Remuneration Policy for the Board, its Committee and Executive Management

Saudi Cable Company

This policy was issued after the recommendation of the Board of Directors of the Saudi Cable Company and in accordance with the decision of the Assembly of the company's shareholders held on 20 Dhul-Qi 'dah corresponding to June 26,2024.

Contents

Firstly: The purpose

This policy aims to set clear standards for the remuneration of members of the Board of Directors, its committees, and senior executives in light of the requirements of the Companies Law, the Governance Regulations, and the rules and regulations of the Capital Market Authority. The policy also aims to attract individuals who have a degree of competence, ability and talent to work on the Board of Directors, committees and management. Executive management through the adoption of incentive reward plans and programs linked to performance, which contributes to improving the company’s performance and achieving the interests of its shareholders.

Second: General criteria for rewards:

The Remuneration and Nominations Committee shall submit recommendations to the Board of Directors regarding the remuneration of Board members and Committee members, in accordance with the approved standards, as follows:

1- Rewards must be commensurate with the company's activity and the skills necessary to manage it.
2- Rewards must be provided for the purpose of urging members of the Board of Directors and Executive Management to make the company successful and develop it in the long term, such as linking the variable part of it to rewards for long-term performance.
3- The company considers the extent to which the rewards are consistent with the company's strategy, objectives, size, and the nature and degree of risks involved.
4- The company takes into account the practices of other companies and what prevails in the market when determining rewards, while avoiding any unjustified increase that may result in rewards and compensation.
5- Rewards are determined based on the level of the job, the tasks and responsibilities assigned to its occupant, academic qualifications, practical experience, skills, and level of performance.

6- Remuneration must be fair and proportionate to the member's specializations, work, and responsibilities carried out and borne by members of the Board of Directors or committees, in addition to the goals that the Board of Directors has set to achieve during the fiscal year.
7- Taking into account the sector in which the company operates, its size, and the experience of the board members.
8- Remuneration must be reasonably sufficient to attract, motivate and retain directors with appropriate qualifications and experience.
9- The bonus will be suspended or refunded if it is found that its decision was based on inaccurate information provided by a member of the Board of Directors or Executive Management. This is to prevent exploitation of employment status to obtain undeserved rewards.
10- In the event that a program is developed to grant shares in the company to members of the Board of Directors, the Executive Management and its employees, whether it is a new issue or shares purchased by the company, this will be done under the supervision of the Remuneration and Nominations Committee and in accordance with the company's bylaws and the relevant rules and regulations of the Capital Market Authority.
11- A member of the Board of Directors may receive a reward for his membership in any of the company's committees, or for any executive, technical, administrative or advisory work - pursuant to an additional official license granted to him by the company, in addition to the reward that can be obtained through membership in the Board Management and issues issued by the Board of Directors.
12- Remuneration is disbursed to the Board and committees based on a decision by the Board of Directors. The remuneration of members of the Board of Directors may be of varying amounts to reflect the extent of the member's experience, specializations, tasks assigned to him, his independence, the number of sessions he attends, and other considerations, provided that the remuneration is fair, motivating, and commensurate with the member's performance and performance. Company.

13- If it becomes clear to the Audit Committee or the Authority that the remuneration paid to any member of the Board of Directors or the Executive Management is based on incorrect or misleading information that was presented to the General Assembly or included in the annual report of the Board of Directors, it must be returned to the company, and the company has the right to demand its return.

Third: Remuneration for members of the Board of Directors

1- The remuneration for members of the Board of Directors must be a certain amount, an attendance allowance for sessions, in-kind benefits, a certain percentage of net profits or other allowances or grants of shares, and it is permissible to combine two or more.
2- The Board of Directors' report to the Ordinary General Assembly at its annual meeting must include a comprehensive statement of all that each member of the Board of Directors received or was entitled to receive during the fiscal year in terms of bonuses, allowance for attending sessions, allowance for expenses, and other benefits. It should also include a statement of what council members received as workers or administrators or what they received in exchange for technical, administrative, or consulting work, and it should also include a statement of the number of council sessions and the number of sessions attended by each member.

Fourth: Rewarding committee members

1- The Board of Directors determines membership remuneration for its committees, attendance allowances, and other entitlements and benefits based on these regulations, if they are disbursed based on the approval of the Chairman of the Board at the end of each year and may be disbursed quarterly.

Remuneration for membership of committees emanating from the Board of Directors consists of an annual lump-sum bonus, meeting attendance allowance, and other entitlements and benefits.

Fifth: Executive management bonus

Executive management remuneration includes the following:

1- A basic salary (paid at the end of each calendar month on a monthly basis) and an allowance that includes, but is not limited to, a housing allowance, transportation allowance, education allowance for children, medical insurance benefits for him and his family, and an insurance policy (including work injuries, partial and total disability, and death while at work).

2- An annual bonus linked to performance indicators according to the annual evaluation conducted in this regard. The Chairman of the Board determines and disburses the bonus to the executive management and the annual incentive to employees, if any.

3- Short-term incentive plans linked to exceptional performance, and long-term incentive plans such as stock option programs (where applicable).

4- Other benefits include, but are not limited to, annual leave, annual travel tickets, and an end-of-service bonus according to the work system and human resources policy approved by the company.

5- The Remuneration and Nominations Committee submits a recommendation to the Board of Directors based on a proposal from the CEO regarding programs to retain employees and ensure their continuity in the company through homeownership and allocating shares in the company to them.

Sixth: Additional determinants of rewards and method of disbursement

1- Members of the Board of Directors may not vote on the remuneration item for members of the Board of Directors at the General Assembly meeting of shareholders.

2- The company discloses the remuneration of members of the Board, committees, and senior executives in the annual report of the Board of Directors in accordance with the controls and directives issued under the Companies Law and the Capital Market Authority's regulations and their executive regulations.

3- The member is entitled to the reward starting from the date he joins the council or committee and according to the duration of his membership.

4- Procedures for disbursing remuneration for members of the Board of Directors and committees are prepared by the Board Secretary, provided that the order for their disbursement is approved by the CEO.

5- The remuneration of the Council and committees, the allowance for attending Council meetings, and the allowance for attending committee meetings may be disbursed in installments at the end of each calendar quarter.

Seventh: Statement of details remuneration for the members of the Board of Directors and its committees

Table of rewards and benefits for members of the Board of Directors and the committee engaging from it.		
	type of reward	**Statement**
1	Attending Council meetings allowance	An attendance allowance of (6,000) riyals is paid to a member of the Board of Directors for each session of the Board, and an attendance allowance of (3,000) riyals is paid to the secretary of the Board of Directors.
2	Attending the sessions of committee emending from Council allowance	The committee member will be paid an attendance allowance of (3,000) riyals for each session of the committee, and the committee secretary will be paid an attendance allowance of (1,500) riyal for each session.
3	Annual Bonus for members of the Board of Directors	An annual bonus of (250,000) riyals is paid to a member of the Board of Directors. Its disbursement is linked to the number of sessions attended by the Board of Directors member out of the total sessions held by the Board of Directors during the relevant fiscal year. The annual bonus is divided among the representatives in the event of a new Board of Directors member being appointed according to the date of appointment, and it may be paid annual remuneration of Council membership on a quarterly basis and based on a decision from the Chairman of the Council

Table of rewards and benefits for members of the Board of Directors and the committee engaging from it.		
	type of reward	**Statement**
4	An annual Bonus for membership committees emanating from the Board of Directors (from withing or outside the Board)	An annual bonus of (100,000) riyals is paid to each member of the emerging committee formed by the Board. And the annual bonuses are disbursed to the Board on a quarterly basis and based on a decision from the Chairman of the Board.
5	A housing, transportation, and incidental allowance to attend meetings and work assignments if the members headquarter is outside the city of the meeting or work assignment.	- The member of the Board of Directors/Committee and the Secretary or his representative will be paid a passenger allowance equivalent to the value of your business ticket if his resident is outside the city in which the meeting is held. - A member of the Board of Directors/Committee and the Secretary or his representative will be paid a daily allowance to include housing, transportations, and other incidentals in the amount (2,000) riyals as lump sum, and it will be paid when attending from outside the city of the meeting for work assignment or for training and development courses within the kingdom. - A member of the Board of Directors Committee and the Secretary or his representative will be paid a daily allowance to include housing, transportation and other incidentals in the amount of (4,000) riyals or according to the actual costs, not to exceed (4,000) riyals if the meeting, work or training and development courses are outside the kingdom. and one day is added for travel within the kingdom, and two days out the kingdom.

Table of rewards and benefits for members of the Board of Directors and the committee engaging from it.		
	type of reward	**Statement**
6	Participation/attendance of a member of the Board of Directors/committee emanating from the Board of Directors or has has been requested to discuss a topic or to attend a discussion that requires his participation, or a meeting related to the company or the board/committee within his jurisdiction to discuss a topic or attend a panel discussion.	A member of the Board of Directors/Committee is paid an attendance allowance of (2,000) riyals for each session he attends during the Board/Committee sessions if he is requests to attend a discussion of a topic or attend a discussion that requires his participation for any meeting related to the Board/Committee or the company within his powers.
7	Carrying out technical administrative or advisory work for the company or the council /committee based on the request and approval of the council	An allowance shall be paid to the Chairman of the Board, a member of the Board of Direction or a member of the Committee in return for performing additional technical, administrative, or advisory work carried out for the company or for the Board/Committee. The value of the allowance is determined based on a decision issued by the Board of Directors. The allowance may be an amount disbursed monthly or quarterly.
8	Health services for members of the Board of Directors	Providing medical services to a member of the Board of Directors, his family, and his parents “at the member’s choice” in accordance with the company’s insurance.

Table of rewards and benefits for members of the Board of Directors and the committee engaging from it.		
	type of reward	Statement
9	Remuneration of the Secretary of the Council and the remuneration of the Secretary of the Committees.	An annual remuneration of (60,000) riyals is paid to the secretary of the council, and an annual remuneration of (40,0009riyals is paid to the secretary of each committee. The remuneration is disbursed and may be paid quarterly or annually.

Eighth: Final provisions (review, amendment, and publication of this policy)

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. This policy shall be reviewed periodically - when needed - by the committee. Rewards and nominations, and any amendments proposed by the committee are presented to the Board of Directors, which studies and reviews the proposed amendments and recommends them to the general assembly of shareholders for approval.