

Investment Committee Charter

This is a translated version of the Policy. The Arabic version is the approved version and can be relied on.

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Introduction

The charter of the Investment Committee (“**Committee**”) of Elm Company’s Board of Directors (“**Board**”) has been developed to include the rules and procedures for the Committee’s work, its tasks, the rules for selecting its members, the term of their membership, and their remuneration.

Article (1): Objective

The Investment Committee aims to assist the Board in carrying out its regulatory and supervisory duties efficiently and effectively. Its objectives include, but not limited to, for example:

- Assist the Board in fulfilling its responsibilities by setting guidelines for non-organic investments of the Company.
- Define investment objectives and investment policies and supervise investment activities subject to the approval of the Board.
- Make investment decisions according to the DoA approved by the Board.
- Provide recommendations to the Board regarding investment activities, and regularly monitor the results of investment operations.
- Ensure compliance with the Company's investment policies and guidelines.
- Prepare reports on the overall investment results and submit them to the Board.
- Assist the Board in performing any activities/tasks, as determined thereby within the Committee’s mandate, in order to facilitate smooth implementation of the Company’s investment operations.

Article (2): Committee Membership Rules and Controls

1. The Investment Committee is formed by a decision of the Board as follows:
 - A. The Committee shall consist of at least (3) members and not more than 5 members.
 - B. The decision of the Board will determine the Chairman of the Committee.
 - C. The term of the Committee membership shall not exceed (3) years, starting from the time of the Board’s decision to form the Committee and ending simultaneously with the end of the term determined by the Board. The membership of the Committee’s members also ends in the following cases:
 - With respect to Committee’s member who has Board membership, its membership will end if its membership in the Board is terminated, or in case of voluntary resignation from the Committee, which shall be submitted to the Chairman of the Committee and approved by the Board.
 - With respect to Committee’s member who is not a Board member, its membership will end either by resignation or in case of the expiry of the Committee’s term. The Board shall have the right to remove or replace any/or all members of the Committee at any time it

deems appropriate. A Committee member may also resign from the Committee, provided that such resignation occurs at a convenient time.

Article (3): Membership Obligations

- 1) A Committee member shall disclose any direct or indirect interest he/she has in any of the topics presented to the Committee, and the member must refrain from attending and voting on the subject matter of the conflict of interest. Committee members shall address any conflict of interest of any of its members, which may arise in any of the issues topics presented to it, in a manner that achieves justice and efficiency and is in accordance with the relevant provisions.
- 2) A Committee member shall vote on the topics presented to the Committee, with the exception of topics in which he/she has a direct or indirect interest.
- 3) A Committee member shall attend meetings, and inform the Committee Chairman in the event that he/she is unable - for any reason - to attend any meeting of the Committee.
- 4) A Committee member shall not delegate another person to attend on its behalf in case of being absent from any meeting of the Committee.
- 5) A Committee member shall inform the Chairman of the Board if he/she wishes to resign from the Committee's membership.
- 6) A Committee member is obligated to preserve secrets of the Company.

Article (4): Roles and Responsibilities

The duties and responsibilities of the Investment Committee include the following:

1. Define the investment strategy, policies, and guidelines, submit them to the Board for approval, recommend their amendment as necessary, including the policies and guidelines for asset classification, asset allocation trends, prohibited investments, and valuation.
2. Set investment criteria or measures to be used by the Company to monitor the performance of its investments and review them on a periodic basis.
3. Supervise the development of a plan for investing surplus cash and money borrowed for the purpose of investment in order to maximise returns as much as possible.
4. Review the proposed investments and take the necessary measures in this regard, whether by approving investments to the extent permitted by the approved schedule of powers or submitting them to the Board for approval.
5. Review and consider recommendations for the establishment or acquisition of companies in whole or in part, take the necessary action in this regard, whether by approving them to the extent permitted by the approved schedule of powers or submitting them to the Board for instruction in their regard, and comply with the Board's relevant instructions.
6. Supervise the performance of investment operations and monitor the compliance of such investments with investment strategies and policies.

7. Periodically review investment performance reports and ensure that they achieve the agreed objectives and take the appropriate action in accordance with the approved schedule of powers and/or submit them to the Board for direction.
8. Review and address issues related to Zakat/tax compliance in relation to investment transactions and ensure that the Company's investments are in compliance with Shariah principles.
9. Perform any other responsibilities relating to the Company's investment activities or other policies or matters as may be assigned by the Board to the Committee from time to time.

Article (5): Committee Meetings, Procedures and Controls

1. Meetings are determined by the Chairman of the Committee, or at the request of two Committee members.
2. The Chairman of the Committee shall chair all meetings of the Committee, and in its absence, the present members shall appoint a Chairman to act on its behalf.
3. Other members of the Board may not attend the meetings of the Investment Committee without an invitation from the Committee.
4. The Secretary, in coordination with the Chairman of the Committee, is responsible for preparing the meeting agenda and related documents, provided that they are circulated to the Committee members five (5) days prior to the date of the meeting, either by written or oral notice, or by phone or e-mail.
 - A. Number of meetings:

Members of the Committee shall meet at least twice a year on a semi-annual basis, or more frequently as needed.
 - B. Voting and quorum:
 - 1) Committee meetings are not valid unless they are attended by the majority of its members.
 - 2) A Committee member may not delegate another person to attend the meetings on its behalf; however, members can attend using modern technology or communication means, and attendance is then considered to be physical attendance.
 - 3) Each member of the Committee shall have one vote.
 - 4) The decisions of the Committee are issued by a majority vote of the attendees represented in the meeting; in the event of equal votes, the Chairman of the Committee shall have a casting vote.
 - C. Meeting minutes
 - 1) The Secretary shall record the Committee's meeting minutes, which include all procedures, facts, decisions, deliberations and attendance, and then circulated to all its members within (10) days after being approved.

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- 2) The Secretary of the Committee shall send the draft minutes of the meeting to Committee members to get their comments on the draft - if any - within a maximum of (5) working days from the date of sending.
- 3) After handling the Committee members' comments on the draft minutes or the expiry of the aforementioned period, the Secretary of the Committee will send the final draft of the minutes to Committee members in preparation for signature in first upcoming meeting.
- 4) The Secretary shall keep a record of the meetings of the Committee to be presented before the Board by the Chairman of the Committee.

D. Committee Secretary

The Committee shall appoint a secretary to keep records of the Committee's procedures and decisions, as follows:

- 1) The Secretary of the Committee shall be from among the members of the Committee or another person.
- 2) The Secretary shall not have the right to vote on recommendations, directives and decisions.
- 3) Responsibilities of the Secretary include, but are not limited to:
 - Schedule meetings.
 - Provide administrative and logistical support.
 - Draw up the agenda and minutes of meetings.
 - Keep complete records of Committee meetings.
 - Circulate the Committee's decisions to concerned parties.
 - Coordinate with relevant departments on the Committee's decisions that require compliance with laws and taking regulatory measures.
 - Establish a mechanism for tracking and following up on the Committee's decisions.
 - Execute any other tasks or responsibilities assigned to him by the Chairman of the Committee.

Article (6): Committee Powers

In fulfillment of its role, the Committee is authorized to:

1. Use legal advisors, accountants, and independent advisors, or incur other expenses for this purpose, whose charges are borne by the Company in accordance with the approved DoA.
2. Request any employee of the Company, its external legal advisor, or its external auditors for a meeting with the Committee or with any of its members.
3. The Chairman of the Committee shall be present at the Ordinary General Assembly to answer the questions of shareholders.

Article (7): Reports

The Committee submits its reports to the Board as follows:

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1. After each Committee meeting.
2. On any other matters related to the Committee's responsibilities.
3. On main activities, decisions or recommendations as the Committee deems appropriate.
4. The report may be submitted to the Board, orally or in writing, by the Committee's Chairman or any of its members who are appointed by the Committee to submit the report.
5. The report of the Investment Committee must include the number of meetings held during the year and the number of meetings attended by each member, which are to be included in the Board's report.

Article (8): Remuneration of Committee Members

The annual remuneration and allowances for attending meetings for the Committee members and its Secretary, and any other benefits, shall be determined based on the remuneration policy of the Board members and its committees.