

AUDIT COMMITTEE CHARTER	لائحة عمل لجنة المراجعة
PHARMA PHARMACEUTICAL INDUSTRY & BIOLOGICAL COMPANY	شركة فرماء للصناعات الدو ائية والمستحضرات الحيوية
This Charter was approved by a resolution of the General Assembly of Pharma Pharmaceutical Industry & Biological Company on [●]/[●]/1445H (corresponding to [●]/[●]/2024G)	تم اعتماد هذه اللائحة بقرار من الجمعية العامة لشركة فرماء للصناعات الدوائية والمستحضرات الحيوية ، بتاريخ [●]/[●]/1445هـ (الموافق [●]/[●]/2024م).
Signature of the Chairman of the General Assembly	توقيع رئيس الجمعية
Company's Seal	ختم الشركة

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AUDIT COMMITTEE CHARTER PHARMA PHARMACEUTICAL INDUSTRY & BIOLOGICAL COMPANY

The Audit Committee (the "Committee") of Pharma Pharmaceutical Industry & Biological Company (the "Company") has been established by the authority of the Company's board of directors (the "Board") and in accordance with the Company's Bylaws and the corporate governance framework in the Kingdom of Saudi Arabia, and shall operate in accordance with this charter (this "Charter"). The defined terms used but not defined in this Charter shall have the meaning assigned to them in

Appendix 1 of the Corporate Governance Manual of the

Company, unless the context otherwise requires.

لائحة عمل لجنة المراجعة شركة فرماء للصناعات الدوائية والمستحضرات الحيوبة

تأسست لجنة المراجعة (ويُشار إليها فيما يلي ب"اللجنة") شركة فرماء للصناعات الدوائية والمستحضرات الحيوية ("الشركة") واعتمد تشكيلها من قبل مجلس إدارة الشركة ("المجلس") بموجب صلاحياته ووفقًا لنظام الشركة الأساس والتي تتوافق مع لوائح حوكمة الشركات السارية في المملكة العربية السعودية، وتعمل اللجنة وفقًا للائحة العمل هذه ("اللائحة"). ويكون للمصطلحات المستخدمة (غير المعرفة) في هذه اللائحة المعاني الواردة في الملحق 1 من لائحة الحوكمة الداخلية للشركة، ما لم يقتض السياق خلاف ذلك.

1. Purpose الغرض

- 1.1. The purpose of the Committee is to assist the board of directors (the "Board" and each member of the Board, a "Director") of the Company in fulfilling its oversight responsibilities and to perform the duties, responsibilities and authorities described in this Charter.
- 1.2. The primary role of the Committee is to assist the Board with oversight of: (i) the integrity, effectiveness and accuracy of the Company's financial statements, reports, and Internal Control System; (ii) the Company's compliance with legal and regulatory requirements, and the rules of professional conduct; (iii) the qualifications and independence of the Company's external auditors; (iv) the performance of the Company's internal audit and external auditors; and (v) evaluating and supervising the risk management system in the Company and the relevant procedures in this regard.
- 1-1 يتمثل الغرض من اللجنة في مساعدة مجلس إدارة الشركة ("مجلس الإدارة"، ويُشار إلى كل عضو من أعضاء مجلس الإدارة باسم "عضو مجلس الإدارة") في الوفاء بمسؤولياته الرقابية وأداء المهام والمسؤوليات والصلاحيات المنصوص علها في هذه اللائحة.
- 2-1 يتمثل الدور الرئيسي للجنة في مساعدة مجلس الإدارة في الإشراف على:
 (1) سلامة ونزاهة القوائم والتقارير المالية للشركة ونظام الرقابة
 الداخلية بها ودقتهم. (2) التزام الشركة بالقواعد والمتطلبات القانونية
 والتنظيمية وقواعد السلوك الميني. (3) مؤهلات مراجع حسابات الشركة
 الخارجي واستقلاله. (4) أداء مهام المراجعة الداخلية للشركة ومراجعي
 الحسابات الخارجيين. (5) تقييم ومراقبة نظام إدارة المخاطر بالشركة
 والخطوات المتخذة لإدارة هذه المخاطر.

2. Formation

- 2.1. The Committee shall be formed by a resolution of the Board and shall be composed of at least three and no more than five members (each a "Member" and collectively, the "Members").
- 2.2. The term of service of the Members who are also Directors shall not exceed their respective terms of service as Directors.
- 2.3. Executive Directors may not be appointed as Members and the Chairman of the Board may not be appointed as a Member.
- 2.4. A person who is, or has been during the preceding two years, working in the executive or financial management of the Company or as an employee or a director of the external auditor may not be appointed as a Member.
- 2.5. All Members shall be knowledgeable in financial matters, provided that at least one of them is specialised in financial and accounting affairs. The "specialist in financial and accounting affairs" is defined as a person who has the characteristics of financial and accounting expertise through his/her educational qualifications or experience as an

- 1-2 تشكل اللجنة بقرار من المجلس وتتكون من ثلاثة أعضاء على الأقل ولا تزيد على خمسة أعضاء (يُشار إلى كل منهم منفردين بـ"العضو"، ومجتمعين بـ"الأعضاء").
- 2-2 لا تزيد مدة عضوية العضو في اللجنة إذا كان عضوًا في مجلس الإدارة عن مدة عضويته في مجلس الإدارة.
- 3-2 لا يجوز تعيين أي من أعضاء مجلس الإدارة التنفيذيين أعضاءً في اللجنة،
 ولا يجوز تعيين رئيس مجلس الإدارة عضوًا في اللجنة.
- 4-2 لا يجوز لمن يعمل أو كان يعمل خلال السنتين الماضيتين في الإدارة التنفيذية أو المالية للشركة، أو كموظف مدير لدى مراجع الحسابات الخارجي للشركة، أن يُعيِّن عضوًا في اللجنة.
- -5 يجب أن يكون جميع الأعضاء على دراية بالأمور المالية، على أن يكون عضوًا واحدًا من بينهم على الأقل مختصًا بالشؤون المالية والمحاسبية. ويُعرف" المختص بالشؤون المالية والمحاسبية" على أنه الشخص الذي يتمتع بصفات الخبرة المالية والمحاسبية من خلال مؤهلاته العلمية أو خبرته كمحاسب أو موظف مالي لدى شركة عامة أو غيرها من الخبرات

accountant or financial employee with a public	المماثلة، وتشتمل تلك الصفات الواجب توافرها في المختص بالشؤون	
company or other similar experiences. The Member specialised in financial and accounting affairs shall have the following qualities (without limitation):	المالية والمحاسبية على جميع ما يلي (دون حصر):	
(a) be knowledgeable in the general principles of accounting and auditing;	الدراية بالمبادئ العامة للمحاسبة والمراجعة.	(أ)
(b) be knowledgeable in internal auditing standards	المعرفة بمعايير المراجعة الداخلية (بما في ذلك المعايير الدولية للممارسة	(ب)
(including the International Standards for the Professional Practice of Internal Auditing);	المهنية للمراجعة الداخلية).	
(c) have the ability to evaluate internal audit procedures;	القدرة على تقييم إجراءات المراجعة الداخلية.	(ج)
(d) have the ability to prepare, review, analyse and evaluate financial statements or any of them;	القدرة على إعداد القوائم المالية ومراجعتها وتحليلها وتقييمها أو أي مما سبق.	(7)
(e) be knowledgeable with relevant laws and regulations; and	المعرفة بالأنظمة واللوائح ذات الصلة.	(ه)
(f) be knowledgeable in the tasks and duties of the Committee.	المعرفة بمهام اللجنة وواجباتها.	(و)
2.6. At least one of the Members of the Committee	يجب أن يكون على الأقل عضوًا واحدًا في اللجنة من أعضاء مجلس	6-2
members shall be an independent Director.	الإدارة المستقلين.	
2.7. The Committee shall appoint from amongst the	يختار أعضاء اللجنة من بينهم رئيسًا لمدة عضوبة اللجنة، على أن يكون	7-2
Members who are independent Directors a chairman	من أعضاء مجلس الإدارة المستقلين، وفي حال غياب رئيس اللجنة عن	
of the Committee (the "Chairman") ¹ who shall	الاجتماع، يعين أعضاء اللجنة الحاضرون رئيسًا للاجتماع على أن يكون	
preside over the meetings of the Committee. In the event that the Chairman is absent from a Committee	من بين المؤهلين لشغل هذا المنصب بموجب هذه اللائحة. وبترأس الرئيس	
Meeting, the present Members shall appoint a	•	
qualified chairman to preside over such meeting. The	اجتماعات اللجنة ويحضر – أو من ينوبه من الأعضاء – جميع	
Chairman (or his/her delegate from amongst the	اجتماعات الجمعية العامة للإجابة عن أسئلة مساهمي الشركة. ويجوز	
Members) shall attend all meetings of the General Assembly to address any questions raised by the	للجنة عزل الرئيس في أي وقت.	
Company's Shareholders. The Chairman shall be		
subject to removal at any time by the Committee.		
2.8. The Committee shall appoint, from amongst the	تعين اللجنة من بين أعضائها أو من غيرهم أمينًا للسر ("أمين السر").	8-2
Members or others, a secretary to the Committee (the	ويحضر أمين السر جميع اجتماعات اللجنة ويضع مقترح لجدول أعمالها	
"Secretary") who shall attend all meetings of the Committee, prepare a proposed agenda in coordination	بالتنسيق مع رئيس اللجنة ويعد محاضر اجتماعاتها ويوثق قراراتها	
with the Chairman, record the minutes and resolutions	وبحفظها في سجل خاص، كما يقوم بتبليغ أعضاء اللجنة بمواعيد	
of the Committee, notify the Members of the dates of	و. " ب ب ب ب ب و المحاول أعمالها والوثائق اللازمة للاجتماع، وتقديم	
Committee meetings and provide them with the	العون والمشورة إلى اللجنة في المسائل التي تندرج ضمن اختصاصاته،	
agenda and the relevant documentation for the		
meeting, provide assistance and consultation to the Committee on matters within his/her competence and	وكذلك تزويد أمين سر مجلس الإدارة بنسخة من محضر اجتماع اللجنة	
provide the Board Secretary with a copy of the	فور التوقيع عليها من رئيس اللجنة. وتحدد اللجنة مدة تعيين أمين السر،	
meeting minutes following signature of the same by	وفي حال كان أمين السر عضوًا في اللجنة، لا تزيد مدة تعيينه عن مدة	
the Chairman. The term of service of the Secretary shall be specified by the Committee. If the Secretary	عضويته في اللجنة، كما يجوز للجنة عزله في أي وقت.	
is also a Member, his/her term of service shall not		
exceed his/her term of service as a Member. The		
Secretary shall be subject to removal at any time by		
the Committee. 2.9. The Board may accept the resignation of any		0.2
Member upon his/her request.	لمجلس الإدارة قبول استقالة أي عضو من أعضاء اللجنة بناءً على طلبه.	9-2
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¹ <u>Internal Note to the Company:</u> This is a guiding and non-binding requirement (on a comply or explain basis) of the Corporate Governance Regulations. Therefore, it may be deleted from this Charter if the Company desires to do so.

 2.10. All Members shall be subject to removal at any time by the General Assembly. In the event that the membership of any Member is terminated for any reason (whether by resignation, death, removal or any other reason) prior to the expiry of that Member's term, the Board may appoint a temporary Member as his/her replacement. The term of service of such replacement Member shall extend to the term of service of his/her predecessor. 2.11. A Member shall not be a member of the audit committees of more than five listed joint stock companies at the same time. 	10-2 يجوز للجمعية العامة عزل جميع الأعضاء أو بعضهم في أي وقت، وفي حال انتهاء عضوية أي عضو لأي سبب قبل نهاية فترة عضويته (سواءً لاستقالة أو وفاة أو عزل أو أي سبب آخر)، فإنه يجوز لمجلس الإدارة تعيين عضوًا مؤقتًا ليحل محله، ويكمل العضو الجديد مدة سلفه. 11-2 لا يجوز لعضو لجنة المراجعة أن يشغل عضوية لجان مراجعة في أكثر من خمس شركات مساهمة مدرجة في السوق في آن واحد.
2.12. The Saudi Arabian Capital Market Authority shall be notified of the name, position and independence status of each Member, and any changes thereto (including resignation or removal), within a period of five business days from the date on which a Member is appointed or from the date of any such change, as applicable.	12-2 تشعر الشركة هيئة السوق المالية السعودية باسم كل عضو ومنصبه ووضع استقلاليته خلال خمسة أيام عمل من تاريخ تعيينه أو عزله، وأي تغيرات تطرأ على ذلك (بما في ذلك الاستقالة أو الإعفاء) خلال خمسة أيام عمل من تاريخ حدوث التغييرات، كما ينطبق.
3. Meetings	3- الاجتماعات
 3.1. The Committee shall be convened at least four times each fiscal year and when necessary at the invitation of the Chairman or his/her delegate, or whenever a majority of Members see the need for such meeting. Minutes of its meetings shall be prepared, including a summary of its discussions, recommendations, directions and decisions. 3.2. A meeting of the Committee shall be convened by written notice being given by the Secretary at the request of the Chairman to each Member (and invitee, as appropriate) not less than seven days prior to the date set for the meeting, except in cases of urgency, when a meeting may be convened on shorter notice upon approval by a majority of the Members. The notice shall include the date, time and location of the meeting and shall be accompanied by a meeting agenda and appropriate briefing materials. The Members shall aim to attend all the Committee's meetings whether in person, by telephone or video teleconference, or by any other method approved by the Committee and which allows the Members to hear each other. The Committee shall meet at the times and places it deems appropriate to carry out its responsibilities. The Head of the Internal Audit Department and the external auditor may request to meet with the Committee when necessary. 	1-3 تجتمع اللجنة أربع مرات على الأقل كل سنة مالية، وكذلك كلما دعت الحاجة الى ذلك بدعوة من رئيس اللجنة أو من يفوضه لذلك، أو متى ما رأى أغلبية أعضاء اللجنة على الأقل الحاجة لذلك، ويجب إعداد محاضر اجتماعاتها والتي تتضمن ملخص مناقشاتها وتوصياتها وتوجهاتها وقراراتها. 2-3 تجتمع اللجنة بدعوة من رئيسها بموجب إخطار مكتوب يرسله أمين السر لكل عضو – ومدعو، حسب الأحوال – بناءً على طلب الرئيس، وذلك قبل سبعة أيام على الأقل من الموعد المحدد للاجتماع، إلا في الحالات العاجلة حيث يجوز بموافقة أغلبية الأعضاء عقد اجتماع بناء على إخطار يرسل قبل مدة أقل. ويجب أن يشتمل الإخطار على تاريخ ووقت ومكان الاجتماع، بالإضافة إلى جدول أعمال الاجتماع والمستندات المصاحبة ذات العلاقة. ويسعى الأعضاء لحضور كافة اجتماعات اللجنة سواء شخصيًا أو عن طريق الهاتف أو من خلال فيديو المؤتمرات أو بأي طريقة أخرى توافق عليها اللجنة وتتيح للأعضاء الاستماع إلى بعضهم البعض. وتجتمع اللجنة في الأوقات والأماكن التي تراها مناسبة للقيام بمسؤولياتها. لمدير إدارة المراجعة الداخلية ومراجع الحسابات الخارجي بمسؤولياتها. لمدير إدارة المراجعة الداخلية ومراجع الحسابات الخارجي طلب الاجتماع مع اللجنة كلما دعت الحاجة إلى ذلك.
 3.3. In order for meetings of the Committee to reach quorum, it shall be necessary for a majority of the Members to be present. All decisions of the Committee shall be approved by a resolution passed by the affirmative vote of the majority of the Members attending the meeting of the Committee at which the resolution is approved. The Member presiding the meeting shall have a casting vote in the event of a tie. 3.4. Only the Members and the Secretary may attend the meetings of the Committee. However, the Directors. 	3-3 يشترط لصحة اجتماعات اللجنة حضور أغلبية أعضائها، وتصدر قراراتها بأغلبية أصوات الحاضرين، وعند تساوي الأصوات يرجح الجانب الذي صوت معه رئيس اللجنة. 4-3 لا يحق إلا للأعضاء وأمين السر حضور اجتماعات اللجنة، ومع ذلك،
meetings of the Committee. However, the Directors, Executive Management, internal and external auditors,	يجوز لأعضاء مجلس الإدارة والإدارة التنفيذية ومراجعي الحسابات

or other persons may attend such meetings if the Committee requests their opinion or advice. The Committee shall hold special periodic meetings or executive sessions with the Head of the Internal Audit Department or the external auditors whenever this is necessary to perform its responsibilities. 3.5. The Committee may adopt resolutions by circulating the proposed resolutions in writing or in electronic format to all the Members for their approval and signature (and a scanned copy of the Member's signature will be deemed to constitute an acceptable form thereof). Written resolutions shall be passed with the approval of the majority of the Members, with the Chairman having a casting vote in the event of a tie. 3.6. Within five days following the conclusion of each meeting of the Committee or the adoption of a written resolution. the Secretary shall distribute the draft meeting from the Committee of the meeting shall be signed by all Members present at the meeting. 4. Responsibilities 4. Responsibilities (a) Financial statements and reports (b) Review significant issues related to accounting and reporting matters, including complex or unusual transactions, critical discretionary areas, and emerging professional and organisational announcements, and assess their impact on the financial statements; and assess their impact on the financial statements; and assess their impact on the financial statements; and conduct the resolutions of the Company's financial statements; and assess their impact on the financial statements; and creive issues raised by the Company's (financial statements); and assess their impact on the financial statements; and ass				
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executive sessions with the Head of the Internal Audit Department or the external auditors whenever this is necessary to perform its responsibilities. 3.5. The Committee may adopt resolutions by circulating the proposed resolutions in writing or in electronic format to all the Members for their approval and signature (and a scanned copy of the Member's signature will be deemed to consititue an acceptable form thereof). Written resolutions shall be passed with the approval of the majority of the Members, with the Chairman having a casting vote in the event of a bic. 3.6. Within five days following the conclusion of each meeting of the Committee or the adoption of a written resolution, the Secretary shall distribute the draft meeting minutes and/or the resolutions of the Committee. Minutes of the meeting shall be signed by all Members present at the meeting. 4. Responsibilities 4. Responsibilities 4. Responsibilities 4. Responsibilities 5. Within five days individual properties and reports and reports and reports section 1 above, by performing at least the following competencies, duties and responsibilities: 6. Financial statements and reports 7. Proview the results of the external audit, along with the management and the external auditor, including any difficulties encountered; 8. Treview the results of the external auditor, including any difficulties encountered; 9. Treview the results of the external auditor, including any difficulties encountered; 10. Treview the results of the external auditor, including any difficulties encountered; 11. The committee stable perform its main role as set out in Section 1 above, by performing at least the following competencies, duties and responsibilities: 12. Proview material or unusual issues related to accounting and responsibilities: 13. Each province of the external auditor, including any difficulties encountered; 14. The committee shall perform its main role as set out in Section 1 above, by performing at least the following competencies, duties and rep			,	
a. 3.5. The Committee may adopt resolutions by circulating the proposed resolutions in writing or in electronic format to all the Members for their approval and signature (and a seamed copy of the Member's signature will be deemed to constitute an acceptable form thereof). Written resolutions shall be passed with the approval of the majority of the Members, with the Chairman having a casting vote in the event of a tie. 3.6. Within five days following the conclusion of each meeting of the Committee or the adoption of a written resolution, the Secretary shall distribute the draft meeting minutes and/or the resolutions of the Committee to the Board and to each Member in the Committee. Minutes of the meeting shall be signed by all Members present at the meeting. 4. Responsibilities 4. Responsibilities (a) Financial statements, including completencies, duties and reports (b) Financial statements and reports (c) review material or unusual issues related to accounting and reporting matters, including complex or unusual transactions, critical discretionary areas, and emerging professional and organisational announcements, and assess their impact on the financial statements. Company's financial statements and reports of the company's financial statements and reports, and review issues raised by the Company's Chief Financial Officer (or his/her delegate), compliance officer, or the external auditor, including any difficulties encountered; (4) study the Company's interim and annual financial statements in this regard to the Board to ensure the validity, integrity and transparency thereof; and consider whether they erlect appropriate accounting principles and policies; (5) review the results of the external auditor, including any difficulties encountered; (6) review the results of the external auditor, including any difficulties encountered; (7) review the results of the external auditor, including any difficulties encountered; (8) review the results of the external auditor, including any difficulties encounter	executive ses	sions with the Head of the Internal Audit	اجتماعات دورية خاصة أو جلسات تنفيذية مع مدير إدارة المراجعة	
### 3.5. The Committee may adopt resolutions by circulating the proposed resolutions in writing or in electronic format to all the Members for their approval and signature (and a scanned copy of the Member's signature will be deemed to constitute an acceptable form thereof). Written resolutions shall be passed with the approval of the majority of the Members, with the Chairman having a casting vote in the event of a tic. 3.6. Within five days following the conclusion of each meeting of the Committee or the adoption of a written resolution, the Secretary shall distribute the draft meeting minutes and/or the resolutions of the Committee to the Board and to each Member in the Committee. When the Board and to each Member in the Committee of the meeting shall be signed by all Members present at the meeting. 4. Responsibilities 4.1. The Committee shall perform its main role as set out in Section 1 above, by performing at least the following competencies, duties and responsibilities: (a) Financial statements and reports (b) Financial statements and reports (c) Private the state of the committee of the external audit ansactions, critical discretionary areas, and emerging professional and organisational announcements, and assess their impact on the financial statements; and rejorks. Represented: (c) review material or unusual issues included in the Company's financial statements and reports. Chieff imancial Officer (or his/her delegate), compliance officer, or the external auditor; including any difficulties encountered: (d) study the Company's interim and annual financial statements; and policies; or review there results of the external auditor; including any difficulties encountered: (d) study the Company's interim and annual financial statements; and policies; or review there they reflect appropriate accounting principles and policies; or like an original propriate accounting principles and policies; or like an original private and consider whether they are complete and consistent with information that the			الداخلية أو مراجعي الحسابات الخارجيين متى كان ذلك ضروريًا لأداء	
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(4) study the Company's interim and annual financial statements, express an opinion thereon, and make recommendations in this regard to the Board to ensure the validity, integrity and transparency thereof; and consider whether they are complete and consistent with information that the Members are aware of and whether they reflect appropriate accounting principles and policies; (5) review other sections of the annual report and related organisational files before they are issued, and			ويشمل ذلك أية صعوبات تتم مواجهها.	
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(5) review other sections of the annual report and related organisational files before they are issued, and	whether they			
organisational files before they are issued, and				/-·
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			الصلة قبل إصدارها والنظر في دقة المعلومات واكتمالها.	
information;	information;			
			مراجعة جميع المسائل المطلوب إحالتها إلى اللجنة في ضوء معايير المراجعة	(6)
			الموتيف بالمذاك بالتوامن موالادابة مماحو الحسابات الخابح	
(6) review all issues required to be referred to the Committee in light of the generally accepted auditing standards, in cooperation with the management and	standards, in	cooperation with the management and	المعارف بن ودنك بالتعاول مع الإدارة ومراجع العصفانات العدارجي.	

(7) consider the accounting policies followed by the	
	(7) دراسة السياسات المحاسبية المتبعة في الشركة وإبداء الرأي والتوصية
Company, express an opinion thereon and make	لمجلس الإدارة في شأنها.
recommendations to the Board in respect of the same;	•
(8) identify how the management develops preliminary	(8) فهم كيفية قيام الإدارة بتطوير المعلومات المالية الأولية، وطبيعة ومدى
financial information, and the nature and extent of involvement of the IAD and the external auditor;	مساركة إذارة المراجعة الداخلية ومراجع الحسابات الحارجي.
(9) provide a technical opinion, at the request of the	(9) إبداء الرأي الفني – بناءً على طلب مجلس الإدارة – فيما إذا كان تقرير
Board, regarding whether the Board's report and	مجلس الإدارة والقوائم المالية للشركة عادلة ومتوازنة ومفهومة وتتضمن
Company's financial statements are fair, balanced and	المعلومات التي تتيح للمساهمين والمستثمرين تقييم المركز المالي للشركة
understandable and contain information that enables the Shareholders and investors to assess the	
Company's financial position, performance, business	وأدائها ونموذج عملها واستراتيجيتها.
model and strategy; and	
(10) examine accounting estimates with regard to	(10) التحقق من التقديرات المحاسبية في المسائل الجوهرية الواردة في القوائم
significant matters contained in the Company's	
financial statements and reports.	والتقارير المالية للشركة.
(b) Internal Control	(ب) الرقابة الداخلية
(1) Consider and review the Company's internal and	(1) دراسة ومراجعة نظم الرقابة الداخلية والمالية وإدارة المخاطر في الشركة
financial control and risk management systems and the	ومدى فعاليتها، بما في ذلك أمن تقنية المعلومات وضوابطها.
effectiveness thereof, including information technology security and controls; and	
(2) understand the scope of the internal audit of financial	 (2) فهم نطاق المراجعة الداخلية للتقارير المالية من قبل إدارة المراجعة
reports by the IAD, and obtain reports that include	•
important findings and recommendations, and	الداخلية والحصول على التقارير التي تشتمل على النتائج والتوصيات
management's observations and comments.	المهمة وملاحظات وتعقيبات الإدارة.
(c) Internal Audit	(ج) المراجعة الداخلية
(1) Adopt the internal audit charter;	(1) اعتماد لائحة المراجعة الداخلية.
(2) review the performance and activities of the Head of	 مراجعة أداء وأنشطة مدير إدارة المراجعة الداخلية وضمان عدم وجود
the Internal Audit Department, and ensure that there	'
are no unjustified restrictions on his/her activities, and	أية قيود غير مبررة على أنشطته، والتوصية لمجلس الإدارة بشأن تعبينه
make recommendations to the Board with respect to	وعزله ومكافأته السنوية وراتبه.
his/her appointment, dismissal, annual remuneration	
his/her appointment, dismissal, annual remuneration and salary;	
his/her appointment, dismissal, annual remuneration and salary; (3) oversee and supervise the performance and activities	(3) الرقابة والإشراف على أداء وأنشطة إدارة المراجعة الداخلية بالشركة
his/her appointment, dismissal, annual remuneration and salary; (3) oversee and supervise the performance and activities of the Company's IAD to verify the availability of the	 (3) الرقابة والإشراف على أداء وأنشطة إدارة المراجعة الداخلية بالشركة للتحقق من توافر الموارد اللازمة وفعاليتها في أداء الأعمال والمهام المنوطة
his/her appointment, dismissal, annual remuneration and salary; (3) oversee and supervise the performance and activities of the Company's IAD to verify the availability of the necessary resources and the effectiveness thereof in	للتحقق من توافر الموارد اللازمة وفعاليتها في أداء الأعمال والمهام المنوطة
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	Review the external auditors' proposed audit scope, approach and plan, and provide an opinion thereon, including coordinating audit efforts with internal audit activities;	ومنهجه وخطته وإبداء مرئياتها حيالها، بما في ذلك تنسيق جهود المراجعة مع أنشطة المراجعة الداخلية.	(1)
(2)	recommend to the Board to nominate, dismiss, and determine the fees of the external auditor, and review the scope of the work thereof and the terms of contract with the same, provided that the recommendation takes into account the independence of the external auditor;	التوصية لمجلس الإدارة بترشيح مراجع الحسابات الخارجي وعزله وتحديد أتعابه، ومراجعة نطاق عمله وشروط التعاقد معه، على أن تأخذ التوصية في الاعتبار استقلال مراجع الحسابات الخارجي.	(2)
(3)	study the external auditor's report, observations and reservations on the Company's financial statements, and follow up on the relevant actions;	دراسة تقرير مراجع الحسابات الخارجي وملاحظاته وتحفظاته على القوائم المالية للشركة ومتابعة الإجراءات المتخذة بشأنها.	(3)
(4)	verify the independence, objectivity and fairness of the external auditor, and the effectiveness of auditing, taking into account the relevant rules and standards, and make recommendations to the Board in this regard;	التحقق من استقلالية مراجع الحسابات الخارجي وموضوعيته وعدالته، ومدى فعالية أعمال المراجعة، مع الأخذ في الاعتبار القواعد والمعايير ذات الصلة، والتوصية لمجلس الإدارة فيما يخص ذلك.	(4)
(5)	verify that the external auditor is not providing technical or management services outside the scope of the audit work, and make recommendations to the Board in this regard;	التحقق من عدم تقديم مراجع الحسابات الخارجي أعمالًا فنية أو إدارية تخرج عن نطاق أعمال المراجعة، والتوصية لمجلس الإدارة فيما يخص ذلك.	(5)
. ,	meet separately with the external auditor on a regular basis to discuss any matters that the Committee or Auditor deems necessary to be discussed in private sessions;	عقد اجتماعات مستقلة مع مراجع الحسابات الخارجي بصفة دورية لمناقشة أي مسائل ترى اللجنة أو المراجع ضرورة مناقشتها في جلسات خاصة.	(6)
(7)	respond to the inquiries of the external auditor; and	الإجابة عن استفسارات مراجع الحسابات الخارجي.	(7)
(8)	settle any disputes that arise between the management and the external auditor regarding financial reporting.	تسوية أية خلافات تقع بين الإدارة ومراجع الحسابات الخارجي فيما يتعلق بإعداد التقارير المالية.	(8)
(e)	Compliance	الالتزام	(ھ)
. ,	Verify and monitor the Company's compliance with the Applicable Law;	التحقق من التزام الشركة بالأنظمة السارية ومراقبة ذلك.	(1)
(2)	review the effectiveness of the control system, ensure compliance with the Applicable Law, the results of investigations conducted by management, and follow up on any non-compliance (including taking disciplinary action);	مراجعة مدى فعالية نظام المراقبة وضمان الالتزام بالأنظمة السارية ونتائج التحقيقات التي تجريها الإدارة ومتابعة أي حالات عدم التزام (بما في ذلك اتخاذ الإجراءات التأديبية).	(2)
(3)	review reports and results of investigations conducted by competent auditors or supervisors in addition to any remarks given by the external auditor or internal auditors, and verify that the Company is taking the required measures in this regard.	مراجعة تقارير ونتائج تحقيقات الجهات الرقابية أو التنظيمية المختصة، وأي ملاحظات يبديها مراجع الحسابات الخارجي أو المراجعون الداخليون، والتحقق من اتخاذ الشركة للإجراءات اللازمة بشأنها.	(3)
(4)	review the process of communicating the rules of professional conduct to the Company's employees and observe the compliance with the same.	مراجعة عملية إبلاغ قواعد السلوك المني لموظفي الشركة ومراقبة الالتزام بها.	(4)
	review the contracts and transactions to be entered into by the Company with any related party, and make recommendations to the Board in relation to the same;	مراجعة العقود والتعاملات المقترح أن تجريها الشركة مع الأطراف ذوي العلاقة، وتقديم مرئياتها وتوصياتها حيال ذلك إلى مجلس الإدارة.	(5)
(6)	ensure that appropriate arrangements are put in place and implemented to allow for the confidential and anonymous submission by the Company's employees of concerns regarding any financial, accounting or auditing matters or any cases of non-compliance through a reasonable mechanism; and	التأكد من وضع وتنفيذ الآلية والترتيبات المناسبة التي تتيح لعاملي الشركة بشكل سري ومجهول تقديم ملحوظاتهم ومخاوفهم بشأن أي مسائل مالية أو محاسبية أو مسائل تتعلق بأعمال المراجعة أو أي من حالات عدم الالتزام.	(6)

(7)	obtain regular updates from the Company's management and legal advisor regarding compliance issues.	الحصول على المستجدات بشكل منتظم من إدارة الشركة ومستشارها القانوني فيما يتعلق بمسائل الالتزام.	(7)
(f)	Reporting to the Board	رفع التقارير للمجلس	(و)
	Submit periodic reports to the Board regarding the Committee's activities and issues identified and provide recommendations to the Board that it deems appropriate in any matter within its competencies, as necessary;	رفع تقارير دورية لمجلس الإدارة بشأن أنشطة اللجنة والمسائل المكتشفة وإبداء أي توصيات إلى مجلس الإدارة تراها مناسبة في أي جانب من جوانب اختصاصها حيثما يلزم.	(1)
(2)	provide an open avenue of communication amongst the Internal Audit Management, the external auditor and the Board;	توفير سبل مفتوحة للتواصل بين إدارة المراجعة الداخلية ومراجع الحسابات الخارجي ومجلس الإدارة.	(2)
	provide an annual report to Shareholders describing the Committee's formation, duties and performance of such duties in addition to such other information as may be required by applicable rules, including approving services outside the auditing scope;	تقديم تقرير سنوي إلى المساهمين يصف تشكيل اللجنة ومهامها وأدائها لتلك المهام، وأي معلومات أخرى وفقاً لما تقتضيه القواعد المعمول بها، بما في ذلك الموافقة على الخدمات الخارجة عن نطاق المراجعة.	(3)
(4)	review any other reports on the Committee's responsibilities, issued by the Company;	مراجعة أي تقارير أخرى تصدرها الشركة تتعلق بمسؤوليات اللجنة.	(4)
	prepare an annual written report assessing the adequacy and effectiveness of the Company's internal control, financial and risk management systems - including information technology security and controls - and its recommendations in respect thereof, as well as the tasks undertaken by the Committee within its competence. Copies of the report should be made available for collection by the Company's Shareholders at the Company's head office and published on the website of the Company and the Exchange at the time of publishing the invitation to convene the relevant annual General Assembly meeting, and at least 21 days prior to such General Assembly meeting. A copy of the report should be read out at that meeting; and	إعداد تقرير سنوي مكتوب عن رأيها في شأن مدى كفاية وفعالية نظم الرقابة الداخلية والمالية وإدارة المخاطر – بما في ذلك أمن تقنية المعلومات وضوابطها – لدى الشركة وتوصياتها في هذا الشأن، بالإضافة إلى ما قامت به من أعمال أخرى تدخل في نطاق اختصاصها. وتودع نسخًا كافية من هذا التقرير في مركز الشركة الرئيس لتزويد كل من يرغب من المساهمين بنسخة منه، وينشر في الموقع الإلكتروني للشركة والموقع الإلكتروني للسوق عند نشر الدعوة لانعقاد اجتماع الجمعية العامة السنوي ذو العلاقة، على أن يكون ذلك قبل 21 يوم على الأقل من الموعد المحدد للاجتماع. ويتلى التقرير أثناء انعقاد الجمعية.	(5)
(6)	prepare a written report to the Board regarding the Company's internal audit procedures and the Committee's recommendations in this regard.	إعداد تقرير مكتوب إلى مجلس الإدارة بشأن إجراءات المراجعة الداخلية للشركة وتوصيات اللجنة فيما يتعلق بذلك.	(6)
(g)	Miscellaneous	مسؤوليات أخرى	(;)
(1)	Perform such other activities relating to this Charter, as requested by the Board;	القيام بالأعمال الأخرى ذات العلاقة بهذه اللائحة بناءً على طلب مجلس الإدارة.	(1)
(2)	institute and oversee special investigations as needed;	بدء تحقيقات خاصة والإشراف علها، حسب الاقتضاء.	(2)
(3)	review and assess the adequacy and propriety of this Charter on a yearly basis, provide recommendation to the Board in this regard, and guarantee that necessary disclosures are made according to the Applicable Law;	مراجعة وتقييم مدى كفاية وملائمة هذه اللائحة سنويًا وتقديم التوصيات إلى المجلس بهذا الشأن، والتأكد من القيام بالإفصاحات اللازمة وفق ما تقتضيه الأنظمة السارية.	(3)
(4)	confirm, on a yearly basis, all responsibilities set forth in this Charter are performed; and	التأكيد بشكل سنوي بأنه قد تم تنفيذ جميع المسؤوليات الواردة في هذه اللائحة.	(4)
(5)	regularly assess the performance of the Committee and every Member thereof.	تقييم أداء اللجنة وأداء كل عضو فها بشكل منتظم.	(5)

4.2. While performing the Committee's oversight role, the Committee will be mindful of the division of responsibilities between the Committee, the Board, the Company's management, the IAD, and the external auditor. In the event of a conflict between the Committee's recommendations and the resolutions of the Board, or if the Board resolves not to follow the recommendations of the Committee with respect to the appointment, dismissal, assessment or remuneration of the external auditor or the appointment of the Head of the Internal Audit Department, the Board must include in its report a summary of the relevant recommendations of the Committee and the reasons for not adopting such recommendations.	2-4 تحرص اللجنة في أدائها لدورها على الأخذ في الاعتبار تقسيم المسؤوليات والاختصاصات بينها وبين مجلس الإدارة والإدارة التنفيذية للشركة وفريق المراجعة الداخلية ومراجع الحسابات الخارجي. وفي حالة حصول تعارض بين توصيات اللجنة وقرارات مجلس الإدارة، أو إذا رفض المجلس الأخذ بتوصية اللجنة بشأن تعيين مراجع الحسابات الخارجي أو عزله أو تقييم أداءه أو تحديد أتعابه أو تعيين مدير إدارة المراجعة الداخلية، فيجب تضمين توصية اللجنة في تقرير مجلس الإدارة ومبرراتها وأسباب عدم أخذ مجلس الإدارة بها.
5. Powers	5- الصلاحيات
5.1. The Committee shall have the authority necessary to perform its duties and responsibilities and the authority to investigate (or delegate) any matters within its competence. In particular, the Committee shall have:	1-5 تتمتع اللجنة بالصلاحية اللازمة في سبيل أدائها لاختصاصاتها ومهامها، وصلاحية إجراء تحقيقات في أي مسائل تدخل في نطاق اختصاصها (أو التفويض بذلك). وعلى وجه الخصوص ما يلي:
(a) unrestricted access to all documents and records of the Company;	(أ) حق الاطلاع على سجلات الشركة ووثائقها دون قيد.
(b) unrestricted access to the management and employees of the Company (including Directors, executive officers and members of the Company's internal audit team), all of whom shall cooperate fully with the Committee and shall answer promptly and fully any questions raised by the Committee;	 (ب) حق الوصول غير المقيد لإدارة الشركة وموظفها (بما في ذلك أعضاء مجلس الإدارة والمسؤولين التنفيذيين وأعضاء فريق المراجعة الداخلية للشركة)، ويتعين عليهم التعاون بشكل كامل مع اللجنة والرد في أقرب وقت ممكن وبصورة وافية على أي أسئلة تطرحها اللجنة.
(c) the right to establish subcommittees consisting of one or more Members to carry out such duties as the Committee may delegate and as are permitted pursuant to this Charter;	(ج) الحق في تشكيل فرق عمل تتألف من عضو أو أكثر من الأعضاء للقيام بالمهام التي تفوضها بها اللجنة وفقًا لهذه اللائحة.
(d) the right to appoint and retain outside counsel, accountants or other specialists to advise or assist the Committee, as necessary (which appointment, including the name of the retained party and any relations it has with the Company or its Executive Management, and shall be recorded in the relevant minutes of meeting of the Committee); and	(د) الحق في تعيين والاستعانة بمن تراه من المستشارين والمحاسبين الخارجيين أو غيرهم من المختصين والخبراء لتقديم المشورة للجنة أو مساعدتها حسب الاقتضاء (على أن يضمن محضر اجتماع اللجنة ذو العلاقة ذلك التعيين، مع ذكر اسم الشخص المعين وأي علاقة له مع الشركة أو الإدارة التنفيذية).
(e) the right to undertake any other actions that the Committee reasonably considers necessary to satisfactorily perform its duties and responsibilities and satisfy its obligations under this Charter.	(ه) الحق في اتخاذ أي إجراءات أخرى ترى اللجنة بشكل معقول أنها ضرورية لأداء اختصاصاتها ومهامها على الوجه المطلوب والوفاء بمسؤولياتها بموجب هذه اللائحة.
5.2. The Committee may require the Board to convene a General Assembly meeting if a material financial loss or damage is detected or if the Committee's work is being obstructed by the Board. A notice of invitation to convene a General Assembly meeting must be issued by the Board within 15 days of the Committee's request.	2-5 يجوز للجنة أن تطلب من مجلس الإدارة دعوة الجمعية العامة للانعقاد إذا أعاق مجلس الإدارة عملها أو تعرضت الشركة لأضرار أو خسائر جسيمة. وعلى مجلس الإدارة دعوة الجمعية العامة للانعقاد خلال 15 يومًا من تاريخ طلب اللجنة.
6. Remuneration	6- المكافأت
6.1. Any remuneration granted to the Members shall be in such form and amount as determined by the Board upon the recommendation of the Remuneration and Nomination Committee, in accordance with the Applicable Law, and best industry practices.	1-6 تكون أي مكافأة تمنح للأعضاء بالشكل والقدر الذي تحدده مجلس الإدارة بناءً على توصية لجنة الترشيحات والمكافآت، وفقًا للأنظمة السارية وأفضل الممارسات السائدة في السوق.

7. Entry into Effect and Review	7- النفاذ والمراجعة
7.1. This Charter shall be adopted by a resolution of the General Assembly, following a recommendation by the Board, and shall enter into effect from the date on which it is approved by the General Assembly. Whereas provisions and requirements in connection with disclosure, notification, transparency and reporting in relation to listed companies shall be applicable to the Company from the date of listing of the Shares on the Exchange, in accordance with the Applicable Law.	1-7 تعتمد هذه اللائحة بموجب قرار من الجمعية العامة بناءً على توصية من مجلس الإدارة، وتكون نافذة من تاريخ اعتمادها من قبل الجمعية العامة. علمًا بأن الأحكام والمتطلبات المتعلقة بالإفصاح والإشعار والشفافية والإبلاغ السارية على الشركات المدرجة تنطبق على الشركة اعتبارًا من تاريخ إدراج الأسهم في السوق، وفقًا للأنظمة السارية.
7.2. The Committee shall periodically review the provisions of this Charter and recommend any amendments thereto to the Board.	2-7 تقوم اللجنة بمراجعة أحكام هذه اللائحة بصفة دورية وتقدم توصياتها بأي تعديلات عليها لمجلس الإدارة.
7.3. Any amendments to this Charter shall be adopted in the same manner in which this Charter was adopted.	 3-7 تعتمد أي تعديلات على هذه اللائحة بالطريقة ذاتها التي اعتُمدت بها هذه اللائحة.