

Investment Committee

The Board of Directors issued a resolution dated 8 June 2020 to form the Investment Committee as a new committee, including the Investment Committee Regulation setting out the Committee's duties and authorities. At the same time, the Board abolished its Executive Committee. The purpose of the Investment Committee (the "Investment Committee" or "Committee") Regulation is to set out the composition, responsibilities, and duties of the Committee and to define the interaction with the Board of Directors and Executive Management. The primary purpose of the Committee is to assist the Board in fulfilling its responsibilities towards the strategic planning and investments of Almarai Company and to oversee the Company's existing and future investments.

Rules for selecting members of the Investment Committee, how they are nominated and the duration of their membership

- An Investment Committee shall be formed from among the Board Members or others by a resolution of the Board of Directors.
- Nomination of Investment Committee members shall be pursuant to the recommendation of the Remuneration and Nomination Committee.
- The number of members of the Committee shall not be less than three nor more than five.
- The Committee Chairman shall be appointed by the members thereof at the first Committee meeting.
- Members of the Investment Committee shall be appointed for a period not exceeding three years and may be reappointed as needed for the Committee's formation.
- At its first meeting, the Investment Committee shall appoint a Secretary from among its members or the Company's employees.
- The Committee members shall have the appropriate experience and qualifications relevant to the duties, responsibilities and the nature of the Committee's functions.
- If an Investment Committee seat becomes vacant, the Company's Board of Directors may appoint a temporary member to the vacant position, provided that the latter has the required expertise and competence. The CMA shall be informed thereof, within five business days from the date of such appointment.
- The Company undertakes to notify the CMA of the names of its Investment Committee members and the status of their membership, within five business days from the date of their appointment, as well as

any changes that may affect their membership within five business days from the occurrence of such changes.

- Membership of the Investment Committee shall expire upon the expiry of the Committee's term or the expiry of the member's membership, in accordance with any applicable Saudi law, regulation or instruction. However, the Board of Directors may, at any time, remove all or some members of the Investment Committee. Members may also resign, on condition that they do so at an appropriate time, lest they be held liable towards the Company for damages resulting therefrom.

Duties and Competencies of the Investment Committee

The Investment Committee shall be competent to:

- Work with Executive Management to develop an investment strategy and policy for the Company commensurate with the nature of its business, activities, and risks, and make appropriate recommendations to the Board of Directors.
- Review the investment strategy and policy regularly to ensure its alignment with any changes that may occur in the external work environment in which the Company operates, legislation regulating business, or strategic objectives or otherwise, and recommend to the Board proposed changes.
- Oversee the Company's investment activities and establish appropriate processes for measuring and assessing investment performance.
- Study and evaluate the investment opportunities proposed by the Executive Management regarding the following transactions and make appropriate recommendations:
 - Mergers or acquisitions of companies, businesses, or assets
 - Any termination, sale, transfer of ownership, exit, or disposition of an existing investment
 - Joint ventures under partnership agreements
 - Investments/expansions in new or existing projects
 - Investment opportunities that Executive Management wishes to enter
 - Examination of financing prospects for the above transactions
 - Ensure that the proposed investment opportunities comply with relevant regulations and instructions

- Identify and prioritize proposed investment proposals
- Study the progress on the approved investment opportunities
- Carry out any tasks assigned by the Board of Directors
- Review and follow up on the implementation of Board and Investment Committee decisions

Meetings of the Investment Committee

- The Investment Committee shall convene periodically, at least every six months, and whenever needed.
- The Investment Committee meetings are quorate, if attended by a majority of its members. Committee resolutions shall be adopted by a majority of the members present. In case of a tie, its Chairman shall have the casting vote.
- The Chairman of the Investment Committee shall call for the convening of Committee meetings. Any member of the Investment Committee or the Chairman of the Board may ask the Chairman of the Investment Committee to call the Committee to meet.
- The invitation to the meeting of the Investment Committee shall be sent to the Committee members, together with the agenda, seven days before the date of the scheduled meeting, unless the members agree otherwise.
- No Member of the Board of Directors or Executive Management shall be entitled to attend Investment Committee meetings unless the Committee requests to hear his/her opinion or obtain his/her advice. Attendance of Investment Committee meetings shall be limited to the members and the Secretary of the Committee.
- Investment Committee meetings shall be documented and minutes including the discussions and deliberations carried during such meetings shall be prepared. Recommendations of the Committee and voting results shall be documented and retained in a special and organized register, including the names of the attendees and any reservations they expressed (if any). Such minutes shall be signed by all of the attending members.
- The Chairman of the Investment Committee or his assignee shall attend the Company's General Assemblies to answer shareholders' questions.

- The Investment Committee shall submit summary reports to the Board of Directors following each of its meetings.
- Within the scope of its powers, the Investment Committee may seek assistance from any expert or specialist, whether internal or external. This shall be included in the minutes of the Committee meeting. Such minutes shall state the name of the expert and his/her relation to the Company or its Executive Management.

Powers of the Investment Committee

In the performance of its duties, the Investment Committee may:

- Request appropriate information that will enable the Committee to carry out its roles and responsibilities.
- Investigate any matter falling within its functions, or any subject specifically requested by the Board of Directors.
- Access the Company's records and documents.
- Seek legal and technical advice from any third party or other independent consultant, when necessary, to assist the Committee in performing its functions.
- Review investment opportunities proposed by the Executive Management, provided that the justifications for approval or rejection are documented in the minutes of meetings.
- Recommend investment opportunities to the Board of Directors.

Investment Committee Members Remuneration

- The remuneration of the Committee members shall be a fixed cash amount, in addition to an attendance allowance.
- The annual remuneration for the members of the Committee shall be determined as per the recommendation of the Remuneration and Nomination Committee to the Board of Directors.

Final Provisions (Application and Review)

This Regulation shall be effective from the date of its approval by the Board of Directors. This Regulation shall be reviewed by the Board of Directors, and any amendments shall be approved by the Board of Directors.

No.	Member Name	Position	Meetings					Attendance Rate
			First	Second	Third	Fourth	Fourth	
			21-Mar-22	23-May-22	21-Jun-22	14-Sep-22	28-Nov-22	
1	Mr. Bader bin Abdullah Al Issa	Chairman	Attended	Attended	Attended	Attended	Attended	100%
3	Mr. Ammar bin Abdulwahid Al Khudairy	Member	Attended	X	Attended	Attended	Attended	80%
5	Mr. Mohammed Mansour Al Mousa**	Member	-	-	-	Attended	Attended	100%
2	HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer	Member	Attended	Attended	Attended	Attended	Attended	100%
4	Mr. Peter Amon*	Member	Attended	Attended	Attended	-	-	100%

*Membership ended on 6 August 2022

**Membership started on 7 August 2022