

Anaam International Holding Group Company

Audit committee work list

Preamble:

The Audit Committee is one of the important committees in listed public joint-stock companies, because of the essential and effective role it plays in internal and external audit work, the internal control process, the development of systems and plans related to these activities, and the follow-up of their implementation and the company's commitment and compliance with recognized regulations and standards. The Capital Market Authority's regulations have given special importance to the Audit Committee and strengthening its framework and powers.

This regulation was issued in light of Paragraph (e) of Article (51) of the Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. 8-16—2017, dated 5/16/1437 AH corresponding to 2/13/2017, amended by the decision of the Board of the Capital Market Authority. No. 8-5-2023 dated 6/25/1444 AH corresponding to 1/18/2023, which stipulates that "the company's general assembly shall issue - based on the proposal of the Board of Directors - the work regulations of the Audit Committee, provided that this regulation includes the controls and procedures for the work of the committee." Its tasks, the rules for selecting its members, how to nominate them, the duration of their membership, their remuneration, and the mechanism for appointing its members temporarily in the event that one of the committee seats becomes vacant. The words and expressions mentioned in these regulations shall have the meanings given to them in the relevant regulations of the Capital Market Authority, unless the context requires otherwise.

Composition of the committee:

1. The Audit Committee shall be formed by a decision of the company's Board Of Directors .
2. The Number of Members of the Audit Committee must not be less than three and not more than five, including a specialist in financial and accounting affairs.
3. The committee Chairman must be an independent member .
4. It is not permissible for anyone who works or has worked during the past two years in the executive or financial management of the company or for the company's auditor to be a member of the audit committee .

How to nominate committee members:

1. Taking into account the provisions contained in these regulations, the Audit committee shall be formed from non-members of the executive board of directors, whether shareholders or others, provided that among them is an independent board member, and the candidate must have a record of experience related to the tasks of the audit committee. He is good at the company's activities and work, and the candidate must have a university qualification and be familiar with financial aspects, and one of the candidates must be a specialist in financial affairs. The Nominations Committee also takes into account, when examining nomination applications, that the selection of the

candidate for membership in the committee does not violate the relevant rules, regulations and instructions.

2. The Nominations Committee studies the applications, ensures that they comply with the terms and conditions, and then submits its recommendations to the Board of Directors.

3. The Board will study the nominations committee's recommendation and then form The Audit Committee.

Duration of work of the committee:

1. The term of membership of the Committee shall be four years, starting with the beginning of the Board of Directors 'term and their membership ending with the end of the Board's term. The Board may also re-nominate them for a similar period or periods .
2. Committee members or any of them may be dismissed in the event of a violation by any of them for the provisions contained in these regulations or for any reasons deemed appropriate by the Board of Directors.
3. Committee member may resign, provided that this is done at a suitable time it is accepted by the board of directors, otherwise he will be responsible before the company.
4. The Board of Directors appoints another member in the event that one of the committee seats becomes vacant, provided that he is someone who has sufficient experience and meets the criteria for committee membership .

How the committee works:

1. The committee chooses a chairperson from among its members, provided that he is one of the independent members. It may also choose a secretary from among its members or others to write the minutes of the meetings and undertake the administrative work of the committee provided that the Board of Directors determined his remuneration.
2. The committee meets at the invitation of its chairman on a regular basis, provided that its meetings are not less than four during the company's fiscal year. The meeting is not valid unless attended by the majority of the members, and its decisions are issued by the majority and when the votes are equal, the side with which the chairman of the committee voted shall prevail .
3. The committee member may not be the Chairman or one of the executive board members or those who perform administrative or technical work in the company, and the committee member may not have a direct or indirect interest in the business and contracts that are done for the company's account.
4. The committee member is obligated to preserve the company's secrets, and the committee members are not allowed to divulge any secrets they confide to them because of their conduct of their business to the shareholders or to others.
5. In the event that the member is unable to attend the committee meeting in person, he may delegate one of the members in writing, and sufficient effort is made to enable the member to attend through

the use of the available means of communication . The meetings of the Committee may also be held through Modern Technology .

6. The minutes of the committee's meetings shall be recorded and recorded in writing in a special register signed by the members, and these minutes shall be kept among the important documents of the company.
7. The Board of Directors monitors the work and performance of the Committee through its Chairman and through periodic reports submitted to the Board of Directors.
8. No member of the board of directors or the executive management who is not a member of the committee has the right to attend its meetings unless the committee requests hearing his opinion or obtaining his advice .
9. The audit committee meets periodically with the company's auditor and with the company's internal auditor.
10. The internal auditor and the auditor may request a meeting with the audit committee whenever the need arises.

Duties of the audit committee :

The Audit Committee is responsible for monitoring the company's business and verifying the integrity and integrity of its reports, financial statements and internal control systems. The committee's tasks include in particular the following:

1. Studying the company's initial and annual financial statements before submitting them to the Board of Directors and expressing its opinion and recommendation in this regard to ensure its integrity, fairness and transparency.

2. Expressing a technical opinion at the request of the Board of Directors regarding whether the Board's report the company's management and financial statements are fair, balanced and understandable, and include information that allows shareholders and investors to assess the financial position of the company, its performance, business model and strategy.
3. Study any important or unfamiliar issues included in the financial reports.
4. Thoroughly researching any issues raised by the company's financial manager or whoever is in charge of it his duties or the compliance officer in the company or the auditor.
5. Verification of accounting estimates in the material issues contained in financial reports.
6. Studying the accounting policies followed in the company and expressing an opinion and recommendation to the Board of Directors in this regard.
7. Studying and reviewing the company's internal and financial control and risk management systems.
8. Studying internal audit reports and following up on the implementation of corrective actions for the notes contained therein.
9. Control and supervision of the performance and activities of the internal auditor and audit management, the company's internal affairs - if any - to verify the availability of the necessary resources and its effectiveness in performing the work and tasks assigned to it. If the company does not have an internal auditor, the committee must submit its recommendations to the Board regarding the extent of the need to appoint him.

10. Recommending to the Board of Directors the appointment of the director of the internal audit unit or department or the internal auditor and suggesting his remuneration.
11. Recommending to the Board of Directors the nomination, dismissal and designation of auditors their fees and evaluate their performance after verifying their independence and reviewing the scope of their work and terms of contract with them.
12. Verify the auditor's independence, objectivity, fairness and effectiveness the work of the auditor, taking into account the relevant rules and standards.
13. Reviewing the company's auditor's plan and business and verifying that it was not submitted technical or administrative work that is outside the scope of audit work and express its views on it that.
14. Answer the company's auditor's inquiries.
15. Studying the auditor's report and his notes on the financial statements and following up on what was taken in their regard.
16. Review the results of the reports of the regulatory authorities and verify that the company has taken the measures necessary regarding it.
17. Verify the company's compliance with relevant laws, regulations, policies and instructions relationship.
18. Review the contracts and transactions proposed to be conducted by the company with related parties relationship and presenting its views in this regard to the Board of Directors.
19. Raise any issues you deem necessary to take action on to the Board of Directors and make recommendations for the actions to be taken.

20. Establishing a mechanism that allows employees of the company to provide feedback on any violation in financial or other reports confidentially .The committee must verify the application .
21. This mechanism should conduct an independent investigation commensurate with the extent of the error or overreach and adopt appropriate follow-up procedures .

Conflict between the Audit Committee and the Board of Directors:

If there is a conflict between the audit committee's recommendations and the decisions of the board of directors, or if the board refuses to accept the committee's recommendation regarding appointing and dismissing the company's auditor, determining his fees, evaluating his performance, or appointing the internal auditor, the board of directors report must include the committee's recommendation and its justifications and reasons for not taking them.

Audit Committee Powers:

The Audit Committee, in order to perform its duties:

1. The right to access the company's records and documents.
2. To request any clarification or statement from the members of the board of directors or the executive management.
3. To request the board of directors to invite the company's general assembly to convene if the board of directors obstructs its work or the company suffers serious damage or losses.

Audit committee report:

The Audit Committee issues an Annual Report that includes a comprehensive summary of its work and performance and how to implement its powers and tasks in accordance with what is required by regulations and laws, provided that it includes its recommendations and opinion on the adequacy of the company's internal and financial control and risk management systems . The Board deposits copies of it at the company's main office and company's website and the financial market website along with an invitation to the assembly, in order to enable shareholders to view it . A summary of the report is read during the General assembly .

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A member of the Audit Committee shall be entitled to an allowance for attending sessions in the amount of (3.000) riyals for each session, in addition to what may be decided by the company's regulations approved by the General Assembly and the Board of directors of annual remuneration, privileges or other allowances for the members of the Board , and the company shall also cover the ticket and accommodation allowance in the event that the member of the Committee travel on official missions or meetings of the Committee or the Board. The details of the remuneration received by the members of the Committee shall be disclosed within the contents of the annual report of the Board of Directors, according to the applicable laws and regulations .

Final provisions:

1. These regulations are considered effective from the date of approval by the company's ordinary general assembly.
2. This regulation shall cancel and replace all procedures, decisions or internal regulations of the company that contradict it.

3. This regulation is considered complementary to the company's articles of association and the corporate governance regulation issued by the Capital Market Authority.
4. Whatever is not provided for in this regulation, the Saudi Companies Law, the Capital Market Authority Regulations (Corporate Governance Regulations), the company's articles of association and the decisions issued by the competent authorities shall apply .



Work List Regulations of the Remuneration and Nominations Committee

Preamble:

The work regulations of the Remuneration and Nominations Committee emanating from the Board of Directors of Anaam International Holding Group Company were prepared in implementation of the provisions of Article (57) and Article (61) of the Corporate Governance Regulations issued by the Board of the Capital Market Authority on 02/13/2017 AD, and amended by the decision of the Board of the Capital Market Authority on 01/18/2023 AD, which requires that the general assembly of the company's shareholders, based on a proposal from the Board of Directors, approve the work regulations of the Remuneration and Nominations Committee, provided that this regulation includes the controls and procedures for the committee's work, its tasks, and the rules for selecting its members, the duration of their membership, and their remuneration.

Firstly :

Rules for selecting members of the Remuneration and Nominations Committee, how to nominate them, and the duration of their membership:

1. The Remuneration and Nominations Committee shall be formed by decision of the company's Board of Directors from non-members of the Executive Board, provided that at least one independent member is among them.
2. The members of the committee may be independent members of the Board, and it is permissible to seek assistance from non-executive members or persons who are not members of the Board, including shareholders or others.

(2)

3. The Chairman of the Board may be a member of the Remuneration and Nominations Committee, provided that he does not hold the position of Chairman of the Committee.
4. The Chairman of the Committee must be an independent member, and he shall be appointed at the first meeting of the Committee after its formation by the Board or members of the Committee.
5. The number of committee members must not be less than three and not more than five.
6. Committee members are selected in a way that ensures the availability of diverse skills and experiences, taking into account the presence of expertise appropriate to the company's field of work.
7. Committee members are appointed for a period of four years that begins with the beginning of the Board of Directors term and ends with the end of the Board term.
8. The committee appoints a secretary from among its members or from the company's employees at its first meeting, and the Board or committee determines his allocations.
9. If the position of one of the committee members becomes vacant, the Board of Directors may appoint a member to fill the vacant position, provided that he is someone who has experience and competence, and the Capital Market Authority must be notified of this within five working days from the date of appointment.
10. The company must notify the Authority of the names of the committee members and their membership positions within five working days from the

(3)

date of their appointment, and any changes that occur within five working days from the date of the changes.

11. Committee membership shall end at the end of its term or at the expiration of the member's authority in accordance with any law, regulation, or instruction in force in the Kingdom. However, the Board may at any time dismiss all or some of the committee members, and a committee member may resign from committee membership, provided that this is at the appropriate time.

Secondly :

Duties and powers of the committee:

Regarding rewards:

1. Prepare a clear policy for the remuneration of members of the Board of Directors and the committees emanating from the Board and Executive Management that enhances the motivation of the company's administrative apparatus and the preservation of distinguished cadres and submit it to the Board of Directors for consideration in preparation for its approval by the General Assembly, provided that this policy takes into account following standards related to performance, disclosure and verification. Of its implementation.
2. Clarifying the relationship between the rewards granted and the applicable remuneration policy and indicating any material deviation from this policy.

(4)

3. Periodically review the rewards policy and evaluate its effectiveness in achieving its objectives.

4. Recommending to the Board of Directors the remuneration of members of the Board of Directors, its committees, and the company's senior executives in accordance with the approved policy.

5. Reviewing the CEO's financial rewards, including long- and short-term incentives, in addition to setting the ceiling for the results expected to be achieved by the CEO and submitting recommendations regarding them to the Board of Directors.

6. Reviewing the CEO's recommendations regarding the general guidelines and standards for financial rewards and other benefits for senior executives, which the CEO implements in light of the policies followed.

7. Ensure that the company is committed to and observes what is stated in the remuneration policy for members of the Board of

Directors and members of the committees emanating from the Board of Directors and Executive Management approved by the General Assembly of Shareholders.

Regarding Nominations:

1. Proposing clear policies and standards for membership in the Board of Directors, executive management, and company representatives in subsidiaries.

2. Recommending to the Council to nominate members and re-nominate them in accordance with the approved policies and standards, taking into

(5)

account not to nominate any person who has previously been convicted of a crime involving breach of trust.

3. Preparing a description of the capabilities and qualifications required for council membership and filling executive management positions.

4. Determine the time that a member must devote to council work.

5. Annual review of the necessary skills and expertise required for board membership and executive management functions, identifying the weaknesses and strengths of the board and executive management and proposing to address them in a way that is consistent with the company's interest.

6. Reviewing the structure of the Board and Executive Management and making recommendations regarding the changes that can be made.

7. Verifying on an annual basis the independence of the independent members, and the absence of any conflict of interest if the member holds a membership in the board of directors of another company.

8. Develop job descriptions for independent members, executive and non-executive members, and senior executives.

9. Establishing special procedures in the event that the position of a Board member or senior executive becomes vacant.

10. Identify the strengths and weaknesses of the Board and propose solutions to address them in a way that is consistent with the company's interest.

(6)

11. Providing an appropriate level of training and introducing new board members to the company's tasks and achievements, enabling them to perform their work with the required efficiency.
12. Study and review the performance of executive management.
13. Study and review job succession plans for the company in general and for the Board, the CEO, and senior executives.
14. Study and review the CEO's recommendations regarding the appointment and termination of senior executives.
15. Assisting the Board and Executive Management in developing and reviewing the company's organizational structure and the operational model that regulates the relationship between the parent company and its subsidiaries.
16. Monitor the implementation of the employee grievances policy and ensure its effectiveness.

Nomination procedures and publishing the nomination announcement:

- a. When nominating board members, the committee is obligated to take into account the terms and conditions stated in the Governance Regulations, the requirements decided by the Capital Market Authority, and the company's governance rules.
- B. The company is committed to publishing the nomination announcement on the market's website, the company's website, and in any other means determined by the Authority, in order to invite people wishing to run for

(7)

membership in the Board, provided that the nomination door remains open for at least one month from the date of the announcement.

Regarding Governance:

1. Verifying the company's compliance with corporate governance rules, reviewing the governance rules manual and updating it in accordance with regulatory requirements and best practices.
2. Reviewing the development of professional conduct rules that represent the company's values and other internal policies and procedures in a way that meets the company's needs and is consistent with best practices.
3. Follow up on any issues related to governance applications, and provide the Board of Directors with the reports and recommendations it reaches.

Thirdly :

Powers of the Remuneration and Nominations Committee:

In order to perform its duties, the Committee:

1. The right to investigate any matter within its duties or any subject specifically requested by the Board of Directors .
2. The right to view the company's records and documents.
3. Requesting clarifications or data from members of the Board of Directors, executive management, or company employees for the purpose of investigating and inquiring about any information.
4. The right to seek legal and technical advice from any external party or any other independent advisory body whenever this is necessary to assist the committee in performing its tasks.

(8)

Fourthly :

Committee meetings:

1. The committee meets periodically, at least every six months. The committee may also hold exceptional or emergency meetings as required by the interest of work based on the invitation of its chairman or one of its members.
2. The validity of its meetings requires the attendance of a majority of its members, and its decisions are issued by a majority of the votes of those present.
3. It is permissible to participate in the meeting using modern means of communication, and participation is considered as someone who attended in person and signed the minutes of the meeting.
4. No member of the Board of Directors or Executive Management except the Secretary of the Committee and its members has the right to attend its meetings unless the Committee requests to hear his opinion or obtain his advice.
5. The committee's meetings must be documented, its minutes must be prepared, which include its discussion and deliberations, the recommendations must be documented and preserved after they are signed, and the implementation of its decisions must be followed up.
6. The Chairman of the Committee or whomever he directs among its members must attend the company's general assemblies to answer shareholders' questions.
7. The committee submits brief reports to the Board of Directors .

(9)

Fifth:

Remuneration for members of the Remuneration and Nominations Committee:

1. The remuneration of the committee members will be a certain amount based on the policy set by the Board of Directors and in accordance with the statute, the decisions of the General Assembly, and the relevant regulations and laws, in addition to an attendance allowance for the sessions of 3 thousand riyals per session.
2. The company is committed to covering transportation expenses and any other expenses to enable the member to attend and participate.

Sixth: Final provisions:

The provisions of these regulations shall be implemented and adhered to by the company as of the date of their approval by the General Assembly of Shareholders. They must also be published on the company's website to enable shareholders, the public, and stakeholders to view them.

The content of these regulations will be reviewed as needed based on the recommendation of the Board, provided that these amendments are presented to the General Assembly of Shareholders for approval at its nearest meeting.

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Policies, standards and procedures for membership in the Board of Directors of Anaam International Holding Group

Introduction :

Policies, standards and procedures for membership in the Board of Directors of Anaam International Holding Group have been prepared with the aim of complying with Paragraph (3) of Article (21) of the Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. (8-6-2017) dated 16/ 5/1438 AH corresponding to 2/13/2017 AD amended by Capital Market Authority Board Resolution No. 8-5-2023 dated 6/25/1444 AH corresponding to 1/18/2023 AD, which stipulated that the Board of Directors (the Board) shall prepare clear and specific policies, standards and procedures for membership. In the Board in a manner that does not conflict with the mandatory provisions in the Governance Regulations and putting them into effect after the General Assembly approves them.

First: Policies and standards for membership in the company's Board of Directors:

1. The candidate for membership in the Board of Directors must not have been previously convicted of a crime prejudicial to honor or trust, and must not be insolvent, bankrupt, or otherwise unfit for membership in the Board in accordance with any system or instructions in force in the Kingdom.
2. The member of the Board of Directors shall not hold membership in more than five joint stock companies listed on the financial market at the same time.
3. The candidate must not be a government employee.
4. The candidate must be professionally competent and possess the necessary experience, knowledge, skill and independence to enable him to carry out his duties efficiently and competently.
5. The candidate must have the ability to lead and have leadership skills that qualify him to be granted powers in a way that leads to stimulating performance, applying best practices in the field of effective management, and adhering to professional values and ethics.

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6. The candidate must be competent, that is, he must have the appropriate academic qualifications, professional and personal skills, the level of training and practical experiences related to the company's activities, and he must have appropriate knowledge of management, economics, accounting, law and governance, and he must have a constant desire for learning and training.
7. The candidate must have the ability to direct, by having technical leadership and administrative capabilities, speed in decision-making, understanding of technical requirements related to the workflow, and the ability to plan and have a sound future vision.
8. The candidate must have financial knowledge and be able to read and understand financial statements and reports.
9. The candidate must be physically fit and not have a health problem that would prevent him from carrying out his duties and specializations.
10. The candidate must have the ability to communicate effectively and think strategically.
11. Commitment to honesty, honesty, loyalty, and concern for the interests of the company and its shareholders and prioritizing them over his personal interests. Honesty means that the board member's relationship with the company is an honest, professional relationship, and disclosure to the company of any influential information before executing any deal or contract with the company or one of its subsidiaries, while avoiding transactions that involve Conflicts of interest, while ensuring fair dealing and taking into account the provisions regarding conflicts of interest contained in the Governance Regulations, and care and attention should be given to performing the duties and responsibilities stipulated in accordance with the company's bylaws, the Capital Market Authority's bylaws, the company's bylaws, and other relevant regulations.
12. Taking into account diversity in practical qualifications and scientific experience and giving priority in nomination to the needs required of those with the appropriate skills for Board membership.
13. The number of independent members shall not be less than two members or one-third of the Board members, whichever is greater.
14. The independent member must enjoy complete independence in his position and decisions, and none of the symptoms of independence stipulated in the governance regulations issued by the Capital Market Authority apply to him.

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15. The board member must represent all shareholders and be committed to what is in the interest of the company in general and not what is in the interests of the group he represents or that voted for his appointment to the board.

16. The membership of a Board member shall end at the end of the Board's term, or by submitting his resignation, death, or removal by decision of the General Assembly, or by his conviction for any crime against honor or trust, or by his bankruptcy or insolvency, or if he becomes unfit for Council membership in accordance with any laws, regulations, or instructions in force in the Kingdom. .

17. The Board member must resign before the end of his term in the Board in the event that he loses his eligibility to work as a Board member, or is unable to perform his duties or is unable to allocate the time or effort necessary to perform his responsibilities in the Board. However, in the event of a conflict of interest, the member shall have the option to obtain He must obtain a license from the General Assembly, which must be renewed every year or submit his resignation.

Second: Procedures for membership in the company's board of directors

1. The Remuneration and Nominations Committee, in coordination with the company's executive management, shall announce the opening of nominations for board membership in accordance with the Companies Law, the Governance Regulations, and the instructions of the Capital Market Authority, at least sixty (60) days before the end of the board session, provided that the nomination door remains open for 30 days at least. Less than the date of announcement.

2. Every shareholder has the right to nominate himself or one or more other persons for membership in the Board of Directors.

3. Anyone who wishes to nominate himself for membership in the Board must announce his desire in accordance with a notification to the company's management in accordance with the periods and dates stipulated in the applicable laws, regulations, instructions and decisions. This notification must include an introduction to the candidate in Arabic and English in terms of his CV, qualifications and practical experience, in addition to providing the company with all documents. Identification documents such as (national ID card, family card, passport for non-Saudis, and any other relevant documents required by the company to meet the regulatory requirements, and also filling out the form or forms issued by the Capital Market Authority.

4. Anyone who wishes to nominate himself for membership in the Board must disclose to the Board and the General Assembly any cases of conflict of interest that include the presence of a direct or indirect interest in the business and contracts conducted on behalf of the company for which he wishes to run for

(4)

the Board of Directors or his participation in work that would compete with the company. Or compete with it in one of the branches of activity it practices.

5. A candidate who previously served as a member of the board of a joint stock company must state the number and date of the boards of directors of the companies of which he served.

6. The candidate who previously served as a member of the Board of Directors of Anaam International Holding Group must attach to the nomination notification a statement from the company's management about the last session in which he held membership in the Board, including the following information:

a. The number of Board meetings held during each year of the session.

B. The number of meetings that the member attended in person, and the percentage of his attendance to the total number of meetings.

C - The permanent committees in which the member participated, the number of meetings held by each of those committees during each year of the session, the number of meetings he attended, and the percentage of his attendance to the total number of meetings.

7. The membership status must be clarified, i.e. whether the member is an executive member, a non-executive member, or an independent member.

8. The membership status must be clarified, i.e. whether the member is running in his personal capacity or whether he is a representative of a legal person.

9. The Remuneration and Nominations Committee, in coordination with the company's management, shall provide the Capital Market Authority with the CVs of the candidates for board membership according to the form prepared for that purpose, in addition to any copies of the nomination notifications and their attachments.

10. The Remuneration and Nominations Committee must implement any comments received from the competent authorities regarding any candidate.

11. Voting in the General Assembly is limited to those who nominated themselves in accordance with the aforementioned policies, standards and procedures.

12. Voting on the selection of members of the Board of Directors is done through the cumulative voting method.

(5)

13. After the General Assembly elects the members of the Board from among the candidates and in accordance with the aforementioned policies, standards and procedures, the Board meets and selects the Chairman of the Board, the Vice-Chairman, the committees and the Secretary.
14. Board membership expires at the end of its prescribed term, which is four years from the beginning of its session.
15. The membership of a Board member shall terminate in accordance with any law or instructions in force in the Kingdom or due to death or resignation or if he is convicted of a crime prejudicial to honor and honesty. However, the Ordinary General Assembly may at any time dismiss all or some of the Board members without prejudice to the right of the dismissed member towards the company. By demanding compensation if the dismissal occurred for an unacceptable reason or at an inappropriate time. The board member may resign on the condition that this is at an appropriate time, otherwise he will be responsible before the company for the damages resulting from his resignation.
16. The General Assembly may, based on a recommendation from the Board, terminate the membership of any member who fails to attend three consecutive Board meetings or five separate meetings during his term of membership in the Board without a legitimate excuse accepted by the Board of Directors.
17. If the position of one of the Board members becomes vacant during the term of membership, the Board has the right to appoint a temporary member in the vacant position, provided that he is one of those with experience and competence, and the appointment is presented to the Ordinary General Assembly at its first meeting for approval, and the new member completes the term of his predecessor, in light of What is stated in the company's bylaws.
18. The Board of Directors must, before the end of its term, convene the General Assembly to elect a Board of Directors for a new term. If it is not possible to hold elections and the term of the current Board term has ended, its members will continue to perform their duties until a board of directors is elected for a new term, provided that the term of office for the members of the Board whose term has ended does not exceed (90) days from the date of the end of the Board term.
19. If the Chairman and members of the Board of Directors retire, they must convene the General Assembly to convene to elect a new Board of Directors. The retirement shall not take effect until the new Board is elected, provided that the duration of the retiring Board shall not exceed (120) days from the date of that retirement.
20. A member of the Board of Directors may retire from membership of the Board pursuant to a written notification addressed to the Chairman of the Board. If the Chairman of the Board retires, the notification must be directed to the remaining members of the Board and the Secretary of the Board. Retirement shall be effective in both cases from the date specified in the notification.



(6)

21. If the necessary conditions are not met for the Board of Directors to convene due to the number of its members being less than the minimum stipulated in the company's bylaws, the remaining members must invite the General Assembly to convene within (60) days to elect the necessary number of members.

General Provisions :

The above policy shall be implemented and adhered to by the company as of the date of its approval by the General Assembly of Shareholders. It must also be published on the company's website to enable shareholders, the public and stakeholders to view it, and the content of the regulation shall be reviewed as needed based on the recommendation of the Board of Directors at The amendments shall be submitted to the General Assembly of Shareholders for approval at its nearest meeting.

List of member policies, standards, controls and procedures for compensation and rewards

The Board of Directors, the Committees emanating from the Board of Directors and the Executive Management

1- Purpose of the policy:

The “Remuneration Policy for the Board of Directors, its committees, and the executive management of Anaam International Holding Company Group” was prepared with the aim of complying with Paragraph (1) of Article (58) of the Corporate Governance Regulations issued by the Capital Market Authority pursuant to Resolution No. (8-16-2017) dated 5/16/1438 AH corresponding to 2/13/2017 AD, amended by Authority Council Resolution No. 8-5-2023 dated 6/25/1444 AH corresponding to 1/18/2023 AD, which stipulated that the Remuneration and Nominations Committee shall prepare a clear policy for the remuneration of members of the Board of Directors and committees. emanating from the Council and Executive Management and submitting them to the Board of Directors for consideration in preparation for approval by the General Assembly.

2- Policy objective:

The primary goal is to determine clear standards for the rewards of members of the Board of Directors, its committees, and senior executives in light of the requirements of the company’s system and the rules and regulations of the Capital Market Authority. It also aims to attract individuals with a degree of competence, ability, and talent in order to work in the Board of Directors, committees, and executive management by adopting stimulating plans and programs. Rewards are linked to performance, which contributes to improving the company’s performance and achieving its goals and the interests of its shareholders.

3- Principles of rewards:

Anaam Holding Group Company intends to maintain internal justice through fairness in reward practices consistent with jobs in terms of geographical location, conditions and work environment, as well as maintaining competition by defining reward practices and harmonizing them with the different sectors of the internal work environment and comparison between other companies within the framework of conditions. Different geography and continuity in paying rewards for good performance by estimating the value of each individual’s performance and the duration of his contribution to the development and growth of the business.

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4- Rewards policy and standards:

The Remuneration and Nominations Committee is responsible for recommending to the Board of Directors the remuneration of Board members, committee members, and senior executives of the company in accordance with the approved standards and policy, as follows:

1. Harmony with the company's strategy, goals, and skills necessary to manage it.
2. Providing rewards for the purpose of urging board members and executive management to make the company successful and develop in the short and long term.
3. Rewards are determined based on the level of the job, the tasks and responsibilities assigned to its occupant, the academic qualifications, experiences, skills, and level of performance.
4. The size and nature of work and the degree of risk at the company.
5. Aiming to attract, retain and motivate professional competencies.
6. Taking into account the practices of other companies in determining bonuses.
7. The remuneration of members of the Board of Directors may be of varying amounts to reflect the extent of the member's experience, his specializations, the tasks assigned to him, his independence, the number of sessions he attends, and other considerations.
8. The Board of Directors determines, in accordance with its discretion and decision, the special remuneration received by the Chairman of the Board, his deputy, and the Managing Director, in addition to the remuneration prescribed for members, within the limits of what is stipulated in the Companies Law, its regulations, and the company's bylaws.
9. Stop disbursing or recovering the reward if it turns out that it was decided based on incorrect information provided by the member or the executive management in order to prevent exploitation of the job status to obtain undeserved rewards.
10. In the event of developing a program to grant shares in the company to members of the Board of Directors, Executive Management and its employees, whether it is a new issue or shares purchased by the company, this will be done under the supervision of the Remuneration and Nominations Committee and in accordance with the company's bylaws and the relevant rules and regulations of the Capital Market Authority.

5- Board Members' Remuneration:

1. The remuneration for members of the company's Board of Directors consists of a certain amount, an allowance for attending sessions, benefits in kind, or a percentage of profits. It is permissible to combine two or more of these benefits in accordance with the provisions contained in the Companies Law, the Corporate Governance Regulations, and the rules and standards set by the Market Authority. Finance in

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this regard. The remuneration may be of varying amounts in light of a policy issued by the Remuneration and Nominations Committee and approved by the General Assembly. The annual report of the Board of Directors to the General Assembly of shareholders must include a comprehensive statement of all the remuneration, expense allowance, and other benefits obtained by members of the Board of Directors during the year.

During the year, in terms of rewards, expense allowances, and other benefits, it should also include a statement of what Council members received in their capacity as workers or administrators, or what they received in exchange for technical or administrative work or consultations (if any), and it should also include a statement of the number of Council meetings and the number of sessions held. Attended by every member.

2. The council member is entitled to the reward starting from the date he joins the council, provided that its amount is proportional to the period of actual membership.

3. The annual remuneration prescribed under this policy is paid to members of the Council, the committees, and the Secretary based on the recommendation of the Remuneration and Nominations Committee, and in accordance with the Board of Directors' decision to approve the recommendation at the end of the year. Allowances for attending sessions are also paid to the Council and the committees every quarter.

4. Members of the Board of Directors may not vote on the Board's remuneration item at the General Assembly meetings.

5. If members' remuneration is a percentage of profits, the following must be taken into account:

A - The remuneration for independent board members should not be a percentage of the profits achieved by the company, or be based directly or indirectly on the company's profitability.

B - That the specific percentage of net profits be determined based on a recommendation from the Remuneration and Nominations Committee in the event that the company achieves profits, provided that it is presented to the General Assembly of Shareholders for approval, in a manner that does not conflict with the company's bylaws or other relevant regulations.

6. If the General Assembly decides to terminate the membership of a member of the Board of Directors who is absent due to his failure to attend three consecutive meetings or five separate meetings of the Board during the term of his membership without a legitimate excuse, then this member is not entitled to any remuneration for the period following the last meeting he attended, and he must return all The rewards paid to him during that period.

6- Attendance allowance for members of the Board and committees:

1. The allowance for attending the sessions of the Board of Directors and the committees affiliated with the Board is 3,000 riyals for each session.
2. The attendance allowance for the Board and committee sessions for the secretary of the Board and committees is 2000 riyals for each session.

7- Committee members' rewards:

1. The Board of Directors determines the remuneration of members of its committees and attendance allowances based on the recommendation of the Remuneration and Nominations Committee and based on this policy.
2. Committee members' remuneration consists of an annual remuneration (a certain amount), an allowance for attending sessions, and other allowances.
3. In the event that a member of the Board of Directors holds membership in two or more of the Board's committees, it is sufficient to pay the remuneration of one committee for the annual remuneration specified for the Board's committees.

8- Executive management rewards:

The Board of Directors, based on the recommendation of the Remuneration and Nominations Committee, determines executive management remuneration, which includes the following:

1. Basic salary
2. Allowances that include, but are not limited to, housing allowance, car allowance, telephone allowance, and children's education allowance, according to company policy.
3. Medical insurance benefits, work injuries and disability insurance policy, etc.
4. Benefits of annual leaves, travel tickets, and end-of-service benefits.
5. Short- and long-term incentive plans linked to performance indicators according to the annual evaluation, stock options, etc.
6. The general plans, programs and guidelines for senior executives' remuneration are approved by the Remuneration and Nominations Committee.
7. The CEO implements the remuneration policy for executives and senior employees in light of the general plans and guidelines approved by the Remuneration and Nominations Committee and approved by the Board .

9- Details of remuneration for members of the Board and its committees:

1) Members of the Board of Directors:

- Attendance allowance of (3,000) riyals per session
- An annual reward of (300,000) riyals for the member.
- Providing tickets and accommodation for the member coming from outside the meeting location

2) Members of Board committees

- Attendance allowance of (3,000) riyals per session
- An annual bonus of (100,000) riyals for the member if he is a member of the Board of Directors .
- An annual bonus of (150,000) riyals for the member if he is from outside the Board of Directors .
- Providing tickets and accommodation for the member coming from outside the meeting location.

10- The competent authority in this policy:

The Remuneration and Nominations Committee is responsible for periodically reviewing this policy, evaluating its effectiveness in achieving its objectives, and reviewing and updating the policy with the aim of responding to changes occurring in the market environment and conditions.

11- Final provisions (publication and amendment):

This policy shall be implemented and adhered to by the company as of the date of its approval by the General Assembly of Shareholders. It must also be published on the company's website to enable shareholders, the public and stakeholders to view it. These regulations will be reviewed as needed based on the recommendation of the Board, provided that these amendments are presented to the General Assembly of Shareholders for approval at its nearest meeting.

Regulations on competition controls and standards Anaam International Holding Group Company

Purpose:

Competition controls and standards were formulated in line with the relevant regulations and controls, which included the issuance of competition business controls issued by the general assembly of the company - based on the proposal of the Board of Directors - in order to clarify the company's competition, its mechanism, the concept of competition business, and the mechanism for the Board of Directors to verify whether a Board member competes with the company's business or competes with it in one of the branches of its business sectors .

Definitions:

The phrases and words mentioned in these regulations have the meanings given to them in the Corporate Governance Regulations issued by the Capital Market Authority and the Companies Law and its Executive Regulations.

The concept of competition activities:

The concept of participating in any business that competes with the company or its competitor in one of the branches of activity that it practices includes the following:

- * A member of the Board of Directors establishes a company or individual institution, or owns a controlling stake in a company or other establishment, which carries out an activity similar to that of the company or its group.
- * Accepting membership in the board of directors of a company or establishment competing with the company or its group, or assuming the management of a competing sole proprietorship or competing company, whatever its form, with the exception of the company's affiliates.
- * The member obtains a commercial agency or something similar, whether apparent or hidden, for a company or other facility competing with the company or its group.

Company purposes:

The purpose of the company shall be as stipulated in Article (4) of the company Bylaws. The company shall carry out its activities in accordance with the applicable regulations and after obtaining the necessary permits from the competent authorities, if required .

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Licensing the company's Board of Directors (based on authorization from the General Assembly):

The Ordinary General Assembly has the right to delegate the authority to license competing businesses to the company's Board of Directors, provided that the General Assembly's decision specifies the competing businesses and activities that the Board may license during the authorization period.

The delegation period shall be a maximum of one year from the date of the Ordinary General Assembly's approval to delegate its powers to the company's Board of Directors or until the end of the term of the company's delegated Board of Directors, whichever comes first.

It is prohibited for any member of the Board of Directors to vote on the authorization and cancellation of authorization items in the Ordinary General Assembly.

A member of the Board of Directors is prohibited from voting on the decision of the General Assembly or the authorized Board of Directors regarding business and contracts carried out on behalf of the company if he has a direct or indirect interest in it, or in the participation of a member of the Board of Directors in work that would compete with the company, or compete with it in one of the branches of activity it operates .

The Ordinary General Assembly has the right to add other conditions to the conditions mentioned in this paragraph, provided that these conditions are included in the Competition Controls and Standards Policy.

Competing with the Company :

* The members of the Board of Directors are obligated to fully and immediately inform the Board of Directors of his participation - directly or indirectly - in any business that would compete with the company, or of his competition with the company - directly or indirectly - in one of the branches of activity that it practices. This is in accordance with the provisions of the Companies Law, the Financial Market Law and their Executive Regulations .

* A member of the Board of Directors may not participate in any work that would compete with the company or compete with the company in one of the branches of activity that it practices, otherwise the company may demand appropriate compensation from him before the competent judicial authority unless he has obtained a license from the ordinary general assembly or the board of directors If the association delegates authority to the Board of Directors, it is permitted to do so.

* If a member of the Board of Directors or a member of one of its committees wishes to participate in work that competes with the company or its competitor in one of the branches of activity that it practices, the following must be taken into account:

1- Informing the Board of Directors of the competing businesses that the member wish to practice, and recording this notification in the minutes of the Board of Directors meetings.

2- The non-participation of the interested member in voting on the decision issued in this matter in the Board of Directors, its committees and the shareholders' assemblies.

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3- The Board of Directors informs the Ordinary General Assembly, when it convenes, of the competing activities that the Board member or a member of one of its committees wishes to engage in, after the Board of Directors has verified that the Board member or a member of one of its committees is competing with the company's business or competing with it in one of the branches of activity that it practices in accordance with these controls and standards. These works must be verified on an annual basis.

4- Obtaining a license from the company's Ordinary General Assembly or from the Board of Directors pursuant to a mandate from the Ordinary General Assembly that allows the Board member to practice competitive business.

* Anyone who wishes to nominate himself for membership in the Board of Directors must disclose to the Board of Directors and the General Assembly that he is participating in work that would compete with the company, or compete with it in one of the branches of activity that it practices.

Refusal to grant a license:

In the event that the General Assembly delegates licensing authority to the Board of Directors: If the Board of Directors refuses to grant the license, the member of the Board of Directors must submit his resignation within a period determined by the Board of Directors, otherwise his membership in the Board will be considered terminated, unless he decides to withdraw from competing businesses, or adjust his situation in accordance with the company system and its regulations. implementation before the expiry of the period specified by the Board of Directors.

In the event that the General Assembly does not delegate the licensing authority to the Board of Directors or if the conditions for delegation are not met: If the General Assembly refuses to grant a license to a member of the Board of Directors to participate in work that would compete with the company or for him to compete with the company in one of the branches of activity that it practices in accordance with the relevant articles in the system and the corporate governance regulations, The member of the Board of Directors must submit his resignation within a period specified by the General Assembly, otherwise his membership in the Board shall be considered terminated, unless he decides to withdraw from competing business or adjust his situation in accordance with the Companies Law and its executive regulations before the expiration of the period specified by the General Assembly.

Closing Provisions:

These guidelines shall be implemented and adhered to by the company as of the date of their approval by the General Assembly of Shareholders. The content of these guidelines will be reviewed periodically as needed, provided that these amendments are submitted to the Board of Directors for recommendation to the General Assembly for approval in order to ensure their consistency with the relevant rules and regulations.
