



JUHAYNA FOOD INDUSTRIES

AUDIT COMMITTEE
CHARTER

CORPORATE GOVERNANCE
FRAMEWORK

The Roles and Responsibilities of the Audit Committee

The Committee shall perform the following:

1. Audit and review the Company's procedures for internal control and the extent to which the Company is committed to execute it.
2. Study the applicable accounting policies and the alterations resulting from applying new accounting standards.
3. Audit and review the tools and mechanisms of internal audit, its procedures, plans and results and study the internal audit reports and follow up the execution of its recommendations.
4. Audit and review the periodical management reports, which are submitted to the different managerial levels, the methods of preparing them and the timing of presenting such reports.
5. Audit the procedures that follow preparing each of the following:
 - Annual and periodical financial statements
 - Prospectuses in addition to public and private offering of shares
 - Estimated budgets including the cash flow and estimated income statement
6. Audit the preliminary drafts of the financial statements before presenting them to the Board of Directors in order to be dispatched to the Auditor.
7. Suggest the appointment of auditors, determination of their fees, and matters related to their resignation or termination of their appointment, in accordance with the governing rules of law.
8. Give advice on allowing the auditors to perform services for the Company other than auditing the financial statements and the estimated fees for such services, without affecting to the auditors independence.
9. Study the auditor's report with regards to the financial statements, discuss the remarks and reservations mentioned therein, follow up the actions taken, settling any conflicts between the Company's management and the auditor.
10. Ensure delivering a report to the Board of Directors issued by an independent specialized expert regarding the nature of any related party transactions and whether such transactions are harmful to the Company's or the shareholders' interests.
11. Ensure the enforcement of control and supervisory methods necessary for maintaining the Company's assets and the performance of periodical evaluation of the administrative measures to ensure the abidance by the rules and the preparation of reports to the Board of Directors.

The Committee shall ensure that the Company's management is responsive to the recommendations of the auditor and the Financial Supervisory Authority.

The Committee shall submit its reports directly to the Company's Board of Directors on quarterly basis.

The Company's Board of Directors may charge the Committee with any works the Board deems in the Company's interest.

The Company's Board of Directors shall respond to the Committee's recommendations within fifteen days following the date of submitting such recommendations to the Board. The Chairman of the Committee shall inform the Stock Exchange and the Financial Supervisory Authority with a summary of its report and the recommendations included therein; in addition to the Board's reply to such recommendations. Such notification should be made during the two weeks following the response of the Company's Board of Directors to the recommendations and not after the lapse of sixty days following the period on which the periodic report was submitted.