



Heading		عنوان الإعلان:	
Jabal Omar Development Company invites its shareholders to attend the 14 th Extraordinary General Assembly Meeting (The First Meeting) by means of modern technology		إعلان شركة جبل عمر للتطوير عن دعوة مساهميها إلى حضور اجتماع الجمعية العامة غير العادية الرابعة عشر (الاجتماع الأول) عن طريق وسائل التقنية الحديثة	
Introduction	The Board of Directors of Jabal Omar Development Company are pleased to invite the shareholders to attend the Extraordinary General Assembly meeting of the company, which will be conducted virtually via Tadawulaty Platform at 19:30 on Wednesday, 29-5-1445 Corresponding to 13-12-2023	يسر مجلس إدارة شركة جبل عمر للتطوير أن يدعو السادة المساهمين للمشاركة والتصويت في اجتماع الجمعية العامة غير العادية الرابعة عشر والمقرر انعقادها بمشيئة الله تعالى في تمام الساعة ١٩:٣٠ مساء يوم الأربعاء ٢٩ جمادى الأول ١٤٤٥ هـ الموافق ١٣ ديسمبر ٢٠٢٣ م عن طريق وسائل التقنية الحديثة.	مقدمة
City and Location of the General Assembly's Meeting	Makkah -the company's headquarters- by Means of Modern Technology	مكة المكرمة - مقر الشركة الرئيسي - عن طريق وسائل التقنية الحديثة	مكان ومدينة انعقاد الجمعية العامة
URL for the Meeting Location	https://www.tadawulaty.com.sa	www.tadawulaty.com.sa	رابط مقر الاجتماع
Date of the General Assembly's Meeting	29-5-1445 Corresponding to 13-12-2023	٢٩ جمادى الأول ١٤٤٥ هـ الموافق ١٣ ديسمبر ٢٠٢٣ م	تاريخ انعقاد الجمعية العامة
Time of the General Assembly's Meeting	19:30	١٩:٣٠	وقت انعقاد الجمعية العامة
Attendance Eligibility	Each shareholder who is registered in the Company's shareholders book with Edaa at the end of the trading session prior to the Assembly meeting shall be entitled to attend the	يحق لكل مساهم من المساهمين المقيدين في سجل مساهمي الشركة لدى مركز الإيداع بنهاية جلسة التداول التي تسبق اجتماع الجمعية العامة تسجيل الحضور والتصويت في اجتماع الجمعية وبحسب الأنظمة واللوائح.	حق الحضور

	Assembly and vote at the Assembly meeting according to the rules and regulations		
Quorum for Convening the General Assembly's Meeting	the quorum for holding the Extraordinary General Assembly meeting is the presence of shareholders representing at least half (50%) of the share capital. If such quorum is not met, a second meeting shall be held within an hour following the time set for the first meeting, the second meeting shall be valid if attended by shareholders representing at least 25% of the share capital.	يشترط لصحة انعقاد هذه الجمعية حضور مساهمين يمثلون نصف رأس مال الشركة على الأقل وإذا لم يتوفر النصاب اللازم لعقد هذا الاجتماع يعقد الاجتماع الثاني بعد ساعة من انتهاء المدة المحددة لانعقاد الاجتماع الأول ويكون الاجتماع الثاني صحيحاً إذا حضره مساهمون يمثلون ربع رأس مال الشركة على الأقل.	النصاب اللازم لانعقاد الجمعية
General Assembly Meeting Agenda	Attached	مرفق	جدول أعمال الجمعية
Proxy Form	Attached	مرفق	نموذج التوكيل
The shareholder right in discussing the assembly agenda topics, asking questions, and exercising the voting right. (Mentioning the E-Voting details, if any)	Shareholders are entitled to discuss matters listed in the agenda of the General Assembly and raise relevant questions to the Board members. The voting on the agenda items of the Ordinary General Assembly Meeting will be made electronically through Tadawulaty, which will start on Saturday, 25-5-1445 Corresponding to 9-12-2023, 01:00 A.M. and shall end at the closure of the General Assembly Meeting. Registration and voting shall be available free of charge in Tadawulaty services for all shareholders by using the following link:	يحق للمساهمين الكرام مناقشة الموضوعات المدرجة في جدول أعمال الجمعية العامة وتوجيه الأسئلة إلى أعضاء مجلس الإدارة. وسيكون بإمكان المساهمين المسجلين في موقع خدمات تداولاتي الإلكتروني التصويت عن بعد على بنود اجتماع الجمعية وذلك من خلال خدمة التصويت الإلكتروني ابتداءً من الساعة (٠١:٠٠) صباحاً من يوم السبت ٢٥ جمادى الأول ١٤٤٥هـ الموافق ٩ ديسمبر ٢٠٢٣م وحتى نهاية وقت انعقاد الجمعية، وسيكون التسجيل والتصويت في خدمات تداولاتي	حق المساهم في مناقشة الموضوعات المدرجة على جدول أعمال الجمعية وتوجيه الأسئلة وكيفية ممارسة حق التصويت (مع ذكر تفاصيل خاصة التصويت الإلكتروني ان وجد)



	https://www.tadawulaty.com.sa	متاح مجاناً لجميع المساهمين عبر الرابط التالي: https://www.tadawulaty.com.sa	
Eligibility for Attendance Registration and Voting	Registration to attend the Ordinary General Assembly meeting will close at the meeting start time. Eligibility for voting on the agenda items for the shareholders who attended the Ordinary General Assembly Meeting ends upon the conclusion of counting the votes by the Counting Committee.	أحقية تسجيل الحضور لاجتماع الجمعية تنتهي وقت بدء انعقاد اجتماع الجمعية. كما أن أحقية التصويت على بنود الجمعية للحاضرين تنتهي عند انتهاء لجنة الفرز من فرز الأصوات.	أحقية تسجيل الحضور والتصويت
Method of Communication	For any inquiries, please call 0125106100 Ex: 3201 Email: share-holder@jodc.com.sa	في حال وجود استفسار نأمل التواصل مع إدارة علاقات المساهمين من خلال الهاتف رقم : ٠١٢ ٥١٠٦١٠٠ تحويلة ٣٢٠١ أو من خلال البريد الإلكتروني: share-holder@jodc.com.sa	طريقة التواصل



جدول أعمال الجمعية

#	Items	نص البند	#
1	Voting on the amendment of Audit Committee Charter (attached)	التصويت على تعديل لائحة عمل لجنة المراجعة (مرفق)	١
2	Voting on the amendment of Nomination and Remuneration Committee Charter (attached).	التصويت على تعديل لائحة عمل لجنة الترشيحات والمكافآت (مرفق)	٢
3	Voting on the amendment of Board of Directors' Membership Criteria Charter (attached).	التصويت على تعديل سياسة ومعايير وإجراءات العضوية في مجلس الإدارة (مرفق)	٣
4	Voting on the amendment of Remunerations Policy (attached).	التصويت على تعديل سياسة مكافآت أعضاء مجلس الإدارة واللجان (مرفق)	٤
5	Voting on the amendment of the Standards and controls for competition to the company's business or any of its branches of activity (attached).	التصويت على معايير وضوابط منافسة عضو مجلس الإدارة لأعمال الشركة أو أحد فروع أنشطتها (مرفق)	٥
6	Voting on amending Article (3) of the company's bylaws, which is related to the company objectives. (attached)	التصويت على تعديل المادة (٣) من النظام الأساس للشركة والمتعلقة ب(أغراض الشركة) (مرفق)	٦
7	Voting on amending Article (8) of the company's bylaws related to Subscription to shares (attached)	التصويت على تعديل المادة (٨) من النظام الأساس للشركة والمتعلقة ب(الاكتتاب في الأسهم) (مرفق)	٧
8	Voting on amending Article (11) of the company's bylaws related to the shares trading (attached)	التصويت على تعديل المادة (١١) من النظام الأساس للشركة والمتعلقة ب(تداول الأسهم) (مرفق)	٨
9	Voting on amending Article (18) of the company's bylaws related to the company management (attached)	التصويت على تعديل المادة (١٨) من النظام الأساس للشركة والمتعلقة ب(إدارة الشركة) (مرفق)	٩
10	Voting on amending Article (22) of Powers of the Chairman, Vice Chairman, Managing Director, and Board Secretary (attached)	التصويت على تعديل المادة (٢٢) من النظام الأساس للشركة والمتعلقة ب(صلاحيات الرئيس والنائب والعضو المنتدب وأمين السر) (مرفق)	١٠
11	Voting on amending Article (24) of Quorum for Board Meeting (attached)	التصويت على تعديل المادة (٢٤) من النظام الأساس للشركة والمتعلقة ب(نصاب اجتماع المجلس) (مرفق)	١١
12	Voting on amending Article (40) of the company's bylaws related to Distribution of in-kind dividends (attached)	التصويت على تعديل المادة (٤٠) من النظام الأساس للشركة والمتعلقة ب(توزيع أرباح الحصص العينية) (مرفق)	١٢



13	Voting on amending the company's bylaws to comply with the new companies' law and reordering the articles of the company's bylaws and renumbering them to align with the proposed amendments in item one if approved. (attached)	التصويت على تعديل النظام الأساس بما يتوافق مع نظام الشركات الجديد. وعلى إعادة ترتيب مواد نظام الشركة الأساسي وترقيمها؛ لتتوافق مع التعديلات المقترحة في البنود أعلاه في حال الموافقة عليها (مرفق)	١٣
14	Voting on the participation of Board Member Dr. Ahmad Othman Alqasabi in a business competing with the company's business (attached)	التصويت على اشتراك عضو مجلس الإدارة الدكتور أحمد عثمان القصبي في عمل منافس لأعمال الشركة (مرفق)	١٤
15	Voting on the participation of Board Member Mr. Abdulaziz Sulaiman Alrajhi in a business competing with the company's business (attached)	التصويت على اشتراك عضو مجلس الإدارة الاستاذ عبد العزيز سليمان الراجحي في عمل منافس لأعمال الشركة (مرفق)	١٥



نموذج التوكيل

Dear Shareholders of Jabal Omar Development Company

Jabal Omar Development Company would like to inform that the Proxy form is not available as the Extraordinary General Assembly Meeting will be conducted virtually via Tadawulaty Platform.

السادة مساهمي شركة جبل عمر للتطوير

تود شركة جبل عمر للتطوير إحاطة سعادتكم بأن نموذج التوكيل غير متاح نظرا لانعقاد الجمعية العامة غير العادية عن طريق وسائل التقنية الحديثة باستخدام منظومة تداولاتي



جبل عمر
Jabal Omar





جبل عمر
Jabal Omar

لائحة عمل لجنة المراجعة قبل التعديل



لائحة عمل لجنة المراجعة
الإصدار رقم 3

Audit Committee
Charter
Version 3



Article One: Definitions

In this document, the following definitions of words and phrases apply unless the context clearly requires otherwise:

- **CMA:** Capital Market Authority
- **Board:** Board of Directors
- **Charter:** Audit Committee Charter
- **Committee:** Audit Committee
- **Chairman:** Chairman of the Audit Committee
- **Acting Chairman:** A committee member elected by other committee members amongst themselves to chair the meeting in the absence of the committee chairman.
- **Member:** Member of the Audit Committee
- **Secretary:** Secretary of the Audit Committee
- **"Company" or "JODC":** Jabal Omar Development Company
- **Non-Director:** A Committee member who is not a member of the Board
- **Executive Management or Senior Executives:** Persons responsible for managing the daily operations of the Company, and proposing and executing strategic decisions, such as the Chief Executive Officer (CEO) and his/her delegates and the Chief Financial Officer (CFO)

Article Two: Purpose

The Charter aims to determine the standards and procedures of the Committee's works. The purpose is also to specify its scope of work and responsibilities, as well as indicating its meeting's mechanism and decision making criteria. The Charter also aims to set the roles and responsibilities of the Chairman, Acting Chairman, Members and the Secretary.

Article Three: Appointment & Compositions

1. The Committee shall be formed by a resolution of the General Assembly based on the nomination of the Board, for a term of three Gregorian years that starts with the beginning of the Board's term and ends with its termination. The Board may re-nominate the members to the General Assembly for other terms or coinciding terms.
2. The General Assembly may isolate or terminate the membership of the Members.
3. The Chairman of the Committee is selected by the members of the Committee by majority vote. The

المادة الأولى: تعاريف

يقصد بالكلمات والعبارات الآتية، المعاني الموضحة إزاء كل منها ما لم يقض سياق النص بغير ذلك:

- **الهيئة:** هيئة السوق المالية
- **المجلس:** مجلس إدارة الشركة
- **اللائحة:** لائحة عمل لجنة المراجعة
- **اللجنة:** لجنة المراجعة
- **الرئيس:** رئيس لجنة المراجعة
- **الرئيس المكلف:** هو العضو الذي يتم اختياره من قبل أعضاء اللجنة لترأس أعمالها في حال تغيب الرئيس عن اجتماع اللجنة
- **العضو:** عضو لجنة المراجعة
- **أمين السر:** أمين سر لجنة المراجعة
- **الشركة:** شركة جبل عمر للتطوير
- **عضو من خارج المجلس:** عضو في اللجنة وليس في مجلس الإدارة
- **الإدارة التنفيذية أو كبار التنفيذيين:** الأشخاص المنوط بهم إدارة عمليات الشركة اليومية، واقتراح القرارات الاستراتيجية وتنفيذها، كالرئيس التنفيذي ونوابه والمدير المالي

المادة الثانية: الهدف

تهدف اللائحة إلى تحديد ضوابط عمل اللجنة وإجراءاتها، ونطاق أعمالها ومسؤولياتها، وآلية اجتماعاتها واتخاذ قراراتها، ومهام الرئيس والرئيس المكلف والأعضاء والأمين ومسؤولياتهم.

المادة الثالثة: قواعد تعيين وتشكيل اللجنة

1. تشكل اللجنة بقرار من الجمعية العامة بناءً على ترشيح مجلس الإدارة، لمدة ثلاث سنوات ميلادية تبدأ مع بداية دورة المجلس وتنتهي بانتهائها. ويجوز للمجلس إعادة ترشيحهم للجمعية العامة لفترة أو فترات مماثلة أخرى
2. يجوز للجمعية العامة إنهاء عضوية أو عزل أعضاء اللجنة
3. يتم اختيار رئيس اللجنة عن طريق أعضاء اللجنة الآخرين بالأغلبية على أن يكون عضواً مستقلاً.
4. إذا تغيب الرئيس عن الاجتماع يتم اختيار رئيس لجنة مكلف من قبل الأعضاء الحاضرين في الاجتماع.



- Chairman of the Committee shall be an Independent Director
4. If the Chairman is absent from a Committee meeting, the members in attendance will elect an Acting Chairman amongst themselves during the meeting.
 5. The members shall be suitably qualified, experienced and knowledgeable to adequately discharge their responsibilities. At least, one of the members shall be specialized in Finance and Accounting.
 6. Any person who works or has worked in JODC's Finance Department, the Executive Management or for JODC's external auditor during the preceding two years may not be a member of the Committee.
 7. The Committee shall comprise at a minimum of three members and a maximum of five members. Members of the Committee could be from the shareholders or others, provided that at least one of its members is an Independent Member and that no Executive Director is among its members.
 8. The Board Chairman is not eligible for membership of the Committee.
 9. If a position in the Committee becomes vacant, the Board shall assign a member to the Committee subject to subsequent approval by the shareholders in the nearest General Assembly.

Article Four: Meetings and Quorum

1. The Committee meetings shall convene periodically at least four (4) times during the Gregorian financial year, or more frequently as required. The Committee shall also meet periodically with the Company's Internal auditor and External auditor. The Committee shall also meet if requested by Committee Chairman, or Board Chairman. Internal & External auditors may call for a meeting with the audit committee at any time as may be necessary.
2. The Committee approves its annual meetings' calendar before the start of each year, and agree any deviations from the published calendar at each meeting.
3. A quorum at any Committee meeting shall consist of the majority of attendees. The Member may participate in the meeting via modern communication technologies. This would complete the legal quorum for the meeting.

5. يجب أن يكون أعضاء اللجنة مؤهلين تأهيلاً مناسباً وأن يكونوا من ذوي الخبرة والمعرفة للقيام بمسؤولياتهم بشكل فعال. على أن يكون من بينهم عضو واحد على الأقل مختص بالشؤون المالية والمحاسبية.
6. لا يجوز لأي شخص يعمل أو كان يعمل خلال السنتين الماضيتين في الإدارة التنفيذية أو المالية للشركة، أو لدى مراجع حسابات الشركة، أن يكون عضواً في لجنة المراجعة.
7. يجب ألا يقل عدد أعضاء اللجنة عن ثلاثة ولا يزيد عن خمسة. وأن يكونوا من غير أعضاء مجلس الإدارة التنفيذيين سواء من المساهمين أو من غيرهم، ويكون من بينهم عضو مستقل على الأقل،
8. لا يجوز أن يكون رئيس مجلس الإدارة عضواً في اللجنة.
9. إذا شفر مركز أحد أعضاء اللجنة جاز للمجلس تعيين عضواً في المركز الشاغر، على أن يعرض هذا التعيين على أقرب جمعية عامة للموافقة عليه

المادة الرابعة: الاجتماعات والنصاب

1. تجتمع اللجنة بشكل دوري على الأقل يقل عدد اجتماعاتها عن أربعة اجتماعات خلال السنة المالية الميلادية أو أكثر متى ما دعت الحاجة لذلك، كما تجتمع اللجنة بصفة دورية مع مراجع حسابات الشركة، ومع المدقق الداخلي للشركة، ويجوز للجنة أن تجتمع إذا طلب ذلك رئيس مجلس الإدارة أو رئيس اللجنة، وللمراجع الداخلي ومراجع الحسابات طلب الاجتماع مع لجنة المراجعة كلما دعت الحاجة إلى ذلك.
2. تعتمد اللجنة مواعيد اجتماعاتها السنوية قبل بداية كل سنة، ويتم الاتفاق على أي تغييرات في المواعيد المعتمدة خلال أي من اجتماعاتها.
3. يتحقق النصاب اللازم لعقد اجتماعات اللجنة بحضور أغلبية الأعضاء أصالة، ويجوز مشاركة عضو اللجنة في الاجتماع من خلال استخدام تقنيات الاتصال الحديثة ويعد ذلك مكماً للنصاب القانوني للاجتماع.



4. All Committee resolutions and decisions shall be passed by majority of attendee members. The Chairman's vote shall be the tie breaker.
5. If a member fails to attend the meeting, he is allowed to appoint another member to act as a proxy in voting on the meeting's items. On condition that such proxy shall be recorded in writing. In all cases, it is not permissible that a member acts as a proxy for more than one member in the same meeting.
6. Dissenting members will not be liable if they have expressly recorded their objection to the resolution in the minutes of meeting.
7. The committee may issue resolutions by circulation, by presenting them to the members separately. Such resolutions shall be in force if signed by all committee members.

Article Five: Induction

New members will be provided with a copy of this Charter, Corporate Governance Manual, Code of Conduct, and Whistle blowing policy, information on key issues for the Committee as well as specific information about the Company information relevant to the Committee.

Article Six: Responsibilities and Duties

The Committee's responsibilities and duties include:

(To be read in collaboration with the Company's Authority Matrix)

With respect to financial reports:

1. Study the Company's interim and annual financial statements before presenting them to the Board and providing its opinion and recommendations thereon to ensure their integrity, fairness and transparency;
2. Providing its technical opinion, at the request of the Board, regarding whether the Board's report and the Company's financial statements are fair, balanced, understandable, and contain information that allows shareholders and investors to assess the Company's financial position, performance, business model, and strategy;
3. Study any important or non-familiar issues contained in the financial reports;

4. تصدر قرارات وتوصيات اللجنة بأغلبية الأعضاء الحاضرين، وفي حال تساوي الأصوات يرجح الجانب الذي صوت معه رئيس اللجنة.
5. إذا تغيب العضو عن حضور الاجتماع، جاز له أن ينيب عنه غيره من الأعضاء في التصويت على بنود الاجتماع الذي تغيب عنه، شريطة أن تكون الإنبابة موثقة كتابيا، وفي جميع الأحوال لا يجوز لعضو اللجنة أن ينوب عن أكثر من عضو واحد في نفس الاجتماع.
6. لا يتحمل الأعضاء المتحفظين على أي من القرارات التي اعتمدها اللجنة أي قدر من المسؤولية بشرط توثيق تحفظهم في محضر الاجتماع
7. يمكن للجنة أن تصدر قرارات بالتمرير عن طريق عرضها على الأعضاء متفرقين. وتعد تلك القرارات سارية المفعول في حال الموافقة عليها بالإجماع من قبل جميع أعضاء اللجنة.

المادة الخامسة: تأهيل الأعضاء الجدد

يتم تزويد أعضاء الجدد بنسخة من هذه اللائحة، ودليل حوكمة الشركة، وقواعد السلوك المهني وسياسة الإبلاغ المبكر إلى جانب معلومات تتعلق بالمسائل الأساسية ذات العلاقة بعمل اللجنة، وكذلك معلومات عن الشركة تتعلق بأعمال وأنشطة اللجنة.

المادة السادسة: المهام والمسؤوليات

تشمل مهام ومسؤوليات اللجنة بصفة خاصة ما يلي:
(يتم قراءتها في ضوء مصفوفة الصلاحيات الخاصة بالشركة)

فيما يخص التقارير المالية:

1. دراسة القوائم المالية الأولية والسنوية للشركة قبل عرضها على مجلس الإدارة وإبداء رأيها والتوصية في شأنها؛ لضمان نزاهتها وعدالتها وشفافيتها.
2. إبداء الرأي الفني - بناءً على طلب مجلس الإدارة - فيما إذا كان تقرير مجلس الإدارة والقوائم المالية للشركة عادلة ومتوازنة ومفهومة وتتضمن المعلومات التي تتيح للمساهمين والمستثمرين تقييم المركز المالي للشركة وأدائها ونموذج عملها واستراتيجيتها.
3. دراسة أي مسائل مهمة أو غير مألوفة تتضمنها التقارير المالية.



4. Accurately investigating any issues raised by the Company's CFO or any person assuming his/her duties or the Company's compliance officer or external auditor;
5. Examining the accounting estimates in respect of significant matters that are contained in the financial reports; and
6. Examining the accounting policies followed by the Company and providing its opinion and recommendations to the Board thereon.

With respect to internal audit:

1. Studying and reviewing the Company's internal and financial control systems, and the risk management system; and provide the Board with its recommendation on such matter.
2. Reviewing and approving the internal audit plan and all major changes to the plan; that shall be updated annually.
3. Recommend to the Board the scope of the internal audit division's report, in consideration with the requirements stated in Article 78 from the Corporate Governance Regulations.
4. Reviewing the internal audit reports and following up the implementation of the corrective measures in respect of the observations made in such;
5. Monitoring and overseeing the performance and activities of the internal audit division of the company, to ensure the availability of the necessary resources and their effectiveness in performing the assigned activities and duties.
6. Reviewing the internal audit division charter and recommending thereof to the board for approval.
7. Recommend to the Board on appointing the Chief Audit Executive, and suggest his/her remunerations; and his dismissal.
8. Ensuring the internal audit division is independent from Executive Management.

4. البحث بدقة في أي مسائل يثيرها المدير المالي للشركة أو من يتولى مهامه أو مسؤول الالتزام في الشركة أو مراجع الحسابات.
5. التحقق من التقديرات المحاسبية في المسائل الجوهرية الواردة في التقارير المالية.
6. دراسة السياسات المحاسبية المتبعة في الشركة وإبداء الرأي والتوصية لمجلس الإدارة في شأنها.

فيما يخص التدقيق الداخلي:

1. دراسة ومراجعة نظم الرقابة الداخلية والمالية وإدارة المخاطر في الشركة والتوصية بشأنه الى المجلس.
2. مراجعة واعتماد خطة التدقيق الداخلي وجميع التغييرات الجوهرية على الخطة، على أن تُحدث الخطة بشكل سنوي.
3. التوصية لمجلس الإدارة بنطاق تقرير قطاع التدقيق الداخلي مع مراعاة متطلبات ما ورد من المادة 78 من لائحة حوكمة الشركات.
4. مراجعة تقارير التدقيق الداخلي ومتابعة تنفيذ الإجراءات التصحيحية للملاحظات الواردة فيها.
5. الرقابة والإشراف على أداء وأنشطة قطاع التدقيق الداخلي في الشركة - للتحقق من توافر الموارد اللازمة وفعاليتها في أداء الأعمال والمهام المنوطة به.
6. مراجعة لائحة عمل قطاع التدقيق الداخلي والتوصية بها الى مجلس الادارة لاعتمادها.
7. التوصية لمجلس الإدارة بشأن تعيين رئيس قطاع التدقيق الداخلي وعزله واقتراح مكافآته
8. التأكد من استقلالية قطاع التدقيق الداخلي عن الإدارة التنفيذية.



فيما يخص مراجع الحسابات:

1. التوصية لمجلس الإدارة بترشيح مراجعي الحسابات وعزلهم وتحديد أتعابهم وتقييم أدائهم، بعد التحقق من استقلالهم ومراجعة نطاق عملهم وشروط التعاقد معهم.
2. التحقق من استقلال مراجع الحسابات وموضوعيته وعدالته، ومدى فعالية أعمال المراجعة، مع الأخذ في الاعتبار القواعد والمعايير ذات الصلة.
3. مراجعة خطة مراجع حسابات الشركة وأعماله، والتحقق من عدم تقديمه أعمالاً فنية أو إدارية تخرج عن نطاق أعمال المراجعة، وإبداء مربياتها حيال ذلك.
4. الإجابة عن استفسارات مراجع حسابات الشركة
5. دراسة تقرير مراجع الحسابات وملاحظاته على القوائم المالية ومتابعة ما اتخذ بشأنه
6. الموافقة على أي تعديلات على نطاق عمل المراجع الخارجي.

فيما يخص ضمان الالتزام:

1. مراجعة نتائج تقارير الجهات الرقابية والتحقق من اتخاذ الشركة الإجراءات اللازمة بشأنها
2. التحقق من التزام الشركة بالأنظمة واللوائح والسياسات والتعليمات ذات العلاقة.
3. مراجعة العقود والتعاملات المقترح أن تجريها الشركة مع الأطراف ذوي العلاقة، وتقديم مربياتها حيال ذلك إلى مجلس الإدارة.
4. رفع ما تراه من مسائل ترى ضرورة اتخاذ إجراء بشأنها إلى مجلس الإدارة، وإبداء توصياتها بالإجراءات التي يتعين اتخاذها.

With respect to external audit:

1. Providing recommendations to the Board to nominate external auditors, dismiss them, determine their remunerations, and assess their performance after verifying their independence and reviewing the scope of their work and the terms of their contracts;
2. Verifying the independence of the external auditor, its objectivity, fairness, and effectiveness of the audit activities, taking into account the relevant rules and standards;
3. Reviewing the plan of the Company's external auditor and its activities, and ensuring that it does not provide any technical or administrative works that are beyond its scope of work, and provides its opinion thereon;
4. Responding to queries of the Company's external auditor;
5. Reviewing the external auditor's reports and its comments on the financial statements, and following up on the procedures taken in connection therewith.
6. Approve any amendments on the external auditor's scope of work

With respect to compliance:

1. Reviewing the results of the supervisory authority reports and ensuring that the Company has taken the necessary actions in connection therewith;
2. Ensuring the Company's compliance with the relevant laws, regulations, policies and instructions;
3. Reviewing the contracts and proposed Related Party transactions, and providing its recommendations to the Board in connection therewith; and
4. Reporting to the Board any issues in connection with what it deems necessary to take action on, and providing recommendations as to the steps that should be taken.



Other responsibilities:

1. Recommend to the Board the policies and procedures to be followed by Stakeholders when submitting complaints or reporting any violations, these policies and procedures shall take the following into consideration:
 - Facilitating the method by which Stakeholders (including Company employees) report to the Board conducts and practices of the Executive Management's that violate applicable laws, regulations and rules or raising doubts as to the financial statements or the internal audit controls or others, whether such conducts or practices are against them or not, and conducting the necessary investigation in that regard;
 - Maintaining the confidentiality of reporting procedures through facilitating direct contact with an independent member of the audit committee or other specialized committees;
 - Appointing an employee to receive and address complaints or reports sent by Stakeholders
 - Dedicating a telephone number or an email address for receiving complaints; and
 - Providing the necessary protection to the Stakeholders.

Article Seven: Chairman Responsibilities and Duties

The basic responsibilities of the Chairman are to:

1. Supervise the work of the Committee and ensure that such work complies with its Charter.
2. Plan to convene committee meetings
3. Prepare agendas of the committee meetings, while taking into consideration any matters raised by any of the members or the external auditor, and any subjects that the Executive Management desires to discuss with the committee
4. Provide final approvals on the agendas and minutes.
5. Represent the Committee in the Board and the General Assembly.
6. Request the necessary information from the Executive Management to enable the committee to perform their responsibilities.
7. Manage and follow up the Committee's tasks and duties with the assistance of the Secretary.

مسؤوليات أخرى:

1. التوصية لمجلس الإدارة بما يلزم من سياسات وإجراءات يتبعها أصحاب المصالح في تقديم شكاواهم أو الإبلاغ عن الممارسات المخالفة، مع مراعاة أن تشمل تلك السياسات والإجراءات ما يلي:
 - تيسير إبلاغ أصحاب المصالح (بمن فيهم العاملون في الشركة) مجلس الإدارة بما قد يصدر عن الإدارة التنفيذية من تصرفات أو ممارسات تخالف الأنظمة واللوائح والقواعد المرعية أو تثير الريبة في القوائم المالية أو أنظمة الرقابة الداخلية أو غيرها، سواء أكانت تلك التصرفات أو الممارسات في مواجهتهم أم لم تكن، وإجراء التحقيق اللازم بشأنها.
 - الحفاظ على سرية إجراءات الإبلاغ بتيسير الاتصال المباشر بعضو مستقل في لجنة المراجعة أو غيرها من اللجان المختصة.
 - تكليف شخص مختص بتلقي شكاوى أو بلاغات أصحاب المصالح والتعامل معها.
 - تخصيص هاتف أو بريد إلكتروني لتلقي الشكاوى.
 - توفير الحماية اللازمة لأصحاب المصالح.

المادة السابعة: مهام ومسؤوليات رئيس اللجنة

تشمل المسؤوليات الأساسية للرئيس ما يلي:

1. الإشراف على أعمال اللجنة وضمان الالتزام بلائحتها
2. التخطيط لعقد اجتماعات اللجنة
3. إعداد جدول أعمال اجتماعات اللجنة مع الأخذ بعين الاعتبار أي مسألة يطرحها أحد أعضاء اللجنة أو يثيرها مراجع الحسابات وأي موضوعات ترغب الإدارة التنفيذية في مناقشتها مع اللجنة.
4. الموافقة النهائية على جداول الأعمال والمحاضر
5. تمثيل اللجنة أمام المجلس والجمعية العامة..
6. طلب المعلومات اللازمة من الإدارة التنفيذية لتمكين اللجنة من القيام بمسؤوليتها.
7. إدارة أعمال اللجنة ومتابعتها بمساعدة أمين السر.



8. Ensure the soundness of the decisions taken by the Committee, and ensures that they are built on well-informed foundations and focus on the interest of achieving the Company objectives and strategic plans.
9. Ensure the implementation of the Committee's resolutions and recommendations.

Article Eight: Acting Chairman Responsibilities and Duties

The acting chairman shall perform the functions and tasks of the Chairman in his absence.

Article Nine: Members Responsibilities and Duties

1. Cooperate to achieve the objectives of the Committee
2. Keen to be present and actively participate in the Committee's meetings.
3. Contribute with opinions and express one's point of view responsibly and impartially; taking into account the public interest of the Company.
4. The members and any related party shall avoid dealing with the Company's securities during the prohibited period as stated in the Rules on the Offer and Continuing Obligations.

Article Ten: Secretary Duties & Responsibilities

The committee shall appoint a committee secretary from its members or the company's staff to handle its administrative tasks. The Secretary's responsibilities are as follows:

1. Prepare and coordinate meetings; including the preparation of the agenda in coordination with the Chairman.
2. Schedule the committee's meetings in coordination with the Chairman.
3. Prepare meeting minutes and ensure that all attendee members sign these minutes.
4. Provide the Members of the Committee with copies of the minutes of meeting
5. Follow up the resolutions and recommendations issued by the Committee.
6. Maintain all documents of the Committee; including the agendas, minutes, and records of monitoring the implementation of its decisions.

8. ضمان سلامة القرارات والتوصيات التي تتخذها اللجنة، والتأكد من أنها مبنية على أسس معرفية وتصب في مصلحة الشركة وتحقيق أهدافها وخططها الاستراتيجية
9. التأكد من تنفيذ قرارات اللجنة وتوصياتها.

المادة الثامنة: مهام ومسؤوليات رئيس اللجنة المكلف

يتولى الرئيس المكلف القيام بعمل الرئيس ومهامه في حال غيابه.

المادة التاسعة: مهام ومسؤوليات الأعضاء

1. التعاون على تحقيق أهداف اللجنة.
2. الحرص على الحضور والمشاركة الفاعلة في اجتماعات اللجنة.
3. المساهمة بالآراء والتعبير عن وجهة النظر بمسؤولية وحيادية، مع أخذ المصلحة العامة للشركة في الاعتبار.
4. امتناع الأعضاء وأي شخص ذي علاقة بأي منهم عن تداول الأوراق المالية للشركة خلال فترات الحظر المنصوص عليها في قواعد طرح الأوراق المالية والالتزامات المستمرة الصادرة من هيئة السوق المالية.

المادة العاشرة: مهام ومسؤوليات أمين سر اللجنة

تقوم اللجنة بتعيين أمين سر للجنة من بين أعضائها أو من موظفي الشركة للقيام بمهامها الإدارية، وتمثل مسؤولياته في الآتي:

1. التحضير والتنسيق للاجتماعات، بما في ذلك إعداد جدول الأعمال بالتنسيق مع رئيس اللجنة.
2. تحديد موعد اجتماعات اللجنة بالتنسيق مع الرئيس.
3. إعداد محاضر الاجتماعات، والتأكد من توقيع جميع الأعضاء الحاضرين عليها.
4. تزويد أعضاء اللجنة بنسخ من محاضر الاجتماعات.
5. متابعة القرارات والتوصيات التي اتخذتها اللجنة.
6. الاحتفاظ بجميع مستندات اللجنة، بما في ذلك جداول الأعمال، والمحاضر، وسجلات متابعة تنفيذ قراراتها وتوصياتها.



Article Eleven: Administrating Meeting & Attendees

1. The Chairman shall be responsible for managing the Committee's meetings; including the approval of the agenda, supervising the decision-making process and voting on it, and announcing the results with the assistance of the Secretary.
2. No member of the Board or the Executive Management except the committee members and secretary may attend the meetings of a committee unless the committee requests his/her opinion or advice
3. The Committee may invite whom it deems appropriate to attend its meetings, provided that it must be recorded in the minutes of the meeting. Such a person shall not have the right to vote on the Committee's decisions.

Article Twelve: Agenda and Distribution of Documents

1. The Committee shall approve the agenda once the meeting is convened. If any member has any objection to the agenda, this shall be recorded in the minutes of meeting.
2. Each member has the right to add any item to the agenda.
3. A meeting pack shall be distributed to all members at least five days in advance of the meeting which should include the notice, agenda and related documents for each agenda item such as presentations, reading material, discussion material etc.
4. If circumstances require convening an emergency meeting, the invitation accompanied with the agenda and necessary documents and information may be sent within a period less than the five days.
5. The Committee must comply with the pre-agreed agenda (except for any emergency issues approved by the Chairman)
6. The time of the meeting shall be specified in the agenda, as well as the time allocated for each subject included in the agenda.

Article Thirteen: Conflict of Interest

1. If any Member has a conflict of interests in a subject listed or non-listed on the Committee's agenda, he must disclose that before the beginning of the discussion. This must be recorded in the minutes of the meeting. In this case, he

المادة الحادية عشر: إدارة الاجتماعات والحضور

1. يكون الرئيس مسؤولاً عن إدارة اجتماعات اللجنة، بما في ذلك اعتماد جدول الأعمال، والإشراف على عملية اتخاذ القرار أو التوصية والتصويت عليها، وإعلان النتائج بمساعدة أمين السر.
2. لا يحق لأي عضو في مجلس الإدارة أو الإدارة التنفيذية عدا أمين سر اللجنة وأعضاء اللجنة حضور اجتماعاتها إلا إذا طلبت اللجنة الاستماع إلى رأيه أو الحصول على مشورته،
3. يجوز للجنة دعوة من تراه لحضور اجتماعاتها، على أن يثبت ذلك بمحضر الاجتماع، دون أن يكون له حق التصويت على قرارات اللجنة

المادة الثانية عشر: جدول الأعمال وتوزيع الوثائق والمستندات

1. تقر اللجنة جدول الأعمال عند انعقادها، وفي حال اعتراض أي عضو على هذا الجدول يجب إثبات ذلك في محضر اجتماع اللجنة.
2. لكل عضو في اللجنة حق اقتراح إضافة بند إلى جدول الأعمال.
3. يجب توزيع مواد الاجتماع على أعضاء اللجنة قبل خمسة أيام على الأقل من موعد الاجتماع. تتضمن مواد الاجتماع موعد الاجتماع، وجدول الأعمال، والوثائق المتعلقة بكل بند من بنود جدول الأعمال مثل العروض والمستندات المخصصة للقراءة والمناقشة الخ.
4. عند الحاجة لعقد اجتماع بشكل طارئ، يجوز إرسال الدعوة إلى الاجتماع مرفقاً بها جدول أعمال الاجتماع والوثائق والمعلومات اللازمة خلال مدة تقل عن خمسة أيام قبل تاريخ الاجتماع
5. تنقيد اللجنة بجدول الأعمال الموافق عليه مسبقاً (باستثناء أي بنود طارئة يوافق عليها الرئيس)، يتم إدراجها في بند ما يستجد من أعمال.
6. يحدد في جدول الأعمال الوقت المقدر للاجتماع، والوقت المقدر لكل موضوع مدرج فيه.

المادة الثالثة عشر: تعارض المصالح

1. إذا كان للعضو أي تعارض في المصالح في موضوع مدرج أو غير مدرج على جدول أعمال اللجنة، فعليه الإفصاح عن ذلك قبل بدء المناقشة، على أن يثبت ذلك في محضر الاجتماع، ولا



- should not attend the discussion of that subject, participate in its discussion, nor vote on it
2. If the Member doubt as to whether he faces a conflict of interests, he may request the opinion and guidance from the Chairman.
 3. If any Non-board AC member desires to have direct or indirect interest in any contract or transaction made on account of JODC or any of its activities, the following shall be taken into account:
 4. Notifying the Chairman of the committee of the contract or transaction he/she has direct or indirect interest in with stating all relevant information and recording such notification in the minutes of the Committee meeting;
 - The Chairman of the committee will notify the board of the contract or transaction with stating all relevant information and recording such notification in the minutes of the Board meeting;
 - Obtain prior authorization of the Board before starting the transaction / contract
 - If the Board rejects granting the authorization of the transaction or contract, therefore, the member shall withdraw from such transaction or contract, or resigns from his position.

Article Fourteen: Minutes of Meeting

1. Minutes of meetings shall be prepared by the Committee secretary covering proceedings and resolutions of the Committee, and includes names of the persons present and invited to attend and any reservations they expressed (if any).
2. The minutes shall be prepared within five working days from the date of the meeting. The minutes shall be then sent to the chairman and the members within one week from its date. The minutes must be signed off by the committee members in the next meeting.
3. The minutes shall be signed by the Chairman of the meeting and the attendee Members.
4. The minutes may be signed through all accessible means including electronic means.
5. All related documents to the meeting shall be enclosed to the minutes.

- يجوز له في هذه الحالة حضور مناقشة الموضوع ذي العلاقة أو المشاركة في مناقشته أو التصويت عليه .
2. إذا شك العضو فيما إن كان واقعاً في تعارض مصالح، فيجوز له طلب الرأي والإرشاد من الرئيس .
 3. إذا رغب أحد أعضاء اللجنة من خارج المجلس الاشتراك في عمل من شأنه منافسة الشركة، أو منافستها في أحد فروع النشاط الذي تزاوله أو لديه مصلحة مباشرة أو غير مباشرة في الأعمال والعقود التي تتم لحساب الشركة فيجب مراعاة ما يلي:
 - إبلاغ رئيس اللجنة بالأعمال المنافسة أو بالمصلحة المباشرة أو غير مباشرة على الأعمال والعقود التي يرغب في ممارستها، مع توضيح المعلومات ذات صلة، وإثبات هذا الإبلاغ في محضر اجتماع اللجنة.
 - يبلغ رئيس اللجنة المجلس بالتعامل أو العقود مع توضيح جميع المعلومات ذات صلة، وإثبات هذا الإبلاغ في محضر اجتماع المجلس.
 - أخذ الموافقة المسبقة من المجلس قبل البدء في التعامل.
 - إذا رفض المجلس الترخيص لهذا التعامل، فيجب على العضو العدول عن العقد أو الاستقالة من منصبه.

المادة الرابعة عشر: محاضر الاجتماع

1. يكون أمين سر اللجنة مسؤولاً عن تدوين محاضر الاجتماعات والتي تتضمن مداولات وقرارات اللجنة، إلى جانب توثيق أسماء الحضور والمدعويين وأي تحفظات لديهم (إن وجدت).
2. يجب أن يعد المحضر خلال خمسة أيام عمل من تاريخ الاجتماع، ومن ثم يرسل لرئيس وأعضاء اللجنة للرد خلال أسبوع من تاريخه، ويتم التوقيع على المحاضر من قبل أعضاء اللجنة في الاجتماع القادم.
3. يجب أن يوقع على المحضر رئيس الاجتماع والأعضاء الحاضرون،
4. يمكن استخدام جميع الوسائل المتاحة لاعتماد المحاضر بما في ذلك الوسائل الإلكترونية.
5. يرفق بالمحضر جميع المستندات والوثائق ذات الصلة بالاجتماع.



6. If any changes or modifications proposed to the minutes of the meeting, modification or change shall be made after the approval of the Chairman.
7. A copy of the committee's minutes shall be presented to the Board regularly

Article Fifteen: Following-upon Resolutions and Recommendations

1. The Secretary shall follow-up the resolutions and recommendations issued by the Committee, and provide the members of the updates.
2. The Secretary shall report to the Chairman any obstacles facing the work process of the Committee, including any delay in implementing its decisions and recommendations.

Article Sixteen: Conflict between Audit Committee and the Board

If a conflict arises between the recommendations of the Committee and the Board resolutions, or if the Board refuses to put the Committee's recommendations into action as to appointing or dismissal of the Company's external auditor or determining its remuneration, assessing its performance, and/or appointing the Chief Audit Executive, the Board's annual report shall include the Committee's recommendations and justifications, and the reasons for not following such recommendations.

6. إذا اقترحت أي تغييرات أو تعديلات على محضر الاجتماع، فيتم التعديل أو التغيير بعد موافقة الرئيس على ذلك.
7. يتم تقديم نسخة من محاضر اجتماعات اللجنة للمجلس بشكل دوري

المادة الخامسة عشر: متابعة القرارات والتوصيات

1. يقوم أمين السر بمتابعة قرارات اللجنة وتوصياتها وتزويد الأعضاء بما يستجد حيالها.
2. يرفع أمين السر للرئيس أي معوقات تواجه سير أعمال اللجنة، بما في ذلك أي تأخير في تنفيذ قراراتها وتوصياتها.

المادة السادسة عشر: حدوث تعارض بين لجنة المراجعة ومجلس الإدارة

إذا حصل تعارض بين توصيات لجنة المراجعة وقرارات مجلس الإدارة، أو إذا رفض المجلس الأخذ بتوصية اللجنة بشأن تعيين مراجع حسابات الشركة وعزله وتحديد أتعابه وتقييم أدائه أو تعيين المراجع الداخلي، فيجب تضمين تقرير مجلس الإدارة السنوي توصية اللجنة ومبرراتها، وأسباب عدم أخذه بها.



Article Seventeen: Reports

1. The Committee, with the assistance of the Secretary, shall prepare an annual report to be submitted to the Board. It should include information on the number of meetings held by the Committee, and the number of attendees. In addition to that, the report should also include the works of the Committee, its decisions and recommendations taken during the reporting period, and what did it do regarding the implementation of those decisions and recommendations.
2. The Board has the right to call the Members to attend a meeting of the Board once a year. The meeting will be dedicated to discuss with the Members the report of the Committee submitted to the Board, in which the opinions and remarks of the Members shall be heard.
3. The Committee shall prepare the audit committee report for the shareholders, that includes details of the performance of its responsibilities and duties, its recommendations and opinion on the adequacy of the internal and financial control systems and risk management systems in the Company. The Board shall make available sufficient copies of the audit committees' report at the Company's head office, before the General Assembly, pursuant to related regulations. The report shall be read at the General Assembly.

Article Eighteen: Arrangements for Providing Remarks

The Committee shall develop arrangements that enable the Company's employees to confidentially provide their remarks in respect of any inaccuracies in the financial or other reports. The Committee shall ensure that such arrangements have been put into action through an adequate independent investigation in respect of the error or inaccuracy, and shall adopt appropriate follow-up procedures.

المادة السابعة عشر: التقارير

1. تعد اللجنة بمساعدة أمين السر تقريراً سنوياً يرفع للمجلس، ويتضمن التقرير معلومات عن عدد الاجتماعات التي عقدتها اللجنة، وعدد الحاضرين من الأعضاء، إضافة إلى أعمال اللجنة وقراراتها وتوصياتها المتخذة خلال فترة التقرير، وما تم القيام به حيال تنفيذ تلك القرارات والتوصيات.
2. للمجلس أن يدعو أعضاء اللجنة لحضور اجتماع المجلس مرة واحدة في السنة يخصص لمناقشتهم حول تقرير اللجنة المعروض على المجلس والاستماع إلى آرائهم وملاحظاتهم.
3. تعد اللجنة تقرير لجنة المراجعة للمساهمين، والذي يتضمن تفاصيل أداء اللجنة لمسؤولياتها والواجبات الموكلة إليها، وتوصياتها ورأيها بشأن مدى ملاءمة أنظمة الرقابة الداخلية والمالية ونظم إدارة المخاطر في الشركة وعلى مجلس الإدارة أن يودع نسخاً كافية من هذا التقرير في مركز الشركة الرئيس قبل موعد انعقاد الجمعية العامة وفقاً لما نصت عليه اللوائح ذات العلاقة، ويتلى التقرير أثناء انعقاد الجمعية.

المادة الثامنة عشر: ترتيب تقديم الملاحظات

على لجنة المراجعة وضع آلية تتيح للعاملين في الشركة تقديم ملاحظاتهم بشأن أي تجاوز في التقارير المالية أو غيرها بسرية. وعلى اللجنة التحقق من تطبيق هذه الآلية بإجراء تحقيق مستقل يتناسب مع حجم الخطأ أو التجاوز وتبني إجراءات متابعة مناسبة.



Article Nineteen: Resources & Authority

The committee has the following powers and authorities:

1. Investigate any matter falling within its jurisdiction, or any subject specifically requested by the Board of Directors, mainly the following:
 - Access the Company's records and documents.
 - Request any explanation or statement from Board members, Executive Management or Company employees for the purpose of investigating and inquiring about information.
2. Request that the Board calls for a General Assembly Meeting if its activities have been impeded by the Board or if the Company has suffered significant losses and damages.
3. Seek legal and technical advice from any third party or other independent consultant, when necessary, to assist the Committee in performing its functions. This shall be on the Company's account.

Article Twenty: Communication

Communication with Shareholders

The Chairman of the Committee, or his delegate from Committee members, shall attend the General Assembly Meetings and answer any questions raised by the shareholders regarding the Committee's activities and mandate.

Communication to the Board

The Committee, through its Chairman, shall report to the Board, on any matters that, in the opinion of the Committee, needs to be brought to the attention of the Board and any matter requiring Board approval and / or action.

Communication with Management

In coordination with the CEO, the Committee may invite any officer or employee of the Company to attend its meetings and provide information, as necessary. Such individuals should be invited through the CEO.

المادة التاسعة عشر: السلطات والصلاحيات

يكون للجنة السلطات والصلاحيات التالية:

1. حق التحري عن أي أمر يدخل ضمن مهامها، أو أي موضوع يطلبه المجلس على وجه التحديد ومن ذلك:
 - حق الاطلاع على سجلات الشركة ووثائقها
 - طلب أي إيضاح أو بيان من أعضاء مجلس أو الإدارة التنفيذية أو موظفي الشركة بفرض التحري والاستفسار عن أي معلومات.
2. أن تطلب من مجلس الإدارة دعوة الجمعية العامة للشركة للانعقاد إذا أعاق مجلس الإدارة عملها أو تعرضت الشركة لأضرار أو خسائر جسيمة.
3. حق الاستعانة بالمشورة القانونية والفنية من أي جهة خارجية أو أية جهة استشارية مستقلة أخرى متى كان ذلك ضرورياً لمساعدة اللجنة في أداء مهامها، ويكون ذلك على حساب الشركة.

المادة العشرون: التواصل

التواصل مع المساهمين

يجب على رئيس اللجنة أو من ينوب عنه من أعضاء اللجنة، حضور اجتماعات الجمعية العامة والرد على جميع استفسارات المساهمين ذات العلاقة بنشاطات واختصاصات اللجنة.

التواصل مع مجلس الإدارة

تتولى اللجنة من خلال رئيسها، إبلاغ المجلس بأية مسائل ترى اللجنة ضرورة إحاطة المجلس بها، إلى جانب المواضيع التي تتطلب اعتماد المجلس لها و/أو اتخاذ ما يلزم من إجراءات حيالها.

التواصل مع الإدارة

بالتنسيق مع الرئيس التنفيذي، يحق للجنة دعوة أي من مسؤولي أو موظفي الشركة لحضور اجتماعاتها وتقديم المعلومات اللازمة كما يقتضي الأمر.



Article Twenty-One: Committee Work Confidentiality

1. The Members of the Committee must maintain the confidentiality of the information they receive through their membership in the Committee. They should use it only for the purpose of performing their membership functions. Such information should not be declared or stated to any other party. It should not be disclosed or exploited in any way, or use for any purpose whatsoever. It should not be disclosed when dealing with the media. The Member should not talk or make a statement on behalf of the Company. The commitment also includes the obligation to maintain the confidentiality of such information after the termination of membership from the Committee.
2. A non-board AC member shall sign a copy of the "Letter of Appointment" form prepared by the Board Secretarial.

Article Twenty-Two: Compensation and Remuneration

The Members and the Secretary are entitled to Remuneration pursuant to the Remuneration Policy approved by the General Assembly.

Article Twenty-Three: Prevailing Language

This Charter has been executed in both Arabic and English Language. In the event of any contradiction between the Arabic text and the English text, the Arabic text shall prevail.

Article Twenty-Four: Adoption and Changes to the Charter

This Charter and any changes thereof shall be approved by the General Assembly, upon Board's recommendation.

المادة الحادية والعشرون: سرية أعمال اللجنة

1. يجب على أعضاء اللجنة المحافظة على سرية المعلومات التي يحصلون عليها من خلال عضويتهم في اللجنة، واستخدامها لغرض تأدية مهام عضويتهم فقط، وعدم الإعلان أو التصريح بأي من تلك المعلومات لأي طرف آخر، أو الإفصاح عنها أو استغلالها بأي شكل من الأشكال أو استعمالها لأي غرض كان، أو التعامل بشأنها مع وسائل الإعلام، أو الحديث باسم الشركة. ويشمل الالتزام أيضاً المحافظة على سرية تلك المعلومات بعد انتهاء العضوية في اللجنة،
2. يجب على أعضاء اللجنة من خارج المجلس التوقيع على نسخة "خطاب التعيين" الذي تعده الأمانة العامة للمجلس.

المادة الثانية والعشرون: المكافآت والتعويضات

يستحق الأعضاء وأمين السر المكافآت بناءً على سياسة المكافآت المعتمدة من قبل الجمعية العامة.

المادة الثالثة والعشرون: اللغة

تم اعداد هذه اللائحة باللغة العربية والإنجليزية. وفي حال وجود تعارض بين النص العربي والنص الإنجليزي، فيكون النص العربي هو المتخذ.

المادة الرابعة والعشرون: اعتماد اللائحة وتعديلاتها

يجب أن تعتمد هذه اللائحة وأي تعديلات عليها من قبل الجمعية العامة، بتوصية من مجلس الإدارة.



جبل عمر
Jabal Omar

لائحة عمل لجنة المراجعة بعد التعديل





Article One: Definitions

In this document, the following definitions of words and phrases apply unless the context clearly requires otherwise:

- **CMA:** Capital Market Authority
- **Board:** Board of Directors
- **Charter:** Audit Committee Charter
- **Committee:** Audit Committee
- **Chairman:** Chairman of the Audit Committee
- **Acting Chairman:** A committee member elected by other committee members amongst themselves to chair the meeting in the absence of the committee chairman.
- **Member:** Member of the Audit Committee
- **Secretary:** Secretary of the Audit Committee
- **“Company” or “JODC”:** Jabal Omar Development Company
- **Non-Director:** A Committee member who is not a member of the Board
- **Executive Management or Senior Executives:** Persons responsible for managing the daily operations of the Company, and proposing and executing strategic decisions, such as the Chief Executive Officer (CEO) and his/her delegates and the Chief Financial Officer (CFO)

Article Two: Purpose

The Charter aims to determine the standards and procedures of the Committee’s works. The purpose is also to specify its scope of work and responsibilities, as well as indicating its meeting’s mechanism and decision making criteria. The Charter also aims to set the roles and responsibilities of the Chairman, Acting Chairman, Members and the Secretary.

Article Three: Appointment & Compositions

1. The Committee shall be formed by a resolution of the Board based on the nomination of the Remuneration and Nomination Committee, for a term does not exceed four years that starts with the beginning of the Board’s term and ends with its termination. The Board may re-

المادة الأولى: تعاريف

يقصد بالكلمات والعبارات الآتية، المعاني الموضحة إزاء كل منها ما لم يقض سياق النص بغير ذلك:

- **الهيئة:** هيئة السوق المالية
- **المجلس:** مجلس إدارة الشركة
- **اللائحة:** لائحة عمل لجنة المراجعة
- **اللجنة:** لجنة المراجعة
- **الرئيس:** رئيس لجنة المراجعة
- **الرئيس المكلف:** هو العضو الذي يتم اختياره من قبل أعضاء اللجنة لترأس أعمالها في حال تغيب الرئيس عن اجتماع اللجنة
- **العضو:** عضو لجنة المراجعة
- **أمين السر:** أمين سر لجنة المراجعة
- **الشركة:** شركة جبل عمر للتطوير
- **عضو من خارج المجلس:** عضو في اللجنة وليس في مجلس الإدارة
- **الإدارة التنفيذية أو كبار التنفيذيين:** الأشخاص المنوط بهم إدارة عمليات الشركة اليومية، واقتراح القرارات الاستراتيجية وتنفيذها، كالرئيس التنفيذي ونوابه و المدير المالي.

المادة الثانية: الهدف

تهدف اللائحة إلى تحديد ضوابط عمل اللجنة وإجراءاتها، ونطاق أعمالها ومسؤولياتها، وآلية اجتماعاتها واتخاذ قراراتها، ومهام الرئيس والرئيس المكلف والأعضاء والأمين ومسؤولياتهم.

المادة الثالثة: قواعد تعيين وتشكيل اللجنة

1. تشكل اللجنة بقرار من مجلس الإدارة بناءً على ترشيح لجنة الترشيحات والمكافآت، لمدة لا تزيد عن أربع سنوات ميلادية تبدأ مع بداية دورة المجلس وتنتهي بانتهائها. ويجوز للمجلس إعادة تعيينهم لفترة أو فترات مماثلة أخرى.
2. يجوز لمجلس الإدارة إنهاء عضوية أو عزل أعضاء اللجنة.

- nominate the members to the General Assembly for other terms or coinciding terms.
 2. The Board may isolate or terminate the membership of the Members.
 3. The Chairman of the Committee is selected by the members of the Committee by majority vote. The Chairman of the Committee shall be an Independent Director
 4. If the Chairman is absent from a Committee meeting, the members in attendance will elect an Acting Chairman amongst themselves during the meeting.
 5. The members shall be suitably qualified, experienced and knowledgeable to adequately discharge their responsibilities. At least, one of the members shall be specialized in Finance and Accounting.
 6. A member of the audit committee shall not be a member of the audit committees of more than five listed joint stock companies at the same time.
 7. Any person who works or has worked in JODC's Finance Department, the Executive Management or for JODC's external auditor during the preceding two years may not be a member of the Committee.
 8. The Committee shall comprise at a minimum of three members and a maximum of five members. Members of the Committee could be from the shareholders or others, provided that at least one of its members is an Independent Member and that no Executive Director is among its members.
 9. The Board Chairman is not eligible for membership of the Committee.
 10. If a position in the Committee becomes vacant, the Board shall assign a member to the Committee based on the nomination of the Remuneration and Nomination Committee.
٣. يتم اختيار رئيس اللجنة عن طريق أعضاء اللجنة الآخرين بالأغلبية على أن يكون عضواً مستقلاً.
 ٤. إذا تغيب الرئيس عن الاجتماع يتم اختيار رئيس لجنة مكلف من قبل الأعضاء الحاضرين في الاجتماع.
 ٥. يجب أن يكون أعضاء اللجنة مؤهلين تأهيلاً مناسباً وأن يكونوا من ذوي الخبرة والمعرفة للقيام بمسؤولياتهم بشكل فعال، على أن يكون من بينهم عضو واحد على الأقل مختص بالشؤون المالية والمحاسبية.
 ٦. لا يجوز لأي شخص يعمل أو كان يعمل خلال السنتين الماضيتين في الإدارة التنفيذية أو المالية للشركة، أو لدى مراجع حسابات الشركة، أن يكون عضواً في لجنة المراجعة.
 ٧. يُشترط أن لا يشغل عضو اللجنة عضوية لجان مراجعة في أكثر من خمس شركات مساهمة مدرجة في السوق في آن واحد.
 ٨. يجب ألا يقل عدد أعضاء اللجنة عن ثلاثة ولا يزيد عن خمسة، وأن يكونوا من غير أعضاء مجلس الإدارة التنفيذيين سواء من المساهمين أو من غيرهم، ويكون من بينهم عضو مستقل على الأقل.
 ٩. لا يجوز أن يكون رئيس مجلس الإدارة عضواً في اللجنة.
 ١٠. إذا شغل مركز أحد أعضاء اللجنة، يعين المجلس عضواً في المركز الشاغر بناءً على توصية لجنة الترشيحات والمكافآت.

Article Four: Meetings and Quorum

1. The Committee meetings shall convene periodically at least four (4) times during the Gregorian financial year, or more frequently as required. The Committee shall also meet periodically with the Company's Internal auditor and External auditor. The Committee shall also meet if requested by Committee Chairman, or Board Chairman. Internal & External auditors may call for a meeting with the audit committee at any time as may be necessary.
2. The Committee approves its annual meetings' calendar before the start of each year, and agree any deviations from the published calendar at each meeting.
3. A quorum at any Committee meeting shall consist of the majority of attendees by themselves or by proxy, The Member may participate in the meeting via modern communication technologies. This would complete the legal quorum for the meeting.
4. All Committee resolutions and decisions shall be passed by majority of attendee members by themselves or by proxy. The Chairman's vote shall be the tie breaker.
5. If a member fails to attend the meeting, he is allowed to appoint another member to act as a proxy in voting on the meeting's items. On condition that such proxy shall be recorded in writing. In all cases, it is not permissible that a member acts as a proxy for more than one member in the same meeting.
6. Dissenting members will not be liable if they have expressly recorded their objection to the resolution in the minutes of meeting.
7. The committee may issue resolutions by circulation, by presenting them to the members separately. Such resolutions shall be in force if signed by all committee members.

المادة الرابعة: الاجتماعات والنصاب

1. تجتمع اللجنة بشكل دوري على ألا يقل عدد اجتماعاتها عن أربعة اجتماعات خلال السنة المالية الميلادية أو أكثر متى ما دعت الحاجة لذلك، كما تجتمع اللجنة بصفة دورية مع مراجع حسابات الشركة، ومع المدقق الداخلي للشركة، ويجوز للجنة أن تجتمع إذا طلب ذلك رئيس مجلس الإدارة أو رئيس اللجنة، وللمراجع الداخلي ومراجع الحسابات طلب الاجتماع مع لجنة المراجعة كلما دعت الحاجة إلى ذلك.
2. تعتمد اللجنة مواعيد اجتماعاتها السنوية قبل بداية كل سنة، ويتم الاتفاق على أي تغييرات في المواعيد المعتمدة خلال أي من اجتماعاتها.
3. يتحقق النصاب اللازم لعقد اجتماعات اللجنة بحضور أغلبية الأعضاء أصالة أو نيابة، ويجوز مشاركة عضو اللجنة في الاجتماع من خلال استخدام تقنيات الاتصال الحديثة وبعد ذلك مكملًا للنصاب القانوني للاجتماع.
4. تصدر قرارات وتوصيات اللجنة بأغلبية الأعضاء الحاضرين أصالة أو نيابة، وفي حال تساوي الأصوات يرجح الجانب الذي صوت معه رئيس اللجنة.
5. إذا تغيب العضو عن حضور الاجتماع، جاز له أن ينيب عنه غيره من الأعضاء في التصويت على بنود الاجتماع الذي تغيب عنه، شريطة أن تكون الإنابة موثقة كتابيا، وفي جميع الأحوال لا يجوز لعضو اللجنة أن ينوب عن أكثر من عضو واحد في نفس الاجتماع.
6. لا يتحمل الأعضاء المتحفظين على أي من القرارات التي اعتمدها اللجنة أي قدر من المسؤولية بشرط توثيق تحفظهم في محضر الاجتماع.
7. يمكن للجنة أن تصدر قرارات بالتمرير عن طريق عرضها على الأعضاء متفرقين. وتعد تلك القرارات سارية المفعول في حال الموافقة عليها بالإجماع من قبل جميع أعضاء اللجنة.



Article Five: Induction

The Committee secretary shall provide new members with a copy of this Charter, Corporate Governance Manual, Code of Conduct, and Whistle blowing policy, Dealing with Conflicts of Interest and Related Parties Transactions Policy & Procedures, and Standards and controls for competition to the company's business or any of its branches of activity, information on key issues for the Committee as well as specific information about the Company information relevant to the Committee.

Article Six: Responsibilities and Duties

The Committee's responsibilities and duties include:

(To be read in collaboration with the Company's Authority Matrix)

With respect to financial reports:

1. Study the Company's interim and annual financial statements before presenting them to the Board and providing its opinion and recommendations thereon to ensure their integrity, fairness and transparency;
2. Providing its technical opinion, at the request of the Board, regarding whether the Board's report and the Company's financial statements are fair, balanced, understandable, and contain information that allows shareholders and investors to assess the Company's financial position, performance, business model, and strategy;
3. Study any important or non-familiar issues contained in the financial reports;
4. Accurately investigating any issues raised by the Company's CFO or any person assuming his/her duties or the Company's compliance officer or external auditor;
5. Examining the accounting estimates in respect of significant matters that are contained in the financial reports; and

المادة الخامسة: تأهيل الأعضاء الجدد

يقوم أمين سر لجنة المراجعة بتزويد الأعضاء الجدد بنسخة من هذه اللائحة، ودليل حوكمة الشركة، وقواعد السلوك المهني وسياسة الإبلاغ المبكر وسياسة وإجراءات التعامل مع حالات تعارض المصالح والصفقات مع الأطراف ذوي العلاقة ومعايير وضوابط المنافسة لأعمال الشركة أو أحد فروع نشاطها، إلى جانب معلومات تتعلق بالمسائل الأساسية ذات العلاقة بعمل اللجنة، وكذلك معلومات عن الشركة تتعلق بأعمال وأنشطة اللجنة.

المادة السادسة: المهام والمسؤوليات

تشمل مهام ومسؤوليات اللجنة بصفة خاصة ما يلي:

(يتم قراءتها في ضوء مصفوفة الصلاحيات الخاصة بالشركة)

فيما يخص التقارير المالية:

1. دراسة القوائم المالية الأولية والسنوية للشركة قبل عرضها على مجلس الإدارة وإبداء رأيها والتوصية في شأنها؛ لضمان نزاهتها وعدالتها وشفافيتها.
2. إبداء الرأي الفني - بناءً على طلب مجلس الإدارة - فيما إذا كان تقرير مجلس الإدارة والقوائم المالية للشركة عادلة ومتوازنة ومفهومة وتتضمن المعلومات التي تتيح للمساهمين والمستثمرين تقييم المركز المالي للشركة وأدائها ونموذج عملها واستراتيجيتها.
3. دراسة أي مسائل مهمة أو غير مألوفة تتضمنها التقارير المالية.
4. البحث بدقة في أي مسائل يثيرها المدير المالي للشركة أو من يتولى مهامه أو مسؤول الالتزام في الشركة أو مراجع الحسابات.
5. التحقق من التقديرات المحاسبية في المسائل الجوهرية الواردة في التقارير المالية.
6. دراسة السياسات المحاسبية المتبعة في الشركة وإبداء الرأي والتوصية لمجلس الإدارة في شأنها.



6. Examining the accounting policies followed by the Company and providing its opinion and recommendations to the Board thereon.

With respect to internal audit:

1. Studying and reviewing the Company's internal and financial control systems, and the risk management system; and provide the Board with its recommendation on such matter.
2. Reviewing and approving the internal audit plan and all major changes to the plan; that shall be updated annually.
3. Recommend to the Board the scope of the internal audit division's report, in consideration with the requirements stated in Article 75 from the Corporate Governance Regulations.
4. Reviewing the internal audit reports and following up the implementation of the corrective measures in respect of the observations made in such;
5. Monitoring and overseeing the performance and activities of the internal audit division of the company, to ensure the availability of the necessary resources and their effectiveness in performing the assigned activities and duties.
6. Reviewing the internal audit division charter and recommending thereof to the board for approval.
7. Approved the internal audit procedures.
8. Recommend to the Board on appointing the Chief Audit Executive, and suggest his/her remunerations; and his dismissal.
9. Ensuring the internal audit division is independent from Executive Management.

فيما يخص التدقيق الداخلي:

1. دراسة ومراجعة نظم الرقابة الداخلية والمالية وإدارة المخاطر في الشركة والتوصية بشأنه الى المجلس.
2. مراجعة واعتماد خطة التدقيق الداخلي وجميع التغييرات الجوهرية على الخطة، على أن تُحدث الخطة بشكل سنوي.
3. التوصية لمجلس الإدارة بنطاق تقرير قطاع التدقيق الداخلي مع مراعاة متطلبات ما ورد من المادة ٧٥ من لائحة حوكمة الشركات.
4. مراجعة تقارير التدقيق الداخلي ومتابعة تنفيذ الإجراءات التصحيحية للملاحظات الواردة فيها.
5. الرقابة والإشراف على أداء وأنشطة قطاع التدقيق الداخلي في الشركة - للتحقق من توافر الموارد اللازمة وفعاليتها في أداء الأعمال والمهام المنوطة بها.
6. مراجعة لائحة عمل قطاع التدقيق الداخلي والتوصية بها الى مجلس الادارة لاعتمادها.
7. اعتماد إجراءات عمل قطاع التدقيق الداخلي.
8. التوصية لمجلس الإدارة بشأن تعيين رئيس قطاع التدقيق الداخلي وعزله واقتراح مكافآته
9. التأكد من استقلالية قطاع التدقيق الداخلي عن الإدارة التنفيذية.

With respect to external audit:

1. Providing recommendations to the Board to nominate external auditors, dismiss them, determine their remunerations, and assess their performance after verifying their independence and reviewing the scope of their work and the terms of their contracts;
2. Verifying the independence of the external auditor, its objectivity, fairness, and effectiveness of the audit activities, taking into account the relevant rules and standards;
3. Reviewing the plan of the Company's external auditor and its activities, and ensuring that it does not provide any technical or administrative or consulting works that are beyond its scope of work, and provides its opinion thereon;
4. Responding to queries of the Company's external auditor;
5. Reviewing the external auditor's reports and its comments on the financial statements, and following up on the procedures taken in connection therewith.
6. Approve any amendments on the external auditor's scope of work

With respect to compliance:

1. Reviewing the results of the supervisory authority reports and ensuring that the Company has taken the necessary actions in connection therewith;
2. Ensuring the Company's compliance with the relevant laws, regulations, policies and instructions;
3. Reviewing the contracts and proposed Related Party transactions, and providing its recommendations to the Board in connection therewith; and
4. Reporting to the Board any issues in connection with what it deems necessary to take action on, and providing recommendations as to the steps that should be taken.

فيما يخص مراجع الحسابات:

١. التوصية لمجلس الإدارة بترشيح مراجعي الحسابات وعزلهم وتحديد أتعابهم وتقييم أدائهم، بعد التحقق من استقلالهم ومراجعة نطاق عملهم وشروط التعاقد معهم.
٢. التحقق من استقلال مراجع الحسابات وموضوعيته وعدالته، ومدى فعالية أعمال المراجعة، مع الأخذ في الاعتبار القواعد والمعايير ذات الصلة.
٣. مراجعة خطة مراجع حسابات الشركة وأعماله، والتحقق من عدم تقديمه أعمالاً فنية أو إدارية أو استشارية تخرج عن نطاق أعمال المراجعة، وإبداء مريئتها حيال ذلك.
٤. الإجابة عن استفسارات مراجع حسابات الشركة
٥. دراسة تقرير مراجع الحسابات وملاحظاته على القوائم المالية ومتابعة ما اتخذ بشأنه
٦. الموافقة على أي تعديلات على نطاق عمل المراجع الخارجي.

فيما يخص ضمان الالتزام:

١. مراجعة نتائج تقارير الجهات الرقابية والتحقق من اتخاذ الشركة الإجراءات اللازمة بشأنها
٢. التحقق من التزام الشركة بالأنظمة واللوائح والسياسات والتعليمات ذات العلاقة.
٣. مراجعة العقود والتعاملات المقترح أن تجريها الشركة مع الأطراف ذوي العلاقة، وتقديم مريئتها حيال ذلك إلى مجلس الإدارة.
٤. رفع ما تراه من مسائل ترمي ضرورة اتخاذ إجراء بشأنها إلى مجلس الإدارة، وإبداء توصياتها بالإجراءات التي يتعين اتخاذها.



Other responsibilities:

1. Recommend to the Board the policies and procedures to be followed by Stakeholders when submitting complaints or reporting any violations, these policies and procedures shall take the following into consideration:
 - Facilitating the method by which Stakeholders (including Company employees) report to the Board conducts and practices of the Executive Management's that violate applicable laws, regulations and rules or raising doubts as to the financial statements or the internal audit controls or others, whether such conducts or practices are against them or not, and conducting the necessary investigation in that regard;
 - Maintaining the confidentiality of reporting procedures through facilitating direct contact with an independent member of the audit committee or other specialized committees;
 - Appointing an employee to receive and address complaints or reports sent by Stakeholders
 - Dedicating a telephone number or an email address for receiving complaints; and
 - Providing the necessary protection to the Stakeholders.

Article Seven: Chairman Responsibilities and Duties

The basic responsibilities of the Chairman are to:

1. Supervise the work of the Committee and ensure that such work complies with its Charter.
2. Plan to convene committee meetings
3. Prepare agendas of the committee meetings, while taking into consideration any matters raised by any of the members or the external auditor, and any subjects that the Executive Management desires to discuss with the committee
4. Provide final approvals on the agendas and minutes.
5. Represent the Committee in the Board and the General Assembly.

مسؤوليات أخرى:

1. التوصية لمجلس الإدارة بما يلزم من سياسات وإجراءات يتبعها أصحاب المصالح في تقديم شكاواهم أو الإبلاغ عن الممارسات المخالفة، مع مراعاة أن تشمل تلك السياسات والإجراءات ما يلي:
 - تيسير إبلاغ أصحاب المصالح (بمن فيهم العاملون في الشركة) مجلس الإدارة بما قد يصدر عن الإدارة التنفيذية من تصرفات أو ممارسات تخالف الأنظمة واللوائح والقواعد المرعية أو تثير الريبة في القوائم المالية أو أنظمة الرقابة الداخلية أو غيرها، سواء أكانت تلك التصرفات أو الممارسات في مواجهتهم أم لم تكن، وإجراء التحقيق اللازم بشأنها.
 - الحفاظ على سرية إجراءات الإبلاغ بتيسير الاتصال المباشر بعضو مستقل في لجنة المراجعة أو غيرها من اللجان المختصة.
 - تكليف شخص مختص بتلقي شكاوى أو بلاغات أصحاب المصالح والتعامل معها.
 - تخصيص هاتف أو بريد إلكتروني لتلقي الشكاوى.
 - توفير الحماية اللازمة لأصحاب المصالح.

المادة السابعة: مهام ومسؤوليات رئيس اللجنة

تشمل المسؤوليات الأساسية للرئيس ما يلي:

1. الإشراف على أعمال اللجنة وضمان الالتزام بلائحتها
2. التخطيط لعقد اجتماعات اللجنة
3. إعداد جدول أعمال اجتماعات اللجنة مع الأخذ بعين الاعتبار أي مسألة يطرحها أحد أعضاء اللجنة أو يثيرها مراجع الحسابات وأي موضوعات ترغب الإدارة التنفيذية في مناقشتها مع اللجنة.
4. الموافقة النهائية على جداول الأعمال والمحاضر.
5. تمثيل اللجنة أمام المجلس والجمعية العامة.
6. طلب المعلومات اللازمة من الإدارة التنفيذية لتمكين اللجنة من القيام بمسؤولياتها.
7. إدارة أعمال اللجنة ومتابعتها بمساعدة أمين السر.



6. Request the necessary information from the Executive Management to enable the committee to perform their responsibilities.
7. Manage and follow up the Committee's tasks and duties with the assistance of the Secretary.
8. Ensure the soundness of the decisions taken by the Committee, and ensures that they are built on well-informed foundations and focus on the interest of achieving the Company objectives and strategic plans.
9. Ensure the implementation of the Committee's resolutions and recommendations.

Article Eight: Acting Chairman Responsibilities and Duties

The acting chairman shall perform the functions and tasks of the Chairman in his absence.

Article Nine: Members Responsibilities and Duties

1. Cooperate to achieve the objectives of the Committee
2. Keen to be present and actively participate in the Committee's meetings.
3. Contribute with opinions and express one's point of view responsibly and impartially; taking into account the public interest of the Company.
4. The members and any related party shall avoid dealing with the Company's securities during the prohibited period as stated in the Rules on the Offer and Continuing Obligations.

Article Ten: Secretary Duties & Responsibilities

The committee shall appoint a committee secretary from its members or the company's staff. The Secretary's responsibilities are as follows:

1. Prepare and coordinate meetings; including the preparation of the agenda in coordination with the Chairman.
2. Schedule the committee's meetings in coordination with the Chairman.
3. Prepare meeting minutes and ensure that all attendee members sign these minutes.

8. ضمان سلامة القرارات والتوصيات التي تتخذها اللجنة، والتأكد من أنها مبنية على أسس معرفية وتصب في مصلحة الشركة وتحقيق أهدافها وخططها الاستراتيجية.
9. التأكد من تنفيذ قرارات اللجنة وتوصياتها.

المادة الثامنة: مهام ومسؤوليات رئيس اللجنة المكلف

يتولى الرئيس المكلف القيام بعمل الرئيس ومهامه في حال غيابه.

المادة التاسعة: مهام ومسؤوليات الأعضاء

1. التعاون على تحقيق أهداف اللجنة.
2. الحرص على الحضور والمشاركة الفاعلة في اجتماعات اللجنة.
3. المساهمة بالآراء والتعبير عن وجهة النظر بمسؤولية وحيادية، مع أخذ المصلحة العامة للشركة في الاعتبار.
4. امتناع الأعضاء وأي شخص ذي علاقة بأي منهم عن تداول الأوراق المالية للشركة خلال فترات الحظر المنصوص عليها في قواعد طرح الأوراق المالية والالتزامات المستمرة الصادرة من هيئة السوق المالية.

المادة العاشرة: مهام ومسؤوليات أمين سر اللجنة

تقوم اللجنة بتعيين أمين سر للجنة من بين أعضائها أو من موظفي الشركة، وتمثل مسؤولياته في الآتي:

1. التحضير والتنسيق للاجتماعات، بما في ذلك إعداد جدول الأعمال بالتنسيق مع رئيس اللجنة.
2. تحديد موعد اجتماعات اللجنة بالتنسيق مع الرئيس.
3. إعداد محاضر الاجتماعات، والتأكد من توقيع جميع الأعضاء الحاضرين عليها.
4. تزويد أعضاء اللجنة بنسخ من محاضر الاجتماعات.
5. متابعة القرارات والتوصيات التي اتخذتها اللجنة.
6. الاحتفاظ بجميع مستندات اللجنة، بما في ذلك جداول الأعمال، والمحاضر، وسجلات متابعة تنفيذ قراراتها وتوصياتها.

4. Provide the Members of the Committee with copies of the minutes of meeting
5. Follow up the resolutions and recommendations issued by the Committee.
6. Maintain all documents of the Committee; including the agendas, minutes, and records of monitoring the implementation of its decisions.

Article Eleven: Administrating Meeting & Attendees

1. The Chairman shall be responsible for managing the Committee's meetings; including the approval of the agenda, supervising the decision-making process and voting on it, and announcing the results with the assistance of the Secretary.
2. No member of the Board or the Executive Management except the committee members and secretary may attend the meetings of a committee unless the committee requests his/her opinion or advice
3. The Committee may invite whom it deems appropriate to attend its meetings, provided that it must be recorded in the minutes of the meeting. Such a person shall not have the right to vote on the Committee's decisions.

Article Twelve: Agenda and Distribution of Documents

1. The Committee shall approve the agenda once the meeting is convened. If any member has any objection to the agenda, this shall be recorded in the minutes of meeting.
2. Each member has the right to add any item to the agenda.
3. A meeting pack shall be distributed to all members at least five days in advance of the meeting which should include the notice, agenda and related documents for each agenda item such as presentations, reading material, discussion material etc.
4. If circumstances require convening an emergency meeting, the invitation accompanied with the agenda and necessary documents and information may be sent within a period less than the five days.

المادة الحادية عشر: إدارة الاجتماعات والحضور

١. يكون الرئيس مسؤولاً عن إدارة اجتماعات اللجنة، بما في ذلك اعتماد جدول الأعمال، والإشراف على عملية اتخاذ القرار أو التوصية والتصويت عليها، وإعلان النتائج بمساعدة أمين السر.
٢. لا يحق لأي عضو في مجلس الإدارة أو الإدارة التنفيذية عدا أمين سر اللجنة وأعضاء اللجنة حضور اجتماعاتها إلا إذا طلبت اللجنة الاستماع إلى رأيه أو الحصول على مشورته،
٣. يجوز للجنة دعوة من تراه لحضور اجتماعاتها، على أن يثبت ذلك بمحضر الاجتماع، دون أن يكون له حق التصويت على قرارات اللجنة.

المادة الثانية عشر: جدول الأعمال وتوزيع الوثائق والمستندات

١. تقر اللجنة جدول الأعمال عند انعقادها، وفي حال اعتراض أي عضو على هذا الجدول يجب إثبات ذلك في محضر اجتماع اللجنة.
٢. لكل عضو في اللجنة حق اقتراح إضافة بند إلى جدول الأعمال.
٣. يجب توزيع مواد الاجتماع على أعضاء اللجنة قبل خمسة أيام على الأقل من موعد الاجتماع. تتضمن مواد الاجتماع موعد الاجتماع، وجدول الأعمال، والوثائق المتعلقة بكل بند من بنود جدول الأعمال مثل العروض والمستندات المخصصة للقراءة والمناقشة الخ.
٤. عند الحاجة لعقد اجتماع بشكل طارئ، يجوز إرسال الدعوة إلى الاجتماع مرفقاً بها جدول أعمال الاجتماع والوثائق والمعلومات اللازمة خلال مدة تقل عن خمسة أيام قبل تاريخ الاجتماع



5. The Committee must comply with the pre-agreed agenda (except for any emergency issues approved by the Chairman)
6. The time of the meeting shall be specified in the agenda, as well as the time allocated for each subject included in the agenda.

Article Thirteen: Conflict of Interest and Competing Businesses

1. The members of the Board and its committees, Substantial Shareholders, Senior Executives and other employees of the Company shall avoid situations that may lead to a conflict between their interests and the interests of the Company, If there is a conflict of interest, it must be dealing with them in accordance with Conflicts of Interest and Related Parties Transactions Policy and Procedures approved by the Board
2. If a member of the committee from outside the Board wishes to participate in work that would compete with the company, he must be dealt with in accordance the Standards and controls for competition to the company's business approved by the General Assembly.
3. It is not permissible for any member of the Committee to accept gifts from any person who has business dealings with the company, if such gifts would lead to a conflict of interest.

Article Fourteen: Minutes of Meeting

1. Documenting the Committee meetings and Minutes of meetings shall be prepared by the Committee secretary covering proceedings and resolutions of the Committee, and includes names of the persons present and invited to attend and any reservations they expressed (if any).
2. The minutes shall be prepared within five working days from the date of the meeting. The minutes shall be then sent to the chairman and the members within one week

5. تتقيد اللجنة بجدول الأعمال الموافق عليه مسبقاً (باستثناء أي بنود طارئة يوافق عليها الرئيس)، يتم ادراجها في بند ما يستجد من أعمال.
6. يحدد في جدول الأعمال الوقت المقدر للاجتماع، والوقت المقدر لكل موضوع مدرج فيه.

المادة الثالثة عشر: تعارض المصالح و الأعمال المنافسة

1. يجب على أعضاء اللجنة تجنب الحالات التي تؤدي إلى تعارض مصالحهم مع مصالح الشركة، وفي حال وجود تعارض في المصالح فيجب التعامل معها وفقاً لما نصت عليه سياسة وإجراءات التعامل مع حالات تعارض المصالح والصفقات مع الأطراف ذوي العلاقة المعتمدة من قبل مجلس الإدارة
2. إذا رغب أحد أعضاء اللجنة من خارج المجلس الاشتراك في عمل من شأنه منافسة الشركة فيجب التعامل معها وفقاً لما نصت عليه معايير وضوابط المنافسة لأعمال الشركة أو أحد فروع نشاطها المعتمدة من قبل الجمعية العامة.
3. لا يجوز لأي من أعضاء اللجنة قبول الهدايا من أي شخص له تعاملات تجارية مع الشركة، إذا كان من شأن تلك الهدايا أن تؤدي إلى تعارض في المصالح.

المادة الرابعة عشر: محاضر الاجتماع

1. يكون أمين سر اللجنة مسؤولاً عن توثيق اجتماعات اللجنة وتدوين محاضر الاجتماعات والتي تتضمن نقاشات ومداولات وقرارات اللجنة، إلى جانب توثيق أسماء الحضور والمدعويين وأي تحفظات لديهم (إن وجدت).
2. يجب أن يعد المحضر خلال خمسة أيام عمل من تاريخ الاجتماع، ومن ثم يرسل لرئيس وأعضاء اللجنة للرد خلال أسبوع من تاريخه، ويتم التوقيع على المحاضر من قبل أعضاء اللجنة في الاجتماع القادم.



- from its date. The minutes must be signed off by the committee members in the next meeting.
3. The minutes shall be signed by the Chairman of the meeting and the attendee Members.
 4. The minutes may be signed through all accessible means including electronic means.
 5. All related documents to the meeting shall be enclosed to the minutes.
 6. If any changes or modifications proposed to the minutes of the meeting, modification or change shall be made after the approval of the Chairman.
 7. A copy of the committee's minutes shall be presented to the Board regularly

Article Fifteen: Following-upon Resolutions and Recommendations

1. The Secretary shall follow-up the resolutions and recommendations issued by the Committee, and provide the members of the updates.
2. The Secretary shall report to the Chairman any obstacles facing the work process of the Committee, including any delay in implementing its decisions and recommendations.

Article Sixteen: Conflict between Audit Committee and the Board

If a conflict arises between the recommendations of the Committee and the Board resolutions, or if the Board refuses to put the Committee's recommendations into action as to appointing or dismissal of the Company's external auditor or determining its remuneration, assessing its performance, and/or appointing the Chief Audit Executive, the Board's annual report shall include the Committee's recommendations and justifications, and the reasons for not following such recommendations.

٣. يجب أن يوقع على المحضر رئيس الاجتماع والأعضاء الحاضرون.
٤. يمكن استخدام جميع الوسائل المتاحة لاعتماد المحاضر بما في ذلك الوسائل الالكترونية.
٥. يرفق بالمحضر جميع المستندات والوثائق ذات الصلة بالاجتماع.
٦. إذا اقترحت أي تغييرات أو تعديلات على محضر الاجتماع، فيتم التعديل أو التغيير بعد موافقة الرئيس على ذلك.
٧. يتم تقديم نسخة من محاضر اجتماعات اللجنة للمجلس بشكل دوري

المادة الخامسة عشر: متابعة القرارات والتوصيات

١. يقوم أمين السر بمتابعة قرارات اللجنة وتوصياتها وتزويد الأعضاء بما يستجد حيالها.
٢. يرفع أمين السر للرئيس أي معوقات تواجه سير أعمال اللجنة، بما في ذلك أي تأخير في تنفيذ قراراتها وتوصياتها.

المادة السادسة عشر: حدوث تعارض بين لجنة المراجعة ومجلس الإدارة

إذا حصل تعارض بين توصيات لجنة المراجعة وقرارات مجلس الإدارة، أو إذا رفض المجلس الأخذ بتوصية اللجنة بشأن تعيين مراجع حسابات الشركة وعزله وتحديد أتعابه وتقييم أدائه أو تعيين المراجع الداخلي، فيجب تضمين تقرير مجلس الإدارة السنوي توصية اللجنة ومبرراتها، وأسباب عدم أخذه بها.

Article Seventeen: Reports

1. The Committee, with the assistance of the Secretary, shall prepare an annual report to be submitted to the Board. It should include information on the number of meetings held by the Committee, and the number of attendees. In addition to that, the report should also include the works of the Committee, its decisions and recommendations taken during the reporting period, and what did it do regarding the implementation of those decisions and recommendations.
2. The Board has the right to call the Members to attend a meeting of the Board once a year. The meeting will be dedicated to discuss with the Members the report of the Committee submitted to the Board, in which the opinions and remarks of the Members shall be heard.
3. The Committee shall prepare the audit committee report for the shareholders, that includes details of the performance of its responsibilities and duties, its recommendations and opinion on the adequacy of the internal and financial control systems and risk management systems in the Company. The Board shall make available sufficient copies of the audit committees' report at the Company's head office and publish them on the Company's and the Exchange's websites when publishing the invitation to convene the General Assembly, Summary of the report shall be read at the General Assembly.

Article Eighteen: Arrangements for Providing Remarks

The Committee shall develop arrangements that enable the Company's employees to confidentially provide their remarks in respect of any inaccuracies in the financial or other reports. The Committee shall ensure that such arrangements have been put into action through an adequate independent investigation in respect of the error or inaccuracy, and shall adopt appropriate follow-up procedures.

المادة السابعة عشر: التقارير

١. تعد اللجنة بمساعدة أمين السر تقريراً سنوياً يرفع للمجلس، ويتضمن التقرير معلومات عن عدد الاجتماعات التي عقدها اللجنة، وعدد الحاضرين من الأعضاء، إضافة إلى أعمال اللجنة وقراراتها وتوصياتها المتخذة خلال فترة التقرير، وما تم القيام به حيال تنفيذ تلك القرارات والتوصيات.
٢. للمجلس أن يدعو أعضاء اللجنة لحضور اجتماع المجلس مرة واحدة في السنة يخصص لمناقشتهم حول تقرير اللجنة المعروض على المجلس والاستماع إلى آرائهم وملاحظاتهم.
٣. تعد اللجنة تقرير لجنة المراجعة للمساهمين، والذي يتضمن تفاصيل أداء اللجنة لمسؤولياتها والواجبات الموكلة إليها، وتوصياتها ورأيها بشأن مدى ملاءمة أنظمة الرقابة الداخلية والمالية ونظم إدارة المخاطر في الشركة وعلى مجلس الإدارة أن يودع نسخاً كافية من هذا التقرير في مركز الشركة الرئيس وأن ينشر في الموقع الإلكتروني للشركة والموقع الإلكتروني للسوق عند نشر الدعوة لانعقاد الجمعية العامة، ويتلى ملخص التقرير أثناء انعقاد الجمعية.

المادة الثامنة عشر: ترتيب تقديم الملاحظات

على لجنة المراجعة وضع آلية تتيح للعاملين في الشركة تقديم ملاحظاتهم بشأن أي تجاوز في التقارير المالية أو غيرها بسرية. وعلى اللجنة التحقق من تطبيق هذه الآلية بإجراء تحقيق مستقل يتناسب مع حجم الخطأ أو التجاوز وتبني إجراءات متابعة مناسبة.



Article Nineteen: Resources & Authority

The committee has the following powers and authorities:

1. Investigate any matter falling within its jurisdiction, or any subject specifically requested by the Board of Directors, mainly the following:
 - Access the Company's records and documents.
 - Request any explanation or statement from Board members, Executive Management.
2. Request that the Board calls for a General Assembly Meeting if its activities have been impeded by the Board or if the Company has suffered significant losses and damages.
3. Seek legal and technical advice from any third party or other independent consultant, when necessary, to assist the Committee in performing its functions. This shall be on the Company's account.

Article Twenty: Communication

Communication with Shareholders

The Chairman of the Committee, or his delegate from Committee members, shall attend the General Assembly Meetings and answer any questions raised by the shareholders regarding the Committee's activities and mandate.

Communication to the Board

The Committee, through its Chairman, shall report to the Board, on any matters that, in the opinion of the Committee, needs to be brought to the attention of the Board and any matter requiring Board approval and / or action.

Communication with Management

In coordination with the CEO, the Committee may invite any officer or employee of the Company to attend its meetings and provide information, as necessary. Such individuals should be invited through the CEO.

المادة التاسعة عشر: السلطات والصلاحيات

يكون للجنة السلطات والصلاحيات التالية:

1. حق التحري عن أي أمر يدخل ضمن مهامها، أو أي موضوع يطلبه المجلس على وجه التحديد ومن ذلك:
 - حق الاطلاع على سجلات الشركة ووثائقها
 - طلب أي إيضاح أو بيان من أعضاء مجلس أو الإدارة التنفيذية
2. أن تطلب من مجلس الإدارة دعوة الجمعية العامة للشركة للانعقاد إذا أعاق مجلس الإدارة عملها أو تعرضت الشركة لأضرار أو خسائر جسيمة.
3. حق الاستعانة بالمشورة القانونية والفنية من أي جهة خارجية أو أية جهة استشارية مستقلة أخرى متى كان ذلك ضرورياً لمساعدة اللجنة في أداء مهامها، ويكون ذلك على حساب الشركة.

المادة العشرون: التواصل

التواصل مع المساهمين

يجب على رئيس اللجنة أو من ينوب عنه من أعضاء اللجنة، حضور اجتماعات الجمعية العامة والرد على جميع استفسارات المساهمين ذات العلاقة بنشاطات واختصاصات اللجنة.

التواصل مع مجلس الإدارة

تتولى اللجنة من خلال رئيسها، إبلاغ المجلس بأية مسائل ترمى للجنة ضرورة إحاطة المجلس بها، إلى جانب المواضيع التي تتطلب اعتماد المجلس لها و/أو اتخاذ ما يلزم من إجراءات حيالها.

التواصل مع الإدارة

بالتنسيق مع الرئيس التنفيذي، يحق للجنة دعوة أي من مسؤولي أو موظفي الشركة لحضور اجتماعاتها وتقديم المعلومات اللازمة كما يقتضي الأمر.



Article Twenty-One: Committee Work Confidentiality

1. The Members of the Committee must maintain the confidentiality of the information they receive through their membership in the Committee. They should use it only for the purpose of performing their membership functions. Such information should not be declared or stated to any other party. It should not be disclosed or exploited in any way, or use for any purpose whatsoever. It should not be disclosed when dealing with the media. The Member should not talk or make a statement on behalf of the Company. The commitment also includes the obligation to maintain the confidentiality of such information after the termination of membership from the Committee.
2. A non-board AC member shall sign a copy of the "Letter of Appointment" form prepared by the Board Secretarial.

Article Twenty-Two: Compensation and Remuneration

The Members and the Secretary are entitled to Remuneration pursuant to the Remuneration Policy approved by the General Assembly.

Article Twenty-Three: Prevailing Language

This Charter has been executed in both Arabic and English Language. In the event of any contradiction between the Arabic text and the English text, the Arabic text shall prevail.

Article Twenty- Four: Adoption and Changes to the Charter

This Charter and any changes thereof shall be approved by the General Assembly, upon Board's recommendation.

المادة الحادية والعشرون: سرية أعمال اللجنة

1. يجب على أعضاء اللجنة المحافظة على سرية المعلومات التي يحصلون عليها من خلال عضويتهم في اللجنة، واستخدامها لغرض تأدية مهام عضويتهم فقط، وعدم الإعلان أو التصريح بأي من تلك المعلومات لأي طرف آخر، أو الإفصاح عنها أو استغلالها بأي شكل من الأشكال أو استعمالها لأي غرض كان، أو التعامل بشأنها مع وسائل الإعلام، أو الحديث باسم الشركة. ويشمل الالتزام أيضاً المحافظة على سرية تلك المعلومات بعد انتهاء العضوية في اللجنة.
2. يجب على أعضاء اللجنة من خارج المجلس التوقيع على نسخة "خطاب التعيين" الذي تعده الأمانة العامة للمجلس.

المادة الثانية والعشرون: المكافآت والتعويضات

يستحق الأعضاء وأمين السر المكافآت بناءً على سياسة المكافآت المعتمدة من قبل الجمعية العامة.

المادة الثالثة والعشرون: اللغة

تم اعداد هذه اللائحة باللغة العربية والإنجليزية. وفي حال وجود تعارض بين النص العربي والإنجليزي، فيكون النص العربي هو المتخذ.

المادة الرابعة والعشرون: اعتماد اللائحة وتعديلاتها

يجب أن تعتمد هذه اللائحة وأي تعديلات عليها من قبل الجمعية العامة، بتوصية من مجلس الإدارة.



جبل عمر
Jabal Omar





جبل عمر
Jabal Omar



لائحة عمل لجنة الترشيحات والمكافآت قبل التعديل



لائحة عمل لجنة
الترشيحات والمكافآت
الإصدار رقم 3

Remuneration &
Nomination Committee
Charter
Version 3



Article One: Definitions

In this document, the following definitions of words and phrases apply unless the context clearly requires otherwise:

- **CMA:** Capital Market Authority.
- **Board:** Board of Directors
- **Charter:** Remuneration & Nomination Committee Charter.
- **Committee:** Remuneration & Nomination Committee
- **Chairman:** Chairman of the Remuneration & Nomination Committee.
- **Acting Chairman:** If the Chairman is absent from a Committee meeting, the members in attendance will elect a temporary Chairman amongst themselves during the meeting.
- **Member:** Member of the Remuneration & Nomination Committee.
- **Secretary:** Secretary of the Remuneration & Nomination Committee.
- **"Company" or "JODC":** Jabal Omar Development Company
- **Non-Director:** A Committee director / member who is not a member of the Board.
- **Executive Management or Senior Executives:** Persons responsible for managing the daily operations of the Company, and proposing and executing strategic decisions, such as the Chief Executive Officer (CEO) and his/her delegates and the Chief Financial Officer (CFO).

Article Two: Purpose

The Charter aims to determine the standards and procedures of the Committee's works. The purpose is also to specify its scope of work and responsibilities, as well as indicating its mechanism of making decisions. The Charter also aims to set the roles and responsibilities of the Chairman, Acting Chairman, Members and the Secretary.

Article Three: Appointment & Compositions

1. The Board appoints the members for a term of three Gregorian years that starts with the beginning of the Board's term and ends with its termination. The Board may re-appoint the members for other terms or coinciding terms.
2. The Board may isolate or terminate the membership of the Members, based on the performance assessment results, or the Board's evaluation.
3. The Chairman of the Committee is selected by the members of the Committee by majority vote. The

المادة الأولى: تعاريف

يقصد بالكلمات والعبارات الآتية، المعاني الموضحة إزاء كل منها ما لم يقض سياق النص بغير ذلك:

- **الهيئة:** هيئة السوق المالية
- **المجلس:** مجلس إدارة الشركة
- **اللائحة:** لائحة عمل لجنة الترشيحات والمكافآت
- **الرئيس:** رئيس لجنة الترشيحات والمكافآت
- **الرئيس المكلف:** إذا تغيب الرئيس عن اجتماع اللجنة، يتم اختيار رئيس لجنة مؤقت من قبل الأعضاء الحاضرين في الاجتماع.
- **العضو:** عضو لجنة الترشيحات والمكافآت
- **أمين السر:** أمين سر لجنة الترشيحات والمكافآت
- **الشركة:** شركة جبل عمر للتطوير
- **عضو من خارج المجلس:** عضو في اللجنة وليس في مجلس الإدارة.
- **الإدارة التنفيذية أو كبار التنفيذيين:** الأشخاص المنوط بهم إدارة عمليات الشركة اليومية، واقتراح القرارات الاستراتيجية وتنفيذها، كالرئيس التنفيذي ونوابه والمدير المالي.

المادة الثانية: الهدف

تهدف اللائحة إلى تحديد ضوابط عمل اللجنة وإجراءاتها، ونطاق أعمالها ومسؤولياتها، وآلية اتخاذ قراراتها، ومهام الرئيس والرئيس المكلف والأعضاء والأمين ومسؤولياتهم.

المادة الثالثة: قواعد تعيين وتشكيل اللجنة

1. يقوم المجلس بتعيين أعضاء لمدة ثلاث سنوات ميلادية تبدأ مع بداية دورة المجلس وتنتهي بانتهائها. ويجوز للمجلس إعادة انتخابهم لفترة أو فترات مماثلة أخرى
2. يجوز للمجلس إنهاء عضوية أو عزل أعضاء اللجنة بناءً على نتائج التقييم أو وفقاً لتقدير المجلس.
3. يتم اختيار رئيس اللجنة عن طريق أعضاء اللجنة الآخرين بالأغلبية على أن يكون عضواً مستقلاً وأن يكون من أعضاء مجلس الإدارة المستقلين.



- Chairman of the Committee shall be an Independent Director and a Board Independent Director.
4. If the Chairman is absent from a Committee meeting, the members in attendance will elect an Acting Chairman amongst themselves during the meeting.
 5. The members shall be suitably qualified, experienced and knowledgeable to adequately discharge their responsibilities.
 6. The Committee shall comprise of at a minimum of three members and a maximum of five members. The Committee shall take into consideration that their members are of Independent Directors. The Board may appoint Non-Executive Directors or persons other than Board members either from shareholders or others.
 7. If a position in the Committee becomes vacant, the Board shall assign a member to the Committee, to complete the remaining term.

Article Four: Meetings and Quorum

1. The Committee meetings shall convene periodically at least two (2) times during the Gregorian financial year, or more frequently as required. The Committee shall also meet if requested by Committee Chairman, or Board Chairman.
2. The Committee may approve its annual meetings' calendar before start of each year, and agree any deviations from the published calendar at each meeting.
3. A quorum at any Committee meeting shall consist of the majority of attendee members. The Member may participate in the meeting via modern communication technologies. This would complete the legal quorum for the meeting.
4. All Committee resolutions and decisions shall be passed by majority of attendee members. The Chairman's vote shall be the tie breaker.
5. If a member fails to attend the meeting, he is allowed to appoint another member to act as a proxy in voting on the meeting's items. On condition that such proxy shall be recorded in writing. In all cases, it is not permissible that a member acts as a proxy for more than one member in the same meeting.
6. Dissenting members will not be liable if they have expressly recorded their objection to the resolution in the minutes of meeting
7. The committee may issue resolutions by circulation, by presenting them to the members separately. Such resolutions shall be in force if signed by majority of the members.

4. إذا تغيب الرئيس عن الاجتماع يتم اختيار رئيس لجنة مكلف من قبل الأعضاء الحاضرين في الاجتماع.
5. يجب أن يكون أعضاء اللجنة مؤهلين تأهيلاً مناسباً وأن يكونوا من ذوي الخبرة والمعرفة للقيام بمسؤولياتهم بشكل فعال.
6. يجب ألا يقل عدد أعضاء اللجنة عن ثلاثة ولا يزيد عن خمسة. ويراعى أن يكون أعضاؤها من أعضاء مجلس الإدارة المستقلين، ويجوز الاستعانة بأعضاء غير تنفيذيين أو بأشخاص من غير أعضاء المجلس سواء أكانوا من المساهمين أم غيرهم.
7. إذا شغل مركز أحد أعضاء اللجنة جاز للمجلس تعيين عضواً في المركز الشاغر، لإكمال ما تبقى من الدورة

المادة الرابعة: الاجتماعات والنتائج

1. تجتمع اللجنة بشكل دوري على ألا يقل عدد اجتماعاتها عن اجتماعين خلال السنة المالية الميلادية أو أكثر متى ما دعت الحاجة لذلك. يجوز للجنة أن تجتمع إذا طلب ذلك رئيس مجلس الإدارة أو رئيس اللجنة.
2. يحق للجنة اعتماد مواعيد اجتماعاتها السنوية قبل بداية كل سنة، والاتفاق على أي تغييرات في المواعيد المعتمدة خلال أي من اجتماعاتها.
3. يتحقق النصاب اللازم لعقد اجتماعات اللجنة بحضور أغلبية الأعضاء أصالة، ويجوز مشاركة عضو اللجنة في الاجتماع من خلال استخدام تقنيات الاتصال الحديثة ويعد ذلك مكماً للنصاب القانوني.
4. تصدر قرارات وتوصيات اللجنة بأغلبية الأعضاء الحاضرين، وفي حال تساوي الأصوات يرجح الجانب الذي صوت معه الرئيس
5. إذا تغيب العضو عن حضور الاجتماع، جاز له أن ينيب عنه غيره من الأعضاء في التصويت على بنود الاجتماع الذي تغيب عنه، بشرط أن تكون الإنابة ثابتة بالكتابة. وفي جميع الأحوال لا يجوز لعضو اللجنة أن ينوب عن أكثر من عضو واحد في نفس الاجتماع.
6. لا يتحمل الأعضاء المتحفظين على أي من القرارات التي اعتمدها اللجنة أي قدر من المسؤولية بشرط توثيق تحفظهم في محضر الاجتماع.
7. يمكن للجنة أن تصدر قرارات بالتمرير عن طريق عرضها على الأعضاء متفرقين. وتعد تلك القرارات سارية المفعول في حال توقيع أغلبية الأعضاء عليها.



Article Five: Induction

New members will be provided with a copy of this Charter, Corporate Governance Manual, Code of Conduct, and Whistle blowing policy, information on key issues for the Committee as well as specific information about the Company relevant to the Committee.

Article Six: Responsibilities and Duties

The Committee's responsibilities and duties include:

(To be read in collaboration with the Company's Authority Matrix)

1. Suggesting clear policies and standards for membership of the Board and the Executive Management;
2. Providing recommendations to the Board for the nomination or re-nomination of its members in accordance with approved policies and standards, taking into account that nomination shall not include any person convicted of a crime involving moral turpitude or dishonesty;
3. Preparing a description of the capabilities, qualifications and competencies required for membership of the Board and Executive Management positions;
4. Determining the amount of time that the member shall allocate to the activities of the Board;
5. Annually reviewing the skills and expertise required of the Board members and the Executive Management;
6. Reviewing the structure of the Board and the Executive Management and providing recommendations regarding changes that may be made to such structure;
7. Annually ensuring independence of Independent Directors and the absence of any conflicts of interest if a Board member also acts as a member of the Board of directors of another company;
8. Providing job descriptions for the Executive, Non-Executive and Independent Directors and the Senior Executive Management;
9. Setting procedures to be followed if the position of a member of the Board or a Senior Executive becomes vacant;
10. Determining the strengths and weaknesses of the Board and recommending remedy solutions that serve the Company's interests;

المادة الخامسة: تأهيل الأعضاء الجدد

يتم تزويد أعضاء الجدد بنسخة من هذه اللائحة، ودليل حوكمة الشركة، وقواعد السلوك المهني وسياسة الإبلاغ المبكر إلى جانب معلومات تتعلق بالمسائل الأساسية ذات العلاقة بعمل اللجنة، وكذلك معلومات عن الشركة تتعلق بأعمال وأنشطة اللجنة.

المادة السادسة: المهام والمسؤوليات

تشمل مهام ومسؤوليات اللجنة بصفة خاصة ما يلي:

(يتم قراءتها في ضوء مصفوفة الصلاحيات الخاصة بالشركة)

1. اقتراح سياسات ومعايير واضحة للعضوية في مجلس الإدارة والإدارة التنفيذية.
2. التوصية لمجلس الإدارة بترشيح أعضاء فيه وإعادة ترشيحهم وفقاً للسياسات والمعايير المعتمدة، مع مراعاة عدم ترشيح أي شخص سبقت إدانته بجريمة مخلة بالأمانة.
3. إعداد وصف للقدرات والمؤهلات والجدارات المطلوبة لعضوية مجلس الإدارة وشغل وظائف الإدارة التنفيذية.
4. تحديد الوقت الذي يتعين على العضو تخصيصه لأعمال مجلس الإدارة.
5. المراجعة السنوية للاحتياجات اللازمة من المهارات أو الخبرات المناسبة لعضوية مجلس الإدارة ووظائف الإدارة التنفيذية.
6. مراجعة هيكل مجلس الإدارة والإدارة التنفيذية وتقديم التوصيات في شأن التغييرات التي يمكن إجراؤها.
7. التحقق بشكل سنوي من استقلال الأعضاء المستقلين، وعدم وجود أي تعارض مصالح إذا كان العضو يشغل عضوية مجلس إدارة شركة أخرى.
8. وضع وصف وظيفي لأعضاء مجلس الإدارة التنفيذيين، الغير تنفيذيين والمستقلين والإدارة التنفيذية.
9. وضع الإجراءات الخاصة في حال شغور مركز أحد أعضاء مجلس الإدارة أو كبار التنفيذيين.
10. تحديد جوانب الضعف والقوة في مجلس الإدارة أو كبار التنفيذيين.
11. اقتراح معايير وآلية تقييم الأداء لكل من المجلس، وأعضائه، لجان الشركة، والإدارة التنفيذية.



11. Recommending criteria for performance evaluation of the Board, its members, Company's Committees and Executive Management;
12. Reviewing own performance against its roles and responsibilities at least once a year. The outcome of such assessment must be sent to the Board along with a proposal on any changes to improve its effectiveness.
13. Approve the dismissal/ termination of the executive management.
14. Preparing a clear policy for the remunerations of the Board members and its committees and the Executive Management, and presenting such policy to the Board in preparation for approval by the General Assembly, provided that such policy follows standards that linked to performance, and disclosing and ensuring the implementation of such policy;
15. Clarifying the relation between the paid remunerations and the adopted remuneration policy, and highlighting any material deviation from that policy;
16. Periodically reviewing the remuneration policy and assessing its effectiveness in achieving its objectives;
17. Providing recommendations to the Board in respect of the remunerations of its members, members of the committees and Senior Executives, in accordance with the approved policy;
18. Overseeing the Company's succession plan for the Executive Management.
19. Recommend to the Board to nominate non-directors as members for other Board Committees.
20. Any additional tasks delegated by the Board.

Article Seven: Chairman Responsibilities and Duties

The basic responsibilities of the Chairman are to:

1. Supervise the work of the Committee and ensure that such work complies with its Charter.
2. Plan to convene committee meetings
3. Prepare agendas of the committee meetings, while taking into consideration any matters raised by any of the members or the external auditor.
4. Provide final approvals on the agendas and minutes.
5. Represent the Committee before the Board and the General Assembly.

12. مراجعة وتقييم الأداء لمهامها ومسؤولياتها مرة واحدة على الأقل كل عام، على أن ترسل نتائج التقييم مع اقتراحات لتحسين فعاليتها الى المجلس.
13. الموافقة على فصل/ انتهاء عقد كبار التنفيذيين.
14. اعداد سياسة واضحة لمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن المجلس والإدارة التنفيذية، ورفعها إلى مجلس الإدارة للنظر فيها تمهيداً لاعتمادها من الجمعية العامة، على أن يراعى في تلك السياسة اتباع معايير ترتبط بالأداء، والإفصاح عنها، والتحقق من تنفيذها.
15. توضيح العلاقة بين المكافآت الممنوحة وسياسة المكافآت المعمول بها، وبيان أي انحراف جوهري عن هذه السياسة.
16. المراجعة الدورية لسياسة المكافآت، وتقييم مدى فعاليتها في تحقيق الأهداف المتوخاة منها.
17. التوصية لمجلس الإدارة بمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عنه وكبار التنفيذيين بالشركة وفقاً للسياسة المعتمدة.
18. الإشراف على خطط التعاقب الإداري الإدارة التنفيذية على مستوى الشركة.
19. التوصية لمجلس الإدارة بترشيح أعضاء من خارج المجلس للعمل في لجان المجلس الأخرى.
20. أي مهام اضافية يتم تكليفها بها من قبل المجلس.

المادة السابعة: مهام ومسؤوليات رئيس اللجنة

تشمل المسؤوليات الأساسية للرئيس ما يلي:

1. الإشراف على أعمال اللجنة وضمان الالتزام بلائحتها
2. التخطيط لعقد اجتماعات اللجنة
3. إعداد جدول أعمال اجتماعات اللجنة مع الأخذ بعين الاعتبار أي مسألة يطرحها أحد أعضاء اللجنة أو يثيرها مراجع الحسابات.
4. الموافقة النهائية على جداول الأعمال والمحاضر
5. تمثيل اللجنة أمام المجلس والجمعية العامة..



6. Request the necessary information from the Executive Management to enable the committee to perform their responsibilities.
7. Managing and following up the Committee's tasks and duties with the assistance of the Secretary.
8. Ensure the soundness of the decisions taken by the Committee, and that they are built on well-informed foundations and focus on the interest of achieving the objectives of the Company and its strategic plans.
9. Ensure the execution of the Committee's resolutions and recommendations

Article Eight: Acting Chairman Responsibilities and Duties

The acting chairman shall perform the functions and tasks of the Chairman in his absence.

Article Nine: Members Responsibilities and Duties

1. Cooperate to achieve the objectives of the Committee
2. Keen to be present to actively participate in the Committee's meetings.
3. Contribute with opinions and express one's point of view responsibly and impartially; taking into account the public interest of the Company.
4. The members and any related party shall avoid dealing with the Company's securities during the prohibited period as stated in the Rules on the Offer and Continuing Obligations.

Article Ten: Secretary Duties & Responsibilities

The committee shall appoint a committee secretary from its members or the company's staff to handle its administrative tasks. The Secretary's responsibilities are as follows:

1. Prepare and coordinate meetings; including the preparation of the agenda in coordination with the Chairman, while taking into consideration the subjects that the Executive Management desires to discuss
2. Schedule the committee's meetings in coordination with the Chairman.
3. Prepare meeting minutes, and ensure that all attendee members sign these minutes.
4. Provide the Members of the Committee with copies of the minutes of meeting
5. Follow up the resolutions and recommendations issued by the Committee.

6. طلب المعلومات اللازمة من الإدارة التنفيذية لتمكين اللجنة من القيام بمسؤولياتها.
7. إدارة أعمال اللجنة ومتابعتها بمساعدة أمين السر.
8. ضمان سلامة القرارات والتوصيات التي تتخذها اللجنة، وأنها مبنية على أسس معرفية وتصب في مصلحة تحقيق أهداف الشركة وخططها الاستراتيجية
9. التأكد من تنفيذ قرارات اللجنة وتوصياتها.

المادة الثامنة: مهام ومسؤوليات رئيس اللجنة المكلف

يتولى الرئيس المكلف القيام بعمل الرئيس ومهامه في حال غيابه.

المادة التاسعة: مهام ومسؤوليات الأعضاء

1. التعاون على تحقيق أهداف اللجنة.
2. الحرص على الحضور والمشاركة الفاعلة في اجتماعات اللجنة.
3. المساهمة بالآراء والتعبير عن وجهة النظر بمسؤولية وحيادية، مع أخذ المصلحة العامة للشركة في الاعتبار.
4. امتناع الأعضاء وأي شخص ذي علاقة بأي منهم عن تداول الأوراق المالية للشركة خلال فترات الحظر المنصوص عليها في قواعد طرح الأوراق المالية والالتزامات المستمرة الصادرة من هيئة السوق المالية.

المادة العاشرة: مهام ومسؤوليات أمين سر اللجنة

تقوم اللجنة بتعيين أمين سر للجنة من بين أعضائها أو من موظفي الشركة للقيام بمهامها الإدارية، وتمثل مسؤولياته في الآتي:

1. التحضير والتنسيق للاجتماعات، بما في ذلك إعداد جدول الأعمال بالتنسيق مع رئيس اللجنة، مع الأخذ في الاعتبار أي موضوعات ترغب الإدارة التنفيذية في مناقشتها مع اللجنة.
2. تحديد موعد اجتماعات اللجنة بالتنسيق مع الرئيس.
3. إعداد محاضر الاجتماعات، والتأكد من توقيع جميع الأعضاء الحاضرين عليها.
4. تزويد أعضاء اللجنة بنسخ من محاضر الاجتماعات.
5. متابعة القرارات والتوصيات التي اتخذتها اللجنة.



6. Maintain all documents of the Committee; including the agendas, minutes, and records of monitoring the implementation of its decisions.

Article Eleven: Administrating Meeting & Attendees

1. The Chairman shall be responsible for managing the Committee's meetings; including the approval of the agenda, supervising the decision-making process and voting on it, and announcing the results with the assistance of the Secretary.
2. No member of the Board or the Executive Management except the secretary or a member of the committee may attend the meetings of a committee unless such committee requests his/her opinion or advice
3. The Committee may invite whom it deems appropriate to attend its meetings, provided that it must be recorded in the minutes of the meeting. Such a person shall not have the right to vote on the Committee's decisions.

Article Twelve: Agenda and Distribution of Documents

1. The Committee shall approve the agenda once the meeting has been convened. If any member has any objection to the agenda, this shall be recorded in the minutes of meeting.
2. Each member has the right to add any item to the agenda.
3. A meeting pack shall be distributed to all members at least five working days in advance of the meeting which should include the notice, agenda and related documents for each agenda item such as presentations, reading material, discussion material etc.
4. Unless circumstance require convening an emergency meeting, the invitation accompanied with the agenda and necessary documents and information may be sent within a period less than the five working days.
5. The meetings of the Committee must comply with the pre-agreed agenda (except for any emergency issues approved by the Chairman)
6. The time of the meeting shall be specified in the agenda, as well as the time allocated for each subject included in the agenda.

6. الاحتفاظ بجميع مستندات اللجنة، بما في ذلك جداول الأعمال، والمحاضر، وسجلات متابعة تنفيذ قراراتها وتوصياتها.

المادة الحادية عشر: إدارة الاجتماعات والحضور

1. يكون الرئيس مسؤولاً عن إدارة اجتماعات اللجنة، بما في ذلك اعتماد جدول الأعمال، والإشراف على عملية اتخاذ القرار أو التوصية والتصويت عليها، وإعلان النتائج بمساعدة أمين السر.
2. لا يحق لأي عضو في مجلس الإدارة أو الإدارة التنفيذية عدا أمين سر اللجنة وأعضاء اللجنة حضور اجتماعاتها إلا إذا طلبت اللجنة الاستماع إلى رأيه أو الحصول على مشورته،
3. يجوز للجنة دعوة من تراه لحضور اجتماعاتها، على أن يثبت ذلك بمحضر الاجتماع، دون أن يكون له حق التصويت على قرارات اللجنة

المادة الثانية عشر: جدول الأعمال وتوزيع الوثائق والمستندات

1. تقر اللجنة جدول الأعمال عند انعقادها، وفي حال اعتراض أي عضو على هذا الجدول يجب إثبات ذلك في محضر اجتماع اللجنة.
2. لكل عضو في اللجنة حق اقتراح إضافة بند إلى جدول الأعمال.
3. يجب توزيع مواد الاجتماع على أعضاء اللجنة قبل خمسة أيام عمل على الأقل من موعد الاجتماع. تتضمن مواد الاجتماع موعد الاجتماع، وجدول الأعمال، والوثائق المتعلقة بكل بند من بنود جدول الأعمال مثل العروض والمستندات المخصصة للقراءة والمناقشة الخ.
4. عند الحاجة لعقد اجتماع بشكل طارئ، يجوز إرسال الدعوة إلى الاجتماع مرافقاً لها جدول أعمال الاجتماع والوثائق والمعلومات اللازمة خلال مدة تقل عن خمسة أيام عمل قبل تاريخ الاجتماع
5. تتقيد اجتماعات اللجنة بجدول الأعمال الموافق عليه مسبقاً (باستثناء أي بنود طارئة يوافق عليها الرئيس)، يتم ادراجها في بند ما يستجد من أعمال.
6. يحدد في جدول الأعمال الوقت المقدر للاجتماع، والوقت المقدر لكل موضوع مدرج فيه.



Article Thirteen: Conflict of Interest

1. If any Member has a conflict of interests in a subject listed on the Committee's agenda, or if he desires to participate in a business that may compete with the Company or any of its activities, or if he has direct or indirect interest in any contract or transaction that is under the discussion of the committee, he must disclose that before the beginning of the discussion. Such disclosure shall be recorded in the minutes of the meeting. In this case, the member should not attend the discussion of that subject, participate in its discussion, nor vote on it
2. If the Member doubt as to whether he faces a conflict of interests, he may request the opinion and guidance from the Chairman.

Article Fourteen: Minutes of Meeting

1. Minutes of meetings shall be prepared by the Committee secretary covering proceedings and resolutions of the Committee, and include names of the persons present and invited to attend and any reservations they expressed (if any).
2. The minutes shall be prepared within five working days from the date of the meeting. The minutes shall be then sent to the chairman and the members within one week from its date. In case, no comments have been received then its considered as a final consent. The minutes must be signed off by the committee members in the next meeting.
3. The minutes shall be signed by the Chairman of the meeting and the attendee Members.
4. The minutes may be signed through all accessible means including electronic means.
5. All related documents to the meeting shall be enclosed to the minutes.
6. If any changes or modifications were proposed to the minutes of the meeting, modification or change shall be made after the approval of the Chairman.
7. A copy of the committee's minutes of shall be presented to the Board regularly

المادة الثالثة عشر: تعارض المصالح

1. إذا تبين للعضو وجود تعارض في المصالح بخصوص أي موضوع مدرج في جدول أعمال اللجنة، أو إذا رغب العضو الاشتراك في عمل من شأنه منافسة الشركة، أو منافستها في أحد فروع النشاط الذي تزاوله أو كانت لديه مصلحة مباشرة أو غير مباشرة في الأعمال والعقود التي يتم مناقشتها من قبل اللجنة، فعليه الإفصاح عن ذلك قبل بدء المناقشة، على أن يثبت ذلك في محضر الاجتماع، ولا يجوز له في هذه الحالة حضور مناقشة الموضوع ذي العلاقة أو المشاركة في مناقشته أو التصويت عليه .
2. إذا شك العضو فيما إن كان واقعاً في تعارض مصالح، فيجوز له طلب الرأي والإرشاد من الرئيس.

المادة الرابعة عشر: محاضر الاجتماع

1. يكون أمين سر اللجنة مسؤولاً عن تدوين محاضر الاجتماعات والتي تتضمن مداوات وقرارات اللجنة، إلى جانب توثيق أسماء الحضور والمدعوين وأي تحفظات لديهم (إن وجدت)
2. يجب أن يعد المحضر خلال خمسة أيام عمل من تاريخ الاجتماع، ومن ثم يرسل لرئيس وأعضاء اللجنة للرد خلال أسبوع من تاريخه، وفي حال لم ترد أي ملاحظات فيعتبر ذلك إقراراً بالموافقة. ويتم التوقيع على المحاضر من قبل أعضاء اللجنة في الاجتماع القادم.
3. يجب أن يوقع على المحضر رئيس الاجتماع والأعضاء الحاضرون.
4. يمكن استخدام جميع الوسائل المتاحة لاعتماد المحاضر بما في ذلك الوسائل الالكترونية.
5. يرفق بالمحضر جميع المستندات والوثائق ذات الصلة بالاجتماع.
6. إذا اقترحت أي تغييرات أو تعديلات على محضر الاجتماع، فيتم التعديل أو التغيير بعد موافقة الرئيس على ذلك.
7. يتم تقديم نسخة من محاضر اجتماعات اللجنة للمجلس بشكل دوري



Article Fifteen: Following-upon Resolutions and Recommendations

1. The Secretary shall follow-up the resolutions and recommendations issued by the Committee, and provide the members of the updates.
2. The Secretary shall submit to the Chairman any obstacles facing the work process of the Committee, including any delay in implementing its decisions and recommendations.

Article Sixteen: Reports

1. The Committee, with the assistance of the Secretary, shall prepare an annual report to be submitted to the Board. It should include information on the number of meetings held by the Committee, and the number of attendees. In addition to that, the report should also include the works of the Committee, its decisions and recommendations taken during the reporting period, and what did it do regarding the implementation of those decisions and recommendations.
2. The Board has the right to call the Members to attend a meeting of the Board once a year. The meeting will be dedicated to discuss with the Members the report of the Committee submitted to the Board, in which the opinions and remarks of the Members shall be heard.

Article Seventeen: Resources & Authority

1. The committee reserves the right to investigate any matter falling within its functions, or any subject specifically requested by the Board of Directors, mainly the following:
 - Access the Company's records and documents.
 - Request any explanation or statement from Board members, Executive Management or Company employees for the purpose of investigating and inquiring about information.
2. The committee reserves the right to seek legal and technical advice from any third party or other independent consultant, when necessary, to assist the Committee in performing its functions. This shall be on the Company's account.

Article Eighteen: Communication Communication with Shareholders

The Chairman of the Committee, or his delegate from Committee members, shall attend the General Assembly Meetings and answer any questions raised by the shareholders regarding the Committee's activities and mandate.

المادة الخامسة عشر: متابعة القرارات والتوصيات

1. يقوم أمين السر بمتابعة قرارات اللجنة وتوصياتها وتزويد الأعضاء بما يستجد حيالها.
2. يرفع أمين السر للرئيس أي معوقات تواجه سير أعمال اللجنة، بما في ذلك أي تأخير في تنفيذ قراراتها وتوصياتها.

المادة السادسة عشر: التقارير

1. تعد اللجنة بمساعدة أمين السر تقريراً سنوياً يرفع للمجلس، ويتضمن التقرير معلومات عن عدد الاجتماعات التي عقدتها اللجنة، وعدد الحاضرين من الأعضاء، إضافة إلى أعمال اللجنة وقراراتها وتوصياتها المتخذة خلال فترة التقرير، وما تم القيام به حيال تنفيذ تلك القرارات والتوصيات.
2. للمجلس أن يدعو أعضاء اللجنة لحضور اجتماع المجلس مرة واحدة في السنة يخصص لمناقشتهم حول تقرير اللجنة المعروض على المجلس والاستماع إلى آرائهم وملاحظاتهم.

المادة السابعة عشر: السلطات والصلاحيات

1. يحق للجنة التحري عن أي أمر يدخل ضمن مهامها، أو أي موضوع يطلبه المجلس على وجه التحديد ومن ذلك:
 - حق الاطلاع على سجلات الشركة ووثائقها
 - طلب أي إيضاح أو بيان من أعضاء مجلس أو الإدارة التنفيذية أو موظفي الشركة بغرض التحري والاستفسار عن أي معلومات.
2. يحق للجنة الاستعانة بالمشورة القانونية والفنية من أي جهة خارجية أو أية جهة استشارية مستقلة أخرى متى كان ذلك ضرورياً لمساعدة اللجنة في أداء مهامها، ويكون ذلك على حساب الشركة.

المادة الثامنة عشر: التواصل

التواصل مع المساهمين

يجب على رئيس اللجنة أو من ينوب عنه من أعضاء اللجنة، حضور اجتماعات الجمعية العامة والرد على جميع استفسارات المساهمين ذات العلاقة بنشاطات واختصاصات اللجنة.



Communication to the Board

The Committee, through its Chairman, shall report to the Board, on any matters that, in the opinion of the Committee, needs to be brought to the attention of the Board and any matter requiring Board approval and / or action.

Communication with Management

In coordination with the CEO, the Committee may invite any officer or employee of the Company to attend its meetings and provide information, as necessary. Such individuals should be invited through the CEO.

Article Nineteen: Committee Work Confidentiality

1. The Members of the Committee must maintain the confidentiality of the information they receive through their membership in the Committee. They should use it only for the purpose of performing their membership functions. Such information should not be declared or stated to any other party. It should not be disclosed or exploited in any way, or use for any purpose whatsoever. It should not be disclosed when dealing with the media. The Member should not talk or make a statement on behalf of the Company. The commitment also includes the obligation to maintain the confidentiality of such information after the termination of membership from the Committee.
2. A non-director shall sign a copy of the "Letter of Appointment" form prepared by the Board Secretary.

Article Twenty: Compensation and Remuneration

The Members and the Secretary are entitled to Remuneration pursuant to the Remuneration Policy approved by the General Assembly.

Article Twenty-One: Prevailing Language

This Charter has been executed in both Arabic and English Language. In the event of any contradiction between the Arabic text and the English text, the Arabic text shall prevail

Article Twenty-Two: Adoption and Changes to the Charter

This Charter and any changes thereof shall be approved by the General Assembly, upon Board's recommendation.

التواصل مع مجلس الإدارة

تتولى اللجنة من خلال رئيسها، إبلاغ المجلس بأية مسائل ترى اللجنة ضرورة إحاطة المجلس بها، إلى جانب المواضيع التي تتطلب اعتماد المجلس لها و/أو اتخاذ ما يلزم من إجراءات حيالها.

التواصل مع الإدارة

بالتنسيق مع الرئيس التنفيذي، يحق للجنة دعوة أي من مسؤولي أو موظفي الشركة لحضور اجتماعاتها وتقديم المعلومات اللازمة كما يقتضي الأمر.

المادة التاسعة عشر: سرية أعمال اللجنة

1. يجب على أعضاء اللجنة المحافظة على سرية المعلومات التي يحصلون عليها من خلال عضويتهم في اللجنة، واستخدامها لغرض تأدية مهام عضويتهم فقط، وعدم الإعلان أو التصريح بأي من تلك المعلومات لأي طرف آخر، أو الإفصاح عنها أو استغلالها بأي شكل من الأشكال أو استعمالها لأي غرض كان، أو التعامل بشأنها مع وسائل الإعلام، أو الحديث باسم الشركة. ويشمل الالتزام أيضاً المحافظة على سرية تلك المعلومات بعد انتهاء العضوية في اللجنة،
2. يجب على العضو من خارج المجلس التوقيع على نسخة "خطاب التعيين" الذي تعده الأمانة العامة للمجلس.

المادة العشرون: المكافآت والتعويضات

يستحق الأعضاء وأمين السر المكافآت بناءً على سياسة المكافآت المعتمدة من قبل الجمعية العامة.

المادة الحادية والعشرون: اللغة

تم اعداد هذه اللائحة باللغة العربية والإنجليزية. وفي حال وجود تعارض بين النص العربي والنص الإنجليزي، فيكون النص العربي هو المتخذ.

المادة الثانية والعشرون: اعتماد اللائحة وتعديلاتها

يجب أن تعتمد هذه اللائحة وأي تعديلات عليها من قبل الجمعية العامة، بتوصية من مجلس الإدارة.



جبل عمر
Jabal Omar



لائحة عمل لجنة الترشيحات والمكافآت بعد التعديل



لائحة عمل لجنة
الترشيحات والمكافآت
الإصدار رقم ٤

Nomination &
Remuneration
Committee Charter
Version 4

Article One: Definitions

In this document, the following definitions of words and phrases apply unless the context clearly requires otherwise:

- **CMA:** Capital Market Authority.
- **Board:** Board of Directors
- **Charter:** Nomination & Remuneration Committee Charter.
- **Committee:** Remuneration & Nomination Committee
- **Chairman:** Chairman of the Remuneration & Nomination Committee.
- **Acting Chairman:** If the Chairman is absent from a Committee meeting, the members in attendance will elect a temporary Chairman amongst themselves during the meeting.
- **Member:** Member of the Remuneration & Nomination Committee.
- **Secretary:** Secretary of the Remuneration & Nomination Committee.
- **"Company" or "JODC":** Jabal Omar Development Company
- **Non-Director:** A Committee director / member who is not a member of the Board.
- **Executive Management or Senior Executives:** Persons responsible for managing the daily operations of the Company, and proposing and executing strategic decisions, such as the Chief Executive Officer (CEO) and his/her delegates and the Chief Financial Officer (CFO).

المادة الأولى: تعاريف

يقصد بالكلمات والعبارات الآتية، المعاني الموضحة إزاء كل منها ما لم يقض سياق النص بغير ذلك:

- **الهيئة:** هيئة السوق المالية
- **المجلس:** مجلس إدارة الشركة
- **اللائحة:** لائحة عمل لجنة الترشيحات والمكافآت
- **الرئيس:** رئيس لجنة الترشيحات والمكافآت
- **الرئيس المكلف:** إذا تغيب الرئيس عن اجتماع اللجنة، يتم اختيار رئيس لجنة مؤقت من قبل الأعضاء الحاضرين في الاجتماع.
- **العضو:** عضو لجنة الترشيحات والمكافآت
- **أمين السر:** أمين سر لجنة الترشيحات والمكافآت
- **الشركة:** شركة جبل عمر للتطوير
- **عضو من خارج المجلس:** عضو في اللجنة وليس في مجلس الإدارة.
- **الإدارة التنفيذية أو كبار التنفيذيين:** الأشخاص المنوط بهم إدارة عمليات الشركة اليومية، واقتراح القرارات الاستراتيجية وتنفيذها، كالرئيس التنفيذي ونوابه والمدير المالي.

Article Two: Purpose

The Charter aims to determine the standards and procedures of the Committee's works. The purpose is also to specify its scope of work and responsibilities, as well as indicating its mechanism of making decisions. The Charter also aims to set the roles and responsibilities of the Chairman, Acting Chairman, Members and the Secretary.

المادة الثانية: الهدف

تهدف اللائحة إلى تحديد ضوابط عمل اللجنة وإجراءاتها، ونطاق أعمالها ومسؤولياتها، وآلية اتخاذ قراراتها، ومهام الرئيس والرئيس المكلف والأعضاء والأمين ومسؤولياتهم.

Article Three: Appointment & Compositions

1. The Board appoints the members for a term does not exceed four years that starts with the beginning of the Board's term and ends with its termination. The Board may re-appoint the members for other terms or coinciding terms.
2. The Board may isolate or terminate the membership of the Members, based on the performance assessment results, or the Board's evaluation.
3. The Chairman of the Committee is selected by the members of the Committee by majority vote. The Chairman of the Committee shall be an Independent Director and a Board Independent Director.

المادة الثالثة: قواعد تعيين وتشكيل اللجنة

1. يقوم المجلس بتعيين أعضاء لمدة لا تزيد عن أربع سنوات ميلادية تبدأ مع بداية دورة المجلس وتنتهي بانتهائها. ويجوز للمجلس إعادة انتخابهم لفترة أو فترات مماثلة أخرى.
2. يجوز للمجلس إنهاء عضوية أو عزل أعضاء اللجنة بناء على نتائج التقييم أو وفقاً لتقدير المجلس.
3. يتم اختيار رئيس اللجنة عن طريق أعضاء اللجنة الآخرين بالأغلبية على أن يكون عضواً مستقلاً وأن يكون من أعضاء مجلس الإدارة المستقلين.
4. إذا تغيب الرئيس عن الاجتماع يتم اختيار رئيس لجنة مكلف من قبل الأعضاء الحاضرين في الاجتماع.

4. If the Chairman is absent from a Committee meeting, the members in attendance will elect an Acting Chairman amongst themselves during the meeting.
5. The members shall be suitably qualified, experienced and knowledgeable to adequately discharge their responsibilities.
6. The Committee shall comprise of at a minimum of three members and a maximum of five members. The Committee shall take into consideration that their members are of Independent Directors. The Board may appoint Non-Executive Directors or persons other than Board members either from shareholders or others.
7. If a position in the Committee becomes vacant, the Board shall assign a member to the Committee, to complete the remaining term.

Article Four: Meetings and Quorum

1. The Committee meetings shall convene periodically at least once every six months . The Committee shall also meet if requested by Committee Chairman, or Board Chairman.
2. The Committee may approve its annual meetings' calendar before start of each year, and agree any deviations from the published calendar at each meeting.
3. A quorum at any Committee meeting shall consist of the majority of attendee members by themselves or by proxy. The Member may participate in the meeting via modern communication technologies. This would complete the legal quorum for the meeting.
4. All Committee resolutions and decisions shall be passed by majority of attendee members by themselves or by proxy. The Chairman's vote shall be the tie breaker.
5. If a member fails to attend the meeting, he is allowed to appoint another member to act as a proxy in voting on the meeting's items. On condition that such proxy shall be recorded in writing. In all cases, it is not permissible that a member acts as a proxy for more than one member in the same meeting.
6. Dissenting members will not be liable if they have expressly recorded their objection to the resolution in the minutes of meeting
7. The committee may issue resolutions by circulation, by presenting them to the members separately. Such resolutions shall be in force if signed by majority of the members.

٥. يجب أن يكون أعضاء اللجنة مؤهلين تأهيلاً مناسباً وأن يكونوا من ذوي الخبرة والمعرفة للقيام بمسؤولياتهم بشكل فعال.
٦. يجب ألا يقل عدد أعضاء اللجنة عن ثلاثة ولا يزيد عن خمسة. ويراعى أن يكون أعضاؤها من أعضاء مجلس الإدارة المستقلين، ويجوز الاستعانة بأعضاء غير تنفيذيين أو بأشخاص من غير أعضاء المجلس سواء أكانوا من المساهمين أم غيرهم.
٧. إذا شغل مركز أحد أعضاء اللجنة جاز للمجلس تعيين عضواً في المركز الشاغر، لإكمال ما تبقى من الدورة

المادة الرابعة: الاجتماعات والنيابة

١. تجتمع اللجنة بشكل دوري مرة واحدة كل ستة أشهر على الأقل. ويجوز للجنة أن تجتمع إذا طلب ذلك رئيس مجلس الإدارة أو رئيس اللجنة.
٢. يجب على اللجنة اعتماد مواعيد اجتماعاتها السنوية قبل بداية كل سنة، والاتفاق على أي تغييرات في المواعيد المعتمدة خلال أي من اجتماعاتها.
٣. يتحقق النصاب اللازم لعقد اجتماعات اللجنة بحضور أغلبية الأعضاء أصالة أو نيابة، ويجوز مشاركة عضو اللجنة في الاجتماع من خلال استخدام تقنيات الاتصال الحديثة ويعد ذلك مكافئاً للنصاب القانوني.
٤. تصدر قرارات وتوصيات اللجنة بأغلبية الأعضاء الحاضرين أصالة أو نيابة، وفي حال تساوي الأصوات يرجح الجانب الذي صوت معه الرئيس
٥. إذا تغيب العضو عن حضور الاجتماع، جاز له أن ينيب عنه غيره من الأعضاء في التصويت على بنود الاجتماع الذي تغيب عنه، شريطة أن تكون الإنيابة ثابتة بالكتابة، وفي جميع الأحوال لا يجوز لعضو اللجنة أن ينوب عن أكثر من عضو واحد في نفس الاجتماع.
٦. لا يتحمل الأعضاء المتحفظين على أي من القرارات التي اعتمدها اللجنة أي قدر من المسؤولية بشرط توثيق تحفظهم في محضر الاجتماع.
٧. يمكن للجنة أن تصدر قرارات بالتمرير عن طريق عرضها على الأعضاء متفرقين. وتعد تلك القرارات سارية المفعول في حال توقيع أغلبية الأعضاء عليها.

Article Five: Induction

The Committee secretary shall provide new members with a copy of this Charter, Corporate Governance Manual, Code of Conduct, Whistle blowing policy, Dealing with Conflicts of Interest and Related Parties Transactions Policy & Procedures, and Standards and controls for competition to the company's business or any of its branches of activity, information on key issues for the Committee as well as specific information about the Company relevant to the Committee.

Article Six: Responsibilities and Duties

The Committee's responsibilities and duties include:

(To be read in collaboration with the Company's Authority Matrix)

1. Suggesting clear policies and standards for membership of the Board and the Executive Management;
2. Providing recommendations to the Board for the nomination or re-nomination of its members in accordance with approved policies and standards, taking into account that nomination shall not include any person convicted of a crime involving moral turpitude or dishonesty;
3. Preparing a description of the capabilities, qualifications and competencies required for membership of the Board and Executive Management positions;
4. Determining the amount of time that the member shall allocate to the activities of the Board;
5. Annually reviewing the skills and expertise required of the Board members and the Executive Management;
6. Reviewing the structure of the Board and the Executive Management and providing recommendations regarding changes that may be made to such structure;
7. Annually ensuring independence of Independent Directors and the absence of any conflicts of interest if a Board member also acts as a member of the Board of directors of another company;
8. Providing job descriptions for the Executive, Non-Executive and Independent Directors and the Senior Executive Management;

المادة الخامسة: تأهيل الأعضاء الجدد

يقوم أمين سر لجنة الترشيحات والمكافآت بتزويد الأعضاء الجدد بنسخة من هذه اللائحة، ودليل حوكمة الشركة، وقواعد السلوك المهني وسياسة الإبلاغ المبكر و سياسة وإجراءات التعامل مع حالات تعارض المصالح والصفقات مع الأطراف ذوي العلاقة ومعايير وضوابط المنافسة لأعمال الشركة أو أحد فروع نشاطها إلى جانب معلومات تتعلق بالمسائل الأساسية ذات العلاقة بعمل اللجنة، وكذلك معلومات عن الشركة تتعلق بأعمال وأنشطة اللجنة.

المادة السادسة: المهام والمسؤوليات

تشمل مهام ومسؤوليات اللجنة بصفة خاصة ما يلي:

(يتم قراءتها في ضوء مصفوفة الصلاحيات الخاصة بالشركة)

1. اقتراح سياسات ومعايير واضحة للعضوية في مجلس الإدارة والإدارة التنفيذية.
2. التوصية لمجلس الإدارة بترشيح أعضاء فيه وإعادة ترشيحهم وفقاً للسياسات والمعايير المعتمدة، مع مراعاة عدم ترشيح أي شخص سبقت إدانته بجرime مخلة بالأمانة.
3. إعداد وصف للقدرات والمؤهلات والجدارات المطلوبة لعضوية مجلس الإدارة وشغل وظائف الإدارة التنفيذية.
4. تحديد الوقت الذي يتعين على العضو تخصيصه لأعمال مجلس الإدارة.
5. المراجعة السنوية للاحتياجات اللازمة من المهارات أو الخبرات المناسبة لعضوية مجلس الإدارة ووظائف الإدارة التنفيذية.
6. مراجعة هيكل مجلس الإدارة والإدارة التنفيذية وتقديم التوصيات في شأن التغييرات التي يمكن إجراؤها.
7. التحقق بشكل سنوي من استقلال الأعضاء المستقلين، وعدم وجود أي تعارض مصالح إذا كان العضو يشغل عضوية مجلس إدارة شركة أخرى.
8. وضع وصف وظيفي لأعضاء مجلس الإدارة التنفيذيين، الغير تنفيذيين والمستقلين والإدارة التنفيذية.
9. وضع الإجراءات الخاصة في حال شغور مركز أحد أعضاء مجلس الإدارة أو كبار التنفيذيين.

9. Setting procedures to be followed if the position of a member of the Board or a Senior Executive becomes vacant;
10. Determining the strengths and weaknesses of the Board and recommending remedy solutions that serve the Company's interests;
11. Recommending criteria for performance evaluation of the Board, its members, Company's Committees and Executive Management;
12. Reviewing own performance against its roles and responsibilities at least once a year. The outcome of such assessment must be sent to the Board along with a proposal on any changes to improve its effectiveness.
13. Approve the dismissal/ termination of the executive management.
14. Preparing a clear policy for the remunerations of the Board members and its committees and the Executive Management, and presenting such policy to the Board in preparation for approval by the General Assembly, provided that such policy follows standards that linked to performance, and disclosing and ensuring the implementation of such policy;
15. Clarifying the relation between the paid remunerations and the adopted remuneration policy, and highlighting any material deviation from that policy;
16. Periodically reviewing the remuneration policy and assessing its effectiveness in achieving its objectives;
17. Providing recommendations to the Board in respect of the remunerations of its members, members of the committees and Senior Executives, in accordance with the approved policy;
18. Overseeing the Company's succession plan for the Executive Management.
19. Recommend to the Board to nominate non-directors as members for other Board Committees.
20. Any additional tasks delegated by the Board.

Article Seven: Chairman Responsibilities and Duties

The basic responsibilities of the Chairman are to:

1. Supervise the work of the Committee and ensure that such work complies with its Charter.
2. Plan to convene committee meetings

١٠. تحديد جوانب الضعف والقوة في مجلس الإدارة أو كبار التنفيذيين.
١١. اقتراح معايير وآلية تقييم الأداء لكل من المجلس، وأعضائه، لجان الشركة، والإدارة التنفيذية.
١٢. مراجعة وتقييم الأداء لمهامها ومسؤولياتها مرة واحدة على الأقل كل عام، على أن ترسل نتائج التقييم مع اقتراحات لتحسين فعاليتها الى المجلس.
١٣. الموافقة على فصل/ انتهاء عقد كبار التنفيذيين.
١٤. اعداد سياسة واضحة لمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن المجلس والإدارة التنفيذية، ورفعها إلى مجلس الإدارة للنظر فيها تمهيداً لاعتمادها من الجمعية العامة، على أن يراعى في تلك السياسة اتباع معايير ترتبط بالأداء، والإفصاح عنها، والتحقق من تنفيذها.
١٥. توضيح العلاقة بين المكافآت الممنوحة وسياسة المكافآت المعمول بها، وبيان أي انحراف جوهري عن هذه السياسة.
١٦. المراجعة الدورية لسياسة المكافآت، وتقييم مدى فعاليتها في تحقيق الأهداف المتوخاة منها.
١٧. التوصية لمجلس الإدارة بمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عنه وكبار التنفيذيين بالشركة وفقاً للسياسة المعتمدة.
١٨. الإشراف على خطط التعاقب للإدارة التنفيذية على مستوى الشركة.
١٩. التوصية لمجلس الإدارة بترشيح أعضاء من خارج المجلس للعمل في لجان المجلس الأخرى.
٢٠. أي مهام إضافية يتم تكليفها بها من قبل المجلس.

المادة السابعة: مهام ومسؤوليات رئيس اللجنة

تشمل المسؤوليات الأساسية للرئيس ما يلي:

١. الإشراف على أعمال اللجنة وضمان الالتزام بلائحتها
٢. التخطيط لعقد اجتماعات اللجنة

3. Prepare agendas of the committee meetings, while taking into consideration any matters raised by any of the members.
4. Provide final approvals on the agendas and minutes.
5. Represent the Committee before the Board and the General Assembly.
6. Request the necessary information from the Executive Management to enable the committee to perform their responsibilities.
7. Managing and following up the Committee's tasks and duties with the assistance of the Secretary.
8. Ensure the soundness of the decisions taken by the Committee, and that they are built on well-informed foundations and focus on the interest of achieving the objectives of the Company and its strategic plans.
9. Ensure the execution of the Committee's resolutions and recommendations

Article Eight: Acting Chairman Responsibilities and Duties

The acting chairman shall perform the functions and tasks of the Chairman in his absence.

Article Nine: Members Responsibilities and Duties

1. Cooperate to achieve the objectives of the Committee
2. Keen to be present to actively participate in the Committee's meetings.
3. Contribute with opinions and express one's point of view responsibly and impartially; taking into account the public interest of the Company.
4. The members and any related party shall avoid dealing with the Company's securities during the prohibited period as stated in the Rules on the Offer and Continuing Obligations.

Article Ten: Secretary Duties & Responsibilities

The committee shall appoint a committee secretary from its members or the company's staff. The Secretary's responsibilities are as follows:

1. Prepare and coordinate meetings; including the preparation of the agenda in coordination with the Chairman, while taking into consideration the subjects that the Executive Management desires to discuss

٣. إعداد جدول أعمال اجتماعات اللجنة مع الأخذ بعين الاعتبار أي مسألة يطرحها أحد أعضاء اللجنة.
٤. الموافقة النهائية على جداول الأعمال والمحاضر.
٥. تمثيل اللجنة أمام المجلس والجمعية العامة.
٦. طلب المعلومات اللازمة من الإدارة التنفيذية لتمكين اللجنة من القيام بمسؤولياتها.
٧. إدارة أعمال اللجنة ومتابعتها بمساعدة أمين السر.
٨. ضمان سلامة القرارات والتوصيات التي تتخذها اللجنة، وأنها مبنية على أسس معرفية وتصب في مصلحة تحقيق أهداف الشركة وخططها الاستراتيجية.
٩. التأكد من تنفيذ قرارات اللجنة وتوصياتها.

المادة الثامنة: مهام ومسؤوليات رئيس اللجنة المكلف

يتولى الرئيس المكلف القيام بعمل الرئيس ومهامه في حال غيابه.

المادة التاسعة: مهام ومسؤوليات الأعضاء

١. التعاون على تحقيق أهداف اللجنة.
٢. الحرص على الحضور والمشاركة الفاعلة في اجتماعات اللجنة.
٣. المساهمة بالآراء والتعبير عن وجهة النظر بمسؤولية وحيادية، مع أخذ المصلحة العامة للشركة في الاعتبار.
٤. امتناع الأعضاء وأي شخص ذي علاقة بأي منهم عن تداول الأوراق المالية للشركة خلال فترات الحظر المنصوص عليها في قواعد طرح الأوراق المالية والالتزامات المستمرة الصادرة من هيئة السوق المالية.

المادة العاشرة: مهام ومسؤوليات أمين سر اللجنة

تقوم اللجنة بتعيين أمين سر للجنة من بين أعضائها أو من موظفي الشركة، وتمثل مسؤولياته في الآتي:

١. التحضير والتنسيق للاجتماعات، بما في ذلك إعداد جدول الأعمال بالتنسيق مع رئيس اللجنة، مع الأخذ في الاعتبار أي موضوعات ترغب الإدارة التنفيذية في مناقشتها مع اللجنة.

2. Schedule the committee's meetings in coordination with the Chairman.
3. Prepare meeting minutes, and ensure that all attendee members sign these minutes.
4. Provide the Members of the Committee with copies of the minutes of meeting
5. Follow up the resolutions and recommendations issued by the Committee.
6. Maintain all documents of the Committee; including the agendas, minutes, and records of monitoring the implementation of its decisions.

Article Eleven: Administrating Meeting & Attendees

1. The Chairman shall be responsible for managing the Committee's meetings; including the approval of the agenda, supervising the decision-making process and voting on it, and announcing the results with the assistance of the Secretary.
2. No member of the Board or the Executive Management except the secretary or a member of the committee may attend the meetings of a committee unless such committee requests his/her opinion or advice
3. The Committee may invite whom it deems appropriate to attend its meetings, provided that it must be recorded in the minutes of the meeting. Such a person shall not have the right to vote on the Committee's decisions.

Article Twelve: Agenda and Distribution of Documents

1. The Committee shall approve the agenda once the meeting has been convened. If any member has any objection to the agenda, this shall be recorded in the minutes of meeting.
2. Each member has the right to add any item to the agenda.
3. A meeting pack shall be distributed to all members at least five working days in advance of the meeting which should include the notice, agenda and related documents for each agenda item such as presentations, reading material, discussion material etc.
4. Unless circumstance require convening an emergency meeting, the invitation accompanied with the agenda and necessary documents and information may be sent within a period less than the five working days.

٢. تحديد موعد اجتماعات اللجنة بالتنسيق مع الرئيس.
٣. إعداد محاضر الاجتماعات، والتأكد من توقيع جميع الأعضاء الحاضرين عليها.
٤. تزويد أعضاء اللجنة بنسخ من محاضر الاجتماعات.
٥. متابعة القرارات والتوصيات التي اتخذتها اللجنة.
٦. الاحتفاظ بجميع مستندات اللجنة، بما في ذلك جداول الأعمال، والمحاضر، وسجلات متابعة تنفيذ قراراتها وتوصياتها.

المادة الحادية عشر: إدارة الاجتماعات والحضور

١. يكون الرئيس مسؤولاً عن إدارة اجتماعات اللجنة، بما في ذلك اعتماد جدول الأعمال، والإشراف على عملية اتخاذ القرار أو التصويت والتصويت عليها، وإعلان النتائج بمساعدة أمين السر.
٢. لا يحق لأي عضو في مجلس الإدارة أو الإدارة التنفيذية عدا أمين سر اللجنة وأعضاء اللجنة حضور اجتماعاتها إلا إذا طلبت اللجنة الاستماع إلى رأيه أو الحصول على مشورته.
٣. يجوز للجنة دعوة من تراه لحضور اجتماعاتها، على أن يثبت ذلك بمحضر الاجتماع، دون أن يكون له حق التصويت على قرارات اللجنة.

المادة الثانية عشر: جدول الأعمال وتوزيع الوثائق والمستندات

١. تقر اللجنة جدول الأعمال عند انعقادها، وفي حال اعتراض أي عضو على هذا الجدول يجب إثبات ذلك في محضر اجتماع اللجنة.
٢. لكل عضو في اللجنة حق اقتراح إضافة بند إلى جدول الأعمال.
٣. يجب توزيع مواد الاجتماع على أعضاء اللجنة قبل خمسة أيام عمل على الأقل من موعد الاجتماع. تتضمن مواد الاجتماع موعد الاجتماع، وجدول الأعمال، والوثائق المتعلقة بكل بند من بنود جدول الأعمال مثل العروض والمستندات المخصصة للقراءة والمناقشة الخ.
٤. عند الحاجة لعقد اجتماع بشكل طارئ، يجوز إرسال الدعوة إلى الاجتماع مرافقاً لها جدول أعمال الاجتماع والوثائق والمعلومات اللازمة خلال مدة تقل عن خمسة أيام عمل قبل تاريخ الاجتماع.

5. The meetings of the Committee must comply with the pre-agreed agenda (except for any emergency issues approved by the Chairman)
6. The time of the meeting shall be specified in the agenda, as well as the time allocated for each subject included in the agenda.

Article Thirteen: Conflict of Interest and Competing Businesses

1. The members of the Board and its committees, Substantial Shareholders, Senior Executives and other employees of the Company shall avoid situations that may lead to a conflict between their interests and the interests of the Company. If there is a conflict of interest, it must be dealt with in accordance with Conflicts of Interest and Related Parties Transactions Policy and Procedures approved by the Board
2. If a member of the committee from outside the Board wishes to participate in work that would compete with the company, he must be dealt with in accordance with the Standards and controls for competition to the company's business approved by the General Assembly.
3. It is not permissible for any member of the Committee to accept gifts from any person who has business dealings with the company, if such gifts would lead to a conflict of interest.

Article Fourteen: Minutes of Meeting

1. Documenting the Committee meetings and Minutes of meetings shall be prepared by the Committee secretary covering proceedings and resolutions of the Committee, and include names of the persons present and invited to attend and any reservations they expressed (if any).
2. The minutes shall be prepared within five working days from the date of the meeting. The minutes shall be then sent to the chairman and the members within one week from its date. In case, no comments have been received then it is considered as a final consent. The minutes must be signed off by the committee members in the next meeting.

5. تتقيد اجتماعات اللجنة بجدول الأعمال الموافق عليه مسبقاً (باستثناء أي بنود طارئة يوافق عليها الرئيس)، يتم إدراجها في بند ما يستجد من أعمال.
6. يحدد في جدول الأعمال الوقت المقدر للاجتماع، والوقت المقدر لكل موضوع مدرج فيه.

المادة الثالثة عشر: تعارض المصالح والأعمال المنافسة

1. يجب على أعضاء اللجنة تجنب الحالات التي تؤدي إلى تعارض مصالحهم مع مصالح الشركة، وفي حال وجود تعارض في المصالح فيجب التعامل معها وفقاً لما نصت عليه سياسة وإجراءات التعامل مع حالات تعارض المصالح والصفقات مع الأطراف ذوي العلاقة المعتمدة من قبل مجلس الإدارة
2. إذا رغب أحد أعضاء اللجنة من خارج المجلس الاشتراك في عمل من شأنه منافسة الشركة فيجب التعامل معها وفقاً لما نصت عليه معايير وضوابط المنافسة لأعمال الشركة أو أحد فروع نشاطها المعتمدة من قبل الجمعية العامة.
3. لا يجوز لأي من أعضاء اللجنة قبول الهدايا من أي شخص له تعاملات تجارية مع الشركة، إذا كان من شأن تلك الهدايا أن تؤدي إلى تعارض في المصالح.

المادة الرابعة عشر: محاضر الاجتماع

1. يكون أمين سر اللجنة مسؤولاً عن توثيق اجتماعات اللجنة وتدوين محاضر الاجتماعات والتي تتضمن نقاشات ومداولات وقرارات اللجنة، إلى جانب توثيق أسماء الحضور والمدعوين وأي تحفظات لديهم (إن وجدت).
2. يجب أن يعد المحضر خلال خمسة أيام عمل من تاريخ الاجتماع، ومن ثم يرسل لرئيس وأعضاء اللجنة للرد خلال أسبوع من تاريخه، وفي حال لم ترد أي ملاحظات فيعتبر ذلك إقراراً بالموافقة. ويتم التوقيع على المحاضر من قبل أعضاء اللجنة في الاجتماع القادم.



3. The minutes shall be signed by the Chairman of the meeting and the attendee Members.
4. The minutes may be signed through all accessible means including electronic means.
5. All related documents to the meeting shall be enclosed to the minutes.
6. If any changes or modifications were proposed to the minutes of the meeting, modification or change shall be made after the approval of the Chairman.
7. A copy of the committee's minutes of shall be presented to the Board regularly.

Article Fifteen: Following-upon Resolutions and Recommendations

1. The Secretary shall follows-up the resolutions and recommendations issued by the Committee, and provide the members of the updates.
2. The Secretary shall submit to the Chairman any obstacles facing the work process of the Committee, including any delay in implementing its decisions and recommendations.

Article Sixteen: Reports

1. The Committee, with the assistance of the Secretary, shall prepare an annual report to be submitted to the Board. It should include information on the number of meetings held by the Committee, and the number of attendees. In addition to that, the report should also include the works of the Committee, its decisions and recommendations taken during the reporting period, and what did it do regarding the implementation of those decisions and recommendations.
2. The Board has the right to call the Members to attend a meeting of the Board once a year. The meeting will be dedicated to discuss with the Members the report of the Committee submitted to the Board, in which the opinions and remarks of the Members shall be heard.

Article Seventeen: Resources & Authority

1. The committee reserves the right to investigate any matter falling within its functions, or any subject specifically requested by the Board of Directors, mainly the following:
 - Access the Company's records and documents.

٣. يجب أن يوقع على المحضر رئيس الاجتماع والأعضاء الحاضرون.
٤. يمكن استخدام جميع الوسائل المتاحة لاعتماد المحاضر بما في ذلك الوسائل الالكترونية.
٥. يرفق بالمحضر جميع المستندات والوثائق ذات الصلة بالاجتماع.
٦. إذا اقترحت أي تغييرات أو تعديلات على محضر الاجتماع، فيتم التعديل أو التغيير بعد موافقة الرئيس على ذلك.
٧. يتم تقديم نسخة من محاضر اجتماعات اللجنة للمجلس بشكل دوري.

المادة الخامسة عشر: متابعة القرارات والتوصيات

١. يقوم أمين السر بمتابعة قرارات اللجنة وتوصياتها وتزويد الأعضاء بما يستجد حيالها.
٢. يرفع أمين السر للرئيس أي معوقات تواجه سير أعمال اللجنة، بما في ذلك أي تأخير في تنفيذ قراراتها وتوصياتها.

المادة السادسة عشر: التقارير

١. تعد اللجنة بمساعدة أمين السر تقريراً سنوياً يرفع للمجلس، ويتضمن التقرير معلومات عن عدد الاجتماعات التي عقدتها اللجنة، وعدد الحاضرين من الأعضاء، إضافة إلى أعمال اللجنة وقراراتها وتوصياتها المتخذة خلال فترة التقرير، وما تم القيام به حيال تنفيذ تلك القرارات والتوصيات.
٢. للمجلس أن يدعو أعضاء اللجنة لحضور اجتماع المجلس مرة واحدة في السنة يخصص لمناقشتهم حول تقرير اللجنة المعروض على المجلس والاستماع إلى آرائهم وملاحظاتهم.

المادة السابعة عشر: السلطات والصلاحيات

١. يحق للجنة التحري عن أي أمر يدخل ضمن مهامها، أو أي موضوع يطلبه المجلس على وجه التحديد ومن ذلك:
 - حق الاطلاع على سجلات الشركة ووثائقها

- Request any explanation or statement from Board members, Executive Management
- 2. The committee reserves the right to seek legal and technical advice from any third party or other independent consultant, when necessary, to assist the Committee in performing its functions. This shall be on the Company's account.

Article Eighteen: Communication Communication with Shareholders

The Chairman of the Committee, or his delegate from Committee members, shall attend the General Assembly Meetings and answer any questions raised by the shareholders regarding the Committee's activities and mandate.

Communication to the Board

The Committee, through its Chairman, shall report to the Board, on any matters that, in the opinion of the Committee, needs to be brought to the attention of the Board and any matter requiring Board approval and / or action.

Communication with Management

In coordination with the CEO, the Committee may invite any officer or employee of the Company to attend its meetings and provide information, as necessary. Such individuals should be invited through the CEO.

Article Nineteen: Committee Work Confidentiality

1. The Members of the Committee must maintain the confidentiality of the information they receive through their membership in the Committee. They should use it only for the purpose of performing their membership functions. Such information should not be declared or stated to any other party. It should not be disclosed or exploited in any way, or use for any purpose whatsoever. It should not be disclosed when dealing with the media. The Member should not talk or make a statement on behalf of the Company. The commitment also includes the obligation to maintain the confidentiality of such information after the termination of membership from the Committee.
2. A non-director shall sign a copy of the "Letter of Appointment" form prepared by the Board Secretary.

- طلب أي إيضاح أو بيان من أعضاء مجلس أو الإدارة التنفيذية .
- ٢. يحق للجنة الاستعانة بالمشورة القانونية والفنية من أي جهة خارجية أو أية جهة استشارية مستقلة أخرى متى كان ذلك ضرورياً لمساعدة اللجنة في أداء مهامها، ويكون ذلك على حساب الشركة.

المادة الثامنة عشر: التواصل التواصل مع المساهمين

يجب على رئيس اللجنة أو من ينوب عنه من أعضاء اللجنة، حضور اجتماعات الجمعية العامة والرد على جميع استفسارات المساهمين ذات العلاقة بنشاطات واختصاصات اللجنة.

التواصل مع مجلس الإدارة

تتولى اللجنة من خلال رئيسها، إبلاغ المجلس بأية مسائل ترى اللجنة ضرورة إحاطة المجلس بها، إلى جانب المواضيع التي تتطلب اعتماد المجلس لها و/أو اتخاذ ما يلزم من إجراءات حيالها.

التواصل مع الإدارة

بالتنسيق مع الرئيس التنفيذي، يحق للجنة دعوة أي من مسؤولي أو موظفي الشركة لحضور اجتماعاتها وتقديم المعلومات اللازمة كما يقتضي الأمر.

المادة التاسعة عشر: سرية أعمال اللجنة

١. يجب على أعضاء اللجنة المحافظة على سرية المعلومات التي يحصلون عليها من خلال عضويتهم في اللجنة، واستخدامها لغرض تأدية مهام عضويتهم فقط، وعدم الإعلان أو التصريح بأي من تلك المعلومات لأي طرف آخر، أو الإفصاح عنها أو استغلالها بأي شكل من الأشكال أو استعمالها لأي غرض كان، أو التعامل بشأنها مع وسائل الإعلام، أو الحديث باسم الشركة. ويشمل الالتزام أيضاً المحافظة على سرية تلك المعلومات بعد انتهاء العضوية في اللجنة.
٢. يجب على العضو من خارج المجلس التوقيع على نسخة "خطاب التعيين" الذي تعده الأمانة العامة للمجلس.



Article Twenty: Compensation and Remuneration

The Members and the Secretary are entitled to Remuneration pursuant to the Remuneration Policy approved by the General Assembly.

Article Twenty-One: Adoption and Changes to the Charter

This Charter and any changes thereof shall be approved by the General Assembly, upon Board's recommendation.

المادة العشرون: المكافآت والتعويضات

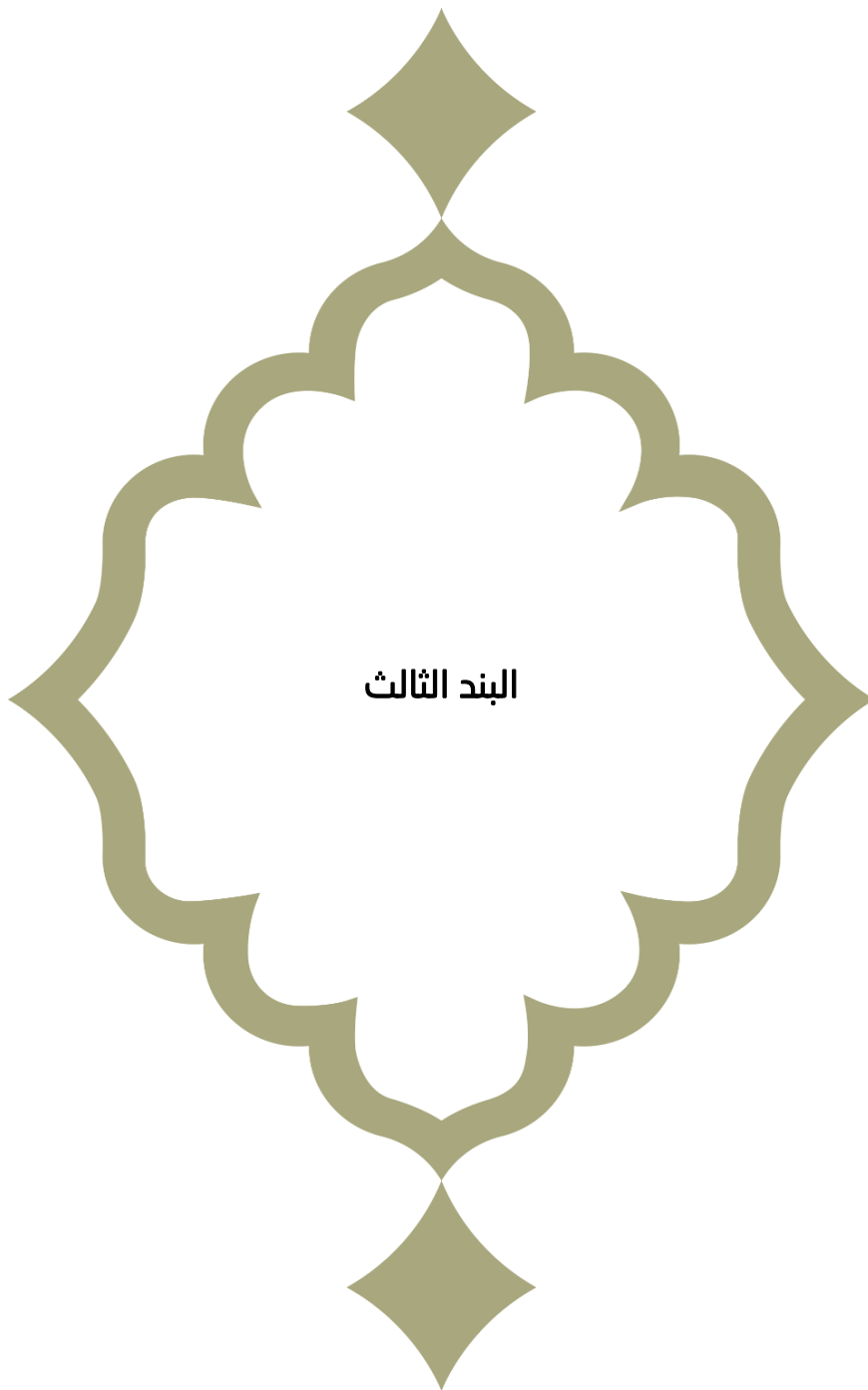
يستحق الأعضاء وأمين السر المكافآت بناءً على سياسة المكافآت المعتمدة من قبل الجمعية العامة.

المادة الواحد والعشرون: اعتماد اللائحة وتعديلاتها

يجب أن تعتمد هذه اللائحة وأي تعديلات عليها من قبل الجمعية العامة، بتوصية من مجلس الإدارة.



جبل عمر
Jabal Omar



البند الثالث



جبل عمر
Jabal Omar

سياسة ومعايير وإجراءات العضوية في
مجلس الإدارة
قبل التعديل



جبل عمر
Jabal Omar



شركة جبل عمر للتطوير

سياسات ومعايير وإجراءات العضوية في مجلس الإدارة

Policies, standards and procedures for membership in the Board

V.3

الإصدار رقم ٣





المحتويات	Contents
المادة الأولى: تمهيد	Introduction
المادة الثانية: تشكيل مجلس الإدارة	Formation of the Board
المادة الثالثة: حق المساهم في الترشيح	Nomination Rights of Shareholders
المادة الرابعة: سياسات العضوية في مجلس الإدارة	Policies for membership in the Board
المادة الخامسة: معايير العضوية في مجلس الإدارة	The standers for membership in the Board
المادة السادسة: إجراءات الترشيح لعضوية مجلس الإدارة	The Nomination Procedures
المادة السابعة: التعامل مع عوارض الاستقلال للمرشحين	Dealing with Issues Affecting Independence
المادة الثامنة: النشر والنفاذ	Publication and Enforcement



Article 1: Introduction	المادة الأولى: تمهيد
Based on paragraph 3 of Article 22 of the Corporate Governance Regulations, issued by the Board of Capital Market Authority, this document has been prepared to set out the policies, standards and procedures for membership in the Board of Directors of Jabal Omar Development Company.	استناداً إلى الفقرة ٣ من المادة ٢٢ من لائحة حوكمة الشركات الصادرة من هيئة السوق المالية، تم إعداد هذا المستند لتوضيح سياسات ومعايير وإجراءات العضوية في مجلس إدارة شركة جبل عمر للتطوير.
Article 2: Formation of the Board of Directors	المادة الثانية: تشكيل مجلس الإدارة
1) The General Assembly shall elect Board members of the Company for a period not exceeding three years. Board members may be re-elected, unless otherwise specified in the Company's bylaws.	١) تنتخب الجمعية العامة أعضاء مجلس إدارة الشركة لمدة لا تزيد عن ثلاث سنوات ويجوز إعادة انتخابهم ما لم ينص نظام الشركة الأساس على غير ذلك.
2) The majority of the Board members shall be of Non-Executive Directors.	٢) يجب أن يكون أغلبية أعضاء المجلس من الأعضاء غير التنفيذيين.
3) The number of Independent Directors shall not be less than two members or one-third of the Board members, whichever is greater.	٣) يجب ألا يقل عدد الأعضاء المستقلين عن عضوين، أو ثلث عدد أعضاء المجلس أيهم أكثر.
Article 3: Nomination Rights of Shareholders	المادة الثالثة: حق المساهم في الترشح
Any shareholder is entitled to nominate him/herself or others to the membership of the Board in accordance with the provisions of the Companies Law and Its Implementing Regulations.	يحق لكل مساهم في الشركة ترشيح نفسه أو غيره لعضوية مجلس الإدارة وفقاً لأحكام نظام الشركات ولوائحه التنفيذية.
Article 4: Policies for membership in the Board	المادة الرابعة: سياسات العضوية في مجلس الإدارة
The Nominee for the membership of the Board must fulfill the following:	يشترط أن يستوفي المرشح لعضوية مجلس الإدارة مايلي:
1) The Nominee must be of a good conduct and reputation.	١) أن يكون المرشح حسن السيرة والسمعة.
2) The Nominee must not have been convicted of a crime involving moral turpitude or	٢) ألا يكون قد سبق أن صدر ضده أحكام قضائية في إحدى الجرائم المخلة بالشرف أو النزاهة أو

<p>dishonesty, including, but not limited to, money laundering, corruption crimes, tax evasion, trading in the financial market based on inside information, fraud and manipulation in the financial market, conducting securities business without a license.</p>	<p>الأمانة ومنها على سبيل المثال لا الحصر غسل الأموال، جرائم الفساد، التهرب الضريبي، التداول في السوق المالية بناء على معلومات داخلية، الاحتيال والتلاعب في السوق المالية، ممارسة أعمال الأوراق المالية بدون ترخيص.</p>
<p>3) The nominee must not have declared bankruptcy within the ten years preceding the submission of the nomination application.</p>	<p>٣) ألا يكون المرشح قد سبق وأن أعلن إفلاسه خلال العشر سنوات السابقة لتقديم طلب الترشح.</p>
<p>4) The Nominee shall not be a member of the Boards of Directors of more than five listed joint stock companies at the same time.</p>	<p>٤) ألا يشغل المرشح عضوية مجلس إدارة أكثر من خمس شركات مساهمة مدرجة في السوق المالية السعودية في آن واحد.</p>
<p>5) Fully Comply with the provisions and requirements set by the Capital Market Authority.</p>	<p>٥) الالتزام بما تقرره الهيئة من متطلبات.</p>
<p>Article 5: The standers for membership in the Board</p>	<p>المادة الخامسة: معايير العضوية في مجلس الإدارة</p>
<p>The Nominee for membership of the Board of Directors must fulfill the following standards:</p>	<p>يشترط أن تتوافر في المرشح لعضوية مجلس الإدارة المعايير التالية:</p>
<p>1) He/She has academic qualifications, professional skills and practical experiences related to the current and future activities of the company, especially in areas such as engineering, real estate development, project management, management and operation of hotels and commercial centers, strategy and planning, business administration and economics, finance, accounting, law, governance and risk management.</p>	<p>١) أن تتوافر فيه المؤهلات العلمية، المهارات المهنية والخبرات العملية ذات الصلة بأنشطة الشركة الحالية والمستقبلية وبشكل خاص في مجالات مثل الهندسة والتطوير العقاري، إدارة المشاريع، إدارة وتشغيل الفنادق والمراكز التجارية، الاستراتيجية والتخطيط، الإدارة والاقتصاد، المالية، المحاسبة، القانون، شؤون الحوكمة وإدارة المخاطر.</p>
<p>2) He/She has the technical, leadership, and administrative competencies as well as the ability to take prompt decisions, and</p>	<p>٢) أن تتوافر فيه القدرات الفنية، والقيادية المناسبة، مثل السرعة في اتخاذ القرار، استيعاب المتطلبات</p>



understand technical requirements and developments related to the job. He/she shall also be able to provide strategic guidance and long-term planning and have a clear future vision	الفنية المتعلقة بسير العمل، وأن يكون قادراً على التوجيه والتخطيط الاستراتيجي.
3) He/she shall have the ability to read and understand financial statements and reports	٣) أن يكون قادراً على قراءة البيانات والتقارير المالية وفهماها.
4) He/She shall allocate sufficient time to fulfill his/her responsibilities	٤) أن يلتزم العضو بتخصيص وقت كافي للقيام بمسؤولياته في الشركة.
5) He/She shall not suffer from any health issue that may hinder him/her from performing his/her duties and responsibilities.	٥) أن لا يكون لديه مانع صحي يعوق عن ممارسة مهامه واختصاصاته
Article 6: The Nomination Procedures	المادة السادسة: إجراءات الترشح لعضوية مجلس الإدارة
1) The Company shall publish the nomination announcement on the websites of the Company and Tadawul and through any other means specified by the Capital Market Authority; to invite persons wishing to be nominated to the membership of the Board, provided that the nomination period shall remain open for at least a month from the date of the announcement.	١) يتم نشر إعلان الترشح في الموقع الإلكتروني للشركة والموقع الإلكتروني للسوق (تداول) وفي أي وسيلة أخرى تحددها الهيئة؛ وذلك لدعوة الأشخاص الراغبين في الترشح لعضوية مجلس الإدارة، على أن يظل باب الترشح مفتوحاً مدة شهر على الأقل من تاريخ الإعلان.
2) The nominee during the period stipulated in the above paragraph submit a written request signed to the Nominations and Remuneration Committee, provided that the nomination application includes a description in Arabic of his experiences, qualifications, skills, jobs, past and current memberships, in addition to a	٢) أن يتقدم المرشح خلال المدة المنصوص عليها في الفقرة أعلاه بطلب كتابي موقع إلى لجنة الترشيحات والمكافآت على أن يشمل طلب الترشح وصفاً باللغة العربية لخبراته ومؤهلاته ومهاراته ووظائفه وعضوياته السابقة والحالية، بالإضافة إلى نسخة من بطاقة الهوية الوطنية وبطاقة العائلة وجواز السفر لغير السعوديين.



copy of the national identity card, family card and passport for non-Saudis.	
3) The Nominee must fill out the forms specified by the Capital Market Authority, which can be obtained through the Authority's website.	٣) على المرشح تعبئة النماذج التي تحددها هيئة السوق المالية والتي يمكن الحصول عليها من خلال الموقع الإلكتروني للهيئة.
4) The Nominations and Remuneration Committee studies all nomination and submit its recommendation to the Board of Directors in accordance with what is stipulated in this policy.	٤) تقوم لجنة الترشيحات والمكافآت بدراسة جميع طلبات الترشح والتوصية لمجلس الإدارة بالمرشحين وفقاً لما نصت عليه هذه السياسة.
5) The board approves the nominees for membership of the board of directors and coordinates with the executive management to announce the nominees' information on Tadawul, when publishing the invitation to convene the general assembly meeting. A copy of the same shall be provided in the company's headquarters and its website.	٥) يقوم المجلس باعتماد المرشحين لعضوية مجلس الإدارة والتنسيق مع الإدارة التنفيذية للإعلان عنهم في الموقع الإلكتروني للسوق (تداول) عند نشر أو توجيه الدعوة لانعقاد الجمعية العامة، ويتم توفير نسخة من هذه المعلومات في مركز الشركة الرئيس وموقعها الإلكتروني.
6) Voting in the General Assembly Meeting shall be confined to the nominees whose information has been announced.	٦) يقتصر التصويت في الجمعية العامة على المرشحين لعضوية مجلس الإدارة الذين تم الإعلان عن معلوماتهم.
7) Cumulative voting shall be the method of voting for electing Board member, in which each shareholder a voting capacity equivalent to the number of shares he/she owns , and by which the shareholder is entitled to either exercise all of his/her votes towards one nominee or to divide his/her votes towards several nominees without any duplication of such votes it is not allowed to use the voting right of a single share more than once.	٧) يتم استخدام التصويت التراكمي في انتخاب مجلس الإدارة، بحيث يحق للمساهم التصويت بجميع أسهمه لانتخاب مرشح واحد أو تقسيمها بين عدد من المرشحين.

Article 7: Dealing with Issues Affecting Nominees Independence	المادة السابعة: التعامل مع عوارض الاستقلال للمرشحين
<p>1) The Nomination and Remuneration Committee evaluates the nominees' independence and classifies the those who are not independent as non-executive members.</p>	<p>١) تقوم لجنة الترشيحات والمكافآت بتقييم عوارض الاستقلال لدى المرشحين المتقدمين للانتخابات وتصنف الأعضاء الذين تتوفر لديهم عوارض الاستقلال كأعضاء غير تنفيذيين.</p>
<p>2) The nominee will be informed of his classification in case the committee's classification differs from what was mentioned in the nomination form.</p>	<p>٢) يتم ابلاغ العضو المتقدم بتصنيفه في حال اختلاف تصنيف اللجنة عن ما ذكر في نموذج الترشيح.</p>
<p>3) The classification of the nominees shall be mentioned upon the invitation to the General Assembly.</p>	<p>٣) يتم الإعلان عن تصنيف المرشحين عند الدعوة للجمعية العمومية.</p>
<p>4) Elections results shall be announced after the General Assemble Meeting. In case of the absence of minimum number of independents, the new board shall meet and decide on how to rectify the negation of independence issues.</p>	<p>٤) يتم عقد الانتخابات وإعلان النتائج، وفي حال عدم توفر الحد الأدنى من المستقلين يدعى المجلس الجديد للاجتماع ويقرر كيفية معالجة عوارض الاستقلال.</p>
Article 8: publication and enforcement	المادة الثامنة: النشر والنفاذ
<p>These policies, standards and procedures shall be put into effect after approved by the General Assembly.</p>	<p>توضع هذه السياسات والمعايير والإجراءات موضع التنفيذ بعد إقرار الجمعية العامة لها</p>



جبل عمر
Jabal Omar

سياسة ومعايير وإجراءات العضوية في
مجلس الإدارة
بعد التعديل



جبل عمر
Jabal Omar



شركة جبل عمر للتطوير

سياسات ومعايير وإجراءات العضوية في مجلس الإدارة

Policies, standards and procedures for membership in the Board

V.4

الإصدار رقم ٤





Contents

Introduction

Formation of the Board

Nomination Rights of Shareholders

Policies for membership in the Board

The standers for membership in the Board

The Nomination Procedures

Dealing with Issues Affecting Independence

Publication and Enforcement

المحتويات

المادة الأولى: تمهيد

المادة الثانية: تشكيل مجلس الإدارة

المادة الثالثة: حق المساهم في الترشح

المادة الرابعة: سياسات العضوية في مجلس الإدارة

المادة الخامسة: معايير العضوية في مجلس الإدارة

المادة السادسة: إجراءات الترشح لعضوية مجلس الإدارة

المادة السابعة: التعامل مع عوارض الاستقلال للمرشحين

المادة الثامنة: النشر والنفاد



Article 1: Introduction

Based on paragraph 3 of Article 21 of the Corporate Governance Regulations, issued by the Board of Capital Market Authority, this document has been prepared to set out the policies, standards and procedures for membership in the Board of Directors of Jabal Omar Development Company.

Article 2: Formation of the Board of Directors

- 1) The General Assembly shall elect Board members of the Company for a period stipulated in the company's bylaws. Board members may be re-elected, unless otherwise specified in the Company's bylaws.
- 2) The company's bylaws determine the number of board members, the Board members must be natural persons.
- 3) The majority of the Board members shall be of Non-Executive Directors.
- 4) The number of Independent Directors shall not be less than two members or one-third of the Board members, whichever is greater.

Article 3: Nomination Rights of Shareholders

Any shareholder is entitled to nominate him/herself or others to the membership of the Board in accordance with the provisions of the Companies Law and Its Implementing Regulations.

المادة الأولى: تمهيد

استناداً إلى الفقرة ٣ من المادة ٢١ من لائحة حوكمة الشركات الصادرة من هيئة السوق المالية، تم إعداد هذا المستند لتوضيح سياسات ومعايير وإجراءات العضوية في مجلس إدارة شركة جبل عمر للتطوير.

المادة الثانية: تشكيل مجلس الإدارة

- ١) تنتخب الجمعية العامة أعضاء مجلس لإدارة الشركة للمدة المنصوص عليها في نظام الشركة الأساس.
- ٢) يحدد النظام الأساس للشركة عدد أعضاء مجلس الإدارة ويشترط أن يكون الأعضاء من ذوي الصفة الطبيعية
- ٣) يجب أن يكون أغلبية أعضاء المجلس من الأعضاء غير التنفيذيين.
- ٤) يجب ألا يقل عدد الأعضاء المستقلين عن عضوين، أو ثلث عدد أعضاء المجلس أيهم أكثر.

المادة الثالثة: حق المساهم في الترشح

يحق لكل مساهم في الشركة ترشيح نفسه أو غيره لعضوية مجلس الإدارة وفقاً لأحكام نظام الشركات ولوائحه التنفيذية.

Article 4: Policies for membership in the Board

The Nominee for the membership of the Board must fulfill the following:

- 1) The Nominee must be of a good conduct and reputation.
- 2) The Nominee must not have been convicted of a crime involving moral turpitude or dishonesty, including, but not limited to, money laundering, corruption crimes, tax evasion, trading in the financial market based on inside information, fraud and manipulation in the financial market, conducting securities business without a license.
- 3) The nominee must not have declared bankruptcy within the ten years preceding the submission of the nomination application.
- 4) The Nominee shall not be a member of the Boards of Directors of more than five listed joint stock companies at the same time.
- 5) Fully Comply with the provisions and requirements set by the Capital Market Authority.

Article 5: The standers for membership in the Board

The Nominee for membership of the Board of Directors must fulfill the following standards:

- 1) He/She has academic qualifications, professional skills and practical experiences related to the current and future activities of the company, this includes, but is not limited to areas such as engineering, real estate development, project management, management and operation of hotels and commercial centers, strategy and planning, business administration and economics, finance, accounting, law, governance and risk management.

المادة الرابعة: سياسات العضوية في مجلس الإدارة

يشترط أن يستوفي المرشح لعضوية مجلس الإدارة مايلي:

- ١) أن يكون المرشح حسن السيرة والسمعة.
- ٢) ألا يكون قد سبق أن صدر ضده أحكام قضائية في إحدى الجرائم المخلة بالشرف أو النزاهة أو الأمانة ومنها على سبيل المثال لا الحصر غسل الأموال، جرائم الفساد، التهرب الضريبي، التداول في السوق المالية بناء على معلومات داخلية، الاحتيال والتلاعب في السوق المالية، ممارسة أعمال الأوراق المالية بدون ترخيص.
- ٣) ألا يكون المرشح قد سبق وأن أعلن إفلاسه خلال العشر سنوات السابقة لتقديم طلب الترشيح.
- ٤) ألا يشغل المرشح عضوية مجلس إدارة أكثر من خمس شركات مساهمة مدرجة في السوق المالية السعودية في آن واحد.
- ٥) الالتزام بما تقرره الهيئة من متطلبات.

المادة الخامسة: معايير العضوية في مجلس الإدارة

يشترط أن تتوافر في المرشح لعضوية مجلس الإدارة المعايير التالية:

- ١) أن تتوافر فيه المؤهلات العلمية، المهارات المهنية والخبرات العملية ذات الصلة بأنشطة الشركة الحالية والمستقبلية، ومن ذلك على سبيل المثال لا الحصر المجالات ذات العلاقة مثل الهندسة والتطوير العقاري، إدارة المشاريع، إدارة وتشغيل الفنادق والمراكز التجارية، الاستراتيجية والتخطيط، الإدارة والاقتصاد، المالية، المحاسبة، القانون، شؤون الحوكمة وإدارة المخاطر.

- 2) He/She has the technical, leadership, and administrative competencies as well as the ability to take prompt decisions, and understand technical requirements and developments related to the job. He/she shall also be able to provide strategic guidance and long-term planning and have a clear future vision
- 3) He/she shall enjoy leadership skills which enable him/her to delegate powers in order to enhance performance and apply best practices in effective management and compliance with professional ethics and values.
- 4) He/she shall have the ability to read and understand financial statements and reports
- 5) He/She shall allocate sufficient time to fulfill his/her responsibilities
- 6) He/She shall not suffer from any health issue that may hinder him/her from performing his/her duties and responsibilities.
- (٢) أن تتوافر فيه القدرات الفنية، والقيادية المناسبة، مثل السرعة في اتخاذ القرار، استيعاب المتطلبات الفنية المتعلقة بسير العمل، وأن يكون قادراً على التوجيه والتخطيط الاستراتيجي.
- (٣) أن تتوفر فيه القدرة على القيادة وذلك بأن يتمتع بمهارات قيادية تؤهله لمنح الصلاحيات بما يؤدي إلى تحفيز الأداء وتطبيق أفضل الممارسات في مجال الإدارة الفعالة والتقييد بالقيم والأخلاق المهنية
- (٤) أن يكون قادراً على قراءة البيانات والتقارير المالية وفهمهما.
- (٥) أن يلتزم العضو بتخصيص وقت كافي للقيام بمسؤولياته في الشركة.
- (٦) أن لا يكون لديه مانع صحي يعوق عن ممارسة مهامه واختصاصاته

Article 6: The Nomination Procedures

- 1) The Company shall publish the nomination announcement on the websites of the Company and Tadawul and through any other means specified by the Capital Market Authority; to invite persons wishing to be nominated to the membership of the Board, provided that the nomination period shall remain open for at least a month from the date of the announcement.

المادة السادسة: إجراءات الترشح لعضوية مجلس الإدارة

- (١) يتم نشر إعلان الترشح في الموقع الإلكتروني للشركة والموقع الإلكتروني للسوق (تداول) وفي أي وسيلة أخرى تحددها الهيئة؛ وذلك لدعوة الأشخاص الراغبين في الترشح لعضوية مجلس الإدارة، على أن يظل باب الترشح مفتوحاً مدة شهر على الأقل من تاريخ الإعلان.

- 2) The nominee during the period stipulated in the above paragraph submit the following requirements:
- A) a written request signed to the Nominations and Remuneration Committee according to the form that will be attached to the candidacy announcement.,
- B) CV by Arabic and English includes his experiences, qualifications, skills, jobs, past and current memberships.
- C) a copy of the national identity card, family card and passport for non-Saudis.
- 3) The Nominee must fill out the forms specified by the Capital Market Authority, which can be obtained through the Authority's website.
- 4) The Nominations and Remuneration Committee studies all nomination and submit its recommendation to the Board of Directors in accordance with what is stipulated in this policy.
- 5) The board approves the nominees for membership of the board of directors and coordinates with the executive management to announce the nominees' information on Tadawul, when publishing the invitation to convene the general assembly meeting. A copy of the same shall be provided in the company's headquarters and its website.
- 6) Voting in the General Assembly Meeting shall be confined to the nominees whose information has been announced.
- (٢) أن يتقدم المرشح خلال المدة المنصوص عليها في الفقرة أعلاه بالمتطلبات التالية:
- أ) طلب كتابي موقع إلى لجنة الترشيحات والمكافآت وفقاً للنموذج الذي سيرفق في إعلان الترشح.
- ب) السيرة الذاتية باللغة العربية والإنجليزية تتضمن خبراته ومؤهلاته ومهاراته ووظائفه وعضوياته السابقة والحالية.
- ج) نسخة من بطاقة الهوية الوطنية وبطاقة العائلة وجواز السفر لغير السعوديين.
- (٣) على المرشح تعبئة النماذج التي تحددها هيئة السوق المالية والتي يمكن الحصول عليها من خلال الموقع الإلكتروني للهيئة.
- (٤) تقوم لجنة الترشيحات والمكافآت بدراسة جميع طلبات الترشح والتوصية لمجلس الإدارة بالمرشحين وفقاً لما نصت عليه هذه السياسة.
- (٥) يقوم المجلس باعتماد المرشحين لعضوية مجلس الإدارة والتنسيق مع الإدارة التنفيذية للإعلان عنهم في الموقع الإلكتروني للسوق (تداول) عند نشر أو توجيه الدعوة لانعقاد الجمعية العامة، ويتم توفير نسخة من هذه المعلومات في مركز الشركة الرئيس وموقعها الإلكتروني.
- (٦) يقتصر التصويت في الجمعية العامة على المرشحين لعضوية مجلس الإدارة الذين تم الإعلان عن معلوماتهم.

- 7) Cumulative voting shall be the method of voting for electing Board member, in which each shareholder a voting capacity equivalent to the number of shares he/she owns, and by which the shareholder is entitled to either exercise all of his/her votes towards one nominee or to divide his/her votes towards several nominees without any duplication of such votes it is not allowed to use the voting right of a single share more than once.

(٧) يتم استخدام التصويت التراكمي في انتخاب مجلس الإدارة، بحيث يحق للمساهم التصويت بجميع أسهمه لانتخاب مرشح واحد أو تقسيمها بين عدد من المرشحين.

Article 7: Dealing with Issues Affecting Nominees Independence

- 1) The nominee must determine whether he/she meets any of Issues Affecting Independence mentioned in the corporate governance regulations issued by the Capital Market Authority. If one of them applies, the nominee will be classified as a non-executive member.
- 2) The Nomination and Remuneration Committee may evaluates the nominees' independence and classifies the those who are not independent as non-executive members.
- 3) The nominee will be informed of his classification in case the committee's classification differs from what was mentioned in the nomination form.
- 4) The classification of the nominees shall be mentioned upon the invitation to the General Assembly.
- 5) Elections results shall be announced after the General Assemble Meeting. In case of the absence of minimum number of independents, the new board shall meet and decide on how to rectify the negation of independence issues.

المادة السابعة: التعامل مع عوارض الاستقلال للمرشحين

- ١) يجب على المرشح تحديد ما إذا كان ينطبق عليه أي من عوارض الاستقلال المذكورة في لائحة حوكمة الشركات الصادرة من هيئة السوق المالية، وفي حال وجود أحد عوارض الاستقلال يصنف المرشح كعضو غير تنفيذي.
- ٢) يجوز للجنة الترشيحات والمكافآت تقييم عوارض الاستقلال لدى المرشحين وتصنيف الأعضاء الذين تتوفر لديهم عوارض الاستقلال كأعضاء غير تنفيذيين
- ٣) يتم ابلاغ العضو المرشح بتصنيفه في حال اختلاف تصنيف اللجنة عن ما ذكر في نموذج الترشح.
- ٤) يتم الإعلان عن تصنيف المرشحين عند الدعوة للجمعية العمومية.
- ٥) يتم عقد الانتخابات وإعلان النتائج، وفي حال عدم توفر الحد الأدنى من المستقلين يدعى المجلس الجديد للاجتماع ويقرر كيفية معالجة عوارض الاستقلال.

Article 8: publication and enforcement

These policies, standards and procedures shall be put into effect after approved by the General Assembly.

المادة الثامنة: النشر والنفاد

توضع هذه السياسات والمعايير والإجراءات موضع التنفيذ بعد إقرار الجمعية العامة لها



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Jabal Omar

سياسة مكافآت أعضاء مجلس الإدارة
واللجان
قبل التعديل



جبل عمر
Jabal Omar

	<p data-bbox="784 938 1182 974">Jebel Omar Development Company</p> <p data-bbox="604 1012 1370 1052">Board members and its committees remuneration policy</p> <p data-bbox="912 1089 1052 1125">Version 4</p>
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Article 1: The purpose of the policy

- This policy aims to establish clear criteria for the remuneration of board members and committees emanating from it and to determine all the rewards due to them and the expenses allowances that the company incurs for members for the purpose of doing their jobs.
- This policy was prepared by the Nominations and Remuneration Committee in accordance with the company's law, CMA rules, their executive regulations and best practices. This policy is reviewed and updated at the discretion of the committee or when there are any changes to the relevant regulatory requirements.

Article 2: Scope of application

This policy applies to board members and committees, including members of the Audit committee, and members outside the Board.

Article 3: Definitions

The following words and phrases indicate the meanings described before them unless the context requires otherwise:

- **Board:** Board of Directors of Jabal Omar Development Company.
- **Committee:** The Board shall form specialized committees according to the needed depending on the Company's circumstances in order to enable it to effectively perform its duties. in accordance with general procedures developed by the Board, which shall determine the duties, duration and powers of each committee, and the manner in which the Board monitors the activities of each committee
- **Workshops:** Meeting board members with executive management and/or specialists from outside the Board to discuss one or more topics for the purpose of exchanging views, experiences, information and suggestions.
- **Executive Member:** a member of the Board who is a full-time member of the executive management team of the Company and participates in its daily activities
- **Non-executive member:** a member of the Board who is not a full-time member of the management team of the Company and does not participate in its daily activities
- **Independent member:** a non-executive member of the Board who enjoys complete independence in his/her position and decisions and none of the independence affecting issues stipulated in Article 20 of these Regulations apply to him/her.
- **Members of committees from outside the Board:** experts and specialists from outside the company.
- **Remunerations:** amounts, allowances, dividends and the like, periodic or annual bonuses linked to performance, long or short-term incentive plans and any other in-kind benefits except the actual reasonable expenses and fees incurred by the company to enable the Board member to perform his duties.
- **Meeting:** Any meeting of members, including meetings of the Board of Directors, its committees and the General Assembly.



Article 4: Criteria for determining rewards

When determining rewards, the following criteria are taken into account:

1. The rewards should be fair and proportionate to the terms of reference, business and responsibilities of the member, in addition to the objectives set by the Board of Directors to be achieved during the fiscal year.
2. The rewards must be commensurate with the company's activity and the skill to manage it.
3. be consistent with the magnitude, nature and level of risks faced by the Company;
4. The reward should be reasonably sufficient to attract, motivate and retain competent and experienced council members.
5. take into consideration the practices of other companies in respect of the determination of remunerations, and avoid the disadvantages of such comparisons in leading to unjustifiable increases in remunerations and compensations;
6. Taking into account the sector in which the company operates and its size.
7. Taking into account the experience, skills and scientific qualifications of board members.
8. Prepare in coordination with the Nominations and Remuneration Committee for new appointments.
9. The remuneration must be calculated and disbursed in accordance with this policy.

Article 5: General rules and restrictions

1. A member of the Board of Directors and members of the committees emanating from him may receive a separate compensation or reward for any additional technical, administrative or advisory work submitted to the company, provided that such consulting work is provided under a professional license. That remuneration is determined on the recommendation of the Nominations and Remuneration Committee and the approval of the Board of Directors.
2. The remuneration of board members may vary in amount to reflect the member's experience, competences, functions, independence, number of meetings he attends and other considerations.
3. Board members are not entitled to vote on the board members' bonus clause at the General Assembly meeting of shareholders.
4. The total remuneration of a board member of the Board of Directors may not exceed SAR 500,000 per year. The exception is the remuneration he receives for his membership in the Audit committee, as well as the remuneration referred to in paragraph (1) above.



Article 6: Details of remuneration

Here are the details of the rewards:

1. The company offers an annual bonus to the Chairman of the Board worth SR 350,000
2. The company offers an annual bonus to each board member of the Board of Directors worth SR 250,000
3. The company offers an annual bonus to each member of the Audit committee of SR 125,000
4. The company offers an annual bonus to the member - from outside the Board - in other committees of the Board of Directors worth SR 125,000
5. A remuneration for the secretary will be paid a lump sum of SR 3,000 for each meeting, except if the secretary is an employee of the company.

Article 7: Entitlement, mechanism and times of disbursement of rewards

1. The member is entitled to the reward from the start of the session of the Council and the committees emanating from it or from the date of the decision to join the Board or committee until the end of those sessions or from the date of the decision to approve the resignation or removal of the member.
2. The procedures for cashing bonuses and allowances are prepared by the governance sector and the obligation to be approved by the CEO.
3. The annual bonus for board members and committees emanating from it is disbursed quarterly.
4. Member's dues are paid without delay if his or her membership expires.
5. The mechanism for calculating annual remuneration for board members and committees arising from it if they join or end their membership during the session is as follows:

(The annual bonus value of the member ÷ the number of days of the new year × the number of actual days).

The number of actual days is the number of days of the membership period for which the equivalent is due.

Article 8: Situations where remunerations should be suspended or reclaimed

The remunerations is suspended or reclaimed in the following situations:

1. If the company, the Audit committee or the CMA finds that the remuneration disbursed to any member are based on incorrect or misleading information that has been presented to the General Assembly or contained in the Board of Directors' report, it must be returned to the company, and the company has the right to demand its refund.
2. If the General Assembly decides to terminate the membership of absent board members because it does not attend three consecutive meetings of the Board without a legitimate excuse. The member does not deserve remuneration for the period following the last meeting he attended, and must return all the remuneration spent on him for that period.

Article 9: Disclosure of remuneration

The remuneration of board members and committees shall disclose in the Board's annual report, and highlighting any material deviation from the policy.

Article 10: Access

This policy shall be effective from the date of the General Assembly approved.



جبل عمر
Jabal Omar

سياسة مكافآت أعضاء مجلس الإدارة
واللجان
بعد التعديل



جبل عمر
Jabal Omar

	شركة جبل عمر للتطوير
	سياسة مكافآت أعضاء مجلس الإدارة واللجان المنبثقة منه Board members and its Committees remuneration policy الإصدار رقم 0 V.5



Article 1: The purpose of the policy

المادة الأولى: الغرض من السياسة

- This policy aims to establish clear criteria for the remuneration of board members and committees emanating from it and to determine all the rewards due to them.
- This policy was prepared by the Nominations and Remuneration Committee in accordance with the company's law, CMA rules, their executive regulations and best practices. This policy is reviewed and updated at the discretion of the committee or when there are any changes to the relevant regulatory requirements.

- تهدف هذه السياسة إلى وضع معايير واضحة لمكافآت أعضاء مجلس الإدارة واللجان المنبثقة منه وتحديد جميع المكافآت المستحقة.
- تم إعداد هذه السياسة من قبل لجنة الترشيحات والمكافآت وفقاً لأحكام نظام الشركات ونظام السوق المالية ولوائحهما التنفيذية وأفضل الممارسات المعمول بها. ويتم مراجعتها وتحديثها حسب تقدير اللجنة أو عند حدوث أي تغييرات في المتطلبات التنظيمية ذات الصلة.

Article 2: Scope of application

المادة الثانية: نطاق التطبيق

This policy applies to board members and committees, including members of the Audit committee, and members outside the Board.

تنطبق هذه السياسة على أعضاء مجلس الإدارة واللجان المنبثقة منه، بما في ذلك أعضاء لجنة المراجعة، والأعضاء من خارج المجلس.

Article 3: Definitions

المادة الثالثة: تعريفات

The following words and phrases indicate the meanings described before them unless the context requires otherwise:

تدل الكلمات والعبارات الآتية على المعاني الموضحة أمامها ما لم يقتض السياق خلاف ذلك:

- **Board:** Board of Directors of Jabal Omar Development Company.
- **Committee:** The Board shall form specialized committees according to the needed depending on the Company's circumstances in order to enable it to effectively perform its duties. in accordance with general procedures developed by the Board, which shall determine the duties, duration and powers of each committee, and the manner in which the Board monitors the activities of each committee

- **المجلس:** مجلس إدارة شركة جبل عمر للتطوير.

- **اللجنة:** يشكل مجلس الإدارة لجاناً متخصصة حسب حاجة الشركة وظروفها وأوضاعها بما يمكنها من تأدية مهامها بفعالية وذلك وفقاً لإجراءات عامة يضعها المجلس تتضمن تحديد مهمة كل لجنة ومدة عملها والصلاحيات المخولة لها خلال هذه المدة وكيفية رقابة مجلس الإدارة عليها.

- **Executive Member:** a member of the Board who is a full-time member of the executive management team of the Company and participates in its daily activities
 - **Non-executive member:** a member of the Board who is not a full-time member of the management team of the Company and does not participate in its daily activities
 - **Independent member:** a non-executive member of the Board who enjoys complete independence in his/her position and decisions and none of the independence affecting issues stipulated in Article 20 of these Regulations apply to him/her.
 - **Members of committees from outside the Board:** experts and specialists from outside the company.
 - **Remunerations:** amounts, allowances, dividends and the like, periodic or annual bonuses linked to performance, long or short-term incentive plans and any other in-kind benefits except the actual reasonable expenses and fees incurred by the company to enable the Board member to perform his duties.
 - **Meeting:** Any meeting of members, including meetings of the Board of Directors, its committees , the General Assembly , Workshops and so on.
- **العضو التنفيذي:** عضو مجلس الإدارة الذي يكون متفرغاً في الإدارة التنفيذية للشركة ويشارك في الأعمال اليومية لها.
 - **العضو غير التنفيذي:** عضو مجلس الإدارة الذي لا يكون متفرغاً لإدارة الشركة ولا يشارك في الأعمال اليومية لها.
 - **العضو المستقل:** عضو مجلس إدارة غير تنفيذي يتمتع بالاستقلال التام في مركزه وقراراته، ولا تنطبق عليه أي من عوارض الاستقلال المنصوص عليها في لائحة حوكمة الشركات.
 - **أعضاء اللجان من خارج المجلس:** الخبراء والمختصين من خارج الشركة.
 - **المكافآت:** المبالغ والبدلات والأرباح وما في حكمها، والمكافآت الدورية أو السنوية المرتبطة بالأداء، والخطط التحفيزية قصيرة أو طويلة الأجل، وأي مزايا عينية أخرى، باستثناء النفقات والمصاريف الفعلية المعقولة التي تتحملها الشركة عن عضو مجلس الإدارة لغرض تأدية عمله.
 - **اجتماع:** أي اجتماع للأعضاء ويشمل ذلك اجتماعات مجلس الإدارة واللجان المنبثقة منه والجمعية العمومية وورش العمل ونحو ذلك.

يراعى عند تحديد المكافآت المعايير التالية:

When determining rewards, the following criteria are taken into account:

1. The rewards should be fair and proportionate to the terms of reference, business and responsibilities of the member, in addition to the objectives set by the Board of Directors to be achieved during the fiscal year.
 2. The rewards must be commensurate with the company's activity and the skill to manage it.
 3. be consistent with the magnitude, nature and level of risks faced by the Company;
 4. The reward should be reasonably sufficient to attract, motivate and retain competent and experienced council members.
 5. take into consideration the practices of other companies in respect of the determination of remunerations and avoid the disadvantages of such comparisons in leading to unjustifiable increases in remunerations.
 6. Taking into account the sector in which the company operates and its size.
 7. Taking into account the experience, skills and scientific qualifications of board members.
 8. The remuneration must be calculated and disbursed in accordance with this policy.
١. أن تكون المكافآت عادلة ومتناسبة مع اختصاصات العضو والأعمال والمسؤوليات التي يقوم بها ويتحملها، بالإضافة إلى الأهداف المحددة من قبل مجلس الإدارة المراد تحقيقها خلال السنة المالية.
 ٢. أن تكون المكافآت متناسبة مع نشاط الشركة والمهارة اللازمة لإدارتها.
 ٣. انسجامها مع حجم وطبيعة ودرجة المخاطر لدى الشركة.
 ٤. أن تكون المكافأة كافية بشكل معقول لاستقطاب أعضاء مجلس ذوي كفاءة وخبرة مناسبة وتحفيزهم والإبقاء عليهم.
 ٥. الأخذ في الاعتبار ممارسات الشركات الأخرى في السوق في تحديد المكافآت، مع تفادي ما قد ينشأ عن ذلك من ارتفاع غير مبرر للمكافآت.
 ٦. الأخذ بعين الاعتبار القطاع الذي تعمل فيه الشركة وحجمها.
 ٧. الأخذ بعين الاعتبار خبرة أعضاء مجلس الإدارة ومهاراتهم ومؤهلاتهم العلمية.
 ٨. أن يكون احتساب المكافآت وصرفها وفقاً لهذه السياسة.

Article 5: General rules and restrictions

المادة الخامسة: قواعد وقيود عامة

1. A member of the Board of Directors and members of the committees emanating from him may receive a separate compensation or reward for any additional technical, administrative or advisory work or executive positions submitted to the company, provided that such consulting work is provided under a professional license. That remuneration is determined on the recommendation of the Nominations and Remuneration Committee and the approval of the Board of Directors.

١. يجوز لعضو مجلس الإدارة وأعضاء اللجان المنبثقة منه الحصول على تعويض أو مكافأة منفصلة نظير أي أعمال أو مناصب تنفيذية أو فنية أو إدارية أو استشارية إضافية مقدمة للشركة، شريطة أن تقدم تلك الأعمال الإستشارية بموجب ترخيص مهني. ويتم تحديد تلك المكافأة بناء على توصية لجنة الترشيحات والمكافآت وموافقة مجلس الإدارة.
2. The remuneration of board members may vary in amount to reflect the member's experience, competences, functions, independence, number of meetings he attends and other considerations.

٢. يجوز أن تكون مكافآت أعضاء مجلس الإدارة متفاوتة المقدار بحيث تعكس مدى خبرة العضو واختصاصاته والمهام المنوطة به واستقلاله وعدد الجلسات التي يحضرها وغيرها من الاعتبارات.
3. Board members are not entitled to vote on the board members' bonus clause at the General Assembly meeting of shareholders.

٣. لا يحق لأعضاء مجلس الإدارة التصويت على بند مكافأة أعضاء مجلس الإدارة في اجتماع الجمعية العامة للمساهمين.

Article 6: Details of remuneration

المادة السادسة: تفاصيل المكافآت

Here are the details of the rewards:

فيما يلي تفاصيل المكافآت:

1. The company offers an annual bonus to the Chairman of the Board worth SR 350,000

١. تقدم الشركة مكافأة سنوية لرئيس مجلس الإدارة بقيمة (٣٥٠,٠٠٠) ريال.
2. The company offers an annual bonus to each board member of the Board of Directors worth SR 250,000

٢. تقدم الشركة مكافأة سنوية لكل عضو من أعضاء مجلس الإدارة بقيمة (٢٥٠,٠٠٠) ريال.
3. The company offers an annual bonus to each member of the Audit committee of SR 125,000

٣. تقدم الشركة مكافأة سنوية لكل عضو من أعضاء لجنة المراجعة بقيمة (١٢٥,٠٠٠) ريال.
4. The company offers an annual bonus to the member - from outside the Board - in other committees of the Board of Directors worth SR 125,000

٤. تقدم الشركة مكافأة سنوية للعضو - من خارج المجلس - في اللجان الأخرى المنبثقة من مجلس الإدارة بقيمة (١٢٥,٠٠٠) ريال.

5. A remuneration for the secretary will be paid a lump sum of SR 3,000 for each meeting, except if the secretary is an employee of the company.
٥. تصرف مكافأة لأمين السر مبلغ مقطوع وقدره (٣,٠٠٠) ريال عن كل اجتماع ويستثنى من ذلك في حال كان أمين السر موظفاً في الشركة.

Article 7: Entitlement, mechanism and times of disbursement of rewards

المادة السابعة: الاستحقاق وآلية وأوقات صرف المكافآت

1. The member is entitled to the reward from the start of the session of the Council and the committees emanating from it or from the date of the decision to join the Board or committee until the end of those sessions or from the date of the decision to approve the resignation or removal of the member.
2. The procedures for cashing bonuses are prepared by the governance sector and the obligation to be approved by the CEO.
3. The annual bonus for board members and committees emanating from it is disbursed quarterly.
4. Member's dues are paid without delay if his or her membership expires.
5. The mechanism for calculating annual remuneration for board members and committees arising from it if they join or end their membership during the session is as follows:

١. يستحق العضو المكافأة اعتباراً من تاريخ بداية دورة المجلس واللجان المنبثقة منه أو من تاريخ صدور قرار انضمام العضو للمجلس أو اللجنة وحتى نهاية تلك الدورات أو من تاريخ صدور قرار الموافقة على استقالة العضو أو عزله.

٢. يتم إعداد إجراءات صرف المكافآت من قبل قطاع الحوكمة والالتزام على أن يتم اعتماد أمر صرفها من قبل الرئيس التنفيذي.

٣. يتم صرف المكافأة السنوية الخاصة بأعضاء مجلس الإدارة واللجان المنبثقة منه بشكل ربع سنوي.

٤. يتم صرف مستحقات العضو دون تأخير في حال انتهاء عضويته.

٥. تكون آلية احتساب المكافآت السنوية لأعضاء مجلس الإدارة واللجان المنبثقة منه في حال انضمامهم أو انتهاء عضويتهم أثناء الدورة على النحو التالي:

(The annual bonus value of the member ÷ the number of days of the new year × the number of actual days).

(قيمة المكافأة السنوية للعضو ÷ عدد أيام السنة الميلادية × عدد الأيام الفعلية).

The number of actual days is the number of days of the membership period for which the equivalent is due.

يقصد بعدد الأيام الفعلية هو عدد ايام فترة العضوية المستحق صرف المكافئة عنها.

Article 8: Situations where remunerations should be suspended or reclaimed

The remunerations is suspended or reclaimed in the following situations:

1. If the company, the Audit committee or the CMA finds that the remuneration disbursed to any member are based on incorrect or misleading information that has been presented to the General Assembly or contained in the Board of Directors' report, it must be returned to the company, and the company has the right to demand its refund.
2. If the General Assembly decides to terminate the membership of absent board members because it does not attend three consecutive meetings or five separate meetings of the Board during the term of his membership without a legitimate excuse accepted by the Board. The member does not deserve remuneration for the period following the last meeting he attended and must return all the remuneration spent on him for that period.

Article 9: Disclosure of remuneration

The remuneration of board members and committees shall disclose in the Board's annual report and highlighting any material deviation from the policy.

Article 10: Access

This policy shall be effective from the date of the General Assembly approved.

المادة الثامنة: حالات إيقاف صرف المكافآت أو استردادها

يتم إيقاف صرف المكافأة أو استردادها في الحالات التالية:

1. إذا تبين للشركة أو للجنة المراجعة أو الهيئة أن المكافآت التي صرفت لأي من الأعضاء مبنية على معلومات غير صحيحة أو مضللة تم عرضها على الجمعية العامة أو تضمنها تقرير مجلس الإدارة فيجب إعادتها للشركة، ويحق للشركة مطالبتة بردها.
2. إذا قررت الجمعية العامة إنهاء عضوية من تغيب من أعضاء مجلس الإدارة بسبب عدم حضوره ثلاثة اجتماعات متتالية أو خمسة اجتماعات متفرقة للمجلس خلال مدة عضويته دون عذر مشروع يقبله المجلس. فلا يستحق العضو مكافآت عن الفترة التي تلي آخر اجتماع حضره، ويجب عليه إعادة جميع المكافآت التي صرفت له عن تلك الفترة.

المادة التاسعة: الإفصاح عن المكافآت

يتم الإفصاح في تقرير مجلس الإدارة السنوي عن تفاصيل المكافآت لأعضاء مجلس الإدارة واللجان المنبثقة منه، وبيان أي انحراف جوهري عن هذه السياسة.

المادة العاشرة: النفاذ

تكون هذه السياسة نافذة من تاريخ اعتمادها من قبل الجمعية العامة للمساهمين.



البند الخامس



جبل عمر
Jabal Omar

معايير وضوابط منافسة عضو مجلس الإدارة
للأعمال الشركة أو أحد فروع أنشطتها
قبل التعديل



معايير وضوابط منافسة عضو مجلس
الإدارة لأعمال الشركة أو أحد فروع
نشاطها

الإصدار 1

Standards and controls for
competition of a board member
to the company's business or any
of its branches of activity

Version 1



Article 1: Introduction

This Standards and controls has been prepared to fulfill the requirements of Article 46 of the Corporate Governance Regulations issued by the Capital Market Authority, which requires setting standards - approved by the General Assembly - to verify that a member of the Board of Directors is competing for the company's business or competing in one of the branches of the activity that it engages in.

Article 2: General Principles

- 1) Each member of the Board shall comply with the principles of truthfulness, honesty, loyalty, and care of the interests of the Company and its shareholders, and priorities their interests over his/her personal interests.
- 2) A board member may not engage in any act or business that may compete with the company. Otherwise, the company shall have the right to petition the competent judicial authority to claim appropriate damages, unless such member has a authorization from the ordinary general assembly.
- 3) incompatible with the independence requirement for an Independent Director engages he/she in a business where he competes with the Company or conducting businesses in any of the company's activities.

Article 3: Concept of the Competing Businesses

According to article 47 of the Corporate Governance Regulations, the following shall be deemed a participation in any business that may compete with the Company or any of its activities:

- 1) the Board members' establishing a company or a sole proprietorship or the ownership of a controlling percentage of shares or stakes in a Company or any other entity engages in business activities that are similar to the activities of the Company or its group.
- 2) accepting membership in the Board of a company, an entity that competing with the Company or its group or managing the affairs of a competing sole

المادة الأولى : مقدمة

تم إعداد هذه المعايير والضوابط للوفاء بمتطلبات المادة السادسة والأربعون من لائحة حوكمة الشركات الصادرة من هيئة السوق المالية والتي تتطلب وضع معايير -معمتمة من الجمعية العامة- للتحقق من منافسة عضو مجلس الإدارة لأعمال الشركة أو منافستها في أحد فروع النشاط الذي تزاوله.

المادة الثانية: مبادئ عامة

- 1) يلتزم كل عضو من أعضاء مجلس الإدارة بمبادئ الصدق والأمانة والولاء والعناية والاهتمام بمصالح الشركة والمساهمين وتقديمتها على مصلحته الشخصية.
- 2) لا يجوز لعضو مجلس الإدارة أن يشترك في أي عمل من شأنه منافسة الشركة، أو أن ينافس الشركة في أحد فروع النشاط الذي تزاوله، وإلا كان للشركة أن تطالبه أمام الجهة القضائية المختصة بالتعويض المناسب، ما لم يكن حاصلًا على ترخيص من الجمعية العامة العادية يسمح له القيام بذلك.
- 3) يتنافى مع الاستقلال اللازم توافره في عضو مجلس الإدارة اشتراكه في عمل من شأنه منافسة الشركة، أو أن يتجر في أحد فروع النشاط الذي تزاوله الشركة.

المادة الثالثة: مفهوم أعمال المنافسة

بناءً على ما نصت عليه المادة ٤٧ من لائحة حوكمة الشركات فإنه يدخل ضمن مفهوم الاشتراك في أي عمل من شأنه منافسة الشركة أو منافستها في أحد فروع النشاط الذي تزاوله ما يلي:

- 1) تأسيس عضو مجلس الإدارة لشركة أو مؤسسة فردية أو تملك نسبة مؤثرة لأسهم أو حصص في شركة أو منشأة أخرى تزاول نشاطاً من نوع نشاط الشركة أو مجموعتها.
- 2) قبول عضوية مجلس إدارة شركة أو منشأة منافسة للشركة، أو مجموعتها، أو تتولى إدارة مؤسسة فردية منافسة أو شركة أياً كان شكلها، فيما عدا تابعي الشركة
- 3) حصول العضو على وكالة تجارية أو ما في حكمها، ظاهرة كانت أو مستترة، لشركة أو منشأة أخرى منافسة للشركة أو مجموعتها.



proprietorship or any competing company of any form, except the company's affiliates.

- 3) 3) the Board member's acting as an overt or covert commercial agent for another company or entity competing with the Company or its group.

Article 4: Standers of the Competing Businesses

The following criteria shall be taken into account when measuring the existence of competition - including but not limited to - the following:

- 1) the nature of the business and the products offered by the competing company.
- 2) The geographical area and the markets in which the competing company conducts its business.
- 3) The capital of the competing company and its total shareholders owners.
- 4) The competitor's projects size.

Article 5: Controls of the Competing Businesses

If a member of the Board desires to engage in a business that may compete with the Company or any of its activities, the following shall be taken into account:

- 1) Notifying the Board fully and immediately of his/her participation, directly or indirectly, in any businesses that may compete with the Company or lead to competing with the Company, directly or indirectly, in respect of any of its activities.
- 2) The conflicted member shall abstain from voting on the related decision in the Board meeting and General Assemblies.
- 3) The chairman of the Board shall inform the General Assembly, once convened, of the competing businesses that the member of the Board is engaged in, after the Board assesses the board member's competition with the company's business or if he/she is in competition with one of the branch activities that it conducts in. Such businesses shall be assessed on an annual basis.

المادة الرابعة: معايير أعمال المنافسة

يقوم مجلس الإدارة بالتحقق من منافسة عضو المجلس لأعمال الشركة أو منافستها في أحد فروع النشاط الذي تتزاوله مع الأخذ بالاعتبار عند قياس مدى تحقق المنافسة المعايير التالية:

- ١) طبيعة الأعمال والمنتجات التي تقدمها الشركة أو المنشأة المنافسة.
- ٢) المنطقة الجغرافية والأسواق التي تتزاول فيها الشركة المنافسة أعمالها.
- ٣) رأس مال الشركة المنافسة وإجمالي حقوق ملاكها.
- ٤) حجم مشاريع الشركة المنافسة.

المادة الخامسة: ضوابط منافسة الشركة

إذا رغب عضو مجلس الإدارة في الاشتراك في عمل من شأنه منافسة الشركة، أو منافستها في أحد فروع النشاط الذي تتزاوله، فيجب مراعاة ما يلي:

- ١) إبلاغ مجلس الإدارة بشكل كامل وفوري بمشاركته المباشرة أو غير المباشرة في أي أعمال من شأنها منافسة الشركة أو بمنافسته بشكل مباشر أو غير مباشر في أحد فروع النشاط الذي تتزاوله، وإثبات هذا الإبلاغ في محضر اجتماع مجلس الإدارة.
- ٢) عدم اشتراك العضو صاحب المصلحة في التصويت على القرار الذي يصدر في هذا الشأن في مجلس الإدارة وجمعيات المساهمين.
- ٣) قيام رئيس مجلس الإدارة بإبلاغ الجمعية العامة العادية عند انعقادها بالأعمال المنافسة التي يزاولها عضو المجلس، وذلك بعد تحقق مجلس الإدارة من منافسة عضو المجلس لأعمال الشركة أو منافستها في أحد فروع النشاط الذي تتزاوله وفقاً للمعايير أعلاه. على أن يتم التحقق من هذه الأعمال بشكل سنوي.
- ٤) الحصول على ترخيص من الجمعية العامة العادية للشركة يسمح للعضو بممارسة الأعمال المنافسة.



- 4) Obtaining an authorization of the General Assembly of the Company for the member to engage in the competing business.

Article 6: Rejection to Grant Authorisation

If the General Assembly rejects granting the authorisation the member of the Board shall resign within a period specified by the General Assembly; otherwise, his/her membership in the Board shall be deemed terminated, unless he/she decides to withdraw from competing the company or regularise his/her situation in accordance with the Companies Law and its Implementing Regulations prior to the end of the period set by the General Assembly

Article 7: Adoption and Changes

This Charter and any changes thereof shall be approved by the General Assembly.

المادة السادسة: رفض منح الترخيص

إذا رفضت الجمعية العامة منح الترخيص فعلى عضو مجلس الإدارة تقديم استقالته خلال مهلة تحددها الجمعية العامة، وإلا عُدت عضويته في المجلس منتهية، وذلك ما لم يقرر العدول عن منافسة الشركة أو توفيق أوضاعه طبقاً لنظام الشركات ولوائحه التنفيذية قبل انقضاء المهلة المحددة من قبل الجمعية العامة.

المادة السابعة: الاعتماد والتعديل

تعتمد هذه الوثيقة وأي تعديلات عليها من قبل الجمعية العامة.

تم اعداد هذه المعايير والضوابط باللغة العربية والإنجليزية. وفي حال وجود تعارض بين النص العربي والنص الانجليزي، يتم العمل بالنص العربي

This Standards and controls has been executed in both Arabic and English Language. In the event of any contradiction between the Arabic text and the English text, the Arabic text shall prevail



جبل عمر
Jabal Omar

معايير وضوابط منافسة عضو مجلس الإدارة
للأعمال الشركة أو أحد فروع أنشطتها
بعد التعديل



معايير وضوابط المنافسة لأعمال
الشركة أو أحد فروع نشاطها
الإصدار ٢

Standards and controls for
competition to the company's
business or any of its branches
of activity

Version 2

Article 1: Introduction

This Standards and controls has been prepared to fulfill the requirements of Article 44 of the Corporate Governance Regulations issued by the Capital Market Authority, which requires setting standards - approved by the General Assembly - to verify that a member of the Board of Directors is competing for the company's business or competing in one of the branches of the activity that it engages in Taking into account what is stated in Article Twenty-Seven of the Companies Law, which states" A company's manager or board member may not engage in any business that may compete with the company or with any of its activities without the authorization of the partners, general assembly, or shareholders or their designees.

Article 2: General Principles

- 1) Each member of the Board, its committees and CEO shall comply with the principles of truthfulness, honesty, loyalty, and care of the interests of the Company and its shareholders, and priorities their interests over his/her personal interests.
- 2) Each member of the board ,its committees and the CEO may not engage in any act or business that may compete with the company. Otherwise, the company shall have the right to petition the competent judicial authority to claim appropriate damages, unless such member has a authorization from the ordinary general assembly.
- 3) incompatible with the independence requirement for an Independent Director engages he/she in a business where he competes with the Company or conducting businesses in any of the company's activities.

Article 3: Concept of the Competing Businesses

According to article 45 of the Corporate Governance Regulations, the following shall be deemed a participation in any business that may compete with the Company or any of its activities:

- 1) the Board members' establishing a company or a sole proprietorship or the ownership of a controlling percentage of shares or stakes in a

المادة الأولى : مقدمة

تم إعداد هذه المعايير والضوابط للوفاء بمتطلبات المادة الرابعة والأربعون من لائحة حوكمة الشركات الصادرة من هيئة السوق المالية والتي تتطلب وضع معايير -معمتمدة من الجمعية العامة- للتحقق من منافسة عضو مجلس الإدارة لأعمال الشركة أو منافستها في أحد فروع النشاط الذي تزاوله. مع مراعاة ما ورد في المادة السابعة والعشرون من نظام الشركات والتي تنص على أنه لا يجوز لمدير الشركة، ولا لعضو مجلس إدارتها، أن يشترك في أي عمل من شأنه منافسة الشركة أو أن ينافس الشركة في أي من فروع النشاط الذي تزاوله، إلا بترخيص من الشركاء أو من الجمعية العامة أو المساهمين أو من يفوضه".

المادة الثانية: مبادئ عامة

- (١) يلتزم كل عضو من أعضاء مجلس الإدارة و أعضاء اللجان التابعة لمجلس الإدارة والرئيس التنفيذي بمبادئ الصدق والأمانة والولاء والعناية والاهتمام بمصالح الشركة والمساهمين وتقديمها على مصلحته الشخصية.
- (٢) لا يجوز لعضو مجلس الإدارة أو عضو أحد لجانته أو الرئيس التنفيذي الاشتراك في أي عمل من شأنه منافسة الشركة، أو أن ينافس الشركة في أحد فروع النشاط الذي تزاوله، وإلا كان للشركة أن تطالبه أمام الجهة القضائية المختصة بالتعويض المناسب، ما لم يكن حاصلًا على ترخيص من الجمعية العامة العادية يسمح له القيام بذلك.
- (٣) يتنافى مع الاستقلال اللازم توافره في عضو مجلس الإدارة اشتراكه في عمل من شأنه منافسة الشركة، أو أن يتجر في أحد فروع النشاط الذي تزاوله الشركة.

المادة الثالثة: مفهوم أعمال المنافسة

بناءً على ما نصت عليه المادة ٤٥ من لائحة حوكمة الشركات فإنه يدخل ضمن مفهوم الاشتراك في أي عمل من شأنه منافسة الشركة أو منافستها في أحد فروع النشاط الذي تزاوله ما يلي:

Company or any other entity engages in business activities that are similar to the activities of the Company or its group.

- 2) accepting membership in the Board of a company, an entity that competing with the Company or its group or managing the affairs of a competing sole proprietorship or any competing company of any form, except the company's affiliates.
- 3) 3) the Board member's acting as an overt or covert commercial agent for another company or entity competing with the Company or its group.

Article 4: Standers of the Competing Businesses

The following criteria shall be taken into account by the board when measuring the existence of competition among members of the board, its committees and the CEO - including but not limited to - the following:

- 1) the nature of the business and the products offered by the competing company.
- 2) The geographical area and the markets in which the competing company conducts its business.
- 3) The capital of the competing company and its total shareholders owners.
- 4) The competitor's projects size.

Article 5: Controls of the Competing Businesses

If a member of the Board or one of its committees or the CEO desires to engage in a business that may compete with the Company or any of its activities, the following shall be taken into account:

- 1) Notifying the Board fully and immediately of his/her participation, directly or indirectly, in any businesses that may compete with the Company or lead to competing with the Company, directly or indirectly, in respect of any of its activities.
- 2) The conflicted member shall abstain from voting on the related decision in the Board meeting and General Assemblies.

١) تأسيس عضو مجلس الإدارة لشركة أو مؤسسة فردية أو تملك نسبة مؤثرة لأسهم أو حصص في شركة أو منشأة أخرى تزاوّل نشاطاً من نوع نشاط الشركة أو مجموعتها.

٢) قبول عضوية مجلس إدارة شركة أو منشأة منافسة للشركة، أو مجموعتها، أو تتولى إدارة مؤسسة فردية منافسة أو شركة أيّاً كان شكلها، فيما عدا تابعي الشركة

٣) حصول العضو على وكالة تجارية أو ما في حكمها، ظاهرة كانت أو مستترة، لشركة أو منشأة أخرى منافسة للشركة أو مجموعتها.

المادة الرابعة: معايير أعمال المنافسة

يقوم مجلس الإدارة بالتحقق من منافسة عضو المجلس أو عضو أحد لجانته أو الرئيس التنفيذي لأعمال الشركة أو منافستها في أحد فروع النشاط الذي تزاوّل مع الأخذ بالاعتبار عند قياس مدى تحقق المنافسة المعايير التالية:

- ١) طبيعة الأعمال والمنتجات التي تقدمها الشركة أو المنشأة المنافسة.
- ٢) المنطقة الجغرافية والأسواق التي تزاوّل فيها الشركة المنافسة أعمالها.
- ٣) رأس مال الشركة المنافسة وإجمالي حقوق ملاكها.
- ٤) حجم مشاريع الشركة المنافسة.

المادة الخامسة: ضوابط منافسة الشركة

إذا رغب عضو مجلس الإدارة أو عضو أحد لجانته أو الرئيس التنفيذي للاشتراك في عمل من شأنه منافسة الشركة، أو منافستها في أحد فروع النشاط الذي تزاوّل، فيجب مراعاة ما يلي:

١) إبلاغ مجلس الإدارة بشكل كامل وفوري بمشاركته المباشرة أو غير المباشرة في أي أعمال من شأنها منافسة الشركة أو بمنافسته بشكل مباشر أو غير مباشر في أحد فروع النشاط الذي تزاوّل، وإثبات هذا الإبلاغ في محضر اجتماع مجلس الإدارة.

٢) عدم اشتراك العضو صاحب المصلحة في التصويت على القرار الذي يصدر في هذا الشأن في مجلس الإدارة وجمعيات المساهمين.

- 3) The Board shall inform the General Assembly, once convened, of the competing businesses that the member of the Board or members of any of its committees or the CEO is engaged in, after the Board assesses the board member's competition with the company's business or if he/she is in competition with one of the branch activities that it conducts in. Such businesses shall be assessed on an annual basis.
- 4) Obtaining an authorization of the General Assembly of the Company - or from the Board pursuant to a delegation from the General Assembly- for the member to engage in the competing business.

Article 6: Rejection to Grant Authorisation

If the General Assembly rejects granting the authorisation to the member of the Board or the member of any of its committees or the CEO, then he shall resign within a period specified by the General Assembly; otherwise, his/her membership in the Board shall be deemed terminated, unless he/she decides to withdraw from competing the company or regularize his/her situation in accordance with the Companies Law and its Implementing Regulations prior to the end of the period set by the General Assembly

Article 7: Adoption and Changes

This Charter and any changes thereof shall be approved by the General Assembly.

(٣) قيام مجلس الإدارة بإبلاغ الجمعية العامة العادية عند انعقادها بالأعمال المنافسة التي يزاولها عضو المجلس أو عضو أحد لجانته أو الرئيس التنفيذي، وذلك بعد تحقق مجلس الإدارة من المنافسة لأعمال الشركة أو منافستها في أحد فروع النشاط الذي تزاوله وفقاً للمعايير أعلاه. على أن يتم التحقق من هذه الأعمال بشكل سنوي.

(٤) الحصول على ترخيص من الجمعية العامة العادية للشركة أو من مجلس الإدارة بموجب تفويض من الجمعية- يسمح للعضو بممارسة الأعمال المنافسة .

المادة السادسة: رفض منح الترخيص

إذا رفضت الجمعية العامة منح الترخيص فعلى عضو مجلس الإدارة أو عضو اللجنة أو الرئيس التنفيذي تقديم استقالته خلال مهلة تحددها الجمعية العامة، وإلا عُدت عضويته منتهية، وذلك ما لم يقرر العدول عن منافسة الشركة أو توفيق أوضاعه طبقاً لنظام الشركات ولوائحه التنفيذية قبل انقضاء المهلة المحددة من قبل الجمعية العامة.

المادة السابعة: الاعتماد والتعديل

تعتمد هذه الوثيقة وأي تعديلات عليها من قبل الجمعية العامة.

تم اعداد هذه المعايير والضوابط باللغة العربية والإنجليزية. وفي حال وجود تعارض بين النص العربي والنص الانجليزي، يتم العمل بالنص العربي

This Standards and controls has been executed in both Arabic and English Language. In the event of any contradiction between the Arabic text and the English text, the Arabic text shall prevail



جبل عمر
Jabal Omar



البند السادس وحتى الثالث عشر



Presentation of the Changes made to the Bylaws of Jabal Omar Development Company

#	Text of the Article before Amendment	Text of the Article after amendment
Chapter 1: Incorporation of the Company		
1	<p>Article 1: Incorporation This Company has been established as a Joint Stock Company in accordance with the provisions of Companies Law and its Implementing Regulations, and the Company's Articles of Association as follows:</p>	<p>Article 1: Incorporation This Company has been established as a Joint Stock Company in accordance with the provisions of Companies Law and its Implementing Regulations, and this Bylaws is updated in accordance with the provisions of the Companies Law enacted by the Royal Decree No. (M/132) dated 01/12/1443 AH, and the Company's Bylaws as follows:</p>
2	<p>Article 2: Company Name: Jabal Omar Development Company - a Joint Stock Listed Company.</p>	<p>Article 2: Company Name: Jabal Omar Development Company - a Joint Stock Listed Company.</p>
3	<p>It's order is changed as it was placed in Article 5 in the previous AoA.</p>	<p>Article 3: Head Office of the Company: The Company's head office is located in Makkah, Kingdom of Saudi Arabia. The Board may open branches, offices or agencies inside or outside the Kingdom of Saudi Arabia.</p>
4	<p>Article 3: Company Objectives The Company performs the following objectives:</p> <ol style="list-style-type: none"> 1- Development and reconstruction of the Jabal Omar area adjacent to the Grand Mosque yard from the western side and any other regions within the Kingdom of Saudi Arabia. 2- Owning properties, developing them into organizational parts, managing them, investing in them, selling them, renting them out, as well as owning plots of land for urban development. 3- Carrying out all necessary works for construction, reconstruction, maintenance, demolition and surveying works 4- Hotel management, operation and furnishing. 5- Management, operation and maintenance of commercial facilities. 6- Management, operation and maintenance of the Company's employees' accommodation and hotels. 7- Importing and exporting of equipment, machinery and furniture for the Company's employees. 8- Operating specialized training institutes in the fields of hotels and hospitality. 9- Securing and providing private civil security guard services. 10- Laundries and restaurants services. 	<p>Article 4: Company Objectives</p> <ol style="list-style-type: none"> 1- Development and reconstruction of the Jabal Omar area adjacent to the Grand Mosque yard from the western side and any other regions within the Kingdom of Saudi Arabia. 2- Carrying out all necessary works for construction, reconstruction, maintenance, demolition and surveying works 3- Importing and exporting of equipment, machinery and furniture for the Company's employees. 4- Operating specialized training institutes in the fields of hotels and hospitality. 5- Securing and providing private civil security guard services. 6- Hotel management, operation and furnishing. 7- Management, operation and maintenance of commercial facilities. 8- Management, operation and maintenance of the Company's employees' accommodation and hotels. 9- Buying and selling land and real estate, dividing them and off-plan sales activities. 10- Management and leasing of owned or leased properties (residential). 11- Management and leasing of owned or leased properties (non-residential). 12- Real estate development of residential buildings with modern construction methods. 13- Real estate development of commercial buildings with modern construction methods. 14- General construction of residential buildings.



- 15- General construction of non-residential buildings such as schools, hospitals, hotels, etc.
- 16- Construction of prefabricated buildings on sites.
- 17- Renovations of residential and non-residential buildings.
- 18- Activities of building maintenance services.
- 19- Managing maintenance and operation operations in its buildings and facilities.
- 20- Hotels.
- 21- Restaurants with service.
- 22- Consumer commercial complexes.
- 23- Coffee shops.
- 24- Activities of contractors who provide food services.
- 25- Food and beverage retail sale in kiosks and markets.
- 26- Washing, ironing and dry cleaning of all types of clothes, including fur and textiles.
- 27- Hotel apartments.
- 28- Management of tourist accommodation facilities.
- 29- Cafeterias.
- 30- Kitchens for preparation of banquets for parties.
- 31- Providing Umrah services for pilgrims coming from outside the Kingdom.
- 32- Providing Hajj services for pilgrims coming from outside the Kingdom.
- 33- Providing services for domestic pilgrims.
- 34- Logistic services.
- 35- Marketing tourist real estate units with a timeshare system.
- 36- Real estate marketing & advertising.
- 37- Activities of travel and tourism agencies.
- 38- Contractors of subsistence in Hajj and Umrah.
- 39- Men's gyms and sports centers.
- 40- Women's gyms and sports centers.
- 41- Organizing, managing, and promoting trade exhibitions, meetings, conferences and events.
- 42- Ice cream shops.
- 43- Real estate auctions.
- 44- Owning real estate and movables necessary for holding companies.
- 45- Real estate financing.
- 46- Real estate refinancing.
- 47- Real estate brokerage.
- 48- Real estate management activities for commission.
- 49- Real estate registration services.
- 50- Real estate consultancy.
- 51- Joint real estate owners association.
- 52- Relaxation & personal care centers.
- 53- Road hotels (motels).
- 54- Heritage hotels.
- 55- Healing hotels.



		<p>56- Boutique Hotels.</p> <p>57- Furnished residential units</p> <p>58- Hotel villas.</p> <p>59- Heritage hotel villas.</p> <p>60- Serviced apartments.</p> <p>61- Resorts.</p> <p>62- Supermarkets.</p> <p>63- Construction of roads, streets, sidewalks and road accessories.</p> <p>64- Repair and maintenance of roads, streets, sidewalks and road supplies.</p> <p>65- General sports construction, including playgrounds.</p> <p>66- Care and maintenance of parks and gardens for public housing purposes.</p> <p>67- Care and maintenance of landscapes of buildings, home gardens, roof gardens, facades of private buildings and others.</p> <p>68- Import activities.</p> <p>69- Export activities.</p> <p>70- General construction of government buildings.</p> <p>71- Construction of airports and facilities.</p> <p>72- Construction of main water distribution stations and lines.</p> <p>73- Repair and maintenance of water distribution stations, networks and main lines.</p> <p>74- Repair and maintenance of sewage stations and projects, sewage networks and pumps.</p> <p>75- Repair and maintenance of telecommunication and radar stations and towers.</p> <p>76- Construction of electrical power plants and transformersj</p> <p>77- Construction and establishment of telecommunications and radar stations and towers.</p> <p>78- Museums.</p> <p>79- Recreation centers.</p> <p>80- Organizing entertainment events.</p> <p>81- Operation of entertainment facilities.</p> <p>82- Amusement parks.</p> <p>83- Recreation centers.</p> <p>84- Co-healthy workspace centers.</p> <p>85- Municipal waste collection services.</p> <p>86- Collecting materials for recycling.</p> <p>87- Transport of non-hazardous industrial waste.</p> <p>88- Operation and maintenance of railway facilities.</p> <p>89- Operation and maintenance of pumping stations and pipelines.</p> <p>90- Provision of fixed telecommunications services.</p> <p>91- Fixed broadband.</p> <p>92- Providing wired internet services.</p> <p>93- Providing wired data services.</p>
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5	<p><u>Article 4: Establishment, Partnership in and Ownership of Companies:</u> The Company may establish wholly-owned limited liability or closed joint stock companies. It may also own shares or stocks in other existing companies or merge with such companies and may work with third parties on establishing joint stock or limited liability companies, funds inside or outside the Kingdom, in compliance with the applicable laws and directives in this regard. Moreover, the Company may dispose of these shares or stocks provided that it is not serving as broker for the traded shares.</p>	Deleted.
6	<p><u>Article 5: Head Office of the Company:</u> The Company's head office is located in Makkah, Kingdom of Saudi Arabia. The Board may open</p>	Reordered and is read as Article 3 above



	branches, offices or agencies inside or outside the Kingdom of Saudi Arabia.	
7	<p>Article 6: Duration of the Company: The duration of the Company shall be (99) ninety-nine Gregorian years starting from the date of its registration under the resolution of the Minister of Commerce. The term of the Company may be extended by a Resolution issued by the Extraordinary General Assembly at least one year before the end of this term.</p>	<p>Article 5: Duration of the Company: The duration of the Company shall be (99) ninety-nine Gregorian years starting from the date of its registration at the Commercial Register. The term of the Company may be extended by a Resolution issued by the Extraordinary General Assembly at least one year before the end of this term.</p>
Chapter 2: Capital & Shares		
8	<p>Article 7: Capital The share capital of the Company amounts to (11,545,341,620) eleven billion and five hundred and forty-five million and three hundred and forty-one thousand and six hundred and twenty Saudi Riyals, divided into (1,154,534,162) one billion and one hundred and fifty-four million and five hundred and thirty-four thousand and one hundred and sixty-two shares of equal value. The nominal value of each share is (10) ten riyals, and all of the shares are in-kind and ordinary cash shares.</p>	<p>Article 6: Capital The share capital of the Company amounts to (11,545,341,620) eleven billion and five hundred and forty-five million and three hundred and forty-one thousand and six hundred and twenty Saudi Riyals, divided into (1,154,534,162) one billion and one hundred and fifty-four million and five hundred and thirty-four thousand and one hundred and sixty-two shares of equal value. The nominal value of each share is (10) ten riyals, and all of the shares are in-kind and ordinary cash shares.</p>
9	<p>Article 8: Subscription to shares First: The founders subscribed in (470,000,000) four hundred seventy million shares as follows: أ- (411,843,514) four hundred eleven million eight hundred forty-three thousand five hundred and fourteen in-kind shares the value of which is (4,118,435,140) four billion one hundred eighteen million four hundred thirty-five thousand one hundred and forty riyals in exchange for lands and properties that have been evaluated by the governmental Real Estate Valuation Committee signed and approved by the High Commission for the Development of Makkah Al-Mukarramah Region No. (1102/H) dated 27/12/1425 AH. ب- (58,156,486) Fifty-eight million one hundred fifty-six thousand four hundred and eighty- six cash shares the value of which is (581,564.860) five hundred eighty-one million five hundred sixty-four thousand eight hundred and sixty riyals in the name of Makkah Construction and Development Company. This amount represents the contribution of real estate owners on the site that were evaluated according to the discretion of the Committee referred to in paragraph (a) of clause (first) of this article. These shares will be registered in the owners' names after completing their legal and statutory documents so that the completion of these documents shall not exceed a period of three years, and the Company's Board of Directors shall offer the remaining cash shares to the Ordinary General Assembly of Jabal Omar Development</p>	<p>Article 7: Subscription to shares First: The founders subscribed in (470,000,000) four hundred seventy million shares as follows: a) (411,843,514) four hundred eleven million eight hundred forty-three thousand five hundred and fourteen in-kind shares the value of which is (4,118,435,140) four billion one hundred eighteen million four hundred thirty-five thousand one hundred and forty riyals in exchange for lands and properties that have been evaluated by the governmental Real Estate Valuation Committee signed and approved by the High Commission for the Development of Makkah Al-Mukarramah Region No. (1102/H) dated 27/12/1425 AH. b) (58,156,486) Fifty-eight million one hundred fifty-six thousand four hundred and eighty- six cash shares the value of which is (581,564.860) five hundred eighty-one million five hundred sixty-four thousand eight hundred and sixty riyals in the name of Makkah Construction and Development Company. This amount represents the contribution of real estate owners on the site that were evaluated according to the discretion of the Committee referred to in paragraph (a) of clause (first) of this article. These shares will be registered in the owners' names after completing their legal and statutory documents, and the Company's Board of Directors shall offer the remaining cash shares to the Ordinary General Assembly of Jabal Omar Development Company for its recommendations in this regard, in a manner that does not conflict with the provisions of Sharia and related regulations. Makkah Construction and Development Company is committed to what is set by the Ordinary General Assembly of the Company with regard to the remainder of the cash shares.</p>



Company for its recommendations in this regard, in a manner that does not conflict with the provisions of Sharia and related regulations. Makkah Construction and Development Company is committed to what is set by the Ordinary General Assembly of the Company with regard to the remainder of the cash shares.

The extension has been made to the real estate owners on the site who did not complete their legal and statutory documents on whose behalf Makkah Construction and Development Company subscribed for a cash share **for another additional year until their status is settled.**

On March 24, 2017, the General Assembly approved the purchase of Jabal Omar Development Company for the remaining cash share of Makkah Construction Company, which it held on behalf of landlords who did not complete their legal and regular documents. This is a share representing (35,956,495) cash shares valued at SR 359,564,950 and authorizing the Board of Directors to determine the payment mechanism later.

Second:

The remaining cash capital shares are (201,400,000) two hundred one million and four hundred thousand shares the value of which is (2,014,000,000) two billion and fourteen million riyals, and the subscriber shall pay the full value of the share, and the subscription proceeds shall be deposited in the name of the Company under incorporation with one of the banks designated for this purpose. In all cases, subscription and ownership of shares is limited to Saudis only.

Third:

The shares of pre-emptive rights have been subscribed to (258,000,000) two hundred fifty- eight million shares the value of which is (2,580,000,000) two billion five hundred and eighty million riyals, and the subscriber shall pay the full value of the share. In all cases, the subscription to the rights of pre-emptive shares and the ownership of the shares shall be limited to Saudis only registered in the shareholders' register of the Company on the day of the third Extraordinary Assembly meeting of the Company's shareholders held on 25/06/1432 AH corresponding to 28/05/2011 AD.

Fourth:

The Company has been issued (225,134,162) two hundred and twenty-five million and one hundred and thirty-four thousand and one hundred and sixty-two new ordinary shares with a nominal value of ten Saudi Riyals (SAR 10) to the Fund's Unitholders (excluding the Company in its capacity as a Unitholder in the

The extension has been made to the real estate owners on the site who did not complete their legal and statutory documents on whose behalf Makkah Construction and Development Company subscribed for a cash share until their status is settled.

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The shares of pre-emptive rights have been subscribed to (258,000,000) two hundred fifty- eight million shares the value of which is (2,580,000,000) two billion five hundred and eighty million riyals, and the subscriber shall pay the full value of the share. In all cases, the subscription to the rights of pre-emptive shares and the ownership of the shares shall be limited to Saudis only registered in the shareholders' register of the Company on the day of the third Extraordinary Assembly meeting of the Company's shareholders held on 25/06/1432 AH corresponding to 28/05/2011 AD.

Fourth:

The Company has been issued (225,134,162) two hundred and twenty-five million and one hundred and thirty-four thousand and one hundred and sixty-two new ordinary shares with a nominal value of ten Saudi Riyals (SAR 10) to the Fund's Unitholders (excluding the Company in its capacity as a Unitholder in the Fund), in exchange for converting all debts of the Company towards the Fund (in its capacity as the creditor) - which mainly consist of the rental payments owed together with any other obligations under the Fund Documents - in the amount of five billion and three hundred and one million and two hundred and one thousand and eighty Saudi Riyals (SAR 5,301,201,080) as recorded in the Company's unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended on 30 September 2021G (including the settlement of all rights and obligations owed by the Company to the Fund and its related entities).



	<p>Fund), in exchange for converting all debts of the Company towards the Fund (in its capacity as the creditor) - which mainly consist of the rental payments owed together with any other obligations under the Fund Documents - in the amount of five billion and three hundred and one million and two hundred and one thousand and eighty Saudi Riyals (SAR 5,301,201,080) as recorded in the Company's unaudited interim condensed consolidated financial statements for the three-month and nine-month periods ended on 30 September 2021G (including the settlement of all rights and obligations owed by the Company to the Fund and its related entities).</p>	
<p>10</p>	<p>Article 9: Sale of Non Paid-up Shares A Shareholder shall pay the value of the Shares on the dates set for such payment. If a Shareholder defaults in payment when it becomes due, the Board of Directors, may after notifying the shareholder by publishing in an official newspaper or the Saudi Stock Exchange website (Tadawul) or informing him by a registered mail letter, sell the shares in the public auction or the stock market as the case may be, and pursuant to the rules specified by the competent authority. The Company shall recover from the proceeds of the sale such amounts as are due to it and shall refund the remaining balance to the Shareholder. If the proceeds of the sale fall short of the amounts due, the Company shall have a claim on the entirety of the Shareholder's personal funds for the unpaid balance. The defaulting Shareholder may, up to the date of sale, pay the amount due on him plus all the expenses incurred by the Company. The Company shall cancel the Shares so sold in accordance with provisions of this Article; give the purchaser new Shares bearing the serial numbers of the canceled shares and make a notation to this effect in the shares register, together with specifying the name of new holder.</p>	<p>Article 8: Sale of Non Paid-up Shares 1- A Shareholder shall pay the value of the Shares on the dates set for such payment. If a Shareholder defaults in payment when it becomes due, the Board of Directors, may after notifying the shareholder by legal means of notification or any other means of notification, or by registered letter or any other modern technological means of selling the shares in the public auction or the stock market as the case may be, and pursuant to the rules specified by the competent authority. 2- The Company shall recover from the proceeds of the sale such amounts as are due to it and shall refund the remaining balance to the Shareholder. If the proceeds of the sale fall short of the amounts due, the Company shall have a claim on the entirety of the Shareholder's personal funds for the unpaid balance. 3- Upon expiration of the deadline for payment, the rights attached to shares that have not paid their value shall be suspended until they are sold or the due amount is paid, in accordance with the provisions outlined in paragraph (1) of this Article. Such rights shall include the right to receive a share of the net profits to be distributed, as well as the right to attend meetings and vote on matters pertaining to the company. However, a defaulting shareholder may, up to the sale date, pay the amount due in addition to any expenses incurred by the Company in this regard, in which case the shareholder shall have the right to request the dividends to be distributed. 4- The Company shall cancel the certificate of the share sold in accordance with the provisions of this Article and shall provide the buyer with a new certificate bearing the same serial number. The sale shall be recorded in the shareholders register along with the particulars of the new holder.</p>
<p>11</p>	<p>Article 10: Issuance of Shares The shares of joint stock companies shall be nominal. Shares may not be issued at less than their nominal value, but they may be issued at a higher value. In this case, the difference in value shall be prescribed in a</p>	<p>Article 9: Issuance of Shares The shares of joint stock companies shall be nominal. Shares may be divided into nominal shares of less value. As well, they may be combined to be issued at a higher value. In this last case, the difference in value shall be prescribed in a separate</p>



	<p>separate provision within shareholders' rights and it may not be distributed to shareholders as profits. The share shall not be dividable towards the Company. If a share is jointly owned by several persons, they shall elect one of them to exercise the rights attached to such a share on their behalf, but they shall be jointly liable for the obligations arising from the ownership of such a share.</p>	<p>provision within shareholders' rights and it may not be distributed to shareholders as profits. The share shall not be dividable towards the Company. If a share is jointly owned by several persons, they shall elect one of them to exercise the rights attached to such a share on their behalf, but they shall be jointly liable for the obligations arising from the ownership of such a share.</p>
12	<p>Article 11: Shares Trading: Shares are negotiable after approval by the Capital Market Authority to be listed on the stock market, taking into account the following:</p> <ul style="list-style-type: none">أ) The founders who own 5% or more of the Company's capital, so the restriction on trading their shares will reach five years from the date of commencement of trading the shares.ب) As for the founders who own 500,001 shares to less than 5% of the Company's capital, the restriction on trading their shares shall be two fiscal years, each of which not less than twelve months from the date of the Company's incorporation.ج) As for the founders who own five hundred thousand shares or less, the previously mentioned restriction periods shall not apply.د) The above-mentioned restriction shall not apply to the waiver of Makkah Construction and Development Company to all those who complete their legal and statutory documents including property owners whose property value represents the cash share of Makkah Construction and Development Company, whose value is 581,564,860 riyals in accordance with Paragraph (b) of the first clause of Article 8 of the Articles of Association of the Company, and in this case the owner of the property is subject to the restriction period applied to him according to the value of his property.هـ) Nevertheless, during the restriction period, it is permissible to transfer the ownership of shares in accordance with the provisions of the sale of rights from one of the founders to another founder or to a member of the Board of Directors to submit them as a guarantee for the management or from the heirs of one of the founders - in the event of his/her death - to others, and these provisions apply to what is subscribed by the founders in case of increasing capital before the restriction period expires for the remainder of this period in line with the instructions of the Capital Market Authority.	<p>Article 10: Shares Trading: The Company's shares shall be traded in the Capital Market Authority in accordance with the provisions of the Capital Market Law and its Implementing Regulations.</p>
13	<p>Article 12: Shareholders' Register</p>	<p>Deleted.</p>



	The Company's shares are traded in accordance with the provisions of the Capital Market Law.	
14	<p>Article 12: Trading in Shares Owned by Endowments In trading shares owned by endowments or wills., all applicable Sharia rules and instructions shall be notated accordingly.</p>	<p>Article 11: Trading in Shares Owned by Endowments In trading shares owned by endowments or wills., all applicable Sharia rules and instructions shall be notated accordingly.</p>
15	<p>Article 14: Capital Increase</p> <ol style="list-style-type: none"> 1- The Extraordinary General Assembly may issue a resolution to increase the Company's share capital, provided that the original capital had been paid in full unless the unpaid portion relates to convertible debt instruments or sukuk that have not matured. 2- In all cases, the Extraordinary General Assembly may allocate all the shares issued as a result of a capital increase or part thereof to the Company and/or subsidiaries' employees provided that the shares allocated for this purpose do not exceed 0.5% of the Company's capital. The shareholder may not exercise his pre-emptive rights on shares allocated to employees. 3- The shareholder who owns the share - at the time of the Extraordinary General Assembly issuing the approval of the capital increase - has the pre-emptive right in subscribing for new shares issued in exchange for cash shares, and such shareholders shall be made aware of their pre-emptive right by publishing in the daily newspaper and the Saudi Stock Exchange website (Tadawul) or by informing them via registered mail of the resolution of the capital increase, the terms and conditions of subscription, and its start and end dates. 4- The Extraordinary General Assembly may suspend the shareholder's pre-emptive rights in a cash capital increase or grant them to others if it considers it in the Company's best interest. 5- A shareholder may sell or assign its pre-emptive rights during the period from the date of the General Assembly Resolution approving the capital increase until the subscription closing date, in accordance with the guidelines set by the competent authority. 6- Subject to the provisions of sub-article (4) above, new Shares shall be distributed to pre-emptive rights holders who have demanded subscription in proportion to the total pre-emptive rights resulting from the capital increase provided that the number of Shares allotted to them shall not exceed the number of new Shares they have applied for. The remaining new Shares shall be allotted to the original Shareholders who have asked for more than their proportionate share, in proportion to the pre-emptive rights they hold out of pre-emptive rights resulting from the capital increase provided 	<p>Article 12: Capital Increase</p> <ol style="list-style-type: none"> 1- The Extraordinary General Assembly may issue a resolution to increase the Company's share capital, provided that the original capital had been paid in full unless the unpaid portion relates to convertible debt instruments or sukuk that have not matured. 2- In all cases, the Extraordinary General Assembly may allocate all the shares issued as a result of a capital increase or part thereof to the Company and/or subsidiaries' employees provided that the shares allocated for this purpose do not exceed 0.5% of the Company's capital. The shareholder may not exercise his pre-emptive rights on shares allocated to employees. 3- The shareholder who owns the share - at the time of the Extraordinary General Assembly issuing the approval of the capital increase - has the pre-emptive right in subscribing for new shares issued in exchange for cash shares, and such shareholders shall be made aware of their pre-emptive right through the disclosure mechanisms of listed joint stock companies approved by the competent authorities of the resolution of the capital increase, the terms and conditions of subscription, and its start and end dates. 4- The Extraordinary General Assembly may suspend the shareholder's pre-emptive rights in a cash capital increase or grant them to others if it considers it in the Company's best interest. 5- A shareholder may sell or assign its pre-emptive rights during the period from the date of the General Assembly Resolution approving the capital increase until the subscription closing date, in accordance with the guidelines set by the competent authority. 6- Subject to the provisions of sub-article (4) above, new Shares shall be distributed to pre-emptive rights holders who have demanded subscription in proportion to the total pre-emptive rights resulting from the capital increase provided that the number of Shares allotted to them shall not exceed the number of new Shares they have applied for. The remaining new Shares shall be allotted to the original Shareholders who have asked for more than their proportionate share, in proportion to the pre-emptive rights they hold out of pre-emptive rights resulting from the capital increase provided that the number of Shares allotted to them shall not exceed the number of new Shares they have applied for. The rest of the Shares shall be offered to third parties unless otherwise provided for



	<p>that the number of Shares allotted to them shall not exceed the number of new Shares they have applied for. The rest of the Shares shall be offered to third parties unless otherwise provided for by the Extraordinary General Assembly or the Capital Market Law.</p>	<p>by the Extraordinary General Assembly or the Capital Market Law.</p>
16	<p>Article 15: Capital Decrease It is permissible, by a resolution of the Extraordinary General Assembly, based on acceptable reasons, and after the approval of the competent authorities, to reduce the capital of the Company if it exceeds its need or if the Company incurs losses. The resolution shall not be issued except after reading a special resolution prepared by the auditor regarding the reasons that necessitate it, the obligations of the Company and the effect of the reduction in these obligations and taking into account the provisions of the Companies Law, and the resolution shows the method of reduction. If the reason for the capital reduction is that the capital is in excess of the Company's needs, the Company's creditors must be invited to express their objection to such a reduction within sixty days from the date of publication of the resolution relating to the reduction in a daily newspaper published in the region where the Company's head office is located. Should any creditor object and present to the Company evidentiary documents within the time limit set above; then the Company shall pay such debt, if already due, or present an adequate guarantee of payment if the debt is due on a later date.</p>	<p>Article 13: Capital Decrease 1- The Extraordinary General Assembly may decide to reduce the capital if it exceeds the Company's need or if it suffers losses. In the latter case alone, the capital may be reduced below the limit set forth the Companies Law. The decision to reduce the capital may only be made following the presentation of a report by the Board of Directors during a General Assembly meeting. The statement should detail the reasons for the reduction, the Company's obligations, and the potential impact of the reduction on its ability to fulfill such obligations, taking into account the provisions of the Companies Law. In addition, a report from the Company's auditor shall be included with the report, provided the decision shall specify the method of reduction. 2- If capital decrease is attributed to the fact that it exceeds the Company's needs, the creditors shall be invited to present their objections to the same (if any) within forty-five (45) days prior to the date set for the Extraordinary General Assembly meeting to decide on the decrease. The invitation shall include a statement indicating the amount of capital prior to and after the decrease, the date of the meeting, and the date the decrease becomes effective. If a creditor objects to the decrease and submits supporting documents to the Company within the legally specified period, the company shall pay the debt owed to him if it is due or provide him with a sufficient guarantee if it is not due. 3- Equality among holders of shares of the same type and class shall be observed upon the decrease of capital. 4- Capital reduction shall be carried out in one of the following ways: أ) Cancellation of a number of shares equivalent to the amount required to be reduced. ب) Reduction of the nominal value of the share by canceling part of it equivalent to the loss suffered by the Company. ج) Reduction of nominal value of the share by returning part of it to the shareholder or by discharging him from all or part of the unpaid amount of the share value. د) Company's purchase of a number of its shares equal to the amount to be decreased, and the cancellation of such shares thereafter.</p>
17	<p>Article 16: Company's purchase of its shares The Company may buy or mortgage shares according to the rules laid down by the competent authority, and</p>	<p>Article 14: Company's purchase of its shares The Company may buy or mortgage shares according to the rules laid down by the competent authority, and the shares</p>



	<p>the shares purchased by the Company shall not have votes in the shareholders' assemblies. The Company may also mortgage its shares according to the rules laid down by the competent authority, and the mortgagee creditor may receive the profits and use the rights related to the shares, unless agreed otherwise in the mortgage contract. However, the mortgagee may not attend or vote in the general assembly of shareholders.</p>	<p>purchased by the Company shall not have votes in the shareholders' assemblies. The Company may also mortgage its shares according to the rules laid down by the competent authority, and the mortgagee creditor may receive the profits and use the rights related to the shares, unless agreed otherwise in the mortgage contract. However, the mortgagee may not attend or vote in the general assembly of shareholders.</p>
18	<p>Article 17: Bonds or Sukuk The Company may issue any type of negotiable debt instruments, such as bonds or sukuk, whether in part or several parts, or through a series of issues, or under one or more programs that the Company has established from time to time, whether for public or private subscription, inside or outside the Kingdom of Saudi Arabia. All of this shall take place at the times, amounts and conditions approved by the Company's Board of Directors, and it has the right to take all necessary measures to issue them in accordance with the rules of Islamic Sharia.</p>	<p>Article 15: Debt Instruments and Financing Sukuk 1- The Company may, in accordance with the Capital Market Law, issue debt instruments or negotiable financing Sukuk. 2- For the company to issue debt instruments or financing sukuk convertible into shares, a resolution shall be issued by the Extraordinary General Assembly specifying the maximum number of shares that may be issued against such instruments or Sukuk, whether such instruments or sukuk are issued simultaneously, through a series of issuances or through one or more programs for their issuance. The Board of Directors shall, without the need for new approval from this General Assembly, issue new shares in return for those instruments or Sukuk whose holders request to be transferred immediately upon the expiry of the period of the transfer request specified for the holders of such instruments or Sukuk, or upon the fulfillment of the conditions for their automatic conversion into shares or upon the lapse of the period specified for such transfer, and the Board shall take the necessary measures to amend the Company's Articles of Association with regard to the number of issued shares and the capital. 3- The Board of Directors shall record the completion of the procedures for each capital increase with the Commercial Register. 4- The Company may convert debt instruments or financing Sukuk into shares in accordance with the Capital Market Law, with the approval of the holder, whether prior approval such as being part of the terms of issuance, or by subsequent agreement.</p>
Chapter 3: Board of Directors		
19	<p>Article 18: Company Management The Company shall be managed by a Board of Directors consisting of (10) Ten members elected by the Ordinary General Assembly for a period not exceeding three years. They may also be re-elected. The Board of directors shall appoint from among its members a chairman and a vice chairman, and it may also appoint a managing director. It is not permissible to combine the position of Chairman of the Board of Directors with any executive position in the Company. The vice-chairman of the Board of Directors shall replace the chairman of the Board of directors in his absence.</p>	<p>Article 16: Company Management The Company shall be managed by a Board of Directors consisting of (10) Ten members, who have natural capacity, elected by the Ordinary Shareholders General Assembly for a period not exceeding four years. They may also be re-elected. The Board of directors shall appoint from among its members, in its first meeting, a chairman and a vice chairman, and it may also appoint a managing director. It is not permissible to combine the position of Chairman of the Board of Directors with any executive position in the Company. The vice-chairman of the Board of Directors shall replace the chairman of the Board of directors in his absence.</p>



20	<p>Article 19: Expiration of Board Membership: Board membership shall expire in any of the following cases:</p> <ol style="list-style-type: none">1- The expiration term of the Board.2- Member resignation.3- Member death.4- Disqualification.5- Member invalidity in accordance with the relevant laws and instructions.6- Termination of the member's membership by the General Assembly for his absence from attending three consecutive Board meetings without a legitimate excuse, based on the Board's recommendation. <p>Nevertheless, the General Assembly may, at all times, dismiss all or some of the members of the Board of Directors without prejudice to the right of the dismissed member towards the Company to claim compensation if the dismissal occurred for an unacceptable reason or at an inappropriate time.</p> <p>If the position of one of the members of the Board becomes vacant, the Board may temporarily appoint a member in the vacant position, provided that he shall have experience and adequacy, and the Ministry of Commerce and the Financial Market Authority shall be notified of this during the statutory period specified in the Companies' Law, provided that this appointment is presented to the Ordinary General Assembly at its first meeting, and the new member shall complete the term of his predecessor. If the number of members of the Board of Directors falls below the quorum necessary for the validity of meetings, the remaining members shall call the ordinary general assembly to convene within sixty days to elect the necessary number of members.</p>	<p>Article 17: Expiration or Termination of the Membership of the Board Board membership shall expire in any of the following cases:</p> <ol style="list-style-type: none">1- The expiration term of the Board.2- Member resignation.3- Member death.4- Disqualification.5- Member invalidity in accordance with the relevant laws and instructions.6- Termination of the member's membership by the General Assembly (based on the recommendation of the Board of Directors) for his absence from attending three consecutive meetings or five separate meetings during his term of office without a legitimate excuse accepted by the Board of Directors. <p>Nevertheless, the Ordinary General Assembly may, at all times, dismiss all or some of the members of the Board of Directors without prejudice to the right of the dismissed member towards the Company to claim compensation if the dismissal occurred for an unacceptable reason or at an inappropriate time.</p>
21	<p>Not existed before</p>	<p>Article 18: Expiry of Board Term, Retirement of Its Members or Board Vacancy:</p> <ol style="list-style-type: none">1. Before the expiry of its term, the Board of Directors shall call for the Ordinary General Assembly to elect a Board of Directors for a new term. If the election cannot be held and the term of the current Board of Directors expires, its members shall continue to perform their duties until the election of a Board of Directors for a new term, provided that the term of office of the members of the outgoing Board does not exceed the term specified in the Implementing Regulations of the Companies Law.2. If the Chairman and members of the Board of Directors retire, they shall call for the Ordinary General Assembly to elect a new Board of Directors, and the retirement shall not apply until the election of the new Board, provided that the continued term of the retiring Board shall not exceed the term specified in the Implementing Regulations of the Companies Law.



		<p>3. A Board of Directors member may retire from their position by providing written notice to the Chairman of the Board. In the event that the Chairman retires, the notice should be addressed to the remaining members of the Board as well as the Board Secretary. The retirement shall, in both cases, become effective from the date specified in the notice.</p> <p>4. In the event that a member of the Board of Directors passes away or retires, and the resulting vacancy does not cause the Board to fall below the minimum number of members required for a valid meeting, the Board has the option to appoint a qualified individual to temporarily fill the vacant position. However, the Board must notify the Commercial Register and the Capital Market Authority of the appointment within 15 days, and the appointment must be presented to the Ordinary General Assembly at its first meeting. The appointed member will serve for the remainder of their predecessor's term. The seat may remain vacant until the end of the session or the General Assembly may be invited to appoint a member to the vacant seat.</p> <p>5. If the Board of Directors fails to convene due to not satisfying the minimum number of members as prescribed in the Companies Law or these Articles of Association, the existing members shall call for the Ordinary General Assembly within sixty (60) days to elect the required number of members.</p>
22	<p>Article 20: Powers of the Board Subject to the competencies prescribed for the General Assembly:</p> <p>a) The Board of Directors shall have the broadest powers in managing the company, conducting its affairs, and disposing of its assets, properties and real estate without obtaining the approval of the General Assembly. In the event that the Board of Directors decides to sell assets of the company exceeding (fifty percent) of the total value of its assets, whether the sale is made through one transaction or several transactions, the Board of Directors shall in this case be required to obtain the approval of the General Assembly to sign that sale or disposal. In this case, the transaction that leads to exceeding the percentage (fifty percent) of the value of the assets is the transaction that requires the approval of the General Assembly. This percentage shall be calculated from the date of the first transaction made during the preceding (twelve) months. The Board of Directors shall also have the power to contract, commit and engage on behalf of and in the name of the Company, and shall have the right to purchase, accept and pay the price, mortgage, release the mortgage, sell, convey, receive the price, deliver the consideration. It also has the power to carry out all acts and disposals that serve</p>	<p>Article 19: Powers of the Board Subject to the competencies prescribed for the General Assembly:</p> <p>a) The Board of Directors shall have the broadest powers in managing the company, conducting its affairs, and disposing of its assets, properties and real estate without obtaining the approval of the General Assembly. In the event that the Board of Directors decides to sell assets of the company exceeding (fifty percent) of the total value of its assets, whether the sale is made through one transaction or several transactions, the Board of Directors shall in this case be required to obtain the approval of the General Assembly to sign that sale or disposal. In this case, the transaction that leads to exceeding the percentage (fifty percent) of the value of the assets is the transaction that requires the approval of the General Assembly. This percentage shall be calculated from the date of the first transaction made during the preceding (twelve) months. The Board of Directors shall also have the power to contract, commit and engage on behalf of and in the name of the Company, and shall have the right to purchase, accept and pay the price, mortgage, release the mortgage, sell, convey, receive the price, deliver the consideration. It also has the power to carry out all acts and disposals that serve the purposes of the Company, sign all necessary documents and contracts.</p> <p>b) The Board of Directors may obtain loans and facilities of all kinds and sign all their contracts and documents. The</p>



	<p>the purposes of the Company, sign all necessary documents and contracts.</p> <p>b) The Board of Directors may obtain loans and facilities of all kinds and sign all their contracts and documents. The Board may also arrange for the restructuring of financing, investment and securities and sign all their contracts and documents.</p> <p>c) The Board of Directors, in a manner that does not contradict the Sharia provisions for debts, may issue financial instruments and debt instruments and trade them.</p> <p>d) The Board of Directors may invest in the Company's funds in securities of all kinds, including, but not limited to - opening accounts and investment portfolios with financial companies, operating and closing them, and signing all contracts and documents related to that. The Board of Directors shall have the right to reconcile, assign, and absolve the debtors of the Company from their obligations.</p> <p>e) The Board of Directors may delegate one or more of its members or any third party to carry out a specific business or actions within the authorities of the Board of directors.</p> <p>f)The Board of Directors shall have the power to appoint a CEO of the Company and grant him the powers that enable him to conduct the business of the Company.</p>	<p>Board may also arrange for the restructuring of financing, investment and securities and sign all their contracts and documents.</p> <p>c) The Board of Directors, in a manner that does not contradict the Sharia provisions for debts, may issue financial instruments and debt instruments and trade them.</p> <p>d) The Board of Directors may invest in the Company's funds in securities of all kinds, including, but not limited to - opening accounts and investment portfolios with financial companies, operating and closing them, and signing all contracts and documents related to that. The Board of Directors shall have the right to reconcile, assign, and absolve the debtors of the Company from their obligations.</p> <p>e) The Board of Directors may delegate one or more of its members or any third party to carry out a specific business or actions within the authorities of the Board of directors.</p> <p>f)The Board of Directors shall have the power to appoint a CEO of the Company and grant him the powers that enable him to conduct the business of the Company.</p>
23	<p>Article 21: Remuneration for Board Members</p> <p>A certain amount shall be distributed as an annual remuneration to the members of the Board of Directors so that the total remuneration and financial or in-kind benefits that one member receives shall not exceed an amount of (500) thousand riyals annually, according to the rules set by the competent authority. The Board's report to the Ordinary General Assembly shall contain a comprehensive statement of all remunerations, allowances and other benefits received by the Directors during the financial year. Such report shall also include a statement of the earnings of the Directors in their capacities as employees or executives of the Company and their earnings for any technical, administrative or advisory work provided for the Company. The report shall also include a statement of the number of meetings of the Board and the number of meetings attended by each Director from the date of the last meeting of the Ordinary General Assembly.</p>	<p>Article 20: Remuneration for Board Members</p> <p>A certain amount shall be distributed as an annual remuneration to the members of the Board of Directors, according to the rules set by the competent authority. The Board's report to the Ordinary General Assembly shall contain a comprehensive statement of all remunerations, allowances and other benefits received by the Directors during the financial year. Such report shall also include a statement of the earnings of the Directors in their capacities as employees or executives of the Company and their earnings for any technical, administrative or advisory work provided for the Company. The report shall also include a statement of the number of meetings of the Board and the number of meetings attended by each Director from the date of the last meeting of the Ordinary General Assembly.</p>
24	<p>Article 22: Powers of the Chairman, Vice Chairman, Managing Director, and Board Secretary</p> <p>The Chairman has the authority to invite and chair the Board meeting and the General Assembly meetings of</p>	<p>Article 21: Powers of the Chairman, Vice Chairman, Managing Director, and Board Secretary</p> <p>The Chairman has the authority to invite and chair the Board meeting and the General Assembly meetings of the</p>



the shareholders. The chairman of the Board may represent the Company in its relationship with others, government departments, companies, individuals, courts, notaries, all judicial authorities, arbitration bodies, chambers of commerce and industry, commercial banks, and persons authorized to practice securities business.

He may also sign mortgage contracts, documents and instruments for the sale and purchase of lands and buildings, issue powers of attorney on behalf of the Company, make reconciliation and approval on behalf of the Company, establish companies wholly owned by the Company, own shares and bonds in the name of the Company in other existing companies or merge with them, and involve the Company with others in establishing joint stock or limited liability companies, provided that the percentage of the Company's ownership or its share in establishing new companies or participating in other companies does not exceed 10 million Saudi riyals.

He may also open bank accounts of all kinds, manage and operate them, withdraw, deposit, receive, pay and transfer, request account statements to be extracted and received, update data and activate accounts, settle, liquidate and close accounts, extract check books and receive them, issue and cancel bank checks, lend checks, issue certified checks and receive them, sign and receive certified checks. He is also entitled to sign all commercial documents related to facilities and loans, such as their contracts, forms, undertakings, schedules of payment, receipt and disposition thereof, request for exemption from facilities and loans, request for issuance of bank guarantees, opening various documentary credits, signing, accepting and requesting various guarantees, signing commercial papers, endorsing them, collecting, paying and assigning them, and linking deposits as well as endorsement of checks, signing Islamic Murabaha agreements and investment contracts of all kinds, signing agreements, business and treasury products, signing all papers, documents,, all banking transactions and other financial agreements, and signing the electronic transactions agreement for all of the Company's various current and investment accounts including current accounts and other types of accounts.

The chairman has the right to delegate or authorize others to carry out some of the powers entrusted to him according to a written resolution, authorization or special POA, for a specific period, and he has the right make agents delegate others.

The Managing Director shall exercise the powers that the Board of Directors assigns to him and shall

shareholders. The chairman of the Board may represent the Company in its relationship with others, government departments, companies, individuals, courts, notaries, all judicial authorities, arbitration bodies, chambers of commerce and industry, commercial banks, and persons authorized to practice securities business.

He may also sign mortgage contracts, documents and instruments for the sale and purchase of lands and buildings, issue powers of attorney on behalf of the Company, make reconciliation and approval on behalf of the Company, establish companies wholly owned by the Company, own shares and bonds in the name of the Company in other existing companies or merge with them, and involve the Company with others in establishing joint stock or limited liability companies, provided that the percentage of the Company's ownership or its share in establishing new companies or participating in other companies does not exceed 10 million Saudi riyals.

He may also open bank accounts of all kinds, manage and operate them, withdraw, deposit, receive, pay and transfer, request account statements to be extracted and received, update data and activate accounts, settle, liquidate and close accounts, extract check books and receive them, issue and cancel bank checks, lend checks, issue certified checks and receive them, sign and receive certified checks. He is also entitled to sign all commercial documents related to facilities and loans, such as their contracts, forms, undertakings, schedules of payment, receipt and disposition thereof, request for exemption from facilities and loans, request for issuance of bank guarantees, opening various documentary credits, signing, accepting and requesting various guarantees, signing commercial papers, endorsing them, collecting, paying and assigning them, and linking deposits as well as endorsement of checks, signing Islamic Murabaha agreements and investment contracts of all kinds, signing agreements, business and treasury products, signing all papers, documents,, all banking transactions and other financial agreements, and signing the electronic transactions agreement for all of the Company's various current and investment accounts including current accounts and other types of accounts.

The chairman has the right to delegate or authorize others to carry out some of the powers entrusted to him according to a written resolution, authorization or special POA, for a specific period, and he has the right make agents delegate others.

The Board of Directors shall appoint a managing director or a CEO for the Company. The Managing Director or CEO shall exercise the powers that the Board of Directors assigns to him and shall implement the directives that may be issued by the Chairman of the Board of Directors and conduct the day-to-day business of the Company. The Board of Directors shall determine the special remuneration that each of the Chairman and Managing Director shall receive in addition to



	<p>implement the directives that may be issued by the Chairman of the Board of Directors and conduct the day-to-day business of the Company. The Board of Directors shall determine the special remuneration that each of the Chairman and Managing Director shall receive in addition to the remuneration determined for each member of the Board of Directors in accordance with Article (twenty-one) of this AOA and in accordance with the applicable regulations in this regard.</p> <p>The Board of Directors shall appoint a secretary from among its members or from others and is responsible for writing the facts and resolutions of the Board of directors in minutes and recording them in a special register prepared for this purpose. His remuneration shall be determined by a resolution of the Board, and the term of the Chairman, Managing Director and Secretary of the Board of Directors shall not exceed the membership of each of them in the Board, and they may be re-elected.</p>	<p>the remuneration determined for each member of the Board of Directors in accordance with Article (twenty) of this AOA and in accordance with the applicable regulations in this regard.</p> <p>The Board of Directors shall appoint a secretary from among its members or from others and is responsible for writing the facts and resolutions of the Board of directors in minutes and recording them in a special register prepared for this purpose. His remuneration shall be determined by a resolution of the Board, and the term of the Chairman, Managing Director and Secretary of the Board of Directors shall not exceed the membership of each of them in the Board, and they may be re-elected.</p>
25	<p>Article 23: Board Meetings</p> <p>The Board shall meet twice a year at least at the invitation of its chairman, and the chairman shall call for to a meeting whenever two of the members so request.</p>	<p>Article 22: Board Meetings</p> <p>1- The Board shall meet at least four times a year at the invitation of its Chairman, and the Chairman of the Board shall invite the Council to a meeting whenever requested to do so by any member of the Board to discuss any or more topics.</p> <p>2- The Board shall determine the venue of its meetings, which may be held remotely through means of modern technology.</p>
26	<p>Article 24: Quorum for Board Meeting</p> <p>1- A Board meeting is not valid unless is attended by at least (half) of the members by themselves or through modern technology. A member of the Board of directors may delegate other members to attend the meeting of the Board of directors according to the following rules:</p> <ul style="list-style-type: none">- A member of the Board of Directors may not represent more than one member in attending the same meeting.- The delegation shall be in writing to attend a specific meeting of the Board of Directors.- The delegate may not vote on the resolutions on which the law prohibits the delegate from voting on it. <p>2- The resolutions of the Board are issued by the majority of the opinions of the attendees or representatives, and in case of a ties; the chairman shall have the casting vote.</p> <p>3- The Board may issue resolutions on urgent matters by way of presenting them to the members dispersed unless one of the members requests in writing that the Board shall meet for deliberation. These resolutions shall be valid if the</p>	<p>Article 23: Board Meetings and Resolutions</p> <p>A Board meeting is not valid unless is attended by at least (half) of the members by themselves or through modern technology. A member of the Board of directors may delegate other members to attend the meeting of the Board of directors according to the following rules:</p> <ul style="list-style-type: none">1- A member of the Board of Directors may not represent more than one member in attending the same meeting.2- The delegation shall be in writing to attend a specific meeting of the Board of Directors.3- The delegate may not vote on the resolutions on which the law prohibits the delegate from voting on it.4- The resolutions of the Board are issued by the majority of the opinions of the attendees or representatives, and in case of a ties; the chairman shall have the casting vote.5- The resolution of the Board of Directors shall be effective from the date of its issuance, unless it stipulates that it shall take effect at another time or when certain conditions are met.



	<p>members agree unanimously, provided that these resolutions are presented to the Board of directors at the first subsequent meeting for documentation.</p> <p>4- The Board of Directors may hold the meeting remotely, using modern technical means.</p>	
27	<p>Article 25: Board Deliberations: The Board's deliberations and Resolutions shall be recorded in minutes signed by the session chairman, the attending Board members, and the secretary. These minutes shall be recorded in a special register signed by the Chairman and the Secretary. It is possible to use electronic applications and modern technology means to approve the minutes of the Board of Directors.</p>	<p>Article 24: Board Deliberations: 1- Deliberations and resolutions of the Board shall be documented in minutes to be prepared by the Secretary and signed by the Chairman of the Board, the Board members attending the meeting and the Secretary. 2- The minutes of meeting shall be maintained in a special record to be signed by the Chairman and Secretary of the Board. 3- Modern technology may be used to sign and record deliberations and decisions and record minutes.</p>
28	<p>This paragraph was part of Article 24 as follows: The Board may issue resolutions on urgent matters by way of presenting them to the members dispersed unless one of the members requests in writing that the Board shall meet for deliberation. These resolutions shall be valid if the members agree unanimously, provided that these resolutions are presented to the Board of directors at the first subsequent meeting for documentation.</p>	<p>Article 25: Issuing decisions of the Board in urgent matters. The Board of Directors may issue decisions on urgent matters by presenting them to all members separately by circulation, unless one of the members requests in writing the meeting of the Board for deliberation, and such decisions shall be issued with the approval of the majority of the votes of its members, and these decisions shall be presented to the Board at its first subsequent meeting to be recorded in the minutes of that meeting.</p>
Chapter 4: Shareholders Assembly		
29	<p>Article 26: Attending Assemblies A properly formed General Assembly shall represent all the shareholders and shall be held in the city in which the Company's headquarters is located. Every shareholder has the right to attend the General Assemblies of the shareholders and has the right to delegate another person other than members of the Board of Directors or Company employees to attend the General Assembly. The Shareholders' Ordinary and Extraordinary General Assembly meetings may be held, the shareholder may participate in their deliberations and vote on their resolutions by means of modern technology, in accordance with the regulations set by the Competent Authority.</p>	<p>Article 26: General Assembly Meeting of Shareholders 1) The Shareholders General Assembly meeting shall be chaired by the Chairman of the Board or, in his absence, the Vice Chairman, or a person to be designated by the Board from among its members in the case of the absence of the Chairman and his Vice Chairman. Failing so, the General Assembly meeting shall be chaired by the person designated by the shareholders, whether he is a member of the Board of Directors or not, through voting. 2) Every shareholder shall have the right to attend the General Assembly meeting, and may delegate another person other than a member of the Board of Directors on his behalf. 3) The General Assembly meeting may be held and the shareholder may participate in the deliberations and vote on resolutions by means of modern technology.</p>
30	<p>Article 27: The Constituent Assembly The Constituent Assembly shall be competent in the following matters:</p> <ul style="list-style-type: none"> Verifying the subscription of all the capital and its fulfillment in accordance with the provisions of the Companies Law. Laying down the final provisions of the Company's Articles of Association "AOA", but it is not permissible for it to make substantial 	Deleted.



	<p>amendments to the articles presented to it without the approval of all the subscribers represented therein.</p> <ul style="list-style-type: none"> • Appointing members of the first Board of directors for a period not exceeding five years, and the first Auditor. • Discussing the founders 'report on the business and expenses required for establishing the Company. • Considering the approval of the value of in-kind shares. <p>For the Constituent Assembly to be held, a number of subscribers shall be present, representing at least half of the capital. Each subscriber in its meetings shall have a vote for each share subscribed to or represented.</p>	
31	<p>Nil</p>	<p>Article 27: Invitation to Assembly Meetings</p> <ol style="list-style-type: none"> 1. The General Assembly shall be convened by the invitation of the Board of Directors. The Board of Directors is required to convene the Ordinary General Assembly within thirty days from the date of a request made by the auditor or by one or more shareholders who collectively represent at least ten percent of the shares of the Company with voting rights. If the Board fails to issue an invitation within thirty days of the auditor's request, the auditor may invite the Ordinary General Assembly to convene. 2. The request referred to in paragraph (1) of this Article shall indicate the items on which the shareholders are required to vote. 3. The invitation of the assembly meeting shall be made at least twenty-one (21) days prior to the date set for the meeting in accordance with the provisions of the Law, provided that: <ol style="list-style-type: none"> a) Announcing the invitation through modern technology. b) A copy of the invitation and agenda shall be sent to the Capital Market Authority. 4. The invitation to the meeting of the Assembly shall include at least the following: <ol style="list-style-type: none"> a) A statement regarding the right of the shareholder to attend the General Assembly meeting and their ability to delegate a non-member of the Board of Directors. It should also include a statement regarding the right of the shareholder to discuss topics on the agenda, ask questions, and how to exercise the right to vote. b) Meeting venue, date, and time. c) Type of assembly, whether ordinary or extraordinary. d) Meeting agenda, including the items on which shareholders are required to vote.
32	<p>Article 28: Powers of the Ordinary General Assembly With the exception of matters pertaining to the Extra Ordinary General Assembly, the Ordinary General Assembly is concerned with all matters related to the</p>	<p>Article 28: Powers of the Ordinary General Assembly Except for matters reserved for the Extraordinary General Assembly, the Ordinary General Assembly shall be in charge</p>



	<p>Company and it convenes at least once a year during the six months following the end of the Company's Fiscal Year, and other Ordinary General Assemblies may be called to meet whenever the need arises.</p>	<p>of all matters relating to the Company, specifically the following:</p> <ul style="list-style-type: none"> a) Electing and dismissing members of the Board of Directors. b) Appointing one or more auditors for the Company, as required by the Law. The General Assembly also has the authority to determine the auditor's fees, as well as to reappoint or dismiss the auditor. c) Reviewing and discussing the report of the Board of Directors. d) Reviewing and discussing the Company's financial statements. e) Discussing the auditor's report and taking a decision thereon. f) Deciding on the proposals of the Board of Directors regarding the method of distributing dividends. g) Forming the Company's reserves and determining their uses.
33	<p>Article 29: Competencies of the Extraordinary General Assembly: The Extraordinary General Assembly has the authority to amend the Company's Articles of Association, with the exception of</p> <ul style="list-style-type: none"> a) Depriving the shareholder or amending any of his basic rights that he obtains in his capacity as a partner, especially the following: <ol style="list-style-type: none"> 1- Obtaining a share of the profits to be distributed, whether in cash or through the issuance of bonus shares to non-employees of the Company and its subsidiaries. 2- Obtaining a share of the Company's assets upon liquidation. 3- Attending public or private shareholders' assemblies, participating in their deliberations, and voting on their resolutions. 4- Disposing of his shares in accordance with the provisions of the Law. 5- Requesting access to the Company's books and documents, monitoring the activities of the Board of Directors, filing a liability lawsuit against members of the Board of Directors, and challenging the invalidity of the resolutions of the public and private shareholders assemblies. 6- Priority to subscribe to new shares issued in exchange for cash shares, unless the Articles of Association stipulate otherwise. b) Amendments that increase the financial burdens of shareholders, unless approved by all shareholders. c) Transferring the Company's head office outside the Kingdom. d) Changing the Company's nationality. 	<p>Article 29: Competencies of the Extraordinary General Assembly: The Extraordinary General Assembly shall have the following competencies:</p> <ol style="list-style-type: none"> 1- Amending the Company's Bylaws except with regard to the following matters: <ul style="list-style-type: none"> a) Depriving a shareholder of any fundamental rights they have as a shareholder or from amending these rights. The nature of the rights related to the type or category of shares owned by the shareholder shall be taken into account, in particular the following: <ol style="list-style-type: none"> 1) Obtaining a share of the profits to be distributed, whether in cash or through the issuance of bonus shares to non-employees of the Company and its subsidiaries. 2) Obtaining a share of the Company's net assets upon liquidation. 3) Attending the general Shareholders' Assemblies, participating in their deliberations and voting on their resolutions. 4) Disposing of its shares except in accordance with the provisions of the Law. 5) Requesting access to the company's books and documents, monitoring the work of the Board of Directors, filing a liability lawsuit against the members of the board of directors, and challenging the invalidity of the resolutions of the general Shareholders' Assemblies. b) Amendments that increase the financial burdens of shareholders, unless approved by all shareholders. 2- Report on the continuation or dissolution of the Company. 3- Approval on the buy-back and disposal of the Company's shares: <p>The Extraordinary General Assembly, in addition to its prescribed purview, may pass resolutions on matters that are</p>



	<p>The Extraordinary General Assembly, in addition to its prescribed purview, may pass resolutions on matters that are originally within the purview of the Ordinary General Assembly, subject to the same terms and conditions that apply to the Ordinary General Assembly.</p>	<p>originally within the purview of the Ordinary General Assembly, subject to the same terms and conditions that apply to the Ordinary General Assembly.</p>
34	<p>Article 30 Call for Assemblies</p> <p>The general or private assemblies of the shareholders shall convene at the call of the Board of Directors. The Board of Directors shall call the Ordinary General Assembly to convene if requested by the Auditor, the Audit Committee, or a number of shareholders representing at least 5% of the capital. The auditor may call the Assembly to convene if the Board does not invite the Assembly to convene within thirty (30) days from the date of the Auditor's request.</p> <ul style="list-style-type: none">• It is permissible, by resolution of the competent authority, to call the Ordinary General Assembly to convene in the following cases:<ol style="list-style-type: none">a) If the term specified for the meeting stipulated in the Companies Law has passed.b) If the number of members of the Board of Directors falls below the minimum validity of its meeting, taking into account what is stated in the Companies Law.c) C. If it appears that there are violations of the provisions of the law or the Company's articles of association, or a defect has occurred in the Company's management.d) If the Board does not invite the General Assembly to convene within fifteen days from the date of the request by the Auditor, the Audit Committee, or a number of shareholders representing at least 5% of the capital.• A number of shareholders representing at least 2% of the capital may submit a request to the competent authority to call the Ordinary General Assembly to convene, if any of the cases stipulated in the above paragraph are available. The competent authority shall direct the invitation to convene within thirty days from the date of submitting the shareholders' request, provided that the invitation shall include a schedule of the Assembly's work and the items required to be approved by the shareholders.• The invitation to convene the General Assembly shall be published on the Tadawul, the company's website and a daily newspaper distributed in the region in where the Company's head office is located at least twenty-one days before the date set for the meeting of the General Assembly. However, it is permissible to address the	<p>Delete where it was moved to Article 27 above</p>



	invitation to all shareholders by registered letters. A copy of the invitation and the agenda shall be sent to Competent authorities, within the specified period for publication.	
35	Article 31: Assemblies Attendance Register: Shareholders who wish to attend the General or Private Assembly shall register their names in the Company's head office prior to the time specified for the meeting and the company may also register shareholders who wish to attend the assemblies and vote on its decisions through modern technology.	Deleted.
36	Article 32: Quorum for the Ordinary General Assembly Meeting: The meeting of the Ordinary General Assembly shall not be valid unless attended by shareholders representing at least (a quarter) of the Company's capital. If this quorum is not available at the first meeting, a call will be issued to a second meeting to be held within the thirty days following the previous meeting. This invitation shall be published in the manner described in Article (91) of the Companies Law. Nevertheless, the second meeting may take place an hour after the end of the period specified for the first meeting, provided that the call to hold the first meeting includes evidence indicating the possibility of holding this meeting. In all cases, the second meeting shall be valid, regardless of the number of shares represented in it.	Article 30: Quorum for the Ordinary General Assembly Meeting: The meeting of the Ordinary General Assembly shall not be valid unless attended by shareholders representing at least (a quarter) of the Company's shares that have the right to vote. If this quorum is not available at the first meeting, a call will be issued to a second meeting to be held within the thirty days following the previous meeting. This invitation shall be published in the manner described in the Companies Law. Nevertheless, the second meeting may take place an hour after the end of the period specified for the first meeting, provided that the call to hold the first meeting includes evidence indicating the possibility of holding this meeting. In all cases, the second meeting shall be valid, regardless of the number of shares that have the right to vote represented in it.
37	Article 33: Quorum for the Extraordinary General Assembly Meeting The meeting of the Extraordinary General Assembly shall be valid only if attended by Shareholders representing at least fifty percent (50%) of the Company's capital. If such a quorum cannot be attained at the first meeting, a notice for convening a second meeting shall be sent in the same conditions stipulated in Article 91 of the Companies Law. The second meeting may be held one hour after the end of the period specified for the first meeting, provided that the call to hold the first meeting includes evidence indicating the possibility of holding this meeting. In all cases the second meeting will be valid if attended by a number of shareholders representing at least (a quarter) of the capital. If the necessary quorum is not met in the second meeting, an invitation to a third meeting to be held according to the same conditions stipulated in Article 91 of the Companies Law, and the third meeting will be valid regardless of the number of shares represented in it, after the approval of the competent authorities.	Article 31: Quorum for the Extraordinary General Assembly Meeting The meeting of the Extraordinary General Assembly shall be valid only if attended by Shareholders representing at least fifty percent (50%) of the Company's shares that have the right to vote. If such a quorum cannot be attained at the first meeting, a notice for convening a second meeting shall be sent in the same conditions stipulated in the Companies Law. The second meeting may be held one hour after the end of the period specified for the first meeting, provided that the call to hold the first meeting includes evidence indicating the possibility of holding this meeting. In all cases the second meeting will be valid if attended by a number of shareholders representing at least (a quarter) of the company's shares that have the right to vote. If the necessary quorum is not met in the second meeting, an invitation to a third meeting to be held according to the same conditions stipulated in the Companies Law, and the third meeting will be valid regardless of the number of shares represented in it.
38	Article 34: Voting in Assemblies	Article 32: Voting in Assemblies



	<p>Every shareholder shall have a vote for every share in the General Assembly, and cumulative voting shall be used when electing members of the Board of directors. Members of the Board of Directors may not participate in voting on the Assembly's resolutions related to absolving them of responsibility for the management of the Company or related to a direct or indirect interest to them.</p>	<p>Every shareholder shall have a vote for every share in the General Assembly, and cumulative voting shall be used when electing members of the Board of Directors, so that the right to vote for the share may not be used more than once. The members of the Board of Directors may not participate in voting on the resolutions of the General Assembly that relate to business and contracts, in which they have a direct or indirect interest or that involve a conflict of interest.</p>
39	<p>Article 35: Resolutions of the Assembly Resolutions shall be issued in the Constituent Assembly with an absolute majority of the shares represented in it, however if these resolutions are related to the evaluation of in-kind shares or special benefits, the approval of the majority of subscribers is required for cash shares that represent two-thirds of the aforementioned shares after excluding what the providers of in-kind shares or beneficiaries have subscribed to of the special benefits, and they shall have no opinion on these resolutions, even if they are cash-holders. The resolutions of the Ordinary General Assembly shall be issued by an absolute majority of the shares represented in the meeting, and the resolutions of the Extraordinary General Assembly shall also be issued by a majority of two-thirds of the shares represented in the meeting, unless the resolution is related to increasing or reducing the capital or extending the term of the Company or dissolving it before the expiry of the period specified in its articles of association or by merging with another Company, the resolution will not be valid unless it is issued by a three-fourths majority of the shares represented at the meeting.</p>	<p>Article 33: Resolutions of the Assembly 1- The resolutions of the Ordinary General Assembly shall be issued with the approval of the majority of voting rights represented at the meeting. 2- The resolutions of the Extraordinary General Assembly shall be issued with the approval of (two-thirds) of the voting rights represented at the meeting, unless the resolution pertains to increasing or decreasing the capital, prolonging the term of the Company, dissolving it before the expiry of the period specified in its articles of association, merging it with another company, or dividing it into two or more companies. In such cases, the resolution may only be considered valid if it is issued with the approval of three-quarters of the voting rights represented at the meeting.</p>
40	<p>Article 36: Deliberations at the Assemblies Every shareholder shall have the right to discuss the matters listed in the agenda of a General Assembly, and to address questions to the Directors and the Auditor in respect thereof. The Directors or the Auditor shall answer Shareholders' questions to such an extent that would not jeopardize the Company's interests. If a Shareholder feels that the answer to his question is unsatisfactory, he may appeal to the General Assembly whose Resolution shall be final in this respect.</p>	<p>Article 34: Deliberations at the Assemblies Every shareholder shall have the right to discuss the matters listed in the agenda of an Ordinary General Assembly, and to address questions to the Directors and the Auditor in respect thereof. The Directors or the Auditor shall answer Shareholders' questions to such an extent that would not jeopardize the Company's interests. If a Shareholder feels that the answer to his question is not sufficient, he may appeal to the Ordinary General Assembly whose Resolution shall be final in this respect.</p>
41	<p>Article 37: Chairing of Assemblies and Preparing Minutes: The General Assembly meetings shall be chaired by the Chairman or, in his or her absence, by the Vice Chairman, or, in his absence by a member delegated by the Board of Directors. Minutes shall be kept for every General Assembly, showing the names of Shareholders present or represented, the number of Shares held by each of them, whether personally or by</p>	<p>Article 35: Preparing the minutes of the Assembly Meeting A minutes shall be drawn up at the meeting of the General Assembly that shall include the number of shareholders present in person or by proxy, the number of shares held by them in person by proxy, the number of votes prescribed for them, the resolutions taken, the number of votes approved or opposed thereto, and a comprehensive summary of the debate conducted at the meeting. Following every meeting, the minutes shall be recorded in an organized manner in a</p>



<p>proxy, the number of votes allotted thereto, the resolutions adopted, the number of consenting and dissenting votes, and a comprehensive summary of the debate conducted at the meeting. Following every meeting, the minutes shall be recorded in an organized manner in a special book, which shall be signed by the Chairman, the Secretary, and the vote counter.</p>	<p>special book, which shall be signed by the Chairman, the Secretary, and the vote counter.</p>
<p>Chapter 5: Company Accounts and Distribution of Dividends - The title of the chapter has been amended to read: Auditor</p>	
<p>Article 38: Fiscal Year The Company's Fiscal year shall begin from the first of January and shall end at the end of December of each Gregorian year, provided that the first Fiscal Year shall begin after the adoption of the change from the Hijri year to the Gregorian year from the date the change is approved by the concerned authorities and ends at the end of December of the Gregorian year.</p>	<p>Deletion and is transferred to the Chapter of the Company's Finances "Article 37"</p>
<p>Article 39: Financial documents 1- The Board of Directors shall prepare the Company's financial statements at the end of each financial year together with a report of its activities and financial position for the preceding financial year. This report shall include the proposed method for distributing profits. The Board of Directors shall place such documents at the disposition of the Auditor at least 45 (forty-five) days prior to the date set for convening the General Assembly. 2- The Chairman, Company President, and Chief Financial Officer shall sign the documents referred to in Paragraph (1) of this Article. A copy thereof shall be placed in the Company's head office to be available for Shareholders at least 21 days prior to the date set for General Assembly meeting. 3- The Chairman shall publish the financial statements, the Board of Directors' report and the Auditor's report on Tadawul, and provide the competent regulatory authorities with a copy of it during the regular period specified in the Companies' Law.</p>	<p>Moved to Chapter 6 under Article 38</p>
<p>Article 40: Distribution of in-kind dividends Unless the General Assembly decides otherwise, A fixed amount is distributed to the owners of real estate in-kind shares equal to the revenues their real estate used to generate, provided that the share of each of them in that amount does not exceed the equivalent of (5%) of the value of their in-kind shares in the Company's capital for each year, for a period not exceeding five years from the date of receiving the property from them after the issuance of the resolution of His Excellency the Minister of Commerce announcing the establishment of the Company. This amount is considered an obligation on the owners of the in-kind shares, which must be redeemed, and</p>	<p>Moved to Chapter 6 under Article 39</p>



<p>the company may reserve part of their shares whose nominal value is equal to the value of the distributed amounts. The seizure of those shares shall be lifted if the amount is paid or deducted from the profits due to the shareholder or deducted by any other method approved by the Board of Directors.</p>	
<p>Article 41: Distribution of Dividends The net profits of the Company shall be distributed to the shareholders at a rate of not less than 2% of the paid capital (annually, semi-annually or quarterly) after deducting all general expenses and other costs, including the legally imposed zakat, and (10%) of the net profits shall be set aside to be a statutory reserve, The Ordinary General Assembly may stop this deduction when the aforementioned reserve reaches 30% of the paid-up capital.</p>	Moved to Chapter 6 under Article 41
<p>Article 42: Entitlement to Dividends Dividends to be distributed to shareholders shall be paid in accordance with the resolution of the general assembly issued in this regard, and the resolution shall specify the due date and the date of distribution. Eligibility for dividends shall be for shareholders registered in the shareholders' registers at the end of the day specified for entitlement. The competent authority shall determine the maximum period during which the Board of Directors shall implement the resolution of the Ordinary General Assembly regarding the distribution of dividends to the shareholders.</p>	Moved to Chapter 6 under Article 41 and redrafted
<p>Article 43: Company losses If the losses of the Company reached (half) of the paid-up capital, the Board of Directors shall disclose the loss and the recommendations it has reached concerning the loss within sixty (60) days from the date it is aware of the loss amount. The Board shall also call for an Extraordinary General Assembly within one hundred eighty (180) days from the date of being aware of the same to consider the continuation of the Company and take any necessary measures to address the loss or dissolve the Company.</p>	Deleted.
<p>Chapter 6: Auditor -</p>	
<p>Article 44: Appointment of the Auditor The Company shall have one or more auditors from among those licensed to operate in the Kingdom appointed by the Ordinary General Assembly, which shall specify their compensation and term of office. The General Assembly may at any time reemploy them the Auditors, provided that the total period of his appointment does not exceed five continuous years, and whoever has completed this period may be re-appointed after the lapse of two years from the date of its expiry without prejudice to their right to</p>	<p style="text-align: center;">Amended to Chapter 5: Auditor</p> <p>Article 36: Appointment, Dismissal and Retirement of the Auditor</p> <ol style="list-style-type: none"> 1- The Company shall have one or more auditors from among the auditors licensed to operate in the Kingdom of Saudi Arabia. The General Assembly shall appoint the auditor(s) and determine their fees, duration of work, and scope. The auditor(s) may be reappointed. The auditor's appointment period shall not exceed the duration prescribed by law. 2- The Auditor may be dismissed by a resolution to be issued by the General Assembly. The Chairman of the Board of Directors shall inform the competent authority of the



	<p>compensation if the removal is made at an improper time or without acceptable justification.</p>	<p>dismissal decision and its reasons within a period not exceeding (5) days from the date of issuance of the resolution.</p> <p>3- The auditor may resign pursuant to a written notice submitted to the company. Auditor's assignment shall terminate from the date of submitting the resignation notice or at a later date as specified therein, without prejudice to the company's right to compensation for any damage it incurs, if justified. In the event that the auditor resigns, it shall submit a statement to the Company and the competent authority outlining the reasons for their resignation. The Board of Directors shall convene the General Assembly to review the reasons for the resignation, appoint a new auditor, and determine its fees, duration of work, and scope.</p>
	<p>Article 45: Powers of the Auditor The auditor has the right to inspect the Company's books, records and other documents at all times, and he may request the data and clarifications that he deems necessary to obtain, and he may also audit the Company's assets, obligations, and other things that fall within the scope of his work. He shall submit to the annual ordinary general assembly a report prepared in accordance with the generally accepted auditing standards, including the position of the Company's management to enable him to obtain the data and clarifications he requested, and what he may have found of violations of the provisions of the system or the provisions of the articles of association of the Company, and his opinion on the extent of fairness of the financial statements of the Company. The auditor shall read his report at the General Assembly.</p>	<p>Article 37: Powers of the Auditor The auditor may, at any time, access the Company's documents, accounting records, and supporting documents; and request data and explanations deemed necessary to verify the company's assets, liabilities, and other matters that fall within the auditor's scope of work. The Chairman of the Board of Directors shall enable the Auditor to perform his duties. If the Auditor faces any difficulty in this regard, he shall state that fact in a report to be submitted to the Board. If the Board of Directors does not facilitate the job of the Auditor, the Auditor shall ask the Board to call for a meeting of the General Assembly to convene to consider the matter. If the Board of Directors fails to call for a meeting within thirty (30) days from the date of the auditor's request, the auditor himself may call for a meeting.</p>
<p>Chapter 7: Audit Committee, which contains Articles (46-47-48-49-49bis) has been completely deleted</p>		
<p>Chapter 8: Disputes, which Article (50) have been completely deleted</p>		
<p>Chapter 9: Dissolution and Liquidation of the Company, which contains articles (51-52-53-54-55-56-57-58-59-60-61-62-63-64) has been completely deleted</p>		
<p>Chapter 10: Final Provisions - reordered to be Chapter 8 as Final Provisions with rewording</p>		
<p>Chapter Six: Company Finances and Distribution of Profits (Amended Law)</p>		
		<p>Article 38: Fiscal Year The Company's financial year starts on the 1st of January 1st and ends on the 31st of December each calendar year.</p>
		<p>Article 39: Financial documents 1- The Board of Directors shall prepare the Company's financial statements at the end of each financial year together with a report of its activities and financial position for the preceding financial year. This report shall include the proposed method for distributing profits. The Board of Directors shall place such documents at the disposition of the Auditor at least 45 (forty-five) days prior to the date set for convening the Ordinary General Assembly.</p>



	<p>2- The Chairman of the Board of Directors of the Company, its Chief Executive Officer and its Chief Financial Officer, if any, shall sign the documents referred to in paragraph (1) of this Article, copies thereof shall be deposited at the Company's head office at the disposal of the shareholders.</p> <p>3- The Chairman of the Board of Directors shall provide the shareholders with the Company's financial statements, the Board of Directors' report, and the auditor's report, unless published in any of the modern technology means, at least twenty-one days before the date specified for the annual ordinary general assembly, and he shall also deposit these documents in accordance with the Executive Regulations of the Companies Law.</p>
	<p>Article 40: Distribution of Fixed Amount as Debt to Owners of In-kind shares</p> <p>Unless the General Assembly decides otherwise, A fixed amount is distributed to the owners of real estate in-kind shares equal to the revenues their real estate used to generate, provided that the share of each of them in that amount does not exceed the equivalent of (5%) of the value of their in-kind shares in the Company's capital for each year, for a period not exceeding five years from the date of receiving the property from them after the issuance of the resolution of His Excellency the Minister of Commerce announcing the establishment of the Company.</p> <p>This amount is considered an obligation on the owners of the in-kind shares, which must be redeemed, and the company may reserve part of their shares whose nominal value is equal to the value of the distributed amounts. The seizure of those shares shall be lifted if the amount is paid or deducted from the profits due to the shareholder or deducted by any other method approved by the Board of Directors.</p>
	<p>Article 41: Formation of Reserves:</p> <p>1. Upon determining the net profit shares, the Ordinary General Assembly may resolve to form reserves to the extent that serves the Company's interest or ensures, as far as possible, consistent distribution of dividends to shareholders. The Ordinary General Assembly may also deduct amounts from the net profits to achieve social purposes for the Company's employees.</p> <p>2. The general assembly shall determine the proportion of net profits to be distributed among shareholders after deducting reserves (if any).</p>
	<p>Article 42: Entitlement to Dividends</p> <p>Each shareholder is entitled to its share dividends according to a resolution passed by the General Assembly in this regard. The resolution shall indicate the dates of entitlement and distribution. Eligibility for dividends shall be for shareholders registered in the shareholders' registers at the end of the day specified for entitlement. The Board of Directors shall</p>



		implement the resolution of the Ordinary General Assembly regarding the distribution of dividends to the shareholders.
Chapter 7: Winding Up and Liquidation of the Company		
		Article 43: Winding Up of the Company The Company shall terminate if any of the reasons for expiry specified in Article (243) of the Companies Law occur. Upon termination, the Company shall enter the liquidation process in accordance with Title Twelve of the Companies Law. If the Company terminates, and its assets are insufficient to pay its debts or are subject to any legal trouble under the Bankruptcy Law, it shall apply to the competent judicial authority to initiate any necessary liquidation procedures under the Bankruptcy Law.
Chapter 8: Final Provisions		
		Article 44: Applicable Laws 1. The Company shall subject to the laws in force in the Kingdom of Saudi Arabia 1- Any provisions stated herein that violate the provisions of the Companies Law shall be deemed invalid and subject to the provisions contained within the Companies Law. Additionally, any matter not addressed in this Bylaws shall be governed by the Companies Law, and its Implementing Regulations.
		Article 45: Publication of the Law This Law shall be deposited and published in accordance with the provisions of the Companies Law and its Implementing Regulations .



جبل عمر
Jabal Omar



البند الرابع عشر



<p>Madr Investment Company The company works in the field of real estate investment and development</p>	<p>شركة مدر للاستثمار تعمل الشركة في مجال الاستثمار والتطوير العقاري</p>
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جبل عمر
Jabal Omar



البند الخامس عشر



<p>AlRajhi United Company The company works in the field of real estate investment and development</p>	<p>شركة اتحاد الراجحي تعمل الشركة في مجال الاستثمار والتطوير العقاري</p>
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