

1. REMUNERATION

- 1.1 The Board shall ensure that the level and composition of remuneration for Members and the Chairman is sufficient and justifiable to attract and maintain talented individuals who can properly fulfil the duties expected of such roles and at all times shall be reasonable and proportionate to the Company's performance.
- 1.2 Board members may be paid annual fee in accordance with and subject to the Companies Law, Resolution of Chairman of SCA's Board of Directors No. (3/RM) of 2020 on the adoption of the Corporate Governance Guide for Public Joint Stock Companies, as amended from time to time ("Code of Governance") and the Company's Articles of Association.
- 1.3 The aggregate amount of all fees shall not exceed 10% of the net profits of the preceding financial year (after deducting all depreciation and reserves).
- 1.4 By way of exception of Clause (1.3) and subject to the regulations issued by the Securities and Commodities Authority ("Authority") in this regard, the Company may pay at the end of each financial year a fixed fee to each Member not exceeding AED 200,000 subject to the approval of the General Assembly in the following cases:
 - 1.4.1 if the Company has not originated any profits; or
 - 1.4.2 If the Company originates profits but the Board Member's share in such profit is less than AED 200,000. In which case, the fixed fee and the Board remuneration may not be combined.
- 1.5 The annual fee shall be suspended in the following cases:
 - 1.5.1 If the Company's accumulated losses amount to more than 50% of the capital.
 - 1.5.2 If the Company has annual losses for three consecutive fiscal years.
- 1.6 The Board shall propose the amount of the annual fee for each preceding financial year to the shareholders at the General Assembly relating to such financial year and the amount of fees shall be subject to approval by the Company's shareholders at the General Assembly pursuant to the Companies Law.

2. ALLOWANCES AND SITTING FEES

- 2.1 In accordance with the Code of Governance, Members who participate in Board Committees or exert special efforts for the Company, may receive allowances against such additional work. All such allowances shall be paid as proposed by the Nomination and Remuneration Committee and approved by the Board.
- 2.2 Members are entitled to a Sitting Fee for attending the meetings of Board Committees. Such Sitting Fee shall not exceed AED 10,000 per Member per attended Committee meeting.