

Articles of Association

Arabian International Healthcare Holding Co.

**A Listed Joint Stock Company
Holding**

Articles of Association of Arabian International Healthcare Holding Co.

(A Listed Joint Stock Company)

Part One: Formation of the Company

Article 1: Formation

The Company is established pursuant to the provisions of the Companies Law promulgated under Royal Decree No. (M/132), dated 01/12/1443 AH, and its Implementing Regulations to be a Saudi joint stock according to the following:

Article 2: Name of Company:

Arabian International Healthcare Holding Co. (A Listed Joint Stock Company)

Article 3: Company's Head Office

The Company's head office shall be in Riyadh. It may open branches inside or outside the Kingdom by a Board of Directors resolution.

Article 4: Objectives of the Company

The Company carries out and executes the following purposes:

Field	Category
Financial and Insurance Activities	Activities of holding companies i.e., units that acquire assets that own a dominant share of the capital of a group of subsidiaries, and whose main activity is the ownership of that group

The company shall exercise its objectives according to laws in force and after obtaining the necessary licenses from the competent authorities, if any.

Article (5): Company Term

- The duration of the Company shall be ninety-nine (99) years, commencing on the date the Company is registered at 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 expiry of the Company's term.

Part Two: Capital and Shares

Article 6: Capital

The Company's issued share capital is set at two hundred million Saudi Riyals (SAR 200,000,000), divided into twenty million (20,000,000) nominal shares of equal value, with a nominal value of ten Saudi Riyals (SAR 10) per share. All shares are ordinary shares paid in cash. The paid-up amount of the issued share capital is two hundred million Saudi Riyals (SAR 200,000,000), and the cash contributions paid towards the issued share capital have been deposited with a licensed bank.

Article 7: Subscription to Shares

The shareholders have subscribed to the entirety of the issued share capital amounting to two hundred million Saudi Riyals (SAR 200,000,000), which has been fully paid up.

Article 8: Shareholder Register

1. The company shall maintain a special register containing the names, nationalities, details, places of residence, and professions of the shareholders, as well as the number of shares owned by each, the share numbers, and the amounts paid thereof. The company may contract for the preparation of this register, which must be kept within the Kingdom.
2. The company shall provide the Commercial Register with the information contained in the register referred to in paragraph (1) of this Article, as well as any amendments thereto, within fifteen (15) days from the date of the company's registration with the Commercial Register or the date of the amendment, as applicable.

Article 9: Transfer of Shares

1. The Company's shares shall be traded by virtue of an entry made to the Shareholder Register. The transfer of shares shall only be effective from the date of the entry in said register.

Article 10: Sale of Unrealized Shares

1. The shareholder shall be obligated to pay the value of the share on the dates specified therefor. If he fails to pay on the due date, the Board of Directors may, after notifying the shareholder. by an email, a registered letter, or other modern technology method, sell the share in the public auction or the stock exchange.

2. The Company will collect its due amounts from the proceeds of the sale and returns the remainder to the shareholder. If the proceeds from the sale are not sufficient to meet these amounts, the company may collect the remainder of all shareholder funds.

3. The rights relating to non-paid shares shall be suspended at the expiry of the specified date to sell the same until they are sold or the due from them is paid in accordance with the provisions of paragraph (1) thereunder and shall include the right to receive a share of the net profits to be distributed and the right to attend the assemblies and vote on their resolutions. However, the shareholder who defaults on payment until the day of sale may pay the value due from it plus the expenses incurred by the company in this regard, in such case the shareholder shall have the right to request the dividends to be distributed.

4. The company shall cancel the certificate of the sold share in accordance with the provisions of this article and shall give the purchaser a new certificate of the share bearing the same number, and shall indicate in the shareholders' register the occurrence of the sale with the necessary data for the new owner.

Article 11: Increase Capital

1. The Company's Board of Directors may, by resolution, increase the issued share capital within the limits of the authorized share capital, provided that the issued share capital has been fully paid up.

2. The Extraordinary General Assembly may resolve to increase the Company's issued share capital, provided that the issued share capital has been fully paid up. It is not required for the capital to be fully paid if the unpaid portion of the capital relates to shares issued in exchange for the conversion of debt instruments or financing sukuk into shares, thereof period designated for their conversion has not yet expired.

Article 12: Decrease of Capital

1. The Extraordinary General Assembly may reduce its capital if it proves to be more than the Company's needs or if the Company sustains losses. The capital may, in the loss case only, be decreased to less than the limit stipulated in Article (59) of the Companies Law. Resolutions to decrease the share capital shall be issued only after reading a statement in the General Assembly prepared by the Board of Directors stating the grounds for such decrease, the Company's liabilities, and the effect of the decrease on the fulfillment of such liabilities. The statement shall be attached with the report prepared by the Company's auditor.

2. If capital reduction resulted from being more than Company need, debtors may be called to express their objections, if any, at least (forty-five) days before date specified for holding Extraordinary General Assembly meeting to issue reduction resolution, provided that

invitation is accompanied by a statement elaborating capital before and after reduction, date of meeting and reduction effectiveness date. If any debtor objected to reduction and submits his documents on the date specified, Company shall pay him his debt if it is due, or it may present thereto a sufficient guarantee to fulfill it if it must be paid later.

3. Equality between shareholders holding shares of the same type and class must be considered when reducing the capital.

Article 13: The issuance of debt instruments and financial sukuk

- a. The Company may issue, in accordance with the Capital Market Law, debt instruments or tradable financing sukuk.
- b. The issuance by the Company of debt instruments or financing sukuk convertible into shares shall be subject to a resolution of the Extraordinary General Assembly specifying the maximum number of shares that may be issued in exchange for such instruments or sukuk, whether such instruments or sukuk are issued at once, through a series of issuances, or under one or more issuance programs. The Board of Directors shall, without the need for a new resolution from the Extraordinary General Assembly, issue new shares in exchange for the debt instruments or sukuk whose holders request conversion upon the expiry of the conversion request period specified for the holders of such instruments or sukuk, or upon the occurrence of conditions for their automatic conversion into shares, or upon the lapse of the specified conversion period. The Board shall take the necessary measures to amend the Company's Articles of Association with respect to the number of issued shares and the share capital.
- c. The Company may convert debt instruments or financing sukuk into shares in accordance with the Capital Market Law, subject to the approval of the holder thereof, whether such approval is granted in advance as part of the issuance terms or through a subsequent agreement.
- d. Resolutions of the Shareholders' Assemblies shall be binding on the holders of debt instruments and financing sukuk. However, such assemblies may not amend the rights granted to them except with the approval of the holders issued in a special meeting convened in accordance with the provisions of Article (89) of the Companies Law.

Article 14: The Sale of the Company's Shares

The Company may, pursuant to a resolution of the Board of Directors, sell treasury shares, provided that such sale does not conflict with the resolution of the Extraordinary General Assembly approving the purchase of such shares. The sale shall be conducted in accordance with the regulations set by the competent authorities.

Article 15: Preferred Shares and Redeemable Shares

The Company may issue preferred shares or redeemable shares, decide to purchase them, or convert any type or class thereof into another type or class, all in accordance with the regulations set by the competent authorities.

Article 16: Pledging of the Company's Shares

The Company may pledge its shares as security for a debt, subject to the approval of the Ordinary General Assembly and in accordance with the regulations set by the competent authorities.

Part Three: BOARD OF DIRECTORS

Article 17: Company Management

a. The management of the Company shall be undertaken by a Board of Directors composed of (7) members, who must be natural persons elected by the Ordinary General Assembly of the shareholders for a term of (3) year(s).

b. The manner of operation of the Board of Directors shall be as follows:

Board meetings shall be held at the Company's headquarters or at any other location determined by the Chairman of the Board. Meetings of the Board may also be conducted via telephone calls, video conferencing, or any other means through which each member can speak and be heard by the other members.

A quorum for a Board meeting shall be valid upon the attendance of 50% of the members of the Board of Directors.

A legal quorum for adopting resolutions shall be met with the approval of 51% of the members.

Members of the Board may not delegate others to attend Board meetings on their behalf.

The method of communication among the members of the Board of Directors shall be as stipulated in the Article on Board Meetings of these Articles of Association.

The rules governing the termination of membership shall be as stipulated in the Article on the Termination of Board Membership in these Articles of Association.

Article 18: Board Membership Termination or Expiration

1. Membership of the Board of Directors shall be terminated upon the expiration of the appointment period. Termination of membership shall also occur if the member becomes unsuitable for membership under any law or regulations prevailing in the Kingdom. However, the Ordinary General Assembly may (Based on the recommendation of the Board) dismiss the absent members from attending (three) consecutive meetings or (five) separate meetings during his term of membership without a legitimate excuse acceptable to the Board.

Article 19: Expiry of Term of the Board, Retirement of its members or Vacancy of Membership

1. Before the end of its term, the Board shall summon the Ordinary General Assembly to elect a Board of Directors for a new term. If the election cannot be held and the duration of the Board of Directors have come to end, then the current members of the Board shall continue to perform their duties for a period not exceeding the period specified by the executive regulations of the Companies Law.

2. If the Board Chairman and Members resign, they shall call upon the Ordinary General Assembly to convene to elect a new Board of Directors. The resignation shall not take effect until the new Board is elected, provided that the term during which the resigning Board continues in office does not exceed the period specified in the Implementing Regulations of the Companies Law.

3. A member of the Board may retire from the membership of the Board under a written notification addressed to the Chairman of the Board. If the Chairman of the Board retires, the notification shall be addressed to the rest of the members of the Board and the Secretary of the Board. The retirement shall be effective - in both cases from the date specified in the notification.

4. If the position of a member of the Board of Directors becomes vacant due to the death or retirement of any of its members and such vacancy does not result in a breach of the conditions necessary for the validity of the meeting of the Board due to the lack of the number of its members from the minimum, the Board may appoint (temporarily) to the vacant position a person who is qualified and competence, provided that a notice of such appointment shall be sent to Commercial Register, as well as the Capital Market Authority if the company is listed in the Capital Market, within (15) fifteen days from the date of appointment, and the appointment shall be submitted to the Ordinary General Assembly at its first meeting, and the appointed member shall complete the term of his predecessor.

5. If the requirements set for the Board to assemble are not met because the quorum is less than the minimum number stipulated in the Companies Law or in this Articles of Association,

the rest of the members shall call upon the Ordinary General Assembly to assemble within (60) sixty days to elect the necessary number of members.

Article 20: Powers of the Board of Directors

Subject to the terms of reference assigned to the General Assembly, the Board shall have the broadest powers in managing the Company to achieve its purposes, along with the following:

Commercial Registers	Main	Issue	Can be delegated		
		Renew	Can be delegated		
		De register	Can be delegated		
	Sub	Issue	Can be delegated		
		Renew	Can be delegated		
		De register	Can be delegated		
Companies, to which the Company is a partner	Sign companies' MOAs	Can be delegated			
	Purchase shares	Can be delegated			
	Company liquidation	Can be delegated			
	Sell shares	Can be delegated			
	Represent the Company in the company where shares are held	Can be delegated			
Incorporate companies in the name of the Company	Commercial Registers	Issue	Can be delegated		
		Renew	Can be delegated		
		De register	Can be delegated		
	Register the Company in the Ministry	Can be delegated			
	Represent before the Notary Public	Can be delegated			
	Sign the company's MOA	Can be delegated			

	Sign the partners' decisions	Can be delegated			
Bank	Open accounts	Can be delegated			
	Open credits	Can be delegated			
	Deposit	Can be delegated			
	Withdraw	Can be delegated			
	Cheque Issuance	Can be delegated			
	Update accounts	Can be delegated			
	Issue account statements	Can be delegated			
	Apply for facilities	Can be delegated			
	Apply for guarantees	Can be delegated			
	Sign loan agreements	Can be delegated			
	Sign commercial bonds	Can be delegated			
	Sign promissory notes	Can be delegated			
	Apply for any request or service provided by the Ministry of Communications and Information Technology	Can be delegated			
	The authority to delegate, in accordance with the relevant laws, any person to apply for any request or service provided by the Ministry of Communications and Information Technology	Can be delegated			

Property Management	Purchase, sell and convey properties	Real Estate Properties	Purchase	Can be delegated	
			Sell	Can be delegated	
			Conveyance	Can be delegated	
		Lands	Purchase	Can be delegated	
			Sell	Can be delegated	
			Conveyance	Can be delegated	
		Shares	Purchase	Can be delegated	
			Sell	Can be delegated	
	Property mortgage	Right to mortgage	Can be delegated		
		Discharge mortgage	Can be delegated		
		Receipt	Can be delegated		
Issuing commercial bonds	Approval and signing of commercial bonds.	Can be delegated			
	Issuance of commercial bonds	Can be delegated			
	Cancellation of commercial bonds	Can be delegated			
	Closure of commercial bonds	Can be delegated			
Amend the MOAs of the companies to which the Company is a partner	Approve partners' decisions.	Change legal entity	Can be delegated		
		Increase or decrease capital	Can be delegated		
		Accept assignment and purchase of shares	Can be delegated		

		Entry and exit of partners	Can be delegated		
		Sign the partners' decision to merge	Can be delegated		
		Amend the remainder of the provisions of the MOA	Can be delegated		
	Company liquidation	Can be delegated			
	Convert the Company into an establishment	Can be delegated			
Judiciary	Represent the Company before Sharia courts	consider and respond to claims	Can be delegated		
		Reconciliation	Can be delegated		
		Refusal and acceptance of arbitration	Can be delegated		
		Refusal and acceptance of reconciliation	Can be delegated		
		Acknowledgment and denial	Can be delegated		
		Waiver	Can be delegated		
		Pleading	Can be delegated		
		defensing	Can be delegated		
		Claiming	Can be delegated		
		Disputing	Can be delegated		
	Appoint arbitrators	Can be delegated			
	Appoint lawyers	Can be delegated			

	Represent the Company before Notaries	Can be delegated			
	Use and execute all electronic services of the Ministry of Justice	Can be delegated			
	Delegate or give POA to third parties to execute all electronic services of the Ministry of Justice	Can be delegated			
	(Sign loan contract agreement and its amendments, appendices and all relevant documents; sign follow-up agreement; sign counseling agreement; sign before the notary public regarding the industrial mortgage for mortgaging all the company's property; receive the loan; waive the loan; request loan exemption; repay the loan; and sign the letter of credit agreement)	Can be delegated			
	(Sign corporate guarantee)	Can be delegated			

	(Sign the transfer of liabilities agreement and amend the Loan contract)	Can be delegated			
	(Sign debt settlement agreement on behalf of the company and partners)	Can be delegated			
	(Issue, amend and cancel the waiver announcement)	Can be delegated			
Services of the National Center for the Development of the Non-Profit Sector	Services of brokerage for collection, exchange, marketing, and other brokerage services in the non-profit sector.	Can be delegated			
	Volunteer services	Can be delegated			
	Services for the establishment and management of non-profit entities	Can be delegated			
	Services for providing goods and services to non-profit entities.	Can be delegated			
Use and implementation of all services of Etimad platform.	Can be delegated				
Transferring the corporation's branch	Can be delegated				

Opening branches for registers	Can be delegated				
Purchase establishment	Can be delegated				
Sign all documents at the Chamber of Commerce	Can be delegated				
Sell establishment	Can be delegated				
Apply to Records Department	Can be delegated				
Obtain registers	Can be delegated				
Transfer commercial registers	Can be delegated				
Manage registers	Can be delegated				
Cancel registers	Can be delegated				
Supervise registers	Can be delegated				
Commence subscription to the Chamber of Commerce	Can be delegated				
Authenticate signature with the Chamber of Commerce	Can be delegated				
Cancel signature with the Chamber of Commerce	Can be delegated				
Participate in tenders and receive forms	Can be delegated				
Apply to GOSI	Can be delegated				
Apply to GAZT	Can be delegated				
Manage commercial registers	Can be delegated				
Cancel commercial registers	Can be delegated				
Apply to Civil Defense	Can be delegated				

Amend register	Can be delegated				
Add activity	Can be delegated				
Reserve trade name	Can be delegated				
Renew subscription to the Chamber of Commerce	Can be delegated				
Amend commercial registers	Can be delegated				
Transfer commercial register	Can be delegated				
Obtain a replacement of a damaged or lost commercial register	Can be delegated				
Obtain a replacement of a damaged or lost commercial register	Can be delegated				
Register a trademark	Can be delegated				
Assign trademark	Can be delegated				
Assign tradename	Can be delegated				
Obtain licenses	Can be delegated				
Purchase boats	Can be delegated				
Obtain a replacement for damaged or lost fishing permits	Can be delegated				
Import boats	Can be delegated				
Cancel boat licenses	Can be delegated				
Renew licenses	Can be delegated				
Amend license	Can be delegated				
Add activity	Can be delegated				
Reserve names	Can be delegated				

Cancel licenses	Can be delegated				
Renew subscription to the Chamber of Commerce	Can be delegated				
Open branches	Can be delegated				
Apply to GOSI	Can be delegated				
Apply to Civil Defense	Can be delegated				
Apply to GAZT	Can be delegated				
Obtain fishing permits	Can be delegated				
Obtain boat license	Can be delegated				
Renew boat license	Can be delegated				
Transfer boat license	Can be delegated				
Sell a boat	Can be delegated				
Renew fishing permit	Can be delegated				
Cancel fishing permit	Can be delegated				
Obtain a replacement for damaged and lost boat license	Can be delegated				
Open branch for license	Can be delegated				
Transfer license	Can be delegated				
Incorporate a company	Can be delegated				
Sign MOAs and amendment annexes	Can be delegated				
Cancel MOAs and amendment annexes	Can be delegated				
Sign the Company's decisions	Can be delegated				
Appoint and dismiss Managers	Can be delegated				

Amend Company's purposes	Can be delegated				
Company liquidation	Can be delegated				
Convert Company from joint stock into limited liability company	Can be delegated				
Convert Company from limited liability into joint-stock company	Can be delegated				
Convert Company from joint liability into limited liability company	Can be delegated				
Increase capital	Can be delegated				
Decrease capital	Can be delegated				
Entry and exit of partners	Can be delegated				
Enter into existing companies	Can be delegated				
Transfer shares, stocks and bonds	Can be delegated				
Determine capital	Can be delegated				
Receive allocation surplus	Can be delegated				
Sell shares and stocks and receive their value.	Can be delegated				
Assign shares and stocks from capital	Can be delegated				
Sell the Company's branch	Can be delegated				
Modify nationality of a partner in the MOA	Can be delegated				
Accept assignment of shares, stocks and capital	Can be delegated				
Purchase shares and stocks and pay prices	Can be delegated				

Close bank accounts in the Company's name	Can be delegated				
Open bank accounts in the Company's name	Can be delegated				
Sign agreements	Can be delegated				
Register the company	Can be delegated				
Register agencies and trademarks	Can be delegated				
Attend general assemblies	Can be delegated				
Open Company's branches	Can be delegated				
Open Company's files	Can be delegated				
Sign MOAs and amendment annexes before the Notary Public	Can be delegated				
Obtain and renew the Company's commercial registers	Can be delegated				
Subscribe and renew subscription to the chamber of commerce	Can be delegated				
Apply to and sign before the General Investment Authority.	Can be delegated				
Apply to the Saudi Standards, Metrology, and Quality Organization (SASO)	Can be delegated				
Apply to the Capital Market Authority (CMA)	Can be delegated				
Obtain and renew licenses for the Company	Can be delegated				
Convert the establishment into a company	Can be delegated				

Convert the Company branch into an establishment	Can be delegated				
Convert the Company branch into a company	Can be delegated				
Publish MOAs, amendment annexes and their summaries, and the AOAs in the official gazette.	Can be delegated				
Apply to communication, land lines and mobile companies in the Company's name.	Can be delegated				
Participate in tenders and receive forms	Can be delegated				
Sign contracts of the Company with third parties	Can be delegated				
Assign or cancel trademarks	Can be delegated				
Amend the Company's name	Can be delegated				
Obtain visas	Can be delegated				
Convert the Company into an establishment	Can be delegated				
Receive visa compensation	Can be delegated				
Update workers' details	Can be delegated				
Open, renew and cancel primary and secondary files	Can be delegated				
Liquidate and terminate labor	Can be delegated				
Report the absconding of the workers	Can be delegated				
Cancel absconding reports of the workers	Can be delegated				
Transfer sponsorships	Can be delegated				

Amend professions	Can be delegated				
Transfer ownership, liquidation and cancellation of establishments	Can be delegated				
Apply to civil recruitment offices department	Can be delegated				
Apply to the Computer Department in the Workforce	Can be delegated				
Obtain and renew work permits	Can be delegated				
Receive Saudization certificates	Can be delegated				
Obtain a printout of statements	Can be delegated				
Add and delist Saudis	Can be delegated				
Recruitment	Can be delegated				
Recruitment	Can be delegated				
Open files	Can be delegated				
Activate the Saudi Portal	Can be delegated				
Recruit workers from abroad	Can be delegated				
Finalize the procedures of the workers with the GOSI	Can be delegated				
Cancel visas	Can be delegated				
Recover visa costs	Can be delegated				
Amend nationalities	Can be delegated				
Obtain visas for family visits	Can be delegated				
Obtain visas for bringing family members	Can be delegated				

Apply to embassies	Can be delegated				
Extend exit and re-entry visas	Can be delegated				
Extend visit visas	Can be delegated				
Obtain a printout of statements	Can be delegated				
Cancel visas	Can be delegated				
Recover visa costs	Can be delegated				
Amend destinations	Can be delegated				
Obtain residence permits (Iqama)	Can be delegated				
Renew residence permits (Iqama)	Can be delegated				
Prepare exit and re-entry visas	Can be delegated				
Prepare the final exit visa	Can be delegated				
Transfer sponsorships	Can be delegated				
Obtain replacements for damaged or lost residence permits (Iqama)	Can be delegated				
Finalize the procedures of the deceased workers	Can be delegated				
Report an absconding	Can be delegated				
Cancel absconding reports	Can be delegated				
Transmit information and update data	Can be delegated				
Settle and assign workers	Can be delegated				
Apply to the General Department of Expatriate Affairs	Can be delegated				

Obtain a printout of worker details statement	Can be delegated				
Terminate employment	Can be delegated				
Manage my businesses	Can be delegated				
Transfer worker sponsorship to himself	Can be delegated				
Add a newborn child	Can be delegated				
Finalize deceased worker procedures	Can be delegated				
Manage ports' affairs	Can be delegated				
Obtain repatriation certificates	Can be delegated				
Add dependents	Can be delegated				
Add children to the father's or mother's passport	Can be delegated				
Separate children from father's or mother's passport	Can be delegated				
Cancel exit and re-entry visas	Can be delegated				
Cancel final exit visas	Can be delegated				
Obtain replacement for damaged and lost travel visas	Can be delegated				
Obtain visit visas extensions	Can be delegated				
Amend professions	Can be delegated				
Obtain Hajj permits	Can be delegated				
Apply to domestic workers affairs	Can be delegated				
Register in the e-service	Can be delegated				
Apply to the Ministry of Agriculture and the	Can be delegated				

Directorate of Agriculture with regard to					
Apply to the public notary or the court for conveyance	Can be delegated				
Assign agricultural decision	Can be delegated				
Transfer agricultural decision	Can be delegated				
Receive salaries	Can be delegated				
Receive pensions	Can be delegated				
Receive end of service gratuity and leaves balances	Can be delegated				
Transfer salaries	Can be delegated				
Receive bonus	Can be delegated				
Obtain salary statements	Can be delegated				
Receive my dues	Can be delegated				
Open account based on Sharia controls	Can be delegated				
Close and settle accounts	Can be delegated				
Withdraw from accounts	Can be delegated				
Obtain ATM cards	Can be delegated				
Obtain Islamic-Sharia-compliant credits cards	Can be delegated				
Receive and cash remittances	Can be delegated				
Cash cheques	Can be delegated				
Issue certified cheques	Can be delegated				
Obtain cheque books	Can be delegated				

Obtain account statement	Can be delegated				
Transfer from accounts	Can be delegated				
Apply for Sharia-compliant bank loans	Can be delegated				
Open account based on Sharia controls	Can be delegated				
Deposit into the accounts	Can be delegated				
Renew subscription to trust funds	Can be delegated				
Open trust funds	Can be delegated				
Subscribe to trust funds	Can be delegated				
Apply for loan forgiveness	Can be delegated				
Object to cheques	Can be delegated				
Update data	Can be delegated				
Activate accounts	Can be delegated				
Receive cheques	Can be delegated				
Redeem trust fund units	Can be delegated				
Audit	Can be delegated				
Reschedule installments	Can be delegated				
Request points of sale	Can be delegated				
Apply for bank credits	Can be delegated				
Apply for bank guarantees	Can be delegated				
Subscribe to joint-stock companies	Can be delegated				
Receive shareholding certificates	Can be delegated				
Purchase sharia-compliant shares	Can be delegated				

Sell Sharia-compliant shares	Can be delegated				
Receive share value	Can be delegated				
Receive profits	Can be delegated				
Receive surpluses	Can be delegated				
Open Sharia-controlled investment portfolios, and issue, amend or cancel orders	Can be delegated				
Subscription	Can be delegated				
Purchase shares	Can be delegated				
Sell shares	Can be delegated				
Redeem investment fund units	Can be delegated				
Transfer shares from portfolio	Can be delegated				
Subscribe to units of Sharia-compliant investment portfolio	Can be delegated				
Manage investment portfolio	Can be delegated				
Obtain indebtedness certificates	Can be delegated				
Describe investment portfolio	Can be delegated				
Open stores	Can be delegated				
Obtain health cards	Can be delegated				
Convert farm lands into construction lands	Can be delegated				
Apply to the General Department of Urban Planning	Can be delegated				
Open stores	Can be delegated				

Obtain licenses	Can be delegated				
Renew licenses	Can be delegated				
Cancel licenses	Can be delegated				
Transfer licenses	Can be delegated				
Obtain building and restoration reports	Can be delegated				
Land planning	Can be delegated				
Obtain building completion certificates	Can be delegated				
Obtain fencing licenses	Can be delegated				
Obtain demolition permits	Can be delegated				
Sign leases	Can be delegated				
Assign contracts	Can be delegated				
Prepare a scheme for the owned land	Can be delegated				
Apply to the municipality	Can be delegated				
Convert agricultural lands into residential ones	Can be delegated				
Supervise construction	Can be delegated				
Sign contracts with construction institutions and contractors	Can be delegated				
Participate in tenders and receive forms	Can be delegated				
Sell and transfer to the buyer	Can be delegated				
Purchase and accept the transfer and pay the price	Can be delegated				

Receive deeds	Can be delegated				
Lease	Can be delegated				
Receive rental value	Can be delegated				
Sign lease contracts	Can be delegated				
Renew lease contracts	Can be delegated				
Cancel and terminate lease contracts	Can be delegated				
Mortgage	Can be delegated				
Discharge mortgage	Can be delegated				
Divide and sort	Can be delegated				
Amend boundaries, lengths, area, plot numbers, charts, deeds and their dates, and neighborhood names	Can be delegated				
Sell	Can be delegated				
Accept mortgage	Can be delegated				
Update deeds and drag them into the Integrated System	Can be delegated				
Sell the share of	Can be delegated				
Purchase	Can be delegated				
Purchase the share of	Can be delegated				
Lease	Can be delegated				
Amend the owner's name and the civil register number	Can be delegated				
Gift and transfer	Can be delegated				

Accept gift and transfer	Can be delegated				
Assign the decrease in the space	Can be delegated				
Integrate deeds	Can be delegated				
Accept waiver and transfer	Can be delegated				
Obtain a set of lost deeds replacement, and its data as follows	Can be delegated				
Obtain a set of lost deeds replacement, and its data as follows	Can be delegated				
Sell and transfer to the heirs	Can be delegated				
Assign the share of	Can be delegated				
Register the building	Can be delegated				
Obtain replacement of lost deed	Can be delegated				
This is for real estate located in	Can be delegated				
Convert agricultural land into residential or industrial ones	Can be delegated				
Enter into real estate shareholdings	Can be delegated				
Purchase real estate shares	Can be delegated				
Sell real estate shares	Can be delegated				
Assign leased land	Can be delegated				
Update the deed and enter it into the Integrated System	Can be delegated				
Obtain replacement of lost deed	Can be delegated				
Convert farm lands into construction lands	Can be delegated				

Build on land	Can be delegated				
Lease land	Can be delegated				
Change the legal entity of the Company	Can be delegated				
Convert the Company from a limited partnership to a limited liability Company	Can be delegated				
Divide the shares among the heirs and transfer them to their portfolios	Can be delegated				

The Board is required to obtain the approval of the General Assembly when selling assets whose value exceeds fifty percent (50%) of the value of its total assets, whether the sale takes place through one transaction or several transactions, in which case the transaction that leads to exceeding fifty percent (50%) of the value of the assets is the transaction that requires the approval of the General Assembly, and this percentage is calculated from the date of the first transaction made during the previous twelve (12) months.

The Board may, within the limits of its competence, delegate one or more of its members or third parties to carry out certain work(s).

Article 21: Remuneration of Board of Directors

1. The remuneration of the Board of Directors shall consist of a specific amount or such amount as determined by the Ordinary General Assembly.
2. The report submitted by the Board of Directors to the Ordinary General Assembly shall contain a statement of all payments made to the members of the Board during the fiscal year; remuneration, attendance allowance, expenses and other benefits. It shall as well contain a statement of payments made in consideration for technical, administrative or consultancy assignments carried out by the Board's members alongside a statement of number of Board meetings and the meetings attended by each member.

Article 22: Powers of the Chairman, Vice Chairman, Managing Director and Secretary

The board of directors appoints a chairman among its members in its first meeting . The Board may appoint managing director among its members. The Board appoints a deputy among its members in its first meeting

1. The Board shall appoint a Chief Executive Officer from among its members or others.

The Chairman of the Board shall be concerned with the following matters

Commercial Registers	Main	Issue	To be practiced individually	
		Renew	To be practiced individually	
		De register	To be practiced individually	
	Sub	Issue	To be practiced individually	
		Renew	To be practiced individually	
		De register	To be practiced individually	
Bank	Open accounts	To be practiced individually		
		Can be delegated		
	Open credits	To be practiced individually		
		Can be delegated		
	Deposit	To be practiced individually		
		Can be delegated		
	Withdraw	To be practiced individually		
		Can be delegated		
	Issue cheques	To be practiced individually		
		Can be delegated		
	Update accounts	To be practiced individually		
		Can be delegated		
	Issue account statements	To be practiced individually		
		Can be delegated		
	Apply for facilities	To be practiced individually		
		Can be delegated		
	Apply for guarantees	To be practiced individually		
		Can be delegated		

	Sign loan agreements	To be practiced individually		
		Can be delegated		
	Sign commercial bonds	To be practiced individually		
		Can be delegated		
	Sign promissory notes	To be practiced individually		
		Can be delegated		
	Apply for any request or service provided by the Ministry of Communications and Information Technology	To be practiced individually		
		Can be delegated		
	The authority to delegate, in accordance with the relevant laws, any person to apply for any request or service provided by the Ministry of Communications and Information Technology	To be practiced individually		
		Can be delegated		
Judiciary	Represent the Company before Sharia courts	Consider and respond to claims	To be practiced individually	
			Can be delegated	
		Reconciliation	To be practiced individually	
			Can be delegated	
		Refusal and acceptance of arbitration	To be practiced individually	
			Can be delegated	
		Refusal and acceptance of reconciliation	To be practiced individually	
			Can be delegated	

		Acknowledgment and denial	To be practiced individually	
			Can be delegated	
		Waiver	To be practiced individually	
			Can be delegated	
		Pleading	To be practiced individually	
			Can be delegated	
		Defensing	To be practiced individually	
			Can be delegated	
		Claiming	To be practiced individually	
			Can be delegated	
		Disputing	To be practiced individually	
			Can be delegated	
	Appoint arbitrators	To be practiced individually		
		Can be delegated		
	Appoint lawyers	To be practiced individually		
		Can be delegated		
	Represent the Company before Notaries	To be practiced individually		
		Can be delegated		
	Use and execute all electronic services of the Ministry of Justice	To be practiced individually		
		Can be delegated		
	Delegate or give POA to third parties to execute all electronic services of the Ministry of Justice	To be practiced individually		
		Can be delegated		

	(Sign loan contract agreement and its amendments, appendices and all relevant documents; sign follow-up agreement; sign counseling agreement; sign before the notary public regarding the industrial mortgage for mortgaging all the company's property; receive the loan; waive the loan; request loan exemption; repay the loan; and sign the letter of credit agreement)	To be practiced individually		
		Can be delegated		
	(Sign corporate guarantee)	To be practiced individually		
		Can be delegated		
	(Sign the transfer of liabilities agreement and amend the Loan contract)	To be practiced individually		
		Can be delegated		
	(Sign debt settlement agreement on behalf of the company and partners)	To be practiced individually		
		Can be delegated		
	(Issue, amend and cancel the waiver announcement)	To be practiced individually		
		Can be delegated		
	Commence subscription to the Chamber of Commerce	To be practiced individually		
		Can be delegated		

Authenticate signature with the Chamber of Commerce	To be practiced individually			
	Can be delegated			
Cancel signature with the Chamber of Commerce	To be practiced individually			
	Can be delegated			
Manage commercial registers	To be practiced individually			
	Can be delegated			
Cancel commercial registers	To be practiced individually			
	Can be delegated			
Amend register	To be practiced individually			
	Can be delegated			
Add activity	To be practiced individually			
	Can be delegated			
Renew subscription to the Chamber of Commerce	To be practiced individually			
	Can be delegated			
Sign MOAs amendment annexes	To be practiced individually			
	Can be delegated			
Cancel MOAs and amendment annexes	To be practiced individually			
	Can be delegated			
Sign the Company's decisions	To be practiced individually			
	Can be delegated			
Amend Company's purposes	To be practiced individually			
	Can be delegated			
Attend general assemblies	To be practiced individually			
	Can be delegated			
Sign MOAs and their	To be practiced individually			
	Can be delegated			

amendment annexes before the Notary Public.				
Apply to the Capital Market Authority (CMA)	To be practiced individually			
	Can be delegated			
Publication of the MoA, their amendment annexes, their summaries, and the Articles of Association in the Official Gazette.	To be practiced individually			
	Can be delegated			
Open account based on Sharia controls	To be practiced individually			
	Can be delegated			
Close and settle accounts	To be practiced individually			
	Can be delegated			
Applying for bank loans that are compliant with Shariah rules and regulations.	To be practiced individually			
	Can be delegated			
Open account based on Sharia controls	To be practiced individually			
	Can be delegated			
Apply for loan forgiveness	To be practiced individually			
	Can be delegated			
Apply for bank credits	To be practiced individually			
Apply for bank guarantees	To be practiced individually			

The Chairman of the Board shall be concerned with the following matters

Commercial Registers	Main	Issue	To be practiced individually	
		Renew	To be practiced individually	
		De register	To be practiced individually	
	Sub	Issue	To be practiced individually	
		Renew	To be practiced individually	
		De register	To be practiced individually	
Bank	Open accounts	To be practiced individually		
	Open credits	To be practiced individually		
	Deposit	To be practiced individually		
	Withdraw	To be practiced individually		
	Issue cheques	To be practiced individually		
	Update accounts	To be practiced individually		

	Issue account statements	To be practiced individually		
	Apply for facilities	To be practiced individually		
	Apply for guarantees	To be practiced individually		
	Sign loan agreements	To be practiced individually		
	Sign commercial bonds	To be practiced individually		
	Sign promissory notes	To be practiced individually		
	Apply for any request or service provided by the Ministry of Communications and Information Technology	To be practiced individually		
	The authority to delegate, in accordance with the relevant laws, any person to apply for any request or service provided by the Ministry of Communications and Information Technology	To be practiced individually		
Judiciary			To be practiced individually	

	Represent the Company before Sharia courts	Consider and respond to claims	Can be delegated	
		Reconciliation	To be practiced individually	
			Can be delegated	
		Refusal and acceptance of arbitration	To be practiced individually	
			Can be delegated	
		Refusal and acceptance of reconciliation	To be practiced individually	
			Can be delegated	
		Acknowledgment and denial	To be practiced individually	
			Can be delegated	
		Waiver	To be practiced individually	
			Can be delegated	
		Pleading	To be practiced individually	
			Can be delegated	

		Defensing	To be practiced individually	
			Can be delegated	
		Claiming	To be practiced individually	
			Can be delegated	
		Disputing	To be practiced individually	
			Can be delegated	
	Appoint arbitrators	To be practiced individually		
		Can be delegated		
	Appoint lawyers	To be practiced individually		
		Can be delegated		
	Represent the Company before Notaries	To be practiced individually		
		Can be delegated		
	Use and execute all electronic services of the Ministry of Justice	To be practiced individually		
		Can be delegated		

	Delegate or give POA to third parties to execute all electronic services of the Ministry of Justice	To be practiced individually		
		Can be delegated		
	(Sign loan contract agreement and its amendments, appendices and all relevant documents; sign follow-up agreement; sign counseling agreement; sign before the notary public regarding the industrial mortgage for mortgaging all the company's property; receive the loan; waive the loan; request loan exemption; repay the loan; and sign the letter of credit agreement)	To be practiced individually		
		Can be delegated		
	(Sign corporate guarantee)	To be practiced individually		
		Can be delegated		
	(Sign the transfer of liabilities agreement and amend the Loan contract)	To be practiced individually		
		Can be delegated		

	(Sign debt settlement agreement on behalf of the company and partners)	To be practiced individually		
		Can be delegated		
	(Issue, amend and cancel the waiver announcement)	To be practiced individually		
		Can be delegated		
Commence subscription to the Chamber of Commerce	To be practiced individually			
Authenticate signature with the Chamber of Commerce	To be practiced individually			
Participate in tenders and receive forms	To be practiced individually			
Manage commercial registers	To be practiced individually			
Apply to Civil Defense	To be practiced individually			
	Can be delegated			
Add activity	To be practiced individually			
	Can be delegated			

Amend commercial registers	To be practiced individually			
	Can be delegated			
Renew subscription to the Chamber of Commerce	To be practiced individually			
	Can be delegated			
Apply to the Capital Market Authority (CMA)	To be practiced individually			
	Can be delegated			
Participate in tenders and receive forms	To be practiced individually			
	Can be delegated			
Sign contracts of the Company with third parties	To be practiced individually			
	Can be delegated			
Apply for Sharia-compliant bank loans with Shariah rules and regulations.	To be practiced individually			
	Can be delegated			
Open account based on Sharia controls	To be practiced individually			
	Can be delegated			
Apply for bank credits	To be practiced individually			

Apply for bank guarantees	To be practiced individually			
Receive shareholding certificates	To be practiced individually			

The Board shall appoint a Secretary, whether from among the Directors or otherwise.

The Chairman may delegate (by a written decision) some of his powers to other members of the Board or third parties to carry out certain work or work. The Chairman deputy shall replace the Chairman while the latter is absent in cases where the Board of Directors shall have a chairman deputy.

Article 23: Board Meetings:

1. The Board of Directors shall meet at least four times in the year at the invitation of its Chairman. The Chairman shall call to hold a meeting whenever any members request the same in writing to discuss one or more subjects.
2. The Board of Directors shall determine the place of holding its meetings, which may be held using modern technology.

Article 24: Board Meetings and Resolutions

1. A meeting of the Board of Directors shall not be valid unless attended by at least 50% of the members, whether in person or by their representative.
 - a. A meeting of the Board of Directors shall not be valid unless attended by at least four (4) members, whether in person or by delegation. If a member of the Board of Directors delegates another member to attend board meetings on their behalf, such delegation must adhere to the following guidelines: 1. A member of the Board of Directors may not act as a delegate for more than one (1) member in attending the same meeting. 2. The delegation shall be established in writing, whether on paper or electronically, and shall be limited to a specific meeting. 3. A delegate may not vote on resolutions that the principal is prohibited from voting on under the regulations.
2. The Board resolutions shall be adopted with the approval of the majority vote of the members present in person or represented by proxy. In case of a tie, Director presiding over the Board shall have a casting vote.

3. The resolution of the Board of Directors shall be effective from the date of its issuance, unless it stipulates that it shall be applicable at another time or when certain conditions are met.

Article 25: Issuing the Resolutions of the Board in urgent matters

1. The Board of directors may pass urgent decisions by presenting them to all members for immediate approval, unless any member requests, in writing, that the matter be discussed in a Board meeting. Resolutions shall be issued with the approval of most of the votes of the members, provided that such resolutions shall be presented to the Board at its first subsequent meeting to be recorded in the minutes thereof.

Article 26: Deliberations of the Board:

1. The Board deliberations and resolutions shall be drawn in minutes to be prepared by the secretary signed by the meeting president, attending members, and the Secretary.
2. Such minutes shall be recorded in a special register to be signed by the Board Chairman and the Secretary.
3. Modern technology may be used to sign and record deliberations and resolutions and record minutes.

Article 27: Powers of the Chairman, Vice Chairman, Managing Director, and Secretary.

The board of directors appoints a chairman among its members in its first meeting. The Board may appoint managing director among its members. The Board appoints a deputy among its members in its first meeting 1. The Board of Directors shall appoint a Chief Executive Officer (CEO) from among its members or from outside the Board. 2. If appointed, the Managing Director shall have the powers determined by the Board of Directors and shall implement the instructions issued by the Board. The Chairman of the Board shall have the powers set out in the Authority Matrix attached at the end of this document. The Chief Executive Officer shall have the powers set out in the Authority Matrix attached at the end of this document. The Board of Directors shall appoint a Secretary of the Board from among its members or from outside the Board, and his/her powers shall be as determined by the Board. The Chairman of the Board may, by written resolution, delegate certain of his powers to other Board members or third parties to carry out specific task(s). The Chairman deputy shall replace the Chairman while the latter is absent in cases where the Board of Directors shall have a chairman deputy.

Article 28: Conflict of Interest

Each member of the Board of Directors shall notify the Board of any direct or indirect interest he/she has in the businesses and contracts conducted for the Company's account. Such

notification shall be recorded in the minutes of the Board meeting at which it is presented. Such member shall not be permitted to participate in voting on any resolution issued in this regard by the Board or the General Assemblies. The Board shall notify the Ordinary General Assembly, upon its convening, of any businesses and contracts in which a member of the Board has a direct or indirect interest, and such notification shall be accompanied by a special report from the Company's external auditor.

Article 29: Audit Committee

An Audit Committee shall be formed in accordance with the regulations set by the relevant authorities.

Part Four: Shareholders Assemblies

Article 30: Shareholders Ordinary General Assembly

1. The meeting of the Shareholders General Assembly shall be chaired by the Chairman of the Board or his deputy in his absence, or whoever is delegated by the Board of Directors from among its members in their absence. In case that this is not possible, the General Assembly shall be presided by those delegated by the shareholders from among the members of the Board or others by voting.
2. Every shareholder shall have the right to attend the General Assembly meeting and may delegate another person other than a member of the Board of Directors on his behalf.
3. The General Assembly may be held, the shareholder may participate in the deliberations and vote on the resolutions by means of modern technology.

Article 31: Calling for Assemblies:

1. The general and special assemblies shall be convened by an invitation from the Board of Directors. The Board shall summon the Ordinary General Assembly to convene within thirty (30) days from the date of the request of the auditor or one or more shareholders representing ten percent (10%) of the shares of the Company that have voting rights at least. The auditor may invite the Ordinary General Assembly to convene if the Board does not issue the invitation within thirty (30) days from the date of the auditor's request.
2. The request referred to in paragraph (1) of this Article shall specify the matters on which the shareholders are required to vote.
3. The invitation to convene the Assembly shall be sent at least twenty-one (21) days before the specified date in accordance with the provisions of the Law, considering the following:

a. Shareholders shall be notified either by registered letters sent to their addresses as recorded in the shareholders' register or by announcing the invitation through modern technological means.

b. A copy of the invitation and the agenda shall be sent to the Commercial Register, as well as a copy to the Capital Market Authority if the Company is listed on the Stock Exchange, on the date the invitation is announced.

4. The invitation to the meeting of the Assembly shall include at least the following:

a. A statement identifying the person entitled to attend the General Assembly meeting and their right to authorize a representative of their choice, provided that the representative is not a member of the Board of Directors. The statement shall also clarify the shareholder's right to discuss the items listed on the agenda, raise questions, and exercise their voting rights.

b. The venue, date and time of the meeting.

C. The type of assembly, whether an Ordinary General Assembly or an Extraordinary General Assembly.

D. The agenda of the meeting includes the items required to be voted on by shareholders.

Article 32: Quorum of Ordinary General Assembly:

1. A meeting of the Ordinary General Assembly shall be valid only if attended by Shareholders representing at least one-quarter of the company's shares that has voting rights.

2. If the quorum required for convening the Ordinary General Assembly meeting in accordance with paragraph (1) of this Article is not met, an invitation shall be issued for a second meeting to be held under the same conditions stipulated in Article (ninety-one) of the Companies Law within the thirty (30) days following the scheduled date of the previous meeting. However, the second meeting may be held one hour after the end of the period specified for convening the first meeting, provided that the invitation to the first meeting indicates the possibility of holding such a meeting. In all cases, the second meeting shall be valid regardless of the number of shares with voting rights represented therein.

Article 33: Quorum of Extraordinary General Assembly:

1. A meeting of the Extraordinary General Assembly shall be valid only if attended by Shareholders representing at least half of the company's shares that has voting rights.

2. If such quorum cannot be attained in accordance with paragraph (1) thereof, a second meeting shall be convened under the same conditions stipulated in Article (91) of the Companies Law. However, the second meeting may be held one hour after the expiry of the period fixed for the first meeting, provided that the first meeting is convened to indicate that such a meeting may be held. In all cases, the second meeting shall be deemed valid if attended by Shareholders representing at least (one quarter) of the company's shares that has voting rights.

3. If such quorum cannot be attained to hold the second meeting, a third meeting shall be convened under the same conditions stipulated in Article (91) of the Companies Law. The third meeting shall be deemed valid irrespective of the number of shares represented therein.

Article 34: Voting in Assemblies

1. The members of the Board of Directors shall be elected by cumulative voting. The members of the Board may participate in voting on the resolutions of the General Assembly that relate to business and contracts in which they have a direct or indirect interest or that involve a conflict of interest.

Article 35: Assembly Resolutions:

1. Resolutions of the Ordinary General Assembly shall be adopted by the majority of the voting rights represented therein.

2. Resolutions of the Extraordinary General Assembly shall be adopted by a majority vote of two thirds of the voting rights represented at the meeting. However, if the resolution to be adopted is related to increasing or reducing the capital, extending the Company's term of existence, dissolving the Company prior to the expiry of the period specified therefor under these Articles of Association, merging the Company with another Company, or splitting the same into two companies then such resolution shall be valid only if adopted by a majority of 3/4 (three quarters) of the voting rights represented at the meeting.

Article 36: Discussions at the Assembly Meetings:

1. 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 auditors in this respect. The members of the Board or the auditors shall answer the Shareholders' questions to the extent that does not expose the Company's interest to any damage. If any shareholder considers the answer to their question insufficient, they may refer the matter to the General Assembly, and the Assembly's decision in this regard shall be final and binding.

Article 37: Preparing Assemblies' Minutes:

1. Minutes shall be written for the meeting showing the names of the Shareholders present in person or represented by proxy, the number of the shares held by each, the number of votes attached to such shares, the resolutions adopted at the meeting, the number of votes assenting or dissenting to such resolutions and a comprehensive summary of the discussions that took place at 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 canvassers.

Article 38: Attendance of Assemblies

- a. The meeting of the Shareholders General Assembly shall be chaired by the Chairman of the Board or his deputy in his absence, or whoever is delegated by the Board of Directors from among its members in their absence. In case that this is not possible, the General Assembly shall be presided by those delegated by the shareholders from among the members of the Board or others by voting.
- b. Every shareholder has the right to attend the General Assemblies of the shareholders and may authorize another person, other than a member of the Board of Directors, to attend the General Assembly on their behalf.
- c. The General Assembly meeting may be held, and shareholders may participate in the deliberations and vote on the resolutions, through modern technological means.

Article 39: Register of Attendance in Assemblies

Shareholders wishing to attend the General Assembly shall register their names at the Company's head office or at the location designated by the Company prior to the scheduled time of the Assembly meeting.

Article 40: Presidency of the Assemblies

Meetings of the General Assembly of Shareholders shall be presided over by the Chairman or the Vice Chairman, in the Chairman's absence, or a Director appointed by the board, in the event of the absence of the Chairman and the Vice Chairman.

Article 41: Powers of the Ordinary General Assembly

Except for matters reserved to the Extraordinary General Assembly, the Ordinary General Assembly shall have competence over all matters relating to the Company. The Ordinary General Assembly shall convene at least once a year during the six months following the end

of the Company's financial year. Other Ordinary General Assemblies may also be convened whenever necessary.

Article 42: Powers of the Extraordinary General Assembly

The Extraordinary General Assembly shall be competent to amend the Company's Articles of Association, except for matters that are legally prohibited from being amended. It shall also decide on the continuation or dissolution of the Company and approve the Company's purchase of its own shares. The Extraordinary General Assembly may pass resolutions on matters Jurisdiction within the competence of the Ordinary General Assembly, under the same rules and conditions applicable to the Ordinary General Assembly.

Part Five: Auditors

Article 43: Appointment of the Auditor

1. Company shall have one auditor or more to be selected from among the auditors certified licensed to work in the Kingdom of Saudi Arabia. The Auditor shall be appointed, its compensation shall be fixed, the term in office and scope of his office shall be determined by the General Assembly. It may be reappointed, provided that the term of his appointment does not exceed the term in accordance with the provisions prescribed by law.
2. The General Assembly may, by virtue of a resolution it passes, dismiss the external auditor. The Chairman of the Board of Directors must notify the competent authority of the dismissal resolution and its reasons within a period not exceeding five (5) days from the date of its issuance.
3. Without prejudice to the company's right to compensation for damage caused to it, if necessary, the auditor may retire by virtue of a written notification submitted to the company, and his assignment shall be terminated from the date of submission or later specified in the notification. The retired auditor shall submit to the company and the competent authority, upon submitting the notification a statement of the reasons for his retirement. the Board shall convene the General Assembly to consider the reasons for retirement, appoint another auditor and , determine its - fees, duration of work and scope.

Article 44: Auditor's Powers:

The Auditor shall have access at , all times - the Company's documents accounting records and supporting documents. It may request statements and notes it deems necessary to check the Company's assets and liabilities and other matters within the scope of its work. The Chairman shall help the Auditor perform his duties, and should the Auditor encounter any difficulties in this regard, he shall state the same in a report to be submitted to the Board of Directors. In case the Board does not facilitate the Auditor's duties, the Auditor shall be

required to ask the Board to hold an Ordinary General Assembly to consider the matter. The auditor may issue such invitation if the Board does not issue the same within 30 thirty days from the date of the auditor's request.

Part Six: COMPANY'S FINANCIAL MATTERS AND DISTRIBUTION OF PROFITS

Article 45:

The fiscal year of the Company shall comprise of twelve (12) Georgian months starting from the first day of September till the last day of August.

Article 46: Financial Documents:

1. The Board of Directors shall, at the end of each fiscal year of the Company, prepare the Company's financial statements, a report on the Company's activities and its financial position for the previous fiscal year and its proposals as to the distribution of the profits. The Board of Directors shall put such documents at the auditor's disposal (if any) at least 45 (forty-five) days prior to the convening of the annual Ordinary General Assembly.
2. The documents stated in paragraph (1) above, shall be signed by the Chairman of the Board of Directors, Chief Executive Officer, and Chief Financial Officer (if any) and a set thereof shall be available at the Company's head office for the Shareholders' review disposal.
3. The Chairman of the Board shall provide Shareholders with the Company's financial statements, signed Board of Directors' report, and Auditor's report (if any) unless all such documents are published in any means of modern technology, at least (21) twenty (one) days before the date set for the Annual Ordinary General Assembly. He shall also put such documents in accordance with what is specified in the Implementing Regulations of the Companies Law.

Article 47: Composition of Reserves:

1. The Ordinary General Assembly - when determining the net profits per share may decide to form reserves to the extent that it is in the interest of the company or ensures the distribution of fixed profits, as far as possible to - the shareholders. The said Assembly may also deduct sums from the net profits for the social purposes of the company's employees.
2. The General Assembly shall determine the percentage to be distributed to shareholders from the net profits after deducting reserves, if any.

Article 48: Entitlement of Dividends:

1. A shareholder shall be paid his dividend share subject to a resolution by the General Assembly, and such resolution shall state the date of maturity and distribution. Profits shall be distributed amongst Shareholders registered in the Shareholders Register at the end of the day specified for maturity. The Board shall enforce the General Assembly resolution in respect of distributing profits to shareholders.

Article 49: Losses of the Company

If the Company's losses reach half of its issued share capital, the Board of Directors must disclose this fact and its conclusions regarding such losses within sixty (60) days from the date it becomes aware thereof. The Board must also convene the Extraordinary General Assembly within one hundred and eighty (180) days from the date of such knowledge to consider whether the Company shall continue while taking any necessary measures to address such losses or to dissolve the Company.

Part Seven: Expiration and Winding up of the Company

Article 50: Termination of the Company

1. The Company shall be terminated based on one of the grounds for termination set out in Article (243) of the Companies Law. Upon its termination, it shall enter the liquidation phase under the provisions of Chapter (12) of the Companies Law. If the Company is terminated and its assets are not sufficient to pay its debts, or if it is distressed under the Bankruptcy Law, it shall petition the competent judicial authority to initiate any liquidation proceedings under the Bankruptcy Law.

Part Eight: Final Provisions

Article 51: Final Provisions

1. The Company is subject to the laws applicable in the Kingdom of Saudi Arabia.
2. Any provisions herein in the contrary to the provisions of the Companies Law may not be considered and shall be subject to the provisions of the Companies Law. All matters that have not been provided for herein shall be subject to the Companies Law and the Implementing Regulations thereof.
3. The Founders, hereby, acknowledge that the data and provisions included herein are valid and conform with the provisions of the Companies Law issued by the Royal Decree (M/132) dated (01/12/1443 AH) and the Implementing Regulations thereof. The Founders also acknowledge that such data and provisions fulfill all the requirements and instructions issued

by the Ministry of Commerce in accordance with the provisions of the Law. The Founders shall bear the responsibility and all legal and financial consequences that may arise therefrom. Moreover, the Founders are aware of the Ministry's right to take the necessary legal procedures if there is any contradiction or conflict in the provisions stipulated herein.

Article 52: Publication

1. These Articles of Association shall be filed and published in accordance with the Companies Law and its Implementing Regulations.

These Articles of Association are audited by the Founders, approved by the Ministry, and published on Aamaly e-magazine. You can verify the validity and authenticity thereof via the following link: <https://emagazine.aamaly.sa>

Allah is the Arbiter of Success,

This version of the AOA is issued under a decision by the Extraordinary General Assembly or the capital owner's decision on 14/07/1446 AH.

The AOA does not require the official seal of the Ministry of Commerce

The founders' decision to elect the board of directors

Arabian International Healthcare Holding Co. (A Listed Joint Stock Company)

Based on the resolution of the General Assembly of Arabian International Healthcare Holding Co., a holding joint-stock company located in Riyadh, and whereas the General Assembly has resolved to appoint a Board of Directors in accordance with the provisions of the Company's governance clause concerning the appointment of a Board of Directors under a separate contract, the General Assembly has resolved to appoint a Board of Directors consisting of no fewer than three (3) members, who are:

Name	ID No.	Date of Birth	Nationality	Position
Ziad Mohammed Makki Saleh Al-Tounsi	1011243332	02/07/1388	Saudi	Chairman of the Board of Directors
Mohammed bin Abdulrahman bin Abdullah Al Saud	1100844354	04/06/1409	Saudi	Deputy Chairman of the Board of Directors
Mahmoud Abduljabbar Ahmed Al Yamani	1001745817	07/09/1386	Saudi	Member of the Board of Directors
Basem Mohammed Bandari Hussein	2311963132	11/01/1390	Egypt	Member of the Board of Directors
Mohammed Omar Idris Khodli	2378902338	23/06/1381	France	Member of the Board of Directors
Steven Swinson	X7681341	24/10/1374	Switzerland	Member of the Board of Directors
Mark Adams	127161508	30/08/1382	United Kingdom	Member of the Board of Directors

Accordingly, they have all powers included in the AOA.

Allah is the Arbiter of Success,