



Results

Of the third ordinary general assembly
first meeting - via modern technology

Enma Alrawabi company

Held on 15 MAY 2024

18:30 pm

Percentage of attending shareholders: 72.25%

نتائج

اجتماع الجمعية العامة الثالثة
الاجتماع الأول - عبر وسائل التقنية الحديثة

شركة إنماء الروابي

المنعقدة بتاريخ 07 ذو القعدة 1445هـ

الساعة: 18:30

نسبة الحضور: 72.25%



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شركة إنماء الروابي
07 ذو القعدة 1445هـ

البند الأول:

تم الاطلاع على تقرير مجلس الإدارة عن السنة المالية المنتهية في 2023/12/31 ومناقشته.

First item:

Annual board of director report for the fiscal year ending on 31/12/2023 has been reviewed and discussed.

البند الثاني:

الموافقة على تقرير مراجع حسابات الشركة للعام المالي المنتهي في 2023/12/31 بعد مناقشته.

Second item:

Approval of the company's auditor's report for the financial year ending 31/12/2023 After discussing it.

البند الثالث:

تم الإطلاع على القوائم المالية عن السنة المالية المنتهية في 2023/12/31 ومناقشتها.

Third item:

Financial statements for the fiscal year ending on 31/12/2023 have been reviewed and discussed.

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البند الرابع:

الموافقة على تعيين شركة الخراشي وشركاه محاسبون ومراجعون قانونيون بناءً على توصية لجنة المراجعة وذلك لفحص ومراجعة وتدقيق القوائم المالية للنصف والسنوي وتقديم الإقرار الزكوي من العام المالي 2024 بقيمة أتعاب 155,000 ريال سعودي (غير شاملة ضريبة القيمة المضافة).

Forth item :

Approved on appointment of alkharashi & co (certified public accountants) to be the auditor of the company's, based on the audit committee's recommendation, to examine, review and audit the financial statements for Q2, annual statements for the fiscal year 2024, with total fees 155,000 SR . (Excluding value added tax)

البند الخامس:

الموافقة على تفويض مجلس الإدارة بصلاحية الجمعية العامة العادية بالترخيص الوارد في الفقرة (1) من المادة السابعة والعشرون من نظام الشركات، وذلك لمدة عام من تاريخ موافقة الجمعية العامة أو حتى نهاية دورة مجلس الإدارة المفوض أيهما أسبق، وفقاً للشروط الواردة في اللائحة التنفيذية لنظام الشركات الخاصة بشركات المساهمة المدرجة.

Fifth item:

Approved on delegating the ordinary general assembly's authorization powers stipulated in paragraph (1) of article (27) of the companies law to the board of directors for a period of one year effective from the date of approval of the ordinary general assembly or until the end of the term of the delegated board, whichever is earlier, pursuant to the terms mentioned in the implementing regulation of the companies law for listed joint stock companies.



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البند السادس:

الموافقة على تفويض مجلس الإدارة بتوزيع أرباح مرحلية بشكل نصف سنوي أو ربع سنوي عن العام المالي 2024 م .

Sixth item :

Approved on authorizing the board of directors' proposal to distribute interim dividends on a semi-annual or quarterly basis for the year 2024.

البند السابع:

الموافقة على صرف مبلغ (320000) ريال سعودي كمكافأة لأعضاء مجلس الإدارة عن السنة المالية المنتهية في 2023.

Seventh item:

Approved on the disbursement of an amount of (320000) saudi riyals as a reward for the members of the board of directors for the fiscal year ending 2023.

البند الثامن:

الموافقة على صرف مبلغ (105000) ريال سعودي كمكافأة لأعضاء لجنة المراجعة عن السنة المالية المنتهية في 2023 م.

Eighth item:

Approved on the disbursement of an amount of (105000) saudi riyals as a reward for the members of the audit committee for the fiscal year ending 2023.



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البند التاسع:

الموافقة على صرف مبلغ (78000) ريال سعودي كمكافأة لأعضاء لجنة المكافآت والترشيحات عن السنة المالية المنتهية في 2023م.

Ninth item:

Approved on the disbursement of an amount of (78000) saudi riyals as a reward for the members of the remuneration and nominations committee for the fiscal year ending 2023.

البند العاشر:

الموافقة على اعتماد لائحة معايير الترشح لعضوية مجلس الإدارة (مرفق).

Tenth item:

Approved on approving the list of nomination criteria for membership in the board of directors (attached).



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انتهى.

The End.



Criteria of nomination for the Board of Directors

Enma Alrawabi Company

Document Control

1. It is necessary to ensure that this document is checked, duly approved, and periodically verified and that it represents the authenticity of the criteria for nominations to the Board of Directors in the Company. This document is reviewed and approved to ensure its adequacy before it is approved by the authorized persons.
2. It is necessary to ensure that the old versions of this document are restored, and those concerned shall be instructed to delete any old copies upon issuance and approval of a new version of this document, with the aim of ensuring that the version used is the latest version of the company and preventing the use of old copies.
3. Changes are reviewed and approved by the same level of authority that conducted the original review and approval.
4. This document has been prepared exclusively for Enma Alrawabi Company in a manner consistent with the nature of its licensed activity.
5. This document is approved for the first time for one year only, after which it will be reviewed and re-approved, , and thereafter, it is reviewed periodically, every three years at a maximum.

Document Version Control			
Version Number	Version Approval Date	Document Control Officer	Update Type
1	15/05/2024	Chairman of Board of Directors	Version 1.0

Document Approval		
Statement	Body	Date
Audit	The Board of Directors	10 / Mar / 2024
Final Approval (According to the authority matrix)	The Third Ordinary General Assembly (First Meeting)	15 / May / 2024

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Article 1 Document Name

This document is called (Criteria of nomination for Board of Directors) of Enma Alrawabi Company and shall be effective from the date of its approval by the authorized person.

Article 2 Document Purpose

This document aims to organize the criteria for nomination for Board of Directors in Enma Alrawabi Company by specifying the main conditions and criteria for nomination for Board of Directors in accordance with the Companies Law, and the controls, and the regulatory procedures issued in implementation thereof, the corporate governance regulations, the Company's bylaws, and other related regulations, in addition to the principles and good practices of corporate governance.

Article 3 Document Scope

This policy applies to every person who wishes to run for membership in the Board of Directors of Enma Alrawabi Company.

Article 4 Definitions

#	Term	Definition
1.	Company	Enma Alrawabi Company.
2.	Board of Directors	Board of Directors of Enma Alrawabi Company.
3.	Criteria	Criteria of nomination for Board of Directors.
4.	Chairman	Chairman of the Board of Directors of Enma Alrawabi Company.
5.	Governing Rules	Rules governing governance at Enma Alrawabi Company.

Article 5 Board of Directors Criteria

1. It is required that a member of the board of directors be a professional with experience, knowledge, skills, and the necessary independence, to enable them to perform their duties efficiently and effectively. It is also required that they have the following in particular: **Ability to lead**, demonstrated by possessing leadership skills that qualify for delegating authority, which leads to motivating performance, applying best practices in the field of effective management and adhering to professional values and ethics.
2. **Efficiency**: This means that the individual has the necessary academic qualifications, professional skills, and personal qualities, as well as the appropriate level of training and practical experience relevant to the company's current and future activities, or in the fields of management, economics, accounting, law, or governance. In addition, the individual should have a desire to learn and grow. This means that the academic qualifications, professional skills, appropriate personality, level of training, and practical experience are available and relate to the Company's current

and future activities, management, economics, accounting, law, or governance, in addition to the desire to learn and undergo training.

3. **Ability to direct:** This means that the individual has the necessary technical, leadership, and administrative skills, as well as the ability to make quick decisions, understand the technical requirements of the workflow, and provide strategic guidance, planning, and a clear vision for the future. This is fulfilled by having the technical, leadership, and administrative capabilities, speedy decision-making, understanding of the technical requirements related to the workflow, and being able to provide strategic direction, planning, and clear future vision.
4. **Financial knowledge:** This means that the individual is able to read and understand financial statements and reports.

Physical fitness: This means that the individual is physically healthy and able to perform their duties and responsibilities without any restrictions. The General Assembly must consider the recommendations of the Remuneration and Nominations Committee and the availability of the necessary personal and professional skills to perform their tasks effectively when electing members of the board of directors, in accordance with the provisions of this article. .

Article 6 Principles of Truthfulness, Honesty, and Loyalty

Each member of the Board of Directors is committed to the principles of honesty, integrity, loyalty, care, and concern for the interests of the company and its shareholders, and to putting these interests before their own personal interests. This includes, in particular, the following: Every Board member is committed to the principles of truthfulness, honesty, loyalty, care, and concern for the Company's interests and the shareholders, and putting them before his personal interest. In particular, this includes the following:

1. **Honesty:** This means that the relationship between a member of the Board of Directors and the company must be a professional and honest relationship. Members must disclose any material information to the company before entering into any transaction or contract with the company or any of its subsidiaries. **Truthfulness:** This means that the relationship of the member of the Board of Directors with the Company is an honest, professional relationship, and that he discloses any influential information before executing any deal or contract with the Company or one of its subsidiaries.
2. **Loyalty:** This means that members of the Board of Directors must avoid transactions that involve a conflict of interest. They must ensure that all transactions are fair and comply with the company's conflict of interest policy. This means that a member of the Board of Directors avoids transactions that involve a conflict of interest, while verifying the dealings, and taking into account the provisions regarding conflicts of interest as approved by the Company.
3. **Care and concern:** This means that members must perform the duties and responsibilities set forth in the Companies Law, the Saudi Exchange (Tadawul) and its implementing regulations, the company's Articles of Association, and other relevant regulations. This means performing the duties and responsibilities stipulated in the Companies Law, the Tadawul and their Executive Regulations, the Company's Bylaws, and other related regulations.

Article 7 Nomination Policies for Membership in the Board of Directors Board of Directors Nomination Policies

1. The candidate shall be a natural person not less than twenty-five (25) years old, whether applying in his own capacity or representing a legal person.

2. The candidate for the Board membership must not have been previously convicted of a crime against honor or trust, nor be insolvent, bankrupt, or otherwise unfit for the Board of Directors membership in accordance with any law or instructions in force in the Kingdom. The candidate for the Board of Directors shall not have been previously convicted of a crime against honor or trust, nor be insolvent, bankrupt, or otherwise unfit for the Board of Directors in accordance with any law or instructions in force in the Kingdom.
3. A member of the Board of Directors must represent all shareholders and must act in the best interests of the company as a whole and not in the interests of the group they represent or that voted to appoint them to the Board. It is required that a Board member represents all shareholders, and is committed to what achieves the interest of the Company in general and not what achieves the interests of the group that he represents or that voted to appoint him to the Board of Directors.
4. The Remuneration and Nominations Committee shall coordinate with the Company's Executive Management to announce the opening of nominations for membership in the Company's Board of Directors, at least sixty (60) days before the end of the Board's session and in light of the requirements set by the laws and regulations.
5. The nomination announcement shall be published on the website of the Saudi Exchange (Tadawul), as well as on the Company's website, and in any other means determined by the authorities, inviting individuals interested in running for membership in the Board of Directors, provided that the nomination period remains open for at least one month from the date of the announcement.
6. The Remuneration and Nominations Committee submits its recommendations to the Board of Directors regarding candidacy for Board of Directors in accordance with the criteria set forth in this policy.
7. Whoever wishes to nominate themselves for membership in the Company's Board of Directors shall declare his intention to nominate by a notification submitted to the Company's Management as per the period and dates stipulated under this policy and the rules and regulations in force. This notification shall include an Arabic profile of the candidate in terms of his CV, qualifications, and work experience. In addition, he shall provide the Company with all supporting documents such as (national ID card, family card, passport for non-Saudis running for the Board of Directors, and any other relevant documents required by the Company to meet regulatory requirements).
8. A candidate for the Board of Directors must disclose to the Board and the General Assembly any cases of conflict of interest in accordance with applicable regulations.
9. Applicants for the Board of Directors must fill out the form or forms specified by the Capital Market Authority.
10. A candidate who previously served as a board member of a joint-stock company must attach a statement of the number and dates of the Boards of Directors of the companies in which he served as a Board member.
11. The candidate who has previously served as a member of the Company's Board of Directors must attach to the nomination notice a statement from the Company's Management regarding the last session in which he served as a Board member.
12. Membership status must be clarified upon nomination, i.e. whether the member is an executive member, a non-executive member, or an Independent member.
13. The nature of membership must be clarified, i.e. whether the member is running in his personal capacity or whether he is a representative of a legal entity.
14. The Remuneration and Nominations Committee shall coordinate with the Executive Management to complete the regulatory requirements and provide the competent regulatory authorities with all required documents.

15. Voting in the General Assembly is limited to those who nominated themselves in accordance with the aforementioned policies, standards, and procedures.

Article 8 Mechanism for Selecting the Chairman of the Board of Directors and Vice-Chairman:

Shareholders of Enma Al Rawabi Company elect the members of the Board of Directors during the General Assembly meeting and according to the regulations and criteria included in this policy. The Board then elects a Chairman and Vice Chairman from among its non-executive members. The Board has the right to remove them from their positions or re-elect them at any time. Shareholders of Enma Alrawabi Company participate in the election of Board of Directors members during the General Assembly meeting, adhering to the regulations and standards included in this policy. The Board then selects a Chairman and Vice Chairman from among its Non-Executive members. The Board may remove them from their positions or re-elect them at any time.

-End of Document-