

grand P

CORPORATE GOVERNANCE MANUAL ARABIAN DRILLING COMPANY

لائحة الحوكمة الداخلية شركة الحفر العربية

This Manual was approved by a resolution of the تم اعتماد هذه اللائحة بموجب قرار مجلس إدارة شركة الحفر العربية Board of the Arabian Drilling Company on 25/08/1443H (corresponding to 28/03/2022G)

بتاريخ ١٤٤٣/٠٨/٢٥ هـ (الموافق ٢٠٢٢/٠٣/٢٨م)

Signature of the Chairman of the Board

توقيع رئيس مجلس الإدارة

Company's Seal

ختم الشركة

Table of Contents

Part 1:	Introductory Provisions 1
Part 2:	Rights of Shareholders 1
Part 3:	Board of Directors7
Part 4:	Committees of the Board of
Directors	10
Part 5:	Management and Management
Committees	
Part 6:	Internal Control and Audit 12
Part 7:	External Auditor15
Part 8:	Disclosure and Transparency 16
Part 9:	Internal Policies17
Part 10:	Retention of Documents 22
Part 11:	Closing Provisions 23
Appendix 1: I	Definitions and Abbreviations 24

جدول المحتويات

الباب الأول:	أحكام تمهيدية	
الباب الثاني:	حقوق المساهمينا	
الباب الثالث:	مجلس الإدارة	
الباب الرابع:	لجان مجلس الإدارة	
الباب الخامس:	الإدارة التنفيذية واللجان الإدارية١١	
الباب السادس:	الرقابة والمراجعة الداخلية	
الباب السابع:	مراجع حسابات الشركة١٤	
الباب الثامن:	الإفصاح والشفافية	
الباب التاسع:	السياسات الداخلية	
الباب العاشر:	الاحتفاظ بالوثائق	
الباب الحادي عشر:	أحكام ختامية	
الملحق (١) التعريفات	والمصطلحات	

CO	ORPORATE GOVERNANCE MANUAL	لائحة الحوكمة الداخلية
	ARABIAN DRILLING COMPANY	شركة الحفر العربية
Part 1:	Introductory Provisions	الباب الأول: أحكام تمهيدية
1.	Introduction and Purpose	۱ التمهيد والغرض من اللائحة
1.1	This Corporate Governance Manual (this "Manual") of Arabian Drilling Company (the "Company") sets out the rules and standards that regulate the management of the Company with the aim of establishing an effective framework to ensure the Company's compliance with the corporate governance requirements under the Applicable Law and best industry practices that protect the rights of the Shareholders and other stakeholders.	۱-۱ تبين لائحة الحوكمة الداخلية ("اللائحة") لشركة الحفر العربية ("الشركة") القواعد والمعايير المنظمة لإدارة الشركة، بهدف وضع إطار فعال لضمان التزام الشركة بمتطلبات حوكمة الشركات بموجب الأنظمة السارية وأفضل الممارسات السائدة التي تكفل حماية حقوق المساهمين وأصحاب المصالح.
1.2	The provisions of this Manual are mandatory. The Company's board of directors (the "Board" and each member of the Board, a "Director") shall oversee the implementation of the measures necessary to ensure the Company's compliance with this Manual.	 ٢-١ تعد أحكام هذه اللائحة إلزامية، وبتولى مجلس إدارة الشركة ("مجلس الإدارة"، ويشار لكل عضو من أعضاء مجلس الإدارة") التحقق من اتباع الإجراءات اللازمة لضمان التزام الشركة بأحكام هذه اللائحة.
2.	Definitions and Abbreviations	٢ التعريفات والمصطلحات
2.1	The terms and expressions used in this Manual shall have the meanings assigned to them in Appendix 1, unless otherwise required by the context.	 ١-٢ يكون للمصطلحات والعبارات المستخدمة في هذه اللائحة المعاني المحددة لها في الملحق (١) ما لم يقتض السياق خلاف ذلك.
Part 2:	Rights of Shareholders	الباب الثاني: حقوق المساهمين
1.	General Rights of Shareholders	١ الحقوق العامة للمساهمين
1.1	The Board and the Company's Senior Executives or the Executive Management (as further defined in Appendix 1) shall always seek to protect the rights of the Company's shareholders (the "Shareholders" and each, a "Shareholder") and ensure that they can exercise their rights as Shareholders without hindrance or obstruction, and take necessary actions.	۱-۱ يلتزم مجلس الإدارة وكبار التنفيذيين أو الإدارة التنفيذية بالشركة (كما تم تعريفهم في الملحق (۱) بالعمل على حماية حقوق مساهمي الشركة ("المساهمين"، ويشار لكل منهم بـ"المساهم") وتمكينهم من ممارسة جميع حقوقهم كمساهمين من غير عوائق أو صعوبات واتخاذ الإجراءات اللازمة لذلك.
1.2	The Board and Senior Executives shall ensure fairness and equality of treatment for all Shareholders and shall not discriminate between the Shareholders of the same class nor prevent them from exercising any of their rights.	 ٢-١ يلتزم مجلس الإدارة وكبار التنفيذيين بالعدالة والمساواة في المعاملة بين جميع المساهمين من ذات الفئة وبعدم التمييز بينهم أو حجب أي حق عنهم.
1.3	The Board shall make available to the Shareholders complete, clear, accurate and not misleading information to enable them to properly exercise their rights. Such information shall be provided through appropriate and effective means and at proper times and shall be updated regularly. The method used to provide information to the Shareholders shall be clear and detailed and shall include a list of the Company information that the Shareholders may obtain. Information shall be made available to all the Shareholders of the same class. The	٣-١ ياتزم مجلس الإدارة بتوفير المعلومات الكاملة والواضحة وغير المضللة للمساهمين، لتمكينهم من ممارسة حقوقهم على أكمل وجه، وتُقدم هذه المعلومات في الوقت المناسب ويجري تحديثها بانتظام. ويجب أن تتسم وسيلة توفير المعلومات للمساهم بالوضوح والتفصيل، وأن تتضمن بياناً بمعلومات الشركة التي يمكن للمساهمين الحصول علها، وأن يتم توفيرها لعموم المساهمين من ذات الفئة، كما يجب اتباع أكثر الوسائل فعالية في التواصل معهم وعدم التمييز بينهم في توفير المعلومات.

	Company shall use the most effective method in communicating with them and shall no discriminate among them in respect of providing information.	t
1.4	The Board shall ensure effective communication between the Company and the Shareholder based on the common understanding of the Company's strategic objectives and interests. The Chairman of the Board (the "Chairman" and the Company's Chief Executive Officer (the "CEO") shall keep the Board informed of the views and opinions of the Shareholders and discuss with the Board such views and opinions.	مبنياً على الفهم المشترك للأهداف الاستراتيجية للشركة ومصالحها. ويعمل رئيس مجلس الإدارة ("رئيس المجلس") والرئيس التنفيذي للشركة ("الرئيس التنفيذي") على إطلاع بقية أعضاء مجلس الإدارة على آراء المساهمين ومناقشتها معهم.
1.5	The Shareholders shall enjoy all rights attachin to the Shares, including in particular th following: (a) the right to receive their pro rata shar of the dividends declared as cas	وبخاصة ما يلي: (أ) الحصول على نصيبه من صافي الأرباح التي يتقرر توزيعها ٥
	dividends or in the form of newly issued Shares; (b) the right to receive their pro rata shar of the Company's liquidation proceeds;	رب) الحصول على نصيبه من موجودات الشركة عند التصفية (ب)
	(c) the right to attend the meetings of th general assembly of Shareholders (th "General Assembly") or th assembly of Shareholders holdin preferred shares of the Company, tak part in their deliberations and vote o their resolutions;	و جمعية المساهمين أصحاب الأسهم الممتازة، والاشتراك في مداولاتها، والتصويت على قراراتها.
	(d) the right to dispose of the Shares i accordance with the Applicable Law	
	(e) the right to inquire and access the books and documents of the Company, including data and information related to its activities and its operational and investment strategy, to such an extent as would not prejudice the Company's interest and in accordance with the Applicable Law;	(ه) الاستفسار وطلب الاطلاع على دفاتر الشركة ووثائقها، و و ويشمل ذلك البيانات والمعلومات الخاصة بنشاط الشركة و استراتيجيتها التشغيلية والاستثمارية، بما لا يضر بمصالح الشركة ولا يتعارض مع الأنظمة السارية.
	(f) the right to monitor the performance of the Company and the acts of the Board;	
	(g) the right to hold the Director accountable and to institute liabilit actions against the Directors an challenge the resolutions of Genera Assembly meetings in accordance with the conditions and restriction provided in the Companies Law and the Company's bylaws (the "Bylaws");	مواجهتهم والطعن ببطلان قرارات جمعيات المساهمين الماهمين العامة والخاصة وفق الشروط والقيود الواردة في نظام الشركة الأساس ("النظام الأساس").
	(h) the pre-emptive right to acquire an new cash Shares issued as part of capital increase by the Company pr rata to the Shareholders' ownershi	م نقدية بنسبة ملكية المساهمين للأسهم عند زيادة رأس المال،

	interest at the time of the capital increase, unless the extraordinary General Assembly suspends such preemptive right or gives priority to non-Shareholders if deemed to be in the interest of the Company in accordance with the Applicable Law;	أو تعطي الأولوية لغير المساهمين في الحالات التي تراها مناسبة لمصلحة الشركة وفقاً للأنظمة السارية.
	(i) the right to record their names in the Company's Shareholders register;	(ط) تقييد أسهمه في سجل المساهمين في الشركة.
	(j) the right to request a copy of the Company's articles of association and Bylaws, unless they are published on the Company's website; and	(ي) طلب الاطلاع على نسخة من عقد تأسيس الشركة ونظامها الأساس ما لم تنشرهما الشركة في موقعها الإلكتروني.
	(k) the right to nominate and elect Directors in accordance with the Bylaws.	(ك) ترشيح أعضاء مجلس الإدارة وانتخابهم وفقاً لنظام الشركة الأساس.
1.6	No Shareholder may intervene, in such capacity, in the operations of the Board or the Executive Management of the Company (unless a member of either body), except through the General Assembly in accordance with its powers or within the limits permitted by the Board.	1-١ لا يجوز لأي من المساهمين التدخل في أعمال مجلس الإدارة أو أعمال الإدارة التنفيذية للشركة بصفته مساهماً (ما لم يكن عضواً في أي منهما) إلّا من خلال الجمعية العامة العادية ووفقاً لاختصاصاتها أو في الحدود التي يجيزها مجلس الإدارة.
2.	Rights Related to the General Assembly Meetings	٢ الحقوق المرتبطة باجتماع الجمعية العامة
2.1	The General Assembly is the ultimate governing body of the Company and shall be competent in all matters related to the Company. A duly convened meeting of the General Assembly shall be deemed to represent all the Shareholders in exercising their rights and powers in respect of the Company. The General Assembly shall perform its role and exercise its powers in accordance with the Applicable Law and the Bylaws.	۱-۲ الجمعية العامة هي السلطة العليا للشركة وتختص بجميع الأمور المتعلقة بها، وتمثل الجمعية العامة المنعقدة وفقاً للإجراءات النظامية جميع المساهمين في ممارسة اختصاصاتهم المتعلقة بالشركة، وتؤدي دورها وفقاً لأحكام الأنظمة السارية والنظام الأساس للشركة.
2.2	General Assembly meetings shall be convened at the invitation of the Board in accordance with the Applicable Law and the Bylaws. The Board shall call a meeting of the ordinary General Assembly to convene at least once annually during the six months following the end of the Company's fiscal year.	٢-٧ تنعقد الجمعيات العامة للمساهمين بدعوة من مجلس الإدارة وفقاً للأوضاع والظروف المنصوص عليها في الأنظمة السارية ونظام الشركة الأساس، وعلى مجلس الإدارة أن يدعو الجمعية العامة العادية إلى الاجتماع مرة واحدة على الأقل في السنة خلال الأشهر الستة التالية لانتهاء السنة المالية للشركة.
2.3	The Board shall call a meeting of the ordinary General Assembly if requested to do so by:	٣-٢ على مجلس الإدارة أن يدعو الجمعية العامة العادية إلى الاجتماع إذا طلب ذلك أي من:
	(a) the Auditor (as further defined in Appendix 1);	(أ) مراجع الحسابات (كما يتم تعريفه في الملحق (١)).
	(b) the Audit Committee;	(ب) لجنة المراجعة.
	(c) a number of Shareholders representing at least 5% of the Company's capital; or	(ج) عدد من المساهمين تمثل ملكيتهم ما نسبته (٥٪) على الأقل من رأس مال الشركة.

	(d) the competent regulatory authorities as	n i nn hakitire na akin ia na i ni / N
	required under the Applicable Law.	 (د) الجهات التنظيمية المختصة وفقاً للأنظمة الساربة.
shall distri are le and "Exc the re date, be a appre copy sent, comp unde Com meth publi	invitation for a General Assembly meeting less be published in a daily newspaper ibuted where the Company's headquarters ocated and on the websites of the Company the Saudi Stock Exchange (Tadawul) (the change') at least 21 days prior to the date of meeting. The invitation shall include the time and location of the meeting and shall accompanied by a meeting agenda and opriate briefing and supporting materials. A of the invitation and the agenda shall be within the period set for publication, to the petent regulatory authorities (as required or the Applicable Law). In addition, the apany may use other methods (including mods of contemporary technology) to ish the invitation for General Assembly tings.	2-۲ يجب الإعلان عن موعد انعقاد الجمعية العامة ومكانها وجدول أعمالها قبل الموعد بواحد وعشرين (۲۱) يوماً على الأقل، وتنشر الدعوة في صحيفة يومية توزّع في المنطقة التي يكون فيها مركز الشركة الرئيس وفي الموقع الإلكتروني للشركة والموقع الإلكتروني للسوق المالية السعودية (تداول) ("السوق"). يجب أن تتضمن الدعوة تاريخ الاجتماع ووقته وموقعه وأن تشمل جدول الأعمال والمعلومات المتعلقة بها والمستندات المؤيدة. ويجب تزويد الجهات التنظيمية المختصة بنسخة من الدعوة خلال فترة الإعلان وفقاً للأنظمة السارية. وبالإضافة إلى ذلك، يجوز للشركة توجيه الدعوة لانعقاد الجمعيات العامة والخاصة لمساهمها عن طريق وسائل أخرى بما في ذلك وسائل التقنية الحديثة.
2.5 The webs the conv obtain the a inclu report Com infor shall amer	Shareholders shall be allowed through the sites of the Company and the Exchange, at time of publishing an invitation for rening a General Assembly meeting, to in information related to the items listed on agenda of the General Assembly meeting, ading, in particular, financial statements and arts of the Board, the Auditor and the Audit mittee in order to enable them to make med decisions in this regard. The Company update such information in case of adments to the agenda of the General embly meeting.	٥-٢ يجب أن يتاح للمساهمين من خلال الموقع الإلكتروني للشركة والموقع الإلكتروني للسوق – عند نشر الدعوة لانعقاد الجمعية العامة – الحصول على المعلومات المتعلقة ببنود جدول أعمال الجمعية العامة، وبخاصة القوائم المالية وتقرير مجلس الإدارة ومراجع الحسابات وتقرير لجنة المراجعة ، وذلك لتمكينهم من اتخاذ قرار مدروس بشأنها. وعلى الشركة تحديث تلك المعلومات في حال تعديل جدول أعمال الجمعية العامة.
2.6 The Share a Ge regul Appl at lea	Board shall consider the items that the eholders would like to add to the agenda of eneral Assembly meeting. The competent latory authorities (as required under the licable Law) and Shareholders representing ast 5% of the Company's capital shall each the right to add one or more items to the	٦-٢ على مجلس الإدارة عند إعداد جدول أعمال الجمعية العامة أن يأخذ في الاعتبار الموضوعات التي يرغب المساهمون في إدراجها. ويجوز للجهات التنظيمية المختصة -وفقاً للأنظمة السارية- وللمساهمين الذين يملكون نسبة (٥٪) عل الأقل من أسهم الشركة إضافة موضوع أو أكثر إلى جدول أعمال الجمعية العامة عند إعداده.
the (matte avoic as o trans direc sepai	Board shall, when preparing the agenda for General Assembly meeting, present each er as a separate and independent item, and d presenting two or more different matters one combined item. In particular, each faction or contract in which a Director has a set or indirect interest shall be presented as rate and independent agenda item.	٧-٢ على مجلس الإدارة إفراد كل موضوع من الموضوعات المدرجة على جدول أعمال الجمعية العامة في بند مستقل، وعدم الجمع بين الموضوعات المختلفة جوهرباً تحت بند واحد، وعدم وضع الأعمال والعقود التي يكون لأعضاء المجلس مصلحة مباشرة أو غير مباشرة فيها ضمن بند واحد.
2.8 The Assement conv	Board may amend the agenda of a General embly meeting after publication of the ting invitation and before the date set for rening the meeting by publishing a revised ation in accordance with Section 2.4 of this	٨-٢ يجوز لمجلس الإدارة تعديل جدول أعمال الجمعية العامة خلال الفترة ما بين نشر الإعلان عن الدعوة لانعقاد الجمعية العامة وموعد انعقادها، على أن تعلن الشركة عن ذلك وفقاً للأوضاع المقررة في الفقرة ٢-٤ من الباب الثاني من هذه اللائحة.
2.9 The l	Board shall ensure that the Shareholders are n the opportunity to effectively participate	٩-٢ يعمل مجلس الإدارة على إتاحة الفرصة للمساهمين للمشاركة

-		
	and vote in General Assembly meetings and shall work to facilitate the participation of the largest number of Shareholders in such meetings, including by choosing the appropriate places and times for such meetings.	الفعالة والتصويت في اجتماعات الجمعية العامة، كما يعمل على تيسير مشاركة أكبر عدد من المساهمين في اجتماع الجمعية العامة، ومن ذلك اختيار المكان والوقت الملائمين.
2.10	Each Shareholder may authorise another Shareholder (other than a Director or an employee of the Company) to attend, on such Shareholder's behalf, the meetings of the General Assemblies and the assemblies of Shareholders holding preferred shares of the Company.	١٠-٢ للمساهم أن يوكل عنه مساهماً آخر (من غير أعضاء مجلس الإدارة أو عاملي الشركة) في حضور اجتماعات الجمعية العامة والجمعية الخاصة بأصحاب الأسهم الممتازة نيابةً عنه.
2.11	The Company may use methods of contemporary technology to enable the Shareholders to remotely participate in meetings of the General Assemblies and the assemblies of Shareholders holding preferred shares of the Company, in accordance with the following rules:	۱۱-۲ يجوز للشركة عقد اجتماعات الجمعيات العامة والخاصة ومشاركة المساهم في مداولاتها والتصويت على قراراتها بواسطة وسائل التقنية الحديثة، وذلك وفقاً للضوابط التالية:
	(a) the participation of Shareholders must be through instant and live video and audio transmission; and	(أ) أن تكون مشاركة المساهم عن طريق نقل مرئي وصوتي لحظي للجمعية العامة أو الخاصة.
	(b) the method of participation must allow the Shareholders to actively and instantaneously participate in the meeting, including by listening to and following presentations, participating in discussions, presenting opinions and voting on resolutions.	(ب) أن تكون المشاركة عن طريق اتصال مباشر بين الشركة والمساهمين، بما يمكن المساهمين من المشاركة بشكل فعال في الجمعية العامة والخاصة وبصورة آنية تمكنهم من الاستماع ومتابعة العروض والإدلاء بالرأي والمناقشة والتصويت على القرارات.
2.12	The Company must allow all the Shareholders (including those who are not attending the relevant meeting) to electronically vote on the items included in the agenda of General Assembly meetings, in accordance with the following rules:	۱۲-۲ يجب على الشركة إتاحة التصويت الآلي للمساهمين على بنود جدول اجتماعات الجمعيات العامة والخاصة – وإن لم يحضروا هذه الاجتماعات – وفقاً للضوابط التالية:
	(a) the method of electronic voting must allow the Shareholders to cast their votes, whether before or during the meeting, without the need to appoint a proxy to attend such meetings on their behalf; and	(أ) أن يمكن التصويت الآلي للمساهمين من الإدلاء بأصواتهم، سواء قبل أو خلال اجتماع الجمعية العامة أو الخاصة، دون الحاجة إلى تعيين وكيل لحضور اجتماع الجمعية العامة أو الخاصة نيابة عنهم.
	(b) the electronic voting on the agenda items of any meeting shall commence after the date of publishing the invitation for the meeting, provided that such period shall not be less than three days prior to the date set for the meeting. The electronic voting on any agenda item shall stop at the time of concluding the discussions and voting on the relevant item at the meeting.	(ب) أن يفتح باب التصويت الآلي على بنود جدول أعمال أي اجتماع جمعية عامة أو خاصة بعد تاريخ نشر الدعوة الخاصة بالاجتماع على ألا تقل فترة إتاحة التصويت الآلي عن ثلاثة أيام قبل تاريخ انعقاد الجمعية، ويتوقف التصويت الآلي على أي بند من بنود اجتماع الجمعية العامة أو الخاصة عند انهاء مناقشة ذلك البند والتصويت عليه في الجمعية.
2.13	The attendance and/or voting of Shareholders in meetings of the General Assemblies and the assemblies of Shareholders holding preferred shares of the Company, in accordance with Sections 2.11 and/or 2.12 of Part 2 of this Manual, shall be counted towards the quorum	۱۳-۲ يتم احتساب الحضور والأصوات للمساهمين في الجمعيات العامة والخاصة بأصحاب الأسهم الممتازة بواسطة وسائل التقنية الحديثة والمساهمين الذين يصوتون آلياً وفقاً للفقرتين ١١-٢ و٢-١٢ من الباب الثاني من هذه اللائحة ضمن النصاب اللازم

	required to validly convene the relevant	لصحة انعقاد الجمعيات العامة والخاصة.
2.14	meeting. The Company shall ensure that Shareholders who desire to attend meetings of the General Assemblies and the assemblies of Shareholders holding preferred shares of the Company record their information in the relevant record of attendance at the Company's head office before the time specified for each meeting. The Company shall put in place appropriate rules and guidelines for verifying the identities of the Shareholders participating in such meeting through the use of contemporary technology. The Company shall also verify the eligibility of each Shareholder to vote on the relevant agenda items in accordance with the Applicable Law.	المتازة في الشركة التحقق من تسجيل بيانات المساهمين الراغبين في حضور اجتماعات الجمعيات العامة أو الخاصة بأصحاب الأسهم الممتازة في مركز الشركة الرئيس قبل الوقت المحدد لانعقاد الجمعية. وتقوم الشركة بوضع الضوابط والقيود المناسبة للتأكد من هوية المساهم الذي يصوت آلياً والمساهم المشارك في اجتماع الجمعية العامة أو الخاصة من خلال وسائل التقنية الحديثة، والتأكد من أحقية كل مساهم في التصويت على أي من بنود الاجتماع وفقاً للأنظمة الساربة.
2.15	General Assembly meetings shall be presided over by the Chairman or, in his absence, the Deputy Chairman or, in the absence of both the Chairman and the Deputy Chairman, any other Director delegated by the Board for such task. The chairman of the General Assembly shall ensure that the Shareholders are granted the opportunity to effectively participate and vote in the meetings of the General Assembly, and avoid any procedures that may prevent their attendance or voting in such meetings. The Shareholders shall also be informed of the rules governing such meetings and the voting procedures.	۱۵-۲ يرأس اجتماعات الجمعيات العامة للمساهمين رئيس المجلس أو نائبه عند غيابه أو من ينتدبه مجلس الإدارة من بين أعضائه لذلك في حال غياب رئيس المجلس ونائبه. ويلتزم رئيس جمعية المساهمين بإتاحة الفرصة للمساهمين للمشاركة الفعالة والتصويت في اجتماعات الجمعية العامة، وتجنب وضع أي إجراء يؤدي إلى إعاقة حضور الجمعيات أو استخدام حق التصويت. ويجب إحاطة المساهمين علماً بالقواعد التي تحكم عمل تلك الاجتماعات وإجراءات التصويت.
2.16	During a General Assembly meeting, each Shareholder shall have the right to discuss the items listed in the agenda of the meeting and to direct questions in respect thereof to the Directors and the Auditor. The Directors or the Auditor shall answer the Shareholders' questions to such an extent as would not jeopardise the Company's interest. If Shareholders deem the answer to the question unsatisfactory, then they may refer the matter to the General Assembly and its decision in this regard shall be final and conclusive.	17-۲ للمساهمين حق مناقشة الموضوعات المدرجة في جدول أعمال الجمعية العامة وتوجيه الأسئلة بشأنها إلى أعضاء مجلس الإدارة ومراجع الحسابات عن هذه الأسئلة بالقدر الذي لا يعرّض مصلحة الشركة للضرر. وإذا رأى المساهم أن الرد على سؤاله غير مقنع، احتكم إلى الجمعية، وكان قرارها في هذا الشأن نافذاً.
2.17	The Company shall announce to the public, and inform the Exchange and the competent regulatory authorities (as required under the Applicable Law) of the results of any General Assembly meeting immediately upon its conclusion. The Company shall enable the Shareholders to peruse the minutes of General Assembly meetings and shall, within ten days of concluding the meeting, provide a copy of such minutes to the competent regulatory authorities (as required under the Applicable Law).	۱۷-۲ على الشركة الإعلان للجمهور وإشعار الجهات التنظيمية المختصة والسوق – وفقاً للأنظمة السارية – بنتائج الجمعية العامة فور انتهائها. ويجب على الشركة تمكين المساهمين من الاطلاع على محضر اجتماع الجمعية العامة وتزويد الجهات التنظيمية المختصة بنسخة منه خلال عشرة أيام من تاريخ عقد الاجتماع - وفقاً للأنظمة السارية.
Part 3:	Board of Directors	الباب الثالث: مجلس الإدارة
1.	Organisation and Membership	١ تشكيل المجلس والعضوية

1.1		
	The Board shall be composed of nine members, provided that the majority of Directors shall be non-executive Directors and three (3) Directors shall be independent Directors.	۱-۱ يشكل مجلس الإدارة من تسعة أعضاء، على أن تكون أغلبيته من الأعضاء غير التنفيذيين ويكون ثلاثة (٣) من أعضاء مجلس الإدارة مستقلين.
1.2	The Board shall be formed in accordance with the provisions of the Bylaws. The process of nominating, electing and terminating the membership of Directors (among other things) shall be in accordance with the rules, standards and procedures set out in the Company's Nomination Policy, which shall be issued in accordance with Section 2.6 of Part 9 of this Manual (the "Nomination Policy").	٢-١ يخضع تشكيل مجلس الإدارة لأحكام نظام الشركة الأساس، وتُحدد قواعد ومعايير وإجراءات تشكيل المجلس وترشيح أعضاء مجلس الإدارة وانتخابهم وعزلهم – من بين أمور أخرى – في سياسة الترشيحات التي تصدرها الشركة وفقاً للفقرة ٢-٦ من الباب التاسع من هذه اللائحة ("سياسة الترشيحات").
1.3	The competent regulatory authorities (as required under the Applicable Law) shall be notified of the name, position and independence of each Director, and any changes thereto (including resignation or removal), within a period of five business days from the date on which a Director is appointed (or the date on which a new term of the Board commences, whichever is earlier) or from the date of any such change, as applicable.	7-۱ على الشركة إشعار الجهات التنظيمية المختصة - وفقاً للأنظمة السارية - بأسماء أعضاء مجلس الإدارة ومناصبهم وصفات عضوياتهم خلال خمسة أيام عمل من تاريخ بدء دورة مجلس الإدارة أو من تاريخ تعييبهم – أيهما أقرب – وأي تغييرات تطرأ على عضويتهم (ويشمل ذلك استقالتهم أو عزلهم) خلال خمسة أيام عمل من تاريخ حدوث التغييرات.
1.4	If a Director's membership in the Board is terminated for any reason (whether by resignation, death, removal or any other reason) prior to the expiry of that Director's term, the Company shall immediately announce to the public, and inform the Exchange and the competent regulatory authorities (as required under the Applicable Law) of, such termination and specify the reasons for the same.	١-٤ عند انتهاء عضوية عضو في مجلس الإدارة بإحدى طرق انتهاء العضوية (سواءً بالاستقالة أو الوفاة أو العزل أو أي سبب آخر) قبل انتهاء مدة عضويته، على الشركة أن تشعر الجهات التنظيمية المختصة والسوق – وفقاً للأنظمة السارية – فوراً مع بيان الأسباب التي دعت إلى ذلك.
2.	Meetings and Proceedings	٢ اجتماعات واجراءات عمل المجلس
2.1	The meetings and proceedings of the Board	۱-۲ تخضع اجتماعات واجراءات عمل مجلس الإدارة – بما في ذلك
	(including rules relating to quorum and issuing resolutions) shall be governed by the provisions	القواعد المتعلقة بنصاب الاجتماعات وإصدار القرارات – لأحكام انظام الشركة الأساس.
2.2	(including rules relating to quorum and issuing	القواعد المتعلقة بنصاب الاجتماعات وإصدار القرارات - لأحكام
2.2	(including rules relating to quorum and issuing resolutions) shall be governed by the provisions of the Bylaws. The Board shall convene regular meetings to perform its duties effectively, and shall also convene meetings whenever needed, provided	القواعد المتعلقة بنصاب الاجتماعات وإصدار القرارات - لأحكام نظام الشركة الأساس. ۲-۲ يعقد مجلس الإدارة اجتماعات منتظمة لممارسة مهامه بفعالية، ويعقد اجتماعاته أيضاً متى ما دعت الحاجة إلى ذلك، على أن يعقد

	any other similar communication method	من خلال استخدام الوسائل المرئية والمسموعة أو بأي طريقة أخرى
	approved by the Board and allowing the Directors to hear each other instantaneously.	يعتمدها مجلس الإدارة وتتيح للأعضاء الاستماع إلى بعضهم البعض.
2.5	Each Director shall have the right to propose	٢-٥ لكل عضو في مجلس الإدارة حق اقتراح إضافة بند أو أكثر إلى جدول
	adding one or more items to the Board meeting	أعمال اجتماع المجلس. ويقر مجلس الإدارة جدول الأعمال حال
	agenda. The Board shall approve the meeting	انعقاد الاجتماع، وفي حال اعتراض أي عضو على هذا الجدول، يجب
	agenda at the time of convening the meeting. Should any of the Directors raise an objection in	
	respect of the meeting agenda, such objection	إثبات ذلك في محضر اجتماع المجلس.
	shall be recorded in the minutes of meeting.	
2.6	The attendance of Board meetings and dealing	٦-٢ يتم تنظيم عملية حضور اجتماعات مجلس الإدارة، والتعامل مع
	with cases of irregular attendance of such	حالات عدم انتظام الأعضاء في حضور تلك الاجتماعات. وعلى عضو
	meetings by the Directors shall be organised.	مجلس الإدارة الحرص على حضور جميع الاجتماعات، وخصوصاً
	The Directors shall make every effort to attend all meetings of the Board, particularly meetings	تلك التي تتخذ فها قرارات مهمة وجوهربة تؤثر في وضع الشركة.
	in which important and material decisions	للك اللي للعدد فيها فرارات مهمه وجوهرية دودر في وضع الشركة.
	affecting the position of the Company will be	
	made.	
2.7	Only the Directors and the Secretary of the	٧-٢ لا يحق حضور اجتماعات مجلس الإدارة إلا لأعضائه وأمين سر
	Board (the "Secretary") will be entitled to attend meetings of the Board. However, others	مجلس الإدارة ("أمين السر")، ومع ذلك، يجوز لغيرهم حضور تلك
	may attend such meetings at the invitation of the	الاجتماعات إذا طلب المجلس ذلك بدعوة منه.
	Board.	
2.8	The Board may adopt resolutions by circulating	٨-٢ لمجلس الإدارة أن يصدر قرارات بالتمرير عن طريق عرضها كتابة أو
1	the proposed resolutions in writing or in	إلكترونياً على كافة الأعضاء متفرقين للموافقة والتوقيع علها وفقاً
	electronic format to all the Directors for their approval and signature in accordance with the	لأحكام النظام الأساس.
	Bylaws.	
2.9	If any of the Directors has observations in	٩-٢ إذا كان لدى أي من أعضاء مجلس الإدارة ملحوظات حيال أداء
1	respect of the performance of the Company or	الشركة أو أي من الموضوعات المعروضة ولم يُبتّ فيها في اجتماع
	any of the matters discussed (but not resolved)	المجلس، فيجب تدوينها وبيان ما يتخذه المجلس أو يرى اتخاذه من
	during a Board meeting, such observations together with the actions taken or to be taken by	إجراءات حيالها في محضر اجتماع مجلس الإدارة. وفي حال أبدي
	the Board in respect thereof shall be recorded in	
	the minutes of meeting. If a Director expresses	عضو مجلس الإدارة رأياً مغايراً لقرار المجلس، فيجب إثباته
	disagreement with any of the resolutions of the	بالتفصيل في محضر اجتماع المجلس.
	Board, such disagreement shall be recorded in	
2.10	detail in the minutes of meeting. The deliberations and the resolutions of the	١٠-٢ تثبت مداولات مجلس الإدارة وقراراته في محاضر باللغتين العربية
2.10	Board shall be recorded in the minutes of	
	meeting in both the Arabic and English	والإنجليزية يوقعها رئيس الجلسة وأعضاء مجلس الإدارة الحاضرون
	languages, which shall be signed by the	وأمين السر. وتدون هذه المحاضر في سجل خاص يوقعه رئيس
	attending chair, the attending Directors and the	مجلس الإدارة وأمين السر.
	Secretary. The minutes of meeting shall be	
	recorded in a special register, which shall also be signed by the Chairman and the Secretary.	
3.	Competencies, Duties and Powers	٣ اختصاصات ومهام وصلاحيات المجلس
3.1	Without prejudice to the powers conferred on	١-٣ مع مراعاة الاختصاصات المقررة للجمعية العامة، يكون لمجلس
	the General Assembly, the Board shall be vested	الإدارة أوسع الصلاحيات في إدارة الشركة وتوجيه أعمالها بما يحقق
	with full powers to manage the business of the	
	Company to achieve its objectives. The	أغراضها، ويدخل ضمن مهام مجلس الإدارة واختصاصاته بصفة
	competencies and powers of the Board shall include, in particular, those set out in the	خاصة ما تنص عليه الأنظمة السارية ونظام الشركة الأساس.
	Applicable Law and the Bylaws.	
3.2	The Board shall represent the Shareholders and	٢-٣ يمثل مجلس الإدارة جميع المساهمين، وعليه بذل واجبي العناية
3.2	shall fulfil its duties of care and loyalty in	والولاء في إدارة الشركة وكل ما من شأنه صون مصالحها وتنميتها
	to some or early and to justy in	-42

		,
	managing the Company and shall seek to protect the Company's interest, achieve its objectives and maximise its value. Each Director shall represent all Shareholders and undertakes to act in the general interest of the Company and not in the interest of the Shareholder (or group of Shareholders) that voted in favor of his/her appointment and shall comply with the principles of truthfulness, honesty, loyalty and care. The Directors shall prioritise the interests of the Company and its Shareholders over their personal interests in accordance with Applicable Law.	وتعظيم قيمتها. ويمثل كل عضو من أعضاء مجلس الإدارة جميع المساهمين ويتعهد بالعمل من أجل المصلحة العامة للشركة وليس من أجل مصلحة المساهمين) الذي صوت لصالح تعيينه. ويلتزم كل عضو بمبادئ الصدق والأمانة والولاء والعناية والاهتمام بمصالح الشركة والمساهمين وتقديمها على مصلحته الشخصية وفقاً للأنظمة السارية.
3.3	The Board shall remain ultimately responsible for the business and activities of the Company, including in respect of the powers and functions delegated by the Board to any committees, individuals or other third parties. The Board shall refrain from issuing general or indefinite delegations.	٣-٣ تقع على عاتق مجلس إدارة الشركة المسؤولية عن أعمالها وإن فوض لجاناً أو جهات أو أفراد في ممارسة بعض اختصاصاته. وفي جميع الأحوال، لا يجوز لمجلس الإدارة إصدار تفويض عام أو غير محدد المدة.
3.4	The duties, competencies and powers of the Chairman, Deputy Chairman and the Secretary shall be as set out in the Applicable Law, the Bylaws and the Company's Authority and Delegation Policy, which shall be issued in accordance with Section 2.12 of Part 9 (the "A&D Policy") of this Manual.	2-۳ تكون اختصاصات مهام وصلاحيات رئيس المجلس ونائب الرئيس وفقاً لما تنص عليه الأنظمة السارية ونظام الشركة الأساس وسياسة الصلاحيات والتفويض التي تصدرها الشركة وفقاً للفقرة ٢-١٢ من الباب التاسع من هذه اللائحة ("سياسة الصلاحيات والتفويض").
4.	Development, Support and Evaluation	٤ التطويروالدعم والتقييم
4.1	The Company shall pay adequate attention to the training and development of Directors and Senior Executives and develop appropriate programs required for the same, taking into account the following (without limitation): (a) developing programs for new Directors and Senior Executives aimed at familiarising them with the progress of the Company's business and activities, including:	 ١-١ يتعين على الشركة إيلاء الاهتمام الكافي بتدريب وتأهيل أعضاء مجلس الإدارة وكبار التنفيذيين، ووضع البرامج اللازمة لذلك، مع مراعاة ما يلي (على سبيل المثال لا الحصر): (أ) إعداد برامج لأعضاء مجلس الإدارة وكبار التنفيذيين المعينين حديثاً للتعريف بسير عمل الشركة وأنشطتها، وبخاصة ما يلي:
	the strategy and objectives of the Company;	 استراتيجية الشركة وأهدافها.
	• the financial and operational aspects of the Company's activities;	 الجوانب المالية والتشغيلية لأنشطة الشركة.
	• the obligations, duties,	 التزامات أعضاء مجلس الإدارة وكبار
	responsibilities and rights of Directors and Senior Executives; and	التنفيذيين ومهامهم ومسؤولياتهم وحقوقهم.
,	responsibilities and rights of Directors and Senior	
4.2	responsibilities and rights of Directors and Senior Executives; and the duties and competencies	التنفيذيين ومهامهم ومسؤولياتهم وحقوقهم.

	and the Committees of the Board (the "Committees") with all the necessary information, documents and records in a timely manner and in a form that is complete, clear, correct and non-misleading to enable them to perform their duties, responsibilities and obligations.	غير التنفيذيين بوجه خاص – ولجان مجلس الإدارة ("اللجان") بجميع المعلومات والبيانات والوثائق والسجلات اللازمة، على أن تكون واضحة وصحيحة وغير مضللة وفي الوقت المناسب، لتمكينهم من أداء واجباتهم ومهامهم.
4.3	The performance of Directors, Senior Executives and members of the Committees shall be evaluated annually in accordance with the rules and procedures to be set out in further detail in the Nomination Policy.	٣-٤ يتم تقييم أداء المجلس وأعضائه ولجانه وكبار التنفيذيين بشكل سنوي وفقاً للقواعد والإجراءات المنصوص عليها بالتفصيل في سياسة الترشيحات.
5.	Remuneration	ه المكافآت
5.1	The Directors shall be remunerated in accordance with the Bylaws and the Company's Remuneration Policy which shall be issued in accordance with Section 2.7 of Part 9 of this Manual (the "Remuneration Policy").	 ١-٥ تكون مكافأة أعضاء مجلس الإدارة وفقاً لأحكام نظام الشركة الأساس وسياسة المكافآت التي تصدرها الشركة وفقاً للفقرة ٢-٧ من الباب التاسع من هذه اللائحة ("سياسة المكافآت").
5.2	The remuneration of Directors, Senior Executives and members of the Committees shall be subject to the disclosure requirements set out in the Remuneration Policy and the Company's Disclosure Controls and Procedures Policy, which shall be issued in accordance with Section 2.2 of Part 9 of this Manual (the "Disclosure Policy").	٢-٥ تخضع مكافآت مجلس الإدارة وكبار التنفيذيين وأعضاء لجان مجلس الإدارة لمتطلبات الإفصاح المنصوص عليها في سياسة المكافآت وسياسة الإفصاح وإجراءاته التي تصدرها الشركة وفقاً للفقرة ٢-٢ من الباب التاسع من هذه اللائحة ("سياسة الإفصاح").
Part 4:	Committees of the Board of Directors	الباب الر ابع: لجان مجلس الإدارة
1.	General Provisions	۱ أحكام عامة
1.1	The Company shall have three primary permanent Committees, as follows:	۱-۱ يكون للشركة ثلاث لجان دائمة كما يلي:
	(a) the Audit Committee;	(أ) لجنة المراجعة.
	(b) the Nomination and Remuneration Committee; and	(ب) لجنة الترشيحات والمكافآت.
	(c) the Executive Committee.	(ج) اللجنة التنفيذية.
1.2	The Board may create one or more additional Committees as needed by the Company in light of its circumstances to perform any role that the Board shall from time to time assign to such Committees. The charters of the Committees shall be issued by a resolution of the Board, and in accordance with the Applicable Law. Such charters shall set out (among other things) such Committee's composition rules, mandate, powers and procedures as well as the remuneration of its members.	۲-۱ يجوز لمجلس الإدارة تشكيل لجان أخرى وفقاً لحاجة الشركة وظروفها وأوضاعها لأداء أي دور يقوم بتقويضه المجلس من وقت لآخر. وتصدر لوائح عمل هذه اللجان الأخرى بقرار من مجلس الإدارة وفقاً للأنظمة السارية على أن تشمل تلك اللوائح – دون حصر – ضوابط وإجراءات عمل اللجنة، ومهامها، وقواعد اختيار أعضائها، ومدة عضويتهم، ومكافأتهم.
2.	Audit Committee	٢ لجنة المراجعة
2.1	An Audit Committee shall be formed by a resolution of the ordinary General Assembly.	۱-۲ تشكُّل لجنة المراجعة بقرار من الجمعية العامة العادية للشركة.
2.2	The General Assembly shall, by a resolution to that effect following a recommendation by the Board, issue the charter of the Audit Committee, which shall set out (among other things) the Audit Committee's mandate, powers and procedures, composition rules and term as well	٢-٢ تصدر الجمعية العامة للشركة — بناءً على اقتراح من مجلس الإدارة — لائحة عمل لجنة المراجعة على أن تشمل — دون حصر — ضوابط وإجراءات عمل اللجنة، ومهامها، وقواعد اختيار أعضائها، وكيفية ترشيحهم، ومدة عضويتهم، ومكافأتهم، وآلية تعيين أعضائها بشكل مؤقت في حال شغور أحد مقاعد اللجنة.

	as the nomination and remuneration of its members and the mechanism for appointing temporary replacement members.	
3.	Nomination and Remuneration Committee	٣ لجنة الترشيحات والمكافآت
3.1	A Nomination and Remuneration Committee shall be formed by a resolution of the Board.	١-٣ تشكُّل لجنة الترشيحات والمكافآت بقرار من مجلس الإدارة.
3.2	The General Assembly shall, by a resolution to	٢-٣ تصدر الجمعية العامة للشركة – بناءً على اقتراح من مجلس
	that effect following a recommendation by the Board, issue the charter of the Nomination and	الإدارة - لائحة عمل لجنة الترشيحات والمكافآت على أن تشمل -
	Remuneration Committee, which shall set out	دون حصر – ضوابط وإجراءات عمل اللجنة، ومهامها، وقواعد
	(among other things) the Nomination and Remuneration Committee's mandate, powers and procedures, composition rules and term, as well as the remuneration of its members.	اختيار أعضائها، ومدة عضويتهم، ومكافآتهم.
4.	Executive Committee	٤ اللجنة التنفيذية
4.1	An Executive Committee shall be formed by a resolution of the Board.	١-٤ تشكُّل اللجنة التنفيذية بقرار من مجلس الإدارة.
4.2	The Board shall approve the charter of the	٢-٤ يصدر مجلس الإدارة لائحة عمل اللجنة التنفينية على أن تشمل
	Executive Committee, which shall set out (among other things) the Executive	– دون حصر – ضوابط وإجراءات عمل اللجنة، ومهامها، وقواعد
	Committee's mandate, powers and procedures,	اختيار أعضائها، ومدة عضويتهم، ومكافآتهم.
	composition rules and term, as well as the remuneration of its members.	
Part 5:	Management and Management Committees	الباب الخامس: الإدارة التنفيذية واللجان الإدارية
1,	Management	١ الإدارة التنفيذية
1.1	The Board shall appoint the Company's Senior	۱-۱ يتولى مجلس الإدارة تشكيل الإدارة التنفيذية للشركة، وتنظيم
	Executives and regulate, monitor and oversee their operations and ensure their effectiveness in	كيفية عملها، والرقابة والإشراف عليها، والتحقق من أدائها المهام
	performing the tasks and duties assigned to them.	الموكولة إليها.
1.2	Without prejudice to the powers and authorities	٢-١ مع مراعات صلاحيات وسلطات مجلس الإدارة، تختص الإدارة
	of the Board, the Senior Executives shall be responsible for overall day-to-day management	التنفيذية بإدارة عمليات الشركة اليومية، بما في ذلك اقتراح
	of the Company, including the proposing and	وتنفيذ القرارات والخطط والسياسات والاستراتيجيات الرئيسية
	implementing the Company's main plans,	للشركة.
	policies and strategies.	 ٣-١ يوضح كل من نظام الشركة الأساس وسياسة الصلاحيات
1.3	The duties, responsibilities and powers of the Senior Executives shall be as set out in further	والتفويض اختصاصات ومهام وصلاحيات الإدارة التنفيذية بشكل
	detail in the Bylaws and the A&D Policy.	و سوي د جه جه و وجه از محمد و د المعالم
2.	Management Committees	٢ اللجان الإدارية
2.1	The Company may form management-level	۱-۲ للشركة تشكيل لجان على المستوى الإداري ("اللجان الإدارية")
	committees (the "Management Committees")	حسب حاجة الشركة وظروفها وأوضاعها لأداء أي دور تقوم الإدارة
	as needed by the Company in light of its circumstances to perform any role that the	التنفيذية بتفويضه من وقت لآخر وفقاً لسياسة الصلاحيات
	CITCHIDANICO IN DOLLOHII AILY TOIC HAL HIC	
	Senior Executives shall from time to time assign	والتفويض.
	Senior Executives shall from time to time assign to such Management Committees in accordance	والتفويض.
Part 6:	Senior Executives shall from time to time assign	والتفويض. الباب السادس: الرقابة والمراجعة الداخلية
Part 6:	Senior Executives shall from time to time assign to such Management Committees in accordance with the A&D Policy. Internal Control and Audit	. ,
	Senior Executives shall from time to time assign to such Management Committees in accordance with the A&D Policy.	الباب السادس: الرقابة والمراجعة الداخلية

	relating to risk management, implementation of	المتعلقة بإدارة المخاطر وتطبيق أحكام الحوكمة التي تعتمدها
	the Company's governance rules and	الشركة، والتقيد بالأنظمة الساربة.
1.0	compliance with the Applicable Law.	
1.2	The Internal Control System shall be developed with the aim of ensuring compliance with clear	٢-١ يتم تطوير نظام الرقابة الداخلية باتباع معايير واضحة للمسؤولية
	accountability standards at all of the Company's	في جميع المستويات التنفيذية في الشركة وأن تعاملات الأطراف
	executive levels, and that related party	ذات العلاقة تتم وفقاً للأحكام والضوابط الخاصة بها.
	transactions are implemented in accordance	
	with the relevant provisions and controls.	
2.	Internal Audit Department	٢ إدارة المراجعة الداخلية
2.1	The Company shall establish the Internal Audit	١-٢ تقوم الشركة بإنشاء إدارة الرقابة والمراجعة الداخلية ("إدارة
	Department (the "IAD") in order to assess and	المراجعة الداخلية") من أجل تقييم نظام الرقابة الداخلية
	monitor the implementation of the Internal	
	Control System, and verify that the Company	والإشراف على تطبيقه والتحقق من التزام الشركة وعاملها
	and its employees comply with the Applicable	بالأنظمة السارية، وسياسات الشركة وإجراءاتها.
	Law, and the Company's policies and	
2.2	procedures. The IAD shall be composed of at least a Head of	٢-٢ تتكون إدارة الرقابة والمراجعة الداخلية من مدير إدارة المراجعة
2.2	the Company's Internal Audit Department (the	
	"Head of the Internal Audit Department").	الداخلية ("مدير إدارة المراجعة الداخلية") على الأقل. ويجوز
	Other employees of the Company (or other	للشركة تعيين موظفين آخرين أو الاستعانة بجهات خارجية للعمل
	contracted parties) may be assigned to work as	كمراجعين داخليين ("المراجعين الداخليين") في إدارة المراجعة
	internal auditors in the IAD (the "Internal	الداخلية.
2.3	Auditors"). The Head of the Internal Audit Department shall	
2.3	be appointed by the Board following a	٣-٢ يتم تعيين مدير إدارة المراجعة الداخلية من قبل مجلس الإدارة بناء
	recommendation by the Audit Committee, and	على توصية من لجنة المراجعة، على أن يرتبط بلجنة المراجعة
	shall report directly to the Audit Committee.	مباشرة.
2.4	The IAD shall be constituted and shall operate	٤-٢ تعمل إدارة المراجعة الداخلية بموجب القواعد التالية:
	in accordance with the following rules:	
	(a) the Internal Auditors shall be	(أ) يجب أن تتوافر في العاملين بها الكفاءة والاستقلال
	competent, independent and	والتدريب المناسب، وألا يكلفوا بأي أعمال أخرى سوى
	adequately trained, and shall not be	أعمال المراجعة الداخلية ونظام الرقابة الداخلية.
	entrusted with any functions other than internal audit and internal control	1 2 2 4 7 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
	duties and responsibilities;	
	(b) the Internal Auditors shall exhibit the	(ب) يجب على المراجعين الداخليين إظهار مستوى عال من
	highest level of professional	المهنية في جمع وتقييم وتوصيل المعلومات عن النشاط أو
	objectivity in gathering, evaluating,	
	and communicating information about	العملية التي يتم مراجعتها، وإجراء تقييم متوازن لجميع
	the activity or process being examined	الظروف ذات الصلة، وألا تتأثر أحكامهم بمصالحهم
	and shall make a balanced assessment of all the relevant circumstances and	الخاصة أو من قبل الآخرين.
	not be unduly influenced by their own	
	interests or by others in forming	
	judgments;	
	(c) the IAD shall report to the Audit	(ج) ترفع إدارة المراجعة الداخلية تقاريرها إلى لجنة المراجعة،
	Committee, and shall be subordinate	وترتبط بها وتكون مسؤولة أمامها.
	and accountable to it;	, , , , , , , , , , , , , , , , , , , ,
	(d) the Head of the Internal Audit	(د) يكون مدير إدارة المراجعة الداخلية مسؤولاً أمام لجنة
	Department shall be responsible before	المراجعة.
	the Audit Committee; (e) the remuneration of the Head of the	(1 - 1
	Internal Audit Department shall be	(ه) تُحدد مكافأة مدير إدارة المراجعة الداخلية من قبل
	determined by the Board following a	مجلس الإدارة بتوصية من لجنة المراجعة وذلك وفقاً
	recommendation by the Audit	لسياسة المكافآت.

	Committee in accordance with the	
	Remuneration Policy; and (f) the IAD, with strict accountability for confidentiality and safeguarding records and information, is authorised unrestricted access to all information, documents and records of the Company.	(و) تُمَكَّن إدارة المراجعة الداخلية من الاطلاع على المعلومات والمستندات والوثائق والحصول عليها دون قيد، على أن تلتزم بالمحافظة على السرية والحفاظ على السجلات والمعلومات.
2.5	The IAD shall operate pursuant to a comprehensive internal audit plan (the "Internal Audit Plan"), which shall be prepared by the Head of the Internal Audit Department and approved by the Audit Committee. The Internal Audit Plan shall be updated annually and the relevant key activities and operations, including risks and compliance, shall be reviewed at least annually.	٧-٥ تعمل إدارة المراجعة الداخلية وفق خطة شاملة للمراجعة الداخلية ("خطة المراجعة الداخلية") معدة من قبل مدير إدارة المراجعة الداخلية ومعتمدة من قبل لجنة المراجعة وتحدث هذه الخطة سنوباً. وبجب مراجعة الأنشطة والعمليات الرئيسية ذات الصلة بها - بما في ذلك المخاطر وإدارة الالتزام - سنوباً على الأقل.
2.6	The IAD shall prepare a written report on its activities at least on a quarterly basis (the "Quarterly Report") and shall submit each Quarterly Report to the Board and the Audit Committee. The Quarterly Report shall include the following:	٦-٢ تعد إدارة المراجعة الداخلية تقريراً مكتوباً عن أعمالها وتقدمه إلى مجلس الإدارة ولجنة المراجعة بشكل ربع سنوي على الأقل ("التقرير ربع السنوي"). ويجب أن يتضمن هذا التقرير:
	(a) an assessment of the Internal Control System;	(أ) تقييماً لنظام الرقابة الداخلية الشركة.
	(b) the IAD's findings and recommendations with respect to its assessment of the Internal Control System; and	(ب) ما انتهت إليه إدارة المراجعة الداخلية من نتائج وتوصيات فيما يخص تقييمها لنظام الرقابة الداخلية.
	(c) the procedures taken by each department of the Company for addressing the findings and recommendations of the IAD in its previous Quarterly Report, and any observations thereon, particularly regarding the failure to promptly address such findings and recommendations and the reasons for such failure.	(ج) بيان بالإجراءات التي اتخذتها كل إدارة بشأن معالجة نتائج وتوصيات المراجعة السابقة وأي ملحوظات بشأنها لا سيما في حال عدم المعالجة في الوقت المناسب ودواعي ذلك.
2.7	The IAD shall also prepare a general written report at the end of each fiscal year (the "Annual Report") and shall submit such Annual Report to the Board and the Audit Committee. The Board, based on the recommendation of the Audit Committee and the IAD, shall determine the specific scope of the Annual Report, provided that it includes the following in particular:	٧-٢ تعد إدارة المراجعة الداخلية تقريراً عاماً مكتوباً وتقدمه إلى مجلس الإدارة ولجنة المراجعة سنوياً ("التقرير السنوي"). ويحدد مجلس الإدارة نطاق التقرير السنوي بناءً على توصية لجنة المراجعة وإدارة المراجعة الداخلية، على أن يتضمن التقرير بصورة خاصة ما يلي:
	(a) the audit activities conducted by the IAD during the relevant fiscal year compared to the approved audit plan, including provision of details and reasons for any failure or departure from the approved audit plan within the first quarter following the relevant fiscal year;	(أ) عمليات المراجعة التي أجرتها إدارة المراجعة الداخلية خلال السنة المالية ومقارنتها مع الخطة المعتمدة، مع بيان أسباب أي إخلال أو انحراف عن الخطة – إن وجد – خلال الربع التالي لنهاية السنة المالية المعنية.

(b) the procedures for monitoring and overseeing the financial affairs, investments and risk management; (c) an assessment of the development of risk factors threatening the Company and the existing systems, in order to adapt to radical or unexpected changes in the Exchange; (d) an assessment of the performance of the Board and the Serior Executives with respect to the implementation of the Internal Control System, including specifying the number of times the Board has been informed of control issues (including risk management) and a description of the method followed to address such issues; (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complicid with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of			
investments and risk management; (c) an assessment of the development of risk factors threatening the Company and the existing systems, in order to adapt to radical or unexpected changes in the Exchange; (d) an assessment of the performance of the Board and the Senior Executives with respect to the implementation of the Internal Control System, including specifying the number of times the Board has been informed of control issues (including risk management) and a description of the method followed to address such issues; (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and management operations. (g) a description of the Company's risk and management operations. (g) a description of the Company's risk and management operations. (g) the extent to which the Company's risk and management operations. (g) the extent of which the Company's risk and management operations. (g) the capture of the Company's risk and management operations. (g) the extent of the Company's risk and management operations. (g) the extent of the Company's risk and management operations. (g) the capture of the Company's risk and management operations. (g) the capture of the Company's risk and management operations and the relevant supporting documents which shall dearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor (the "Auditor") who shall possess the necessary experise and qualifications to prepare an objective and independent report to the Board and the Sharcholders, setting out whether the Company's financial statements clearly and importation		(b) the procedures for monitoring and	(ب) إجراءات الرقابة والإشراف على الشؤون المالية
(c) an assessment of the development of risk factors threatening the Company and the existing systems, in order to adapt to radical or unexpected changes in the Exchange; (d) an assessment of the performance of the Board and the Senior Executives with respect to the implementation of the Internal Control System, including specifying the number of times the Board has been informed of control issues (including risk management) and a description of the method followed to address such issues; (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1. The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Company's financial statements clearly and importatilly reflect the financial position of the Company and its performance in all material respects. 1. 2 The ordinary General Assembly shall, based on			والاستثمارات وإدارة المخاطر.
risk factors threatening the Company and the existing systems, in order to adapt to radical or unexpected changes in the Exchange; (d) an assessment of the performance of the Board and the Senior Executives with respect to the implementation of the Internal Control System, including specifying the number of times the Board has been informed of control issues (including risk management) and a description of the method followed to address such issues; (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1.1 The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall posses the necessary experience and competent external auditors (the "Auditor") who shall posses the necessary experience and competent external auditors (the "Auditor") who shall posses the necessary experience and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and importably reflect the financial position of the Company and its performance in all material respects.		<u> </u>	2 to \$10 26 Att & 1.1 Att 1.1 Att 2.1
and the existing systems, in order to adapt to radical or unexpected changes in the Exchange: (d) an assessment of the performance of the Board and the Senior Executives with respect to the implementation of the Internal Control System, including specifying the number of times the Board has been informed of control issues (including risk management) and a description of the method followed to address such issues; (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements). (f) the extent to which the Company has compiled with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1.1 The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary experise and qualifications to prepare an objective and independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary experise and qualifications to prepare an objective and independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary experise and qualifications to prepare an objective and independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary experise and qualifications to prepare an objective and independent report to the Board and the Company's financial statements			
(اع an assessment of the performance of the Board and the Senior Executives with respect to the implementation of the Internal Control System, including specifying the number of times the Board has been informed of control issues (including risk management) and a description of the method followed to address such issues; (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1.1 The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1. 2 The ordinary General Assembly shall, based on			
(d) an assessment of the performance of the Board and the Senior Executives with respect to the implementation of the Internal Control System, including specifying the number of times the Board has been informed of control issues (including risk management) and a description of the method followed to address such issues; (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same and inagenedations (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent, experienced and competent external auditor (the "Auditor") who shall possess the necessary expertise and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects.			السوق.
the Board and the Senior Executives with respect to the implementation of the Internal Control System, including specifying the number of times the Board has been informed of control issues (including risk management) and a description of the method followed to address such issues; (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements). (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1.1 The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects.			
with respect to the implementation of the Internal Control System, including specifying the number of times the Board has been informed of control issues (including risk management) and a description of the method followed to address such issues: (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial porformance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1.1 The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			
the Internal Control System, including specifying the number of times the Board has been informed of control issues (including risk management) and a description of the method followed to address such issues; (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1. Appointment 1. Propointment 1. Propointment 1. Propointment 1. Appointment 2. Appointment 3. Appointment 4. Appointment 4. Appointment 5. Appointment 6. Appointment 6. App			الرقابة الداخلية، بما في ذلك تحديد عدد المرات التي
Board has been informed of control issues (including risk management) and a description of the method followed to address such issues; (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor I. Appointment Appointment Appointment Appointment The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Sharcholders, setting out whether the Company's financial statements clearly and impartially reflect the financial species. 1.2 The rodinary General Assembly shall, based on			أخطِر فها مجلس الإدارة بمسائل رقابية - بما في ذلك
issues (including risk management) and a description of the method followed to address such issues; (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1.1 The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 4. The ordinary General Assembly shall, based on			إدارة المخاطر – والطربقة التي عالج بها مجلس الإدارة
and a description of the method followed to address such issues; (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which hall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1. The ordinary General Assembly shall, based on the following the function of auditing its partial position of the Company and its performance in all material respects.			هذه المسائل.
followed to address such issues; (e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1.1 The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Sharcholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			
(e) failures or weaknesses in the implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor I. Appointment 1.1 The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company's financial statements clearly and impartially reflect the financial position of the Company's financial statements clearly and impartially reflect the financial position of the Company's financial statements clearly and impartially reflect the financial position of the Company's financial statements clearly and impartially reflect the financial position of the Company's financial statements clearly and impartially reflect the financial position of the Company's financial statements clearly and impartially reflect the financial position of the Company's financial statements clearly and impartially reflect the financial position of the Company's financial statements clearly and impartially reflect the financial position of the Company's financial statements clearly and impartially re			
implementation of internal control, or emergency situations that have affected or may affect the Company's financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements): (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1.1 The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1. The ordinary General Assembly shall, based on 1. The Company's financial statements clearly and impartially reflect the financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects.			(ه) أوجه الاخفاق في تطبيق البقالة الداخلية أو مواطن
emergency situations that a defected or may affect the Company's financial performance, and the measures taken by the Company's financial performance, and the measures taken by the Company's to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements): (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. The requirement of the company and its performance in all material respects. The requirement of the Company of the Company and its performance in all material respects.		` '	
financial performance, and the measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1. Appointment 1. The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Sharcholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1. The ordinary General Assembly shall, based on		<u> </u>	
measures taken by the Company to address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1. The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Sharcholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on		· · · · · · · · · · · · · · · · · · ·	1 2 2 1 2 2 4 4 4 7 2
address such failures (particularly with respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1.1 The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			
respect to the issues disclosed in the Company's annual reports and financial statements); (f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1. Appointment 1. Appointment 1. The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1. The ordinary General Assembly shall, based on			التقارير السنوية للشركة وبياناتها المالية).
(g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1. Appointment 1. The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			
(f) the extent to which the Company has complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1.1 The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. (g) a description of the Company's risk management operations, and the external full material respects. A-Y A-Y A-Y A-Y A-Y A-Y A-Y A-			
complied with the Internal Control System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			
System when determining and managing risks; and (g) a description of the Company's risk management operations. 2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1. The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			
managing risks; and (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (g) a description of the Company's risk management operations. (h) Are relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. (h) Appointment mespect of the same. (h) Appointment (h)			المخاطر وإدارتها.
### The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. #### Part 7: External Auditor Appointment The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly and impartially reflect IAD's accomplishments, findings and recomments which shall clearly and impartially reflect the financial position of the Company and its performance in all material respects. A-Y Company Auditor			
2.8 The IAD shall keep a record of all audit reports, Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1. The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. The ordinary General Assembly shall, based on The IAD's accomplishments which shall clearly and interespects. A-Y A-Y A-Y A-Y A-Y A-Y A-Y A-			 (ز) المعلومات التي تصف عمليات إدارة المخاطر في الشركة.
Quarterly Reports, Annual Reports and the relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1. The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on		management operations.	
relevant supporting documents which shall clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment 1. The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on	2.8		
clearly reflect IAD's accomplishments, findings and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			سنوبة والتقاربر السنوبة وجميع المستندات المتعلقة والتي تعكس
and recommendations, and the actions taken in respect of the same. Part 7: External Auditor 1. Appointment The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			بوضوح ما أنجزته إدارة المراجعة الداخلية وما توصلت إليه من
respect of the same. Part 7: External Auditor 1. Appointment The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			نتائج وتوصيات وماهية الإجراءات التي تم اتخاذها بشأن تلك
Part 7: External Auditor 1. Appointment 1. The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			النتائج والتوصيات.
1. Appointment 1. The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on	Part 7:	External Auditor	
1.1 The Company shall assign the function of auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on	1.	Appointment	
auditing its annual accounts to one or more independent, experienced and competent external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			
external auditors (the "Auditor") who shall possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			
possess the necessary expertise and qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			1
qualifications to prepare an objective and independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			
independent report to the Board and the Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			i i
Shareholders, setting out whether the Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			بوضوح وعدالة عن المركز المالي للشركة وأدائها في النواحي
Company's financial statements clearly and impartially reflect the financial position of the Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on			الجوهرية.
Company and its performance in all material respects. 1.2 The ordinary General Assembly shall, based on The ordinary General Assembly shall, based on المحمدية العامة العادية مراجع الحسابات وتحدد مكافآته العادية مراجع الحسابات وتحدد مكافآته المحمدية العامة العادية مراجع الحسابات وتحدد مكافآته العادية الع		Company's financial statements clearly and	
respects. 1.2 The ordinary General Assembly shall, based on ۲-۱ تعين الجمعية العامة العادية مراجع الحسابات وتحدد مكافآته			
1.2 The ordinary General Assembly shall, based on The ordinary General Assembly shall, based on		- · · -	
The Grammy Selector Processing Strain, Subsection	1.2		۲-۱ تمدن الحمورة الوامة الوادرة مراجع الحسابات وتحدد مكافأته
بناء على توصيه مجلس الإدارة، مع مراعاة ما يلي عند التعيين: ما Dourd, appoint the على المستقدة المستقد	1.2		_
		a recommendation by the board, appoint the	بناء على توصيه مجلس الإداره، مع مراعاه ما يني عند التعيين،

	Auditor and determine the Auditor's		
	remuneration. The appointment of the Auditor		
-	shall be in accordance with the following rules: (a) the recommendation of the Board shall	(أ) أن يكون ترشيحه من قبل مجلس الإدارة بناءً على	
	be based on a recommendation by the		
	Audit Committee;	توصية من لجنة المراجعة.	
	(b) the Auditor shall be authorised and	(ب) أن يكون المراجع مرخصاً له ومستوفياً الشروط المقررة	
	licensed to practice by the relevant	من الجهة المختصة في المملكة العربية السعودية.	
	authorities in the Kingdom of Saudi	من العجهة المختصة في المملكة العربية المتعودية.	
	Arabia;		
	(c) the Auditor shall be independent and	(ج) أن يتمتع المراجع بالاستقلالية وألا تتعارض مصالحه مع	
	shall not have interests that conflict	مصالح الشركة.	
	with the Company's interests;		
	(d) the number of Auditors presented	(د) ألا يقل عدد المراجعين المرشحين للجمعية العامة عن	
	before the ordinary General Assembly	مراجعين اثنين.	
	for appointment shall not be less than two; and		
	(e) the ordinary General Assembly may	(a) يجوز للجمعية العامة العادية إعادة تعيين نفس مراجع	
	further reappoint the same Auditor,		
	provided that no single Auditor is	الحسابات، على ألا يتجاوز مجموع مدة تعيينه خمس	
	appointed for a period of more than	سنوات متصلة، ويجوز لمن استنفذ هذه المدة أن يعاد	
	five consecutive years. An Auditor	تعيينه بعد مضي سنتين من تاريخ انتهاء هذه المدة.	
	who exceeds this period may be		
	reappointed after two years from the		
1.0	date on which such period expires.		
1.3	The ordinary General Assembly may replace the	يجوز للجمعية العامة العادية في أي وقت تغيير مراجع الحسابات	٣-١
	Auditor at any time without prejudice to the dismissed Auditor's right for compensation if	مع عدم الإخلال بحقه في التعويض إذا وقع التغيير في وقت غير	
	such dismissal is made without an acceptable	مناسب أو لسبب غير مشروع.	
	justification or at an improper time.		
2.	Duties, Responsibilities and Rights of the	واجبات ومسؤوليات وحقوق مراجع الحسابات	۲
	Auditor		
2.1	The Auditor shall:	يجب على مراجع الحسابات:	1-4
	(a) owe duties of loyalty and care to the	(أ) بذل واجبي العناية والأمانة للشركة.	
	Company; and		
	(b) notify the competent regulatory	(ب) إبلاغ الجهات المختصة (وفقاً للأنظمة السارية) في حال	
	authorities (as required under the	عدم اتخاذ مجلس الإدارة الإجراء المناسب بشأن المسائل	
	Applicable Law) if the Board fails to take appropriate actions in respect of	المثيرة للشبهة التي يطرحها.	
	suspicious issues raised by the Auditor.	\\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\	
2.2	The Auditor shall have access at all times to the	لمراجع الحسابات في أي وقت حق الاطلاع على دفاتر الشركة	7-7
	Company's books, records and any other		
	documents, and may request information or	وسجلاتها وغير ذلك من الوثائق، وله أيضاً طلب البيانات	
	clarification as the Auditor deems necessary to	والإيضاحات التي يرى ضرورة الحصول علها، ليتحقق من	
	verify the Company's assets and liabilities and	موجودات الشركة والتزاماتها وغير ذلك مما يدخل في نطاق عمله.	
	perform any other duties within the scope of the	وعلى رئيس مجلس الإدارة أن يمكنه من أداء واجبه. وإذا صادف	
	audit work. The Chairman shall ensure that the	مراجع الحسابات صعوبة في هذا الشأن أثبت ذلك في تقرير يقدم	
	Auditor is able to perform its duties and		
	responsibilities. The Auditor shall also report to the Board any difficulties encountered in the	إلى مجلس الإدارة. فإذا لم ييسر المجلس عمل مراجع الحسابات،	
	performance of the Auditor's duties and	وجب عليه أن يطلب من مجلس الإدارة دعوة الجمعية العامة	
	responsibilities. In the event that the Board fails	العادية للنظر في الأمر. ويجوز لمراجع الحسابات دعوة الجمعية	
	to facilitate the performance of the Auditor's	العامة العادية للانعقاد إذا لم يدعها مجلس الإدارة خلال ثلاثين	
	duties, the Auditor shall request the Board to	يوماً من تاريخ طلب مراجع الحسابات.	
	convene an ordinary General Assembly meeting	يوما من دريح طلب مراجع العسابات.	
	to consider the matter. The Auditor may call a		

_		
	meeting of the ordinary General Assembly if the Board fails to do so within 30 days of the date	
	the Auditor's request.	
2.3	The Auditor shall be liable to compensate the	٣-٢ يكون مراجع الحسابات مسؤولاً عن تعويض الضرر الذي يصيب
	Company, the Shareholders and third parties for	الشركة أو المساهمين أو الغير بسبب الأخطاء التي تقع منه في أداء
	any damages arising as a result of the Auditor's	' ' '
	errors during the course of the Auditor's	عمله، وإذا تعدد مراجعو الحسابات واشتركوا في الخطأ، كانوا
	engagement. If an error is attributable to more	مسؤولين بالتضامن.
	than one Auditor, all such Auditors shall be jointly liable.	
2.4	The duties, responsibilities and rights of the	ا ٢-٢ تخضع واجبات ومسؤوليات وحقوق مراجع الحسابات للأنظمة
	Auditor shall be governed by the Applicable	السارية وأحكام نظام الشركة الأساس.
	Law and the provisions of the Bylaws.	
Part 8:	Disclosure and Transparency	الباب الثامن: الإفصاح والشفافية
1.	General Provisions	١ أحكام عامة
1.1	The Company shall comply with the applicable	١-١ تلتزم الشركة بقواعد ومتطلبات وإجراءات الإفصاح الواردة في
	disclosure rules, requirements and procedures	الأنظمة الساربة وسياسة الإفصاح الخاصة بالشركة.
	under the Applicable Law and the Disclosure	
1.2	Policy. The Company shall ensure that all disclosures	۲-۱ بحب أن يكون أي افصاح من الشركة للحميور أو الحيات المختصة
1.4	are complete, clear, accurate and not misleading	
	and that they are provided to all Shareholders	كاملاً وواضحاً وصحيحاً وغير مضلل. ويجب أن يكون الإفصاح
	equally and without discrimination.	للمساهمين والمستثمرين من دون تمييز.
2.	Specific Disclosures	٢ الأحكام المحددة للإفصاح
2.1	The Company shall notify the competent	۱-۲ يجب على الشركة أن تبلغ الجهات المختصة والجمهور من دون
	authorities and the public without delay (as	تأخير – وفقاً للأنظمة السارية – بأي تطورات جوهرية تندرج في
	required under the Applicable Law) of any material developments in its sphere of activity	إطار نشاطها ولا تكون معرفتها متاحة لعامة الناس وقد تؤثر في
	that are not public knowledge and which may	1 1
	affect the Company's assets and liabilities or	أصولها أو خصومها أو في وضعها المالي أو في المسار العام لأعمالها أو
	financial position or the general course of the	الشركات التابعة لها ويمكن أن تؤدي إلى تغير في سعر أوراقها المالية
	business of the Company or its subsidiaries and	المدرجة أو أن تؤثر تأثيراً ملحوظاً في قدرة الشركة على الوفاء
	which may lead to movements in the price of the	بالتزاماتها المتعلقة بأدوات الدين، وذلك وفقاً للقواعد المنصوص
	Company's listed securities or significantly affect the Company's ability to meet its	علها في سياسة الإفصاح الخاصة بالشركة.
	commitments in respect of debt instruments in	
	accordance with the rules set out in the	
	Disclosure Policy.	
2.2	The Company shall disclose its financial	٢-٢ تقوم الشركة بالإفصاح عن معلوماتها المالية وفقاً للقواعد
	information in accordance with the Applicable	المنصوص عليها في الأنظمة السارية وسياسة الإفصاح الخاصة
	Law and the rules set out in the Disclosure Policy.	بالشركة.
2.3	The Board shall issue an annual report including	۳-۲ يصدر مجلس الإدارة تقريراً سنوباً يتضمن – من بين أمور أخرى –
	(among other things) a review of the operations	عرضاً لعمليات الشركة خلال السنة المالية الأخيرة وجميع العوامل
	of the Company during the last financial year	
	and of all relevant factors affecting the	المؤثرة في أعمال الشركة. ويتم إعداد هذا التقرير والإفصاح عنه
	Company's business. Such report shall be prepared and disclosed in accordance with the	وفقاً للقواعد المنصوص علها في الأنظمة السارية وسياسة
	Applicable Law and the rules set out in the	الإفصاح الخاصة بالشركة.
	Disclosure Policy.	
2.4	The Audit Committee shall issue an annual	٤-٢ تصدر لجنة المراجعة تقريراً سنوباً يتضمن – من بين أمور أخرى –
	report including (among other things) its	رأيها في شأن مدى كفاية وفعالية نظم الرقابة الداخلية والمالية
	recommendations and opinion on the adequacy of the internal and financial control systems and	وإدارة المخاطر لدى الشركة وتوصياتها في هذا الشأن، بالإضافة إلى
	risk management systems of the Company, as	
	well as the tasks undertaken by the Audit	ما قامت به من أعمال أخرى تدخل في نطاق اختصاصها. ويتم
	Committee within its competence. Such report	إعداد هذا التقرير والإفصاح عنه وفقاً للقواعد المنصوص علها في

	shall be prepared and disclosed in accordance	الأنظمة السارية وسياسة الإفصاح الخاصة بالشركة ولائحة عمل
	with the Applicable Law and the rules set out in the Disclosure Policy and the Audit Committee Charter.	لجنة المراجعة.
Part 9	9: Internal Policies	الباب التاسع: السياسات الداخلية
1	General Provisions	١ أحكام عامة
1.1	The Company shall establish appropriate internal policies and procedures to regulate the various aspects of the Company's operations, management, processes and governance.	۱-۱ تضع الشركة سياسات وإجراءات داخلية مناسبة لتنظيم مختلف جوانب عمليات الشركة وإدارتها وحوكمتها.
1.2	In addition to the mandatory policies set out in Section 2 below, the Company may from time to time issue additional policies as required in light of its circumstances. The authority to issue such additional policies shall be set out in the A&D Policy.	٢-١ بالإضافة إلى السياسات الأساسية المنصوص علها في القسم ٢ من هذا الباب، يجوز للشركة من وقت لآخر إصدار سياسات أخرى وفقاً لحاجة الشركة وظروفها وأوضاعها. وتُحدد صلاحية إصدار هذه السياسات الأخرى في سياسة الصلاحيات والتفويض.
2.	Specific Policies	٢ السياسات الأساسية
2.1	(a) The Company shall establish a written and clear conflict of interest policy (the "Conflict of Interest") regulating actual and potential conflict of interest situations, which may affect the performance of the Board, the Senior Executives or any other employees of the Company when dealing with the Company or other stakeholders. It shall further set out the Company's guidelines for professional conduct and code of business ethics. The Conflict of Interest Policy shall be prepared in accordance with the Applicable Law. (b) The Conflict of Interest Policy shall be adopted by a resolution of the Board, and shall enter into effect and be amended, as necessary, in accordance with its provisions.	1-Y سياسة تعارض المصالح (أ) تضع الشركة سياسة مكتوبة وواضحة لتعارض المصالح ("سياسة تعارض المصالح") لتنظيم والتعامل مع حالات تعارض المصالح الواقعة أو المحتمل وقوعها والتي يمكن التنفيذية أو غيرهم من العاملين في الشركة عند تعاملهم مع الشركة أو مع أصحاب المصالح الآخرين، بالإضافة إلى تحديد تعليمات السلوك المبني وأخلاقيات العمل. ويتم إعداد سياسة تعارض المصالح وفقاً للأنظمة الساربة. (ب) يتم اعتماد سياسة تعارض المصالح بقرار من مجلس الإدارة، وتدخل حيز النفاذ وتكون قابلة للتعديل — حسب الحاجة — وفقاً لأحكامها.
2.2	Disclosure Policy (a) The Company shall establish a written and clear Disclosure Policy setting out the rules procedures and controls related to disclosure pursuant to the disclosure requirements under the Applicable Law. The Disclosure Policy shall be prepared in accordance with the Applicable Law. (b) The Disclosure Policy shall be adopted by a resolution of the Board, and shall enter into effect and be amended, as necessary, in accordance with its	7-Y سياسة الإفصاح (أ) تضع الشركة سياسة مكتوبة وواضحة للإفصاح تتضمن قواعد الإفصاح وإجراءاته وأنظمته الإشرافية بما يتفق مع متطلبات الإفصاح الواردة في الأنظمة السارية. ويتم إعداد سياسة الإفصاح وفقاً للأنظمة السارية. (ب) يتم اعتماد سياسة الإفصاح بقرار من مجلس الإدارة، وتدخل حيز النفاذ وتكون قابلة للتعديل — حسب الحاجة — وفقاً لأحكامها.
2.2	provisions.	۲-۲ سياسة توزيع الأرباح
2.3	(a) The Company shall establish a written and clear dividend distribution policy (the "Dividend Distribution Policy") regulating distribution of dividends to	۳-۲ سياسة توزيع الأرباح (أ) تضع الشركة سياسة مكتوبة وواضحة لتوزيع الأرباح ("سياسة توزيع الأرباح") بحيث تنظم توزيع أرباح الأسهم بما يحقق مصالح المساهمين والشركة وفقاً لنظام

		the Shareholders with the aim of	الشركة الأساس.		
		achieving the interests of the Company and the Shareholders in accordance			
		with the Bylaws.			
	(b)	The Dividend Distribution Policy shall) يتم اعتماد سياسة توزيع الأرباح بقرار من مجلس الإدارة،	(ب	
	(-)	be adopted by a resolution of the Board	وتدخل حيز النفاذ وتكون قابلة للتعديل – حسب	/	
		and shall enter into effect and be			
		amended, as necessary, in accordance	الحاجة — وفقاً لأحكامها.		
		with its provisions.			
2.4		older Policy	لة أصحاب المصالح		٤-٢
	(a)	The Company shall establish a written	تضع الشركة سياسة مكتوبة وواضحة بشأن أصحاب	(i)	
		and clear stakeholder policy (the "Stakeholder Policy") regulating the	المصالح ("سياسة أصحاب المصالح") لوضع قواعد		
		relationship with its stakeholders with	وإجراءات لتنظيم العلاقة مع أصحاب المصالح بهدف		
		the aim of protecting them and	حمايتهم وحفظ حقوقهم. وبتم إعداد سياسة أصحاب		
		safeguarding their rights. The	المصالح وفقاً للأنظمة السارية.		
		Stakeholder Policy shall be prepared in	. 322. 123. 232.		
	(1.)	accordance with the Applicable Law.	, , , , , , , , , , , , , , , , , , ,	`	
	(b)	The Stakeholder Policy shall be adopted by a resolution of the Board,) يتم اعتماد سياسة أصحاب المصالح بقرار من مجلس 	(ب	
		and shall enter into effect and be	الإدارة، وتدخل حيز النفاذ وتكون قابلة للتعديل –		
		amended, as necessary, in accordance	حسب الحاجة – وفقاً لأحكامها.		
		with its provisions.			
2.5	Insider	Trading Policy	لة التداول بناءً على معلومات داخلية	سياس	0-4
	(a)	The Company shall develop a written	تضع الشركة سياسة مكتوبة لتنظيم التداول في الأوراق	(أ)	
		policy to organise trading in the	المالية للشركة من قبل أعضاء مجلس الإدارة وكبار		
		Company's securities by members of the Board, Senior Executives, other	التنفيذيين والعاملين الآخرين في الشركة وغيرهم من		
		employees of the Company and other	الأشخاص ("سياسة التداول بناءً على معلومات		
		people (the "Insider Trading	الداخلية") بهدف الالتزام بالقواعد المتعلقة بالتداول		
		Policy"), in order to comply with rules	_ '_		
		related to insider trading set forth in the	بناءً على معلومات داخلية الواردة في الأنظمة السارية.		
	(1.)	Applicable Law.			
	(0)	The Insider Trading Policy shall be adopted by a resolution of the Board,) يتم اعتماد سياسة التداول بناء على معلومات داخلية 	(ب	
		and shall enter into effect and be	بقرار من مجلس الإدارة، وتدخل حيز النفاذ وتكون قابلة		
		amended, as necessary, in accordance	للتعديل — حسب الحاجة — وفقاً لأحكامها.		
		with its provisions.			
2.6	Nomina	ation Policy	لة الترشيحات	سياس	٦-٢
	(a)	The Company shall establish a written	تضع الشركة سياسة مكتوبة وواضحة للترشيحات	(أ)	
		and clear Nomination Policy setting	تتضمن – دون حصر – قواعداً ومعاييراً واضحة		
		out (among other things) clear policies and standards for membership in the	للعضوية في مجلس الإدارة والإدارة التنفيذية وإجراءاتها		
		Board and for appointment to	بما يتوافق مع الأنظمة السارية ونظام الشركة الأساس.		
		Executive Management positions in	الم تمورسي مع روستين مسارك رست المسارك من منا		
		accordance with the Applicable Law			
		and the Bylaws.			
	(b)	The Nomination Policy shall be) يتم اعتماد سياسة الترشيحات بقرار من الجمعية العامة 	(ب	
		adopted by a resolution of the ordinary General Assembly, following a	العادية بناءً على توصية من مجلس الإدارة، على أن تكون		
		recommendation by the Board (which	توصية مجلس الإدارة في هذا الشأن مبنية على توصية		
		recommendation shall be based on the	لجنة الترشيحات والمكافآت، وتدخل حيز النفاذ وتكون		
		recommendation of the Nomination	قابلة للتعديل — حسب الحاجة — وفقاً لأحكامها.		
		and Remuneration Committee), and	فابله سعمين حسب مدجد رسد دسمه.		
		shall enter into effect and be amended,			

		as necessary, in accordance with its		
		provisions.		
2.7	Remun	eration Policy	٧ سياسة المكافآت	٧-٢
	(a)	The Company shall establish a written and clear Remuneration Policy setting out (among other things) clear policies regulating the remuneration of the Directors, the Committees of the Board, the Senior Executives and, as appropriate, other employees of the Company in accordance with the Applicable Law and the Bylaws. The Remuneration Policy shall be adopted by a resolution of the ordinary General Assembly, following a recommendation by the Board (which	(أ) تضع الشركة سياسة مكتوبة وواضحة للمكافآت لتنظيم مكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن مجلس الإدارة واللجان المنبثقة عن الحاجة — مكافآت غيرهم من العاملين في الشركة، وذلك بما يتوافق مع الأنظمة السارية ونظام الشركة الأساس. (ب) يتم اعتماد سياسة المكافآت بقرار من الجمعية العامة العادية بناءً على توصية من مجلس الإدارة، على أن تكون توصية مجلس الإدارة، على أن تكون	
		recommendation shall be based on the recommendation of the Nomination and Remuneration Committee), and shall enter into effect and be amended, as necessary, in accordance with its provisions.	لجنة الترشيحات والمكافّات، وتدخل حيز النفاذ وتكون قابلة للتعديل – حسب الحاجة – وفقاً لأحكامها.	
2.8		eblowing Policy	٨ سياسة الإبلاغ عن الممارسات المخالفة	۸-۲
	.,	The Company shall establish a written and clear whistleblowing policy (the "Whistleblowing Policy") regulating the Company's arrangements for its employees and stakeholders to raise concerns, in confidence, about possible cases of non-compliance or wrongdoings in financial reporting or other matters. The Whistleblowing Policy shall be adopted by a resolution of the Board, and shall enter into effect and be amended, as necessary, in accordance with its provisions.	(أ) تضع الشركة سياسة مكتوبة وواضحة للإبلاغ عن الممارسات المخالفة ("سياسة الإبلاغ عن الممارسات المخالفة") لتنظيم آلية الشركة وإجراءاتها التي يتبعها العاملين في الشركة وأصحاب المصالح في تقديم شكاواهم أو الإبلاغ عن الممارسات المخالفة أو تقديم ملحوظاتهم بشأن أي تجاوز في التقارير المالية أو غيرها بسرية. (ب) يتم اعتماد سياسة الإبلاغ عن الممارسات المخالفة بقرار من مجلس الإدارة، وتدخل حيز النفاذ وتكون قابلة للتعديل – حسب الحاجة – وفقاً لأحكامها.	
2.9	Profess	ional Conduct and Ethics Policy	 ٩ سياسة السلوك المهني والقيم الأخلاقية 	٧-٢
	a.	The Company shall develop a written policy on the professional conduct and ethics (the "Professional Conduct and Ethics Policy") setting forth directives and rules of the Company with regard to the professional conduct and ethics.	 أ. تضع الشركة سياسة مكتوبة للسلوك المني والقيم الأخلاقية ("سياسة السلوك المني والقيم الأخلاقية") توضح توجهات وقواعد الشركة للسلوك المني والقيم الأخلاقية. 	
2.10	b.	The Professional Conduct and Ethics Policy shall be adopted by a resolution of the Board, and shall enter into effect and be amended, as necessary, in accordance with its provisions. The Company may merge this Policy and the Conflict of Interest Policy in one document. anagement Policy	ب. يتم اعتماد سياسة السلوك المني والقيم الأخلاقية بقرار من مجلس الإدارة، وتدخل حيز النفاذ وتكون قابلة للتعديل – حسب الحاجة – وفقاً لأحكامها، وللشركة دمج هذه السياسة مع سياسة تعارض المصالح في وثيقة واحدة.	4
			7	

	The Company shall establish a written and clear risk management policy (the "Risk Management Policy") setting out the Company's strategies and procedures for risk assessment and management in line with the nature and volume of the Company's activities and operations.	(أ) تضع الشركة سياسة مكتوبة وواضحة لإدارة المخاطر ("سياسة إدارة المخاطر") توضح استراتيجية الشركة وإجراءاتها في إدارة وتقييم المخاطر بما يتناسب مع طبيعة وحجم أنشطة الشركة.	
(b	The Risk Management Policy shall be adopted by a resolution of the Board, and shall enter into effect and be amended, as necessary, in accordance with its provisions.	(ب) يتم اعتماد سياسة إدارة المخاطر بقرار من مجلس الإدارة، وتدخل حيز النفاذ وتكون قابلة للتعديل – حسب الحاجة – وفقاً لأحكامها.	
2.11 Comp	liance Policy	-١١ سياسة الالتزام	-۲
	 The Company shall establish a written and clear compliance policy (the "Compliance Policy") with the aim of ensuring the Company's compliance with the Applicable Law. The Compliance Policy shall be adopted by a resolution of the Board, and shall enter into effect and be amended, as necessary, in accordance with its provisions. 	(أ) تضع الشركة سياسة مكتوبة وواضحة للالتزام ("سياسة الالتزام") تهدف لضمان التزام وتقيد الشركة بالأنظمة السارية. (ب) يتم اعتماد سياسة الالتزام بقرار من مجلس الإدارة، وتدخل حيز النفاذ وتكون قابلة للتعديل – حسب الحاجة – وفقاً لأحكامها.	
2.12 Autho	ority and Delegation Policy	١٢٠ سياسة الصلاحيات والتفويض	- ۲
	The Company shall establish a written and detailed A&D Policy to determine the powers to be delegated to the Senior Executives and others (including setting out an authority matrix) and regulate the procedures for the delegation of authority within the Company.	(أ) تضع الشركة سياسة مكتوبة وتفصيلية للصلاحيات والتفويض لتحديد الصلاحيات المفوضة للإدارة التنفيذية وغيرهم (بما يشمل وضع جدول لتوضيح تلك الصلاحيات) وتنظيم إجراءات تفويض الصلاحيات في الشركة.	
	The A&D Policy shall be adopted by a resolution of the Board and shall enter into effect and be amended, as necessary, in accordance with its provisions.	(ب) يتم اعتماد سياسة الصلاحيات والتفويض بقرار من مجلس الإدارة، وتدخل حيز النفاذ وتكون قابلة للتعديل – حسب الحاجة – وفقاً لأحكامها.	
2.13 Corpo	orate Social Responsibility Policy	١٣٠ سياسة المسؤولية الاجتماعية	- ۲
(a	The Company shall develop a written policy on corporate social responsibility (the "Corporate Social Responsibility Policy") to organise activities and initiatives of the Company in the social work and social responsibility areas, in order to achieve a balance between the Company's objectives and the society's objectives to develop the socio-economic conditions of the society.	(أ) تضع الشركة سياسة مكتوبة للمسؤولية الاجتماعية ("سياسة المسؤولية الاجتماعية") لتنظيم أنشطة الشركة ومبادراتها في مجال العمل الاجتماعي والمسؤولية الاجتماعية بهدف إقامة التوازن بين أهداف الشركة والأهداف التي يصبو المجتمع إلى تحقيقها بغرض تطوير الأوضاع الاجتماعية والاقتصادية للمجتمع.	
(b	Policy shall be adopted by a resolution of the ordinary General Assembly upon the recommendation of the Board, and shall enter into effect and	(ب) يتم اعتماد سياسة المسؤولية الاجتماعية بقرار من الجمعية العامة العادية بناءً على توصية من مجلس الإدارة، وتدخل حيز النفاذ وتكون قابلة للتعديل حسب الحاجة – وفقاً لأحكامها.	

	be amended, as necessary, in accordance with its provisions.	
2.14	Anti-Fraud Policy	١٤-٢ سياسة مكافحة الاحتيال
	(a) The Company shall establish a written and clear anti-fraud policy (the "Anti- Fraud Policy") with the aim of facilitating the development of controls that will aid in the detection and prevention of fraud against the Company.	(أ) تضع الشركة سياسة مكتوبة وواضحة لمكافحة الاحتيال ("سياسة مكافحة الاحتيال") تهدف لتسهيل وضع الضوابط التي تساعد في اكتشاف الاحتيال ضد الشركة ومنع وقوعه.
	(b) The Anti-Fraud Policy shall be adopted by a resolution of the Board, and shall enter into effect and be amended, as necessary, in accordance with its provisions.	(ب) يتم اعتماد سياسة مكافحة الاحتيال بقرار من مجلس الإدارة، وتدخل حيز النفاذ وتكون قابلة للتعديل – حسب الحاجة – وفقاً لأحكامها.
2.15	Anti-Money Laundering Policy	١٥-٢ سياسة مكافحة غسل الأموال
¥	(a) The Company shall establish a written and clear anti-money laundering policy (the "Anti-Money Laundering Policy") with the aim of ensuring the Company's awareness of the risks arising out of money-laundering and terrorist financing and means of confronting such risks.	(أ) تضع الشركة سياسة مكتوبة وواضحة لمكافحة غسل الأموال ("سياسة مكافحة غسل الأموال") تهدف لتوعية الشركة بخصوص المخاطر التي تنشأ عن غسل الأموال وتمويل الإرهاب وسبل مواجهتها.
	(b) The Anti-Money Laundering Policy shall be adopted by a resolution of the Board, and shall enter into effect and be amended, as necessary, in accordance with its provisions.	(ب) يتم اعتماد سياسة مكافحة غسل الأموال بقرار من مجلس الإدارة، وتدخل حير النفاذ وتكون قابلة للتعديل – حسب الحاجة – وفقاً لأحكامها.
2.16	Investors Relations Policy	١٦-٢ سياسة علاقات المستثمرين
	 (a) The Company shall establish a written and clear investors relations policy (the "Investors Relations Policy") with the aim of setting out the Company's overall guidelines on how to communicate with investors. (b) The Investors Relations Policy shall be adopted by a resolution of the Board, and shall enter into effect and be amended, as necessary, in accordance 	(أ) تضع الشركة سياسة مكتوبة وواضحة لعلاقات المستثمرين") تهدف لتوضيح المبادئ التوجهية الكلية للشركة حول كيفية التواصل مع المستثمرين. (ب) يتم اعتماد سياسة علاقات المستثمرين بقرار من مجلس الإدارة، وتدخل حيز النفاذ وتكون قابلة للتعديل — حسب الحاجة — وفقاً لأحكامها.
D 111	with its provisions.	and the telegraphy at the first
	9: Retention of Documents	الباب العاشر: الاحتفاظ بالوثائق
1.	Retention of Documents	١ الاحتفاظ بالوثائق
1.1	The Company shall retain all minutes, documents, reports and other papers (including the reports of the Board and the Audit Committee) that are relevant to this Manual and are required to be maintained under the Applicable Law, in the Company's head office for a period of not less than ten years. Without prejudice to this period, the Company, in case of any lawsuit (filed or threatened to be filed), ongoing claim or any investigation relating to such minutes, documents, reports or papers,	1-۱ يجب على الشركة أن تحتفظ بجميع المحاضر والمستندات والتقارير والوثائق الأخرى المطلوب الاحتفاظ بها بموجب الأنظمة السارية وذات الصلة بهذه اللائحة في مقر الشركة الرئيس لمدة لا تقل عن عشر سنوات، وأن يشمل ذلك تقرير مجلس الإدارة وتقرير لجنة المراجعة. ومع عدم الإخلال بهذه المدة، يجب على الشركة في حال وجود دعوى قضائية (بما في ذلك أي دعوى قائمة أو مهدد بإقامتها) أو مطالبة أو أي إجراءات تحقيق قائمة تتعلق بتلك المحاضر أو المستندات أو التقارير أو الوثائق الاحتفاظ بها لحين انتهاء تلك الدعوى القضائية أو المطالبة أو إجراءات التحقيق

	shall maintain the same until such ongoing	القائمة.	
	lawsuit, claim or investigation is concluded.		
Part 1	1: Closing Provisions	الحادي عشر: أحكام ختامية	الباب
1.	Entry to Effect and Review	النفاذ والمراجعة	١
1.1	This Manual shall be adopted by a resolution of	تعتمد هذه اللائحة بموجب قرار من مجلس الإدارة وتكون نافذة	1-1
	the Board, and shall enter into effect from the date on which it is approved by the Board.	من تاريخ اعتمادها من مجلس الإدارة. وتسري متطلبات النشر	
	Whereas requirements in connection with	والإفصاح والتبليغ التي تنطبق على الشركات المدرجة أسهمها في	
	disclosure, transparency and reporting of listed	السوق – بموجب الأنظمة السارية – اعتباراً من تاريخ إدراج أسهم	
	companies shall be applicable to the Company from the date of listing of the Shares on the	الشركة في السوق.	
	Exchange, in accordance with the Applicable		
	Law.		
1.2	The Audit Committee shall periodically review	تقوم لجنة المراجعة بمراجعة أحكام هذه اللائحة بصفة دورية	Y-1
	the provisions of this Manual and recommend any amendments relating thereto.	وتقديم توصياتها بأي تعديلات عليها لمجلس الإدارة.	
1.3	Any amendments to this Manual shall be	تعتمد أي تعديلات على هذه اللائحة بالطريقة ذاتها التي اعتُمدت	٣-١
	adopted in the same manner in which this Manual was adopted.	بها هذه اللائحة.	
1.4	To the extent that any provision of this Manual	في حال تعارض أي من أحكام هذه اللائحة مع الأحكام واجبة	٤-١
	is deemed conflicting and/or non-compliant with any more stringent mandatory	التطبيق وفقاً للأنظمة السارية، أو أي تعديلات لاحقة عليها، فيحل	
	with any more stringent mandatory requirements pursuant to the Applicable Law, or	هذا الأخير محله.	
	any amendments thereto, the latter shall		
	supersede and prevail.		

* * *

Appendix 1	الملحق (١)
Definitions and Abbreviations	التعريفات والمصطلحات
A&D Policy - The Authority and Delegation Policy of	سياسة الصلاحيات والتفويض: سياسة الصلاحيات والتفويض التي
the Company issued in accordance with Section 2.12 of Part 9 of this Manual.	تصدرها الشركة وفقاً للفقرة ٢-٢ ١ من الباب التاسع من هذه اللائحة.
Annual Report - A report prepared by the IAD on an	التقرير السنوي: التقرير الذي تعده إدارة التدقيق الداخلي وفقاً للفقرة ٢-
annual basis in accordance with Section 2.7 of	٧ من الباب السادس من هذه اللائحة.
Part 6 of this Manual.	
Applicable Law - The laws, regulations, decrees, orders, rules and any other instruments having the force of law in	الأنظمة السارية: الأنظمة والتعليمات والمراسيم والأوامر السامية
the Kingdom of Saudi Arabia, as they may be issued and	والقواعد وغيرها من الأدوات التي لها قوة القانون في المملكة العربية
in force from time to time.	السعودية، والتي من الممكن إصدارها ونفاذها من وقت إلى آخر.
Auditor - The external auditors appointed by the	
Company in accordance with Section 1.1 of Part 7 of this	مراجع الحسابات: مراجع الحسابات الذي تعينه الشركة وفقاً للفقرة ١-١
Manual.	من الباب السابع من هذه اللائحة.
Board - The Board of Directors of the Company.	مجلس الإدارة: مجلس إدارة الشركة.
Bylaws - The Bylaws of the Company.	التظام الأساس: النظام الأساس للشركة.
CEO - The Chief Executive Officer of the Company.	الرئيس التنفيذي: الرئيس التنفيذي للشركة.
Chairman - The Chairman of the Board.	رئيس المجلس: رئيس مجلس إدارة الشركة.
Committees - The Audit Committee, and Nomination	اللجان: لجنة المراجعة ولجنة الترشيحات والمكافآت، بالإضافة إلى أي لجنة
and Remuneration, in addition to any other committee	أخرى يتم تشكيلها وفقاً للفقرة ١-٢ من الباب الرابع من هذه اللائحة.
formed in accordance with Section 1.2 of Part 4.	
Company - Arabian Drilling Company.	الشركة: شركة الحفر العربية.
Conflict of Interest Policy - The Conflict of Interest	سياسة تعارض المصالح: سياسة تعارض المصالح التي تصدرها الشركة
Policy of the Company issued in accordance with Section	وفقاً للفقرة ٢-١ من الباب التاسع من هذه اللائحة.
2.1 Part 9 of this Manual.	
Deputy Chairman - The Deputy Chairman of the Board.	نائب رئيس مجلس الإدارة: نائب رئيس مجلس إدارة الشركة.
Director - A member of the Board.	عضو مجلس الإدارة: عضو مجلس إدارة الشركة.
Disclosure Policy - The Disclosure Controls and	سياسة الإفصاح: سياسة الإفصاح التي تصدرها الشركة وفقا للفقرة ٢-٢
Procedures Policy of the Company issued in accordance	من الباب التاسع من هذه اللائحة.
with Section 2.2 of Part 9 of this Manual.	
Dividend Distribution Policy - The Dividend	سياسة توزيع الأرباح: سياسة توزيع الأرباح التي تصدرها الشركة وفقا
Distribution Policy of the Company issued in accordance with Section 2.3 of Part 9 of this Manual.	للفقرة ٢-٢ من الباب التاسع من هذه اللائحة.
Exchange - The Saudi Stock Exchange (Tadawul).	السوق: السوق المالية السعودية (تداول).
General Assembly - A general assembly of the	الجمعية العامة: الجمعية العامة للمساهمين (مالكي الأسهم) التي تنعقد
Shareholders (holding Shares) convened in accordance	وفقاً لنظام الشركة الأساس.
with the Bylaws.	
IAD - The Internal Control and Audit Department of the Company.	إدارة المراجعة الداخلية: إدارة المراجعة الداخلية في الشركة.
Head of the Internal Audit Department - The Head of the Internal Audit Department of the Company.	مدير إدارة المراجعة الداخلية: مدير إدارة المراجعة الداخلية للشركة.
and internal Addit Department of the Company.	

Internal Auditors - Employees of the Company (or other	المراجعين الداخليين: موظفو الشركة أو المستعان بهم من خارج الشركة
contracted parties) who are assigned to work as internal	والمسند إليهم العمل كمراجعين داخليين في إدارة المراجعة الداخلية في
auditors in the IAD.	الشركة.
Internal Audit Plan - The internal audit plan of the Company prepared in accordance with Section 2.5 of Part 6 of this Manual.	خطة المراجعة الداخلية: خطة المراجعة الداخلية التي تعدها الشركة وفقاً
	للفقرة ٢-٥ من الباب السادس من هذه اللائحة.
Internal Control System - Internal control and audit system of the Company.	نظام الرقابة الداخلية: نظام الرقابة والمراجعة الداخلية للشركة.
Insider Trading Policy – The Insider Trading Policy of	سياسة التداول بناءً على معلومات داخلية: سياسة التداول بناءً على
the Company issued in accordance with Section 2.5 of	معلومات داخلية التي تصدرها الشركة وفقاً للفقرة (٢-٥) من الباب التاسع
Part 9 of this Manual.	من هذه اللائحة.
Management Committees - Management-level	اللجان الإدارية: اللجان المشكلة على المستوى الإداري وفقاً للفقرة ٢ من
committees of the Company formed in accordance with Section 2 of Part 5 of this Manual.	الباب الخامس من هذه اللائحة.
Manual - This Corporate Governance Manual.	اللائحة: لائحة الحوكمة الداخلية للشركة.
Nomination Policy - The Nomination Policy of the	سياسة الترشيحات: سياسة الترشيحات التي تصدرها الشركة وفقاً للفقرة
Company issued in accordance with Section 2.6 of Part 9	٢-٢ من الباب التاسع من هذه اللائحة.
of this Manual.	
Quarterly Report - A report prepared by the IAD on a quarterly basis in accordance with Section 2.6 of Part 6	التقرير ربع السنوي: التقرير الذي تعده إدارة المراجعة الداخلية وفقاً
of this Manual.	للفقرة ٢-٢ من الباب السادس من هذه اللائحة.
Remuneration Policy - The Remuneration Policy of the	سياسة المكافآت: سياسة المكافآت التي تصدرها الشركة وفقاً للفقرة ٢-٧
Company issued in accordance with Section 2.7 of Part 9 of this Manual.	من الباب التاسع من هذه اللائحة.
Risk Management Policy - The Risk Management	سياسة إدارة المخاطر: سياسة إدارة المخاطر التي تصدرها الشركة وفقاً
Policy of the Company issued in accordance with Section 2.10 of Part 9 of this Manual.	للفقرة ٢-١٠ من الباب التاسع من هذه اللائحة.
Secretary - The Secretary of the Board.	أمين السر: أمين سر مجلس الإدارة.
Senior Executives or Executive Management - Persons	كبار التنفيذيين أو الإدارة التنفيذية: الأشخاص المنوط بهم إدارة عمليات
responsible for managing the daily operations of the	الشركة اليومية، واقتراح القرارات الاستراتيجية وتنفيذها، كالرئيس
Company, and proposing and executing strategic decisions, such as the CEO and his/her delegates and the	التنفيذي ونوابه ومدير الشؤون المالية.
Chief Financial Officer.	12 (035 (03.0 3 .53)
Shareholders - The Shareholders of the Company.	المساهمين: مساهمو الشركة.
Shares - The ordinary shares of the Company.	الأسهم: الأسهم العادية للشركة.
Corporate Social Responsibility Policy - The Corporate	سياسة المسؤولية الاجتماعية: سياسة المسؤولية الاجتماعية التي
Social Responsibility Policy of the Company issued in accordance with Section 2.13 of Part 9 of this Manual.	تصدرها الشركة وفقاً للفقرة ٢-١٣ من الباب التاسع من هذه اللائحة.
Stakeholder Policy - The Stakeholder Policy of the	سياسة أصحاب المصالح: سياسة أصحاب المصالح التي تصدرها الشركة
Company issued in accordance with Section 2.4 of Part 9 of this Manual.	وفقاً للفقرة ٢-٤ من الباب التاسع من هذه اللائحة.

Professional Conduct and Ethics Policy - The Professional Conduct and Ethics Policy issued by the Company in accordance with Section 2.9 of Part 9 of this	سياسة السلوك المني والقيم الأخلاقية: سياسة السلوك المني والقيم الأخلاقية التي تصدرها الشركة وفقاً للفقرة ٢-٩ من الباب التاسع من هذه اللائحة.
Manual.	
Whistleblowing Policy - The Whistleblowing Policy of	سياسة الإبلاغ عن الممارسات المخالفة: سياسة الإبلاغ عن الممارسات
the Company issued in accordance with Section 2.8 of	المخالفة التي تصدرها الشركة وفقاً للفقرة ٢-٨ من الباب التاسع من هذه
Part 9 of this Manual.	اللائحة.