

Board of Directors worklist

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Chapter One: Purpose

Article one: Preface

- A- Consistent with the “Corporate Governance Regulations” issued by the Capital Market Authority (hereinafter referred to as the “Authority”) and without prejudice to the powers granted to the General Assembly, the Board of Directors (hereinafter referred to as the “Board”) in a company - --- With all the necessary powers to manage the company, in accordance with the powers granted to him under the company's articles of association approved by the company's general assembly.
- B- The board of directors must act at all times honestly, fairly, and diligently in all respects, in accordance with the rules and regulations that apply to the company and in accordance with all relevant company policies.
- C- The Board of Directors’ work regulations (hereinafter referred to as the “Working Regulations”) have been prepared and adopted on the basis of good governance, and good governance procedures can improve the performance of the company.
- D- The board is responsible for approving the company’s comprehensive strategy and the general policy framework for the company. The board assumes this responsibility by supervising the company’s management, which is responsible for carrying out the company’s day-to-day business.
- E- The Board has powers to implement the company's operations and achieve its objectives, and it is not permissible to restrict or cancel any powers of the Board except in accordance with the applicable laws and regulations and the company's articles of association.

Chapter Two: Structure of the Board of Directors

Article Two: Chairman of the Board of Directors

- A- The Chairman of the Board of Directors shall lead the Board and supervise its workflow and the effective performance of its functions. In particular, the tasks and functions of the Chairman of the Board shall include the following:
- 1- Ensuring that the members of the Board of Directors receive in a timely manner complete, clear, correct, and not misleading information.
 - 2- Verify that the board of directors discusses all essential issues in an effective and timely manner.
 - 3- Representing the company before others in accordance with the provisions of the Companies Law and its implementing regulations and the company's articles of association.
 - 4- Encouraging the members of the Board of Directors to carry out their duties effectively and in a manner that achieves the interests of the company.
 - 5- Ensuring the existence of channels for actual communication with shareholders and communicating their opinions to the Board of Directors.
 - 6- Encouraging the constructive relationship and effective participation between the board of directors and the executive management and between the executive, non-executive, and independent members, and creating a culture that encourages constructive criticism.
 - 7- Preparing the agenda for the meetings of the Board of Directors, taking into account any issue raised by a member of the Board of Directors or raised by the auditor, and consulting with the members of the Board of Directors and the CEO when preparing the agenda of the Board.
 - 8- Holding regular meetings with the non-executive members of the board of directors without the presence of any executive in the company.
 - 9- Notify the Ordinary General Assembly, when it is convened, of the business and contracts in which a member of the Board of Directors has a direct or indirect interest, provided that this notification includes the information submitted by the member to the Board of Directors in accordance with Paragraph (14) of Article Thirty of the Corporate Governance Regulations and is accompanied by This notification is a special report from the company's external auditor.
 - 10- It is not permissible to appoint the CEO as Chairman of the Board of Directors of the company during the first year from the end of his services.

11- In addition to the above-mentioned powers, please see Article 22 of the company's articles of association related to the powers of the chairman of the board of directors.

B- It is prohibited to combine the position of the Chairman of the Board of Directors with any other executive position in the company

Article Three: Number of Board Members

A- The company's board of directors consists of 3 members at least elected by the general assembly of shareholders for a period not exceeding three years, with reference to Article 17 of the company's articles of association and in accordance with Article 17 of the Corporate Governance Regulations issued by the Capital Market Authority, and the cumulative vote is followed by voting for the selection of board members Management in the General Assembly in accordance with Article 8 of the Corporate Governance Regulations issued by the Capital Market Authority and Article 35 of the Company's Articles of Association.

Article Four: Criteria for selecting members of the Board of Directors

A- The board must deal with and plan for future changes in the board. One of the board's most important responsibilities is the evaluation and selection of candidates to serve as members of the board of directors. The nomination and remuneration committee is responsible for the nomination and initial evaluation of potential board members

B- The majority of the members of the board of directors must be non-executive members, in accordance with Article (16) of the Corporate Governance Regulations issued by the Capital Market Authority, and they must have the necessary competence to understand the current and emerging issues in the company and deal with them appropriately. The member eligible for membership in the Council must not have a criminal record or have previously been convicted of a crime involving moral turpitude or dishonesty.

C- It is stipulated that the member of the board of directors should be of professional competence, and have the necessary experience, knowledge, skill, and independence so that he can perform his duties efficiently and competently, taking into account that he possesses, in particular, the following:

- 1- The ability to drive
- 2- Efficiency
- 3- The ability to direct
- 4- Financial knowledge
- 5- Healthy fitness
- 6- Obtaining a university degree

- 7- The ability to demonstrate the highest ethical standards
- 8- The ability to make important and immediate contributions to discussions and decision-making in the Council.
- 9- The ability to allocate sufficient time and effort to perform the tasks as a member of the Board of Directors.
- 10- Taking into consideration the number of listed companies in which the potential board member works in accordance with Article (17 C) of the Corporate Governance Regulations issued by the Capital Market Authority, a potential board member candidate may not occupy a membership in the board of more than (5) companies Share listed in the market at once.

Article Five: Independence

- A- The majority of the members of the company's board of directors must be non-executive members, although the company's articles of association do not specify the number of independent members required in the company's board of directors, but the requirements of the Capital Market Authority (Article 16) stipulate that one-third of the board members or at least two (whichever is more) members of the Board of Directors are independent.
- B- An independent member of the board of directors must be able to exercise his duties, express his opinions, and vote on decisions objectively and impartially, which helps the board of directors to take sound decisions that contribute to achieving the interests of the company.
- C- The board of directors shall conduct an annual evaluation of the member's independence and ensure that there are no relationships or circumstances that affect or may affect his independence.
- D- It is inconsistent with the independence necessary for an independent member of the board of directors, including, but not limited to, the following- - :
 - 1- That he owns five percent or more of the company's shares or of the shares of another subsidiary company, or he is related to the person who owns this percentage.
 - 2- To be a representative of a legal person who owns five percent or more of the shares of the company or its subsidiary company.
 - 3- He is related to any member of the board of directors in the company or in any other subsidiary company.
 - 4- That he is related to any of the senior executives of the company or any of its subsidiaries
 - 5- He has worked or worked as an employee during the past two years with the company or any party dealing with it or a subsidiary company, such as auditors and major suppliers, or he has been the owner of controlling shares with any of those parties during the past two years.

- 6- To have a direct or indirect interest in the business and contracts made for the benefit of the company.
- 7- To receive sums of money from the company in addition to the remuneration for membership in the Board of Directors or any of its committees.
- 8- To participate in a business that would compete with the company, or to trade in one of the branches of the company's activity.
- 9- He must have spent more than nine consecutive or separate years as a member of the Board of Directors.

(The Nomination and Remuneration Committee will annually review the independence of the independent members of the Board, as stipulated in its work regulations).

Article Six: Committees of the Council

- A- The company's board of directors performs its responsibilities with the help of the committees emanating from the board, and the committees are raised and recommendations are submitted to the board of directors.
- B- Each committee shall be responsible for its actions before the Board of Directors, without prejudice to the Board's responsibility for those actions, powers or authorities delegated to it.
- C- In general, the number of members of the committees should not be less than 3 and not more than 5 members, and the heads of the committees or their representatives from among its members must attend the general assemblies to answer the shareholders' questions, and a sufficient number of non-executive members must be appointed in the committees concerned with the tasks that may arise from them. Cases of conflict of interest, such as ensuring the integrity of financial and non-financial reports and reviewing related-party deals.
- D- Each committee has a written worklist that defines the scope of its operations, powers, and the main roles and responsibilities assigned to it.
- E- In addition to the board's right to form a sufficient number of committees to assist it in performing its duties, the following committees emanating from the board of directors have been formed to work in the company:
 - 1- Audit Committee
 - 2- Nominations and Remunerations Committee
 - 3- Executive Committee
 - 4- Governance Committee
- F- The Board of Directors will consider the articles and recommendations presented to it by these committees to express its opinion on issues using skill and ability to pass judgments.

- G- The Board of Directors approves the work regulations of the various committees emanating from it, and they will be approved according to the relevant rules and regulations.
- H- Other committees may be formed from one period to another based on the company's needs, circumstances, and conditions to enable it to perform its duties according to the statutory requirements, and the Board will appoint the members of the committee by a majority vote of the Board.
- I- Committees may seek the assistance of experts and specialists from inside or outside the company within the limits of their powers, provided that this is included in the minutes of the committee's meeting, with the name of the expert and his relationship with the company or the executive management.

Chapter Three: Election and Term of Membership

Article Seven: Election and nomination

- A- The members of the Board of Directors are appointed by the General Assembly based on a recommendation from the Nominations and Remunerations Committee, and the members of the Board perform their role in electing the Chairman of the Board of Directors.
- B- Candidates for Board membership are appointed by the majority of shareholders using the cumulative voting system.
- C- The council chairman and vice-chairman are elected by the council, and the approval of the majority of the council members must be obtained to choose the chairman and his deputy, and the term of membership of the council chairman and his deputy shall be the same as that of the council.
- D- The company must also follow the statutory procedures necessary for disclosure in accordance with the requirements of the Capital Market Authority.

Article Eight: Membership Term

- A- Shareholders appoint members of the Board of Directors for a period of three years and may be re-appointed while the Chairman and Vice-Chairman of the Board are elected by the members for a period of three years, and the Chairman, Vice-Chairman and Managing Director may be re-elected.
- B- It is permissible, based on the recommendation of the Board of Directors, to terminate the membership of any of its members who fail to attend three consecutive meetings of the Board without an excuse accepted by the Board.
- C- After the membership term expires, a new board of directors is formed and the members of the board are elected through the general assembly following the same procedure.
- D- The membership of the board ends with the expiry of its term or the expiry of the member's validity to it in accordance with any system or instructions in force in Egypt. However, the general assembly may at any time dismiss all or some of the members of the board of directors, without prejudice to the dismissed member's right towards the company to claim compensation if the dismissal occurred for a reason It is not acceptable or at an inappropriate time, and a member of the Board of Directors has the right to resign, provided that it is at an appropriate time, otherwise, he will be responsible by the company for the damages resulting from the resignation. A statement of the reason for termination of membership.

Article Nine: Vacancy of Board Membership

- A- In the event that the position of a member of the Board becomes vacant during the term of membership as a result of his resignation, dismissal, or otherwise (such as death, criminal conviction, incapacity, bankruptcy, etc.), the Board may appoint a person to replace him based on the recommendation of the Nomination and Remuneration Committee, Through a temporary appointment of a new member, provided that this appointment is presented at the first meeting of the Ordinary General Assembly for approval, and the new member completes the term of his predecessor's membership
- B- Article 17 of the company's articles of association requires that the members of the board of directors be (3) members at least
- C- The resignation decision shall be effective from the date on which the Chairman of the Board of Directors is notified of his resignation, or at any other time to be agreed upon

Chapter Four: Meetings

Article Ten: Number of Meetings

- A- The board meets at least three times a year at the invitation of its president or at the request of two of its members and holds additional meetings when necessary.
- B- The annual report of the shareholders should contain a statement showing the number of board meetings held during the reporting period.

Article Eleven: Meeting Agenda

- A- The Board of Directors approves the agenda for the Board meeting, and in the event that any member objects to this agenda, this must be recorded in the Board meeting minutes.
- B- Each member of the Board of Directors has the right to add any item to the agenda.

Article twelve: Participation and Voting

- **Participation**

- A- The Chairman of the Board of Directors chairs the meetings in which he is present, but in the event of his absence from the meeting, the Vice-Chairman of the Board of Directors or whomever he authorizes shall deputize for him.
- B- The Board of Directors ensures that minutes of all meetings are kept, signed by the Chairman of the Board of Directors or his representative at the meeting, and signed by all the members of the Board present and the Secretary of the Board.
- C- Board meetings are not valid unless attended by at least half of the members of the Board, bearing in mind the possibility of using modern means of communication as a means to attend the meeting. A member may not assign another member to attend the meeting on his behalf unless the following conditions are met:
 - 1- A member of the Board of Directors may not delegate more than one member to represent him in attending the same meeting.
 - 2- The proxy power of attorney shall be fixed in writing and in the matter of a specific meeting.
 - 3- A member of the board of directors may not vote on decisions that the system prohibits the representative from voting on.

- D- The Secretary of the Council confirms the quorum at the beginning of each meeting and provides the Chairman of the Council with the names of the present and absent members and the reasons for their absence, if available.
- E- If any of the members of the Board of Directors has comments regarding the performance of the company or any of the presented issues and they have not been decided upon at the Board meeting, they must be written down and the actions taken by the Board or deemed to be taken regarding them should be indicated in the minutes of the Board of Directors meeting.
- F- If a member of the board of directors expresses an opinion different from the board's decision, it must be recorded in detail in the minutes of the board meeting.

Article twelve: Participation and Voting

- **Voting**

- A- If the quorum for the meeting of the Board of Directors is not complete, then that meeting should be postponed, provided that the adjourned meeting is held, provided that the majority of the members attend in person or by proxy.
- B- Board decisions are issued with the approval of the majority of the members present or their representatives in the meeting, and when opinions are equal, the side with which the chairperson voted shall prevail.
- C- The Board can issue its decisions by passing unless one of the members requests in writing a meeting of the Board to deliberate thereon, and these decisions must be presented to the Board in the first following meeting.

Article Thirteen: Minutes of Meetings

- A- The deliberations and decisions of the Board of Directors are recorded in minutes signed by the Chairman of the Board, the members of the Board of Directors present and the Secretary, and these minutes are recorded in a special register signed by the Chairman and the Secretary.

Chapter Five: Roles and Responsibilities of the Board of Directors

Article Fourteen: Preamble

A- The board of directors represents all shareholders, and must exercise the duties of care and loyalty in managing the company and everything that would safeguard its interests, develop and maximize its value.

b- The board of directors may, within the limits of its powers, delegate to one or more of its members, committees, or others to carry out specific work or works, and in all cases, the board of directors may not issue a general or indefinite delegation.

Article fifteen: basic functions of the board of directors

- Taking into account the competencies established for the General Assembly in the Companies Law, the Executive Regulations, and the Company's Articles of Association, the Board of Directors shall have the widest powers in managing the company and directing its work to achieve its objectives.
- 1- Develop, review, and direct plans, policies, strategies, main objectives, and risk management policies and procedures.
- 2- Determining the optimal capital structure for the company, its strategies, and financial objectives, and approving all kinds of discretionary budgets.
- 3- Supervising the main capital expenditures of the company and owning and disposing of assets.
- 4- Setting performance objectives and monitoring implementation and overall performance in the company.
- 5- Periodic review and approval of the organizational and functional structures of the company.
- 6- Verify the availability of human and financial resources necessary to achieve the company's objectives and main plans.
- 7- Develop a written policy to address actual and potential conflict of interest cases for each of the members of the Board of Directors, executive management, and shareholders, including misuse of the company's assets and facilities, and misconduct resulting from dealings with related parties.
- 8- Ensuring the integrity of the financial and accounting systems, including those related to the preparation of financial reports.
- 9- Ensuring the application of appropriate control systems to measure and manage risks by developing a general perception of the risks that the company may face, creating an environment familiar with the culture of risk management at the company level, and presenting it transparently with stakeholders and related parties to the company.
- 10-Annual review of the effectiveness of the company's internal control

procedures.

11-Preparing clear and specific policies, standards, and procedures for membership in the Board of Directors and putting them into practice after approval by the General Assembly.

12-Develop written policies that regulate the relationship with stakeholders.

13-Develop policies and procedures that ensure the company's compliance with

14-the rules and regulations and its obligations to disclose material information to shareholders and stakeholders, and verify compliance by the executive management with them.

15-Supervising the company's financial management, its cash flows, and its financial and credit relationship with others.

- Proposing to the extraordinary general assembly what it deems appropriate regarding the following:
 - Increasing or decreasing the company's capital
 - Dissolving the company before the deadline specified in the company's articles of association or deciding its continuation.
 - Amending the company's articles of association, with the exception of amendments that are considered invalid under the Companies Law.
 - It is possible to refer to Article Eleven of the Corporate Governance Regulations issued by the Capital Market Authority to find out the rest of the functions of the Extraordinary General Assembly.

16-Suggesting to the Ordinary General Assembly what it deems appropriate regarding the following:

- Using the company's consensual reserve in case it was formed in the extraordinary general assembly and was not allocated for a specific purpose.
- Creating additional reserves or financial allocations for the company.
- Method of distributing the company's net profits.
- It is possible to refer to Article Twelve of the Corporate Governance Regulations issued by the Capital Market Authority to find out the rest of the functions of the Ordinary General Assembly.

17- Preparing and approving the company's initial and annual financial statements

before publishing them.

18 -Preparing and approving the Board of Directors' report before its publication.

19 -Ensure the accuracy and integrity of the data and information to be disclosed, in accordance with the applicable disclosure and transparency policies and systems.

20 -Establishing effective communication channels that allow shareholders to see on a continuous and periodic basis, the various aspects of the company's activities and any material developments.

21 -Forming specialized committees emanating from it by decisions specifying the duration of the committee, its authority, its responsibilities, and how the Council will monitor it, provided that the decision to form includes naming the members and specifying their tasks, rights, duties, and remuneration, with an evaluation of the performance and work of these committees and their members.

22 -Determining the types of rewards that the company provides to its employees, such as fixed rewards, performance-related rewards, and rewards in the form of shares in a manner that does not conflict with the regulatory controls and procedures issued in implementation of the Companies Law.

23 -Setting the values and standards that govern the work of the company

24 -The distribution of competencies and tasks as follows:

- Adopting the internal policies related to the company's work and its development, including defining the tasks, competencies and responsibilities assigned to the various organizational levels.
- Adopt written and detailed policies specifying the powers delegated to the executive management and a table showing those powers, the method of implementation and the delegation period. The board of directors may request the executive management to submit periodic reports on its exercise of the delegated powers.
- Determining the issues that the council retains the authority to decide on.

25 -Supervising the executive management, and the board of directors is responsible

for forming the executive management of the company, organizing its work, controlling and supervising it, and verifying that it performs the tasks entrusted to it, and for this purpose:

- Develop the necessary administrative and financial policies.
- Verify that the executive management operates in accordance with these policies approved by it.
- Choosing and appointing the CEO of the company and supervising his work.
- Appointing and dismissing the director of the internal audit unit or department or the internal auditor and determining his remuneration, in addition to the director of the risk management unit or department.
- Holding periodic meetings with the executive management to discuss the course of work and the obstacles and problems it encounters, and to review and discuss important information regarding the company's activity.
- Setting performance standards for the executive management in line with the company's goals and strategy.

Article Sixteen: Duties and Duties of the Board Members

A- Each member of the Board of Directors shall abide by the principles of honesty, trustworthiness, loyalty, care, and concern for the interests of the company and shareholders and prioritize them over his personal interest. Each member of the Board of Directors, through his membership in the Board of Directors, performs the following tasks and duties- :

- Submitting proposals to develop the company's strategy.
- Monitoring the performance of the executive management and the extent to which it achieves the company's goals and objectives.
- Reviewing the company's performance reports.
- Verify the integrity and integrity of the company's financial statements and information.
- Verify that the company's financial control and risk management systems are strong.
- Determining the appropriate levels of remuneration for the executive management.
- Expressing an opinion on the appointment or removal of senior executives of the company.
- Participation in the development of the succession and replacement plan for the company's executive positions.

- Full compliance with the provisions of the Companies Law, the Capital Market Authority Law and their implementing regulations and related regulations, and the Basic Law when exercising the duties of his membership in the Board and refraining from undertaking or participating in any act that constitutes mismanagement of the company's affairs.
- Attending the meetings of the Board of Directors and the General Assembly and not being absent from them except for an excuse notified to the Chairman of the Board of Directors in advance.
- Allocate sufficient time to carry out its responsibilities, prepare for the meetings of the Board of Directors and its committees, and participate in them effectively, including asking related questions and discussing the company's senior executives.
- Studying and analyzing information related to the issues considered by the Board of Directors before expressing an opinion on them.
- Enabling the other board members to express their opinions freely and urging the board to deliberate on topics and survey the opinions of specialists from the company's executive management members and others if the need arises.
- Informing the board of directors completely and immediately of any interest that it has direct – you or indirectly in the business and contracts that are done for the company's account, – and that this notification includes the nature and limits of that interest, the names of any persons involved in it, and the expected benefit to be obtained directly or indirectly. From that interest, whether that interest is financial or non-financial, and that member should not participate in voting on any decision issued in this regard, in accordance with the provisions of the Companies Law and the Capital Market Law and their implementing regulations.
- Informing the Board of Directors fully and immediately of his direct or indirect participation in any business that would compete with the company or his competition with the company, directly or indirectly, in one of the branches of the activity he is engaged in, - - in accordance with the provisions of the Companies Law and the Capital Market Law and their implementing regulations.
- Not revealing or disclosing any secrets obtained through his membership in the Board to any of the company's shareholders, unless that was during the meetings of the General Assembly or to others, in accordance with the provisions of the Companies Law and the Capital Market Law and their implementing regulations.
- Developing his knowledge in the field of the company's activities and business and in the related financial, commercial, and industrial fields.

- Resignation from the membership of the board of directors in the event that he is unable to fully fulfill his duties on the board.

Article Seventeen: Duties of the Independent Member

A- Subject to Article 30 of the Corporate Governance Regulations issued by the Capital Market Authority, an independent board member must actively participate in the performance of the following tasks:

- 1- Expressing an independent opinion on strategic issues, company policies, and performance, and appointing members of the executive management.
- 2- Verify that the interests of the company and its shareholders are taken into account and that they are presented in the event of any conflict of interest.
- 3- Supervising the development of corporate governance rules and monitoring the implementation of them by the executive management.
- 4- Be sure to attend all meetings in which important and fundamental decisions affecting the company's position are taken.

Article Eighteen: Obligation

A- Ensuring the existence of appropriate control policies and procedures to comply with the applicable laws and regulations (the Capital Market Authority, the Ministry of Commerce and Investment, etc.) and the obligation to disclose material information in accordance with the regulatory requirements.

Article Nineteen: Exclusive Decisions of the Council

- There are issues that the Board of Directors must take into consideration as a whole and may not be delegated even to committees emanating from the Board. The Board of Directors reserves the right to review and amend these matters from time to time as necessary. These issues include the following:
 - 1- Appointing the Chairman, Vice-Chairman and Managing Director.
 - 2- Appointment/dismissal of the CEO.
 - 3- Issues referred to the Board of Directors from the sub-committees.
 - 4- Approval of releasing the company's debtors from their obligations after fulfilling the conditions specified in the company's articles of association.
 - 5- Conducting an annual self-evaluation, if possible, of the performance of the Board of Directors with respect to the purpose, tasks and responsibilities of the Board and its members described in this document. The purpose of this assessment is to evaluate and ensure the implementation of all responsibilities described in the Board's work regulations

Chapter Six: Training, Support, and Evaluation Policy for Board Members

Article twenty: Training

- A- Preparing programs for the newly appointed members of the board of directors and executive management to introduce the company's workflow and activities, especially the following:
- 1- The company's strategy and objectives– .
 - 2- The financial and operational aspects of the company's activities.
 - 3- The obligations, duties, responsibilities, and rights of the members of the board of directors.
 - 4- Duties and functions of the company's committees.
- B- Establishing the necessary mechanisms for the members of the Board of Directors and the executive management to obtain continuous training programs and courses for the purpose of developing their skills and knowledge in areas related to the company's activities.

Article twenty-one: Providing Members with Information

- The company's executive management shall provide the members of the board of directors, the non-executive members, and the company's committees with all the necessary information, data, documents, and records, provided that they are complete, clear, true, and not misleading, and in a timely manner to enable them to perform their duties and tasks.

Article twenty-two: Evaluation

- A- The Board of Directors, based on the proposal of the Nominations and Remunerations Committee, sets the mechanisms necessary to annually evaluate the performance of the Board, its members, committees, and the 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, provided that the strengths and weaknesses are identified. And a proposal to address them in line with the interest of the company.
- B- The performance evaluation procedures must be written and clear and disclosed to the members of the Board of Directors and the persons concerned with the evaluation.
- C- The performance appraisal should include the skills and experiences that the council possesses, and identify the strengths and weaknesses, while working to address the weaknesses in possible ways, such as nominating professional competencies that can develop the council's performance. The performance

appraisal must also include an evaluation of the work mechanisms in the council in general.

- D- In the individual evaluation of the members of the Board of Directors, the extent of the member's active participation and commitment to perform his duties and responsibilities, including attendance at the Board's sessions and committees, and allocating the necessary time for them, shall be taken into account.
- E- The Board of Directors makes the necessary arrangements to obtain an evaluation of its performance by a competent external party every three years.
- F- The non-executive members of the board of directors shall conduct a periodic evaluation of the performance of the chairman of the board after taking the views of the executive members without the presence of the chairman of the board of discussion designated for this purpose, provided that the strengths and weaknesses are identified, and a proposal is made to address them in line with the interest of the company.

Chapter Seven: Secretary of the Board of Directors

Article twenty-three: Secretary of the Board of Directors

A- The company's board of directors should appoint a secretary to the board from among its members or others so that the term of his membership is equal to the term of the board's work (while retaining the right to re-appointment), and the secretary must enjoy any of the following:

- To have a university degree in law, finance, accounting, administration, or its equivalent, with a relevant practical experience of not less than three years.
- He must have at least five years of relevant practical experience. He may not be dismissed except by a decision of the Board of Directors, and he is responsible for the following tasks:
 - 1- Documenting the meetings of the Board of Directors and preparing minutes for them that include the discussions and deliberations, stating the place and date of the meeting and the time of its beginning and end, documenting the Board's decisions and voting results, keeping them in a special and organized record, recording the names of the attending members, and the reservations they made, if any, and signing these minutes from all Members - - present and before him.
 - 2- Keeping the reports submitted to the Board of Directors and the reports prepared by the Board.
 - 3- He Provides the members of the board of directors with the board's agenda, working papers, documents and information related to it, and any additional documents or information requested by any member of the board of directors related to the topics included in the meeting agenda.
 - 4- Verify that the members of the Board of Directors adhere to the dates of the Board's meetings, well before the specified date.
 - 5- Presenting the draft minutes of the minutes to the members of the board of directors completely and quickly before adopting and signing them.
 - 6- Coordination between the members of the board of directors.
 - 7- Organizing a record of disclosures of the members of the Board of Directors and the Executive Management in accordance with the provisions of Article Ninety-Two of the Corporate Governance Regulations issued by the Capital Market Authority.
 - 8- Providing assistance and advice to the members of the Board of Directors.

Chapter Eight: Instructions Governing the Remuneration and Compensation of Board Members

Article twenty-four:

- The Nomination and Remuneration Committee prepares the remuneration policy for members of the Board of Directors, sub-committees, and senior executives.

Chapter Nine: Communication with Independent Consultants

Article twenty-five: Hiring independent consultants

- The members of the Board of Directors have the right to obtain independent professional advice regarding their duties and responsibilities at the expense of the company, and this requires obtaining the written approval of the Chairman of the Board of Directors.

Chapter Ten: Confidentiality and Trading Based on Inside Information and Disclosure

Article twenty-six: Confidentiality

- All records issued by the Board of Directors, including papers and presentations submitted to the Board of Directors, should be treated as confidential and may not be disclosed or issued to any person other than members of the Board of Directors, except as required by law or as approved by the Board of Directors, and this information includes Confidentiality All private and undisclosed information about the company (which is not required to be disclosed according to the statutory requirements) that a member of the Board of Directors obtains by virtue of his position in the company and whose disclosure is beneficial to competitors and harms the company or its clients.

Article twenty-seven: Trading based on internal information

- A- Insider refers to one of the groups listed below:
- 1- Members of the company's board of directors.
 - 2- The company's employees.
 - 3- Immediate family members of the above-mentioned persons and other persons who are not related in the event that they obtained information about the company from the above-mentioned persons.

- B- Other persons will become informed from time to time and will be subject to these provisions if they are in possession of, or are likely to be in possession of, information that has not been publicly disclosed or that they have received material information that has not been publicly disclosed by any informed person.
- C- Any person who is familiar with or possesses material information that is not disclosed to the public in relation to the company is an informed person as long as the information is not known by the public and may affect even in a small way the price of the company's share.
- D- Insiders are prohibited from doing the following:
- 1- Transfer material information that is not disclosed to the public and to any person unless that person needs to know that information for reasons related to the company's business and in its interest and in accordance with the regulations.
 - 2- Using any method, scheme or trick to defraud money.
 - 3- Making any incorrect statement about an important fact or omitting to mention an important and necessary fact to make the statements misleading.

Article twenty-eight: Conflict of Interest

- The company has developed a clear written policy to deal with actual or potential conflict of interest cases that could affect the performance of the members of the board of directors, executive management, or other employees of the company when they deal with the company or with other stakeholders. For more information, please see the conflict-of-interest policy.

Article twenty-nine: Disclosure

- All members of the Board of Directors must sign the declaration set out in (Annex A) and update it whenever necessary

Article thirty: Effective date

- A- This policy shall enter the scope of application after approval by the Council and its approval by the General Assembly.
- B- It is the authority of the Board of Directors to make any amendments to this policy under the authority of the General Assembly of shareholders, provided that these are

Amendments in accordance with the rules and regulations of the relevant authorities.

Note: The authority to amend this regulation rests with the Secretary of the Board of Directors after the amendment has been approved by the Board of Directors, and the amended version of the regulation must be approved by the Board of Directors or whoever is authorized to do so.