Board Membership Policies, Standards and Procedures.

Saudi Cable Company

These regulations were issued pursuant to the decision of the General Assembly of the Company's shareholders held on 15 Rajab 1444 AH corresponding to February 6, 2023, AD, and amended by the decision of the General Assembly on 20 Dhu al-Hijjah 1445 AH corresponding to June 26, 2024, AD.

Content:

First: Introduction

The policies, standards and procedures for membership in the company's Board of Directors have been prepared with the aim of complying with the requirements of the Corporate Governance Regulations issued by the Board of the Capital Market Authority, which stipulates that the Board of Directors (Board) shall "prepare clear and specific policies, standards and procedures for membership in the Board - in a manner that does not conflict with Mandatory provisions in the Corporate Governance Regulations - and putting them into effect after approval by the General Assembly."

Second: Composition of the Board of Directors

a- The company's Board of Directors consists of 9 members elected by the General Assembly of Shareholders for a period not exceeding four years, in accordance with the company's bylaws and in accordance with Article (17) of the Corporate Governance Regulations issued by the Capital Market Authority. The cumulative voting system is followed when electing members of the Board of Directors in The General Assembly is in line with the requirements of the Corporate Governance Regulations issued by the Capital Market Authority and the company's bylaws.

b- Most of the company's Board of Directors members must be non-executive members in accordance with Article (16) of the Corporate Governance Regulations issued by the Capital Market Authority, and one-third of the Board members or at least two members, whichever is more, of the Board of Directors must be independent.

c- A legal person - who is entitled, according to the company's bylaws, to appoint representatives to the Board of Directors - may not vote on the selection of other members of the Board of Directors. (Where applicable).

Saudi Cable

Third: Policies and standards for membership in the company's Board of Directors

It is required that a member of the Board of Directors be a professionally competent person who possesses the necessary experience, knowledge, skill and independence, enabling him to carry out his duties efficiently and competently, provided that the General Assembly, when electing members of the Board of Directors, takes into account the recommendations of the company's Remuneration and Nominations Committee and the availability of the personal and professional capabilities necessary to perform their duties properly. It is effective, and it must be considered that the member has the following:

1- The candidate for Board membership must not have been previously convicted of a crime against honor and dishonesty and must not be unfit for Board membership in accordance with any law or instructions in force in the Kingdom.
2- The board member must not be a member of more than five joint stock companies listed on the financial market at the same time.
3- That the member of the Board of Directors represents all shareholders and is committed to what achieves the interests of the company in general and not what achieves the interests of the company that he represents or that voted to appoint him to the Board of Directors.
4- The number of independent members shall not be less than three members, which represents one-third of the Board members, as the company's Board of Directors membership consists of (9) members>
5- The independent member must enjoy complete independence in his position and decisions, and none of the symptoms of independence stipulated in Article (19) of the Governance Regulations issued by the Authority apply to him.
6- Ability to lead: That is, he must have leadership skills that qualify him to be granted powers in a way that leads to stimulating performance, applying best practices in the field of

effective management, adhering to professional values and ethics, and the ability to communicate effectively, think and plan strategically.

7- Qualifications, skills, and experience: by having the appropriate academic qualifications, professional and personal skills, level of training, and practical experiences related to the company's current and future activities and knowledge of management, economics, accounting, law, or governance, as well as the desire in learning and training.
8- The ability to direct: This is to have technical, leadership, and administrative capabilities, speed in decision-making, and understanding of the technical requirements related to the workflow, and to be capable of strategic direction, long-term planning, and a clear future vision.
9- Financial knowledge: by being able to read and understand financial statements and reports.
10- Health and fitness: This means that he does not have a health problem that prevents him from exercising his duties and specializations.
11- The candidate for board membership must adhere to the principles of honesty, trustworthiness, loyalty, care, and concern for the interests of the company and shareholders, prioritizing them over his personal interests. Honesty must be that the board member's relationship with the company is an honest, professional relationship, and disclosure to the company of any influential information before executing any deal or contract with the company or one of its companies. Subsidiaries, while loyalty is achieved by avoiding transactions that involve a conflict of interest while ensuring the fairness of dealing and considering the provisions regarding conflicts of interest contained in the Governance Regulations. As for care and attention, it is in performing the duties and responsibilities contained in the Companies Law, the Financial Market Law, the Company's Bylaws, and other relevant regulations.
12- The candidate must be a natural person who is not less than (30) years old, whether applying in his personal capacity or representing a legal person.
13- Diversity in academic qualifications and practical experience should be considered, and priority should be given in nomination to the needs required of those with the appropriate skills for membership in the Board of Directors.

14- A member of the Board of Directors must resign before the end of his term on the Board of Directors, in the event that he loses his eligibility to work as a member of the Board of Directors, or is unable to perform his duties, or is unable to allocate the time or effort necessary to perform his duties on the Board, as well as in the event of a conflict of interest. The member has the option of obtaining a license from the General Assembly, which will be renewed every year, or submitting his resignation.

Fourth: Eligibility and procedures for candidacy for membership in the Board of Directors

1- Every shareholder has the right to nominate himself or one or more other people for membership of the Board of Directors, within the limits of his ownership percentage in the capital.

2- The Remuneration and Nominations Committee shall coordinate with the company's executive management to announce the opening of nominations for membership in the company's Board of Directors at least sixty (60) days before the end of the Board's session and considering the requirements required by the laws and regulations.

3- The nomination announcement will be published on the website of the Financial Market (Tadawul), as well as on the company's website, and in any other means determined by the Authority, to invite people wishing to run for membership in the Board of Directors, provided that the nomination door remains open for at least one month from the date of the announcement

4- The Remuneration and Nominations Committee submits its recommendations to the Board of Directors regarding candidacy for Board membership in accordance with the criteria set forth in this policy.

5- Anyone who wishes to nominate himself for membership in the company's Board of Directors must disclose his desire to run in accordance with a notification submitted to the company's management in accordance with the period and dates stipulated in accordance with this policy and the rules and regulations in force. This notification must include an introduction to the candidate in Arabic in terms of his CV and qualifications. And his practical experience, in addition to providing the company with all identification documents such as (national ID card, family card, passport for non-Saudis running for

Board membership, and any other relevant documents required by the company to meet regulatory requirements).

6- The candidate for Board membership must disclose to the Board and the General Assembly any cases of conflict of interest, which include:

- Having a direct or indirect interest in the business and contracts conducted on behalf of the company for which he wishes to run for the board of directors.
- Participating in work that would compete with the company or compete with it in one of the branches of activity it practices.

7- Applicants for Board membership must fill out the form or forms specified by the Capital Market Authority, which can be obtained through the Authority's website.

8- Attach a clear copy of the national ID, family registry, and the candidate's contact numbers, including at least the mobile number, fixed phone number, fax number, and e-mail address.

9- Submit the original nomination application to the Nominations and Remuneration Committee at the company's headquarters, or by email.

10- A candidate who has previously served as a member of the board of directors of a joint stock company must attach a statement of the number and dates of the boards of directors of the companies of which he served.

11- The candidate who previously served as a member of the company's Board of Directors must attach to the nomination notification a statement from the company's management for the last session in which he held membership in the Board, including the following information:

- The number of Board meetings that took place during each year of the session.
- The number of meetings that the member attended in person, and the percentage of his attendance to the total number of meetings.
- The permanent committees in which the member participated, the number of meetings held by each of those committees during each year of the session, the number of meetings he attended, and the percentage of his attendance to the total number of meetings.

12- The membership status must be clarified upon nomination, and it must be clarified whether the member is an executive member, a non-executive member, or an independent member.

13- The nature of membership must be clarified, which means clarifying whether the member is running in his personal capacity or whether he is a representative of a legal entity.

14- The Remuneration and Nominations Committee coordinates with the executive management to complete the regulatory requirements and provide the competent regulatory authorities with all required documents.

15- Voting on the selection of members of the Board of Directors is done through the cumulative voting method.

16- Voting in the General Assembly is limited to those who nominated themselves in accordance with the policies, standards and procedures.

Fifth: The role of the company's governance department

1- After closing the nomination applications window, the Governance Department will submit all candidates' data to the Nominations and Remuneration Committee, within two working days, attaching to it all the legally required documents, along with an explanation of the completed and incomplete applications

2- After completing the procedures and recommendations of the Nominations and Remuneration Committee, the Governance Department sends Form No. (3) to the Capital Market Authority via the automated system to obtain its no-objection regarding the candidates.

3- If the candidate meets the requirements of all the criteria specified in this policy, the Governance and Compliance Department will deposit the nomination notices and their attachments at the company's head office at the disposal of shareholders at least ten days before the General Assembly.

Sixth: Introducing the members of the Board of Directors to the company's affairs

In line with the requirements of the Corporate Governance Regulations, new members of the Board of Directors and its committees must acquire the appropriate skills and knowledge after their appointment, through a comprehensive program prepared by the company that includes the following:

a- Meeting with company officials and executive management.

b- Providing new members upon their appointment, or with each new session of the Board, with all the systems and regulations governing the company's work, work, activities, general strategies, and any updates thereto.

c- New board members should be provided with a document specifying their tasks, responsibilities and contractual duties that govern their relationship with the company.

d- Providing members with comprehensive information about the company, including (its various activities, business sectors, products, administrative organization, main operations and procedures, financial conditions, main risks, key performance indicators, and legal and regulatory restrictions, systems, and regulations).

e- Providing members with information about stakeholders and the policies that govern their relationship.

f- Participate in introductory and educational programs for the purpose of staying up to date on the latest developments and developing their skills to enable them to participate effectively in the work of the Board.

Seventh: Mechanism for selecting the Chairman of the Board of Directors and Vice-Chairman

The company's shareholders elect members of the Board of Directors at the General Assembly meeting of shareholders in accordance with the system and standards included in this policy. The Board then selects a Chairman and Vice-Chairman from among its non-executive members, and the Board has the right to remove them from their positions or re-select them at any time.

Eighth: The expiration of the Board member's membership and the vacancy of one of the positions

1- Board membership ends at the end of the term prescribed for him, which is four years from the date of his election by the General Assembly

2- The membership of a Board member shall terminate in accordance with any law or instructions in force in the Kingdom, or due to death or resignation, or if he is convicted of a crime prejudicial to honor and dishonesty. However, the Ordinary General Assembly may at any time remove all or some of the Board members, without prejudice to the right of the dismissed member towards the company may demand compensation if the dismissal occurs for an unacceptable reason or at an inappropriate time. The board member may resign on the condition that this is at an appropriate time, otherwise he will be liable to the company for the damages resulting from his resignation.

3- A member of the Board of Directors may retire, if this is at an appropriate time, otherwise he will be liable to the company for the damages resulting from his retirement.

4- The General Assembly may, based on a recommendation from the Board, terminate the membership of any member who fails to attend three consecutive meetings or five separate meetings of the Board without a legitimate excuse.

5- If the position of one of the Board members becomes vacant during the term of membership, the Board has the right to appoint a temporary member to the vacant position, provided that he is one of those who has experience and competence, and the appointment is presented to the Ordinary General Assembly at its first meeting for approval, and the new member completes the term of his predecessor in In light of what is stated in the company's bylaws.

6- If the position of one of the Board members becomes vacant during the term of membership, the Board has the right to appoint a When the membership of a member of the Board of Directors expires through one of the termination methods, the company must notify the Authority and the Saudi Stock Exchange (Tadawul) immediately with a statement of the reasons for this. Temporary member to the vacant position, provided that he is one of those who has experience and competence, and the appointment is presented to the Ordinary General Assembly at its first meeting for approval, and the new member completes the term of his predecessor in in light of what is stated in the company's bylaws.

7- If a member of the Board of Directors resigns, and he has observations on the company's performance, he must submit a written statement thereof to the Chairman of the Board of Directors, and this statement must be presented to the members of the Board of Directors.

8- If the necessary conditions are not met for the Board of Directors to convene due to the number of its members being less than the minimum stipulated in the companies' bylaws or the company's bylaws, the remaining members must invite the Ordinary General Assembly to convene within sixty days to elect the necessary number of members.

Ninth: Final Provisions (Publication, Enforcement and Amendment)

This policy shall be implemented and adhered to by the company as of the date of its approval by the General Assembly of Shareholders. This policy shall be published on the company's website to enable shareholders, the public and stakeholders to view it. The contents of this policy shall be amended - as needed - based on the recommendation of the Board of Directors, provided that any proposed amendment to it is presented to the General Assembly of Shareholders at its earliest meeting for approval.