

Agenda of the Extraordinary General Meeting of the Shareholders of NAQI Water Company, scheduled to be held via means of modern technology on Wednesday 18/10/2023 corresponding to 03/04/1445 AH

- 1. Vote on amending the Company's Articles of Association in accordance with the new Companies Law. (Attachment)
- 2. Vote on the operations and contracts that shall be established between the company and Middle East Factory for Machines Co Ltd, in which the member of the Board of Directors, Mr. Zaid Rateb Al-Nazer, has an indirect interest, which is to purchase of supplies and spare parts for production lines. The value of transactions during 2022 amounted to SAR 7,076,653/-, which are transactions that established in the normal course of work and in accordance with the prevailing commercial conditions and without any preferential conditions. (Attachment)
- 3. Vote on the operations and contracts that shall be established between the company and Saqa Group United Co (a company owns 35% of the shares of NAQI Company) in which the member of the Board of Directors, Mr. Mustafa Hasaballah Al-Hufi, has an indirect interest, which is to purchase raw materials for production inputs. The value of transactions during 2022 amounted to SAR 88,542,171/-, which are transactions that established in the course of normal business and in accordance with the prevailing commercial conditions and without any preferential conditions. (Attachment)
- 4. Vote on dividing the company shares according to the follows:
 - Nominal value of the share before the amendment SAR (10)
 - Nominal value of the share after amendment (0,10) (halalas10) SAR
 - Number of Shares Before amendment 20,000,000 Shares
 - Number of Shares after amendment 2,000,000,000 Shares

(No change to be made in the company's capital before or after the stock split process)

If the clause is approved, the partition resolution shall be effective on all shareholders of the company owning the shares on the day of the extraordinary general meeting registered in the register of shareholders of the company with the Securities Depository Center Company (Center Edaa) at the end of the second trading day following the date of the extraordinary general meeting. The effect of the resolution shall be applied to the share price starting from the work day following the convening of the meeting, provided that the resolution to be applied in relation to the number of shares in the shareholders' portfolios on the second trading day following the date of the extraordinary general meeting in which the division of shares was decided.

- Vote on amendment article (7) of the Articles of Association related to the capital of the company to be amended. (Attachment)
- Vote on amendment article (8) of the Articles of Association relating to subscription to shares. (Attachment)
- 5. Vote on amendment Article (3) of the Articles of Association relating to Company Objectives. (Attachment)



<u>Proxy Form</u>

Dear shareholders

السادة المساهمين الكرام،،

السلام عليكم ورحمة الله وبركاته ، وبعد؛

We would like to inform you power of attorney form is unavailable in this ordinary general assembly meeting as it is being held virtually. Accordingly, we call on all shareholders to E-vote by visiting Tadawulaty that registration in the Tadawulaty service and voting are available free of charge For all shareholders.

نود إشعاركم بأن نموذج التوكيل غير متاح وذلك لأنه سيتم عقد اجتماع الجمعية العامة العادية بمشيئة الله تعالى عن طريق وسائل التقنية الحديثة. وعليه، ندعو جميع مساهمي شركة نقي للمياه إلى استخدام التصويت الإلكتروني عن بعد وذلك بزيارة الموقع الخاص بخدمة تداولاتي علماً بأن التسجيل في خدمة تداولاتي والتصويت متاح مجاناً لجميع المساهمين.

website of tadawulaty service: (<u>www.tadawulaty.com.sa</u>) رابط موقع تداولاتی



Attachments

Clause (1)



Amendments to the Articles of Association of Naqi Water Company

Article No.	Title	Text before modification	Text after modification
	CHAPTER (1)	: INCORPORATION OF THE COMPANY CHAPTER (1):	: TRANSFORMATION OF THE COMPANY
	Transformation	In accordance with these articles and the provisions of the Companies Law issued by Royal Decree No. M/3 dated 28/1/1437 AH and its	The company was established in accordance with the provisions of the Companies Law and its executive regulations and these articles, as a Saudi
1	Incorporation	regulations (Naqi Water Company), shall be transformed a limited liability company registered in the Commercial Register in Unaizah Governorate under No. (1128018184) and dated 27/06/1435 AH, from a limited liability company to a closed Saudi joint stock company and the date of 17/01/1444 AH from a closed Saudi joint stock company to a listed Saudi joint stock company according to the following:	joint stock company, according to the following:
2	Company Name	Naqi Water Company (listed joint stock company)	Naqi water company. (listed joint stock company)
3	Company Objectives	The company carries out the following objectives: 1- Manufacturing industries. 2- Transportation and storage 3- Wholesale and retail trade and repair of motor vehicles and motorcycles. 4- Trade. 5- Industry, mining and recycling (beverage making).	The company carries out the following objectives: 1- Manufacturing industries. 2- Transportation and storage 3- Wholesale and retail trade. 4- Trade. 5- Industry, mining and recycling (beverage making).



		The company carries out these activities in accordance with the	6- Egg production.
		applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.	The company carries out these activities in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.
4	Participation and ownership in companies	The company may establish other companies on its own (limited liability or closed joint stock) provided that the capital is not less than five (5) million riyals. It may also own shares and stocks 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 in this regard. The company may also dispose of these shares or quotas, provided that this does not include mediation in their trading. The company may also own, sell, buy and lease the movable and immovable assets.	The company may establish companies in accordance with the Companies Law and its executive regulations. It may also own stocks and stakes in other existing companies or merge with them, and it has the right to participate with others in establishing companies, after fulfilling the requirements of the regulations and instructions followed in this regard. The company may also dispose of these shares or quotas, provided that this does not include mediation in their trading. The company may also own, sell, buy and lease movable and immovable assets.
5	Company's headquarters	The company's headquarter is located in Unaizah, Saudi Arabia. It may establish branches, other offices or agencies inside or outside the Kingdom by a decision of the Board of Directors.	The company's headquarter is located in Unaizah, Saudi Arabia. It may establish branches, other offices, or agencies inside or outside the Kingdom by a decision of the Board of Directors, and the approval of the competent official authorities.
6	Company Duration	The term of the company is ninety-nine (99) calendar years, starting from the date of registration in the commercial register of the company's transformation into a closed joint-stock company. This period may always be extended by a decision issued by the Extraordinary General Assembly at least one year before the expiry of its term.	The duration of the company is ninety-nine (99) calendar years, starting from the date of <u>its registration in the commercial register</u> , and this period may always be extended by a decision issued by the extraordinary general assembly at least one year before the expiry of its term.
		CHAPTER (2): CAPITAL AND SHAR	RES
7	Capital	The company's capital has been set at (200,000,000) Saudi riyals (two hundred million Saudi riyals), divided into (20,000,000) shares (twenty	The company's capital has been set at (200,000,000) Saudi riyals (two hundred million Saudi riyals), divided into (2,000,000,000) shares (tow
			1



		million shares) of equal value, the nominal value of each of which is ten (10) Saudi riyals.		n shares) of equal value, the nominal value of each of which is <u>ten</u>) Saudi halalas.
8	Stock subscription	Shareholders have subscribed to all shares of the company's capital amounting to (20,000,000) shares (twenty million shares) paid in full, with a total value of (200,000,000) Saudi riyals (two hundred million Saudi riyals). All cash amounts have been deposited in the bank's capital.	amou total	cholders have subscribed to all shares of the company's capital unting to (2,000,000,000) shares (tow billion shares) paid in full, with a value of (200,000,000) Saudi riyals (two hundred million Saudi riyals). Is amounts have been deposited in the bank's capital.
	Sale of undervalued shares	The shareholder is obligated to pay the value of the share on the dates specified for that, and if he fails to pay on the due date, the Board of Directors may, after notifying him by e-mail or informing him by a registered letter, sell the share in the public auction or the stock market,	1.	The company may purchase its shares with the approval of the Extraordinary General Assembly in accordance with the Companies Law, its bylaws, and the controls set by the competent authority in this regard.
		as the case may be, in accordance with the controls determined by the competent authority.	2.	The value of the shares subject to purchase must be paid in full, and the aim of the purchase is to reduce the company's capital or to keep the ordinary shares subject of purchase as treasury shares, provided that the percentage of treasury shares does not exceed at any time
9			3.	(10%) of the total class of shares of the company subject to purchase. The debt balance of the treasury shares should not exceed the value
	The company's purchase of its shares and mortgages		4. 5.	of the company's retained earnings. The shares purchased by the company shall not have votes in the shareholders' assemblies. The company may purchase its shares for the following purposes: a. Fulfill the rights of holders of debt instruments or financing
				instruments convertible into shares in accordance with the terms and conditions of those instruments or instruments. b. Exchange them for the acquisition of shares or stakes or the purchase of assets. c. Allocate them to the company's employees within the employee



	······································	M	
			d. <u>If the Board of Directors considers that the market value of the</u>
			share is less than its fair value.
			e. Cancel the shares in accordance with the provisions of capital
			reduction.
			6. The company may purchase its shares for the purpose of allocating
			them to the employees of the company within the employee shares
			program, after the approval of the extraordinary general assembly on the
			shares program allocated to employees. The non-executive board of
			directors within the shares program allocated to employees, and the
			executive members may not vote on the decisions of the board of
			directors related to the program.
			7. The company may sell the treasury shares in one or several stages in
			accordance with the controls set by the competent authorities.
			8. Subject to the controls specified by the Executive Regulations of the
			Companies Law, shares may be mortgaged and the mortgagee may
			receive profits and use the rights related to the share, unless otherwise
			agreed in the mortgage contract. The mortgagee may not attend or vote in
			the meetings of the general assemblies of shareholders.
		Shares are nominal and may not be issued for less than their nominal	The shares shall be nominal, and shares may be issued at a higher or lower
		value. Rather, shares may be issued for a higher than this value. In this	value than this. In this latter case, the difference in value shall be added in a
		latter case, the difference in value is added in a separate item within the	separate item within the shareholders' rights, provided that it is used in
		shareholders' rights, and it is not permissible to distribute them as	accordance with the controls set by the competent authorities. It shall
10	Issuance of shares	dividends to the shareholders. The share is indivisible against the	not be distributed as dividends to the shareholders. The share is indivisible
10	issuance of snares	company. If the share is owned by several persons, they must choose one	against the company. If the share is owned by several persons, they must
		of them to act on their behalf in the use of the rights associated with it,	choose one of them to act on their behalf in the use of the rights associated
		and these persons shall be jointly responsible for the obligations arising	with it, and these persons shall be jointly responsible for the obligations
		from the ownership of the share.	arising from the ownership of the share.
		The company issues share certificates so that they have serial numbers	
11	Share certificates	and are signed by the Chairman of the Board of Directors of the company	
		and are signed by the chairman of the board of Directors of the company	



		or whomever he authorizes from among the members of the Board and	
		stamped with the company's seal and include the share in particular the	Delete the article
		number and date of the ministerial decision authorizing the company's	
		transformation, the number and date of the ministerial decision	
		announcing the company's transformation and the nominal value of the	
		share; its paid amount and the purpose of the company in brief, its main	
		position and its duration, and the shares may have coupons with serial	
		numbers and include the share number attached thereto.	
		Shares subscribed to by the founders may not be traded except after	The company's shares are traded in the stock market in accordance with the
		publishing the financial statements for two financial years, each of which	provisions of the Capital Market Law and its executive regulations.
		is not less than twelve months from the date of the company's	
		incorporation. The deeds of these shares shall be marked with an	
		indication of their type, date of establishment of the company and the	
		period during which trading is prohibited.	
		However, during the prohibition period, ownership of shares may be	
11	Share trading	transferred in accordance with the provisions of selling rights from one	
		shareholder to another shareholder, or from the heirs of a shareholder in	
		the event of his death to third parties, or in the event of execution on the	
		funds of an insolvent or bankrupt shareholder, provided that the priority	
		of owning those shares is given to other shareholders. The provisions of	
		this Article shall apply to what shareholders subscribe to in the event of	
		capital increase before the expiry of the ban period.	
		The shares of the company shall be traded through entry in the register	
		of shareholders prepared or contracted to be prepared by the company,	
12	Shareholder register	which shall include the names of the shareholders, their nationalities,	Delete the article
		places of residence, occupations, share numbers and the amount paid	
		thereof, and the share shall be marked in this entry. The transfer of	



6. Subject to the provisions of the fourth paragraph above, the new shares shall be distributed among the holders of priority rights who have



		5. The shareholder has the right to sell or waive the priority right	requested subscription, in proportion to what they own of priority rights
		during the period from the time of issuance of the General	out of the total priority rights resulting from the capital increase,
		Assembly's decision approving the capital increase to the last	provided that what they obtain does not exceed what they requested of
		day of subscription in the new shares associated with these	the new shares. The remainder of the new shares shall be distributed
		rights, in accordance with the controls set by the competent	among the holders of priority rights who have requested more than their
		authority.	share, in proportion to what they own of priority rights out of the total
		6. Subject to the provisions of the fourth paragraph above, the	priority rights resulting from the capital increase, provided that what
		new shares shall be distributed among the holders of priority	they get does not exceed what they have requested of the new shares,
		rights who have requested subscription, in proportion to what	and the remainder of the shares shall be offered to third parties. Unless
		they own of priority rights out of the total priority rights	otherwise decided by the Extraordinary General Assembly or the
		resulting from the capital increase, provided that what they	Financial Market Regulations.
		obtain does not exceed what they requested of the new shares.	
		The remainder of the new shares shall be distributed among	
		the holders of priority rights who have requested more than	
		their share, in proportion to what they own of priority rights	
		out of the total priority rights resulting from the capital	
		increase, provided that what they get does not exceed what	
		they have requested of the new shares, and the remainder of	
		the shares shall be offered to third parties. Unless otherwise	
		decided by the Extraordinary General Assembly or the	
		Financial Market Regulations.	
		7. The new shares issued as a result of the capital increase may be	
		cash or in-kind, and if there are in-kind shares, the Board of	
		Directors must take the procedures stipulated in the	
		Companies Law to verify the validity of the estimation of these	
		shares.	
		The extraordinary general assembly may decide to reduce the capital if it	The Extraordinary General Assembly may decide to reduce the capital if
13	Capital reduction	exceeds the company's needs or if it incurs losses. In the latter case alone,	it exceeds the company's needs or if it incurs losses. In the latter case
		1 /	1 /



it is permissible to reduce the capital to less than the limit stipulated in Article (fifty-four) of the Companies Law, and the decision to reduce is not issued except after reading a special report prepared by the auditor on the reasons for it, on the obligations of the company, and on the impact of the reduction on these obligations.

If the capital reduction is a result of its excess to the company's need, the creditors must be invited to express their objections to it within sixty (60) days from the date of publication of the reduction decision in a daily newspaper distributed in the region in which the company's head office is located. If one of them objects and submits his documents to the company on the aforementioned date, the company must pay him his debt if it is due or provide him with sufficient guarantee to pay it if it is deferred.

- alone, it is permissible to reduce the capital to less than the limit stipulated in the Companies Law, and the decision to reduce is not issued except after reading a statement prepared by the Board of Directors in the General Assembly on the reasons for the reduction and the company's obligations and the impact of the reduction in fulfilling them. A report from the company's auditor is attached to this statement. But if the capital reduction is a result of its excess to the company's need, the creditors must be invited to express their objections to it within the period specified in the Companies Law from the date specified for holding the extraordinary general assembly meeting to take the decision to reduce, provided that the invitation is accompanied by a statement showing the amount of the capital before The
- decision to reduce, provided that the invitation is accompanied by a statement showing the amount of the capital before The reduction and after it, the date of the meeting and the effective date of the reduction. If one of them objects and submits his documents to the company within the legally mentioned date, the company must pay him his debt if it is due or provide him with sufficient guarantee to fulfill it if it is deferred. Equality must be taken into account among the holders of the shareholders. Shares of the same kind and category when the capital is reduced.



Bonds and Sukuk

14

<u>Debt instruments and</u> financing Sukuk

The company may - by decision of the Extraordinary General Assembly - in accordance with the relevant laws and regulations, issue any type of negotiable debt instruments, whether in Saudi currency or otherwise, inside or outside the Kingdom of Saudi Arabia, such as bonds and sukuk, in accordance with the provisions of Islamic Sharia. The Extraordinary General Assembly may authorize the Board of Directors to issue these debt instruments, including bonds and sukuk, whether in one or several parts, or through a series of issuances under one or more programs established by the Board of Directors from time to time, all at the times, amounts, and conditions approved by the Board of Directors and it has the right to take all necessary actions for its issuance. The company may also - by a decision of the Extraordinary General Assembly - issue debt instruments or financing instruments that are convertible into shares, after the issuance of a decision of the Extraordinary General Assembly specifying the maximum number of shares that may be issued in exchange for those instruments or instruments, whether those instruments or sukuk have been issued at the same time or through a series of issues or through one or more programs to issue debt instruments or financing sukuk. The Board of Directors - without the need for a new approval from this assembly issues new shares in exchange for those instruments or sukuk that their holders request to transfer, immediately after the end of the transfer request period specified for the holders of those instruments or sukuk, in accordance with the provisions of Islamic Sharia. The Board shall take the necessary measures to amend the company's articles of association with regard to the number of issued shares and the capital. The Board of Directors must announce the completion of the procedures for each capital increase in the manner specified in the system for publishing the decisions of the Extraordinary General Assembly.

The company may - by decision of the Extraordinary General Assembly - in accordance with the relevant laws and regulations, issue any type of negotiable debt instruments, whether in Saudi currency or otherwise, inside or outside the Kingdom of Saudi Arabia, such as bonds and sukuk, in accordance with the provisions of Islamic Sharia. The Extraordinary General Assembly may authorize the Board of Directors to issue these debt instruments, including bonds and sukuk, whether in one or several parts, or through a series of issuances under one or more programs established by the Board of Directors from time to time, all at the times, amounts, and conditions approved by the Board of Directors and it has the right to take all necessary actions for its issuance. The company may also - by a decision of the Extraordinary General Assembly - issue debt instruments or financing instruments that are convertible into shares, after the issuance of a decision of the Extraordinary General Assembly specifying the maximum number of shares that may be issued in exchange for those instruments or instruments, whether those instruments or sukuk have been issued at the same time or through a series of issues or through one or more programs to issue debt instruments or financing sukuk. The Board of Directors - without the need for a new approval from this assembly - issues new shares in exchange for those instruments or sukuk that their holders request to transfer, immediately after the end of the transfer request period specified for the holders of those instruments or sukuk, in accordance with the provisions of Islamic Sharia. The Board shall take the necessary measures to amend the company's articles of association with regard to the number of issued shares and the capital. The company's board of directors must complete the procedures for each capital increase in the manner specified in the system for publishing the decisions of the extraordinary general assembly.



CHAPTER (3): THE BOARD OF DIRECTORS

The company is managed by a board of directors consisting of six (6) members elected by the ordinary general assembly of shareholders for a period not exceeding three (3) years. As an exception from that, the appointment of the first board of directors for a period of five (5) years is as follows::

The company is managed by a board of directors consisting of six (6) members elected by the ordinary general assembly of shareholders for a period of <u>four (4) years</u>. The board of directors may be re-elected for <u>other sessions according to the election and nomination procedures based on the applicable regulations and controls set by the competent <u>authority</u>.</u>

Company Management

15

Nationality Sr. Name Position-Mr. / Amin Saudi 4 **Chairman** Abdullah Ali Al-Mallah Mr. Saleh Shabab 2 Saudi Vice chairman Ateeq Al Tarjamei Al Salmi 3 Mr. / Youssef Saudi Director **Mohamed Nasser** Al-Qafari Mr. Abdullah Abdul Saudi Director Rahman Muhammad Al-Rabdi 5 Mr. Mustafa Hasab **Egyptian** Director Allah Hassan Al-Houfi



		6	Mr. / Zaid Nihad Ratib Al-Nazir	Jordanian	Director		
	Expiry of Board	Board m	embership ends with	the expiration of its	term, resignation,	1.	The Board of Directors shall, before the end of its term, call the
	Membership	death, oi	the expiration of the n	nember's validity in a	ccordance with any		Ordinary General Assembly to convene to elect a Board of Directors for
		system o	or instructions in force	in the Kingdom. Hov	vever, the Ordinary		a new term, and if the election cannot be held and the term of the
		General	Assembly may at any ti	me dismiss all or som	e of the members of		current Board term has expired, its members shall continue to perform
		the Boar	d of Directors, withou	t prejudice to the rig	ht of the dismissed		their duties until a Board of Directors is elected for a new term,
		member	towards the company	to claim compensat	ion if the dismissal		provided that the period of tenure of the members of the Board whose
		occurred	for an unacceptable r	eason or at an inappi	ropriate time, and a		term has ended does not exceed the period specified by the executive
		member	of the Board of Directo	ors may retire, provid	led that this is at an		regulations of the Companies Law.
		appropri	ate time, otherwise he	e will be liable by th	e company for the	2.	Membership of the Board ends with the expiry of the period prescribed
		damages	resulting from his retin	rement.			for it, or with the expiration of the member's validity for it in
							accordance with any system or instructions in force in the Kingdom, or
							due to death or resignation, or if he is convicted of a crime that violates
16							honor and trust. The Board, and if the Chairman of the Board resigns,
	Expiry or termination of						the notification must be directed to the remaining directors and the
	Board Membership						Secretary of the Board, and the retirement is effective - in both cases -
	board Wellibership						from the date specified in the notification.
						3.	If the chairman and members of the Board of Directors retire, they
							must call the Ordinary General Assembly to convene to elect a new
							Board of Directors, and the retirement does not apply until the election
							of the new Board, provided that the duration of the retiring Board does
							not exceed the period specified by the regulations, and the Board of
							Directors must take the necessary measures To elect a board of
							directors to replace him before the continuation period specified in the
							system expires.
						4.	The General Assembly may, upon a recommendation from the Board,
							terminate the membership of any member who is absent from



	Ţ~~~~~~~	<u> </u>		
				attending (three) consecutive meetings or (five) separate meetings of
				the Board without a legitimate excuse accepted by the Board.
			5.	The Ordinary General Assembly may dismiss all or some of the
				members of the Board of Directors, and the Ordinary General
				Assembly in this current period shall elect a new Board of Directors or
				someone who replaces the dismissed member (as the case may be) in
				accordance with the provisions of the Companies Law, taking into
				account the controls for dismissing the members of the Board of
				Directors determined by the competent authority.
		If the position of one of the members of the Board of Directors becomes	1.	If the position of a member of the Board of Directors became vacant
		vacant, the Board may appoint a replacement for that member of the		due to his death or retirement, and this vacancy did not result in a
		Board without considering the order of votes in the assembly that elected		breach of the conditions necessary for the validity of the meeting
		the Board, provided that he is has experience and sufficiency, and the		of the Board due to a decrease in the number of its members
		Ministry must be notified of that within five working days from the date		below the minimum stipulated in these articles, the Board may
		of appointment and the appointment shall be presented to the Ordinary		appoint a replacement for that member in the Board, provided that he
		Assembly at its first meeting, and the new member completes the term of		has the experience and adequacy, and the competent authorities must
17	The vacant position in	his predecessor. If the necessary conditions for the meeting of the Board		be notified thereof within (fifteen) working days from the date of
17	the board	of Directors are not met because the number of its members is less than		appointment, and that the appointment be presented to the Ordinary
		the minimum stipulated in the Companies Law or these articles, the rest		Assembly at its first meeting, and the new member completes the term
		of the members must invite the Ordinary General Assembly to convene		of his predecessor.
		within sixty days to elect the necessary number of members.	2.	If the necessary conditions for the meeting of the Board of Directors are
				not met due to a decrease in the number of its members below the
				minimum stipulated in the Companies Law or these articles, the rest of
				the members must invite the Ordinary General Assembly to convene
				within sixty days to elect the necessary number of members.
		Taking into account the terms of reference of the General Assembly, the	Tak	ing into account the terms of reference of the General Assembly, the
		Board of Directors shall have the widest powers and authorities in	Boa	ard of Directors shall have the widest powers and authorities in managing
18	Board Powers	managing the company and conducting its affairs in a way that achieves	the	company and conducting its affairs in a way that achieves its objectives,
		its objectives, and it may, for example but not be limited to:	and	l it may, for example but not be limited to:



- 1. Developing the company's internal regulations and policies.
- 2. Approving the company's vision, strategies, work plans, and approving its operational plans and budgets, annual capital budget, and others.
- 3. Concluding, signing and executing all contracts and agreements, including without limitation contracts for purchase, sale, lease, rental, agencies, concession, financial hedging contracts, and other documents, contracts, transactions and deals on behalf of the company, entering into tenders, submitting bids, competing, accepting and rejecting the award on its behalf.
- 4. Dealing in the name of the company with all banks operating in the Kingdom or abroad, opening, managing, operating and closing bank accounts, withdrawing and depositing, issuing and preparing bonds and checks, signing all commercial papers and documents, obtaining loans and other credit facilities that are compatible with Sharia for any period, including loans that exceed three years. (3) years, from government funding funds and institutions, commercial banks, financial houses, or companies and individuals, including the company's shareholders, issuing guarantees and guarantees in favor of any party, and concluding all transactions transferring ownership, including mortgaging all the company's funds and assets, including shares, bonds, real estate, and lands. And buildings when he sees that in the interest of the company, and he has the right to invest the company's money and invest it in any way, create, open, manage and close the company's portfolios and investment accounts that are compatible with Islamic Sharia in banks and investment companies inside and outside the Kingdom of Saudi Arabia and sell and buy goods, building materials, land, real estate and the like and establish Investment fund companies inside and outside the Kingdom of Saudi Arabia, and he has the right to authorize all of this,

- 1. Developing the company's internal regulations and policies.
- 2. Approving the company's vision, strategies, work plans, and approving its operational plans and budgets, annual capital budget, and others.
- 3. Concluding, signing and executing all contracts and agreements, including without limitation contracts for purchase, sale, lease, rental, agencies, concession, financial hedging contracts, and other documents, contracts, transactions and deals on behalf of the company, entering into tenders, submitting bids, competing, accepting and rejecting the award on its behalf.
- 4. Dealing in the name of the company with all banks operating in the Kingdom or abroad, opening, managing, operating and closing bank accounts, withdrawing and depositing, issuing and preparing bonds and checks, signing all commercial papers and documents, obtaining loans and other credit facilities that are compatible with Sharia for any period, including loans that exceed three years. (3) years, from government funding funds and institutions, commercial banks, financial houses, or companies and individuals, including the company's shareholders, issuing guarantees and guarantees in favor of any party, and concluding all transactions transferring ownership, including mortgaging all the company's funds and assets, including shares, bonds, real estate, and lands. And buildings when he sees that in the interest of the company, and he has the right to invest the company's money and invest it in any way, create, open, manage and close the company's portfolios and investment accounts that are compatible with Islamic Sharia in banks and investment companies inside and outside the Kingdom of Saudi Arabia and sell and buy goods, building materials, land, real estate and the like and establish Investment fund companies inside and outside the Kingdom of Saudi Arabia, and he has the right to authorize all of this, issue promissory notes and other commercial papers, carry out all transactions, conclude all banking agreements and deals, sell, buy, or



issue promissory notes and other commercial papers, carry out all transactions, conclude all banking agreements and deals, sell, buy, or mortgage the company's real estate and assets, and discharge the debtors of the company from their obligations and indebtedness.

- 5. Approval of the internal, financial, administrative, technical and control regulations, including the policies and regulations of the company's employees, appointing department managers and senior positions, defining their terms of reference, terminating their services, paying their dues, requesting work visas, exit, return and final exit for the company's employees and guarantors, transferring and waiving their sponsorships and managing their affairs in accordance with the regulations. in force in the Kingdom, appointing those responsible for managing the company with experience and competence, as the Board deems appropriate, and determining their duties and rewards.
- 6. Delegate those responsible for managing the company the authority to sign on behalf of the company within the limits of the rules set by the Board of Directors.
- 7. Forming committees and assigning to them whatever powers the Board deems appropriate, and coordinating between these committees, with the aim of speedy decision-making on matters presented to it.
- 8. Approving the establishment of subsidiaries, branches, offices and agencies for the company inside and outside the Kingdom, and contributing to any of the companies. He also has the right to represent the company in signing the founding contracts of the companies in which it participates, and purchasing shares and stocks.
- 9. Employment, acceptance, determination and receipt of the price, and signing before His Eminence the Notary Public in all parts of the

mortgage the company's real estate and assets, and discharge the debtors of the company from their obligations and indebtedness.

- 5. Approval of the internal, financial, administrative, technical and control regulations, including the policies and regulations of the company's employees, appointing department managers and senior positions, defining their terms of reference, terminating their services, paying their dues, requesting work visas, exit, return and final exit for the company's employees and guarantors, transferring and waiving their sponsorships and managing their affairs in accordance with the regulations. in force in the Kingdom, appointing those responsible for managing the company with experience and competence, as the Board deems appropriate, and determining their duties and rewards.
- 6. Delegate those responsible for managing the company the authority to sign on behalf of the company within the limits of the rules set by the Board of Directors.
- 7. The Board of Directors may, by its decision, form an appropriate number of committees in accordance with the requirements of the system and the needs of the company, and it has all the powers to define the scope of its specializations, tasks, procedures and provisions of its work, and to appoint and dismiss its members and determine their remuneration in light of the relevant regulations and the work regulations of each committee and the mechanism for following up the work of those committees within the regulations Governance approved by the Board so that the Board can effectively perform its responsibilities.
- 8. Approving the establishment of subsidiaries, branches, offices and agencies for the company inside and outside the Kingdom, and contributing to any of the companies. He also has the right to represent the company in



Kingdom and abroad on any instruments for sale or purchase. They may also obtain licenses for clearance, land planning, follow-up and review of municipalities, request cadastral declarations, and sign and extract all papers, documents, documents and contracts related to that. They also have the right to appoint experts and arbitrators, assign lawyers, pay their fees and dismiss them. They also have the right to authorize or authorize others to carry out certain work or actions on behalf of the company, and they have the right to terminate and cancel agencies and dismiss agents.

10. The Board may, within the limits of its competence, authorize one or more of its members or a third party to undertake a specific work or actions. He has the right to participate in other companies and to dispose of their assets, property and real estate, and he has the right to buy, accept and pay the price, mortgage, release the mortgage, sell, empty, collect the price and deliver the price.

The Board may delegate all or some of these powers to one or more parties as it deems appropriate.

signing the founding contracts of the companies in which it participates, and purchasing shares and stocks.

- 9. Employment, acceptance, determination and receipt of the price, and signing before His Eminence the Notary Public in all parts of the Kingdom and abroad on any instruments for sale or purchase. They may also obtain licenses for clearance, land planning, follow-up and review of municipalities, request cadastral declarations, and sign and extract all papers, documents, documents and contracts related to that. They also have the right to appoint experts and arbitrators, assign lawyers, pay their fees and dismiss them. They also have the right to authorize or authorize others to carry out certain work or actions on behalf of the company, and they have the right to terminate and cancel agencies and dismiss agents.
- 10. The Board may, within the limits of its competence, authorize one or more of its members or a third party to undertake a specific work or actions. He has the right to participate in other companies and to dispose of their assets, property and real estate, and he has the right to buy, accept and pay the price, mortgage, release the mortgage, sell, empty, collect the price and deliver the price.

The Board may delegate all or some of these powers to one or more parties as it deems appropriate.

11. It is required that the Board of Directors obtain the approval of the General Assembly when selling assets whose value exceeds (50%) of the value of their total assets, whether the sale is made through one transaction or several transactions, and in this case the transaction that leads to exceeding (50%) of the value of the total assets is considered a transaction that requires the approval of the General Assembly, and this percentage is calculated from the date of the first transaction that took place during the previous (twelve) months.



			Nevertheless, the competent authority may exclude some actions and
			actions from this condition.
		The remuneration of a member of the Board of Directors and all benefits	1. Board members' remuneration:
		he receives - if any - as estimated by the Ordinary General Assembly in	The remuneration of the members of the Board of Directors shall
		accordance with the decisions and official instructions issued in this	consist of a specific amount, an allowance for attending sessions, an
	Remuneration of board	regard, and within the limits stipulated by the Companies Law and its	allowance for expenses, in-kind benefits, or a percentage of the profits.
	members	regulations, and the report of the Board of Directors to the Ordinary	It is permissible to combine two or more of these benefits, and it may
		General Assembly must include a comprehensive statement of all that	be of varying amount, and in the light of a policy issued by the
		the members of the Board of Directors received during the fiscal year in	Remuneration and Nominations Committee and approved by the
		terms of remuneration, expense allowances, and other benefits, and that	Assembly, and it must include The report of the Board of Directors to
		it also includes a statement of what the members of the Board received	the General Assembly at its annual meeting contains a comprehensive
		in their capacity as workers or administrators, or what they received in	statement of all that the members of the Board of Directors received
		exchange for technical, administrative, or consulting work, and it also	during the fiscal year in terms of remunerations, attendance
19		includes a statement of the number of Board sessions and the number of	allowances, expenses allowances, and other benefits, and that it also
		sessions attended by each member from the date of the last meeting of	includes a statement of what the members of the Board received in
		the General Assembly.	their capacity as workers or administrators, or what they received In
	Remuneration of board		return for technical, administrative or consulting work, it should also
	members and		include a statement of the number of Board sessions and the number
	committee members		of sessions attended by each member.
			2. Committee Rewards:
			The Board of Directors determines committee membership rewards,
			attendance allowances and other entitlements based on a policy
			approved by the Board of Directors based on the recommendation of
			the Remuneration and Nomination Committee and approved by the
			General Assembly of Shareholders.
		The Board of Directors shall appoint a Chairman and Vice-Chairman	First: The Board of Directors shall, in its first meeting, appoint a Chairman
20		from among its members, and may appoint a Managing Director. It is not	and Vice-Chairman from <u>among its members</u> , and may appoint a
20		permissible to combine the position of Chairman of the Board of	Managing Director from among its members. It is not permissible to
		Directors with any executive position in the company.	



Powers of the Chairman, Vice Chairman and Secretary

The Board of Directors may appoint a CEO for the company from among its members or others under an independent contract, and the Board determines in the appointment decision the competencies, responsibilities and remuneration of the Chief Executive Officer and has the right to dismiss him. One member may combine the positions of Managing Director and Chief Executive Officer.

Appointment of the chairman, vice-chairman and secretary of the board and the managing director or CEO and their powers

The Chairman of the Board of Directors is responsible for the following: 1. Representing the company before third parties and before all courts of all degrees and types, the Notary Public, the Board of Grievances, official agencies and departments, judicial and administrative committees of all types and degrees, labor offices, labor bodies, legal and zakat committees, settlement of banking disputes, primary and higher committees and bodies, other government committees and bodies, and the Department of Zakat and Income And the Ministry of Investment, the police, the Public Prosecution, the Execution Court, the emirates, and ministries, and before all other committees, individuals, companies, or bodies, whether inside or outside the Kingdom, submitting requests in the name of the company, signing them, notifying them, delivering them, and receiving them from any party, and he has the right to plead, defend, dispute, attend sessions on behalf of the company, and establish Hear all claims, claims, conciliation, waiver, admission, denial, answer, wounding, supply of witnesses, data and consent, take all legal measures to implement judgments issued in the interest of the company, appoint lawyers and dismiss them, claim the rights of the company with others, and receive them according to certified checks in the name of the company. Arbitration documents, appointment of experts, receipt and delivery of commercial records, licenses and their amendment, judgment instruments, documents, clearances and commercial papers, application for the implementation of judgments and decisions, allegation of forgery,

combine the position of Chairman of the Board of Directors with any executive position in the company.

Second: The Chairman of the Board of Directors is the person responsible for managing the work of the Board and activating its performance and developing its business. It is also his responsibility to take the necessary measures to ensure that the Board carries out its responsibilities and functions in the light of this and other relevant regulations, and to ensure that the members of the Board are aware of their role and responsibilities and are committed Within the limits and powers specified for the Board of Directors, taking into account those specified for the executive management of the company. Third: The Chairman of the Board of Directors is responsible for inviting the Board to convene, presiding over the Board's sessions, approving the Board's decisions and the extracts taken from them, and setting the agenda for the meetings, taking into account the topics that the Board members or the Chief Executive Officer propose to include. He is also responsible for effectively managing the Board's meetings and encouraging all members to participate. In order to achieve the planned objectives, he is responsible for chairing the general assemblies, and he may delegate these competencies to his deputy or others. The chairman of the board has the right to delegate others to attend the meetings of the general assembly of companies in which the company owns a percentage and to vote on its agenda on behalf of the company.

Fourth: The Board of Directors may appoint a CEO for the company from among its members or others, and one member may combine the positions of managing director and chief executive officer, and the CEO or managing director (if appointed) is responsible for implementing the policies approved by the board of directors and shareholders' assemblies and



submission of terminations and grievances, collection of the company's rights, giving clearances in respect thereof, fulfilling its obligations, paying its debts, and receiving and paying the price. He may appoint agents and lawyers on behalf of the company, issue and terminate powers of attorney, and authorize one or more of its members or third parties to undertake a specific work or actions, and he has the right to delegate others.

- 2. Inviting the Board to meet, chairing the meetings of the Board of Directors and the meetings of the general assembly of shareholders, and approving and signing the decisions of the Board of Directors.
- 3. Attend on behalf of the company in the meetings of the general assembly of the companies in which the company contributes or has shares in it, vote and sign the decisions issued in them. He also has the right to rent, receive the fare, open subscriptions to the chambers of commerce and establish telephones of all shapes and types with the Saudi Telecom Company and telecommunications companies. The other, and the agreement with foreign companies to obtain agencies from them for the company and its registration with the competent authorities and the registration of trademarks and objection to the registration.
- 4. In addition, the Chairman of the Board shall enjoy other powers that the Board of Directors may specify for him in writing. The Vice-Chairman of the Board of Directors shall replace the Chairman of the Board in his absence.

The General Assembly of Shareholders shall determine the special remunerations received by the Chairman and the Managing Director, in addition to the remuneration prescribed for the members of the Board in accordance with Article (21) of these articles.

making decisions As required by the interest of the company, the course of its business and the realization of its objectives, in addition to other specializations and powers determined by the Board of Directors or those indicated in these articles.

Fifth: Taking into account the terms of reference and powers of the

Board of Directors in accordance with the decisions of the Board of

Directors or the decisions of the general assembly of shareholders, the

Chairman of the Board of Directors is responsible for the following: 1. Represent the company before third parties and before all courts of all degrees and types, the Notary Public, the Board of Grievances, official agencies and departments, judicial and administrative committees of all types and degrees, labor offices, labor bodies, legal and zakat committees, settlement of banking disputes, primary and higher committees and bodies, other government committees and bodies, and the Department of Zakat and Income And the Ministry of Investment, the police, the Public Prosecution, the Execution Court, the emirates, and ministries, and before all other committees, individuals, companies, or bodies, whether inside or outside the Kingdom, submitting requests in the name of the company, signing them, notifying them, delivering them, and receiving them from any party, and he has the right to plead, defend, dispute, attend sessions on behalf of the company, and establish Hear all claims, claims, conciliation, waiver, admission, denial, answer, wounding, supply of witnesses, data and consent, take all legal measures to implement judgments issued in the interest of the company, appoint lawyers and dismiss them, claim the rights of the company with others, and receive them according to certified checks in the name of the company. He has the right to decide whether or not he is satisfied with the rulings, appoint arbitrators, sign arbitration documents, appoint experts, receive and deliver commercial records, licenses and their amendments, judgment instruments, documents, clearances and



The Board of Directors shall appoint a secretary to be chosen from among its members or others, and shall be responsible for organizing the meetings and business of the Board, preparing written minutes, keeping their records, preparing correspondence from official and unofficial bodies, and presenting special invitations to attend the Board at the request of the Board. The secretary's remuneration shall be determined by a decision of the Board of Directors, and the term of the Chairman of the Board, his deputy, the managing director, and the secretary, a member of the Board of Directors, shall not exceed the term of membership of each of them in the Board. They may be re-elected and the Board may at any time dismiss them or any of them without prejudice to the right of the dismissed to compensation if the dismissal occurred for an illegitimate reason or at an inappropriate time.

commercial papers, request the implementation of judgments and decisions, claim forgery, submit terminations and grievances, collect the company's rights, give clearances in respect of it, fulfill its obligations, pay off its debts, and collect and pay the price. He may appoint agents and lawyers on behalf of the company, issue and terminate powers of attorney, and authorize one or more of its members or third parties to undertake a specific work or actions, and he has the right to delegate others.

- 2. Inviting the Board to meet, chairing the meetings of the Board of Directors and the meetings of the general assembly of shareholders, and approving and signing the decisions of the Board of Directors.
- 3. Attend on behalf of the company in the meetings of the general assembly of the companies in which the company contributes or has shares in it, vote and sign the decisions issued in them. He also has the right to rent, receive the fare, open subscriptions to the chambers of commerce and establish telephones of all forms and types with the Saudi Telecom Company and other telecommunications companies, and the agreement with foreign companies to obtain agencies from them for the company and its registration with the competent authorities and the registration of trademarks and objection to the registration.
- 4. In addition, the Chairman of the Board shall enjoy other powers that the Board of Directors may specify for him in writing. The Vice-Chairman of the Board of Directors shall replace the Chairman of the Board in his absence.

Sixth: Powers of the Managing Director (if appointed) or the Chief Executive Officer:

The right to sign on behalf of the company all contracts, agreements, documents and papers, including but not limited to assignment instruments before notaries, investment contracts, loan contracts, guarantees and guarantees, contracts for buying, selling, emptying and merging lands, accepting and paying the price and receiving it after the



approval of the Board of Directors or the Chairman of the Board of Directors, and for either of them The right to sign lease and rental contracts, agency and concession contracts, financial hedging contracts, and other contracts, agreements, transactions, deals and commitments, register agencies and trademarks, review records management, extract records, renew records, transfer commercial records, reserve a trade name, open subscriptions to the Chamber of Commerce and renew subscriptions to it Approving and canceling signatures with the Chamber of Commerce, adding and amending activities in commercial records, opening branches of commercial records, signing all documents with the Chamber of Commerce and the Ministry of Commerce, opening, managing, operating and closing bank and investment accounts, issuing checks and credits, withdrawing and depositing, issuing all guarantees, bills of exchange, mortgages, issuing bonds to order and other papers commercial business and carrying out all business and actions, and everything that would lead to the management of the company's affairs and achieve its objectives and all that the Board of Directors entrusts to any of them.

Seventh: The Board of Directors shall appoint a secretary to be chosen from among its members or from others, and shall be responsible for organizing the meetings and business of the Board, preparing written minutes, keeping their records, preparing correspondence from official and unofficial bodies, and submitting special invitations to attend the Board at the request of the Board. The secretary's remuneration shall be determined by a decision of the Board of Directors.

Eighth: The term of the chairman of the board, his deputy, the managing director, and the secretary, a member of the board of directors, does not exceed the term of membership of each of them in the board, and they may be re-elected.



		The Board of Directors meets twice a year at the invitation of its	The Board of Directors meets at least (<u>four</u>) times a year at the invitation of
		Chairman. The invitation shall be in writing and may be delivered by	the Chairman of the Board or his representative, and the invitation is
		hand or sent by post, fax or e-mail, one week prior to the date set for the	written and may be sent to the members of the Board through modern
		meeting, unless the members of the Board agree otherwise. The	technology means such as e-mail, portals, electronic applications, etc.,
21	Board meetings	chairman of the Board shall invite the Board to a meeting when	before a sufficient period of the meeting date. The Board of Directors
		requested to do so by at least two (2) of the members.	determines the location of its meetings, and they may be held using
			modern technology. The chairman or his representative - in his
			absence - must call the Board for a meeting if one of its members so
			requests to discuss any issue or more.
		The meeting of the Board shall not be valid unless attended by at least (3)	1. The meeting of the Board shall not be valid unless attended by at least (3)
		three members in person, and a member of the Board of Directors may	three members in person. A member of the Board of Directors may delegate
		delegate other members to attend the meetings of the Board in	other members to attend the meetings of the Board on his behalf. <u>He may</u>
	Board meeting quorum	accordance with the following controls:	also participate in the meetings of the Board by means of modern
		A A mambay of the Board of Divertors may not someont move than one	technology. The member who participated through these means is
		A- A member of the Board of Directors may not represent more than one member in attending the same meeting.	considered present personally, and in the event that a member of the
		member in attending the same meeting.	Board of Directors delegates another member to attend the meetings
		b- The delegation must be in writing and for a specific meeting.	of the Board, the delegation must be in accordance with the following
			controls:
		C - The representative may not vote on decisions that the system	A- A member of the Board of Directors may not represent more than one
22		prohibits the representative from voting on.	member in attending the same meeting.
		The decisions of the Board are issued by the majority of the votes of the	b- The delegation must be in writing and for a specific meeting, whether by
		members present or represented in it, and in the event of equal votes, the	e-mail or any other means.
	Quorum for Board	side with which the chairperson voted will prevail. In urgent matters, the	C - The representative may not vote on decisions that the system prohibits
	meetings and decisions	Board of Directors may issue resolutions by circulation by presenting	the representative from voting on.
		them to all members separately, unless one of the members requests in	2. The decisions of the Board of Directors shall be issued by the majority of
		writing a meeting of the Board to deliberate on it. The decisions of the	the votes of the members present or represented in it, and when the votes
		Board shall be passed by circulation with the approval of the majority of	are equal, the side with which the session chairperson voted will prevail.
		the members of the Board and shall be presented to the Board of	The decision of the Board of Directors shall be valid from the date of its
		Directors at its first meeting.	



			issuance, unless it is stipulated in it that it applies at another time or
			when certain conditions are met.
			3. In urgent matters, the Board of Directors may issue resolutions by
			circulation by presenting them to all members separately, unless one of the
			members requests in writing a meeting of the Board to deliberate on it. The
			decisions of the Board shall be issued by circulation with the approval of the
			majority of the members of the Board and shall be presented to the Board of
			Directors at its first meeting to record them in the minutes of that
			meeting.
			4. When making decisions, the responsibility rests with all members of
			the Board of Directors if the error arose from a decision passed
			unanimously. As for decisions issued by a majority of opinions, the
			opposing members are not responsible for them if they explicitly prove
			their objection in the minutes of the meeting. Absence from attending
			the meeting in which the decision is issued is not considered A reason
			for exemption from liability, unless it is proven that the absent
			member was not aware of the decision or was unable to object to it
			after learning of it.
			5. The company may provide insurance coverage for a member of its
			board of directors, senior executives and their assistants during the
			term of their work or their membership against any liability or claim
			arising because of their capacity.
		The deliberations and decisions of the Board of Directors are recorded in	1. The deliberations and decisions of the Board of Directors are recorded
		minutes signed by the Chairman of the Board, the members of the Board	in minutes prepared by the Secretary and signed by the Chairman of
		of Directors present, and the Secretary. These minutes are recorded in a	the Board, the members of the Board of Directors present and the
23	Board deliberations	special register signed by the Chairman of the Board of Directors and the	Secretary. These minutes are recorded in a special register signed by
		Secretary.	the Chairman of the Board of Directors and the Secretary.
			2. A member of the Board shall inform the Board of his direct or
			indirect personal interests in the business and contracts that are



			concluded for the account of the company. This notification shall
			be recorded in the minutes of the Board meeting. The interested
			member may not participate in voting on the decision issued in
			this regard.
			3. It is permissible to use the means of modern technology to sign,
			record deliberations and decisions, and record minutes.
			record deliberations and decisions, and record infinites.
		CHAPTER (4): SHAREHOLDERS' ASSEN	MBLIES
	Attendance of	Every subscriber, regardless of the number of his shares, has the right to	1. Shareholders shall have all the rights related to the share, in
	assemblies	attend the transformational assembly, and every shareholder has the	particular the right to obtain a share of the profits to be distributed,
		right to attend the general assemblies of shareholders, and he may	the right to obtain a share of the company's assets upon liquidation,
		delegate another person on his behalf who is not a member of the board	the right to attend shareholders' assemblies, participate in its
	Shareholders rights and	of directors or employees of the company to attend the general assembly.	deliberations and vote on its decisions, and the right to dispose of the
			shares. The right to monitor the work of the Board of Directors and to
			file a liability suit against the members of the Board, and the right to
			inquire and request information in a way that does not harm the
			interests of the company and does not conflict with the Capital Market
			Law and its executive regulations.
24			2. The general assembly of shareholders shall convene in the city in
	attendance of		which the company's head office is located, whether at the company's
	<u>assemblies</u>		headquarters or in any other suitable place. Each shareholder,
			regardless of the number of his shares, has the right to attend the
			shareholders' general assemblies, and he may delegate another person
			on his behalf who is not a member of the board of directors, and the
			agent may One accepts more than one power of attorney from the
			company's shareholders to attend the meeting and vote on their
			behalf, regardless of the number of shares he represents in the
			meeting.



		Shareholders shall invite all subscribers to convene a conversion	
		assembly within forty-five days from the date of the Ministry's decision	
		licensing the transformation of the company. For the meeting to be valid,	
	Turneformericand	a number of subscribers representing at least half of the capital must be	(Delete the article)
25	Transformational	present. If this quorum is not present, the meeting shall be held an hour	
	Assembly	after the end of the period specified for the first meeting, provided that	
		the invitation for the first meeting includes that. In all cases, the second	
		meeting shall be valid regardless of the number of subscribers	
		represented therein.	
	Terms of reference of	The transformational assembly is concerned with the matters mentioned	
26	the transformational	in Article (63) of the Companies Law.	(Delete the article)
	assembly		
		With the exception of matters related to the extraordinary general	
		assembly, the ordinary general assembly is concerned with all matters	(Delete the article)
27	Terms of reference of	related to the company, and it convenes at least once a year during the	
	the Ordinary Assembly	six months following the end of the company's fiscal year. Other ordinary	
		assemblies may be called whenever the need arises.	
		The extraordinary general assembly is concerned with amending the	
	Terms of reference of	company's basic system, with the exception of provisions that it is	(Delete the article)
28	the extraordinary	prohibited from amending by law. It may issue decisions on matters	,
	assembly	falling within the competence of the Ordinary General Assembly, with	
	,	the same terms and conditions prescribed for the Ordinary Assembly.	
		The general or private assembly of the shareholders shall convene at the	1. The General Assembly or the Private Assembly shall convene at the
		invitation of the Board of Directors, and the Board of Directors shall	invitation of the Board of Directors, and the invitation to convene the
		invite the Ordinary General Assembly to convene if requested by the	Assembly shall be at least twenty-one days prior to the date set for it by
	Invitation to assemblies	auditor, the audit committee, or a number of shareholders representing	publishing the invitation and the agenda on the financial market
		at least five percent (5%) of the capital. The auditor may invite the	website (Tadawul) and the company's website, in accordance with the
			controls determined by the competent authority. and standards
			contained in the Companies Law.



		assembly to convene if the board does not invite the assembly within	2. The Board of Directors shall invite the Ordinary General Assembly to
		thirty days from the date of the auditor's request.	convene within (thirty) days if requested by the auditor or one or more
		The invitation to convene the general assembly shall be published in a	shareholders representing (10%) of the company's shares that have
		daily newspaper distributed in the area where the company's head office	voting rights. The auditor may invite the Ordinary General Assembly to
		is located at least twenty-one days prior to the date set for the meeting.	convene if the Board does not invite to the assembly within (thirty) days
		However, it may be sufficient to address the invitation within the	from the date of the auditor's request.
		aforementioned date to all shareholders by registered letters, and the	3. Meetings of the general assemblies of shareholders may be held and
		invitation shall include the agenda, and a copy of the invitation and the	the shareholder may participate in its deliberations and vote on its
		agenda shall be sent to the Ministry of Commerce within the period	decisions by means of modern technology, according to the controls set
		specified for publication.	by the Capital Market Authority.
		specified for publication.	4. The Audit Committee has the right to ask the Board of Directors to
			convene the General Assembly of the company if the Board of Directors
			impedes its work or if the company suffers serious damage or losses.
	A L	Shareholders who wish to attend the General Assembly or the Special	
26	Assembly attendance	Assembly shall register their names at the company's main office prior to	(Delete the article)
	record	the time set for the meeting.	
		The meeting of the Ordinary General Assembly shall not be valid unless	The meeting of the Ordinary General Assembly shall not be valid unless it is
		it is attended by shareholders representing at least a quarter of the	attended by shareholders representing at least a quarter of the shares of
		capital. If the necessary quorum for holding this meeting is not available,	the company that have voting rights. If the quorum is not present for
		the second meeting shall be held an hour after the expiry of the period	this first meeting, the invitation to the second meeting is sent an hour
		specified for the first meeting, provided that the invitation to hold the first	after the expiry of the period specified for the first meeting, provided that
	Quorum of the	meeting includes an indication of the announcement of the possibility of	the invitation to hold the first meeting includes evidence of announcing the
26	Ordinary General	holding this meeting. If the invitation does not include a reference to the	possibility of holding this second meeting . The second meeting shall be
	Assembly meeting	second meeting, the invitation is directed to a second meeting to be held	considered valid regardless of the number of shares that have voting
		within the thirty days following the date of the first meeting that did not	<u>rights</u> represented therein.
		take place, and this invitation is published in the manner stipulated in	
		Article (31) of these articles, and in all cases, the second meeting is valid	
		whatever The number of shares represented therein.	



		The meeting of the Extraordinary General Assembly shall not be valid	The meeting of the Extraordinary General Assembly shall not be valid unless
		unless shareholders representing at least half of the capital are present. If	shareholders representing <u>at least half of the shares of the company that</u>
		this quorum is not present in the first meeting, the second meeting shall	have voting rights attend. If this quorum is not present in the first meeting,
		be held one hour after the end of the period specified for the first	an invitation is sent to a second meeting in the same conditions
		meeting, provided that the invitation to hold the first meeting includes	stipulated in the previous article of these articles.
		evidence of announcing the possibility of holding this meeting. If the	The second meeting shall be valid if attended by a number of
		invitation does not include a reference to the second meeting, the	shareholders representing at least a quarter of the shares of the
	Quorum of the	invitation shall be directed to a second meeting to be held in the same	company that have voting rights. If the necessary quorum is not
27	Extraordinary General	conditions stipulated in Article (31) of these articles.	available in the second meeting, an invitation is directed to a third
	Assembly meeting	In all cases, the second meeting shall be valid if attended by a number of	meeting to be held under the same conditions stipulated in the
		shareholders representing at least a quarter of the capital.	Companies Law, and the meeting will be valid regardless of the number
		If the necessary quorum is not available in the second meeting, an	of shares that have voting rights represented therein.
		invitation is sent to a third meeting to be held under the same conditions	
		stipulated in Article (31) of these articles, and the third meeting is valid	
		regardless of the number of shares represented in it after the approval of	
		the competent authority.	
		Each subscriber has a vote for every share he represents in the	1. Each shareholder has a vote for each share in the Ordinary and
		transformational assembly, and every shareholder has a vote for every	Extraordinary General Assemblies, and the cumulative vote must be used in
		share in the general assemblies. The cumulative vote must be used in	electing the Board of Directors, so that the right to vote per share may not be
		electing the board of directors.	used more than once.
28	Vote in assemblies		2. Members of the Board of Directors may not participate in voting on the
20	vote in assemblies		Assembly's decisions related to their discharge of responsibility for the term
			of their administration and vote on the item of remuneration for Board
			members. They may not vote on the Assembly's decisions that are related to
			business and contracts in which they have a direct or indirect interest or that
			involve a conflict of interest.
		Decisions in the transformational assembly shall be issued by the	The decisions of the Ordinary General Assembly are issued with the
29	Assembly decisions	absolute majority of the shares represented therein, and the decisions of	approval of the majority of the voting rights represented in the
		the ordinary general assembly shall be issued by the absolute majority of	meeting, and the decisions of the Extraordinary General Assembly are
L			



		the shares represented in the meeting. The decisions of the Extraordinary	issued with the approval of (two-thirds) of the voting rights represented
		General Assembly are issued by a two-thirds majority of the shares	in the meeting, unless the decision is related to increasing or decreasing the
		represented in the meeting, unless the decision is related to increasing or	capital, dissolving it, merging it with another company, or dividing it into
		decreasing the capital, extending the term of the company, dissolving it	two or more companies, the decision is not valid in these cases unless it is
		before the expiry of the period specified in its articles of association, or	issued with the approval of (three quarters) of the voting rights
		merging it with another company, in which case the decision is not valid	represented in the meeting.
		unless it is issued by a majority of three quarters of shares represented at	
		the meeting.	
		Each shareholder has the right to discuss the topics on the agenda of the	Each shareholder has the right to discuss the topics on the agenda of the
		Assembly and direct questions in this regard to the members of the Board	Assembly and direct questions in this regard to the members of the Board of
		of Directors and the auditor. The Board of Directors or the auditor shall	Directors and the auditor. The Board of Directors or the auditor shall answer
30	Discussion in	answer the questions of the shareholders to the extent that the interest	the questions of the shareholders to the extent that the interest of the
	assemblies	of the company is not harmed. If the shareholder considers that the	company is not harmed. If the shareholder considers that the answer to his
		answer to his question is not convincing, he shall resort to the assembly	question is insufficient , he shall appeal to the assembly, and its decision in
		and its decision in this regard shall be enforceable.	this regard shall be enforceable.
		The general assemblies of shareholders shall be chaired by the Chairman	1. The general assemblies of the shareholders shall be chaired by the
		of the Board of Directors or his deputy in his absence or whomever the	chairman of the board of directors or his deputy in his absence or
		Board of Directors delegates from among its members for that purpose	whomever the board of directors delegates from among its <u>attending</u>
		in the absence of the Chairman and his deputy. The president appoints a	members in the event of the absence of the chairman of the board of
		secretary for the meeting and a vote collector. Minutes of the meeting of	directors and his deputy. In the event that this is not possible, the
	Presidency of	the assembly shall be written including the number of shareholders	General Assembly shall be chaired by a person delegated by the
31	assemblies and	present or represented, the number of shares held by them in person or	shareholders from among the members of the Board or from others by
	preparation of records	by proxy, the number of votes for them, the decisions taken, the number	voting.
		of votes for or against them, and an adequate summary of the discussions	2. The chairman shall appoint a secretary for the meeting and a vote
		that took place in the meeting. Minutes are recorded regularly after each	collector. Minutes of the meeting of the assembly shall be written including
		meeting in a special register signed by the president of the association, its	the number of shareholders present or represented, the number of shares
		secretary and the collector of votes.	held by them in person or by proxy, the number of votes for them, the
			decisions taken, the number of votes for or against them, and an adequate
L	ı		



			summary of the discussions that took place in the meeting. Minutes are recorded regularly after each meeting in a special register signed by the president of the association, its secretary and the vote collectors.
		CHAPTER (5): AUDIT COMMITTEE – I	DELETE
32	Formation of the committee	By a decision of the Ordinary General Assembly, an audit committee consisting of three non-executive members of the Board of Directors, whether shareholders or others, shall be formed. The decision shall specify the functions of the committee, its work controls, and the remuneration of its members.	(Delete the Article)
33	Committee meeting quorum	The validity of the Audit Committee meeting requires the attendance of the majority of its members, and its decisions are issued by the majority of the votes of those present, and when the votes are equal, the side with which the chairman of the meeting voted will prevail.	(Delete the Article)
34	Terms of reference of the committee	The audit committee is concerned with monitoring the company's business, and for this purpose it has the right to view its records and documents and request any clarification or statement from the members of the board of directors or the executive management. It may request the Board of Directors to convene the General Assembly of the company if the Board of Directors obstructs its work or if the company suffers serious damage or losses.	(Delete the Article)
35	Committee reports	Committee Reports The Audit Committee shall review the company's financial statements, reports and notes submitted by the auditor, and express its views thereon, if any. It shall also prepare a report on its opinion regarding the adequacy of the internal control system in the company and the other work it has undertaken within the scope of its competence. The Board of Directors shall deposit sufficient copies of this report at the company's headquarters at least twenty-one days prior to	(Delete the Article)



		the date of the General Assembly meeting to provide each of the	
		shareholders who desires a copy thereof, and the report shall be read	
		during the meeting.	
		CHAPTER (6): AUDITOR CHAPTER (5)	<u>):</u> AUDITOR
		The company shall have one or more auditors from among the auditors	1. The company must have one or more auditors from among the auditors
	Auditor Appointment	authorized to work in the Kingdom, who shall be appointed annually by	licensed to work in the Kingdom to be appointed by the Ordinary General
	AdditorAppointment	the Ordinary General Assembly and determine his remuneration and	Assembly and determine his remuneration, work duration and scope. He
		term of office. The Assembly may re-appoint him, provided that the total	may be re-appointed, provided that his appointment period does not exceed
		term of his appointment does not exceed five consecutive years, and	the period in accordance with the provisions prescribed by law.
		whoever has exhausted this period may be re-appointed after the lapse	2. According to a decision taken by the General Assembly, the auditor may
		of two years from the date of its expiry. The assembly may also change	be dismissed, and the chairman of the board of directors must inform the
		it at any time without prejudice to its right to compensation if the change	competent authority of the dismissal decision and its reasons, within a
32		occurred at an inappropriate time or for an illegitimate reason.	period not exceeding (five) days from the date of issuance of the decision.
32	Appointment, dismissal and retirement of the		3. The auditor may retire from his mission by virtue of a written report that
			he submits to the company, and his mission ends as of the date of his
			submission or at a later date specified in the notification, without prejudice
	company's auditor		to the company's right to compensation for the damage incurred by it if he is
			required, and the retiring auditor is obligated to submit To the company and
			the competent authority (when submitting the notification) a statement of
			the reasons for his retirement, and the Board of Directors must invite the
			General Assembly to convene to consider the reasons for retirement,
			appoint another auditor and determine his fees, work duration and scope.
		The auditor has the right at any time to view the company's books,	The auditor has the right at any time to view the company's books ,
		records and other documents, and he may also request data and	accounting records and supporting documents, and he may also request
33	Auditor Powers	clarifications that he deems necessary to obtain, in order to verify the	data and clarifications that he deems necessary to obtain, in order to verify
33	Auditor Powers	company's assets and liabilities and other things that fall within the scope	the company's <u>assets</u> and liabilities and other things that fall within the
		of his work. The chairman of the board of directors shall enable him to	scope of his work. The chairman of the board of directors shall enable him
		perform his duty, and if the auditor encounters difficulty in this regard,	to perform his duty, and if the auditor encounters difficulty in this regard, he



СНАР	TER (7): THE COMPANY'S ACC	he shall prove that in a report submitted to the board of directors. If the Board does not facilitate the work of the auditor, it must request the Board of Directors to invite the Ordinary General Assembly to consider the matter. OUNTS AND THE DISTRIBUTION OF PROFITS CHAPTER	shall prove that in a report submitted to the board of directors. If the Board does not facilitate the work of the auditor, it must request the Board of Directors to invite the Ordinary General Assembly to consider the matter, and the auditor may extend this invitation if the Board of Directors does not send it within (thirty) days from the date of the auditor's request. (6): THE COMPANY'S ACCOUNTS AND DISTRIBUTION OF PROFITS
34	FISCAL YEAR	The company's fiscal year begins on the first of January and expires at the end of December of each year, provided that the first fiscal year begins from the date of its registration in the commercial register as a joint stock company, and ends at the end of December of the current year.	The company's fiscal year begins on the first of January and expires at the end of December of each year, provided that the first fiscal year begins from the date of its registration in the commercial register as a joint stock company, and ends at the end of December of the current year
		a. At the end of the fiscal year, the Board of Directors shall prepare the financial statements of the company, and a report on its activities and its financial position for the past fiscal year. This report shall include the proposed method for distributing profits. The Board shall place these documents at the disposal of the auditor at least forty-five days prior to the date set for the convening of the General Assembly.	1. At the end of the company's fiscal year, the board of directors must prepare the company's financial statements and a report on its activities and financial position for the past fiscal year, and this report includes the proposed method for distributing profits. The Board shall place these documents at the disposal of the auditor at least (forty-five) days prior to the date set for the General Assembly meeting.
35	Financial Documents	B. The documents referred to in Paragraph (1) of this Article shall be signed by the chairman of the board of directors of the company, its chief executive officer and financial manager, and copies thereof shall be deposited at the company's main office at the disposal of the shareholders at least twenty-one days prior to the date set for the convening of the general assembly:	2. The chairman of the board of directors of the company or whomever the board delegates, its chief executive officer and its financial manager must sign the documents referred to in Paragraph (1) of this article, and publish them on the financial market website (Tadawul) and the company's website, and copies of them must be deposited in the company's head office under shareholder behaviour. 3. The chairman of the board of directors must publish the company's
		C. The chairman of the board of directors shall provide the shareholders	financial statements, the auditor's report, and the report of the board of
		with the company's financial statements, the report of the board of	directors for the relevant fiscal year, on the website of the financial market (Tadawul) at least (twenty-one) days prior to the date set for the
		directors, and the auditor's report, unless they are published in a daily newspaper distributed at the company's headquarters. He shall also send	general assembly meeting, and he must also deposit these documents



	a copy of these documents to the Ministry of Commerce at least fifteen	in accordance with Determined by the executive regulations of the
	days prior to the meeting of the General Assembly.	Companies Law.
		1. The Ordinary General Assembly (when determining the share of shares in
		the net profits) may decide to form reserves, to the extent that achieves the
		interest of the company or guarantees the distribution of fixed profits (as
		much as possible) to the shareholders. The aforementioned assembly may
	(New Article)	also deduct amounts from the net profits to achieve social purposes for the
		company's employees, or to establish non-profit institutions, or to assist
Formation of reserves		existing institutions to serve the community.
		2. The Ordinary General Assembly may (upon the proposal of the Board of
		Directors) decide to spend these reserves or reserves that the shareholders
		previously decided to set aside, including any reserves that were set aside in
		accordance with any statutory requirements that preceded the date of
		approving this Articles of Association for the benefit of the company or the
		shareholders.
	The company's annual net profits are distributed as follows:	The General Assembly determines the percentage that must be distributed
	1. (10%) of the net profits shall be set aside to form a statutory reserve,	to the shareholders from the net profits after deducting the reserves (if any)
	and the Ordinary General Assembly may stop this set aside when the	according to the recommendation of the Board of Directors in accordance
	aforementioned reserve reaches (30%) of the paid-up capital.	with the requirements of the regulations in this regard, taking into account
	2. The Ordinary General Assembly may decide to form other reserves to	the provisions of these articles.
Division (C.	the extent that serves the interest of the company or ensures the	
Distribution of profits	distribution of fixed profits as much as possible to the shareholders. The	
	aforementioned association may also deduct from the net profits sums	
	to establish social institutions for the company's employees or to assist	
	the existing ones from these institutions.	
	3. The Ordinary General Assembly, based on a proposal by the Board of	
	Formation of reserves Distribution of profits	The company's annual net profits are distributed as follows: 1. (10%) of the net profits shall be set aside to form a statutory reserve, and the Ordinary General Assembly may stop this set aside when the aforementioned reserve reaches (30%) of the paid-up capital. 2. 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 aforementioned association may also deduct from the net profits sums to establish social institutions for the company's employees or to assist



Bividend accrual Bividend accrual Bividend accrual Accrual of dividends and interim earnings Accrual of dividends and interimental earning earni				
4. The entire remainder of the net profits shall be distributed among the shareholders unless the Ordinary General Assembly decides otherwise. The company may distribute interim profits on a semi-annual or quarterly basis in accordance with the controls determined by the competent authority. The shareholder is entitled to his share in the profits in accordance with indicates the decision of the General Assembly issued in this regard. The decision indicates the date of maturity and the date of distribution. The eligibility for profits shall be for the shareholders registered in the shareholder registers at the end of the day specified for the entitlement. According to these articles, the company may distribute interim profits (quarterly or semi-annual) to its shareholders after fulfilling the following controls: a. That the Ordinary General Assembly predict the level of its profits. B. That the company be profitable and regular. C. That it has reasonable liquidity and can reasonably predict the level of its profits. D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the			reserve and allocate it for a specific purpose or purposes decided by the	
Brividend accrual The sharcholders unless the Ordinary General Assembly decides otherwise. The company may distribute interim profits on a semi-annual or quarterly basis in accordance with the controls determined by the competent authority. The sharcholder is entitled to his share in the profits in accordance with the decision of the General Assembly issued in this regard. The decision of the General Assembly issued in this regard. The decision of the General Assembly issued in this regard in the registers at the end of the day specified for the sharcholder registers at the end of the day specified for the entitlement. Accrual of dividends and interim earnings Brain the Ceneral Assembly issued in thi			General Assembly.	
The company may distribute interim profits on a semi-annual or quarterly basis in accordance with the controls determined by the competent authority: The shareholder is entitled to his share of the profits in accordance with the decision of the Seneral Assembly issued in this regard. The decision of the General Assembly issued in this regard in the recommendation of the Board of Directors. The decision shall indicate the for profits shall be for the shareholders registered in the shareholder registers at the end of the day specified for the entidement. Accrual of dividends and interim earnings Accrual of dividends and interim earnings Accrual of dividends and interim earnings. Dividend accrual Accrual of dividends and interim earnings. Accrual of dividends and interim earnings. Accrual of dividends and interim profits in accordance with the decision of the Board of Directors to distribution. The matter of distribution profits to shareholders as determined by the regulations issued in this regard. 2. According to these articles, the company may distribute interim profits (quarterly or semi-annual) to its shareholders after fulfilling the following controls: a. That the Ordinary General Assembly authorize the Board of Directors to distribute interim profits pursuant to a resolution of the Assembly that is to be renewed annually. B. That the company be profitable and regular. C. That it has reasonable liquidity and can reasonably predict the level of its profits: D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the			4. The entire remainder of the net profits shall be distributed among the	
Dividend accrual The shareholder is entitled to his share in the profits in accordance with the decision of the General Assembly issued in this regard. The decision of the General Assembly issued in this regard in the decision of the General Assembly issued in this regard in the decision of the General Assembly issued in this regard in the decision of the General Assembly issued in this regard in the recommendation of the General Assembly issued in this regard in the decision of the General Assembly issued in this regard in the recommendation of the Board of Directors. The decision shall indicate the date of maturity and the date of distribution. The eligibility for profits to shareholders as determined by the regulations issued in this regard in the shareholders as determined by the regulations issued in this regard in the shareholders as determined by the regulations issued in this regard of the General Assembly authorize the Board of Directors to distribution profits to shareholders as determined by the regulations issued in this regard in the recommendation of the Board of Directors. The decision of the General Assembly to the Board of Directors to distribution according to these articles, the company may distribute interim profits profits to shareholders as determined by the regulations is sued in this regard in the recommendation of the Board of Directors. The decision of the General Assembly issued in this regard in the recommendation of the Board of Directors. The decision of the Board of Directors to distribute of the Board of Directors to distribute interim profits to shareholders as determined by the requision of the Board of Directors to distribute interim profits to shareholders as determined by the requision of the Board of Directors to distribute interim profits to shareholders as determined by the requision of the Board of Directors. 1. The shareholder shall be entitled to his shareholder with the decision of the General Assembly seud in this regard in the recommendation of the Board of Direct			shareholders, unless the Ordinary General Assembly decides otherwise.	
Dividend accrual Dividend accrual The shareholder is entitled to his share in the profits in accordance with the decision of the General Assembly issued in this regard. The decision of the General Assembly issued in this regard in the indicates the date of maturity and the date of distribution. The eligibility for profits shall be for the shareholders registered in the shareholder registers at the end of the day specified for the entitlement. Accrual of dividends and interim earnings Accrual of dividends and interime earnings Accrual of dividends and interiment earning in the received in this shareholders have edication to the Board of Directors. The decision of the Easte			The company may distribute interim profits on a semi-annual or	
Dividend accrual The shareholder is entitled to his share in the profits in accordance with the decision of the General Assembly issued in this regard. The decision of the General Assembly issued in this regard in the indicates the date of distribution. The eligibility for profits shall be for the shareholders registered in the shareholder registered in the shareholders registered in the shareholders and interime arnings. Accrual of dividends and interime arnings. D. The company should have available profits for distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the				
Dividend accrual The shareholder is entitled to his share in the profits in accordance with the decision of the General Assembly issued in this regard. The decision indicates the date of maturity and the date of distribution. The eligibility for profits shall be for the shareholders registers at the end of the day specified for the entitlement. Accrual of dividends and interim earnings The shareholder is entitled to his share of the profits in accordance with the decision of the General Assembly issued in this regard in the recommendation of the Board of Directors. The decision shall indicate the date of maturity and the date of distribution. The matter of distribution profits to shareholders as determined by the regulations issued in this regard. Accrual of dividends and interim earnings Accrual of dividends and interim earn				
the decision of the General Assembly issued in this regard. The decision of the General Assembly issued in this regard in the indicates the date of maturity and the date of distribution. The eligibility for profits shall be for the shareholders registered in the shareholder registers at the end of the day specified for the entitlement. Accrual of dividends and interim earnings The decision of the General Assembly issued in this regard in the recommendation of the Board of Directors. The decision shall indicate the date of maturity and the date of distribution. The matter of distributing profits to shareholders as determined by the regulations issued in this regard. 2. According to these articles, the company may distribute interim profits (quarterly or semi-annual) to its shareholders after fulfilling the following controls: a. That the Ordinary General Assembly authorize the Board of Directors to distribute interim profits pursuant to a resolution of the Assembly that is to be renewed annually. B. That the company be profitable and regular. C. That it has reasonable liquidity and can reasonably predict the level of its profits. D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the			,	
Accrual of dividends and interim earnings Accrual of dividends and		Dividend accrual	The shareholder is entitled to his share in the profits in accordance with	1. The shareholder shall be entitled to his share of the profits in accordance
for profits shall be for the shareholders registered in the shareholder registers at the end of the day specified for the entitlement. Accrual of dividends and interim earnings B. That the company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements, 3. The board of directors must include in its annual report submitted to the			the decision of the General Assembly issued in this regard. The decision	with the decision of the General Assembly issued in this regard in the
registers at the end of the day specified for the entitlement. profits to shareholders as determined by the regulations issued in this regard. 2. According to these articles, the company may distribute interim profits (quarterly or semi-annual) to its shareholders after fulfilling the following controls: a. That the Ordinary General Assembly authorize the Board of Directors to distribute interim profits pursuant to a resolution of the Assembly that is to be renewed annually. B. That the company be profitable and regular. C. That it has reasonable liquidity and can reasonably predict the level of its profits. D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the			indicates the date of maturity and the date of distribution. The eligibility	recommendation of the Board of Directors. The decision shall indicate the
Regard. 2. According to these articles, the company may distribute interim profits (quarterly or semi-annual) to its shareholders after fulfilling the following controls: a. That the Ordinary General Assembly authorize the Board of Directors to distribute interim profits pursuant to a resolution of the Assembly that is to be renewed annually. B. That the company be profitable and regular. C. That it has reasonable liquidity and can reasonably predict the level of its profits. D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the			for profits shall be for the shareholders registered in the shareholder	date of maturity and the date of distribution. The matter of distributing
2. According to these articles, the company may distribute interim profits (quarterly or semi-annual) to its shareholders after fulfilling the following controls: a. That the Ordinary General Assembly authorize the Board of Directors to distribute interim profits pursuant to a resolution of the Assembly that is to be renewed annually. B. That the company be profitable and regular. C. That it has reasonable liquidity and can reasonably predict the level of its profits. D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the			registers at the end of the day specified for the entitlement.	profits to shareholders as determined by the regulations issued in this
Accrual of dividends and interim earnings B. That the Company be profitable and regular. C. That it has reasonable liquidity and can reasonably predict the level of its profits. D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the				regard.
Accrual of dividends and interim earnings Accrual of dividends and interim earnings Accrual of dividends and interim earnings B. That the company be profitable and regular. C. That it has reasonable liquidity and can reasonably predict the level of its profits. D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the				2. According to these articles, the company may distribute interim profits
Accrual of dividends and interim earnings Accrual of dividends and interim earnings Accrual of dividends and interim earnings B. That the company be profitable and regular. C. That it has reasonable liquidity and can reasonably predict the level of its profits. D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the				(quarterly or semi-annual) to its shareholders after fulfilling the following
Accrual of dividends and interim earnings Accrual of dividends and interim earnings B. That the company be profitable and regular. C. That it has reasonable liquidity and can reasonably predict the level of its profits. D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the				controls:
Accrual of dividends and interim earnings B. That the company be profitable and regular. C. That it has reasonable liquidity and can reasonably predict the level of its profits. D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the				a. That the Ordinary General Assembly authorize the Board of Directors to
and interim earnings B. That the company be profitable and regular.	38			distribute interim profits pursuant to a resolution of the Assembly that is to
B. That the company be profitable and regular. C. That it has reasonable liquidity and can reasonably predict the level of its profits. D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the				be renewed annually.
profits. D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the		and interim earnings		B. That the company be profitable and regular.
D. The company should have available profits for distribution according to the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the				C. That it has reasonable liquidity and can reasonably predict the level of its
the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the				profits.
proposed to be distributed, after deducting what has been distributed and capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the				D. The company should have available profits for distribution according to
capitalized from those profits after the date of these financial statements. 3. The board of directors must include in its annual report submitted to the				the latest audited financial statements, sufficient to cover the profits
3. The board of directors must include in its annual report submitted to the				proposed to be distributed, after deducting what has been distributed and
3. The board of directors must include in its annual report submitted to the				capitalized from those profits after the date of these financial statements.



		ĭ	to shareholders during the different periods of the fiscal year, in addition to
			the percentage of profits proposed to be distributed at the end of the fiscal
			year and the total of these profits.
			4. Disclosure and announcement of the dividend distribution decision on
			the website of the financial market (Tadawul) as soon as it is taken by the
			Board of Directors.
		1. If the losses of the joint-stock company amount to half of the paid-up	If the company's losses amounted to (half) of the issued capital, the Board of
		capital, at any time during the fiscal year, any official in the company or	Directors must disclose that and the recommendations it reached regarding
		the auditor must immediately inform the chairman of the board of	those losses within (sixty) days from the date of its knowledge of reaching
		directors upon learning of that, and the chairman of the board of	this amount, and call the Extraordinary General Assembly to meet within
		directors must immediately inform the members of the board of that, and	(one hundred and eighty) days from the date of knowledge thereof to
		the board of directors must within Fifteen days from his knowledge of	consider the continuation of the company and take any of the necessary
		that, to call the Extraordinary General Assembly to meet within forty-five	measures to deal with or resolve such losses.
		days from the date of his knowledge of the losses; To decide either to	
		increase or decrease the company's capital in accordance with the	
39	Company losses	provisions of the Companies Law to the extent that the percentage of	
		losses decreases to less than half of the paid-up capital, or to dissolve the	
		company before the deadline specified in the Companies Law:	
		2. The company is considered dissolved by 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 according to the	
		conditions prescribed 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.	
		CHAPTER (8): DISPUTES CHAPTE	ER <u>(7):</u> DISPUTES
40	11.110.1	Each shareholder has the right to file a lawsuit against the company's	1. The company may file a liability lawsuit against the members of the Board
40	Liability lawsuit	liability against the members of the Board of Directors if the mistake they	of Directors due to a violation of the provisions of the corporate law or its



nce or negligence issued sults in damages to the
sults in damages to the
rs decide to file this
company in its conduct,
the liquidator shall file
he company's capital
nt that the company fails
of filing the claim is to
laim is based on a valid
eholder in the company
h (2) of this Article, it is
tors of the intention to
ts filing.
nst the members of the
cause him personal
ATION OF THE
or termination
mination, it enters the
ns of the Companies
not sufficient to pay its
zy law, it must apply to
liquidation procedures
•



	· ·	od of liquidation and its role is limited to exercising its powers that not conflict with the powers of the liquidator.				
CHAPTER (9): FINAL PROVISIONS CHAPTER (10): FINAL PROVISIONS						
42	<u>Companies Law</u>	The Companies Law and its regulations shall be applied in everything that is not provided for in this Law	1. The company is subject to the regulations in force in the Kingdom of Saudi Arabia. 2. Any provision that contradicts the provisions of the Companies Law in these articles shall not be considered and the provisions of the Companies Law shall be applied against it. Anything that is not provided for in these articles shall be subject to the Companies Law and its Executive regulations.			
43	<u>Publication</u>	These articles shall be deposited and published in accordance with the provisions of the Companies Law and its regulations.	These articles shall be deposited and published in accordance with the provisions of the Companies Law and its <u>executive regulations</u> .			



Attachments

Clause from (2) to (3)





شركة نقى للمياه Nagi Water Company

M.s / Shareholders of the Company

Subject: Notification issued by the Board of Directors regarding related party transactions

Greeting.

In accordance with the requirements of Article No. (71) of the Companies Law and Article (28) of the Corporate Governance Regulations issued by the Capital Market Authority, regarding business and contracts with related parties for the fiscal year ending on December 31, 2022 AD, in which a member of the Board of Directors has a direct or indirect interest, As shown below, the names of the members of the Board who have an interest in the contracts executed during the fiscal year 2022 AD are as follows:

Company	Nature of relationship The name of the relevant member	Board member relationship	Nature of the transaction	Transaction value	Term
Middle East Factory for Machines Co. ltd (MEMCO)	Member of the Board of Directors, Zaid Ratib Al- Nazer	Executive Vice President of Middle East Factory for Machines Co. Itd (MEMCO)	Purchase of supplies and spare parts for production lines.	SAR 7,076,653/-	N/A
United Saqi Group (formerly ALSAD Modern & Advanced Co. Ltd.)	Member of the Board of Directors Mustafa Al- Hofy	Chief Financial Officer of Saqi United Group	Purchase of raw materials for production inputs	SAR 88,542,171/-	N/A
	Vice President of the Board, Saleh Shabab Al-Salami (resigned member)	During the past two years, he worked as CEO of the United Saqi Group			

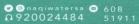




















شركة نقي للمياه Naqi Water Company

The Board of Directors recommends to your esteemed assembly to approve and authorize these transactions for the next year. The company's auditor has been appointed to submit a report regarding these transactions according to the statutory requirements and in accordance with the standards issued by the Saudi Organization for Certified Public Accountants. The Board of Directors would like to inform you of the following:

- 1- To vote on the works and contracts that shall perform during the year 2023 AD, between the company and the Middle East Factory for Machines Co. ltd., in which a member of the Board of Directors, Mr. Zaid Ratib Al-Nazer, has an indirect interest, which is the purchase of supplies, spare parts, production lines and accessories. Note that transactions during the year 2022 AD amounted to SAR 7,076,653/-, and such transactions take place in the normal business race and according to the prevailing commercial terms and without any preferential conditions.
- 2- Vote on the works and contracts that shall perform during the year 2023 AD between the company and the United Saqi Group Company (a company that owns 35% of the shares of Nagi Company), in which a member of the Board of Directors, Mr. Mustafa Hasaballah Al-Hofy, has an indirect interest. Note that transactions during the year 2022, amounted to SAR 88,542,171/-, and such transactions in the normal course of business and on the prevailing commercial terms and without any preferential terms.

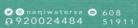
The Board of Directors confirms that the members of the Board that informed the Board of Directors that they have a direct or indirect interest through the transactions that took place did not vote on the decision recommending the transactions.

Chairman of Board of Directors Amin bin Abdullah Al-Mallah















Head office: Moon Tower - 8 Floor P.O. Box 8736, Riyadh 11492 Unified Number: 92 002 4254

Limited assurance report on the declaration submitted by the Board of Directors' on the company's transactions and contracts in which there is any interest for any member of the Board of Directors, whether directly or indirectly "Declaration"

for year ended 31 December 2022

To the shareholders of Nagi Water Company

(Saudi Joint Stock Company)

Unaizah -Kingdom of Saudi Arabia

Based on the request made by the Board of Directors of Nagi Water Company (the 'Company'), we carried out limited assurance procedures on the Declaration submitted by the Chairman of the Board of Directors to the shareholders of Naqi Water Company on the company's transactions and contracts in which there are interests for any member of the Board of Directors, whether directly or indirectly.

SUBJECT MATTER

The subject matter is the Declaration prepared in accordance with the requirements of Article No. (71) of the Companies law in the Kingdom of Saudi Arabia.

APPLICABLE CRITERIA

The applicable criteria against the subject matter are as follows:

- The requirements of Article No. (71) of the Companies law in the Kingdom of Saudi Arabia.
- The company's accounting records and books for the fiscal year ended 31 December 2022.
- · Applied supply chain policies and procedures

MANAGEMENT RESPONSIBILITY

The Company's management is responsible for the preparation of the Declaration in accordance with the Applicable Criteria mentioned in the above section "Applicable Criteria". Further, the Management of the Company is responsible for preparing and presenting the financial information that included in the Declaration Form and for such internal controls determined necessary to the preparation and presentation of the financial information included in the Declaration in accordance with the Applicable Criteria that are free from material misstatement, whether due to fraud or error. Company's management is responsible for maintaining the supporting documents and financial records and books that support these transactions.



P.O. Box 8736, Riyadh 11492 Unified Number : 92 002 4254 Fax: +966 11 278 2883

Limited assurance report on the declaration submitted by the Board of Directors' to the shareholders of Nagi Water Company on the year ended 31 December 2022 (Continued)

OUR RESPONSIBILITY

Our responsibility is to provide a limited assurance report on the subject matter to form an independent conclusion, based on our limited assurance procedures on whether anything has come to our attention to indicate that the Declaration is not prepared in all material respects, in accordance with the applicable criteria set out above

We conducted our engagement in accordance with the International Standard on Audit Engagements 3000 ("Assurance engagements other than audits or reviews of historical financial information") as endorsed in the Kingdom of Saudi Arabia.

Our procedures were designed to obtain a limited level of assurance to form a conclusion on the Declaration by the Company, of any member of the Board of Directors with any interest, both directly and indirectly and as such does not provide all the evidence that would be required to give a reasonable level of assurance

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants endorsed in the Kingdom of Saudi Arabia, which is founded on fundamental principles of integrity, objectivity. professional competence and due care, confidentiality and professional behaviour

The firm applies International Standard on Quality Control (1) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Summary of the Work Performed

Our procedures included the following:

- Agree the information and data included in the Declaration to the company's accounting records and books for the fiscal year ended 31 December 2022.
- Agree the information and data included in the Declaration to the company's financial statements for the fiscal year ended 31 December 2022.

The procedures performed in the limited assurance engagement differ in the nature and timing from the reasonable assurance engagement and are less in scope and thus the level of assurance that is achieved in the limited assurance engagement is much less than the assurance that would have been obtained if a reasonable assurance engagement had been performed.



Head office: Moon Tower - 8 Floor

Limited assurance report on the declaration submitted by the Board of Directors' to the shareholders of Nagi Water Company on the year ended 31 December 2022 (Continued)

CONCLUSION

Based on the limited assurance procedures performed and evidence obtained, nothing has come to our attention causing us to believe that the information included in the attached Declaration are not prepared, in all material respects, in accordance with the applicable criteria.

RESTRICTION OF USE

This report is solely issued for the purpose of submission to the management of the Company along with the Declaration by the Board of Directors therein which discloses any interest for any member of the Board of Directors, both directly or indirectly, and may not be useful, used or provided for any other purposes.

OTHER MATTERS

We have no responsibility to update this report for events and circumstances occurring after the date of this report.

We stamped the attached Declaration for identification purpose only.

For Dr. Mohamed Al-Amri & Co.

Gihad Al-Amri Managing Partner Registration No.362

Date: 10 Dhu al-Qa'dah 1444 (H) Corresponding to: 30 May 2023 (G)

7. Mohammed Al-Amri & Co. Chartenet Accountants, a professional closed joint stock company registered in the Kingdom of Saudi. Arabia under CR no. 1010433982, with paid up capital of SAR (1,000,000) is a member of 800 International United. a UK company Limited by guarantee, and forms gar in the international United the international United the international United the international United by International United. a UK company Limited by guarantee, and forms gar of the international United by International United. a UK company Limited by guarantee, and forms gar of the international United by International United. a UK company Limited by guarantee, and forms gar of the international United by International United. a UK company Limited by guarantee, and forms gar of the international United by International United. a UK company Limited by guarantee, and forms gar of the international United by International



Attachments

Claus (4)



Claus 4

Article No.	Title	Text before modification	Text after modification			
CHAPTER (2): CAPITAL AND SHARES						
7	Capital	The company's capital has been set at (200,000,000) Saudi riyals (two hundred million Saudi riyals), divided into (20,000,000) shares (twenty million shares) of equal value, the nominal value of each of which is ten (10) Saudi riyals.	The company's capital has been set at (200,000,000) Saudi riyals (two hundred million Saudi riyals), divided into (2,000,000,000) shares (tow billion shares) of equal value, the nominal value of each of which is ten (0,10) Saudi halalas.			
8	Stock subscription	Shareholders have subscribed to all shares of the company's capital amounting to (20,000,000) shares (twenty million shares) paid in full, with a total value of (200,000,000) Saudi riyals (two hundred million Saudi riyals). All cash amounts have been deposited in the bank's capital.	Shareholders have subscribed to all shares of the company's capital amounting to (2,000,000,000) shares (tow billion shares) paid in full, with a total value of (200,000,000) Saudi riyals (two hundred million Saudi riyals). All cash amounts have been deposited in the bank's capital.			



Attachments

Claus (5)



Claus 5

Article No.	Title	Text before modification	Text after modification
3	Company Objectives	The company carries out the following objectives: 1- Manufacturing industries. 2- Transportation and storage 3- Wholesale and retail trade and repair of motor vehicles and motorcycles. 4- Trade. 5- Industry, mining and recycling (beverage making). The company carries out these activities in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.	The company carries out the following objectives: 1- Manufacturing industries. 2- Transportation and storage 3- Wholesale and retail trade. 4- Trade. 5- Industry, mining and recycling (beverage making). 6- Egg production. The company carries out these activities in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.