and the work of the committees: The company's board of directors must ensure that it conducts a self-evaluation of its performance, the performance of its members and the committees emanating from it, and that this is done on a regular basis. The evaluation process may be entrusted to the Nominations and Remuneration Committee or with the participation of independent members of the Board. External specialized consultants may also be sought to assist in the evaluation process, on condition that the results of this may be presented and the strengths and weaknesses discussed and addressed in a manner consistent with the interest of the company.</p>	<p>No modifications have been made.</p>

<p>independent members of the Board. External specialized consultants may also be sought to assist in the evaluation process, on condition that the results of this may be presented and the strengths and weaknesses discussed and addressed in a manner consistent with the interest of the company.</p>		
<p>Article Nineteen: Amendments to this policy: The Board may approve any changes to this policy 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>Article Nineteen: Amendments to this policy: The Board may approve any changes to this policy 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>	

**24.Voting on amending the Remuneration and
Compensation Policy for the board members and its
committees and the executive management. (Attached).**

The main reasons for updating the rewards and compensation policy for the Board of Directors, its committees, and senior executives:

- **Alignment with market standards:** The market is currently evolving very rapidly, leading to the attraction of many competencies. It is necessary for the Saudi Ground Services Company to remain a competitive company in attracting and retaining top talents, by updating our rewards and compensation policy. The policy aims to ensure that the company's rewards and compensation practices are in line with market standards, enabling us to attract individuals who can contribute to the company's long-term growth and success. Based on what was mentioned during the meeting of the Remuneration and Nomination Committee in meeting No. 04-2023, the Companies Law issued by the Ministry of Commerce and the Corporate Governance Regulations issued by the Capital Market Authority have been updated, and the company's Remuneration Policy has been amended to align with the new laws and regulations.
- **Fairness and equality:** The updated policy focuses on establishing a transparent and consistent framework for compensating the members of the Board of Directors, its committees, and senior executives, ensuring that the rewards are based on several factors such as experience, responsibilities, and commitment. This helps eliminate any impressions of bias or preference and promotes the principles of transparency, fairness, and equality among all members. The main reasons for updating the rewards and compensation policy for the Board of Directors, its committees, and senior executives:

"Regarding the differences in compensation between the Chairman of the Board of Directors and the rest of the members, the reasons behind this decision are as follows:

- **Increased responsibilities on the Chairman of the Board:** The Chairman of the Board plays a critical role in providing strategic leadership and guidance to the company and often takes on additional responsibilities, such as representing the company externally and overseeing the work of the Board and maintaining Effective communication with stakeholders. Given the increased level of accountability and workload, it is reasonable to provide differentiated compensation that reflects these additional responsibilities.

- **Experience and Skill:** In compliance with the governance regulations issued by the Capital Market Authority, the compensation may vary in amount to reflect the experience of each member. The Chairman of the Board has extensive experience, and his ability to provide valuable opinions, advice, and strategic guidance contributes significantly to the overall performance of the company.

The Governance Department works to ensure that this compensation policy will help create a more transparent and equitable environment. It will also demonstrate the company's commitment to sound corporate governance practices and enhance stakeholder trust.

Before	After	Notes
<p>Article one: Introduction</p> <p>The main principles of governance as well as the compensation controls issued by the competent authorities in the Kingdom of Saudi Arabia require that each company ensure that the rewards and compensations paid to the members of the Board of Directors are consistent with the local norms and regulatory frameworks.</p> <p>The Corporate Governance Regulations issued by the Capital Market Authority on 12/11/2006, in Article (17), stipulated that the method of compensation paid to the members of the Board of Directors should be included, and allowed these compensations to be in the form of a specific salary, attendance allowance, in-kind benefits, or a percentage of the profits, with the possibility of combining two or more of these benefits.</p>	<p>Article one: Introductory Provisions</p> <p>A. Preamble</p> <p>The Board of Directors Remuneration and Compensation Policy for Board Committees and Senior Executives of Saudi Ground Services Company ("the Company") was prepared in compliance with the Corporate Governance Regulations issued by the Capital Market Authority and based on the Company's Memorandum of Association.</p> <p>The remuneration and compensation policy is one of the key factors in attracting and retaining talent to enhance excellence in any organization. Therefore, providing appropriate and fair remuneration and compensation for Board members, its committees and senior executives commensurate with each member's performance and experience promotes and encourages achieving the Company's objectives and improving its performance. Saudi</p>	<p>The name of the topic has been changed to "Preliminary Provisions" and the introduction and key definitions have been added to it.</p> <p>The amendment was made based on Article (76) of the "New Companies Regulations"</p>

<p>According to what was submitted by His Excellency the Minister of Commerce and Industry, Dr. Tawfiq bin Fawzan Al-Rabiah, on the approval of the new Companies Law, dated 27 Muharram 1437 AH, which provides an incubating and incentivizing environment for investment in the Kingdom, through the approval of the Custodian of the Two Holy Mosques, the Council of Ministers, on the new Companies Law issued on Monday, dated 26 Muharram 1437 AH, corresponding to November 9, 2015, this system will be implemented within 150 days from the date of its issuance.</p>	<p>Ground Services Company is committed to applying this policy with full fairness and transparency, enabling it to adapt to future changes. The policy will be reviewed periodically to ensure it continues to meet market needs and promote the Company's growth and development strategies.</p> <p>B. Key Definitions</p> <ul style="list-style-type: none"> - Companies Regulation: The regulation issued by the Ministry of Commerce to regulate the requirements related to establishing and operating companies in the Kingdom of Saudi Arabia. - Capital Market Authority: The Capital Market Authority's financial market regulation. - The Company: Saudi Ground Services Company ("a joint stock company listed on the Saudi stock market"). - Board of Directors: The board of directors of Saudi Ground Services Company. - The Committee: The Nominations and Remuneration Committee, one of the committees emanating from the board of Saudi Ground Services Company. - Committees: The sub-committees emanating from the Company's board of directors, which are formed and have their rules and working methods and member selection determined by board or general assembly resolutions, with members from both inside and outside the board. 	
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- **Board Member:** The natural person elected and selected by the Company's general assembly, or appointed, to participate with other members in managing the Company's affairs.
- **Executive Board Member:** A board member who is a full-time member of the Company's executive management and participates in daily work and receives a monthly salary.
- **Non-executive Board Member:** A board member who is not a full-time member of the Company's management and does not participate in its daily work.
- **Independent Board Member:** A non-executive board member with full independence in his position and decisions and none of the independence obstacles stipulated in these Regulations apply to him.
- **Shareholders' Assembly:** An assembly formed of the Company's shareholders pursuant to the provisions of the Companies Regulation and the Company's basic regulations.
- **Senior Executives:** The individuals responsible for managing the Company's daily operations, proposing strategic decisions, and implementing them, such as the CEO, his deputies and the CFO.

<p>Article Two: General Framework of the Company's Compensation and Remuneration Policy</p> <p>In general, the compensation and rewards paid to the members of the company's Board of Directors and external members are determined in accordance with the frameworks specified in the instructions issued by the supervisory authorities. They are generally governed by the main principles of corporate governance in the Kingdom, the compensation controls issued by the competent authorities, the Corporate Governance Regulations issued by the Capital Market Authority, the provisions of the Companies Law and the company's Articles of Association, and the SGS Company's corporate governance document.</p> <p>The level and composition of the rewards for the Board of Directors members should be sufficient and reasonable to attract and retain distinguished individuals, in order to achieve the tasks entrusted to them.</p> <p>The NRC must avoid developing any compensation and reward plans or policies that exceed what is customary or what the supervisory authorities have stipulated.</p>	<p>Article Two: General Framework of the Company's Compensation and Remuneration Policy</p> <p>The compensation and remuneration paid to members of the Company's Board of Directors, senior executives and external members is determined according to the framework specified in the instructions issued by the supervisory authorities and the internal policies established by Saudi Ground Services Company. These compensations and remunerations are generally based on the key corporate governance principles issued by the Capital Market Authority, in addition to the Companies Regulation issued by the Ministry of Commerce, the Company's basic regulations, Saudi Ground Services Company's corporate governance rules, human resources policy and performance evaluation policy approved by the Board of Directors.</p> <p>The remuneration of Board members, committees and senior executives is determined sufficiently and reasonably with the aim of attracting and retaining distinguished members and achieving the tasks assigned to them.</p>	<p>Rephrasing</p>
<p>Article 3:</p> <ol style="list-style-type: none"> 1. The company's basic bylaws shall specify the method of remuneration for the members of the Board of Directors, and this remuneration may be a specific amount, attendance allowance for meetings, benefits in kind, or a certain percentage of the net profits, and two or more of these benefits may be combined. 2. If the remuneration is a certain percentage of the company's profits, this percentage shall not exceed (10%) of the net profits, after deducting the reserves decided by the General 	<p>Article Three: General Provisions</p> <ol style="list-style-type: none"> 1. This policy is prepared by the Governance Administration and Board Secretariat, reviewed, and recommended by the Nominations and Remunerations Committee to the Board of Directors, and submitted to the General Assembly for approval. It shall be reviewed and updated periodically when necessary, and the views of executive management members may be taken into consideration. 	<p>- Rephrasing</p> <p>- In accordance with the "Executive Regulations of the Companies Law for Listed Joint Stock Companies."</p> <p>-Based on Articles (70) and (76) of the "New Companies Law."</p>

<p>Assembly in accordance with the provisions of the Law and the company's bylaws, and after distributing a profit to the shareholders of not less than (5%) of the company's paid-up capital, provided that the entitlement to this remuneration is proportionate to the number of sessions attended by the member, and any estimation that contradicts this shall be void.</p> <p>3. In all cases, the total amount received by a member of the Board of Directors in the form of remuneration and financial or in-kind benefits shall not exceed five hundred thousand riyals per year, according to the controls set by the competent authority.</p> <p>4. The Board of Directors' report to the Ordinary General Assembly must include a comprehensive statement of all that the Board members have received during the financial year in the form of remuneration, expense allowances, and other benefits. It must also include a statement of what the Board members have received in their capacity as employees or managers, or for any technical, administrative, or advisory work. It must also include a statement of the number of Board meetings and the number of meetings attended by each member since the last General Assembly meeting.</p> <p>5. The General Assembly may, based on a recommendation from the Board, terminate the membership of any member who is absent from attending three consecutive Board meetings without a legitimate excuse.</p>	<p>2. Board and committee member remuneration shall be disbursed annually upon approval of this policy by the General Assembly of Shareholders, to be presented in the Board of Directors' annual report.</p> <p>3. The Company's basic regulations specify the maximum limit for Board and committee member remuneration. This policy determines the amount of said remuneration, ensuring it is fair, motivating and commensurate with the member's and Company's performance.</p> <p>4. The General Assembly may, upon a Board recommendation, terminate any member's membership for absence from three consecutive or five scattered meetings during their Board membership term without an acceptable excuse to the Board of Directors.</p> <p>5. Board members may not vote on the Board member remuneration item at the General Assembly meeting of Shareholders.</p>	<p>- And based on best practices in the market.</p> <p>-This has been placed under a new clause titled "General Provisions".</p>
<p style="text-align: center;">Non</p>	<p>Article Four: Remuneration Criteria</p> <p>The Nominations and Remunerations Committee is responsible for recommending to the Board amendments to or approval of the remuneration policy for Board members,</p>	<p>"The clause 'Criteria for Rewards' has been added, and commitment to the standards mentioned in the Governance Regulations and the Executive</p>

	<p>committee members and senior executives of the Company, according to the following approved criteria:</p> <ol style="list-style-type: none"> 1. Remuneration is fair and proportionate to the member's expertise, work and responsibilities undertaken by Board or committee members, as well as the size, nature and degree of risks, in addition to specific objectives set by the Board of Directors to be achieved during the fiscal year. 2. Remuneration is based on the Company's policy. 3. The purpose of remuneration is to incentivize Board members, committee members and senior executives to succeed and develop the Company in the long term. 4. The Company takes into consideration other companies' practices and market norms to determine remuneration, while avoiding any unjustified increase in remuneration and compensation that may arise therefrom. 5. The Company's internal regulations and systems shall comply with this policy. 6. Consideration is given to the sector in which the Company operates, its size and the experience of Board members, committee members and executive management. 7. Remuneration is reasonably sufficient to attract competent and appropriately experienced Board members, committee members and executive management, incentivize and retain them. 8. Board and committee members' remuneration may vary to reflect expertise, responsibilities, independence, number of meetings attended and other considerations. 9. The Chairman's remuneration is determined based on experience and administrative responsibilities for the Company and representation thereof according to the Company's basic regulations. 	<p>Regulations of the Companies Law specific to joint-stock companies."</p>
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	<p>10. Independent Board and committee members' remuneration shall not be a percentage of Company profits or directly or indirectly based on Company profitability.</p> <p>11. In case of establishing a share award program for Company employees from issued shares, whether a new issuance or shares purchased by the Company, this shall be supervised by the Nominations and Remunerations Committee and in accordance with the Company's basic regulations and relevant Capital Market Authority regulations and rules.</p>	
<p>Remuneration and Compensation of Board of Directors and Committee Members</p> <p>Article (87): Subject to the provisions of the Company's Articles of Association, the Board of Directors shall appoint a Chairman from among its members and may appoint a Managing Director. One member may combine the positions of Chairman of the Board and Managing Director. The Company's Articles of Association shall specify the powers of the Chairman and the Managing Director, as well as the special remuneration received by each of them, in addition to the remuneration set for the Board members. If the Company's Articles of Association do not contain provisions in this regard, the Board of Directors shall allocate the powers and determine the special remuneration. The Board of Directors shall appoint a Secretary, selected from among its members or others, and determine their powers and remuneration if the Company's Articles of Association do not contain provisions in this regard. The term of the Chairman,</p>	<p>Article Five: Remuneration and Compensation of Board of Directors and Committee Members</p> <p>The Nominations and Remunerations Committee shall determine the maximum limits for remuneration of Board members, emanating committees and senior executives at the Company. It shall recommend annual remuneration grants according to its assessment and subject to Board approval, not to exceed the maximum limits stipulated in this policy.</p> <p>Pursuant to Article 76 of the Saudi Companies Regulations stipulating that the company's regulations shall specify the method of remunerating Board members, remuneration may be a fixed salary, attendance allowance for meetings, benefits in kind, a percentage of profits, or a combination thereof.</p>	<ul style="list-style-type: none"> - Addition of detailed tables showing the rewards in detail -Rephrasing -Separation of the Audit Committee's rewards -Clarification of the upper limits of the rewards -Addition of an annual reward for the Audit Committee Chairman -Separation of the Secretary's reward for the Board and Committees -Modification of the rewards to align with the market, members' expertise, their responsibilities, and the company size

Managing Director and Secretary who is a Board member shall not exceed their membership term on the Board, and they may be reappointed unless the Company's Articles of Association provide otherwise. The Board may dismiss them or any of them at any time, without prejudice to the right of the dismissed to compensation if the dismissal was without acceptable justification or at an inappropriate time.

2.1.1. The members of the Company's Board of Directors shall receive a lump-sum remuneration of 300,000 Saudi Riyals per year for their membership and participation in the Company's activities. The Chairman of the Board shall receive a lump-sum remuneration of 380,000 Saudi Riyals per year. The annual ceiling for the remuneration and compensation granted to the Chairman and member of the Board of Directors shall not exceed 500,000 Saudi Riyals per year.

2.1.2. The Chairman and member of the Board of Directors shall receive 3,000 Saudi Riyals for attending each Board meeting, whether in person or through any remote communication means.

2.1.3. The company pays all actual expenses borne by the Chairman and member of the Board of Directors in order to attend Board meetings, including travel, accommodation and accommodation expenses.

2.2. Compensation of members of the company's board of directors in the work of board committees

1. The compensation of the Chairman and the Board of Directors

Detailed statement of attendance allowance and annual fixed amount for the Chairman of the Board of Directors:

Attendance allowance per meeting	SAR 5,000 (five thousand Saudi riyals) only
Annual fixed amount for the Chairman of the Board of Directors	SAR 500,000 (five hundred thousand Saudi riyals) only
Annual fixed amount for Board members	Remuneration of SAR 350,000 (three hundred and fifty thousand Saudi riyals) only
Additional allowance (travel and transportation) for those outside the meeting city (Jeddah).	The Company shall bear all actual expenses incurred by the Chairman and Board members to attend Board meetings, including travel, accommodation, and lodging expenses.

2. Remuneration of Committee Members from Inside and Outside the Board

Each member of the Company's Board of Directors shall receive an attendance allowance for participating in the

2.2.1. Each member of the company's board of directors receives an allowance for his participation in the work of the subcommittees.

emanating from the Board of Directors. This compensation shall be in a lump sum and annually for each membership in the Board's.

~~Members of the Executive Committee (SAR 80,000) only eighty thousand Saudi Riyals and no more.~~

~~Members of the Nominations and Remuneration Committee (SAR 80,000) only eighty thousand Saudi Riyals and no more.~~

Members of the Audit Committee (SAR 80,000) only eighty thousand Saudi Riyals and no more.

Please note that in the event the Board of Directors decides to establish any other sub-committee, the members of this committee will receive the same amount of compensation.

2.2.2. The Chairman and members of the Committees shall receive an amount of (SAR 3,000) only three thousand Saudi Riyals for attending each session of the Board Committees of which he is a member, whether the attendance is direct or through any remote communication features.

works of the sub-committees emanating from the Board of Directors for the following committees: (Executive Committee - Nominations and Remunerations Committee - Risk Management Committee - Audit Committee - any other committees that may be formed in the future), with this remuneration being a fixed annual amount for each Board committee membership in consideration of their membership of the Company's Board of Directors and participation in its works and attendance at each Board meeting, whether directly or through modern technology means, as follows:

Detailed statement of attendance allowance and annual fixed amount for committee members and chair from inside and outside the Board of Directors:	
Attendance allowance per meeting	SAR 3,000 (three thousand Saudi riyals) only
Annual fixed amount for Committee Chair	SAR 150,000 (one hundred and fifty thousand Saudi riyals) only
Annual fixed amount for each member/ external member	SAR 120,000 (one hundred and twenty thousand Saudi riyals) only

<p>. The ceiling of annual rewards and compensation granted to the Chairman and member of the Board of Directors should not exceed the amount of (500,000 riyals) only five hundred thousand Saudi riyals and nothing more than annually</p>	<p>Article Six: Maximum Limits of Annual Remuneration The total of the granted allowances should adhere to the maximum annual compensation of 700,000 SAR for Board Members and 850,000 SAR for the Chair.</p>	<p>- A new clause "Maximum Limits of Rewards" has been added." - The ceiling for the upper reward has been clarified and raised</p>
<p>None</p>	<p>Article Seven: Senior Executives' Remuneration First: The Nomination and Remuneration Committee continuously reviews the salary scale for all employees, including senior executives, as well as the incentive programs and plans, based on the committee's recommendations. These reviews are approved by the Board members in accordance with the authorities outlined in the Authority Matrix, the Nomination and Remuneration Committee's Work Regulations, and the Human Resources Policy. Senior executives are entitled to various benefits and allowances as per the employment contracts between the parties and the employee's job grade. Some of these benefits and allowances, including:</p> <ol style="list-style-type: none"> 1. Basic salary (paid at the end of each Gregorian month and disbursed monthly). 2. Allowances including but not limited to housing, transportation, annual tickets, children's education allowances. 3. Medical insurance coverage for employees and dependents. 4. Life insurance policy (including work injuries, partial and total disability, death during work). 5. Annual performance-related bonus pursuant to the annual appraisal in this regard, with the number of 	<p>Rephrasing - And using the company's HR policy for rewards for executive management</p>

	<p>months granted determined by the Nominations and Remunerations Committee.</p> <ol style="list-style-type: none"> 6. Short-term performance-related incentives, long-term (cash) incentives, and long-term stock option programs. 7. Other allowances including but not limited to annual leave, end of service gratuity per work system and approved HR policy, and any other benefits and services approved by the committee to facilitate work. 	
<p>If the Board of Directors decides to establish any other subcommittee, the members of this committee will receive the same amount of compensation</p>	<p>Article Eight: Formation of an Ad HOC Committee and its Remuneration</p> <p>The Chairman of the Board may form an ad hoc committee to study specific urgent matters. The committee will be dissolved once its tasks are completed, and its report submitted to the Board. The following will be determined:</p> <ol style="list-style-type: none"> 1. Composition of the committee, with the appointment of a chair from among its members responsible for coordinating and directing committee works. 2. Period of work, to be determined according to specified tasks that must be completed. 3. Clear definition of committee tasks to be presented to the Board of Directors. 4. The ad hoc committee period does not exceed 3 months. 5. Members of the ad hoc committee will receive attendance allowances not exceeding SAR 3,000 (three thousand Saudi riyals) only per meeting. 	<p>- A new clause was added, "Formation and remuneration of an interim committee."</p> <p>Detailing the composition of the interim committee and determining the reward</p>

<p style="text-align: center;">None</p>	<p>Article Nine: Assigning Board Members Additional Roles or Positions in the Company</p> <p>A Board member may receive remuneration for any additional executive, technical, administrative, or advisory roles - under professional license - assigned to them in the company by Board decision, in addition to remuneration receivable as a Board member and committee member formed by the Board of Directors, pursuant to the Companies Regulations and Articles of Association.</p>	<p>- clause added "Assigning a member of the Board of Directors to additional work or positions in the company" has been added"</p>
<p>Mechanisms for Payment of Remuneration and Compensation</p> <p>Compensation and rewards due to members of the Board of Directors and members from outside the Board for their participation and the expenses incurred to participate in the meetings of the Board and committees are calculated on an annual basis in exchange for those participations. The financial consideration is paid, and its details are communicated to them through the concerned department of the company.</p>	<p>Article Ten: Mechanisms for Payment of Remuneration and Compensation</p> <ol style="list-style-type: none"> 1. Remuneration and compensation due to Board members, committee members and external members shall be calculated annually in return for their participation at Board and committee meetings. 2. Remuneration for a Board member shall be disbursed by transferring it to bank accounts registered with the company. 3. The company shall not bear tax for non-Saudi Board and committee members. 4. Annual remuneration shall be calculated based on the member's joining and leaving dates of the Board. If a member does not complete a full financial year for any reason, the remuneration value shall be deducted proportionately based on days not served. 5. Remuneration shall be disbursed by end of each Gregorian year, no later than December 25. 6. The Gregorian year shall be calculated based on 365 days. 7. Remuneration shall be calculated based on number of days the Board or committee member served. 	<p>- Paraphrasing, adding an additional expenses paragraph, and adding the services of senior executives</p>

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| | <ol style="list-style-type: none"> 8. Resigning member's remuneration shall be disbursed within 15 days of resignation date. 9. Board and committee members' remuneration shall be disbursed within 15 days of membership or Board term end, even if the member continues in the next term. 10. Providing executive VIP services for board members and senior executives 11. Medical insurance shall be provided to Board members upon request, as per company medical insurance policy. 12. Board members' remuneration may be disbursed annually, semi-annually, quarterly or monthly upon Board approval decision. 13. Board and committee members' remuneration disbursement procedures shall be prepared by the Board Secretary, subject to approval by the CEO. Additional expenses for Board and committee members shall be included within the annual maximum limit. | |
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<p><u>Disclosure of Remuneration and Compensation Amounts Paid</u> In accordance with regulations issued by supervisory authorities, especially the Corporate Governance Regulations issued by the Capital Market Authority, compensation standards issued by competent authorities, provisions of the Companies Regulations, contents of the Company's Articles of Association, disclosure policy and corporate governance documents, the Company shall disclose in the Board of Directors' annual report submitted to the General Assembly details of amounts and sizes of compensation paid to executive and non-executive Board members. Disclosure should include a detailed breakdown of items such as basic salary, incentive amounts, allowances and stock option plans.</p>	<p><u>Article Eleven: Disclosure of Remuneration and Compensation Amounts Paid</u> In accordance with regulations issued by supervisory authorities, especially the Corporate Governance Regulations issued by the Capital Market Authority, compensation standards issued by competent authorities, provisions of the Companies Regulations, contents of the Company's Articles of Association, disclosure policy and corporate governance documents, the Company shall disclose in the Board of Directors' annual report submitted to the General Assembly details of amounts and sizes of compensation paid to executive and non-executive Board members. Disclosure should include a detailed breakdown of items such as basic salary, incentive amounts, allowances and stock option plans.</p>	<p>No changes</p>
<p>Non</p>	<p><u>Article Twelve: Payment of Remuneration Based on Inaccurate or Misleading Information</u> If the Audit Committee or Authority find remuneration paid to any Board member was based on inaccurate or misleading information presented to the General Assembly or included in the Board's annual report, it must be returned to the Company and the Company may demand its recovery.</p>	<p>- clause added "disbursing bonuses based on incorrect or misleading information" in line with the Joint Stock Companies Governance Regulations</p>
<p>Approval of the company's general assembly for the remuneration and compensation paid to the board of directors: The company should include in the agenda items of the general assembly the amount of the remuneration and compensation</p>	<p><u>Article Thirteen: Adoption and Approval of the Policy by the General Assembly</u> This Board of Directors Remuneration and Compensation Policy shall be adopted or amended as of 01/01/2024G if</p>	<p>Paraphrasing</p>

<p>paid to the members of the board of directors for the ended fiscal year, to be approved by the general assembly.</p> <p>This policy of remuneration and compensation for the Board of Directors is adopted as of 00/00/0000 AD in the event that it is approved by the Board of Directors and approved by the company's general assembly.</p>	<p>approved by the Board of Directors and ratified by the Company's General Assembly.</p>	
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