

بسم الله الرحمن الرحيم

Governance and Social Responsibility Committee Bylaw

AL khaleej Training and Education Company

(Saudi Joint Stock Company)

Approved by the Board of Directors Resolution issued on 02/12/1444H
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Governance and Social Responsibility Committee Bylaw

Introduction

For the purpose of applying the provisions of these Regulations, the following words and expressions shall have the meanings assigned to each of them, unless the context otherwise requires:

- Regulation: The Regulations of the Governance and Social Responsibility Committee of Alkhaleej Training and Education Company.
- Committee: The Company's Governance and Social Responsibility Committee.
- Company: Gulf Training and Education Company (Saudi Joint Stock Company).
- Board: The Board of Directors of Alkhaleej Training and Education Company.
- Chairman of the Committee: Chairman of the Governance and Social Responsibility Committee.
- Members: Members of the Governance and Social Responsibility Committee.
- Authority: Saudi Capital Market Authority.
- Tadawul/Market: Saudi Stock Exchange.
- Articles of Association: The Articles of Association of Gulf Training and Education Company.

Article I: Objectives of the Committee

The objectives of the Governance and Social Responsibility Committee emanating from the Board of Directors are to assist the Board of Directors in the administrative control processes, study topics related to the nature of the Committee's work in detail, and recommend them to the Board of Directors to help it make sound decisions, for example:

1. Review and update policies and regulations in accordance with regulatory requirements and best practices.
2. Review and develop the Code of Professional Conduct that represents the company's values, and other internal policies and procedures to meet the company's needs and in line with best practices.
3. Always keep the Board informed of the latest developments in the field of corporate governance, social responsibility, and best practices.
4. Studying and approving how to contribute to the social contribution of the company and setting effective foundations and standards for it in order to enhance the company's reputation and deepen the sense of social responsibility of the company, its employees, shareholders, and related customers, suppliers, the environment and society as a whole.

Article Two: Composition of the Committee

1. A committee called (Governance and Social Responsibility Committee) shall be formed by a decision of the company's board of directors.
2. The Committee shall consist of at least three members of the Board of Directors, who are not executive members of the Board of Directors and shall include at least one independent member.
3. It is also permissible to seek the assistance of members other than members of the Board of Directors, whether they are shareholders or others, provided that they meet the capabilities, conditions, and standards required for the members of the Committee.

Article III: Term of Membership of the Committee

1. The term of membership of the Committee shall be three years/four years commencing at the beginning of the term of the Board of Directors of the Company and ending at the end of the Board term.
2. The membership of the Committee shall also end with the issuance of a resolution by the Board terminating or re-forming the Committee, and the expiration of the term of the Board or its dissolution for any reason terminates the period of the Committee's mandate and requires the re-formation of the Committee by the new Board of Directors and the member may be reappointed to the Committee for other sessions.

Article IV: Rules for the selection of members of the Committee

1. The committee member must have an appropriate scientific qualification and previous experience in the field of business and corporate management and knowledge of the administrative aspects and the nature of the company's business, in order to enrich the work and discussions of the committee.
2. The committee member must enjoy the principles of honesty, honesty, loyalty, objectivity, and independence when carrying out his work, care, and attention to the interests of the company and shareholders and put them ahead of his personal interest.
3. The committee member must not be an executive board member of the company or its subsidiaries, or who performs technical or administrative work in the company, even as a matter of consultation.
4. The member must have complete independence from the company's executive management.
5. The member must not engage in activities competing with the activities of the company, whether individually or through other companies and institutions.
6. The committee member must be committed to allocating sufficient time to the committee's tasks, attending its sessions, actively participating in its work, exerting due diligence to carry out the work entrusted to him, and keeping abreast of recent developments related to the company's business.
7. The Board of Directors shall select the members of the Committee from among the candidates for membership of the Committee, and after the completion of the formation of the Committee, the Committee shall choose from among its members a chairman, and the Chairman of the Committee shall be an independent member of the Board of Directors, and the Chairman of the Board of Directors may not be the Chairman of the Committee, and may participate in membership only, and a secretary of the Committee shall be appointed who shall be responsible for preparing the minutes of its meetings and coordinating its work.
8. The company shall notify the Authority of the names of the members of the Committee and their membership within five working days from the date of their appointment and any changes thereto within five working days from the date of the changes.

Article V: Procedures of the Committee

1. The Committee shall meet at the invitation of its Chairman, and the meeting of the Committee shall not be valid unless attended by at least half of the members.
2. The decisions of the Committee shall be issued by a majority of the opinions of the members present. The deliberations and decisions of the Committee shall be recorded in minutes signed by the Chairman and members of the Committee.
3. The members of the Committee shall abide by all obligations of the members of the Board of Directors regarding the confidentiality of the information and documents they see.
4. The Board of Directors follows up on the work and performance of the Committee through its Chairman and through periodic reports submitted to the Board of Directors.
5. The Chairman of the Committee or his deputy must attend the General Assemblies to answer the shareholders' questions.

Article Six: Exemption from Committee Membership

1. The Board of Directors may exempt any member of the Committee from membership in case of violating the provisions of these Regulations or for any other reasons deemed appropriate by the Board of Directors.
2. A member of the Committee may resign from the membership of the Committee, provided that this is at a suitable time acceptable to the Board of Directors, otherwise, he shall be responsible before the Board.
3. Any member of the Committee shall be exempted from membership by a decision of the Council based on the recommendation of the Chairman of the Committee in the following cases:
 - The member requested to be relieved of his membership in the committee.
 - Misuse by a member of his position on the Committee or misconduct that the Board considers harmful to the objectives and reputation of the Company.
 - The member is absent from three consecutive meetings without an excuse acceptable to the Chairman of the Committee.
 - The member has lost any of the conditions that must be met in the membership of the Committee.
4. Upon the expiry of the member's term during the term of office of the Committee due to death, resignation, disability, or dismissal, the Board of Directors shall appoint, upon the recommendation of the Chairman of the Committee, another member to fill the vacant position in the Committee, taking into account the conditions that must be met by the member of the Committee.

Article Seven: Study of Subjects

1. The Committee shall study the topics that concern it or that are referred to it by the Board of Directors, and submit its recommendations to the Board for decision, or take decisions if authorized by the Board.
2. The Committee may seek the assistance of experts and specialists from inside or outside the company within the limits of its powers, provided that this is included in the minutes of the committee's meeting, with the name of the expert and his relationship with the company or the executive management.

Article VIII: Meetings of the Committee

1. The Committee shall meet periodically, at least twice a year, and whenever the need arises.
2. The Committee shall hold its meetings at the invitation of the Chairman of the Committee, or at the request of two of its members, or the Board of Directors, provided that the request for the meeting shall indicate the reasons for it.
3. The validity of the meetings of the Committee requires the attendance of the majority of its members, and its decisions shall be issued by a majority of the votes of those present, and in the event of an equality of votes, the side with which the chairman of the meeting voted shall prevail.
4. Modern technology may be used in committee meetings and teleconferences. Use the electronic signature on the minutes of the meetings of the Committee. The decisions of the Committee may also be approved by circulation at the discretion of the Chairman of the Committee.
5. The Chief Executive Officer (Managing Director) or any of the Executive Members may be invited to attend the Committee meeting without the right to vote.
6. No member of the Board of Directors or the Executive Management who is not a member of the Committee shall be entitled to attend its meetings unless the Committee requests to hear his opinion or obtain his advice.
7. The agenda of the meeting shall be prepared by the Secretary of the Committee, in advance coordination with the Chairman and members of the Committee. To determine the topics to be discussed in the meeting.
8. The invitation to attend the meetings of the Committee shall be sent in writing by the Chairman of the Committee or his authorized members of the Committee or the Secretary of the Committee well in advance of the date of the

meeting, providing the members of the Committee with the agenda of the meeting and the necessary documents well before the date of the meeting.

9. The minutes of the committee's meetings shall be prepared by the secretary of the committee, provided that they include the discussions and deliberations that took place, documenting the committees' recommendations, voting results, indicating the names of the members present and the reservations they expressed - if any -, and signing these minutes by the chairman of the committee and all members present. Such minutes shall be kept in a special and organized register with the Secretary of the Committee.

Article IX: Tasks and Responsibilities of the Committee

1. Ensure the implementation and compliance of the company with the corporate governance instructions issued by the Capital Markets Authority, verify the company's compliance with the laws, regulations, and regulations issued by the Ministry of Commerce, the Capital Market Authority, and any other relevant authorities, make recommendations on the extent of the company's compliance with the rules and regulations of the Ministry of Commerce and the Capital Market Authority, and recommend appropriate governance standards and follow up on their application.
2. Monitor the effective implementation of the information disclosure framework. In addition to the process of monitoring the procedures followed in cases of conflict of interest and transactions with related parties.
3. Coordinate with the company's governance officer to conduct an annual evaluation of the board of directors and its committees, and ensure annually the independence of the independent members and the absence of any conflict of interest if the member is a member of the board of directors of another company and submit reports thereon to the committee.
4. Developing the foundations and standards of the company's social contribution, developing and following up programs that contribute to deepening the sense of social responsibility of the company and its employees, proposing and adopting programs that serve the community, discussing the proposed programs, and approving their implementation.
5. Activating the company's role in adopting social responsibility policies, initiatives, and programs towards its shareholders, customers, suppliers, the environment, and society as a whole in order to support and enhance the company's reputation.
6. Supervising the supported programs, and evaluating the effectiveness and seriousness of those programs and the participating team.
7. Recommend continued or discontinued support after the end of the program.
8. Submit recommendations to the Board of Directors regarding the company's annual social contribution budget.
9. Disclosure of plans to achieve social responsibility in periodic reports related to the company's activities.
10. Study the topics referred to the Committee by the Board of Directors and take appropriate decisions thereon if authorized by the Board to do so.

Article X: Competences of the Chairman of the Committee

The Chairman of the Committee shall supervise the accomplishment of its tasks and shall have the following rights:

1. Chairing the meetings of the Committee.
2. Invite the Committee to convene and determine the time, date, place, and agenda of the meeting, in coordination with the members of the Committee and the Secretary of the Committee.
3. Appoint the Secretary of the Committee from inside or outside the Committee.
4. Provide the Committee with appropriate information from the Department to enable it to carry out its responsibility.
5. Ensure that all items requiring the Committee's approval or recommendation are appropriately scheduled to the Board.
6. Ensure that the Committee has direct access to executive management.
7. Prepare reports on the activities of the Committee at the request of the Board of Directors.
8. Submit the Committee's recommendations to the Board of Directors for consideration and approval.

Article XI: Secretary of the Committee

The Committee shall choose a secretary from among its members or employees of the company, provided that he does not have the right to vote on its decisions (if he is not its member) and is responsible for preparing for the meetings and activities of the Committee, preparing and documenting its minutes, following up the implementation of its recommendations, directives, and decisions, communicating between its members and other administrative and logistical procedures. The Committee shall determine his remuneration and the method of disbursement in the light of the policies adopted by the company in this regard, and it shall be taken into account when selecting the Secretary of the Committee that he has the scientific qualification and practical experience that enables him to carry out the tasks entrusted to him.

Article XII: Remuneration of Committee Members

The Board of Directors shall determine the annual remuneration of the members of the Committee in line with the Companies Law, the Company's Articles of Association, and the regulations and instructions in force from the relevant authorities, and in the event that a member of the Committee is exempted for any reason, his remuneration shall be calculated according to the period he spent in the membership of the Committee, and the remuneration and benefits disbursed to the members of the Committee shall be disclosed in the Board of Directors' report.

Article XIII: Final Provisions (Entry into Force and Amendment)

1. The Board of Directors, upon a proposal from the Governance and Social Responsibility Committee, shall approve the Committee's work regulations, provided that these regulations include the controls and procedures of the Committee's work, its tasks, the rules for selecting its members, the duration of their membership and their remuneration.
2. These Regulations shall enter into force as of the date of their approval by the Board of Directors.
3. Any amendment to this Regulation may be made upon the recommendation of the Committee, provided that such amendment does not affect the substance of the Regulation and is in line with the policies and procedures issued by the regulatory authorities. Such amendment shall be submitted to the Board of Directors at its earliest meeting for approval.
4. This regulation is complementary to what is stated in the laws and regulations of the regulatory authorities in the Kingdom of Saudi Arabia and is not a substitute for them, and in the event of any conflict between what is stated in the regulation and the laws and regulations of the regulators, the laws and regulations of the regulators shall prevail.