



شركة مهارة
للموارد البشرية
Maharah Human
Resources Company

Company Bylaw

Maharah Human Resources Company

(A Saudi Joint Stock Company)

By law

Mahara Human Resources Company (Public Shareholding Company)

Chapter One: Incorporation of the Company

Article One: Incorporation:

It is established in accordance with the provisions of the Companies Law issued by Royal Decree No. (M/3) and the date of:28/1/1437 AH, its regulations, and this bylaw is a Saudi joint stock company, according to the following:

Article Two: Company Name:

Mahara Human Resources Company (Public Shareholding Company).

Article Three: Objectives of the Company:

The company engages and implements mediation in the recruitment of labor and the provision of domestic services and employment to the public and private sectors. The company exercises its activities in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.

Article Four: Participation and Ownership in Companies:

The company may establish companies on its own (with limited liability or closed joint stock) provided that the capital is not less than (5,000,000) five million riyals. It may also own shares and shares in other existing companies or merge with them, and it has the right to participate with others in incorporation of joint stock or limited liability companies, after fulfilling the requirements of the regulations and instructions followed in this regard. The company may also dispose of these shares or shares, provided that this does not include mediation in their trading.

Article Five: The head office of the company:

The head office of the company is located in the city of Riyadh, and branches, offices or agencies may be established for it inside or outside the Kingdom by a decision of the company's board of directors.

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Article Six: Duration of the Company:

The term of the company is (99) ninety-nine Hijri years starting from the date of its registration in the Commercial Register, and this period may always be extended by a decision issued by the Extraordinary General Assembly at least one year before the expiry of its term.

A copy of the system was issued based on the decision of the Extraordinary General Assembly on 09/26/2018 AD, published

Chapter Two Capital and Shares

Article Seven: Capital:

The company's capital is set at (375,000,000) three hundred and seventy-five million Saudi riyals, divided into (37,500,000) thirty-seven million and five hundred thousand nominal shares of equal value, the value of each of which is ten (10) Saudi riyals, all of which are ordinary cash shares.

Article Eight: Subscription to Shares:

The founders have subscribed in the entirety of the capital shares amounting to (37,500,000) thirty seven million five hundred thousand, the value of which is three hundred and seventy five million Saudi riyals (375,000,000) Saudi riyals paid in full and all the cash paid out of the capital has been deposited with one of the licensed banks in the Kingdom.

Article Nine: Sale of Unpaid Shares:

The shareholder is obligated to pay the value of the share on the dates specified for this, and if he fails to pay on the due date, the Board of Directors may, after being notified by registered mail or e-mail, or notify him by a registered letter, sell the share in the public auction, as the case may be, in accordance with the regulations set by the competent authority.

The company shall collect the amounts due to it from the sale proceeds and return the remainder to the shareholder. If the sale proceeds are not sufficient to meet these amounts, the company may collect the remainder from all shareholder funds.

Nevertheless, the shareholder who defaulted on payment until the day of the sale may pay the value owed by him in addition to the expenses incurred by the company in this regard. 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 indicates in the shares register that the sale took place with a statement The name of the new owner.

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Article Ten: Issuance of Shares:

The shares are nominal and may not be issued for less than their nominal value. Rather, they may be issued for a higher value than this value. In this last case, the difference in value is added in a separate item within the shareholders' equity, and it may not be distributed as dividends to shareholders. The important thing is indivisible in the face of the company. If the important person is owned by multiple persons, they must choose one of them to represent them in the use of the rights related to it, and these persons shall be jointly responsible for the obligations arising from the ownership of the share.

Article Eleven: Trading in Shares:

Shares subscribed by the founders may not be traded until after the financial statements have been published for two fiscal years, each of which is not less than twelve months from the date of the company's incorporation. However, during the prohibition period, the ownership of shares may be transferred in accordance with 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 third parties or in the event of execution on the funds of the old founder or the bankrupt, provided that the priority of owning those shares is for the other founders. The provisions of this article shall apply to what the founders subscribe to in the event of an increase in the capital before the expiry of the prohibition period.

Article 12: Buying and selling shares

The company may buy and sell its shares in accordance with the controls set forth in the Companies Law and the Capital Market Authority's Regulations and Implementing Regulations.

Article Thirteen: Shareholders Register

The company's shares are traded in accordance with the provisions of the Capital Market Authority Law and its Executive Regulations.

Article Fourteen: Capital Increase:

1. The Extraordinary General Assembly may decide to increase the company's capital, provided that the capital has been paid in full. It is not required that the capital has been paid in full if the unpaid part of the capital belongs to shares issued in exchange for converting debt instruments or financing instruments into shares and the period set for converting them into shares has not expired.

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2. The Extraordinary General Assembly may, in all cases, allocate the shares issued upon the capital increase, or part thereof, to employees of the company and its subsidiaries or some or any of them. Shareholders may not exercise the right of priority when the company issues the shares allocated to employees.
3. The shareholder who owns the share at the time of the issuance of the extraordinary general assembly's decision approving the capital increase has priority in depressing the new shares issued in exchange for valuation shares, and these are informed of their priority by publishing in a daily newspaper or by informing them by registered mail of the decision to increase the capital, the terms of subscription, its duration and the date of its beginning and its end.
4. The Extraordinary General Assembly has the right to suspend the priority right of the shareholders to subscribe to the capital increase in exchange for cash shares, or to give priority to non-shareholders in the cases it deems appropriate in the interest of the company.
5. The shareholder has the right to sell or relinquish the right of priority during the period from the time of the issuance of the General Assembly's decision approving the capital increase until the last day of subscribing to the new shares associated with these rights, in accordance with the regulations set by the competent authority.
6. Subject to what was stated in Paragraph (4) above, the new shares shall be distributed to the priority rights holders who requested subscription in proportion to their pre-emptive rights out of the total pre-emptive rights resulting from the capital increase. Provided that what they receive does not exceed what they have requested of the new shares, and the remainder of the new shares is distributed to the priority rights holders who have requested more than their share, in proportion to the priority rights they own out of the total priority rights resulting from the capital increase, provided that what they receive does not exceed the amount They asked for it from the new shares, and the rest of the shares are to be offered to others, unless the extraordinary general assembly decides or the financial market system stipulates otherwise.

Article 15: Capital Reduction:

The Extraordinary General Assembly may decide to reduce the capital if it exceeds the company's need or if it suffers losses. In the latter case alone, the capital may be reduced below the limit stipulated in Article (fifty-fourth) of the Companies Law, and the reduction decision is not issued until after reading A special report, followed by the auditor, on the reasons behind him, the obligations of the company, and the effect of the reduction in these obligations.

If the capital reduction is a result of it being more than the company's need, the creditors must be invited to express their objections to it within (60) sixty days from the date of publishing the reduction decision in

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a daily newspaper distributed in the area where the company's head office is located. The aforementioned termination, the company must pay him his debt if it is due, or provide him with a sufficient guarantee to pay it if it is a term.

Chapter Three: The Board of Directors

Article Sixteen: Company Management:

The company is managed by a board of directors consisting of eleven (11) members elected by the ordinary general assembly of shareholders, provided that four of them are independent members for a period not exceeding three fiscal years. Ministerial decision announcing the establishment.

Article Seventeen: Termination of Board Membership:

Board membership ends with the expiration of the appointment period, resignation, death, or if it is proven to the Board of Directors that the member has breached his duties in a way that is detrimental to the interest of the company, provided that this is accompanied by the approval of the Ordinary General Assembly or the expiration of the member's term of office in accordance with any system or instructions in force in the Kingdom. However, the General Assembly may Regular dismissal at all times of all or some of the members of the board of directors, without prejudice to the right of the dismissed member towards the company to claim compensation if the dismissal occurred for an unacceptable reason or at an inappropriate time. The consequences of retiring from the damages.

Article Eighteen: Poetry Position in the Council

If the position of a member of the board of directors becomes vacant, the board may appoint a temporary member in the vacant position according to the order of obtaining votes in the assembly that elected the board, provided that he is among those who have experience and competence. The Ministry of Commerce and Investment and the Capital Market Authority must be informed of this within five working days. From the date of appointment, and to present the appointment to the Ordinary General Assembly at its first meeting, and the new member completes the term of his predecessor. Ordinary meeting within sixty days to elect the necessary number of members.

Article Nineteen: Powers of the Council:

Taking into account the competences prescribed for the general assembly, the board of directors shall have the widest powers in managing the company in order to achieve its objectives. For example, it may:

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- A. Disposing of the company's assets, property and real estate, selling, accepting, mortgaging, emptying, receiving and paying the price, provided that the minutes of the Board of Directors include the rationale for its decision to dispose of the company's real estate.
- B. Concluding all agreements and banking transactions, receiving and paying the debts, and the Board shall observe the following conditions for contracting loans whose terms exceed three (3) years:
 1. That the Board of Directors specify in its decision the aspects of using the loan and how to repay it.
 2. To take into account in the terms of the loan and the guarantees provided to it, not to harm the company, its shareholder, and the general guarantees of the creditors
- C. The right to collect the company's rights with third parties, the right of compromise, assignment, contract, commitment and association in the name of and on behalf of the company, provided that with regard to relieving the company's debtors of their obligations, the minutes of the Board of Directors must include the rationale for its decision. The Board of Directors may authorize the CEO or the delegated member to collect the company's rights with third parties Conciliation, assignment and contract.
- D. Managing all actions and actions that would achieve the company's objectives.
- E. The right to open accounts with banks, create in them, exchange and withdraw from them, issue networks and all securities, form committees affiliated with the Board of Directors, determine their tasks, term of work and powers, and submit a recommendation to the General Assembly to form an audit committee and its regulations.
- F. Forming committees affiliated to the Board of Directors and defining their tasks, duration of work and validity. And submitting a recommendation to the General Assembly to form the Audit Committee and its regulations.
- G. Appointing the CEO of the company and determining his powers, competencies, duties and financial rights. The Board of Directors may appoint one or more deputy CEOs of the company, and the appointment decision determines the powers, competencies and financial rights of the Deputy CEO.

The Board of Directors may, within the limits of its powers, delegate and/or authorize one or more of its members or third parties to carry out a specific business or business.

Article 20: Remuneration of Council Members

The remuneration of the Board of Directors shall be within the limits stipulated in the Companies Law and Regulations. The report of the Board of Directors to the Ordinary General Assembly must include a comprehensive statement of all the Board members received during the fiscal year in terms of

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remunerations, expense allowances and other benefits, as well as a statement What the board members received in their capacity as workers or administrators, or what they spent in return for technical or administrative work or consultancy, and it should also include a statement of the number of board sessions and the number of sessions attended by each member from the date of the last meeting of the general assembly.

Article Twenty-One: Powers of the Chairman, Vice-Chairman, Managing Director, Chief Executive Officer and Secretary:

The board of directors appoints from among its members a chairman and a vice-chairman, and he may appoint a managing member. It is not permissible to combine the position of the chairman of the board of directors with any other executive position in the company, and it is not permissible for one member to combine the position of the chairman of the board and the position of the managing member. The powers of the Chairman of the Council shall be in accordance with the limits set forth in the decision of his appointment, and in particular, he has the following powers:

- 1- Concerning notaries public: signing before notaries public the contracts of companies incorporation, amendment decisions and all amendment appendices, signing contracts of companies incorporation in which the company participates, whether they are new or existing companies, and signing and documenting all decisions to amend them, to the exit or entry of a partner, to sell an allotment, or Shares in it or to it or assign it, to conduct its affairs inside and outside the Kingdom, appoints and dismisses managers, and enters and exits partners.
- 2- Concerning courts of all levels, the judiciary, and claims: claims, filing of cases, pleading, hearing cases, responding to them, acknowledgment and denial, requesting an oath and rejecting it, refraining from it, bringing witnesses and evidence, challenging them, appealing forgery, denying handwritings, seals, signatures, requesting travel ban and request for arrest and execution, request for arbitration and appointment of experts and arbitrators, demanding the implementation of judgments, accepting and reversing judgments, objecting to judgments, requesting an appeal, requesting reconsideration, marginalization of judgments' instruments, requesting rehabilitation, requesting pre-emption, ending what is necessary, attending hearings in all cases before all courts, legal courts, Magistrate Courts, and all courts, receiving judgments' instruments, requesting the judge to step down. Application for insertion and interference - request to refer the case, financial settlements and checks to the administrative courts (the Board of Grievances), to the legal medical committees, to the labor committees, to the committees for the resolution of financial disputes, to the committees for the settlement of banking disputes, to the committees for the resolution of

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securities disputes, to the offices of adjudication of commercial paper disputes, and the committees for the resolution of business disputes and before Customs committees, commercial fraud committees, while the resolution of insurance disputes and violations, before the Control and Investigation Authority, the Public Prosecution, the Supreme Court, the Committee for Consideration of Violations of the System of Practicing Health Professions, and the Committee for Consideration of Violations of the Provisions of the Health Institutions Law, and request to set aside the judgment before the Supreme Court. The right to delegate others for the company, and the delegated is authorized to delegate another person for all the above responsibilities.

- 3- Concerning the Ministry of Commerce and Investment: Issuing commercial records, opening its branches, canceling or amending commercial records or its branches, and the right to sell shares in other companies and dispose of their assets. And he has the right to subscribe in the name of the company to joint stock companies and to attend their general assemblies, or to delegate whomever they desire to attend and vote in the name of the company.

- 4- With regard to banks: Reviewing all banks - opening accounts and approving signatures - withdrawing from accounts - deposit - transferring from accounts - extracting and receiving ATM cards, receiving and entering passwords- extracting and receiving credit cards and receiving their passwords- extracting an account statement - extracting checkbooks, receiving and editing them - Issuing and receiving authenticated checks- receiving and disbursing remittances - Subscribing to safe deposit boxes – renewal of safe deposit boxes subscription - opening safe deposit boxes - redemption of safe deposit boxes units - mortgage - payment of all promissory notes and commercial papers- requesting bank loans (after the Board's approval for everything related to the loans), acceptance of their terms, conditions and prices, signing contracts, forms, pledges and payment schedules, receiving and disposing of the loan - request for exemption from loans - rescheduling installments - requesting bank credit - signing contracts and forms - requesting bank guarantee- signing, receiving and registering the guarantee - activating accounts - locking and settling accounts - cashing checks - objecting to checks - receiving checks - updating data- buying shares- selling shares - receiving contributions certificates- receipt of the value of shares - receipt of profits receipt of the surplus - opening an investment account in the name of the company - opening investment portfolios and editing, amending and canceling orders- participating in investment funds units- redeeming units of investment funds - dividing shares among the heirs and transferring them to their portfolios- transferring shares from the portfolio - Issuance of guarantees

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and financial guarantees for the benefit of others on behalf of the company, as well as the right to establish companies and institutions. He also has the right to lend to companies and institutions- This includes related sub-accounts, banking facilities contracts, providing guarantees, signing all borrowing contracts in the name of the company from all banks and real estate, agricultural, commercial and industrial development funds, receiving and repaying loans, concluding and signing contracts, agreements and deals, and the Chairman of the Board of Directors shall have the right to delegate a third party to the foregoing.

- 5- With regard to companies: Establishing a company inside and outside the Kingdom - Signing the articles of incorporation and amendment annexes - Signing partners' decisions – appointment and dismissal of managers- and amending management article- entry and exit of partners - entry into existing companies inside and outside the Kingdom - capital increase - capital reduction- capital limitation- receiving the allocation surplus- Buying shares and paying the price - selling shares and receiving the value of the profits - selling the company branch - assigning shares from the capital - accepting the assignment of shares and capital - transferring shares and bonds - opening accounts with banks in the name of the company - signing agreements - amending the objectives of the company - amending the company's name - closing accounts with banks in the name of the company - amending the articles of incorporation contracts or amendment annexes - company registration - registration of agencies and trademarks - assignment or cancellation of trademarks - attending general meetings- opening company's files - opening branches for the company - liquidation of the company - transferring the company from a joint stock company to a limited liability company- transferring the company from a limited liability to a joint stock company- transferring the company from a joint liability company to a limited liability company - dumping Incorporation contracts and amendment annexes- signing the articles of incorporation and amendment appendices at the notary Public- Extracting and renewing of company's commercial records- Subscribing to the Chamber of Commerce and renewing the subscription- reviewing the Quality Department and GCC Standards Organization- issuing and renewing licenses for the company - converting the institution into a company - converting the company's branch into an institution - converting the company branch into a company- reviewing telecommunications companies and the establishment of phones or mobile phones in the name of the company - reviewing the General Investment Authority and signing before it - reviewing the Capital Market Authority - Entering tenders and receiving forms - Signing the company's contracts with others - Publication of the articles of incorporation, amendment annexes, summaries and statutes in the

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Official Gazette - Changing the company's legal entity - Converting the company from a limited partnership to a limited liability company, provided that the Chairman of the Board of Directors approves this.

- 6- With regard to the Ministry of Labor and its departments and labor offices: Issuing visas, canceling visas, amending nationalities, amending professions in visas, transferring sponsorships, modifying professions, updating workers' data, liquidating workers, canceling them, Reporting of labour flight, extraction and renewal of work permits and termination of social insurance employment procedures.
- 7- With regard to Passports, Deportation and Expatriation Department, and Ports Affairs Department: Residency extraction, residency renewal, residency replacement for lost and damaged residency, exit and return, final exit, modification of professions, reporting escape, canceling escape reports, extracting workers' data, deporting workers, reviewing maids' affairs to receive female workers and detainees in prisons, and registering in E-Services and Password receipt
- 8- Concerning airports, ports, train stations and mass transit: Receipt of employment from the airport and ports, whether men or women
- 9- With regard to the Ministry of Health and its affiliated bodies: review the Ministry of Health and Health Affairs in the regions to finish any work for them, request medical reports and receive them from their affiliated hospitals, and issue licenses to doctors, nurses and technicians from the Saudi Commission for Health Specialties.
- 10- With regard to foreign employment offices: signing contracts with employment offices and recruiting workers from abroad.
- 11- With regard to other government agencies: he has the right to review all government departments, receive payments and checks, deposit and withdrawal of checks, end all procedures, receipt and delivery, review all relevant government departments, end all related procedures, comment on the company, receive workers detained in prisons and the bodies of the deceased from hospitals, and he has the right to review the Ministry of Petroleum and Mineral Resources and sign on behalf of the company in all contracts in the ministry, reviewing municipal and rural affairs and secretariats to extract building permits and all licenses for municipalities, reviewing Traffic Department and the Ministry of Foreign Affairs, the Ministry of Trade and Investment, the Zakat and Income Authority and the Chambers of Commerce to subscribe, renew and cancel, review all embassies and consulates operating in the Kingdom, the Kingdom's embassies and consulates abroad, and reviewing the Ministry of Housing and all its branches, the Ministry of Finance, the Ministry of Economy and Planning and all its branches, the General Customs and all its branches, the public

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ports Departments and all its branches, including the presidential agencies for girls' colleges and its branches, the Ministry of Transport in all its branches, the Ministry of Agriculture and its branches, the Ministry of Education and its branches, all universities, colleges, technical and health institutes, the General Investment Authority and all its branches and the Ministry of Transport in all its branches, The Ministry of Agriculture and its branches, the Ministry of Education and its branches, all universities, colleges, technical and health institutes, the Capital Market Authority and all its branches, the Communications Commission and its branches, the General Authority for Tourism and National Heritage in all its branches, the Saudi Arabian Monetary Agency and its branches, the Ministry of Civil Service and its branches, the General Auditing Bureau and its branches, the Board of Grievances and its branches, the General Statistics Authority and its branches, the Presidency of the National Guard and its branches, the General Presidency for Youth Welfare and its branches, the Water and Sanitation Authority and its branches, the Ministry of Interior and its branches, including the emirates of regions, governorates and city centers, the Division for the Execution of Human Rights Judgments, Public Security, the Police Directorate and police stations regarding the termination of all reports or complaints related to the company - reviewing the General Investigation- criminal investigations, civil defense and its branches, the drug control administration and its branches, border troops and its branches, the general administration of prisons and its branches, all relevant security authorities, road security and its branches, telecommunications, Saudi export development and its branches, the Ministry of Planning, the Department of Public Statistics, the Ministry of Defense and Aviation, including The Royal Air Defense forces and its branches, Saudi Arabian Airlines and all its offices in the Kingdom and all other aviation offices inside and outside the Kingdom, Saudi Aramco and all its offices, the GCC Standards Organization and all its branches, the Committee for the Propagation of Virtue and the Prevention of Vice (CPVPV) and all its branches, the General Organization for Social Insurance and its branches, the Public Pension Agency and its branches in relation to the company , and signing on behalf of the company in what requires the presence of the company before the above-mentioned authorities and the receipt and delivery of transactions and official papers

12- With regard to real estate: he has the right to dispose of the company's assets, property and real estate, sell, accept mortgage, receive and pay the price, and the chairman of the board of directors has the right to delegate others to the aforementioned responsibilities.

The Managing Director or the CEO, collectively or individually, shall have the following powers and authorities:

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1. With regard to notaries public: signing companies incorporation contracts before notaries, amendment decisions and all amendment appendices, signing companies incorporation contracts in which the company participates, whether they are new or existing companies Signing and documenting all its amendment decisions, or the exit or entry of a partner, sell shares in or to them, or assign them, manage their affairs inside and outside the Kingdom, appoint and dismiss managers, and the partners entry and exit.

2. With regard to banks: reviewing all banks - opening accounts and approving signatures - withdrawing from accounts - depositing - transferring from accounts - extracting and receiving ATM cards, receiving and entering passwords- extracting and receiving credit cards and receiving their passwords- extracting an account statement - extracting Checkbooks, receiving and editing them - Issuing and receiving certified checks - Receiving and disbursing transfers - Subscribing to safe deposit boxes - Renewing subscription to safe deposit boxes - Opening safe deposit boxes - Redeeming units of safe deposit boxes - Mortgaging - and paying all promissory notes and commercial papers- Request bank loans (after the Board's approval for everything related to the loans) and acceptance of their terms, conditions and prices, signing their contracts, forms, pledges and repayment schedules, receiving and disposing of the loan - requesting exemption from loans - rescheduling installments - requesting bank credit - signing contracts and forms - requesting a bank guarantee- signing, receiving and registering the guarantee - activating accounts - closing and settling accounts Cashing checks - Objecting to checks- receiving checks - updating data - buying shares - selling shares - receiving contributions certificates- receiving the value of shares - receiving profits - receiving the surplus - opening an investment account in the name of the company - opening investment portfolios, editing, amending and canceling orders, subscribing to investment fund units - redeeming investment fund units - dividing shares among the heirs and transferring them to their portfolios - transferring shares from the portfolio - issuing guarantees and financial guarantees for the benefit of others on behalf of the company. He also has the right to lend to companies and institutions- This includes related sub-accounts, banking facilities contracts, providing guarantees, signing all borrowing contracts in the name of the company from all banks and real estate, agricultural, commercial and industrial development funds, receiving and repaying loans, concluding and signing contracts, agreements and deals, and the Chairman of the Board of Directors shall have the right to delegate a third party to the foregoing.

3. With regard to the Ministry of Commerce and Investment: Issuing commercial records, opening its branches, canceling or amending commercial records or its branches.

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With regard to companies: Establishing a company inside and outside the Kingdom - Signing the articles of incorporation and amendment annexes - signing partners' decisions - Appointing and dismissing managers and amending the management article- Entry and exit of partners - Entering existing companies inside and outside the Kingdom - Increasing capital - Reducing capital - Capital limitation- Receipt of surplus allocation - Buying shares and paying the price - Selling shares and receiving the value of profits - Selling a branch of the company - Assigning shares from the capital - Accepting assignment of shares and capital - Transferring shares and bonds - Opening accounts with banks in the name of the company - Signing agreements - Amending the company's objectives- Amending the company name - Locking accounts with banks in the name of the company - Amending the articles of incorporation contracts or amendment annexes - Company registration - Registration of agencies and trademarks- Assigning or canceling trademarks - Attending general councils - Opening files for the company - Opening branches of the company - Liquidation of the company - Converting the company from a joint stock company to a limited liability company - Converting the company from a limited liability to a joint stock - Converting the company from a liability to a limited liability company - Cancellation Incorporation contracts and amendment annexes - Signing the articles of incorporation and amendment annexes with the notary public - Extracting and renewing commercial records for the company - Subscribing and renewing the Chamber of Commerce - Reviewing the Quality and Quality Department and the Standards and Metrology Organization - Issuance and renewal of licenses for the company - Converting the establishment into a company - Converting the company's branch into an institutionalized Converting the company's branch into a company - Reviewing telecommunications companies and establishing fixed or mobile phones in the company's name - Reviewing and signing the General Investment Authority - Reviewing the Capital Market Authority - Entering tenders and receiving forms - Signing the company's contracts with others - Publishing the articles of incorporation and amendment annexes and their summaries and statutes in Official Gazette - Changing the legal entity of the company - Transforming the company from a limited partnership to a limited liability company this. This is subject to the approval of the Chairman of the Board of Directors.

5. With regard to the Ministry of Labor and its departments and labor offices: Issuing visas, canceling visas, modifying nationalities, modifying professions in visas, transferring sponsorships, modifying professions, updating workers' data, liquidating and canceling employment, reporting

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labor flight, extracting and renewing work permits, and ending employment procedures with social insurance.

6. With regard to Passports, Deportation and Expatriation Department, and Ports Affairs Department: Residency extraction, residency renewal, residency replacement for lost and damaged residency, exit and return work, final exit work, profession modification, escape notification, canceling escape reports, extracting workers' data, deporting workers, and reviewing maids' affairs to receive female workers and detainees in prisons And register in the electronic services and receive the password.

7. With regard to airports, ports, train stations and mass transit: Receipt of labor from the airport and ports, whether men or women.

8. With regard to the Ministry of Health and its affiliated bodies, reviewing the Ministry of Health and Health Affairs in the regions to finish any work for it, requesting medical reports and receiving them from its affiliated hospitals, and issuing licenses to doctors, nurses and technicians from the Saudi Commission for Health Specialties.

9. With regard to foreign employment offices: signing contracts with employment offices and recruiting workers from abroad.

10. With regard to other government agencies: He has the right to review all government departments, receive payments and checks, cash them, deposit and withdraw them, end all procedures, receive and hand over, review all relevant government departments, end all related procedures, comment on the company, receive workers detained in prisons, and the bodies of the deceased from hospitals. The right to review the Ministry of Petroleum and Mineral Resources, sign on behalf of the company on all contracts in the ministry, review municipal and rural affairs and secretariats to extract building permits and all licenses for municipalities, review traffic, the Ministry of Foreign Affairs, the Ministry of Trade and Industry, the Department of Zakat and Income and Chambers of Commerce to subscribe, renew and cancel, and review all embassies and consulates operating in the Kingdom and the Kingdom's embassies Consulates externally, reviewing the Ministry of Housing and all its branches, the Ministry of Finance, the Ministry of Economy and Planning and all its branches, General Customs and all its branches, the public port administrations and all its branches, including the presidential agencies for girls' colleges and its

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branches, the Ministry of Transport with all its branches, the Ministry of Agriculture and its branches, the Ministry of Education and its branches All universities, colleges, technical and health institutes, the General Investment Environment and all its branches, the Ministry of Transport with all its branches, the Ministry of Agriculture and its branches, the Ministry of Education and its branches, all universities, colleges, technical and health institutes, the Capital Market Authority and all its branches, the Communications Commission and its branches, the General Authority for Tourism and National Heritage and all its branches, the Saudi Arabian Monetary Agency and its branches, and the Ministry of Service The Civil Affairs and its branches, the General Control Bureau and its branches, the General Statistics Authority and its branches, the National Guard Presidency and its branches, the General Presidency for Youth Welfare and its branches, the Water and Sanitation Authority and its branches, the Ministry of Interior and its branches, including the emirates of regions, governorates and city centers, the Division for the Enforcement of Judicial Judgments and Public Security, the Police Directorate and police stations regarding the termination of all matters related to the company from Inquiries or complaints - review of the General Investigations - Criminal Investigations, Civil Defense and its branches, the Narcotics Control Department and its branches, the Border Guard and its branches, the General Administration of Prisons and its branches, all relevant security authorities, road security and its branches, telecommunications and the development of Saudi exports and its branches The Ministry of Planning, the General Statistics Authority, the Ministry of Defense and Aviation, including the Royal Air Defense Forces and its branches, Saudi Arabian Airlines and all its offices in the Kingdom and all other aviation offices inside and outside the Kingdom, Saudi Aramco and all its offices, the Standards and Metrology Organization and all its branches, the Commission for the Promotion of Virtue and the Prevention of Vice and all its branches and the Corporation The General Social Insurance and its branches and the General Pension Agency and its branches in relation to the company, signing on behalf of the company and signing on behalf of the company regarding the company's attendance at the above-mentioned authorities and receipt and delivery of official transactions and papers.

11. With regard to real estate: He has the right to dispose of the company's assets, properties and real estate. Selling, accepting mortgage, emptying, receiving and paying the price. The Managing Director and the Chief Executive Officer have the right to delegate or delegate a third party to the aforementioned.

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12. Contracts and agreements: He may conclude and sign all contracts and agreements to which the company is a party. The Managing Director and the Chief Executive Officer have the right to delegate or delegate a third party to the aforementioned.

13. Collection: He has the right to collect the company's rights with third parties, compromise and assign. The Managing Director and the Chief Executive Officer have the right to delegate or delegate a third party to the aforementioned.

To this end, he may also receive, deliver, review all relevant authorities, finish all necessary procedures, and sign what is required.

The Chairman of the Board of Directors, the Managing Director, or any two members of the Board shall have the power to invite the Board to a meeting. The chairman of the board of directors or the managing director shall chair the meetings of the board of directors and the meeting of the general assemblies of shareholders. The board of directors determines the special remuneration that each of the chairman and the managing director receives, in addition to the remuneration prescribed for each member of the board of directors in accordance with Article (20) of this bylaw.

The Chairman of the Board of Directors may also act as a legitimate agency or delegate a member of the Board or a third party to carry out one of the above-mentioned functions or tasks.

The board of directors appoints a secretary from among its members or from others, and his powers and remuneration are determined by a decision issued by the board, and he may be reappointed. The term of the council chairman, managing director, secretary and council member shall not exceed the term of their membership in the council, and they may be re-elected. The Board may, at any time, dismiss them or any of them without prejudice to the right of those dismissed from them to be compensated if the dismissal occurred for an unlawful reason or at an inappropriate time.

The Ordinary General Assembly determines the remuneration that each of them receives in addition to the remuneration prescribed for the members of the Board of Directors, the Chairman of the Board and the Managing Director.

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Article 22 : Board Meetings:

The Board of Directors meets at least four times a year at the invitation of its Chairman. The chairman of the council must invite the council to a meeting whenever two members request it. The invitation is documented in the manner the council deems fit.

Article 23: Quorum of the Board Meeting:

The meeting of the Board shall not be valid unless attended by at least (6) members themselves. In the event of a lack of a quorum, the meeting shall be abolished and called for again within a period not exceeding (7) seven working days from the previous meeting when the quorum was not complete. An invitation to any meeting shall be made by e-mail, registered express mail, text messages, any modern technology or any other means agreed upon by all members of the Board in writing, not less than fifteen (15) days prior to the date of any meeting. A member of the Board of Directors may: Deputizing for other members to attend the meetings of the Council. According to the following controls:

- A. A member of the board of directors may not delegate any person outside the board of directors.
- B. A member of the Board of Directors may not represent more than one member in attending the same meeting.
- C. The representation must be established in writing, indicating the voting rights.
- D. A representative may not vote on decisions that the system forbids any member deputizing to vote on.

A member of the Board of Directors may attend Board meetings by means of modern technology (telephone or video).

The decisions of the Council are issued by a majority of the opinions of the members present or represented therein.

Article 24: Council Deliberations:

The deliberations and decisions of the Board of Directors shall be recorded in minutes signed by the Chairman of the Board, its members and the Secretary. These minutes shall be recorded in a special register signed by the Chairman of the Board of Directors and the Secretary.

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Chapter Four: Shareholders' Assemblies

Article 25: Attending Assemblies:

Each subscriber, regardless of the number of his shares, has the right to attend the constituent assembly. Each shareholder has the right to attend the general assembly of shareholders. For this, he may delegate another person who is not a member of the board of directors or the company's employees to attend the general assembly on his behalf. The assembly is held in the city in which the head office of the company is located. The shareholder may vote on the resolutions of the general assembly by means of modern technology according to the controls set by the competent authorities.

Article 26: The Constituent Assembly:

Article 31: Attending Assemblies:

Shareholders who wish to attend the general or special assembly register their names at the company's head office before the time set for the assembly.

Article 32: Quorum of the Ordinary General Assembly Meeting

The meeting of the Ordinary General Assembly is not valid unless it is attended by shareholders representing at least one quarter of the company's capital. If the quorum required for holding this meeting is not present, an invitation is sent to a second meeting to be held within the thirty days following the previous meeting. This invitation shall be published in the manner stipulated in Article Thirty of this Law. However, the second meeting may take place an hour after the

expiry of the period specified for the first meeting. Provided that the invitation to hold the first meeting includes an announcement of the possibility of holding the meeting. In all cases, the second meeting shall be valid regardless of the number of shares represented therein.

Article 33: Quorum of the Extraordinary General Assembly Meeting:

The 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 in the

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first meeting, an invitation shall be made to a second meeting to be held in the same conditions stipulated in Article (30) of this Bylaw. However, the second meeting may be held an hour after the end of the period specified for the first meeting. Provided that it includes

Invitation to hold the first meeting indicating the possibility of holding this meeting. In all cases, the second meeting shall be valid if attended by a number of shareholders representing at least a quarter of the capital.

If the necessary quorum is not available in the second meeting, an invitation is sent to a third meeting to be held in the same conditions stipulated in Article (30) of this bylaw, and the third meeting will be valid regardless of the number of shares represented therein, after the approval of the competent court.

Article 34: Voting in Assemblies:

Each subscriber has one vote for each share he represents in the constituent assembly, and each shareholder has one vote for each share in the general assemblies, and the cumulative vote must be used to elect the board of directors.

Article 35: Decisions of the Assemblies:

1. Decisions are issued in the Constituent Assembly by an absolute majority of the shares represented therein. However, if these decisions are related to the evaluation of in-kind shares or special benefits, the approval of the majority of subscribers to cash shares, representing two thirds of the said shares, is required after excluding what was subscribed by the in-kind shares or beneficiaries of special benefits. They shall not have a say in these decisions, even if they are holders of cash shares.

2. Resolutions of the Ordinary General Assembly are issued by an absolute majority of the shares represented in the meeting.

3. Resolutions of the Extraordinary General Assembly are also issued by a two-thirds majority of the shares represented in the meeting, unless the decision is related to the increase or decrease of the capital, the extension of the company’s term, the dissolution of the company

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before the expiry of the period specified in its statute, or the company's merger or merger with another company or institution, in which case the decision is not valid. Unless it is issued by a majority of three quarters of the shares represented at the meeting.

Article 36: Discussion in the Assemblies:

Each shareholder has the right to discuss the topics listed on the assembly's agenda and to direct questions 3 related to them to the members of the Board of Directors and the auditor. The board of directors or the auditor shall answer the shareholders' questions to the extent that the company's interest is not jeopardized, and if the shareholder considers that the answer to his question is not convincing. He appealed to the Assembly and its decision in this regard was effective.

Article 37: Presiding over associations and preparing minutes:

The meetings of the general assemblies of shareholders are chaired by the chairman of the board of directors or his deputy in his absence, or whoever is delegated by the board of directors from among its members for that 3 in the absence of the chairman and his deputy. Minutes of the assembly meeting shall be drawn up including the number of shareholders present or represented, the number of shares they hold in person or by proxy, the number of votes assigned to them, the decisions taken, and the number of votes cast.

agreed to or disagreed with, and a comprehensive summary of the discussions that took place at the meeting. Minutes are recorded on a regular basis after each meeting in a special register signed by the association's president, secretary and vote collector.

Chapter Five: Audit Committee

Article 38: Formation of the Committee:

By a decision of the company's Ordinary General Assembly, an audit committee shall be formed whose members shall not be less than (3) three members and not more than (5) five members from the shareholders or others, provided that at least one of them shall be an independent member and shall not include any of the executive members of the Board of

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Directors. And that one of them is specialized in financial and accounting affairs. The company's ordinary general assembly approves the audit committee's work regulations.

Article 39: Committee meeting quorum:

For a committee meeting to be valid, the attendance of the majority of its members is required, and its decisions are issued by a majority vote of those present. When the votes are equal, the side with which the chairperson voted shall prevail.

Article 40: The Committee's Duties:

The Audit Committee is responsible for monitoring the company's business. To this end, it has the right to review its records and documents and to request any clarification or statement from the members of the Board of Directors or the Executive Management. It may request the board of directors to invite the company's general assembly to convene if the board of directors obstructs its work or the company suffers serious damage or losses.

Article 41: Committee Reports:

The Audit Committee shall review the company's financial statements, reports and notes submitted by the auditor and express its views on them, if any. It can also prepare a report on its opinion regarding the adequacy of the company's internal control system and the other work it has carried out within the scope of its competence. The board of directors must deposit sufficient copies of this report at the company's head office at least twenty-one days before the date of the general assembly meeting to provide Each of the shareholders who desires a copy of it and reads the report during the meeting.

Chapter Six: Auditor

Article 42: Appointment of the auditor:

The company must have an auditor (or more) from among the auditors licensed to work in the Kingdom, to be appointed annually by the Ordinary General Assembly, and to determine his remuneration and term of work. The association may also at any time change it without prejudice to its right to compensation if the change occurred at an inappropriate time or for an illegal reason.

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Article 43: Powers of the auditor:

The auditor at any time has the right to review the company's books, records, and other documents. He may also request data and clarifications that he deems necessary to obtain in order to verify the company's assets and obligations and other matters that fall within the scope of his work. The chairman of the board of directors shall enable him to perform his duty, and if the auditor encounters difficulty in this regard, he proves this in a report submitted to the board of directors. If the board does not facilitate the work of the auditor, he must request the board of directors to invite the ordinary general assembly to consider the matter.

Chapter Seven: Company Accounts and Profit Distribution

Article 44: The fiscal year:

The company's fiscal year begins on the first of January and ends at the end of December of each Gregorian year. The first fiscal year shall start from the date of its registration in the Commercial Register until the end of December of the following year.

Article 45: Financial Documents:

1. At the end of each financial year of the company, the board of directors must prepare the company's financial statements and a report on its activities and financial position for the past financial year. This report includes the proposed method of dividend distribution. The Board shall place these documents at the disposal of the auditor at least forty-five days prior to the date set for convening the General Assembly.

2. The company's board chairman, chief executive officer and financial manager must sign the documents referred to in paragraph (1) of this article. Copies of Maha shall be deposited at the company's head office at the disposal of the shareholders before the date set for holding the general assembly

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3. The Chairman of the Board of Directors shall provide the shareholders with the company's financial statements. The report of the board of directors. and auditor's report. Unless it is published in a daily newspaper distributed in the company's head office. He must also send a copy of these documents to the Ministry of Commerce and Investment and the Capital Market Authority. This is at least fifteen days prior to the date of the General Assembly.

Article 46: Profit distribution:

The company's annual net profits are distributed as follows:

1. (10%) of the net profits shall be set aside to form the statutory reserve of the company. The Ordinary General Assembly may decide to discontinue this deduction when the said reserve reaches 30% of the paid-up capital.
2. The Ordinary General Assembly, based on the proposal of the Board of Directors, may set aside (10%) of the net profits to form an agreement reserve allocated for a specific purpose or purposes.
3. The Ordinary General Assembly may decide to form other reserves. This is to the extent that it achieves the interest of the company or ensures distribution Fixed earnings as much as possible for the shareholders. The aforementioned 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.
4. Thereafter, a down payment of not less than (5%) of the paid-up capital shall be distributed to the shareholders.
5. Subject to the provisions stipulated in Article (Twenty) of this Bylaw and Article Seventy-six of the Companies Law, the Ordinary General Assembly may, after the above, allocate a specified percentage of the remainder for the remuneration of the Board of Directors. The entitlement to this bonus is proportional to the number of sessions attended by the member.
6. After allocating the remuneration of the members of the Board of Directors, what is approved by the General Assembly, and the decisions issued by the competent authorities. The remainder is then distributed to the shareholders as an additional share in the profits, or it is carried over to the coming years as approved by the General Assembly.

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The company may also distribute interim dividends on a quarterly or semi-annual basis.

Article 47: Entitlement to Dividends:

The shareholder shall be entitled to his share of the profits in accordance with the decision of the General Assembly issued in this regard. The decision shall indicate the due date and the distribution date. The eligibility of dividends shall be for the owners of shares registered in the shareholders' records on the day specified for entitlement.

Article 48: Company losses:

1. If the losses of the joint stock company amount to half of the paid-up capital at any time during the financial year. Any official of the company or the auditor shall immediately inform the Chairman of the Board of Directors. The Chairman of the Board of Directors shall inform the members of the Board as soon as he becomes aware of this. The Board of Directors shall, within fifteen days of becoming aware of this, invite the extraordinary general assembly to meet within forty-five days from the date of their knowledge of the losses; To decide either to increase or decrease the company's capital in accordance with the provisions of the Companies Law, to the extent that the percentage of losses decreases to less than half of the paid-up capital, or to dissolve the company before the term specified in this Law.
2. The company shall be considered dissolved by the force of the Companies Law if the General Assembly did not meet within the period specified in Paragraph (1) of this Article, or if it met and was unable to issue a decision on the matter., or if it decided to increase the capital in accordance with the conditions established in this Article and it was not Subscribing to each capital increase within ninety days from the issuance of the Assembly's decision to increase it.

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Chapter Eight: Disputes

Article 49: Liability claim:

Every shareholder has the right to file a liability lawsuit for the company against the members of the board of directors if the mistake made by them would cause his own harm. The shareholder may not file the aforementioned lawsuit unless the company's right to file it still exists. The shareholder must inform the company of his intention to file lawsuit.

Chapter Nine: Dissolution and liquidation of the company

Article 50: Expiration of the Company:

The company enters upon its completion the role of liquidation and retains its legal personality to the extent necessary for the liquidation. The decision of voluntary liquidation is issued by the extraordinary general assembly. The liquidation decision must include the appointment of the liquidator and specifying his powers and fees and the restrictions imposed on his powers and the time period required for liquidation. The period of voluntary liquidation should not exceed five years, nor may be extended

For more than that, except by a judicial order, and the authority of the company's board of directors is vested in them. Nevertheless, they remain in charge of the company's management, and they are considered to be liquidators for others until the liquidator is appointed, and the shareholders' assemblies remain in place during the liquidation period, and their role is limited to exercising their competencies that do not conflict with the competencies of the liquidator.

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Chapter Ten: Final Provisions

Article 51:

The Companies Law and its Bylaws and the Capital Market Authority's Regulations and Regulations shall be applied to everything that is not provided for in this Islamic Law.

Article 52:

This system shall be deposited and published in accordance with the provisions of the Companies Law and its regulations.

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