



Al Majed oud

Nominations and Remuneration Committee Working Regulations of Al Majed Oud Company

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Contents

Statement Number	Page
Definitions.....	3
2. Committee Formation and Governance.....	3
3. Relationship and Powers	3
4. Tasks and Responsibilities	4
A. Tasks and Responsibilities Related to Nominations	4
C. Provisions of the Nomination Policy	4
H. Tasks and Responsibilities Related to Remuneration	5
G. Provisions of the Remuneration Policy	5
5. Committee Meetings	6
6. Committee Minutes and Deliberations	6
7. Committee Decisions.....	6
8. Expiry of Committee Membership.....	6
9. Remuneration of Committee Members.....	7
10. Committee Secretariat.....	7
11. Enforcement and Review.....	7





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Definitions:

For the purpose of applying the provisions of these regulations, the words and phrases listed below shall have the meanings indicated opposite each of them unless the context requires otherwise:

Committee	Nominations and Remuneration Committee
The Company:	Al Majed Oud Company
Board:	Board of Directors of Al Majed Oud Company
CEO	The CEO of Al Majed Oud Company
Executive management	The company's executive management, including the CEO and all those he directly supervises.
Independent member	A member who enjoys complete independence in his position and decisions and who is not subject to any of the limitations of independence mentioned in these regulations.
Non-executive member	A member of the Board of Directors who is not dedicated to managing the company full-time and does not participate in its daily operations.
Secretary:	Secretary of Nominations and Remuneration Committee..
Professional Conduct and Ethics Policy:	The approved policy of professional conduct and business ethics that applies to members of the Board of Directors of Al Majed Oud Company.
Chief Executive Officer:	CEO of Al Majed Oud Company





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2. Committee Formation and Governance

The number of committee members shall not be less than three and not more than five. Their appointment shall be issued by the Board of Directors, provided that they meet the following conditions:

They shall not include any executive members of the Board of Directors.

They shall include at least one independent member.

The Committee Chairman shall be an independent member.

The term of membership of the Committee shall be the same as the term of the Board

The Chairman of the Board of Directors may be a member of the committee, provided that he does not hold the position of Chairman of the Committee.

3. Relationship and Powers

1. The Committee has the right to review information and data related to its tasks and responsibilities.

2. Study the topics within its jurisdiction or those referred to it by the Board of Directors and submit its recommendations to the Board for decision-making, or take decisions if the Board delegates this to it, provided that Paragraph (b) of Article Twenty of the Corporate Governance Regulations is taken into account.

3. The Committee may seek the assistance of any experts and specialists it deems appropriate from within or outside the company, within the limits of its powers, provided that this is included in the minutes of the committee meeting, stating the name of the expert and his relationship to the company or executive management.

4. Tasks and Responsibilities

The Committee shall undertake the following tasks and responsibilities:

Tasks and responsibilities related to nominations

1. Propose clear policies and standards for membership in the Board of Directors and executive management

2. Recommend to the Board of Directors the nomination and re-nomination of members in accordance with the approved policies and standards, taking into account not nominating any person previously convicted of a crime involving breach of trust.

3. Preparing a description of the capabilities and qualifications required for membership in the Board of Directors and for holding executive management positions.

4. Determining the time a member must devote to the work of the Board of Directors.



5. Annually reviewing the necessary skills or experience appropriate for membership in the Board of Directors and executive management positions.

6. Reviewing the structure of the Board of Directors and executive management and making recommendations regarding any changes that may be made.

7. Annually verifying the independence of independent members and the absence of any conflict of interest if the member is a member of the board of directors of another company.

8. Developing job descriptions for executive members, non-executive members, independent members, and senior executives.

9. Developing special procedures in the event that the position of a member of the Board of Directors or senior executive becomes vacant.

10. Identifying the strengths and weaknesses of the Board of Directors and proposing solutions to address them in a manner consistent with the company's interests.

C. Provisions of the nomination policy:

1. When nominating members of the Board of Directors, the Nominations Committee must take into account the provisions of the Corporate Governance Regulations, the terms and conditions contained in the Board Membership Policy and Standards, and any requirements determined by the Capital Market Authority. It must also clarify the eligibility of each shareholder in the company to nominate themselves or others in accordance with the provisions of the Companies Law and its implementing regulations.

2. The number of candidates for the Board of Directors whose names are presented to the General Assembly must exceed the number of available seats, so that the General Assembly has the opportunity to choose from among the candidates.

3. The company must be required to publish the candidacy announcement on the market's website and by any other means determined by the Authority. The company must also be urged to publish the announcement on the company's website to invite persons wishing to run for membership in the Board of Directors, provided that the nomination period remains open for at least one month from the date of the announcement

H. Tasks and Responsibilities Related to Remunerations

1. Preparing a clear policy for the remuneration of members of the Board of Directors, its committees, and executive management, and submitting it to the Board of Directors for consideration in preparation for its approval by the General Assembly, provided that this policy takes into account the adoption of performance-related standards, disclosure thereof, and verification of its implementation.

2. Clarifying the relationship between the granted remunerations and the applicable remuneration policy, and indicating any material deviation from this policy.

3. Periodically reviewing the remuneration policy and evaluating its effectiveness in achieving its intended objectives.



4. Recommending to the Board of Directors the remuneration of members of the Board of Directors, its committees, and the company's senior executives in accordance with the approved policy.

G. Provisions of the Remuneration Policy

Without prejudice to the Companies Law, the Capital Market Law, and their implementing regulations, the remuneration policy must take into account the following:

1. Its consistency with the company's strategy and objectives
2. Bonuses should be provided to encourage members of the Board of Directors and executive management to contribute to the company's success and long-term development, by linking the variable portion of bonuses to long-term performance.
3. Bonuses should be determined based on the job level, the tasks and responsibilities assigned to the employee, their academic qualifications, practical experience, skills, and level of performance.
4. They should be consistent with the size, nature, and degree of risk to the company.
5. Taking into account the practices of other companies in determining bonuses, while avoiding any unjustified increase in bonuses and compensation that may result...
6. They should aim to attract, retain, and motivate professional competencies without exaggerating them.
7. They should prepare, in coordination with the Nominations Committee upon new appointments,
8. Cases of suspending the payment of bonuses or recovering them if it is found that they were determined based on inaccurate information provided by a member of the Board of Directors or executive management, in order to prevent exploitation of their position to obtain undue bonuses.
9. Organizing the granting of shares in the company to members of the Board of Directors and executive management, whether newly issued or shares purchased by the company.

5. Committee Meetings

1. The committee shall meet according to an approved annual schedule, with no fewer than two meetings per year. The committee chairman may call for a meeting at any time or at the request of two or more committee members.
2. Invitations to committee meetings shall be sent at least five working days prior to the meeting date.
3. The meeting agenda and accompanying documents shall be sent at least three working days prior to the meeting date.
4. Committee meetings shall not be valid unless at least a majority of members are present.
5. Committee meetings may be attended and decisions voted on through visual or audio communication means.
6. The committee chairman shall chair, manage, control, and direct its meetings. If he is unable to attend or if he has a conflict of interest with any of the topics presented to the committee, he shall assign a committee member to chair the meeting. If the chairman is unable to assign someone to chair the meeting on his behalf, the attending members shall choose a chairman from among the attending members.



7. The committee may invite whomever it deems appropriate to attend its meetings, without the right to vote.

6. Committee minutes and deliberations:

1. Committee meetings must be documented and minutes prepared, including the discussions and deliberations that took place, documenting the committee's recommendations and voting results, and keeping them in a special, organized register. The names of the members present and the reservations they expressed, if any, must be stated, and these minutes must be signed by all members present.

2. The Secretary shall, after the approval of the Committee Chair, send the draft minutes of the meeting to its members within five working days of the meeting. The minutes of the meeting shall be made available to all Committee members after they have been revised and reflect the comments of the Committee members and the Chair's directives. Committee members shall be deemed to have approved the draft minutes of the meeting if none of them expresses any comments or reservations within five working days of the date of their submission to them.

3. The minutes of the Committee's meetings and decisions shall be recorded in Arabic, and the Committee may add any other language it deems appropriate.

4. The committee's minutes shall be presented to the Board of Directors.

7. Committee decisions

1. The Committee's decisions shall be issued by a majority of votes, and in the event of a tie, the side with which the President or his representative votes shall prevail.

2. The Committee may issue decisions on urgent matters by circulation by presenting them to the members separately, unless a member requests - in writing - a meeting of the Committee to deliberate on them. These decisions shall be issued upon their approval by the majority of the Committee members, and a vote may be adopted. Members shall receive such decisions electronically, and these decisions shall be presented to the Committee at its first subsequent meeting.

3. A member of the Committee may not participate in voting on any decisions in which he has an interest or which relate to him.

8. Expiration of committee membership:

1. The membership of a committee member shall terminate in any of the following cases:

The expiry of the specified period of his membership in the committee and its non-renewal.

The loss of eligibility or death of the member.

Resignation or retirement of a committee member and the approval of the Council.

2. The Board of Directors may, at any time, dismiss all or some of the members of the Nominations and Remuneration Committee, without prejudice to the right of the dismissed member to claim compensation against the company if the dismissal occurred for an unacceptable reason.

3. The Board of Directors may terminate the membership of any member of the Nominations and Remuneration Committee who is absent from three consecutive meetings or five separate meetings during his term of membership without a legitimate excuse.



9. Committee members' remuneration

Without prejudice to the provisions of the Articles of Association, the remuneration of the Committee members and all benefits they receive - if any - shall be in accordance with what is decided by the Board of Directors based on the remuneration policy approved by the General Assembly.

10. Committee Secretariat

The Committee shall appoint a Secretary from among its members or from others, and his duties shall include the following:

Documenting the committee's meetings and preparing minutes of them, including the discussions and deliberations that took place, indicating the location, date, start and end times of the meeting, documenting the committee's decisions, recommendations and voting results, and recording the names of the members present and the reservations that were made.

I have them - if any - and have these minutes signed by all members present.

Coordination between the committee and the council

Providing committee members with the committee's agenda, working papers, documents and information related to it, after the approval of the committee chairman, and any additional documents or information requested by any committee member related to the topics included in the meeting agenda.

The Secretary shall be responsible for keeping the Committee's minutes and decisions

11. Access and Review

1. The provisions of these regulations shall be effective from the date of their approval by the General Assembly of Shareholders, and they must be published on The company's website to enable shareholders and stakeholders to view it.

2. The content of these regulations shall be reviewed as needed based on the recommendation of the Board of Directors, and such amendments shall be submitted to the General Assembly of Shareholders for approval at its next meeting.

