



Investment Committee Charter

This Charter was approved by the Board of Directors on May 10th 2023

<u>DISCLAIMER</u>	<u>تنويه هام لأخذه في الاعتبار</u>
<p>This English version of this document is a translation of the original Arabic document and has been made for the purpose of informing non-Arabic speakers of the said document.</p> <p>In case of any discrepancy or misinterpretation of any clause or article, the original Arabic document shall prevail.</p>	<p>هذه النسخة الإنجليزية من هذه الوثيقة تمثل ترجمة للنسخة الأصلية الصادرة باللغة العربية، والغرض منها تعريف الناطقين بغير اللغة العربية بهذه الوثيقة، وفي حالة وجود اختلاف في الترجمة أو خطأ في تفسير النص لأي بند أو مادة من هذه الوثيقة يُعتبر النصّ الأصلي الصادر باللغة العربية هو الحاكم.</p>

1. Introduction:

The "Investment Committee Charter of the Board of Savola Group" has been prepared to comply with item No. (2) articles (47) of the amended CG Regulations issued by the CMA Board pursuant to Decision No. (8-5-2023) Dated 18/1/2023, which required that the *"Any committee formed by the Board shall be made in accordance with general procedures developed by the Board, which shall determine the duties, duration and powers of each committee, and the manner in which the Board monitors the activities of each committee."*⁽¹⁾ The words and expressions/terms in this charter shall mean the meanings set forth in the relevant CMA Regulations unless the context requires otherwise.

2. Purpose:

The purpose of the Investment Committee (the IC or "Committee") charter of Savola Group ("Savola" or "the Company") is to set out the composition, responsibilities and duties of the Committee and to define the interaction with the Board of Directors (the "Board") and management.

The primary purpose of the Committee is to assist the Board in fulfilling its responsibilities towards the strategic planning and investments of Savola Group in accordance with the Company's existing delegation of authority matrices.

3. Rules for selecting the IC members, nomination process and the term of their membership:

1. The board appoints the IC members based on Remuneration and Nomination Committee (RNC) recommendation for a period of four years starting and expiring with the official term of the board.
2. The committee shall consist of three (3) to a maximum of five (5) members; The majority of members shall be non-executive and/or independent directors and the Board may appoint persons other than board members either from shareholders or others experts, with a minimum of one independent member from Savola's board.
3. The Committee shall be chaired by a Board member to be appointed by the Board or, if no such designation is made, shall be selected by the affirmative vote of the majority of the Committee.
4. The CEO shall attend all meetings, without having the right to vote on the Committee's decisions.

⁽¹⁾ This first copy of this Charter was issued pursuant to the Board of Directors' resolution on December 2017 corresponding to Rabia Alawal 1439 AH.

5. The committee members shall have the appropriate experience and qualifications relevant to the duties, responsibilities and the nature of the committee's functions.
6. The IC membership shall expire in one of the following cases:
 - a. Issuance of a Board of Directors resolution to remove and/or replace all or any of the committee members at any time.
 - b. Resignation of the committee member pursuant to a written notice submitted to the Committee chairman and secretary and the resignation shall take effect from the date specified in the notice.
 - c. Loss of legal capacity or having a physical disability that prevents the committee member from carrying out his/her responsibilities and duties.
 - d. Failure to attend three consecutive meetings or five non-consecutive meetings during the course of the membership without an excuse acceptable to the board.
7. If the position of a committee member becomes vacant, the board may appoint a member in the vacant position, provided that he/she has the appropriate experience and qualifications, and the company shall inform the CMA within the statutory period from the date of appointment.
8. The Company shall notify the CMA of the committee members' names, the classification of their membership, and any changes in the future within the statutory period defined in the CG regulation issued by CMA.

4. Responsibilities and Duties

a) IC Competencies, powers, and responsibilities:

1. Review and recommend to the Board for its approval an overall capital allocation framework and implementation model for the Company's investment activities, which take into account relevant factors such as return on invested capital targets and benchmarks, allocation guidelines and limits, risks limits and strategic objectives.
2. Review, on a periodic basis, of Company performance against the criteria set forth in the framework and implementation model as a holding investment company.
3. Review and recommend to the Board for its approval investment opportunities, acquisitions, joint ventures or divestitures all in accordance with the Company's existing delegation of authority matrices approved by the Board.
4. Review the balance sheet impact of specific proposed transactions including funding requirements and impact on the Company's liquidity and debt ratios as part of determining whether to recommend them to the Board for approval.
5. Review of progress of post-merger integration of acquired businesses during the initial three (3) month post-closing to ensure successful integration of such businesses into the Company and adherence to post acquisition 100 day plans.

6. The Committee shall perform such other duties consistent with the Committee's purpose or that are assigned to it by the Board.

b) Chairman powers and responsibilities:

1. Manage and chair the committee meetings and work to enhance their effectiveness, and in the event that the Committee Chairman is not present, he may delegate one of its members to preside over the specific session.
2. Attend the General Assembly meetings to answer shareholders questions regarding committee mandates and activities and the chairman may delegate this to one of the committee members.
3. Invite the members to attend Committee meetings in writing before a sufficient time from the date of the meeting.
4. Provide committee members with the meeting agenda, and ensure having sufficient time to discuss the items and clauses contained in the agenda.
5. Ensure that committee members are provided with the necessary presentations, documents, and the sufficient information regarding subjects presented to the Committee before a sufficient time ahead of the meeting date that enables the Committee to take decisions in this regard.
6. Submit periodic reports to monitor the work and performance of the Committee, and its recommendations to the Company's Board. The said report may be verbal or written.
7. The committee chairman may delegate any of the abovementioned authorities to any of the committee members or the secretary.

5. Resources and Authority

- 1) The committee shall have the authority, without further approval of the Board, to conduct or authorize investigations into or studies of matters within the scope of the Committee's duties and responsibilities including, but not limited to, the review of financial and other assumptions made to support the different investment proposals.
- 2) The committee may retain, at the Company's expense, such investment advisers, experts, legal or accounting advisors and other professionals as it deems necessary.
- 3) The Committee has the right to form a team from within itself for any reason it deems appropriate to achieve its goals, and it has the right to delegate to the team some of its authorities as deemed necessary provided that such a team is comprised of not less than two (2) members.

6. Committee Meetings, Guidelines and Procedures:

1. The committee shall meet at least four times a year in the Company's headquarters, in another locations, or by means of modern technology (Conference Call) and in this case the members participations will be considered as physical attendance. However, the committee has the right to conduct additional meetings based on the business needs and the request of the committee chairman or any two members of the committee.
2. A quorum is achieved upon the attendance of the majority of committee members.
3. A member of the committee shall not be authorized by more than one member to act as proxy on their behalf. If the chairman will not be able to attend the meeting, he/she may authorize one of the committee members to chair the meeting. If the chairman did not authorize another member to chair the meeting, the committee members, who attended the meeting, may select one of them to chair the meeting.
4. Decision-making shall be based on the majority of votes present; in the case that a tie is reached, the chairman of the meeting shall have the casting vote.
5. No one other than the committee members shall be entitled to be present at a meeting of the committee; however, others from the executive team, directors, managers, employees, or observers may attend all or part of the meeting based on committee's request or invitation to provide the committee with the necessary information.
6. Minutes including recording the names of present and absent members, place, date, start, and time of commencement and adjournment of the meeting, the summary of deliberations and resolutions shall be drafted by the committee secretary, shared with the committee chairman and members within ten (10) days⁽²⁾ from the date of the meeting and members shall send their comments (if any) within seven (7) days from the date of receipt. If no comments/feedback is received, the minutes shall be considered as approved, and shall be signed by the chairman of the committee, all attending members, Corporate Governance Officer and the secretary during that meeting or signatures can be secured by circulation (if necessary), and such records shall be kept within the Company's important documents, also means of technology may be used to obtain signatures, record deliberations and decisions, prepare meeting minutes, and the said minutes shall be archived among important documents in the Company.

⁽²⁾The term "day" indicated in this charter means: "calendar day".

7. A Committee member has the right to object to any resolution taken by the Committee, provided that the objection is expressly recorded in the minutes of the meeting with a statement of the reasons for objection, and the member absence from the meeting in which the resolution is taken shall not be considered as a reason for exemption from liability unless it is proved that he was unaware of the resolution or was unable to object immediately after becoming aware of it.
8. Regular committee meetings are scheduled in advance - prior to the beginning of the year - on an annual basis for the whole year, as part of the annual meetings calendar of Savola Group board, its subsidiaries and subcommittees.

7. Committee Secretary and coordinator:

1. The committee members shall appoint a secretary whether from its members or company's employees, without having the right to vote on the committee's decisions if he/she is not a committee member and shall be responsible for meeting organization, administrative and logistical support, drafting agenda, resolutions, minutes of meetings, communication with members and other legalities. The committee shall determine his/her remuneration in light of the relevant policies in this regard.
2. The Company's Chief Investment Officer (CIO) will be appointed, as a coordinator for the Committee, without having the right to vote on the Committee's decisions, and his/her role is to prepare the material for the meeting, execute and follow-up on the Committee's decisions and update the Committee about the overall progress in each meeting.

8. Confidentiality of the Committee's Work

The Committee's members shall maintain the confidentiality of the information made available to them and the documents they review, and they shall not be permitted under any circumstances - even in the event of the termination of their membership - to disclose it to any individual or entity, or to use any of this information to achieve personal benefit for themselves or for one of their relatives or for others, and if they did they shall be removed from the committee membership. This provision shall be applied to the Committee's Secretary as well.

9. Committee Remuneration:

1. The remuneration of the committee members shall be determined based on the policy defined by the board and in accordance with the Company's Bylaws and related laws and regulations.

2. The committee member's remuneration shall be a specific sum in addition to meetings attendance fees and any other benefits stipulated in the remuneration policy defined by the board for its members, the committee's members and executive management. Payment shall be processed in line with the procedures set out in the remuneration policy.
3. The Company is obliged to cover the travel and accommodation expenses and any other expenses to enable the member to attend the committee meetings and participate in the committee activities.

10. Final Provisions

This Charter shall be implemented and complied with by the Company starting from the date it is approved by the Board. This Charter shall be published and made available to the shareholder and the public in the Company's website after Board approval. The content of this Charter shall be reviewed regularly by the Committee. Any changes the Committee proposes must be approved by the Board of Directors.