



Extra Ordinary Assembly General Meeting
Held on Sunday 30 June 2024
At 6:30 PM Through Modern Technology Means (Virtual)

Meeting Agenda

Sr.	ITEM
1	Review and discuss the Financial Statements for the fiscal year ended 31 December 2023
2	Discuss and vote on the Auditors' Report for the fiscal year ended 31 December 2023
3	Review and discuss the Board of Directors Report for the fiscal year ended 31 December 2023
4	Voting on the appointment of the External Auditor for the Company from the nominated audit firms based on the recommendation of the Audit Committee to examine, review and audit the Financial Statements of the (Second and Third Quarters) and the Yearend for the fiscal year 2024 and the (First Quarter) of the fiscal year 2025, and determine their fees.
5	Voting on amending the Company's Bylaws to comply with the new Companies Law and reorganizing and renumbering the Bylaws to align with the proposed amendments (attached).
6	Voting on the amendment to the Audit Committee Charter – (attached)
7	Voting on the election of the Board members from among the nominees for the upcoming cycle starting on 28 July 2024, for a term of three years, ending on 27 July 2027. The term will become four years, ending on 27 July 2028, if the amendments to the Company Bylaws are approved by the Extraordinary General Assembly. (Resumes attached).

PROXY FORM

As the Extra Ordinary Assembly General Meeting will be held through modern technology means (virtually) thus, the proxy form is not available.

The company requests its respected shareholders to use the electronic voting remotely through Tadawulaty system which is provided free of charge to all shareholders through Tadawulaty's website <https://www.tadawulaty.com.sa>.



To the Esteemed Shareholders of Knowledge Economic City Company

In compliance by the Audit Committee of the Knowledge Economic City Company "the Committee" with the relevant regulations pertinent to the committee's mandate, tasks and reports, among which the committee prepares a report that includes details of its performance of its duties and tasks as well as its recommendations and opinion on the adequacy of the internal and financial control systems and risk management in the company,

During the year 2023, the committee held 6 meetings, in which it has implemented, as an example, but not limited to, the following:

1. Evaluating the internal controls system through what was stated in the internal audit reports and reviewing the results of its work to verify the integrity of the internal control system and to ensure that the company's management is committed to implementing the procedures and recommendations as stated in the internal audit reports.
2. Review updates to some of the company's financial policies and procedures to ensure the level of effectiveness of internal control procedures in those policies.
3. Review the interim and annual financial statements, discuss them with company external auditors, and recommend them to the Board of Directors.
4. Review the accounting policies followed by the company and ensure they are updated in line with international standards adopted in the Kingdom of Saudi Arabia.
5. Make the recommendations to the Board of Directors to nominate the company's external auditors for the fiscal year ending 31 December 2023, in accordance with criteria that included technical and financial analysis, verifying the auditor's independence, and that there are no limitations on the implementation of their duties.

Based on the results of the continuous examination and annual verification, in our opinion, there is no material deficiency in the internal control systems and its integrity through auditing processes that aim to ensure the effectiveness of internal control systems, reviewing financial and administrative policies and procedures, and the methods for preparing financial reports and related outputs to ensure the safeguarding of the company assets; with the need for continuous update of some of the company's systems and policies in line with the changes in relevant regulations and legislations issued by the competent legislation authorities. The Audit Committee supervises the efforts exerted by the company to develop the policies and procedures to evaluate the efficiency and effectiveness of control activities and risk management under the guidance of the Board of Directors and the efforts of the Internal Audit Department and the company's consultants who work closely with the management to review and update policies and procedures under AC supervision.

The Knowledge Economic City Audit Committee


Dr. Jassim S. Al Rumaihi
Chairman of The Committee
29 May 2024

Date: 29 May 2024

**Recommendation from the Audit Committee of Knowledge Economic City Company
Regarding the Appointment of the Company Statutory Auditors for the Periods (Q2, Q3, and
Yearend) of the year 2024 and (Q1) of the fiscal year 2025**

The Audit Committee of Knowledge Economic City Company, in accordance with its tasks and work procedures stipulated in the General Assembly decision that formed the Committee, has invited a number of audit firms to submit their proposals to review, examine, and audit the company's financial statements for the second, third, and annual financial statements for the year 2023 and for the first quarter of 2025.

After reviewing the received proposals, assessing the audit firms, and evaluating the team members proposed to carry out the audit tasks to ensure they possess the necessary expertise and qualifications, the audit committee has recommended the appointment of one of the firms mentioned below to review, examine and audit the company's financial statements for the (Second, Third Quarters and Yearend) for the year 2024 and the (First Quarter) of the year 2025.

The proposed firms:

Sr	Audit Firm	Fees
1	PricewaterhouseCoopers - PWC	SAR 960,000
2	Deloitte	SAR 715,000

KEC Audit Committee
Dr. Jassim Shaheen Al-Rumaihi
Chairman of the Committee

Before Amendments
<u>Bylaws of Knowledge Economic City Company</u> Saudi Listed Joint Stock Company
Chapter One: Incorporation of the Company
Article (1): Incorporation of the Company: Pursuant to the provisions of these Bylaws and the provisions of the Companies Law and its Regulations, a Saudi Joint Stock Company shall be incorporated according to the following:

After Amendments
<u>Bylaws of Knowledge Economic City Company</u> Saudi Listed Joint Stock Company
Chapter One: Incorporation of the Company
Article (1): Incorporation: Pursuant to the provisions of the Companies Law and its Regulations and the provisions of these Bylaws, a Saudi Joint Stock Company shall be incorporated pursuant to the following:

Before Amendments
Article (2): Name of the Company: Knowledge Economic City, (Saudi Listed Joint Stock Company)
Article (3): Objectives of the Company 1- To develop real property, reclaimed and other land, in economic cities or others with mixed use or other development operations, including infrastructure, telecommunication, water and electricity networks, water purification plants and other works related to development of economic cities. 2- To promote, market and sell properties, buildings and plots of land with services for development or acquisition by others. 3- To sell exploitation and usufruct rights for the purpose of development by others and to sell and market the usufruct of properties and residential units. 4- To lease land, to carry out development operations, to lease buildings and residential units, to build facilities on land for others and to develop economic cities. 5- To manage, operate and provide telecommunication and Internet network services and information, teaching and training centers, the added services to visual communication networks and other supporting services. 6- To manage and operate infrastructure networks, to manage public utility and other knowledge industry aids and supporting services. 7- To provide city management and cleaning services and to manage and operate water, electricity and telecommunication services. 8- To obtain, own, acquire, sell, lease, mortgage, manage, rent or dispose in any other way of all the said properties, both movable and immovable (to the extent permitted by the Bylaws) as may be necessary to achieve the objectives of the Company. 9- To purchase, own and establish offices, workshops, factories, fittings and other things as may be necessary or required for the Company's business. 10- To manage housing services, tourism projects, resorts, hotels and furnished apartments. 11- To manage and construct knowledge and educational projects, to develop software, to construct and manage scientific research centers, universities, colleges, institutes and academies. 12- To undertake commercial agencies in within the business and objectives of the Company upon registration in the commercial agents' register. 13- To organize exhibitions, conferences, e-commerce and engineering and management consultation. The Company shall carry on its activities pursuant to the applicable laws and after obtaining the necessary licenses from the competent authorities.
Article (4): Participation and ownership in companies: The Company may establish on its own companies (limited liability or closed joint stock companies) in accordance with the Companies Law, and may own stocks and shares in or merge with other existing companies. The Company may participate with others to establish joint stock or limited liability companies upon fulfilling the requirements of the regulations and instructions followed in this regard. The Company may also dispose of such shares and stocks, provided that such disposition shall not include brokerage in trading of the same.
Article (5): Head Office of the Company: The head office of the Company shall be located in Medinah, Kingdom of Saudi Arabia. The Company may open branches, other offices, or agencies in or outside the Kingdom by resolution of the Board of Directors.
Article (6): Term of the Company: The term of the Company shall be ninety-nine (99) calendar years commencing from the date of registration of the Company in the Commercial Register. The term of the Company may always be extended by resolution of the Extraordinary General Assembly passed not less than one year prior to expiry the term of the Company.
Chapter Two: Capital and Shares

After Amendments
Article (2): Name of the Company: Knowledge Economic City, (Saudi Listed Joint Stock Company)
Article (3): Objectives of the Company 1- To develop real property, reclaimed and other land, in economic cities or others with mixed use or other development operations, including infrastructure, telecommunication, water and electricity networks, water purification plants and other works related to development of economic cities. 2- To promote, market and sell properties, buildings and plots of land with services for development or acquisition by others. 3- To sell exploitation and usufruct rights for the purpose of development by others and to sell and market the usufruct of properties and residential units. 4- To lease land, to carry out development operations, to lease buildings and residential units, to build facilities on land for others and to develop economic cities. 5- To manage, operate and provide telecommunication and Internet network services and information, teaching and training centers, the added services to visual communication networks and other supporting services. 6- To manage and operate infrastructure networks, to manage public utility and other knowledge industry aids and supporting services. 7- To provide city management and cleaning services and to manage and operate water, electricity and telecommunication services. 8- To obtain, own, acquire, sell, lease, mortgage, manage, rent or dispose in any other way of all the said properties, both movable and immovable (to the extent permitted by the Bylaws) as may be necessary to achieve the objectives of the Company. 9- To purchase, own and establish offices, workshops, factories, fittings and other things as may be necessary or required for the Company's business. 10- To manage housing services, tourism projects, resorts, hotels and furnished apartments. 11- To manage and construct knowledge and educational projects, to develop software, to construct and manage scientific research centers, universities, colleges, institutes and academies. 12- To undertake commercial agencies in within the business and objectives of the Company upon registration in the commercial agents' register. 13- To organize exhibitions, conferences, e-commerce and engineering and management consultation. The Company shall carry on its activities pursuant to the applicable laws and after obtaining the necessary licenses from the competent authorities.
Article (4): Participation and Ownership in Companies: The Company may establish companies on its own or in participation with others and may own stocks and shares in or merge with other existing companies upon fulfilling the requirements of the regulations and instructions followed in this regard. The Company may also dispose of such shares and stocks.
Article (5): Head Office of the Company: The head office of the Company shall be located in Medinah, Kingdom of Saudi Arabia. The Board of Directors may open branches or other offices or agencies of the Company in or outside the Kingdom.
Article (6): Term of the Company: The Company's term shall be indefinite and commence from the date of entry of the Company into the Commercial Register .
Chapter Two: Capital and Shares

Before Amendments					
Article (7): Capital: The capital of the Company shall be (SR 3,393,000,000) (Saudi Riyals three billion three hundred ninety three million) divided into (393,300,000) (three hundred ninety three million three hundred thousand) equal shares in cash and in-kind, with nominal value of Saudi Riyals (10) each, of which (239,300,000) (two hundred thirty nine million three hundred thousand) shares are paid in cash and (100,000,000 (one hundred million) shares are shares in-kind.					
Article (8): Subscription to Shares: The founders have subscribed to a number of the shares of the Company amounting to (237,300,000) (two hundred thirty seven million three hundred thousand) shares of which (100,000,000) (one hundred million) are in-kind shares and (137,300,000) (one hundred thirty seven million three hundred thousand) are cash shares and have paid the full amount of the cash shares being Saudi Riyals (1,373,000,000) (one billion three hundred seventy three million) by depositing it in the name of the Company under incorporation. The remaining amount of the capital, Riyals (1,020,000,000 (one billion twenty million), will be offered for public subscription within thirty days from the date of publication of the Ministerial Resolution issued on establishment of the Company as follows:					
Sr	Shareholder	No. of Shares in Kind	No. of Shares in Cash	Value of Share in Riyals	Amount In Riyals
1	King Abdullah Bin Abdulaziz Foundation for Housing Development Dedicated to His Parents	100,000,000	0	10	1,000,000,000
2	Knowledge Economic City Developers Company	0	83,000,000	10	830,000,000
3	Savola Group	0	21,720,000	10	217,200,000
4	Projects Management and Development Real Estate Company	0	13,575,000	10	135,750,000
5	Taiba Holding Company	0	10,860,000	10	108,600,000
6	Al Rubaiyah International Real Estate Development Company	0	5,430,000	10	54,300,000
7	Ebla Developed Real Estate Company	0	2,715,000	10	27,150,000
-	Total	100,000,000	137,300,000	10	2,373,000,000
In-kind shares are two plots of land which represent the contribution of King Abdullah Bin Abdul Aziz Foundation to his parents for development housing under title deed no. 33/1/3 issued by Medina Notary Public on 21/3/1428AH.					
Article (12): Issuance of Shares: The shares shall be nominal shares, they may not be issued for less than their nominal value but may be issued for a value higher than their nominal value. In the latter case the difference in value shall be added in a separate item within the Shareholders' equity. The shares may not be distributed to Shareholders as dividend. A share shall be indivisible vis a vis the Company. If a share is held by multiple persons, they shall select one of them to represent them in exercising the rights attaching to the share. Such persons shall be jointly liable for the obligations arising from ownership of the share.					
Article (10): Preferred Shares: The Extraordinary General Assembly of the Company may, pursuant to the basis established by the competent authority, issue preferred shares, decide to purchase such shares or convert ordinary shares into preferred shares within a maximum of 10% of the capital of the Company or convert					

After Amendments					
Article (7): Capital : The capital of the Company shall be (SR 3,393,000,000) (Saudi Riyals three billion three hundred ninety three million) divided into (339,300,000) (three hundred thirty nine million three hundred thousand) equal shares in cash and in-kind, with nominal value of Saudi Riyals (10) each, of which (239,300,000) (two hundred thirty nine million three hundred thousand) shares are paid in cash and (100,000,000 (one hundred million) shares are shares in-kind.					
Article (8): Subscription to Shares: The founders have subscribed to a number of the shares of the Company amounting to (237,300,000) (two hundred thirty seven million three hundred thousand) shares of which (100,000,000) (one hundred million) are in-kind shares and (137,300,000) (one hundred thirty seven million three hundred thousand) are cash shares and have paid the full amount of the cash shares being Saudi Riyals (1,373,000,000) (one billion three hundred seventy three million) by depositing it in the name of the Company under incorporation. The remaining amount of the capital, Riyals (1,020,000,000) (one billion twenty million), will be offered for public subscription within thirty days from the date of publication of the Ministerial Resolution issued on establishment of the Company as follows:					
Sr	Shareholder	No. of Shares in Kind	No. of Shares in Cash	Value of Share in Riyals	Amount In Riyals
1	King Abdullah Bin Abdulaziz Foundation for Housing Development Dedicated to His Parents	100,000,000	0	10	1,000,000,000
2	Knowledge Economic City Developers Company	0	83,000,000	10	830,000,000
3	Savola Group	0	21,720,000	10	217,200,000
4	Projects Management and Development Real Estate Company	0	13,575,000	10	135,750,000
5	Taiba Holding Company	0	10,860,000	10	108,600,000
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7	Ebla Developed Real Estate Company	0	2,715,000	10	27,150,000
-	Total	100,000,000	137,300,000	10	2,373,000,000
In-kind shares are two plots of land which represent the contribution of King Abdullah Bin Abdulaziz Foundation for Development Housing Dedicated to His Parents under title deed no. 33/1/3 issued by Medina Notary Public on 21/3/1428AH.					
Article (9): Issuance of Shares: The shares shall be nominal shares, they may not be issued for less than their nominal value. The Company may divide its shares into shares with lower nominal value and merge such shares to represent shares with higher nominal value in accordance with the controls established by the competent authority. A share shall be indivisible vis a vis the Company. If a share is held by multiple persons, they shall select one of them to represent them in exercising the rights attaching to the share. Such persons shall be jointly liable for the obligations arising from ownership of the share.					
Article (10): Preferred Shares and Redeemable Shares: The Extraordinary General Assembly of the Company may, pursuant to the bases and controls established by the competent authority, issue preferred shares or redeemable shares or decide to purchase such shares, convert ordinary shares into preferred shares or convert preferred shares into					

Before Amendments
preferred shares into ordinary shares. Preferred shares shall not have voting rights at the General Assemblies of Shareholder. Such shares shall entitle their holders to receive a higher percentage of the net profits of the Company than the holders of ordinary shares after setting aside the statutory reserve.

After Amendments
ordinary shares. Preferred shares shall not have voting rights at the General Assemblies of Shareholder. Such shares shall entitle their holders to receive a higher percentage of the net profits of the Company than the holders of ordinary shares after setting aside the statutory reserves, if any.

Before Amendments	
Article (11) Sale of Partly Paid-up Shares: A Shareholder shall pay the value of a share at the specified dates. In the case of failure of a Shareholder to pay on the due date, the Board of Directors may, after notifying such Shareholder by publication in an official newspaper, on Tadawul website, on the website of the Company or by a registered letter sent to their address as recorded in the register of Shareholders, sell such share in public auction or in the securities market, as the case may be, in accordance with the controls established by the competent authority. The Company shall receive the amounts due to the Company from the sale proceeds and shall pay any balancing amount to the Shareholder. If the sale proceeds are insufficient to cover these amounts, the Company may satisfy such amounts from all the properties of the Shareholder. However, the defaulting Shareholder may, up to the date scheduled for the auction, pay the due amount, in addition to any expenses incurred by the Company. The Company shall cancel the share sold according to the provisions of this Article, and shall give the purchaser a new share bearing the number of the cancelled share and shall note in the register of Shareholders that the sale has taken place and shall record the name of the new Shareholder.	
Article (9): Purchase, Sale and Mortgage by the Company of its Shares: a) The Company may purchase its ordinary or preferred shares or treasury shares and may sell treasury shares pursuant to the controls specified by the competent authorities. The Company may also purchase its shares for allocating them to the Company's employees pursuant to the controls and regulations issued by the competent authorities. b) Shares may be mortgaged pursuant to the controls established by the Capital Market Authority, the mortgagee creditor shall be entitled to receive the profits and to exercise the rights attaching to the share, unless otherwise provided by the mortgage contract, however the mortgagee creditor may not attend or vote at meetings of the General Assembly of Shareholders.	
Article (13): Trading of Shares: Shares subscribed by the founders shall be traded only after publication of the financial statements only after two financial years of twelve (12) months each from the date of founding the Company. The deeds of such shares shall be marked to indicate their type, the date of establishment of the Company and the term of restriction of their trading. However, during the restriction period, title to the share may be transferred- pursuant to the provisions of the sale of rights- from one of the founders to another founder or from the heirs of a founder in the case of death of a founder to a third party or, in the case of execution on the properties of the insolvent or bankrupt founder, provided that the other founders shall have the priority of acquisition of such shares. The provisions of this Article shall apply to the shares subscribed to by the founders in the event of an increase of the capital before the expiry of the prohibition period.	
Article (14) Register of Shareholders: The shares of the Company shall be traded in accordance with the provisions of the Capital Market Law.	

After Amendments
Article (11): Sale of Partly Paid-up Shares: In the case of failure of a Shareholder to pay the share value at the times designated for the same or in the case of failure to make payment by the due date, the Board of Directors may, after notifying such Shareholder – through any technology medium or on their address entered into the shareholders' register, sell such share in public auction or in the capital market, as the case may be, in accordance with the controls established by the competent authority. The Company shall receive the amounts due to the Company from the sale proceeds and shall pay any balancing amount to the Shareholder. If the sale proceeds are insufficient to cover these amounts, the Company may satisfy such amounts from all the properties of the Shareholder. The rights attaching to the shares the subject of default of payment shall be suspended pursuant to the relevant regulations. However, the defaulting Shareholder may, up to the date of sale, pay the due amount, in addition to any expenses incurred by the Company in this respect, in which case, the shareholder shall be entitled to claim for the dividends decided to be distributed .
Article (12): Purchase, Sale and Pledge by the Company of its Shares 1)The Company may purchase, sell or pledge any category of its shares in accordance with the controls issued by the competent authorities. Shares purchased by the Company shall not have voting rights at the General Assemblies of the shareholders . 2)The Company may pledge shares pursuant to the controls issued by the competent authority. Unless otherwise provided by the pledge contract, the creditor pledgee may receive the dividends and exercise the rights attaching to the share. However, the creditor pledgee shall not attend or vote at the General Assemblies of the shareholders. 3)The Company may purchase its shares for the purpose of using them to reduce the capital or for the purpose of keeping them as treasury shares pursuant to the relevant regulations and controls issued by the competent authorities . 4) In the case of purchase by the Company of its shares for keeping them as treasury shares, the Company shall use such shares only for the purposes provided in Article (Eighteen) of the Companies Law and in accordance with the relevant regulations and controls issued by the competent authorities, including allocating the shares to the employees of the Company in an employee shares program . 5) The Company may sell the treasury shares at once or at several stages pursuant to the relevant controls issued by the competent authorities . 6) Without prejudice to any other relevant laws and regulations, a person entitled to hold or acquire the shares of the Company for the benefit of another party may pledge such shares in accordance with the controls established by the competent authorities .
Article (13): Trading of Shares and Shareholders' Register: The shares of the Company shall be traded pursuant to the provisions of the Capital Market Law and its Implementing Regulations .
Merged with previous.

Before Amendments	
Article (15) Capital Increase:	
1)	The Extraordinary General Assembly may decide to increase the capital of the Company, provided that the capital has been fully paid up. The capital shall not be required to be fully paid up if the unpaid portion of the capital relates to shares issued in exchange for the conversion of debt instruments or financing sukuk into shares and the period set for conversion has not yet expired.
2)	In all cases, the Extraordinary General Assembly may allocate the shares issued by increase of the capital of the Company or part thereof to the employees of the Company or any of its subsidiaries. Shareholders may not exercise their pre-emptive rights on the issuance of the shares allocated for employees.
3)	When the Extraordinary General Assembly issues a resolution approving capital increase, a Shareholder shall be entitled to a pre-emptive right to subscribe to the new shares issued against cash shares. Such Shareholders shall be notified of their pre-emptive right by publication in a daily newspaper or on the website of the Company or as determined by the competent authorities concerning the decision of increase of the capital and the conditions, duration and commencement and expiry date of subscription.
4)	The Extraordinary General Assembly may stop application of the pre-emptive right vested in Shareholders to subscribe to the capital increase against cash shares or may vest the pre-emptive right in persons other than the Shareholders in cases believed by it to be appropriate in the interest of the Company.
5)	A Shareholder may sell or assign the pre-emptive right during the period from the date of issuance of the General Assembly resolution approving the capital increase to the last day of subscription to the new shares relating to such right, in accordance with the controls set by the competent authority.
6)	Subject to the provisions of Clause (4) of this Article, new shares shall be allocated to the holders of pre-emptive rights who requested subscription in proportion to the pre-emptive rights held by them of the total pre-emptive rights resulting from the capital increase, provided that the shares acquired by them shall not exceed the new shares requested by them. The remaining shares shall be offered to third parties, unless otherwise decided by the Extraordinary General Assembly or provided by the Capital Market Law.
Article (16): Capital Decrease:	
The Extraordinary General Assembly may decide to decrease the capital if it exceeds the Company's needs or if the Company incurs losses, and only in the case of losses, the capital may be decreased below the limit specified in Article 54 of the Companies Law. The decision to decrease the capital shall not be issued until a report prepared by the Auditor stating the grounds for such decrease, the Company's liabilities and the impact of the decrease on such liabilities is presented.	
If the decrease of the capital is due to exceeding the Company's needs, the creditors shall be invited to submit their objections to the decrease within sixty (60) days from to the date of publication of the decrease decision in a daily newspaper distributed in the area where the head office of the Company is located. If a creditor objects to the decrease and submits their documents to the Company within the specified period, the Company shall pay the debt owed to them if it is due or provide such creditor with a sufficient guarantee if it is not due.	
Article (17): Issuance of Sukuk and Instruments:	
The Company may issue any type of sukuk and instruments pursuant to the applicable controls and regulations.	

After Amendments	
Article (14): Capital Increase:	
The Extraordinary General Assembly may decide to increase the issued or authorized (if applicable) capital of the Company, provided that the capital has been paid-up in full. The capital shall not be required to be paid-up in full if the unpaid portion of the capital relates to shares issued in exchange for the conversion of debt instruments or financing sukuk into shares and the period set for conversion has not yet expired.	
In all cases, the Extraordinary General Assembly may allocate the shares issued by increase of the capital of the Company or part thereof to the employees of the Company or any of its subsidiaries. Shareholders may not exercise their pre-emptive rights on the issuance of the shares allocated for employees.	
When the Extraordinary General Assembly issues a resolution approving capital increase, a Shareholder shall be entitled to a pre-emptive right to subscribe to the new shares issued against cash shares. Such Shareholders shall be notified of their pre-emptive right by any modern technology medium or by mail showing in their address in the shareholders' register concerning the decision of increase of the capital and the conditions, duration and commencement and expiry dates of subscription.	
The Extraordinary General Assembly may stop application of the pre-emptive rights and vest the pre-emptive right in a Shareholder or new investors in accordance with the relevant laws and regulations. The Shareholder may sell or assign the pre-emptive right pursuant to the regulations issued by the competent authorities .	
The new shares shall be allocated to the holders of the pre-emptive rights who requested subscription in proportion to their respective pre-emptive rights to the total pre-emptive rights resulting from the capital increase, provided that the shares allocated to them shall not exceed the number of new shares requested by them. The balance number of shares shall be offered in accordance with the relevant laws .	
Article (15): Capital Decrease:	
The Extraordinary General Assembly may decide to decrease the capital by any of the means designated by law if it exceeds the Company's needs or if the Company incurs losses. Only in the latter case the capital may be decreased below the limit specified by the Companies Law. The decision to decrease the capital shall not be issued until a statement prepared by the Board of Directors on the reasons justifying such decrease, the Company's liabilities and the impact of the decrease on meeting such liabilities has been read at the General Assembly. The statement shall be accompanied with a report prepared by the Auditor of the Company .	
If the decrease of the capital is due to exceeding the Company's needs, the creditors shall be invited to submit their objections – if any - to the decrease within the period specified by the law to the date of holding the Extraordinary General Assembly for passing the decrease decision, and as provided by the law. If a creditor objects to the decrease and submits their documents to the Company within the period specified by law, the Company shall pay the debt owed to the creditor if it is due or provide such creditor with a sufficient guarantee if it is not due.	
Article (16): Issuance of Debt Instruments and Finance Sukuk	
The Company may issue any type of sukuk and instruments pursuant to the applicable controls and laws.	
1. The Company may, by resolution of the Board of Directors, issue debt instruments or finance Sukuk or any other debt instruments, in Saudi or other currency, in or outside the Kingdom of Saudi Arabia, in one or more part(s) or by way of a series of issues under one or more program(s) established by the Board of Directors from time to time, all within the timelines, for the amounts and on the conditions	

Before Amendments

After Amendments
<p>approved by the Board of Directors of the Company who shall have the right to take all the necessary procedures for issuance of the same .</p> <p>2. The Company may, by resolution of the Extraordinary General Assembly, issue debt instruments or finance Sukuk which are convertible into shares upon resolution of the Extraordinary General Assembly specifying the maximum number of shares which may be issued against such instructions or Sukuk, whether such instruments or Sukuk were issued simultaneously, through a series of issues or through one or more program(s) for issuance of debt instruments or finance Sukuk. The Board of Directors shall, without the need for a new approval of the Extraordinary General Assembly, issue new shares against such instruments or Sukuk whose holders request conversion, immediately upon expiry of the conversion period specified for the holders of such instruments or Sukuk. The Board of Directors of the Company shall take the necessary action to amend the Bylaws of the Company in relation to the number of issued shares and capital. The Board of Directors of the Company shall completion of every increase of the capital into the Commercial Register .</p>

Before Amendments
Chapter Three: Management of the Company
<p>Article (18): Management of the Company: The Company shall be managed by a Board of Directors consisting of eleven (11) members appointed by the General Assembly for a period not exceeding three (3) years. As an exception, the founders have appointed the first Board of Directors for five years commencing from the date of the Ministerial Resolution announcing the incorporation of the Company, of the following members:</p> <ol style="list-style-type: none"> 1.His Royal Highness Prince Khalid Bin Abdullah Bin Abdul Aziz Al Saud 2.His Excellency Mr. Ibrahim Abdul Rahman Al Tasan 3.His Excellency Dr. Yousef Ahmed Al Othaimien 4.His Excellency Eng. Abdul Aziz Abdul Rahman Al Hussien 5.Dr. Sami Mohsen Baroum 6.His Excellency Dr. Majid Abdulla Al Qasbi 7.Eng. Adil Abdul Mohsen Al Mandil 8.Mr. Saleh Mohammad Binladen 9.Mr. Adel Bin Mohammad Al Zaid 10.Eng. Tahir Mohammad Bawazir 11.Dr. Abdullah MohammadAli Telmesani
<p>Article (19): Expiry of Board Membership: Membership of the member of the Board shall expire upon expiry of the term of his appointment or upon disqualification of the member as a member of the Bord pursuant to any law or instructions applicable in the Kingdom. However, the Ordinary General Assembly may remove all or any of the members of the Board of Directors at any time without prejudice to the removed member’s right to claim against the Company for compensation if such removal occurs for an unacceptable cause or at an inappropriate time. The member of the Board of Directors may resign his position provided that the resignation is at an appropriate time otherwise the member shall be liable to the Company for any damages resulting from the resignation.</p>
<p>Article (20): Vacant Position in the Board: If the position of a Board member becomes vacant, the Board may appoint a member to temporarily fill the vacancy, provided that such member shall meet the conditions of experience and efficiency. The Ministry of Commerce and Investment and the capital Market Authority shall be notified accordingly within (5) working days from the date of appointment. The appointment shall be presented to the Ordinary General Assembly in its first meeting. The new member shall complete the term of his predecessor. If the conditions necessary for convening the Board of Directors are not fulfilled due to not satisfying the minimum number of members as prescribed in the Companies Law or these Bylaws, the remaining members shall call for an Ordinary General Assembly within (60) days to elect the required number of members.</p>
<p>Article (21): Powers of the Board of Directors a)Subject to the powers reserved for the General Assembly, the Board of Directors shall have the widest powers to manage the Company in order to attain its objectives and run its affairs in and outside the Kingdom of Saudi Arabia. The Board shall be entitled within its functions to delegate</p>

After Amendments
Chapter Three: Board of Directors
<p>Article (17): Management of the Company The Company shall be managed by a Board of Directors consisting of eleven (11) members elected by the General Assembly for four (4) years by cumulative voting. The members of the Board of Directors shall be nominated in accordance with the relevant laws and may be re-elected for additional terms in accordance with the procedures and controls established by the competent authority . As an exception, the founders have appointed the first Board of Directors for five years commencing from the date of the Ministerial Resolution announcing the incorporation of the Company, of the following members:</p> <ol style="list-style-type: none"> 1.His Royal Highness Prince Khalid Bin Abdullah Bin Abdul Aziz Al Saud 2.His Excellency Mr. Ibrahim Abdul Rahman Al Tasan 3.His Excellency Dr. Yousef Ahmed Al Othaimien 4.His Excellency Eng. Abdul Aziz Abdul Rahman Al Hussien 5.Dr. Sami Mohsen Baroum 6.His Excellency Dr. Majid Abdulla Al Qasbi 7.Eng. Adil Abdul Mohsen Al Mandil 8.Mr. Saleh Mohammad Binladen 9.Mr. Adel Bin Mohammad Al Zaid 10.Eng. Tahir Mohammad Bawazir 11.Dr. Abdullah MohammadAli Telmesani
<p>Article (18): Expiry of Board Membership Membership of the member of the Board shall expire upon expiry of the term of his appointment or upon resignation, death or disqualification of the member as a member of the Bord pursuant to any law or instructions applicable in the Kingdom. However, the Ordinary General Assembly may remove all or any of the members of the Board of Directors at any time without prejudice to the removed member’s right to claim against the Company for compensation if such removal occurs for an unacceptable cause or at an inappropriate time. The member of the Board of Directors may resign his position provided that the resignation is at an appropriate time otherwise the member shall be liable to the Company for any damages resulting from the resignation.</p>
<p>Article (19): Vacant Position in the Board If the position of a Board member becomes vacant, and where such vacancy does not result in breach of the conditions required for validly holding the Board meetings by reason of the number of members falling below the minimum provided by the law or the Bylaws of the Company, the Board may appoint a member to temporarily fill the vacancy, provided that such member shall meet the conditions of experience and efficiency and that the competent authorities shall be notified accordingly within the period specified by such authorities from the date of appointment. The appointment shall be presented to the Ordinary General Assembly at its first meeting. The appointed member shall complete the term of his predecessor or the seat shall remain vacant until the expiry of the term of the Board, as may be considered proper by the Board. If the conditions necessary for the validity of the meetings of the Board of Directors are not met due to the number of members falling below the minimum stipulated in the Companies Law or the Bylaws of the Company, the remaining members shall call for an Ordinary General Assembly within the period specified by the competent authorities to elect the required number of members.</p>
<p>Article (20): Powers of the Board of Directors a) Subject to the powers reserved for the General Assembly, the Board of Directors shall have the widest powers and authorities in management of the Company, drawing its policies, approving and supervising the implementation of its strategic orientations and main objectives, determining its</p>

Before Amendments
<p>one or more of its members or third parties to carry out specific work(s). The Board of Directors shall, without limitation, represent the Company in its relationships with others, government and private authorities, notaries public, labor offices, civil rights offices, police stations, chambers of commerce and industry, private bodies and companies, and shall collect the execution proceeds. The Board shall be also entitled to sign all types of contracts, documents and instruments including, without limitation, articles of associations of companies in which the Company is a partner and the amendments thereto, increase and decrease of the capital, decisions to amend by purchase, sale and transfer of shares and stock, sign agreements and deeds before the notary public and the government authorities, as well as loan agreements and guarantees, waive priority in payment of the debts of the Company, issue powers of attorney on behalf of the Company, sell, purchase and dispose of real property, assets and properties of the Company, provided that the minutes of the Board of Directors shall include the recitals of its decision on disposition (the reasons and rationale of the sale, the sale shall be close to the price of similar property and that the sale is a spot sale with the exception of the cases determined by the Board and with sufficient guarantees, and such disposition shall not result in discontinuation of certain activities of the Company and creating further obligations on the Company), shall be entitled to transfer and accept transfer, to receive and deliver, to lease and rent, to collect and pay, to open accounts and credits, to withdraw and deposit funds with banks, to issue bank guarantees, to sign all papers, documents, cheques and all banking transactions. The Board may also appoint and dismiss employees and workers, apply for visas, recruit, and contract labor from abroad and determine their salaries, issue residency visas, transfer and assign sponsorships. The Board may within its functions appoint one or more of the Board members or third parties to carry out some of its works.</p> <p>b- The Board of Directors may enter into loans with government financing funds and institutions regardless of their term, and may enter into other commercial loans regardless of their term.</p> <p>c- In the cases estimated by the Board of Directors, the Board may discharge the debtors of the Company from their obligations as may be in the best interest of the Company, provided that the minutes of the Board of Directors and the recitals of its decision shall include the following conditions:</p> <ol style="list-style-type: none"> 1) That the discharge shall be not less than one year after creation of the debt. 2) That the discharge shall be for a maximum amount per year per debtor. 3) That the discharge shall be the Board's right which may not be delegated. <p>d- The Board of Directors shall conduct all works and actions that would attain the objectives of the Company including without limitation:</p> <ol style="list-style-type: none"> a- To approve strategic directions and main objectives of the Company and to supervise their implementation, including: <ol style="list-style-type: none"> i- To set, review and direct the main comprehensive strategy and objectives of the Company, the main business plans and the risk management policy. ii- To specify the optimal capital structure, the strategy and the financial objectives of the Company, and to approve the annual budgets. iii- To supervise the capital expenditure of the Company and to acquire and dispose of assets as may be in the best interest of the Company. iv- To review the performance targets and to oversee the comprehensive implementation and performance in the Company. v- To periodically review and approve the organizational and functional structures of the Company. b- To set and supervise regulations and controls for internal control, including: <ol style="list-style-type: none"> 1-To ensure application of the policies regulating conflict of interest and addressing potential conflicts of interest of each member of the Board of Directors, the executive management, the Shareholders and the employees, including misuse of the assets and facilities of the Company and misconduct resulting from dealing with related persons.

After Amendments
<p>investments, supervising its business and properties in order to attain its objectives and conduct its affairs in and outside the Kingdom of Saudi Arabia. The Board shall be entitled within its powers to delegate one or more of its members or third parties to carry out specific work(s). The Board of Directors shall be authorized to do all acts which do not fall within the powers and authorities of the General Assembly, with the exception of the powers, functions and authorities that may be delegated to the Board by the General Assembly. The Board of Directors shall, without limitation, represent the Company in its relationships with others, government and private authorities, notaries public, labor offices, civil rights offices, police stations, chambers of commerce and industry, private bodies and companies, and shall collect the execution proceeds. The Board shall be also authorized to establish companies of all forms and to amend, deregister and merge the same to the extent to which the same is not inconsistent with the laws and to approve providing financial support to any subsidiary or associated companies or companies in which the Company participates, in the amount and the manner considered proper by the Board and to sign all types of contracts, documents and instruments including, without limitation, articles of associations of companies in which the Company is a partner and the amendments thereto, increase and decrease of the capital, decisions of amendment by purchase, sale and transfer of shares and stock, to sign agreements and deeds before the notary public and the government authorities, as well as loan and guarantee agreements, waive priority in payment of the debts of the Company, issue powers of attorney on behalf of the Company, sell, purchase, mortgage and dispose of real property, assets and properties of the Company, provided that the minutes of the Board of Directors shall include the recitals of its decision on disposition (the reasons and rationale of the sale, the sale shall be close to the price of similar property and that the sale is a spot sale with the exception of the cases determined by the Board and with sufficient guarantees, and such disposition shall not result in discontinuation of certain activities of the Company or creating further obligations on the Company). The Board shall obtain the approvals required by law in relation to sale of assets with value exceeding (50%) of the total assets whether such sale is made in one transaction or in several transactions, as specified by the relevant laws and regulation. The Boars shall be authorized to transfer and accept transfer, to receive and deliver, to lease and rent, to collect and pay, to open accounts and letters of credit, to withdraw and deposit funds with banks and all financial institutions of all forms including, without limitation, investment funds, finance and financial brokerage companies, trustees, open investment portfolios and appointment of managers of and taking all actions relating to the same, issue bank guarantees and sign all documents, papers, cheques and all banking transactions .</p> <p>The Board may appoint delegates, attorneys or legal representatives for the Company pursuant to the law, for representing the Company before others and before all ministries, government authorities, secretariat generals, general courts, Board of Grievances, administrative courts, judicial committees of all types and degrees, all government and execution authorities, ministries and departments and their instrumentalities in relation to all claims, with the same powers of the chairman of the Board of Directors and the managing director. The Board may also appoint and dismiss employees and workers, apply for visas, recruit, and contract labor from abroad and determine their salaries, issue residency visas, transfer and assign sponsorships. The Board may within its powers appoint one or more of the Board members or third parties to carry out any of its works. The Board shall be authorized to establish and open branches, offices or agencies of the Company in or outside the Kingdom of Saudi Arabia, and appoint managers of the branches and specify their activities .</p> <p>b) The Board of Directors may enter into loans with government funds and finance institutions of whatever term, and may enter into other commercial loans of whatever term. The Board of Directors may apply for facilities and loans of all types from banks and finance institutions, of whatever amount or term, and may sign guarantees and apply for issuance of guarantees, open letters of credit on behalf of the Company, sign facility contracts and documents, sign, execute, endorse and receive promissory notes. The Board of Directors may, in its discretion, discharge the debtors of the Company from their liabilities as may be in the interest of the Company. The Board shall be authorized to enter into settlement, waiver and contracts and may enter into commitments and binding agreements in the name and on behalf of the Company. The Board of Directors may perform all the acts and transactions that</p>

Before Amendments	
	<p>2-To ensure integrity of the financial and accounting systems, including the systems relevant to preparing financial reports.</p> <p>3-To ensure application of appropriate control systems for risk management through determining the resulting perception of the risks that may be encountered by the Company and presenting such risks transparently.</p> <p>4-To annually review the effectiveness of the internal control procedures of the Company.</p>
c-	<p>To ensure application of the policies regulating the relationship with stakeholders for protecting and preserving the rights of stakeholders. This policy shall cover- in specific:</p> <p>1-The mechanisms of compensating the stakeholders for infringement of their rights recognized by regulations and protected by contracts.</p> <p>2-The mechanisms of settlement of complaints or disagreements that may arise between the Company and the stakeholders.</p> <p>3-The appropriate mechanisms for establishing good relationships with customers and suppliers and keeping confidential the information relating to them.</p> <p>4-The rules of professional conduct for the managers and employees of the Company which are compatible with the sound professional and ethical standards and regulation of the relationship between them and the stakeholders, provided that the Board of Directors shall establish mechanisms to monitor the application of and compliance with these rules.</p> <p>5-The social contribution of the Company</p>
e-	To ensure application of the policies and procedures which ensure the Company's respect of the laws and regulations and its commitment to disclosing material information to the Shareholders, creditors and other stakeholders.
f-	To enable the employees of the Company to communicate and report the information in their possession which indicates presence of irregular or unethical practices in the Company's work which would result in harming the interests and reputation of the Company.
g-	The Board of Directors may form committees emanating from it to assist the Board in fulfillment of its obligations and performance of its duties in management and supervision of the Company's operations, each within their respective function, expertise and term. Other committees shall be formed pursuant to the laws of the Capital Market Authority and their Implementing Regulations and the decisions of the competent authorities.
h-	The Board may also form an executive committee to assist the Board by performing the works and duties assigned to the executive committee by the Board in order to ensure the smooth running of the Company's operations . The executive committee shall also assist the Board in setting the main strategic objectives and investment strategies of the Company. The committee shall have the functions and powers assigned to the Board of Directors in performing and approving the activities vested in it by the Board.
i-	To establish endowments, to participate in any existing endowments, to determine the investments and expenditures of the endowment, to appoint and dismiss superintendents, and to specify their powers.

After Amendments	
	<p>would achieve the objectives of the Company including, without limitation :</p> <p>a. To approve and supervise implementation of the strategic orientations and the main objectives of the Company including :</p> <p>1.To approve, review and direct the comprehensive strategy and the main objectives of the Company, the main business plans and the risk management policy .</p> <p>2.To identify the optimum capital structure, the strategy and financial objectives of the Company and to approve its annual budget .</p> <p>3.To supervise the main capital expenditures of the Company and to acquire and dispose of assets on behalf of the Company .</p> <p>4.To review the performance targets and to oversee the comprehensive implementation and performance in the Company.</p> <p>5 .To periodically review and approve the organizational and functional structures of the Company.</p> <p>b-To set and supervise regulations and controls for internal control, including:</p>
	<p>1-To ensure application of the policies regulating conflict of interest and addressing potential conflicts of interest of each member of the Board of Directors, the executive management, the Shareholders and the employees, including misuse of the assets and facilities of the Company and misconduct resulting from dealing with related persons.</p> <p>2-To ensure integrity of the financial and accounting systems, including the systems relevant to preparing financial reports.</p> <p>3-To ensure application of appropriate control systems for risk management through determining the resulting perception of the risks that may be encountered by the Company and presenting such risks transparently.</p> <p>4-To annually review the effectiveness of the internal control procedures of the Company .</p>
c-	To ensure application of the policies regulating the relationship with stakeholders for protecting and preserving the rights of stakeholders. This policy shall cover- in specific :
	<p>1-The mechanisms of compensating the stakeholders for infringement of their rights recognized by regulations and protected by contracts.</p> <p>2-The mechanisms of settlement of complaints or disagreements that may arise between the Company and the stakeholders.</p> <p>3-The appropriate mechanisms for establishing good relationships with customers and suppliers and keeping confidential the information relating to them.</p> <p>4-The rules of professional conduct for the managers and employees of the Company which are compatible with the sound professional and ethical standards and regulation of the relationship between them and the stakeholders, provided that the Board of Directors shall establish mechanisms to monitor the application of and compliance with these rules.</p> <p>5-The social contribution of the Company.</p>
	<p>a-To ensure application of the policies and procedures which ensure the Company's respect of the laws and regulations and its compliance with disclosure of material information to the Shareholders, creditors and other stakeholders.</p> <p>b-To enable the employees of the Company to communicate and report the information in their possession which indicates presence of irregular or unethical practices in the Company's work which would result in harming the interests and reputation of the Company .</p> <p>c-To authorize the members of the Board of Directors to have direct or indirect interest in the business and contracts made to the account of the Company or to participate in any business that would be competing with the Company or with any of the activities carried on by the Company, provided that the Board obtains authorization in the same from the General Assembly pursuant to the controls provided in the relevant laws and regulations .</p> <p>The Board of Directors may form committees emanating from it to assist the Board in fulfillment of its obligations and performance of its duties in management and supervision of the Company's operations, each within their respective function, expertise and term. The Board may form other committees</p>

Before Amendments

After Amendments
<p>pursuant to the laws of the Capital Market Authority and their Implementing Regulations and the decisions of the competent authorities.</p> <p>d.The Board may form an executive committee to assist the Board in performing the duties and tasks vested in the Board to ensure smooth and uninterrupted conduct of the Company’s operations and to assist the Board in establishing the main strategic objectives of the Company and its investment strategy. The committee shall have the powers and duties vested in the Board of Directors in performance and approval of the activities vested in it by the Board .</p> <p>e-To establish endowments, to participate in any existing endowments, to determine the investments and expenditures of the endowment, to appoint and dismiss superintendents, and to specify their powers.</p>

Before Amendments
<p>Article (22): Remuneration of the Members of the Board of Directors</p> <p>a) Remuneration of the Members of the Board of Directors</p> <p>1)The remuneration of the members of the Board of Directors shall consist of a specific amount, an allowance for attendance of meetings, an allowance for expenses, benefits in-kind or a percentage of the profits. Two or more of these benefits may be combined within the limits stipulated by the Companies Law and its Regulations. The report of the Board of Directors to the Ordinary General Assembly shall include a comprehensive statement of all the remunerations, allowance for expenses and other benefits received by the members of the Board of Directors during the financial year and shall include a statement of the amounts received by the members of the Board of Directors acting as employees or executives or the amounts received by them in consideration of technical or administrative work or consultations, the report shall also include a statement of the number of Board meetings and number of meetings attended by each member from the date of the last meeting of the General Assembly. Members of the Board of Directors may not vote on the item of remuneration of the members of the Board of Directors at the General Assembly meetings.</p> <p>2)If the remuneration of the members of the Board of Directors is a percentage of the profits, the provisions of Article (76)(2) of the Companies Law and Article (48) of these Bylaws shall be observed, provided that the total amount received by the member of the Board of Directors as remunerations and cash and in-kind benefits in all cases shall not exceed Saudi Riyals (500,000) five hundred thousand per year and within the limits provided for in the Companies Law, taking into consideration that the remuneration of the independent members of the Board shall not be a percentage of the profits realized by the Company and shall not be based directly or indirectly on the Company's profitability.</p> <p>The Board of Directors shall determine the remunerations of the members of the committees, the attendance allowance and the other entitlements based on a policy established by the Board of Directors upon recommendation of the Remuneration and Nomination Committee. Remunerations shall be disbursed as per the policy approved by the Board, excluding the remuneration of members of the Audit Committee which shall be determined by the General Assembly of Shareholders upon recommendation of the Board of Directors.</p> <p>Article (23): Chairman and Vice Chairman of the Board, Managing Director and Secretary:</p> <p>The Board of Directors shall appoint, from among its members, a chairman and a vice chairman. The Board may also appoint from among its members a managing director. The position of Chairman of the Board of Directors and any other executive position in the Company may not be held by the same person. The Chairman of the Board shall represent the Company in its relationships with others, government authorities and private entities, Shariah courts, judicial authorities, Board of Grievances, notaries public, labor offices, the supreme committees of first instance, the commercial documents committees and all other judicial committees, arbitration tribunals, civil rights bodies, police stations, chambers of commerce and industry, private bodies, companies and institutions of all kinds, to defend, plead, dispute, settle, reconcile, accept and deny judgments, to agree to resort to arbitration and to appoint arbitrators on behalf of the Company, to request execution of judgments and to oppose the same, to enter into tenders, to receive, pay, acknowledge, demand, defend, plead, dispute, release and reconcile, to accept and object to judgments. The Chairman of the Board shall also have the right to sign all types of contracts, instruments and documents, including, without limitation, the articles of association of companies in which the Company participates and any amendments thereto whatsoever, whether by increase or decrease of its capital, amending its objectives or any other amendments, to authorize others to attend the General Assembly meetings of the companies in which the Company is a shareholder and to vote on the agenda of such meetings on behalf of the Company. The Chairman of the Board shall be authorized to sign agreements, deeds and transfer documents before the notaries public and government authorities, to sign loan agreements, guarantees, and securities, to follow-up transactions, to collect the Company's entitlements, to pay the Company's obligations, to sell, purchase, transfer and</p>

After Amendments
<p>Article (21): Remuneration of the Members of the Board of Directors</p> <p>a)The remuneration of the members of the Board of Directors shall consist of a specific amount, an allowance for attendance of meetings, an allowance for expenses, benefits in-kind or a percentage of the profits. Two or more of these benefits may be combined which may be of variable amount in accordance with the remuneration policy approved by the Board of Directors. Remuneration may be given to the chairman of the Board of Directors, the vice chairman and the managing director in addition to the remuneration designated for the members of the Board of Directors as may be approved by the members of the Board of Directors. The Board of Directors shall disclose in the annual report of the Board of Directors the details of the remunerations pursuant to the relevant regulations.</p> <p>b)The Board of Directors shall determine the remunerations of the members of the committees, the attendance allowance and the other benefits based on the recommendation of the Remuneration and Nomination Committee. Remunerations shall be disbursed as per the policy approved by the Board.</p>
<p>Article (22): Chairman and Vice Chairman of the Board, Managing Director and Secretary and their Powers</p> <p>The Board of Directors shall appoint at its first meeting – at the beginning of every new term- from among its members, a chairman and a vice chairman of the Board, as required by the laws. The Board may also appoint from among its members a managing director. The position of the Chairman of the Board of Directors and any other executive position in the Company may not be held by the same person pursuant to the relevant laws. The vice chairman shall replace the Chairman of the Board of Directors on his absence .</p> <p>The Chairman of the Board of Directors shall follow-up all the business and activities of the Company and shall issue decisions and directives concerning them and shall approve the decisions and determine the matters within his powers, direct the Board in performing its duties and responsibility effectively, convene the Board meetings and identify the matters to be addressed at the meetings taking into consideration the matters proposed by the members, manage the meetings of the Board and encourage full and effective participation of all the members in the best interest of the Company, establish constructive relationships between the members, follow-up regularity of the Board meetings and conducting its business in a timely manner in accordance with the approved business plan of the Board, follow-up management of the Company in implementing the Board decisions, follow-up the business of the Board committees and ensure effective performance of their powers, supervise convention of the General Assembly meetings and chair its meetings and take the necessary action to ensure effective communication between the Board and the Shareholders. In addition to the powers delegated from time to time by the Board the Chairman of the Board shall represent the Company in its relationships with others, government authorities and private entities and before the judicial authorities, take the necessary</p>

Before Amendments
<p>accept the transfer, to receive, deliver, rent, lease, collect and pay and to open, manage, operate, and close bank and investment accounts, to issue cheques, letters of credit and commercial papers, to withdraw and deposit funds, to issue all guarantees, bills of exchange and mortgages, to issue promissory notes and other commercial papers, to carry out all acts and dispositions, and anything as may be necessary for running the Company's affairs and achieving its objectives. The Chairman of the Board shall be also authorized to purchase stocks and shares in other companies, to transfer and sell such stocks and shares to others. The Chairman of the Board shall be also authorized to appoint, dismiss, contract with and determine the salaries of employees and workers, to appoint agents and lawyers on behalf of the Company and to authorize one of the members of the Board or a third party to undertake specific work(s), in addition to other powers determined by the Board of Directors, and to authorize others to plead and defend the Company. The Board of Directors shall appoint a secretary of the Board from among its members or others. The Chairman of the Board shall determine the duties and remuneration of the secretary. The term of membership of the chairman, the vice chairman and the secretary; -a member of the Board of Directors-, and the managing director shall not be more than their respective terms of membership in the Board, they may be re-elected and the Board may remove them or any of them at any time without prejudice to the removed member's right in compensation if such removal occurs for an unacceptable cause or at an inappropriate time. The Board of Directors shall determine, by a decision of the Board, the remuneration received by the chairman and vice Chairman of the Board of Directors and the managing director, in addition to the remuneration prescribed for the members of the Board of Directors.</p> <p>The vice Chairman of the Board shall represent the chairman in his absence.</p> <p>The managing director- if appointed- shall have the powers determined by the Board of Directors.</p>

After Amendments
<p>procedures for attending the hearings in all claims and for representing the Company before courts of all types, authorities, bodies and judicial committees of all degrees, types and categories and submit defence and pleadings before them, the Board of Grievances and notaries public, submit memoranda and statements of claims, hear evidence and witnesses and reject the same, make admission, denial, conciliation and release, accept and appeal judgments, file appeals and petitions, appear before police stations and all execution authorities and execution courts, apply for attachment and execution of all types, represent the Company before chambers of commerce and industry, labor offices, supreme and first instance committees, commercial papers committees, financial dispute resolution committees, banking dispute settlement committees, commercial dispute resolution committees, the Secretariat General of Zakat and Tax Committees, commercial deceit committees, control and combatting of corruption Authority, and the other judicial committees, arbitration and civil rights tribunals, police stations, civil defence, chambers of commerce and industry, government authorities, private bodies, companies and institutions of all kinds, enter into tenders, receive and make payments, receive the entitlements of the Company with others, admit, claim, defend, plead, sue and discharge, hear and respond to claims, enter into conciliation, make waiver and denial, request oath and reject and refuse to make it, call witnesses and evidence and appeal the same and pre-emption, accept and appeal to judgments, respond, challenge and amend, challenge by forgery, deny handwriting, seals and signatures, apply for ban of travel and lifting the same, request application of Article (230) of the Procedures Law, file appeal, apply for review, apply for restoration of status, apply for pre-emption, apply for attachment and execution of judgments, appeal and deny judgments, agree to resort to arbitration, appoint arbitrators on behalf of the Company and remove them, receive the execution proceeds, receive judgments, apply for recusing judgments, apply for joinder and interference in claim, apply for extracts of possession deeds, apply for amendment of deeds of title and their lengths, with the right to sign all types of contracts, instruments and documents, whether manually or via electronic media or networks, including, without limitation, sign and amend articles of association of subsidiary or associated companies and companies in which the Company participates and any amendments thereto, and all decisions of the shareholders in such companies, cancel memoranda of association, publish memoranda of association, amendment, extracts and articles of association of the same, as may be determined by the competent authority, admission and withdrawal of shareholders, enter into existing companies, acquire shares and stock and pay, purchase and sale of shares and receipt of the price thereof, transfer of shares and stock in the capital, accept transfer of shares, stock and capital, increase, decrease and determine the capital, transfer of shares, stock, instruments and Sukuk, amend articles of association of subsidiaries and sign decisions of shareholders of such subsidiaries for liquidation of the same and the decisions of appointment or removal of directors, appoint superintendents in the endowments established or contributed in by the Company and identify their powers and remove them, determine the investments of the endowments and the expenditures thereof, make amendments, appoint representatives for the Company in the general assemblies of shareholders of meetings of the partners, notarize contracts and sign before the Companies Department of the Ministry of Commerce and the notary public, make amendments and changes, add, delete, procure and renew commercial registers and receive and deregister the same, change names of companies, sign all agreements, deeds and transfer before the notary publics, the Ministry of Commerce and the relevant government authorities, establish and sign loan agreements, securities and guarantees, issue powers of attorneys on behalf of the Company, follow-up transactions, collect entitlements and settle liabilities of the Company, sell, purchase, transfer, accept transfer and receive the price in any manner as he considers proper, receive and deliver, lease and rent, receive and pay, open and manage bank accounts of all types and investment portfolios, make withdrawal and deposit with banks, issue cheques, execute, amend and cancel documents of all types and promissory notes, issue bills of exchange bank letters of guarantee and securities, sign all documents and cheques and all banking transactions, appoint signatories and remove them, sign loan contracts and bank facilities, borrow from commercial banks, government banks, government finance funds and other finance institutions, sell, purchase, transfer and accepted transfer and receive the price by manager's cheque or by bank transfer in the name of the Company,</p>

Before Amendments

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<p>make mortgage and release the same, issue deeds, amend deeds and procure deeds in lieu of lost ones, rent and lease in favour of the Company, sign lease agreements, receive and pay the lease amount and invest the Company's funds, with the right to appoint and remove employees, enter int contracts with them, pay their remuneration and terminate their services, apply for visas and recruit and deport labour, procure work permit and visas, transfer and waive sponsorship, apply for tenders, submit bids, establish and open branches, offices or agencies of the Company in or outside the Kingdom, appoint managers for branches and determine their activities, appoint representatives and directors for the Company in subsidiaries or in companies in which the Company has investments, attend the general assemblies of the companies in which the Company participates or is a shareholder, appoint chartered accountants for the Company, with the right to register businesses, trade names, commercial agencies and trademarks, apply for renewal of commercial agencies and trademarks, with the right to delegate to one or more members of the Board, employees of the Company or third parties, appoint attorneys, delegates, advocates and legal representatives pursuant to the laws, and authorize them and issue powers of attorney for them with the authority to sub-delegate all or any of the foregoing powers to others and to remove them and cancel the authorization or power of attorney in whole or in part .</p> <p>The Board of Directors shall appoint, from among its members or from others, a secretary for the Board. The Chairman shall determine the powers and remuneration of the secretary. The membership of the Chairman, vice chairman, managing director or secretary shall not exceed the term of their respective memberships on the Board and they may be re-elected. The Board may at any time remove all or any of them without prejudice to the right of the removed member to compensation if the removal occurs for unlawful cause or at an inconvenient time. The Board of Directors shall determine, by resolution, the remuneration of the Chairman of the Board of Directors, the vice chairman and the managing director in addition to the remuneration prescribed to the members of the Board of Directors .</p> <p>The vice chairman of the Board shall represent the Chairman in his absence.</p> <p>The managing director- if appointed- shall have the powers determined by the Board of Directors.</p>

Before Amendments
<p>Article (24): Meetings of the Board of Directors: The Board of Directors shall be convened upon invitation by the Chairman of the Board at least twice in every year. The invitation shall be sent by mail, email or fax. The Chairman of the Board shall convene a meeting whenever requested to do so by two members.</p>
<p>Article (25): Quorum of the Meetings of the Board: A meeting of the Board shall be valid only if attended by six (6) members at least, provided that the number of attendees is not less than three members present in person, including the Chairman of the Board or, in his absence, his nominee. If a member of the Board of Directors delegates another member to attend the meeting of the Board, the delegation shall be pursuant to the following controls: 1)The member of the Board of Directors may not represent more than one member to attend the same meeting. 2)The delegation shall be in writing for a specified meeting. 3)The representative shall not (in connection with the vote of the delegating member) vote on decisions concerning which the delegating member is prohibited to vote. The Board may issue decisions by presenting such decisions to each of the members separately, unless a member requests in writing holding a meeting of the Board for deliberation of such decisions. Such decisions shall be presented to the Board of Directors at its next meeting. The decisions of the Board shall be issued by the absolute majority of the votes of the members of the Board present or represented at the meeting, with a minimum of five votes, and in the case of a tie, the chairman of the meeting shall have a casting vote.</p>
<p>Article (26): Deliberations of the Board: The deliberations and decisions of the Board shall be recorded in minutes signed by the Chairman of the Board, the present members and the secretary. The minutes shall be entered into a special register signed by the Chairman of the Board and the secretary.</p>

After Amendments
<p>Article (23): Meetings of the Board of Directors The Board of Directors shall meet not less than four times in every year upon invitation by the Chairman of the Board. The invitation shall be sent by mail, email, fax or by any technology medium. The Invitations may be sent by the secretary on behalf of the Chairman of the Board of Directors. The meeting shall be held at the place designated by the Board and may be held by use of modern technology. The Chairman of the Board shall convene a meeting whenever requested to do so by any member of the Board for discussing one or more matters .</p>
<p>Article (24): Quorum and Resolutions of the Meetings of the Board: A meeting of the Board shall be valid only if attended (in person or by proxy) by fifty percent of the members at least. The Chairman of the Board of Directors may delegate another member to attend the meetings of the Board in accordance with the following controls : a)The member of the Board of Directors may not represent more than one member to attend the same meeting. b)The delegation shall be in writing or by any technology medium for a specified meeting . c)The proxy shall not (in connection with the vote of the delegating member) vote on decisions concerning which the delegating member is prohibited to vote. The decisions of the Board shall be issued by the majority of the votes of the members of the Board present (in person or by proxy), and in the case of a tie, the chairman of the meeting shall have a casting vote . The Board may issue decisions by presenting such decisions to each of the members by circulation separately, unless a member requests in writing to hold a meeting of the Board for deliberation of such decisions. Such decisions shall be presented to the Board of Directors at its first meeting following the same. A decision of the Board of Directors shall be valid from the date of issuance, unless it provides for another time or realization of certain conditions for its validity .</p>
<p>Article (25): Deliberations of the Board The deliberations and decisions of the Board shall be recorded in minutes signed by the Chairman of the Board, the present members and the secretary. The minutes shall be entered into a special register signed by the Chairman of the Board and the secretary. Modern technology may be used for signing and recording the deliberations and decisions and for recording the minutes .</p>
<p>Chapter Four – Board Committees</p>

Before Amendments
Chapter Four – Shareholders’ Rights
<p>Article (27): Attendance of General Assembly meetings: Every subscriber, regardless of the number of shares held by them, shall have the right to attend the Constituent Assembly in person or on behalf of other subscribers. Every Shareholder, regardless of the number of shares held by them, shall be entitled to attend the General Assembly. Modern technology may be used by Shareholders to attend the General Assembly meetings as determined by the regulations and controls. A Shareholder may delegate a non-member of the Board of Directors or a non-employee of the Company to attend the General Assembly meeting. A person may accept to be a proxy for more than one Shareholder without restriction as to the number of the shares or the Shareholders represented by the proxy. The proxy shall be in accordance with the controls determined by the competent authority.</p> <p>These Bylaws and the regulations and controls issued by the competent authorities shall guarantee to all Shareholders exercise of all the rights associated with their shares, without discrimination between the holders of the shares of the same class, including the voting rights, the right to receive distributed profits, the right to dispose of their shares and to receive a share of the assets of the Company upon liquidation.</p>
<p>Article (28): Constituent Assembly: The founders shall invite all subscribers to hold a constituent assembly within forty-five days from the date of closing the subscription to shares. The meeting shall be valid if attended by a number of subscribers representing at least fifty percent of the capital. A subscriber at its meetings shall have one vote for every share subscribed to or represented by them.</p>
<p>Article (29): Functions of the Constituent Assembly: The Constituent Assembly of the Company shall have the functions listed in Article (63) of the Companies Law.</p>
<p>Article (30): Functions of the Ordinary General Assembly: With the exception of the functions of the Extraordinary General Assembly, the Ordinary General Assembly shall be responsible for all the matters relating to the Company and shall be held at least once in every year during the six months following the end of the financial year of the Company. Other Ordinary General Assembly meetings may be convened as and when the need arises for the same.</p>
<p>Article (31): Functions of the Extraordinary General Assembly: The Extraordinary General Assembly shall have the power to amend the Bylaws of the Company excluding the provisions which amendment is prohibited by law. The Extraordinary General Assembly may issue decisions on matters that fall within the functions of the Ordinary General Assembly under the same terms and conditions prescribed for the Ordinary General Assembly.</p>
<p>Article (32): Invitation to the Assembly Meetings: Meetings of the General or Special Assembly of Shareholders shall be held upon invitation of the Board of Directors. The Board of Directors shall convene a meeting of the General Assembly upon request of the auditor, the Audit Committee or a number of Shareholders representing not less than (5%) of the capital. The Auditor may convene the General Assembly if the Board fails to convene the</p>

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<p>Article (26): Board Committees The Board of Directors may form committees pursuant to the needs, circumstances and conditions of the Company to assist the Board in performing its duties effectively. The Board shall specify the duties and the term of every committee, and the proper powers vested in it throughout such term, and shall coordinate among such committees for the purpose of realization of the objectives for which the committee is formed and determination of the matters presented to the committee, in accordance with the laws and regulations.</p>
Chapter Five – Rights and Assemblies of Shareholders
<p>Article (27): Attending General Assemblies The General Assembly shall be held in the city in which the principal office of the Company is located or as specified by the Board of Directors. Modern technology may be used for holding the General Assembly meeting in accordance with the regulations and controls. A Shareholder shall be entitled to attend the General Assemblies of shareholders (in person or through technology media). A Shareholder may delegate another person who is not a member of the Board of Directors to attend the General Assembly. Delegation shall be pursuant to the controls specified by the competent authorities. These Bylaws and the regulations and controls issued by the competent authorities shall guarantee to all Shareholders exercise of all the rights associated with their shares, without discrimination between the holders of the shares of the same class, including the voting rights, the right to receive the distributed profits, the right to dispose of their shares and to receive a share of the assets of the Company upon liquidation.</p>
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<p>Article (28): Functions of the Ordinary General Assembly: With the exception of the functions of the Extraordinary General Assembly, the Ordinary General Assembly shall be responsible for all the matters relating to the Company and shall be held at least once during the six months following the end of the financial year of the Company. Other Ordinary General Assembly meetings may be convened as and when the need arises for the same. The requirement of holding the annual General Assembly shall be fulfilled by holding an Extraordinary General Assembly during the (six) months following the end of the financial year of the Company if its agenda includes the items to be presented to the annual Ordinary General Assembly and as specified by the relevant regulations .</p>
<p>Article (29): Functions of the Extraordinary General Assembly The Extraordinary General Assembly shall have the power to amend the Bylaws of the Company excluding the provisions which amendment is prohibited by law. The Extraordinary General Assembly may issue decisions on matters that fall within the functions of the Ordinary General Assembly under the same terms and conditions prescribed for the Ordinary General Assembly .</p>
<p>Article (30): Invitation to the Assembly Meetings Meetings of the General Assemblies of Shareholders shall be held upon invitation by the Board of Directors. The invitation for the General Assembly meeting and the agenda shall be published by any technology medium prior to the time scheduled for holding the meeting as provided by the relevant regulations issued by the competent authorities. The Board of Directors shall convene a meeting of the</p>

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Assembly within (30) thirty days from the date of the auditor's request. Invitations to the General Assembly meeting shall be published on the Capital Market website (Tadawul), the website of the Company and in a daily newspaper distributed in the area where the head office of the Company is located not less than (twenty one) days before the date scheduled for the meeting. The invitation shall include the agenda of the meeting. A copy of the invitation and the agenda shall be sent to the competent authorities within the period specified for publication.

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General Assembly within (30) days upon request of the auditor or a one or more Shareholders representing not less than (ten percent) of the shares of the Company with voting rights. The Auditor may convene the Ordinary General Assembly if the Board fails to send the invitation within the specified period from the date of the Auditor's request. The invitation and agenda of the General Assembly meeting shall be published through any technology medium prior to the time scheduled for the meeting as provided in the relevant regulations issued by the competent authorities. The invitation of the General Assembly meeting shall include the main elements provided in the laws and regulations issued by the competent authorities. A copy of the invitation and the agenda shall be sent to the competent authorities on the date of publication of the invitation. The General Assembly meeting may be held, and a Shareholder may participate in the deliberations and voting on the decisions by modern technology means.

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<p>Article (33): Meeting Attendance Register: The Shareholders who wish to attend the General Assembly of Shareholders shall register their names in the head office of the Company before the time scheduled for the meeting.</p>
<p>Article (34): Quorum of the Ordinary General Assembly Meeting: An Ordinary General Assembly meeting shall be valid only if attended by Shareholders representing not less than one quarter of the capital of the Company. If the quorum required for this meeting is not achieved, a second meeting shall be held one hour after the end of the period specified for the first meeting, provided that the invitation for the first meeting provides for the possibility of holding a second meeting. If the first invitation does not provide for the possibility of holding the second meeting, an invitation shall be sent for a second meeting to be held within thirty days following the date of the first meeting. This invitation shall be published in the manner stipulated in Article (32) of these Bylaws. In all cases, the second meeting shall be validly held regardless of the number of shares represented in it.</p>
<p>Article (35): Quorum of the Extraordinary General Assembly Meeting: An Extraordinary General Assembly Meeting shall be valid only if attended by Shareholders representing not less than half of the capital of the Company, If the required quorum is not achieved in the first meeting, a second meeting shall be held one hour after the end of the period specified for the first meeting, provided that the invitation for the first meeting provides for the possibility of holding a second meeting. If the first invitation does not provide for the possibility of holding the second meeting, an invitation shall be sent for a second meeting to be held within thirty days following the date of the first meeting. This invitation shall be published in the manner stipulated in Article (32) of these Bylaws. In all cases, the second meeting shall be validly held if attended by Shareholders representing not less than one quarter of the capital of the Company. If the quorum required for the second meeting is not satisfied, an invitation shall be sent for a third meeting to be held under the same conditions stipulated in Article (32) of these Bylaws. The third meeting shall be validly held, upon approval of the competent authorities, regardless of the number of shares represented at the meeting.</p>
<p>Article (36): Voting in Assembly Meetings: A subscriber shall have one vote for every share represented by the subscriber in the Constituent Assembly. A Shareholder shall have one vote for every share in General Assembly meetings. Cumulative voting shall be used to elect the Board of Directors.</p>
<p>Article (37): Assembly Decisions: Decisions of the Constituent Assembly shall be passed by the absolute majority of the shares represented at the meeting. Decisions of the Ordinary General Assembly shall be passed by the absolute majority of the shares represented at the meeting. Decisions of the Extraordinary General Assembly shall be passed by the majority of two-thirds of the shares represented at the meeting, unless the decision is relating to increase or decrease of the capital of the Company, extension of the term of the Company, dissolution of the Company before expiry of the term specified in its Bylaws or merger of the Company with another Company, in which cases the decision shall be valid only if passed by the majority of three-quarters of the shares represented at the meeting.</p>
<p>Article (38): Deliberations at Assembly Meetings: A Shareholder shall have the right to discuss the subjects listed on the agenda of the meeting and may address questions on the same to the members of the Board of Directors and the auditor. The Board of Directors or the auditor shall answer questions of the Shareholders to the extent the same is not detrimental to the interests of the Company or is inconsistent with the Capital Market Law and its Implementing Regulations. If a Shareholder considers the answer to their question is unsatisfactory, they may appeal to the Assembly whose resolution in that regard shall be enforceable.</p>

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<p>Article (31): Quorum of the Ordinary General Assembly Meeting: An Ordinary General Assembly meeting shall be valid only if attended by Shareholders representing not less than (one quarter) of the shares of the Company with voting rights. If the quorum required for this meeting is not achieved, invitation shall be sent for holding a second meeting within the (30) thirty days following the first meeting. However, the second meeting may be held after one hour from the time specified for holding the first meeting provided that the invitation for the first meeting notes the same. The invitation shall be published in the manner stipulated in Article (30) of these Bylaws. The second meeting shall be validly held regardless of the number of shares with voting rights represented at the meeting.</p>
<p>Article (32): Quorum of the Extraordinary General Assembly Meeting An Extraordinary General Assembly Meeting shall be valid only if attended by Shareholders representing not less than (half) of the shares of the Company with voting rights. If this quorum is not achieved for this meeting an invitation shall be sent for holding a second meeting in accordance with the same conditions provided in Article (30) of these Bylaws. However, the second meeting may be held after one hour from the end of the period specified for the first meeting, provided that the invitation for the first meeting provides for the possibility of holding a second meeting. The second meeting shall be validly held if attended by a number of Shareholders representing not less than (one fourth) of the shares of the Company with voting rights. If the quorum required for holding the second meeting is not available, an invitation shall be sent for a third meeting to be held in accordance with the conditions provided in Article (30) of these Bylaws. The third meeting shall be validly held regardless of the number of shares with voting rights representing at the meeting, upon approval of the competent authorities.</p>
<p>Article (33): Voting at General Assembly Meetings A Shareholder shall have one vote for every share at the Ordinary General Assemblies and the Extraordinary General Assemblies. The members of the Board of Directors shall not participate in voting on the decisions of the General Assembly which they are prohibited from voting on pursuant to the relevant laws .</p>
<p>Article (34): Decisions of the General Assembly Decisions of the Ordinary General Assembly shall be passed by the majority of the voting rights represented at the meeting. Decisions of the Extraordinary General Assembly shall be passed by the majority of (two-thirds) of the voting rights represented at the meeting, unless the decision is relating to increase or decrease of the capital of the Company, dissolution of the Company or merger of the Company with another company, in which cases the decision shall be valid only if passed by the majority of (three- fourths) of the voting rights represented at the meeting. The Board of Directors shall enter with the competent authorities the decisions of the Extraordinary General Assembly within the period specified in the relevant laws. The decisions of the General Assembly shall be valid from the date of issuance, with the exception of the cases specified by the relevant laws, or the decision which provides that it shall be valid at another time or on realization of certain conditions.</p>
<p>Article (35): Deliberations at the General Assembly Meetings A Shareholder shall have the right to discuss the subjects listed on the agenda of the meeting and may address questions on the same to the members of the Board of Directors and the Auditor. The Board of Directors or the Auditor shall answer questions of the Shareholders to the extent the same is not detrimental to the interests of the Company. If a Shareholder considers the answer to their question is unsatisfactory, they may appeal to the Assembly whose resolution in that regard shall be enforceable.</p>

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<p>Article (39): Chairman of the Assembly Meetings and Preparation of Minutes: The General Assembly meeting shall be chaired by the chairman or the vice Chairman of the Board of Directors or, in the absence of the chairman and the vice chairman, by a member elected by the members of the Board of Directors from among themselves. The chairman shall appoint a secretary and a vote counter. Minutes of the Assembly meetings shall be prepared and shall include the number of Shareholders present or represented at the meeting, the number of the shares held by them in person or by proxy, the number of votes prescribed to the shares, the decisions taken by the meeting, the number of affirmative or disapproving votes and a comprehensive summary of the deliberations that took place at the meeting. The minutes shall be entered on regular basis after every meeting into a special register signed by the chairman and secretary of the meeting and the vote counter.</p>
Chapter Five: Audit Committee
<p>Article (40): Audit Committee: An Audit Committee shall be formed by decision of the Ordinary General Assembly and shall consist of 3 to 5 members of non-executive members of the Board of Directors, whether they were Shareholders or otherwise. The decision shall determine the duties and controls of the Committee and the remunerations of the Committee members. In the case of a vacancy on the Committee, the Board may appoint a temporary member in the vacant position from among the non-executive members of the Board of Directors, whether such member was a Shareholders or otherwise, provided that the appointment is presented to the Ordinary General Assembly at its first meeting. The new member shall complete the term of his predecessor.</p>
<p>Article (41): Quorum of the Meeting of the Committee: A meeting of the Audit Committee shall be valid if attended by the majority of its members, the Committee decisions shall be issued by the majority of the votes of the members present, and in the case of a tie, the chairman shall have a casting vote.</p>
<p>Article (42): Functions of the Committee: The Committee shall supervise the business of the Company and to that end the Committee may review the records and documents of the Company, request any clarification or statement from the members of the Board of Directors or the executive management, the Committee may request the Board of Directors to convene the General Assembly of the Company if the Board of Directors obstructs its work or if the Company sustains gross damage or losses.</p>
<p>Article (43): Reports of the Committee: The Audit Committee shall review the financial statements of the Company and the reports and notes submitted by the auditor, and shall express its views thereon, if any. The Committee shall also prepare a report on its opinion regarding the adequacy of the Company's internal control system and the other work undertaken by it which falls within its jurisdiction. The Board of Directors shall deposit sufficient copies of the report at the head office of the Company not less than twenty one days before the date of the General Assembly meeting to provide a copy of such report to any Shareholder who wishes to have it. The report shall be read at the General Assembly meeting.</p>
Chapter Six: Accounts of the Company and Distribution of Profits
<p>Article (44): Appointment of the Auditor: The Company shall have one or more auditors from amongst the auditors licensed to practice in the Kingdom. The Ordinary General Assembly shall annually appoint the auditor and shall specify their remunerations and term of appointment. The Ordinary General Assembly may replace the auditor at any time, without prejudice to the auditor's right in compensation if such replacement occurs at an inappropriate time or for an unlawful cause. The General Assembly may re-appoint the auditor.</p>

After Amendments
<p>Article (36): Chairman of the General Assembly Meetings and Preparation of its Minutes The General Assembly meeting shall be chaired by the chairman or, in his absence, the vice Chairman of the Board of Directors or, in the absence of the chairman and vice chairman, by a member elected by the Board of Directors from among its members present at the meeting. The chairman shall appoint a secretary and a vote counter. Minutes of the General Assembly meetings shall be prepared and shall include the number of Shareholders present or represented at the meeting, the number of the shares held by them in person or by proxy and the number of the votes prescribed to the shares, the decisions taken by the meeting and the number of the affirmative or disapproving votes on such decisions, and a comprehensive summary of the deliberations that took place at the meeting. The minutes shall be entered on regular basis after every meeting into a special register signed by the chairman and the secretary of the meeting and the vote counter.</p>
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Chapter Six – The Auditor
<p>Article (37): Appointment, Removal and Resignation of the Auditor The Company shall have one or more auditors from among the auditors licensed to practice in the Kingdom who shall be appointed and whose remuneration and scope and term of work shall be determined by the General Assembly. The Auditor may be re-elected, provided that the total term of appointment of the Auditor shall not exceed the term specified in the relevant laws and regulations. The General Assembly may at any time remove the Auditor without prejudice to the Auditor's right to claim for compensation of the damage sustained by them if the same is justified. The Board of Directors may, in emergency cases, remove the Auditor and appoint another auditor. The removal and appointment shall be presented to the nearest General Assembly. The Chairman of the Board of Directors shall notify the competent authorities of the removal decision and cause within the period specified in the relevant laws. In the case of resignation of the Auditor the Board of Directors shall convene a General Assembly</p>

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<p>Article (45): Powers of the Auditor: The auditor may, at any time, have access to the books and records of the Company and any other documents, may request any statements or clarifications as they consider necessary to verify the assets and liabilities of the Company and may perform any other function within the scope of the auditor's work. The Chairman of the Board of Directors shall enable the auditor to perform their duties. If the auditor faces any difficulty in this regard, they shall state that fact in a report to be submitted to the Board of Directors. If the Board does not facilitate the duty of the auditor, the auditor shall request the Board to convene the Ordinary General Assembly to consider the issue.</p>
<p>Article (46): Financial Year: The financial year of the Company shall commence on 1 January and shall end on 31 December of every calendar year.</p>
<p>Article (47): Financial Documents a) At the end of the financial year, the Board of Directors shall [prepare] the financial statements of the Company and a report on its activities and financial position for the previous financial year and their recommendation on the method of distribution of dividends. The Board of Directors shall put these documents at the disposal of the auditor not less than forty five days prior to the date scheduled for holding the General Assembly. b) The Chairman of the Board of Directors or a member authorized by the Board, the CEO and the CFO of the Company shall sign the documents referred to in paragraph (a) of this Article. Copies of these documents shall be kept at the head office of the Company at the disposal of the Shareholders at least twenty one days prior to the date scheduled for holding the General Assembly. c) The Chairman of the Board of Directors shall provide the Shareholders with the financial statement, the Board report and the auditor's report, unless they are published in a daily newspaper distributed in the area where the head office of the Company is located. The Board shall send a copy of these documents to the Ministry and the Authority not less than fifteen days prior to the date scheduled for the holding the General Assembly meeting.</p>

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<p>meeting to consider the causes of removal and appointing another auditor. The controls provided by the relevant laws and regulations shall be observed on appointing the Auditor.</p>
<p>Article (38): Powers of the Auditor: The auditor shall, at any time, have access to the accounting books and records of the Company and the supporting documents, and may request any statements or clarifications as they consider necessary to verify the assets and liabilities of the Company and may perform any other function within the scope of the Auditor's work. The Chairman of the Board of Directors shall enable the Auditor to perform their duties. If the Auditor faces any difficulty in this regard, they shall state that fact in a report to be submitted to the Board of Directors. If the Board does not facilitate the duty of the auditor, the auditor shall request the Board to convene the Ordinary General Assembly to consider the issue.</p>
<p>Article (39): Financial Year The financial year of the Company shall commence on 1 January and shall end on 31 December of every calendar year .</p>
<p>Article (40): Financial Documents: At the end of the financial year, the Board of Directors shall prepare the financial statements of the Company and a report on its activities and financial position for the ended financial year and their recommendation on the method of distribution of dividends. The Board of Directors shall put these documents at the disposal of the Auditor prior to the date scheduled for holding the General Assembly pursuant to the term specified by the law. The Chairman of the Board of Directors or a member delegated by the Board and its CEO and financial director shall sign the aforesaid documents. Copies of the aforesaid documents shall be deposited in the principal office of the Company and shall be made available to the Shareholders in accordance with the term specified by law. The Chairman of the Board of Directors shall provide the Shareholders with the financial statements of the Company, the Board of Directors' report and the Auditor's report, unless they are published by any modern technology medium within the period specified by the relevant laws and regulations and shall file these documents in accordance with the relevant laws and regulations.</p>

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Article (48): Distribution of Profits: The annual net profits of the Company shall be distributed as follows:	
1)	Ten percent (10%) of the net profits shall be set aside to form a statutory reserve. The Ordinary General Assembly may discontinue such setting aside if the reserve reaches (30%) of the paid-up capital.
2)	The Ordinary General Assembly may decide to form other reserves, to the extent of achieving the interest of the Company or guaranteeing distribution of fixed profits, to the extent possible, to the Shareholders. The said Assembly may also deduct amounts from the net profits to establish social institutions for the employees of the Company or to extend aid to existing institutions serving the community or to initiatives supporting and motivating the employees.
3)	From the remainder, a percentage representing not less than 1% of the paid-up capital shall be distributed thereafter as dividends to Shareholders upon recommendation of the Board of Directors as required by the laws in this regard, taking into consideration Article 76(2) of the Companies Law.
Article (49): Interim Profits: The Company may distribute interim profits to its Shareholders on biannual or quarterly basis in accordance with the controls set by the competent authorities.	
Article (50): Entitlement to Profits: A Shareholder shall be entitled to their share in the profits in accordance with the decision of the General Assembly issued in this regard. The decision shall note the entitlement date and the distribution date. Entitlement to profits shall be to the shareholders who are registered in the Register of Shareholders at the end of the day specified for entitlement.	
Article (51): Distribution of Profits to Preferred Shares:	
1)	If in any financial year no dividends are distributed, dividends shall be distributed for the following years only after payment of the percentage specified in the provisions of Article (114) of the Companies Law to holders of the preferred shares for that year.
2)	In the case of failure of the Company to pay the specified percentage under the provisions of Article (114) of the Companies Law from the dividends for three consecutive years, the Special Assembly of holders of such shares, convened pursuant to Article (89) of the Companies Law, may resolve either to attend the meetings of the General Assembly of the Company and to participate in voting or to appoint representatives for them at the Board of Directors in proportion to the value of their shares in the capital, until the Company has paid all the priority dividends allocated to the holders of such shares for the previous years.
Article (52): Losses of the Company	
1)	If losses of a Joint Stock Company reach one-half of the paid-up capital, at any time during a financial year, any officer of the Company or the auditor shall, upon becoming aware of such losses, notify the Chairman of the Board of Directors of such losses. The Chairman of the Board of Directors shall immediately notify the Board members of such losses. Within fifteen days from the date of becoming aware of the losses, the Board of Directors shall convene a meeting of the Extraordinary General Assembly to be held within forty five days from the date on which the Board became aware of the losses in order to decide either to increase or reduce the capital of the Company in accordance with the provisions of the Law to the extent to which the losses will fall below one-half of the paid-up capital or to dissolve the Company prior to the term specified in Article (6) of these Bylaws.
2)	The Company shall be considered expired by operation of law if the Extraordinary General Assembly fails to meet within the time specified in paragraph 1 of this Article, if the

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Article (41): Formation of Reserves and Distribution of Profits	
1) The Ordinary General Assembly may- on determining the net profits allocated to the shares- decide to form reserves, to the extent of achieving the interest of the Company or guaranteeing distribution of fixed profits- to the extent possible- to the Shareholders. The said Assembly may also deduct amounts from the net profits to achieve social objectives for the employees of the Company, to establish non-profit charitable institutions or to extend aid to existing institutions serving the community, for initiatives supporting and motivating the employees or for any other purposes. 2) The General Assembly shall specify the percentage to be distributed to the Shareholders from the net profits after deduction of the reserves- if any- as required by the laws in this respect .	
Article (42): Interim Profits The Company may distribute interim profits to its Shareholders on biannual or quarterly basis in accordance with the controls set by the competent authorities.	
Article (43): Entitlement to Profits A Shareholder shall be entitled to their share in the profits in accordance with the decision of the General Assembly or the decision of the Board of Directors – as the case may be- issued in this regard. The decision shall note the entitlement date and the distribution date. Entitlement to profits shall be for the Shareholders who are registered in the Register of Shareholders at the end of the day specified for entitlement. The profits determined to be distributed to Shareholders shall be paid at the place and time specified by the Assembly of the Shareholders or the Board of Directors – as the case may be- in accordance with the instructions issued by the competent authority .	
Article (44): Distribution of Profits to Preferred Shares	
1)	If in any financial year no dividends are distributed, dividends shall be distributed for the following years only after payment of the percentage specified in the Companies Law to holders of the preferred shares for that year.
2)	In the case of failure of the Company to pay the specified percentage from the net profits of the Company after deduction of the reserves – if any- for three consecutive years, the Special Assembly of holders of such shares, convened pursuant to the Companies Law, may resolve either to attend the meetings of the General Assembly of the Company and to participate in voting until the Company has paid all the priority dividends allocated to the holders of such shares for the previous years. A preferred share shall have one vote at the General Assembly meeting. The holder of the preferred share may, in this case, vote on all the items of the agenda of the Ordinary General Assembly without exception .
Article (45): Losses of the Company If the losses of the Company reach one-half of the paid-up capital, the Board of Directors shall disclose the same along with its recommendations concerning such losses within the time specified by the law from the date of becoming aware of reaching such amount and shall convene a meeting of the Extraordinary General Assembly to be held within the time prescribed by law from the date on which the Board became aware of the same in order to consider continuation of the Company with taking the necessary procedures for remedy of such losses or dissolution of the Company .	

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Assembly meets and is unable to pass a resolution in this regard or if the Assembly decides to increase the capital according to the conditions stipulated in this Article but not all of the capital increase shares are subscribed to within ninety days from the date of passing the Assembly's resolution to increase the capital.
Chapter Eight: Liability Action:
<p>Article (53): Liability Action: A Shareholder shall have the right to file the liability action vested in the Company against the Board members if they committed an error which has caused special damage to the Shareholder. A Shareholder may not file such action unless the Company is continues to have the right to file such action. A Shareholder shall inform the Company of their intent to file the action. The expenses incurred by the Shareholder in filing the action, regardless of its result, may be charged to the Company on the following conditions:</p> <p>a- If the Shareholder files the action in good faith. b- If the Shareholder informs the Company of the cause of filing the action and does not receive a response within thirty days. c- If filing such action is in the best interest of the Company based on the provisions of Article (79) of the Law. d- If the action is filed on valid basis.</p>
Chapter Nine: Dissolution and Liquidation of the Company
<p>Article (54): Expiration of the Company: Upon expiration, the Company shall enter into liquidation. The Company shall maintain its legal identity to the extent necessary for liquidation. The voluntary liquidation decision shall be issued by the Extraordinary General Assembly. The liquidation decision shall include the appointment of a liquidator and determining his powers and fees, the restrictions imposed on his powers, and the period necessary for liquidation. The period of voluntary liquidation shall not exceed five years and shall be extended only by a court order. The authority of the Board of Directors of the Company shall end upon its dissolution. However, the Board members shall continue to manage the Company, and in relation to others, they shall be considered liquidators until the liquidator has been appointed. The General Assembly of the Shareholders shall continue during the liquidation period, and their role shall be limited to exercising its functions, which shall not be inconsistent with the liquidator's functions.</p>
Chapter Ten: Final Provisions
<p>Article (55): Companies Law: The Companies Law and its Regulations shall apply to all other matters not specifically provided for herein.</p>
<p>Article (56): Publication: These Bylaws shall be filed and published in accordance with the provisions of the Companies Law and its Regulations.</p>

After Amendments
Chapter Eight: Disputes
<p>Article (46): Liability Action: The liability action may be filed pursuant to the controls provided in the Companies Law .</p>
Chapter Nine: Dissolution and Liquidation of the Company
<p>Article (47): Expiration of the Company: The Company shall expire for any of the expiration causes provided in the relevant laws. In the case of dissolution of the Company the Extraordinary General Assembly shall decide, upon recommendation of the Board of Directors, the method of liquidation and shall appoint one or more liquidators and determine their powers and remuneration. The authority of the Board of Directors shall expire on expiration of the Company. However, the Board shall continue to undertake management of the Company until the liquidator has been appointed. The departments of the Company shall maintain their powers to the extent to which the same are not inconsistent with the powers of the liquidators. If the assets of the Company upon its expiration are not sufficient to settle its debts or if it was insolvent pursuant to the Bankruptcy Law, the Company shall file with the competent judicial authority application for opening any liquidation procedures under the Bankruptcy Law .</p>
Chapter Ten: Final Provisions
<p>Article (48): Application of the Companies Law The Companies Law and its Regulations shall apply to all matters not specifically provided for herein.</p>
<p>Article (49): Publication: These Bylaws shall be filed and published in accordance with the provisions of the Companies Law and its Regulations.</p>

OLD

The Knowledge Economic City Company

Audit Committee Charter

Article (1)- Preamble:

In promotion of the concept of good governance, and in application of the standards of transparency, supervision and control and pursuant to Royal Decree No. (M/3) dated 28/1/1437AH and the laws and regulations of the Saudi Capital Market Authority, an Audit Committee shall be formed in the Knowledge Economic City Company. This Charter (the Charter) shall include the controls and proceedings of the Committee, its duties, the rules of election of its members, the method of their nomination, the term of membership, their remunerations and the mechanism of appointment of its members temporarily in the case of vacancy of a position on the Committee.

Article (2)- Name of the Committee:

The Audit Committee (the Committee) of the Knowledge Economic City Company

Article (3)- Decision of formation of the Committee:

The Committee shall be formed by decision of the Shareholders' General Assembly- upon recommendation of the Board of Directors- from non-executive members, whether they were shareholders or otherwise, of the Board of Directors.

Article (4)- Committee members and chairman and appointment of a member in the vacant position:

First: Committee members:

The number of the Committee members shall be not less than three members and not more than five members. The Board of Directors may nominate any member as considered fit by the Board for membership of the Committee. The following shall be taken into consideration on electing the Committee members:

NEW

The Knowledge Economic City Company

Draft

Audit Committee Charter

Article (1)- Preamble:

In promotion of the concept of good governance, and in application of the standards of transparency, supervision and control and pursuant to the laws and regulations of the Saudi Capital Market Authority, an Audit Committee shall be formed in the Knowledge Economic City Company. This Charter (the Charter) shall include the controls and proceedings of the Committee, its duties, the rules of election of its members, the method of their nomination, the term of membership, their remunerations and the mechanism of appointment of its members temporarily in the case of vacancy of a position on the Committee.

Article (2)- Name of the Committee:

The Audit Committee (the Committee) of the Knowledge Economic City Company

Article (3)- Decision of formation of the Committee:

The Committee shall be formed by decision of the Board of Directors- from the shareholders or otherwise, of the Board of Directors.

Article (4)- Committee members and chairman and appointment of a member in the vacant position:

First: Committee members:

The number of the Committee members shall be not less than three members and not more than five members. The following shall be taken into consideration on appointing the Committee members:

OLD

1. The Committee shall not have as a member the Chairman of the Board of Directors or any of the executive members of the Board of Directors.
2. The Committee members shall have among its members one independent member at least.
3. One of the members shall be specialized in financial and accounting affairs.
4. The Committee members shall not have among its members any person who has worked in the past two years in the executive management of the Company or for an auditor of the Company.
5. Membership of a member shall be renewable for more than one cycle of the Committee.

Second: Chairman of the Committee:

The Committee shall nominate a chairman from among its members, in the absence of nomination of the chairman by the Board of Directors. and shall be preferably nominated from among its independent members.

Third: Appointment of a member in the vacant position on the Committee:

In the case of a vacancy on the Committee, the Board may appoint a temporary member in the vacant position from among the non-executive members of the Board of Directors, whether such member was a Shareholders or otherwise, provided that the appointment is presented to the Ordinary General Assembly at its first meeting. The new member shall complete the term of his predecessor or the term recommended by the Board decision.

NEW

1. The Committee shall not have as a member the Chairman of the Board of Directors or any of the executive members of the Board of Directors.
2. The Committee members shall have among its members one independent member at least.
3. One of the members shall be specialized in financial and accounting affairs.
4. The Committee members shall not have among its members any person who has worked in the past two years in the executive management of the Company or for an auditor of the Company.
5. Membership of a member shall be renewable for more than one cycle of the Committee.
6. The Committee member should not serve as an audit committee member for more than five (5) listed companies in the Saudi Stock Market.

Second: Chairman of the Committee:

The Committee shall nominate a chairman from among its members, in the absence of nomination of the chairman by the Board of Directors. and shall be preferably nominated from among its independent members.

Third: Appointment of a member in the vacant position on the Committee:

In the case of a vacancy on the Committee, the Board may appoint a member in the vacant position. The new member shall complete the term of his predecessor or the term determined by the Board decision.

OLD

Article (5)- Term of the Committee and expiry of membership:

- a) The decision issued by the General Assembly on forming the Committee shall determine the term of the Committee in terms of the start and end and the start and end dates of its activity. In the absence of specification of the term of the Committee, the end of its term shall coincide with the cycle of the Board of Directors of the Company during which it was formed.
- b) Unless otherwise specified by the Assembly, the term of membership of the Committee shall commence on the date of appointment of the member by the Assembly, and shall commence from the date of the Board of Directors decision (in the case of filling a vacancy). Membership of the Committee shall end upon expiry of the appointment or resignation of the member or upon disqualification of the member in accordance with any law or instructions applicable in the Kingdom.

Article (6): the Committee's Rapporteur and Secretary

The Committee may appoint a rapporteur and a secretary from among its members or from the employees of the Company to assist the Committee in coordination and carrying out the duties assigned to it.

Article (7)- Committee meetings:

The Committee shall meet periodically and shall hold a minimum of four meetings during in the financial year of the Company. The Committee shall meet periodically with the auditor of the Company and the internal auditor of the Company. The internal auditor and the auditor may request a meeting with the Committee as and when the need arises for the same. The Committee may hold other additional meetings as may be needed for business or as may be requested by the Board of Directors or the CEO of the Company to discuss a certain matter.

NEW

Article (5)- Term of the Committee and expiry of membership:

- a) The term of the Committee shall coincide with the cycle of the Board of Directors of the Company during which it was formed.
- b) The term of membership of the Committee shall commence on the date of appointment of the member by the Board, and shall end upon expiry of the appointment or resignation of the member or upon disqualification of the member in accordance with any law or instructions applicable in the Kingdom.

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OLD

Article (8): Invitations, chairman and minutes of the meetings:

- a- Invitations of the Committee members to periodical meetings shall be coordinated with the chairman of the Committee by the coordinator of the Committee's proceedings. The coordinator shall invite the members and provide them with the agenda and documents of the meetings sufficiently in advance. The coordinator shall record and keep the minutes of meetings, the decisions and the record of attendance at the meetings.
- b- The chairman of the Committee shall chair the meetings and shall, in the case of being unable to attend, authorize another Committee member to manage the meeting .
- c- The CEO, the CFO or any employee of the Company as the Committee considers in its discretion necessary, shall be invited to attend the Committee meetings according to the need and specialization in coordination with the CEO.
- d- The Committee may hold its meetings via modern technology. A meeting shall be valid as if the meeting was attended by all the members at the same place. A member may attend a Committee meeting via modern technology if he is unable to attend in person and in this case he shall be considered present in person.

Article (9): Quorum, delegation of attendance and quorum for decisions:

A meeting of the Audit Committee shall be valid if attended by the majority of its members (provided that the number of attendees is not less than two members present in person, including the chairman of the Committee or his nominee), the Committee decisions shall be issued by the majority of votes of the members present, and in the case of a tie, the chairman shall have a casting vote. A member who is unable to attend may also delegate another member to attend the Committee meeting on his behalf. A member of the Committee shall not represent more than one member to attend the same meeting.

NEW

Article (8): Invitations, chairman and minutes of the meetings:

- a- Invitations of the Committee members to periodical meetings shall be coordinated with the chairman of the Committee by the coordinator of the Committee's proceedings. The coordinator shall invite the members and provide them with the agenda and documents of the meetings sufficiently in advance. The coordinator shall record and keep the minutes of meetings, the decisions and the record of attendance at the meetings.
- b- The chairman of the Committee shall chair the meetings and shall, in the case of being unable to attend, authorize another Committee member to manage the meeting.
- c- The CEO, the CFO or any employee of the Company as the Committee considers in its discretion necessary, shall be invited to attend the Committee meetings according to the need and specialization in coordination with the CEO.
- d- The Committee may hold its meetings via modern technology. A meeting shall be valid as if the meeting was attended by all the members at the same place. A member may attend a Committee meeting via modern technology if he is unable to attend in person and in this case he shall be considered present in person.

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OLD

The Committee may issue its decisions by circulation (without a meeting) by sending the proposed decision to each member to vote on the proposed decision in writing. All members shall be required to review and agree to the decision by majority and a decision shall be valid and enforceable as if it was adopted at a duly convened meeting of the Committee.

Article (10)- Functions, powers and responsibilities of the Committee

First: Functions of the Committee:

The Committee shall supervise the business of the Company, verify the validity and integrity of its reports, financial statements and internal control systems.

Second: The duties of the Committee are :

a) Financial reports:

- 1) To consider the initial and annual financial statements of the Company before presenting them to the Board of Directors and to give its opinion in and recommendation concerning them to ensure their integrity, fairness and transparency.
- 2) To give technical opinion- upon request of the Board of Directors- in whether the Board of Directors' report and the financial statements of the Company are fair, balanced, understandable and include information that allows Shareholders and investors to evaluate the Company's financial position, performance, business model and strategy.
- 3) To consider any significant or unfamiliar matters in the financial reports.
- 4) To thoroughly discuss any matters raised by the CFO of the Company or his delegate, the compliance officer or the auditor.
- 5) To verify the accounting estimates on material matters included in the financial reports.

NEW

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- 3) To consider any significant or unfamiliar matters in the financial reports.
- 4) To thoroughly discuss any matters raised by the CFO of the Company or his delegate, the compliance officer or the auditor.
- 5) To verify the accounting estimates on material matters included in the financial reports.

OLD	
6)	To consider the accounting policies followed by the Company and to give its opinion and recommendations to the Board of Directors concerning them.
b)	Internal auditing:
1)	To consider and review the internal and financial control system and the risk management in the Company.
2)	To consider the internal audit reports and to follow up on the implementation of the corrective measures of the comments stated therein.
3)	To control and supervise the performance and activities of the internal auditor and the internal audit department of the Company- if any- to verify availability of the necessary resources and their effectiveness in performance of the business and duties vested in them. If the Company does not have an internal auditor, the Committee shall submit its recommendation to the Board concerning the need to appoint an internal auditor.
4)	To recommend to the Board of Directors appointment of a director for the internal audit unit or department, or the internal auditor and to recommend his remuneration.
c)	Auditor:
1)	To recommend to the Board of Directors nomination and removal of the auditors, to determine their fees and to evaluate their performance, after verifying their independence and reviewing the scope of their work and the conditions of their contract.
2)	To verify the independence, objectivity and fairness of the auditor and the effectiveness of the auditing procedures taking into consideration the relevant rules and standards.
3)	To review the plan and work of the Company's auditor, to verify that the auditor does not provide technical or administrative work beyond the scope of auditing and to give its views on the same.

NEW	
6)	To consider the accounting policies followed by the Company and to give its opinion and recommendations to the Board of Directors concerning them.
b)	Internal auditing:
1)	To consider and review the internal and financial control system and the risk management in the Company.
2)	To consider the internal audit reports and to follow up on the implementation of the corrective measures of the comments stated therein.
3)	To control and supervise the performance and activities of the internal auditor and the internal audit department of the Company to verify the availability of the necessary resources and their effectiveness in the performance of the business and duties vested in them.
4)	To recommend to the Board of Directors appointment of a director for the internal audit unit or department, or the internal auditor and to recommend his remuneration.
c)	Auditor:
1)	To recommend to the Board of Directors nomination and removal of the auditors, to determine their fees and to evaluate their performance, after verifying their independence and reviewing the scope of their work and the conditions of their contract.
2)	To verify the independence, objectivity and fairness of the auditor and the effectiveness of the auditing procedures taking into consideration the relevant rules and standards.
3)	To review the plan and work of the Company's auditor, to verify that the auditor does not provide technical or administrative work beyond the scope of auditing and to give its views on the same.

OLD

- 4) To answer the inquiries of the Company's auditor.
- 5) To consider the auditor's report and notes to the financial statements and to follow up on the actions taken in that regard.
- d) Compliance assurance:**
 - 1) To review the results of the reports submitted to the regulators and to verify that the Company has taken the necessary measures concerning the same.
 - 2) To ensure compliance by the Company with the relevant laws, regulations, policies, and instructions.
 - 3) To review the contracts and transactions proposed to be concluded by the Company with the related parties and to give its views on the same to the Board of Directors.

Third: Powers of the Committee

In order to perform its duties, the Audit Committee may:

- 1) Review the records and documents of the Company.
- 2) Request any clarification or statement from the members of the Board of Directors or the executive management.
- 3) Request the Board of Directors to convene the General Assembly of the Company if the Board of Directors obstructs its work or if the Company sustains gross damage or losses.

NEW

- 4) To answer the inquiries of the Company's auditor.
- 5) To consider the auditor's report and notes to the financial statements and to follow up on the actions taken in that regard.
- d) Compliance assurance:**
 - 1) To review the results of the reports submitted to the regulators and to verify that the Company has taken the necessary measures concerning the same.
 - 2) To ensure compliance by the Company with the relevant laws, regulations, policies, and instructions.
 - 3) To review the contracts and transactions proposed to be concluded by the Company with the related parties and to give its views on the same to the Board of Directors.

e) Other duties:

The Board of Directors may add other tasks to the Committee for the interest of the company.

Third: Powers of the Committee

In order to perform its duties, the Audit Committee may:

- 1) Review the records and documents of the Company.
- 2) Request any clarification or statement from the members of the Board of Directors or the executive management.
- 3) Request the Board of Directors to convene the General Assembly of the Company if the Board of Directors obstructs its work or if the Company sustains gross damage or losses.

OLD

Article (11): Arrangement of submitting comments

The Committee shall review the mechanism that allows the employees if the Company to confidentially submit their comments concerning any violations in the financial or other reports, provided that the Committee shall ensure application of this mechanism by conducting an independent investigation commensurate with the extent of the error or violation and to adopt the appropriate follow-up measures.

Article (12) Audit Committee's report:

The Committee shall prepare a report including details of its performance of its functions and duties provided for in the Companies Law and its Implementing Regulations, and its recommendations and opinion on the adequacy of the Company's internal and financial control and risk management systems. The Board of Directors shall deposit sufficient copies of this report at the Company's main office and publish it on the Company's website and the Market's website on publishing the invitation to the General Assembly meeting to enable any Shareholders, who wishes, to obtain a copy of that report. The summary of the report shall be read out at the General Assembly meeting.

Article (13)- Remuneration of the Committee members:

The remuneration of the Committee members shall consist of the following:

- 1) An annual lump sum amount of Riyals (100) thousand
- 2) Allowance for attendance of the Committee meetings in the amount of Riyals (3,000) per meeting
- 3) Allowance for travel and transportation in the amount of Riyals (1,500) per meeting

The Committee shall authorize the Board of Directors to review the remuneration to a higher limit than the above by decision of the Board, provided that the decision shall be presented for approval at the first Shareholders' General Assembly held then.

NEW

Article (11): Arrangement of submitting comments

The Committee shall put the mechanism that allows the employees if the Company to confidentially submit their comments concerning any violations in the financial or other reports, provided that the Committee shall ensure application of this mechanism by conducting an independent investigation commensurate with the extent of the error or violation and to adopt the appropriate follow-up measures.

Article (12) Audit Committee's report:

The Committee shall prepare a report including details of its performance of its functions and duties provided for in the relevant Regulations, and its recommendations and opinion on the adequacy of the Company's internal and financial control and risk management systems. The Board of Directors shall deposit sufficient copies of this report at the Company's main office and publish it on the Company's website and the Market's website on publishing the invitation to the General Assembly meeting to enable any Shareholders, who wishes, to obtain a copy of that report. The summary of the report shall be read out at the General Assembly meeting.

Article (13)- Remuneration of the Committee members:

The members of the Committee shall be entitled to remuneration in accordance with the approved remuneration policy.

OLD

Article (14): Conflict between the Committee and the Board of Directors

In the case of conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board refuses to adopt the Committee's recommendation concerning appointment or removal of the Company's auditor, determination of his remuneration, evaluation of his performance or the appointment of the internal auditor, the report of the Board of Directors shall include the recommendation of the Committee and its justifications and the reasons for not adopting such recommendation by the Board.

Article (15)- Final provisions:

Enforcement and Amendment: This **Charter** shall come into effect and shall be complied with as of the date of its approval by the Shareholders' General Assembly. The Assembly shall authorize the Board of Directors to review, amend and update this Charter to achieve the interest of the Company and its Shareholders.

NEW

Article (14): Conflict between the Committee and the Board of Directors

In the case of conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board refuses to adopt the Committee's recommendation concerning appointment or removal of the Company's auditor, determination of his remuneration, evaluation of his performance or the appointment of the internal auditor, the report of the Board of Directors shall include the recommendation of the Committee and its justifications and the reasons for not adopting such recommendation by the Board.

Article (15)- Final provisions:

Enforcement and Amendment: This **Charter** shall come into effect and shall be complied with as of the date of its approval by the Shareholders' General Assembly. The Assembly shall authorize the Board of Directors to review, amend and update this Charter to achieve the interest of the Company and its Shareholders.



Form No. (1) Resume

a. Personal Information of the Nominated Member	
Full Name	Amin Mohammed Amin Shaker
Nationality	Saudi
Date of Birth	5-1-1379H

b. Academic Qualifications of the Nominated Member				
Sr.	Degree	Major	Date Obtained	Name of Awarding Entity
1.	Master	Business Administration	1986	South Western University - USA
2.	Bachelor	Business Sciences	1979	University of Riyadh
3.	Training Courses	Military Sciences	2011	Royal College for Defense Studies, UK
4.				
5.				

c. Work Experience of the Nominated Member	
Period of Employment	Area of Experience
28 Years (1385 - 2013)	Number of Positions at Government Sector
11 Years (2013 - Current)	Private Sector - Chairmanship and Board Memberships for Number of Companies
11 Years (2013 - Current)	Management of Private, Family, Closed Joint Stock and Publicly Listed Companies

d. Current Membership in the Board and Committees of Other Joint Stock Companies (Listed or Unlisted) or Any Other Company, Regardless of its Legal Form						
Sr.	Name of the Company	Main Activity	Membership status (Executive, Non-Executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Committees Membership	Legal Form of the Company
1	Knowledge Economic City	Real Estate	Non-Executive	nominee as a shareholder	Executive Committee	Publicly Listed
2	Medicina Co	Medical	Independent	nominee as a shareholder	-	LLC
3	Algharra International	Real Estate	-	nominated by a shareholder	-	LLC
4	Modern Foods Company	Foods	-	nominee as a shareholder	-	LLC



Form No. (1) Resume

a. Personal Information of the Nominated Member

Full Name	Dr. Ahmad Hasan Mohsen Alarjani
Nationality	Saudi
Date of Birth	21-11-1379H

b. Academic Qualifications of the Nominated Member

Sr.	Degree	Major	Date Obtained	Name of Awarding Entity
1.	Ph. D.	Architectural Engineering and Project Management	1993	Dundee University - United Kingdom
2.	Master	Architectural Engineering and Project Management	1989	George Washington University - USA
3.	Bachelor	Architectural Engineering	1985	King Saud University
4.				

c. Work Experience of the Nominated Member

Period of Employment	Area of Experience
2009 - Current	CEO - King Abdullah bin Abdulaziz Foundation for His Parent for Housing Development
1992 - 2008	Professor - King Saud University
Previously	Consultant at Riyadh Municipality and other Gov't companies in Architectural Engineering
Previously	Chairman for a number of Committees Responsible for Design Studies for University Campus

d. Current Membership in the Board and Committees of Other Joint Stock Companies (Listed or Unlisted) or Any Other Company, Regardless of its Legal Form

Sr.	Name of the Company	Main activity	Membership status (Executive, Non-Executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Committees Membership	Legal Form of the Company
1	Knowledge Economic City Co	Real Estate	Non-Executive	Nominated by a shareholder	Executive Comm.	Listed
2	Algharra International Real Estate Dev Co	Real Estate	-	Nominated by a shareholder	-	Limited Liability
3						
4						
5						
6						
7						



Form No. (1) Resume

a. Personal Information of the Nominated Member

Full Name	Saleh Mohammed Awad Binladen
Nationality	Saudi
Date of Birth	01-07-1375H

b. Academic Qualifications of the Nominated Member

Sr.	Degree	Major	Date Obtained	Name of Awarding Entity
1.	Bachelor	Business Administration	1976	Bournemouth College - United Kingdom
2.				
3.				
4.				

c. Work Experience of the Nominated Member

Period of Employment	Area of Experience
1978 - Current	Vast Experience in Business, Investment, Real Estate & Contracting
1998 - Current	General Manager - Project Management Development Co
1978 - 1998	Senior Vice President - Saudi Binladen Group

d. Current Membership in the Board and Committees of Other Joint Stock Companies (Listed or Unlisted) or Any Other Company, Regardless of its Legal Form

Sr.	Name of the Company	Main Activity	Membership status (Executive, Non-Executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Committees Membership	Legal Form of the Company
1	Knowledge Economic City Co	Real Estate	Non-Executive	Nominated by a shareholder	Executive Comm.	Listed
2	Makkah Construction and Development Co	Real Estate	Non-Executive	Nominated by a shareholder	-	Listed
3	Ports Development Company	Ports Business	Non-Executive	Nominated by a shareholder	-	Closed Joint Stock



Form No. (1) Resume

a. Personal Information of the Nominated Member

Full Name	Ziad Mohammad Makki Saleh Al Tunisi
Nationality	Saudi
Date of Birth	1-7-1388H (24 Sept. 1968)

b. Academic Qualifications of the Nominated Member

Sr.	Degree	Major	Date Obtained	Name of Awarding Entity
1.	Master	International Securities, Investment & Banking	1996	Reading University - UK
2.	Bachelor	Business Management	1991	King Saud University
3.	Executive Education	Private Equity & Venture Capital	2003	Harvard University - USA
4.	Executive Education	Corporate Financial Strategy	2005	INSEAD - Switzerland

c. Work Experience of the Nominated Member

Period of Employment	Area of Experience
2018 - Current	Chief Executive Officer - Al Faisaliah Group
2007 - 2018	Vice President and Operation Manager - Al Faisaliah Group
2002 - 2008	Chief Financial Officer - Al Faisaliah Group
1998 - 2002	Treasury Manager - Al Faisaliah Group
1991 - 1998	Investment Advisor, Private Banking, Samba Financial Group

d. Current Membership in the Board and Committees of Other Joint Stock Companies (Listed or Unlisted) or Any Other Company, Regardless of its Legal Form

Sr.	Name of the Company	Main activity	Membership status (Executive, Non-Executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Committees Membership	Legal Form of the Company
1	Knowledge Economic City	Real Estate	Independent	nominee as a shareholder	Nomination Compensation Comm	Publicly Listed
2	Axantia Cayman	Pharma.	Non-Exec	nominated by a shareholder		Outside Kingdom
3	Philips Joint Venture	Medical Equipment	Non-Exec	nominated by a shareholder	Compensation Comm	Closed Joint Stock
4	Nuwa Capital	Investment	Non-Exec	nominated by a shareholder		Outside Kingdom
5	AlSafi Danone	Foods	Non-Exec	nominated by a shareholder		Closed Joint Stock
6	Tibbiyah	Medical Equipment	Independent	nominated by a shareholder	-	Listed
7	Saudi Angel Investors	Investment	Independent	nominated by a shareholder	-	Outside Kingdom
8	Accenture	Consultancy	Non-Executive	nominated by a shareholder	-	Closed Joint Stock
9	Saudi National Bank	Banking	Independent	nominee as a shareholder	-	Listed
10	Lafana Holding	Investment	Independent	nominee as a shareholder	NRC and Investment	Closed Joint Stock



11	AWJ Holding	Real Estate	Independent	nominee as a shareholder	NRC	CJSC
12	Raqamyah Holding	IT	Independent	nominee as a shareholder	-	Limited Liability
13	AlMajadiah Residence	Real Estate	Independent	nominated by a shareholder	-	Closed Joint Stock
14	Tamkeen	HR	Independent	nominee as a shareholder	-	Closed Joint Stock

[illegible]

Form No. (1) Resume

a. Personal Information of the Nominated Member

Full Name	Mr. Basel Mohammad Binjabr
Nationality	Saudi
Date of Birth	23Aug 1978

b. Academic Qualifications of the Nominated Member

Sr.	Degree	Major	Date Obtained	Name of Awarding Entity
1.	Bachelor	Business Administration	1994	King Saud University
2.	Master	Business Administration	1996	Detroit University - USA

c. Work Experience of the Nominated Member

Period of Employment	Area of Experience
2019 - Current	Chairman - Tathmeen Holding Company
2011 - 2019	CEO, HTDC/ Deputy VP, Development Affairs, Saudi Binladen Group
2008 - 2010	CEO, Mohammed & Abdullah Al Subeaei Investment Co
2003 - 2007	President, Interactive Saudi Arabia Ltd.
1998 - 2001	Secretary General, E-Commerce National Taskforce, Ministry of Commerce
1996 - 2001	Deputy Director General, Int'l Organizations Dept., Ministry of Commerce

d. Current Membership in the Board and Committees of Other Joint Stock Companies (Listed or Unlisted) or Any Other Company, Regardless of its Legal Form

Sr.	Name of the Company	Main activity	Membership status (Executive, Non-Executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Committees Membership	Legal Form of the Company
1	Knowledge Economic City	Real estate	Independent	nominee as a shareholder	NRC	Listed
2	Alme'jal Trading and Contracting Co	Holding	Independent	nominee as a shareholder	Executive Com, NRC	CJSC
3	Tayseer	Financing	Independent	nominee as a shareholder	Executive	CJSC
4	Foods Basics	Foods	Independent	nominee as a shareholder	Audit NRC	CJSC
5	Allianz Saudi Fransi	Insurance	Independent	nominee as a shareholder	Audit and Investment	Listed
6	Riyad Capital	Investment	Independent	nominee as a shareholder	Risk	CJSC
7	Arch Capital	Investment	Independent	nominee as a shareholder	Executive, Nomination Remuneration	CJSC
8	Tilal Foods Co	Food Manufacturing	Independent	nominee as a shareholder	Executive	CJSC

Form No. (1) Resume

a. Personal Information of the Nominated Member

Full Name	Eng. Mohammed Abdulmhsin Algrenees
Nationality	Saudi
Date of Birth	3 May 1975

b. Academic Qualifications of the Nominated Member

Sr.	Degree	Major	Date Obtained	Name of Awarding Entity
1.	Bachelor	Chemical Engineering	1999	University of Kuwait
2.				
3.				
4.				

c. Work Experience of the Nominated Member

Period of Employment	Area of Experience
2022 - Current	Chief Investment Officer - Assila Investment (CJSC)
2017 - 2021	Executive Director, Local Equities and Fixed Income, Alraidah Investment Company
2015 - 2017	VP, Portfolio Management, Jadwa Investment
2008 - 2015	VP, Saudi Equity Funds. NCB Capital
2003 - 2008	Senior Portfolio Manager, HSBC Saudi Arabia

d. Current Membership in the Board and Committees of Other Joint Stock Companies (Listed or Unlisted) or Any Other Company, Regardless of its Legal Form

Sr.	Name of the Company	Main activity	Membership status (Executive, Non-Executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Committees Membership	Legal Form of the Company
1	Knowledge Economic City	Real Estate	Independent	nominee as a shareholder	Exec Committee	Listed
2	Taiba Investment	Real Estate Investment/ Development	Independent	nominee as a shareholder	Audit Committee NRC Committee	Listed
3	Saudi Ceramic	Industries	Independent	nominee as a shareholder	NRC	Listed
4	Saudi Investment Bank	Banking	Independent	nominee as a shareholder	ExCom and NRC, Risk	Listed
5	Binladen International Group Committees Member	Construction	Committee Member	nominated by a shareholder	-	Limited Liability

**Form No. (1) Resume****a. Personal Information of the Nominated Member**

Full Name	Majid bin Hilal bin Fazza Al-Subaie Al-Enazi
Nationality	Saudi
Date of Birth	20-12-1971

b. Academic Qualifications of the Nominated Member

Sr.	Degree	Major	Date Obtained	Name of Awarding Entity
1.	Bachelor	Business Management	1994	King Saud University
2.	Master	Marketing	1996	Institute of Management
3.				

c. Work Experience of the Nominated Member

Period of Employment	Area of Experience
2015 - 2024	General Manager - Retail Assets Department - Alinma Bank
2004 - 2015	Head of Consumer Finance - Bank Al Bilad
2000 - 2004	Director of Trading Department - Al Rajhi Bank
1996-2000	Deputy General Manager for the Central and Western Regions - Abdul Latif Jameel Company

d. Current Membership in the Board and Committees of Other Joint Stock Companies (Listed or Unlisted) or Any Other Company, Regardless of its Legal Form

Sr.	Name of the Company	Main activity	Membership status (Executive, Non-Executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Committees Membership	Legal Form of the Company
1	King Abdullah Bin Abdulaziz Foundation for Housing Development Dedicated for His Parents	Housing	Non-Executive	nominated by a shareholder	-	Charitable Organization
2	UnionPay Company	Financial	Executive	Nominated by a shareholder	Executive Committee	Limited liability



Form No. (1) Resume

a. Personal Information of the Nominated Member

Full Name	Dr. Mansour bin Abdul Rahman bin Muhammad Al-Ghamdi
Nationality	Saudi
Date of Birth	11-12-1399

b. Academic Qualifications of the Nominated Member

Sr.	Degree	Major	Date Obtained	Name of Awarding Entity
1.	Ph.D	Jurisprudence and its principles - partial objectives in usury	2014	King Saud University
2.	Master	Jurisprudence and its principles - the limited liability company, a comparative study in the Saudi corporate system	2009	King Saud University
3.	Bachelor	Islamic Law	2002	Imam Muhammad Bin Saud Islamic University

c. Work Experience of the Nominated Member

Period of Employment	Area of Experience
2004 – 2006	Research and Development Director - Bank Al Bilad, Riyadh
2006 – 2009	Product Development Manager - Bank Al Bilad, Riyadh
2009 – 2011	Head of Product Development - Al Rajhi Bank, Riyadh
2014-2016	Islamic Banking Development Consultant - APICORP Bank, Al Khobar
2017 – 2019	Head of Governance and Sharia Consulting - Al Ahly, Jeddah
2022-2023	Secretary General of Sheikh Sulaiman Al Rajhi Endowment and CEO of Sulaiman Al Rajhi Holding Company, Riyadh

d. Current Membership in the Board and Committees of Other Joint Stock Companies (Listed or Unlisted) or Any Other Company, Regardless of its Legal Form

Sr.	Name of the Company	Main activity	Membership status (Executive, Non-Executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Committees Membership	Legal Form of the Company
1	Mashouah Company	Legal and development consultations	Non- Executive	Personally	-	Limited liability
2	Maimana Holding Company and its subsidiaries (Emaar Tihama Industrial Company, Yaser Transport Company, Barah Industrial Company)	Block and concrete production, crushing and heavy transportation	Non- Executive	Personally	-	Limited liability
3	Suleiman Al-Rajhi Endowment	Investment and charitable activities	Non-executive supervisor	Personally	Executive	An endowment registered with the Endowments Authority



4	King Abdullah bin Abdulaziz Parents Foundation for Developmental Housing	Developmental housing	Non- Executive	Personally	-	Social charitable organization



Form No. (1) Resume

a. Personal Information of the Nominated Member

Full Name	Mohammed bin Abdul Latif bin Omar Al Sheikh
Nationality	Saudi
Date of Birth	30-01-1972

b. Academic Qualifications of the Nominated Member

Sr.	Degree	Major	Date Obtained	Name of Awarding Entity
1.	Bachelor	Finance	1994	King Saud University
2.	Training program	Executive management program		INSEAD
3.	Training program	Executive program		Oxford University
4.	Training program	Executive program		NYFI

c. Work Experience of the Nominated Member

Period of Employment	Area of Experience
2012 – current	Head of Treasury and Investment - Alawwal SABB Bank
1994 – 2011	Assistant General Manager - Samba Financial Group Head of Investment and Money Market Portfolio and Head of Treasury - Samba London

d. Current Membership in the Board and Committees of Other Joint Stock Companies (Listed or Unlisted) or Any Other Company, Regardless of its Legal Form

Sr.	Name of the Company	Main activity	Membership status (Executive, Non-Executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Committees Membership	Legal Form of the Company
1	Mashouah Company	Legal and development consultations	Non- Executive	Personally	-	Limited liability
2	Maimana Holding Company and its subsidiaries (Emaar Tihama Industrial Company, Yaser Transport Company, Barah Industrial Company)	Block and concrete production, crushing and heavy transportation	Non- Executive	Personally	-	Limited liability
3	Suleiman Al-Rajhi Endowment	Investment and charitable activities	Non-executive supervisor	Personally	Executive	An endowment registered with the Endowments Authority
4	King Abdullah bin Abdulaziz Parents Foundation for Developmental Housing	Developmental housing	Non- Executive	Personally	-	Social charitable organization





Form No. (1) Resume

a. Personal Information of the Nominated Member

Full Name	Eng. Ahmed Yaqooub Yousef Almakhadhab
Nationality	Saudi
Date of Birth	24-12-1972

b. Academic Qualifications of the Nominated Member

Sr.	Degree	Major	Date Obtained	Name of Awarding Entity
1.	Bachelor	Engineering	1998	King Saud University
2.				

c. Work Experience of the Nominated Member

Period of Employment	Area of Experience
2020 - Current	CEO - Khuzam Suburb - National Housing Company
2008 - 2020	CEO - Ali Zaid Al Qurashi and Brothers Real Estate Investment Company
2004 - 2008	Projects and Supply Chain Manager - WESCOSA Company
1998 - 2004	Project Engineer - Saudi Aramco - Saudi FAL Company

d. Current Membership in the Board and Committees of Other Joint Stock Companies (Listed or Unlisted) or Any Other Company, Regardless of its Legal Form

Sr.	Name of the Company	Main activity	Membership status (Executive, Non-Executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Committees Membership	Legal Form of the Company
1	n/a	-				
2						
3						
4						
5						
6						
7						



Form No. (1) Resume

A) Personal information of the Nominated Member			
Full name	Adeeb Saleh A. Almohaimeed		
Nationality	Saudi	Date of birth	1987/10/30

B) Academic Qualifications of the Nominated Member				
No.	Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
1.	Master of Business Administration	Finance	2019	University of Jeddah
2.	Bachelor of Business Administration	Finance	2014	Taibah University
3.	Course: Leveraged Buyouts	Finance & investment	2022	Columbia University
4.	Course: Real Estate Development: Planning and Process	Real Estate Development	2021	MIT University
5.	Course: Commercial Real Estate Analysis and Investment	Real Estate Investment	2020	MIT University
6.	Course: Leading Creative Transformation in Critical Times	Leadership	2020	Stanford University
7.	Course: Value Investing, Investments and Securities	Investment	2019	Columbia University
8.	Course: Strategic Management	Strategy	2018	Harvard University

C) Experiences of the Nominated Member	
Period	Experience
August 2021 - Present	Al Maqar Development Company - Investment Director
May 2017 - Present	Future Generations Advisors - Investment Manager
February 2020 - August 2021	Madinah Regional Municipality - Director of investment planning department
November 2017 -February 2020	Madinah Region Development Authority - Deputy Director of Investment Department

D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
No.	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
1.	N/A					
2.						
3.						

نموذج (١)

السيرة الذاتية

١. البيانات الشخصية للعضو

Personal Information of the Member

الاسم الرباعي			بدر بن علي بن أحمد الربيعية
Full Name			Bader Ali Ahmad Alrabiah
الجنسية	سعودي	تاريخ الميلاد	1402\2\4 هـ
Nationality	Saudi	Date of Birth	2\12\1981

٢. المؤهلات العلمية للعضو

Academic Qualifications of the Member

م	المؤهل	التخصص	تاريخ الحصول على المؤهل	اسم الجهة المانحة
	Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
١	ماجستير تنفيذي Executive Masters	إدارة الأعمال EMBA Business Administration - EMBA	2024 2024	كلية الأمير محمد بن سلمان، السعودية Mohammed Bin Salman College, KSA
٢	ماجستير علوم Masters of Science	إدارة المشاريع Project Management	2009 2009	جامعة بوسطن، أمريكا Boston University, USA
٣	بكالوريوس علوم Bachelors of Science	هندسة ميكانيكية Mechanical Engineering	2005 2005	جامعة ولاية كاليفورنيا، أمريكا California State University, USA
٤	شهادة مهنية Professional Certificate	إدارة مشاريع محترف PMP Project Management Professional	2012 2012	معهد إدارة المشاريع، أمريكا Project Management Institute, USA

٣. الخبرات العملية للعضو

Experiences of the Member

الفترة	مجالات الخبرة
Period	Experience
فبراير 2023 حتى الان Feb 2023 to Present	الرئيس التنفيذي، شركة تطوير منطقة العقير، وتعمل في مجال التطوير العقاري والوجهات الساحلية والسياحية والثقافية CEO, Uqair Area Development Company, a seaside destination to develop real estate tourism and culture
أغسطس 2020 حتى فبراير 2023 Aug 2020 to Feb 2023	نائب رئيس مشاريع، صندوق الاستثمارات العامة، إدارة المشاريع العقارية المحلية Deputy Project Director, Public Investment Fund, local real estate project management
فبراير 2020 حتى فبراير 2023 Feb 2020 to Feb 2023	الرئيس التنفيذي، مؤسسة باء غير الربحية، المتخصصة في مجالات البيئية والثقافية ودعم المبادرات الوطنية CEO, Baa Foundation, focused to support environmental, cultural, and national support initiatives
نوفمبر 2019 حتى أكتوبر 2021 Nov 2019 to Oct 2021	مدير تنفيذي، الهيئة الملكية لمحافظة العلا، المكتب التنفيذي لسمو المحافظ Executive Director, Royal Commission of AlUla, executive office for HH the governor
مايو 2005 حتى أكتوبر 2019 May 2005 to Oct 2019	مدير أصول الاستثمارية، شركة أرامكو السعودية، إدارة الشراكات والاستثمارات Asset Manager, Saudi Aramco, JV and asset management department
سبتمبر 2000 حتى ديسمبر 2020 Sept 2000 to Dec 2020	شريك مؤسس، مؤسسة نور المستقبل، المطاعم والمقاهي والامتياز التجاري (الفرانشايز) وخدمات الاعاشة Cofounder, Bright Future, F&B and franchising along with catering services

نموذج (١)

السيرة الذاتية

٤. العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أياً كان

شكلها القانوني أو اللجان المنبثقة منها

Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it

٣	اسم الشركة	النشاط الرئيس	صفة العضوية (تنفيذي، غير تنفيذي، مستقل)	طبيعة العضوية (بصفته الشخصية، ممثلاً عن شخصية اعتبارية)	عضوية اللجان	شكل القانوني للشركة
	Company name	Main activity	Membership type	Membership Nature	Committees Membership	Legal form of the company
١	كيان التوسع	الاستثمار	غير تنفيذي	معين من قبل مساهم	-	مسؤولية محدودة
	Kayan Altawas LLC	Investments	Non-executive	Nominee	-	LLC
٢	ام ام سي و نور المستقبل	ادارة العلامات التجارية	غير تنفيذي	معين من قبل مساهم	-	مسؤولية محدودة
	MMC & BFG LLC	Brand management	Non-executive	Nominee	-	LLC
٣	نور المستقبل	المطاعم وسلاسل الامداد	تنفيذي	مساهماً	لجنة الاستثمار	مسؤولية محدودة
	Bright Future LLC	F&B and supply chain	Executive	Shareholder	Investment committee	LLC

Form No. (1) - Resume

1. Personal data about the Nominated/Appointed Member			
Full Name	Abdullah Al Shaikh		
Nationality	Saudi	Date of Birth	05/11/1964
Membership Type	Independent	Nature of Membership	Personal

2. Academic Qualifications of the Nominated/Appointed Member				
	Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
1	Bachelor	Accounting	1984	King Saud University
2	Master	Accounting & Business	1992	Aberdeen University
3	Certificate	Finance	2007	Canadian Institute for Financial Consultants
4	License	Zakat & Tax	2021	SOCPA

3. Experience of the Nominated/Appointed Member	
Period	Area of expertise
2121 - Now	Oversee Financial, Banking, Investments and Governance activities of Awqf Alrajhi
2019 - 2021	Oversee Financial, Supply Chain and Insurance activities of Saudi Medical Care Group
2008 - 2019	Oversee Financial activities and relationship with government entities in KFSHRC
2006 - 2008	Oversee Auditing, Compliance, Governance and Risk Management activities at Saudi Stock Exchange (Tadawul)
1996 - 2006	Oversee Finance, Auditing, and controlling activities at AMI Gama

4. Current Experience of the Nominated/Appointed Member in other companies						
	Company Name	Main Activity	Membership type (executive, non-executive, independent)	Nature of membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the Company
1	Enma Al-Rawabi Co.	Real Estate	Independent	personal	Board	JS
2	ACIG	Insurance	Independent	Personal	Board/Audit	JS
3	Chemanol	Industrial	Independent	Personal	Audit	JS
4	Alkathiri Holding Co.	Inustrial	Independent	Personal	Board	JS

Form No. (1) Resume

a) Personal information of the Nominated Member

Full name	Tarik Ahmed Rushdi Mullah Niazi		
Nationality	Saudi Arabia	Date of birth	2- 9 -1970

b) Academic Qualifications of the Nominated Member

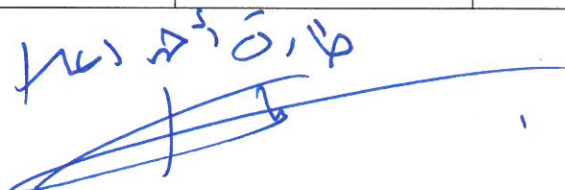
No.	Qualifications	Specialization	Date of obtaining qualifications	The issuer of the qualification
1.	B.A.	International Relations	1993	Franklin University
2.				
3.				
4.				
5.				

c) Experiences of the Nominated Member

Period	Experience
2022 to present	General Manager at Tarik Mullah Management Consulting (TMMC)
2010 - 2022	Senior Vice President - Regional Corporate Banking Manager at Riyadh Bank.
2004 - 2010	Assistant Vice President - Senior Relationship Manager at Riyadh Bank
1997 - 2004	Senior Relationship Manager, Large Corporate Banking at Riyadh Bank
1993 - 1996	Credit Analyst, Credit Department, Head Office at Al-Jazira Bank

d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:

No.	Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
1.	NIL					
2.						
3.						
4.						



Form No. (1) Resume

a) Personal information of the Nominated Member						
Full name		Sami Ahmed Sulaiman Al-Babtain				
Nationality		Saudi		Date of birth		27/11/1987
b) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of obtaining the qualifications		The issuer of the qualification	
1.	Bachelor	Finance	2013		Prince Sultan University	
2.	Certified Information System Auditor (CISA)	Internal Audit / Information Security	2024		ISACA - USA	
3.	Certified Information Security Manager (CISM)	Internal Audit / Information Security	2024		ISACA - USA	
4.						
5.						
c) Experiences of the Nominated Member						
Period		Experience				
Feb 2023 – Current		Board Member & Chairman of the Audit Committee – AlSagr Cooperative Insurance Co.				
Dec 2021 – Current		Head of Internal Audit – Arabian Contracting Services Company				
Jun 2021 – Dec 2021		Internal Audit Manager – Al-Khair Capital				
Nov 2018 – Jun 2021		Internal Audit Team Leader – AlRajhi Bank				
Sep 2013 – Oct 2018		Internal Auditor – SAMBA Financial Group				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
No.	Company name	Main activity	Membership type (executive, non- executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
1.	AlSagr Cooperative Insurance	Insurance	Independent	In Personal Capacity	Chairman of the Audit Committee	Listed Company
2.						
3.						
4.						



Form (1) Resume

2000/2-1993/11



٤. العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أيا كان شكلها القانوني أو اللجان المنبثقة منها

Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it

الشكل القانوني للشركة	عضوية اللجان	طريقة التعيين (مرشح بصفته مساهما ، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركات الـ اساس، مرشح من مساهم)	صفة العضوية (تنفيذي ، غير تنفيذي، مستقل)	النشاط الرئيس	اسم الشركة	م
Legal form of the company	The name of the Committee in which it is a Member	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Membership type in board of directors (executive, nonexecutive, independent)	Main activity	Company name	
					لا يوجد حاليا	1
						٢
						3
						٤
						5



Form No. (1) Resume

1) Personal Information of the Nominated Member				
Full Name	Majid Ahmed Ibrahim AlSuwaigh			
Nationality	Saudi	Date of Birth	10/06/1976	
2) Academic Qualifications of the Nominated Member				
No	Qualification	Specialization	Date of the awarded degree	The Name of the awarding entity
1	Master	Islamic Finance	2018-2020	The General Council of Banks
2	Master Class	Building organizational leadership, driving change. and Implementation of the strategy	2016	ANSIAD Business School
3	Bachelor	Japanese Language	2000	King Saud University
4	QMS	ISO requirements 9001:2015 Quality Management System Management Documents For Internal Auditors	2023	American GIC from American AIS Certified Ministry of Labor and Social Development Administrative (Eshhad Institution)
5	CIB	Islamic Finance	2018	The General Council of Banks
6	PACG-SJSC	Practical Applications of Corporate in Saudi Joint Stock Companies	2023	Institute of Directors Kingdom of Saudi Arabia
7	CISCAM	Financial Markets	2018	The General Council of Banks
8	CISTRAF	International Trading	2018	The General Council of Banks
9	CISRIM	Risk Management	2018	The General Council of Banks
10	CIT	Certified Global Trainer	2018	Oxford International College
11	CIT	Certified Global Trainer	2018	Harvard Professional University
12	TC	Training consultant	2018	Harvard Professional University



13	ECM	Certified Global Trainer For financial banking, treasury, and Islamic products	2018	American Institute For professional studies
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3) Experiences of the Nominated Member

Period	Experience
2020 - Up today	Chairman & Member of the Board of Directors and committees of several joint stock companies
2017 – 2021	CEO of Talayye Arriyadah Company
2016-2017	Senior Director of the treasury sales, Alrajhi Bank
2015-2016	Vice president- Manager, high Net-worth & Institutional unit, Riyadh Capital
1997-2015	Head Treasury Department Regional Corporate Sales, Riyadh Bank

4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or any other company of any legal form or its committees:

No.	Company Name	Main Activity	Membership Type (Executive, non-executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Membership of Committees	Legal form of the Company
1	Tabuk Agriculture Development Company	Food & Beverages	Personal Capacity	Independent	<ul style="list-style-type: none"> - Chairman since 03-09-2023 - Board Member until 03-09-2023 - Member of Nomination Remuneration and remuneration Committee - Deputy Chairman Audit Committee until 03-09-2023 	Joint Stock
2	Middle East Specialized Cables (MESC)	Cables	Personal Capacity	Independent	<ul style="list-style-type: none"> - Board Member - Chairman of Nomination Remuneration and remuneration Committee - Chairman of Audit Committee until 26-06-2023 	Joint Stock



* Disclaimer: This form represents a translation of the Arabic original version, therefore, in case of any misinterpretation, the Arabic version will prevail.



1. البيانات الشخصية للمعضو

Personal Information of the Member

الاسم الرباعي	ايمن هلال علي الجابر
Full Name	Ayman bin Hilal Aljaber
الجنسية	السعودية
Nationality	Saudi
تاريخ الميلاد	١٩٨٧/٠١/١٥
Date of Birth	١٩٨٧/٠١/١٥

2. المؤهلات العلمية للمعضو

Academic Qualifications of the Member

م	المؤهل	التخصص	تاريخ الحصول على المؤهل	اسم الجهة المانحة
	Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
1	بكالوريوس	محاسبة	٢٠١٠	جامعة الملك فهد للبترول والمعادن
	Bachelor's	accounting	2010	King Fahd University of Petroleum and Minerals
2	إخصائي مخاطر الائتمان المعتمد	الائتمان	٢٠١٩	IAFM
	Certified Credit Risk Professional	Credit	٢٠١٩	IAFM
3	مدقق داخلي معتمد	المراجعة الداخلية	٢٠١٨	IIA
	Certified Internal Auditor	Internal Audit	٢٠١٨	IIA
	مدقق نظم معلومات معتمد	المراجعة الداخلية	٢٠١٤	ISACA
	Certified Information System Auditor	Internal Audit	٢٠١٤	ISACA

3. الخبرات العملية للمعضو

Experiences of the Member

الفترة	مجالات الخبرة
Period	Experience
٢٠٢١-الآن	الرئيس التنفيذي للمراجعة الداخلية في شركة هالا للمدفوعات
2021-Now	Chief Internal Audit Executive – Hala payment Company
٢٠٢١-٢٠٢٠	مدير إدارة المراجعة الداخلية_شركة العقارية
٢٠٢١-٢٠٢٠	Director of Internal Audit- Al-Akaria Company
٢٠٢٠-٢٠١٨	رئيس تنفيذي للمراجعة الداخلية-شركة اليسر للإيجار والتمويل
٢٠٢٠-٢٠١٨	Chief Internal Audit Executive – Al Yusr Leasing and Finance Company
٢٠١٨-٢٠٠٨	عدة مناصب في مجال المراجعة الداخلية في -برايس واتر هاوس كوبرز - شركة موبيلي-البنك السعودي البريطاني
٢٠١٨-٢٠٠٨	Multiple roles in Audit with PwC, Mobily and SABB



4. العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أيا كان شكلها القانوني أو اللجان المنبثقة منها

Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it

م	اسم الشركة	النشاط الرئيس	صفة العضوية (تنفيذي ، غير تنفيذي ، مستقل)	طريقة التعيين (مرشح بصفته مساهما، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الاساس ،مرشح من مساهم)	عضوية اللجان	الشكل القانوني للشركة
	Company name	Main Activity	Membership type in board of directors (executive, non-executive, independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	The name of the committee in which it is a Member	The legal form of the company
1	شركة عذيب للاتصالات	الاتصالات	مستقل	الشخصية	مجلس الإدارة	مساهمة مدرجه
	Etihad Atheeb Telecom Company	Telecommunications	Independent	Shareholder	Board of Director	JS Listed
٢	شركة عذيب للاتصالات	الاتصالات	مستقل	الشخصية	لجنة المراجعة	مساهمة مدرجه
	Etihad Atheeb Telecom Company	Telecommunications	Independent	Shareholder	Audit Committee	JS Listed
3	شركة عذيب للاتصالات	الاتصالات	مستقل	الشخصية	لجنة المخاطر	مساهمة مدرجه
	Etihad Atheeb Telecom Company	Telecommunications	Independent	Shareholder	Risk Committee	JS Listed
٤	هالا للتمويل	التقنية المالية	مستقل	الشخصية	لجنة المراجعة	مساهمة مغلقة
	Hala Finance	FinTech	Independent	By Shareholder	Audit Committee	JS Closed
5						



نموذج (1)

السيرة الذاتية

١. البيانات الشخصية للعضو

Personal Information of the Member

الاسم الرباعي	سميرة صالح محمد المطيري		
Full Name	Samirah Saleh Mohammed Almutairi		
الجنسية	سعودية	تاريخ الميلاد	26/04/1987
Nationality	Saudi	Date of Birth	26/04/1987

٢. المؤهلات العلمية للعضو

Academic Qualifications of the Member

م	المؤهل	التخصص	تاريخ الحصول على المؤهل	اسم الجهة المانحة
	Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
1	الدكتوراة	المحاسبة المالية والحوكمة	05/2019	Durham University
2	الماجستير	إدارة الأعمال- التخصص الدقيق محاسبة	12/2012	Texas A&M University

٣. الخبرات العملية للعضو

Experiences of the Member

الفترة	مجالات الخبرة
Period	Experience
٤ سنوات	مدير مالي
سنة	عضو لجنة مراجعة في التجمع الصحي بجدة
١٤ سنة	مستشار مالي غير متفرغ
١٤ سنة	أستاذ مساعد في المحاسبة المالية بجامعة الملك فهد للبترول والمعادن
٦ أشهر	مراجع خارجي لدى شركة ديلاويت
٦ أشهر	محاسب مالي لدى شركة جونسون كنترولز الأمريكية
سنة	محلل إئتمان



نموذج (1)

السيرة الذاتية

٤. العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أياً كان شكلها القانوني أو اللجان المنبثقة منها

Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it

الشكل القانوني للشركة	عضوية اللجان	طبيعة العضوية (بصفته الشخصية, ممثل عن شخصية اعتبارية)	صفة العضوية (تنفيذي, غير تنفيذي, مستقل)	النشاط الرئيس	اسم الشركة	م
Legal form of the company	Committees Membership	Membership Nature	Membership type	Main activity	Company name	
					لا يوجد	1
						2
						3



Form No. (1) Resume

A) Personal information of the Nominated Member				
Full name		Dr Ahmed Sirag Abdulrahman Khogeer		
Nationality		Saudi Arab	Date of birth	November 14, 1968
B) Academic Qualifications of the Nominated Member				
No	Qualifications	Specialization	Date of the awarded degree	Name of Awarding Entity
1	PhD (Doctorate)	Chemical Engineering (GPA 4.0/4.0) First Honor	2005	Colorado State University, USA
2	MBA	Business Administration (GPA 3.7/4.0) Honor	2004	Colorado State University, USA
3	Certificate in Finance	Finance and investment (GPA 4.0/4.0) First Honor	2005	Colorado State University, USA
4	MSe Masters of Science in Engineering	Chemical Engineering (GPA 4.0/4.0) First Honor	1998	University of Tulsa, USA
5	BSe Bachelor of Science in Engineering	Chemical Engineering (GPA 3.15)	1990	King Abdulaziz University
6	Fellowship (First Arab in History)	Chemical Engineering	2017	American Institute of Chemical Engineers AIChE, USA
7	Advanced Project Management certificate	Project management, six courses, PMI recognized	2004	Colorado State University, USA
8	Process Management certificate	Eight courses in process management	2004	Colorado State University, USA
9	PE, Licensed Professional Engineer	Chemical Engineering	2006	Texas board of Professional Engineers, USA
10	PMP, Project Management Professional	Project Management	2010	Project Management Institute PMI, USA
11	CE, Consultant Engineer	Chemical Engineering	2010	Saudi Council of Engineers
12	Certified Arbitrator	International arbitration	2020	GCC Commercial Arbitration Centre(Dar Al-Qarar)
13	Certified Aramco trainer	Technical and professional courses	2000&2017	Aramco
14	More than 150 courses and conferences	Technical, managerial, project management, leadership	1990-2021	Top institutions Worldwide
C) Experiences of the Nominated Member				
Period	Areas of Experience			
A- Board of Director/ EXCOM membership				
March 2024- Present	Saudi Kayan, a Sabic subsidiary: <ul style="list-style-type: none"> Member, Board of Directors Member, Audit committee Member, Risk committee 			
August, 2022- Present	Najran Cement, Publicly listed: <ul style="list-style-type: none"> Member, Board of Directors Chair, NRC committee 			
July 2021- present	Naseej International trading company, Publicly listed: <ul style="list-style-type: none"> Vice Chairman of board Past Chair, Executive Committee Member, Audit committee 			



April, 2022- Present	Gulf General Cooperative Insurance Company, Publicly listed: <ul style="list-style-type: none"> • Member, Board of Directors • Member, Audit Committee • Member, NRC committee
September, 2023- Present	Arab Sea Information System, Publicly listed: <ul style="list-style-type: none"> • Member, Board of Directors • Chair, Audit Committee
2010-now	American Institute of Chemical Engineers AIChE <ul style="list-style-type: none"> • Director 2010-2014 and 2014-2017 (two terms) for four years term (First Arab Director in history). • Vice Chair (Chair Elect) and Member, Fellows council 2017-2011 and 2011-present two terms as the <u>first one in history from outside USA</u> for more than 110 years. • Chair, Fuels and petrochemicals division as the <u>first one in history from outside USA</u> for more than 110 years. • Member, Societal impact operating Council SIOC (First Arab). • Member, Global Societal Initiatives council (First Arab).
	King Abdulaziz university <ul style="list-style-type: none"> • Member, Financial Sustainably league • Member, External partnership committee • Member, College of Engineering Advisory board • Member, Chemical Engineering department Advisory Board • Member, Chemical Engineering department Rabigh Branch Advisory Board
2018-2020	Saudi Building Code 2018 , Founding Member
B- Aramco and affiliates, 31 years (1990-2020) as described below	
2009-2020 12 years	<u>Founder:</u> King Abdullah University of Science and Technology KAUST project
April -Oct 2020	Aramco Advanced R&D Center at King Abdullah University of Science and Technology KAUST project Joined Saudi Aramco Research & Development center R&DC project management to capitalize on my experience in managing mega projects to assist in the completion of the state of the art R&D center at KAUST. -Responsible for the transformation of the center theme from traditional research to IR4 and AI driven theme working with world class contractors and designers such as Wipro, Jacobs and DAR. Was also responsible for other complicated commissioning issues.
Jan 2011 - March 2020	Aramco: King Abdullah University of Science and Technology KAUST projects management Having both the technical knowledge and project management skills, I was requested to assist in the KAUST project from the project management side by Saudi Aramco project management business line. led teams of engineers and supports staff and was the primary responsible person for design, construction and commissioning of: <ul style="list-style-type: none"> • 30+ Advanced Research centers and specialized research labs at KAUST Mega project. • KAUST premiere security system project including ditch, intrusion detection systems, sonars, radars, vessels barriers, IDAS, and crash rated fences with all control systems. • Thuwal town development projects including schools, roads, full utilities systems, mosques, public areas, sewage treatment plant, and heritage convention center. • Project Controls & Support including closeouts, HSE, KPIs, scheduling, IT, and interfaces management. • Construction of KAUST National Guard housing complex project consisting of 500 villas, Grand mosque, four local mosques, seven schools, clinic, fire station, full infrastructure, , sewage treatment, with complete services such as fire water system irrigation, security, retail, all fully equipped and furnished.



	<ul style="list-style-type: none"> Passed through many claims, disputes, change orders, additional funding, approvals, contractor financial difficulties and bankruptcy, labor strikes and other issues, schedule extension and crashing.
Jan 2009 - Nov 2010	<p><i>Aramco: King Abdullah University of Science & Technology KAUST mega Project (founding member)</i></p> <p>I am proud of being a Founder for King Abdullah for Science and Technology KAUST, where I led a team from Saudi Aramco, designer HOK, faculty, and contractors working on the project. I was responsible for the advanced research labs including state of the art equipment such as the Nano fabrication labs, clean room, proteomics and genomics, and clean combustion center. I had the responsibility to represent KAUST interests in front of Aramco PMT, Bin laden, Saudi Oger & Oger international, HOK, and other stakeholders</p>
Aug 2006- Dec 2008	<p><i>Saudi Aramco New Business Development, Aramco/ ConocoPhillips YASREF export refinery Mega project Houston, USA</i></p> <p>Joined a team from Saudi Aramco, Conoco Phillips and their contractor Kellogg Brown & Root KBR in Houston, TX working on the design of a \$ 10 b state-of-the-art Joint Venture Yanbu Refinery complex. Worked at the main office in Houston on the refinery's design, configuration, feasibility study, layout, plot plan, specifications, profitability, economics, and synergies with other Aramco, Sabic and private sector industries. In addition, I was responsible of the whole gasoline processing complex and part of the configuration team, licensors selection technical and commercial teams. Participated in the bid evaluation and award processes for the whole complex. Was an instrumental member in deciding the project product slate and profitability.</p>
Mar 2000 - Jul 2006	<p><i>Saudi Aramco Research & Development R&D Center (Mar 2000 - Jul 2006)</i></p> <p>Was responsible for research and new technology development in order to enhance the profitability and decrease the running cost of the refining processes. Was leading a team of scientists and engineers for pilot plants testing, catalyst characterization, desulphurization, refinery optimization, fuels & engine performance, High olefins FCC technology. Was the main advisor for the selection of deep catalytic cracking technology for high yield of plastics that was constructed in PetroRabigh. Gave technical courses to Saudi Aramco engineers. Was sponsored to pursue my PhD in USA.</p>
Aug 1999 - Feb 2000	<p><i>Saudi Aramco Facilities Planning Dept.</i></p> <p>FPD is responsible for preplanning of all Aramco capital projects and planning all Saudi Aramco's facilities, capital projects and business plan. These facilities include oil production, refineries, petrochemicals, roads, residential, infrastructure, recreation, utilities, and IT. I was participated in Kingdom Refineries Upgrade program, refineries master plan, refinery excess oil utilization and profitability enhancement.</p>
Nov 1995 - Jul 1996	<p><i>Saudi Aramco Jeddah/Riyadh Refining Vice President Planning staff (Nov 1995 - Jul 1996)</i></p> <p>Technical Advisor & Capital Project Coordinator responsible for all technical issues regarding capital projects, Operating &, Business plans, issuing accountability reports for Jeddah & Riyadh refineries and Jeddah Administrative area. Served as a consultant to the VP.</p>
Oct 1990 - July 1999	<p><i>Petromin/ Samarec/Saudi Aramco Jeddah Oil Refinery (Oct 1990 - July 1999)</i></p> <p>Process & Operation Engineer for all Jeddah refinery process units. First Saudi Specialized in FCC field. Participated in engineering, construction and commissioning in two major Revamp Projects and 20 refinery turnarounds projects. Invented new procedures for cleaning vessels to avoid plugging saving time and money. Made necessary engineering for numerous projects and modifications. Mentored many new engineers. Invented a new program which can do daily and monthly reports, and give MIS type information way before advanced computers were available. Was selected as the presenter of the refinery deficiencies to Aramco's corporate management Committee. Was nominated for the MS degree in USA and high level assignment with the VP.</p>



Mar-Oct 1990	Petromin Lubricating Oil Company (Petrolube), Jeddah (Mar-Oct 1990)					
	Started my career working on Lube & grease formulations, specifications and production. Obtaining performance certificates from international firms (Mobil, API, GM, Rolls-Royce, and SAE). Had important role to advise Saudi customs whether imported lubes and lube additives meet Saudi specs and if they can be locally manufactured or not to waive import custom duties					
2010-now	International management experience by holding several high positions in the American Institute of Chemical Engineers AIChE for more than 15 years including Division Chair, Director, Committee Chair, regional liaison, technical sessions' chair, and keynote.					
2009-now	Renewable and Clean Energy International experience projects from being a founder KAUST responsible for clean energy advanced research labs KAUST founder, engaging in AIChE for 15 years with world top companies and national research labs such as NREL, DOW in addition to working in Aramco R&D center					
1980-2010	Working in Haj family business for 30 years gaining valuable experience in crowd and people management and logistics.					
2016-2018	Saudi building code 2018 review committee member					
2016-now	Member of the board of college of engineering, King Abdulaziz university Rabigh					
D) Current membership in the board of directors of other joint stock companies (listed or un-listed) or any other company of any legal form or its committees:						
NO	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Membership of Committees	Legal form of the company
1	Saudi Kayan, Sabic subsidiary	Materials	Independent	Nominee as a shareholder	<ul style="list-style-type: none">• Member, Board of Directors• Member, Audit committee• Member, Risk committee	Publicly listed
2	Najran Cement	Basic Materials	Independent	Nominee as a shareholder	<ul style="list-style-type: none">• Member, Board of Directors• Chair, NRC committee	Publicly listed
3	Naseej International trading company	Consumer goods	Independent	Nominee as a shareholder	<ul style="list-style-type: none">• Vice Chairman of board• Past Chair, Executive Committee• Audit Committee member	Publicly listed
4	Gulf General Cooperative Insurance Company	Financials-Insurance	Independent	Nominee as a shareholder	<ul style="list-style-type: none">• Member, Board of Directors• Audit Committee• NRC committee	Publicly listed
5	Arab Sea information system	Software & Services	Independent	Nominee as a shareholder	<ul style="list-style-type: none">• Member, Board of Directors• Chair, Audit Committee	Publicly listed
6	American Institute of chemical engineers AIChE	International scientific society	Independent	Personal	<ul style="list-style-type: none">• Vice Chair, Fellows council as the first one in history from outside USA for more than 110 years.• Chair, Fuels and petrochemicals division as the first one in history form outside USA for more than 110 years.	International scientific society
7	King Abdulaziz university	University	Independent	Personal	<ul style="list-style-type: none">• Member, Financial Sustainably committee• Member, External partnership committee	University

* Disclaimer: This form represents a translation of the Arabic original version, therefore, in case of any misinterpretation, the Arabic version will prevail.



السيرة الذاتية Form (1) Resume

١. البيانات الشخصية للمعضو

Personal Information of the Member

الاسم الرباعي	Meshal Mulhi Abdullah AlArifi	مشعل ملهي عبدالله العريفي
Full Name		
الجنسية	سعودي	تاريخ الميلاد
Nationality	Saudi	Date of Birth
	١٩٨٥-١٠-١٢	١٩٨٥-١٠-١٢

٢. المؤهلات العلمية للمعضو

Academic Qualifications of the Member

م	المؤهل	التخصص	تاريخ الحصول على المؤهل	اسم الجهة المانحة
	Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
١	البكالوريوس	علم اجتماع	٢٠٠٨	جامعة الملك عبدالعزيز
	Bachelor	Sociology	٢٠٠٨	King Abdulaziz University
٢	الماجستير	إدارة الأعمال والعمليات	٢٠١٢	جلاسكو كالدونيا المملكة المتحدة
	Master	Operations and business management	2012	Glasgow Caledonian University
٣	شهادة مؤشرات الأداء	إدارة الأعمال والتخطيط	٢٠٢٤	معهد الإدارة العامة

٣. الخبرات العملية للمعضو

Experiences of the Member

الفترة	مجالات الخبرة
Period	Experience
2012-2015	رئيس قسم القبول و التسجيل ومنسق الدراسات العليا في الجامعة السعودية الإلكترونية
2015-2020	عضو مجلس الإدارة ومدير قسم الجودة والتطوير في شركة أضواء لتأجير السيارات
2020-2023	عضو مجلس الإدارة وممثل الشركاء ومدير الشؤون الإدارية في شركة الجزيرة الماسية للمقاولات
٢٠٢٣ - الآن	عضو مجلس إدارة في شركة آفاق الغذاء (شركة مساهمة في سوق نمو)
2012-2015	Head of the Registration Department, Saudi Electronic University
2015-2020	Adwaa Car Rental Company, Member of the Board of Directors and responsible for managing development and quality of operations
2020-2023	Al Jazeera Platinum Company, Member of the Board of Directors and Director of Administrative Affairs
٢٠٢٣-Now	Horizon Food Co, Member of the Board of Directors



٤. العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أياً كان شكلها القانوني أو اللجان المنبثقة منها

Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it

الشكل القانوني للشركة	عضوية اللجان	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركات الأساس، مرشح من مساهم)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل)	النشاط الرئيس	اسم الشركة	م
Legal form of the company	The name of the Committee in which it is a Member	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Membership type in board of directors (executive, nonexecutive, independent)	Main activity	Company name	
شركة ذات مسؤولية محدودة	لا يوجد	مرشح من مساهم	تنفيذي	المقاولات والإنشاء والتعمير	شركة الجزيرة الماسية للمقاولات	١
Limited Company		nominated by a shareholder	executive	Construction, Contracting	Al Jazeera Platinum Company	
شركة مساهمة مدرجة	لم يحدد بعد	مرشح من مساهم	مستقل	إنتاج الأغذية	شركة أفاق الغذاء	٢
Saudi joint stock company		nominated by a shareholder	Independent	Food Industry	Horizon Food Co	
						٣
						٤
						٥

CV Form Number (1)

a) Personal Information of the Nominee				
Full name:		Ibrahim Fahad A alaziz Alqasim		
Nationality: Saudi		Date of Birth: 1973/06/18		
b) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of Awarding Entity
1	BA	Arabic language for Primary	1996 AD	King Saud University. KSA
2				
3				
4				
5				
c) Work Experience of the Nominee				
Term	Areas of Experience			
1996 AD – 2024 AD	Ministry of education- Advanced teacher			
2012-2024	King Faisal University - E-Learning Agency. Monitoring and supervising tests.			
From 2000 to date	real estate development			
Jul 19, 2004 - Apr 26, 2009	Member of the Board of Directors of Thuraya Sudair AN ENTERPRISE Corporation			

d) Current membership in the board and committees of other joint stock companies (listed or unlisted) or any other company, regardless of its legal form

#	Name of the Company	Main activity	Membership status (Executive, Non-Executive, Independent)	Membership nature (Personal capacity, a Representative of a Legal person)	Committees Membership	Legal Form of the Company
1						
2						
3						
4						

نموذج (1)

السيرة الذاتية

١. البيانات الشخصية للعضو

Personal Information of the Member

			الاسم الرباعي
Mohammed Hamad Al Quraishah			Full Name
		تاريخ الميلاد	الجنسية
23-05-1974		Date of Birth	Nationality
		Saudi	

٢. المؤهلات العلمية للعضو

Academic Qualifications of the Member

اسم الجهة المانحة	تاريخ الحصول على المؤهل	التخصص	المؤهل	م
The issuer of the qualification	Date of obtaining the qualifications	Specialization	Qualifications	
College of Business Administration	2011	MBA	Master Degree	1
King Abdulaziz Univeristy	1999	Industrial Engineering	Bachelor Degree	2

٣. الخبرات العملية للعضو

Experiences of the Member

مجالات الخبرة	الفترة
Experience	Period
Board of Director for Alkhaleej Training and Education Company effective 12th Feb 2024	Board of Director Feb 2024 to Feb 2028
Member of the nomination and Remuneration committee for Alkhaleej Training and Education Company effective 12th Feb 2024	NRC Committee Feb 2024 to Feb 2028
Tawuniya Insurance Co.- Managing Portfolio with more than 10 B Kingdom Wide. Budget Analysis, Strategic Planning, Business Growth, Management, Financial Management, External Parties Management, Budgeting & Planning. Risk Management	Senior Executive Director Jan 2022 to Present
Tawuniya Insurance Co. - Manage Western Region Portfolio with 8 B -Revenue Generation, Sales Penetration,Sales Strategy & Planning, Leadership, Customer Relationship Management, Sales Operation	Sales Vice of President Oct 2018 to Dec 2021
Tawuniya Insurance Co. - Manage Western Region Portfolio with 2 B -Revenue Generation, Sales Strategy & Planning, Customer Relationship Management, Performance & Evaluation, Third parties Relationship & Management	General Manager Sales Jan 2015 to Oct 2018
Tawuniya Insurance Co - Risk Assessment Decision Making - Portfolio Management, Business Pricing, Underwriting Process Improvement, Generates Company profits, Data Analysis & Reporting, Monitor Underwriter Guidelines	Regional Underwriter Manager Oct 2006 to Dec 2015
Career Progression in Sales operation management and customer Service	Customer Service Representative Oct 2000- Sep 2006



Form (1) Resume

1. البيانات الشخصية للعضو

Personal Information of the Member

د. عبد الوهاب مصعب عبد الوهاب أبوكويك	الاسم الرباعي
Abdulwahab Mossab Abdulwahab Abukwaik	Full Name
1978 -12- 25	تاريخ الميلاد
25-12-1978	Date of Birth
سعودي	الجنسية
Saudi	Nationality

2. المؤهلات العلمية للعضو

Academic Qualifications of the Member

م	المؤهل	التخصص	تاريخ الحصول على المؤهل	اسم الجهة المانحة
	Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
1	بكالوريوس هندسة	هندسة ميكانيكية	10-2001	جامعة الملك عبد العزيز - السعودية King Abdulaziz university - KSA
2	ماجستير هندسة	هندسة صناعية	10-2007	جامعة الملك عبد العزيز - مرتبة شرف King Abdulaziz university - KSA
3	دكتوراة هندسة	هندسة صناعية - إدارة مشاريع	06-2019	جامعة إيرلندا الوطنية امتياز - درجة العميد National University of Ireland G
4	شهادة إدارة المشاريع المتقدمة	إدارة المشاريع	10-2003	يورو ماتيك - الامارات EURO MaTech - UAE
5	برنامج عالمي تنفيذي	الابتكار والتطوير	10-2006	ستراتيجوس - بريطانيا STRATIGOS International-UK
6	شهادة سلامة الغذاء	أنظمة سلامة المصانع والتشغيل	09-2003	شركة دحلان للاستشارات - الامارات Dahlan Consultation - UAE
7	شهادة تحليل المخاطر (HACCP)	إدارة المخاطر	02-2004	شركة أدفانس المحدودة Advance Food Safety Ltd - KSA
8	شهادة إدارة تدقيق الجودة الداخلية للشركات	إدارة الجودة	10-2004	جابلسميد المحدودة - الامارات Gablesmead Ltd - UAE
9	شهادة تأهيل المدربين	التدريب	10-2011	Australian institute of mang. Australia - KSA
10	(TPM) شهادة الصيانة الإنتاجية الشاملة	إدارة الإنتاج	06-2012	برنامج صافولا - السعودية Savola Group program - KSA
11	شهادة برامج التمكين والتهيئة للمصانع	تهيئة وتأهيل المصانع	12-2009	برنامج عالمي - عدة دول International program
12	شهادة إدارة العقود فيديك	أنظمة إدارة العقود	12-2015	هاوارد تكنولوجي - الامارات Haward Technology - UAE
13	شهادة تدريبية	دورة غسيل الأموال	08-2022	الأكاديمية المالية - السعودية Financial Academy - KSA

أدارة التغيير - اعداد دراسات الجدوى - الصيانة الشاملة - برنامج الوقاية الشاملة- 6 سيجما سلاسل الامداد - التخطيط الاستراتيجي - الإدارة المالية
Change Mang. - Preparation of Feasibility Studies - Total Maintenance System- 6 Sigma - Supply chain Mang -Business Strategic

+حاصل على العديد من الدورات والشهادة التدريبية في مجالات متعددة خلال ال 21 سنة الماضية.. أبرزها

Form (1) Resume

3. الخبرات العملية للعضو

Experiences of the Member

الفترة	مجالات الخبرة
Perio	Experienc
2002-2001	برنامج العمل المتكامل – الإدارة الهندسية – بروكتراند جامبل العمل من ضمن فريق على برنامج العمل المتكامل (أهم البرامج العالمية برفع جودة أنظمة المصانع) M. Trainee. Integrated work system. Procter & Gamble
2003-2002	مدير مشاريع – صافولا للأغذية: إدارة وتنفيذ عدد من المشاريع - زيادة الكفاءة الإنتاجية – الأتمتة – مشاريع التوفير وتقنين التكاليف Project Manager. Cost saving / Automation / Lean Manufacturing. Afia International Company
2004-2003	مدير الصحة والسلامة – صافولا للأغذية: تحسين وترقية أنظمة السلامة لجميع المصانع- تأهيل وتدريب الافراد- تطبيق نظام سلامة الغذاء Plant occupational health and Safety Manager. Afia International Company
2006-2004	مدير مجموعة – الأبحاث وتطوير المنتجات – صافولا للأغذية: قيادة فريق للابتكار على ابتكار منتجات جديدة ضمن ورش عمل وأبحاث تسويقية ومالية في عدد من الدول.. نتج عنها العديد من المنتجات تحت اشراف شركة عالمية متخصصة بالابتكار والتسويق Research & Development Director. Savola Foods
2008-2006	مدير عام مساعد... مجموعة المصانع (مصنع التعبئة، الصفيح، المواد البلاستيكية) - صافولا للأغذية قيادة فرق الإنتاج والصيانة للمصانع لتحقيق اهداف التوسع وزيادة الحصص السوقية للمجموعة Assistance General Manager. Factories Group (Filling, Tin Can, PET packaging) Afia Int. Co.
2011-2008	مدير تنفيذي - الادارة الهندسية والخدمات - صافولا للأغذية: تنفيذ مشاريع متنوعة للمصانع والمستودعات ومباني التكرير والمباني الإدارية تخفيض التكاليف الصناعية المباشرة عن طريق الأتمتة وتقليل الهدر وتحسين تصاميم المنتجات Engineering and Technical Services Director – Savola Foods
2013-2011	مدير تنفيذي أول - شركة الصناعات الغذائية العالمية - (مشروع مشترك صافولا والمراعي وشركات عالمية) دراسة وتنفيذ جميع مراحل المشروع مع الشركاء حتى مراحل التشغيل Senior Director. full project, International Food Industry JV- Project (Savola, Almarai and PNP)
2016-2013	مدير تنفيذي أول - الادارة الهندسية والمشاريع - مجموعة صافولا للأغذية: أنشاء عدد من المصانع الحديثة – تبني التشغيل الذاتي كاملا – الاستثمار الأمثل لراس المال بزيادة القدرات التشغيلية – تطوير المرافق بمنطقة الميناء Senior Director. Engineering, Savola Foods (Plants expansions/Operational excellence/ Seaports development)
2019-2018	محاضر ومشرف أبحاث الماجستير - الجامعة الوطنية بأيرلندا Research supervisor and Engineering collage lecturer – National University of Ireland
2022-2019	وكيل البحث العلمي ومدير قسم التطوير الاقتصادي وريادة الاعمال - وأستاذ مساعد بكلية الهندسة UBT زيادة الناتج البحثي – تحسين تجربة ريادة الاعمال للطلبة – عمل العديد من دراسات الجدوى Vice Dean – Deanship of Scientific Research – Director of the Research & Economic Center – Eng. Faculty member –
2023-2022	عميد كلية إدارة الأعمال (CBA) - وأستاذ مساعد بكلية الهندسة – UBT مهام ومسؤوليات الكلية اللأم بالجامعة لعدد 10 أقسام أكاديمية لمرحلي البكالوريوس والماجستير (المالية- المحاسبة التأمين وإدارة المخاطر – سلاسل الامداد – إدارة التجزئة – التسويق – الموارد البشرية – تحليل ونظم المعلومات الادارية -الإدارة الرياضية – البرنامج العام) Dean of CBA (Mother collage) University of Business & Technology – Member of executive committees- Faculty member



Form (1) Resume

4 . العضويات الحالية في مجال إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أياً كان شكلها القانوني أو اللجان المنبثقة منها

Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it

الشكل القانوني للشركة	عضويات اللجان	طريقة التعيين (مرشح بصفته مساهماً، معين ممن قبل مساهم بحق التعيين بموجب نظام الشركات الأساس، مرشح من مساهم)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل)	النشاط الرئيسي	اسم الشركة	م
Legal form of the company	The name of the Committee in which it is a Member	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Membership type in board of directors (executive, nonexecutive, independent)	Main activity	Company name	
الخليجية العامة للتأمين	التأمين	مساهما بصفته الشخصية	عضو مستقل	عضو لجنة الاستثمار عضو لجنة إدارة المخاطر	شركة مساهمة عامة	1
Gulf General Insurance company	Insurance	Appointed as shareholder	Independent board member	Investment member Risk Management member	Public Listed Company	
						2
						3
						4
						5



1. البيانات الشخصية للعضو

Personal Information of the Member

الاسم الرباعي	حسين عبدالقادر حسين عبدالقادر		
Full Name	Hussain Abdulkader Hussain Alabdulkader		
الجنسية	سعودي	تاريخ الميلاد	٨ سبتمبر ١٩٧٨
Nationality	Saudi	Date of Birth	٨ سبتمبر ١٩٧٨

2. المؤهلات العلمية للعضو

Academic Qualifications of the Member

م	المؤهل	التخصص	تاريخ الحصول على المؤهل	اسم الجهة المانحة
	Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
1	ماجستير	إدارة عامة	٢٠٢٣	جامعة الملك سعود
	Master	Public Administration		King Saud University
2	بكالوريوس	علم اجتماع	٢٠٠٥	جامعة الملك عبدالعزيز
	Bachelor	Sociology		King Abdulaziz University
3	دورات تدريبية	القيادة والتغيير والمالية	٢٠١١ - ٢٠١٩	معاهد ومراكز تدريبية محلية ودولية
	Training Courses	Leadership, Changing and Finance		Inter. & National Training Cen.

3. الخبرات العملية للعضو

Experiences of the Member

الفترة	مجالات الخبرة
Period	Experience
٢٠٢٣ - حتى الآن	عضو مجلس إدارة مركز التحكيم التجاري الخليجي
	Board Member of GCC Commercial Arbitration Center
٢٠٢٠ - حتى الآن	عضو مجلس إدارة جمعية الحوكمة التعاونية
	Board Member of Governance of Association
٢٠٢١ - ٢٠٢٣	عضو مجلس إدارة كل من (مركز الترقيم السعودي GS1) و (غرفة التجارة الدولية ICC) و (شبكة الميثاق العالمي UN)
	Board Member of (Saudi GS1) & (ICC) & (Global Compact Network UN)
2021 - 2023	أمين عام اتحاد الغرف السعودية
	Secretary General at Federation of Saudi Chambers
2017 - 2021	مساعد الأمين العام باتحاد الغرف السعودية
	VP at Federation of Saudi Chambers
2011 - 2017	المدير الإقليمي للمنطقة الوسطى بشركة المجال جروب فور إس
	Regional Director For the Central Regional at Almajal G4S
2003 - 2011	مدير إدارة الموارد البشرية باتحاد الغرف السعودية
	HR Director at Federation of Saudi Chambers



4. العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أيا كان شكلها القانوني أو اللجان المنبثقة منها

Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it

الشكل القانوني للشركة	عضوية اللجان	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الاساس، مرشح من مساهم)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل)	النشاط الرئيس	اسم الشركة	م
The legal form of the company	The name of the committee in which it is a Member	Appointment method(a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Membership type in board of directors (executive, non-executive, independent)	Main Activity	Company name	
ذات مسؤولية محدودة		شريك مؤسس	غير تنفيذي	الرعاية النهارية	الندائية	1
Limited Liability		Founding Partner	Independent	Day Care	Nedaeiah	
						2
						3

Form (1) Resume

1- Personal Information				
Almutasembilla Zaki Allam				Full name
1986/07/26	Birth date	Saudi	Nationality	
2- Academic Qualifications				
The issuer of the qualification and its country	Date of obtaining the qualifications	Specialization	Qualifications	se
King Abdul-Aziz University	2007	Business Administration - Financial	BSc	1
University of Essex	2011	Financial Economics	MSc	2
Bangor University	2015	Islamic Banking & Finance	MSc	3
Bangor University	2020	Banking & Finance	PhD	4
Saudi Authority for Accredited Valuers	2021	Business Valuation	Associate Member	5
King Abdul-Aziz University	2022	Administration and Leadership	Diploma in Academic Leadership	6
PWC's Academy	2023	Accounting Standards	Diploma in IFRS	7
3- Experiences				
Experience			Period	
Lecturer in Finance at the College of Business Administration at The University of Business and Technology			2011-2013	
Faculty member of the Islamic Economic Institute			2013-Now	
Financial Consultant at Performance Clinic			2020-Now	
Board Member at TAPRCO and Head of Audit Committee			2021-2023	
Head of Islamic Economics Department			2022-Now	
Business Valuer at Tijan Valuation Firm			2024-Now	

4- Current membership in the board of directors/board of managers of other joint stock companies (listed or nonlisted) or any other company, regardless of its legal form or the committees deriving from it

The legal form of the company	The name of the committee in which it is a member	Appointment method (nominee as a shareholder, appointed by a shareholder who has the right of appointment under the company's articles of association, nominated by a shareholder)	Membership type in board of directors (executive, nonexecutive, independent) or not applicable	Main activity	Company name	se
listed joint stock	Auditing Committee & Strategy Steering Committee	Personal capacity	Non - Executive	Food & Beverages	TADCO	1
listed joint stock	Member of Auditing Committee	Personal capacity	Independent	Media and Entertainment	TAPRCO	2
Closed Joint-Stock Company		Representative Of TADCO	Non - Executive	Food & Beverages	EADACO	3
Limited Liability			Owner	Investment	Anan	4



السيرة الذاتية
Form (1) Resume

١. البيانات الشخصية للعضو

Personal Information of the Member

الاسم كامل	أحمد خضر عبدالله البقشي
Full Name	AHMED KHEDR ABD ALLAH ALBAQSHI
الجنسية	سعودي
Nationality	Saudi
تاريخ الميلاد	15/4/1412
Date of Birth	15/4/1412

٢. المؤهلات العلمية للعضو

Academic Qualifications of the Member

المؤهل	التخصص	تاريخ الحصول على المؤهل	اسم الجهة المانحة
Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
١	علم الإدارة Management	2016	جامعة البترول والمعادن - السعودية KFUPM – Saudi Arabia
٢	ماجستير Master's	2021	جامعة لوفين الكاثوليكية - بلجيكا KU Leuven - Belgium

٣. الخبرات العملية للعضو

3. Experiences of the Member

الفترة	مجالات الخبرة
Period	Experience
2023 – الآن شركة الصقر للتأمين	مدير عام مستقل (عضو مجلس إدارة): الاندماج والاستحواذ ورفع رأس المال، تصميم الإستراتيجية وخطط العمل وربطها بأداء المنظمة وبمحددات قابلة للقياس، توظيف فريق الإدارة العليا، إعادة الهيكلة، الإشراف على أعمال الشركة، تعظيم رأس المال والعائد على المبيعات والاستثمارات المحلية والدولية، الإشراف على الامتثال وحوكمة المنظمة مع هيئة سوق المال والبنك المركزي السعودي Independent director to executive mgmt. (strategy, M&A, performance, capital raise, hiring senior mgmt. team/supervising their compensation, supervising company's local and global investments, maximizing returns on sales and investments, & reassurance of company compliance/adherence)
2024 – الآن جمعية المساهمين	تصميم البرامج الانتخابية والإشراف على ترشيحات مجالس الإدارات وتمكين المساهمين وتبني مقترحاتهم والرد على استفساراتهم وإتاحة قناة تواصل لهم مع مجالس إدارة الشركات التي يعمل فيها ممثلي الجمعية عبر الموقع saudishareholders.org Board of Directors candidature program design & board members remuneration and selection. Also, the association aims to develop businesses by enabling group & individual shareholders and introduce their proposals to top management and organization leadership team via: saudishareholders.org
2016 - 2024 شركة روشن العقارية شركة المراعي	تطوير الأعمال (تعويضات - تخطيط المبيعات والبيع بالعمولة - تقديم دراسات وتحليل البيانات للمشاريع الخاصة وتقديم حلول بناء مدعمة بأسس علمية وإحصائية حديثة - إدارة أسهم الخزينة الخاصة وبناء خطة لإدارتها والإشراف عليها) - (استشراف العرض والطلب - الإحصاء ومعادلات طلب وعرض المنتجات والخدمات) - (مؤشرات الأداء والأهداف) Business Economics/Dev. (economic studies/compensation/sales planning & commissions/treasury stock management) - (Demand & Supply Forecasts) - (Performance, KPIs, & Objective setting)
2016 - 2016 أبوداود	مدير استراتيجيات مبيعات التجزئة والعمولات وتخطيط المبيعات وتقدير التوقعات والإسهام في فتح قنوات جملة وتجزئة جديدة وإدارة فريق المبيعات في قنوات البيع التقليدية Retail sales, Sales Management, Sales/Commission Planning, and Planograms Management
2015 - 2014 بي دبليو سي	مراجعة القوائم المالية والاستشارات المالية/الاقتصادية ودراسات السوق ودراسات جدوى المنتجات والخدمات وعمل المقارنات الاقتصادية والمالية المرجعية على نطاق محلي وعالمي بما في ذلك القوائم المالية - برايس واترهاوس كوبرز Financial Statements Review, Evaluation, & Benchmarking. Economic/Market Research - PwC



السيرة الذاتية

Form (1) Resume

مستشار تطوير الأعمال وإدارة التطبيقات الذكية وتجربة المستخدم - جهات خاصة	2023 - 2020
Smart applications outsourcing, management, and web customization - Private Businesses	جهات خاصة
عضو عامل في جمعية الاقتصاد السعودية - جامعة الملك سعود	2022 - 2024
Active Economic Member - Saudi Economic Association (SEA) - King Saud University	جمعية الاقتصاد السعودية
مساعد إداري في قسم المالية والاقتصاد - جامعة البترول والمعادن	2012- 2014
Administrative assistant and grader in the Department of Finance and Economics – KFUPM	جامعة البترول والمعادن

٤. العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أياً كان شكلها القانوني أو اللجان المنبثقة منها

4. Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it

الشكل القانوني للشركة	عضوية اللجان	طريقة التعيين	صفة العضوية (تنفيذي، غير تنفيذي، مستقل)	النشاط الرئيس	اسم الشركة	م
Company Legal Form	Committees Membership	Appointment method	Membership Type	Main activity	Company name	
مساهمة عامة	الاستثمار، المكافآت والترشيحات	مرشح من قبل المساهمين	مستقل	التأمين	شركة الصقر للتأمين التعاوني	١
Publicly Traded	Investment, NRC	Elected by Shareholders	Independent	Insurance	Alsagr cooperative insurance company	

[Handwritten signature]



Form No. (1) Resume

a. Personal Information of the Nominated Member

Full Name	Eng. Mr. Muhannad Ali Muhammad Abdo
Nationality	Saudi
Date of Birth	23-09-1398H

b. Academic Qualifications of the Nominated Member

Sr.	Degree	Major	Date Obtained	Name of Awarding Entity
1.	Bachelor	media and public relations	2012	King Abdulaziz University
2.	Bachelor	Law	2023	Saudi Electronic University

c. Work Experience of the Nominated Member

Period of Employment	Area of Experience
2020 - current	Board Member - Roaa Development Holding Company
2020 - current	GM - Bin Ladin Saudi group
2020 - current	Develop a strategic plan and supervise cases and enforcement requests against the company
2012 - current	Supervising real estate issues, processing titles, and white land fees
2008 - 2012	Deputy Director of External Relations - Jazan Economic City

d. Current Membership in the Board and Committees of Other Joint Stock Companies (Listed or Unlisted) or Any Other Company, Regardless of its Legal Form

Sr.	Name of the Company	Main activity	Membership status (Executive, Non-Executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Committees Membership	Legal Form of the Company
1	Project Management & Development Company	Administrative and support services	independent	nominated by a shareholder	-	Limited liability
2	Roaa Development Holding Company	Managing its subsidiaries, investing its money in stocks and others	Executive	nominated by a shareholder	-	Holding
3	United Construction and Trade Company	General construction of residential buildings	independent	nominated by a shareholder	-	Limited liability
4	Pioneers of Saudi Construction Holding	Construction	independent	nominated by a shareholder	-	Limited liability
5	Al-Najah Advanced Technology Company	Construction	independent	nominated by a shareholder	-	Limited liability
6	Ebla Modern Advanced Technology Company	Transformative Industries	independent	Appointed by a nominated by a shareholder	-	Limited liability



Form No. (1) Resume

a. Personal Information of the Nominated Member

Full Name	Mr. Samer Muhammad Ishaq Ahmed Al-Khawashki
Nationality	Saudi
Date of Birth	16-12-1964

b. Academic Qualifications of the Nominated Member

Sr.	Degree	Major	Date Obtained	Name of Awarding Entity
1.	Bachelor	Industrial Management	1987	KFUPM
2.	Master	International Marketing	1991	University of Strathclyde, United Kingdom
3.	Executive Management Program	Business Management	2015	Harvard College, United States

c. Work Experience of the Nominated Member

Period of Employment	Area of Experience
2019 – current	CEO - Vision National Investment Holding Company - It is a limited liability company, one of the companies of Binladen International Holding Group, specializing in the investment sector in the Kingdom of Saudi Arabia
2022 - current	CEO - Binladen International Holding Group Company
10-6-2023- 9-6-2026	Board Member- Makkah Construction and Development Company specializes in real estate management in Makkah
2015-2020	CEO & Board Member- Saudi Coca-Cola Company specializes in the food, beverage and investment sector in the Kingdom of Saudi Arabia
2010-2019	Board Member - Jarir Marketing Company, a public joint stock company specializing in office supplies, school supplies, and educational aids in the retail sector in the Kingdom of Saudi Arabia.
2010-2018	Member of the Board of Directors and Chairman of the Executive Committee of the Healthy Water Bottling Company Limited, a limited liability company specializing in the food and beverage sector in the Kingdom of Saudi Arabia.
2017 – 2018	CEO - Olayan Saudi Holding Company, a limited liability company specializing in commercial and industrial investment in the Kingdom of Saudi Arabia.
2016 – 2018	Member of the Board of Directors of the Arabian Medical Products Manufacturing Company “Enaya”, which is a joint venture between Spimaco, OFC, and KK, specializing in manufacturing a wide range of single-use health care products, medical supplies sector, in the Kingdom of Saudi Arabia.
2015- 2018	Chairman of the Board of Directors of Al-Rashidi Al-Mizan Sweets Company, an Egyptian joint stock company, specializing in the food and beverage sector, in the Arab Republic of Egypt.
2016 – 2018	Member of the Board of Directors of Baxter Limited, a limited liability company specializing in the pharmaceutical and healthcare industry
2016 – 2018	Member of the Board of Directors of Jusoor Al-Imdad International Recruitment Company, which is a closed, specialized joint stock company specializing in recruiting workers for others, providing labor services to homes, the public and private sectors, and developing the use of non-Saudi human resources in the Kingdom of Saudi Arabia.
2015- 2018	Member of the Board of Directors and Chairman of the Executive Committee of Gulf Union Food Company, a limited liability company specializing in the food and beverage sector in the Kingdom of Saudi Arabia.
2015 – 2018	Member of the Board of Directors of Olayan Kimberly-Clark Arabia Limited, a limited liability company specializing in the production of sanitary paper products and cosmetics, consumer goods sector, in the Kingdom of Saudi Arabia.
2015 – 2018	Member of the Board of Directors of Colgate-Palmolive Arabia Limited, a limited liability company specializing in the production of cosmetics and personal care products for the consumer goods sector in the Kingdom of Saudi Arabia.
2015 – 2017	Head of the Consumer Products Sector of Olayan Financial Company, a limited liability company specializing in financial services and commercial and industrial investment in the Kingdom of Saudi Arabia.
2005-2015	Executive Vice President of Olayan Financial Company, a limited liability company specializing in financial services and commercial and industrial investment in the Kingdom of Saudi Arabia



2003-2006	General Manager of Olayan Food Services Company and its branches in the Kingdom of Saudi Arabia and the United Arab Emirates, which is a limited liability company, specializing in the food sector in the Kingdom of Saudi Arabia.
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d. Current Membership in the Board and Committees of Other Joint Stock Companies (Listed or Unlisted) or Any Other Company, Regardless of its Legal Form

Sr.	Name of the Company	Main activity	Membership status (Executive, Non-Executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Committees Membership	Legal Form of the Company
1	Lazurde	Production, manufacture, shaping and crafting of gold jewellery, gemstones and gold sets	Independent	Nominated by a shareholder	Member of the Nominations and Remuneration Committee	Public listed
2	Health sector development	Management of subsidiaries of the holding companies	Independent	Nominated by a shareholder	-	Limited liability
3	Al Salem Air Conditioning	Air conditioner manufacturing	Independent	Nominated by a shareholder	-	Closed liability
4	Anan Housing	Establishing, developing and managing commercial, tourist, residential and entertainment complexes	Independent	Nominated by a shareholder	-	Limited liability
5	Connie Arico	Installation and maintenance of elevators and escalators	Independent	Nominated by a shareholder	-	Limited liability
6	Bin Laden Contracting Group Dubai	Construction	Independent	Nominated by a shareholder	-	Limited liability
7	Emaar Holding Materials	Building materials industry	Independent	Nominated by a shareholder	-	Closed liability
8	Saudi plastic products	Production of plastic pipes and related products	Independent	Nominated by a shareholder	-	Limited liability
9	Mecca Construction and Development Company	Property Management	Independent	Nominated by a shareholder	-	Limited liability



**To the Board of Directors
Knowledge Economic City Company**

***Limited assurance report on the Board of Directors' declaration to the shareholders of
Knowledge Economic City Company***

We have undertaken a limited assurance engagement in respect of the accompanying declaration of related party transactions that occurred during the year ended December 31, 2023, relating to Knowledge Economic City Company (the "Company") and its subsidiaries (collective the "Group") prepared by the Board Directors of the Group in accordance with the applicable criteria mentioned below so as to comply with the requirements of Article 71 of the Regulations for Companies (the "Declaration").

Subject matter

The Subject Matter for our limited assurance engagement is the Declaration prepared by the management of the Group and approved by the Board of Directors as attached to this report and submitted to us.

Criteria

The applicable Criteria is the requirement of Article 71 of the Regulations for Companies issued by the Ministry of Commerce which states that any member of the Board of Directors (the "Board") with any interest, both directly or indirectly, in the contracts or transactions made for the account of the Group shall declare such interests for the approval of the general assembly of the Group. The Board member must notify the Board of such interest and excuse himself in vote by the Board to approve such contracts or transactions. The Board will notify the general assembly of contracts or transactions in which a member of the Board has a direct or indirect interest.

Management's responsibility

The management of the Group is responsible for the preparation of the Declaration in accordance with the Criteria and ensuring its completeness. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Declaration that is free from material misstatement, whether due to fraud or error.

Our independence and quality management

We have complied with the independence requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code"), that is relevant to our limited assurance engagement and we have fulfilled our other ethical responsibilities in accordance with the Code's requirements and the ethical requirements that are relevant to our limited assurance engagement in the Kingdom of Saudi Arabia, which includes independence and other requirements founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies the International Standard on Quality Management (ISQM) 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.



Our responsibility

Our responsibility is to express a limited assurance conclusion on the Declaration based on the procedures we have performed and the evidence we have obtained. We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements 3000 (Revised), 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information', as endorsed in the Kingdom of Saudi Arabia. This standard requires that we plan and perform this engagement to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Group has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration for the year ended December 31, 2023.

The procedures selected depend on our judgment, including the assessment of risks such as failure of systems and controls, whether due to fraud or error. In making those risk assessments, we consider internal controls relevant to the Group's compliance with the requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration. Our procedures included examining, on a test basis, evidence supporting systems and controls in respect of the preparation of the Declaration in accordance with the requirements of Article 71 of the Regulations for Companies.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

Summary of work performed

We planned and performed the following procedures to obtain limited assurance over the Group's compliance with the requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration:

- Discussed with the management the process for obtaining business and contracts by any of the Board members with the Group.
- Obtained the accompanying Declaration that includes the list of all contracts and transactions entered into by any of the Board members of the Group, either directly or indirectly, with the Group during the year ended December 31, 2023.
- Reviewed the minutes of the Board meetings that indicate the Board members notified the Board on the contracts and transactions entered during the year ended December 31, 2023, and further that the concerned Board member did not vote on the resolution issued in this regard at the meetings of the Board.
- Reviewed the consistency of the transactions and agreements included in the Declaration with the disclosure in Note 23 to the audited consolidated financial statements for the year ended December 31, 2023.

Inherent limitations

Our procedures regarding systems and controls relating to the preparation of the Declaration in accordance with the requirements of the Article 71 of the Regulations for Companies are subject to inherent limitations and, accordingly, errors or irregularities may occur and not be detected. Furthermore, such procedures may not be relied upon as evidence of the effectiveness of the systems and controls against fraudulent collusion, especially on the part of those holding positions of authority or trust.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement under ISAE 3000 (Revised), as endorsed in the Kingdom of Saudi Arabia. Consequently, the nature, timing and extent of the procedures outlined above for gathering sufficient appropriate evidence were deliberately limited relative to a reasonable assurance engagement, and therefore less assurance is obtained with a limited assurance engagement than for a reasonable assurance engagement.



Our procedures did not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, as endorsed in the Kingdom of Saudi Arabia, and, accordingly, we do not express an audit opinion or a review conclusion in relation to the adequacy of systems and controls around the preparation of the Declaration.

This conclusion relates only to the Declaration for the year ended December 31, 2023 and should not be seen as providing assurance as to any future dates or periods, as changes to systems or controls may alter the validity of our conclusion.

Limited assurance conclusion

Based on our work described in this report, nothing has come to our attention that causes us to believe that the Group has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration of related party transactions for the year ended December 31, 2023.

Restriction of use

This report, including our conclusion, has been prepared solely upon the request of the management of the Group, to assist the Group and its Board of Directors in fulfilling its reporting obligations to the General Assembly in accordance with Article 71 of the Regulations for Companies. The report should not be used for any other purpose or to be distributed to or otherwise quoted or referred to, without our prior consent to any other parties other than the Ministry of Commerce, Capital Market Authority and the shareholders of the Group.

PricewaterhouseCoopers

Ali A. Alotaibi
License Number 379

June 6, 2024



Respected Shareholders of Knowledge Economic City Company (the Company),

RE: Notification from the Board of Directors to the General Assembly about the transactions or contracts the Company was involved and in which there is or was an interest for a member of the Company's Board of Directors, its Senior Executives, or any Person related to any of them:

The Nature of the transaction or the Contract	<p>On 29 October 2023, the Company and its subsidiary Al-Gharaa International Real Estate Development Limited signed a framework agreement with GIB Capital. The agreement aims to establish a real estate investment fund to develop the first phase of the Islamic World District Project (IWD) and then manage the targeted fund upon finalizing the establishment steps and obtaining approvals from the competent authorities, GIB will undertake all this work.</p> <p>GIB Capital will undertake and prepare the steps needed to establish the fund.</p> <p>The IWD first phase will be developed on an area of (140) thousand square meters as a multi-use destination that includes hospitality, housing, shopping, entertainment, and cultural places. The development will provide about (5,061) hotel keys and (743) residential apartments, in addition to an area of (24) thousand square meters of retail spaces. The investment value of this phase is expected to reach around (3.5) billion Saudi Riyals.</p>
Company Board Member	Mr. Amin Mohammad Shaker (Non-Executive Member)
The party with whom the contract is signed	GIB Capital
Description of interest	Indirect interest: The Brother of Mr. Amin Mohammad Shaker (Mr. Osama Shaker) holds the position of CEO of GIB Capital, which is in whole owned by Gulf International Bank.
Contract Value	The contract is a management contract based on percentages of certain fund components; therefore, it has no specific current value, as the fund has not been established or launched yet. GIB Capital is working on the establishment process. Later, after launching the fund and signing the final agreement to manage it, GIB Capital will receive management fees in the form of percentages.
Duration of the contract	The duration of the contract will be the duration of the fund, which will be determined when the fund is launched after obtaining competent authorities approvals.

Amin M Shaker
Chairman of the Board
June 2024