

Bylaws
Jamjoom Pharmaceuticals Factory Co.
Saudi Listed Joint Stock Company

Text before amendment		Text after amendment	
No. Text Article	Text	No. Text Article	Text
Part 1	Part (1): Company's Transformation	Part 1	Part (1): company incorporation
Article (1)	Article 1: Company's Incorporation: Pursuant to the provisions of this Law and the Companies Law and its regulations, the Company shall be transformed into a Saudi Joint Stock Company ("the Company") according to the following:	Article (1)	Article 1: Company's Incorporation: Pursuant to the provisions of this Law and the Companies Law and its regulations, the Company shall be incorporated into a Saudi Joint Stock Company ("the Company") according to the following:
Article (3)	Article 3: Purposes of the Company: The purposes of the Company are: 1. Manufacturing of cosmetics (activity no. 202361) 2. Manufacturing of hand and foot care products (activity no. 202362) 3. Manufacturing of oral and dental cosmetics (activity no. 202371) 4. Manufacturing of medical laboratory reagent (activity no. 202952) 5. Manufacturing of pharmaceutical preparations for human use (activity no. 210010) 6. Manufacturing of pharmaceutical preparations for veterinary use (activity no. 210020) 7. Manufacturing of pharmaceutical substances used in the making of medicines (activity no. 210051). 8. Manufacturing of pharmaceutical substances used in the making of vitamins (activity 210052).	Article (3)	Article 3: Purposes of the Company: The purposes of the Company are: 1. Manufacturing of cosmetics (activity no. 202361) 2. Manufacturing of hand and foot care products (activity no. 202362) 3. Manufacturing of oral and dental cosmetics (activity no. 202371) 4. Manufacturing of medical laboratory reagent (activity no. 202952) 5. Manufacturing of pharmaceutical preparations for human use (activity no. 210010) 6. Manufacturing of pharmaceutical preparations for veterinary use (activity no. 210020) 7. Manufacturing of pharmaceutical substances used in the making of medicines (activity no. 210051). 8. Manufacturing of pharmaceutical substances used in the making of vitamins (activity 210052). 9. Manufacturing of ventilators and medical anesthesia (activity no. 325065) 10. Permanent exhibitions of factory products (activity no. 461024) 11. Export and Import activities (activity 461030)

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عنوان المصنع : رقم القطعة م. ي ١ : ٣، المنطقة الصناعية، المرحلة الخامسة، جدة ، ت: ٩٦٦ ١٢ ٦٠٨ ١١١١ ، ف: ٩٦٦ ١٢ ٦٠٨ ١٢٢٢
العنوان البريدي: ٦٢٦٧، جدة - ٢١٤٤٢، المملكة العربية السعودية، الإدارة: ت: ٩٦٦ ١٢ ٦١٤ ٠٠٩٩، ف: ٩٦٦ ١٢ ٦١٤ ٠٠٨٨

Joint Stock Company - Capital SR. 700 Million, C.R. 4030154596

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9. ~~Manufacturing of chemicals used in making pharmaceutical preparations, which includes (medicines, vitamins, hormonal products, and Pure chemical sugar) (activity no. 210059).~~
10. Manufacturing of ventilators and medical anesthesia (activity no. 325065)
11. Permanent exhibitions of factory products (activity no. 461024)
12. Export and Import activities (activity 461030)
13. Export activities (activity no.: 461031)
14. Import activities (activity no.: 461032)
15. Importing radiopharmaceutical (activity no.: 461043)
16. Wholesaling pharmaceutical **goods** (activity no.: 464951)
17. ~~Non-academic rehabilitation and developmental training institutes and~~ centers (activity no.: 854954)
18. National health training centers activities (activity no.: 854956)
19. **Public hospitals** (activity no.: 861011)
20. Specialized medical complex (activity no.: 862040)
21. ~~Primary healthcare centers (activity no.: 862061)~~
22. ~~National clinics (activity no.: 862062)~~
23. General medical complex (activity no.: 862063)
24. ~~Medical Laboratory centers (activity no.: 862093)~~
25. ~~Medical radiation therapy (activity no.: 869051)~~
26. Legal representation of medical devices and products manufacturers (activity no.: 691061)
27. Head office activities (activity no.: 701012)
28. Providing marketing services on behalf of others (activity no. 731013)

12. Export activities (activity no.: 461031)
13. Import activities (activity no.: 461032)
14. Importing radiopharmaceutical (activity no.: 461043)
15. Wholesaling pharmaceutical **formulation and herbs** (activity no.: 464951)
16. **Warehousing of Pharmaceuticals (activity no.: 521025).**
17. **Commercial Agent for Pharmaceuticals (activity no. 461041).**
18. **Training** centers (activity no.: 854954)
19. National health training centers activities (activity no.: 854956)
20. **Hospitals** (activity no.: 861011)
21. Specialized medical complex (activity no.: 862040)
22. General medical complex (activity no.: 862063)
23. Legal representation of medical devices and products manufacturers (activity no.: 691061)
24. Head office activities (activity no.: 701012)
25. Providing marketing services on behalf of others (activity no. 731013)
26. Pharmaceutical consultation centers in the field of medicines (activity no.: 749077)
27. Activities of scientific offices for pharmaceutical preparations (activity no.: 749052)

the Company shall undertake its activities in accordance with the applicable laws and after obtaining the necessary licenses from the competent authorities, if any.

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	<p>29. Pharmaceutical consultation centers in the field of medicines (activity no.: 749077)</p> <p>30. Activities of scientific offices for pharmaceutical preparations (activity no.: 749052)</p> <p>the Company shall undertake its activities in accordance with the applicable laws and after obtaining the necessary licenses from the competent authorities, if any.</p>		
Article (8)	<p>Article 8: Shareholders' Registry:</p> <p>1. the Company shall prepare a special registry of shareholders' names, their nationalities, data, places of residence, and professions, the number of shares owned by each of them, the share numbers and the amount paid therefrom. the Company may contract to prepare this registry, and it shall be kept in the Kingdom.</p> <p>2. the Company shall provide the commercial register with the data of the register referred to in paragraph (10) of this Article and with any amendment that may arise thereto within (fifteen) days from the registration date of the Company with the commercial register or from the amendment date, as the case may be.</p>	Article (8)	<p>Article 8: Shareholders' Registry:</p> <p>1. the Company shall maintain Shareholders' Registry in accordance with the Capital Market Law and its Implementation Regulations.</p>
Article (9)	<p>Article 9: Stock Exchange:</p> <p>the Company's shares shall be traded upon registration in the shareholders registry, and the transfer of stock title shall not be deemed valid against the Company or others but from the date of registration in the aforementioned registry.</p>	Article (9)	<p>Article 9: Stock Exchange:</p> <p>the Company's shares shall be traded in accordance with the Capital Market Law and its Implementation Regulations.</p>

<p>Article (10)</p>	<p><u>Article 10: Selling the Unpaid Share:</u></p> <ol style="list-style-type: none"> 1. A shareholder shall be committed to paying the share value on the date specified therefor, and if a shareholder fails to pay on the due date, the board of directors may, after informing him through sending a registered letter or by any means of the modern technology, sell the share in a public auction or in the securities market, as the case may be. 2. the Company shall collect from the sale proceeds the amount due to it and shall give the remainder back to the shareholder. If the sale proceeds are not sufficient to fulfill these amounts, the Company may collect the reminder from all the shareholders' funds. 3. The enforcement of rights related to shares that failed to be paid up shall be suspended upon the expiry of the date specified for them until they are sold, or the due amount therefrom is paid in accordance with the provisions of Paragraph (1) of this Article. It includes the right to obtain a share of the net profits decided to be distributed and the right to attend assemblies and vote on their decisions. However, a defaulting shareholder may, until the day of sale, pay the value due to him plus the expenses incurred by the Company in this regard. In this case, the shareholder shall have the right to request the receipt of dividends decided to be distributed. 4. the Company shall revoke the sold share in accordance with the provisions of this Article and give the buyer a new 	<p>Article (10)</p>	<p><u>Article 10: Selling the Unpaid Share:</u></p> <ol style="list-style-type: none"> 1. A shareholder shall be committed to paying the share value on the date specified therefor, and if a shareholder fails to pay on the due date, the board of directors may, after informing him through sending a registered letter or by any means of the modern technology, sell the share in a public auction or in the securities market, as the case may be in accordance with the applicable regulations. 2. the Company shall collect from the sale proceeds the amount due to it and shall give the remainder back to the shareholder. If the sale proceeds are not sufficient to fulfill these amounts, the Company may collect the reminder from all the shareholders' funds. 3. The enforcement of rights related to shares that failed to be paid up shall be suspended upon the expiry of the date specified for them until they are sold, or the due amount therefrom is paid in accordance with the provisions of Paragraph (1) of this Article. It includes the right to obtain a share of the net profits decided to be distributed and the right to attend assemblies and vote on their decisions. However, a defaulting shareholder may, until the day of sale, pay the value due to him plus the expenses incurred by the Company in this regard. In this case, the shareholder shall have the right to request the receipt of dividends decided to be distributed. 4. the Company shall revoke the sold share in accordance with the provisions of this Article and give the buyer a new share
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شركة مساهمة - رأس المال ٧٠٠ مليون ريال، س.ت. ١٥٤٥٩٦-٣٠٤

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	share certificate bearing the same number, and annotate in the shareholders registry that the sale has occurred, whilst listing the necessary data of the new owner.		certificate bearing the same number, and annotate in the shareholders registry that the sale has occurred, whilst listing the necessary data of the new owner.
Part (3)	(Part 3) Board of Directors	Part (3)	(Part 3) Board of Directors
Article (13)	Article 13: Formation of the Board of Directors: the Company shall be managed by a board of directors comprising nine (9) members to be appointed by the Ordinary General Assembly for a period that shall not exceed four (4) years.	Article (13)	Article 13: Formation of the Board of Directors: the Company shall be managed by a board of directors comprising nine (9) members to be appointed by the Ordinary General Assembly by virtue of cumulative voting , for a period that shall not exceed four (4) years. Directors of the Board can be reelected for another terms in accordance with the applicable regulations issued by the competent Authority. Each Shareholder has the right to nominate himself/herself or other person from the shareholders or others to become Board Member in the Company.
Article (15)	Article 15: Expiry of the Board of Directors' Term, Retirement of its Members, or Vacancy in Membership: 1. Before the expiry of the Board of Directors' term, the Board of Directors shall call the Ordinary General Assembly to convene in order to elect a Board of Directors for a new term. If it is not possible to hold the election and the term of the current Board has expired, its Members shall continue performing their duties until a Board of Directors is elected for a new term, provided that the term of office of the Board Members whose term has expired shall not exceed the period specified by the Executive Regulations of the Companies law.	Article (15)	Article 15: Expiry of the Board of Directors' Term, Retirement of its Members, or Vacancy in Membership: 1. Before the expiry of the Board of Directors' term, the Board of Directors shall call the Ordinary General Assembly to convene in order to elect a Board of Directors for a new term. If it is not possible to hold the election and the term of the current Board has expired, its Members shall continue performing their duties until a Board of Directors is elected for a new term, provided that the term of office of the Board Members whose term has expired shall not exceed (ninety) days from the date of expiry of its Term, the Board of Directors to take all necessary steps to elect new board before the laps of the period specified under this provision.

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| <p>2. If the Chairman and Board Members retire, they shall invite the Ordinary General Assembly to convene so as to elect a new board of directors. The retirement shall not take effect until the new board of directors is elected, provided that the term of the retiring board shall not exceed the period specified by the executive regulations of the Companies Law.</p> <p>3. A Board Member may retire from the membership of the Board of Directors by virtue of a written notice served to the Chairman. If the Chairman retires, he/she shall serve the notice to the remaining Board Members as well as the Secretary of the Board. The retirement shall become effective in the two cases on the date specified in the notice.</p> <p>4. If the position of a Board Member becomes vacant due to death or retirement of any of its members, and this vacancy does not result in violation of the conditions necessary for the validity of the convention of the Board because the number of its members is less than the minimum limit, the Board of Directors may appoint (temporarily) someone in the vacant position, who shall have the experience and competence in the vacant position, provided that the Commercial Registry is informed thereof as well as the Capital Market Authority if the Company is listed in the Capital Market within (fifteen) days from the appointment date, and the appointment shall be put before to the Ordinary General Assembly at its first meeting, and the</p> | <p>2. If the Chairman and Board Members retire, they shall invite the Ordinary General Assembly to convene so as to elect a new board of directors. The retirement shall not take effect until the new board of directors is elected, provided that the term of the retiring board shall not exceed (hundred and twenty) days from the date of expiry of its Term, the Board of Directors to take all necessary steps to elect new board before the laps of the period specified under this provision.</p> <p>3. A Board Member may retire from the membership of the Board of Directors by virtue of a written notice served to the Chairman. If the Chairman retires, he/she shall serve the notice to the remaining Board Members as well as the Secretary of the Board. The retirement shall become effective in the two cases on the date specified in the notice.</p> <p>4. If the position of a Board Member becomes vacant due to death or retirement of any of its members, and this vacancy does not result in violation of the conditions necessary for the validity of the convention of the Board because the number of its members is less than the minimum limit, the Board of Directors may appoint (temporarily) someone in the vacant position, who shall have the experience and competence in the vacant position, provided that the Capital Market Authority is informed within the period specified by the competent Authority, and the appointment shall be put before to the Ordinary General Assembly at its first meeting, and the appointed member shall complete the term of his predecessor.</p> <p>5. If the necessary conditions required for the validity of convening the Board of Directors meeting due to a lack of its members exceed the minimum threshold, which is stipulated in the Companies Law or in its executive regulations, the remaining Board Members shall call to</p> |
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العنوان البريدي: ٦٢٦٧، جدة - ٢١٤٤٢، المملكة العربية السعودية، الإدارة : ت: ٠٠٩٩ ٦١٤ ١٢ ٩٦٦ ، ف: ٠٠٨٨ ٦١٤ ١٢ ٩٦٦

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	<p>appointed member shall complete the term of his predecessor.</p> <p>5. If the necessary conditions required for the validity of convening the Board of Directors meeting due to a lack of its members exceed the minimum threshold, which is stipulated in the Companies Law or in its executive regulations, the remaining Board Members shall call to convene an Ordinary General Assembly within (sixty) days to elect the necessary number of members.</p>		<p>convene an Ordinary General Assembly within (sixty) days to elect the necessary number of members.</p>
<p>Article (16)</p>	<p><u>Article 16: Board of Directors' Powers:</u></p> <p>While observing the applicable competences of the general assembly, the Board of Directors shall have the broadest powers to run the Company in a way that could achieve its purpose inside and outside the Kingdom, including but not limited to:</p> <p>a) Representing the Company in its relations with others, governmental bodies or private, including but not limited to, the Chamber of Commerce and Industry, private bodies, companies and institutions of all different types, treasury houses, all government financing funds and institutions with their different names and competences, and financial institutions of all their types.</p> <p>b) Accessing tenders and signing, on behalf of the Company, all types of contracts, agreements, and documents, including, without limitation, incorporation contracts in which the Company is involved and its amendments,</p>	<p>Article (16)</p>	<p><u>Article 16: Board of Directors' Powers:</u></p> <p>While observing the applicable competences of the general assembly, the Board of Directors shall have the broadest powers to run the Company in a way that could achieve its purpose inside and outside the Kingdom, including but not limited to:</p> <p>a) Representing the Company in its relations with others, governmental bodies or private, including but not limited to, the Chamber of Commerce and Industry, private bodies, companies and institutions of all different types, treasury houses, all government financing funds and institutions with their different names and competences, and financial institutions of all their types.</p> <p>b) Accessing tenders and signing, on behalf of the Company, all types of contracts, agreements, and documents, including, without limitation, merger and acquisition for the company and/or its subsidiaries inside and outside the Kingdom save as reserved for</p>

signing resolutions that amend those agreements, incorporation contracts, instruments before the notary public and official bodies.

- c) Signing loan contracts, assigning priority to repay the Company's debts, issuing all obligations of others, granting all guarantees and compensations, and issuing power of attorneys on behalf of the Company.
- d) Selling or mortgaging intellectual property rights associated with the Company's pharmaceutical products with the prior approval of the majority of shareholders present or those representing in the general assembly.
- e) Purchasing real estate, renting, and leasing.
- f) Opening, managing, operating, and closing banking accounts; opening letters of credit; receiving, paying, withdrawing and depositing with banks; issuing bank guarantees; signing all papers, documents, cheques; and all banking transactions, including electronic transactions.
- g) Appointing and dismissing ~~employees and workers, bringing labor from outside the Kingdom, contracting with them, and~~ determining their duties and wages.
- h) Approving the Company's plan of action and its operational plans and annual budgets.

the General Assembly, incorporation contracts in which the Company is involved and its amendments, signing resolutions that amend those agreements, incorporation contracts, instruments before the notary public and official bodies.

- c) Signing loan contracts, assigning priority to repay the Company's debts, issuing all obligations of others, granting all guarantees and compensations, and issuing power of attorneys on behalf of the Company.
- d) Selling or mortgaging intellectual property rights associated with the Company's pharmaceutical products with the prior approval of the majority of shareholders present or those representing in the general assembly.
- e) Purchasing **and selling of** real estate, renting, and leasing.
- f) **Dealing with all banks, public and private finance institutions inside and outside the Kingdom and entering into all and any type of financial agreements, banking and facility transactions and opening, managing, operating, and closing banking accounts; opening letters of credit; receiving, paying, withdrawing and depositing with banks; issuing bank guarantees; signing all papers, documents, cheques; and all banking transactions, including electronic transactions. Approval of authorized signatories, wire transfer, print of statements, to extract checkbooks, issue certified checks, issue orders and promissory notes, bills of exchange, and any other commercial or financial documents approved by the prevailing regulations in the Kingdom. To receive and disburse remittances, guarantee credit facilities obtained by any of the**

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<p>i) Selling or mortgaging the properties of the Company and its assets in accordance with the conditions, which are determined by the Board of Directors.</p> <p>j) Clearing the Company's debtors from their obligations.</p> <p>k) The Board of Directors may arrange loans and credit facilities with institutions and governmental financing funds, no matter what their terms are, and may arrange commercial loans, provided that the loan terms do not exceed the term of the Company.</p> <p>l) The Board of Directors, within its powers, may delegate one or more of its members or others to action some or all of its remits.</p>		<p>companies in which the company participates, and have the right to employ and invest the company's funds in any form. To activate accounts, reconcile accounts, cash checks, raise objections to checks, receive returned checks, update data and subscriptions in joint-stock companies, purchase and sell Sharia-compliant shares, receive share certificates, receive the value of shares, receive profits, receive surplus funds, open investment portfolios with Sharia-compliant guidelines, issue, amend, and cancel orders, and redeem units of investment funds.</p> <p>g) Appointing and dismissing the Chief Executive Officer or/and the Managing Director where applicable, determining their duties and wages in accordance with the authorities provide under this Bylaws.</p> <p>h) Approving the Company's plan of action and its operational plans and annual budgets and its policies including its corporate social responsibility.</p> <p>i) Selling or mortgaging the properties of the Company and its Subsidiaries, and its assets in accordance with the conditions, which are determined by the Board of Directors.</p> <p>j) Clearing the Company's, and its Subsidiaries, debtors from their obligations.</p> <p>k) The Board of Directors may arrange loans and credit facilities with institutions and governmental financing funds, no matter what their terms are, and may arrange commercial loans. Regarding the Industrial Development Fund, represent the Company before the the Industrial Development Fund, enter into contracts with the</p>
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العنوان البريدي: ٦٢٦٧، جدة - ٢١٤٤٢، المملكة العربية السعودية، الإدارة : ت: ٩٦٦ ١٢ ٦١٤ ٠٠٩٩ ، ف: ٩٦٦ ١٢ ٦١٤ ٠٠٨٨

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Factory Address: Plot No. ME1 : 3, Phase V, Industrial City, Jeddah, Tel.: + 966 12 608 1111, Fax: + 966 12 608 1222
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			<p>Industrial Development Fund, provide guarantees and provide joint liability guarantees with others, and sign before a notary public regarding industrial mortgages. Sign promissory notes, receive the loan, request loan exemption, request no financial obligations, and repay the loan.</p> <p>l) The Board of Directors shall obtain the approval of the General Assembly when selling assets that exceed fifty percent (50%) of the total value of the Company's assets, whether the sale is made through a single transaction or multiple transactions. In this case, the transaction that results in exceeding the fifty percent (50%) threshold of asset value shall require the approval of the General Assembly. This percentage shall be calculated from the date of the first transaction that occurred within the preceding twelve (12) months.</p> <p>m) The Board of Directors, within its powers, may delegate one or more of its members or others to action some or all of its remits.</p>
<p>Article (17)</p>	<p>Article 17: Remuneration of Board Members:</p> <p>The remuneration of the Board Members consists of determined wage or attendance and transport allowance in respect of the meeting of the board of directors of the Company or in-kind remunerations.</p> <p>The Board of Directors' Report submitted to the Ordinary General Assembly shall include a comprehensive statement of</p>	<p>Article (17)</p>	<p>Article 17: Remuneration of Board Members:</p> <p>The remuneration of the Board Members can consists of determined amount or attendance and transport allowance in respect of the meeting of the board of directors of the Company or in-kind remunerations and it can be a combination of more than one of these elements, in accordance with the Remuneration Policy approved by the General Assembly regarding the remuneration of the Board, its Committees and provided it is in line with</p>

	<p>all salaries, a share in the profit, attendance allowance, expenses, and other benefits received by the members of the Board of Directors during the financial year, and all sums received by the Board Members in their capacity as employees (in-charge), executives in the Company, or for carrying out any technical, administrative, or advisory work. It also includes a statement and the number of meetings attended by all members from the date of the last General Assembly Meeting.</p>		<p>the Companies Law, the Corporate Governance Regulation and the rules and standards issued by the Capital Market Authority</p> <p>The Board of Directors' Report submitted to the Ordinary General Assembly shall include a comprehensive statement of all salaries, a share in the profit, attendance allowance, expenses, and other benefits received by the members of the Board of Directors during the financial year, and all sums received by the Board Members in their capacity as employees (in-charge), executives in the Company, or for carrying out any technical, administrative, or advisory work. It also includes a statement and the number of meetings attended by all members from the date of the last General Assembly Meeting.</p>
<p>Article (18)</p>	<p><u>Article 18: Powers of the Chairman, the Deputy Chairman, and the CEO or the Managing Director, and the Secretary:</u></p> <p>The Board of Directors shall appoint from among its Members a Chairman and a Vice-Chairman, and the position of the Chairman may not be combined with any executive position in the Company.</p> <p>The Board of Directors will appoint either a Managing Director from among its members or a Chief Executive Officer from among others. The Board of Directors shall determine the powers and responsibilities of the Managing Director or the Chief Executive Officer by virtue of a separate Resolution. The Board of Directors shall have the full right to terminate the services of the Managing Director or the CEO.</p>	<p>Article (18)</p>	<p><u>Article 18: Powers of the Chairman, the Deputy Chairman, and the CEO or the Managing Director, and the Secretary:</u></p> <p>The Board of Directors shall appoint, on its first meeting, from among its Members a Chairman and a Vice-Chairman, and the position of the Chairman may not be combined with any executive position in the Company.</p> <p>The Board of Directors will appoint a Managing Director from among its members or and a Chief Executive Officer from among others. The Board of Directors shall determine the powers and responsibilities of the Managing Director or the Chief Executive Officer by virtue of a separate Resolution. The Board of Directors shall have the full right to terminate the services of the Managing Director or the CEO.</p>

The Chairman shall have the right to represent the Company before the judiciary, arbitration tribunals, and others. The Chairman shall have the power to take over and hand over; sign forms, claims, and commercial registers; file a case; terminations; pleading and defending; litigating; clearing; reconciliation; declaration; arbitration; accept and object judgments; accept appeal judgements; demand the implementation of judgments; collect what would come out of the implementation of judgments; receive and authorize payment. The Chairman shall have the power to call the Board Members for meetings, chair the Board of Directors meeting and the General Assembly of the Company, represent the Company before governmental and judiciary bodies, delegate others in the plea, and defense of the Company before courts with all its levels and types, including the Board of Grievances, high court, execution courts, committees, and judicial bodies, including but not limited to the Tax Committees for Resolution of Tax Violations and Disputes; The Appeal Committee for Tax Violations and Disputes; Committee for Resolution of Securities Disputes; The General Secretariat of the Committees of Banking and Financial Disputes and Violations; and arbitration bodies. The Chairman shall have the right to plead, defend, litigate, reconcile, declare, deny, assign, discharge, request inclusion and intervention (in a case), request an oath, reject it, and abstain from it, summon and examine witnesses, evidences, and contesting them, request to recuse judges, accept and reject judges and appeal them with all means, request for judgements implementation, seizure, and challenge forgery, motion for reconsideration, respond, impugn, and amend, deny

The Chairman, and Vice Chairman, collectively or individually shall have the right to represent the Company, inside and outside the Kingdom, before the judiciary, arbitration tribunals, and others. The Chairman shall have the power to take over and hand over; sign forms, claims, and commercial registers; file a case; terminations; pleading and defending; litigating; clearing; reconciliation; declaration; arbitration; accept and object judgments; accept appeal judgements; demand the implementation of judgments; collect what would come out of the implementation of judgments; receive and authorize payment. The Chairman shall have the power to call the Board Members for meetings, chair the Board of Directors meeting and the General Assembly of the Company, represent the Company before governmental and judiciary bodies, delegate others in the plea, and defense of the Company before courts with all its levels and types, including the Board of Grievances, high court, execution courts, committees, and judicial bodies, including but not limited to the Tax Committees for Resolution of Tax Violations and Disputes; The Appeal Committee for Tax Violations and Disputes; Committee for Resolution of Securities Disputes; The General Secretariat of the Committees of Banking and Financial Disputes and Violations; and arbitration bodies. The Chairman shall have the right to plead, defend, litigate, reconcile, declare, deny, assign, discharge, request inclusion and intervention (in a case), request an oath, reject it, and abstain from it, summon and examine witnesses, evidences, and contesting them, request to recuse judges, accept and reject judges and appeal them with all means, request for judgements implementation, seizure, and challenge forgery, motion for reconsideration, respond, impugn, and amend, deny handwriting, seal, and signature, request travel ban and file it, arbitration request, appoint experts and arbitrators, challenge experts and arbitrators reports, disqualify them and replace them.

شركة مساهمة - رأس المال ٧٠٠ مليون ريال، س.ت. ١٥٤٥٩٦-٤٠٣٠

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العنوان البريدي: ٦٢٦٧، جدة - ٢١٤٤٢، المملكة العربية السعودية، الإدارة : ت: ٩٦٦ ١٢ ٦١٤ ٠٠٩٩ ، ف: ٩٦٦ ١٢ ٦١٤ ٠٠٨٨

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handwriting, seal, and signature, request travel ban and file it, arbitration request, appoint experts and arbitrators, challenge experts and arbitrators reports, disqualify them and replace them.

In governmental bodies, the Chairman shall have the right to represent the Company before all ministers, and governmental bodies inside or outside the Kingdom, including but not limited to, Ministry of Health, Ministry of Commerce, Ministry of Investment, Ministry of Industry, Ministry of Municipal, Rural Affairs, and Housing; Ministry of Human Resources and Social Development, Ministry of Interior, Public Prosecution, principalities, governorates, secretariats, and municipalities; Food and Drugs Authority, Standards and Metrology Organization and others of governmental bodies, associations of public interest including appearance, giving statements, hand over, take over, signing, reporting, submitting requests and complaints, settlement requests, joint tenders, receipt of forms, signing company's contract with others, using and implementing all electronic services of the Ministry of Justice. In respect of real estate, the chairman shall have the right to sell, purchase, and vacate, receive sums, accept gifts, mortgage, mortgage discharge, accept mortgages, merge bonds, retail, sort, update bonds, and amend them in any way, whether through an electronic property vacating service or through the notary public or notaries, sign lease contract, cancel and rescind them, and receive the rent, whether through the Ejar platform or by any other way.

In governmental bodies, the Chairman shall have the right to represent the Company before all ministers, and governmental bodies inside or outside the Kingdom, including but not limited to, Ministry of Health, Ministry of Commerce, Ministry of Investment, Ministry of Industry, Ministry of Municipal, Rural Affairs, and Housing; Ministry of Human Resources and Social Development, Ministry of Interior, Public Prosecution, principalities, governorates, secretariats, and municipalities; Food and Drugs Authority, Standards and Metrology Organization and others of governmental bodies, associations of public interest including appearance, giving statements, hand over, take over, signing, reporting, submitting requests and complaints, settlement requests, joint tenders, receipt of forms, signing company's contract with others, using and implementing all electronic services of the Ministry of Justice. In respect of real estate, the chairman shall have the right to sell, purchase, and vacate, receive sums, accept gifts, mortgage, mortgage discharge, accept mortgages, merge bonds, retail, sort, update bonds, and amend them in any way, whether through an electronic property vacating service or through the notary public or notaries, sign lease contract, cancel and rescind them, and receive the rent, whether through the Ejar platform or by any other way.

In companies, subsidiaries, and branches, the Chairman shall have the right to sign incorporation contracts, amendment appendices, sign agreements, register the Company, register agencies and trademarks, attend the general assemblies, and open branches for the Company.

In banks, the Chairman shall have the right to open accounts, ratify signatures, deposit and withdraw from accounts, transfer and request the issue of credit cards, issue certified cheques, participate in funds, request bank loans, request to reschedule installments, request and receive a bank

شركة مساهمة - رأس المال ٧٠٠ مليون ريال، س.ت. ١٥٤٥٩٦-٣٠٤

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العنوان البريدي: ٦٢٦٧، جدة - ٢١٤٤٢، المملكة العربية السعودية، الإدارة : ت: ٠٠٩٩ ٦١٤ ١٢ ٩٦٦ ، ف: ٠٠٨٨ ٦١٤ ١٢ ٩٦٦

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In companies, subsidiaries, and branches, the Chairman shall have the right to sign incorporation contracts, amendment appendices, sign agreements, register the Company, register agencies and trademarks, attend the general assemblies, and open branches for the Company.

In banks, the Chairman shall have the right to open accounts, ratify signatures, deposit and withdraw from accounts, transfer and request the issue of credit cards, issue certified cheques, participate in funds, request bank loans, request to reschedule installments, request and receive a bank credit or guarantee and receive it, and manage investment portfolios with local or international banks.

In respect of the industrial development fund, the chairman shall have the right to conclude contracts with the said fund, bring guarantors and to be co-guarantors with them, receive loans and assign them, request to be exempted from it, and sign before the notary in respect of the industrial mortgage. The chairman shall have the right of delegation in all or some of the foregoing. The Chairman may, by a written decision, delegate some of his powers to other Board Members or to third parties to carry out a specific task or work.

The Board of Directors shall determine the special remunerations that both the Chairman and Managing Director shall obtain, in addition to the remuneration prescribed for the Board Members.

credit or guarantee and receive it, and manage investment portfolios with local or international banks.

In respect of the industrial development fund, the chairman shall have the right to conclude contracts with the said fund, bring guarantors and to be co-guarantors with them, receive loans and assign them, request to be exempted from it, and sign before the notary in respect of the industrial mortgage. The chairman shall have the right of delegation in all or some of the foregoing. The Chairman may, by a written decision, delegate some of his powers to other Board Members or to third parties to carry out a specific task or work.

The Board of Directors shall determine the special remunerations that both the Chairman and Managing Director shall obtain, in addition to the remuneration prescribed for the Board Members.

Pursuant to the powers granted to the Chief Executive Officer by the Board of Directors, the Chief Executive Officer shall **have the right to defend and plead on behalf of the Company, attend sessions, hear statements and witnesses, present and challenge them, acknowledge and deny claims, seek reconciliation and exoneration, accept judgments, appeal and request enforcement, object to it, appoint experts, arbitrators, lawyers, and dismiss them, and, in general, represent the company before the judicial courts, arbitration bodies, and other judicial authorities inside or outside the Kingdom. Additionally, he/she has to** be responsible for implementing the Company's policies, supervising its daily operations, and directing the executive management to achieve its tasks in a perfect manner. The CEO shall have the right to represent the Company with others and shall have the right to sign on behalf of the Company. In accordance with the authority matrix approved by the Board for

شركة مساهمة - رأس المال ٧٠٠ مليون ريال، س.ت. ١٥٤٥٩٦-٣٠٤

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العنوان البريدي: ٦٢٦٧، جدة - ٢١٤٤٢، المملكة العربية السعودية، الإدارة : ت: ٠٠٩٩ ٦١٤ ١٢ ٩٦٦ ، ف: ٠٠٨٨ ٦١٤ ١٢ ٩٦٦

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Pursuant to the powers granted to the Chief Executive Officer by the Board of Directors, the Chief Executive Officer shall be responsible for implementing the Company's policies, supervising its daily operations, and directing the executive management to achieve its tasks in a perfect manner. The CEO shall have the right to represent the Company with others and shall have the right to sign on behalf of the Company. In accordance with the authority matrix approved by the Board for commercial registry, purchase, and supply contracts with third parties inside or outside the Kingdom related to running the Company's daily business, sign before all chambers of commerce and industry inside or outside the Kingdom of Saudi Arabia. The CEO shall have the right to appoint and dismiss employees and workers, disburse their legal rights, and take the necessary disciplinary procedures according to the law; he/she shall also have the right to contract with and assign the bodies of consultancy, such as law firms, financial and tax consultants, and marketing and investment consultants. The CEO shall also undertake any work and duties entrusted to him by the Board of Directors or those stipulated in the Company's policies, all without prejudice to the right of the Board of Directors to withhold all or some of these powers whenever he/she deems it exigent or necessary.

The CEO may delegate some or all of these powers prescribed above as appropriate.

The Board of Directors shall appoint a secretary and determine the powers and responsibilities of the secretary by virtue of an separate Resolution. The term of the membership of the

commercial registry, purchase, and supply contracts with third parties inside or outside the Kingdom related to running the Company's daily business, sign before all chambers of commerce and industry inside or outside the Kingdom of Saudi Arabia. The CEO shall have the right to appoint and dismiss employees and workers, disburse their legal rights, and take the necessary disciplinary procedures according to the law; he/she shall also have the right to contract with and assign the bodies of consultancy, such as law firms, financial and tax consultants, and marketing and investment consultants. **Additionally, the CEO also has the right to open, manage, and operate bank and investment accounts, issue checks, credits, and withdrawals, and make deposits both domestically and internationally.** The CEO shall also undertake any work and duties entrusted to him by the Board of Directors or those stipulated in the Company's policies, all without prejudice to the right of the Board of Directors to withhold all or some of these powers whenever he/she deems it exigent or necessary.

The CEO may delegate some or all of these powers prescribed above as appropriate.

The Board of Directors shall appoint a secretary and determine the powers and responsibilities of the secretary by virtue of an separate Resolution. The term of the membership of the Chairman, the Vice-Chairman, the Managing Director, and the Secretary, if he/she is a Member of the Board of Directors, shall not exceed the term of the membership of each of them in the Board, and they may be re-appointed. The Board of Directors may at any time remove them or any one of them without prejudice to the right of the removed person to compensation if the dismissal occurred for an illegitimate reason or in appropriate time.

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	Chairman, the Vice-Chairman, the Managing Director, and the Secretary, if he/she is a Member of the Board of Directors, shall not exceed the term of the membership of each of them in the Board, and they may be re-appointed. The Board of Directors may at any time remove them or any one of them without prejudice to the right of the removed person to compensation if the dismissal occurred for an illegitimate reason or in appropriate time.		
Article (20)	<p><u>Article 20: Quorum and Board Decisions:</u></p> <p>The Board Meeting shall not be valid unless attended at least by half of its Members in person or by proxy, provided that the number of attendees shall not be less than four (4) Members.</p> <p>Any of the Board Members shall have the right to delegate another member to attend the Meetings and vote on his behalf. The delegation shall be in accordance with the following disciplines:</p> <ol style="list-style-type: none"> The Board Members may not delegate more than one member to attend the same meeting. The delegation shall be evidenced in writing. The delegate may not vote on decisions that the law prohibits the delegate from voting on. <p>Board Resolutions are issued with the approval of the majority of votes from attendees or representatives. The Chairman of the Board of Directors or his representative in his absence has a casting vote.</p>	Article (20)	<p><u>Article 20: Quorum and Board Decisions:</u></p> <p>The Board Meeting shall not be valid unless attended at least by half of its Members in person or by proxy, provided that the number of attendees shall not be less than four (4) Members.</p> <p>Any of the Board Members shall have the right to delegate another member to attend the Meetings and vote on his behalf. The delegation shall be in accordance with the following disciplines:</p> <ol style="list-style-type: none"> The Board Members may not delegate more than one member to attend the same meeting. The delegation shall be evidenced in writing. The delegate may not vote on decisions that the law prohibits the delegate from voting on. <p>Board Resolutions are issued with the approval of the majority of votes from attendees or representatives. The Chairman of the Board of Directors or his representative in his absence has a casting vote.</p>

	The Board of Directors may issue resolutions by circulation by submitting them to the Members individually unless a Board Member requests in writing to convene in order to discuss these resolutions. These Resolutions shall be issued once they are approved with the approval of the majority of members and are presented to the Board at its first subsequent meeting.		The Board of Directors may issue resolutions by circulation by submitting them to all the Members unless a Board Member requests in writing to convene in order to discuss these resolutions. These Resolutions shall be issued once they are approved with the approval of the majority of members, with a clarification of any instances of rejection or abstention from voting by any of the Members, as the case may be , and are presented to the Board at its first subsequent meeting.
Article (21)	<u>Article 21: Board Deliberations:</u> The deliberations and resolutions of the Board of Directors shall be evidenced in minutes signed by the Chairman, the Board Members present, and the Secretary and shall be recorded in a special register signed by the Chairman and the Secretary.	Article (21)	<u>Article 21: Board Deliberations:</u> 1- The deliberations and resolutions of the Board of Directors shall be evidenced in minutes signed by the Chairman, the Board Members present, and the Secretary 2- The Resolutions shall be recorded in a special register signed by the Chairman and the Secretary. 3- It is permissible to use modern technological means for signing, documenting deliberations, recording minutes, and issuing resolutions.
(Part 4)	<u>(Part 4) Shareholders' Assemblies</u>	(Part 4)	<u>(Part 4) Shareholders' Assemblies</u>
Article (23)	<u>Article 23: Invitation for Assemblies:</u> 1- The Shareholder General Assembly shall convene on an invitation by the Board of Directors, in accordance with the conditions stipulated in these Bylaws and the Companies Law, and the Board of Directors shall invite the Ordinary General Assembly to convene within (thirty) days from the date of the External Auditor request, Audit Committee, or a number of shareholders representing at least one tenth (10%) of the Capital. The External Auditor may invite the	Article (23)	<u>Article 23: Invitation for Assemblies:</u> 1- The Shareholder General Assembly shall convene on an invitation by the Board of Directors, in accordance with the conditions stipulated in these Bylaws and the Companies Law, and the Board of Directors shall invite the Ordinary General Assembly to convene within (thirty) days from the date of the External Auditor request, Audit Committee, or a number of shareholders representing at least one tenth (10%) of the Capital. The External Auditor may invite the assembly to convene if the Board does not

assembly to convene if the Board does not invite the Assembly within thirty (30) days from the date of the external auditor request.

- 2- The request referred to in paragraph (1) of this Article shall specify the issues on which Shareholders are required to vote.
- 3- The invitation to hold the assembly shall be sent at least (twenty-one) days before the prescribed date in accordance with the provisions of the Law while observing the following:
 - a- Notifying Shareholders ~~with registered letters to the addresses included in the Shareholders' Register or announcing the invitation through modern technological means.~~
 - b- Sending a copy of the Invitation and Agenda to ~~the Commercial Registry, as well as a copy to~~ the Capital Market Authority (CMA) ~~if the Company is listed in the Financial Market at the date of the invitation announcement.~~
- 4- The Invitation to the Meeting of the Assembly shall include the following:
 - a. A statement of the holder of the right to attend the assembly meeting and his right to delegate someone he chooses who is not a member of the Board of Directors, and a statement of the shareholder's right to discuss the topics on the Assembly's Agenda and ask questions and how to exercise the right to vote.

invite the Assembly within thirty (30) days from the date of the external auditor request. **It is permissible to hold general meetings of shareholders and allow shareholders to participate in their deliberations and vote on resolutions through modern technological means, according to the regulations set by the competent Authority.**

- 2- The request referred to in paragraph (1) of this Article shall specify the issues on which Shareholders are required to vote.
- 3- The invitation to hold the assembly shall be sent at least (twenty-one) days before the prescribed date in accordance with the provisions of the Law while observing the following:
 - a. **The invitation to convene the general meeting shall be published on the electronic website of the Stock Exchange (Tadawul). Additionally, Shareholders may be notified through registered letters sent to their addresses as recorded in the shareholders' register, or through modern technological means** Sending a copy of the Invitation and Agenda to the Capital Market Authority (CMA).
- 4- The Invitation to the Meeting of the Assembly shall include the following:
 - a. A statement of the holder of the right to attend the assembly meeting and his right to delegate someone he chooses who is not a member of the Board of Directors, and a statement of the shareholder's right to discuss the topics on the Assembly's Agenda and ask questions and how to exercise the right to vote.
 - b. The venue of the Meeting, its date and time.

شركة مساهمة - رأس المال ٧٠٠ مليون ريال، س.ت. ١٥٤٥٩٦-٤٠٣٠

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	<p>b. The venue of the Meeting, its date and time.</p> <p>c. The type of assembly whether ordinary or extraordinary.</p> <p>d. The Meeting Agenda, including the items on which shareholders are required to vote.</p>		<p>c. The type of assembly whether ordinary or extraordinary.</p> <p>d. The Meeting Agenda, including the items on which shareholders are required to vote.</p>
Article (27)	<p><u>Article 27: Assemblies Decisions:</u></p> <p>Decisions in the transformational assembly shall be made by an absolute majority of the shares represented therein, and decisions of the Ordinary General Assembly by an absolute majority of the shares represented in the meeting.</p> <p>The Extraordinary General Assembly decisions shall also be issued by a two-third of the majority of the shares represented in the meeting, unless the decision relates to an increase or decrease of capital, the extension of the Company's term, the dissolution of the Company prior to the expiration of the term specified in its system, or merging the Company into another company or enterprise. The decision shall be valid only if it is issued by a majority of three quarters of the shares represented in the meeting.</p>	Article (27)	<p><u>Article 27: Assemblies Decisions:</u></p> <p>Decisions of the Ordinary General Assembly shall be made by majority of the shares represented in the meeting.</p> <p>The Extraordinary General Assembly decisions shall also be issued by a two-third of the majority of the shares represented in the meeting, unless the decision relates to an increase or decrease of capital, the extension of the Company's term, the dissolution of the Company prior to the expiration of the term specified in its system, or merging the Company into another company or enterprise. The decision shall be valid only if it is issued by a majority of three quarters of the shares represented in the meeting.</p>
	<p><u>Article 30: Issuing General Assembly Decisions by Circulation:</u></p> <p>1— The Chairman may propose the issuance of the general assembly's decision by submitting it to shareholders by circulation without the need to hold an assembly unless any shareholder requests in writing a general assembly meeting for deliberations therein. However, the issuance of</p>		Deleted article.

~~general assembly resolutions concerning the election and removal of the Company's Board Members, the appointment and removal of the Company's auditor, if any, and the access to and discussion of the financial statements for the past financial year require the General Assembly in accordance with the related provisions.~~

~~2— The validity of the proposed decision in accordance with paragraph (1) of this Article shall be required to be sent by the Company together with the relevant documents to all shareholders, indicating what the shareholder shall follow for approval and the date on which it is to be issued.~~

~~3— General Assembly decisions by circulation shall be issued in accordance with the following:~~

~~A. A decision falling within the competence of the Ordinary General Assembly shall be issued with the consent of one or more shareholders representing the majority of voting rights.~~

~~B. A decision falling within the competence of the Extraordinary General Assembly shall be issued with the approval of one or more shareholders, representing (seventy five percent) of voting rights.~~

~~Decisions of the General Assembly issued by circulation in accordance with paragraph (3) of this Article shall be evidenced in the special register stipulated in article (97) of the Companies Law.~~

شركة مساهمة - رأس المال ٧٠٠ مليون ريال، س.ت. ١٥٤٥٩٦-٤٠٣٠

عنوان المصنع : رقم القطعة م . ي ١ : ٣، المنطقة الصناعية، المرحلة الخامسة، جدة ، ت: ١١١١ ٦٠٨ ١٢ ٩٦٦ +، ف: ١٢٢٢ ٦٠٨ ١٢ ٩٦٦ +
العنوان البريدي: ٦٢٦٧، جدة - ٢١٤٤٢، المملكة العربية السعودية، الإدارة : ت: ٠٠٩٩ ٦١٤ ١٢ ٩٦٦ +، ف: ٠٠٨٨ ٦١٤ ١٢ ٩٦٦ +

Joint Stock Company - Capital SR. 700 Million, C.R. 4030154596

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شركة مصنع جمجوم للأدوية
Jamjoom Pharmaceuticals Factory Co.



Part (6)	(Part 6) Company's Financials and Profit Distribution	Part (6)	(Part 6) Company's Financials and Profit Distribution
Article (36)	<p><u>Article 36: Profit Entitlement:</u></p> <p>The shareholder shall be entitled to its share of the profits in accordance with the relevant general assembly resolution. The decision shall indicate the date of maturity and the date of distribution. The profits shall be payable to the shareholders registered in the shareholders' records at the end of the maturity day. The Board of Directors shall implement the general assembly's decision with regards to dividends to shareholders.</p>	Article (36)	<p><u>Article 36: Profit Entitlement and Interim Dividends:</u></p> <p>The shareholder shall be entitled to its share of the profits in accordance with the relevant general assembly resolution. The decision shall indicate the date of maturity and the date of distribution. The profits shall be payable to the shareholders registered in the shareholders' records at the end of the maturity day. The Board of Directors shall implement the general assembly's decision with regards to dividends to shareholders.</p> <p>The Company may distribute interim dividends (quarterly or semi-annual) to its Shareholders provided the following conditions are met:</p> <ol style="list-style-type: none"> The General Assembly authorizes the Board of Directors to distribute interim dividends through a resolution that is renewed annually. The Company should have a sound and regular profitability. The Company should have sufficient liquidity to distribute dividends without affecting its operations. The Company should have distributable dividends according to the latest audited financial statements, which are sufficient to cover the intended distribution of dividends, after deducting any previously distributed and allocated dividends as of the date of these financial statements.

شركة مساهمة - رأس المال ٧٠٠ مليون ريال، س.ت. ١٥٤٥٩٦-٣٠٤

عنوان المصنع : رقم القطعة م . ي ١ : ٣، المنطقة الصناعية، المرحلة الخامسة، جدة ، ت: ١١١١ ١٢ ٦٠٨ ٩٦٦ ، ف: ١٢٢٢ ١٢ ٦٠٨ ٩٦٦
العنوان البريدي: ٦٢٦٧، جدة - ٢١٤٤٢، المملكة العربية السعودية، الإدارة : ت: ٠٠٩٩ ١٢ ٦١٤ ٩٦٦ ، ف: ٠٠٨٨ ١٢ ٦١٤ ٩٦٦

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شركة مصنع جمجوم للأدوية
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<u>Part (8)</u>	<u>(Part 8) Expiration and Liquidation of the Company</u>	<u>Part (8)</u>	<u>(Part 8) Expiration and Liquidation of the Company</u>
<u>Article (38)</u>	<p>Article 38: Expiration of the Company:</p> <p>the Company shall be terminated by one of the reasons for termination established in Article (Two Hundred Forty-Three) of the Companies Law, and with its expiration, it shall enter the stage of liquidation in accordance with the provisions of Chapter Twelve of the Companies Law. If the Company lapses and its assets are not sufficient to pay off its debts or it is in default according to the Bankruptcy Law, it shall apply to the competent judicial authority to initiate any liquidation procedures under the Bankruptcy Law.</p>	<u>Article (38)</u>	<p>Article 38: Expiration of the Company:</p> <p>the Company shall be terminated by one of the reasons for termination stipulated under the Companies Law, and with its expiration, it shall enter the stage of liquidation in accordance with the provisions of Chapter Twelve of the Companies Law. If the Company lapses and its assets are not sufficient to pay off its debts or it is in default according to the Bankruptcy Law, it shall apply to the competent judicial authority to initiate any liquidation procedures under the Bankruptcy Law.</p>

شركة مساهمة - رأس المال ٧٠٠ مليون ريال، س.ت. ١٥٤٥٩٦-٣٠٤٠٣

عنوان المصنع : رقم القطعة م . ي ١ : ٣، المنطقة الصناعية، المرحلة الخامسة، جدة ، ت: ١١١١ ١٢ ٦٠٨ ٩٦٦ ، ف: ١٢٢٢ ١٢ ٦٠٨ ٩٦٦ +
العنوان البريدي: ٦٢٦٧، جدة - ٢١٤٤٢، المملكة العربية السعودية، الإدارة : ت: ٠٠٩٩ ١٢ ٦١٤ ٩٦٦ ، ف: ٠٠٨٨ ١٢ ٦١٤ ٩٦٦ +

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