

NOMINATION POLICY	سياسة الترشيحات
PHARMA PHARMACEUTICAL INDUSTRY & BIOLOGICAL COMPANY	شركة فرماء للصناعات الدو ائية والمستحضرات الحيوية
This Policy was adopted by a resolution of the General Assembly of Pharma Pharmaceutical Industry & Biological Company on [•]/[•]/1445H (corresponding to ([•]/[•]/2024G).	تم اعتماد هذه السياسة بقرار 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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NOMINATION POLICY PHARMA PHARMACEUTICAL INDUSTRY & BIOLOGICAL COMPANY	سياسة الترشيحات شركة فرماء للصناعات الدو ائية والمستحضرات الحيوية
Part One: Introductory Provisions	الجزء الأول: أحكام تمهيدية
1. Purpose	1- الغرض
1.1. The purpose of this Nomination Policy (this "Policy") is to regulate the nomination of:	1-1 يتمثل الغرض من سياسة الترشيحات هذه ("السياسة") في تنظيم عملية ترشيح:
(a) the Directors of Pharma Pharmaceutical Industry & Biological Company (the "Company");	(أ) أعضاء مجلس إدارة شركة فرماء للصناعات الدوائية والمستحضرات الحيوية ("الشركة").
(b) the members of the Committees; and	(ب) أعضاء اللجان.
(c) the Senior Executives.	(ج) كبار التنفيذيين.
1.2. This Policy is intended to implement and supplement the relevant provisions of the Bylaws. In case of conflict between this Policy and the Bylaws, the Bylaws shall prevail.	2-1 تهدف هذه السياسة إلى تطبيق واستكمال الأحكام ذات الصلة المنصوص علها في نظام الشركة الأساس. وفي حالة وجود تعارض بين هذه السياسة والنظام الأساس، يتم العمل بالنظام الأساس.
1.3. The provisions of this Policy are mandatory. The Board shall oversee the implementation of the measures required to ensure the Company's compliance with this Policy.	3-1 تعد أحكام هذه السياسة إلزامية، ويتولى مجلس الإدارة التحقق من تنفيذ الإجراءات اللازمة لضمان التزام الشركة بأحكام هذه السياسة.
2. Definitions and Abbreviations	2- التعريفات والمصطلحات
2.1. The terms and expressions used in this Policy shall have the meanings assigned to them in the Company's Corporate Governance Manual, unless otherwise required by the context.	1-2 يكون للمصطلحات والعبارات المستخدمة في هذه السياسة المعاني المحددة لها في لائحة الحوكمة الداخلية للشركة ما لم يقتض السياق خلاف ذلك.
Part Two: Nomination of Directors	الجزء الثاني: ترشيح أعضاء مجلس الإدارة
1. General Rules	1- قواعد عامة
1.1. The Directors shall be appointed by the Ordinary General Assembly for a term not exceeding four years. The Directors may always be reappointed.	1-1 1-1 تعين الجمعية العامة العادية أعضاء مجلس الإدارة لفترة لا تتجاوز أربعة أعوام، ويجوز دائمًا إعادة تعيين أعضاء مجلس الإدارة.
1.2. Any Shareholder may nominate him/herself or others to the membership of the Board in accordance with the Applicable Law, the Bylaws and this Policy.	2-1 يجوز لأي مساهم ترشيح نفسه أو غيره لعضوية مجلس الإدارة وفقًا للأنظمة السارية والنظام الأساس وهذه السياسة.
2. Conditions and Qualifications	2- الشروط والمؤهلات
2.1. The Directors are required to be professionally capable and have the required experience, knowledge, skill and independence, which enables them to perform their duties efficiently. Directors shall have the following qualifications, in particular:	1-2 يُشترط أن يكون عضو مجلس الإدارة من ذوي الكفاية المهنية ممن تتوافر فيهم الخبرة والمعرفة والمهارة والاستقلال اللازم، بما يمكنه من ممارسة مهامه بكفاءة واقتدار، ويراعى أن يتوافر فيه على وجه الخصوص ما يلي:
(a) Ability to Lead: The Directors shall possess leadership skills which enables them to delegate powers in order to enhance performance and apply best practices in effective management and compliance with professional standards, ethics and values.	(أ) القدرة على القيادة: يجب أن يتمتع عضو مجلس الإدارة بمهارات قيادية تؤهله لمنح الصلاحيات بما يؤدي إلى تحفيز الأداء وتطبيق أفضل الممارسات في مجال الإدارة الفعالة والتقيد بالقيم والأخلاق المهنية.

<ul> <li>(b) Competency: The Directors shall have the academic qualifications, proper professional and personal skills, level of training and practical experience related to the current and future businesses of the Company or management, economics, accounting, law or governance, as well as the desire to learn and receive training.</li> <li>(c) Ability to Guide: The Directors shall have the technical, leadership and administrative competencies, as well as the ability to take prompt decisions and understand technical requirements and developments related to the workflow. The Directors shall also be able to provide strategic guidance and long-term planning, and have a clear vision for the</li> </ul>	(ب) الكفاءة: يجب أن تتوافر في عضو مجلس الإدارة المؤهلات العلمية والمهارات المهنية والشخصية المناسبة ومستوى التدريب والخبرات العملية ذات الصلة بأنشطة الشركة الحالية والمستقبلية أو بالإدارة أو الاقتصاد أو المحاسبة أو القانون أو الحوكمة، فضلًا عن الرغبة في التعلم والتدريب.  (ج) القدرة على التوجيه: يجب أن تتوافر في عضو مجلس الإدارة القدارت الفنية والقيادية والإدارية والسرعة في اتخاذ القرار واستيعاب المتطلبات الفنية المتعلقة بسير العمل، وأن يكون قادرًا على التوجيه الاستراتيجي والتخطيط والرؤية المستقبلية الواضحة.
future.	
(d) <b>Financial Knowledge:</b> The Directors shall have the ability to read and understand financial statements and reports.	(د) المعرفة المالية: يجب أن يكون عضو مجلس الإدارة قادرًا على قراءة البيانات والتقارير المالية وفهمها.
(e) <b>Physical Fitness:</b> The Directors shall be physically and mentally fit to perform their duties and responsibilities and shall not suffer from any health issues that may hinder them from performing their duties and responsibilities.	(ه) اللياقة الصحية: يجب أن يتمتع عضو مجلس الإدارة باللياقة الصحية والنفسية وألا يكون لديه مانع صحي يعوقه عن ممارسة مهامه واختصاصاته.
2.2. Candidates for Board membership shall satisfy the following conditions at the time of their nomination:	2-2 يجب على المرشح لعضوية مجلس الإدارة استيفاء الشروط التالية في وقت ترشحه:
(a) they shall not have been convicted of a crime involving moral turpitude or dishonesty;	(أ) ألا يكون قد سبق الحكم عليه في جربمة مخلة بالشرف أو الأمانة.
(b) they shall not be members of the board of directors of more than five (5) listed joint stock companies at the same time; and	(ب) ألا يشغل عضوية مجلس إدارة أكثر من خمس شركات مساهمة مدرجة في آن واحد.
(c) they shall have no interest, or be engaged in a business or activity, that is competing with businesses or activities of the Company (except as otherwise permitted under the Applicable Law, the Bylaws, and the Conflict of Interest and Business Ethics Policy).	(ج) ألا تكون له مصلحة أو يشترك في أي عمل من شأنه منافسة أعمال أو أنشطة الشركة (باستثناء ما هو مسموح به بموجب الأنظمة السارية والنظام الأساس وسياسة تعارض المصالح وأخلاقيات العمل).
2.3. In addition to the conditions and qualifications set out in Paragraphs 2.1 and 2.2 of Part 2 above, the Board may, based on the recommendation of the Nomination and Remuneration Committee, issue supplemental conditions, qualifications and criteria for Board membership.	3-2 بالإضافة إلى الشروط والمؤهلات الموضحة في الفقرتين (2-1) و (2-2) من الجزء 2 أعلاه، يجوز لمجلس الإدارة بناءً على توصية لجنة الترشيحات والمكافآت تحديد شروط ومؤهلات ومعايير تكميلية لعضوية مجلس الإدارة.

3. Nomination Process	3- إجراءات الترشيح
3.1. Before the expiry of a term of the Board, the Board shall issue a resolution authorising the commencement of the nomination process and determining any supplemental conditions, qualifications and criteria for Board membership pursuant to Paragraph 2.3 of Part 2. This resolution should be passed at least ninety (90) days before expiry of the term of the existing Board.	1-3 يصدر مجلس الإدارة قبل انتهاء مدة عمله قرارًا يسمح ببدء إجراءات الترشيح ويحدد أي شروط أو مؤهلات أو معايير تكميلية تتعلق بعضوية المجلس بموجب الفقرة (2-3) من الجزء 2. يجب إصدار ذلك القرار قبل 90 يومًا على الأقل من انتهاء مدة عمل مجلس الإدارة الحالية.
3.2. Once the resolution of the Board is issued in accordance with Paragraph 3.1 of Part 2 above, the Company shall announce the commencement of the nomination process on the websites of the Company and the Exchange, and through any other medium specified by the Saudi Arabian Capital Market Authority (the "Authority"), and invite persons wishing to be nominated to the membership of the Board (the "Nomination Announcement"). The Nomination Announcement shall set out the applicable conditions, qualifications, and criteria for Board membership. The nomination period shall remain open for at least one (1) month from the date of the Nomination Announcement.	2-3 يجب على الشركة فور صدور قرار مجلس الإدارة بموجب الفقرة (3-  1) من الجزء 2 أعلاه إعلان بدء إجراءات الترشيح على الموقع الإلكتروني للسوق وعبر أي وسيلة أخرى الإلكتروني للسوق المئنة السوق المالية ("الهيئة")، وذلك لدعوة الأشخاص الراغبين في الترشح لعضوية مجلس الإدارة ("إعلان الترشح")، على أن يتضمن إعلان الترشح الشروط والمؤهلات والمعايير لعضوية مجلس الإدارة. ويظل باب الترشح مفتوحًا لمدة شهر على الأقل من تاريخ إعلان الترشح.
3.3. Candidates shall submit a written request to the Nomination and Remuneration Committee expressing their desire to run for Board membership, and such request should be accompanied by the relevant documents stated in the Nomination Announcement.	3-3 يجب على المرشحين تقديم طلب كتابي إلى لجنة الترشيحات والمكافآت يبدون من خلاله رغبتهم في الترشح لعضوية مجلس الإدارة، كما يجب أن يُرفق مع ذلك الطلب الوثائق ذات الصلة المنصوص عليها في إعلان الترشح.
3.4. The Nomination and Remuneration Committee shall review and examine each candidate's request and the accompanying documents in accordance with applicable policies and standards.	4-3 تراجع لجنة الترشيحات والمكافآت الطلب الذي يقدمه كل مرشح بالإضافة إلى الوثائق المرفقة وتفحصها وفقًا للسياسات والمعايير المطبقة.
3.5. The Nomination and Remuneration Committee shall recommend to the Board candidates for nomination (or re-nomination) to the Board in accordance with the Applicable Law and this Policy.	5-3 تقوم لجنة الترشيحات والمكافآت بتزويد مجلس الإدارة بتوصيات تتضمن أسماء المرشحين لعضوية المجلس (أو المعاد ترشيحهم) وفق الأنظمة السارية (بما في ذلك هذه السياسة).
3.6. The Board shall review and issue a resolution in relation to, the recommendations of the Nomination and Remuneration Committee with respect to candidates for Board nomination.  3.7. The number of nominees to the Board whose names	6-3 يراجع مجلس الإدارة التوصيات المقدمة من لجنة الترشيحات والمكافآت بخصوص المرشحين لعضوية مجلس الإدارة ويصدر قرارًا بشأنها. 7-3 يجب أن يفوق عدد المرشحين لمجلس الإدارة الذين تُطرح أسماؤهم
are presented to the General Assembly shall be more than the number of available Board seats.	أمام الجمعية العامة عدد المقاعد المتوفرة.
3.8. The Company shall announce on the websites of the Company and the Exchange information about the candidates for Board membership upon calling for the General Assembly meeting that will elect the Directors from among the candidates. Such information shall include the relevant nominee's experience, qualifications and their previous and current jobs and memberships. The Company shall also make such information available at the Company's head office.	8-3 تعلن الشركة في موقعها الإلكتروني والموقع الإلكتروني للسوق معلومات المرشحين لعضوية مجلس الإدارة عند نشر أو توجيه الدعوة لانعقاد الجمعية العامة التي سيتم خلالها انتخاب أعضاء مجلس الإدارة من بين المرشحين لعضوية المجلس، على أن تتضمن تلك المعلومات وصفًا لخبرات المرشحين ومؤهلاتهم ووظائفهم وعضوياتهم السابقة والحالية، وعلى الشركة توفير نسخة من هذه المعلومات في مركزها الرئيس.

3.9. The General Assembly shall take into account, when electing Directors, the recommendations of the Nomination and Remuneration Committee and the availability of the personal and professional capabilities required for Directors to perform their displayment of the personal and professional capabilities required for Directors to perform their displayment of replacement Directors in case of vacancies on the Board, shall be governed by the Applicable Law, the Bylaws, the Manual and applicable policies.  Part Three: Nomination and Appointment of Committee Members  1. Rules of Nomination and Appointment of Committee Members  1. Rules of Nomination and Appointment of Senior Executives  1.1 The Board shall appoint the Company's Senior Executives  1.1 The Board shall appoint the Company's Senior Executives and regulate, monitor and oversee their operations and ensure their effectiveness in performing the tasks and duties assigned to them. The Nomination and Remuneration Committees have been been criteria for executive positions in the Company including the position of CEO.  1.2. The nomination, screening and annual evaluation or the Board potential candidates for Senior Executive positions shall be adopted by a resolution of the Board, upon a recommendation by the Nomination and Remuneration Committee, and shall enter into effect and be amended, as necessary, in accordance with its provisions.  Part Five: Closing Provisions  1. Entry into Force and Review  1. This Policy shall be adopted by a resolution of the General Assembly, following a recommendation by the Board (which shall be based on the recommendation of the Nomination and Remuneration Committee, and shall enter into effect and be amended, as necessary, in accordance with its provisions.  1. Entry into Force and Review  1. This Policy shall be adopted by the General Assembly, following a recommendation by the Board (which shall be based on the recommendation of the Nomination and Remuneration Committee, and shall enter into effect and be amended. Shall ente		
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1. Entry into Force and Review  1.1. This Policy shall be adopted by a resolution of the General Assembly, following a recommendation by the Board (which shall be based on the recommendation of the Nomination and Remuneration Committee), and shall enter into effect from the date on which it is approved by the General Assembly.  1.2. The Nomination and Remuneration Committee shall oversee the implementation of this Policy and shall periodically review its provisions and recommend any amendments to this Policy shall be adopted in the same manner in which this Policy was adopted.  1.3. Any amendments to this Policy shall be adopted in the same manner in which this Policy was adopted.	criteria for executive positions shall be adopted by a resolution of the Board, upon a recommendation by the Nomination and Remuneration Committee, and shall enter into effect and be amended, as necessary, in accordance with its provisions.	كبار التنفيذيين بموجب قرار صادر عن مجلس الإدارة بناء على توصية لجنة الترشيحات والمكافآت، وتدخل حيز النفاذ ويتم تعديلها (حسب الاقتضاء) وفقًا لأحكامها.
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the same manner in which this Policy was adopted	oversee the implementation of this Policy and shall periodically review its provisions and recommend	أحكامها بصفة دورية وتقدم توصياتها بشأن أي تعديلات تتعلق بها

Disclosure

- 2.1 The Board shall comply with the relevant disclosure obligations and requirements under the Disclosure Policy and the Applicable Law in respect of this Policy. 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.
- 1-2 يلتزم مجلس الإدارة فيما يتعلق بهذه السياسة بمتطلبات والتزامات الإفصاح ذات الصلة بموجب سياسة الإفصاح والأنظمة السارية 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.