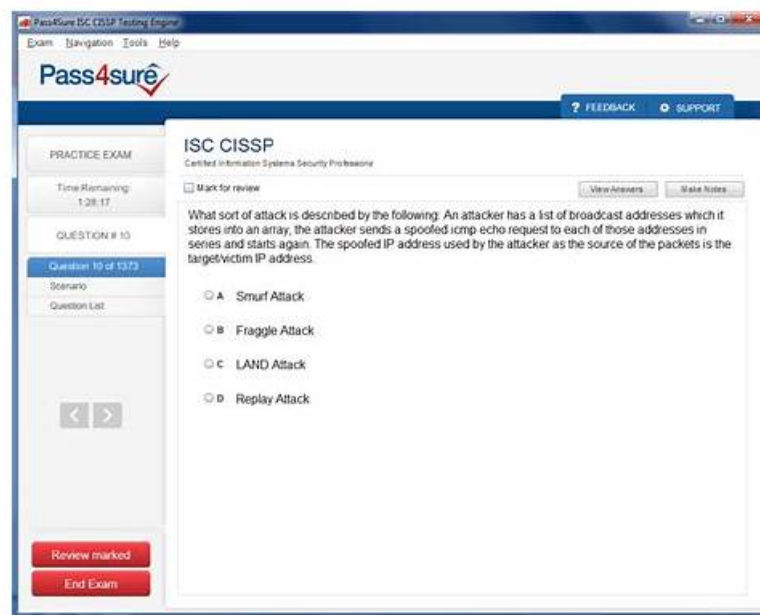


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AGRC International Certified Corporate Governance Officer Sample Questions (Q38-Q43):

NEW QUESTION # 38

With due regard for the principle of proportionality, the board of directors' supervisory role:

- A. Includes appropriately undertaking the roles of some committees, such as the risk committee, if they are not formed.
- B. Does not include undertaking any work related to the risk committee.
- C. Includes participating in the work of the formed committees, such as the risk committee, the remuneration committee, and the nominations committee.

Answer: A

NEW QUESTION # 39

The classification of independent board members includes, and among the symptoms of a lack of independence are:

- A. The percentage of his ownership is 10% or more of the company's shares.
- **B. He has spent more than 9 consecutive or separate years as a member of the company's board of directors.**
- C. He receives a financial amount as a bonus in addition to the remuneration for his board membership or any of its committees that exceeds 250,000 riyals or 50% of his remuneration in the previous year.

Answer: B

NEW QUESTION # 40

It is permissible to re-elect the same members of the board of directors at the end of the current board's term, unless:

- A. This contradicts the opinion of the audit committee.
- **B. This contradicts the company's basic regulations.**
- C. This contradicts the opinion of the governance committees.

Answer: B

NEW QUESTION # 41

In the context of conflicts of interest, members of the board of directors are prohibited from:

- **A. Trading shares during the prohibited periods specified by the Capital Market Authority.**
- B. Trading company shares based on insider information.
- C. All of the above.

Answer: A

NEW QUESTION # 42

Among the responsibilities of the board of directors is to ensure the application of:

- A. Traditional internal control systems.
- B. Control systems that cover all activities.
- **C. Appropriate control systems for measuring and managing risks.**

Answer: C

NEW QUESTION # 43

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