
Middle East Specialised Cables Co.

**The Corporate Governance Regulations of the
Company**

This Regulation has been adopted by the General Assembly of the Shareholders in its regular meeting held on Wednesday 22/06/1432H corresponding to 25/05/2011

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First Chapter

Introductory Rules

Article one:

Introduction

The Middle East Specialised Cables Co. (MESC) has prepared a governance system according to the requirements of the Instruction of the Companies' Governance Article (10) Paragraph (C) issued by the Capital Market Authority; and according to the Companies' Law, registration and inclusion procedures; and according to the company's Articles of Association, and without contradicting the Article's rules; and in the light of the best international practices of the companies' governance.

The governance is a group of structures, systems, and policies made for managing and controlling the company, and these include defining the relationship between the companies' shareholders, the board of directors and the executive management to help the board of directors in doing its commitments and improving the practical effectiveness of the board and its committees so as to insure the abiding of the best governance practices.

Article Two:

The aim of the governance system

The company aims from adopting the governance system to organise and improve its governance principles through its abiding by the following:

- Improve the current administrative performance which is based on the company's value and the possibility of questioning the company.
- Increase the effectiveness of the supervision's role in cooperation with the executive people so as to achieve the interests of the company and the shareholders including the small investors, and the work for increasing the shareholders rights with the appropriate ways.
- The commitment to the declaration and transparency of the information, and the existence of an effective system of internal control and risk management.

Article Three:

Definitions

For the purpose of implementing this system, the following words and terms have the meaning stated in front of them unless the context demands otherwise.

The Company: The Middle East Specialised Cable Co. (MESC)

The Independent Member: the member of the board of directors who has a complete independency. The following are examples, but not exclusive, of what negate independency:

1. If he own 5% or more of the company's shares or of any other company of its group.
2. If he is a representative of a legal personality that own 5% or more of the company's shares or of any other company of its group.
3. If he is one of the senior executives during the last two years in the company or in any other company of its group.
4. If he is a first-degree relative to any of the board of directors' members in the company or any other company of its group.
5. If he is a first-degree relative to any of the senior executives of the company or any other company of its group.
6. If he is a member of the board of directors in any company within the company's group.
7. If he is a former employee in one of the firms that associated with the company or any other company of its group like the chartered accountants and the main vendors, or he has a controlling shares in these firms during the last two years.

Non-executive member: he is the board of directors' member who is not dedicated to the company's management, or who does not receive a monthly or yearly salary.

First-degree relatives: they are the father, the mother, the wife, the husband and the children.

Interest-groups: they are whoever has interest with the company (like shareholders, employees, creditors, customers, vendors, and the society).

Accumulative voting: a method of voting for choosing the board of directors' members where each shareholder has a voting capacity corresponds to the shares he has - he has the right to give it to one candidate or divide it between many candidates without repeating these electoral votes. This method of voting increases the chances of winning for the

minority shareholders' representatives in the board of directors due to the accumulative electoral votes for one candidate (the company has adopted the traditional voting method and if the accumulative voting becomes compulsory, then the company can adopt it)

Minority shareholders: they are the shareholders who represent a non-dominating group upon the company, that is, they can not affect it.

Second chapter

Shareholders' rights and the General Assembly

Article fourth:

The general rights of the shareholders

1. The shareholders have all the rights that are connected with the share, in particular the right to receive the following:
2. A portion of the dividends that is being decided for distribution
3. The right to receive a portion of the company's assets when the company is liquidated
4. The right to attend the shareholders assemblies, participating in its discussion, and voting its decisions.
5. The right to dispose of his shares
6. The right to control the works of the board of directors and suing the board members for responsibility
7. The right to inquire and ask for information without compromising the company's interest and contradicting the Capital Market Laws and by-Laws

Article fifth:

Facilitating the procedures for the Shareholders to practice their rights and to find information

- A. The company's instructions include the necessary precautions and procedures that insure that all shareholders have exercised their legal rights
- B. The company provides all the information that enables the shareholders to exercise their rights. This information is to be complete and accurate and to be delivered and undated in an organised manner at the specified time. The company use the most effective ways in communicating with the shareholders, and it does not discriminate between the shareholders regarding information providing.

Article Sixth:

The General Assembly of the Shareholders

The company has an instructions for the General Assembly of the Shareholders that clarify all the procedures concerning preparing, administrating, and decisions taking.

- A. The General Assembly will meet at least once a year during the six months that follow the end of the financial year of the company.
- B. The General Assembly will meet at the invitation of the board of directors, the board of directors will invite the general assembly to meet if the chartered accountant demanded or a member of the shareholders who own no less than 5% of the capital demanded.
- C. The date, place, and agenda of the meeting of the General Assembly shall be declared (twenty) days before the appointed date, the invitation is to be published on Tadawl's website, the company's website and at least two daily news papers that have a wide coverage in the Kingdom, a copy of the invitation and the meeting agenda shall be send to General Administration of Companies, Ministry of Commerce.
- D. The company shall give the shareholders the chance for an effective participation, and voting upon the subjects that included in the agenda, provides them with the rules that control all the meetings and the voting procedure, each shareholder who has (10) shares has the right to vote, is invited to participate and to vote during the meeting of the General Assembly.
- E. The company will use the necessary methods to facilitate the participation of the largest number of the shareholder in the meeting of the General Assembly such as choosing suitable place and time.
- F. The Board of Directors takes into consideration when putting the agenda of the General Assembly meeting the subjects that the shareholders wanted to be included in the agenda, a shareholder who own at least 5% of the company's shares may add a subject or more to the General Assembly meeting agenda.
- G. The shareholders have the right to discuss the subjects included in the General Assembly meeting agenda and ask the board of directors and the chartered accountant, questions about them, and the board of directors and the chartered accountant should answer the question to the extent that does not harm the company's interest according to the Article (94) of the Company's Law.
- H. The subjects on the General Assembly meeting agenda should be accompanied by enough information that enables the shareholder to take their decisions.
- I. The company shall enable the shareholders to read the minute of the General Assembly meeting, it also provides the Capital Market Committee by a copy of the meeting agenda during (ten) days from the meeting.

- J. The company should inform the Capital Market by the General Assembly' results as soon as it is finished.

Article Seventh:

The voting right

- A. The voting right is considered as an essential right that cannot be cancelled by any way, the company should avoid putting any procedure that can lead to obstruct the voting, and it should facilitates for the shareholder to practice his right in voting and to simplify the procedure, and the same time the company should take into consideration the rights of the same group of the shareholders according to the reading of Article (86) of the Company's Law and the Paragraph (A) of Article (3) of registration and inclusion procedure.
- B. The traditional voting system is used when voting for choosing the board of directors in the General Assembly, and when the accumulative voting becomes compulsory the company will adopt it.
- C. The shareholder can commission - in writing - another shareholder who is not on the board of directors or a company's employee to attend the General Assembly meeting.
- D. The company is to assertion that the legal shareholders who act on behave of others (if there is) like investment funds, to declare how they could deal with any main conflict that may affect the exercising of the main rights that concern their investment.

Article Eighth:

The Shareholders rights in the dividends

- 1. The company has prepared and confirmed special instructions for dividends distribution policy. The policy aims to achieve the shareholders and the company's goals and to enable the shareholders to be acquainted with it, and also the dividends distribution's policy is included in the board of director's annual report.
- 2. The Assembly decides the dividend that is suggested to be distributed. The priority of dividends, be it cash or free shares, is to the shareholders who are registering in the register of Capital Market deposit centres at the end of the circulation on the day of the assembly (if there is)'

The dividends distribution policy is represented in the following:

- Establishing a clear procedure that can be understood and forecasted to determine the amount of the dividends.
- Insure that the distribution of the dividends' procedure in simple and effective.
- Insure that the payment of the declared distributions is done according to the total amounts and dates.

Third chapter

Declaration and Transparency

Article Ninth:

The policies and the procedure associated with the declaration

The transparency, accuracy, and the suitable timing for declaring the information are the main principles of the governance in the company. The company has prepared and followed a special instruction for the declaration and transparency's policy of the information, the policy insure the declaration of all information that concerns the financial position to the shareholders and investors in accordance with Article (26) of the Registration and Inclusion Instruction, the performance, and the ownership and control of the company according to the requirements of the supervision and legislation authority and the Article of Association.

Article Tenth:

The declaration in the board of director's report

In addition to what has been included in Article (27) of the Registration and Inclusion regarding the content of the board of directors report that accompany the annual financial statements of the company, the report will include the following:

- A. What has been implemented of this Instruction's rules and the un-implemented rules and the reason of the not implementation
- B. The name of the shareholding companies that a member of the board of directors of the Company is also a member in that company/ board of directors.
- C. The construction of the board of directors and the classification of its members as follow: an executive member of the board of directors, a non-executive member of the board of directors, and independent member of the board of directors.
- D. A short description of the specialities of the main committees of the board of directors and their roles, theses committees are like, auditing, electoral, and bonuses, with a declaration of the names of these committees, its presidents, its members and the number of its meetings.
- E. Details about the bonuses and compensations paid to each of the following (each one separately)
 1. The members of the board of directors
 2. Five of the senior executives from those who received bonuses and compensations from the company in addition to the executive president and the financial manager if they are not among the aforementioned executives.

- F. Any penalty, reservation registered against the company from the Capital Market Committee or another supervising, organisational or judicial institution.
- G. The results of the annual report of the effectiveness of internal auditing procedure.

Fourth chapter

The board of directors

Article eleventh:

The main jobs of the board of directors

The board of directors is to perform its duties with loyalty and thorough care for achieving the interest of the company and all the shareholders and not to the interest of a certain group of them, the main jobs of the board of directors represented in:

- A. Confirming the strategic aims and the main goals of the company and monitoring its execution, and from this:
 - 1. Putting the overall strategy of the company and the main work plans, the risk management policy and its revision and guidance.
 - 2. Putting the optimum Capital structure of the company, its strategy, financial goals, and the annual approval of the budget.
 - 3. Monitoring the main capital costs of the company and assets ownership and the disposing of it.
 - 4. Putting the performance aims, the performance control and the overall performance.
 - 5. The periodical review of the organisational structures, and employment structures in the company and its authorisations

- B. Putting systems and controls for the internal auditing and the general supervision of it, and from this
 - 1. The company implement special instructions that organise the conflict of interest policy; this policy treats the probable cases of conflict for the board of director's members, the executive management, and the shareholders. That included misusing the company's assets and its facilities, and misbehaving with the associates.
 - 2. Insure the accuracy of the financial and accounting systems which include the systems that deal with preparing financial statements.
 - 3. Insure the implementation of an optimum system of risk management.
 - 4. The annual review of the effectiveness of the internal control procedures in the company.

- C. The Articles of Association of the company and the instructions of the shareholders general assembly clarify the standards and the procedures of the board of director's membership.

- D. The recognition and the protection of the rights of the interest groups in the governance scope and according to the governance principles issued by Capital Market Committee and the applicable laws and the rights that the law has guaranteed, the recognition will encourage the co-operation between the interest groups to invest and create fortunes and jobs and to achieve fixation and continuity for the established projects upon accurate and safe financial principles, thus the company:
1. Compensates interest groups for any violation to their right in a peaceful manner if possible, and if not the company can apply the conditions that govern the contracts, and if there is no legislation, the valid laws and the local and international commercial norms shall be applied.
 2. Respects the rights of the interest groups according to the applicable laws like the Labour Law, Companies Law, the Capital Market Law and its Instructions.
 3. The company knows that the contribution of the interest groups in making a source for building the competitive abilities, and increasing profit; thus, the long term co-operation between the interest groups and the company and the recognition and protection of their rights will add to the company's interest and success.
 4. The company considers itself a part of the society that it is working in, the company has committed that its relationship with the society will build upon respect, confidence, honesty, and justice.
- E. The company enforces a code of conduct and decency for working in it, this code is applicable to all employees, and it is compatible with the proper professional and moral standards. This code of conduct includes the following rules:
1. The principles and values of business in the company.
 2. Bank accounts and loans.
 3. Ability to deal when having business.
 4. The general personal performance.
 5. The personal distinctiveness.
 6. Secrecy and protecting information.
 7. Circulating the internal information.
 8. Reporting the internal fraud, theft, and illegal activities.
 9. Abiding by the local laws and systems.
- F. The board puts the policies and procedures that insure the company's respect for the rules and regulations, and among the most important of these policies:
1. Supervising the procedures of declaring the essential information for the shareholders and creditors and other interested entities.

2. Insure that the company is abiding by the valid laws particularly the Company's Law, Capital Market Law and its Instructions, and the Company's Articles of Association.

Article twelfth:

The responsibilities of the board of directors

- A. With the consideration of the general assembly's speciality, the board of directors undertakes all the powers and authorities that are necessary to manage the company, the final responsibility of the company is for the board even if it establishes committees, authorised other individual to perform some of its jobs, and it does not issue general or indecisive duration authorisations.
- B. The board of director's responsibilities are well defined in the company's Articles of Association.
- C. The board of directors shall perform his duties with complete responsibility, goodwill, seriousness and attention, and its decisions should be built upon thorough information from the executive management or other reliable source.
- D. The board of director's member will represent all the shareholders, and he should commit himself to the company's interest generally and not to the interest of those he represent or those who voted for him.
- E. The board of directors will determine the authority that it has to be given to the executive management, the decision making procedure and the duration of authorisation. It also determines the tasks that it returns the right to deal with. And the executive management shall regularly report to the board about its valid authority.
- F. The company shall provide a directional programme for the new members about the nature of its activity and other important issues that help them in performing their duties, the company also provide all the members with a continual training programme in order to develop their technical skills to manage the company. The board of directors and its subordinate committees may use an external consultant in law, accounting and other matters, whenever there is a need.
- G. The Articles of Association states in Article (19) the conditions that should be followed by the board of directors regarding the loans that its date of return does not exceeds three years, or selling the company's building or mortgaging it or discharging the company's debtors from their obligations.

Article thirteen:

Forming the board of directors

The company is obliged with regard to forming the board of directors to the following:

- A. The appropriate number of the board of director's member is nine; this number has been determined by the Articles of Association of the company and the board of director's instructions, and one of the most important considerations that are taken into account is the importance of the presence of the different qualifications and skills in the members.
- B. The general assembly of the shareholders elects the member for a period of no more than three years and the re-designation is possible.
- C. The majority of the board members are non-executive members.
- D. The combination between the chairman of the board of directors and other executive position like managing director, executive manager, or general manager is not permissible.
- E. The independent members of the board of directors should not be less than two or a third of the member of the board whichever is more.
- F. The general assembly has the right to end the board service before the end of the term; the general assembly can take this decision for all the members or for a certain member.
- G. When a membership of a member of the board has been ended by any way of service-ending, the company should immediately inform the Committee and the market along with the reason of the service-ending.
- H. No one member can be a member of the board of directors in more than five shareholding companies at the same time.
- I. It is not permissible for a legal personality - who has the right to nominate representative for him according to the company's law - to vote for choose the other members of the board of directors.
- J. To insure the transparency and the non-partiality in decision making and to achieve the balance of interest between the shareholders at least the third of the members of the board are from the independent non-executives, the company define those members as having no important relationship with the company except their membership in the board.
- K. The formation of the board of directors is completed in the light of fair representation of all shareholders including the minority shares.
- L. The formation of the board of directors and the efficiencies and the skills therein is appropriate to its control responsibilities and to develop tracking the company's management and strategy. Each member has experiences, skills, the importance

knowledge to perform his duties effectively and to improve the ability of the board to achieve the long terms aims of the company and its shareholders.

Article fourteen:

The board of directors' committees and its independency

The board of directors has formed three committees attaching to it so as it can perform its jobs effectively, and these are the name of the committees:

- The revision committee
- The electoral and bonuses committee
- The executive committee

Each committee has its own regulations that the board of directors approved. The regulations determines the way of choosing the members of the committee and ending the membership, the authority of the committee and its work procedure and the rights and the responsibilities of its members and its meeting and the bonuses of the members, and after each meeting of the committee the minutes of the meeting will be send to the board of directors.

Revision committee

- A. The board of directors forms a committee from the non-executive members to be called the revision committee whose members should not be less than three members of whom one should be specialised in financial matters and accounting.
- B. As per the suggestion of the board of directors the general assembly of the company issues the procedure for choosing the member of the committee and the duration of their membership and the method of the committee's work.
- C. The missions and responsibilities of the revision committee are the following:
 - 1. Watching over the internal auditing of the company to investigate the extent of its effectiveness in performing the tasks that the board of directors has put to it.
 - 2. Studying the internal auditing system and putting a written report about its opinion and its recommendation regarding it.
 - 3. Studying the internal auditing report and track the execution of the corrective procedures for the notes that come in it.
 - 4. Recommend to the board of directors to appoint, end the service and determine the fees of the chartered accountants, and when recommending the appointment of the accountant it should ensure their independency.
 - 5. Watch over the work of the chartered accountant, and confirm any work not included in the scope of their auditing which is been assigned to them.
 - 6. Studying the auditing plan with the chartered accountant and give their notes about it.
 - 7. Studying the notes of the chartered accountant upon the financial statements and track what is being done about it.
 - 8. Studying the draft of the annual financial statements before sending it to the board of directors and show their opinions and recommendations about it.
 - 9. Studying the adopted accounting policy and give their opinion and recommendations about it to the board of the directors.

The electoral and bonuses committee

- A. The board of directors form a committee called the electoral and bonuses committee.
- B. As per the suggestion of the board of directors the general assembly of the company issues the procedure for choosing the member of the committee and the duration of their membership and the method of the committee's work.
- C. The missions of the electoral and bonuses committee are the following:
 - 1. Recommending to the board of directors the nomination to the assembly membership according to the authorised policies and standards and with a consideration for not nominating a person that has a criminal record.
 - 2. The annual revision of the required needs of the suitable skills to the membership of the board of directors and prepares a description of the capabilities and qualifications needed for the board of director's membership and that include the time that member should spend in the work of the board of directors.
 - 3. Reviewing the structure of the board of directors and make recommendations regarding the possible changes that can be made.
 - 4. Determines the weakness and strengths in the board of directors and suggests a treatment in accordance with the company's interest.
 - 5. Insures annually the independency of the independent member of the board, and that there is no conflict of interest if the member is on the board of another company.
 - 6. Putting a clear policy for the compensation of the board of directors member and the senior executives, and when putting these policies it should use standards that relate to the performance.

The executive committee

- A. The committee consists of at least three members to be chosen by the majority of the members of the board; the committee exercises all the board's authority and perform its duties in the period between its meetings.
- B. The implementing regulation of the executive committee identifies the procedures of forming the committee and ending the services of its member.
- C. The implementing regulation determines the authorities and responsibilities of this committee.

Article fifteenth:

The meetings of the board of directors and its agenda

- A. The board of directors meets according to a fixed timetable that is being scheduled in the first meeting after the board formation, this timetable help the board in performing its duties effectively. According to this timetable, the number of meeting should be not less than four times per year, the member of the board should put enough time to perform their tasks and prepare for the board and the permanent committees meetings and being keen to attend it.
- B. The board of directors hold ordinary meeting regularly by invitation of the chairman; the Chairman should invite the board for an emergency meeting when two of the members ask for it in writing.
- C. The Chairman of the board should consult with the members and the executive president about the meeting agenda that is to be presented to the board. All the members of the board are to receive complete information about the topics to be discussed in any meeting through the board secretary and this should be before the meeting by enough time, these information includes the meeting agenda, the minutes of the last meeting, and also the main indicators of the company's performance which include the suitable financial information that the management has prepared along with clear recommendations, for decision making, the board of directors is to confirm the meeting agenda as soon as it is held and if there is an objection against the agenda, it should be pointed out in the minutes of the meeting.
- D. The board of directors should keep the detailed minutes of the meeting that reflect the discussion and the voting result upon the board's decisions each one separately, the Chairman and the secretary of the board should sign the minutes.
- E. The detailed procedure of preparing to the board of directors meeting is identified in the board of directors implementing regulations.

Article Sixteenth

The board of director's bonuses

The bonuses of the board of directors include the annual bonus and the allowance for attending the meetings, and these bonuses should not affect their independency at any time. The board of directors through electoral and bonuses committee will periodically review the members' bonuses; the company will declare each member's bonus in the annual report. The company should not give the members any sort of personal loans.

Article seventeenth

The conflict of interest in the board of directors

- A. It is not permissible for a board of directors member - without a licence from the general assembly that to be annually renew - to has direct or indirect interest in the work and contract of the company, with the exception of the works than done through bidding if he has the best bid, the member of the board shall inform the board of his personal interest in the works and contracts of the company, this information should be included in the minutes of the meeting, and it is not permissible for the member who has the interest to vote upon the decision to be taken in this regard in the board meeting of in the general assembly, the Chairman of the board should inform the general assembly when held about the works and contracts where any of the members of the board of directors has interest in; this information should be attached along with a special report from the chartered accountant.
- B. It is not permissible for any member of the board of directors - without a licence from the general assembly that to be annually renew - to participate in a business that rival the company, or trade in one of its activities.
- C. It is not permissible for the company to give any sort of a cash load to its board of director's members or guarantee their loans from the others, excluded from this is the bank and other creditors.
- D. The company uses special policy regarding the conflict of interest and the policy include the declaration when there is conflict of interest, and guidance also for the member of the board of directors, executive management and the company's employees.

Article eighteenth:

The instructions, systems and policies of the internal governance

The structures, the operations and the practices of the company's governance is being organised by the Articles of Association of the company and the following internal instruction, systems and policies:

- The implementing regulation of the general assembly of the shareholders.
- The implementing regulation of the board of directors.
- The implementing regulation of the reviewing.
- The implementing regulation of the electoral and bonuses committee.
- The implementing regulation of the executive committee.
- The implementing regulation of the executive management.
- The implementing regulation of the declaration and transparency of the information.

The internal control system

- The risk management policy
- The internal auditing management instruction
- The dividends distribution policy
- The guide of moral behaviour and the relationship with interest groups
- The conflict of interest policy
- The implementing regulation of the board's secretary (compliance officer)

Fifth Chapter

The executive management

Article nineteenth:

The executive management governance

The company understand that the daily administration of the company's activities need an effective management from the executive manager and the assistant managers who help him and the work through the team is the best method to confront the obstacles the company faces, and for the governance of the executive management the company works to:

- A. Forming an executive board managed by the executive manager and the membership of the senior executive officials.
- B. The board of directors chooses the executive manager for four years, and the executive manager suggests to the board of directors the members of the executive board whom will help him to be confirmed by the board.
- C. The board of directors has the right to end the services of the executive manager and the members of the executive board at any time.
- D. The executive manager co-operating with the bonuses and electoral committee shall show the recommendations regarding the number of the member of the executive board to the board of directors. This number has been stated in the executive management instructions according to the recommendations of the board of directors.
- E. The executive manager and the senior executive officials are to perform the daily management of the company and to implement its goals and strategies, they meet regularly to discuss the new issues that face the company in its management, the detailed proceedings of that procedures is being identified in the executive instruction.
- F. The board of directors should prepare a plan of succession that clearly state his effectiveness with the sudden lost of the senior executives, and to help the board doing this the executive manager forwards to the board of directors a list that includes the appropriate personnel who can take over the position of the main executive officials in the company including the executive manager.

Article twentieth:

The conflict of interest in the executive board

The executive manager and the members of the executive board shall execute their duties with a complete care so as to achieve the company and all the shareholders' interest and not the interest of a certain group of them, the executive manager and the members of the executive board will not engage in events that may lead to conflict of interest with the company, and if that happens they will declare it to the board of directors through the board's secretary (the compliance officer), and they should not participate in the voting regarding this matter, therefore the company has issued a policy for the conflict of interest in it.

Article twenty-first:

The relationship between the executive management and the board's secretary

The proper application of the governance concept needs an open discussion between the board of directors and the executive management, and thus it has been work to:

- A. Following the method of periodical report that the executive manager and the executive board will send to the board of directors, this method is being identified in the implementing regulation of the executive management.
- B. The board of directors shall contact the company's management and employees at any time, and the board's secretary (compliance officer) has a main role in a achieving this.
- C. The board's secretary has the necessary experience and skills to insure that the officials in the company are following the internal and external laws, in addition to his role in providing the communication between the officials in the light of the Articles of Association of the company and the internal instruction and making the official performance corresponds to the latest development of the governance system in the company. The company has made special instructions of the board's secretary that identify his role and responsibility.

Sixth Chapter

Concluding rules

Article twenty-second

Publishing and enforcement

The company's governance system is being adopted by the board of directors in its first meeting of the second period of the year 2011 on 12/02/1432 corresponding to 18/01/2011 and to be enforced from the date of its adoption from the general assembly of the shareholders in its regular fourth meeting.