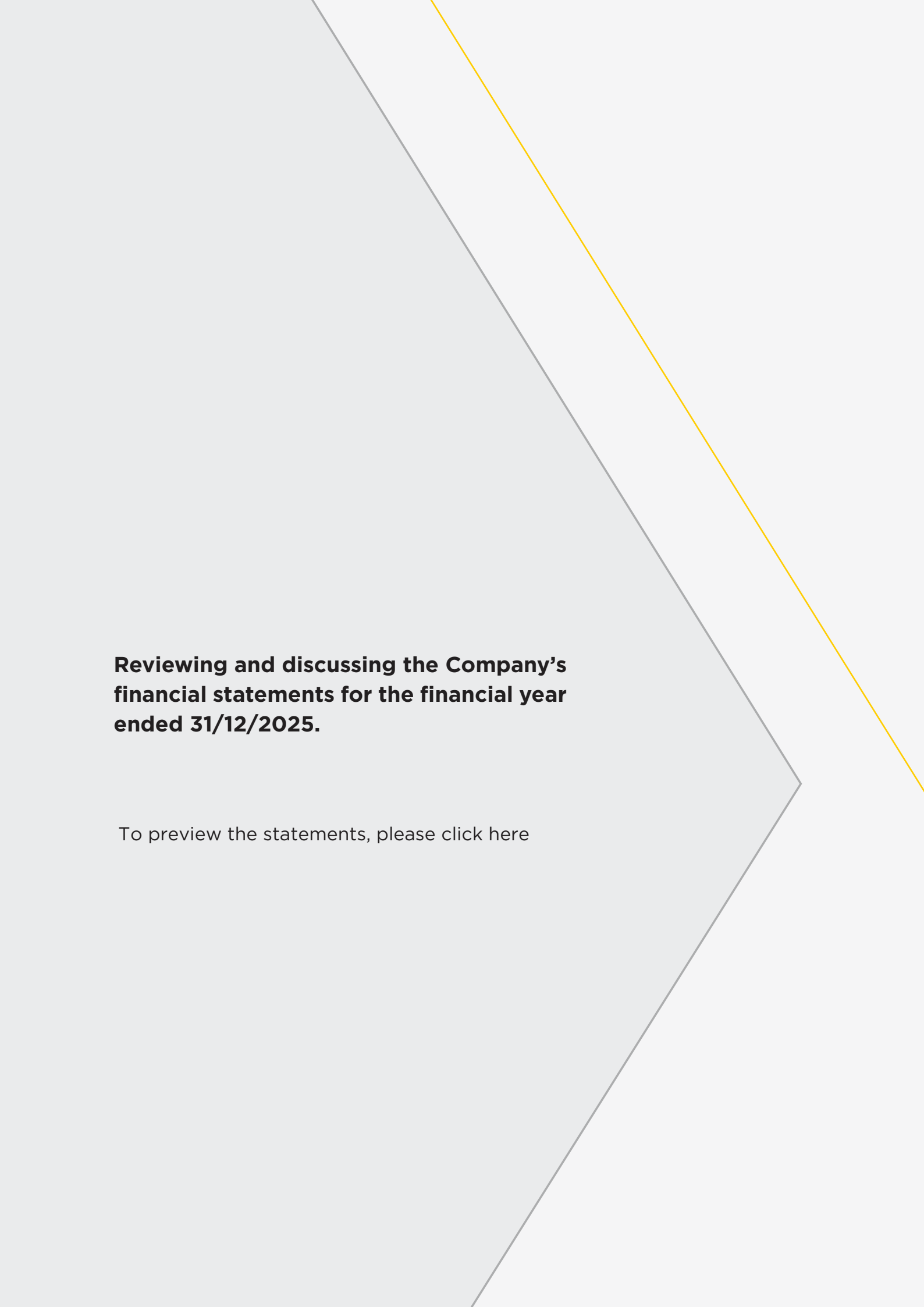



The Extraordinary General Assembly Meeting

For the financial year ended 31/12/2025



**Reviewing and discussing the Company's
financial statements for the financial year
ended 31/12/2025.**

To preview the statements, please [click here](#)



**Voting on the external auditor's report
for the financial year ended 31/12/2025,
after discussion. (Attached)**

INDEPENDENT AUDITOR'S REPORT

To the shareholders of
Sport Clubs Company
(A Listed Saudi Joint Stock Company)
Riyadh, Kingdom of Saudi Arabia

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **Sport Clubs Company** (the "Company") and its subsidiary (together "the Group"), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statements of profit or loss and other comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with IFRS Accounting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants ("SOCPA").

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs") that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the requirements of International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code"), that are relevant to our audit of the consolidated financial statements and we have fulfilled our other ethical responsibilities in accordance with the Code's requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the key audit matter
<p>Revenue Recognition</p> <p>The Group reported revenue of ﷲ 376 million for the year ended 31 December 2025 (31 December 2025 : ﷲ 327 million)</p> <p>We considered revenue recognition to be a key audit matter due to the significant judgment involved in applying IFRS 15, as revenue in the fitness training sector is required to be recognized over the subscription period rather than at the point of sale.</p> <p>The Group recognizes revenue upon satisfaction of performance obligations in line with its policies, which typically results in revenue from subscriptions and membership fees for sports training centers and related activities being recognized over the subscription period rather than at a specific point in time in accordance with the requirements of International Financial Reporting Standard No. (15) Revenue from Contracts with Customers.</p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> • Obtained an understanding of the Group's revenue streams, subscription arrangements, and revenue recognition processes, including how subscription revenue is deferred and recognized over the subscription period.. • Evaluated the appropriateness of the Group's revenue recognition accounting policies and assessed their consistency with the requirements of IFRS 15. • Reviewed the design, implementation, of the Group's controls, related to revenue recognition. • Performed sample-based testing for revenue transactions, including testing the accuracy of customer invoice generation, subscription pricing, and subscription start and end dates.

Independent Auditor’s Report on the Audit of the Consolidated Financial Statements of Sport Clubs Company for the year ended 31 December 2025 (continued)

Key Audit Matters (continued)

<i>Key Audit Matter</i>	<i>How our audit addressed the key audit matter</i>
Revenue Recognition (continued)	
We identified the revenue as a key audit matter because of considering the revenue as a critical performance measure, which includes an inherent risk of potential revenue overstatement. Refer to the accounting policy relating to revenue recognition in Note 3.14 and the related disclosures in Note 19 to the consolidated financial statements.	<ul style="list-style-type: none"> • Performed sample-based testing for discounts, promotions, contract amendments, and subscription cancellations applied to customer invoices and assessed their impact on recognized revenue. • Recalculated deferred revenue balances and tested the subsequent recognition of revenue over the subscription period, including agreement to underlying subscription contracts and customer records. • Performed cut-off testing around year-end to assess whether revenue was recognized in the appropriate accounting period. • Performed substantive analytical procedures, including developing independent expectations of revenue based on subscriber numbers, subscription terms, and average pricing, and investigating significant variances. • Assessed the adequacy and completeness of the related disclosures in the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information consists of the information included in the annual report of the Group for the year ended 31 December 2025, other than the consolidated financial statements and our auditor’s report thereon. in its annual report. The annual report of the Group for the year ended 31 December 2025 is expected to be made available to us after the date of this auditor’s report.

Our opinion on the consolidated financial statements does not cover the other information and we don’t express any form of assurance conclusion thereon

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, when made available to us, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA and Regulations for Companies and the Company’s By-laws, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, i.e., the Board of Directors, are responsible for overseeing the Group’s financial reporting process.

Independent Auditor's Report on the Audit of the Consolidated Financial Statements of Sport Clubs Company for the year ended 31 December 2025 (continued)

Auditor's responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs that are endorsed in the Kingdom of Saudi Arabia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the Group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

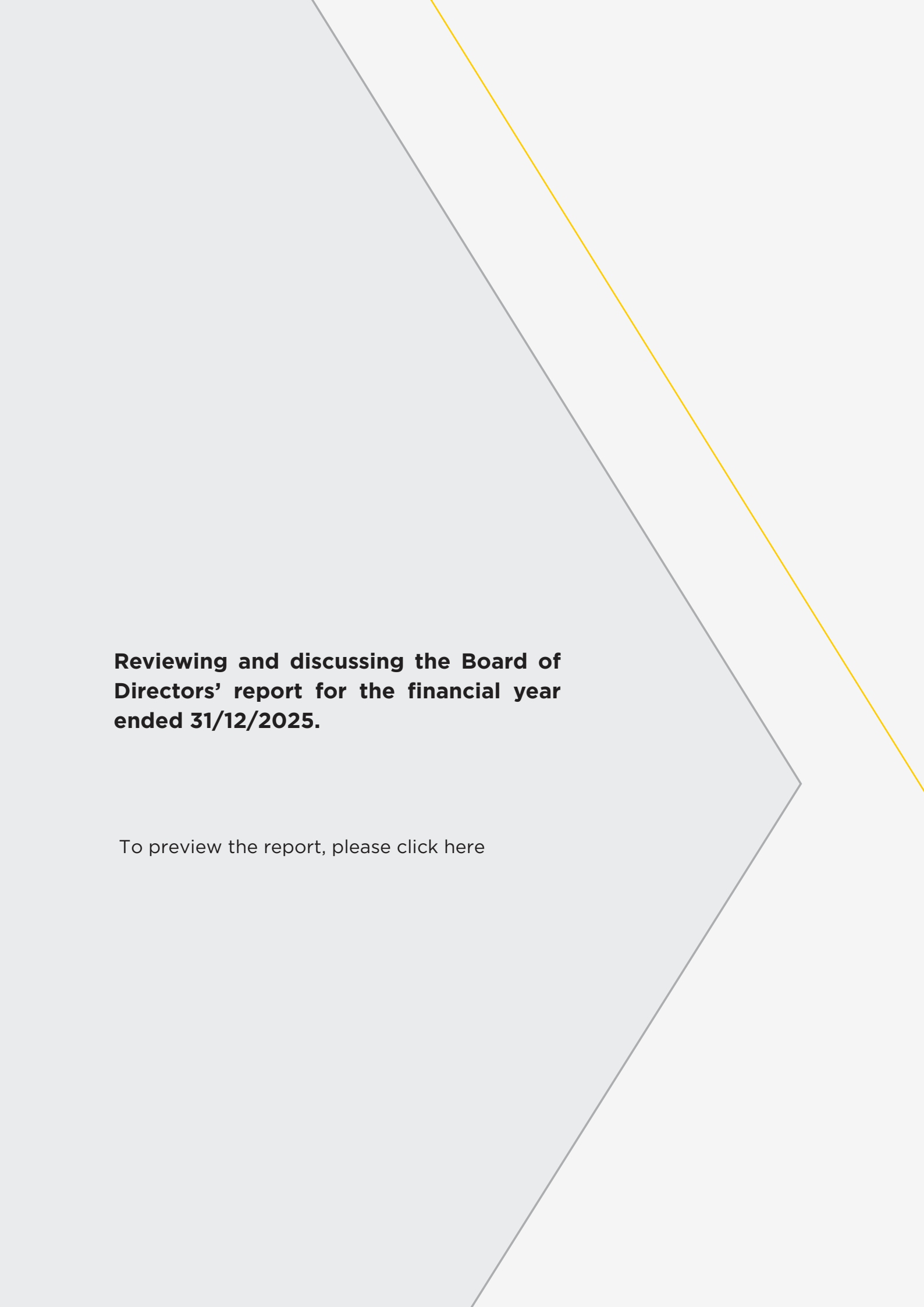
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For Dr. Mohamed Al-Amri & Co.,



Gihad Mohamed Al-Amri
Certified Public Accountant
License Number 362
Riyadh on: 23 Ramadan 1447 (H)
Corresponding to: 12 March 2026 (G)





Reviewing and discussing the Board of Directors' report for the financial year ended 31/12/2025.

To preview the report, please [click here](#)



Sport Clubs Company

Audit Committee Report

For the financial year ended 31 December 2025

Introduction

The Audit Committee of Sport Clubs Company submits its annual report to the esteemed General Assembly of Shareholders for the financial year ended 31 December 2025, within the scope of its oversight powers as defined under the Corporate Governance Regulations issued by the Capital Market Authority, the Audit Committee Charter approved by resolution of the Company's General Assembly of Shareholders dated 22 August 2024, and the applicable laws and regulations.

First: Composition of the Audit Committee

The Audit Committee is a committee emanating from the Board of Directors and consists of three members: the Chairman of the Committee, who is an independent member of the Board of Directors, and two members from outside the Board. As at 31 December 2025, the Committee comprised the following:

Member Name	Capacity
Mr. Saqr Ahmed Al-Balawi	Chairman of the Committee
Mr. Badr Ibrahim Al-Suwailem	Committee Member
Mr. Hassan Ahmed Daabas	Committee Member

Note: Mr. Badr Ibrahim Al-Suwailem submitted his resignation on 14 February 2026, and Mr. Fadi Farouk Arabid, a member from within the Board of Directors, was appointed.

Second: Competencies, Powers, and Responsibilities of the Committee

The Audit Committee is responsible for monitoring the Company's operations and verifying the soundness and integrity of its reports, financial statements, and internal control systems, in accordance with the Audit Committee Charter approved by the Company's General Assembly of Shareholders dated 22 August 2024, and the Corporate Governance Regulations issued by the Capital Market Authority. The Committee's main competencies are centered on the following areas:

2.1 Financial Reports

- Reviewing the Company's interim and annual financial statements before they are presented to the Board of Directors, and providing its opinion and recommendation thereon to ensure their integrity, fairness, and transparency.



- Providing a technical opinion — at the request of the Board of Directors — on whether the Board of Directors' report and the Company's financial statements are fair, balanced, and understandable.
- Reviewing any significant or unusual matters contained in the financial reports, and verifying the accounting estimates in material matters.
- Reviewing the accounting policies applied in the Company and providing its opinion and recommendation thereon to the Board of Directors.

2.2 Internal Audit

- Reviewing and examining the internal and financial control systems and risk management in the Company.
- Reviewing the internal audit reports and following up on the implementation of the corrective actions for the observations contained therein.
- Monitoring and supervising the performance and activities of the internal auditor and the internal audit function in the Company.
- Recommending to the Board of Directors the appointment of the head of the internal audit unit or department, or the internal auditor, and proposing his remuneration.

2.3 External Auditor

- Recommending to the Board of Directors the nomination and dismissal of the external auditors, the determination of their fees, and the evaluation of their performance.
- Verifying the independence, objectivity, and fairness of the external auditor, and the effectiveness of the audit work.
- Reviewing the external auditor's plan and work, responding to its inquiries, and reviewing its report and observations on the financial statements.

2.4 Compliance Assurance

- Reviewing the results of the reports of regulatory authorities and verifying that the Company has taken the necessary actions in respect thereof.
- Verifying the Company's compliance with the relevant laws, regulations, policies, and instructions.
- Reviewing the contracts and transactions proposed to be conducted by the Company with related parties and providing its views thereon to the Board of Directors.

2.5 Other Responsibilities

- Establishing a mechanism that enables the Company's employees to confidentially submit their observations regarding any irregularity in the financial reports or otherwise and verifying the application of this mechanism.
- Preparing an annual report that includes its opinion on the adequacy of the Company's internal control system and the other work it has carried out within the scope of its competence.

Third: Audit Committee Meetings during 2025

During the financial year ended 31 December 2025, the Audit Committee held eight regular meetings. The executive management and the Company's external and internal auditors were



invited to these meetings, according to the topics on the agenda, with the aim of supporting the Committee in performing its duties and enabling it to discuss the relevant topics in greater depth. The following is a detailed statement of the meeting dates and members' attendance:

Member	1st 5 Feb 2025	2nd 12 Feb 2025	3rd 26 Mar 2025	4th 29 Apr 2025	5th 28 May 2025	6th 28 Jul 2025	7th 30 Oct 2025	8th 16 Dec 2025
Mr. Saqr Al-Balawi (Chairman)	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Hassan Daabas (Member)	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Badr Al-Suwailem (Member)	✓	✓	✓	✓	✓	✓	✓	✓


Fourth: The Audit Committee's Opinion on the Adequacy and Effectiveness of the Internal Control System

The Audit Committee performs its duties within the powers defined for it under the Corporate Governance Regulations issued by the Capital Market Authority, and its role is limited to supervision, evaluation, and follow-up, without engaging in the direct execution of any operational or control processes. Based on the periodic reports and technical analyses presented by the executive management, the internal audit unit, and the external auditor — which provide a reasonable degree of assurance — the Committee did not identify any material weaknesses in the Company's internal control system during the financial year ended 31 December 2025. Nevertheless, certain recommendations were issued aimed at improving and strengthening the internal control of the Company so that it keeps pace with its objectives, size, and the nature of its business. The Committee operates on a Risk-Based methodology that aims to focus the audit on the activities and areas of highest priority in terms of risk, while acknowledging that any control system, regardless of how soundly it is designed, cannot provide absolute assurance. The Committee emphasizes the importance of continuously developing and improving the internal control system.


Audit Committee — Sport Clubs Company

Mr. Saqr Ahmed Al-Balawi

Chairman of the Audit Committee



Voting on the discharge of the Board of Directors' members from liability for the year ended 31/12/2025.



Voting on the appointment of the Company's external auditor from among the candidates, based on the Audit Committee's recommendation, to examine, review, and audit the financial statements for the second and third quarters of 2026, the year ending 31/12/2026, and the first quarter of 2027, and to determine the auditor's fees. (Attached)



Reference: 2-2026

Date: 10 May 2026

To: The Members of the Board of Directors of Sport Clubs Company

May Allah protect them,

Subject: The Audit Committee's Recommendation for the Nomination of the Company's External Auditors for the Financial Year 2026

Peace, mercy, and blessings of Allah be upon you,

We hereby inform you that the Audit Committee has reviewed the offers submitted by the external audit firms for auditing the accounts of the Company and its subsidiary, namely the following firms: PwC; BDO Dr. Mohamed Al-Amri & Co.; Ernst & Young; KPMG Al Fozan & Partners; and Crowe Professional Consulting. This study was carried out based on the evaluation conducted by the Company's management and the internal audit function, including technical and financial analysis. Based on the results of the evaluation, both BDO Dr. Mohamed Al-Amri & Co. and KPMG were the highest-rated firms.

In accordance with Article Seventy-Eight of the Corporate Governance Regulations issued by the Capital Market Authority, the Committee submits to your esteemed Board its recommendation regarding both BDO Dr. Mohamed Al-Amri & Co. and KPMG, for consideration of appointing one of them as the external auditor of the Company and its subsidiary, for the purpose of:

1. Auditing the consolidated financial statements of Sport Clubs Company and the financial statements of its subsidiary for the year ending 31 December 2026.
2. Reviewing the interim condensed consolidated financial statements of the Company for the second and third quarters of the financial year 2026 and the first quarter of the financial year 2027.

The value of the price offers of the nominated firms was as follows:

- KPMG Al Fozan & Partners — SAR 1,050,000.
- BDO Dr. Mohamed Al-Amri & Co. SAR 565,000.

The Committee expresses its preference for BDO Dr. Mohamed Al-Amri & Co., given the commitment, competence, and high professionalism we have observed during the past period.

And Allah is the Granter of success,

Audit Committee — Sport Clubs Company

Mr. Saqr Ahmed Al-Balawi

Chairman of the Audit Committee

Voting on the business and contracts concluded between the Company and Aldrees Petroleum and Transport Services Company, in which the Board member Engineer Abdulelah Aldrees has an indirect interest, namely the supply of fuel for the Company's vehicles through Aldrees' stations during 2025, with a total value of SAR 660,000, conducted in the ordinary course of business and without preferential terms or advantages. (Attached)



From: The Chairman of the Board of Directors of Sport Clubs Company

To: The Shareholders of Sport Clubs Company

Subject: Disclosure of the business and contracts in which a member of the Board of Directors has a direct or indirect interest during the financial year 2025.

With reference to the above subject, and in compliance with the Companies Law issued by the Ministry of Commerce, the Corporate Governance Regulations issued by the Capital Market Authority, and the Company's Conflict of Interest Policy and Disclosure Policy:

We hereby inform you of the business and contracts reported by the Board of Directors in which the Company was a party, and in which a member of the Company's Board of Directors had an interest — whether current members or those whose membership ended during the calendar year 2025 — or any person related to any of them, directly or indirectly. There was one contract, consisting of fuel purchases supplied to Sport Clubs Company at the price set by Aramco and without any preferential terms, in the amount of SAR 660,000 during 2025.

Related Company	Name of Board Member	Value (SAR)
Aldrees Petroleum and Transport Services Company	Abdulelah Saad Aldrees	SAR 660,000

The Board also confirms that all related business and contracts have been fully identified and disclosed in accordance with the requirements of Article Seventy-One of the Saudi Companies Law.

Please accept our highest appreciation and respect,

**Chairman of the Board of Directors
Sport Clubs Company**

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 2025

To the shareholders of Sport Clubs Company

(A Listed Saudi Joint Stock Company)

Riyadh -Kingdom of Saudi Arabia

Based on the request made by the management of **Sport Clubs** 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 **Sport Clubs** 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:

- Requirements of Article (71) of the Companies regulation in the Kingdom of Saudi Arabia.
- Resolutions of the company's General Assembly of Shareholders and Board of Director authorizing the transactions and contracts.
- Board of Director's Declaration of the transactions with the related parties
- The company's accounting records and books for the fiscal year ending December 31, 2025.
- Annual Consolidated Financial Statement for the fiscal year ending December 31, 2025

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.

Limited assurance report on the declaration submitted by the Board of Directors to the shareholders of Sport Clubs Company on the year ended 31 December 2025 (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:

- Obtain the Board of Director's Declaration of the transactions with the related parties
- Agree the information and data included in the Declaration to the company's accounting records and books for the fiscal year ended 31 December 2025.
- Agree the information included in the Declaration to the company's general assembly of shareholders and board of directors that authorized the transactions and contracts for the fiscal year ending December 31, 2025
- Agreeing the information included in the declaration form with the transactions with related parties disclosed in the consolidated financial statements of the Company for the year ended December 31, 2025

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.

Limited assurance report on the declaration submitted by the Board of Directors to the shareholders of Sport Clubs company on the year ended 31 December 2025 (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 is 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 company's management, along with the Declaration submitted by the company's board of directors therein to the shareholders of Sports Clubs Company, 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 Mohamed Al-Amri
Certified public accountant
License No.362



Riyadh, on: 19 Dhu al-Qi'dah 1447 AH
Corresponding to: 6 May 2026 AD



Voting on ratifying the Board of Directors' resolution to appoint Board member Mr. Mahmoud Baban to the vacant Board seat, appointed on 03/11/2025 to replace the resigning member Mr. Yasser Al-Hadithi. (Note: the member subsequently resigned on 18-01-2026.)



Voting on the Board of Directors' resolution to appoint Ms. Sara Abdulaziz Al-Mudaimagh (non-executive member) to the Board, effective from her appointment date 01/06/2026, to complete the Board's current term ending on 25/09/2027, succeeding the previous member Mr. Mahmoud Jalal Baban (non-executive member). (CV attached)



Curriculum Vitae Form

(For the Candidate / Appointed Member of the Company's Board of Directors)

Personal Information of the Candidate Member						
Full Name (Four-Part)	Sara Abdulaziz Abdulrahman Al-Mudaimegh					
Nationality	Saudi	Date of Birth	07/10/1986			
Academic Qualifications of the Candidate Member						
No.	Qualification	Major	Date Obtained	Awarding Institution		
1	Bachelor's Degree	Finance	2009	American University of Sharjah		
Work Experience of the Candidate Member						
Period	Area of Experience					
April 2011 – March 2013	Assistant Director, Asset Management — Saudi Fransi Capital					
2013 – 2022	Chief Executive Officer — KORE Care Co. Ltd. (KORE)					
2022 – Present	Founding Partner — Board Member, KORE Care Co. Ltd. (KORE)					
February 2018 – Present	Managing Director — ASAS Holdings Limited					
Current Board Memberships in Other Joint-Stock Companies (Listed or Unlisted) or Any Other Company Regardless of Its Legal Form, or Their Affiliated Committees						
No.	Company Name	Main Activity	Membership Capacity (Executive / Non-Executive / Independent)	Appointment Method (Nominated as a Shareholder, appointed by a shareholder with appointment right under the Bylaws, or nominated by a shareholder)	Committee Memberships	Legal Form of the Company
1	KORE Care Co. Ltd.	Sports Clubs	Non-Executive	Shareholder	Board Member	Limited Liability Company

**Voting on the participation of Board member
Ms. Sara Al-Mudaimagh in a business that
competes with the Company's business.
(Attached)**

Notification to the General Assembly Regarding a Board Member's Engagement in Business Competing with the Company

Date: 14/12/1447 H

Corresponding to: 31/05/2026 G

To the Esteemed Members of the Extraordinary General Assembly,

Peace, mercy, and blessings of God be upon you,

Pursuant to the requirements of Article (27) of the Companies Law, which concerns notifying the General Assembly upon its convening in the event that any member of the Board of Directors or the company manager engages in any business that would compete with the Company, or compete with it in one of the branches of activity it conducts: Board member Ms. **Sara Abdulaziz Al-Mudaimigh** is a partner in and holds a board membership at **Enaya Core Limited Company**, a company that conducts business which may be deemed to compete with the nature of the Company's business.

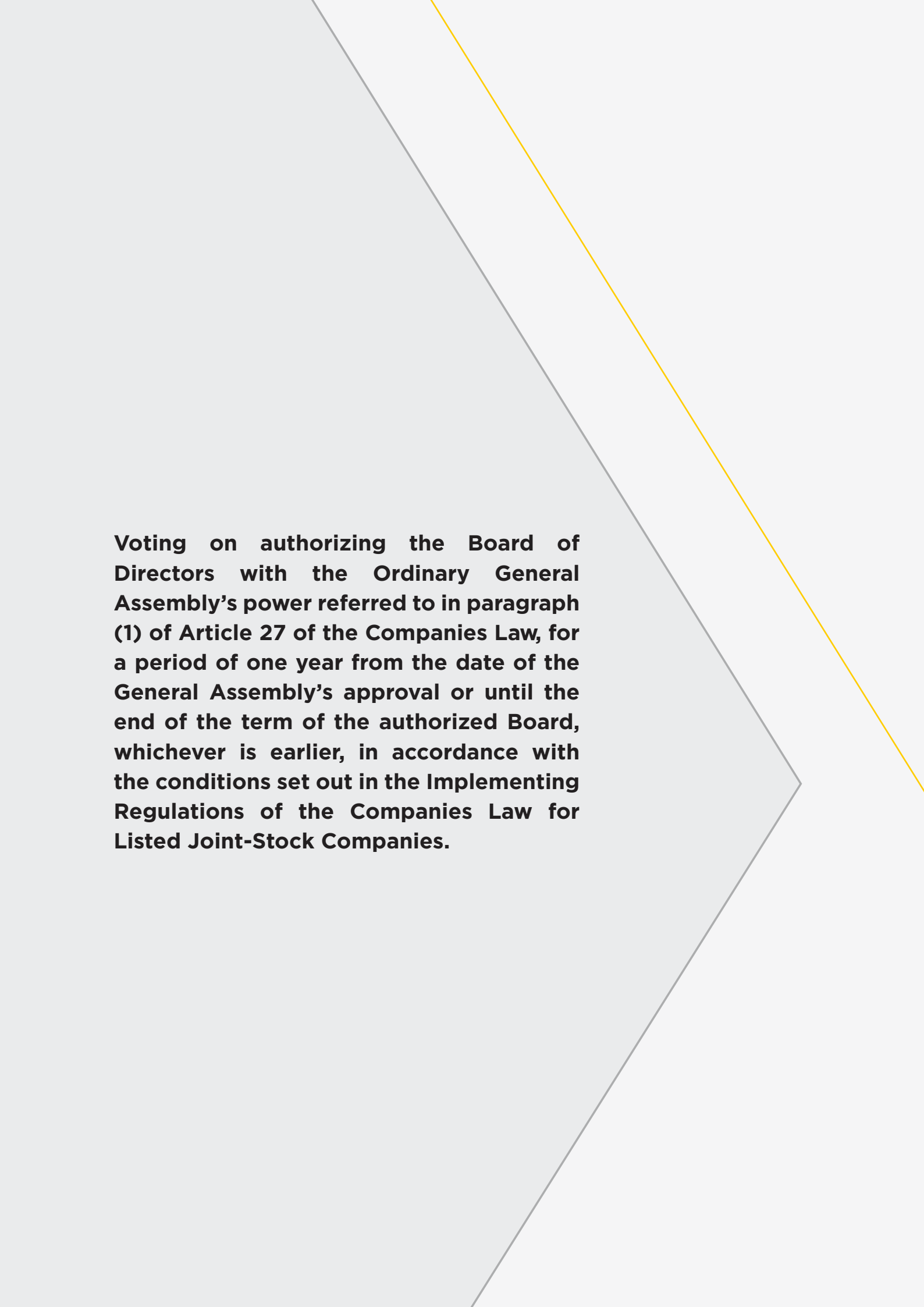
The Board member notified the Board of Directors of this immediately upon her appointment; the matter was presented to the Board, and the necessary approvals were obtained in accordance with the relevant laws and regulations.

Accordingly, we kindly request that the General Assembly vote in favor of authorizing the Board member to engage in this competing business, within the items listed on the General Assembly's agenda.

Please accept our highest regards,

Board of Directors

Sport Clubs Company

A decorative graphic on the right side of the page, consisting of a large grey triangle pointing to the right and a thin yellow line running parallel to its upper edge.

Voting on authorizing the Board of Directors with the Ordinary General Assembly's power referred to in paragraph (1) of Article 27 of the Companies Law, for a period of one year from the date of the General Assembly's approval or until the end of the term of the authorized Board, whichever is earlier, in accordance with the conditions set out in the Implementing Regulations of the Companies Law for Listed Joint-Stock Companies.



**Voting on the amendment of the
Remuneration Policy for the Board of
Directors, its Committees, and Executive
Management. (Attached)**



**Proposed Amendments to the
Remuneration Policy for Members of the Board of Directors, its committees,
and Executive Management
(A Listed Joint-Stock Company)**

Text Before Amendment	Text After Amendment
<p>Thirdly: Remuneration of the Board of Directors and Committee Members</p> <p>1. In accordance with the Company's Bylaws, the remuneration of the Board of Directors may consist of a specified amount, an attendance allowance for meetings, in-kind benefits, or a specified percentage of net profits; two (2) or more of these benefits may be combined, as approved by the General Assembly.</p> <p>2. Accordingly, the remuneration of the members of the Board of Directors, if any, shall be determined by the Ordinary General Assembly. Such remuneration may take the form of a specified amount, an attendance allowance for meetings, in-kind benefits, or a specified percentage of net profits, and two or more of these benefits may be combined, in line with the official resolutions and instructions issued in this regard and within the limits prescribed by the Companies Law and its regulations.</p> <p>3. Pursuant to the foregoing, the remuneration of the members of the Board of Directors and the members of the committees emanating from the Board shall be, at their upper limits, as follows:</p> <ul style="list-style-type: none">• The Chairman of the Board of Directors shall be entitled to SAR 200,000, and the members of the Board of Directors to an annual remuneration of SAR 150,000.• Each member of the Board of Directors shall receive an attendance allowance of SAR 3,000 for each Board meeting. <p>• Each Board member shall also receive, in consideration of his membership in the committees emanating from the Board, an annual remuneration of SAR 50,000 — the annual remuneration being calculated as from</p>	<p>Thirdly: Remuneration of the Board of Directors and Committee Members</p> <p>1. In accordance with the Company's Bylaws, the remuneration of the Board of Directors may consist of a specified amount, an attendance allowance for meetings, in-kind benefits, or a specified percentage of net profits; two (2) or more of these benefits may be combined, as approved by the General Assembly.</p> <p>2. Accordingly, the remuneration of the members of the Board of Directors, if any, shall be determined by the Ordinary General Assembly. Such remuneration may take the form of a specified amount, an attendance allowance for meetings, in-kind benefits, or a specified percentage of net profits, and two or more of these benefits may be combined, in line with the official resolutions and instructions issued in this regard and within the limits prescribed by the Companies Law and its regulations.</p> <p>3. Pursuant to the foregoing, the remuneration of the members of the Board of Directors and the members of the committees emanating from the Board shall be, at their upper limits, as follows:</p> <ul style="list-style-type: none">• The Chairman of the Board of Directors shall be entitled to SAR 200,000, and the members of the Board of Directors to an annual remuneration of SAR 150,000.• Each member of the Board of Directors shall receive an attendance allowance of SAR 3,000 for each Board meeting.• The Chairman and members of the Audit Committee shall be entitled to an annual remuneration of SAR 100,000, in addition to




~~the date of the Board's approval of the member's joining the committee — in addition to SAR 3,000 as an attendance allowance for each meeting of the committees emanating from the Board.~~

- A member (other than the members of the Board of Directors) participating in one of the Board's committees (including the Audit Committee) shall be entitled to an annual remuneration of SAR 50,000.

an attendance allowance of SAR 3,000 for each meeting of the Committee.

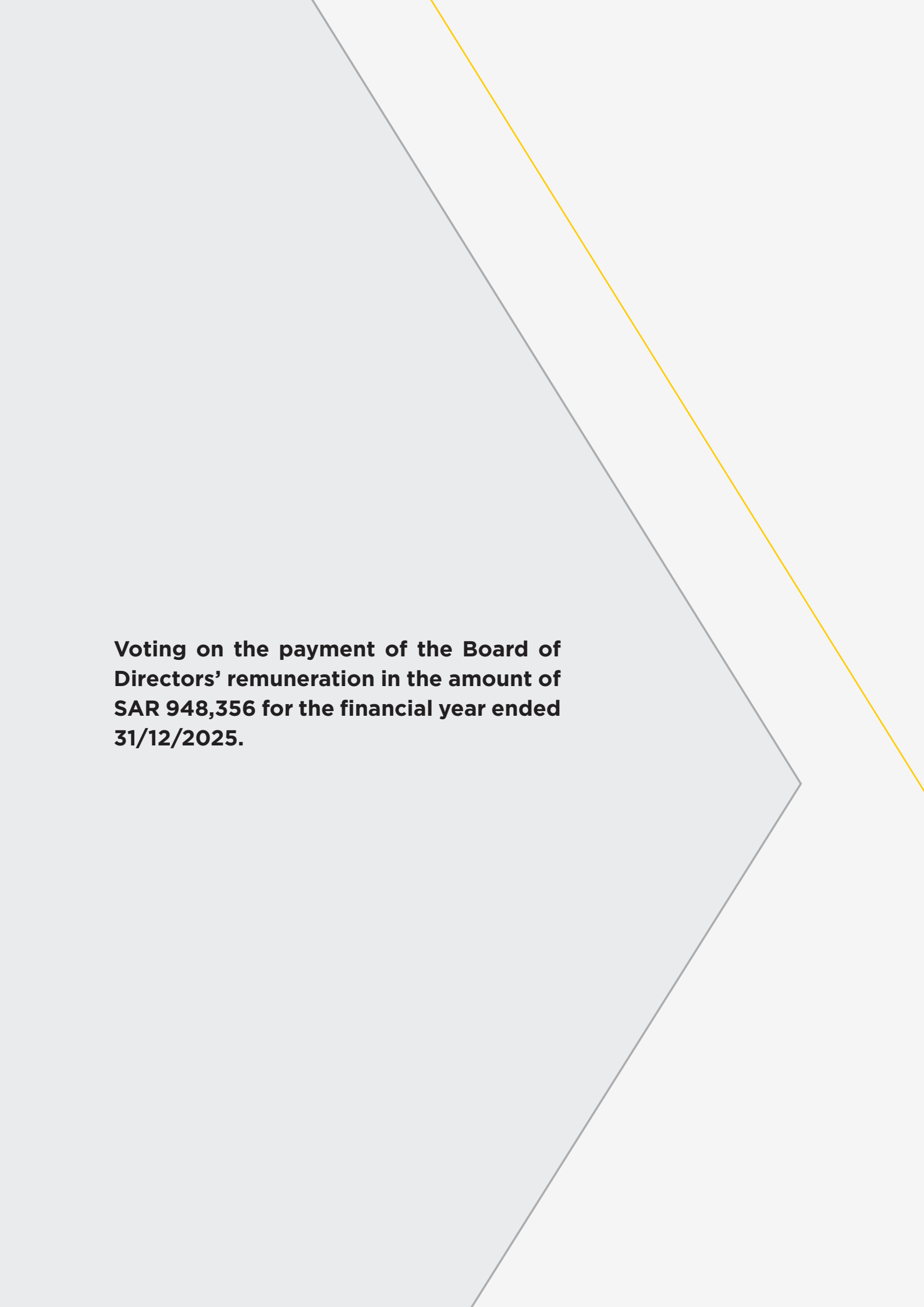
- The chairmen and members of the other committees emanating from the Board shall be entitled to an annual remuneration of SAR 50,000, in addition to an attendance allowance of SAR 3,000 for each meeting of those committees.
- The annual remuneration of committee members, including the Audit Committee, shall be calculated as from the date of the member's appointment.
- A member (other than the members of the Board of Directors) participating in one of the Board's committees (including the Audit Committee) shall be entitled to an annual remuneration of SAR 50,000.




**Voting on the amendment of the Audit
Committee Charter. (Attached)**

Audit Committee Charter — Sport Clubs Company

Text Before Amendment	Text After Amendment
<p>Article Three: Formation, Term, and Rules and Controls of Committee Membership:</p> <p>B. Rules and Controls of Committee Membership:</p> <p>6. The candidate and the committee member must meet the following conditions:</p> <ol style="list-style-type: none">1) No judgment shall have been issued against him for committing an act in breach of honor or honesty, or in violation of the laws and regulations in the Kingdom of Saudi Arabia or in any other country.2) He shall possess the experience, professional competence, knowledge, and skill.3) He shall not have any direct or indirect interest in the contracts and business carried out for the account of the Company, nor participate in any work that would compete with the Company, nor compete with the Company in any branch of the activity it engages in.	<p>Article Three: Formation, Term, and Rules and Controls of Committee Membership:</p> <p>B. Rules and Controls of Committee Membership:</p> <p>6. The candidate and the committee member must meet the following conditions:</p> <ol style="list-style-type: none">1) No judgment shall have been issued against him for committing an act in breach of honor or honesty, or in violation of the laws and regulations in the Kingdom of Saudi Arabia or in any other country.2) He shall possess the experience, the professional competence, the knowledge, and the skill.3) He shall not have any direct or indirect interest in the contracts and business carried out for the account of the Company, nor participate in any work that would compete with the Company, nor compete with the Company in any branch of the activity it engages in.



Voting on the payment of the Board of Directors' remuneration in the amount of SAR 948,356 for the financial year ended 31/12/2025.



Voting on the payment of Audit Committee members' remuneration in the amount of SAR 300,000 for the financial year ended 31/12/2025, in accordance with the amended Remuneration Policy for the Board of Directors, its Committees, and Executive Management, and the amended Audit Committee Charter. (Attached)

Voting on the amendments of the Company's Bylaws

- Voting on the amendment of Article (Four) of the Company's Bylaws relating to (Purposes of the Company). (Attached)
- Voting on the amendment of Article (Six) of the Company's Bylaws relating to (Participation and Ownership in Companies). (Attached)
- Voting on the deletion of Article (Nine) of the Company's Bylaws relating to (Shareholders Register). (Attached)
- Voting on the amendment of Article (Ten) of the Company's Bylaws relating to (Trading of Shares). (Attached)
- Voting on the amendment of Article (Thirteen) of the Company's Bylaws relating to (Increase of Capital). (Attached)
- Voting on the amendment of Article (Sixteen) of the Company's Bylaws relating to (Company's Purchase, Sale and Pledge of its Shares). (Attached)
- Voting on the amendment of Article (Seventeen) of the Company's Bylaws relating to (Loan Bonds or Sukuk). (Attached)
- Voting on the amendment of Article (Twenty-Four) of the Company's Bylaws relating to (Board Deliberations). (Attached)
- Voting on the addition of a new article to the Company's Bylaws relating to (Formation of Committees). (Attached)
- Voting on the amendment of Article (Thirty-Eight) of the Company's Bylaws relating to (Financial Documents). (Attached)
- Voting on the amendment of Article (Thirty-Nine) of the Company's Bylaws relating to (Entitlement to Profits). (Attached)

**Proposed Amendments to the
Bylaws of Sport Clubs Company
(A Listed Joint-Stock Company)**

Text Before Amendment	Text After Amendment																																																																								
<p>Article Four: Purposes of the Company</p> <p>The Company shall carry out and undertake the following purposes:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #00a0c9; color: white;"> <th style="width: 30%;">الهدف</th> <th style="width: 70%;">الفئة</th> </tr> </thead> <tbody> <tr> <td>الصناعات التحويلية</td> <td>صنوع منسوجات أخرى غير مصنفة في موضع آخر</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع رقائق من قشرة الخشب واللواح المصنوعة من الخشب</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع منتجات ومشغولات التجارة اللازمة لعمال البناء</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنع الزجاج والمنتجات الزجاجية</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>سبك الحديد والصلب</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنع للنتجات المعدنية الإيثالية</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنع أدوات القطع والعدد اليدوية والأدوات المعدنية العامة</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنع الأثاث</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع أدوات الرياضة</td> </tr> <tr> <td>التشييد</td> <td>تشبيد المباني</td> </tr> <tr> <td>التشييد</td> <td>أعمال التشبيد المتعلقة بمشاريع الهندسة المدنية الأخرى</td> </tr> <tr> <td>التشييد</td> <td>الهدم</td> </tr> <tr> <td>التشييد</td> <td>تحضير اللوحيق</td> </tr> <tr> <td>التشييد</td> <td>إكمال المباني وتشطيبها</td> </tr> </tbody> </table>	الهدف	الفئة	الصناعات التحويلية	صنوع منسوجات أخرى غير مصنفة في موضع آخر	الصناعات التحويلية	صنوع رقائق من قشرة الخشب واللواح المصنوعة من الخشب	الصناعات التحويلية	صنوع منتجات ومشغولات التجارة اللازمة لعمال البناء	الصناعات التحويلية	صنع الزجاج والمنتجات الزجاجية	الصناعات التحويلية	سبك الحديد والصلب	الصناعات التحويلية	صنع للنتجات المعدنية الإيثالية	الصناعات التحويلية	صنع أدوات القطع والعدد اليدوية والأدوات المعدنية العامة	الصناعات التحويلية	صنع الأثاث	الصناعات التحويلية	صنوع أدوات الرياضة	التشييد	تشبيد المباني	التشييد	أعمال التشبيد المتعلقة بمشاريع الهندسة المدنية الأخرى	التشييد	الهدم	التشييد	تحضير اللوحيق	التشييد	إكمال المباني وتشطيبها	<p>Article Four: Purposes of the Company</p> <p>The Company shall carry out and undertake the following purposes:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #00a0c9; color: white;"> <th style="width: 30%;">الهدف</th> <th style="width: 70%;">الفئة</th> </tr> </thead> <tbody> <tr> <td>الصناعات التحويلية</td> <td>تجزير وحفظ اللحوم</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>تجزير وحفظ السمك والقشريات والرخويات</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>تجزير وحفظ الفاكهة والخضر</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع الزيوت والدهون النباتية والحيوانية</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع منتجات الكاين</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع منتجات طوابع الجيوب</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع النشاء ومنتجات النشاء</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع منتجات الخباز</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنع السكر</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع الكاكاو والديكولاته والحلويات السكرية</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع الكبريتة وضوابط الكبريتة والكبريت والمنتجات النشوية للملانة</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع وجبات وأطباق جاهزة</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع منتجات الأغذية الأخرى غير الصنف في موضع آخر</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع الأعلاف الحيوانية للحجر</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صناعة شراب الشعير يشمل البيرة بدون كحول</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع المشروبات غير الكحولية لتتاج المياه المعدنية والمياه الأخرى المعدة في زجاجات</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>تحضير وغزل الألياف للنسوجات</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>نسج للنسوجات</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>إتمام تجزير للنسوجات</td> </tr> <tr> <td>الصناعات التحويلية</td> <td>صنوع الأقمشة المغرولة بصنارة التريكو وزيعة مقفولة الكروشييه</td> </tr> </tbody> </table>	الهدف	الفئة	الصناعات التحويلية	تجزير وحفظ اللحوم	الصناعات التحويلية	تجزير وحفظ السمك والقشريات والرخويات	الصناعات التحويلية	تجزير وحفظ الفاكهة والخضر	الصناعات التحويلية	صنوع الزيوت والدهون النباتية والحيوانية	الصناعات التحويلية	صنوع منتجات الكاين	الصناعات التحويلية	صنوع منتجات طوابع الجيوب	الصناعات التحويلية	صنوع النشاء ومنتجات النشاء	الصناعات التحويلية	صنوع منتجات الخباز	الصناعات التحويلية	صنع السكر	الصناعات التحويلية	صنوع الكاكاو والديكولاته والحلويات السكرية	الصناعات التحويلية	صنوع الكبريتة وضوابط الكبريتة والكبريت والمنتجات النشوية للملانة	الصناعات التحويلية	صنوع وجبات وأطباق جاهزة	الصناعات التحويلية	صنوع منتجات الأغذية الأخرى غير الصنف في موضع آخر	الصناعات التحويلية	صنوع الأعلاف الحيوانية للحجر	الصناعات التحويلية	صناعة شراب الشعير يشمل البيرة بدون كحول	الصناعات التحويلية	صنوع المشروبات غير الكحولية لتتاج المياه المعدنية والمياه الأخرى المعدة في زجاجات	الصناعات التحويلية	تحضير وغزل الألياف للنسوجات	الصناعات التحويلية	نسج للنسوجات	الصناعات التحويلية	إتمام تجزير للنسوجات	الصناعات التحويلية	صنوع الأقمشة المغرولة بصنارة التريكو وزيعة مقفولة الكروشييه
الهدف	الفئة																																																																								
الصناعات التحويلية	صنوع منسوجات أخرى غير مصنفة في موضع آخر																																																																								
الصناعات التحويلية	صنوع رقائق من قشرة الخشب واللواح المصنوعة من الخشب																																																																								
الصناعات التحويلية	صنوع منتجات ومشغولات التجارة اللازمة لعمال البناء																																																																								
الصناعات التحويلية	صنع الزجاج والمنتجات الزجاجية																																																																								
الصناعات التحويلية	سبك الحديد والصلب																																																																								
الصناعات التحويلية	صنع للنتجات المعدنية الإيثالية																																																																								
الصناعات التحويلية	صنع أدوات القطع والعدد اليدوية والأدوات المعدنية العامة																																																																								
الصناعات التحويلية	صنع الأثاث																																																																								
الصناعات التحويلية	صنوع أدوات الرياضة																																																																								
التشييد	تشبيد المباني																																																																								
التشييد	أعمال التشبيد المتعلقة بمشاريع الهندسة المدنية الأخرى																																																																								
التشييد	الهدم																																																																								
التشييد	تحضير اللوحيق																																																																								
التشييد	إكمال المباني وتشطيبها																																																																								
الهدف	الفئة																																																																								
الصناعات التحويلية	تجزير وحفظ اللحوم																																																																								
الصناعات التحويلية	تجزير وحفظ السمك والقشريات والرخويات																																																																								
الصناعات التحويلية	تجزير وحفظ الفاكهة والخضر																																																																								
الصناعات التحويلية	صنوع الزيوت والدهون النباتية والحيوانية																																																																								
الصناعات التحويلية	صنوع منتجات الكاين																																																																								
الصناعات التحويلية	صنوع منتجات طوابع الجيوب																																																																								
الصناعات التحويلية	صنوع النشاء ومنتجات النشاء																																																																								
الصناعات التحويلية	صنوع منتجات الخباز																																																																								
الصناعات التحويلية	صنع السكر																																																																								
الصناعات التحويلية	صنوع الكاكاو والديكولاته والحلويات السكرية																																																																								
الصناعات التحويلية	صنوع الكبريتة وضوابط الكبريتة والكبريت والمنتجات النشوية للملانة																																																																								
الصناعات التحويلية	صنوع وجبات وأطباق جاهزة																																																																								
الصناعات التحويلية	صنوع منتجات الأغذية الأخرى غير الصنف في موضع آخر																																																																								
الصناعات التحويلية	صنوع الأعلاف الحيوانية للحجر																																																																								
الصناعات التحويلية	صناعة شراب الشعير يشمل البيرة بدون كحول																																																																								
الصناعات التحويلية	صنوع المشروبات غير الكحولية لتتاج المياه المعدنية والمياه الأخرى المعدة في زجاجات																																																																								
الصناعات التحويلية	تحضير وغزل الألياف للنسوجات																																																																								
الصناعات التحويلية	نسج للنسوجات																																																																								
الصناعات التحويلية	إتمام تجزير للنسوجات																																																																								
الصناعات التحويلية	صنوع الأقمشة المغرولة بصنارة التريكو وزيعة مقفولة الكروشييه																																																																								

الصناعات التحويلية	صنع النسوجات الجاهزة باستثناء اللبوسات
الصناعات التحويلية	صنع الألبس والسجاد
الصناعات التحويلية	صنع مسنوجات أخرى غير مصفوفة في موضع آخر
الصناعات التحويلية	صنع لللبوسات باستثناء لللبوسات الرياضية
الصناعات التحويلية	صنع أصفاف الفراء
الصناعات التحويلية	صنع اللبوسات من التريكو والكروشييه
الصناعات التحويلية	صنع وظيفة الجلود تهيئة وصنع الفراء
الصناعات التحويلية	صنع حثالب المصنعة وحثالب اليد وما شاربها والسروج والأعنة
الصناعات التحويلية	صنع الأحذية
الصناعات التحويلية	نحر الخشب وصحته
الصناعات التحويلية	صنع رقائق من قشرة الذهب والألوان للصنوعة من الذهب
الصناعات التحويلية	صنع منتجات ومصفوفات التجارة للزينة لعمال البناء
الصناعات التحويلية	صنع لأوعية الخشبية
الصناعات التحويلية	صنع منتجات خشبية أخرى صنع أصفاف اللأبن والقش ومواد الصفر
الصناعات التحويلية	صنع الألباب والورق والورق للقرق
الصناعات التحويلية	صنع الورق للموَّج والورق للقرق والأوعية للصنوعة من الورق والورق للقرق
الصناعات التحويلية	صنع أصفاف أخرى من الورق والورق للقرق
الصناعات التحويلية	الطباعة
الصناعات التحويلية	أنشطة الخدمات المتصلة بالطباعة
الصناعات التحويلية	استنساخ وسائط الإذاعة المسجلة
الصناعات التحويلية	صنع منتجات أفرن الكوك
الصناعات التحويلية	صنع للنتجات النفطية للكرية
الصناعات التحويلية	صنع المواد الكيميائية الأساسية
الصناعات التحويلية	صنع للأسمدة والمركبات الزراعية
الصناعات التحويلية	صنع لللدائن والخطاط التركيبي في أشكالها الأولية
الصناعات التحويلية	صنع مبيدات الآفات والنتجات الكيميائية الزراعية لأخرى
الصناعات التحويلية	صنع الدهانات والورنيشات والطلاءات لعائلة وأحبار الطباعة والماجنون للسكتية
الصناعات التحويلية	صنع الصابون والمنظفات ومستحضرات التنظيف والتلميع والعمور ومستحضرات التجميل
الصناعات التحويلية	صنع للنتجات الكيميائية لأخرى غير للصلفة في موضع آخر
الصناعات التحويلية	صنع للألياف الاصطناعية
الصناعات التحويلية	صنع لآلود الصيدانية والنتجات الحوالية الكيميائية والنباتية
الصناعات التحويلية	صنع للبطرات والألعاب للبطارية وصيديد الأسطخ الخارجية للبطرات الطبخية وإعادة بثها
الصناعات التحويلية	صنع للنتجات للبطارية الأخرى
الصناعات التحويلية	صنع للنتجات اللدائنية
الصناعات التحويلية	صنع للزجاج والنتجات الزجاجية
الصناعات التحويلية	صنع للنتجات الحرارية
الصناعات التحويلية	صنع للنتجات الطفلية الإنشائية

التشبيد	أنشطة التشبيد المتخصصة الأخرى
تجارة الجملة والتجزئة وإصلاح للركبات ذات الحركات والدراجات النارية	بيع للركبات ذات الحركات
تجارة الجملة والتجزئة وإصلاح للركبات ذات الحركات والدراجات النارية	بيع وصيانة وإصلاح للدراجات النارية وقطع غيرها وملحقاتها
تجارة الجملة والتجزئة وإصلاح للركبات ذات الحركات والدراجات النارية	البيع بالجملة نظير رسم أو على أساس عقد
تجارة الجملة والتجزئة وإصلاح للركبات ذات الحركات والدراجات النارية	بيع للنسوجات ولللبوسات والأحذية بالجملة
تجارة الجملة والتجزئة وإصلاح للركبات ذات الحركات والدراجات النارية	بيع السلع لتزينة الأخرى بالجملة
تجارة الجملة والتجزئة وإصلاح للركبات ذات الحركات والدراجات النارية	بيع للكاف والعدوات الأخرى بالجملة
تجارة الجملة والتجزئة وإصلاح للركبات ذات الحركات والدراجات النارية	أنواع البيع الأخرى بالتجزئة في المتاجر غير المتخصصة
تجارة الجملة والتجزئة وإصلاح للركبات ذات الحركات والدراجات النارية	بيع للأدوات الرياضية بالتجزئة في المتاجر المتخصصة
تجارة الجملة والتجزئة وإصلاح للركبات ذات الحركات والدراجات النارية	بيع لللبوسات والأحذية والاصناف الجلدية بالتجزئة في المتاجر المتخصصة
تجارة الجملة والتجزئة وإصلاح للركبات ذات الحركات والدراجات النارية	بيع للنتجات الصيدلانية والغذائية ومستحضرات التجميل وأدوات الزينة بالتجزئة في متاجر متخصصة
تجارة الجملة والتجزئة وإصلاح للركبات ذات الحركات والدراجات النارية	بيع البضائع الجديدة الأخرى بالتجزئة في متاجر متخصصة
تجارة الجملة والتجزئة وإصلاح للركبات ذات الحركات والدراجات النارية	بيع للنسوجات ولللبوسات والأحذية بالتجزئة في المتكشاد والسواق
تجارة الجملة والتجزئة وإصلاح للركبات ذات الحركات والدراجات النارية	أنواع البيع بالتجزئة الأخرى خارج المتاجر و المتكشاد و الأسواق
النقل والتخزين	التخزين
النقل والتخزين	أنشطة دعم النقل الأخرى
التشعبة العقارية	التشعبة العقارية في الممتلكات المملوكة أو لتؤترة
التشعبة العقارية	التشعبة العقارية على أساس رسوم أو عقود
الخدمات لإدارية وخدمات الدعم	تأجير السلع الترفيهية والرياضية
الخدمات لإدارية وخدمات الدعم	تأجير لكاف والعدوات الأخرى والسلع الحقيقية
الخدمات لإدارية وخدمات الدعم	أنشطة الأمن الخاصة
الخدمات لإدارية وخدمات الدعم	أنشطة متكاملة لدعم المرافق
الخدمات لإدارية وخدمات الدعم	التنظيف العام للمباني
التعليم	التعليم في مجال الرياضة والترفيه
أنشطة صحة للسان والعمل الاجتماعي	الصحة البشرية الأخرى
الفنون والترفيه وتسلية	التشبيد الإبداعية والفنون وأنشطة الترفيه
الفنون والترفيه وتسلية	أنشطة للوادي الرياضية
الفنون والترفيه وتسلية	التشعبة الرياضية الأخرى
الفنون والترفيه وتسلية	أنشطة مدن التسلية ومدن الألعاب
الفنون والترفيه وتسلية	أنشطة التسلية والترفيه الأخرى غير للصلفة في موضع آخر
أنشطة الخدمات الأخرى	إصلاح السلع الشخصية والتزينة الأخرى
أنشطة الخدمات الأخرى	غسيل للنسوجات ومنتجات الفراء وتنظيفها الجاف
أنشطة الخدمات الأخرى	تصنيف الشعر وأنواع التجميل الأخرى
أنشطة الخدمات الأخرى	أنشطة الخدمات الشخصية الأخرى غير للصلفة في موضع آخر

The Company shall conduct its purposes in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.

صنع للنتيج الأخرى من البورسلين والخزف	الصناعات التحويلية
صنع للأسمنت والجبر والجص	الصناعات التحويلية
صنع أصناف من الخرسة والأسمنت والجص	الصناعات التحويلية
صنع للنتيج المدنية الأخرى غير للصنعة في موضع آخر	الصناعات التحويلية
صنع الحديد القاعدي والصاب	الصناعات التحويلية
صنع الطرقات التلمية وغير الحديدية القاعمية	الصناعات التحويلية
سبك الحديد والصاب	الصناعات التحويلية
سبك للعنن غير الحديدية	الصناعات التحويلية
صنع للنتيج المدنية الإنشائية	الصناعات التحويلية
صنع الصيرجج والخرانات والأوعية من العادن	الصناعات التحويلية
صنع مودلات البطر بأستثناء مراحل التدفلة المزكرة بالباه الساخنه	الصناعات التحويلية
صنع للأسلحة والذخائر	الصناعات التحويلية
تشكيل للعادن بالطرق والكبس والسبك والذلفه ميتالوجيا للساحيق	الصناعات التحويلية
معالجة وحلي للعادن المعالجة بالقت	الصناعات التحويلية
صنع أدوات القطع والمعدد اليدوية والأدوات المدنية الصلعة	الصناعات التحويلية
صنع منتجات للعادن المشكلة الأخرى غير للصنعة في موضع آخر	الصناعات التحويلية
صنع الكونلات والقوالب الإلكترونية	الصناعات التحويلية
صنع للحوسيب والعدلات للحقة	الصناعات التحويلية
صنع معدلات الاتصالات	الصناعات التحويلية
صنع للإلكترونيات المستهلكية	الصناعات التحويلية
صنع معدلات القياس والاختبار والملاحة والتحكم	الصناعات التحويلية
صنع الساعات بأنواعها واليات لصنيد التوقيتات	الصناعات التحويلية
صنع معدلات التشفير والعدلات الكهربائية الطبية والمعالجة	الصناعات التحويلية
صنع لأدوات البصرية ومعدلات التصوير الفوتوغرافي	الصناعات التحويلية
صنع الوسائط المغناطيسية والبصرية	الصناعات التحويلية
صنع للحركات والبولونات والحوامل الكهربائية وأجهزة توزيع الكهرباء والتحكم فيها	الصناعات التحويلية
صنع البطاريات والبراكم	الصناعات التحويلية
صنع شبكات الأسلاك وأجهزة شبكات الأسلاك	الصناعات التحويلية
صناعة الأسلاك والكابلات الكهربائية والإلكترونية الأخرى	الصناعات التحويلية
صنع أجهزة الأسلاك	الصناعات التحويلية
صنع معدلات الإضاءة الكهربائية	الصناعات التحويلية
صنع لأجهزة الكهربائية المنزلية	الصناعات التحويلية
صناعة للعدلات الكهربائية الأخرى	الصناعات التحويلية
صنع للحركات والتوربينات باستثناء محركات الطائرات والسيارات والدراجات الخرية	الصناعات التحويلية
صناعة معدلات تعمل بطاقة الموائع	الصناعات التحويلية
صنع للضخات والشواغظ والصغبر والصمامات الأخرى	الصناعات التحويلية

صنع للحامل والتروس وعناصر أجهزة التعشيق ونقل الحركة	الصناعات التحويلية
صنع لأفران وأفران الصبر ومواد أفران الصبر	الصناعات التحويلية
صنع معدات الرقع وللنواة	الصناعات التحويلية
صنع الآلات والمعدات المكتبية باستثناء الحواسيب والمعدات الملحقة بها	الصناعات التحويلية
صنع العدد اليدوية التي تعمل بالطاقة	الصناعات التحويلية
صنع آلات أخرى متعددة الأغراض	الصناعات التحويلية
صناعة الآلات الزراعية وآلات الحراثة	الصناعات التحويلية
صنع آلات تشكيل اللادن والمعدن الآلية	الصناعات التحويلية
صنع آلات تستعمل في البتالوجيا	الصناعات التحويلية
صنع آلات عمليات التعدين واستغلال الحجر والتنقيب	الصناعات التحويلية
صنع آلات تجهيز الأغذية والمشروبات والتبغ	الصناعات التحويلية
صنع آلات إنتاج للنسوجات والملبوسات والجلود	الصناعات التحويلية
صنع آلات أخرى لأغراض خاصة	الصناعات التحويلية
صنع للركبات ذات الحركات	الصناعات التحويلية
صنع هيكل أعمال تجهيز العربات للمركبات ذات الحركات صناعة للركبات القاطرة والركبات نصف القاطرة	الصناعات التحويلية
صنع أجزاء وادوات ومركبات للركبات ذات الحركات	الصناعات التحويلية
بناء السفن والمنشآت العائمة	الصناعات التحويلية
بناء فولب الترفيه والرياضة	الصناعات التحويلية
صناعة قطارات جرارات وعربات السكك الحديدية	الصناعات التحويلية
صناعة للركبات الجوية والفضائية والآلات المتصلة بها	الصناعات التحويلية
صناعة مركبات القتال العسكرية	الصناعات التحويلية
صناعة الحراجات الثلجية	الصناعات التحويلية
صناعة الدراجات العادية والكرسي للحركة	الصناعات التحويلية
صناعة معدات النقل الأخرى غير للصفحة في موضع آخر	الصناعات التحويلية
صنع الآلات	الصناعات التحويلية
صنع للجوهرات والأصناف المتصلة	الصناعات التحويلية
صنع للجوهرات المقلدة والأصناف ذات المتصلة	الصناعات التحويلية
صنع الآلات الموسيقية	الصناعات التحويلية
صنع أدوات الرياضة	الصناعات التحويلية
صنع للألعاب وللعاب	الصناعات التحويلية
صناعة الأدوات والتجهيزات الطبية والخاصة بطب الأسنان	الصناعات التحويلية
صنع منتجات أخرى غير مصنفة في موضع آخر	الصناعات التحويلية
إصاوح للنتجات المعدنية للصنعة	الصناعات التحويلية
إصاوح الآلات	الصناعات التحويلية
إصاوح المعدات الالكترونية والبصرية	الصناعات التحويلية
إصاوح المعدات الكهربائية	الصناعات التحويلية
إصاوح معدات النقل باستثناء للركبات ذات الحركات	الصناعات التحويلية

النقل والتخزين	مناولة البضائع
النقل والتخزين	أنشطة دعم النقل الأخرى
النقل والتخزين	أنشطة شركات نقل البريد الخاصة
الخدمة العنقودية	الأنشطة العنقودية في الممتلكات للموتوة أو للإثارة
الخدمة العنقودية	الأنشطة العنقودية على أساس رسوم أو عقود
الخدمات الإدارية وخدمات الدعم	تأجير المركبات ذات المحركات
الخدمات الإدارية وخدمات الدعم	تأجير السلع الترفيهية والرياضية
الخدمات الإدارية وخدمات الدعم	تأجير السلع المخصصة والتأجير الأخرى
الخدمات الإدارية وخدمات الدعم	تأجير الآلات والمعدات الأخرى والسلع الحقيقية
الخدمات الإدارية وخدمات الدعم	تأجير منتجات الملكية الفكرية وما شابهها عدا الأعمال المحمية بحقوق النشر
الخدمات الإدارية وخدمات الدعم	أنشطة وكالات التشغيل
الخدمات الإدارية وخدمات الدعم	أنشطة وكالات التشغيل للوقت
الخدمات الإدارية وخدمات الدعم	تقديم موارد بشرية أخرى
الخدمات الإدارية وخدمات الدعم	أنشطة وكالات السفر
الخدمات الإدارية وخدمات الدعم	أنشطة مشغلي لوجستيات السياحة
الخدمات الإدارية وخدمات الدعم	خدمات الحجز الأخرى والأنشطة المتصلة بها
الخدمات الإدارية وخدمات الدعم	أنشطة الأمن الخاصة
الخدمات الإدارية وخدمات الدعم	أنشطة خدمات نظم الأمن
الخدمات الإدارية وخدمات الدعم	أنشطة متكاملة لدعم المرافق
الخدمات الإدارية وخدمات الدعم	التنظيف العام للمباني
الخدمات الإدارية وخدمات الدعم	أنشطة تنظيف المباني وتنظيف الصناعي الأخرى
الخدمات الإدارية وخدمات الدعم	الأنشطة المتعلقة بخدمة وصيانة تجهيز المواقع
الخدمات الإدارية وخدمات الدعم	أنشطة الخدمات الإدارية المتكاملة للمكاتب
الخدمات الإدارية وخدمات الدعم	تصوير الاستندات وتصوير الوثائق وغيرها و أنشطة الدعم المتخصصة للمكاتب
الخدمات الإدارية وخدمات الدعم	تنظيم المؤتمرات والعارض التجارية
الخدمات الإدارية وخدمات الدعم	أنشطة وكالات تصدير المدفوعات ومكاتب ائتمان
الخدمات الإدارية وخدمات الدعم	أنشطة التأمين والتعويض
الخدمات الإدارية وخدمات الدعم	أنشطة خدمات الدعم الأخرى للأعمال غير المتصلة في موضع آخر
التعليم	التعليم في مجال الرياضة والترفيه
أنشطة صحة الإنسان والعمل الاجتماعي	الصحة البشرية الأخرى
الفنون والترفيه والتسليّة	الأنشطة الإبداعية والشؤون وأنشطة الترفيه
الفنون والترفيه والتسليّة	أنشطة الترفيه الرياضي
الفنون والترفيه والتسليّة	الأنشطة الرياضية الأخرى
الفنون والترفيه والتسليّة	أنشطة مدن التسليّة ومدن الألعاب
الفنون والترفيه والتسليّة	أنشطة التسليّة والترفيه الأخرى غير للصنعة في موضع آخر
أنشطة الخدمات الأخرى	إصلاح السلع الشخصية والتأجير الأخرى

أنشطة الخدمات الأخرى	تسجيل للسجلات ومنتجات الفراد وتنظيمها الجاف
أنشطة الخدمات الأخرى	تصنيف المعر وألواح التسجيل الأخرى
أنشطة الخدمات الأخرى	أنشطة الخدمات المخصصة الأخرى غير الصلقة في موضع آخر

The Company shall conduct its purposes in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.

Article Six: Participation and Ownership in Companies:

The Company may establish companies on its own or with others inside or outside the Kingdom of Saudi Arabia (the “Kingdom”), in accordance with the controls stipulated in the relevant regulations. It may also own shares and stakes of various classes 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 applicable in this regard. The Company may also dispose of these shares or stakes, provided that this does not include brokerage in their trading.

Article Six: Participation and Ownership in Companies:

The Company may establish companies on its own or with others inside or outside the Kingdom of Saudi Arabia (the “Kingdom”), in accordance with the controls stipulated in the relevant regulations. It may also own shares and stakes of various classes 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 applicable in this regard. The Company may also dispose of these shares or stakes, provided that this does not include brokerage in their trading; the Company may also have an interest in, or participate and contract in any manner with, individuals, companies, or entities that carry out business similar to its own and that assist it in achieving its purposes.

~~**Article Nine: Shareholders Register:**~~

- ~~1. The Company shall maintain a special register of the names of the shareholders, their nationalities, their data, places of residence, and occupations, the number of shares owned by each of them, the share numbers and the amount paid thereon. The Company may contract for the preparation of this register, and it must be kept in the Kingdom.~~
- ~~2. The Company shall provide the Commercial Register with the data of the register referred to in paragraph (1) of this Article, and any amendment thereto, within (fifteen) days from the date of the Company’s registration in the Commercial Register or from the date of the amendment, as the case may be.~~

Article Deleted

~~**Article Ten: Trading of Shares**~~

- ~~1. The Company’s shares are traded by registration in the shareholders register, and the transfer of share ownership shall not be effective vis-à-vis the Company or third parties except from the date of such registration.~~

Article Nine: Trading of Shares

The Company’s shares shall be traded in accordance with the provisions of the Capital Market Law and its implementing regulations.

Article Thirteen: Increase of Capital

1. The Extraordinary General Assembly may resolve to increase the Company's issued capital, or its authorized capital if any, provided that the issued capital has been fully paid. It is not required that the capital be fully paid if the unpaid portion relates to shares issued in exchange for the conversion of debt instruments or financing sukuk into shares, and the period set for their conversion into shares has not yet expired.
2. The Extraordinary General Assembly may in all cases allocate the shares issued upon the capital increase, or part thereof, to the employees of the Company and its subsidiaries or some of them, or any of that. Shareholders may not exercise the pre-emptive right upon the Company's issuance of shares allocated to employees. In all cases, the nominal value of the increase shares must equal the nominal value of the original shares of the same type or class.
3. A shareholder who owns the share at the time the Extraordinary General Assembly's resolution approving the increase of the issued capital is issued, or the Board of Directors' resolution approving its increase within the limits of the authorized capital (if any), shall have priority in subscribing to the new shares issued in exchange for cash contributions. He shall be notified of his priority by registered letter to his address recorded in the shareholders register, or through modern technology means, and of the resolution to increase the capital, the terms and method of subscription, and its start and end dates, taking into account the type and class of share he owns.
4. The Extraordinary General Assembly may suspend the pre-emptive right of shareholders to subscribe to the capital increase in exchange for cash contributions, or grant the pre-emptive right to non-shareholders, in the cases it deems to be in the Company's interest.
5. A shareholder may sell or waive the pre-emptive right, in accordance with the controls set by the competent authority.
6. Taking into account paragraph (4) above, the new shares shall be distributed to the holders of pre-emptive rights who requested subscription, in proportion to their pre-emptive rights out of the total of these rights resulting from the capital increase, provided that what they obtain does not exceed the new shares they requested. The remainder of the new shares shall be distributed to the holders of pre-emptive rights who requested more than their share, in proportion to their pre-emptive rights out of the total pre-emptive rights resulting from the capital increase, provided that what they obtain does not

Article Twelve: Increase of Capital

1. The Extraordinary General Assembly may resolve to increase the Company's issued capital, or its authorized capital if any, provided that the issued capital has been fully paid. It is not required that the capital be fully paid if the unpaid portion relates to shares issued in exchange for the conversion of debt instruments or financing sukuk into shares, and the period set for their conversion into shares has not yet expired.
2. The Extraordinary General Assembly may in all cases allocate the shares issued upon the capital increase, or part thereof, to the employees of the Company and its subsidiaries or some of them, or any of that. Shareholders may not exercise the pre-emptive right upon the Company's issuance of shares allocated to employees. In all cases, the nominal value of the increase shares must equal the nominal value of the original shares of the same type or class.
3. A shareholder who owns the share at the time the Extraordinary General Assembly's resolution approving the increase of the issued capital is issued, or the Board of Directors' resolution approving its increase within the limits of the authorized capital (if any), shall have priority in subscribing to the new shares issued in exchange for cash contributions. He shall be notified of his priority [through the approved disclosure mechanisms of listed joint-stock companies](#), and of the resolution to increase the capital, the terms and method of subscription, and its start and end dates, taking into account the type and class of share he owns.
4. The Extraordinary General Assembly may suspend the pre-emptive right of shareholders to subscribe to the capital increase in exchange for cash contributions, or grant the pre-emptive right to non-shareholders, in the cases it deems to be in the Company's interest.
5. A shareholder may sell or waive the pre-emptive right, in accordance with the controls set by the competent authority.
6. Taking into account paragraph (4) above, the new shares shall be distributed to the holders of pre-emptive rights who requested subscription, in proportion to their pre-emptive rights out of the total of these rights resulting from the capital increase, provided that what they obtain does not exceed the new shares they requested. The remainder of the new shares shall be distributed to the holders of pre-emptive rights who requested more than their share, in proportion to their pre-emptive rights out of the total pre-emptive rights resulting from the capital increase, provided that what they obtain does not exceed the new shares they requested. Any remaining shares shall be offered to

exceed the new shares they requested. Any remaining shares shall be offered to third parties, unless the Extraordinary General Assembly resolves otherwise.

third parties, unless the Extraordinary General Assembly or the Capital Market Law provides otherwise.

~~**Article Sixteen: The Company's Purchase, Sale, and Pledge of its Shares**~~

~~1. The Company may purchase its ordinary, preferred, or redeemable shares, and sell, pledge, and provide them as security, in accordance with the applicable regulations and rules.~~

~~2. The purpose of the Company's purchase of its shares may be to allocate them as treasury shares in accordance with the applicable regulations and rules.~~

~~3. The Company may adopt an employee share program and use treasury shares in this program, whether such treasury shares result from the Company's purchase of its shares or from shares issued under an increase of the Company's capital pursuant to Article (15) of these Bylaws, for the employees of the Company or its subsidiaries, in accordance with the applicable regulations and rules.~~

~~Preferred shares shall be cancelled upon the Company's completion of their purchase, and the Company shall take the necessary statutory procedures to reduce the capital.~~

Article Fifteen: The Company's Purchase, Sale, and Pledge of its Shares

1. The Company may purchase its shares with the approval of the Extraordinary General Assembly, in accordance with the Companies Law and its regulations and the controls set by the competent authority in this regard.

2. The value of the shares to be purchased must be fully paid, and the purpose of the purchase must be to reduce the Company's capital and to retain the ordinary shares purchased as treasury shares, provided that the percentage of treasury shares does not at any time exceed (ten percent) of the total of the class of the Company's shares being purchased.

3. The debit balance of treasury shares shall not exceed the Company's retained earnings balance.

4. The shares purchased by the Company shall have no votes in the shareholders' assemblies.

5. The Company may not purchase its shares for use as treasury shares except for the following purposes:

a. Fulfilling the rights of holders of debt instruments or financing sukuk convertible into shares, in accordance with the terms and conditions of those instruments or sukuk.

b. Exchange in consideration for the acquisition of shares or stakes or the purchase of assets.

c. Allocating them to the Company's employees under an employee share program.

d. Cancelling the shares in accordance with the provisions of capital reduction.

e. Any other purpose the Company deems appropriate in accordance with the regulations and rules.

6. The Company may purchase its shares for the purpose of allocating them to the Company's employees under an employee share program, after the approval of the Extraordinary General Assembly of the employee share program, and it may authorize the Board of Directors to determine the provisions of this program, including the allocation price for each share offered to the employee if for consideration, the non-participation of non-executive Board members in the

	<p>program, as well as the non-participation of executive Board members in voting on the Board's resolutions relating to the employee share program.</p> <p>7. The Company may, by a resolution of the Company's Board of Directors, sell treasury shares in one or several stages in accordance with the controls set by the competent authorities, provided that the Board's resolution does not conflict with the Extraordinary General Assembly's resolution approving the purchase of those shares.</p> <p>8. The Company may pledge its shares in accordance with the Companies Law and its implementing regulations and the controls set by the competent authority. The pledgee creditor shall be entitled to collect the profits and exercise the rights attached to the share unless otherwise agreed in the pledge contract, and the pledgee creditor may not attend the general assemblies of shareholders or vote therein.</p>
<p>Article Seventeen: Loan Bonds or Sukuk</p> <p>The Company may issue debt instruments or financing sukuk of equal value, tradable and indivisible, in accordance with the provisions of the Companies Law. The Company may (by a resolution of the Board of Directors) issue any type of tradable debt instruments, such as bonds or sukuk, whether in Saudi currency or otherwise, inside or outside the Kingdom, all at the times, amounts, and conditions approved by the Board of Directors, which shall have the right to take all necessary procedures for their issuance, in accordance with the Capital Market Law and other relevant regulations and rules. The Company may also issue debt instruments or financing sukuk convertible into shares, after a resolution of the Extraordinary General Assembly specifying the maximum number of shares that may be issued in exchange for those instruments or sukuk, whether such instruments or sukuk are issued at the same time or through a series of issuances, or through one or more programs for issuing debt instruments or financing sukuk. The Board of Directors shall issue — without the need for new approval from the Extraordinary General Assembly — new shares in exchange for those instruments or sukuk whose holders request their conversion, immediately upon the expiry of the conversion request period specified for the holders of those instruments or sukuk, and the Board shall take what is necessary to amend the Bylaws with respect to the number of issued shares and the capital. The Board of Directors must register the completion of each capital increase procedure with the Commercial Register.</p>	<p>Article Sixteen: Debt Instruments and Sukuk</p> <p>The Company may, by a resolution of the Extraordinary General Assembly and in accordance with the Capital Market Law and other relevant regulations, issue any type of tradable debt, whether in Saudi currency or otherwise, inside or outside the Kingdom of Saudi Arabia, such as bonds and sukuk. The Extraordinary General Assembly may, by a resolution thereof, authorize the Board of Directors with the power to issue these debt instruments, including bonds and sukuk or any other debt instruments, whether in one part 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 Company's Board of Directors, which shall have the right to take all necessary procedures for their issuance. The Company may also, by a resolution of the Extraordinary General Assembly, issue debt instruments or financing sukuk convertible into shares, after a resolution of the Extraordinary General Assembly specifying the maximum number of shares that may be issued in exchange for those instruments or sukuk, whether such instruments or sukuk are issued at the same time or through a series of issuances or through one or more programs for issuing debt instruments or financing sukuk. The Company's Board of Directors shall issue, without the need for new approval from this Assembly, new shares in exchange for those instruments or sukuk whose holders request their conversion, immediately upon the expiry of the conversion request period specified for the holders of those instruments or sukuk. The Company's Board of Directors shall take what is necessary to amend the Company's Bylaws with respect to the number of issued shares and the capital. The Company's Board of</p>

	<p>Directors must complete the procedures of each capital increase in the manner specified in the regulations for publicizing the resolutions of the Extraordinary General Assembly.</p>
<p>Article Twenty-Four: Board Deliberations</p> <ol style="list-style-type: none"> 1. The deliberations and resolutions of the Board of Directors shall be recorded in minutes prepared by the secretary and signed by the chairman of the meeting, the attending Board members, and the secretary. 2. The minutes shall be recorded in a special register signed by the Chairman of the Board of Directors and the secretary. 3. Modern technology means may be used for signing and for recording the deliberations, resolutions, and minutes. 	<p>Article Twenty-Three: Board Deliberations</p> <ol style="list-style-type: none"> 1. The deliberations and resolutions of the Board of Directors shall be recorded in minutes prepared by the secretary and signed by the chairman of the meeting, the attending Board members, and the secretary; and a Board member must inform the Board of any direct or indirect personal interest he has in the business and contracts made for the account of the Company. This notification shall be recorded in the minutes of the meeting, and the interested member may not participate in voting on the resolution issued in this regard. 2. The minutes shall be recorded in a special register signed by the Chairman of the Board of Directors and the secretary. 3. Modern technology means may be used for signing and for recording the deliberations, resolutions, and minutes.
<p>New Article</p>	<p>Article Twenty-Six: Formation of Committees</p> <p>The Board of Directors may, by a resolution thereof, form an appropriate number of committees in accordance with the requirements of the regulations and the needs of the Company, and it shall have full powers to determine the scope of their competencies and tasks, the procedures and rules of their work, and to appoint and dismiss their members and determine their remuneration, in accordance with the applicable regulations and rules and in accordance with the Company's governance regulations.</p>
<p>Article Thirty-Eight: Financial Documents</p> <ol style="list-style-type: none"> 1. At the end of each financial year of the Company, the Board of Directors must prepare the Company's financial statements and a report on its activity and financial position for the past financial year, and this report shall include the proposed method for distributing profits. The Board shall make these documents available to the auditor, if any, at least (forty-five) days before the date set for the convening of the annual Ordinary General Assembly. 2. The Chairman of the Company's Board of Directors, its Chief Executive Officer, and its Chief Financial Officer, if any, must sign the documents referred to in 	<p>Article Thirty-Eight: Financial Documents</p> <ol style="list-style-type: none"> 1. At the end of each financial year of the Company, the Board of Directors must prepare the Company's financial statements and a report on its activity and financial position for the past financial year, and this report shall include the proposed method for distributing profits. The Board shall make these documents available to the auditor, at least (forty-five) days before the date set for the convening of the annual Ordinary General Assembly. 2. The Chairman of the Company's Board of Directors, its Chief Executive Officer, and its Chief Financial Officer, if any, must sign the documents referred to in paragraph (1) of this Article and publish them on the Saudi Exchange (Tadawul)

paragraph (1) of this Article, and copies thereof shall be deposited at the Company's head office at the disposal of the shareholders.

3. The Chairman of the Board of Directors must provide the shareholders with the Company's financial statements and the Board of Directors' report, after signing them, and the auditor's report, if any, unless published in any of the modern technology means, at least (twenty-one) days before the date set for the convening of the annual Ordinary General Assembly. He must also deposit these documents in accordance with what is specified by the implementing regulations of Companies Law.

website and the Company's website, and copies thereof shall be deposited at the Company's head office at the disposal of the shareholders.

3. The Chairman of the Board of Directors must publish the Company's financial statements and the Board of Directors' report, after signing them, and the auditor's report, on the Saudi Exchange (Tadawul) website, at least (twenty-one) days before the date set for the convening of the annual Ordinary General Assembly. He must also deposit these documents in accordance with what is specified by the implementing regulations of Companies Law and the relevant regulations issued by the Capital Market Authority.

Article Thirty-Nine: Entitlement to Profits

1. A shareholder is entitled to his share of the profits in accordance with the General Assembly's resolution issued in this regard; the resolution shall specify the entitlement date and the distribution date. Entitlement to the profits shall be for the owners of shares registered in the shareholders' records at the end of the day set for entitlement. The Board of Directors must implement the General Assembly's resolution regarding the distribution of profits to the shareholders.

Article Thirty-Nine: Entitlement to Profits

1. A shareholder is entitled to his share of the profits in accordance with the General Assembly's resolution issued in this regard upon the recommendation of the Board of Directors; the resolution shall specify the entitlement date and the distribution date, and entitlement to the profits shall be for the owners of shares registered in the shareholders records at the end of the day set for entitlement. The Board of Directors must implement the General Assembly's resolution regarding the distribution of profits to the shareholders in accordance with the Companies Law and what is specified by the regulations issued in this regard.

2. The Company may, under these Bylaws, distribute interim quarterly or semi-annual profits to its shareholders after fulfilling the following controls:

a. The Ordinary General Assembly authorizes the Board of Directors to distribute interim profits by a resolution of the Assembly renewed annually.

b. The Company has good and regular profitability.

c. It has reasonable liquidity and can reasonably forecast the level of its profits.

d. The Company has distributable profits, according to the latest audited financial statements, sufficient to cover the proposed profits 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 Company's General Assembly the percentages of profits distributed to the shareholders during the various periods of the financial year, in addition to the percentage of profits proposed to be distributed at the end of the financial year and the total of these profits, and must disclose and announce the profit distribution resolution on the Saudi Exchange — Tadawul — website immediately upon its adoption by the Board of Directors.

