



**Dallah
Health**

**The Extraordinary General Assembly
Agenda Attachments**

Dallah Healthcare Company
Saudi public joint stock company

Articles proposed to be amended in the Bylaw of Dallah Healthcare Company

	Before Change	After Change
1	<p><u>Chapter 1: Article (1): Transformation</u></p> <p>In accordance with the provisions of the Companies Law and this Law, the Dallah Health Services Company Limited, which is registered in the Commercial Register No 1010628530 and dated 13/04/1415, was transformed from a limited liability company to a Saudi joint stock company among the owners of the shares whose provisions are established in this system.</p>	No change
2	<p><u>Article (2) Company Name:</u></p> <p>Dallah Healthcare Company (a Saudi public joint stock company).</p>	No change
3	<p><u>Article (3) Objectives of the company</u></p> <ol style="list-style-type: none"> 1. Operation, management and maintenance of health facilities and centers 2. Wholesale and retail trade in medicines, machinery, medical and surgical devices, prosthetics, equipment for the disabled, hospital equipment, and in safety and protective equipment 3. Purchasing lands to construct buildings on them and investing them by selling or leasing for the benefit of the company 4. Implementation of training programs in the medical fields 5. Maintenance and operation of electrical, mechanical and electronic installations, devices and medical equipment 6. Import and export to others 7. commercial agencies 8. Manufacture of medicines, pharmaceuticals, herbal and health preparations, cosmetics, detergents, disinfectants and packaging 	<p><u>Article (3) Objectives of the company</u></p> <ol style="list-style-type: none"> 1. Operation, management and maintenance of health facilities and centers 2. Wholesale and retail trade in medicines, machinery, medical and surgical devices, prosthetics, equipment for the disabled, hospital equipment, and in safety and protective equipment 3. Purchasing lands to construct buildings on them and investing them by selling or leasing for the benefit of the company 4. Implementation of training programs in the medical fields 5. Maintenance and operation of electrical, mechanical and electronic installations, devices and medical equipment 6. Import and export to others 7. commercial agencies 8. Manufacture of medicines, pharmaceuticals, herbal and health preparations, cosmetics, detergents, disinfectants and packaging

	The company carries out its activities after obtaining the necessary licenses from the competent authorities.	9. Activities of head offices The company carries out its activities after obtaining the necessary licenses from the competent authorities.
4	<p><u>Article (4) Participation:</u></p> <p>The company may establish companies on its own (with limited liability or closed joint stock) provided that the capital is not less than (5) million riyals if it is a closed joint stock company. The company may own shares and shares in other existing companies or merge with them, and it has the right to participate with others in establishing joint stock or limited liability companies, after fulfilling the requirements of the regulations and instructions followed in this regard. The company may dispose of these shares or shares, provided that this does not include brokerage in their trading.</p>	The company may establish companies on its own (with limited liability or closed joint stock) or simple contribution as per companies law , if it is a closed joint stock company. The company may own shares and shares in other existing companies or merge with them, and it has the right to participate with others in establishing joint stock or limited liability companies, after fulfilling the requirements of the regulations and instructions followed in this regard. The company may dispose of these shares or shares, provided that this does not include brokerage in their trading.
5	<p><u>Article (5) the head office of the company:</u></p> <p>The head office of the company is located in the city of Riyadh in the Kingdom of Saudi Arabia and the Board of Directors may establish branches, offices or agencies inside or outside the Kingdom of Saudi Arabia.</p>	No change
6	<p><u>Article (6) Duration of the Company:</u></p> <p>The term of the company is (99) Gregorian years starting from the date of the issuance of the decision of the Minister of Commerce and Industry approving the announcement of the company's transformation.</p>	No change
7	<p><u>Article (7) Capital:</u></p> <p>The capital of the company shall be (976,811,660) nine hundred and seventy six million eight hundred eleven and six hundred sixty Saudi riyals, divided into (97,811,660) ninety seven eight hundred eleven and six hundred sixty million shares, the nominal value of the share are (10) ten Saudi riyals and all the company's shares are ordinary and in-kind.</p>	No change
8	<p><u>Article (8) Subscription to the capital:</u></p> <p>The founders subscribed to the full number of</p>	No change

	the company's shares and paid its full value.	
9	<p><u>Article (9) Company Shares:</u></p> <p>The company's shares are nominal, and they may not issue shares for less than their nominal value, but may be issued at a higher value. In the latter case, the difference in value is added in a separate item within shareholders' equity, and it may not be distributed as dividends to shareholders. The share is indivisible in the face of the company. If it is owned by multiple persons, they must choose one of them to represent them in the use of the rights related to it, and these persons are jointly responsible for the obligations arising from the ownership of the share.</p>	No change
10	<p><u>Article (10) Trading in Shares:</u></p> <p>Shares subscribed by shareholders may not be traded until after the financial statements have been published for two fiscal years, each of which is not less than twelve months from the date of the company's transformation. The bonds of these shares are indicated with an indication of their type, the date of the company's transformation and the period during which trading is prohibited. However, during the prohibition period, the ownership of shares may be transferred in accordance with the provisions of the sale of rights from one of the shareholders to another shareholder or the heirs of one of the shareholders in the event of his death to a third party or in the event of execution on the funds of the insolvent or bankrupt shareholder, provided that the priority of owning those shares is for the other shareholders. The provisions of this article shall apply to what the shareholders subscribe to in the event of an increase in the money before the expiry of the prohibition period.</p>	No change
11	<p><u>Article (11) Shareholders Register:</u></p> <p>The company's shares are traded in accordance with the provisions of the Capital Market Law.</p>	No change
12	<p><u>Article (12) Capital Increase:</u></p> <p>1. The Extraordinary General Assembly may decide to increase the capital of</p>	<p>1. The Extraordinary General Assembly may decide to increase the capital of the company, provided that the capital</p>

	<p>the company, provided that the capital has been paid in full. It is not required that the capital has been paid in full if the unpaid part of the capital belongs to shares issued in exchange for converting debt instruments or financing instruments into shares and the period set for converting them into shares has not expired.</p> <ol style="list-style-type: none"> 2. The Extraordinary General Assembly may, in all cases, allocate the shares issued upon the capital increase, or part thereof, to employees of the company and all or some of its subsidiaries, or any of that. Shareholders may not exercise the right of priority when the company issues shares allocated to employees 3. The shareholder who owns the share at the time of the issuance of the extraordinary general assembly's decision approving the capital increase has priority in subscribing to new shares issued in exchange for cash shares where they will be informed of their priority via publication in daily newspapers or be informed via registered mail about the capital increase and subscription conditions, duration and beginning and end date. 4. The Extraordinary General Assembly has the right to suspend the priority right of the shareholders to subscribe to the capital increase in exchange for cash or in-kind shares, or to give priority to non-shareholders in the cases it deems appropriate in the interest of the company 5. The shareholder has the right to sell the priority right, or to waive it during the period from the time of the issuance of the General Assembly's decision approving the capital increase until the last day of subscribing to the new shares associated with these rights, in accordance with the regulations set by the competent authority. Taking into account what was stated in paragraph (4) above, the new shares shall be distributed to the priority rights holders who have 	<p>has been paid in full. It is not required that the capital has been paid in full if the unpaid part of the capital belongs to shares issued in exchange for converting debt instruments or financing instruments into shares and the period set for converting them into shares has not expired.</p> <ol style="list-style-type: none"> 2. The Extraordinary General Assembly may, in all cases, allocate the shares issued upon the capital increase, or part thereof, to employees of the company and all or some of its subsidiaries, or any of that. Shareholders may not exercise the right of priority when the company issues shares allocated to employees 3. The shareholder who owns the share at the time of the issuance of the extraordinary general assembly's decision approving the capital increase has priority in subscribing to new shares issued in exchange for cash shares where they will be informed of their priority, if found, via registered letter send via his address mentioned in shareholders record or via technical means about the capital increase and subscription conditions, duration and beginning and end date. 4. The Extraordinary General Assembly has the right to suspend the priority right of the shareholders to subscribe to the capital increase in exchange for cash or in-kind shares, or to give priority to non-shareholders in the cases it deems appropriate in the interest of the company 5. The shareholder has the right to sell the priority right, or to waive it during the period from the time of the issuance of the General Assembly's decision approving the capital increase until the last day of subscribing to the new shares associated with these rights, in accordance with the regulations set by the competent authority. Taking into account what was stated in paragraph (4) above, the new shares shall be distributed to the priority rights holders who have
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	<p>requested subscription, in proportion to their pre-emptive rights out of the total pre-emptive rights resulting from the capital increase, provided that what they receive does not exceed what they have requested of the new shares, The remainder of the new shares shall be distributed to the priority rights holders who requested more than their share, in proportion to their pre-emptive rights out of the total pre-emptive rights resulting from the capital increase, provided that what they receive does not exceed what they requested of the new shares, and the remaining shares are offered to third parties. Unless the Extraordinary General Assembly decides or the Capital Market Law provides otherwise.</p>	<p>requested subscription, in proportion to their pre-emptive rights out of the total pre-emptive rights resulting from the capital increase, provided that what they receive does not exceed what they have requested of the new shares, The remainder of the new shares shall be distributed to the priority rights holders who requested more than their share, in proportion to their pre-emptive rights out of the total pre-emptive rights resulting from the capital increase, provided that what they receive does not exceed what they requested of the new shares, and the remaining shares are offered to third parties. Unless the Extraordinary General Assembly decides or the Capital Market Law provides otherwise.</p>
13	<p><u>Article (13) Payment of the value of the increase shares:</u></p> <p>The shareholder is obligated to pay the value of the share on the dates specified for this, and if he fails to pay on the due date, the Board of Directors may after informing him by publishing in a daily newspaper or a trading website, or informing him by a registered letter of selling the share in a public auction or the stock market, as the case may be. in accordance with the regulations set by the competent authority. The company shall collect the amounts due to it from the sale proceeds, and return the remainder to the shareholder. If the sale proceeds are not sufficient to meet these amounts, the company may collect the remainder from all the shareholder's money.</p> <p>Nevertheless, 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.</p> <p>The company cancels the sold share in accordance with the provisions of this article, and gives the buyer a new share bearing the number of the canceled share and indicates in</p>	<p>No Change</p>

	the shares register that the sale took place with the name of the new owner.	
14	<p><u>Article (14) Capital Reduction</u></p> <p>The Extraordinary General Assembly may decide to reduce the capital if it exceeds the company's need, or if it suffers losses. In the latter case alone, the capital may be reduced below the limit stipulated in Article (54) of the Companies Law, and the reduction decision shall not be issued until after reading a special report prepared by the auditor on the reasons behind him, the obligations of the company, and the effect of the reduction in these obligations. If the reduction of the capital is a result of it being more than the company's need, the creditors must be called to express their objections to it within sixty days from the date of publishing the reduction decision in a daily newspaper distributed in the area where the company's head office is located. If one of the creditors objects and submits his documents to the Company on the aforementioned date, the Company must pay him his debt if it is sooner or provide him with an adequate guarantee to fulfill it if it is later</p>	<p>The Extraordinary General Assembly may decide to reduce the capital if it exceeds the company's need, or if it suffers losses. In the latter case alone, the capital may be reduced below the limit stipulated in Article (59) of the Companies Law, and the reduction decision shall not be issued until after General Assembly declaration prepared by the Board on the reasons behind it, the obligations of the company, and the effect of the reduction in these obligations. Along with this declaration there should be a report from company auditor. If the reduction of the capital is a result of it being more than the company's need, the creditors must be called to express their objections to it within (forty-five) days prior to the date set for the extraordinary assembly meeting to take a decision on the reduction, provided that the invitation is accompanied by a statement showing the amount of the capital before and after the reduction, the date of the meeting and the effective date of the reduction. If one of the creditors objects and submits his documents to the Company on the aforementioned date, the Company must pay him his debt if it is sooner or provide him with an adequate guarantee to fulfill it if it is later.</p> <p>at least</p>
15	<p><u>Article (15) Preferred Shares</u></p> <p>The Extraordinary General Assembly of the company may, according to the principles set by the competent authority, issue preference shares, or decide to purchase them, convert ordinary shares into preferred shares, or convert preferred shares into ordinary shares, not exceeding (50%) of its capital. Preferred shares do not give the right to vote in the general assemblies of shareholders, and these shares entitle their owners to obtain a percentage more than ordinary shares holders of the company's net profits after setting aside the statutory reserve.</p>	<p><u>Article (15) Preferred Shares</u></p> <p>The Extraordinary General Assembly of the company may, according to the principles set by the competent authority, issue preference shares, or decide to purchase them, convert ordinary shares into preferred shares, or convert preferred shares into ordinary shares, as per legal controls that give advantages relate to administrative or procedural issues or ordinary shares rights such as voting right</p>

16	<p><u>Article (16) the company's purchase, sale and pledge of its shares:</u></p> <ol style="list-style-type: none"> 1. The company may purchase its ordinary and preferred shares with the approval of the extraordinary general assembly, in accordance with the regulatory controls set by the Capital Market Authority in this regard. The shares purchased by the company shall not have votes in the shareholders' assemblies. 2. The company may purchase its shares to be used as treasury shares, in accordance with the purposes and controls set by the Capital Market Authority 3. The company may purchase its shares for allocating them to the company's employees under the employee stock program. The company must fulfill other controls related to its purchase of its shares and the conditions set by the Capital Market Authority for this purpose 4. The company may sell the treasury shares in one phase or several stages in accordance with the regulations set by the Capital Market Authority. 5. The company may pledge its shares as security for a debt in accordance with the regulations set by the Capital Market Authority. 6. The company may not purchase shares from related parties. <p>The person who has the right to own the company's shares or possess them for the benefit of another party may pledge them in accordance with the regulations set by the Capital Market Authority, and the mortgagee creditor may receive profits and use the rights related to the share, unless otherwise agreed in the mortgage contract. However, the mortgagee creditor may not attend or vote at the meetings of the general assembly of shareholders.</p>	<ol style="list-style-type: none"> 1. The company may purchase, sell and mortgage its shares in accordance with the regulatory controls set by the Capital Market Authority in this regard. The shares purchased by the company shall not have votes in the shareholders' assemblies. 2. The company may purchase its shares to be used as treasury shares, in accordance with the purposes and controls set by the Capital Market Authority 3. The company may purchase its shares for allocating them to the company's employees under the employee stock program. The company must fulfill other controls related to its purchase of its shares and the conditions set by the Capital Market Authority for this purpose 4. The company may sell the treasury shares in one phase or several stages in accordance with the regulations set by the Capital Market Authority. 5. The company may pledge its shares as security for a debt in accordance with the regulations set by the Capital Market Authority. 6. The company may not purchase shares from related parties. <p>The person who has the right to own the company's shares or possess them for the benefit of another party may pledge them in accordance with the regulations set by the Capital Market Authority, and the mortgagee creditor may receive profits and use the rights related to the share, unless otherwise agreed in the mortgage contract. However, the mortgagee creditor may not attend or vote at the meetings of the general assembly of shareholders.</p>
17	<p><u>Article (17) Composition of the Board of Directors:</u></p>	<p>The company is managed by a board of directors</p>

	<p>The company is managed by a board of directors consisting of nine members appointed by the general assembly for a period of three years. It starts from the date of the issuance of the ministerial decision approving the transformation of the company.</p>	<p>consisting of nine members elected by the ordinary general assembly for a period of four years. It starts from the date of the issuance of the ministerial decision approving the transformation of the company.</p>
18	<p><u>Article (18) Termination of Membership:</u></p> <p>The membership of the Board shall terminate upon the expiry of its term, resignation, death, or the expiry of the member's validity in accordance with any system or instructions in force in the Kingdom. However, the Ordinary General Assembly may at any time dismiss all or some of the members of the Board of Directors, without prejudice to the dismissed member's right towards the company to claim compensation if The dismissal took place for an unacceptable reason or at an inappropriate time, and a member of the Board of Directors may resign provided that it is at an appropriate time, otherwise he will be liable before the company for the damages that result from the resignation.</p> <p>If the position of a member of the Board of Directors becomes vacant, the Board may appoint a member in the vacant position, provided that he is one of those who have sufficient experience and competence. The Ministry of Commerce and the Capital Market Authority must inform the Ministry of Commerce and the Capital Market Authority within five working days from the date of appointment. Its first meeting, and the new member completes the term of his predecessor, and if the necessary conditions for the convening of the board of directors are not met due to the number of its members being less than the minimum stipulated in the Companies Law or this system, the rest of the members must invite the ordinary general assembly to convene within sixty days to elect the necessary number of members.</p>	<p>The membership of the Board shall terminate upon the expiry of its term, resignation, death, or the expiry of the member's validity in accordance with any system or instructions in force in the Kingdom. However, the Ordinary General Assembly may at any time dismiss all or some of the members of the Board of Directors, without prejudice to the dismissed member's right towards the company to claim compensation if The dismissal took place for an unacceptable reason or at an inappropriate time, and a member of the Board of Directors may resign provided that it is at an appropriate time, otherwise he will be liable before the company for the damages that result from the resignation.</p> <p>The General Assembly may also, based on the recommendation of the Board of Directors, terminate the membership of any member who fails to attend three consecutive meetings without a legitimate excuse accepted by the Board of Directors.</p> <p>If the position of a member of the Board of Directors becomes vacant, the Board may appoint a member in the vacant position, provided that he is one of those who have sufficient experience and competence. The Ministry of Commerce and the Capital Market Authority must inform the Ministry of Commerce and the Capital Market Authority within five working days from the date of appointment. Its first meeting, and the new member completes the term of his predecessor, and if the necessary conditions for the convening of the board of directors are not met due to the number of its members being less than the minimum stipulated in the Companies Law or this system, the rest of the members must invite the ordinary general assembly to convene within sixty days to elect the necessary number of members</p>

19	<p><u>Article (19) Powers of the Board of Directors:</u></p> <p>Taking into account the powers established for the General Assembly, the Board of Directors shall have the widest powers in managing the company and managing its affairs inside and outside the Kingdom. It may, for example, but not be limited to: Representing the company in its relationship with others, government and private agencies, police departments, chambers of commerce and industry, private bodies, companies and institutions of all kinds, and entering into tenders The board has the right to sign all types of contracts, documents and documents, including, for example, the contracts of incorporation of companies that the company establishes or participates in with all its amendments, appendices, amendment decisions, signing agreements and legal instruments on behalf of the company, selling, buying, emptying and accepting it, receiving and delivering, renting and leasing. Receive, pay, mortgage and release accounts, open or close accounts, withdraw and deposit with banks, issue credits and bank guarantees, sign all papers, documents, checks and all banking transactions. He has the right to buy and sell shares, bonds and all types of investment in favor of the company, and he has the right to request and approve loans and banking facilities, sign their contracts and all required documents, and provide all necessary guarantees for the facilities, including real estate mortgages, order documents, share certificates and other in-kind and cash guarantees, and he has the right to sign Islamic MURABAHA and TAWARRUQ agreements. And other Islamic facilities, and sign all documents and agencies required and attached to them. It also has the right to appoint and dismiss employees and workers, request visas, bring in manpower from outside the Kingdom, contract with them, determine their salaries, issue residencies, transfer and waive sponsorships, and the Council may, within the limits of its competence, entrust one or more of its members or third parties to carry out some of its work.</p>	
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	<p>The Board of Directors may contract loans with terms exceeding three years and provide guarantees for them, subject to the following conditions when contracting loans:</p> <ol style="list-style-type: none"> 1. The Board of Directors determines in its decision the aspects of using the loan and how to pay it 2. The terms of the loan and the guarantees provided to it shall take into account that the company, its shareholders and the general guarantees of the creditors shall not be harmed, and shall be in accordance with Islamic Sharia. 	
20	<p><u>Article (20) Remuneration of the Board of Directors:</u></p> <p>The remuneration of the Board of Directors consists of the percentage stipulated in Paragraph (4) of Article (44) of this Bylaw, and within the limits of what is stipulated in the Companies Law and its Bylaws. The Board of Directors' report to the Ordinary General Assembly must include a comprehensive statement of all that the members of the Board of Directors have obtained. The administration during the financial year of bonuses, expense allowances and other benefits, and it should also include a statement of what the board received in their capacity as workers or administrators, or what they received in return for technical, administrative or advisory work, and it should also include a statement of the number of board sessions and the number of sessions attended by each member From the date of the last meeting of the General Assembly.</p>	<ol style="list-style-type: none"> 1. The remuneration for members of the Board of Directors may be a specific amount, an attendance allowance for sessions, in-kind benefits, or a specific percentage of net profits, and it is permissible to combine two or more of the above. 2. An additional remuneration may be specified for the Chairman of the Board and the Managing Director, in addition to the remuneration stipulated for members of the Board of Directors. 3. The Ordinary General Assembly determines the amount of bonuses, taking into account the regulations and controls issued in this regard. 4. The Board of Directors' report to the Ordinary General Assembly at its annual meeting must include a comprehensive statement of all the rewards, attendance allowance for sessions, expense allowance, and other benefits that each member of the Board of Directors received during the financial year. It should also include a statement of what council members received in their capacity as workers or administrators or what they received in exchange for technical or administrative work or consultations. It should also include a statement of the number of council sessions and the number of sessions attended by each member.

21	<p><u>Article (21) Chairman of the Board of Directors:</u></p> <p>The board of directors appoints from among its members a president and a vice-chairman, and it may also appoint a managing member. It is not permissible to combine the position of the chairman of the board of directors with any other executive position in the company, and the vice-chairman of the board of directors shall replace the chairman of the board of directors in his absence. He shall have all the powers granted to the President.</p> <ol style="list-style-type: none"> 1. The Chairman of the Board of Directors or the Vice-Chairman shall have the authority to invite the Board to a meeting and to preside over the Board's meetings and the meetings of the General Assembly of Shareholders. 2. The powers of the Chairman of the Board of Directors are: <ul style="list-style-type: none"> Real estate: selling and emptying the buyer, buying and accepting emptying and paying the price, accepting the gift and emptying, mortgaging, releasing the pledge, merging the sukuk, splitting and sorting, receiving the sukuk, updating the sukuk and entering them into the comprehensive system, waiving the space shortage, amending the owner's name and civil registry number Al-Hafizah, modifying boundaries, lengths, area, plot numbers, plans, deeds, dates and names of neighborhoods, leasing, signing rental contracts, receiving rent. ○ Companies: Signing the articles of incorporation and amendment annexes, signing partners' decisions, appointing and dismissing managers, entering into existing companies, opening accounts with banks in the company's name, closing accounts with banks in the company's name, 	No Change
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	<p>signing agreements, registering the company, registering agencies and trademarks, opening files for the company Opening branches for the company, reviewing the Quality and Quality Department and the Standards and Metrology Authority, reviewing telecommunications companies, establishing fixed phones and tours in the company's name, reviewing the General Investment Authority and signing before it, reviewing the Capital Market Authority, entering tenders and receiving forms, signing the company's contracts with others, publishing the articles of incorporation Annexes and summaries of the amendment and the articles of association in the Official Gazette, buying shares and shares, paying the price, selling shares and shares, and receiving the price.</p> <ul style="list-style-type: none"> ○ Commercial records: reviewing records management, extracting records, renewing records, transferring commercial records, reserving the trade name, opening the subscription with the Chamber of Commerce, renewing the subscription with the Chamber of Commerce, signing all documents with the Chamber of Commerce, approving the signature with the Chamber of Commerce, supervising the records, Amending records, adding activity, opening branches of records, canceling records. ○ Trusts and municipalities: opening shops, obtaining licenses, renewing licenses, canceling licenses, transferring licenses, obtaining building and restoration permits, obtaining building completion certificates, planning lands, and obtaining health cards. <p>Claims before the courts: claiming and filing cases, pleading</p>	
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	<p>and defending, hearing and responding to cases, acknowledgment, denial, conciliation, waiver, exoneration, requesting an oath and rejecting it and refraining from it, bringing witnesses and evidence and challenging them, answering, wounding and amending, appealing forgery, denying lines, seals and signatures, Request for travel ban and lifting, request for attachment and execution, request for arbitration, appeal against reports of experts and arbitrators, their return and replacement, request for execution of judgments, acceptance and denial of judgments, objection to judgments and request for appeal, petition for reconsideration, request for rehabilitation, request for pre-emption, termination of what is required to attend sessions in All cases before all courts, receipt of imminent cash, receipt of judgments instruments, claims with Sharia courts, claims with administrative courts (the Board of Grievances), claims with Sharia medical committees, claims with labor authorities, claims with committees for settling financial disputes and committees for the settlement of banking disputes Claims to commercial paper dispute settlement offices and commercial dispute settlement committees Claims to customs committees and commercial fraud committees Claims to the supervisory authority Investigation, claims with the Bureau of Investigation and Public Prosecution.</p> <ul style="list-style-type: none"> ○ Banks: Concluding all contracts and transactions within the purpose of the company, creating, signing and receiving commercial papers, conducting all banking transactions, reviewing all banks 	
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	<p>and banks, opening accounts with legal controls and approving the signature, withdrawing from accounts, depositing, transferring from accounts, extracting account statements, extracting books Checks, issuing certified checks, receiving and disbursing transfers, subscribing to safe deposit boxes, renewing participation in the safe deposit box, redeeming units of safe deposit boxes, requesting bank loans that comply with the SHARIAH provisions and controls, accepting their terms, conditions and prices, signing their contracts, forms, pledges and payment schedules, receiving and disposing of the loan, Request exemption from loans, sign guarantees, request issuance of guarantees, open credits on behalf of the company, sign contracts and facility papers, sign Islamic MURABAHA agreements and investment contracts of all kinds, waive rights and benefits, open investment portfolios with legal controls, edit, amend and cancel orders, activate accounts, lock and settle accounts Cashing checks, objecting to checks, receiving returned checks, updating data.</p> <ul style="list-style-type: none"> ○ Ministries and government departments: reviewing all government ministries, reviewing all government departments, reviewing all government agencies, reviewing all government presidencies, reviewing all government institutions, reviewing all security agencies. ○ The chairman of the board of directors may delegate or delegate one of the members of the board of directors or a third party to carry out a certain work or actions within his authority or take a specific action or behavior, and grant the agent the authority to delegate 	
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	another, and he has the right to cancel the power of attorney or delegation partially or completely.	
22	<p><u>Article (22) Invitation to Meetings:</u></p> <p>The Council meets at the invitation of its president at least twice a year. The invitation is in writing and may be delivered by hand or sent by post, fax or e-mail. The chairperson of the council or her deputy shall call for a meeting whenever requested to do so by at least two of the members.</p>	<p><u>Article (22) Invitation to Meetings:</u></p> <p>The Council meets at the invitation of its president at least four times a year. The invitation is in writing and may be delivered by hand or sent by post, fax or e-mail. The chairperson of the council or her deputy shall call for a meeting whenever requested in writing to do so by any board member.</p>
23	<p><u>Article (23) Quorum of Meetings:</u></p> <p>A board meeting shall not be valid unless attended by at least five members. In the event that a member of the board of directors delegates another member to attend board meetings, the delegation must be in accordance with the following rules:</p> <ol style="list-style-type: none"> 1. A member of the Board of Directors may not represent more than one member in attending that meeting 2. The proxy is fixed in writing and for a specific meeting 3. The representative may not vote on decisions that the system prohibits the representative from voting on <p>The decisions of the Board of Directors are issued by an absolute majority of the votes of the members of the Board present or represented at the meeting, and in the event of equal votes, the opinion of the Chairman of the Board or whoever chairs the Board in his absence shall prevail.</p> <p>The Board of Directors may issue resolutions by passing by presenting them to all members separately, unless one of the member's requests in writing the meeting of the Board for deliberation, and these decisions are presented to the Board of Directors at its first second meeting.</p>	<p><u>Article (23) Quorum of Meetings:</u></p> <p>A board meeting shall not be valid unless attended by at least five members. In the event that a member of the board of directors delegates another member to attend board meetings, the delegation must be in accordance with the following rules:</p> <ol style="list-style-type: none"> 1. A member of the Board of Directors may not represent more than one member in attending that meeting 2. The proxy is fixed in writing and for a specific meeting 3. The representative may not vote on decisions that the system prohibits the representative from voting on <p>The decisions of the Board of Directors are issued by an absolute majority of the votes of the members of the Board present or represented at the meeting, and in the event of equal votes, the opinion of the Chairman of the meeting or whoever chairs the Board in his absence shall prevail.</p> <p>The Board of Directors may issue resolutions on urgent issues by passing by presenting them to all members by circulation, unless one of the member's requests, in writing, the meeting of the Board for deliberation. These decisions will be issued with the approval of most of the votes of the board. These decisions are to be presented to the Board of Directors in its first upcoming meeting in order to be noted in the board minutes.</p>
24	<u>Article (24) Deliberations of the Board of</u>	<u>Article (24) Deliberations of the Board of</u>

	<p><u>Directors:</u></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. These minutes shall be recorded in a special register signed by the Chairman of the Board of Directors and the Secretary.</p>	<p><u>Directors:</u></p> <p>The deliberations and decisions of the Board of Directors shall be recorded in minutes signed by the Chairman of the meeting, the members of the Board of Directors present and the Secretary. These minutes shall be recorded in a special register signed by the Chairman of the Board of Directors and the Secretary.</p> <p>It is also permissible to use modern technology to sign, document deliberations and decisions, and record minutes.</p>
25	<p><u>Article (25) Formation of Committees:</u></p> <p>The Board of Directors may, by a decision issued by it, form an appropriate number of committees in accordance with what is required by the laws and regulations and the company's needs, and it has all the powers towards determining the scope of their competencies, tasks, procedures and provisions for their work, appointing and dismissing their members, determining their remuneration, and the mechanism for following up on the work of those committees.</p>	<p>No Change</p>
26	<p><u>Article (26) Audit Committee</u></p> <p>1. Committee formation</p> <p>By a decision of the Ordinary General Assembly, a review committee shall be formed from non- executive members of the Board of Directors, whether shareholders or others, provided that the number of its members is not less than three and not more than five, and that the decision shall specify the tasks of the committee, its work regulations and the remuneration of its members.</p> <p>2. Committee meeting quorum:</p> <p>For a meeting of the Audit Committee to be valid, the attendance of the majority of its members is required, and its decisions are issued by a majority vote of those present.</p> <p>3. Committee terms of reference</p> <p>The Audit Committee is responsible for monitoring the company's business, and for this purpose it has the right to review its records and documents and to request any</p>	<p>To be Deleted</p>

	<p>clarification or statement from the members of the board of directors or the executive management, and it may ask the board of directors to invite the company's general assembly to convene if the board of directors closes its work or the company is exposed for serious damage or loss.</p> <p>4. Committee Reports</p> <p>The Audit Committee shall consider the company's financial statements, reports and notes submitted by the auditor, and express its views on them, if any. It shall also prepare a report on its opinion regarding the adequacy of the company's internal control system and the other work it has undertaken that fall within the scope of its competence. The Board of Directors shall To deposit a sufficient copy of this report at the company's head office at least twenty-one days before the date of the general assembly to provide each of the shareholders who wish with a copy of it, and the report is read during the assembly.</p>	
27	<p><u>Article (27) Attending Assemblies:</u></p> <p>A properly constituted general assembly representing all shareholders, and it is held in the city in which the company's head office is located.</p>	<p><u>Article (26) Attending Assemblies:</u></p> <p>A properly constituted general assembly representing all shareholders, and it is held in the city in which the company's head office is located.</p>
28	<p><u>Article (28) Transfer General Assembly:</u></p> <p>The General Assembly of Transfer is concerned with the following matters:</p> <ul style="list-style-type: none"> ○ Verification of subscription to all the company's capital <p>Approval of the final texts of the company's articles of association, and it is not allowed to make fundamental amendments to the system before it, except with the approval of all the attendees represented at the meeting.</p> <p>Approval of shift expenses and expenses</p> <p>Appointing the company's chartered accountant for the first fiscal year after the transformation.</p> <p>For the assembly to be valid, the attendance of a number of shareholders representing at least half of the capital is required, and each shareholder in its meetings has a vote for each share he subscribes to or represents.</p>	<p><u>Article (27) Transfer General Assembly:</u></p> <p>The General Assembly of Transfer is concerned with the following matters:</p> <ul style="list-style-type: none"> ○ Verification of subscription to all the company's capital <p>Approval of the final texts of the company's articles of association, and it is not allowed to make fundamental amendments to the system before it, except with the approval of all the attendees represented at the meeting.</p> <p>Approval of shift expenses and expenses</p> <p>Appointing the company's chartered accountant for the first fiscal year after the transformation.</p> <p>For the assembly to be valid, the attendance of a number of shareholders representing at least half of the capital is required, and each shareholder in its meetings has a vote for each share he subscribes to or represents.</p>

29	<p><u>Article (29) Ordinary General Assembly:</u></p> <p>With the exception of the matters of the Extraordinary General Assembly, the Ordinary General Assembly is concerned with all matters related to the company, and it convenes at least once a year during the six months following the end of the company's financial year.</p>	<p><u>Article (28) Ordinary General Assembly:</u></p> <p>With the exception of the matters of the Extraordinary General Assembly, the Ordinary General Assembly is concerned with all matters related to the company, and it convenes at least once a year during the six months following the end of the company's financial year.</p>
30	<p><u>Article (30) Extraordinary General Assembly:</u></p> <p>The Extraordinary General Assembly is competent to amend the company's articles of association, except for the provisions that are prohibited from amending them.</p> <p>In addition, the Extraordinary General Assembly may issue resolutions in matters within the competence of the Ordinary General Assembly with the same conditions prescribed for the last Assembly.</p>	<p><u>Article (29) Extraordinary General Assembly:</u></p> <p>The Extraordinary General Assembly is competent to amend the company's articles of association, except for the provisions that are prohibited from amending them.</p> <p>In addition, the Extraordinary General Assembly may issue resolutions in matters within the competence of the Ordinary General Assembly with the same conditions prescribed for the last Assembly.</p>
31	<p><u>Article (31) Invitation to General Assemblies:</u></p> <p>General or special assemblies of shareholders are held at the invitation of the Board of Directors in accordance with the Companies Law and its regulations, and the Board of Directors must invite the Ordinary General Assembly to convene if requested by the auditor or the audit committee or a number of shareholders representing (5%) of the capital at least, and the auditor may Inviting the assembly to convene if the board did not invite the assembly within thirty days from the date of the auditor's request.</p> <p>The invitation to convene the general assembly shall be published in a daily newspaper distributed at the company's head office at least twenty-one days before the date set for the meeting. The Ministry and the Capital Market Authority, within the period specified for publication.</p>	<p><u>Article (30) Invitation to General Assemblies:</u></p> <p>General or special General or special assemblies of shareholders are held at the invitation of the Board of Directors in accordance with the Companies Law and its regulations, and the Board of Directors must invite the Ordinary General Assembly to convene if requested by the auditor or a shareholder or more that represent (10%) of the company shares at least, and the auditor may Inviting the assembly to convene if the board did not invite the assembly within thirty days from the date of the auditor's request.</p> <p>The invitation to convene the general assembly shall be published in a daily newspaper distributed at the company's head office at least twenty-one days before the date set for the meeting via use of modern technology, document deliberations and decisions, and record minutes. Copy of invitation and agenda to commercial registration and the Capital Market Authority, within the period specified for publication.</p>
32	<p><u>Article (32) Proof of attendance:</u></p>	<p><u>Article (31) Proof of attendance:</u></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 assembly</p> <p>When the assembly is convened, a list shall be drawn up of the names of the attending and represented shareholders and their places of residence, indicating the number of shares they hold in person or by proxy, and the number of votes assigned to them. Interested in viewing this disclosure</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 assembly</p> <p>When the assembly is convened, a list shall be drawn up of the names of the attending and represented shareholders and their places of residence, indicating the number of shares they hold in person or by proxy, and the number of votes assigned to them. Interested in viewing this disclosure</p>
33	<p><u>Article (33) Quorum for the Ordinary General Assembly:</u></p> <p>The meeting of the Ordinary General Assembly shall not be valid unless attended by shareholders representing at least 25% of the capital. If the necessary quorum is not available to hold this meeting, one of the two options must be chosen:</p> <ol style="list-style-type: none"> 1. The second meeting shall be held an hour after the end of the period specified for the first meeting, provided that the invitation to the first meeting shall include an announcement of the possibility of holding this meeting. 2. An invitation has been sent to a second meeting to be held within the thirty days following the previous meeting, and this invitation shall be published in the manner stipulated in Article (31) of this Bylaw. <p>In all cases, the second meeting shall be valid regardless of the number of shares represented therein.</p>	<p><u>Article (32) Quorum for the Ordinary General Assembly:</u></p> <p>The meeting of the Ordinary General Assembly shall not be valid unless attended by shareholders representing at least 25% of company shares. If the necessary quorum is not available to hold this meeting, one of the two options must be chosen:</p> <ol style="list-style-type: none"> 3. The second meeting shall be held an hour after the end of the period specified for the first meeting, provided that the invitation to the first meeting shall include an announcement of the possibility of holding this meeting. 4. An invitation has been sent to a second meeting to be held within the thirty days following the previous meeting, and this invitation shall be published in the manner stipulated in Article (31) of this Bylaw. <p>In all cases, the second meeting shall be valid regardless of the number of shares represented therein.</p>
34	<p><u>Article (34) Quorum for the Extraordinary General Assembly:</u></p> <p>The Extraordinary General Assembly meeting shall not be valid unless attended by shareholders representing at least half of the capital. If this quorum is not available in the first meeting, one of the two options must be chosen.</p> <ol style="list-style-type: none"> 1. The second meeting shall be held an hour after the end of the period 	<p><u>Article (33) Quorum for the Extraordinary General Assembly:</u></p> <p>The Extraordinary General Assembly meeting shall not be valid unless attended by shareholders representing at least half of the company shares. If this quorum is not available in the first meeting, one of the two options must be chosen.</p> <ol style="list-style-type: none"> 1. The second meeting shall be held an

	<p>specified for the first meeting, provided that the invitation to the first meeting shall include an announcement of the possibility of holding this meeting.</p> <p>2. An invitation has been sent to a second meeting to be held in the same conditions stipulated in Article 31 of this Bylaw. In all cases, the second meeting shall be valid if attended by a number of shareholders representing at least a quarter of the capital.</p> <p>If the necessary quorum is not present in the second meeting, an invitation is sent to a third meeting, which shall be held in the same conditions stipulated in Article (31) of this Bylaw, and the third meeting shall be valid regardless of the number of shares represented therein, after the approval of the competent authority.</p>	<p>hour after the end of the period specified for the first meeting, provided that the invitation to the first meeting shall include an announcement of the possibility of holding this meeting.</p> <p>2. An invitation has been sent to a second meeting to be held in the same conditions stipulated in Article 30 of this Bylaw. In all cases, the second meeting shall be valid if attended by a number of shareholders representing at least a quarter of company shares.</p> <p>If the necessary quorum is not present in the second meeting, an invitation is sent to a third meeting, which shall be held in the same conditions stipulated in Article (30) of this Bylaw, and the third meeting shall be valid regardless of the number of shares represented therein, after the approval of the competent authority.</p>
35	<p><u>Article (35) Voting Power:</u></p> <p>Each partner has a vote for every share he represents in the general assembly for transformation, and the votes in the ordinary general assembly and the extraordinary general assembly are calculated on the basis of one vote per share. Cumulative voting is followed when selecting the members of the board of directors by the general assembly of shareholders.</p>	<p><u>Article (34) Voting Power:</u></p> <p>Each partner has a vote for every share he represents in the general assembly for transformation, and the votes in the ordinary general assembly and the extraordinary general assembly are calculated on the basis of one vote per share. Cumulative voting is followed when selecting the members of the board of directors by the general assembly of shareholders.</p>
36	<p><u>Article (36) Decisions:</u></p> <p>The decisions of the General Assembly for transformation and the Ordinary General Assembly are issued by an absolute majority of the shares represented in the meeting, and the decisions of the Extraordinary General Assembly are issued by a two-thirds majority of the shares represented in the meeting, unless the decision is related to an increase or decrease in the capital, or the extension of the company's term, or the dissolution of the company before the expiry of the period specified in its bylaws, or by merging the company into another company or institution, the decision shall not be valid unless it is issued by a majority of three quarters of the shares</p>	<p><u>Article (35) Decisions:</u></p> <p>The decisions of the General Assembly for transformation and the Ordinary General Assembly are issued by an absolute majority of the shares represented in the meeting, and the decisions of the Extraordinary General Assembly are issued by a two-thirds majority of the shares represented in the meeting, unless the decision is related to an increase or decrease in the capital, or the extension of the company's term, or the dissolution of the company before the expiry of the period specified in its bylaws, or by merging the company into another company or institution, the decision shall not be valid unless it is issued by a majority of three quarters of the shares represented at the meeting</p>

	represented at the meeting.	
37	<p><u>Article (37) Discussing the agenda</u></p> <p>Each shareholder has the right to discuss the topics listed on the agenda of the general assemblies and to direct questions about them to the members of the Board of Directors and the auditor. The board of directors or the auditor shall answer the shareholders' questions to the extent that the company's interest is not harmed. If the shareholder believes that the answer to his question is not satisfying, he shall appeal to the assembly and its decision in this regard is effective.</p>	<p><u>Article (36) Discussing the agenda</u></p> <p>Each shareholder has the right to discuss the topics listed on the agenda of the general assemblies and to direct questions about them to the members of the Board of Directors and the auditor. The board of directors or the auditor shall answer the shareholders' questions to the extent that the company's interest is not harmed. If one of the shareholders believes that the answer to his question is not convincing, he shall appeal to the assembly and its decision in this regard is effective.</p>
38	<p><u>Article (38) General Assembly Procedures:</u></p> <p>The general assembly is 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 for that in the absence of the chairman and his deputy. In their possession, on his behalf or by proxy, the number of votes assigned to them, the decisions taken, the decisions that approved or disagreed with them, and an adequate summary of the discussions that took place at the meeting. Minutes are recorded regularly after each meeting in a special register signed by the association's president, secretary and vote collector. The council chairman or whomever he delegates shall certify copies of the extracts of the minutes indicating their conformity with the proven original in the register when submitted to any party.</p>	<p><u>Article (37) General Assembly Procedures:</u></p> <p>Meeting of the general assembly is 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 for that in the absence of the chairman and his deputy in their absence, and in the event that this is not possible, the General Assembly meeting shall be chaired by whomever the shareholders delegate from among the Board members or others by voting. In their possession, on his behalf or by proxy, the number of votes assigned to them, the decisions taken, the decisions that approved or disagreed with them, and an adequate summary of the discussions that took place at the meeting. Minutes are recorded regularly after each meeting in a special register signed by the association's president, secretary and vote collector. The council chairman or whomever he delegates shall certify copies of the extracts of the minutes indicating their conformity with the proven original in the register when submitted to any party.</p>
39	<p><u>Article (39) Appointment of the auditor:</u></p> <p>The company must have an auditor (or more) from among the accounts auditors licensed to work in the Kingdom, to be appointed by the Ordinary General Assembly annually, and to determine his remuneration and the duration of his work or for an unlawful reason.</p>	<p><u>Article (38) Appointment of the auditor:</u></p> <p>The company must have an auditor (or more) from among the auditors licensed in the Kingdom, to be appointed and determining his annual benefits, work scope and duration by the Ordinary General Assembly annually. The General Assembly may terminate the auditor without prejudice to his right to compensation for the damage he suffers if he has a need.</p>
40	<u>Article (40) Examining the Records:</u>	<u>Article (39) Examining the Records:</u>

	<p>The auditor at any time has the right to review the company's books, records and other documents, and he has the right to request data and clarifications that he deems necessary to obtain in order to verify the company's assets, obligations and other matters that fall within the scope of his work. The auditor encountered difficulty in this regard. He proved this in a report submitted to the Board of Directors. If the Board did not facilitate the work of the auditor, he must request the Board of Directors to invite the Ordinary General Assembly to look into the matter.</p>	<p>The auditor at any time has the right to review the company's books, records and other documents, and he has the right to request data and clarifications that he deems necessary to obtain in order to verify the company's assets, obligations and other matters that fall within the scope of his work. The auditor encountered difficulty in this regard. He proved this in a report submitted to the Board of Directors. If the Board did not facilitate the work of the auditor, he must request the Board of Directors to invite the Ordinary General Assembly to look into the matter.</p>
41	<p><u>Article (41) Financial Year:</u></p> <p>The company's financial year begins on the first of January and ends on December 31 of each year, provided that the first fiscal year after the transformation begins from the date of the ministerial decision approving the transformation announcement and ends on December 31 of the following calendar year.</p>	<p><u>Article (40) Financial Year:</u></p> <p>The company's financial year begins on the first of January and ends on December 31 of each year, provided that the first fiscal year after the transformation begins from the date of the ministerial decision approving the transformation announcement and ends on December 31 of the following calendar year.</p>
42	<p><u>Article (42) The Company's Budget:</u></p> <ol style="list-style-type: none"> 1. At the end of each financial year of the company, the board of directors must prepare the company's financial statements and a report on its activity and financial position for the past fiscal year. This report includes the proposed method for distributing profits, and the board puts these documents at the auditor's disposal forty-five days before the date set for convening the general assembly. 2. The company's chairman, chief executive and financial manager must sign the documents referred to in paragraph (1) of this article, and copies of them shall be deposited at the company's head office at the shareholders' disposal at least twenty-one days before the date set for the general assembly. 3. The chairman of the board of directors shall provide the shareholders with the company's financial statements, the 	<p><u>Article (41) The Company's Budget:</u></p> <ol style="list-style-type: none"> 1. At the end of each financial year of the company, the board of directors must prepare the company's financial statements and a report on its activity and financial position for the past fiscal year. This report includes the proposed method for distributing profits, and the board puts these documents at the auditor's disposal forty-five days before the date set for convening the general assembly. 2. The company's chairman, chief executive and financial manager must sign the documents referred to in paragraph (1) of this article, and copies of them shall be deposited at the company's head office at the shareholders' disposal. 3. The chairman of the board of directors shall provide the shareholders with the company's financial statements, the board's report, and the auditor's report after signature if not published via

	board's report, and the auditor's report unless they are 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 the Capital Market Authority, prior to the date of the assembly public for at least fifteen days.	technical means before the date set for the annual general assembly at least 21 days before, he must also submit these documents in accordance with what is specified by the regulations.
43	<p><u>Article (43) Profits to be distributed:</u></p> <p>Distribution of the company's annual net profits after deducting all general expenses and other costs as follows:-</p> <ol style="list-style-type: none"> 1. (10%) of the net profits shall be set aside to form a statutory reserve. The Ordinary General Assembly may discontinue this deduction when the said reserve reaches 30% of the paid-up capital. 2. The Ordinary General Assembly may, upon the proposal of the Board of Directors, set aside a percentage not exceeding (20%) of the net profits to form an agreement reserve for a specific purpose or purposes. 3. The remainder shall be distributed thereafter as a down payment to shareholders equivalent to at least (0%) of the paid-up capital 4. After the foregoing, a percentage not exceeding ten (10%) percent of the remainder shall be allocated to the remuneration of the Board of Directors, provided that in all cases it does not exceed the maximum permissible limits in accordance with the official decisions and instructions issued by the competent authorities in this regard 5. The General Assembly may deduct 10% of the net profits to establish social institutions for the company's employees or use it to grant the company's employees shares in the company as a reward for them. <p>The company may distribute interim dividends to shareholders on a semi-annual or quarterly</p>	<p><u>Article (42) Profits to be distributed:</u></p> <p>Distribution of the profits:</p> <ol style="list-style-type: none"> 1. The Ordinary General Assembly may decide to form other reserves, to the extent that serves the interest of the company or ensures the distribution of fixed profits - as much as possible - to the shareholders. The association may deduct a certain percentage from the net profits to achieve social purposes for the company's employees. 2. The General Assembly shall determine the percentage of net profits to be distributed to shareholders after deducting reserves, if any. 3. The shareholder is entitled to his share of the profits in accordance with the decision of the General Assembly issued in this regard, and the decision indicates the date of maturity and the date of distribution. 4. The association may decide to distribute profits on an annual, semi-annual or quarterly basis, and the association may authorize the board of directors to do so.

	basis after fulfilling the controls and requirements of the Capital Market Authority.	
44	<p><u>Article (44) Payment of Profits:</u></p> <p>The shareholder shall be entitled to his share of the profits in accordance with the decision of the General Assembly issued in this regard, and the decision shall indicate the date of entitlement and the date of distribution, and the entitlement of the profits shall be to the owners of the shares registered in the shareholders' records at the end of the day specified for entitlement.</p>	<p><u>Article (43) Payment of Profits:</u></p> <p>The shareholder shall be entitled to his share of the profits in accordance with the decision of the General Assembly issued in this regard, and the decision shall indicate the date of entitlement and the date of distribution, and the entitlement of the profits shall be to the owners of the shares registered in the shareholders' records at the end of the day specified for entitlement. The Board of Directors must implement the General Assembly's decision regarding the distribution of profits to registered shareholders within (15) working days from the date of entitlement to these dividends specified in the General Assembly's decision or in the Board of Directors' decision requiring the distribution of interim dividends.</p>
45	<p><u>Article (45) Non-distribution of profits</u></p> <p>In the event that no dividends are distributed for any financial year, no dividends may be distributed for the following years except after paying the percentage specified in accordance with the provision of Article (114) of the Companies Law for the holders of non-voice shares for that year. If the company fails to pay this percentage of the profits for a period of three consecutive years, the special assembly of the owners of these shares held in accordance with the provisions of Article (89) of the Companies Law may decide either that they attend the meetings of the company's general assembly and participate in the voting or appoint their representatives to the board of directors in proportion to with the value of their shares in the capital, until the company is able to pay the full priority dividends allocated to the owners of these shares for the previous years.</p>	<u>To be Deleted</u>
46	<u>Article (46) Losses of the Company:</u>	<u>Article (44) Losses of the Company:</u>

	<ol style="list-style-type: none"> 1. If the losses of a joint-stock company amount to half of the paid-up capital, at any time during the fiscal year, an official in the company or an auditor must immediately inform the Chairman of the Board of Directors, and the Chairman of the Board of Directors must inform the members of the Board immediately, and the Board of Directors within fifteen days. Whoever becomes aware of this, invite the extraordinary general assembly to meet within forty-five days from the date of his knowledge of the losses, to decide whether to increase or decrease the company's capital in accordance with the provisions of the Companies Law, to the extent that the percentage of losses drops below half of the paid-up capital, or to dissolve the company Before the deadline specified in Article (6) of this Bylaw. 2. The company is considered dissolved 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 established in this Article, and the subscription has not taken place in Each capital increase within ninety days from the issuance of the Assembly's decision to increase it. 	<ol style="list-style-type: none"> 1. If the losses of a joint-stock company amount to half of the paid-up capital, at any time during the fiscal year, an official in the company or an auditor must immediately inform the Chairman of the Board of Directors, and the Chairman of the Board of Directors must inform the members of the Board immediately, and the Board of Directors within fifteen days. Whoever becomes aware of this, invite the extraordinary general assembly to meet within forty-five days from the date of his knowledge of the losses, to decide whether to increase or decrease the company's capital in accordance with the provisions of the Companies Law, to the extent that the percentage of losses drops below half of the paid-up capital, or to dissolve the company Before the deadline specified in Article (6) of this Bylaw. 2. The company is considered dissolved 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 established in this Article, and the subscription has not taken place in Each capital increase within ninety days from the issuance of the Assembly's decision to increase it
47	<p><u>Article (47) Liability Claim:</u></p> <p>Every shareholder has the right to file a liability lawsuit for the company against the members of the board of directors if the mistake made by them would cause his own damage, provided that the company's right to file it still exists and the shareholder must inform the company of his intention to file the lawsuit.</p>	<p><u>Article (45) Liability Claim:</u></p> <p>Every shareholder has the right to file a liability lawsuit for the company against the members of the board of directors if the mistake made by them would cause his own damage, provided that the company's right to file it still exists and the shareholder must inform the company of his intention to file the lawsuit.</p>
48	<p><u>Article (48) Termination of the Company:</u></p> <p>As soon as the company enters the liquidation stage and maintains the legal personality to the extent necessary for liquidation, the decision of</p>	<p><u>Article (46) Termination of the Company:</u></p> <p>As soon as the company enters the liquidation stage and maintains the legal personality to the</p>

	<p>voluntary liquidation is issued by the extraordinary general assembly. The liquidation decision must include the appointment of the liquidator, specifying his powers, his fees, the restrictions imposed on his powers, and the time period required for liquidation, and it must not exceed The term of voluntary liquidation is five years, and it may not be extended for more than by a court order. The authority of the company's board of directors ends with its dissolution. However, these people remain in charge of managing the company, and they are considered to be liquidators until the liquidator is appointed, and the shareholders' assemblies remain during the liquidation period Its role is limited to exercising its competencies that do not conflict with the competencies of the liquidator.</p>	<p>extent necessary for liquidation, the decision of voluntary liquidation is issued by the extraordinary general assembly. The liquidation decision must include the appointment of the liquidator, specifying his powers, his fees, the restrictions imposed on his powers, and the time period required for liquidation, and it must not exceed The term of voluntary liquidation is five years, and it may not be extended for more than by a court order. The authority of the company's board of directors ends with its dissolution. However, these people remain in charge of managing the company, and they are considered to be liquidators until the liquidator is appointed, and the shareholders' assemblies remain during the liquidation period Its role is limited to exercising its competencies that do not conflict with the competencies of the liquidator.</p>
49	<p><u>Article (49) Companies Law:</u></p> <p>The Companies Law shall apply to everything not mentioned in this Articles of Association.</p>	<p><u>Article (47) Companies Law:</u></p> <p>The Companies Law shall apply to everything not mentioned in this Articles of Association</p>
50	<p><u>Article (50) Publication:</u></p> <p>This system shall be deposited and published in accordance with the Companies Law.</p>	<p><u>Article (48) Publication:</u></p> <p>This system shall be deposited and published in accordance with the companies law and its executive regulation.</p>

Audit Committee Charter	
Before Change	After Change
<p><u>Competencies, powers and responsibilities of the Audit Committee:</u></p> <p>b) Internal Audit:</p> <ul style="list-style-type: none"> •) Monitoring and overseeing the performance and activities of the internal auditor and internal audit department of the Company to ensure the availability of the necessary resources and their effectiveness in performing the assigned tasks and duties. Moreover, if the company do not have internal auditor, the committee should provide recommendation to the board to explain the necessity and importance of assign a new one. 	<p><u>Competencies, powers and responsibilities of the Audit Committee:</u></p> <p>b) Internal Audit:</p> <ul style="list-style-type: none"> •) Monitoring and overseeing the performance and activities of the internal auditor and internal audit department of the Company to ensure the availability of the necessary resources and their effectiveness in performing the assigned activities and duties. <p>c) External Auditor:</p> <ol style="list-style-type: none"> 1) Providing recommendations to the Board to nominate external auditors, dismiss them, determine their remunerations, and assess their performance after verifying their independence and reviewing the scope of their work and the terms of their contracts; 2) Verifying the independence of the external auditor, its objectivity, fairness, and effectiveness of the audit activities, taking into account the relevant rules and standards; 3) reviewing the plan of the Company's external auditor and its activities, and ensuring that it does not provide any technical, administrative or consulting works that are beyond its scope of work, and provides its opinion thereon; 4) Responding to queries of the Company's external auditor; and 5) Reviewing the external auditor's reports and its comments on the financial statements, and following up the procedures taken in connection therewith.
<p><u>Audit Committee Formation and rules of selecting member and membership session:</u></p> <ol style="list-style-type: none"> 1) Audit committee has to be consist of three members and no more than five members, one of the committee must have accounting and financial experience. Moreover, the board has the right to assign member or more from outside the Company. 	<p><u>Audit Committee Formation and rules of selecting member and membership session:</u></p> <ol style="list-style-type: none"> 1) An audit committee shall be formed by a resolution of the Company's Board, and the members of the audit committee shall be from the shareholders or others, The number of the members of the audit committee shall not be less than three or more than five, provided that one of its members is specialized in finance and accounting 2) The audit committee shall have at least one Independent Director among its members.

	3) A member of the audit committee shall not be a member of the audit committees of more than five listed joint stock companies at the same time.
<p><u>Appointment of Committee members and their membership session:</u></p> <ul style="list-style-type: none"> • Taking into account the conditions that must be fulfilled by the members of the Committee referred to in (Fourth) above in these rules, the Committee shall be formed upon a resolution made by the ordinary general meeting on the recommendation of the board of directors. • The term of membership of the members of the Committee shall be specified in a resolution forming the Audit Committee from the ordinary general meeting, provided that the term of membership of the board of directors shall not be exceeded. • A member of the Committee may be reappointed for another term. 	<p><u>The chapter has been removed</u></p>
<p><u>Expiry of the membership of the Committee member and the appointment of a replacement:</u></p> <ul style="list-style-type: none"> • Upon the expiration of the term of a member, during the term of the Committee's work, due to death, resignation, disability or exemption, the board of directors shall appoint another member to occupy the vacancy in the Committee, taking into account the conditions that must be met by the Committee member. In addition, the new member shall complete the term of the member whose membership has expired, provided that this appointment is presented to the ordinary general meeting in its first meeting. In all cases, the number of members of the Committee shall not be less than three. 	<p><u>Expiry of the membership of the Committee member and the appointment of a replacement:</u></p> <p>Upon the expiration of the term of a member, during the term of the Committee's work, due to death, resignation, disability or exemption, the board of directors shall appoint another member to occupy the vacancy in the Committee, taking into account the conditions that must be met by the Committee. In addition, the new member shall complete the term of the member whose membership has expired. In all cases, the number of members of the Committee shall not be less than three.</p>

Policies, Standards and Procedures for Membership of Board of Directors

Before Change	After Change
<p><u>Second. Board Membership Policies:</u></p> <p>2. The Company's General Assembly is responsible for selecting board members.</p> <p>3. The Board of Directors' session lasts for three years, with the exception of the first Board of Directors after the Company has become a joint stock Company in accordance with the Company's bylaws, which shall be five years. The Board of Directors members may be reappointed for an additional session or sessions.</p> <p>14. The Capital Market Authority shall establish an interim committee of knowledge and competence in the number it considers suitable if the President and members of the Board of Directors of the Company submit their resignations or if the General Assembly is unable to elect the Board of Directors of the Company. A President and a Vice President are appointed from among its members to oversee the running of the Company, calling the General Assembly to meet no later than three months after the Committee's formation; and to choose a new board of directors for the Company. Bonuses will be given to the Chairman and Committee members at the expense of the business, as decided by the Board of the Authority</p>	<p><u>Second. Board Membership Policies:</u></p> <p>2. The Company's General Assembly is responsible for electing board members.</p> <p>3. The Board of Directors session will be according to the company's bylaws with maximum period of four years, with the exception of the first Board of Directors after the Company has become a joint stock Company in accordance with the Company's bylaws, which shall be five years. The Board of Directors members may be reappointed for an additional session or sessions</p> <p>14. In case of the chairman and Board members resign, they shall call for the Ordinary General Assembly meeting to convene in order to elect a new Board, and such resignation shall not be effective until a new Board is elected, provided that the period of such continuation of the resigned Board does not exceed (120) days from the date of such resignation. And the Board shall undertake all necessary procedures to elect a new replacement Board before the expiry of the period specified in this paragraph</p> <p>17. In the case of failure to elect a Board for a new session and the session of the current Board has lapsed, the Board members shall continue to perform their duties until a new Board is elected, provided that the period of such continuation of the lapsed Board does not exceed (90) days from the end date of the Board's session. And the Board shall undertake all necessary procedures to elect a new Board before the expiry of the period specified in this paragraph.</p>



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Headquarters in Riyadh

كي بي إم جي للاستشارات المهنية

واجهة روشن ، طريق المطار
صندوق بريد ٩٢٨٧٦
الرياض ١١٦٦٣
المملكة العربية السعودية
سجل تجاري رقم ١٠١٠٤٢٥٤٩٤

المركز الرئيسي في الرياض

Agreed-Upon Procedures on statement of compliance with Article 17 from Part 6 Chapter 1 of the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies

To the shareholders of Dallah Healthcare Company

Purpose of this Agreed-Upon Procedures Report and Restriction on Use and Distribution

In accordance with our KPMG Engagement Letter dated 8 November 2023, our report is solely for the purpose of certifying solvency report for a share buy-back transaction which the Company intends to execute during the fiscal year 2024 and may not be suitable for another purpose. This report is intended solely for the Dallah Healthcare Company ("the Company") and the shareholders and should not be used by, or distributed to, any other parties.

Responsibilities of the Engaging Party

The Engaging party has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement.

The Engaging party (also the Responsible Party) is responsible for the subject matter on which the agreed-upon procedures are performed.

Practitioner's Responsibilities

We have conducted the agreed-upon procedures engagement in accordance with the International Standard on Related Services (ISRS) 4400 (Revised), Agreed-Upon Procedures Engagements as endorsed in the Kingdom of Saudi Arabia. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with the Engaging Party, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion.

Had we performed additional procedures, other matters might have come to our attention that would have been reported.

Professional Ethics and Quality Control

We have complied with the ethical requirements of International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia. For the purpose of this engagement, there are no independence requirements with which we are required to comply.

Our firm applies International Standard on Quality Management (ISQM) 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

KPMG professional Services, a professional closed joint stock company registered in the Kingdom of Saudi Arabia. With the paid-up capital of (40,000,000) SAR. (Previously known as "KPMG Al Fozan & Partners Certified Public Accountants") A non-partner member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved

كي بي إم جي للاستشارات المهنية شركة مهنية مساهمة مقفلة، مسجلة في المملكة العربية السعودية، رأس مالها (٤٠,٠٠٠,٠٠٠) ريال سعودي منقوع بالكامل، المسماة سابقاً "شركة كي بي إم جي للفران وشركاه محاسبون ومراجعون قانونيون". وهي عضو غير شريك في الشبكة العالمية للشركات كي بي إم جي المستقلة ولتأبئة لـ كي بي إم جي العالمية المحدودة، شركة انجليزية محدودة بنسبته. جميع الحقوق محفوظة.



Agreed-Upon Procedures on Statement of compliance with Article 17 from Part 6 Chapter 1 of the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies (Continued)

To the shareholders of Dallah Healthcare Company (continued)

Procedures and Findings

We have performed the procedures described below, which were agreed upon with the Company in the terms of engagement dated 8 November 2023, on statement of compliance with Article 17 from Part 6 (point 3) Chapter 1 of the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies:

	Procedures	Findings
1	<p>Obtained from finance manager, the Schedule of financial information pertaining to the Company's compliance with the solvency requirements (the "Schedule") in connection with Article 17 from Part 6 (point 3) of Chapter 1 of the 'Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies', prepared by the management of the Company, comprising of the following:</p> <ul style="list-style-type: none">- Statement comprising of the working capital of the Company for the periods ended/ending 30 September 2023, 30 June 2024 and 30 June 2025.- The balances of total assets, total liabilities and total contingent liabilities of the Company outstanding as at 30 September 2023.- Balance of retained earnings of the Company, balance of treasury shares after the proposed buy-back and excess of the balance of retained earning over balance of treasury shares (as of the date of addition to treasury shares).	Nothing to report
2	<p>With respect to (a):</p> <ul style="list-style-type: none">- Obtain from finance manager, the working capital budget of the Company for the period ending 30 June 2024 and 30 June 2025 as approved by the CEO and CFO.- Check the arithmetical accuracy of the calculation of the working capital for the periods ended/ending 30 September 2023, 30 June 2024 and 30 June 2025 by agreeing the amounts of the working capital for the periods ended 30 September 2023 to the reviewed consolidated financial statements of the Company while period ending 30 June 2024 and 30 June 2025 to approved working capital budget by CEO and CFO, as obtained from finance manager in step 1 above.	Nothing to report

Agreed- Upon Procedures on Statement of compliance with Article 17 from Part 6 Chapter 1 of the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies (Continued)

To the shareholders of Dallah Healthcare Company (continued)

Procedures and Findings (continued)		
3	<p>With respect to (b):</p> <ul style="list-style-type: none"> - Obtain the closing market price per share of the Company prevailing on (date of the AUP report) from Tadawul and compare the same with the closing market price used by management to estimate the purchase cost of the share buy-back. - Compare the balances of total assets, total liabilities and total contingent liabilities with the reviewed financial statements of the Company as at 30 September 2023. - Check the arithmetical accuracy of the computation of the surplus assets as reported in the schedule therein (being the amount of assets remaining after deduction of liabilities, contingent liabilities and estimated cost of proposed share buy-back). 	<p>Management have used market share price as on 30th September 2023 from Tadawul to estimate the purchase cost of share buy back transaction instead of closing market price on the date of AUP report.</p>
4	<p>With respect to (c):</p> <ul style="list-style-type: none"> - Match the balance of retained earnings with the respective balance in the reviewed consolidated financial statements of the Company as at 30 September 2023. - Match the balance of retained earnings with the respective balance in the approved budget of the Company as at 30 June 2024, as obtained from financial manager in step 3 above. - Check the arithmetical accuracy of the calculation of the balance of retained earnings net of treasury shares balance after the addition of such treasury shares. 	<p>Nothing to report</p>

KPMG Professional Services



Fahad Mubark Aldossari
License No. 469



Riyadh, 15 November 2023
Corresponding to 1 Jumada Al-Awwal 1445H