

Executive Committee Charter

Table of Contents

Article 1:	Definitions	2
Article 2:	Objectives of the Committee	2
Article 3:	Powers and Responsibilities of the Committee	2
Article 4:	Formation of the Committee	3
Article 5:	Duties of Committee Members	4
Article 6:	Committee Meetings	4
Article 7:	Committee Secretary	5
Article 8:	Documentation of Committee Minutes	5
Article 9:	Committee Work Plan and Reports	6
Article 10:	General and Final Provisions	6

Article 1: Definitions

1.1 Unless the context otherwise requires, the following words and expressions shall have the meanings assigned to them hereunder:

- Board: The Board of Directors.
- Committee: The Executive Committee.
- Authority: The Capital Market Authority.
- General Assembly: The Shareholders' General Assembly.
- Company: Arabian Contracting Services Company.
- Resolution: The resolution establishing the Committee.

1.2 Definition of the Executive Committee:

The Executive Committee is a subcommittee of the Board of Directors, appointed by the Board, and composed of no fewer than three (3) members in compliance with the Company's Articles of Association. The Committee's term is linked to that of the Board. It shall exercise its powers pursuant to the instructions set by the Board and shall assist the Chief Executive Officer (CEO) within the limits of the delegated authority.

Article 2: Objectives of the Committee

2.1 The Committee aims to regulate the Company's operations and safeguard shareholders' rights, without prejudice to the objectives of other Board subcommittees, serving as a bridge between the Board and the other committees.

The primary purpose of the Committee is to assist the Board in discharging its responsibilities to shareholders and other stakeholders with respect to overseeing executive management and financial management, monitoring the Company's activities on a regular basis, and submitting recommendations to the Board as necessary.

Article 3: Powers and Responsibilities of the Committee

3.1 Powers of the Committee:

In the course of carrying out its duties, the Committee shall have the right to:

1. Access all records, documents, and information.

2. Request clarifications from Board members or executive management without interfering in decision-making or executive functions.
3. Invite, in coordination with the CEO, any Company officer or employee to attend its meetings.

3.2 Responsibilities of the Committee:

- Review the Company's performance and project status, and report thereon to the Board in accordance with approved plans and programs.
- Subject to the Company's financial and administrative authority matrix, engage local or international advisory firms to assist in the performance of its functions, in coordination with executive management when necessary.
- Maintain ongoing coordination with the CEO regarding implementation of Board and General Assembly resolutions.
- Review risks presented by executive management, discuss them, and work to mitigate such risks.
- Review business programs, strategic plans, and annual budgets prepared by executive management prior to submission to the Board.
- Conduct periodic self-assessments of its activities and performance.
- Consider any other matters deemed important by the Committee and executive management.

Article 4: Formation of the Committee

4.1 The Board shall form the Executive Committee, which shall consist of no fewer than three (3) members from among the Board or otherwise.

4.2 The Committee's term shall expire upon the expiry of the Board's term.

4.3 The Committee shall appoint a Chairman from among its members, unless otherwise stipulated in the resolution of formation. In the absence of the Chairman, the Committee shall appoint an acting Chairman from the attending members.

4.4 Membership of the Committee shall terminate upon a resolution of the General Assembly or the Board, or upon expiry of the appointment term, resignation, death, breach of duties detrimental to the Company's interests, absence from more than three consecutive meetings without acceptable excuse, bankruptcy, insolvency, request for settlement with creditors, cessation of debt payments, loss of legal capacity, or conviction of dishonesty, immorality, forgery, or money laundering. If the number of members falls below the quorum required for valid meetings, the Board shall be immediately notified to appoint a replacement member who shall serve the remainder of the predecessor's term.

4.5 Members of the Executive Committee must possess knowledge, competence, and practical experience, with a comprehensive understanding of the qualifications, roles, and responsibilities of Board members and senior executives, and must dedicate sufficient time to discharge their duties.

Article 5: Duties of Committee Members

5.1 Regular attendance and active participation in Committee meetings. Any member unable to attend a meeting must notify the Chairman in writing through the Committee Secretary.

5.2 Maintain the confidentiality of Company information. Members are prohibited from disclosing Company secrets to shareholders outside the General Assembly or to third parties. Any breach shall result in dismissal and liability for damages caused.

5.3 Uphold fairness, integrity, honesty, objectivity, and independence in discharging their duties, avoiding personal interests, undue influence, or misrepresentation of facts.

5.4 Disclose to the Board any transactions conducted with the Company and the nature of such relationships.

Article 6: Committee Meetings

6.1 The Committee shall approve an annual schedule of meetings for each fiscal year. At each meeting, the date and agenda of the subsequent meeting shall be agreed upon.

6.2 The Committee shall convene at least once every two months, either physically or via modern technological means, unless otherwise resolved in the formation resolution. Invitations and agendas shall be circulated at least five (5) days prior. A quorum shall consist of at least half the members, and not fewer than six (6) meetings shall be held annually.

6.3 The Committee shall convene if requested by the Chairman, two members, or the Board, and such request shall state the reasons for convening.

6.4 Committee resolutions shall be passed by majority vote of members present. In case of a tie, the Chairman shall have the casting vote. Abstention or proxy voting is not permitted.

6.5 Any member may record a reservation regarding a resolution, stating the reasons. If a member withdraws from a meeting, his reservation shall apply only to items discussed prior to withdrawal, provided this is recorded in writing.

6.6 The Committee may adopt resolutions by circulation, provided they are signed in the next meeting.

6.7 Minutes shall be prepared for each meeting, signed by participants, recording discussions, resolutions, and any reservations.

6.8 A quorum is constituted by the majority of members (two out of three). No member may delegate another member to act on his behalf.

Article 7: Committee Secretary

7.1 The Committee shall appoint a Secretary.

7.2 With the Chairman's approval, the Secretary shall circulate the agenda and documents to members within a reasonable time before each meeting.

7.3 The Secretary shall summarize the minutes of meetings and complete the signature process in accordance with Article 8 within ten (10) days after each meeting.

7.4 The Secretary's primary duty is to assist members in discharging their functions and advise on corporate governance compliance.

7.5 All members shall have the right to request the Secretary's services or advice.

7.6 The Secretary shall ensure that all Committee procedures comply with the Company's Articles of Association and internal policies, and shall assist the Chairman particularly with regard to information flow, preparation and circulation of agendas, and drafting of minutes.

Article 8: Documentation of Committee Minutes

8.1 The Secretary shall record discussions during meetings and document recommendations and resolutions.

8.2 Draft minutes shall include the date, venue, attendance, summary of discussions, and resolutions, and shall be circulated to members for approval.

8.3 Draft minutes shall be sent electronically to all members, who shall provide comments within ten (10) days.

8.4 Drafts shall be revised in light of members' comments and reservations and submitted to the Chairman.

8.5 Following the Chairman's instructions, the final minutes shall be issued, signed by the Chairman and Secretary, and circulated to members for signature within ten (10) business days, or deemed approved upon Chairman and Secretary's signature.

8.6 Any comments or reservations shall be included in the agenda of the following meeting.

8.7 Signed minutes and related correspondence shall be kept in a dedicated file.

Article 9: Committee Work Plan and Reports

9.1 At least three (3) months prior to the beginning of each fiscal year, the Committee may prepare a work plan including a meeting schedule and description of planned activities, to be submitted to the Board for approval.

9.2 The Committee shall provide the Board, in coordination with executive management, with periodic and timely reports on Company activities, risks, and performance, including both qualitative and quantitative information, covering at least:

- Details and observations on Company activities during the fiscal year.
- Details of financial status, categorized by asset classes.
- Analysis of risk exposures.
- Details of any breaches of regulatory or internal controls and corrective actions taken.
- Reports on the supervision of executive management performance in line with the Board-approved programs and plans.

Article 10: General and Final Provisions

10.1 This Charter may be amended or updated by a Board resolution, in accordance with applicable Company procedures.

10.2 The provisions of this Charter reflect the laws, regulations, rules, and directives issued by the competent regulatory authorities in force at the time of issuance. In case of any amendments thereto or inconsistencies therewith, compliance with updated binding provisions shall prevail, and this Charter shall be updated accordingly without delay.