



بسم الله الرحمن الرحيم

Board of Directors Bylaws

AL khaleej Training and Education Company

(Saudi Joint Stock Company)

Approved by the resolution issued by the Board of Directors on 02/12/1444 AH
corresponding to 20/06/2023 AD

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Board of Directors Bylaws

Introduction:

The Board of Directors is the highest management entity in the company, which represents it and protects its interests. He is responsible for leading and controlling the company's business and activities and continuous follow-up of its performance and exercises this responsibility by adopting and implementing its policies and objectives and supporting its departments in performing their tasks according to specific standards. The Board is responsible for directing the executive management and setting appropriate controls for its work. This includes defining a clear vision and strategy for the company and defining the basis for delegating powers to management and the policies and determinants within which it is allowed to operate. In addition to the competencies and powers contained in the company's articles of association.

The Board of Directors must have experience, professionalism, and competence in the various activities of the company and the Board is responsible to all shareholders for achieving the company's goals and strategies, developing its business, following up the executive management of the company, and ensuring that it performs its tasks to the fullest in a way that ensures high growth rates and contributes to maximizing profits by developing tools and mechanisms that allow the Board to exercise effective control over the company's performance.

Based on the foregoing and after perusal of the Companies Law and its amendments, and the Capital Market Law and its Regulations. After reviewing the Corporate Governance Regulations issued on 25/06/1444H corresponding to 18/01/2023G and the Company's Articles of Association, the Company's Board of Directors decided to draw up this Bylaw.

Article One: Objectives of the Regulation

This regulation aims to clarify the rules of the formation of the Board of Directors, its responsibilities, terms of reference, its role in supervising the work of the executive management, its terms of reference, the functions and functions of the Chairman and members of the Board, and the work procedures of the Board

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:

- Regulations: Bylaws of the Board of Directors of Alkhaleej Training and Education Company.
- Company: AL Khaleej Training and Education Company (Saudi Joint Stock Company).
- Board: Board of Directors of AL Khaleej Training and Education Company,
- Members: Executive, non-executive, and independent members of the Board of Directors.
- Executive Member: A member of the Board of Directors who is full-time to manage the Company, participates in the daily business of the Company, and receives a salary from it.
- Non-Executive Member: A member of the Board of Directors who is not full-time to manage the company, does not participate in the daily work of the company, and does not receive a salary from it
- Independent Member: A non-executive board member who enjoys full independence in his position and decisions, and does not meet the symptoms of independence.
- The Authority: Saudi Capital Market Authority
- Committee: Nomination and Remuneration Committee at AL Khaleej Training and Education Company
- Control stakes: The ability to influence decisions by owning 30% or more of the voting rights in the company.

Part One: Formation of the Board of Directors

Article Two: Composition of the Board of Directors

The company shall be managed by a board of directors consisting of seven members, taking into account in their selection the availability of the necessary expertise for the company's business and the proportionality of the number of its members with the size and nature of the company's activity, and that the majority of non-executive and independent members are members. The number of its independent members shall not be less than two members or one-third of the members of the Council, whichever is more.

Article Three: Appointment of the Board of Directors

1. The Company's Articles of Association shall determine the number of members of the Board of Directors, provided that it shall not be less than three.
2. The General Assembly shall elect the members of the Board of Directors for the period stipulated in the Company's Articles of Association, provided that it does not exceed four years. They may be re-elected unless the company's articles of association provide otherwise.
3. A member of the Board of Directors shall not be a member of the Board of Directors of more than five joint stock companies listed on the Exchange at the same time.
4. The Company shall notify the Authority of the names of the members of the Board of Directors and their membership qualities within five working days from the date of commencement of the Board of Directors session or from the date of their appointment – whichever is earlier – and any changes to their membership within five working days from the date of the changes.

Article Four: Conditions of Membership of the Board of Directors

A member of the Board of Directors must be of professional competence and have the necessary experience, knowledge, skill, and independence, to enable him to exercise his duties efficiently and competently, and the list of conditions and criteria for membership in the Board of Directors of the company shall specify the conditions of membership in detail.

Article Five: Termination of the Board of Directors Membership

The company's articles of association and the list of conditions and criteria for membership in the company's board of directors shall indicate how the membership of the board of directors shall end.

Article VI: Symptoms of Independence

1. An independent board member must be able to exercise his duties, express his opinions, and vote on decisions objectively and impartially, in a manner that helps the board of directors to make sound decisions that contribute to achieving the interests of the company.
2. The Board of Directors shall conduct an annual assessment of the extent to which the independence of the member has been achieved and ensure that there are no relationships or circumstances that affect or could affect him.
3. An independent board member must meet the conditions and criteria for selecting independent members, which are detailed in the company's board membership list of conditions and criteria.

Part Two: Responsibilities and Competencies of the Board of Directors

Article Seven: Responsibility of the Board of Directors

1. The Board of Directors represents all shareholders and shall exercise the duties of care and loyalty in the management of the company and all that would preserve its interests, develop it, and maximize its value.



2. The company's board of directors shall be responsible for its work, even if it delegates committees, entities or individuals to exercise some of its powers, and in all cases, the board of directors may not issue a general or indefinite authorization.

Article Eight: Core Functions of the Board of Directors

Subject to the competencies prescribed for the General Assembly in the Companies Law, its Implementing Regulations, and the Company's Articles of Association, the Board of Directors shall have the widest powers in managing the Company and directing its work in a manner that achieves its objectives, and the following shall be included in the functions and competencies of the Board of Directors:

1. Develop the main plans, policies, strategies, and objectives of the company, supervise their implementation and review them periodically, and ensure the availability of the necessary human and financial resources to achieve them, including:
 - A. Establish, review, and guide the company's overall strategy, master business plans, risk management policies, and procedures.
 - B. Determining the optimal capital structure of the company, its strategies, and financial objectives, and approving estimated budgets of all kinds.
 - C. Supervise the company's main capital expenditures and the acquisition and disposal of assets.
 - D. Set performance objectives and monitor implementation and overall performance in the company.
 - E. Periodic review and approval of the organizational and functional structures in the company.
 - F. Ensure the availability of human and financial resources necessary to achieve the company's main objectives and plans.
2. Develop systems and controls for internal control and general supervision, including:
 - A. Develop a written policy to address actual and potential conflicts of interest for the members of the Board of Directors, Executive Management, and shareholders, including misuse of the Company's assets and facilities, and misconduct resulting from dealings with related parties.
 - B. Ensure the integrity of financial and accounting systems, including those related to financial reporting.
 - C. c. Ensure the application of appropriate control systems to measure and manage risks, by developing a general perception of the risks that may face the company, establishing an environment familiar with the culture of risk management at the company level, and presenting them transparently to stakeholders and parties related to the company.
 - D. Annual review of the effectiveness of internal control procedures in the company.
3. Preparing clear and specific policies, standards, and procedures for membership in the Board of Directors – in a manner that does not conflict with the mandatory provisions of these Bylaws, and putting them into effect after the approval of the General Assembly.
4. Develop a written policy regulating the relationship with stakeholders in accordance with the provisions of these Regulations.
5. Develop policies and procedures that ensure the company's compliance with the laws and regulations and its commitment to disclose material information to shareholders and stakeholders, and verify the compliance of the executive management with them.
6. Supervise the management of the company's finances, cash flows, and financial and credit relations with third parties.
7. To propose to the Extraordinary General Assembly what it deems appropriate regarding:
 - A. Increase or decrease the company's capital.
 - B. Dissolution of the company before the period specified in the company's articles of association or the determination of its continuation.
8. To propose to the Ordinary General Assembly what it deems appropriate regarding the following:



- A. Use the company's reserves in the event that they are not allocated for a specific purpose in the company's articles of association.
 - B. Formation of additional reserves or financial provisions for the company.
 - C. The method of distributing the company's net profits.
9. Prepare the company's interim and annual financial statements and approve them before publication.
 10. Prepare and approve the report of the Board of Directors before its publication.
 11. Ensure the accuracy and integrity of the data and information to be disclosed in accordance with the applicable disclosure and transparency policies and systems.
 12. Establishing effective communication channels that allow shareholders to be informed on a continuous and periodic basis about the various aspects of the company's activities and any material developments.
 13. Forming specialized committees emanating from it by decisions specifying the duration of the committee, its powers and responsibilities, and how the Council controls it, provided that the formation decision includes the nomination of members, determining their tasks, rights, and duties, and evaluating the performance and work of these committees and their members.
 14. Determine the types of remuneration granted to the company's employees, such as fixed bonuses, performance-related bonuses, and bonuses in the form of shares, in a manner that does not conflict with the regulatory controls and procedures issued in the implementation of the Companies Law for listed joint stock companies.
 15. Inform the Ordinary General Assembly when it convenes of the business and contracts in which a member of the Board of Directors has a direct or indirect interest, provided that such notification shall include the information provided by the member to the Board of Directors in accordance with paragraph (14) of Article Twenty-Eight of these Bylaws and that such notification shall be accompanied by a special report from the Company's external auditor.
 16. Setting the values and standards that govern the work in the company.

Article IX: Distribution of Competencies and Tasks

The organizational structure of the company must include defining the competencies and distributing tasks between the Board of Directors and the executive management in accordance with the best principles and standards of corporate governance, improving the efficiency of the company's decision-making, and achieving a balance in powers and authorities between them. To do so, the Board of Directors shall:

1. Approving and developing internal policies related to the company's work, including defining the tasks, competencies, and responsibilities entrusted to the various organizational levels.
2. Adopting a written and detailed policy specifying the powers delegated to the executive management and a table explaining those powers, the method of implementation, and the duration of the delegation, and the Board of Directors may request the executive management to submit periodic reports on its exercises of the delegated powers.
3. Determine the topics on which the Council retains the authority to decide.

Article X: Separation of Positions

1. Subject to the provisions of the Company's Articles of Association, the Board of Directors shall appoint from among its members a Chairman and a Vice-Chairman and may appoint a Managing Director or Chief Executive Officer.
2. The position of Chairman of the Board of Directors may not be combined with any executive position in the Company – including the position of Managing Director, CEO, or General Manager – even if the Company's Articles of Association stipulate otherwise.
3. The Board of Directors shall specify the competencies and responsibilities of the Chairman of the Board of Directors, his Deputy, and the Managing Director, if any, in a clear and written manner if the Company's Articles of Association are not thereof.
4. In all cases, no person may have the absolute power to make decisions in the company.

Article Eleven: Supervision of the Executive Management

The Board of Directors shall form the executive management of the company, organize its work, control and supervise it, and verify the performance of the tasks entrusted to it, and for this purpose:

1. Develop the necessary administrative and financial policies.
2. Ensure that the executive management is working in accordance with the policies approved by it.
3. Selecting and appointing the CEO of the company, and supervising his work.
4. Appointing the director of the internal audit unit or department or the internal auditor, dismissing him and determining his remuneration,
5. Holding periodic meetings with the executive management to discuss the course of work and its obstacles and problems, and to review and discuss important information regarding the company's activity.
6. Setting performance standards for executive management in line with the company's objectives and strategy.
7. Review and evaluate the performance of the executive management.
8. Develop succession plans for the company's management.

Article XII: Competencies and Functions of the Executive Management

Subject to the competencies prescribed for the Board of Directors under the provisions of the Companies Law and its Implementing Regulations, the Executive Management shall be responsible for implementing the main plans, policies, strategies, and objectives of the Company in order to achieve its objectives. The following shall be included in the terms of reference and functions of the Executive Department:

1. Implement the internal policies and regulations of the company approved by the Board of Directors.
2. Proposing and implementing the company's overall strategy, master and interim business plans, investment policies and mechanisms, financing, risk management, and emergency administrative conditions management plans.
3. Proposing the optimal capital structure of the company, its strategies, and financial objectives.
4. Proposing the company's main capital expenditures and owning and disposing of assets.
5. Proposing the organizational and functional structures of the company and submitting them to the Board of Directors for consideration.
6. Implementation and general supervision of internal control systems and controls, including:
 - A. Implement a conflict of interest policy.
 - B. Proper application of financial and accounting systems, including those related to financial reporting.
 - C. Implement appropriate control systems to measure and manage risks by developing a general perception of the risks that the company may face, creating an environment familiar with the culture of risk reduction at the company level, and presenting them transparently to the Board of Directors and other stakeholders.
7. Implement the Company's corporate governance rules effectively – in a manner that does not conflict with the provisions of these Regulations – and propose amendments when needed.
8. Implement policies and procedures that ensure the company's compliance with laws and regulations and its commitment to disclose material information to shareholders and stakeholders.
9. Provide the Board of Directors with the necessary information to exercise its powers and make recommendations on the following:
 - A. Increase or decrease the company's capital.
 - B. Dissolution of the company before the period specified in its articles of association or the determination of its continuation.

- C. Use the company's reserves in the event that they are not allocated for a specific purpose in the company's articles of association.
 - D. Formation of additional reserves for the company.
 - E. The method of distributing the company's net profits.
10. Propose the policy and types of remuneration to be granted to employees, such as fixed bonuses, performance-related bonuses, and bonuses in the form of shares.
 11. Prepare periodic financial and non-financial reports on the progress of the company's activities in light of the company's strategic plans and objectives, and present such reports to the Board of Directors.
 12. Managing the day-to-day work of the company and conducting its activities, as well as managing its resources optimally and in line with the company's objectives and strategy.
 13. Active participation in building and developing a culture of ethical values within the company.
 14. Implement internal control and risk management systems, verify the effectiveness and adequacy of these systems, and ensure compliance with the level of risk approved by the Board of Directors.
 15. Proposing and developing internal policies related to the company's work, including defining the tasks, competencies, and responsibilities entrusted to the different organizational levels.
 16. Propose a clear policy to delegate work to it and the method of implementation.
 17. Propose the powers delegated to it, the decision-making procedures, and the duration of the delegation, provided that it submits to the Board of Directors periodic reports on its exercise of those powers.

Part Three: Competences of the Chairman and Members of the Board of Directors

Article Thirteen: Competencies and Duties of the Chairman of the Board of Directors

Without prejudice to the powers of the Board of Directors, the Chairman of the Board of Directors shall lead the Board and supervise the functioning of its work and the effective performance of its functions, and the functions and competencies of the Chairman of the Board of Directors shall include in particular the following:

1. Ensure that Board members receive complete, clear, correct, and non-misleading information in a timely manner.
2. Ensure that the Board discusses all key issues effectively and in a timely manner.
3. Representing the company before third parties in accordance with the provisions of the Companies Law, its implementing regulations, and the company's articles of association.
4. Encourage the members of the Board of Directors to exercise their duties effectively and in the interest of the company.
5. Ensure that there are channels of actual communication with shareholders and communicate their opinions to the Board of Directors.
6. Encourage constructive relations and effective participation between the Board of Directors and the Executive Management and between executive, non-executive, and independent members, and create a culture that encourages constructive criticism.
7. Prepare the agenda of the meetings of the Board of Directors, taking into account any matter raised by a member of the Board of Directors or raised by the auditor, and consult with the members of the Board and the Chief Executive Officer when preparing the agenda of the Board.
8. Holding meetings periodically with non-executive members of the Board of Directors without the presence of any executive in the company.

Article Fourteen: Appointment of the Chief Executive Officer (Managing Director) after the end of his services as Chairman of the Board of Directors

The CEO (Managing Director) may not be appointed as Chairman of the Board of Directors of the Company during the first year of the termination of his services.

Article Fifteen: Duties of Care and Loyalty

Each member of the Board of Directors shall abide by the duties of care and loyalty, including, in particular, the following:

1. Exercise of duties within the prescribed powers: A member of the Board of Directors shall exercise his duties and powers in managing the company and directing its work within the limits of his prescribed powers in accordance with the provisions of the Companies Law, its implementing regulations, the company's articles of association and other relevant regulations, and in order to achieve the purposes for which he was granted such powers.
2. Work in the interest of the company and enhance its success: A member of the Board of Directors must abide by the following:
 - Act in good faith in the interest of the company and all shareholders and not put his personal interest ahead of the interest of the company and its shareholders, taking into account the rights of other stakeholders.
 - Keen to do everything that would enhance the company's success, and development and maximize its value for the benefit of its shareholders in the long term.
3. Making or voting on decisions independently: A member of the Board of Directors must exercise his duties objectively and independently with regard to the management and decision-making of the company, and avoid situations that affect his independence in making decisions or when voting on them.
4. Reasonable and expected care, attention, diligence, and skill: A member of the Board of Directors shall perform his duties and responsibilities in accordance with the Companies Law, the Capital Market Law and their Implementing Regulations, the Company's Articles of Association and other relevant regulations, and in accordance with the care and care that must be exercised by the careful person with the general knowledge, skill and experience possessed by the Board member himself, and those expected of him performing the same functions performed by that member.
5. Avoid Conflict of Interest: A member of the Board of Directors shall avoid transactions and cases in which he has or is likely to have a direct or indirect interest that conflicts or may conflict with the interest of the Company, and abide by the provisions of the Conflict of Interest contained in the Companies Law and its Implementing Regulations.
6. Disclosure of any interest he has, directly or indirectly, in the business and contracts concluded for the company's account: A member of the Board of Directors shall be obliged to disclose any interest he has directly or indirectly in the business and contracts concluded for the company's account as soon as he becomes aware of them, and he must abide by the provisions for disclosure of interest in works and contracts contained in the Companies Law and its implementing regulations.
7. Non-acceptance of any benefit granted to him by third parties in relation to his role in the company: A member of the Board of Directors shall not exploit his position and the tasks and powers he has as a member of the Board of Directors in any way to obtain benefits from third parties or accept any benefit granted to him by third parties in return for performing a certain work or refraining from performing a specific work.

Article Sixteen: Duties and Duties of the Members of the Board of Directors

Each member of the Board of Directors shall, through his membership in the Board of Directors, perform the following tasks and duties:

1. Submit proposals to develop the company's strategy.
2. Monitor the performance of the executive management and the extent to which it achieves the company's goals and objectives.
3. Review reports on the company's performance.

4. Verify the integrity and integrity of the company's financial statements and information.
5. Ensure that the company's financial control and risk management systems are strong.
6. Determine the appropriate levels of remuneration for members of the executive management.
7. Expressing an opinion on the appointment and dismissal of members of the executive management.
8. Participate in the development of succession and replacement plans in the company's executive functions.
9. Full compliance with the provisions of the Companies Law, the Capital Market Law, their implementing regulations, the relevant regulations, and the articles of association when exercising his membership duties in the Board, and refraining from carrying out or participating in any act that constitutes an abuse of the management of the company's affairs.
10. Attend the meetings of the Board of Directors and the General Assembly and not be absent from them except for a legitimate excuse notified to the Chairman of the Board in advance, or for emergency reasons.
11. Allocate sufficient time to carry out his responsibilities, prepare for and participate effectively in meetings of the Board of Directors and its committees, including asking relevant questions and discussing with the company's senior executives.
12. Study and analyze information related to the topics considered by the Board of Directors before expressing an opinion thereon.
13. Enable other members of the Board of Directors to express their opinions freely, and urge the Board to deliberate on topics and survey the opinions of specialists from members of the company's executive management and others if the need arises.
14. Inform the Board of Directors fully and immediately of any interest - directly or indirectly - in the business and contracts concluded for the company's account, and that such notification shall include the nature of such interest, its limits, the names of any persons concerned therewith, and the expected benefit to be obtained directly or indirectly from that interest, whether such interest is financial or non-financial, and that member shall not participate in voting on any resolution issued in this regard, in accordance with the provisions of the Companies Law and the Capital Market Law. and their implementing regulations.
15. Inform the Board of Directors fully and immediately of its participation, directly or indirectly, in any business that would compete with the Company, or of its competition, directly or indirectly, in one of the branches of the activity it engages, in accordance with the provisions of the Companies Law and the Capital Market Law and their implementing regulations.
16. Not to broadcast or disclose any secrets that he has learned through his membership in the Board to any of the Company's shareholders – unless during the General Assembly meetings – or to third parties, as required by the provisions of the Companies Law and the Capital Market Law and their implementing regulations.
17. Act on the basis of complete information, in good faith, with due care and attention, for the benefit of the company and all shareholders.
18. Recognize his/her duties, roles, and responsibilities arising from membership.
19. Developing his knowledge in the field of the company's activities and business and in the financial, commercial, and industrial fields.
20. Resign from the membership of the Board of Directors in the event that he is unable to fulfill his duties in the Board fully.

Article Seventeen: Duties of the Independent Member

Subject to the provisions of Article Thirty of these Bylaws, an independent member of the Board of Directors shall assume the following tasks:

1. Provide independent opinion on strategic matters, company policies, performance, and appointment of members of executive management.
2. Verifying that the interests of the company and its shareholders are taken into account and presented in the event of any conflict of interest.
3. Supervise the development of the company's governance rules, and monitor the implementation of the executive management thereof.

Part Four: Procedures of the Board of Directors

Article Eighteen: Meetings of the Board of Directors

1. Subject to the provisions of the Companies Law and its Implementing Regulations, the Board of Directors shall hold regular meetings to exercise its duties effectively, and shall also hold its meetings whenever the need arises.
2. The Board of Directors shall hold at least four meetings per year, with no less than one meeting every quarter.
3. The Board of Directors shall meet at the invitation of its Chairman or at the request of two of its members, and the invitation to the meeting shall be sent to each member of the Board at least five days before the date of the meeting, accompanied by the agenda of the meeting, the necessary documents, and information, unless the situation calls for the meeting to be held on an emergency basis, the invitation to the meeting may be sent accompanied by the meeting agenda, documents, and necessary information within a period of fewer than five days before the date of the meeting.
4. The meeting shall not be valid unless attended by at least half of the members of the Board of Directors, provided that the number of attendees shall not be less than three unless the Company's Articles of Association stipulate a percentage or a larger number.

Article Nineteen: Notes of the members of the Board of Directors

1. If any of the members of the Board of Directors has observations regarding the performance of the Company or any of the topics presented and they are not decided upon at the Board meeting, they shall be recorded and the actions taken by the Board or deems necessary to be taken thereon shall be indicated in the minutes of the Board of Directors meeting.
2. If a member of the Board of Directors expresses an opinion contrary to the decision of the Board, it must be recorded in detail in the minutes of the Board meeting.

Article Twenty: Organizing attendance at the meetings of the Board of Directors

1. The process of attending meetings of the Board of Directors should be organized, and cases of irregular attendance of members in those meetings should be dealt with.
2. An independent board member shall ensure that he attends all meetings in which important and fundamental decisions affecting the company's position are taken.

Article Twenty-One: Agenda of the Board of Directors

1. The Board of Directors approves the agenda as soon as it convenes. If any member objects to this schedule, this must be recorded in the minutes of the Board meeting.
2. Each member of the Board of Directors has the right to propose the addition of any item to the agenda.

Article Twenty-Two: Exercise of the Powers of the Board of Directors

1. The Board of Directors shall exercise its powers and functions in leading the Company within the framework of wise and effective controls that allow the measurement, management, and reduction of risks.
2. The Board of Directors may, within the limits of its competencies, authorize one or more of its members, committees, or others to carry out certain work or work.
3. The Board of Directors shall establish an internal policy outlining the work procedures of the Board of Directors and aims to urge its members to work effectively to comply with their duties towards the Company.

4. The Board of Directors shall organize its work and allocate sufficient time to carry out the tasks and responsibilities entrusted to it, including preparing for the meetings of the Board and the committees, and ensuring the coordination, recording and keeping of the minutes of its meetings.

Article Twenty-Three: Secretary of the Board of Directors

- A. The Board of Directors shall appoint a secretary from among its members or others and the terms of reference and remuneration of the secretary shall be determined by a resolution of the Board of Directors – unless the company's articles of association include provisions in this regard – provided that these competencies include the following:
 1. Documenting the meetings of the Board of Directors and preparing minutes thereof that include the discussions and deliberations that took place, date, start, and end of the meeting, documenting the decisions of the Board and the results of the vote, keeping them in a special and organized register, recording the names of the members present and the reservations they expressed - if any -, and signing these minutes from all members present and the secretary.
 2. Keeping the reports submitted to the Board of Directors and the reports prepared by the Board.
 3. Provide the members of the Board of Directors with the Board's agenda, working papers, documents, and information related thereto, and any additional documents or information requested by any of the members of the Board of Directors related to the topics included in the meeting agenda.
 4. Verifying the compliance of the members of the Board of Directors with the procedures approved by the Board.
 5. Notify the members of the Board of Directors of the dates of the Board meetings well in advance.
 6. Presenting the draft minutes to the members of the Board of Directors to express their views on them before signing them.
 7. Ensure that the members of the Board of Directors receive a full and prompt copy of the minutes of the Board meetings, information, and documents related to the Company.
 8. Coordination between the members of the Board of Directors.
 9. Organizing the disclosure records of the members of the Board of Directors and the Executive Management in accordance with the provisions of Article Ninety-Two of these Regulations.
 10. Provide aid and advice to the members of the Board of Directors.
- B. The Secretary of the Board of Directors may not be dismissed except by a resolution of the Board of Directors.

Article Twenty-Four: Conditions of the Secretary

The Board of Directors shall specify the conditions to be met by the Secretary of the Board of Directors, provided that they include any of the following:

1. Hold a university degree in law, finance, accounting, management, or equivalent, and have at least three years of relevant work experience.
2. Have at least five years of relevant work experience.

Part V: Training, Support and Evaluation

Article Twenty-Five: Training

The company shall pay sufficient attention to the training and qualification of the members of the Board of Directors and the executive management, and develop the necessary programs for this, taking into account the following:

1. Preparing programs for the newly appointed members of the Board of Directors and executive management to introduce the company's workflow and activities, in particular: the company's strategy and objectives, the

financial and operational aspects of the company's activities, the obligations, tasks, responsibilities and rights of the members of the board of directors, and the tasks and competencies of the company's committees.

2. Develop the necessary mechanisms for both the members of the Board of Directors and the executive management to obtain training programs and courses on an ongoing basis in order to develop their skills and knowledge in areas related to the company's activities.

Article Twenty-Six: Providing Members with Information

The Company's Executive Management shall provide the members of the Board of Directors, the non-executive members in particular, and the Company's committees with all necessary information, data, documents, and records, provided that they are complete, clear, correct, non-misleading, and timely, to enable them to perform their duties and tasks.

Article Twenty-Seven: Evaluation of the Board of Directors

1. The Board of Directors, upon the proposal of the Nomination Committee, shall establish the necessary mechanisms to evaluate the performance of the Board, its members, committees, and executive management annually, through appropriate performance indicators related to the extent to which the Company's strategic objectives, the quality of risk management, the adequacy of internal control systems and others have been achieved, provided that the strengths and weaknesses are identified and proposed to address them in accordance with the Company's interest.
2. Performance appraisal procedures must be written and clear and disclosed to the members of the Board of Directors and the persons concerned with the appraisal.
3. The performance evaluation must include the skills and experience possessed by the Council, and identify its weaknesses and strengths while working to address the weaknesses in possible ways such as nominating professional competencies that can develop the performance of the Council, and the performance evaluation must also include an evaluation of the work mechanisms in the Council in general.
4. The individual evaluation of the members of the Board of Directors shall take into account the extent of the effective participation of the member and his commitment to the performance of his duties and responsibilities, including attending the meetings of the Board and its committees and allocating the necessary time for them.
5. The Board of Directors shall arrange for an evaluation of its performance every three years by a competent external body.
6. Non-executive members of the Board of Directors shall conduct a periodic evaluation of the performance of the Chairman of the Board after taking the views of the executive members - without the Chairman of the Board attending the discussion designated for this purpose - provided that the strengths and weaknesses are identified and proposed to address them in accordance with the interest of the Company.

Article Twenty- Eight: Final Provisions

1. No amendment, addition or cancellation of the terms of these regulations shall be made except through the Board of Directors.
2. These Regulations shall enter into force as of the date of their approval by the Board of Directors.