

NOMINATION AND REMUNERATION CHARTER	لائحة عمل لجنة الترشيحات والمكافآت
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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## NOMINATION AND REMUNERATION COMMITTEE CHARTER PHARMA PHARMACEUTICAL INDUSTRY & BIOLOGICAL COMPANY

لائحة عمل لجنة الترشيحات والمكافآت شركة فرماء للصناعات الدو ائية والمستحضرات الحيوية

The Nomination and Remuneration 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 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.

تأسست لجنة الترشيحات والمكافآت (ويُشار إلها فيما يلي ب"اللجنة") في شركة فرماء للصناعات الدوائية والمستحضرات الحيوية ("الشركة") وتم تشكيلها من قبل مجلس إدارة الشركة ("المجلس") بموجب صلاحياته ووفقًا لنظام الشركة الأساس، 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.
- 1-1 يتمثل الغرض من اللجنة في مساعدة مجلس الإدارة ("مجلس الإدارة"، ويُشار إلى كل عضو من أعضاء مجلس الإدارة باسم "عضو مجلس الإدارة") في أداء مسؤولياته الرقابية والقيام بالاختصاصات والمسؤوليات والصلاحيات المنصوص علها في هذه اللائحة.
- 1.2. The primary role of the Committee is to: (i) lead the process of nominating and evaluating the Directors, Senior Executives and employees of the Company; (ii) ensure the effectiveness and soundness of the Company's Board and Executive Management structures and the relevant internal policies and procedures; and (iii) assist the Board in the review and determination of the remuneration of Directors, members of the committees of the Board, Senior Executives and employees of the Company.
- 2- يتمثل الدور الرئيسي للجنة فيما يلي: (أ) قيادة عملية ترشيح وتقييم أعضاء مجلس الإدارة وكبار التنفيذيين والموظفين بالشركة. (ب) ضمان فعالية وسلامة هيكل مجلس الإدارة والإدارة التنفيذية والسياسات والإجراءات الداخلية ذات العلاقة. (ج) مساعدة مجلس الإدارة في مراجعة وتحديد مكافآت أعضاء مجلس الإدارة وكبار التنفيذيين والموظفين بالشركة.

## 2. Formation 2 - التشكيل

- 2.1. The Committee shall be composed of at least three and no more than five members (each a "Member" and collectively, the "Members"), who shall be appointed by the Board for a term not exceeding four years. The term of service of the Members who are also Directors shall not exceed their respective terms of service as Directors. The Members may be reappointed for subsequent terms.
- -1 تشكل اللجنة من ثلاثة أعضاء على الأقل ولا تزيد على خمسة أعضاء (يُشار إلى كل منهم منفردين بـ"العضو"، ومجتمعين بـ"الأعضاء") يعينهم مجلس الإدارة لمدة لا تتجاوز أربع سنوات. ولا تزيد مدة عضوية العضو في اللجنة إذا كان عضوًا في مجلس الإدارة عن مدة عضويته في مجلس الإدارة، ويجوز دائمًا إعادة تعيين الأعضاء لفترات لاحقة.
- 2.2. Executive Directors may not be appointed as Members and at least one Member shall be an independent Director.
- 2-2 لا يجوز تعيين أي من أعضاء مجلس الإدارة التنفيذيين أعضاءً في اللجنة، على أن يتم تعيين عضوًا واحدًا على الأقل من بين أعضاء مجلس الإدارة المستقلين.
- 2.3. The Committee shall appoint, from amongst the independent members, a chairman of the Committee (the "Chairman"). The Chairman of the Board, if a Member, may not be appointed as the Chairman of the Committee. The Chairman (or his/her delegate from amongst the Members) shall attend all meetings of the General Assembly to address any questions raised by the Company's Shareholders. The term of service of the Chairman shall coincide with his/her term of service as a Member. The Chairman shall be subject to removal at any time by the Committee.
- -3 تعين اللجنة من بين أعضائها رئيسًا لها ("الرئيس") على أن يكون عضوًا مستقلًا. وفي حال كان رئيس مجلس الإدارة عضوًا في اللجنة فإنه لا يجوز أن يعيَّن رئيسًا لها. ويترأس الرئيس اجتماعات اللجنة ويحضر أو من ينوبه من الأعضاء جميع اجتماعات الجمعية العامة للإجابة عن أسئلة مساهيي الشركة. وتتوافق مدة تعيين الرئيس مع مدة عضويته في اللجنة، كما يجوز للجنة عزل الرئيس في أي وقت.

- 2.4. The Committee shall appoint, from amongst the Members or others, a secretary to the Committee (the "Secretary") who shall attend all meetings of the Committee, prepare a proposed agenda in coordination with the Chairman, record the minutes and resolutions of the Committee, notify the Members of the dates of Committee meetings and provide them with the agenda and the relevant documentation for the meeting, provide assistance and consultation to the Committee on matters within his/her competence and provide the Board Secretary with a copy of the meeting minutes following signature of the same by the Chairman. The term of service of the Secretary shall be specified by the Committee. If the Secretary 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.
- تعين اللجنة من بين أعضائها أو من غيرهم أمينًا للسر ("أمين السر"). ويحضر أمين السر جميع اجتماعات اللجنة ويضع مقترح لجدول أعمالها بالتنسيق مع رئيس اللجنة ويعد محاضر اجتماعاتها ويوثق قراراتها ويحفظها في سجل خاص، كما يقوم بتبليغ أعضاء اللجنة بمواعيد الاجتماعات وتزويدهم بجدول أعمالها والوثائق اللازمة للاجتماع، وتقديم العون والمشورة إلى اللجنة في المسائل التي تندرج ضمن اختصاصاته، وكذلك تزويد أمين سر مجلس الإدارة بنسخة من محضر اجتماع اللجنة فور التوقيع علها من رئيس بللجنة. وتحدد اللجنة مدة تعيين أمين السر، وفي حال كان أمين السر عضوًا في اللجنة، لا تزيد مدة تعيينه عن مدة عضويته في اللجنة، كما يجوز للجنة عزله في أي وقت.
- 2.5. All Members shall be subject to removal at any time by the Board. 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 shall appoint a replacement Member as soon as practicable. The term of service of such replacement Member shall extend to the term of service of his/her predecessor.
- 5-2 يجوز لمجلس الإدارة عزل جميع الأعضاء أو بعضهم في أي وقت، وفي حال إنهاء عضوية أي عضو لأي سبب قبل نهاية فترة عضويته (سواءً لاستقالة أو وفاة أو إعفاء أو لأي سبب آخر)، يجوز لمجلس الإدارة تعيين عضوًا بديلًا ليحل محله، ويكمل العضو الجديد مدة سلفه.
- 2.6. 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 (5) business days from the date on which a Member is appointed or from the date of any such change, as applicable.
- 6-2 تشعر الشركة هيئة السوق المالية السعودية باسم كل عضو ومنصبه ووضع استقلاليته خلال خمسة (5) 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 والإجراءات

- 3.1. The Committee shall meet at least once every six (6) months. Additional meetings may be held from time to time as may be necessary at the request of the Board or any of the Members.
- 3-1 تجتمع اللجنة مرة واحدة على الأقل كل ستة (6) أشهر. ويجوز عقد اجتماعات إضافية من وقت لآخر كلما دعت الحاجة لذلك بناءً على طلب مجلس الإدارة أو أى من الأعضاء.
- 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 five business 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 Committee shall meet at such times and places as it deems appropriate to fulfil its responsibilities.
- تجتمع اللجنة بدعوة من رئيسها بموجب إخطار مكتوب يرسله أمين السر لكل عضو ومدعو، حسب الأحوال بناءً على طلب الرئيس، وذلك قبل خمسة أيام عمل على الأقل من الموعد المحدد للاجتماع، إلا في الحالات العاجلة حيث يجوز بموافقة أغلبية الأعضاء عقد اجتماع بناءً على إخطار يرسل قبل مدة أقل. ويجب أن يشتمل الإخطار على تاريخ ووقت ومكان الاجتماع، بالإضافة إلى جدول أعمال الاجتماع والمستندات المصاحبة الملائمة. وتجتمع اللجنة في الأوقات والأماكن التي تراها مناسبة للقيام بمسؤولياتها.
- 3.3. The meetings of the Committee may be convened 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
- 3-3 يمكن عقد اجتماعات اللجنة شخصيًا أو عن طريق الهاتف أو من خلال استخدام الوسائل المرئية والمسموعة أو بأي طريقة أخرى توافق عليها اللجنة وتتيح للأعضاء الاستماع إلى بعضهم البعض.

Committee shall meet at the times and places it deems appropriate to carry out its responsibilities.	تجتمع اللجنة في الأوقات والأماكن التي تراها مناسبة للقيام بمسؤولياتها.	
3.4. Only the Members and the Secretary will be entitled to attend meetings of the Committee. However, others may attend such meetings at the invitation of the Committee.	لا يحق حضور اجتماعات اللجنة إلا للأعضاء وأمين السر، ومع ذلك، يجوز لغيرهم حضور تلك الاجتماعات إذا طلبت اللجنة ذلك بدعوة منها.	4-3
3.5. 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 and actions 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 Chairman shall have a casting vote in the event of a tie. No Member shall be entitled to vote on any matter in which he/she has a direct or indirect interest.	يشترط لصحة اجتماعات اللجنة حضور أغلبية أعضائها، وتصدر قراراتها وتعتمد تصرفاتها بأغلبية أصوات الحاضرين، وعند تساوي الأصوات يرجح الجانب الذي صوت معه الرئيس. ولا يجوز للعضو الاشتراك في التصويت على أي مسألة يكون له فيها مصلحة مباشرة أو غير مباشرة.	5-3
3.6. In the absence of the Chairman and an appointed deputy, the remaining Members present shall elect, from amongst themselves, a Member to chair the meeting from those who would qualify under this Charter to be appointed to that position.	في حالة غياب الرئيس – وغياب أو عدم وجود نائب معين من قبله من بين الأعضاء – يختار باقي الأعضاء الحاضرين من بينهم عضوًا لرئاسة الاجتماع من بين المؤهلين لشغل هذا المنصب بموجب هذه اللائحة.	6-3
3.7. 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.	يجوز للجنة اعتماد قرارات من خلال تمرير القرارات المقترحة كتابةً أو بصيغة إلكترونية على جميع الأعضاء لاعتمادها وتوقيعها (علمًا بأن النسخة الممسوحة ضوئيًا من القرار الموقع من العضو تعتبر نموذجًا مقبولًا لذلك الغرض). وتصدر القرارات الكتابية بموافقة أغلبية الأعضاء، وعند تساوي الأصوات يرجح الجانب الذي صوت معه الرئيس.	7-3
3.8. 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 secretary of the Board and every Member. Minutes of meetings shall be signed by every participating Member.	يقوم أمين السر خلال خمسة أيام من انتهاء كل اجتماع أو اعتماد قرار كتابي بإرسال نسخة من المحضر و/أو القرار لأمين سر مجلس الإدارة ولكل عضو في اللجنة. وتوقع محاضر الاجتماعات من قبل جميع الأعضاء الحاضرين في الاجتماع.	8-3
4. Responsibilities	المسؤوليات	-4
4.1. The Committee performs its principal role as described in Section 1 above by exercising at least the following functions, duties and responsibilities:	تؤدي اللجنة دورها الرئيسي المبيّن في القسم (1) أعلاه من خلال مباشرة الاختصاصات والمهام والمسؤوليات التالية على الأقل:	1-4
(a) Nomination	الترشيحات:	(1)
(1) Prepare, recommend to the Board, and oversee policies and criteria in relation to the appointment of Directors and members of the Company's Executive Management (the "Nomination Policy");	إعداد سياسات ومعايير فيما يتعلق بترشيح وتعيين أعضاء مجلس الإدارة وأعضاء الإدارة التنفيذية للشركة ("سياسة الترشيحات")، واقتراحها لمجلس الإدارة والإشراف على تنفيذها.	(1)
(2) ensure that all necessary and appropriate inquiries are made into the backgrounds and qualifications of such candidates before recommending them to the Board for nomination;	التأكد من القيام بالاستفسارات اللازمة والمناسبة في شأن مرشعي مجلس الإدارة ومؤهلاتهم قبل تقديم توصية بشأن ترشيحهم لمجلس الإدارة.	(2)

(3)	recommend to the Board candidates for nomination (or re-nomination) to the Board in accordance with	التوصية لمجلس الإدارة بترشيح أعضاء في مجلس الإدارة وإعادة	(3)
	the Applicable Law and this Charter;	ترشيحهم وفقًا للأنظمة السارية وهذه اللائحة.	
(4)	at least annually review, assess, and recommend to	مراجعة وتقييم وتقديم التوصيات لمجلس الإدارة بشأن القدرات	(4)
	the Board the skills, qualifications, and credentials required for membership in the Board and the	والمؤهلات والخبرات اللازمة لعضوية مجلس الإدارة ووظائف الإدارة	
	Company's Executive Management, including	التنفيذية للشركة بصورة سنوية على الأقل. ويشمل ذلك تحديد	
	setting the time commitment required for such	الوقت الذي يتعين تخصيصه لتلك العضوية وإعداد وصف وظيفي	
	membership and the job specifications for executive, non-executive, and independent Directors and	لأعضاء مجلس الإدارة التنفيذيين وغير التنفيذيين والمستقلين	
	members of the Company's Executive Management;	والإدارة التنفيذية للشركة.	
(5)	verify on an annual basis the independence of each	التحقق بشكل سنوي من استقلال أعضاء مجلس الإدارة المستقلين	(5)
	independent Director in accordance with the Applicable Law and the absence of any conflict of	وفقًا للأنظمة السارية، وعدم وجود أي تعارض في المصالح إذا كان	
	interest, in case a Director also serves as a member	العضو يشغل عضوية مجلس إدارة شركة أخرى.	
(6)	of the board of directors of another company;		(-)
(6)	periodically review and make recommendations to the Board concerning the succession plans for	المراجعة الدورية لخطط تعاقب كبار التنفيذيين وتقديم التوصيات	(6)
	Directors and Senior Executives, taking into account	بشأنها لمجلس الإدارة، مع الأخذ في الاعتبار التحديات والفرص التي	
	the challenges and opportunities facing the	تواجه الشركة إلى جانب الاحتياجات المستقبلية اللازمة من المهارات 	
	Company, as well as the skills and expertise required in the future;	والخبرات.	
(7)	evaluate and recommend to the Board potential	تقييم المرشحين المحتملين لشغل مناصب الإدارة التنفيذية بالشركة	(7)
	candidates for Executive Management positions in the Company and, in particular, assist the Board in	وتقديم المساعدة لمجلس الإدارة لاختيار وتطوير وتقييم المرشحين	
	selecting, developing, and evaluating potential	وتقديم التوصيات بشأنهم لمجلس الإدارة، بما في ذلك منصب الرئيس	
	candidates for the position of CEO; and	التنفيذي.	
(8)	1 2 1	وضع الإجراءات الخاصة في حال شغور مركز أحد أعضاء مجلس	(8)
	filling vacancies in the Board and the Company's Executive Management and make recommendations	الإدارة أو الإدارة التنفيذية ومراجعتها بشكل دوري، والتوصية لمجلس	
	to the Board regarding the selection and approval of candidates to fill such vacancies.	الإدارة بخصوص اختيار واعتماد المرشحين لشغل تلك المراكز.	
(b)	Review and Assessment	المراجعة والتقييم:	(ب)
(1)	Regularly review the structure, size, composition,	مراجعة هيكل مجلس الإدارة والإدارة التنفيذية للشركة وحجمهما	(1)
	strengths, and weaknesses of the Board (including	وتشكيلهما وجوانب قوتهما وضعفهما بصفة دوربة (بما في ذلك	, ,
	the skills, knowledge, and experience) and the Company's Executive Management and make	المهارات والمعرفة والخبرات) وتقديم التوصيات المناسبة لمجلس	
	appropriate recommendations to the Board that are	الإدارة بما يتفق مع مصلحة الشركة.	
(2)	compatible with the interests of the Company;	· ·	(-)
(2)	develop and oversee an orientation program for new Directors; and	وضع برنامج تعربفي لأعضاء مجلس الإدارة الجدد والإشراف عليه.	(2)
(3)	develop, recommend and oversee an annual self-	وضع عملية سنوية للتقييم الذاتي لأعضاء مجلس الإدارة وبعض	(3)
	evaluation process for the Directors and certain Senior Executives of the Company.	كبار التنفيذيين بالشركة وتقديم التوصيات لمجلس الإدارة بشأنها	
	Semor Executives of the Company.	والإشراف على تلك العملية.	
(c)	Remuneration	(ج) المكافآت:	
(1)	Prepare, recommend, and oversee the	إعداد سياسة لمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن	(1)
	implementation and disclosure of a policy for the remuneration of Directors, the Senior Executives,	مجلس الإدارة والإدارة التنفيذية في الشركة ("سياسة المكافآت")،	
	and members of the committees of the Board (the	ورفعها إلى مجلس الإدارة تمهيدًا لاعتمادها من الجمعية العامة،	
	"Remuneration Policy"), which shall be presented	والإشراف على تنفيذها والإفصاح عنها.	
	before the General Assembly for approval;		

(2) prepare an annual report on the remuneration and other pawnents (in cash or in kind) received by Directors, Executive Management and members of the Board committees, and the basis for the remuneration received with respect to the Remuneration respective to the Remuneration respective to the Remuneration received with respect to the Remuneration respective to the Remuneration received with respect to the Remuneration received with respect to the Remuneration relation to the same:  (3) regularly review and assess the effectiveness and appropriateness of the Remuneration relation to the same:  (4) recommend to the Board the form and amount of remuneration to be granted to the Directors, Semior Executives of the Company's and members of the Board committees, in accordance with the approved Remuneration Policy:  (5) review and make recommendations to the Board regarding the Company's incentive plans for Directors and employees, including in relation to adopting, amending, and terminating such plans;  (6) prepare and oversee a career progression framework for the Company's employees detailing, among other things, the general range of professional ranks and review, salary scale, benefits and allowances (in cash or in kind) for the relevant professional ranks and review, salary scale, benefits and allowances (in cash or in kind) for the relevant professional ranks and review and the Annual Report on Remuneration rolicy and the A				
appropriateness of the Remuneration Policy and make recommendations to the Board in relation to the same;  (4) recommend to the Board the form and amount of remuneration to be granted to the Directors, Senior Executives of the Company, and members of the Board committees, in accordance with the approved Remuneration Policy;  (5) review and make recommendations to the Board regarding the Company's incentive plans for Directors and employees, including in relation to adopting, amending, and terminating such plans;  (6) prepare and oversee a career progression framework for the Company's employees detailing, among other things, the general range of professional ranks and levels, salary scale, benefits and allowances (in cash or in kind) for the relevant professional ranks and level; and  (7) prepare all disclosures required under the policies of the Company and the Applicable Law to which the Company is subject, including, at a minimum, disclosures relating to the Remuneration Policy and the Annual Report on Remuneration, and disclosures regarding remuneration in the annual report of the Board.  (4) Miscellaneous  (5) Prepare all disclosures required under the policies of the Company and the Applicable Law to which the Company is subject, including, at a minimum, disclosures relating to the Remuneration Policy and the Annual Report on Remuneration, and disclosures regarding remuneration in the annual report of the Board.  (6) Miscellaneous  (7) Preform such other related activities as requested by the Board.  (8) Preform such other related activities as requested by the Board.  (9) Preforming its role, the Committee will observe the division of responsibilities between the Committee, the Board, and the Company's and preforming its role, the Committee will only while the Board of the Committee shall submit a report to the Board on its work, recommendations, conclusions and decisions after each of its meetings.  5. Powers  5. I The Committee shall law the authority necessary to perform its duties and responsibiliti		other payments (in cash or in kind) received by Directors, Executive Management and members of the Board committees, and the basis for the remuneration received with respect to the Remuneration Policy (including a description of any significant departures from the Remuneration Policy) (the "Annual Report on Remuneration"), for presentation before the Board for consideration;	العينية) الممنوحة لأعضاء مجلس الإدارة واللجان المنبثقة عن مجلس الإدارة والإدارة التنفيذية، مع توضيح العلاقة بين المكافآت الممنوحة وسياسة المكافآت (بما في ذلك بيان أي انحراف جوهري عن هذه السياسة) ("التقرير السنوي عن المكافآت")، وذلك لعرضه على مجلس الإدارة للنظر فيه.	
remuneration to be granted to the Directors, Senior Executives of the Company, and members of the Board committees, in accordance with the approved Remuneration Policy;  (5) review and make recommendations to the Board regarding the Company's incentive plans for Directors and employees, including in relation to adopting, amending, and terminating such plans;  (6) prepare and oversee a career progression framework for the Company's employees detailing, among other things, the general range of professional ranks and levels, salary scale, benefits and allowances (in cash or in kind) for the relevant professional rank and levels, and levels, and levels, and repeated by the Company is subject, including, at a minimum, disclosures relating to the Remuneration Policy and the Annual Report on Remuneration Policy and the Annual Report on Remuneration Policy and the Annual Report on Remuneration in the annual report of the Board.  4.2. While performing its role, the Committee will observe the division of responsibilities between the Committee, the Board, and the Company's management.  4.3. The Committee shall submit a report to the Board on its work, recommendations, conclusions and decisions after each of its meetings.  5. Powers  5.1. The Committee shall have the authority to investigate (or delegate) any matters within its competence. In particular, the Committee will the duthority to investigate (or delegate) any matters within its competence. In particular, the Committee will a unrestricted access to all documents and records of the Company that are necessary for the Committee will a unrestricted access to all documents and records of the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are ne	(3)	appropriateness of the Remuneration Policy and make recommendations to the Board in relation to	· · · · · · · · · · · · · · · · · · ·	(3)
regarding the Company's incentive plans for Directors and employees, including in relation to adopting, amending, and terminating such plans;  (6) prepare and oversee a career progression framework for the Company's employees detailing, among other things, the general range of professional ranks and levels, salary scale, benefits and allowances (in cash or in kind) for the relevant professional rank and levels, salary scale, benefits and allowances (in cash or in kind) for the relevant professional rank and level; and  (7) prepare all disclosures required under the policies of the Company is subject, including, at a minimum, disclosures relating to the Remuneration Policy and the Annual Report on Remuneration and disclosures regarding remuneration in the annual report of the Board.  (4) Miscellaneous  (7) Perform such other related activities as requested by the Board.  4.2. While performing its role, the Committee will observe the division of responsibilities between the Committee, the Board, and the Company's management.  4.3. The Committee shall submit a report to the Board on its work, recommendations, conclusions and decisions after each of its meetings.  5. Powers  5.1. The Committee shall have the authority to investigate (or delegate) any matters within its competence. In particular, the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the Committee to the Company that are necessary for the	(4)	remuneration to be granted to the Directors, Senior Executives of the Company, and members of the Board committees, in accordance with the approved	المنبثقة عن مجلس الإدارة والإدارة التنفيذية وفقًا لسياسة المكافآت	(4)
for the Company's employees detailing, among other things, the general range of professional ranks and levels, salary scale, benefits and allowances (in cash or in kind) for the relevant professional rank and level; and  (7) prepare all disclosures required under the policies of the Company and the Applicable Law to which the Company is subject, including, at a minimum, disclosures relating to the Remuneration Policy and the Annual Report on Remuneration, and disclosures regarding remuneration in the annual report of the Board.  (d) Miscellaneous  (d) Miscellaneous  (1) Perform such other related activities as requested by the Board.  4.2. While performing its role, the Committee will observe the division of responsibilities between the Committee, the Board, and the Company's management.  4.3. The Committee shall submit a report to the Board on its work, recommendations, conclusions and decisions after each of its meetings.  5. Powers  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:  (a) unrestricted access to all documents and records of the Company that are necessary for the Committee to for the Committee to the Company that are necessary for the Committee to the Committee		regarding the Company's incentive plans for Directors and employees, including in relation to adopting, amending, and terminating such plans;	المقررة لأعضاء مجلس الإدارة والموظفين في الشركة والتوصية بشأنها لمجلس الإدارة، بما في ذلك فيما يتعلق باعتماد هذه الخطط وتعديلها وإنهاؤها.	
the Company and the Applicable Law to which the Company is subject, including, at a minimum, disclosures relating to the Remuneration Policy and the Annual Report on Remuneration, and disclosures regarding remuneration in the annual report of the Board.  (d) Miscellaneous  (1) Perform such other related activities as requested by the Board.  (1) Performing its role, the Committee will observe the division of responsibilities between the Committee, the Board, and the Company's management.  4.2. While performing its role, the Committee will observe the division of responsibilities between the Committee, the Board, and the Company's management.  4.3. The Committee shall submit a report to the Board on its work, recommendations, conclusions and decisions after each of its meetings.  5. Powers  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:  (a) unrestricted access to all documents and records of the Company that are necessary for the Committee to com	(6)	for the Company's employees detailing, among other things, the general range of professional ranks and levels, salary scale, benefits and allowances (in cash or in kind) for the relevant professional rank and	تشتمل على تفصيل للنطاق العام للمراتب الوظيفية وسلم الرواتب والمزايا والبدلات النقدية والعينية بحسب المرتبة الوظيفية،	(6)
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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:  (a) unrestricted access to all documents and records of the Company that are necessary for the Committee to perform its duties and responsibilities and the authority to investigate (or delegate) any matters within its competence. In particular, the Committee shall have:  (b) La Matter Lacing it is a much like the investigate (or delegate) any matters within its competence. In particular, the Committee to the company that are necessary for the Committee to perform its duties and the authority to investigate (or delegate) any matters within its competence. In particular, the Committee to the company that are necessary for the Committee to perform its duties and the authority to investigate (or delegate) any matters within its competence. In particular, the Committee to perform its duties and the authority to investigate (or delegate) any matters within its competence. In particular, the Committee to a like the competence of the committee to be a competence of the committee to the committee to a like the competence of the committee to the committee to a like the competence of the committee to the		its work, recommendations, conclusions and decisions after each of its meetings.	توصلت إليه عقب كل جلسة من جلساتها.	
perform its duties and responsibilities and the authority to investigate (or delegate) any matters within its competence. In particular, the Committee shall have:  (a) unrestricted access to all documents and records of the Company that are necessary for the Committee to			•	
the Company that are necessary for the Committee to	5.1	perform its duties and responsibilities and the authority to investigate (or delegate) any matters within its competence. In particular, the Committee shall have:	ومهامها بالإضافة إلى سلطة التحقيق (أو تفويض) أي مسائل تدخل في نطاق اختصاصها، وعلى وجه الخصوص ما يلي:	1-5
	(a)	the Company that are necessary for the Committee to		(أ)

I (I-)			
` /	restricted access to the management and	حق الوصول غير المقيّد لإدارة الشركة وموظفيها (بما في ذلك أعضاء	(ب)
	aployees of the Company (including Directors and nior Executives), all of whom shall cooperate fully	مجلس الإدارة وكبار التنفيذيين)، ويتعيّن عليهم التعاون بشكل كامل	
	th the Committee and shall answer promptly and	مع اللجنة والرد في أقرب وقت ممكن وبصورة وافية على أي أسئلة	
full	lly any questions raised by the Committee;	تطرحها اللجنة.	
	e right to establish subcommittees consisting of	الحق في تشكيل لجان فرعية تتألف من عضو أو أكثر من الأعضاء	(ج)
Cor pur	e or more Members to carry out such duties as the emmittee may delegate and as are permitted resuant to this Charter;	للقيام بالمهام التي تفوضها بها اللجنة وفقاً لهذه اللائحة.	
	e right to appoint and retain outside counsel,	الحق في تعيين والاستعانة بمن تراه من المستشارين الخارجيين أو	(د)
	visors, or other specialists to advise or assist the emmittee, as necessary (which appointment,	غيرهم من المختصين والخبراء لتقديم المشورة للجنة أو مساعدتها	
	cluding the name of the retained party and any	حسب الاقتضاء (على أن يضمن محضر اجتماع اللجنة ذو العلاقة	
rela	ations it has with the Company or its executive	ذلك التعيين، مع ذكر اسم الشخص المعين وأي علاقة له مع الشركة	
	anagement, shall be recorded in the relevant nutes of meeting of the Committee); and	أو الإدارة التنفيذية).	
(e) the	e right to undertake any other actions that the	الحق في اتخاذ أي إجراءات أخرى ترى اللجنة بشكل معقول أنها	(ه)
	ommittee reasonably considers necessary to	ضرورية لأداء اختصاصاتها ومهامها على الوجه المطلوب والوفاء	
	isfactorily perform its duties and responsibilities d satisfy its obligations under this Charter.	بمسؤولياتها بموجب هذه اللائحة.	
	emuneration	المكافآت	-6
6.1. An	ny remuneration granted to the Members shall be	تكون أي مكافأة تمنح للأعضاء بالشكل والقدر الذي يحدده مجلس	1-6
	such form and amount as determined by the	- الإدارة، وفقًا للأنظمة الساربة وأفضل الممارسات السائدة في	
	pard, in accordance with the Applicable Law and st industry practices.	السوق.	
	atry into Effect and Review	النفاذ والمراجعة	-7
7.1. Th	is Charter shall be adopted by a resolution of the	تعتمد هذه اللائحة بموجب قرار من الجمعية العامة بناءً على	1-7
Ger	eneral Assembly, following a recommendation by	توصية من مجلس الإدارة، وتكون نافذة من تاريخ اعتمادها من قبل	
	e Board, and shall enter into effect from the date which it is approved by the General Assembly.	الجمعية العامة. علمًا بأن الأحكام والمتطلبات المتعلقة بالإفصاح	
	hereas provisions and requirements in connection	,	
* V I		والأسعاد والسفافية والأبلاغ السارية على الساكات المدرجة بنطيق ا	
wit	th disclosure, notification, transparency and	والإشعار والشفافية والإبلاغ السارية على الشركات المدرجة تنطبق على الشركة اعتبارًا من تاريخ إدراج الأسرة في السوق، وفقًا للأنظمة	
wit rep	th disclosure, notification, transparency and porting in relation to listed companies shall be	على الشركة اعتبارًا من تاريخ إدراج الأسهم في السوق، وفقًا للأنظمة	
wit rep app	th disclosure, notification, transparency and porting in relation to listed companies shall be plicable to the Company from the date of listing of		
wit rep app the	th disclosure, notification, transparency and porting in relation to listed companies shall be	على الشركة اعتبارًا من تاريخ إدراج الأسهم في السوق، وفقًا للأنظمة	
wit rep app the Ap	th disclosure, notification, transparency and porting in relation to listed companies shall be plicable to the Company from the date of listing of a Shares on the Exchange, in accordance with the oplicable Law.  The Committee shall periodically review the	على الشركة اعتبارًا من تاريخ إدراج الأسهم في السوق، وفقًا للأنظمة	2-7
wit rep app the Ap 7.2. The pro	th disclosure, notification, transparency and porting in relation to listed companies shall be plicable to the Company from the date of listing of a Shares on the Exchange, in accordance with the pplicable Law.  The Committee shall periodically review the povisions of this Charter and recommend any	على الشركة اعتبارًا من تاريخ إدراج الأسهم في السوق، وفقًا للأنظمة السارية.	2-7
wit rep app the Ap 7.2. The pro am	th disclosure, notification, transparency and porting in relation to listed companies shall be plicable to the Company from the date of listing of a Shares on the Exchange, in accordance with the oplicable Law.  The Committee shall periodically review the	على الشركة اعتبارًا من تاريخ إدراج الأسهم في السوق، وفقًا للأنظمة السارية. السارية. تقوم اللجنة بمراجعة أحكام هذه اللائحة بصفة دورية وتقدم	2-7