



ABDULLAH AL OTHAIM MARKETS COMPANY INVITES ITS SHAREHOLDERS TO ATTEND THE EIGHT EXTRAORDINARY GENERAL ASSEMBLY MEETING (FIRST MEETING) THROUGH MODERN TECHNOLOGY .

Abdullah Al-Othaim Markets Company Board of Directors is pleased to invite the shareholders to attend the eighth extraordinary general assembly meeting (first meeting) ,which will be held on Wednesday 15th Safar1443H corresponding to 22th September 2021G at 6:30 PM, in the company headquarters in Riyadh City, through modern technology means using the Tadawulaty system through link (www.tadawualty.com.sa), in order to ensure the safety of health of the relevant dealers of capital market. Moreover, this will support the precautionary measures issued by the relevant authorities to prevent the spread of the new Corona virus (COVID-19). In continuation of the continuous efforts made by all government agencies in the Kingdom of Saudi Arabia to take the necessary preventive measures to prevent its spread. The meeting will discuss the following agenda.

- 1) Voting on electing the Board Members from the candidates for the next session of the board commencing on 03/10/2021G for three years term ending on 02/10/2024G.(CV's attached).
- 2) Voting on formation of the Audit Committee, defining its duties, its charter and the remunerations of its members for the new three -year term starting from 03/10/2021G till ending of the Board Session on 02/10/2024G, the nominees are.Dr./ Raed Abdullah Alhogail , Mr. Mohammed Mansour Al-Mousa and Mr. Abdullah Jaber Alfifi (CV's are attached).
- 3) Voting on delegating the Board of Directors for its fifth session starting on 03/10/2021G with the authority powers of the General Assembly stipulated in paragraph (1) of Article (71) of the Companies Law, for a period of one year starting from the date of the approval by the General Assembly or until the end of the delegated Board of Directors' term, whichever is earlier, in accordance with the conditions set forth in the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies .
- 4) Voting on the amendment to article No. (17) of the company's bylaws which relating to company management, (**Attached**).
- 5) Voting on the amendment to article No. (19) of the company's bylaws which relating to the position in the board of directors, (**Attached**).
- 6) Voting on the amendment to article No.(20) of the company's bylaws which relating to authorities of the board of directors, (**Attached**).
- 7) Voting on the amendment to article No.(22) of the company's bylaws which relating to the authorities of the board's chairman, vice chairman & MD and secretary, (**Attached**).
- 8) Voting on the amendment to article No. (27) of the company's bylaws which relating to the formation of the audit committee, (**Attached**).
- 9) Voting on the amendment to article No.(28) of the company's bylaws which relating to the remunerations and nominations committee, (**Attached**).
- 10) Voting on the amendment to article No.(33) of the company's bylaws which relating to the invitation for the general assemblies, (**Attached**).

- 11) Voting on the amendment to article No. (45) of the company's bylaws which relating to the financial documents, (**Attached**).
- 12) Voting on the amendment to the audit committee charter, (**Attached**).
- 13) Voting on the amendment to the remunerations & nominations committee charter, (**Attached**).

Shareholders registered in the Company Shareholders Register in the Depository Centre at the end of the trading session preceding the AGM have the right to register their attendance electronically and e-voting through using Tadawulaty system and as per the rules and Regulations

The quorum for the Extraordinary General Assembly is the presence of shareholders representing at least (50%) of the company's capital. If this quorum is not secured at the first meeting, a second meeting will be held within one hour of the expiry of the deadline set for the first meeting has ended, and it will be valid if attended by a number of shareholders representing at least (25%) of the company's capital.

We also wish to point out the possibility of electronic voting on the Assembly Agenda through the electronic voting service starting at 10:00 am on Saturday 11/02/1443H corresponding to 18/09/2021G, until the end of the assembly time, registration and voting in Tadawulaty services will be free and available through using the link (www.tadawualty.com.sa.)

The right to registration to attend the assembly meeting ends at the start time of the meeting. and the right to vote on the Assembly's agenda for attendees ends at the end of the votes counting.

Shareholders can address any questions or inquiries with regard the AGM Agenda starting at 10:00 AM on Saturday,18/09/2021G through e-mail (ir@othaimmarkets.com).



Candidates for the Membership of the board of directors
new session stated on 03/10/2021G to 02/10/2024G



Form No. (1) Resume

A) Personal Information of the Nominated Member						
Full Name:	Abdullah Saleh Ali Al Othaim					
Nationality:	Saudi	Date Of Birth:	01/07/1376H 01/02/1957G			
B) Academic Qualifications of the Nominated Member						
No.	Qualifications	Specialization	Date of obtaining the Qualifications	The Issuer of the Qualification		
1)	Intermediary Stage	N/A	1971G	-		
C) Work Experiences of Nominated Member						
Period	Fields of Expertise					
38	Accumulated experience in wholesale and retail trade, activity of contracting, real estate investment activity, recreational activity, experience in management, planning and business					
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 other Committees deriving from it:						
No.	Company's 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)	Abdullah Al Othaim Markets	Wholesale and retail trade	Non-Executive	In personal Capacity	N/A	Listed Joint Stock
2)	Abdullah Al Othaim Markets Egypt	Wholesale and retail trade	Non-Executive	In personal Capacity	N/A	Stock
3)	Abdullah Al Othaim Investment	Real estate management and development	Non-Executive	In personal Capacity	N/A	Closed Stock
4)	Arab Union Company for Real Estate Development	Real Estate Investment	Non-Executive	In personal Capacity	N/A	Stock

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Form No. (1) Resume

A) Personal Information of the Nominated Member						
Full Name:		Abdulaziz Abdullah Saleh Al Othaim				
Nationality:		Saudi	Date Of Birth:		16/04/1410H 14/11/1989G	
B) Academic Qualifications of the Nominated Member						
N o.	Qualifications	Specialization	Date of obtaining the Qualifications		The Issuer of the Qualification	
1)	Bachelor with honors	Business Administration	2011G		Suffolk Massachusetts in USA	
C) Work Experiences of Nominated Member						
Period		Fields of Expertise				
10 Years		Accumulate experience in the field of retail business, operations of leadership and commanding, and management of business				
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 other Committees deriving from it:						
N o.	Company's 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)	Abdullah Al Othaim Markets	Wholesale and retail trade	Executive	In personal Capacity	N/A	Listed Joint Stock
2)	Abdullah Al Othaim Markets Egypt	Wholesale and retail trade	Executive	In personal Capacity	N/A	Stock
3)	Riyadh for Foods Industries	Manufacturing and Food	Non-Executive	In personal Capacity	N/A	Closed Stock
4)	Mueen Human Resources	Providing labor services	Non-Executive	In personal Capacity	N/A	Closed Stock
5)	Al Wousta for Foods Services	Management and operation of restaurants and food trade	Non-Executive	In personal Capacity	N/A	Limited Liability
6)	South Europe for Investment	Project management, real estate investment and tourism	Non-Executive	In personal Capacity	N/A	Limited Liability

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Form No. (1) Resume

A) Personal Information of the Nominee						
Full Name:	Bandr Nasser Hamad Al Tamimi					
Nationality	Saudi	Date of Birth:	06/06/1401H.			
B) Academic Qualifications of the Nominee						
#	Degree	Major	Certificate Date	Name of Awarding Entity		
1	Master	Human Resource Management	2006	HRM, USA		
2	Bachelor	Business Administration	2003	King Saud University, KSA		
3						
C) Work Experience of the Nominee						
Period		Areas of Experience				
2016 - Present		Director of Human Capital - GOSI				
2015 - 2016		HR Planning & Development - GOSI				
2013 - 2015		Training & Development Director - GOSI				
2011 - 2013		Personnel Director - GOSI				
2009 - 2011		Recruiting Director – GOSI				
2006 - 2009		Employee Relation Manager – GOSI				
D) Current membership in any board and committees of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form						
	Company Name	Main Activity	Membership type*	Nature of membership**	Committees Membership	Legal Form of the Company
	Abdullah Al Othaim Markets Co.	Food & Staples Retailing	Non-Executive	Representative of legal person	NRC & Internal Audit	Listed

*Membership Type (executive, non-executive or independent)

**Nature of Membership (Personal capacity or representative of legal person)



Form No. (1) Resume

A) Personal Information of the Nominated Member						
Full Name:	Raed Bin Abdullah Ibrahim Alhogail					
Nationality	Saudi	Date of Birth	31/12/1963			
B) Academic Qualifications of the Nominated Member						
No.	Qualifications	Specialization	Date of Obtaining the Qualifications	The Issuer of the Qualification		
1)	Diploma	Corporate Governance	٢٠٢٠	INSEAD University		
2)	Diploma	Board Director	٢٠٢٠	IMD University		
3)	Ph.D.	Business Administration	١٩٩٩	The George Washington University		
4)	MBA	Finance	١٩٩٠	University of Denver		
5)	Bachelor	Industrial Management	١٩٨٧	King Fahd University of Petroleum and Minerals		
C) Work Experiences of Nominated Member						
Period	Fields of Expertise					
January 2014- Present	Universal Resources Ltd (UR) – President					
January 2013-December 2013	National Trigeneration CHP Company (NTCC) – Managing Director					
July 2007-December 2012	National Trigeneration CHP Company (NTCC) – Executive Vice President, Support Services					
D) Current membership in the Board of Directors of other Joint Stock Companies (Listed or Non-Listed) or any other Company, regarding of its legal form or other Committees deriving form it:						
No.	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	Cushman & Wakefield	facility management	Independent	Personal Capacity	Chairman	limited liability company
2	National Gas & Industrialization Company	Gas & Industrialization	Independent	Personal Capacity	Board Member & Member of Executive committee	Saudi Joint Stock Company
3	National Trigeneration CHP Company	Cooling & Power	Independent	Personal Capacity	Board Member	Closed Saudi Joint Stock Company

CV Form Number (1)

a) Personal Information of the Nominee				
Full name:	Abdulkarim Hamed Alnujaidi			
Nationality: Saudi			Date of Birth: 23/11/1968	
b) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of Awarding Entity
1	Certificate of Corporate Governance	Board Governance	2019	INSEAD, France
2	EMBA	Business Admin	2011	King Fahd University for Petroleum & Minerals (KFUPM) Dhahran, KSA
3	Ph.D.	Applied Linguistics	2003	Oklahoma State University Stillwater, USA
4	MA	Applied Linguistics	2000	Colorado State University Fort Collins, USA
5	BA	English	1997	Al-Imam University Riyadh, KSA
c) Work Experience of the Nominee				
Term	Areas of Experience			
Jan 2020 –Jul 2021	Chief Executive Officer, Maharah Human Resources Co. (Maharah) - (Publicly Listed)			
Mar 2017 – Jan 2020	Chief Executive Officer, National Gas & Industrialization Co. (Gasco) - (Publicly Listed)			
Jan 2016 - Mar 2017	Director General: Human Resources Development Fund (HRDF)			
Nov 2016 - Mar 2017	Chairman of the Board (GASCO)- (Publicly Listed)			
Oct 2019-May 2021	Board Director & Executive Committee Member, Maharah for Human Resources			
May 2016-Nov 2018	Board Director & Executive Committee Member, Gasco			
Jun 2015 – Jun 2018	Board Director & Chairman of Nomination/Compensation Committee Arabian Pipes Co. (Publicly Listed)			
Aug 2011 - Jan 2016	Deputy Director General, HRDF			
Nov 2007 – Jul 2011	Academy Principal BAE Systems SDT Saudi Development & Training Co.			
May 2003 – Oct 2007	English Training Program Director, Technical & Vocational Training Corporation (TVTC)			

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	FALCOM	Financial Services & Investment	Independent	Personal capacity	Investment Fund Board Director	Closed Joint Stock
2						
3						
4						



Form No. (1) Resume

a) Personal Information of the Nominated Member						
Full Name:		SAAD IBRAHIM ALMUSHAWAH				
Nationality:		Saudi	Date Of Birth:		01/07/1380 H	
b) Academic Qualifications of the Nominated Member						
No .	Qualifications	Specialization	Date of obtaining the Qualifications	The Issuer of the Qualification		
1)	Bachelor's Degree - Honor list	Industrial Management	1985	King Fahad University of Petroleum and Minerals		
2)	Credit Program	Finance	1987-1988	Chase Manhattan (New York-USA)		
c) Work Experiences of Nominated Member						
Period	Fields of Expertise					
2013 - 2016	Member of the Board of Directors of Al Jazira Takaful Company (Joint Stock Company) and Chairman of the Audit Committee. (Joint Stock Company)					
2014 - 2016	Member of the Audit Committee at Alessa Industries Company					
2016 to date	Member of the Board of Directors of Qassim Cement Company (Joint Stock Company)					
2010 to date	Member of the Audit Committee at Qassim Cement Company (Joint Stock Company)					
2020 to date	Member of the Nomination and Remuneration Committee of Qassim Cement Company (Joint Stock Company)					
2017 to date	Member of the Supervisory Board and the Audit Committee for Productive Families Building Center (Jana) Foundation, an initiative by Sulaiman AlRajhi Foundation for Development.					
2019 to date	Member of the Board of Directors of the Creative Closets Company. (Limited Liability Company).					
Oct 2019 to date	Member of the Audit Committee for Fawaz AL Hokair Company (Joint Stock Company).					
Nov 2019 to date	Member of the Audit Committee for AL Aseel Company (Joint Stock Company).					
April 2020 to date	Member of the Nomination and Remuneration Committee in RAZA company (Public Pension Agency)					
2003 – 2019	Chief Executive Officer for Gulf Union Company (Closed Joint Stock Company)					
1985 – 2003	Credit team leader for Saudi Industrial Development Fund.					
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 other Committees deriving from it:						
No .	Company's Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature Of Membership (In personal Capacity, Representative of Legal Person)	Membership Of Committees	Legal Form
1)	Qassim Cement Co.	Cement	Independent	In personal Capacity	Member of the Audit Committee & Nomination and Remuneration Committee	Joint Stock
2)	Qassim Cement Co.	Cement	Independent	In personal Capacity	Member of the Board of Directors	Joint Stock



3)	Productive Families Building Center (Jana)	Finance	Independent	In personal Capacity	Member of the Supervisory Board	Private
4)	Productive Families Building Center (Jana)	Finance	Independent	In personal Capacity	Member of the Audit Committee	Private
5)	Creative Closets Co.	Closets	Independent	In personal Capacity	Member of the Board of Directors	L.L.C
6)	Fawaz AL Hokair Co.	Clothing / Restaurants	Independent	In personal Capacity	Member of the Audit Committee	Joint Stock
7)	AL Aseel Co.	Clothing	Independent	In personal Capacity	Member of the Audit Committee	Joint Stock
8)	RAZA Co.	Real Estate	Independent	In personal Capacity	Member of the Nomination and Remuneration Committee	Government



Form No. (1) Resume

A) Personal Information of the Nominated Member

Full Name:	Bader Hamed A Alaujan		
Nationality:	Saudi	Date Of Birth:	11 May 1968

B) Academic Qualifications of the Nominated Member

No.	Qualifications	Specialization	Date of obtaining the Qualifications	The Issuer of the Qualification
1)	Bachelor of Science	Mechanical Engineering	1992	King Saud University, Riyadh
2)	Program of 3 Modules	International Director (DIP)	2019	INSEAD, France
3)				
4)				

C) Work Experiences of Nominated Member

Period	Fields of Expertise
2019 to Date	Independent None Executive Boards Director & CEOs Advisory & Mentoring
2014 - 2018	CEO & Board Member of Savola Foods Company
2005 - 2014	Managing Director of Muhaidib Foods
2001 - 2005	Managing Director of Aujan Industrial 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 other Committees deriving from it:

No.	Company's 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)	Jarir Marketing Co.	Retail	Independent	In personal Capacity	Governance	Saudi Listed
2)	Aljouf Agri Development Co	Agricultural	Independent	In personal Capacity	Executive	Saudi Listed
3)	Arabic Company for Agri Services	Foods Manufacturing	Independent	In personal Capacity	Executive	Closed Joint Stock
4)	National Biscuits & Confectionery Co.	Foods Manufacturing	Independent	In personal Capacity	Human Resources	LLC
5)	National Foods Ind. Co.	Foods Manufacturing	Independent	In personal Capacity	Human Resources	LLC
6)	Alsafi Danone Dairy	Foods Manufacturing	Independent	In personal Capacity	Human Resources	LLC



نموذج رقم (1) السيرة الذاتية

أ) البيانات الشخصية للمرشح						
الاسم الرباعي Mohammed Hassan Ibrahim Alshuhail				الجنسية Saudi		
تاريخ الميلاد 16/12/1399		7/11/1979				
ب) المؤهلات العلمية للمرشح						
م	المؤهل	التخصص	تاريخ الحصول على المؤهل	اسم الجهة المانحة		
(1)	Bachelor Degree	Marketing	2003	King Fahad University of Petroleum and Minerals		
(2)	Master Degree	Managment	2016	London Business School		
(3)						
(4)						
ج) الخبرات العملية للمرشح						
الفترة	مجالات الخبرة					
Jan 2020 - Nov	Executive Vice President for Foodservice Business Unit at Almarai Co.					
Mar-Dec 2019	Chief Executive Officer for International Pediatric Nutrition Co.					
2018 - 2019	Chief Executive Officer for Alsafi Dairy Company					
2013 - 2016	Executive Vice President for Human Resource at Alsafi Danone Co.					
2003 - 2013	Managing Different Brands at Danone Company in GCC & Spain					
د) العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أيا كان شكلها القانوني أو اللجان المنبثقة منها:						
م	اسم الشركة	النشاط الرئيس	صفة العضوية (تنفيذي، غير تنفيذي، مستقل)	طبيعة العضوية (بصفته الشخصية، ممثل عن شخصية اعتبارية)	عضوية اللجان	الشكل القانوني للشركة
(1)	Saudi Bangladesh Industrial & Agricultural Investment Co.	Investment	NON Executive	Representative of the Ministry of Finance	NON	limited Company
(2)	Bayt Alshatima Co. (Burgerizz)	Food	Independent	Independent	NRC & Audit Comm.	closed Joint Stock Company
(3)						



Form No. (1) Resume

a) Personal Information of the Nominated Member						
Full Name:		Muwaffaq Mansour Jamal				
Nationality:		1001172640	Date Of Birth:		27/06/2968	
b) Academic Qualifications of the Nominated Member						
No.	Qualifications	Specialization	Date of obtaining the Qualifications	The Issuer of the Qualification		
1)	Bachelor of Science in Accounting	Accounting	September 1992	King Fahd University of Petroleum and Minerals		
2)						
3)						
4)						
c) Work Experiences of Nominated Member						
Period		Fields of Expertise				
2 Years		General Authority for Small and Medium Enterprises – Monshaat – Vice Governor for Regional & Sectorial Development				
12 Years		Panda Retail Company – Chief Executive Officer & Board of Directors Member				
1 Year & 3 Months		Nashar Trading Company – Finance, IT, and Supply Chain Director				
6 Years & 3 Months		Unilever Arabia Company – Home Care Finance Manager – GCC				
4 Years & 5 Months		Saudi Cable Company – Treasure Operations Manager and Acting General Manager Finance				
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 other Committees deriving from it:						
No.	Company's Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature Of Membership (In personal Capacity, Representative of Legal Person)	Membership Of Committees	Legal Form
1)	Sudasia Management Consultancy	Management Consultancy	Non-Executive	Personal Capacity	None	Limited Liability
2)	Alefoya	Food Services	Non-Executive	Personal Capacity	None	Limited Liability
3)	Al Wahat for RealEstate Development	Real Estate Development	Non-Executive	Personal Capacity	None	Limited Liability
4)	Middle East International for Food	Food Services	Non-Executive	Personal Capacity	Executive Committee	Limited Liability

CV Form Number (1)

A) Personal Information of the Nominee

Full name:	Abdullah AlShaikh		
Nationality:	Saudi	Date of Birth:	05/11/1964

B) Qualifications of the Nominee

#	Degree	Major	Date of the Degree	Name of Awarding Entity
1	Bachelor	Accounting	1984	King Saud University
2	Master	Business & Accounting	1992	Aberdeen University
3	Certificate	Finance	2007	Canadian Institute for Financial Consultants
4	License	Zakat and Tax	2021	Saudi Organization for Certified Public Accountants
5				

C) Work Experience of the Nominee

Term	Areas of Experience
2019 - now	Oversee Financial and Administrative activities of Saudi Medical Care Group
2015 - 2021	Audit and Internal Control of Al Yamama Cement Company
2006 - 2008	Internal Audit of Saudi Stock Exchange (Tadawul)
1994 - 1996	Oversee Financial and Administrative activities of Al Makteb 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

#	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	Al Salam Company	Healthcare	Non-Executive	Representative	Board	Close Joint-Stock
2	Al-Takasussi Holding	Trading	Independent	Personal	Exec. Committee	Limited Liability
3	Al Salam Company	Healthcare	Non-Executive	Representative	Audit Committee	Close Joint-Stock
4	NUPCO	Supply Chain	Independent	Personal	Audit Committee	Close Joint-Stock

Form No: (1) Resume**Candidate's Personal Information**

Full Name	Abdullah Bin Ali Bin Ibrahim Alaboudi		
Nationality	Saudi	Date of Birth	19 / 5 / 1394 HJ

Candidate's Academic Qualifications

Qualification	Major	Qualifications Date	Name of Granting Organization
Professional Certificate	Senior Professional in Human Resources (SPHR)	2012	HRCI
MBA	Business Administration	2011	King Saud University (KSU)
B.Sc.	Electrical Engineering	1998	King Saud University (KSU)

Candidate's Practical Experiences

Period	Areas of Expertise
2018 – Till Now	Vice President of Support Services – Saudi Center for International Strategic Partnerships
2016 – 2018	Shared Services Director – Riyadh Airports Company
2015 – 2016	Chief Administration Officer (CAO) – Kudu Corporation
2011 – 2015	Assistant General Manager for Human Resources Services – Al-Rajhi Bank
1998 – 2011	Government Relations and Security Manager – SABIC

Current membership in the board of directors of other joint stock companies (listed or unlisted) or any other company of whatever legal form or the committees emanating from it

No	Company's Name	Main Activity	Membership status (executive, non- executive, independent)	Nature of Membership (in his personal capacity, representative of a legal person)	Committees Membership	Legal entity (Listed / Unlisted / Limited Liability)
1	N/A					
2						
3						
4						
5						

Form No. (1) Resume

A) Personal information of the Nominated Member

Full name	Khalid Abdulrahman Alkhudairi		
Nationality	Saudi	Date of birth	28-May-1986

B) Academic Qualifications of the Nominated Member

#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity
1	Bachelor	Business Administrations	2014	King Abdulaziz University, Jeddah
2	Master	Business Administrations	2019	IE Business School, Madrid
3	Diploma – Professional Certificate	Human Resources	2011	CIPD, U.K
4	SPHRI - Professional Certificate	Human Resources	2010	(SHRM) Society for Human Resource Management
5	Certified professional (Strategic Balanced Scorecard Strategies)	Strategy	2018	Palladium LLC (KSA)
6	Advanced Executive HR Program	HR strategies and leaderships	2018	University of Michigan Business, USA

C) Work Experience of the Nominated Member

Period	Areas of Experience
2019-Now	EVP Shared Services, National Center for Privatization
2017-2019	General Manager of Human Resources, National Housing Company
2017-2018	Adviser to the Chairman of the Volkswagen Group
2015-2017	General Manager Support Services, Human Resources, Volkswagen Group
2011-2015	Director of Human Resources and Organizational Development, Al Faisaliah Group
2004-2011	Various management experiences in human resources, procurement, administrative services, information technology, and finance

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:

#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Horizon Alliance Inc.	Business Services and Business Incubator	Non-executive/partner	Personality	N/A	Limited liability
2	Elite Gulf Co.	Management and Human Resources Consultancy	Non-executive/partner	Personality	N/A	Limited liability
3	GlobeMed Saudi Arabia	Management of medical insurance policies	Independent	Personality	Chairman of the Nominations and Rewards Committee	Limited liability
4	Atheib Communications Union Co.	Telecommunications Services	Independent	Personality	Board Member and Chairman of Nominations and Rewards Committee	Listed
5	Maharah human resources Co.	Management and Human Resources	Independent	Personal Capacity	Board member and Chairman of Nomination & Rewards Committee	Listed



Form No. (1) Resume

A) Personal Information of the Nominated Member

Full Name:	Suliman bin Mohammed bin Soliman annasban		
Nationality:	Saudi	Date Of Birth:	01/24/1400 AH

B) Academic Qualifications of the Nominated Member

No .	Qualifications	Specialization	Date of obtaining the Qualifications	The Issuer of the Qualification
1)	Bachelor	Security Sciences	03/2001 AD	King Fahd Security College
2)	Master	Business Administration	01/2015 AD	College of the Arab East

C) Work Experiences of Nominated Member

Period	Fields of Expertise
01/2019 UNTIL NOW	Managing Director of Annasban Holding
04/2012 UNTIL NOW	Founder and General Manager of my elegant look Factory
2007/07 – 2018/12	Chairman of the Nominations, Appointments and Remunerations Committee of Annasban Holding Company
2016/01 – 2018/12	Member of the Board of Directors of Union Support Services Contracting Company
2015/01 – 2018/12	Member of the Board of Directors of Elia Trading Company
2015/01 – 2018/12	Project Manager for Governance of Annasban Holding Company
2013/05 – 2014/09	Executive Director of Annasban Group Company
2002/03 – 2007/07	Officer at the General Directorate of Passports

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 other Committees deriving from it:

No .	Company's Name	Main Activity	Membershi p Type (Executive, Non-Executive, Independent)	Nature Of Membership (In personal Capacity, Representative of Legal Person)	Membership Of Committees	Legal Form of the Company
1)	Annasban Holding	Affiliate company management	executive	In personal capacity		Non-Listed

CV Form Number (1)

A) Personal Information of the Nominee

Full name:	Khalid Abdulaziz S Alhoshan		
Nationality:	Saudi	Date of Birth:	21/10/1975

B) Qualifications of the Nominee

#	Degree	Major	Date of the Degree	Name of Awarding Entity
1	Master	Business Administration	2009	The University of Newcastle Australia
2	Master	Applied Finance	2010	The University of Newcastle Australia
3	Graduate Certificate	International Business	2010	The University of Newcastle Australia

C) Work Experience of the Nominee

Term	Areas of Experience
2002-2016	Auditing and Compliance at General Organization for Social Insurance
2011 –Present	The Institute of Internal Auditors membership
2016-Present	Diversity of experiences in Internal Auditing
2017-Present	Diversity of experiences in Auditing committee membership
2018-Present	Auditing Standards Committee membership

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	Saudi Organization for Certified Public Accountants (SOCPA)	accountancy and Auditing	Independent	Nature Personal	Auditing Standards Committee	professional organization
2	Gulf General Cooperative Insurance Company	Financial-Insurance	Independent	Nature Personal	Audit committee	Listed Company
3	National Gypsum Company	Materials	Independent	Nature Personal	Board Member and Nomination and Remuneration Committee	Listed Company
4	Arab Sea Information System Company	Information Technology	Independent	Nature Personal	Audit committee	Listed Company

5	Naseej International Trading Co	Consumer Discretionary	Independent	Nature Personal	Audit committee	Listed Company
6	Saudi Arabia Refineries Co.	Energy	Independent	Nature Personal	Audit committee	Listed Company

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name		Khalid N. Al-Nuwaiser				
Nationality		Saudi		Date of birth		09/1969
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications		Name of Awarding Entity	
1	MBA	General	2002		King Saud University	
2	Certified Internal Auditor (CIA)	Internal Auditor	2005		Institute of Internal Auditors (IIA-USA)	
3	Certified from Saudi Organization for Certified Public Accountants (SOCPA)	SOCPA member	2002		Saudi Organization for Certified Public Accountants	
4	Certified from Colorado Board of Accountancy - USA	Certified public Accountants (CPA)	1997		Colorado Board of Accountancy - USA	
5	Bachelor degree	Accounting	1992		King Saud University	
C) Work Experience of the Nominated Member						
Period		Areas of Experience				
7/2020 - Current		Head of the Internal Audit department and Audit Committee secretary at SATORP.				
4/2019-4/2020		Head of the Internal Audit department, Risk and Audit Committee secretary at Al-Ula Royal Commission.				
8/2017-3/2019		Head of the Internal Audit department , Risk and Audit Committee secretary at The Saudi Arabian Industrial Investments Company (Dussur).				
3/2016-7/2018		General Manager Internal Audit department at Mobily.				
1992-3/2016		Experience includes external auditing, Internal auditing and financial consulting with 28 years of experience in establishing and managing internal and external audit departments, financial management and risk management in various firms, including the Capital Market Authority (CMA), Al-Rajhi Bank and Saudi Industrial Development Fund (SIDF). For more details, please see the attached CV.				
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:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Lebara Mobile KSA	Communications and Information Technology	Independent	Personal capacity	Head of the Audit Committee	Limited Liability

CURRICULUM VITAE OF DR. OMAR ALSHARIF

PERSONAL STATEMENT FOR CANDIDATE MEMBER				
Name	DR. OMAR BIN NASIAR BIN MOHAMED ALBARKATI ALSHARIF			
Nationality	Saudi	Date of Birth	13/11/1982	
EDUCATIONAL BACKGROUND FOR CANDIDATE MEMBER				
Qualification	specialty	Date of granted	name of grantor	
1. Ph.D	Comparative of Fiqh	09/04/2017	Higher Institute of Judiciary in Riyadh (SA)	
2. Master	Comparative of Fiqh	14/04/2008	Higher Institute of Judiciary in Riyadh (SA)	
3. Bachelor	Islamic Law	08/06/2004	Islamic University of Al- Madinah (SA)	
4. international accreditation	Logistics and Transport	05/06/2020	The Chartered Insurance Institute	
5. fellowship	Arbitration	01/12/2016	The Association for International Arbitration (AIA) in Brussels	
WORK EXPERIENCE FOR CANDIDATE MEMBER				
The pried	Real of experiences			
2019 – Now	Arbitrator & president for a several cases of arbitral tribunals for a number of trade issue			
2017-2018	member of Board of Directors at Al-Zuhur Villas Company Ltd.			
2017-2015	member of Board of Directors at Najm Delta Contractors Ltd in Riyadh			
2017-2018	member of Board of Directors at Abdullah Al- Blehed's group Holding Company			
2017-2018	member of Board of Directors at Fahd bin Abdullah Al- Blehed & Co			
2016-2020	Dispute Settlement Judge, International Tribunal, London (No. 230318)			
2009-2016	Former judge at The Board of Grievances Tribunal & and representative on the Bureau of experts of the council of ministers and supervisor Department of Training for Judges at the Secretariat of the Administrative Council of the Judiciary in Riyadh			
2016- NOW	Investor in number of start-up companies and a number of Saudi's stock market			
CURRENT MEMBERSHIP IN THE BOARDS OF DIRECTORS OF OTHER JOINT-STOCK COMPANIES (LISTED OR NOT) OR ANY OTHER COMPANY, WHATEVER ITS LEGAL FORM OR COMMITTEES				
Company's Name	Core Business	Character of Membership	Nature of Membership	Legal form of the Company
Wuthqa For Legal Advice and Consultations	lawyers and notaries	Co-Founder	Personally	Professional limited liability (Ltd)

Form No. (1) Resume

A) Personal Information of the Nominee						
Full Name:	AHMED TARIQ ABDULRAHMAN MURAD					
Nationality	SAUDI	Date of Birth:	21/10/1961 11/05/1381 H			
B) Academic Qualifications of the Nominee						
#	Degree	Major	Certificate Date	Name of Awarding Entity		
1	Certified Professional Consultant Engineer	Civil Engineering	5/10/2020	SAUDI COUNCIL OF ENGINEERS		
2	Master's in Business Administration MBA	Finance and Management	18/12/1988	UNIVERSITY OF SAN FRANCISCO - USA		
3	Bachelor of Science	Civil Engineering	9/02/1984	WORCESTER POLYTECHNIC INSTITUTE - USA		
C) Work Experience of the Nominee						
Period		Areas of Experience				
2010 - Currently		SAUDI UNITED FERTILIZER CO. – Executive Board Management				
2008 - 2010		NESMA HOLDING CO. – Financial Investment				
2006 - 2008		ALKHABEER FINANCIAL ADVISORS – Asset Management				
2000 - 2006		SHAMIL BANK OF BAHRAIN – Corporate Finance				
1989 - 2000		MURAD CONSULT – Engineering Consultancy				
D) Current membership in any board and committees of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form						
#	Name of the Company	Main Activity	Membership type*	Nature of membership**	Committees Membership	Legal Form of the Company
1	SALAMA INSURANCE	Cooperative Insurance	Chairman Independent	Personal Capacity	Chairman of the Executive and Investment Committees	Public Listed Joint Stock
2	ANAAM GROUP	Consumer Food Staples	From outside the Board	Personal Capacity	Audit Committee	Public Listed Joint Stock
3	SAUDI UNITED FERTILIZER	Agriculture Products Trading	Board Member Executive	Personal Capacity	Non	Limited Liability

*Membership Type (executive, non-executive or independent)

**Nature of Membership (Personal capacity or representative of legal person)

CV Form Number (1)

A) Personal Information of the Nominee

Full name:	Eng. Raad Nasser Saad Alkahtani		
Nationality:	Saudi	Date of Birth:	14 – 07 - 1977

B) Qualifications of the Nominee

#	Degree	Major	Date of the Degree	Name of Awarding Entity
1	BSc	Electrical Engineering	2000	King Saud University
2				
3				

C) Work Experience of the Nominee

Term	Areas of Experience
2000 – 2003	Network design engineer - GPT Marconi Middle East (SANGCOM Project)
2003 - 2006	Network operation engineer - STC
2006 - 2007	Senior Supervisor Engineering and Planning - STC
2007 - 2009	Planning Control & Processes Manager - STC
2009 - 2010	Business Planning and Regulatory Manager - STC
2010 - 2018	Business Planning and Performance Director - STC
2018 - Now	Central/Eastern Mobile Deployment Planning Manager - STC

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	WAFA Ins.	Insurance	Independent	Personal Capacity	Investment / Nomination & Remuneration Committee	Listed Joint-Stock Company
2						
3						
4						
5						

Form No. (1) Resume

A) Personal information of the Nominated Member						
Full name	Asma Talal Hamdan					
Nationality	Saudi	Date of birth	16/09/1985			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Master	Business Administration	2011	Prince Sultan University		
2	Bachelor	Business Administration	2007	King Saud University		
3	Program	Negotiation	2013	Harvard University		
4	Program	Digital Transformation	2019	University of Virginia		
5	Program	Leadership	2020	INSEAD		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2016 – 2021	Chief Support Services Officer at flynas (IT, HR, Procurement, Project Management Office)					
2011 – 2016	Hewlett-Packard: Sales Planning and Operations, Project Management					
2007 – 2011	Paper House Trading Co: Business Planning and Strategy					
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:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committee's Membership	Legal form of the company
1	Paper House Trading Co.	Paper and advertising materials	Non-executive	Partners Representative	-	Limited Liability Company

CV Form Number (1)

a) Personal Information of the Nominee				
Full name:	Mazen Ghareeb Dhaifallah			
Nationality: Saudi Arabian			Date of Birth: 26/8/1976	
b) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of Awarding Entity
1	Bachelor	Business Administration	2002	King Abdulaziz University
2				
3				
c) Work Experience of the Nominee				
Term	Areas of Experience			
April 2016 to present: Saudi Ground Services Co.	<ul style="list-style-type: none"> Executive Vice President of Commercial Affairs. Executive Director of Corporate Governance and Board Secretary. General Secretary of the Board of Directors. Audit Committee Secretary – General Assembly. Executive Committee Secretary. Risk Management Committee Secretary. NRC Secretary Internal Audit Project Manager to review all records related to the company's activity in cooperation with an external company. Company's representative at Capital Market Authority, Saudi Stock Exchange Company, Ministry of Trade and Investment and other government agencies. Managing and organizing ordinary or extraordinary general assemblies for shareholders. 			
November 2014 – March 2016 New boy Co.	<ul style="list-style-type: none"> Legal & Compliance Director Director General of Administration and Finance Affairs General Secretary of the Board of Directors. General Secretary of Executive Committee. 			
March 2013 - November 2014 Saudi Enaya	<ul style="list-style-type: none"> Head of Legal and Compliance. 			
July 2008 – February 2013 Bupa	Compliance, Legal and Governance Manager.			

August 2007 – March 2008 ACIG	<ul style="list-style-type: none"> Compliance Manager.
October 1997- May 2006 Riyad Bank	<ul style="list-style-type: none"> Branch Manager.

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	Alahli Saudi FC	Sports/ Social	Independent	Personal capacity	<ul style="list-style-type: none"> - Audit Committee - Governance Committee - Financial Efficiency Committee 	Owned by government
2						
3						
4						



نموذج (1)
السيرة الذاتية (عربي + انجليزي)

A) Personal information of the Nominee						
Full Name	Ibrahim Nasser Al-Ateeq					
Nationality	Saudi	Date of birth	8 March 1977			
National ID	1008247569					
B) Academic Qualifications of the Nominee						
م	Qualifications	Major	Date of obtaining the Degree	Name of Awarding Entity		
1	Master of Business Administration	Leadership and Finance	2011 م	Al-Yamamah University		
2	Bachelor	Computer Engineering	2001 م	King Saudi University		
3	Multiple Diploma and Certificates	Leadership, Managements and Finance	2020-2005	MIT-IMD		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2015- Now	Vice President of Strategy and Consulting (product development, strategy building, consultancy, financial management, and human Capital development)					
2015-2007	Information Technology and Digital Transformation consultant at Elm for Information Security. Specializes in building strategies, operating models, and product development.					
2007-2001	Director of the Operations Department at the e-Government Program (Yesser)					
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:						
م	Company Name	Main activity	Membership type (executive, nonexecutive, independent)	Membership Nature (personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Not Available					



Form No. (1) Resume

A) Personal Information of the Nominated Member

Full Name:	Khalid Khalaf AlKhalaf		
Nationality:	Saudi Arabian	Date Of Birth:	25/10/1965

B) Academic Qualifications of the Nominated Member

No.	Qualifications	Specialization	Date of obtaining the Qualifications	The Issuer of the Qualification
1)	MBA	Marketing	1990	King Fahad University of Petroleum and Minerals
2)	Bachelor Degree	Industrial Management	1987	King Fahad University of Petroleum and Minerals
3)				

C) Work Experiences of Nominated Member

Period	Fields of Expertise
2018 - Present	Founder and Board Member at Saudi Bakeries
2013 - 2015	Developed labors' compound with the capacity of housing 8,500 workers in Jeddah Industrial City that includes amenities such as catering, laundry, security services, and sports & recreational facilities, which was sold to prospective investors by private placement
2008 - 2013	Managed several strategic transactions and green field projects
2000 - 2008	Developed 7 retail stores marketing the French company "De Petit" for childrens' clothing
1996 - 2000	Member of The Trading Committee at Riyadh's Chamber of Commerce
1990 - 2000	General manager of the family's trading business importing and distributing brands like "Hanes" and "Fruit of the Loom", which was later acquired by Astra Holding Company

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 other Committees deriving from it:

No.	Company's 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)	Saudi Bakeries	Manufacturing and Distributing Baked Goods	Executive	In personal Capacity	Executive Committee	Limited Liability Company
2)						
3)						
4)						

CV Form Number (1)

a) Personal Information of the Nominee

Full name:	Mohammed Abdulmohsen Alassaf	
Nationality:	Saudi	Date of Birth: Nov. 25, 1974

b) Qualifications of the Nominee

#	Degree	Major	Date of the Degree	Name of Awarding Entity
1	Bachelor	Accounting	1996	King Saud University
2	CPA	SocPA	2006	SocPA
3				
4				
5				

c) Work Experience of the Nominee

Term	Areas of Experience
9/1996 - 7/2004	Deloitte
7/2004 - Now	Stc
7/2010 - 12/2013	Jawa ICT

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	Abdullah Ibrahim Alsabai	Chairty	Independent	Personal capacity	Audit	Chairty Est.
2						
3	Chairty Est.					
4						



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				
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity
1	PhD (Doctorate)	Chemical Engineering (GPA 4.0/4.0)	2005	Colorado State University, USA
2	MBA	Business Administration (GPA 3.7/4.0)	2004	Colorado State University, USA
3	Certificate in Finance	Finance and investment (GPA 4.0/4.0)	2005	Colorado State University, USA
4	MSe Masters of Science in engineering	Chemical Engineering (GPA 4.0/4.0)	1998	University of Tulsa, USA
5	BSe Bachelor of Science in engineering	Chemical Engineering (GPA 3.15)	1990	King Abdulaziz University
6	Fellowship	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	Saudi Aramco
14	More than 150 courses and conferences	Technical, managerial, project management, leadership	1990-2021	Top institutions Worldwide
C) Work Experience of the Nominated Member				
Period	Areas of Experience			
April 2020- Oct 2020	<p>Aramco Advanced R&D Center at King Abdullah University of Science and Technology KAUST project (April 2020 - current) Thuwal, Saudi Arabia</p> <p>Joined Saudi Aramco Research and 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</p>			



	designers such as Wipro, Jacobs and DAR. Was also responsible for other complicated commissioning issues.
Jan 2011 - March 2020	<p><i>King Abdullah University of Science and Technology KAUST projects management (Jan 2011 - March 2020) Thuwal, Saudi Arabia</i></p> <p>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.</p> <p>I led teams of engineers and supports staff and was the primary responsible person for design, construction and commissioning of:</p> <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. • 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>King Abdullah University of Science and Technology KAUST mega Project (Jan 2009 - Nov 2010) Jeddah-Thuwal, Saudi Arabia (A 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 (Aug 2006-Dec 2008) 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>



	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.
Aug 1999 - Feb 2000	<i>Saudi Aramco Facilities Planning Dept. (Aug 1999 - Feb 2000)</i> FPD is responsible for preplanning of all Aramco capital projects and of 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.
Nov 1995 - Jul 1996	<i>Saudi Aramco Jeddah/Riyadh Refining Vice President Planning staff (Nov 1995 - Jul 1996)</i> 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.
Oct 1990 - July 1999	<i>Petromin/ Samarec/Saudi Aramco Jeddah Oil Refinery (Oct 1990 - July 1999)</i> Process & Operation Engineer for all Jeddah refinery process units. First Saudi Specialized in FCC field. Participated in the 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 Saudi Aramco's corporate management Committee. Was nominated for the MS degree in USA and high level assignment with the VP.
Mar-Oct 1990	<i>Petromin Lubricating Oil Company (Petrolube), Jeddah (Mar-Oct 1990)</i> 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 the important role to advise Saudi Arabian 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.
20009-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 non-listed) or any other company, regardless of its legal form or the committees deriving from it:

#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Naseej (elected to the board for the next cycle starting July 16, 2021)	Consumer goods	Independent	Personal	Not yet elected	Publicly listed
2						
3						
4						
5						

Candidate name: Dr Ahmed Sirag Khogeer

Signature:

Date: May 27, 2021

CV Form Number (1)

a) Personal Information of the Nominee				
Full name:		Abdulhameed Abdulaziz Mohammed Alohal		
Nationality:		Saudi	Date of Birth: 18/11/1963	
b) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of Awarding Entity
1	Bachelor's degree	Industrial management (marketing)	1987	King Fahd University for Petroleum & Minerals
2				
3				
4				
5				
c) Work Experience of the Nominee				
Term	Areas of Experience			
2015-2016	CEO of United Electronics Company (EXTRA)			
2000-2015	CEO of Alfozan Minerals			
1995-2000	General Manager of Alrajhi Industrial group			
1991-1995	General Manager of Alrajhi Islamic Insurance Corporatation			
1990-1991	Sales Manager for Murabaha and Installment at Alrajhi Bank			
1990-1987	Assistant Manager for Marketing in Al-Tawuniya Insurance 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

#	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	Al-Yamama Steel Industrial	Industrial	Independent	Personal	Board Member + Head of review committee	General Contribution
2	Ajwad Holding	Charitable	Independent	Personal	Board Member	Holding
3	Kayan International	Building Trading Material's	Independent	Personal	Board Member	Contribution L.L.C
4	Abdulaziz Alohal Foundation (charitable)	Community Development	Non-Executive	Personal	Board Member	Charitable

CV Form Number (1)

A) Personal Information of the Nominee

Full name:	Talal Othman Almuammar
Nationality: Saudi	Date of Birth: 04-March-1981

B) Qualifications of the Nominee

#	Degree	Major	Date of the Degree	Name of Awarding Entity
1	MASTER OF BUSINESS ADMINISTRATION (MBA)	BUSINESS ADMINISTRATION	2010	CARDIFF UNIVERSITY
2	BACHELOR OF BUSINESS ADMINISTRATION	BUSINESS ADMINISTRATION	2005	KING SAUD UNIVERSITY
3	ASSOCIATE IN RISK MANAGEMENT	RISK MANAGEMENT	2014	INSURANCE INSTITUTE OF AMERICA - USA
4	ASSOCIATE OF THE CHARTERED INSURANCE INSTITUTE	INSURANCE	2015	CHARTERED INSURANCE INSTITUTE - UK

C) Work Experience of the Nominee

Term	Areas of Experience
2002-2005	ANALYST
2005-2012	UNDERWRITER
2012-2016	CHIEF RISK OFFICER
2016-2017	CHIEF EXECUTIVE OFFICER
2017-2020	HEAD OF RISK MANAGEMENT & BUSINESS CONTINUITY
2020 -	VP – RISK MANAGEMENT, BUSINESS CONTINUITY AND CYBER SECURITY

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	Al Jouf Cement	Materials	Non-Executive	Personal	Risk Committee	Listed
2	Al Jouf Cement	Materials	Non-Executive	Personal	Board Member	Listed
3						

Resume - Form No. (1)

a) Personal information of the Nominated Member						
Full name		Ayman Saeed Mohammed Basmaih				
Nationality		Saudi			Date of birth	11/09/1390H
b) Academic Qualifications of the Nominated Member						
No.	Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1.	Masters	Business Administration (MBA)	1996	Seattle University		
2.	Bachelors	Business Administration	1994	California State University		
3.	Chartered Financial Analyst	CFA	2001	CFA Institute		
4.						
5.						
c) Experiences of the Nominated Member						
Period		Experience				
2010 – to date		The Saudi National Bank (Corporate Banking and Financial Institutions)				
2004-2009		AL Raja Company (Financial Management and Investment Management)				
1997-2004		The National Commercial Bank / SAMBA / Rana Investment Co. / GIB (Corporate & Investment Banking & Investment Management)				
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.	None					
2.						
3.						
4.						

نموذج رقم (1) السيرة الذاتية

(أ) البيانات الشخصية للعضو المرشح						
Noot Suliman Obaid Alanazi				الاسم الرباعي		
11 - Dec - 1991	تاريخ الميلاد	Saudi	الجنسية			
(ب) المؤهلات العلمية للعضو المرشح						
م	المؤهل	التخصص	تاريخ الحصول على المؤهل	اسم الجهة المانحة		
1	Masters	Finance	2017	KSU		
2	Bachelor	Finance	2014	KSU		
3						
4						
5						
(ج) الخبرات العملية للعضو المرشح						
مجالات الخبرة				الفترة		
Financial planning supervisor in Business Finance section				2018 - present		
Investment Banking analyst at Falcom				2017 - 2016		
Investment Funds officer at NMW Capital				2016 - 2015		
Investment researcher at Mulkia				2015 - 2014		
(د) العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أيا كان شكلها القانوني أو اللجان المنبثقة منها						
م	اسم الشركة	النشاط الرئيس	صفة العضوية (تنفيذي، غير تنفيذي، مستقل)	طبيعة العضوية (بصفته الشخصية، ممثل عن شخصية اعتبارية)	عضوية اللجان	الشكل القانوني للشركة
1	—	—	—	—	—	—
2						
3						
4						

CV Form Number (1)

a) Personal Information of the Nominee				
Full name:		Hamad M A Aldaulj		
Nationality: S.A		Date of Birth: 10-8-1972		
b) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of Awarding Entity
1	Bachelor	Business Administration	2021	King Faisal University
2				
3				
4				
5				
c) Work Experience of the Nominee				
Term	Areas of Experience			
in 1993 to 2021	Hamad Al Duailej Trading 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	There is no					
2						
3						
4						





Candidates for the Membership of the Audit Committee
new session stated on 03/10/2021G to 02/10/2024G



Form No. (1) Resume

A) Personal Information of the Nominated Member						
Full Name:	Raed Bin Abdullah Ibrahim Alhogail					
Nationality	Saudi	Date of Birth	31/12/1963			
B) Academic Qualifications of the Nominated Member						
No.	Qualifications	Specialization	Date of Obtaining the Qualifications	The Issuer of the Qualification		
1)	Diploma	Corporate Governance	٢٠٢٠ م	INSEAD University		
2)	Diploma	Board Director	٢٠٢٠ م	IMD University		
3)	Ph.D.	Business Administration	١٩٩٩ م	The George Washington University		
4)	MBA	Finance	١٩٩٠ م	University of Denver		
5)	Bachelor	Industrial Management	١٩٨٧ م	King Fahd University of Petroleum and Minerals		
C) Work Experiences of Nominated Member						
Period	Fields of Expertise					
January 2014- Present	Universal Resources Ltd (UR) – President					
January 2013-December 2013	National Trigeneration CHP Company (NTCC) – Managing Director					
July 2007-December 2012	National Trigeneration CHP Company (NTCC) – Executive Vice President, Support Services					
D) Current membership in the Board of Directors of other Joint Stock Companies (Listed or Non-Listed) or any other Company, regarding of its legal form or other Committees deriving form it:						
No.	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	Cushman & Wakefield	facility management	Independent	Personal Capacity	Chairman	limited liability company
2	National Gas & Industrialization Company	Gas & Industrialization	Independent	Personal Capacity	Board Member & Member of Executive committee	Saudi Joint Stock Company
3	National Trigeneration CHP Company	Cooling & Power	Independent	Personal Capacity	Board Member	Closed Saudi Joint Stock Company



Form No. (1) Resume

A) Personal Information of the Nominated Member						
Full Name: E		Mohammed Mansour Al Mousa				
Nationality:		Saudi		Date Of Birth:		1972
B) Academic Qualifications of the Nominated Member						
No.	Qualifications	Specialization	Date of obtaining the Qualifications	The Issuer of the Qualification		
1)	Master of Accountancy	Accountancy	1997	Missouri State University – USA		
2)	Bachelor of Business Administration	Accountancy	1992	King Saud University – KSA		
3)	CPA	CPA	1998	SOCPA – KSA		
4)	CPA exam	CPA exam	1997	AICPA – USA		
5)	Passed CFA Level 1	Passed CFA Level 1	2013	CFAI – USA		
6)	CME-1	CME-1	2017	CMA – KSA		
C) Work Experiences of Nominated Member						
Period		Fields of Expertise				
2019 – Present		Group CFO – Saudi Agriculture and Livestock Investment Company (SALIC)				
2018 – 2019		Group CFO – Al Faisaliah Group				
2008 – 2018		Group Financial Control Director – Al Faisaliah Group				
2006 – 2008		Finance Manager – the Consumer Electronics Sector, Al Faisaliah Group				
2001-2006		Accounting Manager – Modern Electronics Co (Sony), Al Faisaliah Group				
1993 – 2001		Earlier positions in Banking, Education, and Consulting				
Fields of Expertise		Board & Committees Directorship; Strategy, Group Finance Holding; Financial Control; Corporate Finance; Accounting; Performance Management; Investments & M&A; Risk Management; Budgeting, Planning & Reporting; Treasury and Funding				
Executive Development		IMD, Harvard executive education				
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 other Committees deriving from it:						
No.	Company's 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)	Minerva Foods SA – Brazil	Meat processing	Non-Executive	Representative of SALIC	People & Org Committee (NRC)	Listed
2)	Daawat Foods Ltd – India	Rice processing	Non-Executive	Representative of SALIC	Audit Committee	Non-listed
3)	SALIC Ukraine – Ukraine	Farming	Non-Executive	Representative of SALIC	-	Non-listed

4)	Hummingbird Technologies – UK	AgTech	Non-Executive (Observer only)	Representative of SALIC	-	Non-listed
5)	United Farmers Investment Company – KSA	Agri-investment holding	Non-Executive	Representative of SALIC	-	Non-listed
6)	G3 Global holding – Canada	Grain Handling	Non-Executive (ExCom only)	Representative of SALIC	Executive Committee	Non-listed

Form No. (1) Resume

A) Personal information of the Nominee										
Full name		Abdullah Jaber Ali Al Fiafi								
Nationality		Saudi	Date of birth		01/07/1380 H					
B) Academic Qualifications of the Nominee										
#	Qualifications	Major	Date of obtaining the Degree		Name of Awarding Entity					
1	Bs Degree	Accounting	1985		King Abdulaziz University					
2	Certified Internal Auditor	Auditing	2000		American Institute of Internal Auditors					
3	Certified Fraud Examiner	Compliance	2001		American Association of Certified Fraud Examiners					
4	Certified Risk Management Assurance	Risk	2010		American Institute of Internal Auditors					
C) Work Experience of the Nominated Member										
Period		Areas of Experience								
April 1 st , 2020 - present		Audit and Risk Committee member, General Authority for Statistics								
01/01/2019 - Present		Benefit and Compensation Committee member, Eastern Region Healthcare Cluster								
01/01/2016 – 31/12/2018		Chairman, Board Audit Committee, Saudi Association of Internal Auditors								
01/10/2018 – Present		Independent Consultant for Audit, Governance, Risk and Compliance - Takamol Business Solution								
01/07/2017 – 30/09/2018		Senior Consultant - Saudi Aramco								
01/09/2015 – 30/06/2017		Advisor at the Ministry of Health "Aramco Secondee" for Audit and Compliance								
09/06/1985 31/08/2015		Saudi Aramco: <ul style="list-style-type: none"> Associate General Auditor, July – August 2015 Special Audits Manager, January 2013- June 2015 Audit Manager, (Operations Services, Project Management, Upstream, Downstream and International Businesses. January 2003 – December 2013 Auditor1, Senior Auditor, Audit Specialist / January 1996 – December 2002 Accountant, Internal Auditor, Audit Director at Saudi Marketing and Refining Company / June 1985 – December 1995 								
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:										
#	Company Name	Main activity	Membership type (executive, nonexecutive, independent)	Membership Nature (personal capacity, representative of legal person)	Committees Membership	Legal form of the company				
1	General Authority for Statistics	Statistics	Independent	Personnel Capacity	Risk and Audit	Government				
2	Eastern Region Healthcare Cluster	Healthcare	Independent	Representative of legal person	Nomination & Compensation	Government				



**Authorizing the Board of Directors with the authority of the General Assembly
Stipulated in Paragraph No. (1) Of Article 71 of the Companies Law.**

Conditions for Authorizing the Board of Directors with the authority of the General Assembly Stipulated in Paragraph No. (1) Of Article 71 of the Companies Law.	
1.	The total amount of business or contract or the total of the businesses and contracts during the fiscal year - is less than (1%) of the company's revenues according to the latest audited financial statements and less than 10 million Saudi Riyal.
2.	The business or contract falls within the normal course of the Company's business.
3.	The business or contract shall not include preferential terms to the Board members and shall be in accordance with the same terms and conditions followed by the company with all contractors and dealers.
4.	The business or contract shall not be part of the business and consultation contracts which a board member carries out by a professional license for the company in accordance with Article 3 of these Regulations



Comparison Amendments to Abdullah Al-Othaim Markets

Company's bylaws



Articles which suggested for Amendments for Abdullah Al-Othaim Markets Company's bylaws

Article Before the suggested amendment	Article after the suggested amendment
<p><u>Article (17) Company Management:</u></p> <p>The Company shall be managed by a (8) eight-member board of directors, appointed by the regular general assembly for no more than three years term, through the cumulative voting system, and always may be re-elected. The term of membership of the first board of directors starts from the date of the ministerial decision approving the announcement of the company's transformation. Each shareholder may nominate himself or any other person to the membership of the board of directors within the limits of his ownership percentage in the company's capital. As an exception, the first board of directors for a period of five (5) years shall be elected by the General Assembly upon transformation.</p>	<p><u>Article (17) Company Management:</u></p> <p>The Company shall be managed by a (9) nine -member board of directors, appointed by the regular general assembly for no more than three years term, through the cumulative voting system, and always may be re-elected. Each shareholder may nominate himself or any other person to the membership of the board of directors within the limits of his ownership percentage in the company's capital.</p>
<p><u>Article (19) Vacant Post in the Board of Directors:</u></p> <p>In case a post is vacant in the membership of the board of directors, the board may temporarily appoint a member in the vacant post according to votes order in the assembly that appointed the board of directors, provided that he is qualified and experienced. The same shall be notified to the competent authorities within five working days of the date of that appointment, and such appointment shall be presented before the regular general assembly in the first following meeting. This member shall just complete the term of his predecessor. Failure of the board of directors to convene due to insufficiency of the minimum legal quorum provided for in the companies' regulation or this statute, the remaining members shall call for regular general assembly to convene within sixty days to elect the necessary number of members.</p>	<p><u>Article (19) Vacant Post in the Board of Directors:</u></p> <p>In case a post is vacant in the membership of the board of directors, the board may temporarily appoint a member in the vacant post, provided that he is qualified and experienced. The same shall be notified to the competent authorities within five working days of the date of that appointment, and such appointment shall be presented before the regular general assembly in the first following meeting. This member shall just complete the term of his predecessor. Failure of the board of directors to convene due to insufficiency of the minimum legal quorum provided for in the companies' regulation or this statute, the remaining members shall call for regular general assembly to convene within sixty days to elect the necessary number of members.</p>



Article (20) Authorities of the Board of Directors:

Subject to the authorities vested upon the regular general assembly, the board of directors shall have broader authorities to manage the company affairs. To achieve this, they shall have wide authorities and powers to manage the company and supervise its activities and funds, direct activities, set policies and operation base, determine its investments, manage its affairs, resources and all matters inside and outside KSA. This shall include without limitation, sales, purchase, pledge company assets, evacuate and accept evacuation, receive and deliver, lease and rent, receive and pay, open of accounts, letters of credit, deposit and draw from banks, issue bank guarantees, sign all types of papers, documents and checks, as well as all banking transactions. Also shall have the right to appoint and dismiss employees & laborers, apply for visas, recruit manpower from abroad, conclude their contracts, determine their salaries, issue residence permits, transfer sponsorship and give release of sponsorship, The board may authorize one or more within its membership or other party to perform a specific assignment(s).

Regarding sale of real estate, the board minutes shall include justifications of the resolution provided that in the resolution of sale, the board must state reasons and justifications, and that sale must be at the then current market price, sale must be on down payment basis except in cases defined by the board with sufficient guarantees, provided that such sale may not prevent some of the company activities or introduce other burden.

The board of director may conclude loan contracts with the government funds and institutions of whatever term, commercial loans whose term is not exceeding the company term. The board may apply for facilities and loans from commercial and Islamic banks for whatever term or amount, sign bailments, request issue guarantees, open credits on behalf of

Article (20) Authorities of the Board of Directors:

Subject to the authorities vested upon the regular general assembly, the board of directors shall have broader authorities to manage the company affairs. To achieve this, they shall have wide authorities and powers to manage the company and supervise its activities and funds, direct activities, set policies and operation base, determine its investments, manage its affairs, resources and all matters inside and outside KSA. This shall include without limitation, sales, purchase, pledge company assets, evacuate and accept evacuation, receive and deliver, lease and rent, receive and pay, **open of accounts with a various types whether current or investment accounts**, letters of credit, deposit and draw from banks, issue bank guarantees, sign all types of papers, documents and checks, as well as all banking transactions. Also shall have the right to appoint and dismiss employees & laborers, apply for visas, recruit manpower from abroad, conclude their contracts, determine their salaries, issue residence permits, transfer sponsorship and give release of sponsorship, establish and open company branches, offices, or agencies inside and outside KSA, appoint managers for branches, determine their activities. The board may authorize one or more within its membership or other party to perform a specific assignment(s).

Regarding sale of real estate, the board minutes shall include justifications of the resolution provided that in the resolution of sale, the board must state reasons and justifications, and that sale must be at the then current market price, sale must be on down payment basis except in cases defined by the board with sufficient guarantees,



the company, sign facilities contracts, bond to order, and endorse the same. The board may also award discounts and concessions to institutions or individuals determine by the board not exceeding 10% of their purchase from the company Subject to the following conditions for commercial loans:

1 - To take into consideration that in the terms of the loan and the guarantees provided to it, not to harm the company, its shareholders, and the general guarantees for the creditors.

In cases judged by the board, may relief the company debtors according to company interest, provided that the board minutes shall consider the following conditions:

- 1- The relief must be after one complete year of the initial debt date.
- 2- Relief must be for a specific maximum annual amount for the debtor.

provided that such sale may not prevent some of the company activities or introduce other burden.

The board of director may conclude loan contracts with the government funds and institutions of whatever term, commercial loans whose term is not exceeding the company term. The board may apply for facilities and loans from commercial and Islamic banks for whatever term or amount, sign bailments, request issue guarantees, open credits on behalf of the company, sign facilities contracts, bond to order, and endorse the same. The board may also award discounts and concessions to institutions or individuals determine by the board not exceeding 10% of their purchase from the company considering that the commercial loans conditions shall not cause damages to the company, and shareholders.

In cases judged by the board, may relief the company debtors according to company interest, provided that the board minutes shall consider the following conditions:

- 1- The relief must be after one complete year of the initial debt date.
- 2- Relief must be for a specific maximum annual amount for the debtor.

Article (22) Authorities the Board Chairman, Vice Chairman & MD and Secretary:

From within its membership, the board of directors shall appoint a chairman, vice chairman and may appoint a Managing Director, provided that the chairman shall not combine this post with any other executive post in the company. The vice chairman shall replace the chairman in case of absence> the chairman shall have the authority to call the board for meeting, preside sessions of the board and general assembly, and shall have a casting vote

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From within its membership, the board of directors shall appoint a chairman, vice chairman and may appoint a Managing Director, provided that the chairman shall not combine this post with any other executive post in the company. The vice chairman shall replace the chairman in case of absence> the chairman shall have the authority to call the board for meeting, preside sessions of the board and general assembly, and shall have a casting vote in case



in case of equal votes regarding resolutions of the board of directors.

The Chairman shall represent the company before official authorities, and media. The chairman shall have the broadest authorities to manage and run the company affairs inside and outside KSA including without limitation; represent the company in its relationships with third parties, government and private authorities, and judicial authorities, and finalize whatever is required to attend sessions in all claims, appear before Sharia courts, judicial panels, grievance board, notary publics, labor offices, first instance and supreme committees, commercial securities board, banking dispute settlement committees, commercial dispute settlement committees, customs committees, commercial fraud committees, control & investigation authority, other judicial committees, arbitration panels, civil rights, police and civil defense centers, chambers of commerce, private institutions, companies, various types of institutions, compete in bids, receive and pay, receive entitlements from third parties, acknowledge and deny, claim, defend, litigate, make settlements, hear charges and provide reply, reconcile, assign, deny, request and deny oath, present witnesses and evidence, object against, preemption, accept or deny judgments, modify and object on falsification grounds, deny inscriptions, seals, and signatures, demand and relief travel restriction, request execution of article (230) of Sharia pleading regulation, appeal, ask for judgment reconsideration, demand rehabilitation, claim preemption right, demand retention and execution of judgments, receive judgment deeds, request retirement of judge, issue documents, demand modification of title deeds, lengths, sign all types contracts and documents including without limitation, articles of association where the company is a partner, all partners resolutions of such companies,

of equal votes regarding resolutions of the board of directors.

The Chairman shall represent the company before official authorities, and media. The chairman shall have the broadest authorities to manage and run the company affairs inside and outside KSA including without limitation; represent the company in its relationships with third parties, government and private authorities, and judicial authorities, and finalize whatever is required to attend sessions in all claims, appear before Sharia courts, judicial panels, grievance board, notary publics, labor offices, first instance and supreme committees, commercial securities board, banking dispute settlement committees, commercial dispute settlement committees, customs committees, commercial fraud committees, control & investigation authority, other judicial committees, arbitration panels, civil rights, police and civil defense centers, chambers of commerce, private institutions, companies, various types of institutions, compete in bids, receive and pay, receive entitlements from third parties, acknowledge and deny, claim, defend, litigate, make settlements, hear charges and provide reply, reconcile, assign, deny, request and deny oath, present witnesses and evidence, object against, preemption, accept or deny judgments, modify and object on falsification grounds, deny inscriptions, seals, and signatures, demand and relief travel restriction, request execution of article (230) of Sharia pleading regulation, appeal, ask for judgment reconsideration, demand rehabilitation, claim preemption right, demand retention and execution of judgments, receive judgment deeds, request retirement of judge, issue documents, demand modification of title deeds, lengths,



including resolutions related to capital increase or decrease, assign shares, purchase shares, sign before companies' department at the Ministry of Commerce and investment, Notary publics, introduce modifications, addition and deletion, issue and renew commercial registrations, receive and cancel the same, change names of companies, sign agreements, and deeds before the notary public and official authorities, (Also loan agreements, guarantees, and bailments upon the approval of the board of directors) assign loan repayment priority, issue legal powers of attorney on behalf of the company, follow up deals, collect company rights and pay its liabilities, sale, purchase and evacuation, receive price as he may deem appropriate, receive and deliver, rent and lease, pay and receive, open of accounts, open credits, draw and deposit in these accounts, issue bank guarantees, sign all papers, documents and checks, as well as investing company funds to achieve objectives in the local and international markets, appoint and dismiss employees and laborers, apply for recruitment visas, recruitment of manpower from abroad, conclude their contracts, determine their salaries, issue residence permits, transfer sponsorship, also shall have the right to register business, names, agencies and trademarks, apply for agency renewal, appoint attorneys lawyers, auditors and chartered accountants. He may authorize according to a written authorization one or more of the members or other parties to perform a specific work(s) and give them the authority to authorize others.

The Managing Director shall have the authorities as specified by the board of directors from time to time.

At its own discretion, the board of directors may determine the remuneration of the chairman of the board of directors and the Managing Director in addition to the remuneration determined to board members according to this regulation.

sign all types contracts and documents including without limitation, articles of association where the company is a partner, all partners resolutions of such companies, including resolutions related to capital increase or decrease, assign shares, purchase shares, sign before companies' department at the Ministry of Commerce and investment, Notary publics, introduce modifications, addition and deletion, issue and renew commercial registrations, receive and cancel the same, change names of companies, sign agreements, and deeds before the notary public and official authorities, (Also loan agreements, guarantees, and bailments upon the approval of the board of directors) assign loan repayment priority, issue legal powers of attorney on behalf of the company, follow up deals, collect company rights and pay its liabilities, sale, purchase and evacuation, receive price as he may deem appropriate, receive and deliver, rent and lease, pay and receive, **open of accounts with a various types whether current or investment accounts**, open credits, draw and deposit in these accounts, issue bank guarantees, sign all papers, documents and checks, as well as investing company funds to achieve objectives in the local and international markets, appoint and dismiss employees and laborers, apply for recruitment visas, recruitment of manpower from abroad, conclude their contracts, determine their salaries, issue residence permits, transfer sponsorship, **establish and open company branches, offices, or agencies inside and outside KSA, appoint managers for branches, determine their activities**. Also shall have the right to register business, names, agencies and trademarks, apply for agency renewal, appoint attorneys lawyers, auditors and chartered accountants. He may



The board of directors shall appoint a secretary to be selected from within embers or otherwise and determine his compensation. He shall be responsible to record meeting minutes; record resolutions issued in such meetings and maintain the same in addition to his other responsibilities assigned by the board of directors who shall determine his compensations.

Office term of the board chairman, deputy chairman, CEO and secretary shall not exceed the term of board membership, and always may be reelected. The board may discharge them or any of them anytime without prejudice to their remuneration rights is such discharge came in an inappropriate time without a justifiable reason.

authorize according to a written authorization one or more of the members or other parties to perform a specific work(s) and give them the authority to authorize others.

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At its own discretion, the board of directors may determine the remuneration of the chairman of the board of directors and the Managing Director in addition to the remuneration determined to board members according to this regulation.

The board of directors shall appoint a secretary to be selected from within embers or otherwise and determine his compensation. He shall be responsible to record meeting minutes; record resolutions issued in such meetings and maintain the same in addition to his other responsibilities assigned by the board of directors who shall determine his compensations.

Office term of the board chairman, deputy chairman, CEO and secretary shall not exceed the term of board membership, and always may be reelected. The board may discharge them or any of them anytime without prejudice to their remuneration rights is such discharge came in an inappropriate time without a justifiable reason

Article (27) Formation of Audit Committee:

According to the regulation, a committee shall be formed from among the nonexecutive board members, whether from shareholders or else not less than three members and not more than five members including on member specialized in financial and accounting affairs. The resolution shall define tasks, work standards, and remuneration. The quorum of this committee is the presence of the majority and resolutions shall adopted according to majority of the attending members. In case of equal votes, the chairman shall have a casting vote.

Article (27) Formation of Audit Committee:

According to the regulation, a committee shall be formed from among the nonexecutive board members, whether from shareholders or else not less than three members according to the regulations issued from the competent authorities. members including on member specialized in financial and accounting affairs. The resolution shall define tasks, work standards, and remuneration. The quorum of this committee is the presence of the majority and resolutions shall adopted according to majority of the



<p>This committee shall be responsible for monitoring the company activities, and thus shall have the right to review all records and documents and ask for explanation or a statement from the board members or executive management. The committee may ask the board of directors to call for general assembly meeting if the board of directors had interrupted its works or if the company encountered major damage or loss.</p> <p>The auditing committee is responsible to review the financial statements, reports, and notes of the company accounts auditor, and state their opinion – if any. Also, responsible to prepare report stating opinion on the sufficiency of the internal control system and other performed activities within the scope of its responsibilities. The board of directors must provide enough copies of this report in the company premises sufficiently before the date of the general assembly at least before ten day. This report shall be recited before the general assembly.</p>	<p>attending members. In case of equal votes, the chairman shall have a casting vote.</p> <p>This committee shall be responsible for monitoring the company activities, and thus shall have the right to review all records and documents and ask for explanation or a statement from the board members or executive management. The committee may ask the board of directors to call for general assembly meeting if the board of directors had interrupted its works or if the company encountered major damage or loss.</p> <p>The auditing committee is responsible to review the financial statements, reports, and notes of the company accounts auditor, and state their opinion – if any. Also, responsible to prepare report stating opinion on the sufficiency of the internal control system and other performed activities within the scope of its responsibilities. The board of directors must provide enough copies of this report in the company premises sufficiently before the date of the general assembly according to the regulations issued from the competent authorities. This report shall be recited during the general assembly meeting.</p>
<p>Article (28) <u>Nominations & Remunerations Committee:</u></p> <p>The Board of Directors shall form from among its members or external members the Remunerations & Nominations Committee consisting of three members, and one of its tasks is to recommend to the Board of Directors the nomination for membership of the Board, the annual review of the appropriate skills for the membership of the Board, review the structure of the Board of Directors, make recommendations in this regard, identify the weaknesses and strengths of the Board of Directors, propose to address them, and verify annually of the independence of independent members, setting clear policies for</p>	<p>Article (28) <u>Remunerations & Nomination Committee:</u></p> <p>The Board of Directors shall form a committee called The Remunerations& Nominations Committee, consisting of No less than three members in accordance to the regulations issued by competent authorities, and specifying its term, tasks, measure of its work, and members' remunerations.</p>



the compensation and remuneration of board members and senior executives to reflect performance, reviewing staff allocations and remunerations, approving and evaluating plans and policies related to this, and the chairman of the committee has the right to request an increase in members when necessary.

Article(33) Invitation for the General Assemblies:

The shareholders' assemblies convene based on an invitation by the board of directors who is required to call for regular general assembly if so, required by the account's auditor, auditing committee or shareholders representing at least (5%) of the company capital. The accounts auditor may call for general assembly meeting if the board of directors fail to for meeting within (30) days of the date requested by the account's auditor. Invitation for the regular or extraordinary general assembly, and agenda shall be published in a daily newspaper distributed in the region where the company principal head office is located sufficiently before **At least (10) days from** the fixed date for the meeting, however, **it may be sufficient to send the invitation on the mentioned date to all shareholders by registered letters.** The invitation shall include the agenda. A copy of the invitation and agenda shall send to the concerned authorities during the period specified for publishing. Shareholders who are intending to attend the general assembly shall register their names in the company premises sufficiently before the meeting date as stated in the invitation.

Article (45) Financial Documents:

By the end of each calendar year, the board of directors shall prepare the company financial statements, report of activities and financial status for ending year, and proposed method of the net profit distribution. The board shall avail these

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The shareholders' assemblies convene based on an invitation by the board of directors who is required to call for regular general assembly if so, required by the account's auditor, auditing committee or shareholders representing at least (5%) of the company capital. The accounts auditor may call for general assembly meeting if the board of directors fail to for meeting within (30) days of the date requested by the account's auditor. Invitation for the regular or extraordinary general assembly, **and agenda** shall be published in a daily newspaper distributed in the region where the company principal head office is located **before sufficiently time of the meeting and in accordance with the regulations issued from the competent authorities.** The invitation shall include the agenda. A copy of the invitation and agenda shall send to the concerned authorities during the period specified for publishing. Shareholders who are intending to attend the general assembly shall register their names in the company premises sufficiently before the meeting date as stated in the invitation.

Article (45) Financial Documents:

By the end of each calendar year, the board of directors shall prepare the company financial statements, report of activities and financial status for ending year, and proposed method of the net profit distribution. The



documents to the account's auditor at least forty-five days before the specified date of the general assembly.

The chairman of the board of directors, CEO, and financial controller must sign these documents and copies of the same shall be made available in the company head office at the disposal of all shareholders sufficiently before **At least ten days**, and the chairman of the board of directors shall provide the shareholders with the company's financial statements, the board's report and the auditor's report unless they are published in a daily newspaper distributed at the company's head office, and send a copy of these documents to the competent authorities, at least fifteen days before the general assembly is convened.

The Board of Directors - within thirty days from the date of approval by the General Assembly of the financial statements, the report of the Board of Directors, the auditor's report, and the report of the Audit Committee - must deposit copies of the aforementioned documents with the competent authorities.

board shall avail these documents to the account's auditor at least forty-five days before the specified date of the general assembly.

The chairman of the board of directors, CEO, and financial controller must sign these documents and copies of the same shall be made available in the company head office at the disposal of all shareholders **before sufficiently time of the fixed date of the assembly and in accordance with the regulations issued from the competent authorities**, and the chairman of the board of directors shall provide the shareholders with the company's financial statements, the board's report and the auditor's report unless they are published in a daily newspaper distributed at the company's head office, and send a copy of these documents to the competent authorities, at least fifteen days before the general assembly is convened.

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Comparison Amendments to Audit Committee Charter & New Amended Charter

**Comparison of amendments to the Audit
Committee's Charter of Abdullah Al-Othaim Markets Company**



Text before amendment	Text after amendment
<p>Third: Formation of the Committee & Selection of the Chairman:</p> <p>a) According to a resolution by the general assembly and recommendation of the board of directors, the committee shall be formed from the boards, shareholders, or else provided that it is including an independent member, and not including any executive member. The number of its members must not be less than three and not more than five members, including one member specialized in finance and accounting. The term office of this committee should be according to the provisions of the formation resolution and not exceeding the office term of the board of directors.</p> <p>b) From within its members, the committee shall elect a chairman in the first meeting. The committee may appoint a vice chairman, The committee may appoint a vice chairman and a secretary from within its members or else having the necessary sufficient skills and experience.</p> <p>c) In case of vacant post in the committee membership due to resignation or any other reason, the board of directors may appoint another member in the vacant post who shall complete the period of his predecessor, provided that the resignation and appointment of the new member shall be presented to the nearest general assembly for approval.</p> <p>d) In case need arise to increase the number of committee members, without exceeding the upper limit during its office term, the board may appoint one or more committee member(s) provided that such appointment shall be presented to the nearest general assembly for approval.</p>	<p>Third: Formation of the Committee & Selection of the Chairman:</p> <p>a) According to a resolution by the general assembly and recommendation of the board of directors, the committee shall be formed from the Non-executive boards members, shareholders, or else provided that it is including an independent member, and not including any executive member. The number of its members must not be less than three and not more than five members, including one member specialized in finance and accounting. The term office of this committee should be according to the provisions of the formation resolution and not exceeding the office term of the board of directors.</p> <p>b) From within its members, the committee shall elect a chairman in the first meeting. The committee may appoint a vice chairman, The committee may appoint a vice chairman and a secretary from within its members or else having the necessary sufficient skills and experience.</p> <p>c) In case of vacant post in the committee membership due to resignation or any other reason, the board of directors may appoint another member in the vacant post who shall complete the period of his predecessor, provided that the resignation and appointment of the new member shall be presented to the nearest general assembly for approval.</p> <p>d) In case need arise to increase the number of committee members, without exceeding the upper limit during its office term, the board may appoint one or more committee member(s) provided that such appointment shall be presented to the nearest general assembly for approval.</p>
<p>Fourth: Measures and basis of selecting the Committee Members:</p> <p>1) Must have the legally recognized capacity.</p> <p>2) Must not be an executive member or chairman of the board of directors.</p>	<p>Fourth: Measures and basis of selecting the Committee Members:</p> <p>1) Must have the legally recognized capacity.</p> <p>2) Must not be an executive member or chairman of the board of directors.</p>

- 3) His honesty and integrity are evident and not condemned of honor or integrity crime.
- 4) Must have enough time to effectively participate in the committee works and must have the ability to take wise decisions in compliance with the professional ethics and values.
- 5) Must be subjective and neutral.
- 6) Must have reasonable conception of policies and nature of the committee works.
- 7) Must submit notice of nomination to the committee, his curriculum vitae, qualifications and experience.
- 8) Must not be works or has worked in the Company's financial Department, the Executive Management or for the Company's external auditor during the preceding two years **will not be a committee member.**

Sixth: Meetings & Minutes of the Committee:

- 1) Committee shall convene at least four meetings during the financial year of the company, additional meetings may be convened whenever necessary according to the request of the chairman or one member stating the justifiable reasons for meeting and approval of the majority members, or upon the request of the board of directors, internal auditor, or accounts auditor. Quorum of meeting is the attendance of at least half of its members, resolutions are issued according to majority of the attending members; in case of equal votes the chairman of the meeting shall have a casting vote. The committee shall periodically meet with the account auditors and internal auditor of the company.
- 2) According to the approval of the majority of members, a meeting may be postponed or cancelled as deemed appropriate by the committee.
- 3) The committee may convene meetings using the technological means the visual or audio conferencing and attendance shall consider in person.
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- 4) ~~The committee member may authorize another party to attend meetings, and in all cases the member may not authorize more than~~

member for the same meeting, the authorized member shall have two votes, however the authorized attorney shall not have right to vote where regulations are restricting voting of the authorizing member.

- 5) Committee meetings and resolutions shall be documented in minutes duly signed by all attending members. These minutes and resolutions shall be maintained in special record to be signed by the chairman, All the attendance and absent members shall be provided with the minutes draft within the specified period. In presence of notes or modifications on the draft minutes, members must provide the chairman within no more than (7) seven days of the date of sending minutes, otherwise such draft shall be considered final and members signatures unless there exist emergency circumstances at the discretion of the chairman.
- 6) Any committee member may have reservation against any resolution adopted by the committee provided that he shall specify the reasons behind this reservation to be recorded in minutes. No member shall be relieved of responsibility of the unanimously adopted resolutions in case of being absent unless he records his reservation.
- 7) The committee may invite any member of the board of directors, the executive management officer, accounts auditor, or else to attend meetings and provide the required relevant information.

Tenth: Tasks and Responsibilities of the Committee

The committee shall be responsible to monitor company works, and ensure the integrity and correctness of the financial reports and statements, and the internal control systems. The committee tasks particularly include:

a) Financial Reports:

- 1) Examine the preliminary and annual financial statements before being presented to the board of directors and stated opinion and recommendations in that respect.
- 2) Reflect the technical opinion upon request of the board of directors, whether the report of the board of directors and financial statements of the company are fare, balanced and including information that

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enables shareholders and investors to evaluate the financial status of the company, performance, model activities, and strategies.

- 3) Study the important or extraordinary issues stated in the financial report.
- 4) Accurately review matters stated by the financial manager of the company, the one tacking his charge, the compliance officer of the company, or the accounts auditor.
- 5) Verify the accounting estimations in the major issues stated in financial reports.
- 6) Study the accounting policies adopted by the company, reflect opinion on the same and recommend to the board of directors.

b) Internal Auditing:

- 1) Study and audit the internal control system and risk management in the company.
- 2) Study the internal auditing reports, and follow up implementation of the corrective measures of the stated remarks.
- 3) Control and supervision of the performance and activities of the internal auditor and the internal auditing department in the company – if any- to ensure the presence of the necessary resources and efficiency of performing the assigned tasks and duties.
- 4) Recommend the appointment of the manager of the auditing unit or department, or the internal auditor and suggest his remunerations.

c) Accounts Auditor:

- 1) Recommend the nomination, discharge, determine fees, and performance evaluation of the account's auditors to the board of directors after ensuring the independence and verify the scope of their works and their contracting conditions.
- 2) Ensure the independence, subjectivity, and fairness of the accounts auditor and the effectiveness of the auditing works taking into consideration the relevant rules and standards.

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- 2) Ensure the independence, subjectivity, and fairness of the accounts auditor and the effectiveness of the auditing works taking into consideration the relevant rules and standards.

- 3) Verify plan and works of the accounts auditor, and that he is not submitting technical or administrative works beyond the scope of the auditing works.
- 4) Provide answers for the inquiries of the accounts auditor.
- 5) Study the report and related notes of the accounts auditor regarding the financial statements, reflect opinion and follow up implementation.

d) Insurance of Compliance:

- 1) Verify the results of the controlling authorities report and ensure that the company is taking the necessary procedures in this respect.
- 2) Ensure compliance of the company with the relevant rules, policies and instructions.
- 3) Verify contracts and deals supposed to be performed by the company with related parties, and provide feedback to the board of directors.
- 4) Escalate whatever is considered necessary for action by the board of directors and state recommendations of the required procedures.

e) Sufficiency of the Internal Control System:

The committee must prepare report stating their opinion regarding the sufficiency of the internal and financial control regulation, and risk management in the company, in addition to the other executed works within the scope of its responsibilities. The committee shall request the board of directors to provide enough copies of this report in the company head office at least (21) days before the date of the general assembly. This report shall be recited before the general assembly and the committee may seek help of an independent external consultant to evaluate the internal control system and reflect opinion about its sufficiency.

- 3) Verify plan and works of the accounts auditor, and that he is not submitting technical or administrative works beyond the scope of the auditing works.
- 4) Provide answers for the inquiries of the accounts auditor.
- 5) Study the report and related notes of the accounts auditor regarding the financial statements, reflect opinion and follow up implementation.

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- 1) Verify the results of the controlling authorities report and ensure that the company is taking the necessary procedures in this respect.
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- 3) Verify contracts and deals supposed to be performed by the company with related parties and provide feedback to the board of directors.
- 4) Escalate whatever is considered necessary for action by the board of directors and state recommendations of the required procedures.

e) Risks:

- 1) Develop a comprehensive risk management strategy and policies in proportion to the nature and size of the company's activities, and verify its implementation, review and update based on the company's internal and external variables.
- 2) Verifying the feasibility of the company's continuation and its successful continuation of its activities, with identification of the risks that threaten its continuity during the next twelve months.
- 3) Working on identifying the risks that the company may face in the future through four stages (identifying the risk - analyzing the risk - assessing the risk - treating the risk) and developing solutions to address them and giving priority to the high risks.
- 4) Monitoring the risks that the company may be exposed to and the extent to which it faces those risks, conducting continuous assessments of risks and developing plans and strategies to deal with crises and emergencies.

- 5) Ensure the availability of adequate resources and systems to manage risks.
- 6) Reviewing the organizational structure of risk management and making recommendations in this regard before being approved by the Board of Directors.
- 7) Verify the independence of risk management staff from activities that may expose the company to risks.
- 8) Overseeing the control procedures and risk management systems, evaluating their effectiveness and identifying their deficiencies.
- 9) Periodically reassess the company's ability to take risks and be exposed to them.
- 10) Assessment of potential losses that may affect the operations within the company as a result of exposure to risks in terms of the magnitude and frequency of events.
- 11) Assessing the weaknesses in the company's various activities and operations that may lead to risks and setting corrective action procedures for them.
- 12) Presenting recommendations to the Board of Directors on issues related to risk management and any proposed steps to manage such risks.
- 13) Submit a report at the end of each year on information related to any risks faced by the company and the policy for managing, monitoring and treating these risks.

f) Sufficiency of the Internal Control System:

The committee must prepare report stating their opinion regarding the sufficiency of the internal and financial control regulation, and risk management in the company, in addition to the other executed works within the scope of its responsibilities. The committee shall request the board of directors to provide enough copies of this report in the company head office at least (21) days before the date of the general assembly. This report shall be recited before the general assembly and the committee may seek help of an independent external consultant to evaluate the internal control system and reflect opinion about its sufficiency.



**Operation Charter of the Auditing Committee
Abdullah Alothaim Markets Co.**

Version: 4
Date of issue : 22/09/2021G
No. of pages: 9

Seal

First: Definitions:

Company: Abdullah Al-Othaim Markets Co.

General Assembly: General assembly of the shareholders of Abdullah Al-Othaim Markets Co.

Board of Directors: Board of directors of Abdullah Al-Othaim Markets Co.

Committee: Auditing committee formed by the general assembly of Abdullah Al-Othaim Markets Co.

Charter: Operation Charter of the auditing Committee of Abdullah Al-Othaim Markets Co. duly approved by the general assembly.

Committee Member: Member of the auditing committee of Abdullah Al-Othaim Markets Co.

Executive Member: Member of the board of directors of Abdullah Al-Othaim Markets Co. who is totally devoted to work in the executive management of the company and participating in its daily activities.

Non-Executive member: Member of the board of directors of Abdullah Al-Othaim Markets Co. who is not devoted to work in company management, and not participating in its daily activities.

Independent Member: Non-Executive member of Abdullah Al-Othaim Markets Company Board of Directors, who is enjoying full independence in his designation and decisions, and who free of all independence inhibitors stated in the Regulations of the Capital Market and other relevant authorities.

Accounts Auditor(s): An external accounting auditor of Abdullah Al-Othaim Markets Company duly appointed the general assembly of the company shareholders to audit the financial statements and final accounts of the company.

Conflict of Interest: emergence or presence of direct or indirect interest, real or virtual, for any member in any subject recorded in the agenda of the committee, and that interest may influence the opinion of that member, contradict with the company interest, or compete with it.

Executive Management or Chief Executives: People assigned to run the operations of Abdullah Al-Othaim Markets Co., propose the strategic decisions, and implementation thereof, such as, CEO, vice CEOs, and financial manager.

Second: Objective:

The objective of this charter is to determine measures and procedures, scope of works, responsibilities, mechanism of issuing resolutions, and member responsibilities of the committee, to help the board of directors in strengthening performance and control regarding the integrity of the financial statements, and verify the effectiveness of the internal auditing control, independence and efficiency of the internal auditing, and compliance of the company activities and procedures with rules and regulations, and the committee shall submit report of its activities to the board of directors by the end of each year.

Third: Formation of the Committee & Selection of the Chairman:

- a) According to a resolution by the general assembly and recommendation of the board of directors, the committee shall be formed from Non-executive boards members or else provided that it is including an independent member, but not including any executive member. The number of members must not be less than three and not more than five members, including one member specialized in finance and accounting. The term of office of this committee according the provisions of the formation resolution but not exceeding the office term of the board of directors.
- b) From within its members, the committee shall elect a chairman in the first meeting. The committee may appoint a vice chairman and a secretary from within its members or else.
- c) In case of vacant post in the committee membership due to resignation or any other reason, the board of directors may appoint another member in the vacant post who shall complete the period of his predecessor, provided that the resignation and appointment of the new member shall be presented to the nearest general assembly for approval.
- d) In case need arise to increase the number of committee members, without exceeding the upper limit during its office term, the board may appoint one or more committee member(s) provided that such appointment shall be presented to the nearest general assembly for approval.

Fourth: Measures and basis of selecting the Committee Members:

- 1) Must have the legally recognized capacity.
- 2) Must not be an executive member or chairman of the board of directors.
- 3) His honesty and integrity are evident and not condemned of honor or integrity crime.
- 4) Must have enough time to effectively participate in the committee works and must have the ability to take wise decisions in compliance with the professional ethics and values.
- 5) Must be subjective and neutral.
- 6) Must have reasonable conception of policies and nature of the committee works.
- 7) Must submit notice of nomination to the committee, his curriculum vitae, qualifications and experience.
- 8) Must not be works or has worked in the Company's financial Department, the Executive Management or for the Company's external auditor during the preceding two years.

Fifth: Expiration of Committee Membership:

Membership of the committee expires by the expiry of term according to the formation resolution, death, resignation, or in the absence of any of the membership conditions, also the board may recommend to the general assembly to relief any of the committee members for any legal reason in a reasonable time without causing damage to the company.

Sixth: Meetings & Minutes of the Committee:

- 1) Committee shall convene at least four meetings during the financial year of the company, additional meetings may be convened whenever necessary according to the request of the chairman or one member stating the justifiable reasons for meeting and approval of the majority members, or upon the request of the board of directors, internal auditor, or accounts auditor. Quorum of meeting is the attendance of at least half of its members, resolutions are issued according to majority of the attending members; in case of equal votes the chairman of the meeting shall have a casting vote. The committee shall periodically meet with the account auditors and internal auditor of the company.
- 2) According to the approval of the majority of members, a meeting may be postponed or cancelled as deemed appropriate by the committee.
- 3) The committee may convene meetings using the technological means the visual or audio conferencing and attendance shall consider in person.
- 4) Committee meetings and resolutions shall be documented in minutes duly signed by all attending members. All the attendance and absent members shall be provided with the minutes draft within the specified period. In presence of notes or modifications on the draft minutes, members must provide the chairman within no more than (7) seven days of the date of sending minutes, otherwise such draft shall be considered final and signed shall be completed unless there exist emergency circumstances at the discretion of the chairman.
- 5) Any committee member may have reservation against any resolution adopted by the committee provided that he shall specify the reasons behind this reservation to be recorded in minutes. No member shall be relieved of responsibility of the unanimously adopted resolutions in case of being absent unless he records his reservation.
- 6) The committee may invite any member of the board of directors, the executive management officer, accounts auditor, or else to attend meetings and provide the required relevant information.

Seventh: Agenda & Supporting Documents:

- 1) The committee shall adhere to meeting agenda while taking into consideration any other issues suggested by members in a previous meeting. Any member shall have the right to new item(s) whether before the meeting or at the time of the agenda approval, and to be included as a deliberation item.
- 2) Agenda and suggested resolution shall be supplied to members through the available communication methods whether emails or other means, associated with the supporting documents at least one week prior to the scheduled meeting date excluding the emergency meetings where members shall be notified within a reasonable and sufficient time before the meeting in the manner that enables the member to study the proposed issues and review documents.

- 3) The agenda shall include the estimated time duration, and time expected for each included issue.
- 4) In case of inquiries or request of explanation from any member about the agenda or documents before the meeting, answers should be provided in due time by the chairman or whoever he may authorize.
- 5) In case of presence of updating or modification whether regarding the agenda or related documents, members shall be timely provided by this change.

Eighth: Tasks & Responsibilities of the Committee Chairman:

Notwithstanding the generally stated tasks and responsibilities of the member in this charter, the tasks and basic responsibilities of the chairman shall include the following without limitation:

- 1) Preside and manage the committee meetings, and his absence shall be substituted by his deputy (if any). In the absence of the chairman and his deputy (if any), he shall appoint a member sufficiently enough before the meeting to preside the meeting. Otherwise, the committee shall elect a chairman from within the attending members.
- 2) Supervise the committee works and ensure compliance of the respective parties with the charter.
- 3) Manage and follow up works of the committee by himself or by whom he may authorize.
- 4) Ensure the correctness of the adopted resolutions and recommendations, and make sure that they are based on knowledge and serving the interests and strategic plans of the company.
- 5) Escalate issues that the committee was not able to arrive to a resolution, the critical reports to the board of directors.
- 6) Follow up implementation of resolutions and recommendation of the committee and the related parties.
- 7) Prepare for meetings and set agenda and get it approved and ensure the availability of the supporting documents.
- 8) Propose meeting schedule each year before year start and share this with members.
- 9) Follow up compliance with the charter and verify the need for updating.
- 10) Ensure the recording of meeting minutes and resolutions, documentation, and maintenance of the same as conventionally agreed upon.
- 11) Provide the committee members with the agenda of each meeting together with the supporting documents and ensure that all members have received any subsequent modification.
- 12) Provide members with the draft of the meeting minutes within no more than (7) seven days of the meeting date, and take into consideration any suggestions or modifications, or any resolutions issued in the meeting.
- 13) Ensure obtaining the necessary signatures on the meeting minutes and any resolutions and maintaining the same in a special record.
- 14) Ensure the implementation of resolutions and recommendations adopted by the committee, prepare follow up list for resolutions including summary of the resolutions, the implementing parties, and the latest upcoming, provided that it shall be presented before the committee in each meeting.
- 15) The chairman may authorize some of his tasks to whom he may consider appropriate of the committee members.

Ninth: Obligations and Responsibilities of the Committee Member:

- 1) Regularly attend the committee meetings and effectively participate in its works. In case emerging circumstances that necessitate his absence of a meeting, the member must notify the chairman through any possible means. The member may not dismiss himself from the session before being adjourned without the permission of the chairman.
- 2) Good and appropriate preparation for the meeting, and to review issues of each meeting agenda and read or relevant documents.
- 3) Maintain confidentiality of the company and committee secrets and avoid disclosure to any third party other the general assembly, all acquired information because of pursuing his duties shall be considered confidential.

- 4) Review the draft of the committee meetings minutes, thoroughly understand and convey remarks within a reasonable time of receiving the draft and ask explanation of any ambiguous resolution or text in such minutes.
- 5) The member must develop his skills required to pursue his duties.
- 6) Read the company message, and objectives, for well understanding in be aware of its programs and executive plans, coup with developments relevant to company activities.
- 7) Be honest, truthful and subjective, and disentangled from personal interest by directing the company policy for his personal interest and shall not knowingly disclose misleading information.
- 8) May not accept any valuable thing from an employee, or parties having business relationships with the company that may influence his decisions within the committee.
- 9) The committee chairman must attend the general assembly meeting to answer inquiries of shareholders, in case of being not able to attend, then he must authorize a member to attend on his behalf.

Tenth: Tasks and Responsibilities of the Committee

The committee shall be responsible to monitor company works, and ensure the integrity and correctness of the financial reports and statements, and the internal control systems. The committee tasks particularly include:

a) Financial Reports:

- 1) Examine the preliminary and annual financial statements before being presented to the board of directors, and stated opinion and recommendations in that respect.
- 2) Reflect the technical opinion upon request of the board of directors, whether the report of the board of directors and financial statements of the company are fare, balanced and including information that enables shareholders and investors to evaluate the financial status of the company, performance, model activities, and strategies.
- 3) Study the important or extraordinary issues stated in the financial report.
- 4) Accurately review matters stated by the financial manager of the company, the one tacking his charge, the compliance officer of the company, or the accounts auditor.
- 5) Verify the accounting estimations in the major issues stated in financial reports.
- 6) Study the accounting policies adopted by the company, reflect opinion on the same and recommend to the board of directors.

b) Internal Auditing:

- 1) Study and audit the internal control system and risk management in the company.
- 2) Study the internal auditing reports, and follow up implementation of the corrective measures of the stated remarks.
- 3) Control and supervision of the performance and activities of the internal auditor and the internal auditing department in the company – if any – to ensure the presence of the necessary resources and efficiency of performing the assigned tasks and duties.
- 4) Recommend the appointment of the manager of the auditing unit or department, or the internal auditor and suggest his remunerations.

c) Accounts Auditor:

- 1) Recommend the nomination, discharge, determine fees, and performance evaluation of the accounts auditors to the board of directors after ensuring the independence and verify the scope of their works and their contracting conditions.
- 2) Ensure the independence, subjectivity, and fairness of the accounts auditor and the effectiveness of the auditing works taking into consideration the relevant rules and standards.
- 3) Verify plan and works of the accounts auditor, and that he is not submitting technical or administrative works beyond the scope of the auditing works.
- 4) Provide answers for the inquiries of the accounts auditor.

- 5) Study the report and related notes of the accounts auditor regarding the financial statements, reflect opinion and follow up implementation.

d) Insurance of Compliance:

- 1) Verify the results of the controlling authorities report and ensure that the company is taking the necessary procedures in this respect.
- 2) Ensure compliance of the company with the relevant rules, policies and instructions.
- 3) Verify contracts and deals supposed to be performed by the company with related parties, and provide feedback to the board of directors.
- 4) Escalate whatever is considered necessary for action by the board of directors and state recommendations of the required procedures.

e) Risks:

- 1) Develop a comprehensive risk management strategy and policies in proportion to the nature and size of the company's activities, and verify its implementation, review and update based on the company's internal and external variables.
- 2) Verifying the feasibility of the company's continuation and its successful continuation of its activities, with identification of the risks that threaten its continuity during the next twelve months.
- 3) Working on identifying the risks that the company may face in the future through four stages (identifying the risk - analyzing the risk - assessing the risk - treating the risk) and developing solutions to address them and giving priority to the high risks.
- 4) Monitoring the risks that the company may be exposed to and the extent to which it faces those risks, conducting continuous assessments of risks and developing plans and strategies to deal with crises and emergencies.
- 5) Ensure the availability of adequate resources and systems to manage risks.
- 6) Reviewing the organizational structure of risk management and making recommendations in this regard before being approved by the Board of Directors.
- 7) Verify the independence of risk management staff from activities that may expose the company to risks.
- 8) Overseeing the control procedures and risk management systems, evaluating their effectiveness and identifying their deficiencies.
- 9) Periodically reassess the company's ability to take risks and be exposed to them.
- 10) Assessment of potential losses that may affect the operations within the company as a result of exposure to risks in terms of the magnitude and frequency of events.
- 11) Assessing the weaknesses in the company's various activities and operations that may lead to risks and setting corrective action procedures for them.
- 12) Presenting recommendations to the Board of Directors on issues related to risk management and any proposed steps to manage such risks.
- 13) Submit a report at the end of each year on information related to any risks faced by the company and the policy for managing, monitoring and treating these risks.

f) Sufficiency of the Internal Control System:

The committee must prepare report stating their opinion regarding the sufficiency of the internal and financial control regulation, and risk management in the company, in addition to the other executed works within the scope of its responsibilities. The committee shall request the board of directors to provide enough copies of this report in the company head office at least (21) days before the date of the general assembly. This report shall be recited before the general assembly and the committee may seek help of an independent external consultant to evaluate the internal control system and reflect opinion about its sufficiency.

Eleventh: Conflict of Interests:

- 1) In case the member is having any conflict of interest in an issue included in the agenda, he must disclose this conflict before discussion, and this matter must be recorded in the meeting minutes. In such case he shall have the right to participate or vote in this issue.

2) If the member is having doubted conflict of interests, he may seek opinion and advice of the committee chairman.

Any conflict of interest of any member presented and discussed in the committee meeting, a summary after the fulfilment of the legal procedures shall be presented to the board of directors to take the appropriate decision.

Twelfth: Contradiction between the Auditing Committee and Board of Directors:

In case of existing contradiction between the recommendations of the committee and decisions of the board of directors, and if the board refused to adopt the recommendation of the committee in respect of the appointment, dismiss, determine fees, evaluate performance of the accounts auditor or appointment of the internal auditor, the report of the board of directors must include the recommendation of the committee, justifications, and reason for not adopting it.

Thirteenth: The Mechanism of Presenting Notes or Violations in the Company

The auditing committee shall set a mechanism that enables the company personnel to present their remarks of any violations in the financial report or else in full confidentiality, and must ensure the application of this mechanism through independent investigation according to the volume of damage or violation and adopt suitable follow up procedures.

Fourteenth: Authorities of the Committee

To pursue its assigned responsibilities, the auditing committee may:

- Have access to company records and documents.
- May request any explanation or clarification from members of the board of directors or executive management.

Ask the board of directors to call for general assembly meeting if the board of directors had interrupted its work or if the company is exposed to serious damages or loss.

Fifteenth: Application & interpretation of the charter provisions:

Provisions of this charter shall be applied and interpreted without contradiction with the company articles of association and any other bylaws approved by the board of directors and shall be in compliance with the Saudi Companies Regulation, CMA and their executive rules.

Sixteenth: Committee Remunerations:

Each member is entitled to annual compensation according to the approved compensation policy or as determined by the board of directors.

Seventeenth: Validity of the Charter:

- 1) This charter is subject to verification as a part of the effectiveness of the committee works governance.
- 2) This charter is to be approved by the general assembly and come into effect according to a resolution by the assembly and shall supersede any previously valid charters.



Comparison Amendments to Remuneration& Nominations Committee Charter & New Amended Charter

**Amendments Comparison Of the Remuneration and Nomination
committee's Charter of Abdullah Al-Othaim Markets Company**



Text before amendment	Text after amendment
<p>Third: Formation of the Committee & Selection of the Chairman:</p> <p>a) According to a resolution by the board of directors, the Remunerations and nomination committee shall be formed from the non-executive members of the board of directors or other than the board members whether shareholders, employees or else. The number of members shall not be less than three and not more than five members, chairman of the committee shall be an independent member of the board of directors. The term of office of this committee according to the provisions of the formation resolution provided that it shall not exceed the office term of the board of directors.</p> <p>b) From within its members, the committee shall elect a chairman in the first meeting. The committee may appoint a vice chairman and a secretary from within its members or else having the necessary sufficient skills and experience.</p> <p>c) In case of vacant post in the committee membership due to resignation or any other reason, the board of directors may appoint another member in the vacant post who shall complete the period of his predecessor.</p> <p>d) In case need arise to increase the number of committee members, without exceeding the upper limit during its office term, the board may appoint one or more committee members(s).</p>	<p>Third: Formation of the Committee & Selection of the Chairman:</p> <p>a) According to a resolution by the board of directors, the Remunerations and nomination committee shall be formed from the non-executive members of the board of directors or other than the board members whether shareholders, employees or else. The number of members shall not be less than three and not more than five members, chairman of the committee shall be an independent member of the board of directors. The term of office of this committee according to the provisions of the formation resolution provided that it shall not exceed the office term of the board of directors.</p> <p>b) From within its members, the committee shall elect a chairman in the first meeting. The committee may appoint a vice chairman and a secretary from within its members or else having the necessary sufficient skills and experience.</p> <p>c) In case of vacant post in the committee membership due to resignation or any other reason, the board of directors may appoint another member in the vacant post who shall complete the period of his predecessor.</p> <p>d) In case need arise to increase the number of committee members, without exceeding the upper limit during its office term, the board may appoint one or more committee members(s).</p>
<p>Sixth: Meetings & Minutes of the Committee:</p> <p>1) Committee meetings shall be periodically convened at every six months, additional meetings may be convened whenever necessary according to the request of the chairman or one member stating the justifiable reasons for meeting and approval of the majority members, or upon the request of the board of directors. Quorum of meeting is the attendance of half of its members, resolutions are issued according to majority of the attending members; in case of equal votes the chairman of the meeting shall have a casting vote.</p>	<p>Sixth: Meetings & Minutes of the Committee:</p> <p>1) Committee meetings shall be periodically convened at every six months, additional meetings may be convened whenever necessary according to the request of the chairman or one member stating the justifiable reasons for meeting and approval of the majority members, or upon the request of the board of directors. Quorum of meeting is the attendance of half of its members, resolutions are issued according to majority of the attending members; in case of equal votes the chairman of the meeting shall have a casting vote.</p>

<p>2) According to the approval of the majority of members, a meeting may be postponed or cancelled as deemed appropriate by the committee.</p> <p>3) The committee may convene meetings using the technological means the visual or audio conferencing and attendance shall consider in person.</p> <p>4) The committee member may authorize another party to attend meetings, and in all cases the member may not authorize more than member for the same meeting, the authorized member shall have two votes, however the authorized attorney shall not have right to vote where regulations are restricting voting of the authorizing member.</p> <p>5) Committee meetings and resolutions shall be documented in minutes duly signed by all attending members. These minutes and resolutions shall be maintained in special record to be signed by the chairman, provided that all attending and absent members shall be provided with the minutes draft within the specified period. In presence of notes or modifications on the draft minutes, members must provide the chairman within no more than (7) seven days of the date of sending minutes, otherwise such draft shall be considered final and members signatures shall be completed unless there exist emergency circumstances at the discretion of the chairman.</p> <p>6) Any committee member may have reservation against any resolution adopted by the committee provided that he shall specify the reasons behind this reservation to be recorded in minutes. No member shall be relieved of responsibility of the unanimously adopted resolutions in case of being absent unless he records his reservation.</p> <p>7) The committee may invite any member of the board of directors, the executive management officer, or else to attend meetings and provide the required relevant information.</p>	<p>2) According to the approval of the majority of members, a meeting may be postponed or cancelled as deemed appropriate by the committee.</p> <p>3) The committee may convene meetings using the technological means the visual or audio conferencing and attendance shall consider in person.</p> <p>4) The committee member may authorize another party to attend meetings, and in all cases the member may not authorize more than member for the same meeting, the authorized member shall have two votes, however the authorized attorney shall not have right to vote where regulations are restricting voting of the authorizing member.</p> <p>5) Committee meetings and resolutions shall be documented in minutes duly signed by all attending members. These minutes and resolutions shall be maintained in special record to be signed by the chairman, provided that all attending and absent members shall be provided with the minutes draft within the specified period. In presence of notes or modifications on the draft minutes, members must provide the chairman within no more than (7) seven days of the date of sending minutes, otherwise such draft shall be considered final and members signatures shall be completed unless there exist emergency circumstances at the discretion of the chairman.</p> <p>6) Any committee member may have reservation against any resolution adopted by the committee provided that he shall specify the reasons behind this reservation to be recorded in minutes. No member shall be relieved of responsibility of the unanimously adopted resolutions in case of being absent unless he records his reservation.</p> <p>7) The committee may invite any member of the board of directors, the executive management officer, or else to attend meetings and provide the required relevant information.</p>
<p>Tenth: Tasks and Responsibilities of the Committee</p> <p>1) Set and update policies of remunerations of the board of directors and committees of established by the board of directors and executive management and submit to the concerned departments for approval while considering the relevant regulations organizing this policy.</p>	<p>Tenth: Tasks and Responsibilities of the Committee</p> <p>1) Set and update policies of remunerations of the board of directors and committees of established by the board of directors and executive management and submit to the concerned departments for approval while considering the relevant regulations organizing this policy.</p>

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| <ul style="list-style-type: none"> 2) Clarify the relationship between the awarded Remunerations and the adopted Remunerations policy and determine any substantial deviation of this policy. 3) Periodical review of Remunerations policy, and assessment of its effectiveness in realizing the targeted objectives. 4) Recommend to the board of directors, the Remunerations of the board members and emerging committee members, and senior executives according to the approved policy. 5) Propose clear policies and standards for the membership of the board of directors and executive management. 6) Recommend nomination of the board members and re-nominate them according to the approved policies and standards, taking into consideration the prerequisites for nomination to the board membership. 7) Set description of the required abilities and qualifications for the membership of the board of directors and the executive administrative positions. 8) Determine the time to be devoted by the member for the activities of the board of directors. 9) Annual verification of the required skills and experience for the membership of the board of directors and executive management posts. 10) Verify the organizational structure of the board of directors and executive management, and present recommendation for the required possible modifications. 11) Annually ensure the independence of the independent members, and ensure absence of the conflict of interest if the member is occupying membership of another company's board of directors. 12) Set employment description for the executive, non-executive, independent members and senior executive officers. 13) Set special procedures in case of vacant post of the membership of the board of directors or senior officers. | <ul style="list-style-type: none"> 2) Clarify the relationship between the awarded Remunerations and the adopted Remunerations policy and determine any substantial deviation of this policy. 3) Periodical review of Remunerations policy, and assessment of its effectiveness in realizing the targeted objectives. 4) Recommend to the board of directors, the Remunerations of the board members and emerging committee members, and senior executives according to the approved policy. 5) Propose clear policies and standards for the membership of the board of directors and executive management. 6) Recommend nomination of the board members and re-nominate them according to the approved policies and standards, taking into consideration the prerequisites for nomination to the board membership. 7) Set description of the required abilities and qualifications for the membership of the board of directors and the executive administrative positions. 8) Determine the time to be devoted by the member for the activities of the board of directors. 9) Suggest the necessary mechanisms to annually evaluate the performance of the Board, its members, committees, and executive management, through appropriate performance indicators related to the extent to which the company's strategic objectives are achieved, the quality of risk management, the adequacy of internal control systems, and others. 10) Evaluate the members of the Board of Directors, the committees, on an annual basis in accordance with the mechanisms necessary in the evaluation process. 11) Annual verification of the required skills and experience for the membership of the board of directors and executive management posts. 12) Verify the organizational structure of the board of directors and executive management, and present recommendation for the required possible modifications. |
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| <p>14) Determine strength and weakness points of the board of directors and suggest solutions in compliance with company interests.</p> <p>15) Ensure compliance with the company governance charter and provisions of the relevant regulations in respect of nomination of the board members.</p> <p>16) Study issues assigned or referred by the board of directors, and present recommendations to the board for the suitable decision. In this respect, the committee may seek help of experts and specialized parties from within or outside the company, provided that the same shall be recorded in the meeting minutes showing the details of the expert or specialized party and relationship with the company or the executive management.</p> <p>17) The committee shall submit report of its activities by the year end to the board of Directors.</p> | <p>13) Annually ensure the independence of the independent members, and ensure absence of the conflict of interest if the member is occupying membership of another company's board of directors.</p> <p>14) Set employment description for the executive, non-executive, independent members and senior executive officers.</p> <p>15) Set special procedures in case of vacant post of the membership of the board of directors or senior officers.</p> <p>16) Determine strength and weakness points of the board of directors and suggest solutions in compliance with company interests.</p> <p>17) Ensure compliance with the company governance charter and provisions of the relevant regulations in respect of nomination of the board members.</p> <p>18) Study issues assigned or referred by the board of directors, and present recommendations to the board for the suitable decision. In this respect, the committee may seek help of experts and specialized parties from within or outside the company, provided that the same shall be recorded in the meeting minutes showing the details of the expert or specialized party and relationship with the company or the executive management.</p> <p>19) The committee shall submit report of its activities by the year end to the board of Directors.</p> <p>20) The Committee has the right to seek the assistance of experts and specialists it deems fit from within or outside the company within the limits of its powers, provided that this is included in the minutes of its meeting with a detailed statement about the expert or specialist and his relationship with the company or senior executives.</p> |
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**Operation Charter of Remunerations & Nominations Committee
Abdullah Al-Othaim Markets Co.**

Version: 4
Date of issue: 22/09/2021G
No. of pages: 5

Seal

First: Definitions:

Company: Abdullah Al-Othaim Markets Co.

General Assembly: General assembly of the shareholders of Abdullah Al-Othaim Markets Co.

Board of Directors: Board of directors of Abdullah Al-Othaim Markets Co.

Committee: Remunerations and nomination committee formed by the board of directors of Abdullah Al-Othaim Markets Co.

Charter: Operation Charter of Remunerations & Nomination Committee of Abdullah Al-Othaim Markets Co. duly approved by the general assembly.

Committee Member: Member of the Remunerations and nomination committee of Abdullah Al-Othaim Markets Co.

Executive Member: Member of the board of directors of Abdullah Al-Othaim Markets Co. who is totally devoted to work in the executive management of the company and participating in its daily activities.

Non-Executive member: Member of the board of directors of Abdullah Al-Othaim Markets Co. who is not devoted to work in company management, and not participating in its daily activities.

Independent Member: Non-Executive member of Abdullah Al-Othaim Markets Company Board of Directors, who is enjoying full independence in his designation and decisions, and who free of all independence inhibitors stated in the Regulations of the Capital Market and other relevant authorities.

Executive Management or Chief Executives: People assigned to run the operations of Abdullah Al-Othaim Markets Co., propose the strategic decisions, and implementation thereof, such as, CEO, vice CEOs, and financial manager.

Second: Objective:

The objective of this charter is to determine measures and procedures, scope of works, responsibilities, mechanism of issuing resolutions, and member responsibilities of the committee, to help the board of directors in strengthening his responsibilities and verify activities resulting in conflict of interests, nomination to membership of the board of directors, and compliance of the company activities and procedures with the valid rules and regulations.

Third: Formation of the Committee & Selection of the Chairman:

- a) According to a resolution by the board of directors, the Remunerations and nomination committee shall be formed from the non-executive members of the board of directors or else. The number of members shall not be less than three and not more than five members, chairman of the committee shall be an independent member of the board of directors. The term of office of this committee according to the provisions of the formation resolution provided that it shall not exceed the office term of the board of directors.
- b) From within its members, the committee shall elect a chairman in the first meeting. The committee may appoint a vice chairman and a secretary from within its members or else.
- c) In case of vacant post in the committee membership due to resignation or any other reason, the board of directors may appoint another member in the vacant post who shall complete the period of his predecessor.
- d) In case need arise to increase the number of committee members, without exceeding the upper limit during its office term, the board may appoint one or more committee members(s).

Fourth: Measures and basis of selecting the Committee Members:

- 1) Must have the legally recognized capacity.
- 2) Must not be an executive member of the board of directors.
- 3) His honesty and integrity is evident and not condemned of honor or integrity crime.
- 4) Must have enough time to effectively participate in the committee works and must have the ability to take wise decisions in compliance with the professional ethics and values.
- 5) Must be subjective and neutral.
- 6) Must have reasonable conception of policies and nature of the committee works.

Fifth: Expiration of Committee Membership:

Membership of the committee expires by the expiry of term according to the formation resolution, death, resignation, or in the absence of any of the membership conditions, also the board may relief any member for any reason in the reasonable time without causing damage to the company.

Sixth: Meetings & Minutes of the Committee:

- 1) Committee meetings shall be periodically convened at every six months, additional meetings may be convened whenever necessary according to the request of the chairman or one member stating the justifiable reasons for meeting and approval of the majority members, or upon the request of the board of directors. Quorum of meeting is the attendance of half of its members, resolutions are issued according to majority of the attending members; in case of equal votes the chairman of the meeting shall have a casting vote.
- 2) According to the approval of the majority of members, a meeting may be postponed or cancelled as deemed appropriate by the committee.
- 3) The committee may convene meetings using the technological means the visual or audio conferencing and attendance shall consider in person.
- 4) Committee meetings and resolutions shall be documented in minutes duly signed by all attending members. provided that all attending and absent members shall be provided with the minutes draft within the specified period. In presence of notes or modifications on the draft minutes, members must provide the chairman within no more than (7) seven days of the date of sending minutes, otherwise such draft shall be considered final and signatures shall be completed unless there exist emergency circumstances at the discretion of the chairman.
- 5) Any committee member may have reservation against any resolution adopted by the committee provided that he shall specify the reasons behind this reservation to be recorded in minutes. No member shall be relieved of responsibility of the unanimously adopted resolutions in case of being absent unless he records his reservation.
- 6) The committee may invite any member of the board of directors, the executive management officer, or else to attend meetings and provide the required relevant information.

Seventh: Agenda & Supporting Documents:

- 1) The committee shall adhere to meeting agenda while taking into consideration any other issues suggested by members in a previous meeting. Any member shall have the right to new item(s) whether before the meeting or at the time of the agenda approval, and to be included as a deliberation item.
- 2) Agenda and suggested resolution shall be supplied to members through the available communication methods whether emails or other means, associated with the supporting documents at least one week prior to the scheduled meeting date excluding the emergency meetings where members shall be notified within a reasonable and sufficient time before the meeting in the manner that enables the member to study the proposed issues and review documents.
- 3) The agenda shall include the estimated time duration, and time expected for each included issue.
- 4) In case of inquiries or request of explanation from any member about the agenda or documents before the meeting, answers should be provided in due time by the chairman or whoever he may authorize.
- 5) In case of presence of updating or modification whether regarding the agenda or related documents, members shall be timely provided by this change.

Eighth: Tasks & Responsibilities of the Committee Chairman:

Notwithstanding the generally stated tasks and responsibilities of the member in this charter, the tasks and basic responsibilities of the chairman shall include the following without limitation:

- 1) Preside and manage the committee meetings, and his absence shall be substituted by his deputy (if any). In the absence of the chairman and his deputy (if any), he shall appoint a member sufficiently enough before the meeting to preside the meeting. Otherwise, the committee shall elect a chairman from within the attending members.
- 2) Supervise the committee works and ensure compliance of the respective parties with the charter.
- 3) Manage and follow up works of the committee by himself or by whom he may authorize.
- 4) Ensure the correctness of the adopted resolutions and recommendations, and make sure that they are based on knowledge and serving the interests and strategic plans of the company.
- 5) Escalate issues that the committee was not able to arrive to a resolution, the critical reports to the board of directors.
- 6) Follow up implementation of resolutions and recommendation of the committee and the related parties.

- 7) Prepare for meetings and set agenda and get it approved and ensure the availability of the supporting documents.
- 8) Propose meeting schedule each year before year start and share this with members.
- 9) Follow up compliance with the charter and verify the need for updating.
- 10) Ensure the recording of meeting minutes and resolutions, documentation and maintenance of the same as conventionally agreed upon.
- 11) Provide the committee members with the agenda of each meeting together with the supporting documents and ensure that all members has received any subsequent modification.
- 12) Provide members with the draft of the meeting minutes within no more than (7) seven days of the meeting date, and take into consideration any suggestions or modifications, or any resolutions issued in the meeting.
- 13) Ensure obtaining the necessary signatures on the meeting minutes and any resolutions and maintaining the same in a special record.
- 14) Ensure the implementation of resolutions and recommendations adopted by the committee, prepare follow up list for resolutions including summary of the resolutions, the implementing parties, and the latest upcoming, provided that it shall be presented before the committee in each meeting.
- 15) The chairman may authorize some of his tasks to whom he may consider appropriate of the committee members.

Ninth: Obligations and Responsibilities of the Committee Member:

- 1) Regularly attend the committee meetings and effectively participate in its works. In case emerging circumstances that necessitate his absence of a meeting, the member must notify the chairman through any possible means. The member may not dismiss himself from the session before being adjourned without the permission of the chairman.
- 2) Good and appropriate preparation for the meeting, and to review issues of each meeting agenda and read or relevant documents.
- 3) Maintain confidentiality of the company and committee secrets and avoid disclosure to any third party other the general assembly, all acquired information because of pursuing his duties shall be considered confidential.
- 4) Review the draft of the committee meetings minutes, thoroughly understand and convey remarks within a reasonable time of receiving the draft and ask explanation of any ambiguous resolution or text in such minutes.
- 5) The member must develop his skills required to pursue his duties.
- 6) Read the company message, and objectives, for well understanding in be aware of its programs and executive plans, coup with developments relevant to company activities.
- 7) Be honest, truthful and subjective, and disentangled from personal interest by directing the company policy for his personal interest and shall not knowingly disclose misleading information.
- 8) May not accept any valuable thing from an employee, or parties having business relationships with the company that may influence his decisions within the committee.
- 9) The committee chairman must attend the general assembly meeting to answer inquiries of shareholders, in case of being not able to attend, then he must authorize a member to attend on his behalf.

Tenth: Tasks and Responsibilities of the Committee

- 1) Set and update policies of remunerations of the board of directors and committees of established by the board of directors and executive management and submit to the concerned departments for approval while considering the relevant regulations organizing this policy.
- 2) Clarify the relationship between the awarded Remunerations and the adopted Remunerations policy and determine any substantial deviation of this policy.
- 3) Periodical review of Remunerations policy, and assessment of its effectiveness in realizing the targeted objectives.
- 4) Recommend to the board of directors, the Remunerations of the board members and emerging committee members, and senior executives according to the approved policy.
- 5) Propose clear policies and standards for the membership of the board of directors and executive management.

- 6) Recommend nomination of the board members and re-nominate them according to the approved policies and standards, taking into consideration the prerequisites for nomination to the board membership.
- 7) Set description of the required abilities and qualifications for the membership of the board of directors and the executive administrative positions.
- 8) Determine time to be devoted by the member for the activities of the board of directors.
- 9) Suggest the necessary mechanisms to annually evaluate the performance of the Board, its members, committees, and executive management, through appropriate performance indicators related to the extent to which the company's strategic objectives are achieved, the quality of risk management, the adequacy of internal control systems, and others.
- 10) Evaluate the members of the Board of Directors, the committees, on an annual basis in accordance with the mechanisms necessary in the evaluation process.
- 11) Annual verification of the required skills and experience for the membership of the board of directors and executive management posts.
- 12) Verify the organizational structure of the board of directors and executive management, and present recommendation for the required possible modifications.
- 13) Annually ensure the independence of the independent members and ensure absence of the conflict of interest if the member is occupying membership of another company's board of directors.
- 14) Set employment description for the executive, non-executive, independent members and senior executive officers.
- 15) Set special procedures in case of vacant post of the membership of the board of directors or senior officers.
- 16) Determine strength and weakness points of the board of directors and suggest solutions in compliance with company interests.
- 17) Ensure compliance with the company governance charter and provisions of the relevant regulations in respect of nomination of the board members.
- 18) Study issues assigned or referred by the board of directors, and present recommendations to the board for the suitable decision.
- 19) The committee shall submit report of its activities by the year end to the board of Directors.
- 20) The Committee has the right to seek the assistance of experts and specialists it deems fit from within or outside the company within the limits of its powers, provided that this is included in the minutes of its meeting with a detailed statement about the expert or specialist and his relationship with the company or senior executives.

Eleventh: Application & interpretation of the charter provisions:

Provisions of this charter shall be applied and interpreted without contradiction with the company articles of association and any other bylaws approved by the board of directors and shall be in compliance with the Saudi Companies Regulation, CMA and their executive rules.

Twelfth: Committee Remunerations:

Each member is entitled to annual Remunerations according to the approved Remunerations policy or as determined by the board of directors.

Thirteenth: Substitution and Validity of the Charter:

- 1) This charter is subject to verification as a part of the effectiveness of the committee works governance.
- 2) This charter is to be approved by the general assembly and come into effect according to a resolution by the assembly and shall supersede any previously valid charters.

Proxy Form

Dear Shareholders,

The Proxy form is not available, as the Extrordinary General Assembly will only be conducted through modern technology means; to ensure the safety of dealers in the Stock Exchange Market, in context of supporting the preventive and precautionary efforts conducted relevant authorities to address the new Corona Virus (Covid-19).

If there are any enquiries, please contact the investors relationship at

Tel: 011-8299905

.Email: ir@othaimmarkets.com