



Development Works Food Co. invites valued shareholders
To participate and vote in the Extraordinary General Assembly meeting (first meeting)
Including increasing capital through modern technological means

| clause | clarification |
|--|---|
| introduction | The Board of Directors of Development Works Food Co. (a Saudi joint stock company) is pleased to invite the honorable shareholders to participate and vote in the Extraordinary General Assembly meeting (first meeting), which is scheduled to be held via modern technological means, God Almighty willing, at exactly (18:30) on Wednesday 22/05/1445 corresponding to 06/12/2023 . |
| City and location of the General Assembly | The company's main headquarters - Riyadh, using modern technology |
| Link to the meeting location | www.tadawulaty.com.sa |
| Date of the General Assembly | 22-05-1445 // 06-12-2023 |
| Time of the General Assembly | 18:30 |
| Right to attend | Each shareholder registered in the company's shareholder register at the deposit center at the end of the trading session preceding the assembly meeting also has the right to register electronic attendance and vote using the Tadawulati system at the assembly meeting and in accordance with the rules and regulations. |
| The quorum required for the assembly to be held | The (extraordinary) general assembly meeting is valid if it is attended by shareholders representing at least half of the capital. If the quorum required to hold this meeting is not available, the second meeting is held one hour after the end of the period specified for the first meeting. The second meeting is valid if it is attended by shareholders representing At least a quarter of the capital. |
| Assembly agenda | <p>1- Vote on the Board of Directors' recommendation to raise the company's capital by offering priority shares in accordance with the following:</p> <ul style="list-style-type: none"> -Total amount of capital increase: 216 million Saudi riyals -By increasing its capital, the company aims to support the company's future plans and develop and expand its activities. -If the clause is approved, the eligibility will be for shareholders who own shares on the day of the extraordinary general assembly and are registered in the company's shareholder registry with the Securities Depository Center Company (Depository Center) at the end of the second trading day following the date of the extraordinary general assembly. -Amending Article No. (7) of the company's bylaws relating to (capital). -Amending Article No. (8) of the company's bylaws related to (subscription to shares). <p>2- Voting on the Board of Directors' decision to appoint Mr. Hisham Abdul Rahman Al-Muqrin as an (executive) member of the Board of Directors, starting from the date of his appointment on 16/07/2023 AD to complete the Board's session until the end of the current session on 29/10/2024 AD, succeeding the previous member (Mr. Ashry Saad Al-Ashry - Non-Executive). CV attached.</p> <p>3- Voting on the Board of Directors' decision to appoint Mr. Abdul Aziz Mohammed Ababtain as a member (Outside the Board) of the Audit Committee, starting from the date of his appointment on 05/12/2022 AD until the end of the current committee's work period on 29/10/2024 AD, instead of The former committee member, Mr. Hassan Omar Bakhamis, is a member (Outside the Council), provided that the appointment is effective from the date of the recommendation decision issued on 05/12/2022 AD, and this appointment comes in accordance with the work regulations of the Audit Committee. CV attached</p> <p>4- Voting on the Board of Directors' decision to appoint Dr. Omar Mohammed Al-Manaie as a member (Outside the Board) of the Audit Committee, starting from the date of his appointment on 20/07/2023 AD until the end of the current committee's term on 29/10/2024 AD, instead of a member. The former committee member, Mr. Anas Salih Al-Amoud, is a member (independent), provided that the appointment is effective from the date of the recommendation decision issued on 20/07/2023 AD, and this appointment comes in accordance with the work regulations of the Audit Committee. CV attached</p> <p>5- Vote on amending the company's bylaws in accordance with the new companies' bylaws. attached</p> |
| Power of attorney form | The power of attorney form is not available due to the assembly being held via modern technology. |
| Electronic voting | Note that shareholders registered in Tadawulaty services will be able to vote remotely on the assembly's items starting from one o'clock in the morning on Saturday 18/05/1445 AH corresponding to 02/12/2023 AD until the end of the assembly's meeting time. Registration and voting in Tadawulati services will be available and free of charge to all shareholders using The following link (www.tadawulaty.com.sa). |
| The right to register attendance and vote | The right to register attendance at the Assembly meeting ends at the time of the Assembly meeting, and the right to vote on the Assembly's items for attendees ends when the sorting committee finishes counting the votes. |
| Communication method | board@dwf.com.sa +966554875792 |



Comparative Statement - Articles of Association

| Material | Before modification | Material | After modification <input type="checkbox"/> |
|----------------------------|---|-----------|---|
| Chapter 1 | Part 1: Company Transformation | Chapter 1 | Part 1: Incorporation <input type="checkbox"/> |
| 1 | Article 1: Transfer: <input type="checkbox"/> A Saudi joint stock company shall be established in accordance with the provisions of the Companies Law and this Law, in accordance with the following: | 1 | Article 1: Incorporation <input type="checkbox"/> Development Works Holding Company was established as a Saudi joint stock company in accordance with the provisions of the Companies Law and its Regulations and this Law in accordance with the following: <input type="checkbox"/> |
| 2 | Article 2: Company Name: <input type="checkbox"/> Food Development Works Company (Listed Joint Stock Company). | 2 | Article 2: Company Name: <input type="checkbox"/> Food Development Works Company (Listed Joint Stock Company). <input type="checkbox"/> |
| 3 <input type="checkbox"/> | Article 3: Purposes of the Company: The company carries out the following purposes: 1- Agriculture and fishing. 2- Mines, petroleum and their branches. 3- Manufacturing industries and their branches according to industrial licenses. 4- Electricity, gas, water and its branches. 5- Construction and building. 6- Transportation, storage and refrigeration. 7- Financial, business and other services. 8- Social, collective and personal services. 9 . Trade. 10. Information Technology. 11. Security and safety. 12. Establishing and operating restaurants and cafes. The company carries out its activities in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any. <input type="checkbox"/> | 3 | Article 3: Purposes of the Company <input type="checkbox"/> 1. Management of the company's subsidiaries. <input type="checkbox"/> 2. Providing administrative support and services to the company's subsidiaries. <input type="checkbox"/> 3. Investing the funds of the company's subsidiaries and what may ensue. <input type="checkbox"/> 4. Owning the necessary fixed and movable assets and providing services to the company's subsidiaries in order to achieve their objectives. <input type="checkbox"/> 5. Providing financial support, loans, guarantees and financing to the company's subsidiaries. <input type="checkbox"/> 6. Owning the industrial property rights of the company's subsidiaries. <input type="checkbox"/> 7. Leasing industrial property rights to the company's subsidiaries. <input type="checkbox"/> 8. Agriculture, forestry and fishing 9. Mining and quarrying 10. Manufacturing 11. Electricity, gas, steam and air conditioning supply 12. Water supply, sanitation activities, waste management and treatment 13. Construction 14. Wholesale, retail and repair of motor vehicles and motorcycles 15. Transportation & Storage 16. Accommodation and food services activities 17. Information and communication 18. Financial and insurance activities |



| | | | |
|---|---|---|--|
| | | | <p>19. Real Estate activities</p> <p>20. Professional, scientific and technical activities</p> <p>21. Administrative and support services</p> <p>22. Public Administration and Defense Compulsory Social Security</p> <p>23. education</p> <p>24. Human health and social work activities</p> <p>25. Arts, entertainment and entertainment</p> <p>26. Other service activities</p> <p>27. Organizations and bodies not under national jurisdiction</p> <p>The company carries out its activities in accordance with the applicable regulations after obtaining the necessary licenses from the competent authorities, if any. <input type="checkbox"/></p> |
| 4 | <p>Article 4: Participation and Ownership in Companies: <input type="checkbox"/></p> <p>The company may establish companies alone (limited liability or closed shareholding after fulfilling the requirements of the regulations and instructions followed in this regard, and it may also own shares and shares in other existing companies or merge with them and has the right to participate with others in the establishment of joint stock or limited liability companies after fulfilling the requirements of the regulations and instructions followed in this regard. The company may also dispose of these shares or shares, provided that this does not include brokerage in their trading.</p> | 4 | <p>Article 4: Participation and Ownership in Companies <input type="checkbox"/></p> <p>The company may establish individual companies with limited liability, closed shareholding or simplified shareholding in accordance with the Companies Law, and may also own shares and shares in other existing companies or merge with them, and has the right to participate with others in the establishment of limited liability companies, joint stock or simplified shareholding or any other entities, whether inside or outside the Kingdom, after fulfilling the requirements of the regulations and instructions followed in this regard. The company may also dispose of such shares or shares, provided that this does not include brokerage in their trading. <input type="checkbox"/></p> |
| 5 | <p>Article 5: Head Office: <input type="checkbox"/></p> <p>The company's head office is located in the city of Riyadh, and branches, offices or agencies may be established inside or outside the Kingdom by a decision of the Board of Directors.</p> | 5 | <p>Article 5: Head Office of the Company <input type="checkbox"/></p> <p>The company's head office is located in the city of Riyadh, and the board of directors may establish branches, offices or agencies inside and outside the Kingdom. <input type="checkbox"/></p> |



| | | | |
|---|---|------------------|--|
| | | | |
| 6 | <p>Article 6: Term of the Company <input type="checkbox"/></p> <p>The term of the company is (99) Gregorian years starting from the date of its registration in the Commercial Register, and this period may always be extended by a resolution issued by the extraordinary general assembly at least one year before the expiry of its term.</p> | 6 | <p>Article 6: Term of the Company <input type="checkbox"/></p> <p>The term of the company shall be ninety-nine Gregorian years commencing from the date of its registration in the Commercial Register, and this period may always be extended by a resolution issued by the extraordinary general assembly at least one year before the expiry of its term. <input type="checkbox"/></p> |
| 7 | <p>Article 7: Capital <input type="checkbox"/></p> <p>The company's capital is set at (30,000,000) Saudi Riyals (thirty million Saudi Riyals) divided into (3,000,000) nominal shares of equal value, each worth (10) Saudi Riyals, all of which are ordinary shares in kind.</p> | 7 | <p>Article 7 Capital <input type="checkbox"/></p> <p>The company's capital is (246,000,000) two hundred forty-six million Saudi Riyals, divided into (24,600,000) twenty-four million six hundred thousand shares of equal value, the nominal value of each of which is (10) ten Saudi Riyals, all of which are ordinary shares. <input type="checkbox"/></p> |
| 8 | <p>Article 8: Subscription to Shares <input type="checkbox"/></p> <p>The shareholders subscribed to the full capital shares amounting to (3,000,000) shares worth (30,000,000) riyals, and the shareholders acknowledge that the full capital has already been paid.</p> | 8 | <p>Article 8 Subscription to Shares <input type="checkbox"/></p> <p>Shareholders subscribed to all the capital shares of (24.600.000) Twenty-four million six hundred thousand shares worth (246,000,000) Two Hundred Forty-Six Million Riyals, and they paid their full value. <input type="checkbox"/></p> |
| | Chapter 2: Capital and Shares | Chapter 2 | Chapter 2: Capital and Shares <input type="checkbox"/> |
| 9 | <p>Article 9: Preferred Shares <input type="checkbox"/></p> <p>The extraordinary general assembly of the company may, in accordance with the principles set by the competent authority, issue preferred shares or decide to buy them, convert ordinary shares into preferred shares, or convert preferred shares to ordinary shares, and the preferred shares do not give the right to vote in the general assemblies of shareholders, and these shares shall arrange for their owners the right to obtain a greater percentage of the company's net profits than the holders of ordinary shares after setting aside the statutory reserve. <input type="checkbox"/></p> | 9 | <p>Article 9 Preferred Shares <input type="checkbox"/></p> <p>The extraordinary general assembly of the company may, in accordance with the principles set by the competent authority, issue preferred shares, decide to buy them, convert ordinary shares into preferred shares, or convert preferred shares to ordinary shares, and preferred shares shall not be given the right to vote in the general assemblies of shareholders. As an exception, preferred shares shall be given the right to vote in the general assemblies of shareholders if the resolution of the general assembly results in the reduction of the company's capital, liquidation or sale of its assets. Each preferred share shall have One vote in the General Assembly meeting.</p> |



| | | | |
|----|---|----|---|
| | | | These shares entail the right to receive more privileges than the holders of ordinary shares, provided that the profits are equal to the holders of ordinary shares. <input type="checkbox"/> |
| 10 | <p>Article 10: Sale of Unfulfilled Shares <input type="checkbox"/></p> <p>The shareholder shall pay the value of the share on the specified dates, and if he fails to pay on the due date, the Board of Directors may, after being notified by e-mail or notified by a registered letter, sell the share in the public auction in accordance with the controls determined by the competent authority. The company collects from the proceeds of the sale the amounts due to it and returns the rest to the shareholder. If the proceeds of the sale are not sufficient to meet these amounts, the company may collect the remainder from all the shareholder's funds. However, the shareholder who defaults on payment until the day of sale may pay the value due from him in addition to the expenses incurred by the company in this regard. <input type="checkbox"/></p> <p>The company shall cancel the sold share in accordance with the provisions of this Article, give the buyer a new share bearing the canceled share number, and mark in the share register the sale with the name of the new owner.</p> | 11 | <p>Article 11 Sale of Unfulfilled Shares <input type="checkbox"/></p> <p>(A) The shareholder shall pay the value of the share on the specified dates, and if he fails to pay on the due date, the Board of Directors may, after being notified by registered letter or by any means of modern technology, sell the share in the public auction or the Saudi capital market, in accordance with the controls determined by the competent authority. <input type="checkbox"/></p> <p>(B) The company shall collect from the proceeds of the sale the amounts due to it and return the remainder to the shareholder. If the proceeds of the sale are not sufficient to meet these amounts, the company may collect the remainder from all the shareholder's funds. <input type="checkbox"/></p> <p>(C) However, the shareholder who fails to pay until the day of sale may pay the value due from him in addition to the expenses incurred by the company in this regard. In this case, the shareholder shall have the right to request the dividends to be distributed. <input type="checkbox"/></p> <p>(D) The company shall cancel the sold share in accordance with the provisions of this Article, give the buyer a new share bearing the canceled share number, and mark in the share register that the sale has taken place with the name of the new owner. <input type="checkbox"/></p> |
| 11 | <p>Article 11: Issuance of Shares <input type="checkbox"/></p> <p>Shares shall be nominal and may not be issued at less than their nominal value, but may be issued at a higher value than this value, and in the latter case the difference in value shall be added in a separate item within the shareholders' equity. They may not be distributed as dividends to shareholders. The share is indivisible vis-à-vis the company, if the share is owned by several persons, they must choose one of them to act on their behalf in the use of the rights related to it, and these persons shall be jointly liable for the obligations arising from the ownership of the share.</p> | 10 | <p>Article 10 Issue of Shares <input type="checkbox"/></p> <p>Shares shall be nominal and may not be issued at less than their nominal value, but may be issued at a higher value than this value, and in the latter case the difference in value shall be added in a separate item within the shareholders' equity. They may not be distributed as dividends to shareholders. The share is indivisible vis-à-vis the company, if the share is owned by several persons, they must choose one of them to act on their behalf in the use of the rights related to it, and these persons shall be jointly liable for the obligations arising from the ownership of the share. <input type="checkbox"/></p> |
| 12 | <p>Article 12: Trading of Shares <input type="checkbox"/></p> <p>Shares subscribed by shareholders may not be traded except after the publication of the financial statements for two financial years, each of which is not less than twelve months from the date of the company's transformation. The Sukuk of these shares shall be marked indicating their type, the date of transformation of the company and the period during which they are prohibited from trading. <input type="checkbox"/></p> | 13 | <p>Article 13 Trading Shares <input type="checkbox"/></p> <p>The Company's shares are negotiable in accordance with the Capital Market Law and the regulations, rules and instructions issued by the Capital Market Authority. <input type="checkbox"/></p> |



| | | | |
|----|--|----|---|
| | <p>However, during the prohibition period, the ownership of shares may be transferred in accordance with the provisions of the sale of rights from one shareholder to another shareholder or from the heirs of one of the shareholders in the event of his death to third parties or in the event of execution on the property of the insolvent or bankrupt shareholder, provided that the priority of owning such shares shall be for the other shareholders. <input type="checkbox"/></p> <p>The provisions of this Article shall apply to the subscriptions of shareholders in the event of a capital increase before the expiry of the prohibition period.</p> | | |
| | Does not exist | 12 | <p>Article 12 Buying, Selling or Mortgaging the Company's Shares <input type="checkbox"/></p> <p>The company may buy, sell or mortgage its shares in accordance with the regulations set by the competent authority, and the shares purchased by the company shall not have votes in the shareholders' assemblies. The company may purchase its shares for the purpose of allocating them for any purpose in accordance with the regulations issued by the competent authority. The company may sell treasury shares in one or several stages in accordance with the controls set by the competent authority. <input type="checkbox"/></p> |
| 13 | <p>Article 13: Register of Shareholders <input type="checkbox"/></p> <p>All shares are negotiable in accordance with the provisions of the Capital Market Law and the regulations, rules and instructions issued by the competent authorities.</p> | 14 | <p>Article 14 Register of Shareholders <input type="checkbox"/></p> <p>(a) The ownership of the company's shares and any ownership entry shall be registered at the Center approved by the competent authorities for the depository of securities. <input type="checkbox"/></p> <p>(b) The company shall request the register of shareholders when holding the general assembly of shareholders or any of the procedures of the companies or others. <input type="checkbox"/></p> <p>(c) The Board of Directors of the Company shall stipulate in its annual report the number and dates of the Company's requests for the register of shareholders. <input type="checkbox"/></p> |
| 14 | <p>Article 14: Capital Increase <input type="checkbox"/></p> <p>1. The Extraordinary General Assembly may decide to increase the company's capital, provided that the capital has been paid in full, and it is not required that the capital has been paid in full if the unpaid part of the capital is due to shares issued against the conversion of debt instruments or financing instruments into shares and the period prescribed for converting them into shares has not expired. <input type="checkbox"/></p> | 15 | <p>Article 15 Capital Increase <input type="checkbox"/></p> <p>(A) The Extraordinary General Assembly, after ascertaining the economic feasibility and after the approval of the Competent Authority, may decide to increase the company's capital once or several times by issuing new shares with the same nominal value as the original shares of the same type and category, provided that the capital has been paid in full. The capital is not required to have been paid in full if the unpaid portion of the capital belongs to shares issued against the conversion of debt instruments or financing instruments into shares and the period prescribed for conversion into shares has not yet expired. <input type="checkbox"/></p> |

| | | |
|---|-----------|--|
| <p>2. The extraordinary general assembly may, in all cases, allocate the shares issued upon capital increase or part thereof to the employees of the company and the subsidiaries or some of them, or any of that, and the shareholders may not exercise the right of priority when the company issues the shares allocated to employees. <input type="checkbox"/></p> <p>3. The shareholder who owns the share at the time of the issuance of the extraordinary general assembly resolution approving the capital increase shall have priority in subscribing to new shares issued in exchange for cash shares, and they shall be informed of their priority by publication in a daily newspaper or by informing them by registered mail of the capital increase decision, subscription conditions, duration, start and end date. <input type="checkbox"/></p> <p>4. The Extraordinary General Assembly has the right to suspend the priority right of shareholders to subscribe to the capital increase in exchange for cash shares or to give priority to non-shareholders in cases it deems appropriate for the interest of the company. <input type="checkbox"/></p> <p>5. The shareholder has the right to sell or assign a priority right within the period from the time of the issuance of the General Assembly's resolution approving the capital increase until the last day of subscription in the new shares related to these rights in accordance with the controls set by the competent authority. <input type="checkbox"/></p> <p>6. Subject to the provisions of paragraph (4) above, the new shares shall be distributed to the rights holders who have requested subscription, in proportion to the priority rights they own out of the total pre-emptive rights resulting from the capital increase, provided that the amount they receive does not exceed what they requested from the new shares, and the rest of the new shares shall be distributed to the rights holders who have requested more than their share in proportion to the priority rights they own out of the total pre-emptive rights resulting from the capital increase, provided that What they receive exceeds what they requested from the new shares, and the remaining shares shall be offered to third parties unless the extraordinary general assembly or the Capital Market Law provides otherwise.</p> | | <p>(B) The extraordinary general assembly may, in all cases, allocate the shares issued upon the capital increase or part thereof to the employees of the company and the subsidiaries or some of them, or any of them, and the shareholders may not exercise the right of priority when the company issues the shares allocated to employees. <input type="checkbox"/></p> <p>(C) The shareholder who owns the share at the time of the issuance of the extraordinary general assembly resolution approving the capital increase shall have priority in subscribing to new shares issued against cash shares, and they shall be informed of their priority by registered letter at his address contained in the shareholders' register or through modern technology about the decision to increase the capital, the terms of subscription, its duration, and the date of its commencement and expiry. <input type="checkbox"/></p> <p>(D) The Extraordinary General Assembly shall have the right to suspend the priority right of shareholders to subscribe to a capital increase in exchange for cash shares or to give priority to non-shareholders in cases it deems appropriate for the benefit of the company. <input type="checkbox"/></p> <p>(E) The shareholder shall have the right to sell or assign the pre-emption right within the period from the time of the issuance of the General Assembly's resolution approving the capital increase until the last day of subscription for the new shares related to these rights, in accordance with the controls set by the Competent Authority. <input type="checkbox"/></p> <p>(f) The new shares shall be distributed to the rights holders who have requested subscription, in proportion to the pre-emptive rights they own out of the total pre-emptive rights resulting from the capital increase, provided that the amount they receive does not exceed what they requested from the new shares, and the rest of the new shares shall be distributed to the rights holders who have requested more than their share, in proportion to the priority rights they own out of the total pre-emption rights resulting from the capital increase, provided that what they receive does not exceed what they requested. New shares, and the remaining shares shall be offered to third parties, unless the Extraordinary General Assembly or the Capital Market Law provides otherwise. <input type="checkbox"/></p> |
| <p>15 Article 15: Capital Reduction <input type="checkbox"/></p> <p>The extraordinary general assembly may decide to reduce the capital if it exceeds the company's need or if it suffers losses, and in the latter case alone, the capital may be reduced to below the limit stipulated in Article (54) of the Companies Law, and the</p> | <p>16</p> | <p>Article 16 Capital Reduction <input type="checkbox"/></p> <p>(A) The extraordinary general assembly may decide to reduce the capital if it exceeds the company's need or if it suffers losses, and in the latter case alone, the capital may be reduced to less than the limit stipulated in the Companies Law, and the reduction decision shall not be issued except after reading a statement in the general</p> |



| | | | |
|--|--|-------------------------|--|
| | <p>reduction decision shall not be issued except after reading a special report prepared by the auditor on the reasons for it, the obligations of the company and the impact of the reduction on these obligations. <input type="checkbox"/></p> <p>If the reduction of the capital is the result of its increase in the company's need, the creditors shall be invited to express their objections thereto within sixty days from the date of publication of the reduction decision in a daily newspaper distributed in the area where the company's head office is located. If a creditor objects and submits his documents to the company within the said time, the company shall pay his debt to him if it is immediate or provide him with sufficient security to pay it if it is deferred.</p> | | <p>assembly prepared by the Board of Directors on the reasons for the reduction, the company's obligations and the impact of the reduction on their fulfillment, and the company's auditor's report shall be attached to this statement. <input type="checkbox"/></p> <p>(B) If the capital reduction is the result of its increase in the company's need, the creditors shall be invited to express their objections, if any, to the reduction at least (forty-five) days before the date specified for the extraordinary general assembly meeting to take the reduction decision. If any of the creditor's objects to the reduction and submits to the company his documents on the said date, the company shall pay his debt to him if it is current or provide him with sufficient security to pay it if it is deferred. The creditor who has notified the company of his objection to the reduction and his debt has not been paid if it is immediate or to provide sufficient security if it is to be paid if it is deferred, may submit to the competent judicial authority before the date specified for the extraordinary general assembly to take the reduction decision, and the competent judicial authority may in this case order the payment of the debt, the provision of sufficient guarantee or the postponement of the extraordinary general assembly meeting, as the case may be. <input type="checkbox"/></p> |
| | <p>Add a chapter</p> | <p>Chapter 3</p> | <p>Part 3: Sukuk and Debt Instruments <input type="checkbox"/></p> |
| | <p>Add material</p> | <p>17</p> | <p>Article 17 Sukuk and Debt Instruments <input type="checkbox"/></p> <p>(a) Subject to the observance of the provisions of Islamic Sharia when issuing and trading debt instruments, the Company may issue debt instruments or financing instruments of equal value, negotiable and indivisible in accordance with the Companies Law. <input type="checkbox"/></p> <p>(B) The Company may, by resolution of the Board of Directors and in accordance with the provisions of Islamic Sharia, the Capital Market Law and other relevant laws and regulations, issue any type of negotiable debt instruments, whether in Saudi currency or otherwise, inside or outside the Kingdom, whether such instruments are issued at the same time or through a series of issuances or through one or more programs set by the Board from time to time, all at times and in amounts in accordance with the conditions approved by the Board, and it has the right to take all Necessary actions in it. <input type="checkbox"/></p> <p>(c) The Company may, in accordance with the provisions of Islamic Sharia, the Capital Market Law and other relevant laws and regulations, issue debt instruments or financing instruments convertible into shares, after the issuance of a resolution by the Extraordinary General Assembly specifying the maximum number of shares that may be issued against such instruments or sukuk, whether such instruments or sukuk are issued at the same time or through a series of issuances or through one or more programs for issuing debt instruments or sukuk. Funding. The Board of Directors shall, without the need for new approval from the Extraordinary General Assembly, issue new shares in return for those instruments or Sukuk whose holders request to be transferred, immediately upon</p> |



| | | | |
|------------------|---|------------------|--|
| | | | <p>the expiry of the period of the transfer request specified for the holders of such instruments or Sukuk, and the Board shall take the necessary measures to amend the Company's Articles of Association with regard to the number of issued shares and the capital. The Board of Directors shall record the completion of the procedures for each capital increase with the Commercial Register.</p> <p><input type="checkbox"/></p> |
| Chapter 3 | Chapter 3: Board of Directors | Chapter 3 | Part IV Company Management <input type="checkbox"/> |
| 16 | <p>Article 16: Management of the Company <input type="checkbox"/></p> <p>The company shall be managed by a board of directors consisting of six members elected by the ordinary general assembly of shareholders for a period not exceeding three years, and as an exception the transformative assembly appointed the first board of directors for a period of five years.</p> | 18 | <p>Article 18 Board of Directors <input type="checkbox"/></p> <p>The company shall be managed by a board of directors consisting of six members, appointed by the ordinary general assembly for a period of four calendar years, and each shareholder has the right to nominate himself or one or more other shareholders or others for membership of the board of directors, provided that in all cases the members are natural. <input type="checkbox"/></p> |
| 17 | <p>Article 17: Termination of the Board Membership <input type="checkbox"/></p> <p>The membership of the Board shall expire upon the expiry of its term or the expiry of the member's validity thereof in accordance with any system or instructions in force in the Kingdom, however, the Ordinary General Assembly may at all times dismiss all members of the Board of Directors or some of them, without prejudice to the right of the dismissed member towards the company to claim compensation if the dismissal occurred for an unacceptable reason or at an inappropriate time, and the member of the Board of Directors may retire, provided that this is at an appropriate time, otherwise he is responsible before the company for the consequences of Retirement from damages.</p> | 19 | <p>Article 19 Termination of Board Membership <input type="checkbox"/></p> <p>The membership of the Board shall expire upon the expiry of its term or the expiry of the membership in accordance with any system or instructions in force in the Kingdom, and the Ordinary General Assembly may reappoint the members of the Board of Directors, and the Ordinary General Assembly may at all times dismiss all members of the Board of Directors or some of them, without prejudice to the right of the dismissed member towards the Company to claim compensation if the dismissal occurred for an unacceptable reason or at an inappropriate time, and the member of the Board of Directors may retire provided that this is at an appropriate time, otherwise He was responsible by the company for the damages resulting from retirement. The General Assembly may, upon the recommendation of the Board of Directors, terminate the membership of any member who is absent from attending three consecutive meetings or five separate meetings during his term of office without a legitimate excuse acceptable to the Board of Directors. <input type="checkbox"/></p> |
| 18 | <p>Article 18 Vacant position in the Council <input type="checkbox"/></p> <p>If the position of one of the members of the Board of Directors becomes vacant, the Board may appoint a temporary member in the vacant position according to the order in</p> | 20 | <p>Article 20 Termination of the session of the Council or retirement of its members <input type="checkbox"/></p> <p>(A) The provisions of the Companies Law shall apply to the termination of the Board term and the retirement of its members in accordance with the relevant company policies. <input type="checkbox"/></p> |



| | | | |
|-----------|--|-----------|--|
| | <p>obtaining votes in the Assembly that elected the Board, provided that he is one of those who have experience and sufficiency, and the Ministry as well as the Capital Market Authority must be informed of this within five working days from the date of appointment, and the appointment shall be presented to the Ordinary General Assembly at its first meeting, and the new member shall complete the term of his predecessor, and if the necessary conditions for the convening of the Board of Directors are not met. Due to the lack of the number of its members from the minimum stipulated in the Companies Law or this Law, the rest of the members shall convene the Ordinary General Assembly within sixty days to elect the necessary number of members.</p> | | <p>(B) If the position of one of the members of the Board of Directors becomes vacant, the Board may appoint a temporary member to the vacant position in the order in which to obtain votes in the Assembly that elected the Board, provided that he is experienced and sufficient, and the appointment shall be submitted to the Ordinary General Assembly at its first meeting and the member shall complete the term of his predecessor. <input type="checkbox"/></p> <p>(C) The provisions of the Companies Law shall apply to cases of non-availability of the necessary conditions for the convening of the Board of Directors. <input type="checkbox"/></p> |
| <p>19</p> | <p>Article 19 Powers of the Council <input type="checkbox"/></p> <p>Subject to the terms of reference prescribed for the General Assembly, the Board of Directors shall have the widest powers and powers in managing the company, supervising its business and funds, managing its affairs and drawing up the general policy that it is following to achieve the purpose for which it was established, and for this purpose in particular and without limitation: <input type="checkbox"/></p> <p style="padding-left: 40px;">Draw up an internal regulation for its work. <input type="checkbox"/></p> <p style="padding-left: 40px;">Representing the company in its relationship with others, government and private agencies, civil rights, police departments, chambers of commerce and industry, private bodies, companies, banks, commercial banks, money houses, all government funds and institutions of various names and specializations, financial institutions of all kinds and other lenders. <input type="checkbox"/></p> <p style="padding-left: 40px;">Concluding all contracts and agreements, including but not limited to purchase, sale, lease, lease, agency, franchise, financial hedging contracts and other documents, transactions and transactions on behalf of the company and entering into tenders on its behalf. <input type="checkbox"/></p> <p style="padding-left: 40px;">D- Opening, managing, operating and closing bank accounts, obtaining loans and issuing guarantees for the benefit of any party when it deems in its sole discretion that this serves the interest of the company, issuing bonds for an order and other commercial papers, carrying out all transactions, concluding all agreements and</p> | <p>21</p> | <p>Article 21 Powers of the Board <input type="checkbox"/></p> <p>Subject to the fixed competencies of the General Assembly, the Board of Directors shall have the widest powers and powers in managing the company, conducting its affairs and formulating the general policies that it follows to achieve its objectives, in accordance with the provisions of the Companies Law, including but not limited to: <input type="checkbox"/></p> <p>(a) Approving the Board's work regulations, the company's financial, administrative, technical and investment regulations, accounting policies and internal control systems and updating them periodically, approving the company's work plans, operating them, approving its annual budget, and approving the social responsibility and donations allowance. <input type="checkbox"/></p> <p>(b) Forming committees that assist it in performing its duties, including the Nomination and Remuneration Committee, and other committees established by the Board, and monitoring the performance of the committees periodically and coordinating between them in order to expedite the decisions on matters submitted to them. <input type="checkbox"/></p> <p>(C) Opening bank accounts, managing, operating and closing bank accounts, withdrawing and depositing with banks, opening credits, appointing authorized signatories, determining or canceling their powers, signing and endorsing all papers, documents and commercial papers, including checks, bills of exchange, bonds for order, transfers, issuing bank guarantees, obtaining credit facilities, dealing in treasury products and banking operations, investing the company's funds and operating them in local and international markets inside and outside the Kingdom of Saudi Arabia, and authorization. in those investments. <input type="checkbox"/></p> <p>(d) Approving and signing financing and derivatives agreements, and other banking, commercial and investment agreements with funds, financing institutions, commercial financial institutions and others, regardless of their duration, and concluding loans with maturities exceeding three years from government funds and institutions,</p> |



| | |
|--|--|
| <p>banking deals, and holding short, medium and long-term loans, provided that the Board of Directors: <input type="checkbox"/></p> <p>1) Determine the aspects of use of the loan and how to repay medium and long-term loans. <input type="checkbox"/></p> <p>2) To take into account in the terms of loans and guarantees provided to him not to harm the company and its shareholders and the general guarantees of creditors. <input type="checkbox"/></p> <p>C- Selling or mortgaging the company's real estate and assets, including the company's store, provided that the minutes of the board of directors and the reasons for its decision to dispose of the company's real estate include observing the following conditions: <input type="checkbox"/></p> <p>1. The Board shall specify in the sale decision the reasons and justifications for it. <input type="checkbox"/></p> <p>2. The sale should be close to the price of the same. <input type="checkbox"/></p> <p>3. The sale shall be present except in cases estimated by the Board and with sufficient guarantees. <input type="checkbox"/></p> <p>4. Such conduct shall not result in the cessation of some of the company's activities or incurring other obligations <input type="checkbox"/></p> <p>Discharge the company's debtors from their obligations, provided that the minutes of the Board of Directors and the reasons for the decision to observe the conditions <input type="checkbox"/></p> <p>following: <input type="checkbox"/></p> <p>1. The discharge shall be after the lapse of one full year since the arise of the debt as a minimum. <input type="checkbox"/></p> <p>2. The discharge shall be for a maximum amount per year for one debtor. <input type="checkbox"/></p> <p>3. Discharge is a right of the Council that may not be delegated. <input type="checkbox"/></p> <p>Approving the distribution of interim dividends to shareholders at a rate not exceeding 10% of the company's paid-up capital. <input type="checkbox"/></p> <p>The Board of Directors may, within the limits of its competence, delegate one or more of its members or third parties to carry out certain work or works.</p> | <p>commercial banks, financial houses, credit companies and any other credit body, and authorizing loan contracts of any duration. <input type="checkbox"/></p> <p>(E) Providing financial facilities to companies in which the company owns, directly or indirectly, shares or shares, regardless of their duration, and the Board may provide guarantees and mortgages to the creditors of such companies, waive priority in paying the company's debts to such companies, and may provide financial, credit, technical, administrative and investment support, manage the treasury of such companies, provide loans to them and guarantee the debts of any of these companies, all in accordance with what the Board deems to achieve the commercial objectives of the company. <input type="checkbox"/></p> <p>(f) Carrying out all acts and actions that would achieve the purposes of the Company. <input type="checkbox"/></p> <p>(g) Discharge the company's debtors from their obligations in accordance with its interest, and after the company takes what the Board deems appropriate to collect these debts, issue guarantees, financial guarantees, fine and performance guarantees in respect of the company's business for the benefit of any party whatsoever when it deems at its discretion that this serves the interest of the company, enter into all types of banking transactions and agreements, provide bank guarantees and any other guarantee documents, give priority to the debts of others and the like, and allow third parties to use all or part of the facilities. Granted to the company or companies in which the company participates. <input type="checkbox"/></p> <p>(h) Disposing of the company's assets, properties and real estate in fair consideration approved by the Board, providing guarantees to creditors, mortgage, release and delegation thereof, selling, buying, leasing, leasing, emptying, receiving and delivering the price and appraiser, and providing some of the company's assets, properties and real estate as an in-kind share in the capital of a company in which it participates. <input type="checkbox"/></p> <p>(i) Representing the company in its relationship with others, government and private agencies, all executive authorities, all companies, institutions, individuals, commercial banks, financial institutions, money exchanges, all government finance funds and institutions with various names and competencies and other lending bodies, clearing and receiving the company's goods at customs, submitting applications and data related to that, signing them, receiving postal parcels, and has the right to request visas from the Ministry of Human Resources and Social Development and pay their fees, and has the right to grant exit, re-entry visas, final exit and transfer. Guarantees and assignment, request for visit visas, extract and renew residencies and work permits, establish offices and their branches, extract and renew commercial records for branches, establish offices and their branches, extract and renew commercial records for branches and make amendments to them such as deletion, addition, change or deletion, request for licenses of any kind, renew them, make amendments to them such as deletion, addition,</p> |
|--|--|



| | | |
|--|--|---|
| | | <p>change or cancellation, enter into tenders, auctions and competitions, whether independently, with persons, companies or through unions, and conduct transactions On behalf of the company, arrest, payment, receipt of rights with others and acceptance of donations. <input type="checkbox"/></p> <p>(J) Request for the removal of the commonality of real estate, its allocation and division, the submission of requests for arguments of acquisition and title deeds, the request to amend the deeds, sorting, approving the allowance, extracting a replacement for lost, submitting requests to extract copies of them, marginalizing or correcting them, correcting and amending the arms and boundaries of real estate, including new deeds, signing and receiving legal instruments, as well as having the right to buy, sell, empty, accept, receive, deliver and sign in front of the notary public, pay the price, receive the price, deliver the price, and he has the right to join property, deeds, division, sorting and request Modifying the use of the schemes and has the right to rent, lease, receive, pay and sign contracts and agreements, including without limitation contracts for purchase, sale, lease, lease, services, agencies, franchising, insurance and other contracts necessary for the exercise of the company's activity. <input type="checkbox"/></p> <p>(K) Establishing companies, opening branches, converting branches into companies, amending the articles of association, signing on behalf of the company the articles of association of the companies in which the company participates and the annexes to their amendments, whatever the type of these companies, and whatever the content of these amendments, including amendments related to the increase, decrease or assignment of shares and shares and their sale in accordance with the relevant regulations, acceptance of shares and shares ceded to the company, transfer or merger of companies, sale and purchase of shares and shares in companies, whether all shares. The Board may request the acceptance and negotiation of the offering of shares and shares owned by the Company for public or private subscription inside or outside the Kingdom of Saudi Arabia, taking into account the statutory requirements, and the Board may appoint the Company's representatives in the management of any other company that is affiliated to it or shareholding therein, attend the meetings of the Assemblies of partners or shareholders, boards of directors and boards of directors and vote thereon on behalf of the Company and sign the resolutions and minutes of the meetings of the Assemblies of Partners and Shareholders, Boards of Directors and Boards of Directors therein. <input type="checkbox"/></p> <p>(L) Selection of Sharia agents, termination of agencies, appointment of the secretary of the board, the CEO of the company and its employees, determination of their wages, privileges and other terms and conditions of employment, termination of their contracts, as well as contracting with service providers of the company such as law firms, engineering clerks, accounting and financial audit offices, and others. <input type="checkbox"/></p> |
|--|--|---|



| | | | |
|----|---|----|---|
| | | | <p>(m) Signing agreements and instruments before notaries, notaries and official bodies and issuing legitimate power of attorney. <input type="checkbox"/></p> <p>(n) The Council may, within the limits of its competences, authorize one or more of its members or others to carry out certain work or works and give them the right to delegate others. <input type="checkbox"/></p> <p>(o) Sale of the company's assets, subject to obtaining the approval of the general assembly when selling the assets, whether the sale is made through one transaction or several transactions exceeding the value of fifty percent of the value of the company's assets, provided that the percentage is calculated from the date of the first transaction made during the previous twelve months. In the event that the sale of such assets includes what falls within the competence of the extraordinary general assembly, the approval of the extraordinary general assembly must be obtained. <input type="checkbox"/></p> |
| 20 | <p>Article 20: Remuneration of Board Members <input type="checkbox"/></p> <p>The remuneration of the Board of Directors shall consist in accordance with Article (5/47) and within the limits stipulated in the Companies Law and its Regulations, and the report of the Board of Directors to the Ordinary General Assembly shall include a comprehensive statement of all the remuneration, expense allowance and other benefits received by the members of the Board of Directors during the fiscal year, as well as a statement of what the members of the Board received as employees or administrators or what they received for technical, administrative or consulting work, and also include a statement of the number of The meetings of the Council and the number of meetings attended by each member from the date of the last meeting of the General Assembly.</p> | 22 | <p>Article 22 Remuneration of Board Members <input type="checkbox"/></p> <p>The General Assembly shall determine the remuneration of the members of the Board of Directors upon appointment, and the remuneration of the member of the Board of Directors for the work of the Board shall be a certain amount, attendance allowance for meetings, in-kind benefits, or a certain percentage of the net profits in accordance with the regulations and controls issued in this regard, and two or more of the above may be combined. This shall be in accordance with the provisions of the regulations and controls issued in this regard. The member shall also be entitled to a remuneration for the technical, administrative or advisory work assigned to him. The report of the Board of Directors to the General Assembly at its annual meeting shall include a comprehensive statement of all remuneration, attendance allowance, expenses allowance and other benefits received or entitled to by each member of the Board during the financial year, as well as a statement of what the members of the Board received as employees or administrators or what they received in return for technical, administrative or consulting work, as well as a statement of the number of meetings of the Board and the number of meetings of the Board and the number of Meetings attended by each member. <input type="checkbox"/></p> |
| 21 | <p>Article 21 Powers of the President, Deputy, Managing Director and Secretary <input type="checkbox"/></p> <p>The Board of Directors shall appoint from among its members a Chairman and Vice-Chairman and may appoint a Managing Director, and the position of Chairman of the Board of Directors may not be combined with any executive position in the Company. <input type="checkbox"/></p> <p>The Chairman of the Council shall have the following competencies: <input type="checkbox"/></p> <p>1- With regard to [claims before the courts] claim, filing lawsuits, pleading, defending, hearing and responding to lawsuits, acknowledgment, denial, reconciliation, waiver,</p> | 23 | <p>Article 23 Powers of the Chairman of the Board, Vice-Chairman, Managing Director and Secretary <input type="checkbox"/></p> <p>(A) The Board of Directors shall appoint from among its members a Chairman of the Board and a Vice-Chairman of the Board, and may appoint a Managing Director, and the position of Chairman of the Board of Directors may not be combined with any executive position in the Company. <input type="checkbox"/></p> <p>(B) The Chairman of the Board or his deputy, in the absence of the Chairman, shall be competent to represent the company in its relations with others, before the judiciary and the notary public, and before all government departments and dispute settlement committees of all kinds and degrees and all other bodies, and he has the right</p> |



| | | |
|--|--|---|
| <p>requesting the oath, returning it, refraining from it, bringing witnesses and evidence, challenging them, answering, wounding, amendment, challenging forgery, denying lines, seals and signatures, requesting and lifting travel bans, requesting seizure and execution, requesting arbitration, appointing experts and arbitrators, appealing the reports of experts and arbitrators, returning and replacing them, requesting the application of Article 230 of the Sharia Pleadings Law, and demanding the implementation of judgments, acceptance and denial of judgments, objection to judgments, request for appeal, petition for reconsideration, request for rehabilitation, request for pre-emption, termination of what is necessary Attendance at hearings in all cases before all courts, receipt of amounts, division of the estate, sorting of share, execution of wills, receipt of judgments deeds, request for the resignation of the judge, request for entry and overlap, before the Sharia courts, before the administrative courts (Board of Grievances, medical forensic committees, labor committees, financial dispute settlement committees, banking dispute settlement committees, and dispute resolution offices). Commercial papers, committees for resolving commercial disputes, customs committees, commercial fraud committees, the Control and Investigation Authority, the Bureau of Investigation and Public Prosecution, extracting an argument of seizure, opposing the request for an argument for the acquisition, lifting the monopoly on the property, waiving blood money, waiving damages, acknowledging debt, reviewing the committee for repairing the relationship, proving the purchase, proving sale, extracting a deed proving buildings, receiving and delivery, reviewing all relevant authorities, completing all necessary procedures and signing as required. <input type="checkbox"/></p> <p>2. With regard to [real estate, land, goods and assets] he has the right to merge the instruments, split, sort, receive the deeds, update the deeds and enter them into the comprehensive system, waive the shortage in the area, convert agricultural land to residential, modify the boundaries, lengths, area, plot numbers, plans, deeds and their dates, names of neighborhoods, leasing, signing lease contracts, renewal of rent contracts, receipt of rent, construction of land, lease of land, retail, sorting, extraction of a replacement and damaged deed, extraction of a lost replacement deed, annexation of the</p> | | <p>to represent the company in the purchase, sale and emptying of land and real estate, and the right to sign the articles of incorporation of the companies in which it participates and other contracts, and he has the right to delegate others in any of these powers, and the Board of Directors shall determine its competencies in matters not provided for in this system. According to the matrix of powers approved by the Council. The CEO or Managing Director shall have the authority to represent the Company in accordance with the Company's approved bylaws and policies and any authorization issued by the Board of Directors and the Chairman of the Board within the limits of their competence. Any of them may authorize third parties to represent the Company within the limits of their competence. <input type="checkbox"/></p> <p>(C) The Board shall appoint a secretary from among its members or others, and the secretary of the board shall be responsible for recording the minutes of the meetings of the board of directors, recording and keeping the decisions issued by these meetings, in addition to exercising the competencies contained in the regulations issued by the competent authority. <input type="checkbox"/></p> <p>(D) The term of appointment of the Chairman of the Board, his deputy and the Secretary "if he is a member of the Board of Directors" shall not exceed the term of membership of each of them in the Board, and the Board may in all cases reappoint them, and the Board may at any time dismiss them or any of them without prejudice to the right of the person who was dismissed to compensation if the dismissal occurred for an illegal reason or at an inappropriate time. <input type="checkbox"/></p> |
|--|--|---|



| | | |
|--|--|--|
| <p>excess area adjacent to the land, and conversion of the pretext to meters in the deed, converting feet to meters in the deed, converting agricultural land into residential or industrial, proving the building, receiving the deed, entering into real estate contributions and housing grants, reviewing the Royal Court regarding that, reviewing the municipality, applying for a residential land grant, receiving and filling out forms, drawing lots, accepting compensation for the granted land, approving the transfer of the grant, reviewing the notary public or the court to accept emptying the granted plot of land and agricultural grants, reviewing the Ministry of Environment, Water and Agriculture regarding and receiving the decision, and reviewing the notary public Or the court to accept emptying and waiver of the agricultural decision and transfer the agricultural decision.</p> <p>3. With regard to [companies], he has the right to establish companies, sign articles of association and amendment annexes in companies, sign partners ' decisions, appoint and dismiss managers, enter and exit partners, enter into existing companies, increase capital, reduce capital, determine capital, purchase shares and shares, pay the price, sell shares and shares, amend the legal entity, amend the company's purposes, amend the terms of articles of association or amendment annexes, register the company, register agencies and trademarks, assign trademarks, and sign commercial agency contracts. And distribution agencies to represent Saudi and foreign companies and institutions in accordance with the regulations in force in the Kingdom, attend general councils, open files for the company, open branches of the company and write them off, liquidate companies, convert companies from shareholding to limited liability, convert companies from limited liability to shareholding, cancel articles of association and amendment annexes, sign articles of association, extract and renew commercial records for the company, participate in the Chamber of Commerce and renew them, sign all documents with the Chamber of Commerce, review the Quality and Quality Department and the Specifications and metrology, extracting and renewing licenses for the company, converting the institution and its branches into a company, converting companies and their branches into an institution, converting the company's branch into a company, reviewing telecommunications companies, establishing fixed phones or mobiles in the name of the company, reviewing the General Investment Authority and signing before it,</p> | | |
|--|--|--|

| | | |
|---|--|--|
| <p>reviewing the Capital Market Authority, entering tenders, receiving forms, signing the company's contracts with others, publishing the memorandum of association, amendment annexes, their summaries and articles of association in the Official Gazette. <input type="checkbox"/></p> <p>4 . With regard to [commercial records], he has the right to review the records department, extract records, renew records, transfer commercial records, reserve the trade name, open a subscription with the Chamber of Commerce, renew the subscription with the Chamber of Commerce, sign all documents with the Chamber of Commerce, manage my business, approve the signature with the Chamber of Commerce, supervise the records, amend the records, add the activity of opening and writing off branches of the company, extract a damaged or missing replacement record, review social insurance. <input type="checkbox"/></p> <p>5. With regard to [civil companies and institutions], he has the right to represent the company and sign on its behalf in all necessary matters in the Council of Engineers, companies and civil institutions, and to review insurance companies that comply with Sharia rulings, their branches and related departments and sections. <input type="checkbox"/></p> <p>6 . With regard to [industrial licenses], he has the right to renew licenses, amend licenses, add activity, reserve names, cancel licenses, subscribe to the Chamber of Commerce, renew subscription to the Chamber of Commerce, open branches, transfer licenses, extract a damaged or lost replacement record, review all relevant authorities, complete all necessary procedures and sign as required. <input type="checkbox"/></p> <p>7. With regard to [Passports and Recruitment] he has the right to extract residencies, renew residencies, extract residencies instead of lost or damaged, exit and return work, final exit work, transfer sponsorships, transfer labor sponsorship to himself, transfer information, update data, modify professions, settlement, waive workers, report absconding, cancel escape reports, cancel exit and re-entry visas, cancel final exit visas, obtain visas and travel instead of damaged or lost, extract the extension of visit visas, add dependents, terminate the procedures for deceased workers, and extract Revealing workers' data, dropping labor, reviewing the deportation and expatriates department, managing ports affairs, extracting return scenes, extracting Hajj permits, reviewing maids affairs, obtaining visas, receiving visa compensation, ending the procedures of the deceased worker, extracting the scene of re-entering and reviewing the deportation and</p> | | |
|---|--|--|



| | | |
|---|--|--|
| <p>expatriates department, extracting a data statement, extracting the extension of a visit visa, transferring sponsorships, modifying professions, updating workers' data, liquidating and canceling labor, reporting labor escape, extracting and renewing work permits, and ending employment procedures with social insurance. And review the computer department in the workforce in the Labor and Human Resources Office, add and delete Saudis, receive Saudization certificates, extract data statements, open, renew and cancel basic and sub files, transfer the ownership of establishments, liquidate and cancel them, review the section of private offices for recruitment, activate the Saudi portal, upgrade to the next level, obtain visas, cancel visas, recover visa amounts, modify nationalities, extract family visit visas, obtain family recruitment visas, modify professions in visas, and review the embassy Extending exit and re-entry visas, extending visit visas, extracting a data sheet, modifying the profession in the visa, and recruiting workers from abroad. □</p> <p>8. With regard to [the General Directorate of Traffic, it has the right to issue a driving license, issue a damaged or lost traffic license, renew a traffic license, issue plates, renew plates, transfer car plates, drop car plates, obtain a car repair permit, buy a car plate from traffic, export the car, change the color of the car, issue a driving authorization for the car, make a theft report, cancel a theft report, intercept and settle, adjudicate violations, extract a data statement, review the Emirate, the Division for the Implementation of Human Rights Judgments, police stations, and review the road security command. Review the General Presidency of the National Guard and its sectors, the General Directorate of Mujahideen, the review of the General Investigations, the review of the Administrative Investigations, the review of the Criminal Investigation, the review of the General Directorate of Drug Control, the review of the General Directorate of Prisons, the review of the General Directorate of Civil Defense, and the review of the General Directorate of Border Guard and its branches and related departments and sections. □</p> <p>9. With regard to (cars), he has the right to buy and sell cars, import cars, review customs, car customs, issue traffic plates, review the Ministry of Transport to extract car operating cards, waive the concluded contract, sell cars returned by inheritance, rent a car with the promise of ownership, end the sponsorship procedures, buy a motorcycle, receive the impounded car, sell a car, sell a motorcycle, review traffic on the accident on the car,</p> | | |
|---|--|--|

| | | |
|--|--|--|
| <p>review the Ministry of Transport and the Traffic Department to convert the car and buy a car from outside the Kingdom of Saudi Arabia. Completing the procedures for shipping the car to the Kingdom of Saudi Arabia, completing the procedures for shipping the car from the Kingdom of Saudi Arabia, reviewing customs and traffic to complete customs procedures, issuing traffic plates for the car, selling the exported car and the customs authority, issuing and renewing customs licenses, transferring and canceling customs licenses, opening branches for them, clearing goods, inspecting and detecting, paying fees, receiving customs clearances and cards, amending or extracting a replacement for lost customs cards, and managing and supervising licenses.</p> <p><input type="checkbox"/></p> <p>10. With regard to ministries and authorities, they have the right to represent the company in its relations with others and signatures before government agencies and private entities before the judiciary, the Royal Court, the Ministry of Justice, the Ministry of Interior, the Ministry of Foreign Affairs, the Ministry of Defense, the Ministry of Commerce and Investment, the Ministry of Finance, the Ministry of Agriculture, the Ministry of Labor and Social Development, the Ministry of Municipal and Rural Affairs, the Ministry of Higher Education, the Ministry of Education, the Ministry of Health, the Ministry of Culture and Information, the Ministry of Islamic Affairs, Endowments, Dawah and Guidance, the Ministry of Housing and the Ministry of Environment. and Water and Agriculture, Ministry of Energy, Industry and Mineral Resources, Ministry of Transport, Ministry of Hajj and Umrah, Ministry of Civil Service, Ministry of Communications and Information Technology, Ministry of Economy and Planning and its branches and affiliated departments and sections, Saudi Arabian Monetary Agency, Technical and Vocational Training Corporation, General Organization for Ports, General Organization for Railways, General Organization for King Fahd Causeway, King Abdulaziz City for Science and Technology, General Organization for Grain Silos and Flour Mills, Public Pension Agency and General Organization for Airlines Saudi Arabia, Saline Water Conversion Corporation, General Organization for Social Insurance, Control and Investigation Authority, Bureau of Investigation and Prosecution, General Investment Authority, Capital Market Authority, Saudi Standards, Metrology and Quality Organization, Saudi Commission for Health</p> | | |
|--|--|--|



| | | |
|---|--|--|
| <p>Specialties, Saudi Food and Drug Authority, Saudi Commission for Tourism and Antiquities, National Anti-Corruption Authority, Industrial Property Authority and Technology Zones, Royal Commission for Jubail and Yanbu, Human Rights Commission, National Commission for the Protection and Development of Wildlife and General Authority Civil Aviation, the General Authority for the Development of Riyadh City, the Makkah and Holy Sites Development Authority, the Madinah Development Authority, the Communications Commission and its branches Review the Saudi Embassy, review the Department of Education and its departments and sections, review the Department of Zakat and Income, and review the Civil Defense.</p> <p><input type="checkbox"/></p> <p>11. With regard to [telecommunications companies] he has the right to request all services provided by telecommunications companies, Internet service providers and networks, review companies, extract mobile SIM cards, replace mobile SIM numbers, extract SIM numbers instead of damaged or lost mobile, transfer mobile SIM numbers, assign or cancel mobile SIM numbers, request the establishment of a fixed telephone, transfer the fixed telephone, and cancel or assign the fixed phone number. <input type="checkbox"/></p> <p>12. With regard to [the electricity company] he has the right to request the introduction of the electricity meter, request the portability of the electricity meter and request the reinforcement of the electricity meter. <input type="checkbox"/></p> <p>13. With regard to [the National Water Company], it has the right to request a sewage receipt, object to fines, request the introduction of the water meter, request the inspection of the water meter, receive and deliver, review all relevant authorities, complete all necessary procedures and sign as required. <input type="checkbox"/></p> <p>14. With regard to [mail], he has the right to request a mailbox, receive the key to the mailbox, receive registered mail, obtain an authorization card for the box, renew or cancel the subscription to the box, review all relevant authorities, complete all necessary procedures and sign as required. <input type="checkbox"/></p> <p>15. With regard to [municipalities], he has the right to open shops, obtain licenses, renew licenses, cancel licenses, transfer licenses, extract building and restoration permits, obtain building completion certificates, land planning, extract health cards, convert</p> | | |
|---|--|--|



| | | | |
|----|---|----|---|
| | <p>agricultural land into residential, assign the contract, make a plan for the land owned by the deed, and review the secretariat. <input type="checkbox"/></p> <p>The Managing Director shall have the powers determined by the Board of Directors and shall implement those instructions directed to him by the Board of Directors, and the Managing Director shall manage the daily business of the company and submit reports thereon to the Board, and the Managing Director shall enjoy all the powers vested in him according to the laws and regulations and shall have the right to take all decisions he deems appropriate.</p> <p>The Board of Directors shall determine, at its discretion and by a resolution issued by it, the special remunerations received by the Chairman of the Board and the Managing Director, and the Board of Directors shall appoint a secretary chosen from among its members or others, and shall be competent to record the minutes of the meetings of the Board of Directors and record and save the decisions issued by these meetings, in addition to exercising the other competencies entrusted to it by the Board of Directors and the Board shall determine its remuneration. <input type="checkbox"/></p> <p>The term of the Chairman of the Board, the Managing Director and the Secretary and member of the Board of Directors shall not exceed the term of membership of each of them in the Board, and they may be re-elected and the Board may at any time dismiss them or any of them without prejudice to the right of the person who was dismissed to compensation if the dismissal occurred for an illegal reason or at an inappropriate time.</p> | | |
| 22 | <p>Article 22: Meetings of the Board <input type="checkbox"/></p> <p>The Board of Directors shall meet at least twice a year at the invitation of its Chairman, and the invitation shall be in writing or by any means of communication, and the Chairman of the Board shall invite the Board to a meeting whenever requested to do so by two of the members.</p> | 24 | <p>Article 24 Board Meetings <input type="checkbox"/></p> <p>The Board of Directors shall meet at least four (4) times a year at the invitation of its Chairman, and the Chairman shall invite the Board to meet whenever requested to do so by two members in writing to discuss one or more topics, and the meetings of the Board shall be held at the company's headquarters or in any other place designated by the Chairman of the Board, and the Board may invite to attend its meetings those who deem it appropriate to use their information or experience without having the right to vote, and meetings of the Board may be held and a member of the Board may participate in its deliberations and vote on its decisions. By means of modern technology, taking into account the controls regulating this.</p> <p><input type="checkbox"/></p> |



| | | | |
|-----------------------------|---|-----------|---|
| 23 <input type="checkbox"/> | <p>Article 23: Quorum of the Board Meeting <input type="checkbox"/></p> <p>The meeting of the Board shall not be valid unless attended by at least four members, provided that the number of attendees shall not be less than 3 members by originality, and a member of the Board of Directors may delegate other members to attend the meetings of the Board in accordance with the following controls: <input type="checkbox"/></p> <ul style="list-style-type: none"> - A member of the Board of Directors may not represent more than one member in attending that meeting. <input type="checkbox"/> - The delegation shall be fixed in writing and on a specific meeting. <input type="checkbox"/> - The deputy may not vote on decisions that the law prohibits the representative from voting on. <input type="checkbox"/> <p>The decisions of the Council shall be issued by a majority of the opinions of the members present or represented therein, and in the event of equality of opinions, the side with which the chairman voted shall prevail. <input type="checkbox"/></p> | 25 | <p>Article 25 Quorum for Board Meeting <input type="checkbox"/></p> <p>(A) The meeting of the Board shall not be valid unless attended by two-thirds of the members in person or on behalf at least, provided that the number of attendees shall not be less than three members. <input type="checkbox"/></p> <p>(B) In the event that a member of the Board of Directors delegates another member to attend the meetings of the Board, the delegation shall be in accordance with the regulations issued by the competent authority. <input type="checkbox"/></p> <p>(C) The deputy may not vote on the decisions that the system attends the representative to vote on. <input type="checkbox"/></p> <p>(D) The decisions of the Council shall be issued by a majority of the opinions of the members present or represented therein, and in the event of equality of opinions, the side with which the chairman of the meeting voted shall prevail. <input type="checkbox"/></p> <p>(E) The Council may issue its decisions on urgent matters by circulation, unless one of its members requests - in writing - the meeting of the Council to deliberate on them, and these decisions shall be issued with the approval of the majority of the votes of its members, and if one of the members of the Council leaves the signature of the decision for a period of five days, the abandonment shall be considered an implicit approval of the member on the decision. <input type="checkbox"/></p> <p>(F) The resolution of the Board of Directors shall take effect from the date of its issuance, unless it stipulates that it shall take effect at another time or when certain conditions are met. <input type="checkbox"/></p> |
| 24 | <p>Article 24: Deliberations of the Council <input type="checkbox"/></p> <p>The deliberations and decisions of the Board of Directors shall be recorded in minutes signed by the Chairman of the Board, the members of the Board of Directors present and the Secretary, and these minutes shall be recorded in a special register signed by the Chairman of the Board of Directors and the Secretary.</p> | 26 | <p>Article 26 Deliberations of the Council <input type="checkbox"/></p> <p>The deliberations and decisions of the Board of Directors shall be recorded in minutes prepared by the Secretary of the Board and signed by the Chairman of the meeting, the members of the Board of Directors present, and the Secretary of the Board, and these minutes shall be recorded in a special register signed by the Chairman of the Board of Directors and the Secretary of the Board, and modern technology may be used to sign and prove the deliberations and decisions and record the minutes. <input type="checkbox"/></p> |
| 25 | <p>Article 25 Formation of Committees <input type="checkbox"/></p> <p>The Board of Directors shall form committees and authorize them as the Board deems appropriate of powers and coordination between these committees in order to expedite the decision on matters submitted to them.</p> | | Deleted for provision in Article 21 paragraph (b). <input type="checkbox"/> |
| Chapter 4 | Chapter 4: Shareholders' Assemblies | Chapter 5 | Chapter 5: Shareholders' Assemblies <input type="checkbox"/> |
| 26 <input type="checkbox"/> | Article 26: Attendance at Assemblies <input type="checkbox"/> | 27 | Article 27 Attendance at Assemblies <input type="checkbox"/> |



| | | | |
|----|---|----|--|
| | <p>Every subscriber, regardless of the number of his shares, has the right to attend the transformational assembly, and every shareholder has the right to attend the general assemblies of shareholders, and he may appoint another person other than the members of the board of directors or the company's employees to attend the general assembly.</p> <p><input type="checkbox"/></p> | | <p>(A) Every shareholder shall have the right to attend the general assemblies of shareholders, and in this regard, he may delegate another person other than a member of the board of directors to attend the general assembly in accordance with the controls determined by the competent authority. <input type="checkbox"/></p> <p>(B) Meetings of the general assemblies of shareholders may be held, the shareholder may participate in their deliberations and vote on their resolutions by means of modern technology, in accordance with the controls set by the competent authority.</p> <p><input type="checkbox"/></p> |
| 27 | <p>Article 27: The Transformational Assembly <input type="checkbox"/></p> <p>Shareholders shall invite all subscribers to hold a transformational assembly within forty-five days from the date of the Ministry's decision to authorize the transformation of the company, and the validity of the meeting shall require the attendance of a number of subscribers representing at least half of the capital. If such quorum is not available, a second meeting shall be convened at least fifteen days after the invitation is issued. In all cases, the second meeting shall be valid regardless of the number of subscribers represented therein.</p> | | <p>Deleted because its purpose has expired. <input type="checkbox"/></p> |
| 28 | <p>Article 28: Transformative Competences of the Association <input type="checkbox"/></p> <p>The Transformational Association shall be responsible for the matters mentioned in Article (63) of the Companies Law.</p> | | <p>Deleted because its purpose has expired. <input type="checkbox"/></p> |
| 29 | <p>Article 29: Competences of the Ordinary General Assembly <input type="checkbox"/></p> <p>Except for matters within the competence of the extraordinary general assembly, the ordinary general assembly shall be concerned with all matters related to the company and shall convene at least once a year during the six months following the end of the company's fiscal year, and other ordinary general assemblies may be convened whenever the need arises.</p> | 28 | <p>Article 28 Competences of the Ordinary General Assembly <input type="checkbox"/></p> <p>Except for matters within the competence of the extraordinary general assembly, the ordinary general assembly shall be concerned with all matters related to the company and shall convene at least once a year during the six months following the end of the company's fiscal year, and other ordinary general assemblies may be convened whenever the need arises.</p> <p><input type="checkbox"/></p> |



| | | | |
|-----------------------------|---|----|---|
| 30 | <p>Article 30: Terms of reference of the Extraordinary General Assembly <input type="checkbox"/></p> <p>The Extraordinary General Assembly shall be competent to amend the Company's Articles of Association, with the exception of matters prohibited from amending it by law. It may issue decisions on matters originally within the competence of the ordinary general assembly under the same terms and conditions prescribed for the ordinary general assembly</p> | 29 | <p>Article 29 Terms of reference of the Extraordinary General Assembly <input type="checkbox"/></p> <p>The Extraordinary General Assembly shall be competent to amend the Company's Articles of Association, with the exception of matters prohibited from amending it by law. It may issue decisions on matters originally within the competence of the ordinary general assembly under the same terms and conditions prescribed for the ordinary general assembly. <input type="checkbox"/></p> |
| 31 <input type="checkbox"/> | <p>Article 31: Invitation to Assemblies <input type="checkbox"/></p> <p>The general assemblies of shareholders shall be convened by the Board of Directors, and the Board of Directors shall convene the Ordinary General Assembly if requested by the auditor, the Audit Committee or a number of shareholders representing at least (5%) of the capital. The auditor may convene the Assembly if the Board does not convene the Assembly within thirty days from the date of the auditor's request. The invitation to convene the General Assembly shall be published in a daily newspaper distributed at the company's head office at least 21 days before the date specified for the meeting. However, it may be sufficient to invite all shareholders by registered letters on the said date. A copy of the invitation and agenda shall be sent to the Ministry within the period specified for publication. <input type="checkbox"/></p> | 30 | <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p>Article 30 Invitation to Associations <input type="checkbox"/></p> <p>(A) The general or special assemblies of shareholders shall be convened by invitation of the Board of Directors, and the Board of Directors shall convene the General Assembly within thirty days if requested by the auditor, the audit committee, or one or more shareholders representing at least 10% of the shares of the company that has voting rights. The auditor may convene the Assembly if the Board does not convene the Assembly within thirty days from the date of the auditor's request. <input type="checkbox"/></p> <p>(B) The date, place and agenda of the General Assembly shall be announced at least twenty-one days before the date specified for the meeting, and the invitation shall be published on the website of the Market and the Company. In addition, the company may issue the invitation to convene the general and special assemblies of its shareholders through modern technology means or inform the shareholders of registered letters at their addresses contained in the shareholders' register, and a copy of the invitation and agenda shall be sent to the Ministry and the Authority on the date of announcing the invitation. <input type="checkbox"/></p> <p>(C) Shareholders who own (10%) of the shares of a company that has voting rights may add at least one or more topics to the agenda of the General Assembly when it is prepared. <input type="checkbox"/></p> <p>(D) The General Assembly may be convened by a decision of the competent authority in accordance with the Companies Law. <input type="checkbox"/></p> |
| 32 | <p>Article 32: Record of Attendance of Assemblies <input type="checkbox"/></p> <p>Shareholders who wish to attend the General or Special Assembly shall register their names at the company's head office before the time specified for the meeting.</p> | 31 | <p>Article 31 Attendance Record of Assemblies <input type="checkbox"/></p> <p>Shareholders who wish to attend the General or Special Assembly shall register their names at the company's head office before the time specified for the General Assembly. <input type="checkbox"/></p> |
| 33 | <p>Article 33 Quorum of the Ordinary General Assembly Meeting <input type="checkbox"/></p> <p>The convening of the ordinary general assembly meeting shall not be valid unless attended by shareholders representing at least one quarter of the capital, and if the quorum</p> | 32 | <p>Article 32 Quorum for the Ordinary General Assembly Meeting <input type="checkbox"/></p> |



| | | | |
|----|--|----|--|
| | <p>necessary to hold this meeting is not available, the second meeting shall be held one hour after the end of the period specified for the first meeting, provided that the invitation to hold the first meeting includes an indication of the possibility of holding this meeting. <input type="checkbox"/></p> <p>In all cases, the second meeting shall be valid regardless of the number of shares represented therein.</p> | | <p>The ordinary general assembly meeting shall not be valid unless attended by shareholders representing at least (one-quarter) of the shares of the company that has voting rights, and if the quorum necessary to hold this meeting is not available, one of the following two options shall be taken: <input type="checkbox"/></p> <p>(A) The second meeting shall be held one hour after the expiry of the period specified for the first meeting, provided that the invitation to hold the first meeting includes an indication of the announcement of the possibility of holding such a meeting. <input type="checkbox"/></p> <p>(B) An invitation to a second meeting to be held within a period of not less than twenty (20) days and not more than thirty (30) days following the previous meeting, and such invitation shall be published in the manner provided for in Article 30 of these Rules. <input type="checkbox"/></p> <p>In all cases, the second meeting shall be valid, regardless of the number of shares represented therein.</p> <p><input type="checkbox"/></p> |
| 34 | <p>Article 34: Quorum of the Extraordinary General Assembly Meeting <input type="checkbox"/></p> <p>The extraordinary general assembly meeting shall not be valid unless attended by shareholders representing half of the capital, and if this quorum is not available at the meeting, the second meeting shall be held an hour after the end of the period specified for the first meeting, provided that the invitation to hold the first meeting includes an announcement of the possibility of holding this meeting. <input type="checkbox"/></p> <p>In all cases, the second meeting shall be valid if attended by a number of shareholders representing at least one quarter of the capital. If the necessary quorum is not available at the second meeting, an invitation shall be issued to a third meeting to be held under the same conditions stipulated in the preceding Article of this Statute, and the third meeting shall be valid regardless of the number of shares represented therein after the approval of the competent authority.</p> | 33 | <p>Article 33 Quorum for the Extraordinary General Assembly Meeting <input type="checkbox"/></p> <p>The extraordinary general assembly meeting shall not be valid unless attended by shareholders representing at least (half) of the shares of the company that has voting rights, and if the necessary quorum is not available to hold this meeting, one of the following two options shall be taken: <input type="checkbox"/></p> <p>(A) The second meeting shall be held one hour after the expiry of the period specified for the first meeting, provided that the invitation to hold the first meeting includes an indication of the announcement of the possibility of holding such a meeting. <input type="checkbox"/></p> <p>(B) An invitation to a second meeting to be held within a period of not less than twenty (20) days and not more than thirty (30) days following the previous meeting, and such invitation shall be published in the manner provided for in Article 30 of these Rules. <input type="checkbox"/></p> <p>In all cases, the second meeting shall be valid if attended by shareholders representing at least one quarter of the shares of the company that has voting rights. <input type="checkbox"/></p> <p>If the necessary quorum is not available at the second meeting, a third meeting shall be convened under the same conditions provided for in Article XXX of these Rules, and the third meeting shall be valid regardless of the number of shares that have voting rights represented therein.</p> <p><input type="checkbox"/></p> |



| | | | |
|-----------------------------|---|----|---|
| 35 | Article 35: Voting in Assemblies <input type="checkbox"/> Each subscriber has a vote for each share he represents in the Transformational Assembly, and each shareholder has a vote for each share in the General Assemblies, and cumulative voting must be used in the election of the Board of Directors. | 34 | Article 34 Voting in Assemblies <input type="checkbox"/> Each shareholder has a vote for each share in the general assemblies, and cumulative voting must be used in the election of the board of directors, and the shareholder has the right to appoint another shareholder who is not a member of the board to attend the general assembly meeting. <input type="checkbox"/> |
| 36 | Article 36: Resolutions of Assemblies <input type="checkbox"/> The resolutions of the Extraordinary General Assembly shall be issued by an absolute majority of the shares represented therein, and the resolutions of the Extraordinary General Assembly shall be issued by a two-thirds majority of the shares represented at the meeting, unless it is a resolution related to increasing or decreasing the capital, prolonging the company's term, dissolving it before the expiry of the period specified in its Articles of Association, or merging it with another company, which shall not be valid unless it is issued by a three-fourths majority of the shares represented at the meeting. | 35 | Article 35 Resolutions of Assemblies <input type="checkbox"/> The resolutions of the ordinary general assemblies shall be issued by an absolute majority of the voting rights represented at the meeting, and the resolutions of the extraordinary general assembly shall be issued by a two-thirds majority of the voting rights represented at the meeting, unless it is a resolution related to increasing or decreasing the capital, prolonging the term of the company, dissolving it before the expiry of the period specified in its articles of association, merging it with another company, or dividing it into two or more companies, which shall not be valid unless it is issued by a three-fourths majority of the voting rights represented at the meeting. <input type="checkbox"/> |
| 37 <input type="checkbox"/> | Article 37: Discussion in Assemblies <input type="checkbox"/> Each shareholder has the right to discuss the topics on the agenda of the General Assembly and to address questions thereon to the members of the Board of Directors and the auditor. The Board of Directors or the auditor shall answer the questions of the shareholders to the extent that the interest of the company is not prejudiced. If the shareholder considers that the answer to his question is not convincing, he shall appeal to the Assembly, and its decision in this regard shall be enforceable. <input type="checkbox"/> | 36 | Article 36 Discussion in Assemblies <input type="checkbox"/> Each shareholder has the right to discuss the topics on the agenda of the General Assembly and to address questions thereon to the members of the Board of Directors and the auditor. The Board of Directors or the auditor shall answer the questions of the shareholders to the extent that the interest of the company is not prejudiced. If the shareholder considers that the answer to his question is not convincing, he shall appeal to the Assembly, and its decision in this regard shall be enforceable. <input type="checkbox"/> |
| 38 | Article 38: Presidency of Associations and Preparation of Minutes <input type="checkbox"/> The meetings of the general assemblies of shareholders shall be chaired by the Chairman of the Board of Directors or his deputy in his absence or whoever is delegated by the Board of Directors from among its members in the absence of the Chairman and Vice-Chairman. A minute shall be drawn up at the meeting of the General Assembly that shall include the number of shareholders present or represented, the number of shares held by them in person or proxy, the number of votes prescribed for them, the resolutions taken, the number of votes approved or dissented, and a compendium of the discussions that took | 37 | Article 37 Presidencies of Associations and Preparation of Minutes <input type="checkbox"/> (A) The meetings of the general assemblies of shareholders shall be chaired by the chairman of the board of directors or his deputy in his absence or any of its members delegated by the board of directors in his absence, and in the event that this is not possible, the general assembly shall be chaired by the shareholders from the members of the board or others by voting. <input type="checkbox"/> (B) A minutes shall be drawn up at the meeting of the General Assembly that shall include the number of shareholders present or represented, the number of shares held by them in person or proxy, the number of votes prescribed for them, the resolutions taken, the number of votes approved or dissented, and a compendium of the |



| | | | |
|---|---|---|--|
| | place at the meeting. Minutes are recorded regularly after each meeting in a special register signed by the President of the Assembly, its Secretary and the Collector. | | discussions that took place at the meeting, and the minutes shall be recorded on a regular basis after each meeting in a special register signed by the Chairman of the Assembly, its Secretary and the Collector. <input type="checkbox"/> |
| Chapter 5 <input type="checkbox"/> | Part 5 Audit Committee <input type="checkbox"/> | Chapter 6 <input type="checkbox"/> | Chapter 6: Audit Committee <input type="checkbox"/> |
| 39 | <p>Article 39: Composition of the Committee <input type="checkbox"/></p> <p>An audit committee consisting of (3) members other than the executive members of the Board of Directors, whether shareholders or others, shall be formed by a resolution of the Ordinary General Assembly, and the tasks of the Committee, the controls of its work and the remuneration of its members shall be determined in the resolution.</p> | 38 | <p>Article 38 <input type="checkbox"/></p> <p>The General Assembly of the Company shall issue, upon the proposal of the Board of Directors, the Audit Committee's work regulations, provided that these regulations include the controls and procedures of the Committee's work, its tasks, the rules for selecting its members, how to nominate them, the duration of their membership, their remuneration, and the mechanism for appointing its members temporarily in the event of a vacancy in one of the Committee's seats. <input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> |
| 40 | <p>Article 40: Quorum for the Committee Meeting <input type="checkbox"/></p> <p>The validity of the meeting of the Audit Committee requires the attendance of the majority of its members, and its decisions shall be issued by a majority of the votes of those present, and in the event of equality of votes, the side with which the Chairman of the Committee voted shall prevail.</p> | | <p>Article 40 Quorum for the Committee Meeting <input type="checkbox"/></p> <p>The validity of the meeting of the Audit Committee requires the attendance of the majority of its members, and its decisions shall be issued by a majority of the votes of those present, and in the event of equality of votes, the side with which the Chairman of the Committee voted shall prevail. <input type="checkbox"/></p> |
| 41 | <p>Article 41: Competences of the Committee <input type="checkbox"/></p> <p>The Audit Committee shall be competent to monitor the Company's business, and for this purpose it shall have the right to view its records and documents and request any clarification or statement from the members of the Board of Directors or the Executive Management, and may request the Board of Directors to convene the General Assembly of the Company if the Board of Directors obstructs its work or the Company suffers serious damages or losses.</p> | 39 | <p>Article 39 Competences of the Committee <input type="checkbox"/></p> <p>The Audit Committee shall be competent to monitor the Company's business, and for this purpose it shall have the right to view its records and documents and request any clarification or statement from the members of the Board of Directors or the Executive Management, and may request the Board of Directors to convene the General Assembly of the Company if the Board of Directors obstructs its work or the Company suffers serious damages or losses. <input type="checkbox"/></p> |



| | | | |
|-----------|--|-----------|---|
| 42 | <p>Article 42: Reports of the Committee <input type="checkbox"/></p> <p>The Audit Committee shall consider the Company's financial statements and the reports and observations submitted by the auditor, and shall express its views thereon, if any, and shall also prepare a report on its opinion on the adequacy of the Company's internal control system and on other work carried out within the scope of its competence. The Board of Directors shall deposit sufficient copies of this report at the Company's head office at least 21 days before the date of the General Assembly to provide any interested shareholders with a copy thereof. The report will be read out during the Assembly.</p> | 41 | <p>Article 41 Reports of the Committee <input type="checkbox"/></p> <p>The report of the Audit Committee shall include details of its performance of its terms of reference and tasks stipulated in this Law and the relevant policies of the Company, provided that it shall include its recommendations and opinion on the adequacy of the Company's internal and financial control and risk management systems. The Board of Directors must deposit sufficient copies of the audit committee's report at the company's head office and publish it on the website of the Saudi Stock Exchange when the invitation to convene the General Assembly is published, to enable shareholders to obtain a copy thereof. The summary of the report will be read out during the General Assembly. <input type="checkbox"/></p> |
| Chapter 6 | Chapter 6: Auditor | Chapter 7 | Chapter 7: Auditor <input type="checkbox"/> |
| 43 | <p>Article 43: Appointment of the Auditor <input type="checkbox"/></p> <p>The company shall have one (or more) auditors from among the auditors licensed to work in the Kingdom appointed annually by the ordinary general assembly, whose remuneration and duration of work shall be determined, and the association may also at all times change it without prejudice to its right to compensation if the change occurs at an inopportune time or for an illegal reason.</p> | 42 | <p>Article 42 Appointment of the Auditor <input type="checkbox"/></p> <p>The Company shall have one (or more) auditors from among the auditors licensed to work in the Kingdom appointed by the Ordinary General Assembly upon the nomination of the Board of Directors annually, and his remuneration, duration of work and scope shall be determined, and the Assembly may also at all times change it without prejudice to its right to compensation if the change occurs at an inopportune time or for an illegal reason. <input type="checkbox"/></p> |
| 44 | <p>Article 44: Powers of the Auditor <input type="checkbox"/></p> <p>The auditor shall have the right at any time to access the company's books, records and other documents, and may also request such data and clarifications as he deems necessary to obtain in order to verify the company's assets, liabilities and other matters within the scope of his work. The Chairman of the Board of Directors shall enable him to perform his duty, and if the auditor encounters difficulty in this regard, he shall record this in a report submitted to the Board of Directors. If the Board does not facilitate the work of the auditor, it shall request the Board of Directors to convene the Ordinary General Assembly to consider the matter.</p> | 43 | <p>Article 43 Powers of the Auditor <input type="checkbox"/></p> <p>The auditor may, at any time, review the company's documents, accounting records and supporting documents, and may also request the data and clarifications he deems necessary to obtain, and verify the company's assets, liabilities, etc., which fall within the scope of his work. The Board of Directors shall enable him to perform his duty, and if the auditor encounters difficulty in this regard, he shall prove this in a report submitted to the Board of Directors, and if the Board of Directors does not facilitate the work of the auditor, he shall request the Board of Directors to convene the General Assembly to consider the matter, and the auditor may issue such invitation if the Board of Directors does not address it within (thirty) days from the date of the auditor's request. <input type="checkbox"/></p> |



| | | | |
|--------------|--|-----------|--|
| Chapter 7 | Chapter 7: Company Accounts and Dividends Distribution | Chapter 8 | Chapter 8: Company Accounts and Dividend Distribution <input type="checkbox"/> |
| 45 | Article 45: Fiscal Year <input type="checkbox"/> The company's fiscal year shall commence from the first of January and end at the end of December of each year, provided that the first fiscal year shall commence from the date of its registration in the Commercial Register until the end of December of the following year. | 44 | Article 44 Fiscal Year <input type="checkbox"/> The Company's fiscal year shall be twelve Gregorian months, commencing from the first of January and ending at the end of December of each Gregorian year. <input type="checkbox"/> |
| 46 | Article 46: Financial Documents <input type="checkbox"/> a. The Board of Directors shall, at the end of each financial year of the Company, prepare the Company's financial statements and a report on its activities and financial position for the preceding fiscal year, and such report shall include the proposed method of distribution of profits. The Board shall place these documents at the disposal of the Auditor at least forty-five days before the date fixed for the General Assembly. <input type="checkbox"/> In. The Chairman of the Board of Directors, the Chief Executive Officer and the Chief Financial Officer of the Company shall sign the documents referred to in paragraph (a) of this Article, copies thereof shall be deposited at the Company's head office at the disposal of the shareholders at least 21 days before the date set for the General Assembly. <input type="checkbox"/> C. The Chairman of the Board of Directors shall provide the shareholders with the Company's financial statements, the Board of Directors' report and the auditor's report, unless published in a daily newspaper distributed at the Company's head office. He shall also send a copy of these documents to the Ministry of Commerce and Industry at least fifteen days before the date of the General Assembly. <input type="checkbox"/> | 45 | Article 45 Financial Documents <input type="checkbox"/> (A) The Board of Directors shall, at the end of each financial year of the Company, prepare the Company's financial statements, a report on its activities and financial position for the preceding fiscal year, and this report shall include the proposed method of distribution of profits. The Board shall place these documents at the disposal of the Auditor at least forty-five days before the date fixed for the General Assembly. <input type="checkbox"/> (B) The Chairman of the Board of Directors, the Chief Executive Officer and the Chief Financial Officer of the Company shall sign the documents referred to in paragraph (a) of this Article, copies of which shall be deposited at the Company's head office at the disposal of the shareholders at least twenty-one days before the date specified for the General Assembly. <input type="checkbox"/> (C) The Chairman of the Board of Directors shall provide the shareholders with the Company's financial statements, the Board of Directors' report and the auditor's report, unless published in any of the modern technology means, at least twenty-one days before the date of the General Assembly. He shall also deposit these documents in accordance with the Implementing Regulations of the Companies Law. <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 47 | Article 47: Distribution of Profits <input type="checkbox"/> The company's annual net profits shall be distributed as follows: <input type="checkbox"/> (10%) of the net profits shall be set aside to form the statutory reserve of the company, and the ordinary general assembly may decide to suspend this retainer when the said reserve reaches (30%) of the paid-up capital. <input type="checkbox"/> The Ordinary General Assembly may, upon the proposal of the Board of Directors, set aside (5%) of the net profits to form an agreed reserve allocated for the benefit of the Company. <input type="checkbox"/> | 46 | Article 46 Dividends Distribution <input type="checkbox"/> The company's annual net profits shall be distributed as follows: <input type="checkbox"/> (A) 10% of the net profits shall be set aside to form the statutory reserve of the company, and the ordinary general assembly may decide to suspend this retainer when the said reserve reaches 30% of the paid-up capital. <input type="checkbox"/> (B) The Ordinary General Assembly may, upon the proposal of the Board of Directors, set aside (5%) of the net profits to form an agreed reserve allocated for the benefit of the Company. <input type="checkbox"/> |



| | | | |
|----|---|----|--|
| | <p>The Ordinary General Assembly may decide to form other reserves, to the extent that it is in the interest of the Company or ensures the distribution of fixed dividends as much as possible to the shareholders. The said association may also deduct from the net profit's sums for the establishment of social enterprises for the company's employees or for the assistance of existing such institutions. <input type="checkbox"/></p> <p>A percentage representing (5%) of the company's paid-up capital shall be distributed to the shareholders or as decided by the ordinary general assembly in this regard. <input type="checkbox"/></p> <p>Subject to the provisions prescribed in Article (20) of this Law, and Article Seventy-Six of the Companies Law, after the foregoing, (5%) of the remainder shall be allocated to the remuneration of the Board of Directors, provided that the entitlement to this remuneration shall be proportionate to the number of meetings attended by the member.</p> | | <p>(C) The Ordinary General Assembly may decide to form other reserves, to the extent that it is in the interest of the Company or ensures the distribution of fixed profits as much as possible to the shareholders. The said association may also deduct from the net profit's sums for the establishment of social enterprises for the company's employees or for the assistance of existing such institutions. <input type="checkbox"/></p> <p>(D) A percentage representing (5%) of the company's paid-up capital shall be distributed to the shareholders thereafter or as decided by the ordinary general assembly in this regard. <input type="checkbox"/></p> <p>(E) Subject to the provisions of the Companies Law, 5% of the remainder shall be allocated to the remuneration of the Board of Directors, provided that the entitlement to this remuneration shall be proportionate to the number of meetings attended by the member. <input type="checkbox"/></p> <p>The company may distribute interim dividends to its shareholders on a semi-annual or quarterly basis in accordance with the regulations issued by the competent authority, based on an authorization issued by the ordinary general assembly of the Board of Directors to distribute interim dividends. <input type="checkbox"/></p> |
| 48 | <p>Article 48: Entitlement to Profits <input type="checkbox"/></p> <p>The shareholder shall be entitled to his share in the profits in accordance with the resolution of the General Assembly issued in this regard, and the resolution shall indicate the date of maturity and the date of distribution, and the eligibility for profits shall be for the owners of the shares registered in the shareholders' records at the end of the day specified for maturity.</p> | 47 | <p>Article 47 Entitlement to Dividends <input type="checkbox"/></p> <p>The shareholder shall be entitled to his share in the profits in accordance with the resolution of the General Assembly issued in this regard, and the resolution shall indicate the maturity date and the date of distribution, and the eligibility for profits shall be for the shareholders registered in the shareholders' records at the end of the day specified for maturity, and the Board of Directors shall implement the resolution of the General Assembly regarding the distribution of profits to the registered shareholders within (15) working days from the date of maturity of these profits specified in the resolution of the General Assembly or in the resolution of the Board of Directors to distribute interim dividends.</p> <p><input type="checkbox"/></p> |
| 49 | <p>Article 49: Distribution of Dividends for Preferred Shares: <input type="checkbox"/></p> <p>1. If dividends are not distributed for any fiscal year, dividends for the following years may not be distributed except after paying the percentage specified in accordance with the provisions of Article (114) of the Companies Law to the owners of preferred shares for this year. <input type="checkbox"/></p> | 48 | <p>Article 48 Distribution of Dividends for Preferred Shares <input type="checkbox"/></p> <p>(a) If dividends are not distributed for any financial year, dividends may not be distributed for subsequent years until the specified percentage has been paid to the holders of preferred shares for such years. <input type="checkbox"/></p> <p>(b) If the company fails to pay the specified percentage of the dividends for a period of three consecutive years, the special assembly of the owners of such shares, held in accordance with the Companies Law, may decide to attend the meetings of the general assembly until the company is able to pay all the priority dividends allocated</p> |



| | | | |
|-----------|--|-----------|--|
| | <p>2. If the company fails to pay the percentage specified in accordance with the provisions of Article (114) of the Companies Law of profits for a period of three (3) consecutive years, the special assembly of the owners of such shares, held in accordance with the provisions of Article (89) of the Companies Law, may decide either to attend the meetings of the general assembly of the company and participate in voting, or to appoint their representatives in the board of directors in proportion to the value of their shares in the capital, until the company is able to pay all priority profits allocated to the owners of These shares are from previous years.</p> | | <p>to the owners of these shares, and the preferred share holder in this case has the right to vote on all items of the agenda of the ordinary general assembly without exception. <input type="checkbox"/></p> |
| <p>50</p> | <p>Article 50 Company Losses <input type="checkbox"/></p> <p>1. If the losses of a joint stock company amount to half of the paid-up capital at any time during the fiscal year, any officer of the company or the auditor shall, upon becoming aware thereof, inform the Chairman of the Board of Directors, and the Chairman of the Board of Directors shall immediately inform the members of the Board thereof, and the Board of Directors shall, within fifteen days of becoming aware of this, invite the Extraordinary General Assembly to meet within forty-five days from the date of becoming aware of the losses, to decide whether to increase or decrease the company's capital in accordance with the provisions of Companies Law to the extent that the percentage of losses falls below half of the paid-up capital, or the dissolution of the company before the period specified in this Companies Law. <input type="checkbox"/></p> <p>2. The company shall be deemed to have lapsed by the force of the Companies Law if the General Assembly does not meet within the period specified in paragraph (1) of this Article, or if it meets and is unable to issue a decision on the matter, or if it decides to increase the capital in accordance with the conditions prescribed in this Article and the subscription to all the capital increase is not made within ninety days of the issuance of the Assembly's decision to increase.</p> <p><input type="checkbox"/></p> | <p>49</p> | <p>Article 50 Company Losses <input type="checkbox"/></p> <p>If the company's losses amount to half of the issued capital, the Board of Directors shall disclose this and its recommendations regarding such losses within sixty days from the date of becoming aware of reaching this amount, and invite the extraordinary general assembly to meet within one hundred and eighty days from the date of becoming aware of this to consider the continuation of the company with any of the necessary measures to address or dissolve such losses. <input type="checkbox"/></p> |



| | | | |
|-----------|---|------------|---|
| Chapter 8 | Chapter 8 Disputes | Chapter 9 | Chapter IX: Disputes <input type="checkbox"/> |
| 51 | <p>Article 51: Liability Claim <input type="checkbox"/></p> <p>Each shareholder shall have the right to file a claim for the liability of the company against the members of the Board of Directors if the fault committed by them would cause his own damage. The shareholder may not file the said lawsuit unless the company's right to file it still exists. The shareholder must inform the company of his intention to file the lawsuit.</p> | 50 | <p>Article 50 Liability Claim <input type="checkbox"/></p> <p>(A) The company may file a liability claim against the manager or members of the board of directors for violating the provisions of the Companies Law or its Articles of Association, or because of any errors, negligence or negligence committed by them in the performance of their work, resulting in damages to the company, and appoint a representative of the company in its exercise. <input type="checkbox"/></p> <p>(B) One or more shareholders representing (five) percent of the company's capital may file a liability lawsuit for the company in the event that the company does not file it, taking into account that the main objective of filing the lawsuit is to achieve the interests of the company, and that the lawsuit is based on a valid basis, and that the plaintiff is in good faith and a shareholder in the company at the time of filing the lawsuit. <input type="checkbox"/></p> <p>(C) In order to file the aforementioned lawsuit, it is required to inform the director of the company or the members of its board of directors, as the case may be, of the intention to file the lawsuit at least fourteen days before the date of filing it. <input type="checkbox"/></p> <p>(d) The shareholder may file his personal claim against the manager or the members of the board of directors if the mistake made by them would cause his own damage. <input type="checkbox"/></p> <p>(e) The competent judicial authority may, at the request of the shareholder, charge the company the expenses incurred to file a liability lawsuit, whatever its outcome, if he files the lawsuit in good faith, and it is in the company's interest to file such lawsuit. <input type="checkbox"/></p> |
| Chapter 9 | Chapter 9: Dissolution and Liquidation of the Company | Chapter 10 | Chapter 10: Dissolution and Liquidation of the Company <input type="checkbox"/> |
| 52 | <p>Article 52: Termination of the Company <input type="checkbox"/></p> <p>The company enters as soon as it expires the role of liquidation and retains the legal personality to the extent necessary for liquidation and the optional liquidation decision is issued by the extraordinary general assembly and the liquidation decision must include the appointment of the liquidator and determine his powers and fees and restrictions on his powers and the time period required for liquidation and the period of voluntary liquidation must not exceed five years and may not be extended for more than that except by judicial order and the authority of the company's board of directors ends to dissolve it, however, these remain based on the management of the company and are considered for</p> | 51 | <p>Article 51 Expiry of the Company <input type="checkbox"/></p> <p>The liquidation decision shall include the appointment of the liquidator, the determination of his powers, fees, restrictions on his powers and the period of time required for liquidation, and the period of voluntary liquidation shall not exceed three years, and it may not be extended for more than that except by a judicial order, and the authority of the company's board of directors shall terminate its dissolution, however, these shall remain based on the management of the company and shall be considered for third parties in The judgment of the liquidators until the liquidator is appointed, and the shareholders' assemblies shall remain in existence during the liquidation period and their role shall be limited to exercising the powers of the liquidator, and the shareholder shall remain</p> |



| | | | |
|-------------------|---|-------------------|---|
| | others In the judgment of liquidators until the liquidator is appointed and the shareholders' assemblies remain in existence during the liquidation period and their role is limited to exercising their powers that do not conflict with the powers of the liquidator. | | during the liquidation period the right to view the company's documents prescribed for him in the Companies Law or Articles of Association. <input type="checkbox"/> |
| Chapter 10 | Chapter 10: Final Provisions | Chapter 11 | Chapter 11: <input type="checkbox"/> |
| 53 | Article 53 <input type="checkbox"/> The Companies Law and its Regulations shall be applied in all matters not provided for in this Law. | 51 | Article 52 Unless Stipulated <input type="checkbox"/> The Companies Law and its Regulations shall be applied in all matters not provided for in this Law. <input type="checkbox"/> |
| 54 | Article 54 <input type="checkbox"/> This Law shall be filed and published in accordance with the provisions of the Companies Law and its Regulations. | 52 | Article 52 Publication of the Basic Law <input type="checkbox"/> This Law shall be filed and published in accordance with the provisions of the Companies Law and its Regulations. <input type="checkbox"/> |

The power of attorney form is not available due to the assembly being held through modern technology

نموذج التوكيل غير متاح نظراً لأنعقاد الجمعية عبر وسائل التقنية الحديثة.

نموذج رقم (١) السيرة الذاتية

| أ) البيانات الشخصية للعضو المرشح | | | | | | |
|--|-------------------------------------|----------------|---|---|---------------|-----------------------|
| الاسم الرباعي | | | | عبدالعزیز بن محمد بن عبدالله ابا بطین | | |
| الجنسية | | سعودي | تاريخ الميلاد | 1404/03/09 هـ | | |
| ب) المؤهلات العلمية للعضو المرشح | | | | | | |
| م | المؤهل | التخصص | تاريخ الحصول على المؤهل | اسم الجهة المانحة | | |
| ١ | ماجستير | مالية | 2010 م | جامعة بورتسموث-المملكة المتحدة | | |
| ٢ | بكالوريوس | محاسبة | 2004 م | جامعة الملك سعود- السعودية | | |
| ٣ | | | | | | |
| ٤ | | | | | | |
| ٥ | | | | | | |
| ج) الخبرات العملية للعضو المرشح | | | | | | |
| مجاللات الخبرة | | | | الفترة | | |
| البحري - رئيس المراجعة الداخلية | | | | مازال - 2014 م | | |
| البنك السعودي الهولندي - مدير مراجعة داخلية | | | | 2011 م - 2014 م | | |
| مصرف الراجحي - مدير مراجعة داخلية | | | | 2010 م - 2011 م | | |
| مراجع داخلي رئيسي - KPMG | | | | 2004 م - 2010 م | | |
| | | | | | | |
| د) العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أياً كان شكلها القانوني أو اللجان المنبثقة منها: | | | | | | |
| م | اسم الشركة | النشاط الرئيسي | صفة العضوية (تنفيذي، غير تنفيذي، مستقل) | طبيعة العضوية (بصفته الشخصية، ممثل عن شخصية اعتبارية) | عضوية اللجان | الشكل القانوني للشركة |
| ١ | البنك الأهلي السعودي - SNB | مصرفي | عضو مستقل | بصفته الشخصية | المراجعة | مساهمة مغلقة |
| ٢ | شركة الغاز والتصنيع الأهلية - جاسكو | غاز | عضو مستقل | بصفته الشخصية | إدارة المخاطر | مساهمة |
| ٣ | شركة الأستثمار الدوائية | صناعة الدواء | عضو مستقل | بصفته الشخصية | المراجعة | مساهمة مغلقة |
| ٤ | الشركة العقارية السعودية - العقارية | عقار | عضو مستقل | بصفته الشخصية | المراجعة | مساهمة |

نموذج رقم (١) السيرة الذاتية

| أ) البيانات الشخصية للعضو المرشح | | | | | | |
|--|---------------|----------------------------------|---|---|-----------------------------|-----------------------|
| الاسم عبدالله المنيع عمر بن محمد بن Omar Mohammed Abdullah Almania | | | | الرياعي | | |
| الجنسية | | سعودي | تاريخ الميلاد | ١٩٨٩/١٢/٠١ م | | |
| ب) المؤهلات العلمية للعضو المرشح | | | | | | |
| م | المؤهل | التخصص | تاريخ الحصول على المؤهل | اسم الجهة المانحة | | |
| ١ | PhD-Doctoral | Accounting & Finance | ٢٠١٩ | University of Glasgow | | |
| ٢ | CFA | Financial analysis | ٢٠١٩ | Chartered Financial Analysts Institute | | |
| ٣ | Masters | Internationla Financial analysis | ٢٠١٥ | University of Glasgow | | |
| ٤ | Bachelor | Finance & Investment | ٢٠١٢ | Imam Muhammed Ibn Saud Islamic University | | |
| ٥ | | | | | | |
| ج) الخبرات العملية للعضو المرشح | | | | | | |
| مجالات الخبرة | | | | الفترة | | |
| Higher Education Fund- CIO | | | | نوفمبر ٢٠٢١-حتى الآن | | |
| Imam Muhammed Ibn Saud Islamic University -Professor Assistant | | | | مارس ٢٠١٢- نوفمبر ٢٠٢١ | | |
| Saudi Venture Company -Investment Consultant | | | | فبراير ٢٠٢٠- اغسطس ٢٠٢٠ | | |
| | | | | | | |
| | | | | | | |
| د) العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أياً كان شكلها القانوني أو اللجان المنبثقة منها: | | | | | | |
| م | اسم الشركة | النشاط الرئيس | صفة العضوية (تنفيذي، غير تنفيذي، مستقل) | طبيعة العضوية (بصفته الشخصية، ممثل عن شخصية اعتبارية) | عضوية اللجان | الشكل القانوني للشركة |
| ١ | كرناف للتمويل | تمويل | غير تنفيذي | ممثل عن شخصية اعتبارية | رئيس مجلس الإدارة التنفيذية | مساهمة مقلدة |
| ٢ | | | | | | |
| ٣ | | | | | | |
| ٤ | | | | | | |



نموذج رقم (1) السيرة الذاتية

| أ) البيانات الشخصية للعضو المرشح | | | | | | |
|--|---------------------------------|--------------------|---|---|------------------------|-----------------------------------|
| الاسم الرباعي | | | | | | هشام بن عبدالرحمن بن محمد بن مقرن |
| الجنسية | | تاريخ الميلاد | | 1972/08/10 | | سعودي |
| ب) المؤهلات العلمية للعضو المرشح | | | | | | |
| م | المؤهل | التخصص | تاريخ الحصول على المؤهل | اسم الجهة المانحة | | |
| 1 | ماجستير | محاسبة | 1998 | جامعة ولاية ميزوري-أمريكا | | |
| 2 | بكالوريوس | محاسبة | 1994 | جامعة الملك سعود-الرياض | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| ج) الخبرات العملية للعضو المرشح | | | | | | |
| مجاللات الخبرة | | | | | | الفترة |
| الرئيس التنفيذي - شركة الأعمال التطويرية الغذائية | | | | | | 2020/06 حتى الآن |
| مستشار - شركة كسب المالية | | | | | | 2017/07 إلى 2019/10 |
| الرئيس التنفيذي - شركة المستثمر للأوراق المالية | | | | | | 2015/05 إلى 2017/07 |
| الرئيس التنفيذي - شركة ثروات المالية | | | | | | 2014/07 إلى 2015/04 |
| نائب الرئيس للمالية - شركة دعم للإستثمار العقاري | | | | | | 2013 إلى 2014 |
| د) العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى أيا كان شكلها القانوني أو اللجان المنبثقة منها | | | | | | |
| م | اسم الشركة | النشاط الرئيس | صفة العضوية (تنفيذي، غير تنفيذي، مستقل) | طبيعة العضوية (بصفته الشخصية، ممثل عن شخصية اعتبارية) | عضوية اللجان | الشكل القانوني للشركة |
| 1 | شركة الأعمال التطويرية الغذائية | أغذية و مشروبات | تنفيذي | الشخصية | نائب رئيس مجلس الإدارة | مساهمة مدرجة |
| 2 | برنامج كفالة | تمويل | مستقل | الشخصية | لجنة المراجعة | مساهمة مقفلة |
| 3 | شركة الرهدن | خدمات غسيل الملابس | مستقل | الشخصية | المراجعة-مجلس الإدارة | مساهمة مقفلة |
| 4 | شركة مياه الجوف | أغذية | مستقل | الشخصية | المراجعة-مجلس الإدارة | مساهمة مدرجة |
| 5 | شركة مصنع أقاسيم | المواد الأساسية | مستقل | الشخصية | لجنة المراجعة | مساهمة مدرجة |