Nominations and Remuneration Committee Regulations
Saudi Cables Company

Contents	

Article One: Definitions

For the purpose of implementing these regulations, the following words and phrases shall have the meanings indicated unless the context requires otherwise:

Regulations: Nominations and Remuneration Committee Regulations.

Governance Regulations: Corporate Governance Regulations issued by the Capital Market Authority Board.

Company Governance System: Saudi Cables Company Governance System.

Articles of Association: Saudi Cables Company Articles of Association.

Tadawul: Saudi Stock Exchange. Authority: Capital Market Authority.

The Authority: Capital Market Authority

Company: Saudi Cables Company.

General Assembly: An assembly formed of company shareholders pursuant to the provisions of the Companies Law and the Company's Articles of Association.

Board of Directors or Board: Saudi Cables Company Board of Directors

Committee: Nominations and Remuneration Committee of Saudi Cables Company.

Executive Management/Senior Executives: Includes the Company's Chief Executive Officer and other members of the executive management in the Company (Deputy CEOs and Chief Financial Officer).

Invitees: Any person invited to attend a Committee meeting who is not a member.
Day: Refers to a "calendar day" in these regulations.

Article Two: Objectives of the Regulations

These regulations aim to clarify the controls and procedures for the Committee's work and tasks, the rules for selecting its members, their membership duration, and their remuneration. The regulations explain the general procedures established by the Board to ensure the Committee's duties, tasks, and authorities granted to it during its term, and how the Board of Directors oversees it.

Article Three: Purpose and Reference

1. The Nominations and Remuneration Committee assists the Board of Directors in performing its duties and responsibilities related to the competencies, tasks, and responsibilities assigned to it according to these regulations, or those referred to by the Board of Directors. The Nominations and Remuneration Committee reports to the Board of Directors and the General Assembly of Shareholders and is responsible to the Board and shareholders for the following:

    - Overseeing the remuneration and incentive plan for the Company's employees and monitoring its implementation.
    - Overseeing succession plans for senior leadership at the Company level.
    - Supervising the nomination process for Board, Committee, and Executive Management membership in the Company and ensuring it is linked to performance.
    - Managing the performance evaluation process for Board and Committee members.

2. The Committee must inform the Board of Directors of its findings or decisions with transparency and present its minutes containing the results of its work and any reports issued by it to the Board of Directors periodically for decision-making.
3. The Board of Directors must regularly follow up with the Committee to verify the performance of the tasks assigned to it.
4. The Committee shall be responsible for its work before the Board of Directors, without prejudice against the Board's responsibility for such work and the powers or authorities delegated to the Committee.

Article Four: Rules for Selecting Committee Members, Nomination Process, and Membership Duration

1. The Nominations and Remuneration Committee is formed based on a proposal from the Board of Directors, beginning with the start of the Company's Board of Directors term and ending with the end of the Company's Board of Directors term.
   The Company's General Assembly shall issue - based on a proposal from the Board of Directors - the Nominations Committee's charter, provided that this charter includes the Committee's controls, procedures, tasks, rules for selecting its members, their membership duration, and remuneration.
2. The Committee membership should consist of at least three members and not exceed five members, with its members being non-executive Board members, with the possibility of appointing external experts to the Committee membership, whether they are shareholders or others, provided that at least one independent member from the Company's Board of Directors is among its members.
3. A Committee member must have appropriate experience and qualifications for the Committee's work and tasks, and must commit to the principles of honesty, loyalty, care, and attention to the interests of the Company and shareholders, prioritizing them over personal interests, and must adhere to the Company's policies and regulations regarding conflicts of interest and disclosure.
4. The Board of Directors shall appoint one of its members as Chairman of the Committee, provided that he is an independent member. If this appointment is not made by the Board, the Committee members shall select a Chairman from among themselves, provided that he is an independent Board member.
5. Committee members must have appropriate experience and qualifications related to the Committee's duties, responsibilities, and nature of work. The Board of Directors has the right to dismiss/or replace any/or all Committee members at any time it deems appropriate.
6. A Committee member may resign from the Committee membership provided that it is at an appropriate time.
7. If a committee member position becomes vacant, the Board of Directors may appoint a member to the vacant position, provided that they have the necessary experience and competence.

8. The Authority must be notified within the statutory period of the date of appointment or any changes that occur from the date of the changes.
9. The Company must notify the Authority of the names of the Committee members and their membership status upon appointment and any changes that occur within the statutory period specified by the Corporate Governance Regulations issued by the Authority.
10. The Committee shall appoint a secretary. His remuneration shall be paid according to the remuneration regulations.

Article Five: Committee Tasks and Responsibilities

The Committee undertakes tasks and responsibilities related to remuneration and nominations. In addition, it is responsible for submitting reports on its activities to the Board on a regular basis. The following are the Committee's tasks and responsibilities

A) Regarding Remuneration,

1. preparing a clear policy for the remuneration of Board members, Board committees, and Executive Management that enhances the motivation of the administrative body and retains distinguished personnel and submitting it to the Board of Directors for consideration in preparation for approval by the General Assembly, provided that such policy follows performance-related standards, discloses them, and ensures their implementation.
2. Clarifying the relationship between remuneration granted and the applicable remuneration policy and identifying any material deviation from this policy.
3. Periodically reviewing the remuneration policy and evaluating its effectiveness in achieving its objectives.
4. Recommending to the Board of Directors the remuneration of Board members, its committees, and senior executives of the Company in accordance with the approved policy.
5. Reviewing the CEO's recommendations regarding the general guidelines and standards for financial remuneration and other benefits for senior executives and approving them, which the CEO implements in light of the policy mentioned in paragraph (1) of (A) above.

B) Regarding Nominations Proposing

1. clear policies and standards for membership in the Board of Directors, Executive Management, and Company representatives in subsidiaries.
2. An annual review of the required skills or experience requirements for Board membership and Executive Management positions and preparing a description of the capabilities and qualifications required for Board membership and Executive Management positions, including determining the time that a member should allocate to Board activities.
3. Reviewing the structure of the Board, committees, and Executive Management and making recommendations regarding possible changes.
4. Developing job descriptions for executive members, non-executive members, independent members, and senior executives.
5. Establishing procedures for cases where there is a vacant position within the Board Membership or senior executives.
6. Identifying strengths and weaknesses in the Board of Directors and proposing solutions to address them in line with the Company's interests through:
7. Proposing necessary mechanisms to evaluate the performance of the Board, its members, committees, and Executive Management annually through appropriate performance measurement indicators linked to the extent of achieving the Company's strategic objectives, quality of risk management, adequacy of internal control systems, and others, provided that strengths and weaknesses are identified and solutions proposed to address them in line with the Company's interests.
8. Assisting the Board in its responsibility to make necessary arrangements to obtain an evaluation from a specialized external entity for its performance every four years and overseeing the evaluation process.
9. Reviewing Board committee remuneration and recommending any amendments regarding them and presenting them to the Board for approval. The Committee may also make recommendations to the Board in case one of the Board committee membership seats becomes vacant by appointing new members when needed.
10. Annually verifying the independence of independent members and verifying that there is no conflict of interest if a member holds board membership in another company.

11. Studying and reviewing the CEO's recommendations regarding the appointment and termination of senior executives.
12. Studying and reviewing management succession or job replacement plans for the Company in general and for the Board, CEO, and senior executives in particular.
13. Providing an appropriate level of training and orientation for new members of the Board and committees about the Company's tasks and achievements to enable them to perform their duties with the required efficiency.
14. Developing necessary mechanisms for Board members and Executive Management to continuously obtain training programs and courses to develop their skills and knowledge in areas related to the Company's activities

C) Other Tasks and Responsibilities

1-Assisting the Board of Directors in establishing and reviewing the organizational structure of the Company and the operational model that regulates the relationship between the Company and its subsidiaries.
2- Monitoring the implementation of the employee grievance policy and ensuring its effectiveness.

Article Six: Key Committee Authorities

1. Investigating any matter within its competencies and tasks, or any subject specifically requested by the Board.
2. The right to seek legal and technical advice from any external party or any other independent consulting entity when necessary to assist
3. the Committee in performing its duties. The Committee has the right to access all data, information, and records related to remuneration and compensation in the Company and to review executive succession reports.
4. The Company bears any costs necessary for the Committee to perform its work.

Article Seven: Committee Meetings, Controls, and Work Procedures

1-The Committee meets twice during the year, and it may hold exceptional, or emergency meetings as required by the interest of work, based on an invitation from the Committee Chairman or two of its members.

2- Committee meetings are scheduled in advance - before the beginning of the year - annually for the entire year as part of the annual schedule of meetings of the Company's Board of Directors, its companies, and its subcommittees.

3-A Committee member may participate in Committee meetings through modern communication means or conference calls, and his participation in this case is considered as if he were present in person if he is unable to attend in person for any emergency reason.

4-The legal quorum for a committee meeting is achieved with the presence of a majority of its members.

5- A Committee member (present in person) may not represent more than one member in attending the same meeting.

6- If the Committee Chairman is unable to attend, he has the right to authorize one of its members to chair that session. If the Committee Chairman does not authorize someone to chair the meeting, the Committee members shall choose from among themselves who will chair the meeting.

7- Committee decisions are issued by a majority vote of the members present, and in case of a tie, the side with which the Committee Chairman voted shall prevail.

8- The meeting agenda is prepared, which is included in the invitation, in coordination with the Committee Chairman before the meeting.

9- The invitation to attend the meeting is directed by the Committee Chairman or the Committee Secretary if authorized to do so by the Chairman well in advance of the session date. Presentations and necessary documents are sent well in advance of the meeting date.

10-Non-Committee members are not entitled to attend its meetings; however, non-Committee members from the executive management team, managers, employees, or observers may attend all or part of the meetings at the request or invitation of the Committee to provide it with necessary information.

11-The Committee Secretary prepares a draft of the Committee meeting minutes (including a statement of the names of members present and absent, in addition to the discussions, deliberations, and decisions that took place) and sends it to the Chairman and Committee members within ten days from the date of the meeting for review and to express any observations on it (if any) within seven days from the date of sending it via email. In the absence of receiving any observations, this is considered an acknowledgment of approval, and then the minutes are signed by the Committee Chairman, its secretary, and all members present, and can be signed by circulation if necessary. These minutes are kept among the important documents of the Company.

12- The Board of Directors follows up on the Committee's work and performance through its chairman and through periodic reports submitted to the Company's Board of Directors.

Article Eight: Committee Chairman

1-The Committee Chairman must not be the Chairman of the Board of Directors.

2- The Committee Chairman undertakes the following tasks:

a. Organizing Committee meetings and working to activate their effectiveness.
b. Inviting Committee members to the meeting and determining the time, date, and place of each Committee meeting and approving the agenda.
c. Ensuring that topics presented to the Committee are accompanied by sufficient information to enable the Committee to make decisions regarding them.
d. Ensuring that sufficient time is available to discuss the items on the Committee meeting agenda.
e. Promoting effective participation of members in Committee meetings by studying the topics presented on the meeting

agenda, discussing them, and expressing their opinions in a way that contributes to achieving the Committee's objectives.

f. Ensuring that complete and correct information is available to Committee members in a timely manner to enable them to perform their duties.

g. Preparing periodic reports on the Committee's activities and presenting them to the Committee in preparation for submission to the Board of Directors.

h. Presenting the Committee's reports to the Board of Directors accompanied by recommendations - if any - for approval at the first regular meeting following the Committee meeting, as requested by the Board of Directors and as deemed necessary by the Committee Chairman.

i. Representing the Committee before the Board of Directors and any other entity that requires it.

j. Submitting the results of the Committee's work and its recommendations to the Board of Directors.

k. Approving the necessary arrangements for the periodic evaluation of Committee members.

Article Nine: Committee Secretary

1.The Committee selects a secretary from among its members or from the Company's employees, provided that he does not have the right to vote on its decisions (if he is not a member)

2. The Committee Secretary is responsible for preparing for Committee meetings and activities, preparing and documenting its minutes, and following up on the implementation of its recommendations, directives, and decisions, and communicating between its members and other administrative and logistical

procedures. He also handles the administrative burdens related to nomination for Board membership

3. The Committee Secretary provides its members with the Committee's agenda, working papers, documents, and information related to the meetings, and any additional information requested by the Committee members

4.The Committee Secretary submits periodic reports on the Committee's activities, work, and meeting minutes to the Chairman and members of the Committee

5.The Committee Secretary's remuneration is paid according to the approved regulations

6. The Human Resources Manager is appointed as a coordinator for the Committee without having the right to vote on its decisions. His role is to prepare documents for meetings, implement and follow up on the Committee's decisions related to human resources, and other tasks assigned to him by the Committee, and to inform the Committee about the level of implementation of the Committee's decisions and its work in general at each meeting, and to coordinate with the Committee Secretary to prepare the work of the meetings.

Article Ten: Committee Members' Remuneration

1.The annual remuneration for Committee members is determined based on the policy established by the Board of Directors and in accordance with the Company's Articles of Association, the decisions of the General Assembly of shareholders, relevant laws and regulations, and the remuneration policy
2. The remuneration of Committee members shall be a lump sum in addition to attendance allowance for sessions and any other benefits mentioned in the remuneration policy established by the Board of Directors for its members, committee members, and Executive Management, and shall be disbursed according to the controls contained in that policy
3. The Company is committed to covering transportation, accommodation, and other expenses to enable the members to attend meetings and participate in Committee activities related to its tasks.

Article Eleven: General Provisions

1. The Board of Directors regularly monitors the work of this Committee to verify that it is performing the tasks assigned to it.
2. These regulations are effective from the date of approval by the General Assembly and may not be amended except with the approval of the General Assembly on those amendments.
3. These regulations complement the Company's Articles of Association, the Company's governance system, and the approved policies of the Company concerning the Board of Directors and its committees.
4. Anything not covered by a text in these regulations shall be subject to the relevant rules and regulations issued by the competent authorities.
5. These regulations cancel and supersede any procedures, decisions, and internal regulations of the Company that conflict with them.
6. These regulations may not be amended except by a recommendation from the Board of Directors submitted to the General Assembly for approval.
7. The Board of Directors supervises the implementation of what is stated in these regulations. The Board of Directors has the right to interpret or clarify the provisions contained in these regulations.
8. The Company may publish these regulations or a summary of them on its website or through any other means.
9. Any shareholder has the right to review these regulations at the Company's offices with prior coordination with the Company's management if they are not published on the Company's website.
10. The Board of Directors may review these regulations when necessary for continuous development and improvement and to keep pace with any amendments that may occur to the system to achieve the best professional practices.

Article Twelve: Final Provisions (Publication and Amendment

1.what is stated in these regulations shall be implemented and adhered to by the Company as of the date of their approval by the General Assembly of shareholders. They must be published on the Company's website to enable shareholders, the public, and stakeholders to view them

2.The content of these regulations shall be reviewed as needed based on a recommendation from the Board, provided that these amendments are submitted to the General Assembly of shareholders for approval at its next meeting.