



اسمنت ينبع  
Yanbu Cement

Listed Saudi joint stock company  
Founded by royal decree  
No. M/١٠ issued on ٠٣/٢٤/١٣٩٧ AH

(Statute Amendment Draft)

٠٦/٢٠٢٢

شركة مساهمة سعودية  
رأس المال (١,٥٧٥,٠٠٠,٠٠٠) ريال مدفوعة بالكامل  
الإدارة العامة:  
ص.ب ٥٣٣٠ جدة ٢١٤٢٢  
هاتف: +٩٦٦ ١٢ ٦٥٣١٥٥٥  
فاكس: +٩٦٦ ١٢ ٦٥٣١٤٢٠  
س.ت جدة: ٤٠٣٠٠٢١٣٦٧ | ينبع: ٤٧٠٠٠٠٠٢٣٣

[www.yanbuement.com](http://www.yanbuement.com)



**Saudi Joint Stock Company**  
Authorized Capital SR (1,575,000,000) Fully Paid  
**Head Office Jeddah:**  
P.O Box 5330 Jeddah 21422  
Tel. +966 12 6531555  
Fax. +966 12 6531420  
C.R. Jeddah: 4030021367 | Yanbu: 4700000233



Company Bylaw - current	Company Bylaw - new amendment
<b>CHAPTER I: INCORPORATION</b>	<b>CHAPTER I: INCORPORATION</b>
<b>Article (١): Incorporation</b>	<b>Article (١): Incorporation</b>
The company was established in accordance with the provisions of the Companies Bylaw and its regulations, and this system is a Saudi joint stock company, according to the following:	The company was established in accordance with the provisions of this Bylaw, the Companies Law and its Regulations, and the Capital Market Law and its Regulations. It is a Saudi joint stock company listed on ٠١/١٥/١٣٩٧ AH corresponding to ٠١/٠٥/١٩٧٧ AD. It maintains legal personality and independent financial disclosure and is solely responsible for its current and past obligations and retains its rights. Fully qualified to achieve its purposes in accordance with the following:
<b>Article (٢): Company Name:</b>	<b>Article (٢): Company Name:</b>
The name of the company is: 'YANBU CEMENT COMPANY' – A Saudi listed joint stock company.	The name of the company is: YANBU CEMENT COMPANY – (A Saudi listed joint stock company).
<b>Article (٣): Company Purpose.</b>	<b>Article (٣): Company Purpose.</b>
The purpose of the company is: to manufacture, produce and trade in cement and its derivatives and components, as well as to carry out all direct and indirect activities related to this purpose in accordance with the applied and enforced regulations and obtaining the necessary licenses from the competent authorities, if any.	The company carries out and implements the following purposes- : ١- Manufacture and production of cement and its derivatives, components and accessories. ٢- Transporting and marketing cement and its derivatives, components, accessories, and trading them inside and outside the Kingdom of Saudi Arabia, whether produced by the company or from third parties, as well as carrying out all work related directly or indirectly for this purpose. ٣- Manufacture and supply of all products, devices, vehicles and tools related to the fields of cement industry. Establishing and operating cement mills and gowns, in addition to other related and complementary industries. ٤- Mining, prospecting and quarrying in order to the company use and export. ٥- Export and import of all cement products and its derivatives, components and accessories and other similar products, whether they are produced by the company or by others. ٦- Owning real estate , movable and immovable assets inside and outside the Kingdom necessary in order to achieve the objectives of the company and investing them. ٧- Obtaining and granting commercial agencies. ٨- Establish training centers/companies and educational/research programs. ٩- Financial services, investment funds, savings funds, securities and guarantee services, insurance, administrative services and other services related to joint stock companies.



	<p>١٠- Establishing, producing and operating paper and plastic bag factories in all their forms and trading them.</p> <p>The company exercises its activities in accordance with the applicable regulations after obtaining the necessary licenses from the competent authorities, if any, to achieve any of its purposes inside and outside the Kingdom of Saudi Arabia.</p>
<b>Article (٤): Company Partnership &amp; Ownership.</b>	<b>Article (٤): Company Partnership &amp; Ownership.</b>
The Company, solely, has the right to set up companies (with limited liability or closed joint stock companies), provided that the capital is not less than (SAR ٥,٠٠٠,٠٠٠) five million riyals. It may also have an interest or participate in any way with the bodies or companies that carry out activities that represent an extension of their activities or that branch out of their activities or support them and in the areas of maintenance, operation and transportation that may help them achieve their purpose. It may own shares or stakes in these companies to merge, assign, or buy them. The company also has the right to participate with others in establishing joint-stock or limited liability companies after fulfilling the requirements of applied regulations and instructions. The company may also own lands and real estate, have an interest, or participate in any way with other companies, not exceeding the value of its reserves, with notifying the ordinary assembly at its first meeting.	The company may establish companies on its own of any kind, or have an interest or participate in any way, whether alone or with other Saudi and foreign companies, institutions or bodies. It may own shares or cuts in other existing companies, merge with them or acquire them, after fulfilling the requirements of the regulations and instructions followed in this regard. The company may also dispose of shares or cuts, provided that this does not include mediation in their trading.
<b>Article (٥): The Company's Main Center.</b>	<b>Article (٥): The Company's Main Center.</b>
The main center of the Company is located in Yanbu Governorate, Medina Province, Saudi Arabia. Board of Directors may have the right to set up offices, agencies or branches inside or outside the territories of Saudi Arabia.	The main center of the Company is located in Yanbu Governorate, Medina Province, Saudi Arabia. Board of Directors may have the right to set up offices, agencies or branches inside or outside the territories of Saudi Arabia.
<b>Article (٦): Company Duration</b>	<b>Article (٦): Company Duration</b>
The Company Duration is Fifty (٥٠) Years (Gregorian Calendar). Effective Date of Commencement is from the issuing date of the decision of ministry of commerce and Investment declaring its establishment. the Company term may be extended by virtue of a decision adopted by Extraordinary General Assembly of the Company at least one year prior to its date of expiry.	The Company Duration is <b>Ninety-nine (٩٩) Years</b> (Gregorian Calendar). Effective Date of Commencement is from the issuing date <b>of the decision of Extraordinary General Assembly no. ...., dated ..../..../..</b> . The Company term may be extended by virtue of a decision adopted by Extraordinary General Assembly of the Company at least one year prior to its date of expiry.
<b>CHAPTER II: CAPITAL &amp; SHARES</b>	<b>CHAPTER II: CAPITAL &amp; SHARES</b>
<b>Article (٧): The Capital of the company</b>	<b>Article (٧): The Capital of the company</b>
Paid-up Capital is standing at SAR ١,٥٧٥,٠٠٠,٠٠٠ (One Thousand Five Hundred and Seventy-Five Million Riyals) divided into (١٥٧,٥٠٠,٠٠٠) shares (One Hundred Fifty-Seven Million and Five Hundred Thousand Shares) nominal of equal value and negotiable. Value of each share is SAR ١٠ (Only Ten Riyals). All of which are ordinary pecuniary shares	Paid-up Capital is SAR ١,٥٧٥,٠٠٠,٠٠٠ (One Thousand Five Hundred and Seventy-Five Million Riyals) divided into (١٥٧,٥٠٠,٠٠٠) shares (One Hundred Fifty-Seven Million and Five Hundred Thousand Shares) nominal of equal value and negotiable. Value of each share is SAR ١٠ (Only Ten Riyals). All of which are ordinary pecuniary shares
<b>Article (٨): Subscription</b>	<b>Article (٨): Subscription</b>
Founders of the Company subscribed for (٢,٨٠٠,٠٠٠) shares (Two Million and Eight Hundred Thousand	<b>The shareholders have fully subscribed to the capital, amount of (١٥٧,٥٠٠,٠٠٠) fully paid shares.</b>



Shares) – equivalent to ٤٠٪ of the entire capital shares.  
Founders paid up half value of shares tantamount to  
SAR ١٤٠,٠٠٠,٠٠٠ (Only One Hundred Forty Million  
Riyals) as shown in the table below.

SN	اسم المؤسس Name	عدد الأسهم Number of Shares	المدفوع منها Paid up Amount	الباقى من قيمتها Balance
١.	صاحب السمو الملكي الأمير مشعل بن عبدالعزيز HRH Prince Mishaal bin Abdul Aziz	٢٦٢,٦٠٠	٦,٥٦٥,٠٠٠	١٩,٦٩٥,٠٠٠
٢.	سمو الأمير متعب بن عبدالعزيز His Highness Prince Miteb bin Abdul Aziz	١٨٠,٠٠٠	٤,٥٠٠,٠٠٠	١٣,٥٠٠,٠٠٠
٣.	أصحاب السمو الأمراء فيصل ومحمد أبناء مشعل Their Highnesses Princes Faisal and Muhammad bin Meshal	٨٧,٥٠٠	٢,١٨٧,٥٠٠	٦,٥٦٢,٥٠٠
٤.	الشيخ سليمان الراجحي Sheikh Suleiman Al-Rajhi	٧٣,٠٠٠	١٨,٢٥٠,٠٠٠	٥٤,٧٥٠,٠٠٠
٥.	المؤسسة العامة للتأمينات الاجتماعية General Organization for Social Insurance	٧٠٠,٠٠٠	١٧,٥٠٠,٠٠٠	٥٢,٥٠٠,٠٠٠
٦.	محمد وخالد أبناء سالم بن محفوظ Mohammed and Khalid bin Salem bin Mahfouz	٣٨٤,١٥٠	٩,٦٠٢,٧٥٠	٢٨,٨١١,٢٥٠
٧.	الشيخ عبدالله الخريجي Sheikh Abdullah Al-Khurajji	٨٠,٠٠٠	٢,٠٠٠,٠٠٠	٦,٠٠٠,٠٠٠
٨.	الشيخ عبدالعزيز المقبرن Sheikh Abdul Aziz Al Muqrin	٨٧,٥٠٠	٢,١٨٧,٥٠٠	٦,٥٦٢,٥٠٠
٩.	الشيخ عمر العيسائي Sheikh Omar Al-Esayi	٩٠,٠٠٠	٢,٢٥٠,٠٠٠	٦,٧٥٠,٠٠٠
١٠.	الشيخ عبدالله محمد بختيت Sheikh Abdullah Muhammad Bakhit	١٠,٠٠٠	٢٥٠,٠٠٠	٧٥٠,٠٠٠
١١.	الشيخ محمد حسن صغير Sheikh Mohammed Hassan Sagheer	٣٢,٠٠٠	٨٠٠,٠٠٠	٢,٤٠٠,٠٠٠
١٢.	الشيخ محمد إبراهيم الحيد Sheikh Mohammed Ibrahim Al-Haid	٢٠,٠٠٠	٥٠٠,٠٠٠	١,٥٠٠,٠٠٠
١٣.	أولاد حجي Hajji Sons	٤٠,٠٠٠	١,٠٠٠,٠٠٠	٣,٠٠٠,٠٠٠
١٤.	الشيخ محمد إبراهيم العيسى Sheikh Muhammad Ibrahim Al-Issa	٤٠,٠٠٠	١,٠٠٠,٠٠٠	٣,٠٠٠,٠٠٠
١٥.	الشيخ عبدالعزيز ساب Sheikh Abdul Aziz Saab	١٧,٥٠٠	٤٣٧,٥٠٠	١,٣١٢,٥٠٠
١٦.	الشيخ علوي السقاف Sheikh Alawi Al-Saggaf	٢٠,٠٠٠	٥٠٠,٠٠٠	١,٥٠٠,٠٠٠
١٧.	الشيخ حسن ظليبي Sheikh Hassan Dhalimi	٨,٧٥٠	٢١٨,٧٥٠	٦٥٦,٢٥٠
١٨.	الشيخ عبدالرؤوف أبو زنادة Sheikh Abdul Raouf Abu Zenada	١٠,٠٠٠	٢٥٠,٠٠٠	٧٥٠,٠٠٠

The above indicated list has been prepared based on the capital and face value on the date of the company's incorporation.

In addition, the Public Investment Fund has subscribed to (٧٠٠,٠٠٠ shares) seven hundred thousand shares, which represents (١٠٪) of the entire capital, whose value is (٧٠,٠٠٠,٠٠٠) seventy million riyals, half of its value of (٣٥,٠٠٠,٠٠٠) thirty-five million riyals was paid.

The sums paid by the founders and the Public Investment Fund were then deposited in the National Commercial Bank in the name of the company under incorporation. Provided that the remaining shares of (٣,٥٠٠,٠٠٠) three million five hundred thousand shares, representing ٥٠٪ of the capital, are offered for public subscription within thirty days from the date of publication of the royal decree licensed to establish the company. Subscribing shareholders shall pay ٥٠٪ of the share value.

Then the shareholders of the company subscribed to (٣,٥٠٠,٠٠٠) three million and five hundred thousand new



<p>shares with a basic value of one hundred riyals per share, in order to increase the capital and the subscribing shareholders paid the full value in cash, and the innovation was done in the National Commercial Bank in the name of the company.</p> <p>Then the capital was increased by issuing (٥٢,٥٠٠,٠٠٠) fifty-two million five hundred thousand shares at a value of (٥٢٥,٠٠٠,٠٠٠) five hundred and twenty-five million riyals by granting a free share for every two outstanding shares owned by the shareholders to be the capital as stated in Article No. (٧).</p>	
<b>Article (٩): Sale of Unpaid Shares</b>	<b>Article (٩): Sale of Unpaid Shares</b>
<p>The shareholder is obligated to pay the value of the share on the dates specified for that. In the event that the shareholder fails to fulfill the maturity date, the board of directors may, after notifying him through registered mail, sells the share in the public auction or the stock market, as the case may be, in accordance with the controls specified by the competent authority. The Company shall collect from the sale proceeds the sums owed to it, provided that the rest is returned to the shareholder. In the event that the proceeds of the sale are insufficient to meet these amounts, the company may collect the remainder of all the shareholder's funds. However, it is permissible for a shareholder who fails to pay until the day of the sale to pay the value owed on him in addition to the expenses that the company has spent in this regard.</p> <p>The Company cancels the sold share in accordance with the provisions of this article and gives the buyer a new share bearing the number of the canceled share, and it is indicated in the share register that the sale has occurred and the name of the new owner is specified.</p>	<p style="text-align: center;"><b>DELETED</b></p>
<b>New Article</b>	<b>Article (٩): Preferred Shares</b>
	<p>The extraordinary general assembly may issue preferred shares or decide to purchase them, convert ordinary shares into preferred shares, and vice versa. The percentage of ordinary shares holders of the company's net profits after setting aside any reserves approved by the Board of Directors.</p>
<b>New Article</b>	<b>Article (١٠): Debt Instrument and Deeds</b>
	<p>By a decision of the Board of Directors - after obtaining the necessary approvals from the competent authorities, the company has the right to issue Deeds and other debt instruments that are compatible with the provisions and controls of Islamic Sharia and to offer them for public or private subscription, in part or several parts through one issuance or a series of issues from time to time, as per times, amounts, and conditions determined by the Board of Directors, provided that these Deeds are not convertible into shares.</p>
<b>Article (١٠): Shares Issuance</b>	
<p>Shares are nominal and may not be issued at less than their par value. However, shares may be issued at a</p>	<p style="text-align: center;"><b>DELETED</b></p>



higher value. In such a case, difference in value is added to a separate item within the shareholders' equity and may not be distributed as dividends over shareholders. The share is undividable against the company, and if multiple persons owned it, they must choose one of them to act on their behalf in using the shares, and these persons shall be jointly liable for the liabilities arising from the ownership of the shares.	
<b>Article (١١): Trading in Shares</b>	
Shares wherein founders subscribe may not be traded except after publishing the financial statements for two fiscal years, each of which is not less than twelve months from the date of the company's incorporation. Title of these shares shall be annotated in a manner indicating their type, date of incorporation of the company, and the period for which they are prohibited from being traded. Nevertheless, during the prohibition period, the ownership of shares may be transferred according to the provisions of the sale of rights from one of the founders to another founder or from the heirs of one of the founders in the event of his death to a third party or in the case of execution on the funds of the insolvent or bankrupt founder, provided that the priority of owning those shares is given to the other founders. Provisions set forth hereunder this article shall apply to what the founders subscribe to in the event of a capital increase prior to the end of the prohibition period.	DELETED
<b>Article (١٢): Shareholders' Record</b>	<b>Article (١١): Shareholders' Record</b>
Company Shares shall be traded in accordance with the provisions of Capital Market Authority (CMA).	Company Shares shall be traded in accordance with the provisions of Capital Market Authority (CMA).
<b>Article (١٣): Capital increase</b>	<b>Article (١٢): Capital increase &amp; Decrease</b>
١. The extraordinary general assembly may decide to increase the capital of the company one time or several times, provided that the capital has been fully paid and it is not required that the capital has been fully paid if the unpaid part of the capital is due to shares issued in exchange for transferring debt instruments. Or financing instruments into shares and the prescribed period for converting them into shares has not yet expired. ٢. The capital is increased in one of the following methods: A. Issuing new shares in exchange for advance or in-kind shares. B. The issuance of new shares in exchange for the company's specific debts, the amount of the performance, provided that the issue is at the value decided by the extraordinary general assembly after seeking the opinion of an expert or certified evaluation official and after the board of directors and the auditor prepare a statement of the origin and amount of these debts, and the members of the board and the auditor sign this statement and they are responsible for its validity.	The Extraordinary General Assembly, upon the recommendation of the Board of Directors, may decide to increase or decrease the company's capital in accordance with the regulations established by the official authorities, after obtaining the approval of the supervisory and regulatory authorities in this regard.



<p>C. Issuing new shares to the extent of the reserve that the extraordinary general assembly decides to company into the capital. These shares must be issued in the same form and conditions for the traded shares, and those shares shall be distributed to the shareholders free of charge in proportion to the original shares owned by each of them.</p> <p>D. Issuing new shares in exchange for debt instruments or financing instruments.</p> <p>٢. The shareholder who owns the share at the time of the General Assembly's decision to approve the increase in the priority capital in the subscription for new shares issued in exchange for cash shares and informs them of their priority (if any) by publishing in a daily newspaper or by informing them by registered mail or any other method approved by the competent authorities of a decision The capital increase, the terms and conditions of underwriting, and its start and end date.</p>	
<p><b>Article (١٤): Capital decrease</b></p>	
<p>١. According to a decision of the extraordinary general assembly, it is permissible to decrease the capital of the company if it exceeds its need or if the company suffers losses. The decision is not issued until after reading the report of the auditor on the reasons for it, the obligations of the company, and the effect of the reduction in these obligations. If the decrease is a result of the capital exceeding the company's need, the creditors must be invited to express their objection to it within sixty (٦٠) days from the date of publishing the decrease decision in a daily newspaper distributed in the area in which the main office of the company is located. If one of them objects and submits his documents to the company on the aforementioned date, the company must pay him his debt if it is immediate, or provide sufficient security for payment if it is later.</p> <p>٢. The company capital is decreased in one of the following methods:</p> <ul style="list-style-type: none"><li>• Cancellation of a number of shares equal to the amount required to be decreased.</li><li>• The company's purchase of a number of its shares is equivalent to the amount required to be decreased and then canceled.</li></ul> <p>٣. If the capital decreases the cancellation of a number of shares, equality among the shareholders must be considered, and those shareholders must submit to the company within the time specified by the shares to be canceled, otherwise it will be considered invalid.</p> <p>٤. If the capital decrease is by purchasing a number of the company's shares in order to cancel them, shareholders must be invited to offer their shares for</p>	<p style="text-align: center;"><b>DELETED</b></p>



<p>sale. This invitation shall be made by notifying the shareholders by way of registered mail or by publishing in a daily newspaper distributed in the area where the main office of the main company is located willingly. Partners buy shares.</p> <p>o. If the number of shares offered for sale exceeds the number that the company decided to purchase, the sale requests must be decreased in proportion to this increase.</p> <p>٦. Shares are purchased according to the capital market law.</p>	
<p><b>CHAPTER III: BOARD OF DIRECTORS</b> <b>Article (١٥): Company Management</b></p>	<p><b>CHAPTER III: BOARD OF DIRECTORS</b> <b>Article (١٢): Company Management</b></p>
<p>Each and every shareholder has the right to nominate himself or the third party for membership of the Board of Directors in accordance with percentage of capital share. The Company is managed by a board of directors consisting of (١١) members who are elected by the ordinary general assembly of shareholders for a period of three (٣) years. An exception to this clause is the Founders' appointment of the Company first board of directors for a period of five (٥) years - they are members of the founding committee, whose names are as shown below:</p> <p>١. HRH Prince Meshal Bin Abdul Aziz ٢. Sheikh Suleiman Abdul Aziz Al-Rajhi ٣. Sheikh Abdul Raouf Mohammed Saleh Abu Zeinada ٤. Sheikh Mohammed Bin Salem bin Mahfouz ٥. Sheikh Mohammed Ibrahim Al-Eissa ٦. Sheikh Abdul Aziz Ahmed Saab ٧. Sheikh Omar Qasem Al-Eisaei ٨. General Organization for Social Insurance - GOSI ٩. Sheikh Hussein Mohammed Hajji (for Sons of Mohammed Hajji Co.) ١٠. Sheikh Mohammed Ibrahim Al-Haid ١١. Sheikh Abdullah Yassin Bakheet</p>	<p>١- Each shareholder has the right to nominate himself or another person or more for membership in the Board of Directors, within the limits of his ownership percentage in the capital and in accordance to the <b>candidacy policy of the Board membership</b></p> <p>٢- The company shall be managed by a board of directors consisting of (١٠) members elected by the ordinary general assembly of shareholders for a period of three years.</p> <p>٣- The number of independent members must meet the minimum requirements of laws and regulations in force in the Kingdom of Saudi Arabia.</p> <p>٤- The nomination of the Board members shall be through the Nominations Committee.</p> <p>٥- The Board members shall continue in their positions until their successors are elected in accordance with the regulations and instructions in force in the Kingdom of Saudi Arabia.</p> <p>All shareholders have the right to vote in the Ordinary General Assembly to elect members of the Board of Directors.</p>
<p><b>Article (١٦): Expiration of Board Membership</b></p>	<p><b>Article (١٤): Expiration of Board Membership</b></p>
<p>Membership of the Company Board of Directors ends with the expiration of its term or the expiration of the member's validity according to any system or instructions in force in the Kingdom. However, it is permissible for the Ordinary General Assembly at all times to dismiss all or some of the members of the company's board of directors, without prejudice to the right of the dismissed member towards the company to claim compensation in the event of the dismissal for an unacceptable reason or at an inappropriate time. A member of the company's board of directors may resign, provided that it is at an appropriate time. Otherwise, he will be responsible before the company for the damages resulting from this resignation.</p>	<p>Membership of the Company Board of Directors ends with the expiration of its term or the expiration of the member's validity according to any system or instructions in force in the Kingdom. However, it is permissible for the Ordinary General Assembly at all times to dismiss all or some of the members of the company's board of directors, without prejudice to the right of the dismissed member towards the company to claim compensation in the event of the dismissal for an unacceptable reason or at an inappropriate time. A member of the company's board of directors may resign, provided that it is at an appropriate time. Otherwise, he will be responsible before the company for the damages resulting from this resignation.</p>
<p><b>Article (١٧): Vacant Positions in the Board</b></p>	<p><b>Article (١٥): Vacant Positions in the Board</b></p>
<p>In the event that the position of one of the members of the board of directors becomes vacant, the board may</p>	<p>In the event that one position of the members becomes vacant, the board may appoint a temporary member in</p>





appoint a temporary member in the vacant position, provided that he is one of those with experience and competence. The Ministry and the Capital Market Authority must be notified of this within five working days from the date of appointment, and the appointment shall be presented to the Ordinary General Assembly at its first meeting. The new member completes the term of his predecessor. In the event that the necessary conditions for the meeting of the Board of Directors are not met due to the lack of the number of its members below the minimum stipulated in the Companies Law or this system, the remaining members must call the Ordinary General Assembly to convene within sixty days to elect the necessary number of members.

the vacant position, provided that he is one of those with experience and competence. **The Ministry and the Capital Market Authority** must be notified of this within five (٥) working days from the date of appointment, and the appointment shall be presented to the Ordinary General Assembly at its first meeting **to approve it**. The new member completes the term of his predecessor. In the event that the necessary conditions for the meeting of the Board of Directors are not met due to the lack of the number of its members below the minimum stipulated in the Companies Law or this system, the remaining members must call the Ordinary General Assembly to convene within sixty days to elect the necessary number of members.

**Article (١٨): Powers & Authorities of the Board**

Subject to the competencies established for the general assembly, the Board of Directors shall have the broadest powers and authorities in managing the company in order to achieve its objectives. The Board of Directors may also practice all actions and procedures that fall within the objectives of the company as stipulated in its Statute. The same shall also be entitled, within the limits of its powers and competences, to delegate one or more of its members or from a third party to conduct a specific act or business.

The Board of Directors may also enter into loan contracts regardless of their duration, sell or mortgage the company assets, sell company -owned real estate, sell or mortgage the company stores, or absolve the company debtors from their liabilities.

**Article (١٦): Powers & Authorities of the Board**

**Considering the powers established for the General Assembly, the Board of Directors shall have the full powers of authorities in managing the company, drawing up policy, determining investments, supervising business and funds, disposing of its affairs, and carrying out all acts and actions inside and outside the Kingdom of Saudi Arabia that would achieve the company's purposes. The powers of the Board of Directors include - without limitation - the powers the following:**

١. Forming board committees and appointing their members, including the remuneration committee, the nomination committee, and any other specialized committee. The board issues the work regulations for these committees, provided that they include their powers and work controls, except for the audit committee.
٢. Determining the powers and remunerations of the CEO and other executive officials.
٣. Approval of the company's corporate governance system and the company's internal policies.
٤. Appointing, dismissing and accepting the resignation of CEO, the financial manager, the vice presidents and those of their rank.
٥. Concluding, signing and executing all contracts and agreements, including but not limited to contracts of sale, purchase, lease, rental, agencies, concession, insurance on the company's property and other documents, contracts, transactions, deals, entering into tenders, bidding, competition, acceptance and rejection of award, and the Board of Directors may authorize the company's officials to sign on behalf of the company.
٦. Approval of the establishment of subsidiaries, branches, offices and agencies of the company, approval of the participation of others in its establishment, the purchase and acquisition of shares, cuts or the disposal of the company's ownership or interests in companies, institutions, organizations, joint ventures, or any other entity.



- V. Take any appropriate actions to enhance the interests of the company and its subsidiaries that it owns in whole or in part, directly or indirectly, including - without limitation - making financial investments in those companies, transferring the company's assets to any of its subsidiaries, and guaranteeing them.
٨. A guarantee of the amount of the principal debt and the interest related to Deeds, bonds, debt instruments or any other indebtedness, whether issued by the company, or obligations incurred by the company or any entity, whether it is a subsidiary of the company or in which the company owns a stake, or when this guarantee is for the purpose of strengthening Company interests.
٩. Contracting loans and financial leasing contracts, providing loans and credit facilities, issuing Deeds, bonds, certificates of deposits, or other financial papers, and entering into any other financing tools, whatever their conditions.
١٠. The right to buy, sell, pay the price, mortgage and invest the company's assets (movable and immovable), release the mortgage, empty the price, and transfer the company's title deeds.
١١. Obtaining loans and other credit facilities, and issuing Deeds and bonds, regardless of their terms, including loans from government financing funds, related companies, export credit agencies, commercial banks, finance and credit companies, financial houses, companies and individuals, including shareholders of the company or any other financing entity.
١٢. Investing the company's funds in such, establishing, opening, managing, closing and advertising portfolios and investment accounts inside and outside the Kingdom of Saudi Arabia
١٣. Dealing in the name of the company in all banks inside and outside the Kingdom, carrying out all transactions and concluding all banking agreements and transactions, including but not limited to opening, managing, operating and closing bank accounts, withdrawing and depositing, issuing promissory notes, checks, hedging contracts and other commercial papers.
١٤. Approving the company's vision, strategy and work plans, and approving its plans, operational budget, annual capital budget, and others.

The Board of Directors may also, by a decision from it, delegate or authorize one or more members of the Board of Directors, or any person, or any of the Board's committees, with appropriate powers stipulated or guaranteed under the laws and regulations of the Kingdom of Saudi Arabia.



Article (١٩): Remuneration Packages of Members of the Board	Article (١٧): Remuneration Packages of Members of the Board
<p>Remuneration of the Board members consists of a certain amount, attendance allowance for sessions, benefits in-kind, or a certain percentage of net profits. The combination of two or more of these advantages is possible.</p> <ol style="list-style-type: none"><li>١) If the remuneration is a specific percentage of the company's profits, it is not permissible for this percentage to exceed ten percent (١٠٪) of the net profits after deducting the reserves decided by the association in implementation of the provisions of the Company Law and the company bylaws. And after distributing profits to shareholders of not less than five percent (٥٪) of the paid-up capital, provided that the entitlement to this bonus is proportional to the number of sessions attended by the member.</li><li>٢) In all cases, the total remuneration and financial or in-kind benefits and rewards that a member of the Board of Directors gets shall not exceed the ceiling of the annual sum fixed at one hundred thousand riyals, in accordance with the controls laid down by the competent authority.</li><li>٣) The report of the Board of Directors that is submitted to the Ordinary General Assembly includes a comprehensive statement of all the rewards, attendance allowances, expenses and other benefits obtained by members of the Board of Directors during the fiscal year. The aforementioned report also includes a statement of what they have received in return for technical, administrative or advisory work. It also includes a statement of the number of council sessions and the number of sessions attended by each member from the date of the last meeting of the General Assembly.</li></ol> <p>The General Assembly may, upon the recommendation of the Board, terminate the membership of those who are absent from attending three consecutive meetings of the Council without presenting a legitimate excuse.</p>	<p>The remuneration of the members of the board of directors consists of a certain amount, attendance allowance for sessions, benefits in kind, or a certain percentage of the net profits. It is permissible to combine two or more of these benefits.</p> <ol style="list-style-type: none"><li>١. The Ordinary General Assembly, based on the recommendation of the Board, issues the policy for remunerating the Board members.</li><li>٢. In all cases, the total remuneration and financial or in-kind benefits and rewards that a member of the Board of Directors gets shall not exceed the ceiling of the annual sum fixed at one hundred thousand riyals, in accordance with the controls laid down by the competent authority.</li><li>٣. The report of the Board of Directors that is submitted to the Ordinary General Assembly includes a comprehensive statement of all the rewards, attendance allowances, expenses and other benefits obtained by members of the Board of Directors during the fiscal year. The aforementioned report also includes a statement of what they have received in return for technical, administrative or advisory work. It also includes a statement of the number of council sessions and the number of sessions attended by each member from the date of the last meeting of the General Assembly</li></ol>
<b>Article (٢٠): Powers &amp; Authorities of Chairman of the Board, Vice Chairman, Executive/Managing Director &amp; Secretary</b>	<b>Article (١٨): Powers &amp; Authorities of Chairman of the Board, Vice Chairman, Executive/Managing Director &amp; Secretary</b>
<p>The Board of Directors shall appoint a chairman and a Vice chairman from its members. The board of directors may also appoint an executive position. It is not permissible to combine the position of Chairman of the Board of Directors with any executive position in the company. The Board of Directors shall determine the terms of reference of the Chairman and the Managing Director and the special remuneration that each of them shall receive in addition to the remuneration determined for the Board members.</p>	<ul style="list-style-type: none"><li>• The Board of Directors shall appoint a chairman and a Vice chairman from its members. The board of directors may also appoint an executive position. 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 Board of Directors shall determine the terms of reference of the Chairman and the Managing Director and the special remuneration that each of them shall receive in addition to the remuneration determined for the Board members.</li></ul>



<p>The Board of Directors shall appoint a secretary to be chosen by them from among its members or from others, and he shall specify his terms of reference and remuneration. The term of the chairman, his deputy, the managing director, and the secretary of the board member shall not exceed the term of each of them on the board of directors. The Board of Directors of the company may at any time dismiss them without prejudice to the right of the dismissed person to compensation if the dismissal occurred for an unlawful reason or at an inappropriate time.</p> <p>The Chairman of the Board of Directors represents the company in the courts, arbitration bodies and third parties. The chairman of the council may, by virtue of a written decision, delegate some of his powers to other members of the council or others in carrying out a specific work or other duties.</p> <p>The vice-chairman of the board of directors shall replace the chairman of the board of directors in his absence.</p>	<ul style="list-style-type: none"><li>• The Board of Directors shall appoint a secretary to be chosen by them and among its members or others, and he shall specify his terms of reference and remuneration .</li></ul> <p>The term of the chairman, his deputy, the managing director, and the secretary of the board member shall not exceed the term of each of them on the board of directors. The Board of Directors of the company may at any time dismiss them without prejudice to the right of the dismissed person to compensation if the dismissal occurred for an unlawful reason or at an inappropriate time.</p>
	<b>Article (19): Powers &amp; Authorities of Chairman of the Board</b>
<p style="text-align: center;"><b>New Article</b></p>	<ol style="list-style-type: none"><li>1 Presiding over general assemblies and meetings of Deeds and bond holders, and other debt securities, and meetings of the Board of Directors.</li><li>2 Representing the company before the courts, arbitration bodies and others, including ministries, departments, government agencies and bodies, companies, courts, judicial and quasi-judicial committees, labor bodies of all degrees and categories, public prosecution, notaries, notaries licensed by the Ministry of Justice, chambers of commerce and industry, all government agencies and non-governmental organizations, and he has For this purpose, pleading, defending, filing lawsuits, concluding conciliation, waiver, right of acquittal, denial, acknowledgment, requesting oath, receiving judgments, requesting rescission of judgments, appeal, petition for reconsideration and enforcement of judgments.</li><li>3 Signing the articles of incorporation of companies established or participating in the company and its appendices, signing contracts, loan agreements, other financial agreements, mortgages, rents, documents and instruments for the sale and purchase of lands and buildings, as well as selling, buying, withdrawing, depositing, transferring, subscribing, investing, trading, mortgaging and releasing the mortgage in shares and shares in companies and institutions. and funds, etc., and receiving profits, surplus, and title deeds and amending them, within the limits of the decisions issued by the Board of Directors.</li></ol>



	<p>٤ Any other authority guaranteed to him by the laws of the Kingdom of Saudi Arabia or delegated to him by the Board of Directors based on his powers.</p> <p>٥ The Chairman of the Board may delegate or delegate any of his powers to another.</p> <p>٦ The vice chairman of the board of directors shall replace the chairman of the board of directors in his absence.</p>
<b>Article (٢١): Board Meetings</b>	<b>Article (٢٠): Board Meetings</b>
The Board of Directors shall convene twice a year at least upon an invitation from its Chairman and the invitation shall be in writing by virtue of letters served to the members. In all cases, Chairman of the Board shall call for convening whenever two (٢) members proceed to file so request.	The Board of Directors shall meet at least twice a year at the invitation of the Chairman, which is sent through modern technology means, and the Chairman shall invite the board to meet whenever requested by two of the members.
<b>Article (٢٢): Quorum of The Board Meeting.</b>	<b>Article (٢١): Quorum of The Board Meeting.</b>
Meeting of the Company Board of Directors may not be deemed valid unless attended by at least half of the members, provided that the number of attendees is not less than five. A member of the board of directors may delegate other members to attend the meetings of the board according to the following terms : ١. A member of the Board of Directors may not represent more than one member in attending the same meeting. ٢. Delegation / authorization shall be made in writing ٣. The deputy/attorney-at-fact may not vote on the decisions on which the system prohibits the agent from voting on it. Decisions adopted by the Company Board of Directors are issued by the majority of opinions of the attending members or their representatives. When opinions are equal, the side that the presiding officer voted for will prevail. Meetings of the Company Board of Directors may take place using modern technologies, and the Company management determines the mechanism of meeting and further documents the meeting.	<p>١ The Board meeting shall not be valid unless attended by at least half of the members.</p> <p>٢ Board decisions are issued by a majority of the opinions of the members present or represented therein.</p> <p>٣ When the votes are equal, the side with which the chairperson voted shall prevail.</p> <p>٤ Board meetings may be held using modern technologies, and the company's management determines the method of the meeting and documents the meeting.</p> <p>A member of the Board may delegate other members to attend the Board's meetings on his behalf in accordance with the following controls- : ١. A member of the Board may not represent more than one member in attending the same meeting. ٢. The representation must be fixed in writing. ٣. The representative may not vote on decisions that the law prohibits the representative from voting on.</p>
<b>Article (٢٣): Deliberations of the Board</b>	<b>Article (٢٢): Deliberations of the Board</b>
Deliberations and decisions adopted by the Company Board of Directors are recorded in minutes of meeting, which are signed by the session chair, members of the present board of directors, and the secretary. These minutes of meeting are recorded in a special register signed by the chairman and the secretary.	Deliberations and decisions adopted by the Board are recorded in minutes of meeting, which are signed by the session chair, members of the present board of directors, and the secretary.
<b>CHAPTER IV: GENERAL ASSEMBLY OF SHAREHOLDERS</b> <b>Article (٢٤): Attendance of General Assemblies</b>	<b>CHAPTER IV: GENERAL ASSEMBLY OF SHAREHOLDERS</b> <b>Article (٢٣): Attendance of General Assemblies</b>
Every shareholder has the right to attend the general assembly of shareholders, and he has the right to delegate another person who is not a board member or company employee to attend the general assembly. It is permissible to hold general assembly meetings of shareholders and the shareholder's participation in their deliberations and voting on their decisions by means of	Every shareholder has the right to attend the general assembly of shareholders, and he has the right to delegate another person who is not a board member or company employee to attend the general assembly. It is permissible to hold general assembly meetings of shareholders and the shareholder's participation in their deliberations and voting on their decisions by means of



modern technology, in accordance with the controls determined by the competent authority.	modern technology, in accordance with the controls determined by the competent authority.
<b>Article (٢٥): The Constituent Assembly</b>	
Founders of the Company call all subscribers to convene the Constituent Assembly within forty-five (٤٥) days from the closing date of the share subscription door. For the meeting to be valid, the attendance of a number of subscribers representing at least half of the capital. If this quorum is not met, one of the two options must be chosen: ١. An invitation was issued to a second meeting to be held at least fifteen (١٥) days after the invitation was issued. ٢. The second meeting will be held one hour after the end of the period specified for the first meeting, provided that the invitation for the first meeting includes this. In all cases, the second meeting shall be deemed valid regardless of the number of subscribers represented.	<b>DELETED</b>
<b>Article (٢٦): Jurisdiction of the Constituent Assembly</b>	
The Constituent Assembly shall be concerned with the matters set forth under Article (٦٣) of the Company Law.	<b>DELETED</b>
<b>Article (٢٧): Jurisdiction of the Ordinary General Assembly</b>	<b>Article (٢٤): Jurisdiction of the Ordinary General Assembly</b>
With the exception of matters pertaining to the extraordinary general assembly, the ordinary general assembly shall have jurisdiction over all matters related to the company and it shall convene at least once a year during the six months following the end of the company fiscal year. Other ordinary general assemblies may be called whenever the need arises.	The General Assembly is concerned with matters contained in the Companies Law and the Corporate Governance Regulations issued by the Capital Market Authority
<b>Article (٢٨): Jurisdiction of the Extraordinary General Assembly</b>	
General or private assemblies of the shareholders shall convene at the call of the board of directors in accordance with the conditions stipulated under the Company Statute. The board of directors shall call the ordinary general assembly if requested by the auditor, the audit committee, or a number of shareholders representing at least ٥% of the capital. The auditor may also call the assembly to convene if the Company Board of Directors does not call the general assembly within thirty (٣٠) days as from the date of the auditor's request.	<b>DELETED</b>
<b>Article (٢٩): Invitation of Assemblies</b>	<b>Article (٢٥): Invitation of Assemblies</b>
General or private assemblies of the shareholders shall convene at the call of the board of directors in accordance with the conditions stipulated under the Company Statute. The board of directors shall call the ordinary general assembly if requested by the auditor, the audit committee, or a number of shareholders representing at least ٥% of the capital. The auditor may also call the assembly to convene if the Company Board of Directors does not call the general assembly within thirty (٣٠) days as from the date of the auditor's request	<ul style="list-style-type: none"><li>• Ordinary or extraordinary general assemblies of shareholders are convened at the invitation of the Board of Directors</li><li>• The Ordinary General Assembly shall convene at least once a year during the six months following the end of the company's financial year.</li><li>• The board of directors shall call the ordinary general assembly if requested by the auditor or the audit committee or a number of shareholders representing (٥%) of the capital at least.</li></ul>



<p>Call to convene the general assembly shall be published in one of the daily newspapers distributed within the boundaries of the Company Head Office at least ten (١٠) days prior to the date set for holding the meeting. However, it is permissible to simply serve the invitation on time to all shareholders by registered letters, provided that a copy of the invitation and agenda is sent to the Ministry of Commerce and Investment and the Capital Market Authority within the specified time period for publication and announcement.</p>	<ul style="list-style-type: none"><li>The auditor may invite the assembly to convene if the board did not invite the assembly within thirty days from the date of the auditor's request.</li></ul> <p>The invitation to convene the General Assembly shall be published on the website of the Financial Market Company (Tadawul) and the website of the company at least twenty-one days before the date set for the meeting.</p>
<p><b>Article (٣٠): Attendance Record of the Assemblies:</b></p> <p>Shareholders who wish to attend the general or private assembly register their names in the company's branch in the General Administration Building in Jeddah Governorate prior to the date set for the assembly.</p>	<p><b>Article (٢٦): Attendance Record of the Assemblies:</b></p> <p>Shareholders who wish to attend the meeting of the general or special assembly shall register their names in the ways determined by the company before the assembly meeting.</p>
<p><b>Article (٣١): Attendance Sheet of the Assembly</b></p> <p>When the assembly is convened, a list of the names of the shareholders present and the representatives shall be made, indicating the number of shares in their possession, by origin or by proxy, and the number of votes assigned thereto.</p>	<p style="text-align: center;"><b>DELETED</b></p>
<p><b>Article (٣٢): Quorum for the Ordinary General Assembly</b></p> <p>The Ordinary General Assembly meeting is shall not be deemed valid unless attended by shareholders representing at least a quarter of the capital. If this quorum is not fulfilled at the first meeting, one of the two options should be chosen:</p> <ol style="list-style-type: none"><li>The second meeting will be held one hour after the end of the period specified for the first meeting, provided that the invitation to hold the first meeting includes evidence of the announcement of the possibility of holding this meeting.</li><li>The invitation has been issued to a second meeting to be held within the thirty (٣٠) days following the previous meeting, and the invitation shall be announced in the manner stipulated in the Company Statute.</li></ol> <p>In all cases, the second meeting shall be valid regardless of the number of shares represented therein.</p>	<p><b>Article (٢٧): Quorum for the Ordinary General Assembly</b></p> <p>The meeting of the Ordinary General Assembly shall be valid if attended by one or more shareholders - in person or by delegation or through modern technology means in accordance with the controls and restrictions - who represent at least a quarter of the capital. If this quorum is not available in the first meeting, one of the two options must be chosen:</p> <ol style="list-style-type: none"><li>The second meeting be held an hour after the end of the period specified for convening the first meeting, provided that the invitation to hold the first meeting includes an announcement of the possibility of holding the second meeting.</li><li>The invitation is sent to a second meeting to be held within the thirty days following the previous meeting, and this invitation shall be published in the manner stipulated in this bylaw.</li></ol> <p>In all cases, the second meeting shall be valid regardless of the number of shares represented therein.</p>
<p><b>Article (٣٣): Quorum for the Extraordinary General Assembly Meeting</b></p> <p>Extraordinary general assembly meeting shall not be valid unless attended by shareholders representing at least half of the capital. If this quorum is not available at the first meeting, one of the two options should be chosen:</p> <ol style="list-style-type: none"><li>The second meeting will be held one hour after the end of the period specified for the first meeting, provided that the invitation to hold the first meeting includes evidence of the announcement of the possibility of holding this meeting.</li></ol>	<p><b>Article (٢٨): Quorum for the Extraordinary General Assembly Meeting</b></p> <p>The Extraordinary General Assembly meeting shall be valid if attended by one or more shareholders - personally or by proxy or through modern technology means in accordance with the controls and restrictions - who represent at least half of the capital. If this quorum is not available in the first meeting, one of the two options must be chosen:</p> <ol style="list-style-type: none"><li>-That the second meeting be held an hour after the end of the period specified for convening the first meeting, provided that the invitation to hold the first meeting</li></ol>



<p>٢ An invitation was extended to a second meeting with the same conditions stipulated in the Company Statute .</p> <p>In all cases, the second meeting shall be deemed valid if attended by a number of shareholders representing at least a quarter of the capital.</p> <p>If the quorum is not fulfilled at the second meeting, an invitation is issued to a third meeting to be held in the same conditions stipulated thereunder. The third meeting shall be deemed valid regardless of the number of shares represented therein after the approval of the competent authority.</p>	<p>includes announcing the possibility of holding the second meeting.</p> <p>٢ -The invitation to a second meeting shall be directed in the same conditions stipulated in the company's articles of association, and in all cases the second meeting shall be valid if attended by a number of shareholders representing at least one quarter of the capital.</p> <p>If the quorum is not present in the second meeting, an invitation is sent to a third meeting to be held in the same conditions stipulated in the system, and the third meeting will be valid regardless of the number of shares represented therein, after the approval of the competent authority.</p>
<p><b>Article (٣٤): Voting</b></p>	<p><b>Article (٢٩): Voting</b></p>
<p>Votes in the Ordinary and Extraordinary General Assemblies are counted on the basis of one vote per share. The company applies the cumulative voting method in electing the Board of Directors. The right to vote for the share may not be used more than once.</p> <p>Members of the Board of Directors may not participate in voting on the Assembly's decisions that relate to absolving them of their liability for their management or that relate to interests related thereto.</p>	<p>Votes in the Ordinary and Extraordinary General Assemblies are counted on the basis of one vote per share. The company applies the cumulative voting method in electing the Board of Directors. The right to vote for the share may not be used more than once.</p> <p>The Board members may not participate in voting on the Assembly's decisions that relate to absolving them of their liability for their management or that direct or direct interests.</p>
<p><b>Article (٣٥): Resolutions &amp; Decision of the Assemblies</b></p>	<p><b>Article (٣٠): Resolutions &amp; Decision of the Assemblies</b></p>
<p>Resolutions and decisions are issued in the Constituent Assembly by an absolute majority of the shares represented therein. decisions of the Ordinary General Assembly shall be issued by the absolute majority of the shares represented in the meeting. The decisions of the extraordinary general assembly shall also be issued by a two-thirds majority of the shares represented in the meeting, unless it is a decision related to increasing or reducing the capital, extending the term of the company, or dissolving it before the expiry of the period renewed in its Statute or its merger with another company. The decision shall not be valid unless it is issued by a majority of three quarters of the shares represented at the meeting.</p>	<p>The decisions of the Ordinary General Assembly are issued by an absolute majority of the shares represented in the meeting, and the decisions of the Extraordinary General Assembly are issued by a two-thirds majority of the shares represented at the meeting, unless it is a decision related to increasing or decreasing the capital or extending the company's term or dissolving it before the expiry of the period specified in its articles of association or its merger With another company, the decision shall not be valid unless it is issued by a majority of three quarters of the shares represented at the meeting.</p>
<p><b>Article (٣٦): Discussions in Assemblies</b></p>	<p><b>Article (٣١): Discussions in Assemblies</b></p>
<p>Every shareholder has the right to discuss topics on the assembly's agenda and direct questions about them to the members of the board of directors and the auditor. The board of directors or the auditor answers the concept questions to the extent that they do not compromise the interest of the company. And if the shareholder thinks that the answer to his question is not convincing, he must refer to the association and its decision in this regard is effective.</p>	<p>Every shareholder has the right to discuss topics on the assembly's agenda and direct questions about them to the members of the board of directors and the auditor. The board of directors or the auditor answers the concept questions to the extent that they do not compromise the interest of the company at the discretion of the chairperson. <b>And if the shareholder thinks that the answer to his question is not convincing, he must refer to the association and its decision in this regard is effective.</b></p>
<p><b>Article (٣٧): Presiding over Assemblies and Minutes Development</b></p>	<p><b>Article (٣٢): Presiding over Assemblies and Minutes Development</b></p>
<p>Meetings of the general assemblies of the shareholders are chaired by Chairman of the Board or his vice-</p>	<p>١) The meeting of the general assemblies of shareholders is chaired by the chairman of the board</p>





<p>chairman in his absence, or whoever is delegated by the board of directors from among its members for that in the absence of the chairman and his vice-chairman. A minute of meeting shall be drawn up at the assembly meeting, including the number of shareholders present or representatives, the number of shares in their possession in origin or proxy, the number of votes decided for them, the decisions taken, the number of votes approved or disapproved, and a comprehensive summary of the discussions that took place in the meeting. The records are registered regularly after each meeting in a special register signed by the chairman of the assembly, its secretary and the vote collector.</p>	<p>of directors or his deputy in his absence, or whoever is delegated by the board of directors from among its members for that in the absence of the chairman and his deputy. ٢) A minutes of the meeting of the assembly shall be drawn up containing the number of shareholders present or represented, the number of shares represented in person or by proxy, the number of votes assigned to them, the decisions taken, the number of votes that approved or disagreed with them, and a complete summary of the discussions that took place at the meeting. The minutes are recorded regularly after each meeting in a special register. It is signed by the association's president, secretary and vote collector. Resolutions of the General Assembly are published and submitted to the Capital Market Authority in accordance with the applicable laws and regulations.</p>
<p><b>CHAPTER V: THE AUDIT COMMITTEE</b> <b>Article (٣٨): Committee Formation</b></p>	<p><b>CHAPTER V: THE AUDIT COMMITTEE</b> <b>Article (٣٣): Committee Formation</b></p>
<p>By virtue of a decision adopted by the Ordinary General Assembly, an audit committee is formed, consisting of (٣-٥) members who are not members of the executive board, whether from the shareholders or the third party.</p>	<p>- By a decision of the Ordinary General Assembly, an audit committee consisting of (٣ - ٥) members who are not members of the executive board of directors, whether from shareholders or others, shall be formed. - The General Assembly, upon the recommendation of the Board of Directors, issues a regulation for the work of the Audit Committee, provided that it includes the rules and procedures for the work of the Committee, its tasks, the rules for selecting its members, how to nominate them, the term of their membership, and their remuneration.</p>
<p><b>Article (٣٩): Quorum for Committee Meeting</b></p>	<p style="text-align: center;"><b>DELETED</b></p>
<p>For the audit committee meeting to be valid, majority of its members must be present. Its decisions are issued by the majority of votes of the attendees. When the votes are equal, the side that the committee chair voted for shall outweigh.</p>	<p style="text-align: center;"><b>DELETED</b></p>
<p><b>Article (٤٠): Jurisdiction of the Committee</b></p>	<p style="text-align: center;"><b>DELETED</b></p>
<p>The audit committee is responsible for monitoring the company business. For this purpose, the same has the right to review its records and documents and to request any clarification or statement from members of the board of directors or the executive management. It may also request the board of directors to call the general assembly of the company to convene if the board of directors impedes its work or in the event the company is exposed to severe damages or losses.</p>	<p style="text-align: center;"><b>DELETED</b></p>
<p><b>Article (٤١): Committee Reports</b></p>	<p style="text-align: center;"><b>DELETED</b></p>
<p>The audit committee shall consider the financial statements of the company and the reports and notes provided by the auditor, and make an opinion about them, if any. Likewise, it must prepare a report on its opinion regarding the adequacy of the internal control system in the company and the other activities it has</p>	<p style="text-align: center;"><b>DELETED</b></p>



<p>carried out within the scope of its competence. The Board of Directors must deposit sufficient copies of this report in the head office of the company ten (١٠) days before the meeting of the general assembly. The minimum is provided to all shareholders who wish to view its copy, provided that the report is read during the assembly.</p>	
<p><b>CHAPTER VI: AUDITOR</b> <b>Article (٤٢): Appointment of Auditor</b></p>	<p><b>CHAPTER VI: AUDITOR</b> <b>Article (٣٤): Appointment of Auditor</b></p>
<p>The Company shall have one or more auditor(s) from among the auditors duly authorized to operate in the territories of Saudi Arabia. The auditor is appointed through the ordinary general assembly, which determines his remuneration and the term of his work. It also has the right to reappoint him, provided that the total period of his appointment does not exceed the ceiling of the period specified by the regulations of the competent official authorities. It is also permissible to change it at any time without prejudice to his right to compensation if the change occurred at an inappropriate time or for an unlawful reason. As an exception, Founders of the Company have appointed ..... a senior auditor for the company.</p>	<p>The company shall have one or more auditors from among the auditors authorized to work in the Kingdom to be appointed by the Ordinary General Assembly and to determine his remuneration and the term of his work, and it may reappoint him provided that the total period of his appointment does not exceed the ceiling of the period specified by the regulations of the competent official authorities, and it may also be changed at any time .</p>
<p><b>Article (٤٣): Powers &amp; Authorities of the Auditor</b></p>	<p style="text-align: center;"><b>DELETED</b></p>
<p>The auditor has the right at all times to view the company registry, records and other documents, and he may request the data and clarifications that he deems necessary to obtain, and he may also verify the company assets, obligations, and other things that fall within the scope of his work. Chairman of the board of directors shall enable him to perform his duty, and if the auditor encounters difficulty in this regard, he shall prove this in a report to be submitted to the board of directors.</p>	<p style="text-align: center;"><b>DELETED</b></p>
<p><b>Article (٤٤): Report of the Auditor</b></p>	<p style="text-align: center;"><b>DELETED</b></p>
<p>The auditor shall submit to the annual ordinary general assembly a report to be prepared in accordance with generally accepted auditing terms. The report must include the position of the company's management to enable him to obtain the data and clarifications he requested and what he may have found of violations of the provisions of the companies 'law or the provisions of this system, and his opinion on the fairness of the company's financial statements. The auditor shall read his report in the General Assembly. If the assembly decides to approve the report of the board of directors and the financial statements without hearing the auditor's report, its decision will be void.</p>	<p style="text-align: center;"><b>DELETED</b></p>
<p><b>Article (٤٥): Confidentiality of the Auditor</b></p>	<p style="text-align: center;"><b>DELETED</b></p>
<p>In the event the auditor discloses to shareholders other than the general assembly or to a third party what he has seen of the company secrets because of his work, the same must be dismissed in addition to his claim for compensation. The auditor shall be responsible for compensating the damage that befalls the company, the</p>	<p style="text-align: center;"><b>DELETED</b></p>



shareholders, or others due to the errors that occur from him in performing his work. And if there are multiple reviewers and are involved in the error, they are jointly liable.	
<b>CHAPTER VII: COMPANY ACCOUNTS &amp; DIVIDENDS</b> <b>Article (٤٦): Fiscal Year</b>	<b>CHAPTER VII: COMPANY ACCOUNTS &amp; DIVIDENDS</b> <b>Article (٣٥): Fiscal Year</b>
The Company fiscal year starts as of ١st January and ends at the end of December of each calendar year, provided that the company fiscal year that starts on the first day and ends at the end of December ١٩٩١ including the period from July ٢٣, ١٩٩٠ (١st of Muharram ١٤١١AH) until December ٣١, ١٩٩٠ (corresponding to ١٤th Jumada II ١٤١١AH).	The Company fiscal year starts as of ١st January and ends at the end of December of each calendar year.
<b>Article (٤٧): Financial Documents/Statements</b>	
<p>١- At the end of every fiscal year, the Board of Directors shall develop the company financial statements and a report highlighting its activities and financial position for the past fiscal year. This report shall include the proposed method for distributing profits and dividends. The Board shall place these documents at the disposal of the auditor at least forty-five (٤٥) days prior to the date fixed for holding the meeting of the general assembly.</p> <p>٢- Chairman of the Board, CEO and Financial Director of the Company must sign off the aforementioned documents. Copies of such documents shall be deposited in the Company Head Office at the shareholders' disposal at least ten (١٠) days prior to the date set for holding the general assembly meeting.</p> <p>٣- Chairman of the Board shall publish the company financial statements, the report developed by the Board of Directors, together with the auditor's report in a newspaper distributed in the country wherein the Company Head Office is located. The same shall also send a copy of such documents to the Ministry of Commerce and Investment, alongside with a copy to the Capital Market Authority at least fifteen (١٥) days prior to the date of the meeting to be held by the General Assembly.</p> <p>٤- Classification of the financial statements for each fiscal year shall be considered, the classification followed in previous years. The basis for evaluating assets and liabilities remains constant, without prejudice to generally accepted accounting standards.</p> <p>٥- The Board of Directors shall, within thirty (٣٠) days as of date of approval of the General Assembly on the financial statements, the Board of Directors' report, the auditor's report and the audit committee's report, deposit copies of the aforementioned documents at the Ministry of</p>	<b>DELETED</b>



Commerce and Investment as well as with the Capital Market Authority.	
<b>Article (٤٨): Distribution of Profits</b>	<b>Article (٣٦): Distribution of Profits</b>
<p>The Company Annual Net Profits shall be distributed as shown below:</p> <p>١- A percentage (١٠٪) of the net profits is set aside to form the company statutory reserve. The Ordinary General Assembly may decide to stop this deduction when the aforementioned reserve reaches a percentage of (٣٠٪) of the paid-up capital.</p> <p>٢- The Ordinary General Assembly, upon the proposal of the Board of Directors, may set aside a percentage of (٥٪) of the net profits to form a consensual reserve to be allocated for what the Assembly decides.</p> <p>٣- The Ordinary General Assembly may decide to create other reserves to the extent that protects the company interests or to ensure that fixed profits are distributed as much as possible over the shareholders.</p> <p>٤- From the balance thereafter, a percentage of not less than (٥٪) of the paid-up capital of the Company shall be distributed over shareholders.</p> <p>٥- Subject to the provisions stipulated under Article (١٩) of this Statute and Article (٧٦) set forth under the Company Law, after the foregoing a percentage (١٠٪) of the balance shall be allocated to the remuneration of the Board of Directors. Provided that the entitlement to this remuneration shall be proportional to the number of sessions attended by the member.</p> <p>٦- Balance of the profits (or part thereof) may be distributed thereafter as an additional share to the shareholders, or carry over or any part thereof based on the proposal of the Board of Directors to the next fiscal year and as decided by the Ordinary General Assembly.</p> <p>٧- The Company may distribute interim dividends over its shareholders annually or out every ٦ months in accordance with the regulations issued by the Capital Market Authority based on an authorization issued by the Ordinary General Assembly of the Board of Directors to distribute interim dividends.</p>	<p>The Company Annual Net Profits shall be distributed as shown below:</p> <p>١) A percentage (١٠٪) of the net profits is set aside to form the company statutory reserve. The Ordinary General Assembly may decide to stop this deduction when the aforementioned reserve reaches a percentage of (٣٠٪) of the paid-up capital.</p> <p>٢) The Ordinary General Assembly, upon the proposal of the Board of Directors, may set aside a percentage of (٥٪) of the net profits to form a consensual reserve to be allocated for what the Assembly decides.</p> <p>٣) Ordinary General Assembly may decide to create other reserves to the extent that protects the company interests or to ensure that fixed profits are distributed as much as possible over the shareholders. The assembly may also deduct sums from the net profits for the establishment of social institutions for the company's employees or to assist the existing such institutions.</p> <p>٤) From the balance thereafter, a percentage of not less than (٥٪) of the paid-up capital of the Company shall be distributed over shareholders.</p> <p>٥) Subject to the provisions stipulated under Article (١٩) of this Statute and Article (٧٦) set forth under the Company Law, after the foregoing a percentage (١٠٪) of the balance shall be allocated to the remuneration of the Board of Directors. Provided that the entitlement to this remuneration shall be proportional to the number of sessions attended by the member.</p> <p>٦) Balance of the profits (or part thereof) may be distributed thereafter as an additional share to the shareholders, or carry over or any part thereof based on the proposal of the Board of Directors to the next fiscal year and as decided by the Ordinary General Assembly.</p> <p>٧) The company may distribute interim dividends to its shareholders on an annual, semi-annual or quarterly basis in accordance with the regulations issued by the Capital Market Authority, based on an (annual) authorization issued by the Ordinary General Assembly of the Board of Directors to distribute interim dividends.</p>
<b>Article (٤٩): Dividends Eligibility</b>	<b>Article (٣٧): Dividends Eligibility</b>
<p>The shareholder is entitled to its respective share of the profits in accordance with the decision of the General Assembly issued in this regard. The decision specifies the maturity date and the date of distribution. Dividends eligibility shall be for shareholders registered in the shareholders' records at the end of the due date. The</p>	<p>Dividends are distributed on the dates determined by the Board of Directors in accordance with the instructions and regulations issued by the competent authorities in this regard. The date of the eligibility of cash dividends is as follows:</p>



competent authority shall determine the maximum period of time during which the Board of Directors must implement the decision of the Ordinary General Assembly regarding distribution of profits over shareholders.	١) Annual dividends, eligibility is for the shareholders who own the company's shares on the day of the general assembly. ٢) Interim dividends, the eligibility date is determined in the decision of the Board of Directors.
<b>Article (٥٠): Company Losses</b>	<b>Article (٣٨): Company Losses</b>
١- In the event that the Company losses, at any time during the fiscal year, reach half of the paid-up capital, any official in the Company or the auditor must immediately notify Chairman of the Board of Directors. Chairman of the Board shall notify members of the board immediately. The Board, within fifteen (١٥) days of awareness of such, shall call the extraordinary general assembly to convene within forty-five (٤٥) days from the date of awareness about the losses in order to decide either to increase or decrease the company capital in accordance with the provisions hereunder to the extent that the percentage of losses decreases to less than half of the paid-up capital, or dissolution of the company prior to the term specified hereunder. ٢- The Company shall be deemed terminated by force of the statute if the extraordinary general assembly does not meet during the period specified hereunder or if it convenes and is unable to issue a decision on the matter, or if it decides to increase the capital according to the conditions stipulated in this article and the capital increase has not been underwritten within ninety (٩٠) days from the date of issuance of the Assembly's decision to appreciate the company capital.	١) In the event that the Company losses, at any time during the fiscal year, reach half of the paid-up capital, any official in the Company or the auditor must immediately notify Chairman of the Board of Directors. Chairman of the Board shall notify members of the board immediately. The Board, within fifteen (١٥) days of awareness of such, shall call the extraordinary general assembly to convene within forty-five (٤٥) days from the date of awareness about the losses in order to decide either to increase or decrease the company capital in accordance with the provisions hereunder to the extent that the percentage of losses decreases to less than half of the paid-up capital, or dissolution of the company prior to the term specified hereunder. ٢) The Company shall be deemed terminated by force of the statute if the extraordinary general assembly does not meet during the period specified hereunder or if it convenes and is unable to issue a decision on the matter, or if it decides to increase the capital according to the conditions stipulated in this article and the capital increase has not been underwritten within ninety (٩٠) days from the date of issuance of the Assembly's decision to appreciate the company capital.
<b>CHAPTER VIII: DISPUTES</b>	<b>CHAPTER VIII: DISPUTES</b>
<b>Article (٥١): Liability Claim</b>	<b>Article (٣٩): Liability Claim</b>
Each and every shareholder has the right to file a claim for company liability established against members of the board of directors if the mistake made by them would cause and inflict special harm thereto, provided that the company's right to file it is still valid. The shareholder must also notify the company of his intention to file a claim while limiting his right to claim compensation for the special damage he incurred.	Each and every shareholder has the right to file a claim for company liability established against members of the board of directors if the mistake made by them would cause and inflict special harm thereto, provided that the company's right to file it is still valid. The shareholder must also notify the company of his intention to file a claim while limiting his right to claim compensation for the special damage he incurred.
<b>CHAPTER IX: COMPANY DISSOLUTION &amp; LIQUIDATION</b>	<b>CHAPTER IX: COMPANY DISSOLUTION &amp; LIQUIDATION</b>
<b>Article (٥٢): Company Dissolution &amp; Liquidation</b>	<b>Article (٤٠): Company Dissolution &amp; Liquidation</b>
Upon company expiry, the company enters into liquidation process and maintains the legal personality to the extent necessary for liquidation. Voluntary liquidation decision is issued by the extraordinary general assembly. The liquidation decision must include the appointment of the liquidation official, the determination of his powers, authorities, fees, restrictions imposed on his powers and authorities, and the period of time required for liquidation. The period of	Upon company expiry, the company enters into liquidation process and maintains the legal personality to the extent necessary for liquidation. Voluntary liquidation decision is issued by the extraordinary general assembly. The liquidation decision must include the appointment of the liquidation official, the determination of his powers, authorities, fees, restrictions imposed on his powers and authorities, and the period of time required for liquidation. The period of



voluntary liquidation must not exceed five (٥) years, and it may not be extended to more than that except by a court order. The authority of the company's board of directors ends with its dissolution. However, they remain in charge of the management of the company and are considered as liquidators for third parties until the liquidation official is appointed. Shareholders' associations remain in place during the liquidation period, and their role is limited to exercising their functions that do not conflict with those of the liquidation official.	voluntary liquidation must not exceed five (٥) years, and it may not be extended to more than that except by a court order. The authority of the company's board of directors ends with its dissolution. However, they remain in charge of the management of the company and are considered as liquidators for third parties until the liquidation official is appointed. Shareholders' associations remain in place during the liquidation period, and their role is limited to exercising their functions that do not conflict with those of the liquidation official.
<b>CHAPTER X: GENERAL PROVISIONS</b>	<b>CHAPTER X: GENERAL PROVISIONS</b>
<b>Article (٥٢):</b>	<b>Article (٤١):</b>
Unless otherwise stated herein, Company Law and executive bylaws shall apply.	Unless otherwise stated herein, Company Law and executive bylaws shall apply.
<b>Article (٥٤):</b>	<b>Article (٤٢):</b>
This bylaw shall be registered and promulgated in accordance with provisions of Company Law and its executive bylaws.	This bylaw shall be registered and promulgated in accordance with provisions of Company Law and its executive bylaws.