



The National Agricultural Development Company

# Audit Committee Charter

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## 1. Introduction

The Audit Committee (hereinafter referred to as “the Committee”) is one of the important committees in publicly listed companies due to its essential and effective role in the internal and external audit work, the internal control process, the development of systems and plans related to these activities and the follow-up of their implementation, and the Company’s commitment to and compliance with applicable regulations in Saudi Arabia. The regulations of the Authority and the Companies Law in Saudi Arabia have given special importance to the Committee.

### 1.1 Purpose of the Charter

This Charter aims to govern the operations of the Audit Committee by delineating its roles, responsibilities, working procedures, and authorities. It also specifies the criteria for selecting its members, the nomination process, their tenure, compensation, and the method of temporarily appointing members in the event of a vacancy. This is done in accordance with the provisions outlined in the Company's Act, the Company's Bylaws, the Corporate Governance Regulations issued by the Authority, as well as other relevant laws and regulations. Additionally, it adheres to the principles and best practices of corporate governance.

### 1.2 Scope of Implementation

Notwithstanding the applicable laws and regulations in force in the Kingdom of Saudi Arabia, the Company's Bylaw, internal policies, this policy shall be complementary thereto, read and interpreted therewith without replacing them. This Charter shall apply to:

- 1.2.1 Members of the Committee and Committee Secretary
- 1.2.2 External Auditor
- 1.2.3 Internal Auditor

## 2. Regulations and Procedures of the Committee

### 2.1 Committee Formation

- 2.1.1 The Committee is formed by a decision of the Board of Directors and shall be composed of at least three (3) members and not more than five (5) members shall include in financial and accounting specialist.
- 2.1.2 The Committee shall be composed of shareholders or others, provided that at least one independent member shall be among them and shall not include any of the executive Board members or any of the Company's senior executives.
- 2.1.3 The Nominations Remuneration Committee shall recommend to the Board, the appointment of the members of the Committee for a period not exceeding the term of membership of the Board, provided that the Board may re-appoint for a similar period(s).



- 2.1.4 The Board may also appoint the committee Chairman or else, members of the Committee shall choose from among them a Committee Chairman, provided that the member is one of independent members provided that the Chairman of the Board shall not be appointed as committee chairman.
- 2.1.5 The Committee shall appoint its Committee Secretary from among its members, or from the Company's management team, as it deems appropriate, to prepare for the Committee's meetings and work, prepare its minutes, document and follow up on the implementation of its recommendations, directives and decisions. If the Committee Secretary is not from among its members, the member does not have the right to vote.
- 2.1.6 In the event of a vacancy in the Committee's membership seats, the Nominations and Remuneration Committee may appoint a member, from among the shareholders or others, and present the request to the Board to be approved, provided that the new member shall continue the remaining term of the membership.
- 2.1.7 The Company shall notify the Authority of the names of the Committee members and their membership descriptions or any change thereto within five (5) working days from the appointment/change.

## 2.2 Rules of Nominating the Committee Members

- 2.2.1 The candidate should have the necessary experience related to the functions of the Committee.
- 2.2.2 A person who works or has worked during the past two years in the executive or financial management of the Company, or with the Company's auditor, may not be a member of the Committee.
- 2.2.3 The Board Chairman may not be a member of the Committee.
- 2.2.4 The candidate's selection for membership in the Committee should not be in violation of the relevant laws.
- 2.2.5 The candidate shall not, at the same time, be a member of more than five listed companies' Audit Committees.

## 2.3 Duration of Committee Members and Temporary Appointment

- 2.3.1 The term of membership shall commence from the date of appointment of the member to the Committee and shall continue until the end of the Board tenure, where the committee member performs their duties from the date of their appointment. The membership ends in one of the following events:
  - 2.3.1.1 The expiry of the Board tenure.
  - 2.3.1.2 The Board may, at any time, dismiss all or some of the members of the Committee, without prejudice to the right of the dismissed person to be



compensated if the dismissal occurred for an unlawful reason or at an inappropriate time.

2.3.1.3 The member may resign from the Committee's membership.

2.3.1.4 The Board may terminate the membership of a member of the Committee who fails to attend three (3) consecutive meetings or five (5) intermittent meetings during the term of their membership without a legitimate excuse accepted by the Board, or if the member has failed to meet one of the appointment conditions.

2.3.1.5 If the position of a member becomes vacant for one of the previous cases or others during the term of membership, the board may appoint - temporarily - a member in the vacant position, provided that he/she shall be fulfilling the election requirements set out herein. The new member shall complete the remaining membership period of his/her predecessor.

### **3. Roles & Responsibilities of the Committee**

The Committee shall be entrusted with monitoring the Company's activities and ensuring the integrity and effectiveness of the reports, financial statements and internal control system. In particular, the Committee shall have the following powers and responsibilities:

#### **3.1 External Auditor**

- 3.1.1 Providing recommendations to the Board to nominate external auditors, dismiss them, determine their remunerations, and assess their performance after verifying their independence and reviewing the scope of their work and the terms of their contracts.
- 3.1.2 Verifying the independence of the external auditor, its objectivity, fairness, and effectiveness of the audit activities, taking into account the relevant rules and standards.
- 3.1.3 Reviewing the plan of the Company's external auditor and its activities and ensuring that it does not provide any technical or administrative works that are beyond its scope of work and provides its opinion thereon.
- 3.1.4 Responding to queries of the Company's external auditor.
- 3.1.5 Reviewing the external auditor's reports and its comments on the financial statements and following up the procedures taken in connection therewith.
- 3.1.6 Reviewing the auditor's proposed audit scope and approach, including coordination of Audit efforts with internal audit department.
- 3.1.7 The Committee shall meet periodically in independent sessions with the External auditor to discuss any issues that the Committee or the External Auditor may deem necessary to be discussed in private meetings as needed.
- 3.1.8 The Committee has the right, at the request of its members, to meet with the External Auditor without the presence of the Vice President of Finance.

#### **3.2 Financial Reports**



- 3.2.1 Analyzing the Company's interim and annual financial statements before presenting them to the Board and providing its opinion and recommendations thereon to ensure their integrity, fairness and transparency.
- 3.2.2 Providing its technical opinion, at the request of the Board, regarding whether the Board's report and the Company's financial statements are fair, balanced, understandable, and contain information that allows shareholders and investors to assess the Company's financial position, performance, business model, and strategy.
- 3.2.3 Analyzing any important or non-familiar issues contained in the financial reports.
- 3.2.4 Accurately investigating any issues raised by the Company's Vice President of Finance or any person assuming their duties or the department responsible for compliance or external auditor.
- 3.2.5 Examining the financial and accounting policies followed by the Company and providing its opinion and recommendations to the Board thereon.
- 3.2.6 Examining accounting estimates for material issues contained in the financial reports, including the review of accounting issues, preparing significant reports, complex or unusual transactions and discretionary issues, as well as recent professional and regulatory issues and noting their impact on the financial statements.
- 3.2.7 Reviewing the results of the audit work with management and External Auditor, including any difficulties encountered.
- 3.2.8 Reviewing the other parts of the annual report and any relevant publications before publication and take into consideration the accuracy and completeness of the information contained therein.

### **3.3 Internal Control**

- 3.3.1 Examining and reviewing the effectiveness of Company's internal and financial control systems and risk management system, which includes information technology control and security systems.
- 3.3.2 Understanding the scope of work of External and Internal Auditors in the internal control review of financial reports and obtaining reports of significant observations and recommendations with responses from management.
- 3.3.3 Providing oversight the development of systems and internal policies , including:
  - 3.3.3.1 Ensuring the integrity of the financial and accounting systems, including financial reporting systems.
  - 3.3.3.2 Ensuring that appropriate control systems are in place to measure and manage risks, by developing a general perception of the risks that the Company may face, creating an environment familiar with the culture of risk management at the



Company level, and presenting it transparently with stakeholders and related parties.

- 3.3.4 Preparing a report for the Board that includes its opinion on the effectiveness and efficiency of these systems, its recommendations to address the significant issues, and any other recommendations for developing these systems, and the other work it has done that fall within the scope of its competence.
- 3.3.5 Providing advice and expressing opinion on issues related to the control aspects before being approved by the Board.
- 3.3.6 Examining the issues referred by the Board and advising the Board in light of the role of the supervisory committee.

#### **3.4 Internal Audit**

- 3.4.1 Examining and reviewing the Company's internal and financial control systems and risk management system.
- 3.4.2 Monitoring and overseeing the performance and activities of the internal auditor and internal audit department of the Company, if any, to ensure the availability of the necessary resources and their effectiveness in performing the assigned activities and duties.
- 3.4.3 Analyzing the internal audit reports and following up the implementation of the corrective measures in respect of the remarks made in such reports.
- 3.4.4 Approving the internal audit policies and procedures, and a comprehensive internal audit plan.
- 3.4.5 Nominating the Chief Audit Executive (CAE) and recommending to the Board regarding their entitlements and any decisions regarding their appointment, replacement, or dismissal of CAE.
- 3.4.6 Reviewing and approving the budget of the internal audit department, the resource plan, activities, and the organizational structure of the internal audit activity.
- 3.4.7 Evaluating CAE performance at least once per year and approve their annual remuneration and salary adjustment.
- 3.4.8 Evaluate and ensure the independence of the internal auditors periodically.
- 3.4.9 Reviewing the effectiveness of the internal audit activity, including compliance with the International Professional Practices Framework, internal audit mission and core principles issued by the Institute of Internal Auditors.
- 3.4.10 The Committee shall periodically meet individually with the CAE to discuss any matters that the Committee or the CAE may think should be discussed in particular.



3.4.11 Supervising cases of internal financial investigations such as fraud, etc., if deemed necessary provided that the Committee submits a report on these cases to the Board.

### **3.5 Compliance Assurance**

- 3.5.1 Reviewing the findings of the reports of regulatory authorities and verify that the Company has taken necessary measures in this regard.
- 3.5.2 Ensuring the Company's compliance with the relevant laws, regulations, policies, and instructions.
- 3.5.3 Reporting to the Board any issues in connection with what it deems necessary to take action on and providing recommendations as to the steps that should be taken.
- 3.5.4 Reviewing the effectiveness of the compliance management system and the results of any investigation carried out by the administration and follow up on disciplinary action in case of non-compliance.
- 3.5.5 Reviewing the process of communicating the Code of Conduct to Company employees and monitoring compliance and implementation thereof.
- 3.5.6 Obtaining regular updates from the Company's management and the legal advisor regarding compliance matters.
- 3.5.7 Reviewing the contracts and transactions proposed to be conducted by the Company with related parties, and provide recommendations in this regard to the Board.

### **3.6 Reporting**

- 3.6.1 Periodically reporting to the Board on the activities of the Committee and related observations and recommendations.
- 3.6.2 Advising the Board on development of necessary policies or procedures followed by stakeholders to submit complaints or report the violations.
- 3.6.3 Providing open channels of communication between Internal Audit, External Auditor and the Board.
- 3.6.4 Prepare an annual report for the Board members and the shareholders showing the adequacy of the Company's internal control system and the other work it has carried out within the scope of its competence. The Board shall file sufficient copies of this report at the Company's head office at the time of inviting the General Assembly, to provide each of the shareholders who wish with a copy of it. Such report shall be discussed at the General Assembly, provided that the Committee reports are kept at the Company's head office for a period of no less than ten (10) years.
- 3.6.5 Reviewing any reports issued by the Company related to the responsibilities of the Committee.



### 3.7 Other Responsibilities

- 4.7.1 The Committee shall review the establishment of a mechanism that allows employees of the Company to submit their feedback anonymously regarding any abuse in financial or other reports. The Committee shall verify the application of this mechanism by conducting an independent investigation commensurate with the extent of the error or transgression, and it shall adopt appropriate follow-up actions.
- 3.7.1 Carrying out any other activities related to this Charter at the request of the Board.
- 3.7.2 Conducting and supervising any special investigations as needed.
- 3.7.3 Reviewing and evaluating the adequacy of the Committee's Charter annually, requesting the approval of the Board for any proposed changes, and ensuring appropriate disclosure in accordance with laws and regulations.
- 3.7.4 Ensure that all responsibilities described herein are carried out on an annual basis.
- 3.7.5 Evaluate the performance of the Committee and its members on an annual basis.

### 4. **Powers of the Committee**

The Committee shall have the widest powers and authorities necessary to carry out its duties, including:

- 4.1 The right to access the Company's records and documents.
- 4.2 The Committee may, at the Company's expense, after the approval of the Board, seek the assistance from a non-executive Board member, from outside the members of the Committee- or experts and specialists to review any subject related to its tasks and duties, provided that the name of the expert and his relationship with the Company or the Executive Management shall be specified.
- 4.3 Requesting any clarification or statement from the Board or the executive management.
- 4.4 Meeting with the Company's Board, executive management, internal auditor, external auditors and any external advisor, as necessary.
- 4.5 Requesting the Board to invite the Company's General Assembly to convene in case its work is obstructed, or the Company is exposed to severe damages or losses.
- 4.6 The Committee has the right to form a work team emanating from it for any purpose it deems appropriate and for achieving its objectives. It is also entitled to grant some of its powers and authorities to the said work team, whenever it deems it appropriate, provided that the number of members of any work team is not less than two members.

### 5. **Contradiction between the Audit Committee and the Board**

If a conflict arises between the Committee's recommendations and the Board's decisions, or if the Board refuses to accept the Committee's recommendation regarding the appointment and dismissal of the Company's External Auditor, determining their fees, evaluating their performance, or appointing the



internal auditor, the report of the Board shall include the Committee's recommendation and its justifications, and the reasons for disregarding it.

## 6. Regulations of the Committee

### 6.1 Powers of the Committee Chairman and Committee Secretary

#### 6.1 Committee Chairman

The Committee Chairman shall have the following tasks:

- 6.1 Inviting the Committee to convene, specifying the time, date and venue of the meeting, after coordination with the Committee members.
- 6.2 Managing committee meetings and enhancing their effectiveness.
- 6.3 Preparing the agenda, taking into account the topics that one of the Committee members wishes to include.
- 6.4 Ensuring that there is sufficient time to discuss the items of the agenda.
- 6.5 Enhancing the effective participation of members in the Committee's meetings by reviewing and discussing the topics listed in the agenda of its meetings, and by expressing their views in a way that contributes to achieving the Committee's objectives.
- 6.6 Preparing periodic reports on the activities of the Committee and submitting its recommendations and findings to the Board.
- 6.7 Following up the implementation of the decisions issued by the Committee.
- 6.8 Representing the Committee before the Board and the General Assembly. The Committee Chairman or their representative from among its members shall attend the Company's General Assemblies to answer the shareholders' questions.

#### 6.1.1 Committee secretariat

The Committee may appoint a Secretary for it, provided that the member holds the academic qualification and practical experience that would enable him/her to carry out the tasks entrusted to him/her, which are as follows:

- 6.1.2.1 Arranging the dates of the committee's meetings on an annual basis and preparing a proposal for its agenda in coordination with the Committee Chairman.
- 6.1.2.2 Informing the Committee members of the meeting dates and providing them with its agenda and the documents needed to review the Committee's meeting items.
- 6.1.2.3 Attending and documenting the Committee's meetings, preparing its minutes including the discussions and deliberations, stating the meeting venue, date, start and end time, documenting the Committee's decisions and voting results and keeping them in a special register.



- 6.1.2.4 Keeping documents, records and reports presented to or issued by the Committee.
- 6.1.2.5 Carrying out all the administrative works of the Committee and performing all other tasks assigned from time to time by the Committee.
- 6.1.2.6 Maintaining the Company's secrets and not engaging in any activity that may conflict with the Company's interest.
- 6.1.2.7 Providing assistance and advice to the Committee in matters that fall under its competence.

### **6.1.2 Competencies of the Committee Secretary**

The Committee Secretary shall have the following powers and authorities:

- 6.1.3.1 Documenting the Committee meetings and preparing minutes thereof, which shall include the discussions and deliberations carried out during such meetings, as well as the place, date, times on which such meetings commenced and concluded; recording the decisions of the Committee and voting results and retaining them in a special and organized register; including the names of the attendees and any reservations they expressed, if any; and signing these minutes by all of the attending Committee members, the chair of the meeting and the secretary.
- 6.1.3.2 Retaining the reports submitted to the Committee and the reports prepared by it.
- 6.1.3.3 Providing the Committee members with the agenda of the Committee meeting and related worksheets, documents and information and any additional information related to the topics included in the agenda items, requested by any Committee member.
- 6.1.3.4 Ensuring that the Committee members comply with the Committee procedures, or any other procedures approved by the Committee;
- 6.1.3.5 Notifying the Committee members of the dates of the Committee's meetings within sufficient time prior to the date specified for the meeting.
- 6.1.3.6 Presenting the draft minutes to the Committee members to provide their opinions on them before signing the same.
- 6.1.3.7 Ensuring that the Committee members receive, fully and promptly, a copy of the minutes of the Committee's meetings as well as the information and documents related to the Company.
- 6.1.3.8 Coordinating among the Committee members.
- 6.1.3.9 Providing assistance and advice to the Committee members.



- 6.1.3.10 Reporting the decisions taken by the Committee to stakeholders affected by these decisions after obtaining the approval of the Committee Chairman.
- 6.1.3.11 Providing the Committee members in each meeting with an updated list of the follow-up record of the implementation of the Committee's decisions to ensure that Committee members are informed of the status and developments of the implementation of decisions.
- 6.1.3.12 Report to the Committee Chairman any obstacles facing the implementation of the Committee's decisions, including the delay in their implementation.

#### **6.1.3 Duties of the Committee Members**

- 6.1.4.1 Abiding by the Companies Law, its implementing regulations, related laws, and the Company's Bylaw when exercising duties, and refrain from undertaking or participating in any act that may harm the interests of the Company.
- 6.1.4.2 To be aware of the tasks and responsibilities of the Committee, and to dedicate sufficient time to implement their role in achieving them.
- 6.1.4.3 Carrying out the duties away from any external influence, whether inside or outside the Company and prioritizing the Company's interests over their personal interests.
- 6.1.4.4 Not to accept gifts from any person who has dealings with the Company in accordance with the controls stipulated in the code of conduct policy.
- 6.1.4.5 Preparing for meetings and attending them regularly, unless the member is absent for justified reasons as may be notified by the Committee Chairman and accepted by the Committee.
- 6.1.4.6 Actively participating in the Committee meetings through their review and discussion of the agenda items.
- 6.1.4.7 Enhancing knowledge of organizational developments in areas and topics related to the Committee's tasks and responsibilities.

### **7. Meetings and Procedures of the Committees**

#### **7.1 Invitation to the Meeting**

- 7.1.1 The Committee shall meet periodically at the invitation from its Committee Chairman, provided that its meetings are not less than four (4) meetings during the Company's financial year. The Committee Chairman may also invite it to convene in exceptional cases as needed, including without limitation - at the request of the Board, a member, External or Internal Auditors, as needed.
- 7.1.2 The Committee shall meet periodically with the External and Internal Auditors- separately - in order to discuss issues related to the tasks and responsibilities entrusted to the Committee.



- 7.1.3 The Committee shall approve the dates and agenda of the meetings of the fiscal year before its beginning. The invitations to the meeting shall be sent in writing or via e-mail to each member of the Committee immediately after the Committee Chairman's instructions to convene the meeting and at least five (5) days before the date of the meeting, provided that the invitation includes the time, date, venue of the meeting, the agenda, as well as the documents to be discussed at the meeting.
- 7.1.4 The Committee holds its meetings at the Company headquarters; however, they may be held elsewhere, if necessary.
- 7.1.5 The Committee may hold meetings and vote remotely using modern technology means. Provided that the members can actively and effectively participate, discuss and vote. The Committee Chairman may - unless one of the members requests in writing a meeting of the Committee to deliberate on it - take the Committee's recommendations and decisions by passing it on to the members and signing on it to the effect that all members are aware of them, and these decisions are valid only if they are signed by the majority of the members or through electronic means, provided that the decision is documented in the minutes of the first meeting held by the Committee after the decision is issued.
- 7.1.6 No member of the Board who is not a member of the Committee or any of the Executive Management has the right to attend meetings - with the exception of the Committee Secretary - except at the invitation of the Committee, to listen to his opinion or obtain their advice, provided that the member does not have the right to vote or access the confidential information or data except to the limits necessary.

## 7.2 Quorum and Voting

- 7.2.1 The meeting shall only be validly held if attended by the majority of its members. The Committee resolutions shall be passed by the majority of the present members. In case of a tie, the meeting's chair shall have the casting vote.
- 7.2.2 A member may not be refrained from voting and to state the objection reasons in the minutes of the Committee meeting.

## 7.3 Documentation of the Committee Meetings

- 7.3.1 The Committee Secretary shall prepare minutes of the Committee's meetings that include the following:
  - 7.3.1.1 Venue, date, start and end time of the meeting.
  - 7.3.1.2 The names of the members present and absent, indicating the names of those invited to attend the meeting who are not members of the Committee.
  - 7.3.1.3 The deliberations and decisions of the Committee, with a statement of the results of voting on them and the reasons for the objections, if any.



- 7.3.1.4 Recommendations and decisions issued at the meeting, including its date, text and factual and legal evidence - if any - with reference to the documents that were relied upon when issuing the recommendation or decision.
- 7.3.1.5 Determining the authority responsible for implementing the decisions taken, determining the time frame for their implementation, and the follow-up mechanism.
- 7.3.1.6 The Committee Secretary shall send the draft minutes of the meeting to the members of the Committee who shall present their feedback on it, if any, within a maximum period of five (5) working days from receiving.
- 7.3.1.7 A member has the right to object any decision taken by the Committee, provided that their objection is explicitly mentioned in the meeting minutes with a statement of the reasons for such objection, and their absence from attending the meeting at which the decision is issued shall not be considered a reason for exemption from responsibility unless it is proved that the member is not aware of the decision or unable to object to it immediately after noticing it.
- 7.3.1.8 After processing the Committee members' comments on the draft minutes, and approval of Committee Chairman, the Committee Secretary shall send the revised draft to the Committee members. The minutes shall be considered official once signed by all members and the Committee Secretary
- 7.3.1.9 The minutes of the meeting, agenda and all accompanying documents shall be kept in a special register signed by the Committee Chairman and Secretary.
- 7.3.1.10 The Committee shall follow the results of implementing its decisions and any other topics discussed in previous meetings.
- 7.3.1.11 The Committee Chairman shall present the recommendations and findings to the Board in the first meeting of the Board following the meeting of the Committee.

## **8. Remuneration and Bonus of the Committee Members**

Comprehensive information on rewards and remuneration is detailed in the Board and Committees Members Rewards Policy

## **9. Confidentiality of the Committee's Works**

The Committee member shall maintain the confidentiality of the information available to him/her and the documents the member has accessed, and shall not in any way, even after the end of their membership, disclose it to any unauthorized person or entity unless authorized to do so by the Board, nor use any of this information for personal benefits or their relatives or others, and the Company has the right to claim compensation in the event of a breach of what is stated in this Article, as it applies to the Committee Secretary and other persons invited to attend the meeting.



## 10. Conflicts of Interest

The member shall take care of the interests of the Company and the public interests and give them priority over any personal interest and avoid cases that lead to a conflicts of interest, and shall abide by the provisions stipulated in the conflicts of interest policy.

## 11. Term of the Committee

11.1 The term of the Committee shall commence from the date of its formation and shall remain until the end of the Board tenure, where the Committee member performs their duties from the date of their appointment. The membership ends in one of the following events:

- 11.1.1 The expiry of the Board tenure.
- 11.1.2 The Board may, at any time, dismiss all or some of the members of the Committee, without prejudice to the right of the dismissed person to be compensated if the dismissal occurred for an unlawful reason or at an inappropriate time.
- 11.1.3 The member may resign from the Committee's membership.
- 11.1.4 The Board may terminate the membership of a member of the Committee who failed to attend three (3) consecutive meetings or five (5) intermittent meetings during the term of their membership without a legitimate excuse accepted by the Board, or if the member has lost one of the appointment conditions.
- 11.1.5 If the term of a member expires, the Board shall appoint a replacement for him/her to complete the remaining period, and the Committee shall continue to perform its work until the appointment of the replacement if the minimum number of members stipulated in Article three of this Charter is available.

## 12. General Provisions

- 12.1 The Board shall follow up on the work of the Committee regularly to verify that it is carrying out the duties assigned to it.
- 12.2 This Charter shall be considered as an integral part and read with the Company's Bylaw, Governance Regulations, and the Charter of the Board and its Committees.
- 12.3 This charter cancels and supersedes any contradicting procedures, decisions or internal charter of the Company.
- 12.4 Anything not covered herein shall be subject to the applicable laws and regulations issued by the competent authorities.

## 13. Attending Meetings

- 13.1 The Committee Chairman shall preside over the meetings of the Committee, put issues for voting, and supervise the voting process when making decisions and announcing the results. In case of the Committee Chairman absence, the Committee Chairman deputy shall replace Committee



Chairman. In case of the absence of the Committee Chairman Deputy, the Committee shall appoint one of its Committee members to preside over the meeting.

13.2 A Committee member may participate in the meeting remotely if it is not possible to attend the meeting physically by linking the Committee member through modern technology means and reviewing the meeting agenda through the means approved by the Committee. The Committee member has the right to discuss items and vote on decisions. The Committee member present remotely shall be considered in attendance to the meeting.