



DISCLOSURE & TRANSPARENCY POLICY

RIYADH CABLES GROUP

APPROVED BY THE BOARD OF DIRECTORS PURSUANT TO RESOLUTION BY CIRCULATION DATED
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Article No. (1): Definitions

The words and expressions mentioned in these Regulations shall have the meanings assigned to them in the Corporate Governance Regulations of Riyadh Cable Group Company and the Corporate Governance Regulations issued by the Board of Directors of the Capital Market Authority.

Article No. (2): Objective

This policy aims to clarify the procedures to be followed for the purpose of providing information to shareholders, stakeholders of the company, and investors without discrimination, in order to enable them to exercise their rights and take proper procedures when disclosing information. Through this policy, the company affirms its commitment to accuracy and its work to provide information in a timely manner, clearly and frankly, and to achieve an appropriate balance between disclosure and protecting the company's interests.

Article No. (3): Disclosure of Material Information

- The company must disclose to the Authority and the public without delay any material developments that fall within the framework of its activities and are not known to the general public, and may affect its assets and liabilities, its financial position, or the general course of its business or its subsidiaries, and may reasonably lead to a change in the price of listed securities, or a significant impact on the company's ability to meet its obligations related to debt instruments.
- To determine which development is within the scope of this Article, the Company shall assess whether it is likely that any prudent investor would take that development into account when making his investment decision.
- The company has developed a set of procedures to act according to it with regard to all the company's communications, and it consists of the following:
 1. Preparing and drafting regulatory announcements and press releases in accordance with the requirements of the Capital Market Authority.
 2. Presentation of draft announcements and news to the Executive Committee, the Chief Executive Officer and other senior executives and employees authorized to do so. The draft may also be circulated to the members of the Board of Directors to take their views on it at times.
 3. Publish these advertisements on the website of the financial market (Tadawul) first, and then in daily newspapers and websites (as the case may be) and through other means of publication to ensure a wide spread of them.
- Requests to obtain material information that is not subject to publication should be denied.

Article No. (4): Disclosure of Specific Events

The company must disclose to the Authority and the public immediately and without delay any of the developments stipulated in Article No. (62) of the Offering Rules and mentioned in Article (92) of the Corporate Governance Regulations, whether they are material in accordance with Article No. 3 or not.

Article No. (5): Disclosure of Financial Information

- A. The company shall disclose its annual financial statements and its preliminary financial statements for the first, second and third quarters of its fiscal year to the Authority and

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the public immediately upon their approval and before publishing them to shareholders or third parties. For the purposes of this Article, approval of the financial statements shall be as follows:

1. With regard to the preliminary financial statements, they are approved after being approved by the Board of Directors and signed by an authorized member of the Board of Directors and by the Chief Executive Officer and the Chief Financial Officer.
 2. With regard to the annual financial statements, they are approved and approved in accordance with the provisions of the Companies Law and the Corporate Governance Regulations.
- B. The company discloses - through the electronic systems designated for this purpose in the market - its preliminary and annual financial statements.
- C. The company must prepare its initial financial statements and examine them in accordance with the accounting and auditing standards approved by the Saudi Organization for Auditors and Accountants, and disclose them to the public within a period not exceeding (30) days from the end of the financial period covered by those statements.
- D. The company must prepare and review its annual financial statements in accordance with the accounting and auditing standards approved by the Saudi Organization for Auditors and Accountants, and disclose them to the public within a period not exceeding three months from the end of the annual financial period covered by those statements. The company must disclose these financial statements within a period not less than (21) calendar days prior to the date of the annual General Assembly of the company.
- E. The certified accountant or the accounting firm that reviews the financial statements of the company must be registered with the Authority in accordance with the rules for registering auditors of the establishments subject to the supervision of the Authority. With regard to the ownership of any shares or securities of the company or any of its subsidiaries, in a manner that guarantees the independence of the chartered accountant or the accounting firm and any partner or employee in his office.

Article No. (6): Disclosure in the Board of Directors Report

The Board of Directors of the company issues its annual report - within the period specified by the law - and sends it to the Capital Market Authority and announces it to the shareholders. The report of the Board of Directors must include a comprehensive presentation of the company's operations during the last fiscal year, and all the factors affecting the company's business, and it must include all the requirements mentioned In Article No. (64) of the Rules on the Offer of Securities and Continuing Obligations and Article No. (94) of the Corporate Governance Regulations and articles related to the same subject mentioned in Clause (4) of Article No. (76) of the Companies Law.

Article No. (7): Disclosure in the Audit Committee Report

The Audit Committee shall review the company's financial statements, reports and notes submitted by the auditor and express its views thereon, if any. It shall also prepare a report on its opinion regarding the adequacy of the internal control system in the company and the other works it has undertaken within the scope of its competence. The Board of Directors shall deposit sufficient copies of this report at the company's head office at least (21) days prior to the date of the general assembly meeting to provide each of the shareholders who desires a copy thereof, and the report shall be read during the meeting.

Article No. (8): Disclosure through the website, the media and social networking sites

The company gives special importance to its website and updating it continuously as one of the most important windows and means of communication with shareholders, investors and all members of the public, as its development and update is supervised - on an ongoing basis - by the company's management and the information is verified and reviewed - before publishing it on the site - by the Governance and Compliance Department in order to ensure that this information and its contents comply with the regulatory requirements for disclosure of listed joint stock companies and to avoid the company any violations that may occur as a result of publishing information that should not be published according to the regulations and the regulations of the Authority.

The Governance and Compliance Department reviews all disclosures, press releases and announcements - before publishing them - including periodicals, bulletins and media materials issued by the company and what is published on newspapers and social networking sites to ensure their compliance with the regulations and laws of listed joint stock companies in order to avoid the company any violations that may occur as a result. All management of the Group and its subsidiaries shall observe the provisions of this policy to spare the company any violations in this regard.

Article No. (9): Governance Related Disclosures

The company discloses governance policies, procedures and documents related to it by publishing them on the company's website or any other means according to the company's policy, including the following:

- The basic system of the company.
- Governance Manual and other relevant documents.
- The annual report of the board of directors.
- Preliminary (quarterly) financial statements and final annual accounts.
- Audit committee annual report.
- Annual governance and compliance report.
- The minutes of the general assemblies of shareholders and their deliberations.
- All ads posted on Tadawul.
- Any other reports or documents that the company deems to enhance the process of disclosure and transparency in a manner that does not contradict laws and regulations.

Article No. (10): Disclosure Related to Social Responsibility Policies

The company discloses its contributions and policies in the field of social responsibility and procedures for employees, society and the environment at least once a year in the annual report of the Board of Directors and the company's website.

Article No. (11): Board Disclosures

The Board of Directors shall regulate the disclosures of each of its members and members of the Executive Management, taking into account the following:

1. Develop a record of disclosures of the members of the Board of Directors and the Executive Management and update it periodically, in accordance with the disclosures required under the Companies Law, the Capital Market Law and their implementing regulations.

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2. Enabling the company's shareholders to view this register without financial compensation.

Article No. (12): Disclosure of Rewards

The company shall disclose the remuneration policy and how to determine the remuneration of the members of the Board and the executive management in the company, and disclose accurately, transparently and in detail in the report of the Board of Directors the remunerations granted to the members of the Board of Directors and the executive management directly or indirectly without concealment or misleading in accordance with the instructions related to the same subject.

Article No. (13): Duties of Board Members and Senior Executives

Board members and senior executives must exercise their powers and carry out their duties in the interest of the company, and a board member must not broadcast or divulge any secrets he came across through his membership in the board to any of the company's shareholders - unless that was during the meetings of the general assembly - or to third parties. They may not exploit what they know by virtue of their membership in achieving an interest for themselves, for one of their relatives, or for others, otherwise they must be dismissed and asked for compensation.

Article No. (14): Disclosure Limits

The members of the Board of Directors may not disclose, outside the meetings of the General Assembly, what they came to know of the company's secrets. It is not permissible for them to exploit what they know by virtue of their membership in achieving an interest for themselves, for one of their relatives, or for others. Otherwise, they must be dismissed and demanded compensation.

Article No. (15): Additional Initiatives to Support the Principle of Disclosure and Transparency

1. Continuous pursuit of applying international best practices in the field of disclosure and transparency such as Standard & Poor's global standards and directives for disclosure and transparency (S&P) and the Organization for Economic Co-operation and Development principles of governance (OECD) and reflecting this in the annual report of the Board of Directors, the website and any other reports or publications of the company.
2. Encouraging and adopting the transparency screen initiative, which aims to monitor and analyze data on the movement of shares (buying and selling) for major owners and some other segments such as (board members, senior executives, investment funds, government share) and publishing its results periodically on the company's website and any other means of publication you see. The company is suitable to reach the largest number of shareholders.

Article No. (16): Company Spokesperson

1. The Chairman of the Board is the official spokesperson for the company to all media and to the public and the investor community. Some members and senior executives of the company are also entitled to make statements with a specific authorization from the Board of Directors and according to specific controls.

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2. No person other than the Chairman of the Board of Directors and those assigned by the Board may make any public statements about the following:
 - Company strategies and plans
 - Company operations and activities
 - Financial performance (current and future) and investment opportunities in general.
 - production capacities
 - Litigation and cases
 - Decisions of acquisition and merger, restructuring, decisions to sell and exit from certain investments and other important strategic initiatives that the company is applying for.
3. Members of the Board of Directors and all employees of the company who are not authorized to speak on behalf of the company must refer all requests received from financial institutions, shareholders and various media to the person authorized to speak on behalf of the company.

Article No. (17): Review of the Disclosure and Transparency Policy:

The Board of Directors reviews the disclosure and transparency policy periodically and whenever necessary to ensure that it is in line with the rules and regulations and that it meets the requirements of the various stakeholders.