



Board Membership Policy, Standards and Procedures (Third Edition)

Approved by the General Assembly held on Wednesday 26/09/1446H,
corresponding to 26/03/2025G





7. The candidate must have a good understanding of the Company's activities and business, and the risks it faces.
8. The candidate must not have been previously convicted of a crime involving dishonesty or breach of trust.
9. The nomination must not be in violation of applicable laws, regulations, and related instructions.
10. The candidate should hold appropriate academic qualifications.
11. An Independent Board Member must be able to perform his duties, express opinions, and vote on decisions objectively and impartially, thereby enabling the Board to make sound decisions that contribute to achieving the Company's interests.
12. Where a legal person is represented as a Board Member, its representative shall be a natural person who meets all the requirements of Board membership as set out in this Policy.
13. A Board Member may not hold membership on the boards of more than five (5) listed joint stock companies at the same time.

Article (7): Procedures for Board Membership Candidacy

- A. Any person wishing to run for Board membership and who meets the membership conditions and standards shall comply with the following procedures:
 1. Complete the Authority's required forms, including Form No. (1) relating to the candidate's curriculum vitae, and submit a signed copy of Form No. (3) issued by the Capital Market Authority for nomination to Board membership.
 2. Submit the candidacy application within the period specified in the Company's announcement of the opening of the nomination period, using the method specified in the announcement or by submitting it at the Company's head office and obtaining an acknowledgment of receipt. The application shall be accompanied by all documents specified in the announcement.
 3. Submit a curriculum vitae including personal information, profession, current primary position, academic qualifications, and practical experience related to the Company's business.
 4. Provide a statement of the boards of directors of companies in which the candidate has served during the four (4) years preceding the nomination, including the terms of such boards, the number of Board meetings held in each year of the term, the number of meetings the candidate attended, and his attendance percentage. The candidate shall also provide a statement of any permanent committees he served on, the number of meetings held by each committee in each year of the term, and his attendance.
 5. Provide a statement of the listed joint stock companies whose boards the candidate is still serving on.
 6. Provide a statement of companies in which the candidate participates in management or ownership and which conduct business that competes with the Company, or competes with any of its lines of activity, or that have contracts or common interests with the Company.
 7. If the candidate has previously served on the Company's Board, he shall attach to his candidacy application a statement from the Company's management regarding the last term in which he served as a Board Member, including the number of Board meetings held in each year of the term, the number of meetings he attended in person, and his attendance percentage.
 8. The candidate shall disclose any cases of conflict of interest in accordance with the procedures determined by the Authority, including:
 - a) Any direct or indirect interest in transactions or contracts executed for the Company's account.



2. If the conditions required for the Board's meeting are not met because the number of Board Members falls below the minimum prescribed in the Companies Law or the Articles of Association, the remaining Members must call the Ordinary General Assembly to convene within sixty (60) days to elect the required number of Members.

1. This Policy shall be effective from the date of its approval by the Company's General Assembly.
2. The Board shall regularly review this Policy, or whenever any change in working conditions requires its review, based on a recommendation from the Nomination and Remuneration Committee. The Board shall then recommend to the General Assembly that it approve the Policy after its review.