



Additional Terms for dealing in the Kingdom of Saudi Arabia (Clients)

These Additional Terms ("**Terms**") supplement the existing agreement between you and Us for the provision of execution, clearing, settlement and/or custody services and apply where you request trading permissions for investing in Securities (as defined below).

1. **Definitions.** In these Terms the following words have the following meanings:

"**Applicable Law**" any applicable law, rule, regulation, order, ruling, judicial interpretation or directive (whether or not having the force of law), including the laws, rules, regulations, customs and usage of the Exchange and the central securities depository in the Kingdom of Saudi Arabia (Edaa);

"**CMA**" the Capital Markets Authority of Saudi Arabia including any committee or sub-committee, employee or agent appointed to carry out any of its functions;

"**Eligibility Criteria**" the eligibility criteria listed in the Appendix (as amended from time to time);

"**Exchange**" the Saudi Arabian Stock Exchange (Tadawul) including the main market (TASI) and/or the parallel market (NOMU);

"**Investment Limits**" the investment limits, restrictions and conditions set out in the Appendix (as amended from time to time);

"**Securities**" Securities (as defined under the Capital Market Law of Saudi Arabia) listed on the Exchange which are permitted to be held by foreign investors; and

"**Us**" or "**We**" means the Interactive Brokers entity providing execution, clearing, settlement and custody services to you.

2. **Additional Terms.** By requesting trading permissions for investing in Securities, you agree as follows:

2.1 Engagement of a local counterparty. You authorise Us and/or our affiliates to act as your agent in connection with the appointment of a local counterparty in order for Us or our affiliates to (i) open investment accounts; and (ii) give orders and instructions and receive execution, clearing, settlement and custody services (acting as your agent) in connection with transactions in Securities.

2.2 Compliance with Applicable Law. You acknowledge and agree that:

- A. All transactions on the Exchange shall be subject to Applicable Law;
- B. You shall only be entitled to invest in Securities if you meet the Eligibility Criteria;
- C. You shall only invest in Securities subject to the Investment Limits;
- D. In order to facilitate your investing in Securities, We and/or our affiliates are required to retain all identification data pertaining to you together with (i) any other information or documents obtained as part of the customer due diligence process; (ii) account records and business correspondence; and (iii) transaction records, for a minimum period of ten (10) years after the closure of any relevant account(s); and
- E. By requesting trading permissions for investing in Securities, you consent to Us retaining your information, data and documents as described above and you agree that information, data and documents relating to you (or, where applicable, any beneficial owners or persons on whose behalf you are acting) may be shared with the local counterparty and/or the CMA where required by Applicable Law. We handle your personal data in accordance with our Privacy Policy available at: https://gdcdyn.interactivebrokers.com/Universal/servlet/Registration_v2.formSampleView?formdb=2192.

2.3 Representations and Warranties. You represent and warrant (on a continuous basis for so long as you continue to invest in and/or hold Securities) that you meet the Eligibility Criteria and shall comply with the Investment Limits. You shall notify Us immediately in writing if you no longer meet the Eligibility Criteria and/or fail to comply with the Investment Limits (using the method(s) set out in your agreement with Us) and you acknowledge and agree that We and our affiliates are not responsible for monitoring and ensuring your compliance with the same. You will be liable for any breach of this section subject to and in accordance with the terms of your agreement(s) with Us.

2.4 Waiver of voting rights. You shall not be entitled to exercise voting rights in respect of the Securities. By requesting trading permissions for investing in Securities, you waive any right to vote in respect of Securities, including dealing with takeovers or other offers, capital reorganisations and exercising conversion and subscription rights and/or to delegate these powers to any third party. You further acknowledge and agree that the local counterparty is granted voting rights in respect of the Securities, but is prohibited from exercising any of the voting rights attached to them.

3. **Miscellaneous**

These Terms shall be interpreted and construed in accordance with the terms of your agreement with Us and, in particular, the governing law, choice of jurisdiction and arbitration provisions therein shall apply equally to these Terms. To the extent

of any conflict between these Terms and your agreement with Us (in connection with Securities), these Terms will prevail.

Appendix

1. **Eligibility Criteria.** In order to be eligible to invest in Securities, you must not fall within any of the below categories.
 - A. Persons or entities which are classified as (i) a Qualified Foreign Investor (see below); (ii) Saudi and Gulf Cooperation Council citizens (see below); or (iii) a company or foreign investor resident in the Kingdom of Saudi Arabia in accordance with the Capital Market Law of Saudi Arabia, the implementing regulations issued by the CMA and all other rules and guidance of the CMA, including the Rules for Foreign Investment in Securities and all other rules and guidance as set out in the implementing regulations enacted under the Capital Market Law, as amended from time to time.
 - B. Persons or entities residing, domiciled, formed or organised in any 'no dealing countries' including (i) the Democratic People's Republic of Korea (DPRK); (ii) Myanmar/Burma; (iii) Iran; (iv) Syria; and (v) Israel, and additionally any persons holding Israeli nationality;
 - C. Persons or entities which own Securities of a company listed on the Exchange (other than as a foreign investor in accordance with the Rules for Foreign Investment in Securities); and
 - D. Persons or entities who appear on any applicable sanctions lists including but not limited to those promulgated by the United States, United Kingdom, the European Union and/or the United Nations or who are otherwise not permitted to invest on the Exchange by virtue of Applicable Law.

For the purposes of the above, the following terms have the following meanings:

- **Qualified Foreign Investor** means a foreign investor that is qualified to (directly) invest in shares on the Exchange, namely a person with legal personality who has assets in excess of 1,875,000,000 Saudi Riyals at the time of opening an investment account.
- **Saudi and Gulf Cooperation Council citizens** means natural persons who hold the citizenship of one of the following countries: (i) Bahrain, (ii) Kuwait, (iii) Oman, (iv) Qatar, (v) Saudi Arabia and/or the (vi) United Arab Emirates, or legal persons that (i) capital of which is majority owned by citizens or governments of the above-listed countries; and (ii) holding the citizenship of one of the above-listed countries.

Please note: (1) *the foregoing eligibility requirements are subject to change upon notice by the local counterparty and/or in order to comply with changes in Applicable Law; and (2) the local counterparty may, in its entire discretion, reject*

an onboarding request and/or terminate an existing relationship even if you meet the foregoing Eligibility Criteria and/or comply with the Investment Limits.

2. **Investment Limits.** Where investing in Securities, you must comply with any applicable investment limits, restrictions and other conditions set out by the Rules for Foreign Investment in Securities or any other restrictions set by the Exchange or under Applicable Law, including the restrictions prohibiting non-Saudis from (i) owning shares in listed companies whose main activity is to invest in real estate in Makkah and Medina; or (ii) holding more than 9.99% of any Securities in a single issuer listed on the Exchange.

Please note: (1) *the foregoing investment limits are subject to change upon notice by the local counterparty and/or in order to comply with changes in Applicable Law;* (2) *the local counterparty may, in its entire discretion, reject any order or instruction even if you comply with the Investment Limits; and (3) the Exchange may set other size, monetary and other transactional limits and restrictions in its entire discretion.*

3. **Links**

Capital Markets Law:

<https://cma.org.sa/en/RulesRegulations/CMALaw/Pages/default.aspx>

Rules for Foreign Investment in Securities:

<https://cma.org.sa/en/RulesRegulations/Regulations/Documents/RulesforForeignInvestmentinSecuritiesE.pdf>