

**ANGHAMI INC.**  
**AUDIT COMMITTEE CHARTER Effective February 03, 2022**

**I. PURPOSES**

The Audit Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Anghami Inc. (the “**Company**”) to assist the Board in its oversight of the accounting and financial reporting processes of the Company and the Company’s compliance with legal and regulatory requirements. To assist the Board in fulfilling its responsibilities, the Committee shall: oversee: (i) audits of the financial statements of the Company; (ii) the integrity of the Company’s financial statements; (iii) the Company’s processes relating to risk management and the conduct and systems of internal control over financial reporting and disclosure controls and procedures; (iv) the qualifications, engagement, compensation, independence and performance of the Company’s independent auditor, and the auditor’s conduct of the annual audit of the Company’s financial statements and any other services provided to the Company; and (v) the performance of the Company’s internal audit function, if any.

**II. COMMITTEE MEMBERSHIP**

**A. *Composition***

The Committee shall consist of at least three members of the Board. Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until his or her earlier resignation or removal by majority vote of the Board from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

**B. *Chair***

The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

**C. *Independence***

Each member of the Committee shall be an “independent” director in accordance with applicable listing standards of Nasdaq and Rule 10A-3 under the United States Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), as well as the Company’s Corporate Governance Guidelines, subject to any exceptions or cure periods that are applicable pursuant to the foregoing requirements and the rules of Nasdaq. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

#### ***D. Financial Literacy***

Each member of the Committee shall in the judgment of the Board have the ability to read and understand fundamental financial statements and otherwise meet the financial literacy requirements of the Nasdaq Stock Market LLC ("*Nasdaq*"). At least one member shall be an "audit committee financial expert" as such term is defined under applicable U.S. Securities and Exchange Commission ("*SEC*") rules.

#### ***E. Service on Multiple Audit Committees***

No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

### **III. AUTHORITY**

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter it determines to be necessary or appropriate to the accomplishment of its purposes.

The Committee shall have authority to retain, direct and oversee the activities of, and to terminate the engagement of, the Company's independent auditor and any other accounting firm retained by the Committee to prepare or issue any other audit report or to perform any other audit, review or attest services and any legal counsel, accounting or other advisor or consultant hired to assist the Committee, all of whom shall be accountable to the Committee.

The Company shall provide the Committee with appropriate funding, as determined by the Committee, for the payment of: (a) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (b) compensation to any independent counsel or other advisers retained by the Committee in carrying out its duties; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **IV. COMMITTEE MEETINGS**

The Committee shall meet on a regularly scheduled basis at least four times per year and additionally as circumstances dictate.

The Committee shall establish its own schedule of meetings. The Committee may also act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

The Committee shall meet in executive session separately with each of the independent auditor, the internal auditor, if any, and with senior management, at least quarterly. At the end of each of the

Committee's regularly scheduled meetings, and more frequently as deemed necessary, the Committee shall meet in private session with only the Committee members.

## **V. DELEGATION**

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and Nasdaq.

## **VI. KEY RESPONSIBILITIES**

The Committee relies on the expertise and knowledge of management, the internal auditors, if any, and the independent auditor in carrying out its oversight responsibilities. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company, and for establishing and maintaining effective internal control over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and, if applicable, the Company's internal control over financial reporting, and for reviewing the Company's unaudited interim financial statements.

The Committee is not responsible, however, for planning or conducting audits, or determining whether the Company's financial statements are complete and accurate or in accordance with International Financial Reporting Standards ("*IFRS*"), as issued by the International Accounting Standards Board. If the Company at a subsequent date determines to report its formal statements under U.S. Generally Accepted Accounting Principles ("*US GAAP*"), all references to IFRS shall thereafter be deemed to relate to US GAAP. The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate.

### ***A. Oversight of the Independent Auditor***

- (i) ***Independent Auditor Retention.*** The Committee is solely and directly responsible for the appointment, evaluation, compensation, retention and, if appropriate, replacement of the independent auditor. The Committee may, in its discretion, seek stockholder ratification of the public accounting firm selected to be the Company's independent auditor.
- (ii) ***Independence.*** The Committee shall assess at least annually the independent auditor's independence. In connection with this assessment, the Committee shall ensure the receipt of and review formal written statements from the independent auditor delineating all relationships between the auditor and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board ("*PCAOB*") regarding the independent auditor's communications with the Committee concerning independence. The Committee shall engage in an active dialogue with the independent auditor concerning any disclosed relationships or services that may impact the objectivity and independence of the auditor and take, or recommend that the Board take, appropriate action to oversee and ensure the independence of the auditor.
- (iii) ***Quality and Performance.*** The Committee shall evaluate at least annually the qualifications and performance of the independent auditor, including the lead partner. The evaluation will include obtaining a written report from the independent auditor describing the firm's internal quality control procedures, any material issues raised by the most recent internal quality control review, PCAOB inspection, or other PCAOB review of the firm, by a peer review of the firm or by any inquiry or investigation by governmental or

professional authorities within the past five years, concerning an independent audit or audits carried out by the firm, and any steps taken to address any such issues.

- (iv) **General Oversight.** The independent auditor reports directly to the Committee. The Committee is responsible for oversight of the work of the independent auditor, including resolution of disagreements between management and the independent auditor regarding financial reporting. In connection with its oversight responsibility, the Committee shall consider the independent auditor's communications regarding, among other things, critical accounting policies and practices, all alternative accounting treatments within IFRS related to items material to the financial statements that have been discussed with management, including the ramifications of the alternative treatments and the treatment preferred by the independent auditor, and all material written communications between the independent auditor and management, and shall review the effect or potential effect of any regulatory regime, accounting initiatives or off-balance sheet structures on the Company's financial statements.
- (v) **Audit Oversight.** The Committee shall establish with the independent auditor an understanding of the terms of the audit engagement, the role of the auditor with respect to the Company's financial statements and coordination of audit efforts to ensure completeness of coverage, reduction of redundant efforts, the effective use of audit resources, and the use of accounting firms other than the appointed auditors of the Company. The Committee shall review the scope of the annual audit or interim review (including the level of involvement with unaudited quarterly or other interim-period information), and discuss the results, including, without limitation, the independent auditor's report and all matters required to be communicated to the Committee by the independent auditor in accordance with applicable auditing standards.

The Committee shall discuss with the independent auditor, before the issuance of the audit report, the overall audit strategy, including the timing of the audit, significant risks the auditor identified and significant changes to the planned audit strategy or identified risks. The Committee shall review with the independent auditor any audit problems or difficulties encountered during the course of the audit work and management's response, including any restrictions on the scope of the independent auditor's activities or access to required records, data and information, any difficult or contentious matters for which the auditor consulted outside the engagement team (for example, the audit firm's national office), any significant disagreements with management, and any other matters arising from the audit that are significant to the oversight of the Company's financial reporting process.

- (vi) **Auditor Rotation.** The Committee shall consider whether, in addition to assuring the regular rotation of the lead audit partner as required by law, in the interest of assuring continuing independence of an independent auditor, the Company should regularly rotate the firm appointed as the Company's independent auditor.
- (vii) **Pre-Approval of Auditor Services.** The Committee is exclusively authorized and directed to consider and, in its discretion, approve in advance all audit and non-audit services (including the fees and material terms thereof), proposed to be carried out for the Company by the independent auditor or by any other firm proposed to be engaged by the Company as its independent auditor, if applicable, in accordance with the Company's Audit and NonAudit Services Pre-Approval Policy (the "**Pre-Approval Policy**"), which is attached hereto as Exhibit A. The Committee may delegate certain types of pre-approval authority under the Pre-Approval Policy to one or more of its members in accordance with the Pre-

Approval Policy. In no event will any such authority be delegated to an officer or employee of the Company, including an officer or employee of the Company who is also a director of the Company. In connection with approval of any permissible tax services and services related to internal control over financial reporting, the Committee shall discuss with the independent auditor the potential effects of such services on the independence of the auditor.

## **B. Financial Statements and Other Financial Disclosures**

- (i) ***Quality and Integrity of Financial Statements.*** The Committee shall review and discuss with management and the independent auditor: the critical accounting policies and practices used by the Company, and any significant changes in the selection or application of the Company's accounting and auditing principles and practices as suggested by the Company's independent auditor, internal auditors, if any, or management; the accounting treatment to be applied in respect of significant new transactions or other significant events not in the ordinary course of the Company's business; other policies and procedures adopted by the Company to fulfill its responsibilities regarding the presentation of financial statements in accordance with IFRS and applicable rules and regulations of the SEC, including the proper explanation and reconciliation of any non-IFRS measures presented; and any issues that arise with respect to the quality or integrity of the Company's financial statements.
- (ii) ***Audited Financial Statements.*** The Committee shall review and discuss with management and the independent auditor, before the issuance of the audit report, the financial statements and related notes and the "Operating and Financial Review and Prospects" proposed to be included in the Company's Annual Report on Form 20-F. In this connection, the Committee shall review and discuss with management and the independent auditor the analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements (including analyses of the effects of alternative IFRS methods on the financial statements), and such other matters for which discussion shall be required by applicable auditing and related PCAOB standards. The Committee shall make a recommendation to the Board as to whether such financial statements should be included in the Company's Annual Report on Form 20-F.
- (iii) ***Other Financial Statements.*** The Committee shall review and discuss with management and the independent auditor the quarterly financial statements and related notes and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" proposed to be included in any of the Company's other financial statements and reports filed with the SEC, together with the analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, and such other matters for which discussion shall be required by applicable auditing standards and related PCAOB standards.
- (iv) ***Earnings Releases and Other Financial Information.*** The Committee shall discuss with management and the independent auditor and, prior to issuance, review and approve the Company's earnings releases, including the financial information, use of any "pro forma" or "adjusted" non-IFRS information, and earnings guidance (if such is provided) to be disclosed in such releases. The Committee shall also discuss with management other significant financial information to be provided to analysts or rating agencies.

## **C. Controls and Procedures**

- (i) ***Oversight.*** The Committee shall provide oversight of management’s design and maintenance of the Company’s internal control over financial reporting and disclosure controls and procedures. Prior to the filing of the Company’s Annual Report on Form 20F, the Committee shall review with the independent auditor, management and the head of the internal audit function, if any: the Company’s annual assessment and report and the independent auditor’s report on the effectiveness of the Company’s internal control over financial reporting, to the extent then applicable; any “material weakness” or “significant deficiency” in the design or operation of internal control over financial reporting, any steps taken to resolve any such control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting; and any related significant findings and recommendations of the independent auditor or internal audit function, if any, together with management’s responses (including, in the case of the independent auditor, any concerns regarding matters within the scope of, and compliance with, applicable rules of the Exchange Act).
- (ii) ***Certifications.*** The Committee shall review and discuss with management and the independent auditor the certifications and any related disclosures made by the Company’s Chief Executive Officer and Chief Financial Officer in the Company’s periodic reports about the results of their evaluation of the effectiveness of disclosure controls and procedures and any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting, and any fraud involving management or other employees who have a significant role in the Company’s internal control over financial reporting, prior to the filing of the Company’s Annual Reports on Form 20-F.
- (iii) ***Internal Audit Function.*** At least annually, the Committee shall review with the independent auditor the responsibilities, budget, staffing, effectiveness and performance of the internal audit function, if any, including the structure, qualification and activities of the internal audit function and the scope of internal audit responsibilities in relation to the independent auditor’s duties. The Committee shall review and assess the annual internal audit plan, if any, the process used to develop the plan, and the status of activities, significant findings, recommendations and management’s response. The Committee shall recommend for Board approval all matters related to responsibilities, budget and staffing of the internal audit function, if any. The Committee shall recommend for Board approval the appointment and, if appropriate, replacement of the senior internal audit executive.
- (iv) ***Hiring Policies.*** The Committee shall establish clear policies regarding the hiring of employees and former employees of the Company’s independent auditor.

#### ***D. Risk Management, Compliance and Ethics***

- (i) ***Risk Management.*** The Committee shall review and discuss with management, the head of the internal audit function, if any, and the independent auditor any significant risks or exposures and the Company’s policies and processes with respect to risk assessment and risk management, and shall assess the steps management has taken to monitor and control such risks, except with respect to those risks for which oversight has been assigned to other committees of the Board or retained by the Board. The Committee shall review the Company’s annual disclosures concerning the role of the Board in the risk oversight of the Company.
- (ii) ***Legal and Regulatory Compliance.*** The Committee shall review and assess with the Chairman of the Board or outside counsel, as appropriate, legal and regulatory matters that may have a material impact on the Company’s financial statements. The Committee shall also review and recommend for Board approval the code of business conduct and ethics

and any other appropriate compliance policies, and will review requests for waivers under the code of business conduct and ethics sought with respect to any executive officer or director. The Committee shall review annually with the Chairman of the Board or outside counsel, as appropriate, the scope, implementation and effectiveness of the ethics and compliance program, and any significant deviations by officers and employees from the code of business conduct and ethics or other compliance policies, and other matters pertaining to the integrity of management.

(iii) ***Procedures for Complaints.*** The Committee shall establish “whistleblowing” procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by the Company’s employees of concerns regarding questionable accounting or auditing matters. The Committee shall review any such significant complaints or concerns.

(iv) ***Related Person Transactions.*** The Committee shall review and, if appropriate, approve or ratify any related person transactions and other significant conflicts of interest, in each case in accordance with the Company’s Code of Ethics and Related Party Transactions Policy.

#### ***E. Self-Evaluation and Reporting***

(i) ***Self-Evaluation and Charter Review.*** The Committee shall conduct an annual selfevaluation of the performance of the Committee, including its effectiveness and compliance with this charter, and recommend to the Board such amendments of this charter as the Committee deems appropriate.

(ii) ***Reporting.*** The Committee shall report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

The Committee shall undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

#### **Exhibit A: Audit and Non-Audit Services Pre-Approval Policy [Attached]**

## EXHIBIT A

### ANGHAMI INC. AUDIT COMMITTEE

#### AUDIT AND NON-AUDIT SERVICES PRE-APPROVAL POLICY As adopted by the Board of Directors

##### Statement of Principles

The Audit Committee of the Board of Directors of Anghami Inc. (the “*Company*”) is responsible for the appointment, compensation and oversight of the work of the independent registered public accounting firm that audits the consolidated financial statements of the Company and its consolidated subsidiaries (the “*Independent Auditor*”). As part of this responsibility, the Audit Committee is required to pre-approve the audit and non-audit services performed by the Independent Auditor to ensure that the performance of those services does not impair the Independent Auditor’s independence. Accordingly, the Audit Committee has adopted, and the Board of Directors has ratified, this Audit and Non-Audit Services Pre-Approval Policy (the “*Policy*”), which sets forth the procedures and conditions whereby permissible services proposed to be performed by the Independent Auditor will be pre-approved.

Before the Company or any of its subsidiaries may engage the Independent Auditor to render any service, the engagement must be (1) pre-approved by the Audit Committee without consideration of specific case-by-case services by the Audit Committee (“*general pre-approval*”); or (2) specifically pre-approved on a case-by-case basis by the Audit Committee (“*specific Pre-approval*”). The Audit Committee believes that the combination of these two approaches in this Policy will result in an effective and efficient procedure to pre-approve services to be performed by the Independent Auditor. Under either approach, the Audit Committee will approve the maximum aggregate amount of the costs that may be incurred in connection with the service(s). Unless a type of service has received general pre-approval, it will require specific preapproval by the Audit Committee if it is to be provided by the Independent Auditor.

In evaluating the scope of the engagement of the Independent Auditor, the Audit Committee will consider whether it believes the proposed services are consistent with the federal laws, as well as the rules and regulations of the Securities and Exchange Commission (“*SEC*”) and Public Company Accounting Oversight Board (the “*PCAOB*”) on auditor independence, and will not otherwise impair the Independent Auditor’s independence from the Company.

This Policy describes the particular audit, audit-related, tax and all other services that are subject to general pre-approval of the Audit Committee. The term of any general pre-approval applies to the Company’s financial year, unless the Audit Committee specifically provides for a different period. Thus, audit fees for the financial year may include work performed after the close of the calendar year. Unused pre-approval amounts will not be carried forward to the next year. Pre-approvals will be made by category of service and cannot be transferred between categories. The Audit Committee will periodically revise the list of pre-approved services that may be provided by the Independent Auditor without obtaining specific pre-approval from the Audit Committee.

##### Delegation

The Audit Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at or before its next scheduled meeting. Neither the Audit Committee nor the person to whom pre-approval authority is delegated may delegate its responsibilities to pre-approve services performed by the Independent Auditor to the Company’s management.



## **Audit Services**

The Audit Committee must specifically pre-approve the terms of the annual audit services engagement. The Audit Committee will monitor the audit services engagement as necessary and will consider whether any changes in terms, conditions and fees resulting from changes in audit scope, the Company's corporate structure or other items are necessary or appropriate. Audit services include the annual consolidated financial statement audit (including required reviews of the quarterly consolidated financial statements of the Company and its consolidated subsidiaries), audits of the Company's subsidiaries, equity investment audits and other procedures required to be performed by the Independent Auditor to be able to form an opinion on the Company's consolidated financial statements. These other procedures include information systems and procedural reviews and testing performed in order to understand and place reliance on the systems of internal control, and consultations relating to the audit or quarterly reviews. Audit services also include the engagement for the Independent Auditor's report on the Company's internal controls for financial reporting.

In addition to the annual audit services engagement approved by the Audit Committee, the Audit Committee may grant general pre-approval for other audit services, which are those services that only the Independent Auditor reasonably can provide. Other audit services for which the Audit Committee may grant general pre-approval include (1) statutory audits or financial audits for subsidiaries or affiliates of the Company, and (2) services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings, such as comfort letters and consents, and assistance in responding to SEC comment letters. All other audit services not listed above must be specifically pre-approved by the Audit Committee.

## **Audit-related Services**

Audit-related services, including internal control-related services, are assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements or the Company's internal control over financial reporting and that are traditionally performed by the Independent Auditor. The Audit Committee believes that the provision of audit-related services does not impair the independence of the auditor. Other audit-related services for which the Audit Committee may grant general pre-approval include (1) due diligence services pertaining to potential business acquisitions or dispositions, (2) employee benefit plan audits, (3) agreed-upon or expanded audit procedures related to accounting and/or other records required to respond to or comply with financial, accounting or regulatory reporting matters, (4) consultations by management with the Independent Auditor as to the accounting and disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations of the SEC, PCAOB or any other regulatory or standard-setting bodies, (5) internal control reviews, and (6) attestation services not required by statute or regulation. All audit-related services not listed above must be specifically pre-approved by the Audit Committee.

## **Tax Services**

The Audit Committee believes that the Independent Auditor can provide tax services to the Company, such as tax compliance, tax planning, without impairing the auditor's independence. Tax services for which the Audit Committee may grant general pre-approval include (1) tax planning and compliance, and (2) review of income, franchise and other tax returns. All tax services not listed above must be specifically pre-approved by the Audit Committee. In addition, all tax services involving large and complex transactions must be specifically pre-approved by the Audit Committee. The Audit Committee will consult with the Company's Chief Financial Officer or outside counsel to determine that the tax planning and reporting positions are consistent with this Policy.

## **All Other Services**

The Audit Committee may pre-approve permissible non-audit services classified as other non-audit services to be provided by the Independent Auditor, so long as it believes that the provision of services

would not impair the independence of the auditor. Due to the nature of these services, all such services must be specifically pre-approved by the Audit Committee.

### **Prohibited Services**

The Audit Committee may not engage the Company's Independent Auditor to provide any service that is prohibited by law or regulation to be provided to an audit client by an independent auditor. A list of prohibited non-audit services is attached to this Policy as Exhibit 1. The Audit Committee should consult with the Company's outside counsel if any question arises as to the nature or scope of any prohibited nonaudit services, including the applicability of any exceptions.

### **Pre-Approval Fee Levels or Budgeted Amounts**

The Audit Committee may consider the amount or range of estimated fees as a factor in determining whether a proposed service would impair the Independent Auditor's independence. Pre-approval fee levels or budgeted amounts for each category of generally pre-approved services or specifically pre-approved services to be provided by the Independent Auditor will be established annually by the Audit Committee, subject to periodic review of such amounts by the Audit Committee. Any proposed services for which the cost to the Company will materially exceed these levels or amounts will require specific pre-approval by the Audit Committee.

### **Procedures**

All requests or applications for services to be provided by the Independent Auditor that do not require specific approval by the Audit Committee will be submitted to the Chief Financial Officer of the Company and must include a detailed description of the services to be rendered. The Chief Financial Officer will determine, upon consultation with the chairman of the Audit Committee, whether such services are included within the list of services that have received the general pre-approval of the Audit Committee. The Audit Committee will be informed on a timely basis of any such services rendered by the Independent Auditor.

Requests or applications to provide services that require specific approval by the Audit Committee will be submitted to the Audit Committee by both the Independent Auditor and the Chief Financial Officer, and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's and PCAOB's rules on auditor independence.

The Audit Committee has designated the Chief Financial Officer to assist it in monitoring all services provided by the Independent Auditor and determining whether such services are being provided in compliance with this Policy. The Chief Financial Officer will report to the Audit Committee on a periodic basis on the results of its monitoring. Management of the Company will immediately report to the chairman of the Audit Committee any breach of this Policy that comes to their attention.

### **Additional Requirements**

The Audit Committee will take additional measures on an annual basis to meet its responsibility to oversee the work of the Independent Auditor and to assure the Independent Auditor's independence from the Company, such as reviewing a formal written statement from the Independent Auditor delineating all relationships between the Independent Auditor and the Company, and discussing with the Independent Auditor its methods and procedures for ensuring independence.

*[End of Policy]*

## **EXHIBIT 1**

### **Prohibited Non-Audit Services**

- Preparation of the Company's consolidated or other financial statements
- Bookkeeping or other services related to the Company's accounting records or financial statements
- Financial information systems design and implementation
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports
- Actuarial services
- Internal audit outsourcing services
- Management functions
- Human resources
- Broker-dealer, investment adviser or investment banking services
- Legal services
- Expert services unrelated to the audit
- Any service involving, directly or indirectly, the payment of any contingent fee or commission
- Tax services to an officer of the Company whose role is in a financial reporting oversight capacity (regardless of whether the Company or the officer pays the fee for the services)
- Planning or opining on the tax consequences of a "listed" transaction under U.S. Department of Treasury regulations (i.e. tax avoidance transaction)
- Planning or opining on the tax consequences of a "confidential" transaction under U.S. Department of Treasury regulations (i.e. tax advice is given under restriction of confidentiality)
- Planning or opining on a transaction that is based on an "aggressive interpretation" of tax laws and regulations, if the transaction was recommended directly or indirectly by the Independent Auditor and a significant purpose of the transaction is tax avoidance, unless the proposed tax treatment of the transaction is at least more likely than not to be allowed under current tax laws • Any other services prohibited by the PCAOB or the Audit Committee