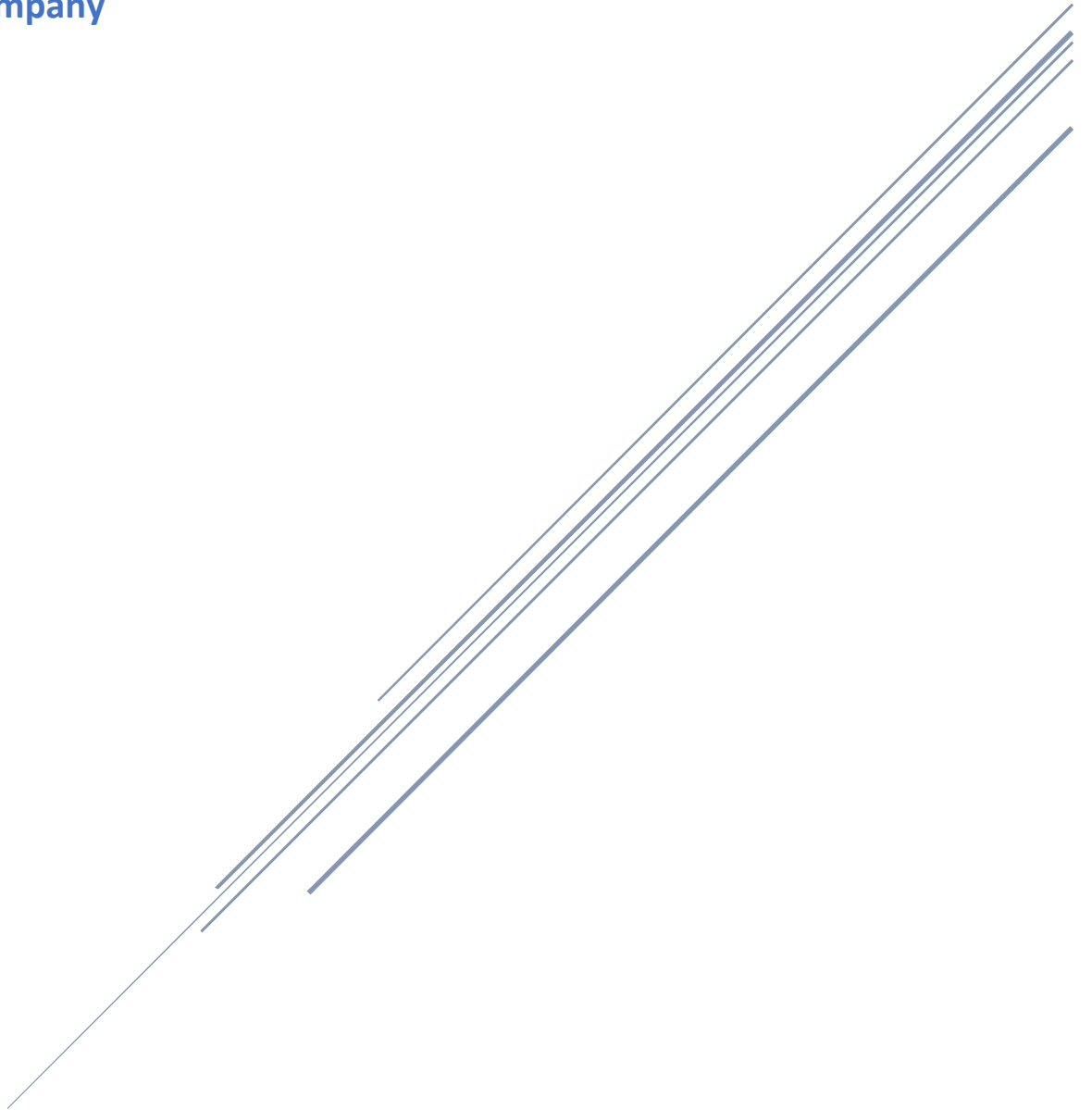




دار المعدات الطبية والعلمية  
Scientific & Medical Equipment House

## SCIENTIFIC & MEDICAL EQUIPMENT HOUSE

**Amendments and additions to the articles of association of the  
company**



## Required amendments to the company's articles of association

All material numbers in the table below have not been affected (as they are in their order in the articles of association) and they need to be updated based on the new materials added and the updates that occurred to the articles of the statute should be rearranged as available to the materials after the addition, s

M	Current article number Before the ) (amendment	Article number After ) (modification	Subject Name	current text	new text	-add ) (delete
1	second subject	second subject	The Company's name	Medical and Scientific Equipment House "Company "Closed Joint Stock Company	Medical and Scientific Equipment House " public or listed company Company "a	delete and add
2	Article 7	Article 7	capital	The capital of the company is set at Saudi riyals (two hundred million 200,000,000 riyals), divided into (20,000,000) nominal shares of equal value, the value of each of them is (10) Saudi riyals, all of which are .ordinary shares	set at 200,000,000 The company's capital was Saudi riyals (two hundred million riyals), divided into (20,000,000) nominal shares of equal value, the value of each of them being Saudi riyals, all of which are ordinary cash (10) .shares	addition
3	Eighth Article	Eighth Article	ription to Subsc shares	Shareholders have subscribed to the entire capital stock amounting to (20,000,000) shares, the value of which is (200,000,000) .(riyals (two hundred million riyals	Shareholders have subscribed to the entire capital stock amounting to (20,000,000) shares, the value of which is (200,000,000) in paid riyals (two hundred million riyals) fully .value	addition
4	Article 10	Article 10	stock issuance	Shares are nominal and may not be issued for less than their nominal value. Rather, they may be issued for a higher value. In this last case, the difference in value is added in a separate item within shareholders' equity, and it may dividends to not be distributed as shareholders. The share is indivisible in the face of the company. If the share is owned by multiple people, they must choose one of them to represent them in the use of the rights related to it, and these people are jointly e obligations arising from the responsible for th .ownership of the share	1- Shares are nominal and may not be issued for less than their nominal value. Rather, they may be issued for a higher value. In this last case, the difference in value is added in a separate item within shareholders' equity, and it may not be dividends to shareholders. distributed as The share is indivisible in the face of the company. If the share is owned by multiple people, they must choose one of them to represent them in the use of the rights related to it, and these people are jointly e obligations arising from responsible for th .the ownership of the share 2- The extraordinary general assembly of the company may, according to the principles set by the competent authority, issue preferred shares or decide to purchase them or convert ordinary shares into erred shares. Ordinary shares out of the pref company's net profits after setting aside the statutory reserve, and the following shall :apply to them	addition



M	Current article number Before the ) (amendment	Article number After ) (modification	Subject Name	current text	new text	-add ) (delete
					<p>أ. If no dividends are distributed for any financial year, then no dividends may be years until distributed for the following after paying the specified percentage in accordance with the provisions of Article one hundred and fourteen) of the Companies Law for Preferred Shareholders for that year</p> <p>ب. If the company fails to pay the specified the percentage in accordance with provisions of Article (114) of the Companies Law for a period of three consecutive years, the Special Assembly of the owners of these shares held in accordance with the provisions of Article of the Companies Law may decide (89) the meetings of the either that they attend General Assembly for the company and participate in voting or appointing their representatives to the board of directors in proportion to the values of their shares in the capital, until the company is able to dends allocated to pay all the priority divi the owners of these shares for the .previous years</p>	
5	(new article)	Article eleven	Issuance of debt instruments and sukuk		<p>The company may, by a decision of the Extraordinary General Assembly, in accordance with the Capital Market Law and other relevant laws and regulations, issue any type of tradable debt instruments such as bonds and sukuk. may The Extraordinary General Assembly authorize the Board of Directors to issue these debt instruments, including bonds and sukuk, whether in part or several Or through a series of issues under one or more programs established by the Board of Directors from and amounts time to time, all at the times approved by the Board of Directors, and it has the right to take all necessary measures to issue them. The company may also, by a decision of the extraordinary general assembly, issue debt</p>	addition



M	Current article number Before the ) (amendment	Article number After ) (modification	Subject Name	current text	new text	-add ) (delete
					instruments or financing instruments that are le into shares after a decision is convertib issued by the extraordinary general assembly specifying the maximum number of shares that may be issued in exchange for those instruments and sukuk, whether those instruments or sukuk are issued in At the same rough a series of issues, or through time, or th one or more programs to issue debt instruments or financing instruments. The board of directors issues, without the need for a new approval from this assembly, new shares in exchange for those papers or instruments the holder requests to transfer that immediately after the end of the transfer request period specified for the holders of those instruments or instruments. The Board of Directors shall month the completion of the procedures for each capital increase in the nner specified in the system for the month ma of the extraordinary general assembly .resolutions	
6	Subject eleven	Article 12	stock trading	The shares subscribed by the founders may not be traded except after publishing the financial of which each , statements for two fiscal years less than twelve months from the date of is not the company's transformation. The bonds of these shares are marked with an indication of their type, the date of the company's transformation, and the period during which trading is prohibited. However, during the rohibition period, the ownership of shares p may be transferred in accordance with the provisions of the sale of rights from one of the founders to another founder or from the heirs of one of the founders in the event of his death event of execution on to third parties or in the the funds of the insolvent or bankrupt founder, provided that the priority of owning those shares is given to the other founders. The provisions of this article shall apply to what the	ibed by the founders may not The shares subscr be traded except after publishing the financial of which each , statements for two fiscal years less than twelve months from the date of is not the company's transformation. The bonds of on of these shares are marked with an indicati 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 ne of the provisions of the sale of rights from o founders to another founder or from the heirs of one of the founders in the event of his death to third parties or in the event of execution on the funds of the insolvent or bankrupt founder, provided that the priority of owning those iven to the other founders. The shares is g provisions of this article shall apply to what the	delete



M	Current article number Before the ) (amendment	Article number After ) (modification	Subject Name	current text	new text	-add ) (delete
				<p>founders subscribe to in the event of an of the expiry in the capital before the increase .prohibition period</p> <p>When a shareholder wishes to sell his shares, the shareholder who wishes to sell his shares must notify the board of directors of the shares a written of for sale by virtue offered ecorded in the shareholders' notification r register, and recorded in the shareholders' register, and the notification includes the for sale, offered number and value of shares and to the shareholders within sixty (60) days buy they from the date of the notification that those shares for the same value offered for their eligibility to the priority purchase of The evaluator should have sufficient . shares experience in the field of stock valuation, and in the event that no agreement was reached on r, the company's choosing a stock evaluato chartered accountant is appointed at the time of purchase as a stock appraiser, and the value reached by the evaluator in this case is the final value on the basis of which acceptance and completion The sale process, and the ts are paid by the shareholder evaluation cos wishing to sell his shares. He wishes to buy from shareholders at the price resulting from the application of the above mechanism, so the shareholder has the right to sell all or part of the shares to others</p>	<p>founders subscribe to in the event of an of the expiry increase in the capital before the .prohibition period</p>	
7	(new article)	Article thirteen	Buying, selling and mortgaging company shares		<p>The company may buy or mortgage its shares in accordance with the regulations issued by the Capital Market Authority, and the shares purchased by the company shall not have Set by the .votes in the shareholders' assembly regulatory authorities, the mortgagee creditor shall have the right to receive profits and use all rights related to the share, except for attending or voting at the shareholders' general assembly meetings, unless otherwise .ortgage contractagreed upon in the m</p>	addition



M	Current article number Before the ) (amendment	Article number After ) (modification	Subject Name	current text	new text	-add ) (delete
8	Article 12	Article 14	Shareholders Register	The company's shares are traded by entering the shareholder register prepared or contracted by the company, which includes the names of the shareholders, their nationalities, places of residence, professions, share numbers and the This entry is .amount raised from them The transfer of indicated on the share. Nor ownership of the nominal share against the company or third parties is considered valid, except from the date of entry in the mentioned register	:Amending the text of the article to read The trading of the company's shares after its for initial offering shall be in accordance with The Law, the Companies the provisions of this Law, and the Financial Market Law and Their The applicable and systems Regulations gdom of Saudi regulations and rules in the Kin the company's which The market in Arabia .shares are offered	delete and add
9	Article 15	Article 17	company management	The company is managed by a board of directors consisting of (6) six members elected by the ordinary general assembly of shareholders for a period of no more than More than three years, and as an exception to this, the founders appoint the first board of .irectors for a period of 3 yearsd	The company is managed by a board of directors consisting of (6) six members elected by the ordinary general assembly of three not exceeding shareholders for a period . years	delete
10	Article 17	Article 19	in Vacant position the council	the position of a member of the board of If directors becomes vacant, the board may appoint a temporary member in the vacant position according to the order of obtaining votes in the assembly that elected the board. Provided that he is one of those who have ufficient experience and must inform the s Ministry of this within five working days from the date of appointment and that the appointment is presented to the Ordinary General Assembly in its first meeting and the new member completes the term of his ssor. If the necessary conditions for the predece convening of the board of directors are not met due to the fact that the number of its members is less than the minimum stipulated in the Companies Law or this system, the rest of the ry general members must invite the ordina assembly to convene within sixty days to elect .the necessary number of members	the position of a member of the Board of If Directors becomes vacant, the Board may appoint a temporary member in the vacant se who position. Provided that he is one of tho have sufficient experience and must inform the Ministry of this within five working days from the date of appointment and that the appointment is presented to the Ordinary General Assembly in its first meeting and the f his new member completes the term o predecessor. If the necessary conditions for the convening of the board of directors are not met due to the fact that the number of its members is less than the minimum stipulated in the Companies Law or this system, the rest of the te the ordinary general members must invi assembly to convene within sixty days to elect .the necessary number of members	delete
11	Article 18	Article 20	Council powers	Taking into account the competences prescribed for the general assembly, the board of directors shall have the widest powers in	Taking into account the powers prescribed for the General Assembly, the Board of Directors shall have the widest powers in managing the	delete



M	Current article number Before the ) (amendment	Article number After ) (modification	Subject Name	current text	new text	-add ) (delete
				managing the company to achieve its purposes, supervising its business and funds, disposing of its affairs, and drawing up the achieve the it follows to eneral policy thatg Not . established purpose for which it was :limited to the following	y to achieve its purposes, supervising compan its business and funds, disposing of its affairs, will it and drawing up the general policy that achieve the purpose for which it was follow to including but not limited to the , established :following	
12	Article 18 Paragraph ( 13 )	,Article 20 paragraph (13)	Council powers	Regarding[ companies] they have the and right...etc, (and even) to sign before them and Capital Market Authority review Competition Entry...etc	horityAnd the audit of the Capital Market Aut (Stock Exchange (Tadawul and the Saudi	delete and add
13	Article 18 Paragraph ( 15 )	Article 20 Paragraph (15)	Council powers	With regard to[ companies and private institutions] representing the company and ....signing	With regard to (companies and civil institutions) representing the company and its ....branches and signing	addition
14	Article 18 Paragraph ( 21 )	Article 20 Paragraph (21)	Council powers	1- With regard to[ Ministries and Authorities] , they have the right to represent the company in its relations 2- The General Investment Authority, the Capital Market Authority, and the Saudi Standards, Metrology and Quality Organization 3- And review the Department of Zakat and . enseIncome and review the Civil Def	1- With regard to (Ministries and Authorities) they have the right to represent the company and its branches in their relations 2- The Capital Market Authority and the Saudi (Stock Exchange (Tadawul 3- Reviewing the Department of Zakat and Income, Civil Defense, Local Content and . Government Procurement Authority	addition
15	Article 18 Paragraph ( 28 )	Article Twenty Paragraph (28)	Council powers	They have the right to form committees and authorize them with whatever powers the council deems appropriate, and to coordinate between these committees, with the aim of quickly deciding on the matters presented to .them	ized They have the right to form special emanating from the council and to committees with whatever powers the authorize them council deems appropriate, determine their remuneration, and coordinate between these committees, with the aim of quickly deciding .on the matters presented to them	dditiona
16	Article 18	Article 20	Council powers	With the exception of that, the Council, by a majority within the limits of its competence, may delegate or delegate one or more of its . members or a third party certain works, as he has the right to or A of the aforementioned on delegate all or some has the right to and he , behalf of the company terminate and cancel the agencies and to .dismiss the agents	1- Except for that, the council may, within the limits of its competence, delegate or delegate one or more of its members or a . third party 2- specific works, as well as the right and a... to delegate to others in all or some of his to terminate works, and he has the right and cancel the agencies and dismiss the .agents	delete
17	Article 20	Article 22	Powers of the Chairman, Deputy, Managing Director	With regard to (Ministries and Authorities), he has the right to represent the company in its relations with others and to sign before	With regard to (Ministries and Authorities), he ompany and its has the right to represent the c branches in their relations with others and to	addition



M	Current article number Before the ) (amendment	Article number After ) (modification	Subject Name	current text	new text	-add ) (delete
			-and Secretary A Powers of the Chairman of the Board (paragraph (1	government agencies and private entities	sign before government agencies and private entities	
18	Article 20	Article 22	Powers of the Chairman, Deputy, Managing Director -and Secretary A Powers of the Chairman of the Paragraph Council (1)	The General Investment Authority, the Capital Market Authority, and the Saudi Standards and Metrology Organization	The General Investment Authority, the Capital Market Authority, the Saudi Stock Exchange Tadawul) and the Saudi Standards and) Metrology Organization	delete and add
19	Article 20	Article 22	Powers of the Chairman, Deputy, Managing Director -and Secretary A Powers of the Chairman of the Board (paragraph (1	And review the Department of Zakat and .Income and review the Civil Defense	Reviewing the Department of Zakat and Income, Civil Defense, and the Local Content .and Government Procurement Authority	addition
20	Article 20	Article 22	Powers of the Chairman, Deputy, Managing Director -and Secretary A Powers of the Chairman of the Board (paragraph (2	The Chairman of the Council, within the limits mentioned competencies, may -of his above delegate or delegate and give the agent the .... right of one or more of its members	The Chairman of the Council may, within the ioned competencies, ment-limits of his above delegate or delegate one or more of its .... members	delete
21	Article 20	Article 22	Powers of the Chairman, Deputy, Managing Director -and Secretary A Powers of the Chairman of the Board (paragraph (2	He also has the right to delegate to others for of the aforementioned on behalf of all or some has the right to terminate and he , the company and cancel the agencies and to dismiss the .agents	He also has the right to delegate to others in all or some of his business, appointing agents and lawyers, and issuing legal agencies, whatever their nature for the company and its branches, and has the right to terminate and cancel the .s the agentsagencies and dismis	delete and add
22	Article 20	Article 22	Powers of the President, Deputy, Managing Director -and Secretary T	And reviewing the General Investment Authority and signing before it, reviewing the Capital Market Authority, entering tenders and .... receiving forms	And reviewing the General Investment Authority and signing before it, reviewing the rity and the Saudi Stock Capital Market Autho Exchange Company (Tadawul), entering	delete and add





M	Current article number Before the ) (amendment	Article number After ) (modification	Subject Name	current text	new text	-add ) (delete
			Powers of the Managing Director (paragraph 2		.... tenders and receiving forms	
23	Article 20	Article 22	Powers of the President, Deputy, Managing Director -and Secretary T Powers of the Managing Director (Paragraph 4	With regard to (companies and private institutions), he has the right to represent the is that company and sign on its behalf in all ..... necessary for	With regard to (companies and private institutions), he has the right to represent the branches and to sign on its company and its ..... to that is necessary behalf with all	addition
24	Article 20	Article 22	Powers of the President, Deputy, Managing Director -and Secretary T Powers of the Managing Director (paragraph 9	With regard to (ministries and agencies), he has the right to represent the company in its With others and signatures in front of relations .....government agencies and private agencies	With regard to (Ministries and Authorities), he ent the company and its has the right to repres branches in their relations with others and to sign before government agencies and private .....agencies	addition
25	Article 20	Article 22	Powers of the President, Deputy, Managing Director -and Secretary T Powers of the Managing Director (paragraph 9	The General Investment Authority, the Capital Market Authority, and the Saudi Standards, Metrology and Quality Organization	The General Investment Authority, the Capital Market Authority, the Saudi Stock Exchange Tadawul), and the Saudi Standards, Metrology ) and Quality Organization	delete and add
26	Article 20	Article 22	Powers of the President, Deputy, Managing Director -cretary T and Se Powers of the Managing Director (paragraph 9	And review the Department of Zakat and .Income and review the Civil Defense	Reviewing the Department of Zakat and Income, Civil Defense, and the Local Content .and Government Procurement Authority	dditiona
27	Article 20	Article 22	Powers of the President, Deputy, Managing Director -and Secretary T Powers of the Managing Director (Paragraph 15	The term of the chairman, his deputy, the Nor managing director and the secretary of the board of directors shall be increased	The term of the chairman, his deputy, the Nor managing director and the secretary shall be f increased if he is a member of the board o directors	addition
28	Article XXI	Article 23	Board meetings	The Board of Directors meets twice a year at the invitation of its Chairman, and the and the ,mail-e invitation is in writing or by	The Board of Directors shall meet whenever the need arises, provided that the number of meetings shall not be less than twice during	delete and add



M	Current article number Before the ) (amendment	Article number After ) (modification	Subject Name	current text	new text	-add ) (delete
				Chairman of the Board must invite the Board to a meeting whenever requested by two of the members	the year, at the invitation of its Chairman or Vice President in the absence of the Chairman. The invitation shall be in writing and may be by hand or sent by mail, fax, e-mail, text messages, or any other means of technology. The meeting shall include the date, statement of the meeting, a time and place the agenda and related papers, and this at least three days before the scheduled date of the meeting, and the chairman of the board must invite the board to the meeting whenever requested by two of the members	
29	Article 31	Article 33	call associations	A copy of the invitation and the agenda shall be sent to the Ministry within the period specified for publication	A copy of the invitation and the agenda shall be sent to the Ministry and the Capital Market Authority, within the period specified for publication	addition
30	Article 32	Article 34	Register of attendance	Shareholders who wish to attend the general names at the their or special assembly register company's head office before the time specified for the assembly	to attend the general wish Shareholders who or special assembly register their names at the company's head office before the time specified for the assembly, or by registering in the modern electronic technology means announcing when company the by specified in the case of assembly and the date of the assembly. electronic voting	addition
31	Article 34	Article 36	Quorum of the Extraordinary General Assembly Meeting	If the necessary quorum is not present in the second meeting, an invitation is sent to a third conditions meeting to be held in the same .stipulated in Article (31) of this bylaw	If the necessary quorum is not present in the second meeting, an invitation is sent to a third meeting to be held in the same conditions .of this bylaw ( 33 ) stipulated in Article	delete and add The article will be modified based on the modification of the article numbering according to the new articles (added)
32	Article 35	Article 37	Voting in associations	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 the cumulative vote must be used to elect the board of .directors	vote for each share he Each subscriber has a represents in the transformational assembly, and each shareholder has a vote for each share in the general assemblies, and the cumulative vote must be used in electing the board of .directors	addition
33	Article 39	Article 41	Committee formation	The Committee shall, by a decision of the Ordinary General Assembly, form an Audit	By a decision of the Ordinary General Assembly, a review committee shall be formed	add /delete



M	Current article number Before the ) (amendment	Article number After ) (modification	Subject Name	current text	new text	-add ) (delete
				Committee consisting of (3) members who are not members of the Executive Board of Directors, whether from shareholders or specify the tasks of others. The resolution shall sp the Committee, its work controls, and the .remuneration of its members	executive members of the Board of -from non ,sDirectors, whether shareholders or other provided that the number of members of the committee shall not be less than (3) and not members . Their nomination, ( 5 ) more than remuneration . term of membership , and their If the position of one of the members of the the Board of ,Audit Committee becomes vacant Directors may appoint a temporary member in that he is among the vacant position, provided those who have experience and sufficient to fill the membership. The Ministry and the Capital Market Authority must be informed of this rking days from the date of within five wo appointment and that The appointment is Assembly in General presented to the Ordinary and the new member , meeting its first .completes the term of his predecessor	
34	Article 46	Article 48	Financial C -Documents	He must also send a copy of these documents to the Ministry, at least fifteen days before the .date of the General Assembly	He must also send a copy of these documents to the Ministry and the Capital Market Authority and the Stock Market Company at least fifteen days before the date , (Tadawul) .of the General Assembly	addition
35	Article 47	Article 49	profit distribution	The company's annual net profits shall be of the net (%10) -distributed as follows: 1 profits shall be set aside to form the statutory reserve of the company, and the Ordinary General Assembly may decide to discontinue reaches such deduction when the said reserve .up capital-of the paid (%30) The Ordinary General Assembly may decide -2 to create other reserves, to the extent that achieves the interest of the company or ensures the distribution of fixed profits as . shareholders the to possible as much om the rest, a percentage representing Fr -3 up capital shall be -of the company's paid (%5) .distributed to the shareholders	The company's annual net profits are :distributed as follows of the net profits shall be set aside to (%10) -1 of the company, and form the statutory reserve the Ordinary General Assembly may decide to discontinue such deduction when the said .up capital-reserve reaches (30%) of the paid The Ordinary General Assembly may, based -2 on the proposal of the Board, set aside (10%) My a reserve fits to formof the net pro is devoted to a specific purpose or agreement .purposes Ordinary General Assembly may decide to The form other reserves, to the extent that achieves the interest of the company or ensures the possible as distribution of fixed profits as much , . shareholders to the The Ordinary General Assembly may, upon -5	addition



M	Current article number Before the ) (amendment	Article number After ) (modification	Subject Name	current text	new text	-add ) (delete
					<p>to the Board of Directors From , proposal a after that to the of the profits distribute the rest in the form of cash or bonus shareholders and it is shares in the capital of the company a not refundable from the shareholders in the proportion proposed by the Board of Directors and approved by the General Assembly, or the is carried over to the next fiscal year after rest ordinary the approval of the General Assembly .shareholders</p> <p>The Ordinary General Assembly may -6 authorize the Board of Directors for a period of one year to distribute interim dividends on a annual basis, and the -quarterly or semi delegation to the Board of Directors is renewed .annually</p> <p>s of any class or Preferred shares holder -7 group are entitled to receive their share of the profits in accordance with the percentages, conditions and times stipulated in this system or in the decisions of the extraordinary general assembly issued in this regard. It shall be if - ibuted to holders of preference sharesdistr and the remainder shall be distributed - any .after that to holders of ordinary shares</p>	
36	Article 49	Article 51	1 -Corporate losses	This is to the extent that the percentage of Without half of the losses decreases to what up capital, or dissolving the company -paid before the term specified in this Companies Regulations	This is to the extent that the percentage of Without half of the losses decreases to what up capital, or dissolving the company -paid .re the term specified in this bylawbefo	delete and add
37	Article 52	Article 54	Final Provisions	The Companies Law and its bylaws shall apply to everything that is not provided for in this Law	The Companies Law and its Bylaws and the Capital Market Authority's Regulations and Regulations shall be applied in everything that is not provided for in this Law	addition