

Committees of the Board of Directors

The Board of Directors has six committees composed of members of the Board and others with the necessary expertise and specialist knowledge relevant to the function of each committee. Each of these committees shall have approved rules defining their powers and working procedures.

Executive Committee

The Executive Committee is responsible for studying the Company's business plan and projects, managing its strategies and following up on its implementation. In addition, it makes recommendations to the Board on adopting the policies of the Company and on entering into investment projects or acquisition of companies related to its work or the development of its current activities in line with its strategic plan. The Committee's responsibilities also include the Board's recommendation for the annual budget. The Committee consists of five members –

Name of member	Position	First meeting 28.01.2018	Second meeting 19.02.2018	Third meeting 11.12.2018
Ms. Sarah Al-Suhaimi	Committee President	✓	✓	✓
Mr. Tariq Al-Sudairy	Member	✓	✓	✓
Mr. Rayan Fayed	Member	✓	✓	Excused
Mr. Hashem Alhekail	Member	Not a member	Not a member	✓
Mr. Abdullah Bin Nasser Al Dawood	Member	Not a member	Not a member	✓
Mr. Abdulaziz Bin Saleh Al Furaih	Member	✓	✓	Term expired
Dr. Khaled Bin Hussein Al Biyari	Member	✓	✓	Term expired

Audit Committee

The Audit Committee supervises the business of the Company and verifies the integrity and accuracy of Financial Statements, reports and internal control systems. It also approves the annual Internal Audit Plan and reviews financial and accounting policies. The Committee appoints a Director-General for internal audit and recommends to the General Assembly the appointment of the External Auditor, follows-up on its work, and examines the Financial Statements and reports submitted by the Auditor. The tasks of the Committee include reviewing the directives of the regulatory bodies and ensuring that the Company takes the necessary measures.

Governance

The Committee consists of five members:

Name of member	Position	First meeting 07.01.2018	Second meeting 27.03.2018	Third meeting 22.05.2018	Fourth meeting 16.07.2018	Fifth meeting 17.10.2018	Sixth meeting 19.11.2018
His Excellency Mr. Suhail Abanmi	Committee Chairman	✓	✓	✓	Excused	✓	✓
Dr. Abdulrahman Bin Ibrahim AlHumaid	Independent member	✓	✓	✓	✓	✓	✓
Mr. Abdullah Bin Abdulrahman AlShwer	Independent member	✓	✓	✓	✓	Excused	✓
Mr. Abdul Rahman Mohammed AlOdan	Independent member	✓	✓	✓	✓	✓	✓
Mr. Hashem Alhekail	Member	Not a member	Not a member	Not a member	Not a member	✓	✓
Mr. Abdulaziz Bin Saleh Al Furaih	Former Chairman of the Committee	✓	✓	✓	✓	Term expired	Term expired

Risk Management Committee

The Committee is responsible for Risk Management and information security, including recommending to the Board the adoption of policies for Risk Management in the Company, and giving consideration to the General Risk Management function's recommendations on business risk analysis, including risks relating to services and products provided by the Company and capital investment. The Committee will also study the risks of information technology systems and ensure the adequacy of the security of such systems to conduct business, manage the mechanisms of dealing with listed securities including deposit, registry, settlement, and publishing related information. In addition, the Committee studies the Business Continuity Plan and analyzes its impact on the Company's business.

The Committee consists of five members:

Name of member	Position	First meeting 01.04.2018	Second meeting 19.04.2018	Third meeting 02.08.2018	Fourth meeting 09.12.2018
Mr. Abdulaziz Bin Hassan	Chairman of the Committee	Not a member	Not a member	Not a member	✓
Mr. Abdullah Bin Nasser Al Dawood	Member	Not a member	Not a member	Not a member	✓
Dr. Yahya Bin Ali AlJabr	Independent member	✓	✓	✓	✓
Dr. Ibrahim Bin Abdul Rahman AlKadi	Independent member	✓	✓	✓	✓
Mr. Jaser Bin Abdulkareem AlJaser	Independent member	✓	✓	✓	✓
Mr. Ali Al-Gwaiz	Former Chairman of the Committee	✓	✓	✓	Term expired
Mr. Rayan Fayeze	Member	✓	✓	✓	Term expired

Investment Committee

The Committee supervises the Management of the Company's capital investments, reviews the approved investment policy, ensures its adequacy and follows up on any corrective actions. In addition, it considers the investment strategy and studies and evaluates investment proposals submitted by the Department, and takes decisions thereon. The Committee also appoints investment managers, monitors their performance, determines their fees and completion of their duties.

The Committee consists of four members:

Name of member	Position	First meeting 26.02.2018	Second meeting 29.04.2018	Third meeting 08.08.2018	Fourth meeting 26.11.2018
Mr. Tariq Al-Sudairy	Committee Chairman	✓	✓	✓	✓
Mr. Abdulrahman Al- Mofadhi	Member	✓	Excused	✓	✓
Mr. Ali Al-Gwaiz	Member	Not a member	Not a member	Not a member	✓
Mr. Abdulaziz Bin Hassan	Member	✓	✓	✓	Term expired

Nomination and Remuneration Committee

The Committee undertakes the tasks related to the human capital of the Company and monitors the human resources strategy and related policies. The Committee should establish and evaluate performance criteria for the Executive Director and ensure that there is a long-term succession plan for the Executive Director and Executive Management and oversee implementation. The Committee also considers the organizational structure of the Company and evaluates the competencies and qualifications of executive management and development.

The Committee is also responsible for considering the performance of the Board and its members and recommending the appointment of independent members of the committees emanating from the Board.

The Committee consists of four members:

Name of member	Position	First meeting 19.02.2018	Second meeting 05.08.2018	Third meeting 11.12.2018
Ms. Sarah Al- Suhaimi	Committee Chairman	✓	✓	✓
Mr. Ali Al-Gwaiz	Member	✓	✓	✓
Mr. Rayan Fayez	Member	Not a member	Not a member	Excused
Mr. Bandar Bin Abdul Rahman Bin Muqrin	Member	✓	✓	✓
Dr. Khaled Bin Hussein Al Biyari	Member	✓	✓	Term Expired

Governance

Regulatory Policy and Oversight Committee

The Committee oversees the functions of the Regulatory Oversight and Authorization Division which is the executive arm having direct responsibility for regulatory and supervisory activities. The Committee's tasks are consistent with the Transition and Activation of Responsibilities (TAR) Programme which aims at implementing the regulatory and supervisory powers and functions of trading. These functions are carried out in accordance with the provisions of the Capital Market Law, which includes several aspects such as listing securities in the market. Based on the TAR Programme outputs, the CMA continues to regulate the offering of securities while trading, the listing of securities and details regarding the timing and format of disclosure mechanisms are handled by Tadawul.

Among the tasks of the Committee is to study the draft regulations and rules of the market and amendments to same, and to supervise the communication and coordination between Tadawul and the Capital Market Authority in matters relating to market regulations. Its responsibilities include studying the Management's recommendations regarding listing applications, suspending and cancelling them, approving the listing decisions in the main market, the parallel market (Nomu) and the debt markets, supervising listing applications and requests to move from the parallel market to the main market. It also approves the issued capital and applications for increasing the capital of the listed companies.

The Committee consists of five members:

Name of member	Position	First meeting	Second meeting	Third meeting	Fourth meeting	Fifth meeting	Sixth meeting	Seventh meeting	Eighth meeting	Ninth meeting	Tenth meeting	Eleventh meeting	Twelfth meeting	Thirteenth meeting	Fourteenth meeting
		10.01.2018	07.03.2018	19.03.2018	18.04.2018	23.04.2018	30.04.2018	07.05.2018	14.05.2018	04.06.2018	12.08.2018	20.09.2018	09.10.2018	19.11.2018	31.12.2018
Dr. Abdullah Bin Hassan Al Abdulqader	Chairman of the Committee – Independent	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Dr. Abdulrahman Bin Abdul Mohsen Al Khalaf	Independent member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Abdulaziz Bin Hassan	Member	✓	Excused	✓	✓	✓	✓	✓	✓	✓	Excused	Excused	✓	✓	✓
Dr. Najim Bin Abdullah AlZaid	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Eng. Khalid Bin Abdullah Al Hassan	Executive member	✓	✓	✓	✓	✓	✓	✓	✓	✓	Excused	✓	✓	✓	✓