

BYLAWS OF
Arabian Contracting Services Company
(Saudi Joint Stock Company)

CHAPTER ONE: FORMATION OF THE COMPANY

Article (1): Incorporation

A Saudi joint stock company is established in accordance with the Companies Law and its Regulations, and these Bylaws.

Article (2): Company Name

The Company's name is the Arabian Contracting Services Company (Alarabia), a joint stock listed company.

Article (3): Company Objectives

The Company's objectives are:

1. Promotion and advertising, printing advertisement materials, commercial printing, and binding.
2. Manufacture of steel, aluminum and plastic materials used in advertising.
3. Implementation of contracting and construction works.
4. Purchase of lands and properties to construct buildings for the Company's benefit.
5. Import, export, wholesale and retail of materials, advertising billboards, and printing supplies and equipment of all kinds.
6. Installation and equipment of displays.
7. Road works and maintenance, electrical works and maintenance, mechanical works and maintenance, construction works and maintenance.
8. Manufacturing and assembly of advertisements and informational billboards, including digital TV billboards.

The Company carries out its activities pursuant to the applicable regulations after obtaining the necessary licenses from the competent authorities, if any.

Article (4): Participation and Ownership in Companies

The Company may establish companies on its own and it may own interests and shares in other existing companies or merge therewith and participate with others in establishing companies without violating the relevant laws and regulations after meeting the applicable requirements under the relevant laws and instructions on this matter. The Company may also dispose of such shares or stocks, provided this does not include any brokerage.

Article (5): Company Head Office

The head office of the company located in Riyadh city. The Company branches, offices or agencies may be established in or outside the Kingdom of Saudi Arabia by a decision of the company Board of Directors. The head office of the company may not be transferred to another city except by a decision of the Extraordinary General Assembly and based on a proposal by the Board of Directors and the approval of the competent official authorities.

Article (6): Duration of the Company

The duration of the Company is ninety-nine (99) Gregorian years, commencing as at the date on which the Company is registered in the Commercial Register. The Company's term may always be extended by a resolution of the Extraordinary General Assembly at least one (1) year prior to the expiration of the Company's term.

CHAPTER TWO: CAPITAL AND SHARES

Article (7): Share Capital

The Company's share capital is five hundred million Saudi riyals (SAR 500,000,000) divided into fifty million (50,000,000) shares of equal value, with a nominal value of ten Saudi riyals (SAR 10) per share, all of which are cash and in-kind ordinary shares, and it may be divided into shares of a lower nominal value or merged in order to become shares of a higher nominal value. The Competent Authority may set the rules necessary therefore.

Article (8): Subscription to Shares

The shareholders have subscribed in the entirety of the capital shares amounting to 50,000,000 fifty million shares paid in full in the amount of 500,000,000 five hundred million Saudi riyals. The cash amounts have been deposited in one of the licensed banks in the Kingdom of Saudi Arabia, and the founders have acknowledged their joint responsibility towards third parties for the correctness of the assessment of the assets presented as shares in kind.

Article (9): Preferred Shares

The Company's Extraordinary General Assembly may, based on rules established by the competent authorities, issue preferred shares, decide to purchase them, convert ordinary shares into preferred shares or convert preferred shares into ordinary shares. Preferred shares do not accord voting rights in General Assemblies of Shareholders. These shares entitle their holders to receive a greater percentage of Company's net profits, after setting aside the statutory reserve, than those received by holders of ordinary shares.

Article (10): Sale of Non-Paid-up Shares

Each Shareholder undertakes to pay the value of the shares on the dates set for such payment. Should a Shareholder fail to pay by the due date, the Board of Directors may, after notifying the Shareholder via registered mail at their address listed in the shareholders register, sell the share at public auction or through the stock market, as the case may be, in accordance with controls set by the competent authority. The Company shall collect the amounts due thereto from the proceeds of the sale and return the remaining to the Shareholder. If the proceeds of the sale fall short of the amounts due, the Company shall have a claim on all of the Shareholder's funds for the unpaid balance. However, a defaulting Shareholder may, up to the date of sale, pay the amount owed thereby plus the expenses incurred by the Company in this regard. The Company shall cancel the shares sold in accordance with this Article, and issue to the purchaser new shares bearing the serial numbers of the cancelled shares and make a note to this effect in the Shares Register specifying the name of the new holder.

Article (11): Issuance of Shares

The Company shall issue share certificates with serial numbers. The share certificates shall be signed by the Chairman of the Board of Directors or a delegated Board member and stamped with the Company's stamp. Specifically, the share certificate shall indicate the number and date of the Ministerial Resolution authorizing the Company's establishment, the number and date of the Ministerial Resolution announcing the Company's establishment, the value of its capital, number of distributed shares, the nominal value of the shares, the paid amount therefrom, the Company objectives in brief and the Company's head office and term. The shares may have coupons with serial numbers, and each coupon shall bear the number of the Share to which it is attached.

Article (12): Trading of Shares

The company may buy its shares or mortgage them in accordance with the controls set by the competent authority, and the shares purchased by the company do not have votes in the shareholders' assembly, and the company may buy its shares to allocate them to the employees of the company, taking into account the controls set by the competent authorities for the company's purchase of its shares and after obtaining the approval of the Extraordinary General Assembly, the assembly may authorize the Board of Directors to determine the conditions of this allotment for the company's employees, including the allotment price for each share offered to the employees if it is for a consideration.

The company may issue debt instruments, negotiable financing instruments, or bonds of any kind in accordance with Shariah provisions, the Capital Market Authority Regulations, and the Companies Law.

Article (13): Shareholders Register

Shares shall be traded in accordance with the provisions of the Capital Market Law.

Article (14): Capital Increase

1. The Extraordinary General Assembly may resolve to increase the Company's capital, provided the capital has been paid up in full. The Capital does not need to be paid in full where the unpaid portion thereof corresponds to shares issued in exchange for converting debts or financing instruments into shares and the term prescribed for their conversion has not yet ended.
2. In all cases, the Extraordinary General Assembly may allocate all or some of the shares issued by the capital increase to all or some of the employees of the Company and its subsidiaries. Shareholders may not exercise pre-emptive rights when the Company issues shares designated for employees.
3. Shareholders who own shares when the Extraordinary General Assembly issues a resolution to increase the capital have priority of subscription for new shares issued for cash shares, the shareholder shall be notified of such right, if any, by registered mail sent to the address stated in the shareholders' register or by any means of technology. The shareholder shall also be notified of the capital increase decision, the conditions and method of subscription, and the dates on which said subscription begins and ends, subject to the type and class of shares owned by the shareholder.
4. The Extraordinary General Assembly may suspend the pre-emptive rights of shareholders to subscribe for the capital increase in exchange for cash shares, or vest said pre-emptive rights in non-shareholders when it deems that doing so is in the Company's best interest.
5. Shareholders may sell or assign their pre-emptive rights in the period from the date the General Assembly resolution approving the capital increase until the last day of subscription for the new shares associated with those rights, in accordance with the measures established by the competent authority.
6. Without prejudice to the provisions of paragraph 4 above, new shares shall be allotted to the holders of pre-emptive rights who have expressed interest in subscribing thereto, in proportion to their total pre-emptive rights resulting from the capital increase, provided that their allotment does not exceed the number of new shares they requested. Remaining new shares shall be allotted to the pre-emptive right holders who have requested more than their proportionate stake, in proportion to their pre-emptive rights resulting from the capital increase, provided that their total allotment does not exceed the number of new shares they requested. Any remaining shares shall be offered to third parties unless the Extraordinary General Assembly decides or the Capital Market Law provides otherwise.

Article (15): Capital Decrease

The Extraordinary General Assembly may resolve to reduce the capital if it is in excess of the Company's needs or if the Company sustains losses. In the latter case only, the capital may be reduced below the limit prescribed under Article 59 of the Companies Law. Such a resolution shall not be issued until a statement prepared by the board of directors stating the grounds for such decrease, the company's liabilities, and the effect of the decrease on satisfying such liabilities is presented at the general assembly. Said statement shall include the report of the company's auditor.

If the capital reduction is due to the capital being in excess of the Company's needs, the Company's creditors must be invited to express their objection to such reduction if any, at least 45 days prior to the date set for the extraordinary general assembly meeting to decide on the decrease. The invitation shall include a statement indicating the amount of capital prior to and after the decrease, the date of the meeting, and the date the decrease becomes effective. Should any creditor object and present to the Company evidentiary documents of such debt within the time limit set above, the Company shall pay such debt, if already due, or present an adequate guarantee of payment if the debt is due on a later date, If a creditor notifies the company of his objection to the decrease and the company fails to pay his due debt or to provide him with a sufficient guarantee if his debt is not due, he may petition the competent judicial authority prior to the date set for deciding on the decrease in the extraordinary general assembly meeting.

CHAPTER THREE: BOARD OF DIRECTORS

Article (16): Management of the Company

The Company shall be managed by a Board of Directors consisting of six members elected by the Ordinary General Assembly for a period not exceeding Four years. As an exception, the Company's first Board of Directors was appointed for a term of five years.

Article (17): Termination of Board Membership

Board membership shall expire at the end of its term, or the end of the Board member's term in accordance with any laws or regulations applicable in the Kingdom of Saudi Arabia. However, the Ordinary General Assembly may, at any time, dismiss one or all Directors, without prejudice to the terminated member's right to seek compensation from the Company if the dismissal was not properly justified or occurred at an inappropriate time. The Board member may also tender their resignation, provided that such resignation occurs at an appropriate time, otherwise, said member shall be held liable for any damage affecting the Company as a result of their resignation.

Article (18): Board Vacancies

If a Board position becomes vacant, the Board may appoint a temporary director, provided they have the experience and qualifications. The Commercial Register, and the Capital Market Authority must be informed of such within 15 business days from the appointment date, and the appointment shall be announced at the first Ordinary General Assembly. The new director shall complete the rest of his predecessor's term. If the conditions for holding a Board of Directors meeting are not satisfied because the number of directors falls below the minimum prescribed in the Regulations or in the Company's Bylaws the remaining directors must call for a meeting of the Ordinary General Assembly within sixty (60) days to elect the required number of directors, moreover, any person with interest may petition the competent judicial authority to appoint qualified persons with expertise, in any number it deems appropriate, to supervise the management of the company and call on the general assembly to convene

within 90 days to elect a new board of directors or appoint board members to satisfy the required number, as the case may be, or may petition the competent judicial authority to dissolve the company.

Article (19) Powers of the Board of Directors

1-Subject to the authorities granted to the General Assembly, the Board of Directors shall have the broadest powers to manage the Corporation, and shall in particular, and without limitation, have the power to:

A-Laying down the plans, policies, strategies, and main objectives of the company, supervising their implementation and reviewing them periodically.

B-Setting rules and procedures for internal control and generally overseeing them.

C-Setting forth specific and explicit policies, standards, and procedures for membership in the Board, without prejudice to the mandatory provisions of these Regulations, and implementing them following approval by the General Assembly.

D-Approve the financial position, financial statements, and annual budget of the Corporation.

E-Setting policies and procedures to ensure the Company's compliance with the laws and regulations

F-Present any matter for approval by the General Assemblies.

G-The Board can delegate some of its powers to one or more of their members or other third parties. In any case, the Board may not issue a general or an open-ended delegation.

H-The approval of bidding and governmental auctions of all kinds and costs.

I-The selling, buying and transfer of the ownership of lands and buildings, and all kinds of real estate and other properties, including the Company's real estates, assets and headquarter, the leasing, renting, mortgaging and mortgage payment of the Company's real estates, assets and headquarter, negotiation, approval of all contracts, instruments and documents related to the Company's real estates, assets and headquarter and its execution before the notary and other relevant authorities, the delivery of the cost, receiving of costs, payment and waiver.

J-To open, manage, operate and close bank accounts, obtain loans and other credit facilities for any period, including periods that exceed three (3) years, from governmental financial funds, commercial banks, financial institutions, any company or credit institutions, and the negotiation, approval of all contracts and agreements related to the company, the issuing of letters of guarantee for third parties, to execute order notes and other trending negotiation instruments and the entry into all types of banking transactions and agreements.

K-The approval of the establishment of affiliates, branches, offices, agencies, subscriptions, participations in any company, and signing the articles of association and its amendments and annexes, buying, selling and mortgaging all or some of the shares, stocks, property rights and interests in any of the subsidiaries.

L-Formation of the Audit Committee and other committees emanating from the Board.

M-To appoint the Company's chief executive officer and executives, and to observe their performance and replace them if necessary, and to supervise the delegation between them.

N-To manage and supervise potential conflicts of interest between members of the Company's management, its board members and shareholders, including any mishandling of the Company's assets and any violations in relation to related party transactions.

O- Hire Saudi and non-Saudi consultants and experts and specify their financial rewards.

2-A shareholder may monitor the board of directors in accordance with the provisions of this Law. However, he may not interfere with the work of the board of directors nor the work of the company's executive management, unless he is a member of its board of directors or is part of its executive management, or such interference is made through the general assembly in accordance with its powers.

3-The board of directors must obtain the approval of the general assembly for the sale of company assets the value of which exceeds 50% of the value of its total assets, whether the sale is made through one transaction, or more. In such case, the transaction which leads to the sale of more than 50% of the value of assets shall require the general assembly's approval. Said percentage shall be calculated from the date the first transaction is concluded within the previous 12 months.

4-The company may not grant any type of loan to its board members nor may it act as a guarantor or provide guarantees for any loans they conclude with a third party. This shall apply to any loan or guarantee provided to any of their relatives. Any contract concluded in violation of this provision shall be deemed null and void. The company may petition the competent judicial authority for compensation from the violator for any damage sustained thereby, an exception may be made for loans and guarantees granted by the company in accordance with its employee incentive programs which are approved in accordance with this bylaw or pursuant to a decision by the general assembly.

Article (20): Remuneration of Board Members

The remuneration of the Board of Directors shall be specified and include a meeting attendance allowance, benefits in kind, or a certain percentage of net profits. It is permissible to combine two or more of these benefits. If the remuneration is a percentage of the profits, it shall be from the percentage specified in Article (5-46) of the Bylaws, and entitlement to remuneration shall be in accordance with the provisions of the Companies Law or any other regulations, resolutions or instructions complementary thereto. In all cases, the Nominations and Remuneration Committee submits the recommendation to the Board of Directors with the amount of the aforementioned remuneration. Taking into consideration the determined amount shall be fair, incentivizing, and commensurate with the performance of the member and the company.

The report of the Board of Directors to the Ordinary General Assembly shall include a comprehensive statement of all remuneration, expense allowances and other benefits that Board members received during the fiscal year and shall also include a statement of payments received by Board members as workers or directors or what they received in return for technical or administrative work or consultations. The report shall also include a statement of the number of Board sessions and the number of Board sessions attended by each member from the date of the last meeting of the General Assembly.

Article (21): Powers of the Chairman, Deputy Chairman, Managing Director, CEO and Secretary

The Board of Directors shall appoint from among its members a Chairman and a Deputy Chairman as well as a Managing Director or CEO. A member may not occupy both the office of Chairman and any executive position in the Company.

The Chairman shall be competent to represent the Company before the courts, arbitration tribunals and third parties and may, by a written resolution, delegate some of his powers to other members of the Board or other parties to carry out specific work or actions, including, but not limited to, memorandums of incorporation of companies in which the Company has shares and all amendments and annexes thereto. The Chairman shall be entitled to sign agreements, instruments and conveyances before public notaries and official authorities, and loan agreements with government financing funds and institutions, banks and financial firms. The Chairman's powers include signing guarantees, securities, selling, buying, conveying, accepting receipt and delivery, renting, leasing, receiving and paying money, releasing

debtors of the Company from their obligations in accordance with the rules set in this regard, opening accounts and credits, withdrawing and depositing with banks, issuing bank guarantees, signing all papers, documents and checks, making all banking transactions, developing rules and procedures governing the Company's business and its relations with third parties, setting regulations, forming specialized work committees and determining their powers, terms of reference and selection mechanism.

The Managing Director or CEO shall also have the aforementioned powers and other powers determined by the Board of Directors. The Managing Director must implement the instructions given thereto by the Board of Directors.

In addition to the remuneration set for Managing Director or CEO must be fair, incentivizing, and commensurate with the performance and company's performance, in addition to the salary, allowances, monetary and in-kind benefits determined for the managing director or CEO of the company in accordance with the company's internal regulations and in accordance with the Companies Law and its implemented regulations.

The Board shall appoint a Secretary to be selected from among the Board members or third parties and shall determine the remuneration thereof. The Secretary's duties shall include recording minutes of Board meeting proceedings and resolutions and filing them in a special register for such purpose, as well as maintaining and keeping such register.

The term of the Chairman, Deputy Chairman, Managing Director and Secretary of the Board of Directors shall not exceed the term of their membership on the Board. They may be re-elected, and the Board may at any time dismiss all or any of them without prejudice to the dismissed party's right to compensation if the dismissal occurred for an unlawful reason or at an inappropriate time.

Article (22): Board Meetings

The Board of Directors shall meet by the invitation of the Chairman of at least four meetings per year, with at least one meeting every three months. The invitation shall be in writing and may be delivered by hand, fax, e-mail or registered mail, at least five days prior to the date specified for the meeting, unless the members of the Board agree otherwise, the meeting may be held using modern technology and the chairman shall call for a board meeting to discuss one or more matters if requested in writing by a board member.

Article (23): Quorum of Board Meetings

A Board meeting shall be quorate only if attended by at least three (3) members. Any member of the Board may authorize another member of the Board to represent them at the board meeting, in accordance with the following controls:

1. A member of the Board of Directors may not represent more than one Board member during the same meeting.
2. A proxy shall be made in writing.
3. A Board member acting by proxy may not vote on resolutions on which the principal is prohibited from voting.

Board resolutions shall be adopted by a majority vote of the members present or represented therein. In case of tie, the Chairman shall have the casting vote.

Article (24): Board Deliberations

Deliberations and resolutions of the Board shall be recorded in minutes to be signed by the Chairman, attending members and the Secretary. Such minutes shall be entered in a special register to be signed by the Chairman and the Secretary, means of technology may be used to obtain signatures, record

deliberations and decisions and prepare meeting minutes. Moreover, the board of directors may adopt resolutions by written consent by way of circulation without holding a meeting, unless a member requests the board to convene for deliberation. Such resolutions shall be valid if signed by a majority of board members and shall be presented to the board of directors in its next meeting.

CHAPTER FOUR: SHAREHOLDERS ASSEMBLIES

Article (25): Assembly Attendance

Each subscriber, regardless of the number of his shares, has the right to attend the constituent assembly, and each shareholder has the right to attend the General Assembly of shareholders, and for this he may delegate another person other than the members of the board of directors or the company's employees to attend the general assembly. It is permissible to hold meetings of the general assemblies of shareholders, and the shareholder can participate in their deliberations, vote on their decisions, and receive invitations and meeting business materials through modern technology, according to the controls set by the competent authority.

Article (26): Constituent General Assembly

The founders shall invite all subscribers to hold a constituent assembly within forty-five (45) days from the date of the Ministry's resolution authorizing the establishment of the Company. The assembly shall be valid only if attended by a number of subscribers representing at least one-half of the Company's capital. If such quorum is lacking at the first meeting, a second meeting shall be called to be held at least fifteen (15) days from the invitation date.

This meeting shall be valid regardless of the number of subscribers represented therein.

Article (27): Responsibilities of the Constituent General Assembly

The Constituent Assembly shall be competent to deal with the matters set out under Article 63 of the Companies Law.

Article (28): Responsibilities of the Ordinary General Assembly

Except for matters reserved for the Extraordinary General Assembly, the Ordinary General Assembly shall be competent to deal with all other matters related to the Company and shall be convened at least once a year during the first six (6) months following the end of the Company's fiscal year. Other Ordinary General Assembly meetings may be called when necessary.

Article (29): Responsibilities of the Extraordinary General Assembly

An Extraordinary General Assembly of Shareholders shall be competent to amend the Company's provisions and by-laws, other than those provisions whose amendment is prohibited by law. Furthermore, the Extraordinary General Assembly shall be empowered to adopt resolutions in matters within the scope of powers of the Ordinary General Assembly under the same conditions and manners as prescribed for the latter.

Article (30): Convening Assemblies

General or Special Shareholder Assemblies shall be convened by the Board of Directors. The Board of Directors shall convene a General Assembly within 30 days if requested to do so by the auditor, the Audit Committee or by a shareholder, or more, representing at least 10% of the company's voting shares and the request must include the required agenda for shareholders voting.

The auditor may call for an assembly to be convened when the Board fails to call for such a meeting within (30) days of the auditor's request to do so.

The invitation shall be published on both Tadawul and company's website , at least twenty-one (21) days prior to the date set for such meeting and the invitation for the assembly meeting shall include at least the following:

a-A statement defining those with the right to attend the meeting and their right to designate persons other than board members to act as their proxy; a statement of a shareholder's right to discuss items on the meeting agenda and direct questions as well as the manner of exercising the right to vote.

b-Meeting venue, date, and time.

c-Type of assembly, whether general or special.

d-Meeting agenda, including the items on which shareholders are required to vote.

In addition, the company may call for the ordinary and private assemblies for its shareholders by means of modern technology. A copy of the invitation and the agenda shall be sent to the Registry and the Capital Market Authority within the period specified for publication.

Article (31): Assembly Record of Attendance

Shareholders who wish to attend ordinary or special General Assembly meetings shall register their names at the Company's head office before the time specified for the Assembly.

Article (32): Quorum of Ordinary General Assembly

The meeting of the Ordinary General Assembly shall not be valid unless attended by shareholders representing at least one quarter of the capital. If the necessary quorum is not available to hold this meeting, the second meeting will be held an hour after the end 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 this meeting. The second meeting shall be valid regardless of the number of shares represented therein. In the event that the first invitation does not include the possibility of holding a second meeting, an 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 Article (30) of this Bylaw.

Article (33): Quorum of Extraordinary General Assembly

Extraordinary General Assembly meetings shall be quorate only if attended by shareholders representing at least one-half of the Company's share capital. If this quorum is not met, a second meeting may be held one hour after the end of the period specified for the first meeting, provided the invitation to the first meeting indicated the possibility of holding a second one. If the first invitation does not include the possibility of holding the second meeting, an invitation shall be issued to a second meeting in the manner stipulated in Article (30) of the Bylaws.

In all cases, the second meeting shall be valid if attended by a number of shareholders representing at least one quarter of the Company's share capital. If the second meeting is inquorate, then a third meeting shall be called to convene under the same conditions set forth in Article (30) of the Bylaws. With the consent of the competent authority, the third meeting shall be valid irrespective of the number of shares represented thereat.

Article (34): Voting at Assemblies

Each subscriber shall have one vote for each share they represent at the Conversion Assembly and each shareholder shall have one vote for each share they represent at General Assembly meetings. Cumulative voting shall be employed in the election of the Board of Directors.

Article (35): General Assembly Resolutions

Resolutions of the Constituent Assembly shall be adopted by absolute majority vote of the shares represented thereat. Resolutions of the Extraordinary General Assembly shall be adopted by an absolute majority of the shares represented in the meeting. Resolutions of the Extraordinary General Assembly shall be adopted by a majority vote of two-thirds of the shares represented at the meeting. If the resolution is related to increasing or reducing the capital, prolonging the term of the Company or dissolving it before the expiry period specified in its Bylaws or its merger with another company, the resolution will not be valid unless it is issued by a majority of three-quarters of the shares represented in the meeting.

Article (36): Assembly Deliberations

Each shareholder shall have the right to discuss the items listed in the General Assembly's agenda and to direct questions in respect thereof to the members of the Board and the auditor. The Board or the auditor shall answer the shareholder's questions to the extent that such is not detrimental to the Company's interests. If a shareholder deems the answer to the question unsatisfactory, then they may refer the issue to the General Assembly and the latter's decision in this regard shall be binding.

The board of directors shall, when preparing the agenda of the general assembly, take into consideration the matters that shareholders wish to include. A shareholder, or more, representing at least 10% of the company's voting shares may add an item, or more, to the agenda during its preparation; the Competent Authority may amend said percentage, and the board of directors shall list each matter included in the general assembly's agenda as an independent item, the board shall not combine fundamentally distinct matters under one item, nor shall it include under one item the transactions and contracts in which any board member has a direct or indirect interest for the purpose of voting on the whole item.

Article (37): Presiding Over Assemblies and Keeping Minutes

The General Assembly of shareholders shall be presided over by the Chairman of the Board of Directors or, in his absence, the Deputy Chairman or, in their absence, the Board designated member.

Meeting minutes shall be drafted indicating the number of attending shareholders or representatives, the number of shares represented in person or by proxy, the number of votes associated therewith, the resolutions passed, the number of votes in favor and against, as well as a comprehensive summary of the discussions that took place during the meeting. Such minutes shall be regularly recorded after each meeting in a special register to be signed by the Chairman of the Assembly, the Secretary, and the Canvasser.

CHAPTER FIVE: AUDIT COMMITTEE

Article (38): Formation of the Audit Committee

An audit committee shall be formed pursuant to a resolution passed by the company's Board of Directors and shall consist of three (3) non-executive Board members, whether from among the shareholders or others. The resolution shall specify the Committee's responsibilities, the rules governing its activities and the remuneration of its members.

Article (39): Committee Quorum

Audit Committee meetings shall be quorate if attended by the majority of its members. Its resolutions shall be adopted by a majority vote of attending members; ties shall be decided by the vote of the meeting chairman.

Article (40): Committee Responsibilities

The Audit Committee shall be responsible for overseeing the Company's business, and, towards that end, shall have access to Company records and documents. It shall also be entitled to request that Board members or executive directors provide it with clarifications or statements and may request that the Board of Directors calls for the convening of the Company's General Assembly if the Board hinders the performance of the Committee's duties or when the Company suffers material damages or losses.

Article (41): Committee Reports

The Audit Committee shall be responsible for reviewing the Company's financial statements, as well as the reports and notes submitted by the auditor, and provide an opinion thereon, if any. It shall also draft an opinion concerning the adequacy of the Company's internal oversight control systems and submit reports relating to other duties that fall within its purview. The Board of Directors shall ensure that a sufficient number of copies of said report be made available at the Company's head office at least twenty-one (21) days prior to the General Assembly meeting date, for shareholders who would like a copy thereof. Said report shall be read during the General Assembly meeting.

CHAPTER SIX: AUDITOR

Article (42): Appointment of the Auditor

The company shall have one auditor, or more, licensed to practice in the Kingdom. Their appointment, fees, term, and scope of work shall be determined by the general assembly, and he may be re-appointed, provided that the period specified in the relevant regulations shall not be exceeded.

The general assembly may remove the auditor, without prejudice to his right to compensation for any damage he incurs, if justified. The chairman of the board of directors shall notify the Competent Authority of the removal decision and the grounds therefor within a period not exceeding five days from the decision date.

Article (43): Responsibilities of the Auditor

The Auditor shall have access to the Company's books, records and any other documents at all times. It may also request information and clarification, as it deems necessary, to verify the Company's assets, liabilities and other matters that may pertain to the scope of its activities. The Chairman of the Board of Directors shall enable the auditor to perform its duties; and when the auditor encounters difficulties in that regard, the latter shall document the same in a report to be submitted to the Board of Directors. Failure of the Board to facilitate the work of the auditor shall result in the latter requesting that the Board calls for a meeting of the Ordinary General Assembly to examine the matter.

CHAPTER SEVEN: THE COMPANY'S ACCOUNTS AND DISTRIBUTION OF PROFITS

Article (44): Fiscal Year

The Company's fiscal year shall begin on 1 January and end on 31 December of each year. The first fiscal year shall start on the date of the resolution issued announcing the establishment of the Company and end at the end of December of the following year.

Article (45): Financial Documents

1. At the end of each fiscal year, the Board of Directors shall prepare the Company's financial statements together with a report on its business and financial position for the ended fiscal year. This report shall include the proposed method for distributing profits. The Board of Directors shall place such documents at the disposal of the auditor at least forty-five (45) days prior to the date set for convening the General Assembly.
2. The Chairman of the Board, CEO and CFO shall sign the documents referred to in Paragraph (1) of this Article. A copy thereof shall be placed at the Company's Head Office at the disposal of Shareholders at least twenty-one (21) days prior to the date set for the General Assembly meeting.
3. The Chairman shall provide Shareholders with the Company's financial statements, Board of Directors' report after signing it, and auditor's report unless they are published by any of the modern technology means at least (21) days prior to the date set for the General Assembly meeting. The chairman of the board shall also deposit such documents in accordance with the Regulations.

Article (46): Distribution of Profits

The company's annual net profits are distributed after deducting the reserves, and other costs, as follows:

- 1-The Ordinary General Assembly -when determining dividends from the net profit- may decide to create other reserves, to the extent that achieves the interest of the company or ensures the distribution of fixed profits as much as possible to 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 ones of these institutions.
- 2-The general assembly shall determine the percentage of the net profit to be distributed to the shareholders after deducting the reserves, if any.
- 3-The General Assembly determines the distribution of reserves that the shareholders previously decided to set aside, including any reserves set aside in accordance with any statutory requirements prior to the date of adoption of this bylaw.
- 4-The company may distribute interim dividends on a semi-annual or quarterly basis, and the assembly may authorize the board of directors to do so by virtue of a resolution that is renewed annually.
- 5-The Board must implement the General Assembly resolution with respect to dividend distribution to the Registered Shareholders within fifteen (15) business days from the date they become entitled to such dividends as determined in such resolution, or the Board's resolution for the distribution of interim dividends.

Article (47): Entitlement to Profits

Shareholders shall be eligible to receive dividends pursuant to a General Assembly resolution adopted in that regard and indicating the entitlement and distribution dates. Shareholders eligible to receive dividends shall be those whose names appear on the Shareholder Registers at the end of the entitlement date.

Article (48): Distribution of Profits for Preferred Shares

1. If no profits were distributed for any fiscal year, profits may not be distributed for the following years, unless the percentage established in accordance with the provisions of Article 114 of the Companies Law has been paid to the owners of the preferred shares for such year.
2. If the Company failed to pay the determined percentage of profits in accordance with the provisions of Article 114 of the Companies Law for three (3) consecutive years, a Special Assembly of preferred shares holders shall be held in accordance with the provisions of Article 89 of the Companies Law to decide either to have the owners of the preferred shares attend meetings of the General Assembly and participate in the vote, or appoint their representatives to the Board of Directors, in proportion to the value of their shares in the Company's capital, until the Company is able to pay all of the profits allocated to the owners of the preferred shares for the previous years.

Article (49): Company Losses

1-If the losses of the company amount to half of the issued capital, the board of directors shall, within 60 days from the date of its knowledge thereof, announce the losses and the recommendations relating thereto, and shall, within 180 days from said date, call for an extraordinary general assembly meeting to consider the continuation of the company by taking measures necessary to resolve such losses or the dissolution of the company.

2-The Company shall be deemed dissolved under the Companies Law if its Extraordinary General Assembly fails to convene within the period specified in Paragraph 1 of this Article, or if it does convene but fails to reach a decision on the matter, or if it resolves to increase the capital in accordance with the conditions set forth in this Article, but the capital increase is not subscribed to in full within ninety (90) days of the Assembly's resolution to increase the capital.



CHAPTER EIGHT: CONFLICT

Article (50): Liability Action

Each shareholder shall have the right to file a liability action, vested in the Company, against members of the Board who have committed a mistake that caused said shareholder to suffer damages. Such liability action may only be filed by the shareholder if the Company's right to file such action remains valid. The shareholder must notify the Company of their intention to file such action.

CHAPTER NINE: DISSOLUTION AND WINDING UP OF THE COMPANY

Article (51): Termination of the Company

Upon its termination, the Company shall enter liquidation and retain its legal personality to the extent necessary for liquidation. The Extraordinary General Assembly shall adopt a resolution to voluntarily liquidate the Company. This resolution shall appoint a liquidator and specify the latter's powers, compensation and the restrictions on said powers, as well as the timeframe of the liquidation, which, in cases of voluntary liquidation must not exceed five (5) years, extendable only by court order. The powers of the Board of Directors shall cease upon the Company's dissolution. However, the Board of Directors shall remain responsible for the management of the Company and take on the capacity of liquidator until the latter is appointed. During liquidation, shareholder assemblies shall retain the responsibilities vested in them that do not conflict with those of the liquidator.

CHAPTER TEN: FINAL PROVISIONS

Article (52):

The provisions of the Companies Law and other relevant laws and regulations shall apply to whatever item not covered by these Bylaws. These Bylaws shall be published in compliance with the Companies Law and its Implementing Regulations.

