



شركة الزامل للاستثمار الصناعي
Zamil Industrial Investment Co.

Conflict of Interest Charter

Zamil Industrial Investment Co. (Zamil Industrial) Governance Charters

First: Scope of Conflict of Interest

Conflict of interest arises when it is proven that any Board member, a member of any of the Board's committees, a senior executive, or any employee of the company or its subsidiaries:

1. Has a connection to any activity or has personal, organizational, or professional interests in any activity that may directly or indirectly impact the objectivity of decisions made by that member, executive, or employee or impact his ability to carry out his duties and responsibilities toward the company or any of its subsidiaries.
2. Receives or obtains personal gain from any other party, whether directly or indirectly benefiting from his position and participation in the management of the company affairs.
3. Has used company assets or various resources to gain any personal interest, to utilize them for his own private interests, or to realize other objectives that are not within the company's scope of work or activity.
4. Thus, a member or executive is barred from carrying out any activity or gaining a personal interest that represents in form or essence a type of conflict of interest except after approval of the company's general assembly.

Second: Disclosure of Conflict of Interest

All Board members and senior executives shall be bound to disclose and give notice of their following personal interests.

1. Any interest in an investment or equity in a:
 - a. Commercial activity or entity that provides any company services, or any of its subsidiaries, or gains any benefits from the company, or seeks to provide any service to the company or any of its subsidiaries.
 - b. Benefit from a client or another entity that receives a service or any other benefit from the company or any of its subsidiaries.
 - c. Commercial activity with a client or any other entity that may place it in an advantageous position with respect to any process carried out by the Board member or the executive.
2. Direct or indirect benefits for a Board member or a senior executive or one of their relatives or agents or submission of a denial statement.
3. Summaries of current or suggested work contracts for Board members or the company's CEO.
4. The company shall disclose in the Board of Directors annual report the full details of any transaction carried out between the company and a relevant party and any information related to any works or contracts in which the company is a party and where a Board member, CEO, CFO, or any of their relatives have significant interests in important company business. If such works or contracts do not exist, the company shall provide a denial statement in writing.

5. The company shall without delay inform the Capital Market Authority and the public about the full details of any transaction, project, or investment between the member or the company or one that is funded by the company.

Third: Conflict of Interest at the Board

1. No Board member may (without permission from the General Assembly, to be renewed annually) have any interest (directly or indirectly) in business transactions or contracts made for and on behalf of the company or any of its subsidiaries, except for business transactions that are carried out by public competitive bidding if the Board member submits the best offer. The Board member must notify the Board of his personal interest in the company's transactions or contracts, and such notification should be recorded in the Board's minutes. The member who has a personal interest may not participate in voting for the resolution that is carried out in that respect. The chairman of the Board must notify the general assembly, upon its next meeting, of transactions and contracts in which a Board member may have personal interests. This notification must be supported by a special report submitted by the external auditor.
2. No Board member (without permission from the general assembly, renewed annually) may participate in any work that may compete with the company or trade in any activity branch in which the company participates.
3. The company may not provide a cash loan of any kind to a Board member and may not guarantee a loan agreement that a Board member makes with a third party.

Fourth: Notifications of Conflict of Interest Cases

Board members and company executives shall submit notices to the Board whenever required by the Board to clarify cases of possible conflicts between personal and company interests and obtain directives thereon. Among examples thereof are:

1. Offering or receiving valuable gifts that are related to the company's business, with the exception of symbolic or commemorative gifts that are exchanged within the framework of the company's official relationships.
2. Obtaining by the person or a member of his family any equity in a company or organization that offers services or products to the company, or offers services that compete with services provided by the company, except if such an investment was obtained in a publically traded company whose shares are offered to the general public and provided a person's share in such a company does not exceed 1% of shares and stocks in such a company, except in cases where a full disclosure is made of such benefit.
3. Working as an executive, employee, or advisor with any organization or obtaining a benefit or seeking to obtain a benefit from any party that offers services or sells the company's products or competes with the company in offering services, unless such relationships have been fully disclosed.

4. Obtaining loans from individuals or entities that provide services or products that compete with those offered by the company, except when such loans can be obtained normally from banks and financial institutions.
5. Divulging proprietary information outside the company without prior permission to do so.
6. Using or permitting others to effectively use the services of company workers or materials or equipment or machinery for any purposes other than those that serve company interests, unless such permission was fully disclosed.
7. Accepting salaries or awards from any outside entities for services already paid for by the company, unless such a relationship has been fully disclosed.
8. Violating accounting systems, conventions or principles that must be followed at all times, whether for the company or any of its subsidiaries, (a) to reflect true company records of its assets and liabilities and its revenues and expenditures, and (b) to keep the books in correct accounting status.

Fifth: Closing Regulations

1. The Board of Directors shall abide by the spirit of these guidelines and shall direct all those concerned in the company to implement all instructions therein to achieve transparency and in accordance with the principles of disclosure.
2. The internal auditor shall be responsible for monitoring abidance with these charters and in case of violation shall prepare a detailed report to be submitted to the Board, along with recommendations with respect to treatment thereof.

The regulations in these charters shall supersede any other internal charters conflicting with the text herein.