

**Proposed Amendments to Article (7) of the Chairman of Authority’s Board of Directors’  
Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance  
Guide**

<b>Current Text</b>	<b>Proposed Text</b>
<p>A. The Board shall elect, by secret voting from among its members, a Chairman and Deputy Chairman. The Deputy Chairman shall substitute the Chairman during the Chairman absence or if he is unable to attend.</p> <p>B. The Board Chairman shall not hold the position of company manager and/or Managing Director or any other executive position in the Company.</p> <p>C. The Board has the authority to elect from its members a member to serve as a managing director, defining their responsibilities and remuneration. The appointed member is not</p>	<p>A. The Board shall elect, by secret voting from among its members, a Chairman and Deputy Chairman. The Deputy Chairman shall substitute the Chairman during the Chairman absence or if he is unable to attend.</p> <p>B. The Board Chairman shall not hold the position of company manager and/or Managing Director or any other executive position in the Company. <b>As an exception, it is permissible to hold the position of the Board Chairman and the position of company manager, and/or Managing Director, in accordance with the following controls:</b></p>

allowed to serve simultaneously as CEO or general manager in another company.

1. The Deputy Chairman of the Board of Directors shall be an independent member and shall chair the meetings during which the performance of the Company's executive management is discussed.
2. At least three-quarters of the members of the Board of Directors should be independent members.
3. The Board Chairman shall not participate in the annual evaluation process of the Board of Directors' performance, as stipulated in accordance with the provisions of Article (12) of this Decision.
4. Providing a special disclosure to the company's shareholders if the Board Chairman hold the position of the company manager and/or Managing Director by publishing that on the

company's website and the company's annual report which submitted to the general assembly. The disclosure shall include the reasons and justifications for that.

- C. The Board has the authority to elect from its members a member to serve as a managing director, defining their responsibilities and remuneration. The appointed member is not allowed to serve simultaneously as CEO or general manager in another company.