

The background of the entire page is a photograph of a desert landscape with rolling sand dunes. A hot air balloon with vertical stripes is floating in the sky. A large, bright sun is in the upper left corner, partially obscured by a large, dark, circular graphic element. Another similar circular graphic element is in the bottom right corner.

Charter of Nomination and Remuneration Committee



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Definitions:

The following terms and expressions shall have the meanings assigned to them hereunder, unless the context requires otherwise:


Terminology List:

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Term	Definition
Conflict of Interests	Means a conflict between the personal interests and the Company's interests that affects the performance of a member in the BoDs, its Committees, Executive Management or other employees of the Company when dealing with the Company or with other stakeholders in their job and professional duties and responsibilities with objectivity, integrity and impartiality, whether actual, apparent or potential conflict.
Executive Management (Senior Executives)	Persons entrusted with managing the Company's daily operations and proposing and implementing strategic decisions, such as the Chief Executive Officer, his deputies, and the Chief Financial Officer.
Executive Member	A member who works full time to manage the Company and engages in its daily affairs.
Non-Executive Member	A Board member who does not work full-time to manage the Company, nor engage in its daily affairs.
Independent Member	A non-executive board member who is not subject to any of the Issues Affecting Independence, and is independent in his position and decisions, and is able to exercise his duties, express his opinions and vote on decisions objectively and impartially, which helps the board of directors to take sound decisions that contribute to achieving the interests of the Company.

List of Abbreviations:

Abbreviation	Meaning
Co.	Seera Holding Group
BoD.	The Board of Directors of Seera Holding Group
Committee	The Nomination and Remuneration Committee.
CEO	Chief Executive Officer of Seera Holding Group

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Abbreviation	Meaning
Committee	
Chairman (the Chairman)	Chairman of the Nomination and Remuneration.
Member	The Committee Members, referred to collectively as "Members"
Charter	The Charter of the Nomination and Remuneration Committee
Secretary	The Secretary of the Nomination and Remuneration Committee



Introduction:

This Charter regulates the work of the Nominations and Remuneration Committee, which is a permanent Committee emanating from the Board, and aims to:

- Setting the rules and standards adopted in the work of the Committee, specify the procedures and conditions that must be met for membership of the Committee, how to hold Committee meetings, and the tasks of its members.
- Performing other duties and responsibilities as detailed herein.
- Developing clear policies for the remuneration and rewards of the members of the Board of Directors, the Committees emanating from the Board, and the executive management in the Company.
- Ensuring the independence of the independent members of the Board of Directors and the absence of conflict of interest.
- Reviewing the structure of the Board of Directors, identifying strengths and weaknesses, and proposing solutions.

Article (1) Composition of the Committee

1. The Nomination and Remuneration Committee shall be composed by a resolution issued by the Company's General Assembly whose members shall not be less than 3 members and not exceeding 5 members from outside the Executive Management Members, provided that it shall include at least one independent member.
2. The Board of Directors has the power to re-form the Committee, cancel it, increase its members, replace them, or restrict or increase its competencies or powers.
3. The Committee shall be formed by a formation decision issued by the Board specifying the following:
 - 3.1 Members names
 - 3.2 Committee Membership
 - 3.3 Committee Powers and Authorities, in addition to the authorities set out in this Charter or authorities approved by the BoDs, as may be amended, restricted or increased from time to time.
4. The Committee Chairman or CEO may not preside the Committee.

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5. The Board of Directors can nominate the Chairman of the Committee as part of the formation decision from the independent members of the Board of Directors, or leave the decision of naming him to be determined by the Committee by the majority of the votes of the Committee members during its first meeting after its formation.
 6. The Chairman of the Committee - as its representative - has access to all the information and data required by the scope of the Committee's work, as well as the ability to meet with management and officials if needed, and the Chairman has to set procedures that do not violate these bylaws.
- The Company's General Assembly, based on a proposal from the board of directors, shall issue the Committee's charter regulations in preparation for its approval by the general assembly.

Article (2) Powers of the Committee:

The Committee shall have the following powers and competencies:

First: Powers of the Nomination Committee

1. Proposing clear policies and criteria for membership in the Board of Directors and Executive Management.
2. Submitting recommendations to the Board of Directors to nominate and re-nominate its members in accordance with approved policies and standards, taking into account not to nominate any person previously convicted with a dishonesty crime.
3. Determining the time that the member should allocate for the work of the Board of Directors.
4. Annual review of the necessary requirements of skills or appropriate experience for membership of the Board of Directors and executive management positions.
5. Identifying strengths and weaknesses in the Board of Directors and proposing solutions to address them in line with the company's interest.
6. Annually verifying the independence of the independent members of the Board of Directors, and the absence of any conflict of interest if the member is a member of the Board of Directors of another company.
7. Preparing a description of the capabilities and qualifications necessary for membership of the Board of Directors and for occupying executive management positions.
8. Reviewing the structure of the Board and the Executive Management and providing recommendations regarding changes that may be made to such structure.
9. Supervising and following up on the company's organizational structure and proposals for updates thereon and ensuring their alignment with the company's strategic direction and general objectives.
10. Developing job descriptions for executive members, non-executive members, independent members, and senior executives.
11. Developing special procedures in the event of a vacancy in the position of a member of the Board of Directors or a senior executive.
12. Identifying strengths and weaknesses in the Board of Directors and proposing solutions to address them in line with the company's interest.
13. Recommending the appointment of senior executives according to specialization.
14. Other functions and competences authorized by the Council.
15. Coordinating with the executive management of the company to provide the Capital Market Authority with the resumes of the candidates for membership of the Board of Directors according to the "CV model of the candidate for membership of the Board of Directors of a joint-stock

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company listed in the Saudi Stock Exchange" with the implementation of any observations received from the competent authorities about any candidate.

Second: Powers of the Nomination Committee

1. Overseeing the process of designing compensation and reward system standards to ensure that compensation is commensurate with the company's culture and activity in the long run, and that compensation is commensurate with the size and nature of risks to the company, and at the job level, tasks, responsibilities, practical experience, and academic qualifications, as well as with any relevant legal or regulatory requirements.
2. preparing a clear policy for the remunerations of the Board members and its Committees and the Executive Management and presenting such policy to the Board in preparation for approval by the General Assembly, provided that such policy follows standards that linked to performance and disclosing and ensuring the implementation of such policy.
3. Clarifying the relation between the paid remunerations and the adopted remuneration policy and highlighting any material deviation from that policy.
4. Recommending to the Board of Directors the remuneration of the members of the Board of Directors, Committees emanating from the Board, and senior executives of the company.
5. Organizing the granting of shares in the company to members of the Board of Directors and the executive management, whether it is a new issue or shares purchased by the company.
6. Organizing the process of granting incentive rewards to employees, whether short or long term.
7. Periodic review of the remuneration policy, and evaluation of its effectiveness in achieving the desired goals.

ARTICLE (3) Competencies, Powers, and Responsibilities of the Chairman

1. Inviting the Committee members to a meeting and specify the time, date, and place for each meeting of the Committee and the agenda.
2. Overseeing the planning of Committee meeting time, including approval of agendas and meeting minutes.
3. Presiding the Committee meetings and appointing his replacement in case of his absence. The Committee shall not be validly held unless if attended by the Chairman or his Deputy.
4. Preparing periodic reports on the Committee's activities and presenting them to the Committee in preparation for submitting them to the Board of Directors.
5. Presenting the Committee's reports to the Board of Directors, accompanied by recommendations - if any - for approval at the first regular meeting following the Committee meeting, as requested by the Board of Directors, or as deemed necessary by the Committee chairman.
6. Representing the Committee before the Board of Directors or any other party that requires it.
7. Submitting the results of the Committee's work and its recommendations to the Board of Directors.
8. Ensuring that the company's executive management provides the Committee with appropriate information to enable it to carry out its duties.
9. Ensuring that all items requiring Committee approval or recommendations to the Board are appropriately scheduled.

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10. Participation in the appropriate selection of Committee members.
11. Ensuring that the Committee can communicate directly with members of the executive management, as may be required by the Board of Directors.

The main duties of the Committee members are as follows:

1. Attending Committee meetings and notify the Committee chairman - or his representative - if he is unable to attend.
2. Devoting enough time to participate in the implementation of the Committee's affairs and meetings.
3. Preserving the confidentiality of the meetings, the documents they obtain, the dialogues and discussions in the meetings, and not disclosing the company's secrets, including the operational secrets and professional secrets that were learned during their work in the Committee.
4. Obtaining sufficient skills and training necessary to participate in the implementation of the Committee's affairs.
5. Active participation in the Committee's decisions and voting on them.
6. Committee members must regularly attend the Committee's sessions and actively participate in its work. A member may not completely leave the session without permission from the Committee chairman.
7. It is not permissible for any member of the Committee to carry out any executive work in the company or any of its subsidiaries except under an independent contract with the company or under direct direction from the company.
8. Committee member must exercise due diligence in carrying out the work entrusted to him and keep abreast of recent developments related to the company's business.
9. A Committee member must be honest, objective, independent, fair, devoid of personal interests, and committed to confidentiality.

ARTICLE (4) Committee Membership:

1. The Committee shall be re-elected by the Board of Directors upon the expiration of its membership term, and its membership term shall be determined by the formation decision, provided that it does not exceed (4) four years or the remaining period of the Board of Directors term (whichever is earlier).
2. Membership in the Committee ends in the following cases:
 - 2.1 Death.
 - 2.2 The expiry of the Committee membership term.
 - 2.3 Termination of the membership of the member in the Board of Directors.
 - 2.4 The term of the board of directors ends.
 - 2.5 Exempting the member at his request.

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2.6 The member's absence from attending three or five separate meetings without an excuse acceptable to the Board of Directors.


- In the event that the membership of a Committee member ends for any of the above reasons, the Board of Directors shall nominate replacement member to complete the term of his predecessor.

Article (5) Committee Meetings:

- The Committee shall be convened at the invitation of its Chairman in a periodic manner sufficient to carry out its tasks effectively as needed to carry out its tasks, provided that it shall meet at least every (6) Months, and when the need arises.
- No member of the Board of Directors or the executive management, except for the secretary and members of the Committee, is entitled to attend its meetings unless the Committee requests to hear his opinion or obtain his advice.
- The invitation to attend the meeting shall be sent at least one week prior to its date, and the agenda and documents shall be attached to it.
- Meetings can also be attended in person or by telephone or modern video communication.
- The Committee shall invite whomever it deems to be non-members, including specialists, consultants, and executives, to attend its meetings, without having the right to vote, and without having the right to access confidential information or data, except within the limits of what achieves the purpose of his attendance.
- Any member may object any decision taken by the Committee, provided that he indicates the basic reasons for his reservation. If any member leaves the Committee meeting before its conclusion, his reservation, if any, shall be limited to the decisions related to the items he attended for discussion, provided that he stipulates in the minutes the items he did not attend for discussion if he expresses his desire in writing to do so.

Article (6) General Rules:

- The members of the Committee shall regularly attend the meetings of the Committee and participate actively in its work, a member who needs to be absent from one of the sessions shall notify the Chairman of the Committee in writing. A member may not leave the session in any way, except with the permission of the Chairman of the Committee.
- A member of the Committee shall maintain the secrets of the company and the member of the committee shall not disclose the secrets of the company, otherwise the board may remove him from the committee and hold him accountable for compensation for the damage that may result.
- No member of the Committee may carry out any executive business in the Company or any of its subsidiaries except under an independent contract with the company or a direct direction from the company.
- A member of the Committee shall exercise due diligence to carry out the work entrusted to him and keep abreast of recent developments related to the company's work.
- A member of the Committee shall be impartial, honest, objective, independent, fair, disinterested, and confidential. Such matters shall be considered when appointing a member of the Committee or while discharging his/her duties.


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6. Without prejudice to the provisions of the Companies Law, the Capital Market Law and their implementing regulations, the Committee must, when preparing the remuneration policy, take into account the provisions of Article (62) of the Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. (8-16-2017) dated 16/05/1438H.

Article (7) Appointment of the Secretary and his/her Duties:

The secretary of the Committee shall be appointed and dismissed by a decision of the Committee who has neutrality and sufficient qualifications from the employees of the Company to carry out the functions of the secretariat so that his term of membership is equal to the term of membership of the Committee while retaining the right of reappointment. His work shall also be supervised and evaluated by Committee. The secretary shall undertake the following tasks:



1. Preparing the initial schedules of the Committee meetings at the beginning of the fiscal year by working to provide the necessary information, records, and documents.
2. Coordinating with the Governance Department and the Secretary of the Board to notify the Authority of the names of the members of the Committee and the qualities of their membership within five working days from the date of their appointment, and any changes thereto within five working days from the date of the changes.
3. Preparing correspondence and sending invitations for Committee meetings to members and persons invited to attend meetings at least ten (10) working days in advance for non-emergency meetings.
4. Preparing and circulating the agenda of the meetings of the Committee to the members of the Committee at least Five (5) working days in advance except for urgent meetings.
5. Preparing the minutes of the meetings, signing them by the members, informing them to the concerned parties, and keeping and archiving them.
6. Ensuring that the members of the Committee comply with the provisions of the regulation and provide advice to the Committee in this regard.
7. Following up the work of the Committee and recording the minutes of its meetings, taking into account the establishment of a special register for that in consecutive numbers for the fiscal year in which the meetings were held. The minutes shall indicate the place of the meeting, the date, the number of its meetings, the hour of the beginning and end of each session, and the discussions and deliberations that took place at the meeting, including the voting on the resolutions. The Secretary shall be responsible for completing all the previous requirements, especially the signatures of the members.
8. The secretary - taking into account the provisions of the previous paragraph - shall record each case of absence from the Committee meetings, indicating the reason for the member's absence and the number of times he was absent during the same session, and this shall be attached to the meeting minutes.
9. Maintaining all the minutes and records of the meetings of the Committee and working on their classification so that it is easy for members to refer to them at any time.

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10. Ensuring that the Committee members follow the established procedures and that the conditions for passing are provided in the event that decisions are taken by way of circulation, and conducting the necessary communications to coordinate with the members in this regard.
11. Preparing the necessary documents and documents in the meeting agenda.
12. Maintaining the agenda of the Committee and directing its activities to be implemented, including submitting proposals to the Committee on making amendments to the agenda when necessary.
13. Carrying out any other tasks assigned by the Committee Chairman.

Article (8) Minutes of Committee Meetings:

1. The decisions and deliberations of the committee shall be recorded in the minutes of the meetings that will include:
 - 1.1 The deliberations, decisions and recommendations issued by the discussions that took place in the meeting are documented by the secretary.
 - 1.2 The minutes of deliberations, decisions, and recommendations shall be recorded in the format approved by the committee, with a serial number specified for each of the minutes of meetings and decisions issued by the committee.
 - 1.3 The minutes of the meetings shall include the date and place of the meeting, the names of those present and absent, a summary of the discussions taking place in the meeting, and the relevant decisions and recommendations.
 - 1.4 Any member objects or disagrees to any of the decisions or recommendations issued by the Committee may request that his objection or reservation to the decision or recommendation be recorded in a memorandum attached to the minutes.
 - 1.5 The draft minutes shall be sent to the members of the Committee by electronic means such as e-mail to express their observations, if any, in preparation for the adoption of the minutes in its final form for signature by the Chairman and members of the Committee.
 - 1.6 Members of the Committee shall submit their comments on the minutes of the meeting within (5) five working days from the date of receipt of the draft by the Secretary.
 - 1.7 In the event that a member does not send his comments on the minutes within five (5) working days from the date of receipt of the draft minutes, the minutes shall be considered approved, and the minutes shall be signed at the next meeting or the electronic signature shall be approved.
 - 1.8 In the event that any member, during the period mentioned above, makes a note of any decision contained in the minutes requesting in writing to discuss the subject again, the decisions or recommendations in question shall be discussed at the first meeting following the meeting for which the minutes are written.
 - 1.9 The Secretary of the Committee shall amend the draft based on the observations of the members and send it together with those observations to the Chairman of the Committee.
 - 1.10 The Secretary shall then prepare the final draft based on the recommendations of the Chairman of the Committee and send it to the members of the Committee signed by the Chairman of the Committee and the Secretary.

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1.11 A copy of the minutes shall be kept with the relevant documents and correspondence in a private file with the Secretary.

- A copy of the minutes of the meeting of the Committee shall be sent to the Council enclosing the decisions taken for information at the first meeting of the Council after the meeting of the Committee.
- The minutes of the meetings of the Committee and all related confidential documents and records may only be accessed by the members of the Committee, the Secretary, the members of the Board of Directors and the Secretariat of the Board. In the event that any external party requests access to the minutes of the meetings, this shall be based on sufficient justifications indicating the purpose of the access and its justifications and based on the written approval of the Chairman of the Committee.

Article (9) Reports by the Committee:


The Committee shall make appropriate recommendations to the Board of Directors on matters within its competence that it deems necessary to take the necessary measures towards it or to make any improvements thereto.

Article (10) Remuneration of Committee Members:

The remuneration of the Committee shall consist of sums of money and attendance allowances in accordance with the Company's approved policy.

Article (11) Conflict of Interest

- In order to enhance the performance of the Committee in line with the principles of transparency and accurate and timely disclosure of all matters related to the exercise of its competencies, which represents the most important pillars of governance in the Company, the members of the Committee shall exercise their competencies taking into account the following: The conflict of interest policies adopted in the Company and notified to the members, which define the mechanisms and methods of disclosure to be followed by the Committee in accordance with the requirements of the relevant legislation.
- Members of the Committee shall review the agenda of the meeting and disclose at the beginning of each meeting any cases or potential conflicts of interest, as shall be recorded in the minutes of the meeting.
- In the event of any conflict of interest, the Committee member concerned shall inform the Chairman of the Committee as soon as he becomes aware of such conflict. The member shall be exempted from participating in the discussions of the Committee on this item and shall not be entitled to vote on any decision related to this item. This applies in all cases, whether the conflict of interest is real or potential.
- The Chairman of the Committee shall disclose any conflict of interest related to it by informing the Secretary before the start of the meeting, in which case the Chairman shall be exempted from participating in the discussion of the item or voting on it. The Secretary shall also inform the rest of the members of the Committee of the existence of this conflict.
- All cases of conflict of interest shall be reported to the Board at its first meeting after the date of identification of such cases.
- The members of the Committee shall abide by the regulations and policies adopted by the Company that govern the mechanism for dealing with conflicts of interest. The members shall also abide by all the rules contained in the Company's Code of Business Conduct and related laws.

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Article (12) Charter Update and Effectiveness:

1. This Charter shall be revised whenever the need arises.
2. The Board shall have the sole authority to approve any amendments to these Regulations and shall then be approved by the General Assembly of the Company.
3. Any amendment restricting or increasing the competences and powers of the Committee shall result in an amendment to these Regulations.
4. The mechanism for updating the list begins with the Secretary, who submits the amendments to the Chairman of the Committee for recommendation, who in turn submits them for approval by the Council.
5. This Charter shall remain in force unless cancelled or amended by the General Assembly.

Article (13) Publishing and Enforcement:

This Charter shall come into effect after the date of its approval by the General Assembly.