



## Halwani Bros Co.

Extraordinary General Assembly  
Meeting (First Meeting)

Date: June 24, 2026

Time: 7:30 P.M.

## شركة حلواني اخوان

اجتماع الجمعية العامة غير  
العادية (الاجتماع الأول)

التاريخ: 24 يونيو 2026م

الوقت: 7:30 مساءً



Agenda of The Extraordinary General Assembly	جدول أعمال اجتماع الجمعية العامة غير العادية	#
Review and discuss the Board of Directors' Report for the fiscal year ended 31/12/2025.	الاطلاع على تقرير مجلس الإدارة للسنة المالية المنتهية في ٣١/١٢/٢٠٢٥ م ومناقشته.	1
Review and discuss the Financial Statements for the fiscal year ended 31/12/2025.	الاطلاع على القوائم المالية للسنة المالية المنتهية في ٣١/١٢/٢٠٢٥ م ومناقشتها.	2
Voting on the External Auditor's Report for the fiscal year ended 31/12/2025, after discussing it.	التصويت على تقرير مراجع حسابات الشركة عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥ م بعد مناقشته.	3
Voting on discharging the Board of Directors members from liability for the fiscal year ended 31/12/2025.	التصويت على ابراء ذمة أعضاء مجلس الإدارة عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥ م.	4
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 (second and third) quarters and annual financial statements for the fiscal year ending 31/12/2026, and the first quarter of the fiscal year ending 31/12/2027, and determining their fees.	التصويت على تعيين مراجع حسابات الشركة من بين المرشحين بناءً على توصية لجنة المراجعة ، وذلك لفحص و مراجعة وتدقيق القوائم المالية للربع (الثاني والثالث) والسنوي من السنة المالية المنتهية في ٣١/١٢/٢٠٢٦ م، والربع الأول من السنة المالية المنتهية في ٣١/١٢/٢٠٢٧ م وتحديد أتعابه.	5
Voting on delegating the Ordinary General Assembly's authorization powers, stipulated in Paragraph (1) of Article Twenty - Seven of the Companies Law, to the Board of Directors, for a period of one year from the date of the General Assembly's approval or until the end of the delegated Board's term, whichever is earlier, in accordance with the conditions set forth in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies.	التصويت على تفويض مجلس الإدارة بصلاحيه الجمعية العامة العادية بالترخيص الوارد في الفقرة (١) من المادة السابعة والعشرون من نظام الشركات ، وذلك لمدة سنة من تاريخ موافقة الجمعية العامة أو حتى نهاية دورة مجلس الإدارة المفوض أيهما أسبق ، وفقاً للشروط الواردة في اللائحة التنفيذية لنظام الشركات الخاصة بشركات المساهمة المدرجة.	6

<p>Voting on the business and contracts concluded during the fiscal year ended 31/12/2025 between the Company and Dallah Taiba Hotel, in which the Chairman of the Board, Eng. Abdulaziz bin Mohammed Abdo Yamani (Non-Executive), has an indirect interest. The nature of the transaction consists of the sale of finished goods to Dallah Taiba Hotel, with a total value of (SAR 71,720). It should be noted that these transactions are for an indefinite period and were conducted without preferential terms. (Attached)</p>	<p>التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥ م بين الشركة و فندق دله طيبة والتي لرئيس مجلس الإدارة المهندس/ عبدالعزيز بن محمد عبده يماني (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لفندق دله طيبة بقيمة (٧١,٧٢٠) ريال علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية. (مرفق)</p>	<p>7</p>
<p>Voting on the business and contracts concluded during the fiscal year ended 31/12/2025 between the Company and Dallah Hospital, in which the Chairman of the Board, Eng. Abdulaziz bin Mohammed Abdo Yamani (Non-Executive), has an indirect interest. The nature of the transaction consists of the sale of finished goods to Dallah Hospital, with a total value of (SAR 251,894). It should be noted that these transactions are for an indefinite period and were conducted without preferential terms. (Attached)</p>	<p>التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥ م بين الشركة ومستشفى دلة والتي لرئيس مجلس الإدارة المهندس/ عبدالعزيز بن محمد عبده يماني (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لمستشفى دلة بقيمة (٢٥١,٨٩٤) ريال علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية (مرفق)</p>	<p>8</p>
<p>Voting on the business and contracts concluded during the fiscal year ended 31/12/2025 between the Company and Halwani &amp; Tahan Company, in which Board Member Mr. Mohammed Abdulhamid Halwani (Non-Executive) has an indirect interest. The nature of the transaction consists of the sale of finished goods to Halwani &amp; Tahan Company, with a total value of (SAR 19,500). It should be noted that these transactions are for an indefinite period and were conducted without preferential terms. (Attached)</p>	<p>التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥ م بين الشركة وشركة حلواني والطحان والتي لعضو مجلس الإدارة الأستاذ / محمد عبدالحميد حلواني (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لشركة حلواني والطحان بقيمة (١٩,٥٠٠) ريال علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية. (مرفق)</p>	<p>9</p>

<p>Voting on the business and contracts concluded during the fiscal year ended 31/12/2025 between the Company and Halwani International Company Ltd, in which Board Member Mr. Mohammed Abdulhamid Halwani (Non-Executive) and Eng. Fawaz Mohammed Halwani - Deputy Group CEO &amp; Chief Growth Officer have an indirect interest. The nature of the transaction consists of the sale of finished goods to Halwani International Company Ltd, with a total value of (SAR 46,408). It should be noted that these transactions are for an indefinite period and were conducted without preferential terms. (Attached)</p>	<p>التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥ م بين الشركة وشركة حلواني العالمية المحدودة والتي لعضو مجلس الإدارة الأستاذ / محمد عبد الحميد حلواني (غير تنفيذي) ، والمهندس / فواز محمد حلواني – نائب الرئيس التنفيذي للمجموعة والرئيس التنفيذي للنمو مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لشركة حلواني العالمية المحدودة بقيمة (٤٦,٤٠٨) ريال علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية. (مرفق)</p>	<p>10</p>
<p>Voting on the business and contracts concluded during the fiscal year ended 31/12/2025 between the Company and Baraka Bank (Egypt), in which the Chairman of the Board, Eng. Abdulaziz bin Mohammed Abdo Yamani (Non-Executive), has an indirect interest. The nature of the transactions relates to financing revenue/net financing cost, with a total value of (SAR1,180). It should be noted that these transactions are conducted on an annual basis and without preferential terms. (Attached)</p>	<p>التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥ م بين الشركة و بنك البركة (مصر) والتي لرئيس مجلس الإدارة المهندس / عبدالعزيز بن محمد عبده يماني (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن ايرادات تمويلية/ صافي تكلفة التمويل بقيمة (١,١٨٠) ريال، علماً بأن التعاملات تتم بشكل سنوي وبدون شروط تفضيلية. (مرفق)</p>	<p>11</p>
<p>Voting on the businesses and contracts concluded during the fiscal year ended 31/12/2025, between the Company and Aquat Food Industries, in which Board Member Ms. May Ihsan AbuGhazalah (Non-Executive) has an indirect interest. The nature of the transaction consists of the sale of finished goods to Aquat Food Industries, with a total value of (SAR 2,147,220). It should be noted that these transactions are for an indefinite period and were conducted without preferential terms. (Attached)</p>	<p>التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥ م بين الشركة وشركة أقوات للصناعات الغذائية والتي لعضو مجلس الإدارة الأستاذة/ مي إحسان أبوغزالة (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لشركة أقوات للصناعات الغذائية بقيمة (٢,١٤٧,٢٢٠) ريال ، علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية. (مرفق)</p>	<p>12</p>

<p>Voting on the businesses and contracts concluded during the fiscal year ended 31/12/2025, between the Company and AlWoustah Food Service Company, in which Board Member Mrs. May Ihsan AbuGhazalah (Non-Executive) has an indirect interest. The nature of the transaction consists of the sale of finished goods to AlWoustah Food Service Company, with a total value of SAR (902,904). It should be noted that these transactions are for an indefinite period and were conducted without preferential terms. (Attached)</p>	<p>التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥ م بين الشركة و شركة الوسطى للخدمات الغذائية والتي لعضو مجلس الإدارة الأستاذة/ مي إحسان أبوغزالة (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لشركة الوسطى للخدمات الغذائية بقيمة (٩٠٢,٩٠٤) ريال، علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية. (مرفق)</p>	<p>13</p>
<p>Voting on the business and contracts concluded during the fiscal year ended 31/12/2025, between the Company and Express Food Company, in which the Board member, Mrs. May Ihsan AbuGhazalah (Non-Executive) has an indirect interest. The nature of the transaction consists of the sale of finished goods to Express Food Company, with a total value of (SAR 8,397,717). It should be noted that these transactions are conducted on an annual basis, renewed automatically, and without any preferential terms. (Attached)</p>	<p>التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥ م بين الشركة و شركة المأكولات السريعة والتي لعضو مجلس الإدارة الأستاذة/ مي إحسان أبوغزالة (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لشركة المأكولات السريعة بقيمة (٨,٣٩٧,٧١٧) ريال، علماً بأن التعاملات تتم بشكل سنوي وتجدد تلقائي وبدون شروط تفضيلية. (مرفق)</p>	<p>14</p>
<p>Voting on the business and contracts concluded during the fiscal year ended 31/12/2025, between the Company and Dallah Trading Company, in which the Chairman of the Board of Directors, Eng. Abdulaziz M. Yamani (Non-Executive) has an indirect interest. The nature of the transaction consists of purchases with a total value of (SAR 21,390). It should be noted that these transactions are for an indefinite period and were conducted without any preferential terms. (Attached)</p>	<p>التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥ م بين الشركة و شركة دلة التجارية والتي لرئيس مجلس الإدارة المهندس/ عبدالعزيز بن محمد عبده يماني (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن مشتريات بقيمة (٢١,٣٩٠) ريال علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية. (مرفق)</p>	<p>15</p>

Voting on amending Article (1) of the Company's Bylaws, relating to (Incorporation). (Attached)	التصويت على تعديل المادة رقم (١) من نظام الشركة الأساس، المتعلقة بـ (التأسيس). (مرفق)	16
Voting on amending Article (2) of the Company's Bylaws, relating to (Company's Name). (Attached)	التصويت على تعديل المادة رقم (٢) من نظام الشركة الأساس، المتعلقة بـ (اسم الشركة). (مرفق)	17
Voting on amending Article (3) of the Company's Bylaws, relating to the (Company's Objectives). (Attached)	التصويت على تعديل المادة رقم (٣) من نظام الشركة الأساس، المتعلقة بـ (أغراض الشركة). (مرفق)	18
Voting on amending Article (5) of the Company's Bylaws, relating to (The Company's Head Office). (Attached)	التصويت على تعديل المادة رقم (٥) من نظام الشركة الأساس، المتعلقة بـ (المركز الرئيسي للشركة). (مرفق)	19
Voting on amending Article (7) of the Company's Bylaws, relating to (Company's Capital). (Attached)	التصويت على تعديل المادة رقم (٧) من نظام الشركة الأساس، المتعلقة بـ (رأس مال الشركة). (مرفق)	20
Voting on amending Article (8) of the Company's Bylaws, relating to (Subscription to Shares). (Attached)	التصويت على تعديل المادة رقم (٨) من نظام الشركة الأساس، المتعلقة بـ (الاكتتاب في الاسهم). (مرفق)	21
Voting on amending Article (16) of the Company's Bylaws, relating to (Management of the Company). (Attached)	التصويت على تعديل المادة رقم (١٦) من نظام الشركة الأساس، المتعلقة بـ (إدارة الشركة). (مرفق)	22
Voting on amending Article (17) of the Company's Bylaws, relating to (Expiration or Termination of Membership in the Board). (Attached)	التصويت على تعديل المادة رقم (١٧) من نظام الشركة الأساس، المتعلقة بـ (إنهاء أو إنهاء عضوية المجلس). (مرفق)	23
Voting on amending Article (19) of the Company's Bylaws, relating to (Competencies and Powers of the Board of Directors). (Attached)	التصويت على تعديل المادة رقم (١٩) من نظام الشركة الأساس، المتعلقة بـ (اختصاصات وصلاحيات مجلس الإدارة). (مرفق)	24
Voting on amending Article (20) of the Company's Bylaws, relating to (Remuneration of Board Members). (Attached)	التصويت على تعديل المادة رقم (٢٠) من نظام الشركة الأساس، المتعلقة بـ (مكافآت أعضاء مجلس الإدارة). (مرفق)	25

Voting on amending Article (21) of the Company's Bylaws, relating to (Competencies and Powers of the Chairman of the Board of Directors, the Managing Director, and the Board Secretary). (Attached)	التصويت على تعديل المادة رقم (٢١) من نظام الشركة الأساس، المتعلقة بـ (اختصاصات وصلاحيات رئيس مجلس الإدارة والعضو المنتدب وأمين السر). (مرفق)	26
Voting on amending Article (30) of the Company's Bylaws, relating to (Invitation to General Assemblies). (Attached)	التصويت على تعديل المادة رقم (٣٠) من نظام الشركة الأساس، المتعلقة بـ (دعوة الجمعيات العامة). (مرفق)	27
Voting on amending Article (32) of the Company's Bylaws, relating to (Quorum of the Extraordinary General Assembly). (Attached)	التصويت على تعديل المادة رقم (٣٢) من نظام الشركة الأساس، المتعلقة بـ (نصاب الجمعية العامة غير العادية). (مرفق)	28
Voting on amending Article (33) of the Company's Bylaws, relating to (Voting in Assemblies). (Attached)	التصويت على تعديل المادة رقم (٣٣) من نظام الشركة الأساس، المتعلقة بـ (التصويت في الجمعيات). (مرفق)	29
Voting on amending Article (36) of the Company's Bylaws, relating to (Assembly Minutes). (Attached)	التصويت على تعديل المادة رقم (٣٦) من نظام الشركة الأساس، المتعلقة بـ (محاضر الجمعيات). (مرفق)	30
Voting on amending Article (39) of the Company's Bylaws, relating to (Financial Year). (Attached)	التصويت على تعديل المادة رقم (٣٩) من نظام الشركة الأساس، المتعلقة بـ (السنة المالية). (مرفق)	31
Voting on amending Article (46) of the Company's Bylaws, relating to (Final Provisions). (Attached)	التصويت على تعديل المادة رقم (٤٦) من نظام الشركة الأساس، المتعلقة بـ (أحكام عامة). (مرفق)	32
Voting on adding a new Article numbered (37) to the Company's Bylaws, relating to (Voting Mechanism in Assemblies). (Attached)	التصويت على إضافة مادة إلى نظام الشركة الأساس برقم (٣٧) تتعلق بـ (آلية التصويت في الجمعيات). (مرفق)	33
Voting on amending the Company's Bylaws, and rearranging and renumbering the Articles to align with the proposed amendments. (Attached)	التصويت على تعديل النظام الأساس للشركة، وإعادة ترتيب مواد النظام وترقيمها لتتوافق مع التعديلات المقترحة. (مرفق)	34

## "نموذج توكيل" Proxy Form

Dear Esteemed Shareholders of Halwani Bros. Company,

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

We would like to inform you that the proxy form will not be available, as the General Assembly meeting will only be conducted through modern technology means (remotely).

Accordingly, we thank all shareholders of Halwani Bros. Co. and urge them to participate and exercise their voting rights through the "Tadawulaty" electronic voting service by visiting the following link:

[www.tadawulaty.com.sa](http://www.tadawulaty.com.sa)

Please note that registration and voting via the Tadawulaty platform will be available to all shareholders prior to the General Assembly meeting, in accordance with the statutory period.

**Please accept our sincere greetings and appreciation.**

السادة الكرام مساهمي شركة حلواني اخوان،

السلام عليكم ورحمة الله وبركاته،

نود التنويه بأن نموذج التوكيل غير متاح حيث سيتم الاكتفاء بعقد الجمعية العامة (عن بعد) عبر وسائل التقنية الحديثة.

وعليه نشكر جميع مساهمي شركة حلواني اخوان ونحثهم للمشاركة واستخدام التصويت الإلكتروني عن بعد وذلك عبر موقع تداولاتي من خلال الرابط التالي:

[www.tadawulaty.com.sa](http://www.tadawulaty.com.sa)

علماً بأن التسجيل في خدمة تداولاتي والتصويت من خلاله سوف يكون متاحاً لجميع المساهمين قبل موعد اجتماع الجمعية العامة حسب المدة النظامية.

وتقبلوا منا وافر التحية والتقدير،



تقرير لجنة المراجعة السنوي  
للعام المالي 2025م

The Audit Committee's Annual  
Report for the Fiscal Year 2025

Date: Jan 29<sup>th</sup>, 2026

التاريخ: ٢٠٢٦/١/٢٩ م

H.E Chairman and Respected Members of the Board of Directors

سعادة رئيس وأعضاء مجلس الإدارة المحترمين  
السلام عليكم ورحمة الله وبركاته،،،**Subject: The Audit Committee's Annual Report for the Year 2025****الموضوع: التقرير السنوي للجنة المراجعة عن عام ٢٠٢٥ م**

Below we are presenting the elements of the audit committee's annual report for the year 2025, which includes performance details of the committee's roles and responsibilities as stated in the approved committee's charter, including its recommendations and opinion on the adequacy of the company's internal and financial control systems, based on the committee's meetings and deliberations during 2025.

نعرض أدناه بنود التقرير السنوي للجنة المراجعة عن عام ٢٠٢٥ م والذي يشتمل على تفاصيل الأداء لاختصاصات ومهام اللجنة حسب ما ورد في اللائحة المعتمدة لعمل اللجنة بما فيها توصياتها ورأيها في مدى كفاية نظم الرقابة الداخلية والمالية في الشركة وذلك استناداً الى اجتماعات وتداولات اللجنة خلال عام ٢٠٢٥ م.

**First: Financial Reporting:****أولاً: التقارير المالية:**

The committee has examined the interim and annual financial statements for the year 2025 and verifying the accounting estimates in the significant matters, reviewing the accounting policies applied by the company, and investigating the issues raised by the company's management, internal audit director and the external auditor. The audit committee has found through the reports submitted to it, that these statements, estimates and followed policies are not conflicting with Saudi Accounting Standards and it is compatible with the nature of the company's activity and commensurate with its operations. Also, the company's management and the external auditor confirmation in the same regard. As the committee submitted the recommended to the Board of

قامت اللجنة بدراسة القوائم المالية الأولية والسنوية لعام ٢٠٢٥ م والتحقق من التقديرات المحاسبية في المسائل الجوهرية وأيضاً قامت بدراسة السياسات المحاسبية المتبعة في الشركة، وبحثت في المسائل المثارة من ادارة الشركة ومدير عام المراجعة الداخلية ومراجع الحسابات ، وقد تبين للجنة المراجعة من خلال التقارير المقدمة اليها أن تلك القوائم والتقديرات و السياسات المتبعة لا تتعارض مع معايير المحاسبة السعودية و تتوافق مع طبيعة نشاط الشركة و تتناسب مع عملياتها، و أيضاً تأكيد كل من إدارة الشركة و مراجع الحسابات على ذلك

Directors to approve the interim and annual financial statements for the year 2025.

### **Second: Internal Audit:**

Internal Control systems development and oversighting is the responsibility of the company's executive management. The committee has examined these systems and the effectiveness of their procedures by its overseeing the work of the internal audit department , analyzing the reports of the external auditor & internal audit Also by the committee following-up for the corrective and developmental actions implemented or being implemented by the executive management based on the recommendations of the internal audit, external auditor and committee in order to conform to control systems & internal control, improve their effectiveness and to work on their enhancement & development.

The committee did not find any material issues that significantly affecting the company's business as usual and under the current control system.

With respect to the risk management system, it is managed through a continuous mechanism whereby each department within the Company is responsible for managing the risks related to its activities and areas of responsibility. The Board of Directors has assigned the tasks stipulated in the Corporate Governance Regulations related to the functions of the Risk Management

حيث قامت اللجنة برفع التوصية لمجلس الإدارة باعتماد القوائم المالية الأولية والسنوية لعام ٢٠٢٥ م.

### **ثانياً : المراجعة الداخلية:**

ان وضع أنظمة وضوابط للرقابة الداخلية والاشراف العام عليها هو من مسؤولية الإدارة التنفيذية بالشركة، و قد قامت اللجنة بدراسة تلك الأنظمة وفاعلية إجراءاتها من خلال اشرافها على أعمال إدارة المراجعة الداخلية في الشركة ودراسة تقارير مراجع الحسابات والمراجعة الداخلية و المتابعة التي قامت بها اللجنة للإجراءات التصحيحية والتطويرية التي نفذتها الإدارة التنفيذية أو التي ستنفذها بناء على التوصيات المتعلقة بملاحظات المراجعة الداخلية و ملاحظات مراجع الحسابات و ملاحظات اللجنة بهدف التوافق مع أنظمة الرقابة والضبط الداخلي وتعزيز فاعليتها والعمل على تحسينها وتطويرها.

لم يتبين للجنة أي ملاحظات أثرت جوهرياً على سير أعمال الشركة بالشكل المعتاد وتحت نظام الرقابة الحالي.

أما فيما يتعلق بنظام إدارة المخاطر فهي تدار من خلال آلية متواصلة حيث كل ادارة من ادارات الشركة مسؤولة عن ادارة المخاطر والتي تتعلق بنشاطها ومسؤولياتها ، وقد أسند مجلس الإدارة المهام الوارد في لائحة حوكمة الشركات المتعلقة بأعمال لجنة إدارة المخاطر الى لجنة المراجعة

Committee to the Audit Committee, making them part of its responsibilities to monitor all activities implemented under the risk management system and to continuously develop it, enhance its efficiency, and improve its effectiveness. In addition, a dedicated Risk Management department is being established within the Group's organizational structure, which will progressively enhance the maturity of the risk management function across the Company.

The Committee periodically follows up on the executive management's implementation of corrective actions relating to the internal audit observations and the Committee's observations, and recommends the continued periodic development of the control systems and their implementation procedures in line with the evolution of the Company's operations and market changes.

### Third: External Auditor:

The Committee recommended to the Board of Directors the nomination of (3) external auditors for the fiscal year 2025, and the first quarter of the year 2026, after ensuring their independence and determining their fees to select one of them by the company's General Assembly.

The Committee also reviewed the external auditor's plan for auditing the fiscal year 2025, and following up his work, and discuss his observations on the interim and annual financial statements, and following up on what has been done in this regard with the executive management.

لتكون ضمن مهامها متابعة جميع الأعمال المنفذة لنظام إدارة المخاطر وتطويره ورفع كفاءته وفعالته بشكل مستمر ، ويجري حالياً العمل على بناء إدارة مختصة بإدارة المخاطر بما يسهم في الارتقاء بمستوى نضج وظيفة إدارة المخاطر في الشركة تدريجياً ضمن الهيكل التنظيمي للمجموعة .

وتتابع اللجنة بصفة دورية تنفيذ الإدارة التنفيذية للإجراءات التصحيحية المتعلقة بملاحظات المراجعة الداخلية وملاحظات اللجنة، وتوصي اللجنة بالاستمرار في التطوير الدوري لأنظمة الرقابة وإجراءات تنفيذها بما يواكب تطور عمليات الشركة ومتغيرات الأسواق.

### ثالثاً : مراجع الحسابات :

قامت اللجنة بالتوصية لمجلس الإدارة بترشيح عدد (٣) مراجعي حسابات للعام المالي ٢٠٢٥ م والربع الأول لعام ٢٠٢٦ م بعد التأكد من استقلاليتهم وتحديد أتعابهم لاختيار أحدهم من الجمعية العامة للشركة.

كما قامت اللجنة بدراسة خطة مراجع الحسابات لمراجعة العام المالي ٢٠٢٥ م ومتابعة أعماله و مناقشة ملاحظاته على القوائم المالية الأولية والسنوية معه ومتابعة ما تم بشأنها مع الإدارة التنفيذية.



#### Fourth: Compliance Assurance:

Nothing came to the attention of the committee that the company is non-compliance with the relevant laws, regulations and instructions, which may represent significant matters to be reported. Regarding to the contracts and deals that the company conducting with related parties, the Committee has reviewed the reports prepared in this regard and found that they are continuation of the previous years, and there is nothing to prevent the Board of Directors from approving and submitting them to the General Assembly.

#### Fifth: Audit Committee's Charter:

The Committee reviews its charter annually to ensure its alignment with the regulatory requirements issued by the relevant authorities, and updates it as necessary.

#### Sixth: Others:

The Committee has developed a mechanism that allows stakeholders, including company's staff, to report for any violations or practices that violate the applicable laws, regulations, and rules or which raise suspicion in the financial statements, internal control systems or others, and conducting the necessary investigation in this regard. The Committee also submits the issues it deems appropriate with the necessary recommendations in their regard, to the Board of Directors through the minutes of the committee's meetings and what the Committee chairman presents during the Board of Directors' meetings.

#### رابعاً: ضمان الالتزام:

لم تقف اللجنة على ما يفيد عدم التزام الشركة بالأنظمة و اللوائح و التعليمات ذات العلاقة و التي قد تمثل أمور جوهرية للتقرير عنها، أما ما يتعلق بالعقود و التعاملات التي تجريها الشركة مع الأطراف ذات العلاقة فقد اطلعت اللجنة على التقارير المعدة بهذا الشأن و وجدت أنها استمرار للسنوات التي قبلها و أنه ليس هناك ما يمنع مجلس الإدارة من اعتمادها و رفعها الى الجمعية العامة.

#### خامساً :لائحة عمل لجنة المراجعة:

تقوم اللجنة بمراجعة لائحته سنويًا للتأكد من توافقها مع المتطلبات النظامية الصادرة عن الجهات الرقابية ذات العلاقة، ويتم تحديثها عند الضرورة.

#### سادساً: اخرى:

قامت اللجنة بوضع آلية تتيح لأصحاب المصالح بمن فيهم العاملون في الشركة الإبلاغ عن أي تجاوزات أو ممارسات تخالف الأنظمة واللوائح والقواعد المرعية أو تثير الريبة في القوائم المالية أو أنظمة الرقابة الداخلية أو غيرها واجراء التحقيق اللازم بشأنها. كما تقوم اللجنة برفع ما تراه من مسائل مع التوصيات اللازمة بشأنها الى مجلس الإدارة من خلال محاضرات اجتماعات اللجنة وما يطرحه رئيس اللجنة خلال اجتماعات مجلس الإدارة.



### Audit Committee Opinion and Recommendations

The Committee states that through the tasks carried out, it can confirm that it has reviewed what was presented by the external auditor which related to his observations, during his examining and auditing the financial statements about the internal control system, and discussing the executive management therein.

In addition, reviewed both executive management, and the internal audit department reports about the effectiveness of the company's internal control system, as well as overseeing the internal audit department activities according to the duties entrusted within, which raising its reports to executive management and audit Committee, including the observations and recommendations that are concluded to strengthen the internal control system and its procedures.

The executive management is continuously working on implementing corrective actions, including documenting, updating, developing, completing of policies, procedures, the authority's matrix, structures, computer systems, business automation including control procedures.

The Committee believes that the internal control and financial systems in place at the Company are effective and adequate. Taking into account that no internal control system, however well designed and effectively implemented, can provide absolute assurance, nothing has come to the Committee's attention indicating any material weakness affecting the normal course of business under the current systems. This confirms that the internal

### رأي وتوصيات لجنة المراجعة:

تفيد اللجنة انه من خلال المهام التي قامت بها تستطيع أن تؤكد انها قامت بالاطلاع على ما عرضه مراجع الحسابات و المتعلق بملاحظاته المشاهدة أثناء فحصه وتدقيقه للقوائم المالية عن نظام الرقابة الداخلية ومناقشة الإدارة التنفيذية بها، بالإضافة الى اطلاعها على تقرير كل من الإدارة التنفيذية و إدارة المراجعة الداخلية عن فعالية نظام الرقابة الداخلية بالشركة. كما قامت لجنة المراجعة بالإشراف علي إدارة المراجعة الداخلية حسب المهام المنوطة بها والتي ترفع تقاريرها الى الإدارة التنفيذية ولجنة المراجعة متضمنة الملاحظات و التوصيات التي يتم التوصل لها لتعزيز نظام الرقابة الداخلية واجراءاته، وتقوم الإدارة التنفيذية وبشكل مستمر بالعمل على تنفيذ الإجراءات التصحيحية بما فيها توثيق وتحديث وتطوير واستكمال السياسات والإجراءات ومصفوفة الصلاحيات والهياكل وأنظمة الحاسب الآلي وأتمتة الاعمال متضمنة الاجراءات الرقابية.

كما ترى اللجنة بأن نظم الرقابة الداخلية والمالية المعمول بها في الشركة فعالة وكافية، ومع الأخذ في الاعتبار أن أي نظام للرقابة الداخلية، مهما بلغت سلامة تصميمه وكفاءة تطبيقه، لا يمكن أن يوفر تأكيداً مطلقاً، فإنه لم يتبين للجنة وجود ضعف جوهري يؤثر على سير الأعمال بالشكل



control and financial systems have been designed and implemented on sound and acceptable bases.

Accordingly, the Committee recommends ongoing development and continuous improvement.

المعتاد تحت النظم الحالية، بما يؤكد أن نظام الرقابة الداخلية والمالية قد أُعدَّ ونُقِّد على أسس سليمة ومقبولة، وعليه توصي اللجنة بالعمل على التطوير والتحسين بشكل مستمر.

With respect to the risk management system, the Committee notes that it is still under development. Accordingly, the Committee strongly recommends that executive management intensify its efforts to strengthen its implementation.

وفيما يتعلق بنظام إدارة المخاطر ترى اللجنة إلى أنه لا يزال في مراحل الإعداد والتطوير، وعليه توصي اللجنة بأن تعمل الإدارة التنفيذية على بذل المزيد من الجهد لتعزيز تطبيقه.

The Committee requests the Board of Directors to provide it with any comments or directions it deems appropriate.

وترجو اللجنة من مجلس الإدارة ابداء أي ملاحظات أو توجيهات لها بما يراه.

Abdulelah A. Sabbahi

التوقيع / Signature

عبد الاله عبدالرحيم صباحي

Audit Committee Chairman



رئيس لجنة المراجعة

## البند الأول:

الاطلاع على تقرير مجلس الإدارة للسنة المالية المنتهية في 31/ 12/ 2025م ومناقشته

### Item One :

Review and discuss the Board of Directors' Report for the fiscal year ended 31/12/2025

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً

للاطلاع على تقرير مجلس الإدارة للعام المالي المنتهي في 31 ديسمبر 2025م ، يرجى زيارة الرابط التالي:

[تقرير مجلس الإدارة للسنة المالية المنتهية في 31/ 12/ 2025م](#)



To view the Bord of Directors' report of the fiscal year ended on December 31, 2025, please visit the following link:

[The Board of Directors' Annual Report of the fiscal year ended on 31/12/2025](#)



## البند الثاني:

الاطلاع على القوائم المالية للسنة المالية المنتهية في 31 /12/ 2025 م ومناقشتها

### Item Two :

Review and discuss the Financial Statements for the fiscal year ended 31/12/2025

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24 /6/ 2026 م

الساعة 7:30 مساءً

للاطلاع على القوائم المالية للعام المالي المنتهي في 31 ديسمبر 2025 م ، يرجى زيارة الرابط التالي:

[القوائم المالية للسنة المالية المنتهية في 31/12/2025م](#)



To view the Financial Statements for the fiscal year ending on December 31, 2025, please visit the following link:

[The Financial Statements for the fiscal year ending on 31/12/2025](#)



## البند الثالث:

التصويت على تقرير مراجع حسابات الشركة عن السنة المالية المنتهية في 31 /12/ 2025م بعد مناقشته

### Item Three:

Voting on the External Auditor's Report for the fiscal year ended 31/12/2025, after discussing it

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً

## INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF  
HALWANI BROTHERS COMPANY (A SAUDI JOINT STOCK COMPANY)  
JEDDAH, SAUDI ARABIA

### Opinion

We have audited the consolidated financial statements of Halwani Brothers Company - a Saudi joint stock company - "the Company" and its subsidiaries (together the "Group"), which comprise the consolidated statement of financial position as of December 31, 2025, and the Consolidated statement 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 that are endorsed 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 these 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 year. 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.

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HALWANI BROTHERS COMPANY (A SAUDI JOINT STOCK COMPANY) JEDDAH, SAUDI ARABIA (Continued)**

**Key audit matters (Continued)**

Revenue from contracts with customers	How the matter was addressed in our audit
<p>Group revenues for the year ended 31 December 2025 amounted to ﷲ 0.90 billion (ﷲ 0.97 billion for the year ended 31 December 2024)</p> <p>Management recognizes revenue in accordance with the principles of IFRS (15) "Revenue from Contracts with Customers".</p> <p>Most of the Group's sales arrangements are straightforward, being recognized at a specific point in time and requiring the exercise of some judgement. In some cases, the Group provides a right of return and volume discount to its customers; This increases the level of judgment in recognizing revenue at the end of the year.</p> <p>The determination of trade discount amount depends on the following; significant judgments, quantity of purchases made by the concerned customers, and on the potential arrangement (arrangements) between the Group and its customer. In addition, determining a provision for goods that the customers have the right to return requires taking into account historical indicators.</p> <p>We considered this matter to be a key audit matter given the risk that management could override controls by intentionally misrepresenting revenue transactions in order to achieve financial objectives, either by adjusting estimates at the end of the year or recording fictitious transactions.</p> <p>Refer to Note 3 to the accompanying consolidated financial statements states the relevant accounting Policy related to revenue recognition, and Note 5 to the accompanying consolidated financial statements states the related disclosures.</p>	<p>We have performed the following procedures to audit revenue from contracts with customers:</p> <ul style="list-style-type: none"> <li>• Evaluate Group policy of recognizing revenue in accordance with International Financial Reporting Standards (15) "Revenue from contracts with customers".</li> <li>• Evaluate the design, implementation, and testing of the operating effectiveness of the Group's controls over revenue recognition.</li> <li>• Reviewed a sample of arrangements and historical indicators that management relied on in determining the discount for quantities and the right of return and perform recalculation.</li> <li>• Tested a sample of sales transactions that occurred before and after the end of the year to evaluate whether revenues were recognized in the correct accounting period.</li> <li>• Tested a sample of sales transactions during the year and inspected the underlying goods delivery and acceptance notes to assess compliance with Group's revenue recognition accounting policy.</li> <li>• Review the presentation and disclosures in Note 5 of the accompanying consolidated financial statements related to revenue from contracts with customers.</li> </ul>

## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HALWANI BROTHERS COMPANY (A SAUDI JOINT STOCK COMPANY) JEDDAH, SAUDI ARABIA (Continued)

### Other information

Other information consists of the information included in the Group's annual report for the year ended 31 December 2025, other than the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information in its annual report, and the Group's annual report 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 will not 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 when it becomes available 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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

### 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 that are endorsed by the Saudi Organization for Chartered and Professional Accountants and the Companies' regulations 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 are responsible for overseeing the Group's financial reporting process.

### 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 International Standards on Auditing 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 International Standards on Auditing 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.

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HALWANI BROTHERS COMPANY (A SAUDI JOINT STOCK COMPANY) JEDDAH, SAUDI ARABIA (Continued)**

**Auditor's responsibilities for the audit of the consolidated financial statements (Continued)**

- 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, 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 year 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 BDO Dr. Mohamed Al-Amri & Co.

Maher Al-Khatieb  
Certified Public Accountant  
Registration No. 514



23/08/1447(H)  
11/02/2026 (G)

## البند الرابع:

التصويت على ابراء ذمة أعضاء مجلس الإدارة عن السنة المالية المنتهية في 31 /12/ 2025م

### Item Four:

Voting on discharging the Board of Directors members from liability for the fiscal year ended 31/12/2025

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24 /6/ 2026م

الساعة 7:30 مساءً

## البند الخامس:

التصويت على تعيين مراجع حسابات الشركة من بين المرشحين بناءً على توصية لجنة المراجعة، وذلك لفحص و مراجعة وتدقيق القوائم المالية للربع ( الثاني والثالث ) والسنوي من السنة المالية المنتهية في 31 / 12 / 2026م، والربع الأول من السنة المالية المنتهية في 31/12/2027م وتحديد أتعابه

### Item Five:

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 (second and third) quarters and annual financial statements for the fiscal year ending 31/12/2026, and the first quarter of the fiscal year ending 31/12/2027, and determining their fees

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448هـ الموافق 24 / 6 / 2026م

الساعة 7:30 مساءً

## البند السادس:

التصويت على تفويض مجلس الإدارة بصلاحيه الجمعية العامة العادية بالترخيص الوارد في الفقرة (1) من المادة السابعة والعشرون من نظام الشركات ، وذلك لمدة سنة من تاريخ موافقة الجمعية العامة أو حتى نهاية دورة مجلس الإدارة المفوض أيهما أسبق ، وفقاً للشروط الواردة في اللائحة التنفيذية لنظام الشركات الخاصة بشركات المساهمة المدرجة

### Item Six:

Voting on delegating the Ordinary General Assembly's authorization powers, stipulated in Paragraph (1) of Article Twenty - Seven of the Companies Law, to the Board of Directors, for a period of one year from the date of the General Assembly's approval or until the end of the delegated Board's term, whichever is earlier, in accordance with the conditions set forth in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448هـ الموافق 24/6/2026م

الساعة 7:30 مساءً

## البند السابع:

التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في 31/ 12/ 2025م بين الشركة و فندق دله طيبة والتي لرئيس مجلس الإدارة المهندس / عبدالعزيز بن محمد عبده يماني (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لفندق دله طيبة بقيمة (71,720) ريال علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية. (مرفق)

### Item Seven:

Voting on the business and contracts concluded during the fiscal year ended 31/12/2025 between the Company and Dallah Taiba Hotel, in which the Chairman of the Board, Eng. Abdulaziz bin Mohammed Abdo Yamani (Non-Executive), has an indirect interest. The nature of the transaction consists of the sale of finished goods to Dallah Taiba Hotel, with a total value of (SAR 71,720). It should be noted that these transactions are for an indefinite period and were conducted without preferential terms. (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً

## البند الثامن:

التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في 31/ 12/ 2025م بين الشركة ومستشفى دلة والتي لرئيس مجلس الإدارة المهندس/ عبدالعزيز بن محمد عبده يماني (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لمستشفى دلة بقيمة (251,894) ريال علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية (مرفق)

### Item Eight:

Voting on the business and contracts concluded during the fiscal year ended 31/12/2025 between the Company and Dallah Hospital, in which the Chairman of the Board, Eng. Abdulaziz bin Mohammed Abdo Yamani (Non-Executive), has an indirect interest. The nature of the transaction consists of the sale of finished goods to Dallah Hospital, with a total value of (SAR 251,894). It should be noted that these transactions are for an indefinite period and were conducted without preferential terms. (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً

## البند التاسع:

التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في 31/ 12/ 2025م بين الشركة وشركة حلواني والطحان والتي لعضو مجلس الإدارة الأستاذ / محمد عبدالحميد حلواني (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لشركة حلواني والطحان بقيمة (19,500) ريال علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية. (مرفق)

### Item Nine:

Voting on the business and contracts concluded during the fiscal year ended 31/12/2025 between the Company and Halwani & Tahan Company, in which Board Member Mr. Mohammed Abdulhamid Halwani (Non-Executive) has an indirect interest. The nature of the transaction consists of the sale of finished goods to Halwani & Tahan Company, with a total value of (SAR 19,500). It should be noted that these transactions are for an indefinite period and were conducted without preferential terms. (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً

## البند العاشر:

التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في 31/ 12/ 2025م بين الشركة وشركة حلواني العالمية المحدودة والتي لعضو مجلس الإدارة الأستاذ / محمد عبدالحميد حلواني (غير تنفيذي) ، والمهندس / فواز محمد حلواني – نائب الرئيس التنفيذي للمجموعة والرئيس التنفيذي للنمو مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لشركة حلواني العالمية المحدودة بقيمة (46,408) ريال علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية. (مرفق)

### Item Ten:

Voting on the business and contracts concluded during the fiscal year ended 31/12/2025 between the Company and Halwani International Company Ltd, in which Board Member Mr. Mohammed Abdulhamid Halwani (Non-Executive) and Eng. Fawaz Mohammed Halwani - Deputy Group CEO & Chief Growth Officer have an indirect interest. The nature of the transaction consists of the sale of finished goods to Halwani International Company Ltd, with a total value of (SAR 46,408). It should be noted that these transactions are for an indefinite period and were conducted without preferential terms. (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً

## البند الحادي عشر:

التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في 31/ 12/ 2025م بين الشركة و بنك البركة (مصر) والتي لرئيس مجلس الإدارة المهندس / عبدالعزيز بن محمد عبده يماني (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن إيرادات تمويلية/ صافي تكلفة التمويل بقيمة (1,180) ريال، علماً بأن التعاملات تتم بشكل سنوي وبدون شروط تفضيلية. (مرفق)

### Item Eleven:

Voting on the business and contracts concluded during the fiscal year ended 31/12/2025 between the Company and Al Baraka Bank (Egypt), in which the Chairman of the Board, Eng. Abdulaziz bin Mohammed Abdo Yamani (Non-Executive), has an indirect interest. The nature of the transactions relates to financing income/net financing cost, with a total value of (SAR1,180). It should be noted that these transactions are conducted on an annual basis and without preferential terms. (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً

## البند الثاني عشر:

التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في 31/ 12/ 2025م بين الشركة و شركة أقوات للصناعات الغذائية والتي لعضو مجلس الإدارة الأستاذة/ مي إحسان أبوغزالة (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لشركة أقوات للصناعات الغذائية بقيمة (2,147,220) ريال ، علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية. (مرفق)

### Item Twelve:

Voting on the businesses and contracts concluded during the fiscal year ended 31/12/2025, between the Company and Aquat Food Industries, in which Board Member Ms. May Ihsan AbuGhazalah (Non-Executive) has an indirect interest. The nature of the transaction consists of the sale of finished goods to Aquat Food Industries, with a total value of (SAR 2,147,220). It should be noted that these transactions are for an indefinite period and were conducted without preferential terms. (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً

## البند الثالث عشر:

التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في 31/ 12/ 2025م بين الشركة و شركة الوسطى للخدمات الغذائية والتي لعضو مجلس الإدارة الأستاذة/ مي إحسان أبوغزالة (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لشركة الوسطى للخدمات الغذائية بقيمة (902,904) ريال، علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية. (مرفق)

### Item Thirteen:

Voting on the businesses and contracts concluded during the fiscal year ended 31/12/2025, between the Company and AlWoustah Food Service Company, in which Board Member Mrs. May Ihsan AbuGhazalah (Non-Executive) has an indirect interest. The nature of the transaction consists of the sale of finished goods to AlWoustah Food Service Company, with a total value of SAR (902,904). It should be noted that these transactions are for an indefinite period and were conducted without preferential terms. (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً

## البند الرابع عشر:

التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في 31/ 12/ 2025م بين الشركة و شركة المأكولات السريعة والتي لعضو مجلس الإدارة الأستاذة/ مي إحسان أبوغزالة (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن بيع بضاعة تامة الصنع لشركة المأكولات السريعة بقيمة (8,397,717) ريال، علماً بأن التعاملات تتم بشكل سنوي وتجدد تلقائي وبدون شروط تفضيلية. (مرفق)

### Item Fourteen:

Voting on the business and contracts concluded during the fiscal year ended 31/12/2025, between the Company and Express Food Company, in which the Board member, Mrs. May Ihsan AbuGhazalah (Non-Executive) has an indirect interest. The nature of the transaction consists of the sale of finished goods to Express Food Company, with a total value of (SAR 8,397,717). It should be noted that these transactions are conducted on an annual basis, renewed automatically, and without any preferential terms. (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً

## البند الخامس عشر:

التصويت على الأعمال والعقود التي تمت عن السنة المالية المنتهية في 31/ 12/ 2025م بين الشركة وشركة دلة التجارية والتي لرئيس مجلس الإدارة المهندس / عبدالعزيز بن محمد عبده يماني (غير تنفيذي) مصلحة غير مباشرة فيها، وطبيعة التعامل عبارة عن مشتريات بقيمة (21,390) ريال علماً بأن التعاملات غير محددة المدة وبدون شروط تفضيلية. (مرفق)

### Item Fifteen:

Voting on the business and contracts concluded during the fiscal year ended 31/12/2025, between the Company and Dallah Trading Company, in which the Chairman of the Board of Directors, Eng. Abdulaziz M. Yamani (Non-Executive) has an indirect interest. The nature of the transaction consists of purchases with a total value of (SAR 21,390). It should be noted that these transactions are for an indefinite period and were conducted without any preferential terms. (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً

**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 the year ended 31 December 2025**

**To the shareholders of Halwani Brothers Company  
(Saudi Joint Stock Company)  
Jeddah-Kingdom of Saudi Arabia**

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

#### **SUBJECT MATTER**

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

#### **APPLICABLE CRITERIA**

The applicable criteria against the subject matter are as follows:

- The requirements of Article No. (71) of the Companies law in the Kingdom of Saudi Arabia.
- Board of Director's Declaration of the transactions with the related parties
- The minutes of the general assembly meetings of shareholders of the Company that approved the transactions and contracts.
- The company's accounting records and books for the fiscal year ended 31 December 2025.
- Annual 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 information that included in the Declaration Form and for such internal controls determined necessary to the identification and presentation of the 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.

#### **OUR RESPONSIBILITY**

Our responsibility is to provide a limited assurance and express conclusion, based on our limited assurance procedures we have performed 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 Assurance 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 provide appropriate base for our conclusion on the Declaration 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.

**Limited assurance report on the declaration submitted by the Board of Directors to the shareholders of Halwani Brothers Company on the year ended 31 December 2025 (Continued)**

**OUR RESPONSIBILITY (Continued)**

We have complied with the requirements of International Code of Ethics for Professional Accountants (including International Independence Standards), that are endorsed in the Kingdom of Saudi Arabia (the "Code"), and the other ethical responsibilities in accordance with the Code's requirements, 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 Management (ISQM) 1 that requires a firm to design, implement and operate a system of quality management including 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 approval of the shareholders general assembly meetings of the company that approved the transactions and contracts for the fiscal year ended 31 December 2025.
- Obtained confirmations of related parties balances as of December 31, 2025.
- Assessed whether the transactions with related parties are adequately disclosed in the 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.

**CONCLUSION**

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

**RESTRICTION OF USE**

This report is solely issued for the purpose of submission to the management of the Company along with the Declaration by the Board of Directors therein to be submitted to the shareholders of Halwani Brothers 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



Maher Al-Khatieb  
Certified Public Accountant Date:  
Registration No. 514



24 Dhul Qidah 1447(H)  
Corresponding to: 11 May 2026 (G)

Appendix A

ملحق أ

Dear Halwani Brothers Company Shareholders,

السادة/ مساهمي شركة حلواني اخوان الموقرين

**Subject:** Notification from the Board of Directors to the General Assembly Meeting (AGM) regarding the transactions with related parties.

الموضوع: تبليغ مجلس الإدارة إلى الجمعية العامة للمساهمين حول تعاملات الأطراف ذات العلاقة.

Greetings,

السلام عليكم ورحمة الله وبركاته وبعد...

Pursuant to the provisions of Article (27) and Article (71) of the Companies Law, we enclose herewith details of the new direct and indirect transactions conducted with the members of the Board of Directors and Senior Executives of Halwani Bros. Co. (A Saudi Joint Stock Company), for the fiscal year ended December 31, 2025:

نرفق لكم وفقاً لأحكام المادة (27) والمادة (71) من نظام الشركات، تفاصيل المعاملات الجديدة التي تمت مع السادة أعضاء مجلس الإدارة وكبار التنفيذيين في شركة حلواني اخوان (شركة مساهمة سعودية) المباشرة منها والغير مباشرة للسنة المالية المنتهية في 31 ديسمبر 2025م:

#	الشركة / التعامل	أسم الطرف ذو المصلحة	طبيعة العمل او العقد	مبلغ التعاملات او العقد (ريال)	مدة العمل او العقد	شروط التعامل
	Company/Transaction	Name of the Related Party	Nature of Transaction	Amount of Transaction (SR)	Duration of Transaction or Contract	Terms & Conditions
1	فندق دله طيبة	المهندس / عبدالعزيز يمانى	بيع بضاعة تامة الصنع	71,720	غير محددة المدة	لايوجد شروط تفضيلية
	Dallah Taibah Hotel	Eng. Abdulaziz M. Yamani	Selling Finished Goods	71,720	Indefinite Duration	No Preferential Terms
2	مستشفى دلة	المهندس / عبدالعزيز يمانى	بيع بضاعة تامة الصنع	251,894	غير محددة المدة	لايوجد شروط تفضيلية
	Dallah Hospital	Eng. Abdulaziz M. Yamani	Selling Finished Goods	251,894	Indefinite Duration	No Preferential Terms
3	شركة حلواني والطحان	الأستاذ/ محمد حلواني	بيع بضاعة تامة الصنع	19,500	غير محددة المدة	لايوجد شروط تفضيلية
	Halwani & Tahan Company	Mr. Mohamed Halwani	Selling Finished Goods	19,500	Indefinite Duration	No Preferential Terms
4	شركة حلواني العالمية المحدودة	• الأستاذ/ محمد حلواني • المهندس/ فواز حلواني	بيع بضاعة تامة الصنع	46,408	غير محددة المدة	لايوجد شروط تفضيلية



## البند السادس عشر:

التصويت على تعديل المادة رقم (1) من نظام الشركة الأساس ، المتعلقة بـ (التأسيس). (مرفق)

### Item Sixteen:

Voting on amending Article (1) of the Company's Bylaws, relating to (Incorporation). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/6/2026 م

الساعة 7:30 مساءً

## البند السابع عشر:

التصويت على تعديل المادة رقم (2) من نظام الشركة الأساس ، المتعلقة بـ (اسم الشركة). (مرفق)

### Item Seventeen:

Voting on amending Article (2) of the Company's Bylaws, relating to (Company's Name). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/6/2026 م

الساعة 7:30 مساءً

## البند الثامن عشر:

التصويت على تعديل المادة رقم (3) من نظام الشركة الأساس، المتعلقة بـ (أغراض الشركة). (مرفق)

### Item Eighteen:

Voting on amending Article (3) of the Company's Bylaws, relating to the (Company's Objectives). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/6/2026 م

الساعة 7:30 مساءً

## البند التاسع عشر:

التصويت على تعديل المادة رقم (5) من نظام الشركة الأساس ، المتعلقة بـ (المركز الرئيسي للشركة). (مرفق)

### Item Nineteen:

Voting on amending Article (5) of the Company's Bylaws, relating to (The Company's Head Office). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/6/2026 م

الساعة 7:30 مساءً

## البند عشرون:

التصويت على تعديل المادة رقم (7) من نظام الشركة الأساس ،المتعلقة ب(رأس مال الشركة). (مرفق)

### Item Twenty:

Voting on amending Article (7) of the Company's Bylaws, relating to (Company's Capital). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً

## البند الحادي والعشرون:

التصويت على تعديل المادة رقم (8) من نظام الشركة الأساس ، المتعلقة بـ (الاكتتاب في الاسهم). (مرفق)

### Item Twenty - One:

Voting on amending Article (8) of the Company's Bylaws, relating to (Subscription to Shares). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/6/2026 م

الساعة 7:30 مساءً

## البند الثاني والعشرون:

التصويت على تعديل المادة رقم (16) من نظام الشركة الأساس ، المتعلقة بـ (إدارة الشركة). (مرفق)

### Item Twenty - Two:

Voting on amending Article (16) of the Company's Bylaws, relating to (Management of the Company). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/ 6/ 2026 م

الساعة 7:30 مساءً

## البند الثالث والعشرون:

التصويت على تعديل المادة رقم (17) من نظام الشركة الأساس ، المتعلقة ب (إنهاء أو إنهاء عضوية المجلس). (مرفق)

### Item Twenty - Three:

Voting on amending Article (17) of the Company's Bylaws, relating to (Expiration or Termination of Membership in the Board). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً

## البند الرابع والعشرون:

التصويت على تعديل المادة رقم (19) من نظام الشركة الأساس ، المتعلقة بـ (اختصاصات وصلاحيات مجلس الإدارة). (مرفق)

### Item Twenty - Four:

Voting on amending Article (19) of the Company's Bylaws, relating to (Competencies and Powers of the Board of Directors). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/ 6/ 2026 م

الساعة 7:30 مساءً

## البند الخامس والعشرون:

التصويت على تعديل المادة رقم (20) من نظام الشركة الأساس ، المتعلقة بـ (مكافآت أعضاء مجلس الإدارة). (مرفق)

### Item Twenty - Five:

Voting on amending Article (20) of the Company's Bylaws, relating to (Remuneration of Board Members).  
(Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/6/2026 م

الساعة 7:30 مساءً

## البند السادس والعشرون:

التصويت على تعديل المادة رقم (21) من نظام الشركة الأساس ، المتعلقة بـ (اختصاصات وصلاحيات رئيس مجلس الإدارة والعضو المنتدب وأمين السر). (مرفق)

### Item Twenty - Six:

Voting on amending Article (21) of the Company's Bylaws, relating to (Competencies and Powers of the Chairman of the Board of Directors, the Managing Director, and the Board Secretary). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/ 6/ 2026 م

الساعة 7:30 مساءً

## البند السابع والعشرون:

التصويت على تعديل المادة رقم (30) من نظام الشركة الأساس ، المتعلقة بـ (دعوة الجمعيات العامة). (مرفق)

### Item Twenty - Seven:

Voting on amending Article (30) of the Company's Bylaws, relating to (Invitation to General Assemblies).  
(Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/6/2026 م

الساعة 7:30 مساءً

## البند الثامن والعشرون:

التصويت على تعديل المادة رقم (32) من نظام الشركة الأساس ، المتعلقة بـ (نصاب الجمعية العامة غير العادية). (مرفق)

### Item Twenty - Eight:

Voting on amending Article (32) of the Company's Bylaws, relating to (Quorum of the Extraordinary General Assembly). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/ 6/ 2026 م

الساعة 7:30 مساءً

## البند التاسع والعشرون:

التصويت على تعديل المادة رقم (33) من نظام الشركة الأساس ، المتعلقة بـ (التصويت في الجمعيات). (مرفق)

### Item Twenty - Nine:

Voting on amending Article (33) of the Company's Bylaws, relating to (Voting in Assemblies). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/6/2026 م

الساعة 7:30 مساءً

## البند الثلاثون:

التصويت على تعديل المادة رقم (36) من نظام الشركة الأساس ، المتعلقة بـ (محاضر الجمعيات). (مرفق)

### Item Thirty:

Voting on amending Article (36) of the Company's Bylaws, relating to (Assembly Minutes). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/6/2026 م

الساعة 7:30 مساءً

## البند الحادي والثلاثون:

التصويت على تعديل المادة رقم (39) من نظام الشركة الأساس ، المتعلقة بـ (السنة المالية). (مرفق)

### Item Thirty - One:

Voting on amending Article (39) of the Company's Bylaws, relating to (Financial Year). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/ 6/ 2026 م

الساعة 7:30 مساءً

## البند الثاني والثلاثون:

التصويت على تعديل المادة رقم (46) من نظام الشركة الأساس ، المتعلقة بـ (أحكام عامة). (مرفق)

### Item Thirty – Two:

Voting on amending Article (46) of the Company's Bylaws, relating to (Final Provisions). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/6/2026 م

الساعة 7:30 مساءً

## البند الثالث والثلاثون:

التصويت على إضافة مادة إلى نظام الشركة الأساس برقم (37) تتعلق بـ (آلية التصويت في الجمعيات). (مرفق)

### Item Thirty -Three:

Voting on adding a new Article numbered (37) to the Company's Bylaws, relating to (Voting Mechanism in Assemblies). (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/ 6/ 2026 م

الساعة 7:30 مساءً

## البند الرابع والثلاثون:

التصويت على تعديل النظام الأساس للشركة ، وإعادة ترتيب مواد النظام وترقيمها لتتوافق مع التعديلات المقترحة. (مرفق)

### Item Thirty -Four:

Voting on amending the Company's Bylaws, and rearranging and renumbering the Articles to align with the proposed amendments. (Attached)

Extraordinary General Assembly Meeting (First Meeting)

Date: 9/1/1448 corresponding to 24/06/2026

Time: 7:30 P.M.

اجتماع الجمعية العامة غير العادية (الاجتماع الأول)

بتاريخ 9 محرم 1448 هـ الموافق 24/ 6/ 2026م

الساعة 7:30 مساءً



<p style="text-align: center;">Bylaws of Halwani Bros. Co (A Listed Joint Stock Company) (Current Version)</p>	<p style="text-align: center;">Bylaws of Halwani Bros. Co (A Listed Joint Stock Company) (Proposed Amendments)</p>
<p style="text-align: center;"><u>(Chapter One): Company Incorporation</u></p>	<p style="text-align: center;">Chapter One: Company Incorporation</p>
<p><b>Article (1) Incorporation:</b></p>	<p><b>Article One: Incorporation</b></p>
<p>The company has been incorporated as a Saudi Joint Stock Company in accordance with the provisions of the Companies Law, its implementing regulations, and the provisions of this Bylaws based on the following:</p>	<p>In accordance with the provisions of the Companies Law, issued by Royal Decree No. (M/132) dated 01/12/1443H, its Implementing Regulations, and these Bylaws, a Saudi Joint Stock Company has been established as follows:</p>
<p><b>Article (2) Company's Name:</b></p>	<p><b>Article Two: Company Name</b></p>
<p>Halwani Brothers Company (Saudi Joint Stock Company – Listed)</p>	<p>Halwani Brothers Company (A Listed Joint Stock Company).</p>
<p><b>Article (5) The Company's Head Office:</b></p>	<p><b>Article Three: Head Office</b></p>
<p>The Company's head office is located in the city of Jeddah, Saudi Arabia and it is permissible to establish branches, offices or agencies for it within the Kingdom of Saudi Arabia or outside it.</p>	<p>The Company's head office is located in Jeddah.</p>

**Article (3) Company's Objectives:**

S N	Activity Name (ISIC 4)	Activity Code (ISIC 4)
1	Manufacture of potato-made food products includes (potato chips).	103023
2	Manufacture of food extracts and additives for foodstuffs and natural drinks.	107971
3	Manufacture of food extracts and additives for foodstuffs and industrial drinks.	107972
4	Manufacture of dietary supplements and diet foods.	107973
5	Supermarkets for food and consumer goods.	471121
6	Production of chilled and frozen meat.	101042
7	Production of fresh meat.	101041

**Article Four: Company Objectives**

The Company shall engage in and carry out the following activities:

Chapter	Category	Activity Name	Activity Code
Agriculture, Forestry and Fishing	Aquafarming	Aquaculture of aquatic organisms in marine water	32101
		Production of chilled and frozen meat	101042
		Production of fresh meat	101041
		Cutting, preparing, and packing meat and poultry	101044
		Keeping and preparing meat and its products in different ways as drying and canning	101043
		Production of sausage and hamburger from meat	101051
		Production of mortadella from meat	101053
Manufacturing		Keeping fish and fish products by caning	102010

8	Keeping and preparing meat and its products in different ways as drying and canning.	101043
9	Production of sausage and hamburger from meat.	101051
10	Logistics Services	522931
11	Production of mortadella from meat.	101053
12	Manufacture of meat dishes.	107501
13	Wholesale of meat products.	463042
14	Retail sale of meat and meat products.	472130
15	Cutting, preparing, and packing meat and poultry.	101044
16	Keeping fish and fish products by caning.	102010
17	Keeping fish and fish products by drying, smoking, or salting.	102020
18	Keeping fish and fish products by cooling or freezing.	102030
19	Production of fish fillets and fresh and frozen pickled fish.	102040

	Processing and keeping fish, crustaceans and Mollusca	Keeping fish and fish products by drying, smoking or salting	102020
		Keeping fish and fish products by cooling or freezing	102030
		Production of fish fillets and fresh and frozen pickled fish	102040
		Manufacture of potato-made food products includes (potato chips).	103023
		Production of flour and semolina extracted from potatoes	103024
		Roasting and packing nuts	103061
		Packing, preserving and packaging (lentils, beans, chickpeas, peas and beans)	103021
		Production of fruit juices	103012
		Manufacture of jam and gels	103070
		Manufacture of pickles	103080

20	Manufacture of fish dishes, including fried fish.	107503
21	Aquaculture of aquatic organisms in marine water.	32101
22	Retail sale of fish, other seafood, and products thereof.	472150
23	Extraction and refining of oils from fish and sea livings.	104030
24	Production of fruit juices.	103012
25	Manufacture of jam and gels.	103070
26	Manufacture of pickles.	103080
27	Production and refining of olive oil.	104011
28	Production and refining of sesame oil.	104012
29	Cream production.	105021
30	Production of butter or margarine includes (animal margarine derived from all kinds of milk).	105022
31	Production of white cheese.	105031
32	Production of cooked cheese.	105032

Manufacturing	Manufacture of vegetable	Extraction and refining of oils from fish and sea livings	104030
		Production and refining of olive oil	104011
		Production and refining of sesame oil	104012
		Cream production	105021
		Production of butter or margarine, includes (animal margarine derived from all kinds of milk)	105022
		Production of white cheese	105031
		Production of cooked cheese	105032
		Manufacture of dried milk (powder)	105041
		Manufacture of ice cream	105050
		Production of casein and milk sugar (lactose)	105062
		Production of yogurt and dehydrated yogurt	105070

33	Production of casein and milk sugar (lactose)	105062
34	Manufacture of dried milk (powder).	105041
35	Manufacture of ice cream.	105050
36	Production of yogurt and dehydrated yogurt.	105070
37	Manufacture of different kinds of pies.	107130
38	Production of black honey (molasses).	107213
39	Manufacture of Halvah.	107350
40	Making cocoa, chocolate and sugary sweets.	107300
41	Manufacture of spices and broths.	107942
42	Manufacture of vinegar.	107943
43	Manufacture of ketchup and hot sauce.	107946
44	Manufacture of all kinds of soup	107941
45	Production of powdered sugar syrup (caramel) and syrup.	107960

		Wheat packing and milling	106111
		Maize packing and milling	106112
		Barley packing and milling	106113
		Packing and milling of flour, meal and bulgur wheat	106114
		Rice packing and milling	106120
		Manufacture of domestic bread	107110
		Manufacture of bread and bread products by automatic bakeries	107120
		Manufacture of different kinds of pies	107130
		Manufacture of layer cake and all kinds of cakes	107140
		Manufacture of all kinds of biscuits	107150
		Manufacture of bread and pastry flakes	107160

46	Manufacture of sanitary papers, napkins, cleaning napkins and towels.	170941
47	Manufacture of table napkins.	170944
48	Possessing industrial property rights for Holding Companies Subsidiaries.	642005
49	Leasing the Industrial property rights for Holding Companies Subsidiaries.	642006
50	Refrigerated food stores.	521021
51	Frozen food stores.	521091
52	Public storages with a variety of goods.	521093
53	Dry food stores.	521098
54	Stevedoring.	522402
55	Activities of sea freight agencies	522912
56	Wheat packing and milling	106111
57	Combined office administrative service activities.	821100
58	Advertising agencies and institutions.	731011

		Making different kinds of Eastern and traditional desserts	107181
		Preparing and processing sweets in the shops	107182
		Production of black honey (molasses)	107213
		Sugar packing, includes (sugar molds)	107220
		Extraction of raw sugar from cane and beet sugar	107211
Manufacturing	Making cocoa, chocolate and sugary sweets	Making cocoa, chocolate and sugary sweets	107300
		Manufacture of Halvah	107350
Manufacturing	Manufacture of ready meals and dishes	Manufacture of meat dishes	107501
		Manufacture of fish dishes, including fried fish	107503
		Manufacture of potato slices	107504
		Salt refining and milling	107930
		Manufacture of coffee substitutes	107912
		Coffee roasting, milling and packing	107911

59	Provision of marketing services on behalf of others.	731013
60	Possessing real estate and movables required for Holding Companies.	642003
61	Buying and selling land and real estate, dividing them and off-plan sales activities.	681010
62	Light transport of goods.	492311
63	Freight transport by road.	492300
64	Refrigerated haulage.	492301
65	Manufacture of yeast.	107944
66	Manufacture of mayonnaise.	107945
67	Transport of freight overseas and coastal waters of various goods	501201
68	Maize packing and milling.	106112
69	Barley packing and milling.	106113
70	Packing and milling of flour, meal and bulgur wheat.	106114
71	Rice packing and milling.	106120
72	Making different kinds of Eastern and traditional desserts	107181
73	Preparing and processing sweets in the shops	107182

		Bottling natural honey	107913
		Liquid halvah production	107975
		Manufacture of all kinds of soup	107941
		Manufacture of spices and broths	107942
		Manufacture of vinegar	107943
		Manufacture of yeast	107944
		Manufacture of mayonnaise	107945
		Manufacture of ketchup and hot sauce	107946
		Production of powdered sugar syrup (caramel) and syrup	107960
		Manufacture of food extracts and additives for foodstuffs and natural drinks	107971
		Manufacture of food extracts and additives for foodstuffs and industrial drinks	107972

74	Manufacture of all kinds of biscuits	107150
75	Manufacture of bread and bread products by automatic bakeries	107120
76	Manufacture of domestic bread	107110
77	Manufacture of bread and pastry flakes	107160
78	Manufacture of layer cake and all kinds of cakes	107140
79	Wholesale of bakery products	463060
80	Preparing and processing sweets in the shops	107182
81	Retail sale of bakery products and sugar confectionery	472161
82	Wholesale of bakery products	463060
83	Manufacture of disinfectants and sterilizers for non-medical use	202153
84	Industrial consulting activities	711033

The Company carries out its activities in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.

		Manufacture of dietary supplements and diet foods	107973
Manufacturing	Manufacture of other kinds of papers and	Manufacture of sanitary papers, napkins, cleaning napkins and towels	170941
		Manufacture of table napkins	170944
Manufacturing	Manufacture of other pesticides and agricultural chemical products	Manufacture of disinfectants and sterilizers for non-medical use	202153
Manufacturing	Manufacture of other metal products not elsewhere classified	Manufacture of metallic containers used in transporting and packaging commodities, including (barrels, garbage containers, buckets, boxes, cans .. etc.)	259940
Wholesale and retail trade;	Wholesale of food, beverages and tobacco	Wholesale of meat products	463042
		Wholesale of bakery products	463060

and motorcycles		Wholesale of food & beverage	463076
Wholesale and retail trade;	Retail sale in non-specialized stores with	Supermarkets for food and consumer goods	471121
		Mini - market	471131
		Grocery store	471132
Wholesale and retail trade;	Retail sale of food in specialized stores	Retail sale of meat and meat products	472130
		Retail sale of fish, other seafood and products thereof	472150
		Retail sale of bakery products and sugar confectionery	472161
		Freight transport by road	492300
		Refrigerated haulage	492301
		Light transport of goods	492311
	Sea and coastal freight water transport	Transport of freight overseas and coastal waters of various goods	501201
		Refrigerated food stores	521021
		Frozen food stores	521091

	Storage	Public storages with a variety of goods	521093
		Dry food stores	521098
		Storage in warehouses of grain silos, flour and agricultural products	521092
	Cargo handling	Stevedoring	522402
	Other transportation	Activities of sea freight agencies	522912
		Logistics Services	522931
Financial and insurance activities	Activities of holding companies, i.e. assets (owning controlling-levels of equity) of a group of	Possessing industrial property rights for Holding Companies Subsidiaries	642005
		Leasing the Industrial property rights for Holding Companies Subsidiaries	642006
		Possessing real estate and movables required for Holding Companies	642003
Real estate activities	Real estate activities with own or leased property	Sale and rental of real estate projects on the map	681010

Professional, scientific and technical activities	Advertising	Provision of marketing services on behalf of others	731013
Administrative and support service activities	Packaging activities	Food packaging	829204

The Company carries out its activities in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.

**Article (6) Duration of the Company:**

The duration of the Company is indefinite.

**Article Five: Company Duration**

The Company's duration is indefinite.

**Article (4) Participation and Ownership in Companies:**

The company has the right to establish stand-alone companies and It may also own shares and stakes in other existing companies or merge with them, and it has the right to participate with others in establishing joint-stock or limited liability companies after fulfilling the requirements of the applicable regulations in this regards, the company may dispose of the shares and stakes it owns in other companies, provided that this does not include mediation in its trading.

**Article Six: Participation and Ownership in Companies**

The company has the right to establish stand-alone companies and It may also own shares and stakes in other existing companies or merge with them, and it has the right to participate with others in establishing joint-stock or limited liability companies after fulfilling the requirements of the applicable regulations in this regards, the company may dispose of the shares and stakes it owns in other companies, provided that this does not include mediation in its trading.

**(Chapter Two): Capital and Shares**

**Article (7) Company's Capital:**

**Chapter Two: Capital and Shares**

**Article Seven: Capital**

<p>The issued capital of the company is at an amount of three hundred fifty-three million five hundred seventy-one thousand four hundred fifty (353,571,450) Saudi Riyals divided into (35,357,145) thirty-five million three hundred and fifty-seven thousand one hundred and forty-five equal nominal shares, with a value of ten (10) Saudi Riyals per share. All shares are ordinary cash shares.</p>	<p>The company's issued capital is set at three hundred fifty-three million five hundred seventy-one thousand four hundred fifty Saudi Riyals (353,571,450) Saudi Riyals divided into (35,357,145) equal nominal shares, with a value of ten (10.0) Saudi Riyals per share, and all of them are ordinary shares in exchange for cash shares, and the value of the cash paid from it is three hundred fifty-three million five hundred seventy-one thousand four hundred fifty Saudi Riyals (353,571,450) Saudi Riyals, and the cash amounts paid from the issued capital have been deposited with one of the licensed banks.</p>
<p><b>Article (8) Subscription to Shares:</b></p>	<p><b>Article Eight: Subscription to Shares</b></p>
<p>The Shareholders have subscribed to the entire issued shares of the Company's capital amounting to (thirty-five million three hundred fifty-seven thousand one hundred forty-five) shares (35,357,145) paid in full.</p>	<p>The Shareholders have subscribed to the entire issued capital, amounting to SAR 353571450.0, which is fully paid-up.</p>
<p><b>Article (9) Selling Shares of Unpaid Value:</b></p>	<p><b>Article Nine: Selling Shares of Unpaid Value</b></p>
<p>1) The Shareholder is obligated to pay the value of the share within the specified period, and if a shareholder fails to pay on the due date, the Board of Directors may, after notifying the shareholder through the Saudi Stock Exchange (Tadawul) website or through any means of modern technology sell the shares at a public auction, or in the stock market, as the case may be, after giving other shareholders the priority to purchase the shares of the</p>	<p>1) The Shareholder is obligated to pay the value of the share within the specified period, and if a shareholder fails to pay on the due date, the Board of Directors may, after notifying the shareholder through the Saudi Stock Exchange (Tadawul) website or through any means of modern technology sell the shares at a public auction, or in the stock market, as the case may be, after giving other</p>

<p>defaulting shareholder, in accordance with the applicable regulations set by the competent authority.</p> <p>2) The Company shall collect the due amounts from the sale proceeds and return the remaining balance to the shareholder. If the sale proceeds are not sufficient to pay such amounts, the Company may collect the remaining from all the shareholder's funds.</p> <p>3) The rights associated with shares that have not been paid for are suspended upon the expiration of the specified deadline until they are sold, or the due amount is paid. These rights include the right to receive a share of the net profits to be distributed and the right to attend meetings and vote on resolutions. However, the shareholder who has defaulted on payment may, until the day of the sale, pay the outstanding amount along with the expenses incurred by the company in this regard. In this case, the shareholder has the right to request the receipt of the profits that are decided to be distributed.</p> <p>4) The occurrence of the sale is recorded in the shareholders' register, including the necessary information for the new owner.</p>	<p>shareholders the priority to purchase the shares of the defaulting shareholder, in accordance with the applicable regulations set by the competent authority.</p> <p>2) The Company shall collect the due amounts from the sale proceeds and return the remaining balance to the shareholder. If the sale proceeds are not sufficient to pay such amounts, the Company may collect the remaining from all the shareholder's funds.</p> <p>3) The rights associated with shares that have not been paid for are suspended upon the expiration of the specified deadline until they are sold, or the due amount is paid. These rights include the right to receive a share of the net profits to be distributed and the right to attend meetings and vote on resolutions. However, the shareholder who has defaulted on payment may, until the day of the sale, pay the outstanding amount along with the expenses incurred by the company in this regard. In this case, the shareholder has the right to request the receipt of the profits that are decided to be distributed.</p> <p>4) The occurrence of the sale is recorded in the shareholders' register, including the necessary information for the new owner.</p>
<p><b>Article (10) Issuance of Shares:</b></p>	<p><b>Article Ten: Issuance of Shares</b></p>
<p>1. The company's shares shall be nominal, and it is not permissible for them to be issued at a value lower than their nominal value. However, it is permissible to issue shares at a value higher than their nominal value. In the</p>	<p>1) The company's shares shall be nominal, and it is not permissible for them to be issued at a value lower than their nominal value. However, it is permissible to issue shares at a value higher than their nominal value. In the latter case, the</p>

<p>latter case, the difference in value is added as a separate item within the rights of the shareholders, to be utilized according to the regulations set by the competent authority.</p> <p>2. The company is permitted to divide its shares into shares with a lower nominal value or merge them so that they represent shares with a higher nominal value, according to the regulations set by the competent authority.</p> <p>3. The share is indivisible against the company, if it is owned by multiple persons, they shall select one of them to represent them in exercising the rights relating thereto. Said persons shall be jointly and severally liable for the obligations arising from the share ownership.</p>	<p>difference in value is added as a separate item within the rights of the shareholders, to be utilized according to the regulations set by the competent authority.</p> <p>2) The company is permitted to divide its shares into shares with a lower nominal value or merge them so that they represent shares with a higher nominal value, according to the regulations set by the competent authority.</p> <p>3) The share is indivisible against the company, if it is owned by multiple persons, they shall select one of them to represent them in exercising the rights relating thereto. Said persons shall be jointly and severally liable for the obligations arising from the share ownership.</p>
<p><b>Article (11) Shareholders' Register and Shares Trading:</b></p>	<p><b>Article Eleven: Shareholders' Register and Shares Trading</b></p>
<p>Shares are registered to the shareholders and traded in accordance with the provisions of the Capital Market Law and its Implementing Regulations. Ownership of shares is subject to the acceptance of shareholder to the company's bylaws and abides by the decisions issued by the shareholder assemblies in accordance with the provisions of this Law, whether he is present or absent, and whether he approves or objects to such decisions.</p>	<p>Shares are registered to the shareholders and traded in accordance with the provisions of the Capital Market Law and its Implementing Regulations. Ownership of shares is subject to the acceptance of shareholder to the company's bylaws and abides by the decisions issued by the shareholder assemblies in accordance with the provisions of this Law, whether he is present or absent, and whether he approves or objects to such decisions.</p>

<b>Article (12) The Company's Purchase, Sells and Mortgage of its Shares:</b>	<b>Article Twelve: The Company's Purchase, Sells and Mortgage of its Shares</b>
<ol style="list-style-type: none"> <li>1) The company may purchase or sell its shares or mortgage them according to the controls and procedures of the Competent Authority, and shares purchased by the company shall not have votes in the Shareholders' assemblies.</li> <li>2) The company may purchase its shares and allocate them to the company's employees within the employee's shares program, in accordance with the controls and procedures of the Competent Authority.</li> <li>3) The company may sell treasury shares in one or several stages according to the controls and procedures of the Competent Authority.</li> <li>4) The company may mortgage its shares as a guarantee for a debt in accordance with the controls and procedures of the Competent Authority.</li> </ol>	<ol style="list-style-type: none"> <li>1) The company may purchase or sell its shares or mortgage them according to the controls and procedures of the Competent Authority, and shares purchased by the company shall not have votes in the Shareholders' assemblies.</li> <li>2) The company may purchase its shares and allocate them to the company's employees within the employee's shares program, in accordance with the controls and procedures of the Competent Authority.</li> <li>3) The company may sell treasury shares in one or several stages according to the controls and procedures of the Competent Authority.</li> <li>4) The company may mortgage its shares as a guarantee for a debt in accordance with the controls and procedures of the Competent Authority.</li> </ol>
<b>Article (13) Capital Increase:</b>	<b>Article Thirteen: Capital Increase</b>
<ol style="list-style-type: none"> <li>1) The Extraordinary General Assembly may decide to increase the Company's issued or authorized capital – if any- provided that the issued capital has been fully paid. However, the capital is not required to be fully paid if the unpaid portion of the capital is attributable to shares issued in</li> </ol>	<ol style="list-style-type: none"> <li>1) The Extraordinary General Assembly may decide to increase the Company's issued or authorized capital – if any- provided that the issued capital has been fully paid. However, the capital is not required to be fully paid if the unpaid portion of the capital is attributable to shares issued in exchange for the</li> </ol>

exchange for the conversion of debt instruments or Sukuk into shares and the period for conversion into shares has not yet expired.

2) The Extraordinary General Assembly shall in all cases allocate the issued shares upon the increase of the Capital or part thereof to the employees of the Company or any of its subsidiaries, or some of them, or any of that. Shareholders may not exercise their preemptive rights on issued shares allocated for employees.

3) A shareholder who owns the share on the date of issuance of the extraordinary general assembly's decision approving the increase of issued capital or the date of issuance of the Board of Directors' decision approving the increase of issued capital within the limit of the authorized capital (if any) shall have a preemptive right to subscribe to new shares issued against cash contributions. A shareholder shall be notified of such right, if any, through the approved announcement mechanisms for listed joint-stock companies as determined by the competent authority, or by any means of modern technology. The shareholder shall also be notified of the capital increase decision, the conditions and method of subscription, and the dates on which said subscription begins and ends.

conversion of debt instruments or Sukuk into shares and the period for conversion into shares has not yet expired.

2) The Extraordinary General Assembly shall in all cases allocate the issued shares upon the increase of the Capital or part thereof to the employees of the Company or any of its subsidiaries, or some of them, or any of that. Shareholders may not exercise their preemptive rights on issued shares allocated for employees.

3) A shareholder who owns the share on the date of issuance of the extraordinary general assembly's decision approving the increase of issued capital or the date of issuance of the Board of Directors' decision approving the increase of issued capital within the limit of the authorized capital (if any) shall have a preemptive right to subscribe to new shares issued against cash contributions. A shareholder shall be notified of such right, if any, through the approved announcement mechanisms for listed joint-stock companies as determined by the competent authority, or by any means of modern technology. The shareholder shall also be notified of the capital increase decision, the conditions and method of subscription, and the dates on which said subscription begins and ends.

4) The Extraordinary General Assembly shall be entitled to suspend the preemptive rights of shareholders to subscribe to the capital increase against cash contributions or may grant such rights to non- shareholders in cases it deems beneficial to the Company.

5) A shareholder may sell or assign preemptive rights with or without financial consideration in accordance with the regulations set by the competent authority.

6) Subject to the provisions of paragraph (4) above, newly issued shares shall be distributed to preemptive rights holders requesting subscription, in proportion to their preemptive rights against the total preemptive rights resulting from the capital increase, provided that the number of newly issued shares they receive does not exceed the number of shares they request. The remaining new shares shall be distributed to preemptive rights holders who request more than their share in the proportion to the preemptive rights they have against the total preemptive rights resulting from the capital increase, provided that the number of newly issued shares they receive does not exceed the number of shares they request. Any remaining shares shall be offered to others, unless the Extraordinary

4) The Extraordinary General Assembly shall be entitled to suspend the preemptive rights of shareholders to subscribe to the capital increase against cash contributions or may grant such rights to non- shareholders in cases it deems beneficial to the Company.

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6) Subject to the provisions of paragraph (4) above, newly issued shares shall be distributed to preemptive rights holders requesting subscription, in proportion to their preemptive rights against the total preemptive rights resulting from the capital increase, provided that the number of newly issued shares they receive does not exceed the number of shares they request. The remaining new shares shall be distributed to preemptive rights holders who request more than their share in the proportion to the preemptive rights they have against the total preemptive rights resulting from the capital increase, provided that the number of newly issued shares they receive does not exceed the number of shares they request. Any remaining shares shall be offered to others, unless the Extraordinary General Assembly decides, or the Capital Market Authority Law stipulates otherwise.

<p>General Assembly decides, or the Capital Market Authority Law stipulates otherwise.</p>	
<p><b>Article (14) Capital Reduction:</b></p>	<p><b>Article Fourteen: Capital Reduction</b></p>
<p>1) The Extraordinary General Assembly has the authority to decide to reduce the capital if it exceeds the Company's needs or if the Company incurs losses. In the latter case, it is permissible to reduce the capital below the minimum limit specified in the Companies Law. The reduction decision shall not be issued except after reading a statement in the General Assembly prepared by the Board of Directors on the reasons for such reduction, the obligations of the Company, and the effect of the reduction on the fulfilment of these obligations, provided that a report from the company's auditor shall be attached to this statement.</p> <p>2) If the reduction of the capital is a result of it exceeding the Company's needs, then the Company's creditors must be invited to express their objection thereto -if any- within the period specified in the Companies Law from the date set for the Extraordinary General Assembly meeting to take a decision on the reduction, provided that a statement is attached to the invitation clarifying the amount of the capital before and after the reduction, the date of the meeting and the effective date of the reduction. Should any creditor object and present to the Company evidentiary</p>	<p>1) The Extraordinary General Assembly has the authority to decide to reduce the capital if it exceeds the Company's needs or if the Company incurs losses. In the latter case, it is permissible to reduce the capital below the minimum limit specified in the Companies Law. The reduction decision shall not be issued except after reading a statement in the General Assembly prepared by the Board of Directors on the reasons for such reduction, the obligations of the Company, and the effect of the reduction on the fulfilment of these obligations, provided that a report from the company's auditor shall be attached to this statement.</p> <p>2) If the reduction of the capital is a result of it exceeding the Company's needs, then the Company's creditors must be invited to express their objection thereto -if any- within the period specified in the Companies Law from the date set for the Extraordinary General Assembly meeting to take a decision on the reduction, provided that a statement is attached to the invitation clarifying the amount of the capital before and after the reduction, the date of the meeting and the effective date of the reduction. Should any creditor object and present to the Company evidentiary documents within the time limit set above, then the</p>

<p>documents within the time limit set above, then the Company shall pay such debt, if already due, or present a sufficient guarantee if debt is not due.</p> <p>3) Equality among holders of shares of the same type and class shall be observed upon the decrease of capital.</p> <p>4) Capital shall be decreased by any of the following methods:</p> <ol style="list-style-type: none"> <li>a. Cancellation of a number of shares equal to the amount to be decreased.</li> <li>b. Reduction of the nominal value of a share by canceling a part thereof equal to the amount of losses incurred by the company.</li> <li>c. Reduction of the nominal value of a share by returning a part thereof to the shareholder or relieving him from all or part of the unpaid amount of the share's value.</li> <li>d. The company's purchase of a number of its shares equal to the amount to be decreased, and the cancellation of such shares thereafter.</li> </ol>	<p>Company shall pay such debt, if already due, or present a sufficient guarantee if debt is not due.</p> <p>3) Equality among holders of shares of the same type and class shall be observed upon the decrease of capital.</p> <p>4) Capital shall be decreased by any of the following methods:</p> <ol style="list-style-type: none"> <li>a. Cancellation of a number of shares equal to the amount to be decreased.</li> <li>b. Reduction of the nominal value of a share by canceling a part thereof equal to the amount of losses incurred by the company.</li> <li>c. Reduction of the nominal value of a share by returning a part thereof to the shareholder or relieving him from all or part of the unpaid amount of the share's value.</li> <li>d. The company's purchase of a number of its shares equal to the amount to be decreased, and the cancellation of such shares thereafter.</li> </ol>
<p><b>Article (15) Issuance of Debt Instruments or Sukuk:</b></p>	<p><b>Article Fifteen: Issuance of Debt Instruments or Sukuk</b></p>
<p>1) The Company may issue - in accordance with the Capital Market Authority law - tradable debt instruments or Sukuk.</p> <p>2) The Company may issue-in accordance with the Capital Market Authority law-debt instruments or Sukuk that are tradable or convertible into shares after the issuance of a decision from the Extraordinary General Assembly</p>	<p>1) The Company may issue - in accordance with the Capital Market Authority law - tradable debt instruments or Sukuk.</p> <p>2) The Company may issue-in accordance with the Capital Market Authority law-debt instruments or Sukuk that are tradable or convertible into shares after the issuance of a decision from the Extraordinary General Assembly specifying the</p>

specifying the maximum number of shares that may be issued in exchange for these instruments or sukuk, whether these instruments or sukuk are issued at the same time, or through a series of issues, or through one or more programs for such issuance, and the Board of Directors decide without the need for a new approval from this Assembly new shares only in exchange for those instruments or sukuk whose holders request their conversion immediately after the end of the transfer period specified for the holders of such instruments, or when the conditions for their automatic conversion into shares are met or after the period specified for this conversion has passed, the Board shall take what is necessary to amend the Company's Bylaws with regard to the number of issued shares and the capital, taking into account the Sharia provisions for debts when issuing and trading debt instruments.

- 3) The Board of Directors must register the completion of procedures for each capital increase with the Commercial Register.
- 4) The Company may convert the debt instruments or Sukuk into shares according to Capital Market Authority law, and this is subject to the holder's approval, whether such approval was previously obtained and included in the issuance conditions or obtained later by mutual agreement.

maximum number of shares that may be issued in exchange for these instruments or sukuk, whether these instruments or sukuk are issued at the same time, or through a series of issues, or through one or more programs for such issuance, and the Board of Directors decide without the need for a new approval from this Assembly new shares only in exchange for those instruments or sukuk whose holders request their conversion immediately after the end of the transfer period specified for the holders of such instruments, or when the conditions for their automatic conversion into shares are met or after the period specified for this conversion has passed, the Board shall take what is necessary to amend the Company's Bylaws with regard to the number of issued shares and the capital, taking into account the Sharia provisions for debts when issuing and trading debt instruments.

- 3) The Board of Directors must register the completion of procedures for each capital increase with the Commercial Register.
- 4) The Company may convert the debt instruments or Sukuk into shares according to Capital Market Authority law, and this is subject to the holder's approval, whether such approval was previously obtained and included in the issuance conditions or obtained later by mutual agreement.

<p align="center"><b><u>(Chapter Three): The Board of Directors</u></b></p> <p><b>Article (16) Management of the Company:</b></p>	<p align="center"><b>Chapter Three: The Board of Directors</b></p> <p><b>Article Sixteen: Management of the Company</b></p>
<p>The management of the company is entrusted to a Board of Directors consisting of nine (9) members. In all cases, it is a requirement that the members of the Board of Directors be natural persons elected by the ordinary general assembly using cumulative voting. The duration of their membership is determined by the ordinary general assembly for each cycle of the board, provided that it does not exceed three calendar years in all cases. It is permissible to re-elect members of the Board of Directors for subsequent terms, in accordance with the regulations and guidelines set by the competent authority.</p>	<p>(A) The company shall be managed by a Board of Directors consisting of (9) members. The members must be natural persons elected by the Ordinary General Assembly of Shareholders for a term not exceeding four years.</p> <p>(B) The working procedures of the Board of Directors shall be determined as follows:</p> <p style="padding-left: 40px;">The quorum for a meeting shall be the presence of 55% of the Board members.</p> <p style="padding-left: 40px;">The legal quorum for passing a resolution shall be the approval of 51% of the members present.</p> <p style="padding-left: 40px;">Board members may delegate a representative to attend meetings.</p>
<p><b>Article (17) Expiration or Termination of Membership in the Board:</b></p> <ol style="list-style-type: none"> <li>1) The membership of any of the Board members shall end upon the expiry of its term or upon the expiry of the member's eligibility for it in accordance with any regulations or instructions in force in the Kingdom.</li> <li>2) the General Assembly may, upon the recommendation of the Board of Directors, terminate the membership of a Board member who fails to attend three consecutive or five non-consecutive Board meetings during his/her membership period without a valid excuse acceptable to the Board of Directors. Termination of membership may also occur if a judicial ruling</li> </ol>	<p><b>Article Seventeen: Expiration or Termination of Membership in the Board</b></p> <p>The Board membership shall end upon the expiry of its term or upon the expiry of the member's eligibility for it in accordance with any regulations or instructions in force in the Kingdom, and the General Assembly may, upon (the recommendation of the Board of Directors), terminate the membership of a Board member who fails to attend (three) consecutive or (five) non-consecutive Board meetings during his/her membership period without a valid excuse acceptable to the Board of Directors.</p>

is issued against a member for breaching their trust, honor, duties, or responsibilities. Furthermore, the General Assembly has the authority to remove all or some of the Board members at any time, taking into consideration any regulations set by the competent authorities. In such cases, it is the responsibility of the Ordinary General Assembly to elect a new Board of Directors or appoint a replacement for the dismissed member, as determined by the circumstances, in accordance with the provisions of the Companies Law and its implementing regulations.

**Article (19) Competencies and Powers of the Board of Directors:**

- Subject to the powers and authorities granted to the General Assemblies, the Board shall be vested with the widest powers to manage the Company to achieve its purposes. In order to achieve this purpose, the Board may formulate its policies, determine its investments, supervise its business and funds, and manage its business inside and outside the Kingdom except for what is specifically exempted by a special text in the Companies Law, its Implementing Regulations, or the Company's Bylaws, this includes any actions or transactions that fall within the competence of the General Assembly.
- The Board of Directors may also, for example but not limited to, represent the Company in its relations with third parties, government agencies, all entities and private bodies, companies and institutions of all kinds; make

**Article Eighteen: Board of Directors Powers**

Subject to competencies established for the General Assembly, the Board shall have the broadest authority to manage the company in a manner that achieves its objectives and possesses the following authorities and powers:

Commercial Registers	Main	Annual confirmation
		Cancellation
	Subsidiary	Issuance
		Annual confirmation
Companies in which the	Signing the corporate contracts	
	Purchasing shares	
	Company liquidation	
	Selling shares	

acknowledgment, and denial; plead; litigate; make reconciliation; accept and appeal judgments; make assignment and discharge; apply for and submit travel ban request; request attachment, execution, and arbitration; appointment of experts, consultants and arbitrators; challenge reports of experts and arbitrators and replace them; accept, challenge, and request execution of judgment; request appeal; petition reconsideration; take emergency action concerning the judgment instruments; make a request for discharge; request preemption; request dismissal of judge; challenge and request execution of judgments; and collect funds from such execution.

- The Board may also sign all contracts, documents, and deeds, including without limitation, Articles of Incorporation and bylaws of companies in which the Company holds shares along with all amendments, annexes, amendment resolutions, partners' resolution, including those intended to increase and reduce the share capital; purchase and sell interests and shares; make assignment; Signing agreements and Sukuk before notaries and official authorities, as well as loan agreements, guarantees and warranties and issuing legal powers of attorney on behalf of the company. Enter into government and private tenders, issue legal powers of attorney on behalf of the Company; sell, purchase, transfer ownership, and accept the same; pay the price, mortgage, redemption of a mortgage, accept the

Company enters as a shareholder	Represent the Company in the shareholding company				
Incorporating companies under the company's name	Commercial Registers	<table border="1"> <tr><td data-bbox="1612 488 1810 521">Issuance</td></tr> <tr><td data-bbox="1612 526 1810 574">Annual confirmation</td></tr> <tr><td data-bbox="1612 579 1810 610">Cancellation</td></tr> </table>	Issuance	Annual confirmation	Cancellation
	Issuance				
	Annual confirmation				
	Cancellation				
Registering companies with the Ministry					
Representing the company before the notary public					
Signing the company's articles of association	Signing on resolutions of the partners				
	Opening accounts				
	Opening letters of credits				
	Depositing				
	Withdrawal				
	Issuing checks				
	Updating accounts				

<p>same for lands, properties, shares, interests, the Company's assets, including the Company's movables and facilities; merge Sukuk; divide, sort and receive, and update Sukuk and placing them in the comprehensive system; assign shortage in area; receive; deliver; rent; lease; sign, renew, cancel, and terminate rental contracts; receive, pay, sell, and purchase shares and interests in companies wherein the Company has shareholding; purchase shares and interests in other companies; attend shareholder assembly meetings and general assembly meetings; vote on its resolutions; express objections and reservations; take all actions required for the companies in which the Company invests or has a shareholding, i.e. Amendment, merging, liquidation, purchase, sale, assignment, appointment and removal of managers and employers and determining their wages and remuneration.</p> <ul style="list-style-type: none"> <li>The Board may also open accounts and letters of credits; withdraw and deposit with banks and authorize third parties to do so; approve withdrawals and electronic deposits with banks and authorize third parties to do so; issues bank guarantees and signs all papers, documents, checks, loan agreements, guarantees, warranties and all banking transactions, including promissory notes; open and close investment portfolios and transfer between Investment portfolios; purchase and sell shares and securities. In addition, the Board may appoint and dismiss</li> </ul>		Banking	<p>Extracting statements of accounts</p> <p>Requesting for facilities</p> <p>Requesting for guarantees</p> <p>Signing loan contracts</p> <p>Signing commercial papers</p> <p>Signing promissory notes</p> <p>Submitting any request or service that falls under the jurisdiction of the Communications and Information Technology Commission</p> <p>The authority to authorize any person - in accordance with the relevant regulations - to submit any of the applications or services that fall under the jurisdiction of the Communications and Information Technology Commission</p> <p>Editing commercial papers (electronically)</p> <p>Signing commercial papers (electronically)</p> <p>Editing executive contracts (electronically)</p> <p>Signing executive contracts (electronically)</p> <p>Signing electronic guarantees and credits</p>	
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employees and workers; request visas; recruit laborers from outside the Kingdom, contract with them, determine their wages and remuneration; obtain extracting residency permits; transfer and assign sponsorships.

- Furthermore, the Board may in the best interest of the company conclude contracts on loans, regardless of their type, from funds, institutions, and government financing bodies regardless of the value of loans and their duration. Their terms shall not exceed the end of the Company's term. Moreover, the Board may conclude contracts on loans of any kind with banks, commercial banks, financing houses and bodies as well as credit companies of whatever type, and regardless of the value and term of the loans. Their terms shall not exceed the end of the Company's term. As for the above cases, the Board may provide guarantees regardless of their type. In all cases, the Board of Directors must specify in its resolutions the purposes for which loans will be used, the repayment methods, and take into consideration the loan conditions and guarantees provided, ensuring that they do not harm the interests of the company and its shareholders.
- The Board of Directors may, at its discretion, release the Company's debtors from their obligations If a judicial ruling or decision is issued by a competent authority in this regard, or in cases determined by the Board and according to its vision, including the futility of claiming these obligations or if the cost of the claim is higher than the collection of the

Property Management	Purchase, sale and discharge of properties	Property	Purchase
			Sale
			Discharge
	Lands	Purchase	
		Sale	
		Discharge	
Mortgage of properties	Shares	Purchase	
		Sale	
Editing commercial papers	Approval and signing of commercial papers Creation of commercial papers Cancellation of commercial papers Closing of commercial papers	Right of mortgage	
		Release of mortgage	
		Receipt	
		Changing the legal entity	
		Increasing or decreasing capital	
		Accepting the assignment of shares and purchasing shares	

obligation and other cases in accordance with the best interests of the company. This authority is granted to the Board as a right, and it is not permissible to delegate or authorize it to others.

- The Board of Directors may enter into any investments it deems to be in the interest of the company, including purchasing real estate, lands, fixed and movable assets, selling them, mortgaging them, providing them as guarantees, redemption a mortgage, emptying, receiving, delivering, renting and leasing. Taking into account that the board of directors must obtain the approval of the General Assembly for the sale of company assets the value of which exceeds (50%) of the value of its total assets, whether the sale is made through one transaction, or more. In such case, the transaction which leads to the sale of more than (50%) of the value of assets shall require the General Assembly's approval. Said percentage shall be calculated from the date of the first transaction that took place during the previous (twelve months). However, the competent authority may exempt some actions and behaviors from this condition.
- The Board of Directors may provide financial support to any of subsidiaries or affiliate companies, as well as the companies in which the Company has a shareholding in the value and manner deemed appropriate by the Board. In addition, the Board of Directors may provide guarantees for loans and credit facilities of various types obtained by any

Amending the contracts of companies in which the company is a partner	Approval of partners' resolutions	Entering and exiting partners	
		Signing the merger resolution of the partners	
		Amending the remaining clauses of the articles of incorporation	
	Company liquidation		
	Converting the company to an establishment		
Representation before Sharia courts	Representation before Sharia courts	Hearing and responding to lawsuits	
		Reconciliation	
		Refusing and accepting arbitration	
		Refusing and accepting reconciliation	
		Confirmation and denial	
		Waiver	
		Pleading	
		Defense	
		Claiming	
		Litigation	
		Appointing arbitrators	
		Appointing lawyers	
		Representation before notaries public	
Using and executing all electronic services of the Ministry of Justice			

of the subsidiaries, affiliates, or companies in which it is a partner, provided that the partners in these companies provide financial support and guarantees, each according to its percentage of ownership.

Furthermore, within the limits of its competencies, powers and authorities while considering the above-mentioned provisions in this article, the Board may authorize or delegate one or more of its members or a third party to carry out a specific act, action, or procedure and may cancel this authorization or power of attorney.

<p>of the subsidiaries, affiliates, or companies in which it is a partner, provided that the partners in these companies provide financial support and guarantees, each according to its percentage of ownership.</p> <p>Furthermore, within the limits of its competencies, powers and authorities while considering the above-mentioned provisions in this article, the Board may authorize or delegate one or more of its members or a third party to carry out a specific act, action, or procedure and may cancel this authorization or power of attorney.</p>		Judiciary	Delegating/authorizing others to execute the electronic services of the Ministry of Justice	
			(Signing the loan agreement, its amendments, annexes, and all related documents - Signing the follow-up agreement - Signing the consultation agreement - Signing before the notary public regarding the industrial mortgage of all company properties - Receiving the loan - Waiving the loan - Requesting exemption from the loan - Repaying the loan - Signing the letter of credit agreement)	
			(Signing the corporate guarantee)	
			(Signing the transfer of obligations agreement and amending the loan agreement)	
			(Signing the debt arrangement agreement for the company and partners)	
			(Issuing, amending, and canceling the waiver declaration)	
			Services of collection, exchange, and marketing brokers, and other brokerage services in the non-profit sector	
		Services of the National Center	Volunteer services	
			Services for establishing and	

		for the	managing non-profit entities
		Development of the Non-Profit Sector	Services for providing goods and services to non-profit entities
		Using and executing all services of the E'timad platform	
		Using and executing all electronic services of the Ministry of Human Resources and Social Development	
		Buying the establishment	
		Signing all documents at the	

	Chamber of Commerce	
	Selling the establishment	
	Reviewing the records department	
	Extracting records	
	Transferring commercial registers	
	Managing records	
	Canceling records	
	Supervising records	
	Opening a subscription at the Chamber of Commerce	

		Authenticating a signature at the Chamber of Commerce	
		Canceling a signature at the Chamber of Commerce	
		Entering tenders and receiving forms	
		Reviewing the General Organization for Social Insurance	
		Reviewing the Zakat and Income Department	

	Managing the commercial register	
	Canceling the commercial register	
	Reviewing the Civil Defense	
	Amending registers	
	Adding an activity	
	Reserving a trade name	
	Renewing the subscription at the Chamber of Commerce	
	Amending the commercial register	

	Transferring the commercial register
	Extracting a damaged or lost commercial register replacement
	Extracting a damaged or lost commercial register replacement
	Registering a trademark
	Waiving a trademark
	Waiving a trade name
	Extracting licenses

	Buying boats	
	Extracting a damaged or lost fishing permit replacement	
	Importing boats	
	Canceling boat licenses	
	Renewing licenses	
	Amending licenses	
	Adding an activity	
	Reserving names	
	Canceling licenses	
	Renewing the subscription at the Chamber of Commerce	

	Opening branches	
	Reviewing the General Organization for Social Insurance	
	Reviewing the Civil Defense	
	Reviewing the Zakat and Income Department	
	Extracting a fishing permit	
	Extracting a boat license	
	Renewing a boat license	
	Transferring a boat license	
	Selling a boat	

	Renewing a fishing permit	
	Canceling a fishing permit	
	Extracting a damaged or lost boat license replacement	
	Opening a branch for the license	
	Transferring the license	
	Establishing a company	
	Signing articles of incorporation and amendment annexes	
	Canceling articles of incorporation	

	and amendment annexes
	Signing partners' resolutions
	Appointing and dismissing managers
	Amending the company's purposes
	Company liquidation
	Converting the company from a public joint-stock company to a limited liability company
	Converting the company from a

limited liability  
company to a  
public joint-stock  
company

Converting the  
company from a  
general  
partnership to a  
limited liability  
company

Increasing capital

Decreasing capital

Entering and  
exiting partners

Entering existing  
companies

Transferring  
shares, stocks, and  
bonds

	Determining capital
	Receiving surplus allocation
	Selling shares and stocks and receiving their value
	Waiving shares and stocks from the capital
	Selling a company branch
	Amending the nationality of a partner in the contract
	Accepting the assignment of

	shares, stocks, and capital	
	Purchasing shares and stocks and paying the price	
	Closing accounts at banks in the company's name	
	Opening accounts at banks in the company's name	
	Signing agreements	
	Company registration	
	Registering agencies and trademarks	
	Attending general assemblies	

	Opening branches for the company
	Opening files for the company
	Signing articles of incorporation and amendment annexes at the notary public
	Extracting and renewing commercial registers for the company
	Subscribing and renewing at the Chamber of Commerce
	Reviewing and signing before the General

	Investment Authority	
	Reviewing the Quality and Standardization Department and the Standards and Metrology Authority	
	Reviewing the Capital Market Authority	
	Extracting and renewing licenses for the company	
	Converting the establishment to a company	

	Converting a company branch to an establishment	
	Converting a company branch to a company	
	Publishing the articles of incorporation, amendment annexes, and their summaries and basic regulations in the Official Gazette	
	Reviewing telecommunications companies and establishing landlines or mobile phones in	

	the company's name	
	Entering tenders and receiving forms	
	Signing contracts related to the company with others	
	Waiving or canceling trademarks	
	Amending the company name	
	Extracting visas	
	Converting the company to an establishment	
	Receiving visa compensations	

	Updating workers' data
	Opening, renewing, and canceling main and sub-files
	Liquidating and canceling labor
	Reporting absconding labor
	Canceling absconding reports for labor
	Transferring sponsorships
	Amending professions
	Transferring, liquidating, and canceling

	ownership of establishments	
	Reviewing the private recruitment offices department	
	Reviewing the Computer Department in the Labor Force	
	Extracting and renewing work permits	
	Receiving Saudization certificates	
	Extracting a data statement (printout)	

		Adding and removing Saudis	
		Recruitment	
		Recruitment	
		Opening a file	
		Activating the Saudi portal	
		Recruiting labor from abroad	
		Completing labor procedures at the General Organization for Social Insurance	
		Canceling visas	
		Recovering visa fees	
		Amending nationalities	

	Extracting family visit visas	
	Extracting family recruitment visas	
	Reviewing the embassy	
	Extending exit and re-entry visas	
	Extending visit visas	
	Extracting a data statement (printout)	
	Canceling the visa	
	Recovering the visa fee	
	Amending the port of entry	

	Extracting residencies	
	Renewing residencies	
	Issuing an exit and re-entry visa	
	Issuing a final exit visa	
	Transferring sponsorships	
	Extracting a damaged or lost residency replacement	
	Completing the procedures for deceased workers	
	Reporting absconding	

	Canceling absconding reports	
	Transferring information and updating data	
	Settlement and waiver of workers	
	Reviewing the deportation and expatriates department	
	Extracting a workers' data statement (printout)	
	Dropping labor	
	Managing my commercial business	

	Transferring a worker's sponsorship to oneself
	Adding a newborn
	Completing the procedures for a deceased worker
	Managing port affairs
	Extracting return certificates
	Adding dependents
	Adding children to the father's or mother's passport
	Separating children from the

		father's or mother's passport	
		Canceling exit and re-entry visas	
		Canceling final exit visas	
		Extracting a damaged or lost travel visa replacement	
		Extracting a visit visa extension	
		Amending professions	
		Extracting Hajj permits	
		Reviewing domestic workers' affairs	

	Registering for the electronic service	
	Reviewing the Ministry of Agriculture and the Directorate of Agriculture regarding	
	Reviewing the notary public or the court to accept its transfer	
	Waiving the agricultural decision	
	Transferring the agricultural decision	
	Receiving salaries	

	Receiving pension payments	
	Receiving end-of-service benefits and compensation for vacations	
	Salary transfer	
	Receiving the bonus	
	Extracting a salary certificate	
	Receiving my dues	
	Opening accounts with Sharia compliance	
	Closing and settling accounts	

	Withdrawing from accounts	
	Extracting ATM cards	
	Extracting credit cards that comply with Sharia rulings	
	Receiving and cashing out transfers	
	Cashing checks	
	Issuing certified checks	
	Extracting checkbooks	
	Extracting an account statement	
	Transferring from accounts	

	Requesting bank loans that comply with Sharia rulings and regulations
	Opening an account with Sharia compliance
	Depositing into the account
	Renewing the subscription in safety deposit boxes
	Opening safety deposit boxes
	Subscribing to safety deposit boxes

	Requesting an exemption from loans	
	Objecting to checks	
	Updating data	
	Activating accounts	
	Receiving checks	
	Recovering safety deposit box units	
	Reviewing	
	Rescheduling installments	
	Requesting point-of-sale machines	
	Requesting a bank credit	

	Requesting a bank guarantee
	Subscriptions in joint-stock companies
	Receiving contribution certificates
	purchasing stocks that comply with Sharia rulings
	Selling stocks that comply with Sharia rulings
	Receiving the value of the stocks
	Receiving profits
	Receiving the surplus

	Opening investment portfolios with Sharia compliance, and editing, amending, and canceling orders
	Subscription
	Buying stocks
	Selling stocks
	Recovering investment fund units
	Transferring stocks from the portfolio
	Subscribing to investment fund units that comply with Sharia rulings
	Managing investment portfolios

	Extracting a debt certificate
	Liquidating investment portfolios
	Opening a shop
	Extracting health cards
	Converting agricultural lands to residential
	Reviewing the General Administration of Urban Planning
	Opening shops
	Extracting licenses
	Renewing licenses
	Canceling licenses
	Transferring licenses
	Extracting permits for construction and renovation

	Land planning	
	Extracting building completion certificates	
	Extracting wall permits	
	Extracting demolition permits	
	Signing the rental contract	
	Waiving the contract	
	Creating a plan for the owned land	
	Reviewing the municipality	
	Converting agricultural land to residential	
	Supervising construction	
	Signing contracts with construction	

	companies and contractors	
	Entering tenders and receiving forms	
	Selling and vacating to the buyer	
	Buying and accepting the vacating and paying the price	
	Receiving deeds	
	Leasing	
	Receiving rent	
	Signing lease agreements	
	Renewing lease agreements	
	Canceling and terminating lease agreements	
	Mortgage	
	Mortgage release	

	Division and subdivision	
	Amending boundaries, lengths, area, plot numbers, plans, deeds, their dates, and neighborhood names	
	Selling	
	Accepting the mortgage	
	Updating deeds and entering them into the comprehensive system	
	Selling the share of	
	Buying	
	Buying the share of	
	Leasing	

	Amending the owner's name and civil registry/document number	
	Donation and vacating	
	Accepting the donation and vacating	
	Waiving the shortage in area	
	Merging deeds	
	Accepting the waiver and vacating	
	Extracting a set of lost deeds, and their data is as follows: Extracting a set of damaged deeds, and their data is as follows:	

		Selling and vacating to the heirs	
		Waiving the share of	
		Proving the building	
		Extracting a damaged deed replacement	
		For real estate located in	
		Converting agricultural land to residential or industrial	
		Entering real estate contributions	
		Buying real estate contribution shares	
		Selling real estate contribution shares	

	Waiving the leased land	
	Updating the deed and entering it into the comprehensive system	
	Extracting a lost deed replacement	
	Converting agricultural lands to residential	
	Building the land	
	Renting the land	
	Changing the legal entity of the company	
	Converting the company from a simple limited partnership to a limited liability company	
	Dividing shares among heirs and	

transferring them  
to their portfolios

The Board of Directors shall be required to obtain the approval of the General Assembly when selling assets whose value exceeds (fifty percent) of the total value of the Company's assets, whether the sale is conducted through a single transaction or multiple transactions. In such case, the transaction that leads to exceeding the (fifty percent) threshold of the assets' value shall be deemed the transaction requiring the General Assembly's approval. This percentage shall be calculated from the date of the first transaction concluded during the preceding (twelve) months. Within its powers, the Board of Directors may delegate one or more of its members or a third party to perform a specific act or acts.

**Article (20) Remuneration of Board Members:**

- 1) The remuneration of the Board members may consist of a certain amount, an attendance allowance for sessions, in kind-benefits, and it is permissible to combine two or more from the above, taking into account the relevant laws, resolutions and instructions issued by the competent authorities.
- 2) The report of the Board of Directors to the Ordinary General Assembly during its annual meeting must include a comprehensive statement of all remunerations, meeting allowances expense allowances, and other benefits that Board of Director's Members received during the financial

**Article Nineteen: Remuneration of Board Members**

- 1) The remuneration for the Board of Directors may consist of a certain amount, an attendance allowance for sessions, in kind-benefits, or whatever is determined by the General Assembly.
- 2) The report of the Board of Directors to the Ordinary General Assembly during its annual meeting must include a comprehensive statement of all remunerations, meeting allowances expense allowances, and other benefits received or due to each member of the Board of Directors during the financial year, it should also include a statement of what members of the Board received as employees or

<p>year, it should also include a statement of what members of the Board received as employees or executives, or what they received in return for technical or administrative work or consulting for the company, and it should include a statement of the number of Board meetings and the number of meetings attended by each member.</p>	<p>executives, or what they received in return for technical or administrative work or consulting, and it should include a statement of the number of Board meetings and the number of meetings attended by each member.</p>
<p><b><u>Article (21) Competencies and Powers of the Chairman of the Board of Directors, the Managing Director, and the Board Secretary:</u></b></p>	<p><b>Article Twenty: Powers of the Chairman, Vice Chairman, Managing Director and Secretary</b></p>
<ul style="list-style-type: none"> <li>● The Board of Directors shall appoint from among its members a Chairman and Vice President, and they may appoint from among their members a Managing Director, and it is not permissible to combine the position of Chairman of the Board of Directors with any executive position in the company.</li> <li>● The Vice Chairman of the Board shall replace the Chairman of the Board in his absence.</li> <li>● the Chairman of the Board of Directors has the right to plead and defend before all judicial authorities of all kinds and degrees and to file and hear cases whether from or against the company before Sharia courts, the Board of Grievances, judicial bodies of all kinds and degrees, Labor Courts, Civil Rights, Securities Disputes Resolution Committee and Commercial Courts and Arbitration Committees, proving and accepting every right, submitting requests and memoranda, bringing witnesses and</li> </ul>	<p>The Board of Directors shall appoint a Chairman from among its members at its first meeting and may appoint a Managing Director from among its members. The Board of Directors shall appoint a Vice Chairman from among its members at its first meeting.</p> <ol style="list-style-type: none"> <li>1. The Board of Directors shall appoint a Chief Executive Officer from among its members or from others.</li> </ol> <p>The Chairman of the Board is responsible for:</p>

evidence, signing and litigating, take and reject the oath, discharge, acknowledgment, denial, assignment, reconciliation, Consensual, objection, appeal, cassation, execution of judgments.

- the Chairman of the Board of Directors shall have full authority to represent the company, including, but not limited to, buying and selling, conveyance real estate in all forms, movables, renting, leasing, receiving and amending the deeds, and issuing replacements of lost deeds from departments, Government Departments, Municipalities, the Principality, Civil Rights, Passports, Labor Offices, Airports, Civil Defense, General Authority for Zakat and Income, Real Estate Industrial Development Fund, Social Development Bank, Customs, Port and Traffic, Ministry of Communications and Information Technology, Electricity, Ministry of Environment, Water and Agriculture, and contracting with institutions, companies, authorities, banks and individuals and signing before notaries public on Memorandum of Association of Companies and appendices to amend them of all kinds, whether by increase or decrease, merging or amendment of purposes, management or disassociate, amendment of any of the Articles, registration of trademarks and commercial agencies and classification of companies, signing Partners' resolutions, obtaining commercial records for companies, Sole Establishment and branches, establishing Sole Establishment and

Commercial Registers	Main	Annual confirmation	Exercised solely		
			Authorization is entitled		
	Subsidiary	Cancellation	Exercised solely		Authorization is entitled
		Issuance	Exercised solely		Authorization is entitled
			Annual confirmation		Exercised solely
		Cancellation	Exercised solely		Authorization is entitled
Companies in which the Company enters as a shareholder	Signing the corporate contracts	Exercised solely	Authorization is entitled		
		Purchasing shares		Exercised solely	
		Authorization is entitled			
	Company liquidation	Exercised solely	Authorization is entitled		
		Selling shares		Exercised solely	
		Authorization is entitled			
	Represent the Company in the shareholding company	Exercised solely	Authorization is entitled		
				Authorization is entitled	
			Issuance	Exercised solely	

companies of all kinds, participating in them, liquidating them, appointing Liquidators, canceling commercial registers, amending and canceling them, opening branches for them, appointing and dismissing employees, modifying their professions, renewing residency, transferring guarantees, deportation and non-benefit certificates, attending General and Constituent Assemblies and Boards of Directors, obtaining licenses, recruiting employees, signing their contracts, appointing Managers, Lawyers, Accountants and Arbitrators and dismissing them, representing the company before all government agencies, especially the Ministry of Commerce and Ministry of Investment, the Commercial Registry, the management of companies, the Ministry of Electricity with their various departments, Notaries Public, Recruitment, Chambers of Commerce, Capital Market Authority, General Authority for Foreign Investment, Saudi Central Bank, banks and opening bank accounts, closing them, moving them by withdrawing and depositing, signing loan contracts and financial facilities, providing guarantees, and all banking transactions, including promissory notes and dealing and signing before the Ministry of Foreign Affairs, Embassies and Consulates abroad, replying, conducting clearances, mortgage, redemption of mortgages, receiving and delivering rights or equivalent, whether in cash, cheque, or in lieu of and submitting bids and tenders before all Entities, whatever they are, buying and selling shares, bonds and commercial papers, subscribing to

Incorporating companies under the company's name	Commercial Registers		Authorization is entitled
		Annual confirmation	Exercised solely
		Cancellation	Authorization is entitled
			Exercised solely
	Registering companies with the Ministry	Exercised solely	Authorization is entitled
		Representing the company before the notary public	Exercised solely
	Signing the company's articles of association		Exercised solely
		Signing on resolutions of the partners	Exercised solely
	Opening accounts		Exercised solely
		Opening letters of credits	Exercised solely
	Depositing		Exercised solely
		Withdrawal	Exercised

companies 'shares, signing purchase and selling orders, receiving and transferring value and profits, and signing on behalf of the company in all that needs to be signed inside and outside the Kingdom of Saudi Arabia, and he may authorize or delegate one or more members of the Board, company employees, or third parties to carry out a specific act, action, or procedure and may cancel this authorization or power of attorney.

- The Managing Director, upon appointment, shall have the authorities determined by the Chairman of the Board within the limits of his/her powers and competencies based on the circumstances.
- The Board of Directors may, at its discretion and by issuing a resolution, determine an additional special bonus for the Chairman of the Board, the Vice Chairman, and the Managing Director (if appointed), provided that they do not receive a salary, fixed allowances, or bonuses from the company This is in addition to the bonus prescribed for the members of the Board of Directors under this regulation.
- The Board of Directors appoints the Secretary of the Board, whether from among its members or from others. He is responsible for recording minutes of meetings, writing down and preserving the Board's resolutions issued at these meetings, in addition to exercising other competencies assigned to him by the Board of Directors. His reward is determined by a decision of the Board of Directors.

Banking		solely
		Authorization is entitled
	Issuing checks	Exercised solely
		Authorization is entitled
	Updating accounts	Exercised solely
		Authorization is entitled
	Extracting statements of accounts	Exercised solely
		Authorization is entitled
	Requesting for facilities	Exercised solely
		Authorization is entitled
	Requesting for guarantees	Exercised solely
		Authorization is entitled
	Signing loan contracts	Exercised solely
		Authorization is entitled
Signing commercial papers	Exercised solely	
	Authorization is entitled	
Signing promissory notes	Exercised solely	
	Authorization is entitled	

- The Board of Directors has the authority to exempt the Chairman of the Board, the Vice Chairman, the Managing Director, the CEO, the Secretary, or any of them from their positions, without relieving them of their membership in the Board.

Submitting any request or service that falls under the jurisdiction of the Communications and Information Technology Commission	Exercised solely
	Authorization is entitled
The authority to authorize any person - in accordance with the relevant regulations - to submit any of the applications or services that fall under the jurisdiction of the Communications and Information Technology Commission	Exercised solely
	Authorization is entitled
Editing commercial papers (electronically)	Exercised solely
	Authorization is entitled
Signing commercial papers (electronically)	Exercised solely
	Authorization is entitled
Editing executive contracts (electronically)	Exercised solely
	Authorization is entitled
Signing executive contracts (electronically)	Exercised solely
	Authorization

		Signing electronic guarantees and credits	is entitled				
			Exercised solely				
			Authorization is entitled				
	Property Management	Purchase, sale and discharge of properties	Property	Purchase	Exercised solely	Authorization is entitled	
					Sale	Exercised solely	Authorization is entitled
				Discharge		Exercised solely	Authorization is entitled
					Lands	Purchase	Exercised solely
				Sale			Exercised solely
						Discharge	Exercised solely
			Shares	Purchase			Exercised solely

		Mortgage of properties	Right of mortgage	Sale	Exercised solely	
					Authorization is entitled	
			Release of mortgage	Exercised solely	Authorization is entitled	
				Authorization is entitled		
			Receipt	Exercised solely	Authorization is entitled	
				Authorization is entitled		
			Editing commercial papers	Approval and signing of commercial papers	Exercised solely	Authorization is entitled
					Authorization is entitled	
				Creation of commercial papers	Exercised solely	Authorization is entitled
	Authorization is entitled					
	Cancellation of commercial papers	Exercised solely		Authorization is entitled		
		Authorization is entitled				
	Closing of commercial papers	Exercised solely		Authorization is entitled		
		Authorization is entitled				
			Changing the legal entity	Exercised solely		
Authorization is entitled						
		Increasing or	Exercised solely			

	Amending the contracts of companies in which the company is a partner	Approval of partners' resolutions	decreasing capital	Authorization is entitled
			Accepting the assignment of shares and purchasing shares	Exercised solely
				Authorization is entitled
			Entering and exiting partners	Exercised solely
				Authorization is entitled
			Signing the merger resolution of the partners	Exercised solely
		Authorization is entitled		
		Amending the remaining clauses of the articles of incorporation	Exercised solely	
			Authorization is entitled	
		Company liquidation	Exercised solely	
			Authorization is entitled	
		Converting the company to an establishment	Exercised solely	
	Authorization is entitled			
	Representation before Sharia courts	Hearing and responding to lawsuits	Exercised solely	
			Authorization is entitled	
		Reconciliation	Exercised solely	
			Authorization is entitled	
		Refusing and accepting arbitration	Exercised solely	
Authorization is entitled				
Refusing and	Exercised			

	Judiciary		accepting reconciliation	solely Authorization is entitled
			Confirmation and denial	Exercised solely Authorization is entitled
				Waiver
			Pleading	Exercised solely Authorization is entitled
				Defense
			Claiming	Exercised solely Authorization is entitled
				Litigation
			Appointing arbitrators	Exercised solely Authorization is entitled
		Appointing lawyers	Exercised solely Authorization is entitled	
			Representation before notaries public	Exercised solely Authorization is entitled
		Using and executing all electronic services	Exercised solely Authorization is entitled	

		of the Ministry of Justice	
		Delegating/authorizing others to execute the electronic services of the Ministry of Justice	Exercised solely
			Authorization is entitled
		(Signing the loan agreement, its amendments, annexes, and all related documents - Signing the follow-up agreement - Signing the consultation agreement - Signing before the notary public regarding the industrial mortgage of all company properties - Receiving the loan - Waiving the loan - Requesting exemption from the loan - Repaying the loan - Signing the letter of credit agreement)	Exercised solely
			Authorization is entitled
		(Signing the corporate guarantee)	Exercised solely
			Authorization is entitled
		(Signing the transfer of obligations agreement and	Exercised solely
			Authorization is entitled

		amending the loan agreement)		
		(Signing the debt arrangement agreement for the company and partners)	Exercised solely Authorization is entitled	
		(Issuing, amending, and canceling the waiver declaration)	Exercised solely Authorization is entitled	
	Services of the National Center for the Development of the Non-Profit Sector	Services of collection, exchange, and marketing brokers, and other brokerage services in the non-profit sector	Exercised solely	Authorization is entitled
			Volunteer services	Exercised solely Authorization is entitled
		Services for establishing and managing non-profit entities	Exercised solely	Authorization is entitled
			Services for providing goods and services to non-profit entities	Exercised solely Authorization is entitled
		Using and executing all services of the E'timad platform	Exercised solely	
			Authorization is entitled	

	Using and executing all electronic services of the Ministry of Human Resources and Social Development	Exercised solely
		Authorization is entitled
	Buying the establishment	Exercised solely
		Authorization is entitled
	Signing all documents at the Chamber of Commerce	Exercised solely
		Authorization is entitled
	Selling the establishment	Exercised solely
		Authorization is entitled
		Exercised solely

	Reviewing the records department	Authorization is entitled
	Extracting records	Exercised solely
		Authorization is entitled
	Transferring commercial registers	Exercised solely
		Authorization is entitled
	Managing records	Exercised solely
		Authorization is entitled
	Canceling records	Exercised solely
		Authorization is entitled
	Supervising records	Exercised solely
		Authorization is entitled

	Opening a subscription at the Chamber of Commerce	Exercised solely
		Authorization is entitled
	Authenticating a signature at the Chamber of Commerce	Exercised solely
		Authorization is entitled
	Canceling a signature at the Chamber of Commerce	Exercised solely
		Authorization is entitled
	Entering tenders and receiving forms	Exercised solely
		Authorization is entitled
		Exercised solely

	Reviewing the General Organization for Social Insurance	Authorization is entitled
	Reviewing the Zakat and Income Department	Exercised solely
		Authorization is entitled
	Managing the commercial register	Exercised solely
		Authorization is entitled
	Canceling the commercial register	Exercised solely
		Authorization is entitled
Reviewing the Civil Defense	Exercised solely	
	Authorization is entitled	
	Exercised solely	

	Amending registers	Authorization is entitled
	Adding an activity	Exercised solely
		Authorization is entitled
	Reserving a trade name	Exercised solely
		Authorization is entitled
	Renewing the subscription at the Chamber of Commerce	Exercised solely
		Authorization is entitled
	Amending the commercial register	Exercised solely
		Authorization is entitled
		Exercised solely

	Transferring the commercial register	Authorization is entitled
	Extracting a damaged or lost commercial register replacement	Exercised solely
		Authorization is entitled
	Extracting a damaged or lost commercial register replacement	Exercised solely
		Authorization is entitled
	Registering a trademark	Exercised solely
		Authorization is entitled
	Waiving a trademark	Exercised solely
		Authorization is entitled
		Exercised solely

	Waiving a trade name	Authorization is entitled
	Extracting licenses	Exercised solely
		Authorization is entitled
	Buying boats	Exercised solely
		Authorization is entitled
	Extracting a damaged or lost fishing permit replacement	Exercised solely
		Authorization is entitled
	Importing boats	Exercised solely
		Authorization is entitled
	Canceling boat licenses	Exercised solely
		Authorization is entitled

	Renewing licenses	Exercised solely
		Authorization is entitled
	Amending licenses	Exercised solely
		Authorization is entitled
	Adding an activity	Exercised solely
		Authorization is entitled
	Reserving names	Exercised solely
		Authorization is entitled
	Canceling licenses	Exercised solely
		Authorization is entitled
	Renewing the subscription at	Exercised solely
		Authorization is entitled

	the Chamber of Commerce	
	Opening branches	Exercised solely
		Authorization is entitled
	Reviewing the General Organization for Social Insurance	Exercised solely
		Authorization is entitled
	Reviewing the Civil Defense	Exercised solely
		Authorization is entitled
	Reviewing the Zakat and Income Department	Exercised solely
		Authorization is entitled
	Extracting a fishing permit	Exercised solely
		Authorization is entitled

	Extracting a boat license	Exercised solely
		Authorization is entitled
	Renewing a boat license	Exercised solely
		Authorization is entitled
	Transferring a boat license	Exercised solely
		Authorization is entitled
	Selling a boat	Exercised solely
		Authorization is entitled
	Renewing a fishing permit	Exercised solely
		Authorization is entitled
	Canceling a fishing permit	Exercised solely
		Authorization is entitled

	Extracting a damaged or lost boat license replacement	Exercised solely
		Authorization is entitled
	Opening a branch for the license	Exercised solely
		Authorization is entitled
	Transferring the license	Exercised solely
		Authorization is entitled
	Establishing a company	Exercised solely
		Authorization is entitled
	Signing articles of incorporation and amendment annexes	Exercised solely
		Authorization is entitled

	Canceling articles of incorporation and amendment annexes	Exercised solely	
		Authorization is entitled	
	Signing partners' resolutions	Exercised solely	
		Authorization is entitled	
	Appointing and dismissing managers	Exercised solely	
		Authorization is entitled	
	Amending the company's purposes	Exercised solely	
		Authorization is entitled	
	Company liquidation	Exercised solely	
		Authorization is entitled	
	Converting the company from a	Exercised solely	

	public joint-stock company to a limited liability company	Authorization is entitled	
	Converting the company from a limited liability company to a public joint-stock company	Exercised solely	
		Authorization is entitled	
	Converting the company from a general partnership to a limited liability company	Exercised solely	
		Authorization is entitled	
	Increasing capital	Exercised solely	
		Authorization is entitled	

	Decreasing capital	Exercised solely
		Authorization is entitled
	Entering and exiting partners	Exercised solely
		Authorization is entitled
	Joining existing companies	Exercised solely
		Authorization is entitled
	Transferring shares, stocks, and bonds	Exercised solely
		Authorization is entitled
	Determining capital	Exercised solely
		Authorization is entitled
		Exercised solely

	Receiving allocation surplus	Authorization is entitled
	Selling shares and stocks and receiving their value	Exercised solely
		Authorization is entitled
	Waiving shares and stocks from the capital	Exercised solely
		Authorization is entitled
	Selling a company branch	Exercised solely
		Authorization is entitled
	Amending the nationality of a partner in the contract	Exercised solely
		Authorization is entitled
	Exercised solely	

	Accepting the assignment of shares, stocks, and capital	Authorization is entitled
	Purchasing shares and stocks and paying the price	Exercised solely
		Authorization is entitled
	Closing accounts at banks in the company's name	Exercised solely
		Authorization is entitled
	Opening accounts at banks in the company's name	Exercised solely
		Authorization is entitled
	Signing agreements	Exercised solely
		Authorization is entitled
		Exercised solely

	Register the Company	Authorization is entitled
	Registering agencies and trademarks	Exercised solely
		Authorization is entitled
	Attending general assemblies	Exercised solely
		Authorization is entitled
	Opening branches for the company	Exercised solely
		Authorization is entitled
	Opening files for the company	Exercised solely
		Authorization is entitled
	Signing articles of incorporation and amendment annexes at the notary public	Exercised solely
		Authorization is entitled

	Extracting and renewing commercial registers for the company	Exercised solely				
		Authorization is entitled				
	Subscribing to the Chamber of Commerce, and renew the subscription	Exercised solely				
		Authorization is entitled				
	Reviewing the General Investment Authority	Exercised solely				
		Authorization is entitled				
	Reviewing the Quality and Standardization Department and the Standards	Exercised solely				
		Authorization is entitled				

	and Metrology Authority	
	Reviewing the Capital Market Authority	Exercised solely
		Authorization is entitled
	Extracting and renewing licenses for the company	Exercised solely
		Authorization is entitled
	Converting the establishment to a company	Exercised solely
		Authorization is entitled
	Converting a company branch to an establishment	Exercised solely
Authorization is entitled		
	Exercised solely	

	Converting a company branch to a company	Authorization is entitled
	Publishing the articles of incorporation, amendment annexes, and their summaries and basic regulations in the Official Gazette	Exercised solely
		Authorization is entitled
	Reviewing telecommunications companies and establishing landlines or mobile phones in the company's name	Exercised solely
		Authorization is entitled

	Entering tenders and receiving forms	Exercised solely Authorization is entitled
	Signing contracts related to the company with others	Exercised solely Authorization is entitled
	Waiving or canceling trademarks	Exercised solely Authorization is entitled
	Amending the company name	Exercised solely Authorization is entitled
	Extracting visas	Exercised solely Authorization is entitled

	Converting the company to an establishment	Exercised solely
		Authorization is entitled
	Receiving visa compensations	Exercised solely
		Authorization is entitled
	Updating workers' data	Exercised solely
		Authorization is entitled
	Opening, renewing, and canceling main and sub-files	Exercised solely
		Authorization is entitled
	Liquidating and canceling labor	Exercised solely
		Authorization is entitled

	Reporting absconding labor	Exercised solely
		Authorization is entitled
	Canceling absconding reports for labor	Exercised solely
		Authorization is entitled
	Transferring sponsorships	Exercised solely
		Authorization is entitled
	Amending professions	Exercised solely
		Authorization is entitled
	Transferring, liquidating, and canceling ownership of establishments	Exercised solely
		Authorization is entitled
		Exercised solely

	Reviewing the private recruitment offices department	Authorization is entitled
	Reviewing the Computer Department in the Labor Force	Exercised solely
		Authorization is entitled
	Extracting and renewing work permits	Exercised solely
		Authorization is entitled
	Receiving Saudization certificates	Exercised solely
		Authorization is entitled
	Extracting a data statement (printout)	Exercised solely
Authorization is entitled		
	Exercised solely	

	Adding and removing Saudis	Authorization is entitled
	Recruitment	Exercised solely
		Authorization is entitled
	Recruitment	Exercised solely
		Authorization is entitled
	Opening a file	Exercised solely
		Authorization is entitled
	Activating the Saudi portal	Exercised solely
		Authorization is entitled
		Exercised solely

	Recruiting labor from abroad	Authorization is entitled
	Completing labor procedures at the General Organization for Social Insurance	Exercised solely
		Authorization is entitled
	Canceling visas	Exercised solely
		Authorization is entitled
	Visa Refunds	Exercised solely
		Authorization is entitled
	Amending nationalities	Exercised solely
		Authorization is entitled
	Extracting family visit visas	Exercised solely
		Authorization is entitled

	Extracting family recruitment visas	Exercised solely
		Authorization is entitled
	Reviewing the embassy	Exercised solely
		Authorization is entitled
	Extending exit and re-entry visas	Exercised solely
		Authorization is entitled
	Extending visit visas	Exercised solely
		Authorization is entitled
	Extracting a data statement (printout)	Exercised solely
		Authorization is entitled
		Exercised solely

	Canceling the visa	Authorization is entitled
	Visa Refunds	Exercised solely
		Authorization is entitled
	Amending the arrival destination	Exercised solely
		Authorization is entitled
	Apply for Iqamas (residence permits)	Exercised solely
		Authorization is entitled
	Renew Iqamas (residence permits)	Exercised solely
		Authorization is entitled
	Issuing exit and return visas	Exercised solely
Authorization is entitled		
	Exercised solely	

	Issuing a final exit visa	Authorization is entitled
	Transferring sponsorships	Exercised solely
		Authorization is entitled
	Applying for a replacement for damaged or lost Iqamas (residence permits)	Exercised solely
		Authorization is entitled
	Finalizing the procedures of deceased laborers	Exercised solely
		Authorization is entitled
	Reporting absconding	Exercised solely
		Authorization is entitled
		Exercised solely

	Canceling absconding reports	Authorization is entitled
	Transferring information and updating data	Exercised solely
		Authorization is entitled
	Settlement and waiver of workers	Exercised solely
		Authorization is entitled
	Reviewing the deportation and expatriates department	Exercised solely
		Authorization is entitled
	Extracting a workers' data statement (printout)	Exercised solely
		Authorization is entitled
	Dropping labor	Exercised solely

		Authorization is entitled
	Managing business affairs	Exercised solely
		Authorization is entitled
	Transferring a worker's sponsorship to oneself	Exercised solely
		Authorization is entitled
	Adding a newborn	Exercised solely
		Authorization is entitled
	Finalizing the procedures of deceased laborers	Exercised solely
		Authorization is entitled
		Exercised solely

	Managing port affairs	Authorization is entitled
	Applying for repatriation certificates	Exercised solely
		Authorization is entitled
	Adding dependents	Exercised solely
		Authorization is entitled
	Adding children to the father's or mother's passport	Exercised solely
		Authorization is entitled
	Separating children from the father's or mother's passport	Exercised solely
		Authorization is entitled
		Exercised solely

	Canceling exit and return visas	Authorization is entitled
	Canceling final exit visas	Exercised solely
		Authorization is entitled
	Applying for a replacement for damaged or lost travel visas	Exercised solely
		Authorization is entitled
	Applying for extension of visit visas	Exercised solely
		Authorization is entitled
	Amending professions	Exercised solely
		Authorization is entitled
		Exercised solely

	Extracting Hajj permits	Authorization is entitled
	Reviewing domestic workers' affairs	Exercised solely
		Authorization is entitled
	Registering for the electronic service	Exercised solely
		Authorization is entitled
	Reviewing the Ministry of Agriculture and the Directorate of Agriculture regarding	Exercised solely
		Authorization is entitled
	Reviewing the notary or the court to approve its discharge	Exercised solely
		Authorization is entitled
		Exercised solely

	Waiving the agricultural decision	Authorization is entitled
	Transferring the agricultural decision	Exercised solely
		Authorization is entitled
	Receiving salaries	Exercised solely
		Authorization is entitled
	Receiving pensions	Exercised solely
		Authorization is entitled
	Receiving end-of-service benefits and compensation for vacations	Exercised solely
		Authorization is entitled
	Salary transfer	Exercised solely

		Authorization is entitled
	Receiving the bonus	Exercised solely
		Authorization is entitled
	Extracting a salary certificate	Exercised solely
		Authorization is entitled
	Receiving my dues	Exercised solely
		Authorization is entitled
	Opening accounts with Sharia compliance	Exercised solely
		Authorization is entitled
		Exercised solely

	Closing and settling accounts	Authorization is entitled
	Withdrawing from accounts	Exercised solely
		Authorization is entitled
	Applying for ATM cards	Exercised solely
		Authorization is entitled
	Applying for credit cards that comply with Sharia rulings	Exercised solely
		Authorization is entitled
	Receiving and cashing out transfers	Exercised solely
		Authorization is entitled
	Cashing cheques	Exercised solely
		Authorization is entitled

	Issuing certified cheques	Exercised solely
		Authorization is entitled
	Issuing checkbooks	Exercised solely
		Authorization is entitled
	Applying for a bank statement	Exercised solely
		Authorization is entitled
	Transferring from accounts	Exercised solely
		Authorization is entitled
	Requesting bank loans that comply with Sharia rulings and regulations	Exercised solely
		Authorization is entitled
		Exercised solely

	Opening an account with Sharia compliance	Authorization is entitled
	Depositing into the account	Exercised solely
		Authorization is entitled
	Renewing the subscription in safety deposit boxes	Exercised solely
		Authorization is entitled
	Opening safety deposit boxes	Exercised solely
		Authorization is entitled
	Subscribing to safety deposit boxes	Exercised solely
		Authorization is entitled

	Requesting an exemption from loans	Exercised solely
		Authorization is entitled
	Objecting to checks	Exercised solely
		Authorization is entitled
	Updating data	Exercised solely
		Authorization is entitled
	Activating accounts	Exercised solely
		Authorization is entitled
	Receiving cheques	Exercised solely
		Authorization is entitled
	Recovering safety deposit box units	Exercised solely
		Authorization is entitled

	Reviewing	Exercised solely
		Authorization is entitled
	Rescheduling installments	Exercised solely
		Authorization is entitled
	Requesting point-of-sale machines	Exercised solely
		Authorization is entitled
	Applying for a letter of credit	Exercised solely
		Authorization is entitled
	Requesting a bank guarantee	Exercised solely
		Authorization is entitled
	Subscriptions in joint-stock companies	Exercised solely
		Authorization is entitled

	Receiving shareholding certificates	Exercised solely
		Authorization is entitled
	purchasing Sharia compliant shares	Exercised solely
		Authorization is entitled
	Selling Sharia compliant shares	Exercised solely
		Authorization is entitled
	Receiving share values	Exercised solely
		Authorization is entitled
	Receiving profits	Exercised solely
		Authorization is entitled
	Receiving surplus	Exercised solely
		Authorization is entitled

	Opening Sharia compliant investment portfolios, execute, amend, and cancel orders	Exercised solely
		Authorization is entitled
	Subscription	Exercised solely
		Authorization is entitled
	Purchasing shares	Exercised solely
		Authorization is entitled
	Selling shares	Exercised solely
		Authorization is entitled
	Recovering investment fund units	Exercised solely
		Authorization is entitled
	Transferring stocks from the portfolio	Exercised solely
		Authorization is entitled
		Exercised solely

	Subscribing to Sharia compliant investment fund units	Authorization is entitled
	Managing investment portfolios	Exercised solely
		Authorization is entitled
	Extracting a debt certificate	Exercised solely
		Authorization is entitled
	Liquidating investment portfolios	Exercised solely
		Authorization is entitled
	Opening a shop	Exercised solely
		Authorization is entitled
	Applying for health cards	Exercised solely
Authorization is entitled		
	Exercised solely	

	Converting agricultural lands to residential	Authorization is entitled
	Reviewing the General Administration of Urban Planning	Exercised solely
		Authorization is entitled
	Opening shops	Exercised solely
		Authorization is entitled
	Applying for licenses	Exercised solely
		Authorization is entitled
	Renewing licenses	Exercised solely
		Authorization is entitled
	Canceling licenses	Exercised solely
		Authorization is entitled
Transferring licenses	Exercised solely	
	Authorization is entitled	
	Exercised solely	

	Extracting permits for construction and renovation	Authorization is entitled
	Land planning	Exercised solely
		Authorization is entitled
	Applying for certificates of building completion	Exercised solely
		Authorization is entitled
	Applying for fencing licenses	Exercised solely
		Authorization is entitled
	Extracting demolition permits	Exercised solely
		Authorization is entitled
	Signing the lease	Exercised solely
Authorization is entitled		
	Exercised solely	

	Waiving the contract	Authorization is entitled
	Creating a plan for the owned land	Exercised solely
		Authorization is entitled
	Reviewing the municipality	Exercised solely
		Authorization is entitled
	Converting agricultural land to residential	Exercised solely
		Authorization is entitled
	Supervising construction	Exercised solely
		Authorization is entitled
	Signing contracts with construction companies and contractors	Exercised solely
		Authorization is entitled
	Entering tenders and receiving forms	Exercised solely
Authorization is entitled		
	Exercised solely	

	Selling and vacating to the buyer	Authorization is entitled
	Buying and accepting the vacating and paying the price	Exercised solely
		Authorization is entitled
	Receiving deeds	Exercised solely
		Authorization is entitled
	Leasing	Exercised solely
		Authorization is entitled
	Receiving rent	Exercised solely
		Authorization is entitled
	Signing leasing agreements	Exercised solely
		Authorization is entitled
	Renewing leasing agreements	Exercised solely
		Authorization is entitled
	Exercised solely	

	Canceling and terminating leasing agreements	Authorization is entitled
	Mortgage	Exercised solely
		Authorization is entitled
	Mortgage release	Exercised solely
		Authorization is entitled
	Division and sorting	Exercised solely
		Authorization is entitled
	Amending limits, lengths, areas, plot numbers, plans, deeds, their dates, and district names	Exercised solely
		Authorization is entitled
	Selling	Exercised solely
		Authorization is entitled
	Accepting the mortgage	Exercised solely
Authorization is entitled		

	Updating deeds and entering them into the comprehensive system	Exercised solely
		Authorization is entitled
	Selling the share of	Exercised solely
		Authorization is entitled
	Buying	Exercised solely
		Authorization is entitled
	Buying the share of	Exercised solely
		Authorization is entitled
	Leasing	Exercised solely
		Authorization is entitled
	Amending the owner's name and civil registry/document number	Exercised solely
		Authorization is entitled
	Donation and vacating	Exercised solely
		Authorization is entitled

	Accepting the donation and vacating	Exercised solely
		Authorization is entitled
	Waiver of space deficiency	Exercised solely
		Authorization is entitled
	Merging deeds	Exercised solely
		Authorization is entitled
	Accepting the waiver and vacating	Exercised solely
		Authorization is entitled
	Applying for a replacement for a lost set of deeds, with the following data:	Exercised solely
		Authorization is entitled
	Applying for a replacement for a damaged set of deeds, with the following data:	Exercised solely
		Authorization is entitled
		Exercised solely

	Selling and vacating to the heirs	Authorization is entitled
	Waiving the share of	Exercised solely
		Authorization is entitled
	Providing evidence or documentation to validate the building	Exercised solely
		Authorization is entitled
	Applying for a replacement for the damaged deed	Exercised solely
		Authorization is entitled
	For real estate located in	Exercised solely
		Authorization is entitled
	Converting agricultural land to residential or industrial	Exercised solely
		Authorization is entitled
	Entering real estate contributions	Exercised solely
		Authorization is entitled

	Buying real estate contribution shares	Exercised solely
		Authorization is entitled
	Selling real estate contribution shares Waiving the leased land	Exercised solely
		Authorization is entitled
	Updating the deed and entering it into the comprehensive system	Exercised solely
		Authorization is entitled
	Extracting a lost deed replacement	Exercised solely
		Authorization is entitled
	Converting agricultural lands to residential	Exercised solely
		Authorization is entitled
	Building the land	Exercised solely

		Authorization is entitled	<p>The Board of Directors shall appoint a Secretary, who may be selected from among its members or from outside the Board. The Chairman of the Board may delegate, (through a written resolution), some of his powers to other Board members or third parties to carry out specific tasks or functions. The Vice Chairman of the Board shall assume the duties of the Chairman in his absence, in cases where the Board has elected a Vice Chairman.</p>
Renting the land	Exercised solely		
	Authorization is entitled		
Changing the legal entity of the company	Exercised solely		
	Authorization is entitled		
Converting the company from a simple limited partnership to a limited liability company	Exercised solely		
Dividing shares among heirs and transferring them to their portfolios	Exercised solely		
	Authorization is entitled		
<p><b>Article (18) Expiration of the Board of Directors' Term, Resignation of Its Members, or Vacancy in Membership:</b></p>	<p><b>Article Twenty-One: Expiration of the Board of Directors' Term, Resignation of Its Members, or Vacancy in Membership</b></p>		

<ol style="list-style-type: none"><li>1) The Board of Directors shall call the Ordinary General Assembly to convene prior to the expiration of the Board's term to elect a Board of Directors for a new term. If election cannot be held and the term of the current Board expires, its members shall continue to carry out their duties until a Board of Directors is elected for a new term, provided that the term of the Board members whose term has ended shall not exceed the period specified in the implementing regulations of the Companies Law. The Board must take the necessary measures to elect a new Board before the continuity period specified in this paragraph expires.</li><li>2) If the Chairman of the Board and Board members resigned, they must call the Ordinary General Assembly to convene to elect a new Board. The Resignation shall not come into force until the election of a new Board, provided that the period of continuity of the resigned Board does not exceed the specified period according to the Companies Law. The Board of Directors shall take all necessary measures to elect a new Board before the expiry of the period of continuity specified in this Bylaw.</li><li>3) A Board member may resign pursuant to a written notice submitted to the Chairman of the Board. If the Chairman of the Board resigns, the notice shall be submitted to the Board members and the Board's Secretary. in both cases, the resignation shall take effect from the date specified in the notice.</li><li>4) If any position in the Board becomes vacant, due to the death or resignation of a Board member, and this vacancy does not result in a breach of the</li></ol>	<ol style="list-style-type: none"><li>1) The Board of Directors shall call the Ordinary General Assembly to convene prior to the expiration of the Board's term to elect a Board of Directors for a new term. If election cannot be held and the term of the current Board expires, its members shall continue to carry out their duties until a Board of Directors is elected for a new term, provided that the term of the Board members whose term has ended shall not exceed the period specified in the implementing regulations of the Companies Law. The Board must take the necessary measures to elect a new Board before the continuity period specified in this paragraph expires.</li><li>2) If the Chairman of the Board and Board members resigned, they must call the Ordinary General Assembly to convene to elect a new Board. The Resignation shall not come into force until the election of a new Board, provided that the period of continuity of the resigned Board does not exceed the specified period according to the Companies Law. The Board of Directors shall take all necessary measures to elect a new Board before the expiry of the period of continuity specified in this Bylaw.</li><li>3) A Board member may resign pursuant to a written notice submitted to the Chairman of the Board. If the Chairman of the Board resigns, the notice shall be submitted to the Board members and the Board's Secretary. in both cases, the resignation shall take effect from the date specified in the notice.</li><li>4) If any position in the Board becomes vacant, due to the death or resignation of a Board member, and this vacancy does not result in a breach of the conditions necessary for the validity of the meeting of the Board due to the number of its</li></ol>
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<p>conditions necessary for the validity of the meeting of the Board due to the number of its members being less than the minimum stipulated in the Companies Law or the Company's Bylaws, the Board may -temporarily- appoint qualified person with relevant expertise to provisionally fill the vacancy, provided that the Commercial Register and the Capital Market Authority be informed accordingly within fifteen (15) days from the date of such appointment and be brought before the Ordinary General Assembly in its foremost meeting; and the newly appointed member shall complete the terms of his predecessor.</p> <p>5) If the necessary conditions are not met for the Board of Directors to convene due to the number of its members being less than the minimum stipulated in this Bylaw or the Companies Law, the rest of the Board members must call for the Ordinary General Assembly to convene within (60) days to elect the necessary number of members.</p>	<p>members being less than the minimum stipulated in the Companies Law or the Company's Bylaws, the Board may -temporarily- appoint qualified person with relevant expertise to provisionally fill the vacancy, provided that the Commercial Register and the Capital Market Authority be informed accordingly within fifteen (15) days from the date of such appointment and be brought before the Ordinary General Assembly in its foremost meeting; and the newly appointed member shall complete the terms of his predecessor.</p> <p>5) If the necessary conditions are not met for the Board of Directors to convene due to the number of its members being less than the minimum stipulated in this Bylaw or the Companies Law, the rest of the Board members must call for the Ordinary General Assembly to convene within (60) days to elect the necessary number of members.</p>
<p><b>Article (22) Board Meetings:</b></p>	<p><b>Article Twenty-Two: Board Meetings</b></p>
<p>1) The Board meets at least four times a year upon the invitation of its chairman. The invitation can be sent in writing, via email or through any other means determined by the board. The Chairman of the Board is required to call for a meeting whenever requested to do so in writing by any member of the board to discuss a single matter or more.</p>	<p>1) The Board meets at least four times a year upon the invitation of its chairman. The invitation can be sent in writing, via email or through any other means determined by the board. The Chairman of the Board is required to call for a meeting whenever requested to do so in writing by any member of the board to discuss a single matter or more.</p>

<p>2) The Board of Directors determines the location of its meetings, and it is permissible to hold meetings using modern technology. Participation as outlined in this paragraph shall be considered attendance for the purpose of quorum and voting.</p>	<p>2) The Board of Directors determines the location of its meetings, and it is permissible to hold meetings using modern technology. Participation as outlined in this paragraph shall be considered attendance for the purpose of quorum and voting.</p>
<p><b><u>Article (23) The Quorum of the Board Meeting and Board Resolutions:</u></b></p>	<p><b>Article <span style="color: green;">Twenty-Three</span>: The Quorum of the Board Meeting and Board Resolutions</b></p>
<p>1) An official Board meeting shall not be valid unless a minimum of five (5) Board members are present.</p> <p>2) A Board member may delegate another member in accordance with the following rules:</p> <ol style="list-style-type: none"> <li>1. A Board member may not represent more than one member in attending that meeting.</li> <li>2. The delegation should be recorded for a specific meeting.</li> <li>3. The deputy is not permitted to vote on decisions that the regulations prohibit the delegate from voting on.</li> </ol> <p>3) Decisions of the Board of Directors are made by the approval of the majority of votes of the attending members (in person and by proxy). In the event of a tie, the side favored by the Chairperson of the meeting vote shall prevail.</p>	<p>1) An official Board meeting shall not be valid unless a minimum of five (5) Board members are present.</p> <p>2) A Board member may delegate another member in accordance with the following rules:</p> <ol style="list-style-type: none"> <li>1) A Board member may not represent more than one member in attending that meeting.</li> <li>2) The delegation should be recorded for a specific meeting.</li> <li>3) The deputy is not permitted to vote on decisions that the regulations prohibit the delegate from voting on.</li> </ol> <p>3) Decisions of the Board of Directors are made by the approval of the majority of votes of the attending members in person and by proxy. In the event of a tie, the side favored by the Chairperson of the meeting vote shall prevail.</p> <p>4) A decision of the Board of Directors takes effect from the date of its issuance unless otherwise specified, indicating a different effective date or upon the fulfillment of certain conditions.</p>

<p>4) A decision of the Board of Directors takes effect from the date of its issuance unless otherwise specified, indicating a different effective date or upon the fulfillment of certain conditions.</p>	
<p><b>Article (24) Making Decisions by the Board in Urgent Matters:</b></p>	<p><b>Article Twenty-Four: Making Decisions by the Board in Urgent Matters</b></p>
<p>The board of directors may issue decisions in urgent matters (by circulation) by presenting them separately to all members unless one of the members requests that the matter be discussed in a board meeting. These decisions are made by the approval of the majority of the members' votes. These decisions are then presented to the board of directors in the next subsequent meeting to be recorded and ratified in the minutes of that meeting.</p>	<p>The board of directors may issue decisions in urgent matters (by circulation) by presenting them separately to all members unless one of the members requests that the matter be discussed in a board meeting. These decisions are made by the approval of the majority of the members' votes. These decisions are then presented to the board of directors in the next subsequent meeting to be recorded and ratified in the minutes of that meeting.</p>
<p><b>Article (25) Board Deliberations:</b></p>	<p><b>Article Twenty-Five: Board Deliberations</b></p>
<p>1) Deliberations and resolutions of the Board of Directors shall be documented in minutes, prepared by the Secretary, and to be signed by the Chairperson of the meeting's, the Board members attending the meeting and the Secretary.</p> <p>2) The minutes shall be recorded in a special register to be signed by the Chairman of the Board of Directors and the Secretary.</p> <p>3) The use of modern technology tools is permissible for signing, documenting discussions, resolutions, and recording minutes.</p>	<p>1) Deliberations and resolutions of the Board of Directors shall be documented in minutes, prepared by the Secretary, and to be signed by the Chairperson of the meeting's, the Board members attending the meeting and the Secretary.</p> <p>2) The minutes shall be recorded in a special register to be signed by the Chairman of the Board of Directors and the Secretary.</p> <p>3) The use of modern technology tools is permissible for signing, documenting discussions, resolutions, and recording minutes.</p>
<p><b>Article (26) Board of Director's Committees:</b></p>	<p><b>Article Twenty-Six: Board of Director's Committees</b></p>

<p>The Board of Directors has the authority to form permanent or temporary committees arising from it, whether from among the members of the Board or others, according to the company's needs, circumstances, and conditions, to assist it in performing its duties and carrying out its affairs. The Board establishes general procedures that specify the tasks of the committee, its working guidelines, and the remuneration of its members through a resolution issued by the Board or within a specific regulation for each committee approved by the Board of Directors. These committees shall include those related to specific tasks in accordance with the relevant laws and regulations issued by the competent authority.</p>	<p>The Board of Directors has the authority to form permanent or temporary committees arising from it, whether from among the members of the Board or others, according to the company's needs, circumstances, and conditions, to assist it in performing its duties and carrying out its affairs. The Board establishes general procedures that specify the tasks of the committee, its working guidelines, and the remuneration of its members through a resolution issued by the Board or within a specific regulation for each committee approved by the Board of Directors. These committees shall include those related to specific tasks in accordance with the relevant laws and regulations issued by the competent authority.</p>
<p style="text-align: center;"><b><u>(Chapter Four): Shareholders' Assembly</u></b></p> <p><b>Article (30) Invitation to General Assemblies:</b></p>	<p style="text-align: center;"><b>Chapter Four: Shareholders' Assemblies</b></p> <p><b>Article Twenty-Seven: Invitation to General Assemblies</b></p>
<p>1) <b>The</b> General and Special Assemblies <b>are</b> convened by the Board of Directors <b>in accordance with provisions outlined in this bylaw, companies law and its implementing regulations and the regulations set by the competent authorities in this regard.</b></p> <p>2) The Board of Directors <b>shall</b> call the Ordinary General Assembly to convene within (thirty) days from the date of a request by the auditor, or by one or more of Shareholders representing at least ten (10%) percent of the Company's voting shares. The Auditor may call the Ordinary General Assembly to convene if the Board doesn't invite the Assembly within</p>	<p>1) General and Special Assemblies <b>shall be</b> convened by the Board of Directors. <b>The Board of Directors must call the Ordinary General Assembly to convene within (thirty) days from the date of a request by the auditor, or by one or more of Shareholders representing at least (ten percent) of the Company's voting shares. The Auditor may call the Ordinary General Assembly to convene if the Board doesn't invite the Assembly within (thirty) days of the date of the Auditor's request.</b></p> <p>2) <b>The request mentioned in Paragraph (1) of this Article must specify the matters to be voted on by the shareholders.</b></p>

(thirty) days of the date of the Auditor's request. **In such cases, the invitation to the general assembly must specify the matters on which the shareholders are required to vote.**

- 3) The invitation for convening the **Ordinary** General Assembly must be sent at least twenty-one (21) days prior to the designated date for the assembly, in accordance with **the provisions of the Companies Law and the regulations set by the competent authority**, Taking into consideration the following:
  - A. **The invitation is published through the Saudi Arabian stock market website (Tadawul) and the company's official website. It is also permissible to publish the invitation** through modern technology means.
  - B. A copy of the invitation and the agenda **are sent** to the Commercial Register.
- 4) The invitation to the general assembly meeting must include at least the following:
  - a) The right of the eligible person to attend the general assembly meeting and the right to appoint a proxy of his/her choice, who is not a member of the Board of Directors, and the right of the shareholder to discuss the topics listed on the agenda of the general assembly meeting, and the right to ask questions during the meeting, along with the procedures for exercising the voting rights.
  - b) The venue, date, and time of the meeting.

- 3) The invitation for convening the General Assembly must be sent at least **(twenty-one)** days prior to the designated date for the assembly, in accordance **with provisions stated in the Articles**, taking into consideration the following:
  - A. **Notifying shareholders via registered letters to their addresses listed in the shareholder register or by publishing** the invitation through modern technology.
  - B. **Sending** a copy of the invitation and the agenda to the Commercial Register **and, if the company is publicly listed, to the Capital Market Authority on the date of the announcement.**
- 4) The invitation to the general assembly meeting must include at least the following:
  - a) The right of the eligible person to attend the general assembly meeting and the right to appoint a proxy of his/her choice, who is not a member of the Board of Directors, and the right of the shareholder to discuss the topics listed on the agenda of the general assembly meeting, and the right to ask questions during the meeting, along with the procedures for exercising the voting rights.
  - b) The venue, date, and time of the meeting.
  - c) The type of assembly, whether it is a general assembly or a special assembly.
  - d) The agenda of the meeting, including the items on which the shareholders are required to vote.

<p>c) The type of assembly, whether it is a general assembly or a special assembly.</p> <p>d) The agenda of the meeting, including the items on which the shareholders are required to vote.</p>	
<p><b>Article (33) Voting in Assemblies:</b></p>	<p><b>Article Twenty-Eight: Voting in Assemblies</b></p>
<p>1) Each shareholder has one vote per share in General Assemblies and cumulative voting must be used in the election of the board of directors' members, whereby the voting right for a share cannot be used more than once.</p> <p>2) Members of the Board of Directors are not allowed to participate in voting on resolutions of the Assembly related to absolving themselves from liability for managing the company or concerning their direct or indirect personal interests or any conflicts of interest arising from business and contracts.</p>	<p>The election of the Board of Directors' members shall be conducted through cumulative voting. Members of the Board of Directors may not participate in voting on assembly resolutions related to transactions and contracts in which they have a direct or indirect interest or that involve a conflict of interest.</p>
<p><b>Article (36) Assembly Minutes:</b></p>	<p><b>Article Twenty-Nine: Preparation of Assemblies' Minutes</b></p>
<p>During the assembly, a minutes document is prepared, which includes the number of shareholders present in person or by proxy, the number of votes assigned to them, the decisions that have been taken, the number of shares in favor or against, those decisions, and a comprehensive summary of the discussions that took place during the meeting. The minutes are recorded</p>	<p>During the assembly, a minutes document is prepared, which includes the number of shareholders present in person or by proxy, the number of shares they hold in their personal capacity or by proxy and the number of votes assigned to them, the decisions that have been taken, the number of votes in favor or against those decisions, and a comprehensive summary of the discussions that took place during</p>

<p>regularly after each meeting in a special register, which is signed by the Chairman of the assembly, the secretary, and the vote collectors.</p>	<p>the meeting. The minutes are recorded regularly after each meeting in a special register, which is signed by the Chairman of the assembly, the secretary, and the vote collectors.</p>
<p><b>Article (27) <u>The General Assembly Meeting of the Shareholders:</u></b></p>	<p><b>Article Thirty: Shareholders' General Assembly Meeting</b></p>
<ol style="list-style-type: none"> <li>1) The general assembly meeting of the shareholders is chaired by the Chairman of the Board of Directors or his deputy in his absence. If both are absent, the board may appoint another member to chair the meeting. If that is not possible, the shareholders may appoint a chairperson from among the board members or other individuals through voting.</li> <li>2) Each shareholder has the right to attend the General Assemblies of Shareholders and may delegate in writing another person who is not a member of the Board of Directors to attend the General Assembly.</li> <li>3) It is permissible to hold the General Assembly meeting and allow shareholder participation in deliberations and voting on resolutions through means of modern technology.</li> </ol>	<ol style="list-style-type: none"> <li>1) The general assembly meeting of the shareholders is chaired by the Chairman of the Board of Directors or his deputy in his absence. If both are absent, the board may appoint another member to chair the meeting. If that is not possible, the shareholders may appoint a chairperson from among the board members or other individuals through voting.</li> <li>2) Each shareholder has the right to attend the General Assemblies of Shareholders and may delegate in writing another person who is not a member of the Board of Directors to attend the General Assembly.</li> <li>3) It is permissible to hold the General Assembly meeting and allow shareholder participation in deliberations and voting on resolutions through means of modern technology.</li> </ol>
<p><b>Article (28) <u>Ordinary General Assembly:</u></b></p>	<p><b>Article Thirty-One: Ordinary General Assembly</b></p>

<p>Except for matters within the purview of the Extraordinary General Assembly, the Ordinary General Assembly is responsible for all matters related to the company, particularly the following:</p> <ol style="list-style-type: none"> <li>a. Election and dismissal of members of the Board of Directors.</li> <li>b. Appointing the auditor, determining his fees, reappointing him and dismissing him.</li> <li>c. Review and discuss the report of the Board of Directors.</li> <li>d. Review and discuss the company's financial statements.</li> <li>e. Discuss the auditor's report- if any- and take a decision thereon.</li> <li>f. Decide on the proposals of the Board of Directors on the method of distributing dividends.</li> <li>g. Formation of the company's reserves and determination of their uses.</li> </ol> <p>And it convenes at least once a year within the six months following the end of the company's fiscal year. It is also permissible to convene additional Ordinary General Assemblies whenever necessary.</p>	<p>Except for matters within the purview of the Extraordinary General Assembly, the Ordinary General Assembly is responsible for all matters related to the company, particularly the following:</p> <ol style="list-style-type: none"> <li>a. Election and dismissal of members of the Board of Directors.</li> <li>b. Appointing the auditor, determining his fees, reappointing him and dismissing him.</li> <li>c. Review and discuss the report of the Board of Directors.</li> <li>d. Review and discuss the company's financial statements.</li> <li>e. Discuss the auditor's report- if any- and take a decision thereon.</li> <li>f. Decide on the proposals of the Board of Directors on the method of distributing dividends.</li> <li>g. Formation of the company's reserves and determination of their uses.</li> </ol> <p>And it convenes at least once a year within the six months following the end of the company's fiscal year. It is also permissible to convene additional Ordinary General Assemblies whenever necessary.</p>
<p><b>Article (29) The Extraordinary General Assembly:</b></p>	<p><b>Article Thirty-Two: Extraordinary General Assembly</b></p>
<p>The Extraordinary General Assembly is responsible for the following:</p> <ol style="list-style-type: none"> <li>a) Amending the Company's Bylaws except for such provisions as may be impermissible to be amended under the law.</li> <li>b) Approving the continuation of the company or its liquidation</li> <li>c) Approving the company's purchase of its own shares.</li> </ol>	<p>The Extraordinary General Assembly is responsible for the following:</p> <ol style="list-style-type: none"> <li>a) Amending the Company's Bylaws except for such provisions as may be impermissible to be amended under the law.</li> <li>b) Approving the continuation of the company or its liquidation</li> <li>c) Approving the company's purchase of its own shares.</li> </ol>

<p>Furthermore, the Extraordinary General Assembly may make decisions on matters within the purview of the Ordinary General Assembly, under the same conditions and circumstances prescribed for the Ordinary General Assembly.</p>	<p>Furthermore, the Extraordinary General Assembly may make decisions on matters within the purview of the Ordinary General Assembly, under the same conditions and circumstances prescribed for the Ordinary General Assembly.</p>
<p><b>Article (31) Quorum of the Ordinary General Assembly:</b></p>	<p><b>Article Thirty-Three: Quorum of the Ordinary General Assembly</b></p>
<ol style="list-style-type: none"> <li>1) The meeting of the Ordinary General Assembly is not valid unless attended by Shareholders representing at least (half) of the company's capital.</li> <li>2) If the required quorum for holding the ordinary general assembly meeting, as stated in paragraph (1) of this Article is not met, and a second meeting may be held one hour after the end of the period set for the first meeting, provided that the invitation to hold the first meeting includes indications of the possibility of holding this meeting, in all cases, the second meeting shall be valid regardless of the number of shares with voting rights represented in it.</li> </ol>	<ol style="list-style-type: none"> <li>1) The meeting of the Ordinary General Assembly is not valid unless attended by Shareholders representing at least (half) of the company's capital.</li> <li>2) If the required quorum for holding the ordinary general assembly meeting, as stated in paragraph (1) of this Article is not met, and a second meeting may be held one hour after the end of the period set for the first meeting, provided that the invitation to hold the first meeting includes indications of the possibility of holding this meeting, in all cases, the second meeting shall be valid regardless of the number of shares with voting rights represented in it.</li> </ol>
<p><b>Article (32) Quorum of the Extraordinary General Assembly:</b></p>	<p><b>Article Thirty-Four: Quorum of the Extraordinary General Assembly</b></p>
<p>The convening of an extraordinary general assembly meeting shall not be considered valid unless attended by shareholders representing at least half of the company's capital. If the required quorum is not met in the first meeting, the Board of Directors must choose one of the following options:</p> <ol style="list-style-type: none"> <li>1) The second meeting may be held one hour after the end of the period set for the first meeting, provided that the invitation to the first meeting,</li> </ol>	<p>The convening of an extraordinary general assembly meeting shall not be considered valid unless attended by shareholders representing at least half of the company's capital. If the required quorum is not met in the first meeting, the Board of Directors must choose one of the following options:</p> <ol style="list-style-type: none"> <li>1) The second meeting may be held one hour after the end of the period set for the first meeting, provided that the invitation to the first meeting, provided that the</li> </ol>

<p>provided that the invitation to hold the first meeting includes indications of the possibility of holding this meeting.</p> <p>2) An invitation <b>must be directed to</b> a second meeting to be held under the same conditions stipulated in Article <b>(Thirty)</b> of <b>this Law</b>.</p> <p>In all cases, the second meeting shall be deemed valid if attended by shareholders who represent at least (one – fourth) of the company’s capital. If the required quorum is not met in the second meeting, a third meeting shall be called under the same conditions specified in Article <b>(Thirty)</b> of this regulation, and the third meeting will be valid regardless of the number of shares with voting rights represented in it, after obtaining the approval of the competent authority.</p>	<p>invitation to hold the first meeting includes indications of the possibility of holding this meeting.</p> <p>2) <b>Issue</b> an invitation <b>for</b> a second meeting to be held <b>in accordance with the</b> conditions stipulated in Article <b>Twenty-Seven</b> of these Bylaws.</p> <p>In all cases, the second meeting shall be valid if attended by a number of shareholders representing at least one-quarter of the capital. If the required quorum is not met in the second meeting, an invitation shall be issued for a third meeting to be held under the same conditions stipulated in Article <b>Twenty-Seven</b> of these Bylaws. The third meeting shall be valid regardless of the number of shares represented therein, after obtaining the approval of the competent authority.</p>
<p><b>Article (34) General Assembly Resolutions:</b></p>	<p><b>Article Thirty-Five: Resolutions of General Assemblies</b></p>
<p>1) Resolutions of the Ordinary General Assembly are issued with the approval of the majority of the voting rights represented in the meeting.</p> <p>2) Resolutions of the Extraordinary General Assembly are also issued with the approval of two-thirds of the voting rights represented in the meeting, except in cases related to increasing or decreasing the company’s capital, extending the Company’s duration, dissolving the Company prior to the expiry of the period specified in its bylaws or merging the Company with another company or dividing it into two or more companies. In such cases,</p>	<p>1) Resolutions of the Ordinary General Assembly are issued with the approval of the majority of the voting rights represented in the meeting.</p> <p>2) Resolutions of the Extraordinary General Assembly are also issued with the approval of two-thirds of the voting rights represented in the meeting, except in cases related to increasing or decreasing the company’s capital, extending the Company’s duration, dissolving the Company prior to the expiry of the period specified in its bylaws or merging the Company with another company or dividing it into two or more companies. In such cases, the resolution is not valid</p>

the resolution is not valid unless it is issued with the approval of three-fourths of the voting rights represented in the meeting.	unless it is issued with the approval of three-fourths of the voting rights represented in the meeting.
<b>Article (35) Discussion in Assemblies:</b>	<b>Article Thirty-Six: Deliberations in Assemblies</b>
Each shareholder has the right to discuss the subjects listed on the agenda of the General Assembly and to direct questions regarding them to the members of the Board of Directors and the external Auditor. The Board of Directors or the external auditor shall answer the shareholders' questions to the extent that it does not harm the interests of the company. If a shareholder believes that the response to their question is insufficient, they may resort to the General Assembly, and its decision in this matter shall be binding.	Each shareholder has the right to discuss the subjects listed on the agenda of the General Assembly and to direct questions regarding them to the members of the Board of Directors and the external Auditor. The Board of Directors or the external auditor shall answer the shareholders' questions to the extent that it does not harm the interests of the company. If a shareholder believes that the response to their question is insufficient, they may resort to the General Assembly, and its decision in this matter shall be binding.
	<b>Article Thirty-Seven: Voting Mechanism in Assemblies</b>
Added Article	Each shareholder shall have one vote for every share held in the General Assemblies. Cumulative voting shall be employed for the election of the Board of Directors, whereby the voting right per share may not be exercised more than once.
<b>(Chapter Five): Auditor</b>	<b>Chapter Five: Auditor</b>
<b>Article (37) Appointment, Removal, and Resignation of the Company's Auditor:</b>	<b>Article Thirty-Eight: Appointment, Removal, and Resignation of the Company's Auditor</b>
1) The company shall have (one or more) auditors selected and determined by the ordinary general assembly from among the licensed auditors in the Kingdom. The appointment, remuneration, duration of work, and scope of	1) The company shall have (one or more) auditors selected and determined by the ordinary general assembly from among the licensed auditors in the Kingdom. The appointment, remuneration, duration of work, and scope of their

<p>their responsibilities are specified by the ordinary general assembly. Reappointment of the auditor(s) is also permissible.</p> <p>2) It is permissible by a resolution of the general assembly to dismiss the auditor(s). The Chairman of the Board of Directors is required to inform the competent authority of the dismissal decision and its reasons within a period not exceeding the statutory duration from the date of issuing the resolution.</p> <p>3) The auditor has the right to resign from their duties by submitting a written notification to the company. Their duties shall end on the date of submission or on a later date specified in the notification, without prejudice to the company's right to seek compensation for any damage incurred if deemed necessary. The retiring auditor is obligated to provide the company and the competent authority, upon submitting the notification, with a statement explaining the reasons for their resignation. The Board of Directors is required to convene the General Assembly to consider the reasons for the resignation, appoint another auditor, determine their remuneration, term of service, and scope of work.</p>	<p>responsibilities are specified by the ordinary general assembly. Reappointment of the auditor(s) is also permissible.</p> <p>2) It is permissible by a resolution of the general assembly to dismiss the auditor(s). The Chairman of the Board of Directors is required to inform the competent authority of the dismissal decision and its reasons within a period not exceeding the statutory duration from the date of issuing the resolution.</p> <p>3) The auditor has the right to resign from their duties by submitting a written notification to the company. Their duties shall end on the date of submission or on a later date specified in the notification, without prejudice to the company's right to seek compensation for any damage incurred if deemed necessary. The retiring auditor is obligated to provide the company and the competent authority, upon submitting the notification, with a statement explaining the reasons for their resignation. The Board of Directors is required to convene the General Assembly to consider the reasons for the resignation, appoint another auditor, determine their remuneration, term of service, and scope of work.</p>
<p><b>Article (38) Auditor's Authorities:</b></p>	<p><b>Article Thirty-Nine: Auditor's Authorities</b></p>
<p>The Auditor(s) shall have the right, at any time, to access the company's documents, accounting records, and supporting documents at any time. They may also request data and explanations that they deem necessary to verify the</p>	<p>The Auditor(s) shall have the right, at any time, to access the company's documents, accounting records, and supporting documents at any time. They may also request data and explanations that they deem necessary to verify the company's assets and</p>

<p>company's assets and liabilities, as well as other matters within their scope of work. It is the responsibility of the Board of Directors to enable them to perform their duties. If the auditor(s) encounters difficulties in this regard, they must document it in a report submitted to the Board of Directors. If the Board fails to facilitate the work of the auditor(s), they must ask them to invite the General Assembly to convene and address the matter. The Auditor(s) are also permitted to issue this invitation if the Board of Directors does not issue it within (thirty) days from the date of the auditor's request.</p>	<p>liabilities, as well as other matters within their scope of work. It is the responsibility of the Board of Directors to enable them to perform their duties. If the auditor(s) encounters difficulties in this regard, they must document it in a report submitted to the Board of Directors. If the Board fails to facilitate the work of the auditor(s), they must ask them to invite the General Assembly to convene and address the matter. The Auditor(s) are also permitted to issue this invitation if the Board of Directors does not issue it within (thirty) days from the date of the auditor's request.</p>
<p style="text-align: center;"><b><u>(Chapter Six): Financial Matters of the Company and Dividend Distribution</u></b></p> <p><b><u>Article (39) Financial Year:</u></b></p>	<p style="text-align: center;"><b>Chapter Six: Company's Finances and Dividend Distribution</b></p> <p><b>Article Forty:</b></p>
<p>The company's financial year begins on the first of January and expires on December 31 of each calendar year.</p>	<p>The Company's fiscal year shall be twelve Gregorian months and shall commence as on the 1st of January and shall expire on the 31st of December.</p>
<p><b><u>Article (40) Financial Documents:</u></b></p>	<p><b>Article Forty-One: Financial Documents</b></p>
<p>1. At the end of each financial year of the Company, the Board of Directors shall prepare the financial statements of the Company and a report on its activities and financial position for the concluded financial year, this report shall include the proposed method of distributing dividends. The Board shall make these documents available to the Company's Auditor, if any, no</p>	<p>1. At the end of each financial year of the Company, the Board of Directors shall prepare the financial statements of the Company and a report on its activities and financial position for the concluded financial year, this report shall include the proposed method of distributing dividends. The Board shall make these documents available to the Company's Auditor, if any, no later than forty-five (45) days before the scheduled date of the Annual Ordinary General Assembly.</p>

<p>later than forty-five (45) days before the scheduled date of the Annual Ordinary General Assembly.</p> <p>2. The Chairman of the Board, the Chief Executive Officer, and the Chief Financial Officer, if applicable, of the Company shall sign the documents referred to in paragraph (1) of this Article, and copies of these documents shall be deposited at the Company's head office, accessible to the shareholders.</p> <p>3. The Chairman of the Board of Directors is required to provide the shareholders with the company's financial statements, the Board of Directors' report (after its signing), and the auditor's report, if applicable, unless they have been published through any modern means of technology. This should be done at least (twenty-one) days before the scheduled date of the Annual ordinary general assembly. Additionally, the chairman is responsible for depositing these documents in accordance with the provisions specified in the implementing regulations of the Companies Law.</p>	<p>2. The Chairman of the Board, the Chief Executive Officer, and the Chief Financial Officer, if applicable, of the Company shall sign the documents referred to in paragraph (1) of this Article, and copies of these documents shall be deposited at the Company's head office, accessible to the shareholders.</p> <p>3. The Chairman of the Board of Directors is required to provide the shareholders with the company's financial statements, the Board of Directors' report (after its signing), and the auditor's report, if applicable, unless they have been published through any modern means of technology. This should be done at least (twenty-one) days before the scheduled date of the Annual ordinary general assembly. Additionally, the chairman is responsible for depositing these documents in accordance with the provisions specified in the implementing regulations of the Companies Law.</p>
<p><b>Article (41) Formation of Reserves:</b></p>	<p><b>Article Forty-Two: Dividend Distribution and Formation of Reserves</b></p>
<p>1. The Annual General Assembly has the authority to determine the allocation of shares from net profits, which aims to serve the interests of the company and ensure the distribution of fixed dividends to shareholders to the extent possible. The General Assembly may also</p>	<p>1. The Annual General Assembly has the authority to determine the allocation of shares from net profits, which aims to serve the interests of the company and ensure the distribution of fixed dividends to shareholders to the extent possible.</p>

<p>allocate portions of net profits for social purposes benefiting the company's employees.</p> <ol style="list-style-type: none"> <li>2. The General Assembly determines the percentage of net profits, after deducting any reserves if applicable, that should be distributed to the shareholders.</li> <li>3. The Company may distribute interim profits to its Shareholders on a semi-annual or quarterly basis after fulfilling the requirements and regulatory controls issued in this regard.</li> </ol>	<p>The General Assembly may also allocate portions of net profits for social purposes benefiting the company's employees.</p> <ol style="list-style-type: none"> <li>2. The General Assembly determines the percentage of net profits, after deducting any reserves if applicable, that should be distributed to the shareholders.</li> <li>3. The Company may distribute interim profits to its Shareholders on a semi-annual or quarterly basis after fulfilling the requirements and regulatory controls issued in this regard.</li> </ol>
<p><b>Article (42) Dividend Entitlement:</b></p>	<p><b>Article Forty-Three: Dividend Entitlement</b></p>
<p>The Shareholder is entitled to his share of profits according to the resolution of the General Assembly issued in this regard. The resolution specifies the due date and distribution date, and the right to dividends belongs to the owners of shares registered in the shareholders' records at the end of the specified day of entitlement. The Board of Directors is required to implement the General Assembly's decision regarding the distribution of dividends to shareholders. The dividends that are scheduled to be distributed to the shareholders are paid within the period determined by the competent authority from the date of entitlement specified in the resolution of the General Assembly or the</p>	<p>The Shareholder is entitled to his share of profits according to the resolution of the General Assembly issued in this regard. The resolution specifies the due date and distribution date, and the right to dividends belongs to the owners of shares registered in the shareholders' records at the end of the specified day of entitlement. The Board of Directors is required to implement the General Assembly's decision regarding the distribution of dividends to shareholders. The dividends that are scheduled to be distributed to the shareholders are paid within the period determined by the competent authority from the date of entitlement specified in the resolution of the General Assembly or the resolution of the Board of Directors</p>

<p>resolution of the Board of Directors regarding the distribution of interim dividends, in accordance with the applicable regulatory controls in this regard.</p>	<p>regarding the distribution of interim dividends, in accordance with the applicable regulatory controls in this regard.</p>
<p><b>Article (43) Company's Losses:</b></p>	<p><b>Article Forty-Four: Company's Losses</b></p>
<p>If the company's losses reach (half) of the issued capital, the Board of Directors is required to disclose this information and any recommendations regarding those losses within (sixty) days from the date they become aware of reaching this amount. They must also call for an Extraordinary General Assembly meeting within (one hundred and eighty) days from the date of their knowledge to consider the continuation of the company and take any necessary measures to address or resolve those losses.</p>	<p>If the company's losses reach half of the issued capital, the Board of Directors is required to disclose this information and any recommendations regarding those losses within sixty days from the date they become aware of reaching this amount. They must also call for an Extraordinary General Assembly meeting within one hundred and eighty days from the date of their knowledge to consider the continuation of the company and take any necessary measures to address or resolve those losses.</p>
<p><b>(Chapter Seven): Disputes</b></p>	<p><b>Chapter Seven: Dissolution &amp; Liquidation of the Company</b></p>
<p><b>Article (44) Liability Claim:</b></p>	<p><b>Article Forty-Five: Liability Claim</b></p>
<p>1) The company has the right to file a liability lawsuit against members of the Board of Directors due to their violations of the provisions of the Companies Law or its internal regulations, or due to errors, negligence, or shortcomings in the performance of their duties that result in damage to the company. The decision to file such a lawsuit and appoint a representative to act on behalf of the company in pursuing it can be made by the General Assembly or the shareholders. If the company is in the process of liquidation, the liquidator assumes the responsibility of filing the lawsuit. In the event that any insolvency proceedings are initiated against the company in accordance with</p>	<p>1) The company has the right to file a liability lawsuit against members of the Board of Directors due to their violations of the provisions of the Companies Law or its internal regulations, or due to errors, negligence, or shortcomings in the performance of their duties that result in damage to the company. The decision to file such a lawsuit and appoint a representative to act on behalf of the company in pursuing it can be made by the General Assembly or the shareholders. If the company is in the process of liquidation, the liquidator assumes the responsibility of filing the lawsuit. In the event that any insolvency proceedings are initiated</p>

<p>the bankruptcy law, the filing of such a lawsuit is carried out by the authorized representative of the company as per the applicable regulations.</p> <p>2) A shareholder or a group of shareholders representing at least 5% of the company's capital may file a liability lawsuit on behalf of the company if the company fails to do so. It should be noted that the primary objective of filing the lawsuit should be to serve the interests of the company. The lawsuit should be based on valid grounds, and the plaintiff should have good intentions and be a partner or shareholder in the company at the time of filing the lawsuit.</p> <p>3) In order to file the lawsuit referred to in paragraph (2) of this article, it is required to notify the members of the Board of Directors of the intention to file the lawsuit at least (fourteen) days prior to the date of filing.</p> <p>4) A shareholder has the right to file personal lawsuits against members of the Board of Directors if the error committed by them has caused specific harm to the shareholder.</p>	<p>against the company in accordance with the bankruptcy law, the filing of such a lawsuit is carried out by the authorized representative of the company as per the applicable regulations.</p> <p>2) A shareholder or a group of shareholders representing at least 5 percent of the company's capital may file a liability lawsuit on behalf of the company if the company fails to do so. It should be noted that the primary objective of filing the lawsuit should be to serve the interests of the company. The lawsuit should be based on valid grounds, and the plaintiff should have good intentions and be a partner or shareholder in the company at the time of filing the lawsuit.</p> <p>3) In order to file the lawsuit referred to in paragraph (2) of this article, it is required to notify the members of the Board of Directors of the intention to file the lawsuit at least (fourteen) days prior to the date of filing.</p> <p>4) A shareholder has the right to file personal lawsuits against members of the Board of Directors if the error committed by them has caused specific harm to the shareholder.</p>
<p style="text-align: center;"><b><u>(Chapter Eight): Company Termination</u></b></p> <p><b><u>Article (45) Company Termination:</u></b></p>	<p style="text-align: center;"><b>Article Forty-Six: Company Termination</b></p>
<p>The company terminates due to one of the reasons for termination stated in the Companies Law, and upon its termination, it enters the liquidation phase in accordance with the provisions of the Companies Law. If the company terminates and its assets are insufficient to settle its debts or if it is insolvent. According to the</p>	<p>The company terminates due to one of the reasons for termination stated in the Companies Law, and upon its termination, it enters the liquidation phase in accordance with the provisions of the Companies Law. If the company terminates and its assets are insufficient to settle its debts or if it is insolvent. According to the bankruptcy law, they</p>

<p>bankruptcy law, they must apply to the competent judicial authority to initiate any liquidation procedures under the bankruptcy law.</p>	<p>must apply to the competent judicial authority to initiate any liquidation procedures under the bankruptcy law.</p>
<p style="text-align: center;"><b><u>(Chapter Nine): Final Provisions</u></b></p> <p><b>Article (46) Final Provisions:</b></p>	<p style="text-align: center;"><b>Chapter Eight: Final Provisions</b></p> <p><b>Article Forty-Seven: Final Provisions</b></p>
<ol style="list-style-type: none"> <li>1) The Company is subject to the regulations in force in the Kingdom of Saudi Arabia.</li> <li>2) Any text in this bylaw that contravenes the provisions of the Companies Law shall not be taken into account and the provisions contained in the Companies Law shall be applied to it. Everything that is not contained in this Articles of Association shall be subject to the Companies Law and its Implementing Regulations.</li> <li>3) <b>This Law was prepared in Arabic language, and in the event of any conflict between the Arabic or the English Texts, Arabic language shall be endorsed.</b></li> <li>4) <b>This law shall be filed and published in accordance with the provisions of the Companies Law and its implementing regulations.</b></li> </ol>	<ol style="list-style-type: none"> <li>1) The Company is subject to the regulations in force in the Kingdom of Saudi Arabia.</li> <li>2) Any text in this bylaw that contravenes the provisions of the Companies Law shall not be taken into account and the provisions contained in the Companies Law shall be applied to it. Everything that is not contained in this Articles of Association shall be subject to the Companies Law and its Implementing Regulations.</li> <li>3) <b>The founders acknowledge the accuracy of the data and provisions included in this Articles of association and their compliance with the Companies Law issued by Royal Decree No. (M/132) dated 01/12/1443H and its executive regulations. They also confirm that all requirements and instructions issued by the Ministry of Commerce in accordance with the provisions of the Articles, have been duly met. The founders bear full legal and financial responsibility for any consequences arising therefrom. Furthermore, the founders acknowledge the Ministry's right to take necessary legal actions in case of any violations or conflicts within the provisions of these Bylaws.</b></li> </ol>

And Allah is the Giver of Success,



# Thank You

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