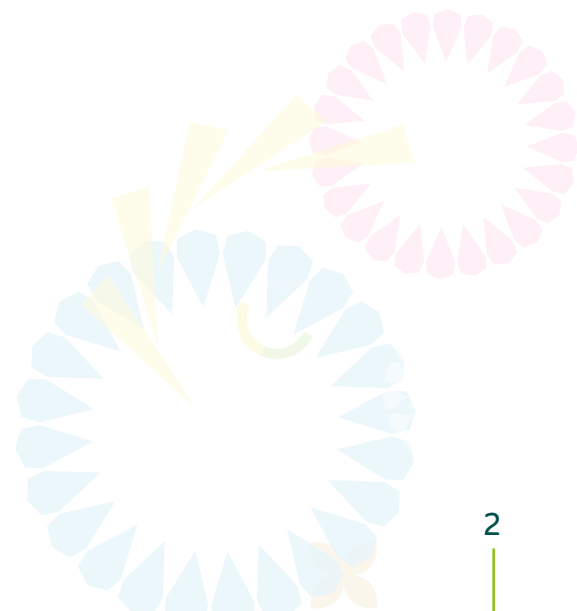




REMUNERATIONS POLICY FOR THE BOARD MEMBERS AND ITS COMMITTEES AND THE EXECUTIVE MANAGEMENT

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Purpose

This policy aims to govern Board of Directors, its Committees, and Executive Management Remuneration in accordance with general guidelines set by Nominations and Remuneration Committee of the Company to attract talented professionals and retain and motivate them to achieve the success of the Company in long-term development.

Article (1) General Provisions

Competencies and Powers of Board of Directors:

- 1- The Board of Directors consider in determination and disbursement the remuneration of each member in accordance with this policy and the related provisions in Company's Bylaw, relevant laws, regulations, guidelines, or legislation that issued by the Relevant Regulatory Authorities.
- 2- Review Remunerations Policy for the Board members and its committees and the Executive Management in preparation for approval by the General Assembly.
- 3- Ensure that Nomination and Remuneration Committee implementing this policy and evaluate its effectiveness periodically.
- 4- Decide about the Recommendation of the Nomination and Remuneration Committee about the Board of Directors Remuneration in preparation for approval by the General Assembly.
- 5- Decide about the Recommendation of the Nomination and Remuneration Committee about Board's Committees' member remuneration and approved its disbursement.

Competencies and Powers of Nomination and Remuneration Committee:

- 1- Preparing a clear policy for the remunerations of the Board members and its committees and the Executive Management, such policy shall follow standards that linked to performance, and disclosing. Periodically Reviewing the policy and assessing its effectiveness in achieving its objectives.
- 2- Clarifying the relation between the paid and this policy and highlighting any material deviation from that policy.
- 3- Recommending to the Board of Directors the remuneration of the Board of Directors and committees in accordance with this policy.

Article (2) Remunerations Rules and Standards

Implementing to the Company's Bylaw, relevant laws, regulations, guidelines, or legislation that issued by the Relevant Regulatory Authorities the company worked on the Rules and Standers Board members and its committees and the Executive Management Remunerations as below:

- 1- Be consistent with the Company's strategy, objectives, and level of risks that it faced.
- 2- Provide remunerations with the aim of encouraging the Board members, its Committee Members, and Executive Management to the Board of Directors determined objective in annual base and success of the Company in long-term development.
- 3- Thake into consideration the practices of other companies, Company Sector, Company size and its board experience to avoid the disadvantages of such comparisons in leading to unjustifiable increases in remunerations.
- 4- The Remuneration must be sufficient to the job level, responsibilities, experience and education background, performance level in order to attract, motivate and retain highly qualified and experienced.
- 5- Board members shall not vote on the agenda item relating to the Remuneration of Board members at the General Assembly's meeting.

First: Board members and its committees Remuneration:

In determination and disbursement of Board of Directors' members and its committees' members shall consider the below;

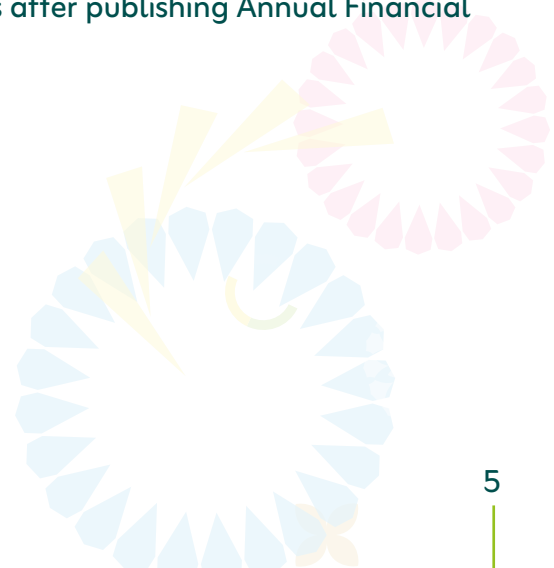
- 1- The remuneration may be a fixed amount, an in-kind benefits allowance for attending meetings, or a percentage of the net profit ¹, or a combination of two or more in in accordance with the Company law, or Company's Bylaw
- 2- The Remuneration must be fair and proportionate to the Board member's activities carried out and responsibilities borne by the Board members, in addition to the objectives set out by the Board to be achieved during the financial year.
- 3- The Remunerations may vary depending on the Board members' number of Board meetings.

¹Percentage of the net Profit Based on the Company's Bylaw.

- 4- The reasonable costs and expenses actually incurred by the Company on behalf of a Board member or in its committee's member in performing their work.
- 5- The Remuneration of independent Board members shall not be a percentage of the profits that are realized by the Company.
- 6- Based on the Nomination and Remuneration Committee recommendation the Board of Directors shall approve the Remuneration of its committees.
- 7- Based on the Nomination and Remuneration Committee recommendation the Board of Directors shall approve the Remuneration of its committees. The Remuneration shall disbursement after publishing Annual Financial Statements of the Company.
- 8- A Board member may receive a Remuneration for any additional executive, technical, managerial or consultative – pursuant to a professional license- duties or positions carried out by the Board member, and such Remuneration should be in addition to the Remuneration he/she may receive in capacity as a member in the Board and in the committees formed by the Board, pursuant to the Companies Law and the Company's bylaws.

Second: Executive Management Remuneration:

- 1- Board of Directors determine Salaries of the Chief Executive officer, or Executive Management by way of example (basic Salary, Financial Benefits, In-kind Benefits, or any other benefits). based on approved internal policies and procedures
- 2- The remuneration of senior executives will be variable based on approved internal policies and procedures.
- 3- Depend the disbursement of the remuneration senior executives after publishing Annual Financial Statements of the Company.



Article (3): Paying and Returning Remunerations

Take into consideration situations where remunerations should be suspended or reclaimed if it is determined that such remunerations were set based on inaccurate information provided by a member of the Board or the executive management, in order to prevent abuse of power to obtain unmerited remunerations by way of example:

- 1- If the General Assembly decides to terminate the membership of any Board member who fails to attend three consecutive Board meetings or five non-consecutive Board meetings during his membership without a legitimate excuse accepted by the Board, then such Board member shall not be entitled to any Remuneration for the period starting from the last Board shall pay back any Remuneration received for that period.
- 2- If it is evidenced to the audit committee or the Capital Market Authority that the Remuneration paid to any Board member was based on false or misleading information presented to the General Assembly or included in the annual Board report, the Board member shall return such Remuneration to the Company, and the Company may request such Board member to return such Remuneration.

Article (4): Discloser

The Board shall include below points on the Annual Report:

- 1- The Board must disclose in its annual report details of the Remuneration policies, and mechanisms for determining such Remuneration, including amounts in cash and in-kind benefits paid to each Board member in exchange for any executive, technical, managerial, or advisory work or positions.
- 2- Provide an accurate, transparent and detailed disclosure in the Board report on the remunerations granted to the Board members and Executive Management, directly or indirectly, without any omission or misleading information, and whether these were in cash or other benefits of any nature. In case they were shares of the Company, the value of the shares is the market value on the due date.
- 3- Explain the relationship between remunerations granted and applicable remuneration policy, highlighting any significant deviation from this policy.

4- A description of the necessary details with respect to the remunerations and compensations granted to each of the Board members, five Senior Executives who have received the highest remuneration from the Company provided that the chief executive officer and chief financial officer are among them.

Article (5): Review

Remunerations Policy for the Board members and its committees and the Executive Management is subject to regular review for enhancement and amendment aligned with Company's Bylaw, relevant laws, regulations, guidelines, or legislation that issued by the Relevant Regulatory Authorities. and according to and according to Nomination and Remuneration Committee recommendation to Company Board of Directors and shall be presented to the General Assembly for approval.

Article (6): Publication and Entry into Force

Remunerations Policy for the Board members and its committees and the Executive Management shall be affective as per General Assembly Resolution approval and shall publish on the Zain KSA official website in order to be reviewed by the Shareholders, and Stakeholders. Whatever is not explicitly stated in this document should follow the Company's Bylaw, relevant laws, regulations, guidelines, or legislation that issued by the Relevant Regulatory Authorities.

