

Saudi Industrial Investment Group

"Saudi Listed Joint Stock Company"

Adjustment on SIIG Competition Standards

Item No.	Article
1. Purpose	<p>These Controls aim to regulate the following: (1) The controls that shall be applied to determine whether a member of the Company's Board of Directors (the "BOD") or a member of one of its Committees participates in a business that would compete with the Company, or compete with the Company in one of the branches of activity that it is engaged in, in accordance with the Corporate Governance Regulations issued by the Capital Market Authority, and (2) disclosure requirements and approvals that shall be applied to members of the Board of Directors and its Committees who participate in businesses competing with the Company.</p> <p>Words and phrases mentioned herein shall have the meanings assigned thereto in the relevant regulations of the Capital Market Authority unless the context requires otherwise.</p>
2. The Company's Competition Controls	<p>2.1 BOD's members may not participate in a business that would compete with the Company or compete with it in one of the branches of activity that it is engaged in, without obtaining authorization from the General Meeting - or from the BOD, in the event that it is authorized by the General Meeting in accordance with the controls set by the Competent Authority -.</p> <p>2.2 Subject to the provisions stipulated in Article (27) of the Companies Law, in the event that a member of the Board of Directors or one of the committees members in a business that would compete with the Company or compete with it in one of the branches of activity that it is engaged in, he shall obtain an authorization from the General Meeting that authorize the member to practice competing business in accordance with the following:</p> <p>(A) Inform the Board of Directors of the competing business that he practices, and record this notice in the minutes of the Board of Directors meeting.</p> <p>(B) Non-participation of the interested member of the Board in voting on the decision issued in this regard (whether in the Board of Directors, or Shareholders' Meeting).</p>

	<p>(C) The Board of Directors informs the Ordinary General Meeting, when it convenes, of the competing businesses that a member of the BOD, after the Company's Management verifies that the member of the BOD is competing with the Company or competing with it in one of the branches of activity that it is engaged in, in accordance with these Controls.</p> <p>(D) The Board member shall obtain an authorization from the Company's Ordinary General Meeting or from the Board of Directors under an authorization from the Ordinary General Meeting that authorize the member of the BOD to practice the competing business.</p> <p>2.3 In the event that any of the Company's employees wish to participate in a business that would compete with the Company or compete with it in one of the branches of activity that it is engaged in, the following shall be taken into account:</p> <p>(A) Inform the Board of Director of the competing business he wishes to practice.</p> <p>(B) Obtain authorization from the Board of Director that authorizes the employee to practice the competing businesses.</p>
<p>3. The Concept of Business Competition</p>	<p>The concept of participating in any business that would compete with the Company or compete with it in one of the branches of activity that it is engaged in shall include the following:</p> <p>3.1 The BOD's member establishing a sole company or establishment or owning an effective percentage of stocks or shares in a company or other establishment, engaged in an activity similar to that of the Company or its Group.</p> <p>3.2 Acceptance of membership in the board of directors of a company or facility competing with the Company or its Group, or taking over the management of a competing sole establishment or a competing company in any form, with the exception of the company's subsidiaries.</p> <p>3.3 The member obtains a commercial agency or the like, whether apparent or hidden, for a company or other establishment competing with the Company or its Group.</p> <p>A person nominated for membership of the Board of Directors shall disclose to the BOD any business he is engaged in that would compete with the Company in accordance with the relevant rules and regulations.</p>
<p>4. Refusal to Grant the Authorizations</p>	<p>4.1 In the event the Board of Directors refuses to grant authorization to the BOD's member who has an interest or a competitor to the Company in accordance with the relevant regulations, the member of the Board of Directors shall submit his resignation within a period specified by the Board of Directors, otherwise his membership in the BOD shall be considered terminated unless he decides to waive the contract, transaction or competing business, or regularize his status in accordance with the Companies Law and its Regulations before the expiration of the period set by the Board of Directors.</p> <p>4.2 In the event that the General Meeting refuses to grant the authorization under the provisions stipulated in Article (27) of the Companies Law and Article (65) of the Executive Regulations for listed Joint-Stock Companies, the member of the Board of Directors shall submit his resignation within a period specified by the General Meeting, otherwise his membership in the BOD shall be considered terminated, unless he decides to waive the contract, transaction or competing business, or regularize his status in accordance with the Companies Law and its Regulations before the expiration of the period set by the General Meeting</p>
<p>5. Final Provisions</p>	<p>These Competition Controls may be amended from time to time based on a recommendation from the Board of Directors, provided that they are submitted to the General Meeting for approval.</p> <p>These Controls shall be effective from the date of their approval by the General Meeting on 18/9/1444 AH (corresponding to 9/4/2023 AD).</p>