

Audit committee work list

Purpose -1

The Audit Committee assists the Board of Directors in performing its duties and carrying out its responsibilities related to the competencies, tasks and responsibilities assigned to it according to what is stated in these regulations, or those referred to it by the Board of Directors. With the results it achieves or the decisions it takes transparently, and its minutes containing the results of its work and any reports issued by it are presented to the Board of Directors on a regular basis to take decisions in their regard, and the Board of Directors should follow up with the Committee regularly . To verify the practice . of the business entrusted to it

Formation of the audit committee -2

2-1 Organic

- 1- audit approves the , company's general assembly, based on a recommendation from the Board of Directors ,committee's work regulations, provided that these regulations include the committee's work controls and procedures its tasks, the rules for selecting its members, the term of their membership and their remuneration, and the .mechanism for temporarily appointing its members in the event that one of the committee's seats becomes vacant
- 2-) shall be formed by a decision of the Ordinary General Assembly of three (3) members as a minimum More than five members , whether from shareholders or others, and not including any of the executive members of the Board of (5 Directors. The resolution shall specify the tasks of the committee, its work controls, and the remuneration of its .members , and that one of them is specialized in financial and accounting affairs
- 3- . The Chairman of the Audit Committee shall be an independent member
- 4- The term of office of the members of the Committee shall be equal to the term of the membership of the Board of Directors, where the members of the Committee are elected for a period of three (3) years. It is possible to renew the appointment of the members of the Committee upon the expiry of their term of office by a decision of the General .Assembly
- 5- The Chairman of the Board of Directors and/or the Chairman of the Executive Committee of the Company may not .be selected for membership in the Audit Committee
- 6- The chairman of the committee may appoint a member of the committee as his deputy for the purpose of chairing the .committee's meetings in the event of his absence

2-2 Rules for selecting members of the audit committee

- 1- The General Assembly appoints - based on the nomination of the Board of Directors - members of the Audit : Committee in accordance with the following selection rules

- 2- .The candidate must have a university qualification and be familiar with the nature of the company's activity
- 3- .Integrity, credibility, responsibility and honesty
- 4- The candidate should not have been convicted of committing an act of dishonor or dishonesty or breach of rules and regulations .in KSA
- 5- A person who works or has worked during the past two years in the executive or financial management of the .company, or with the company's auditor , may not be a member of the audit committee
- 6- ,That the selection of the candidate for membership in the committee be consistent with the relevant rules regulations and instructions.

2-3 Member qualifications

All committee members must meet applicable regulatory and/or regulatory requirements (if any). Among them should be a .specialist in financial and accounting affairs

2-4 Independence of the members of the audit committee

The Board of Directors should consider the following guidelines regarding independence when nominating new members - :to the committee , as each member of the committee shall be characterized by the following

- :To be a non-executive member Any member of the board of directors who is not free to manage the company or Participate in her daily chores. And based on the Corporate Governance Regulations issued by the Capital Market .Authority, executive board members may not be appointed to the Audit Committee

2-5 Member Rewards

- 1- Committee members are entitled to an annual remuneration in accordance with the remuneration policy for members of the Board of Directors and committees emanating from the Board and senior executives approved by the .company's general assembly
- 2- The report of the Board of Directors submitted to the General Assembly will include details about the remuneration .and compensation of the members of the Committee

2-6 Introduction and training

- 1- Given the complex nature of corporate business activities , the variety of accounting processes and policies, and frequent changes to financial accounting standards, even the most experienced committee members may benefit from and should take this into account. The new members of the committee also need to attend an introductory

session that enables them to understand their role and the financial reporting process in the company in order to contribute effectively to adding value to the company within a short period of time

- 2- Committee members also need to know the company's strategic plans and be aware of the most important issues related to the relevant financial and accounting management, risk management, significant legal issues, compliance programs and operations, professional conduct, key policies, management structure, executives, internal auditors and the company's auditor

2-7 Resignation

- 1- Any member of the committee may resign from the committee's membership by submitting a written notice to the chairman of the board of directors with a copy of the committee chairman, and the resignation becomes effective as of the date of the board chairman's approval of the resignation or a later date specified by the chairman of the board

2-8 Termination of membership of the Committee

- 1- -:The membership of a committee member expires at the end of its term or in any of the following cases
 - .Death
 - .Resignation
 - .Having a mental illness or physical disability that prevents him from performing his duties on the committee
 - .Issuance of a court ruling declaring his bankruptcy or insolvency or requesting a settlement with his creditors
 - . Conviction of committing a dishonorable act fidelity or fraud
 - Absence of a member from attending three meetings of the committee in a year without prior permission from the head of the committee or an excuse accepted by the committee
- 2- Committee members may be dismissed with or without cause by a decision from the general assembly Based on a recommendation by the Board of Directors by a decision voted by the majority of the Board members

2-9 Vacancy of one of the committee seats

- 1- If the position of a member of the Committee becomes vacant during the term of membership, the Board may appoint- Temporarily - A member in the vacant position, provided that the appointment is presented to the General Assembly at its first meeting for approval, and the new member completes the term of his predecessor

Scope of authority -3

- :The Audit Committee, in order to perform its duties

- 3-1 ,Seek assistance from experts and specialists from within or outside the company within the limits of its powers provided that this is included in the minutes of the committee's meeting with the name of the expert and his relationship with the company or the executive management

- 3-2 . The power to conduct or authorize investigations into matters falling within the scope of its responsibility
- 3-3 .Take decisions authorized by the Council
- 3-4 .The right to review the company's records and documents
- 3-5 .To request any clarification or statement from the members of the board of directors or the executive management
- 3-6 To request the board of directors to invite the company's general assembly to convene if the board of directors . obstructs its work or the company suffers serious damage or losses

Committee terms of reference, powers and responsibilities -4

The Audit Committee is responsible for monitoring the company's business and verifying the integrity and integrity of its - : reports, financial statements and internal control systems. The committee's tasks include in particular the following

4-1 auditor

- 1- Recommending to the Board of Directors to nominate and dismiss auditors, determine their fees and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of contracting .with them
- 2- Approving any work outside the scope of the audit work that they are assigned to do while they are performing the .audit work, in a way that does not conflict with the legal requirements in this regard
- 3- Studying the auditor's report and his notes on the financial statements and following up on what has been done in .this regard
- 4- . Answer the company's auditor's inquiries
- 5- .Communicate and maintain relationship with the auditor
- 6- .Identify the partner responsible for the external audit work and meet with him when needed
- 7- Building expectations regarding the nature and method of communication with the auditor, as well as exchanging .ideas about financial reporting, related systems, and the control environment in the company
- 8- Reviewing the auditor's plan and his work, and verifying that he did not submit technical or administrative works .outside the scope of the audit work, and expressing its views in this regard
- 9- Reviewing and approving the non-audit services provided by the auditor. The auditor submits his reports directly to .the audit committee, which supervises the resolution of disputes between management and the auditor, if they arise The committee will consider whether the auditor's performance in providing services not related to audit work does .not conflict with his independence
- 10- with the auditor any problems or difficulties encountered while performing the audit work, and the management's response to that . The Audit Committee (the auditors' report on the financial statements) and the auditor's report on the internal control procedures from the time these reports were prepared, shall have timely discussions with the - :auditor on the following

- .All significant accounting practices and policies
 - All alternative treatments for the financial information that have been discussed with management, the reasons .for their use, and the preferred treatment by the auditor
 - Written correspondence between the auditor and management including, but not limited to, the auditor's notes report and a list of settlement entries and variances. The committee follows up on the actions taken regarding the .auditor's observations in this regard
- 11- Verify the auditor's independence, objectivity , fairness, and effectiveness of audit work, taking into account the .relevant rules and standards
- 12- Apply the instructions and directives issued by the Capital Market Authority and the relevant authorities to the .updates that are issued from time to time, in connection with the appointment of the auditor

4-2 internal audit

- 1- . Studying and reviewing the company's internal and financial control and risk management systems
- 2- Oversight and supervision of the performance and activities of the internal auditor and the internal audit department to verify the availability of the necessary resources and their effectiveness in performing the work , in the company . and assigned tasks
- 3- Reviewing and approving the work list, plans, activities, staffing, and organizational structure of the Internal Audit .Department
- 4- .Discussing and approving the appointment and dismissal of the external party providing internal audit services
- 5- Recommending to the Board of Directors the appointment of the director of the internal audit unit or department or .the internal auditor and proposing his remuneration
- 6- Ensure that there are no unjustified restrictions or limitations in the appointment, replacement or termination of the .services of the internal audit provider (as appropriate)
- 7- Review the effectiveness of the internal audit function, including adherence to the IIA International Standards for the . Professional Practice of Internal Auditing
- 8- Review periodically with the internal auditors any difficulties and disagreements with management or a limitation in .the scope of the audit while working
- 9- Ensure that the internal audit plans cover the activities and operations of the Saudi Paper Manufacturing Company .and related risks. This includes review and approval of the internal audit plan and risk assessment
- 10- Studying internal audit reports (or executive summaries) and following up the implementation of corrective .measures for the notes contained therein

4-3 Commitment Guarantee

- 1- Reviewing the results of the reports of the regulatory authorities and verifying that the company has taken the necessary measures in this regard
- 2- .Verify the company's compliance with relevant laws, regulations, policies and instructions
- 3- Reviewing the contracts and transactions proposed to be conducted by the company with related parties, and presenting its views in this regard to the Board of Directors
- 4- Raise the issues it deems necessary to take action on to the Board of Directors, and make recommendations for the actions to be taken

4-4 Management of the Saudi Paper Manufacturing Company

- The following are the duties and responsibilities of the Audit Committee in relation to the operations of
- :supervising the company's business and management's responsibilities

Overseeing accounting and financial reports

- 1- .Verification of accounting estimates in the material issues contained in the financial reports
- 2- Studying the accounting policies followed in the company and expressing an opinion and recommendation to the Board of Directors in this regard
- 3- Studying the company's initial and annual financial statements before submitting them to the Board of Directors and expressing its opinion and recommendation in this regard to ensure its integrity, fairness and transparency
- 4- Expressing a technical opinion - at the request of the Board of Directors - on whether the report of the Board of Directors and the company's financial statements are fair, balanced and understandable and include information that allows shareholders and investors to evaluate the company's financial position, performance, business model and strategy
- 5- .Study any important or unfamiliar issues included in the financial reports
- 6- ,Thoroughly researching any issues raised by the company's financial manager, the person in charge of the duties the company's compliance officer, or the auditor
- 7- .Review management responses to the Capital Market Authority's comments on the company's financial statements
- 8- Reviewing and following up the professional changes and related initiatives, and realizing the impact of this on the company's financial statements
- 9- Receiving and reviewing any disclosures from the executive management/auditor of the company related to the approval of the quarterly and annual reports in relation to the following
 - All significant shortcomings and fundamental weaknesses in the design or application of the internal control system related to the financial reporting process, which may therefore negatively affect the company's ability to record, process, summarize and report on the financial statements
 - Fundamental fraud and manipulation operations that involve the participation of management or other employees who play an important role in applying the company's internal control procedures

- 10- Review significant issues related to accounting policies and Financial statement disclosures, including any material changes in the Company's selection or application of accounting principles, accounting adjustments, or accounting policies, and material accounting differences; And the main issues related to the adequacy of the internal control systems applied in the company, and any special audit steps that were taken in light of the shortcomings in the .internal control systems
- 11- Review the analyzes prepared by the management and the auditor that include the fundamental problems in the .processes of preparing the financial statements and the estimates of the preparation of the financial statements
- 12- Review the credibility of the financial reporting processes (both internal and external) and the internal control system (including the systems and procedures for controlling disclosure and internal control over the financial .reporting process), in cooperation and consultation with the internal auditors and the auditor

Overseeing process control procedures

- 1- Establishing a mechanism that allows the company's employees to submit their observations regarding any abuse in financial or other reports confidentially. The committee shall verify the application of this mechanism by conducting an independent investigation commensurate with the extent of the error or abuse, and adopting . appropriate follow-up procedures

Relationship with the CFO (Vice President of Finance)

- 1- Thoroughly researching any issues raised by the company's financial manager, or whoever assumes his duties, the .company's compliance officer , or the auditor
- 2- Focus on the principle of "aspiration for excellence", culture and ethical behavior and control of financial .information issued by the financial department
- 3- Participate in identifying potential problems related to the classification, recording and reporting of financial .information
- 4- .Understand plans to meet new accounting and reporting requirements
- 5- .succession plans for the CFO and other individuals who hold key positions in the financial department

4-5 Risk Management

- 1- .Provide the committee on a quarterly / semi-annual basis with a report that includes the main risks of the company
- 2- Reviewing the company's procedures regarding the risk assessment and management process, in consultation with . the Risk Management Department and the Executive Committee

4-6 Company Board of Directors

- : company 's board of directors

- 1- .The committee reports directly to the board of directors

- 2- Submit an executive summary of the most important work carried out by the committee at each meeting of the board of directors, and provide the board of directors with a copy of the minutes of the committee's meeting
- 3- Providing an open means of communication between the internal audit, the auditor and the company's board of directors

4-7 Reporting infringing practices

The Audit Committee shall propose a list of policies and procedures for stakeholders to follow in submitting their complaints or reporting violating practices and submitting them to the Board of Directors for approval, taking into account : the following

- 1- Inform the Board of Directors of any actions or practices that may be issued by the Executive Management that violate the applicable laws, regulations and rules, or raise suspicion in the financial statements or internal control systems or others, and conduct the necessary investigation in this regard
- 2- .Maintain confidentiality of reporting procedures
- 3- .Assigning a competent person to receive and deal with complaints or communications from stakeholders
- 4- .Allocate a phone or e-mail to receive complaints
- 5- .Providing the necessary protection for stakeholders

4-8 Other responsibilities

- 1- Reviewing the committee's bylaws when necessary and recommending any necessary amendments to the Board of Directors
- 2- The committee shall prepare a report on its recommendations and opinion regarding the adequacy of the company's internal and financial control systems and risk management, and details of its performance of its functions and tasks stipulated in the Companies Law and the Implementing Regulations. The board of directors shall deposit sufficient copies of this report at the company's head office, and it shall be published on the company's website and the market's website upon publication of the invitation to convene the general assembly, to enable shareholders who wish to obtain a copy of it. A summary of the report will be read during the General Assembly
- 3- Reviewing and evaluating all reports and comments submitted by the company's auditor and other regulatory authorities such as the Capital Market Authority and others within the jurisdiction of the Committee
- 4- .Develop an annual plan and timetable for the activities of the committee for the next year at the end of each year .This includes periodic committee meetings
- 5- Conducting a self-assessment periodically (and the evaluation form contained in Appendix (A) can be used or ,modified or use any other form it deems appropriate) - optional - with regard to the purpose of the audit committee its tasks and responsibilities specified in this regulation, as well as the tasks and responsibilities of its members. The .purpose is to assess and ensure that all responsibilities specified in this regulation are carried out

- 6- Reviewing the minutes of the committee's previous meetings, following up on the decisions taken and documenting them in a follow-up table in order to follow up their implementation (the form contained in Appendix B or any other .(form that suffices the purpose can be used
- 7- .should spare no effort to attend all committee meetings and actively participate in the discussions
- 8- .Members must inform the Committee Chair in writing (or by e-mail) if they are unable to attend any meeting
- 9- If there is a conflict between the audit committee's recommendations and the decisions of the board of directors, or if the board refuses to accept the committee's recommendation regarding the appointment and dismissal of the company's auditor, determining his fees, evaluating his performance, or appointing the internal auditor, the report of the board of directors must include the committee's recommendation and its justifications, and the reasons for not . taking them
- 10- The committee member and other persons invited to the committee's meetings shall be obligated to maintain the confidentiality of the information made available to him and the documents he has access to, and they must not disclose it to any individual or entity in any way - even if his membership is terminated - unless authorized by the The Board of Directors, or to use any of this information to achieve a personal benefit for him or for one of his relatives or for others, and the company has the right to demand compensation in the event of a breach of the provisions of this .Article
- 11- There should be clear communication protocols between the committee and other committees with a view to ensuring a common understanding of the responsibilities of each committee. Lines of communication should be established between the Audit Committee and other committees, as determined by the Board, to exchange current .and relevant information and to work in a collaborative and complementary manner

4-9 Responsibility of the members of the audit committee

- 1- .Ensure attendance at committee meetings
- 2- .Ensuring the safety of the affairs and meetings of the committee
- 3- Obtaining the appropriate skills and training courses necessary to participate in the conduct of the affairs of the .Committee
- 4- .Participate in the decision-making and voting of the committee
- 5- Provide full support to the committee chairperson (and his deputy) in setting meeting agendas and reviewing .meeting minutes
- 6- Inform other members of the Committee of any change in regulations and leading practices that affect the role and .responsibilities of the Committee
- 7- The member must avoid situations that lead to a conflict of interests with the interests of the company . The conflict of interests means the existence of a direct or indirect interest for any member in a subject listed on the committee's

- agenda and that interest would influence (or Believing the effect of that interest) on the independence of the opinion .of the committee member who is supposed to be expressing his professional point of view
- 8- If a member has any conflict of interest in a topic listed on the committee's agenda, he must disclose that before starting the discussion of the topic, provided that this is recorded in the meeting minutes. In this case, he may not .attend the discussion of the relevant topic, participate in its discussion or vote on it
 - 9- A committee member may not have a direct or indirect interest in the contracts and works that are carried out for the account of the company, nor may he participate in any business that would compete with the company, or compete with the company in one of the branches of activity he is engaged in, unless he holds a license from the General .Assembly
 - 10- If the committee member fails to disclose his interest in the contracts and works carried out for the company's account, whether prior to his appointment as a member of the committee or during his membership, the company may claim before the competent judicial authority to rescind the contract and compensate or obligate the member to .pay any profit or benefit that he achieved from that
 - 11- If the committee member fails to disclose his participation in any work that would compete with the company or to compete with the company in one of the branches of the activity he is engaged in, the company may claim .compensation before the competent judicial authority

Chairman of the Committee -5

5-1 Appointment of the head of the committee

- .The chairperson of the committee is appointed by the board of directors by a majority vote

5-2 The role and powers of the chairperson

- 1- Determining procedures for organizing the work of the committee and ensuring that the committee completes its tasks . in full
- 2- Inviting the committee to a meeting with specifying the time, date and place of the meeting, after coordination with the . committee members
- 3- Preparing the agenda, taking into account the topics that one of the committee members wishes to include. In this regard, he may coordinate with the CEO and other executive administrators when needed to prepare and approve the . agendas of the committee's meetings
- 4- . Ensure that the appropriate information is available to enable the committee to carry out its responsibilities
- 5- Ensure that all items that require the approval of the committee or the recommendations of the committee to the board . of directors are specific and clear
- 6- . Ensure that external advisors appointed or to be appointed are appropriately qualified and independent

- 7- . Ensure that the committee can communicate directly with members of the executive management
- 8- The head of the committee must ensure that there is a good and transparent relationship between the committee and
. the auditor and the company's internal auditors
- 9- The Audit Committee shall prepare a report regarding the efficiency of the company's internal control system and the other work it has carried out within its jurisdiction, and the Board of Directors shall deposit sufficient copies of this report at the company's head office at least twenty-one days before the date of the annual general assembly to provide Each of the shareholders desires a copy of it, and the report is read out during the assembly. The chairman of the committee or whoever he delegates from among the members of the committee must attend the general assemblies to
.answer the shareholders' questions
- 10- . Representing the Committee before the Board of Directors and the General Assembly

Secretary of the Audit Committee -6

- 6-1 The committee should appoint a secretary whose term of office is equal to that of the committee (with the right to be
- :re-appointed) and who is responsible for the following
- 6-2 : Maintaining the committee's list, including
 - . Suggesting amendments to the regulation as needed
 - .Coordination and follow-up of the annual self-evaluation process for the members of the committee
- 6-3 Preparing correspondence in coordination with the Chairman of the Committee when the need arises, and directing
,these correspondences to members of the Committee, members of the Board of Directors and related parties
.including taking charge of the correspondence required to set the dates of the Committee's meetings or to invite them
- 6-4 .Coordination to provide information to members of the committee when it meets
- 6-5 Assisting the committee chairman in setting and preparing the agendas of the committee's meetings and circulating
them, after the committee chairman's approval, to the committee members in sufficient time before the date of those
.meetings
- 6-6 Attending the committee's meetings with the aim of preparing the minutes of the meetings, and providing the
committee members with a draft of these minutes within five working days, if possible, from the date of the meeting to
review them and express their comments on them (if any). The secretary of the committee reverses the amendments
to the first draft based on the comments received from the committee members on the minutes, and the final draft is
sent to the members within two working days from the date of receiving the notes in preparation for their approval
.and signing of the minutes by the committee members at the committee's next meeting

- 6-7 Documenting, circulating and following up on committee decisions when they are raised in subsequent committee meetings, and recording them in the relevant meeting procedures form (Annex (B))
- 6-8 ,Coordination with the parties that the committee requests to invite to its meetings. These parties include consultants .auditors or any other party

Meetings -7

7-1 Periodicity of meetings

- 1- The committee meets several times during the year as the committee deems necessary or appropriate in its estimation, provided that its meetings are not less than four meetings during the company's financial year
- 2- a member cannot attend in person, he may use any of the available means of communication to attend the committee meeting, and in all cases, this must be documented in the meeting minutes
- 3- .The committee holds its meetings over the phone or through one of the modern means of communication
- 4- .The audit committee meets periodically with the company's auditor, and with the company's internal auditor
- 5- .The internal auditor and the auditor may request a meeting with the audit committee whenever the need arises
- 6- .The committee may hold its meetings outside the company's headquarters with the approval of its chairman

7-2 Presence of consultants

- 1- No member of the Board of Directors or the Executive Management, except for the Secretary of the Committee, shall have the right to attend the meetings of the Committee unless the Committee requests hearing his opinion or obtaining his advice. Members who are not members of the Committee will participate in their own discussions but .will not have the right to vote on the Committee's decisions
- 2- A request for the attendance of consultants can be proposed and referred to in the meeting agendas that are .circulated prior to the meeting dates. The request is approved by the committee chair before the meeting dates

7-3 Quorum for attendance , agenda and decisions

- 1- A quorum for any committee meeting is attended by the majority of its members, including the chairman or his .deputy in his absence
- 2- ,The committee decides on its agenda when it is convened, and in the event of any member objecting to this agenda this must be recorded in the minutes of the committee meeting, and every member of the committee has the right to .suggest adding any item to the agenda
- 3- The committee's decisions and decisions are recorded in the minutes of the meeting, and all the committee's decisions are taken by a vote of the majority of its members present in a meeting duly called for, where no member

- may authorize any other person or any other member of the committee to attend on his behalf. When the votes are equal, the side with which the head of the committee voted shall prevail
- 4- at the discretion of the (The committee's decisions may be voted on and approved by scrolling (including by e -mail committee chair. Any decision issued by the members of the Committee in this case shall be considered valid as if it had been taken at a meeting that was called and which was duly convened
 - 5- Minutes of meetings must be signed by all members of the Committee present, provided that the minutes of meetings of the Audit Committee are kept for a period of no less than ten years
 - 6- The committee's documents and meeting minutes are considered confidential and only authorized persons can see them. The external auditor may view them and reproduce what he desires under the supervision of the secretary without obtaining copies of them
 - 7- In the event that the work requires that the supervisory authorities review the committee's documents, the General Secretariat of the Council shall supervise this

Access and publication -8

, The policy (and any subsequent amendments to it) shall be effective from the date of approval by the General Assembly and the company shall publish it in accordance with any legal requirements imposed by the competent authorities

Supplements -9

9-1 Appendix A - Self-Assessment of Audit Committee Members

The self-assessment was prepared on the basis that each member of the committee would fill it out independently. The committee chair then leads a discussion on the results of the model, focusing on those areas that clearly need improvement or where there is a significant discrepancy in the responses. Alternatively, the self-assessment can be carried out as a group activity under the supervision of the committee chair or an outside party

| current performance | | | | | | not available used if the criteria are not (met | Standards |
|---------------------|-----------------|---------|---------|----------------|-------------------|-------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| I agree | I totally agree | I agree | neutral | I do not agree | Strongly Disagree | | |
| 4 | 5 | 4 | 3 | 2 | 1 | | |
| | | | | | | | scope of authority |
| | | | | | | | ?Was the committee's list approved |
| | | | | | | | Does the committee periodically review its bylaws and issues its recommendations to the ?council with any necessary changes |
| | | | | | | | Does the regulation (the committee's - :regulation) include the following |

| current performance | | | | | | not available used if the criteria are not (met | Standards |
|---------------------------------|-----------------|---------|---------|----------------|-------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| I agree | I totally agree | I agree | neutral | I do not agree | Strongly Disagree | | |
| 4 | 5 | 4 | 3 | 2 | 1 | | |
| | | | | | | | <ul style="list-style-type: none"> Follow up the integrity of the financial . statements |
| | | | | | | | <ul style="list-style-type: none"> review of the financial control system . The company's internals |
| | | | | | | | <ul style="list-style-type: none"> Reviewing the company's risk .management system |
| | | | | | | | <ul style="list-style-type: none"> Follow up and review the effectiveness of the internal audit .department in the company |
| | | | | | | | <ul style="list-style-type: none"> Recommending to the Board of Directors to nominate and dismiss auditors, determine their fees and evaluate their performance, after verifying their independence and reviewing the scope of their work and . the terms of contracting with them |
| | | | | | | | <ul style="list-style-type: none"> Monitor the efficiency and effectiveness of the performance of . the auditor and his independence |
| Membership and formation | | | | | | | |
| | | | | | | | Are the committee members from the ?independent/non-executive board members |
| | | | | | | | Are the Chairman of the Board of Directors and the Chairman of the Executive Committee excluded from the membership of the ?Committee |

| current performance | | | | | | not available used if the criteria are not (met | Standards |
|----------------------------------|-----------------|---------|---------|----------------|-------------------|-------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| I agree | I totally agree | I agree | neutral | I do not agree | Strongly Disagree | | |
| 4 | 5 | 4 | 3 | 2 | 1 | | |
| Meetings | | | | | | | |
| | | | | | | | Does the committee meet periodically (at least ?(four times a year |
| | | | | | | | ?Do members attend committee meetings well |
| | | | | | | | Do committee meetings allow sufficient time ?for discussions and questions |
| | | | | | | | Are meeting agendas and relevant background information dispatched in a timely manner to enable members to consider issues fully and ?appropriately |
| | | | | | | | Is there sufficient time between committee and board meetings to allow for any emerging work to be carried out and to inform the board when ?needed |
| | | | | | | | Does the committee invite non-members to ?attend its meetings when necessary |
| | | | | | | | Are there arrangements for the committee meeting with the internal auditors and the auditor during the year without the presence of ?management |
| | | | | | | | Does the chairperson of the committee communicate primarily and other members secondary to key individuals involved in ,corporate governance on an ongoing basis such as the chairperson, CEO, vice president of ?finance, internal auditors, and auditor |
| Operations and Procedures | | | | | | | |

| current performance | | | | | | not available used if the criteria are not (met | Standards |
|---------------------|-----------------|---------|---------|----------------|-------------------|-------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| I agree | I totally agree | I agree | neutral | I do not agree | Strongly Disagree | | |
| 4 | 5 | 4 | 3 | 2 | 1 | | |
| | | | | | | | ,Do committee members have the skills ?experience and time to carry out their duties |
| | | | | | | | Is one of the committee members specialized in ?financial and accounting affairs |
| | | | | | | | Is an induction program (dealing with the committee's role and terms of reference and an overview of the company's business, business and key financial aspects) offered to new ?committee members |
| | | | | | | | Do committee members receive relevant updates and training on matters relating to the company's financial reports and internal ?system on a continuous and timely basis |
| | | | | | | | Is the cash provided to enable her to obtain independent legal, accounting or other advice ?when she believes it is necessary to do so |
| | | | | | | | company's financial statements , interim reports, preliminary announcements and ?related official statements |
| | | | | | | | Does the committee consider whether the company has followed appropriate accounting policies and made appropriate estimates and ?judgments when necessary |

| current performance | | | | | | not available used if the criteria are not (met | Standards |
|---------------------|-----------------|---------|---------|----------------|-------------------|-------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| I agree | I totally agree | I agree | neutral | I do not agree | Strongly Disagree | | |
| 4 | 5 | 4 | 3 | 2 | 1 | | |
| | | | | | | | Has the committee reviewed the clarity and completeness of the disclosures in the interim and annual financial statements, the initial announcements and the relevant official ? disclosures |
| | | | | | | | Does the committee, after reviewing the financial statements, if it is not satisfied with any aspect of these statements, inform the board of these opinions and request that ?appropriate changes be made |
| | | | | | | | company's internal financial control procedures ? |
| | | | | | | | Does the committee assist the board of directors in evaluating management procedures in identifying, evaluating, managing and following up on financial and non-financial ?risks |
| | | | | | | | Does the committee receive and review the reports submitted by the management on the effectiveness of the systems that the administration has employed and the results of any tests carried out by the internal auditors ?and the auditor in this regard |
| | | | | | | | Has the Committee reviewed the data included in the annual report regarding the risk management process and the Board's review of ?the adequacy of that process |

| current performance | | | | | | not available used if the criteria are not (met | Standards |
|-------------------------------|-----------------|---------|---------|----------------|-------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| I agree | I totally agree | I agree | neutral | I do not agree | Strongly Disagree | | |
| 4 | 5 | 4 | 3 | 2 | 1 | | |
| internal audit process | | | | | | | |
| | | | | | | | Did the committee recommend to the board of directors the appointment of a director of the internal audit unit or department or the ? internal auditor and suggest his remuneration |
| | | | | | | | Has the committee reviewed and evaluated the independence and objectivity of the internal ?audit department |
| | | | | | | | Does the committee make sure that the internal auditor has direct communication with the chairman of the board and the committee and ?is accountable to the committee |
| | | | | | | | Does the committee review and approve the fees of the bodies providing internal audit ?? services |
| | | | | | | | Does the committee make sure that the internal audit department has the necessary resources and access to information to enable it to carry ?out its tasks |
| | | | | | | | Does the committee review, evaluate and ?approve the annual internal audit work plan |
| | | | | | | | Does the committee periodically receive a report on the results of the work of the internal auditors and follow up on the management's response to the results and recommendations ?of the internal auditor |

| current performance | | | | | | not available used if the criteria are not (met | Standards |
|----------------------|-----------------|---------|---------|----------------|-------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| I agree | I totally agree | I agree | neutral | I do not agree | Strongly Disagree | | |
| 4 | 5 | 4 | 3 | 2 | 1 | | |
| | | | | | | | Does the committee meet with the internal auditors at least once without management ?being present |
| | | | | | | | Does the committee work on following up and evaluating the role and effectiveness of the internal audit department in evaluating the ? company's risk management system |
| | | | | | | | Does the committee make sure that there is coordination and cooperation between the ?internal audit and the auditor |
| | | | | | | | Does the committee ensure that the internal audit department follows the standards for the professional practice of internal auditing issued ?by the association of internal auditors |
| audit process | | | | | | | |
| | | | | | | | Does the committee assume the responsibility ?of supervising the work of the auditor |
| | | | | | | | Does the committee nominate and dismiss auditors, determine their fees and evaluate their performance, after verifying their independence and reviewing the scope of their ? work and the terms of their contract |
| | | | | | | | Does the committee ensure the auditor's ? independence, objectivity and fairness |
| | | | | | | | ? and objectivity of the auditor |

| current performance | | | | | | not available used if the criteria are not (met | Standards |
|---------------------|-----------------|---------|---------|----------------|-------------------|-------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| I agree | I totally agree | I agree | neutral | I do not agree | Strongly Disagree | | |
| 4 | 5 | 4 | 3 | 2 | 1 | | |
| | | | | | | | Does the committee regularly request information from the auditor about the auditors' policies and procedures to maintain independence and to monitor compliance with ?relevant requirements such as re-appointment |
| | | | | | | | Does the committee monitor the auditor's compliance with the applicable professional code of conduct regarding the rotation of audit partners and the fee levels paid by the company in proportion to the total fee income ,of the chartered accountant, firm and partner ?and other relevant regulatory requirements |
| | | | | | | | Has the committee prepared and recommended a policy to the Board regarding the provision of other services not related to ?the audit by the auditor |
| | | | | | | | Does the committee have a policy that specifies non-audit work from which the auditor is excluded, which the auditor can participate in without referring to the committee, and on which decisions must be made on a case-by- ?case basis |
| | | | | | | | Does the committee review the nature and scope of non-audit services provided by ?auditors |

| current performance | | | | | | not available used if) the criteria are not (met | Standards |
|---------------------|-----------------|---------|---------|----------------|-------------------|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| I agree | I totally agree | I agree | neutral | I do not agree | Strongly Disagree | | |
| 4 | 5 | 4 | 3 | 2 | 1 | | |
| | | | | | | | Is the committee satisfied with the level of fees due in relation to the audit services provided and the effectiveness of the audit work carried out against these fees |
| | | | | | | | Does the committee consider, at the beginning of the annual audit cycle, whether the auditor's overall work plan, including the planned levels of materiality and the proposed resources to implement the audit plan, are consistent with the scope of the audit process, taking into account the experience and skill of the audit team members |
| | | | | | | | Does the committee discuss with the auditor the important issues arising during the audit process, and are they discussed with the auditor and management, and follow up the management's actions regarding them |
| | | | | | | | Does the committee review letters of audit declarations before they are signed by management |

9-2 Annex B - Follow-up form for committee decisions

Committee meeting date

| Application Status | responsible person | date of starting | Necessary action/decision | Item number in the meeting minutes | # |
|--------------------|--------------------|------------------|---------------------------|------------------------------------|---|
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