

وزارة التجارة
Ministry of Commerce



Company's Articles of Association

National Gas and Industrialization Company (GASCO)

Listed Joint-Stock Company



Headquarters Riyadh

Electronic Copy No. 1

Application No. 406331

Articles of Association of National Gas and Industrialization Company (GASCO)

(Listed Joint-Stock Company)

Section (I): Incorporation of the Company

Article (1): Incorporation

In accordance with the provisions of the Companies Law promulgated by Royal Decree No. (M/132) dated 1/12/1443, its executive regulations and this Law, a Saudi Joint Stock Company shall be incorporated in accordance with the following:

Article (2): Name of the company

National Gas and Industrialization Company (GASCO) (Listed Joint Stock Company)

Article (3): Company's Head Office

The Company Head Office shall be located in Riyadh and it may establish branches inside or outside the aKSA by a decision of the Board of Directors.

Article (4): Objectives of the Company

The Company shall undertake and carry out the following objectives:

Section	Category
Construction	Construction of utility projects
Transport and Storage	Road transport of goods
Transport and Storage	Transmission by pipelines

The company practices its objectives in accordance with the applicable laws and upon issuance of the necessary licenses from the competent authorities, if any.

Article (5): Term of the Company

The term of the company is indefinite.

Section II: Capital and Shares

Article (6): Capital

The issued capital of the Company is set at Seven hundred and fifty million Saudi Riyals (SAR 750000000) divided into (75000000) nominal shares of equal value, each of which has a value of (SAR 10), all of which are ordinary shares in exchange for cash shares, and the amount paid in cash is Seven hundred and fifty million Saudi Riyals (SAR 750000000), and the cash amounts paid from the issued capital have been deposited with one of the licensed banks.

Article (7): Subscription of Shares

The shareholders have subscribed to the entire issued share capital of Seven hundred and fifty million Saudi Riyals (SAR 750000000), which is fully paid up

Section III: Board of Directors

Article (8): Management of the Company



(A) The Company's management shall be assumed by a Board of Directors consisting of (10) Directors, who shall be natural persons elected by the Ordinary General Assembly of shareholders for a period not exceeding four years.

(B) The Board of Directors method of work shall be prescribed as follows: 1- The Board of Directors shall meet at least four times a year upon the call of its Chairman. The call shall be in writing and may be sent via ordinary, electronic mail or through other modern technology means. 2- The Chairman of the Board or his representative, in his absence, shall call the Board to meet whenever any Directors requests him to do so in writing to discuss any topic(s). 3- The Board of Directors shall determine the place of convening its meetings. The meetings may be held using modern technology. The Board of Director may call any of the Company's employees, consultants or other parties to present its sessions, provided that they may not have the right to vote.

The Board of Directors shall determine the venue of its meetings, and its meetings may be held using modern technology, and it shall have the right to invite any of the company's employees, consultants or others it deems appropriate to present its meetings, provided that they may not have the right to vote.

The quorum for the meeting shall be 50% of the Board of Directors.

The quorum for making decisions shall be upon approval of 51% of the Directors.

Board of Directors may use proxy to present the meetings.

The Board of Directors shall meet at least four times a year upon the written call of its Chairman, to be sent via ordinary or electronic mail or through other modern means of technology.

The rules of termination of membership shall be as follows: The membership of the Board shall expire upon the expiration of its term, retirement, or the expiration of the Directors's eligibility for it as per any law or regulations in force in the KSA, or the absence of any of the conditions and criteria for membership approved by the General Assembly.

1- The Board of Directors shall convene at least four times a year at the written call of its Chairman, and may be sent via ordinary or electronic mail or through other modern means of technology. 2- The Chairman of the Board or his representative, in his absence, shall call the Board to meet upon the written request of any Director to discuss any topic(s). 3- The Board of Directors shall determine the place of convening its meetings. The meetings may be convened using modern technology. The Board shall be entitled to call any of the Company's employees, consultants, or other parties to present its meetings, provided that such persons may not have the right to vote. 1- A meeting of the Board of Directors of a joint stock company shall only be valid if present by at least half of the Directors in person or by proxy, provided that the number of those present in person shall not be less than three Directors. 2- A Director may, with the approval of the chairman of the meeting, present the Board of Directors meeting through modern technical means. 3- A Director may delegate other Director(s) to present Board meetings and vote on his behalf on the decisions made during the meeting, in accordance with the following controls: A- A Director may not represent more than one Director in presenting the same meeting. B- The proxy must be substantiated in writing - It may be through modern technology and for a specific meeting. C- The Vice-Chairman may not vote on decisions that the law prohibits the delegate from voting thereon.

Article (9): Expiration or Termination of Board Membership

1 - 1 - The membership of the Board shall expire by expiration of its term, retirement, or expiration of the Director's eligibility for it as per any law or regulations in force in the Kingdom, or the absence of any of the conditions and criteria for membership approved by the General Assembly. 2 - The Ordinary General Assembly may at any time dismiss all or some Directors, subject to the controls set by the Capital Market Authority (CMA). 3- The General Assembly may, pursuant to the recommendation of the Board, terminate the membership of any Director who fails to present three consecutive meetings or five separate meetings of the Board during the term of his membership without a legitimate excuse accepted by the Board. 4- A Director may resign from the Board by written notification addressed to the Chairman of the Board, and if the Chairman of the Board resigns, the notification must be addressed to the other Directors and the Secretary of the Board, and the resignation will take effect on the date indicated in the notification in both situations. 5. The Board of Directors shall convene the

Ordinary General Assembly sufficiently in advance of the end of its session to elect a Board of Directors for a new term. The Board of Directors shall take the necessary steps to elect a new Board of Directors before the period of continuity specified in this paragraph expires. In the event that the election cannot be held and the current Board's term expires, its Directors shall continue to perform their duties until the election of a new Board of Directors for a new term. The period of continuity of the retiring Board's Directors shall not exceed (ninety) days from the date of the Board's expiration. 6- If the Chairman and Directors resign, they must convene the Ordinary General Assembly to elect a new Board of Directors, and the resignation shall not be effective until the election of the new Board, provided that the period of continuity of the resigning Board shall not exceed (one hundred and twenty) days from the date of such resignation, and the Board of Directors must take the necessary measures to elect a replacement Board of Directors before the expiration of the period of continuity specified in this paragraph. 7- If the conditions necessary for the valid convening of the Board of Directors are not satisfied due to the lack of the number of its Directors below the minimum number stipulated in the Law or the Company's Articles of Association, the remaining Directors shall convene the Ordinary General Assembly within (sixty) days to elect the necessary number of Directors. 8- In the event that the Board of Directors is not elected for a new term or completes the necessary number of Directors, under paragraphs (5), (6) and (7) of this Article, any interested party may request the competent judicial authority to appoint an experienced and competent persons, in the number it deems appropriate, to oversee the management of the company and call the General Assembly days to elect a new Board of Directors within (ninety) or complete the necessary number of Directors as the case may be, or to request the dissolution of the company. 9- Upon the expiration of the membership of a Director in any of the methods of expiration of membership, the Company shall immediately notify the Capital Market Authority and the Saudi Stock Exchange (Tadawul) immediately, indicating the reasons thereof.

Article (10): Powers of the Board

Subject to the prescribed competences of the general assembly, the board of directors has broader authorities to manage the company in a way that achieve its intended purposes. Such authorities are as follows:

Commercial registers	Main	Issuance	POA applicable
		Renewal	POA applicable
		Write-off	POA applicable
	Subsidiary	Issuance	POA applicable
		Renewal	POA applicable
		Write-off	POA applicable
Companies that are in partnership with the Company	Signing companies' contracts	POA applicable	
	Purchase of shares	POA applicable	
	Liquidation of the company	POA applicable	
	Sale of shares	POA applicable	
	Representing the Company before the joint-stock company	POA applicable	
Banking	Opening accounts	POA applicable	
	Opening credits	POA applicable	
	Deposit	POA applicable	
	withdraw	POA applicable	
	Check issuing	POA applicable	



	Account updating	POA applicable	
	Obtaining the statements of accounts	POA applicable	
	facilitation requests	POA applicable	
	Guarantee requests	POA applicable	
	Signing loan contracts	POA applicable	
	Signing commercial documents	POA applicable	
	Signing promissory notes	POA applicable	
	Apply for a request or service listed under the competences of Communications, Space & Technology Commission	POA applicable	
	Granting authorization to any party per the related laws to apply for a request or service listed under the competences of Communications, Space & Technology Commission	POA applicable	
Amendment of the companies' contract in which the Company is a partner	Approval of partners' resolutions	Change of the legal entity	
		Increase or decrease in capital	
		Share assignment acceptance and purchase	
		Entry and exit of partners	
		Signing of Partner merger resolutions	
		Amendment to the rest of the articles of association	
	Liquidation of the Company		
	Transformation of the Company into an Institution		
Referral to the Register Department	POA applicable		
Register Extraction	POA applicable		
Transfer of CR	POA applicable		
Register management	POA applicable		
Register write-off	POA applicable		
Register supervision	POA applicable		
Transfer of CR	POA applicable		
Appointment and removal of directors	POA applicable		
Amendment of the company purposes	POA applicable		
Capital increase	POA applicable		
Capital decrease	POA applicable		
Partners entry and exit	POA applicable		
Transfer of shares, stocks, and bonds	POA applicable		
Determination of Capital	POA applicable		
Sale of shares and equities and receipt of value	POA applicable		



Purchase of shares and equities and payment of sum	POA applicable	
Closing the Company bank accounts	POA applicable	
Opening the Company bank accounts	POA applicable	
Extracting and renewing Company's CR	POA applicable	
Transfer of sponsorship	POA applicable	
Applying for the banking loans that are compatible with the legal provisions and controls	POA applicable	
Management of properties	Property mortgage	Mortgaging
		Redemption
Selling and transferring to the purchaser	POA applicable	
Purchasing, accepting the transfer and paying the compensation	POA applicable	
Acceptance of gift and ownership transfer	POA applicable	
Instrument integration	POA applicable	

The Board of Directors is required to obtain the approval of the general assembly when selling assets of a value exceeding 50% (fifty percent) of value of the total assets, whether the sale is made in one transaction or more transactions. In such a case, any transaction of a value exceeding 50% (fifty percent) of the total asset value shall be approved by the general assembly, which percentage is calculated from the date of the first transaction made within the last 12 (twelve) months. The BOD may, within its competences, authorize one or more of its members or a third party to perform a work or certain tasks.

Article 11: Board Member Remuneration

1. The board of directors' remuneration incorporates a determined amount, attendance allowance, in-kind benefits, a percentage of the net profit or any amount determined by the general assembly.
2. The BOD's report submitted to the general assembly at its annual meeting shall include a comprehensive statement of all amounts received by, or due for, each board member during the financial year, be it attendance allowance, expense allowance or other benefits. Such report shall further state the amounts received by the board members in their capacity as employees or administrators, or the amounts received for technical,



administrative or consulting works. It also shall state the number of board sessions and the sessions attended by each member.

Article 12: Authorities of the Chairman, Vice Chairman, Managing Director and Secretary

The Board of Directors at the first meeting appoints, from among its members, a chairman, and may appoint, from among its members, a managing director. The BOD appoints at the first meeting a vice chairman from among its members.

1. The BOD appoints a CEO from among its members or otherwise.

The BOD's competences are as follows:

Commercial registers	Main	Issuance	Individually exercised POA applicable
		Renewal	Individually exercised POA applicable
		Write-off	Individually exercised POA applicable
	Subsidiary	Issuance	Individually exercised POA applicable
		Renewal	Individually exercised POA applicable
		Write-off	Individually exercised POA applicable
Companies that are in partnership with the Company	Signing companies' contracts	Individually exercised POA applicable	
	Purchase of shares	Individually exercised POA applicable	
	Liquidation of the company	Individually exercised POA applicable	
	Sale of shares	Individually exercised POA applicable	
	Representing the Company before the joint-stock company	Individually exercised POA applicable	



Establishment of companies on behalf of the Company	CRs	Issuance	Individually exercised POA applicable	
		Renewal	Individually exercised POA applicable	
		Write-off	Individually exercised POA applicable	
	Registration the Company in the Ministry	Individually exercised POA applicable		
	Representation before the Notary	Individually exercised POA applicable		
	Signing companies' contract	Individually exercised POA applicable		
Banking	Signing partners' resolutions	Individually exercised POA applicable		
	Opening accounts	Individually exercised POA applicable		
	Opening credits	Individually exercised POA applicable		
	Deposit	Individually exercised POA applicable		
	withdraw	Individually exercised POA applicable		
	Check issuing	Individually exercised POA applicable		
	Account updating	Individually exercised POA applicable		
	Obtaining the statements of accounts	Individually exercised POA applicable		
	facilitation requests	Individually exercised POA applicable		
	Guarantee requests	Individually exercised POA applicable		



			Signing loan contracts	Individually exercised POA applicable		
			Signing commercial documents	Individually exercised POA applicable		
			Signing promissory notes	Individually exercised POA applicable		
			Apply for a request or service listed under the competences of Communications, Space & Technology Commission	Individually exercised POA applicable		
			Granting authorization to any party per the related laws to apply for a request or service listed under the competences of Communications, Space & Technology Commission	Individually exercised POA applicable		
Management of properties	Purchase, sale and transfer of property ownership	Real estates	Purchase	Individually exercised POA applicable		
			Sale	Individually exercised POA applicable		
			Transfer of ownership	Individually exercised POA applicable		
		Lands	Purchase	Individually exercised POA applicable		
			Sale	Individually exercised POA applicable		
			Transfer of ownership	Individually exercised POA applicable		
		Shares	Purchase	Individually exercised POA applicable		
			Sale	Individually exercised POA applicable		



	Mortgage	Equity of mortgage	Individually exercised POA applicable	
		Redemption	Individually exercised POA applicable	
		Receipt of payments	Individually exercised POA applicable	
Amendment of the companies' contract in which the Company is a partner	Approval of partners' resolutions	Change of the legal entity	Individually exercised POA applicable	
		Increase or decrease in capital	Individually exercised POA applicable	
		Share assignment acceptance and purchase	Individually exercised POA applicable	
		Entry and exit of partners	Individually exercised POA applicable	
		Signing of Partner merger resolutions	Individually exercised POA applicable	
		Amendment to the rest of the articles of association	Individually exercised POA applicable	
		Liquidation of the Company	Individually exercised POA applicable	
Judiciary	Transformation of the Company into an Institution	Individually exercised POA applicable		
	Appointment of arbitrators	Individually exercised POA applicable		
	Appointment of attorneys	Individually exercised POA applicable		
	Representation before Notary	Individually exercised POA applicable		



Representation before the Sharia Courts	Hearing and replying to claims	Individually exercised POA applicable	
	Reconciliation	Individually exercised POA applicable	
	Refusal and acceptance of arbitration	Individually exercised POA applicable	
	Refusal and acceptance of reconciliation	Individually exercised POA applicable	
	Acknowledgment and denial	Individually exercised POA applicable	
	Assignment	Individually exercised POA applicable	
	Pleading	Individually exercised POA applicable	
	Advocacy	Individually exercised POA applicable	
	Claim	Individually exercised POA applicable	
	Litigation	Individually exercised POA applicable	
Using and implementing all electronic services of the Ministry of Justice	Individually exercised POA applicable		
Authorizing third party to implement electronic services of the Ministry of Justice	Individually exercised POA applicable		
(Signing loan contract agreement, its amendments, annexes, and all related documents – Signing advice agreement – Signing before the notary public regarding	Individually exercised POA applicable		



	industrial mortgage with respect to mortgaging all the company properties – receiving loans – assignment of the loan – requesting loan exemption – paying loan – signing documentary credit agreement)			
	(Signing legal guarantee)	Individually exercised POA applicable		
	(Signing liability transfer agreement and amending loan contract)	Individually exercised POA applicable		
	(Signing the agreement of debt arrangement on behalf of the company and the partners)	Individually exercised POA applicable		
	(Issuing, amending, cancelling and declaring assignment)	Individually exercised POA applicable		
Transforming the establishment branch	Individually exercised POA applicable			
Opening CR branches	Individually exercised POA applicable			
Signing all documents of the Chamber of commerce	Individually exercised POA applicable			
Transferring of CR	Individually exercised POA applicable			
Register management	Individually exercised POA applicable			
Register write-off	Individually exercised POA applicable			
Subscription to the Chamber of Commerce	Individually exercised POA applicable			
Accreditation of the signature with the Chamber of Commerce	Individually exercised POA applicable			
Write-off of the signature of the Chamber of Commerce	Individually exercised POA applicable			
Register management	Individually exercised POA applicable			
Register write-off	Individually exercised POA applicable			
Amending Registers	Individually exercised POA applicable			



Addition of Activity	Individually exercised POA applicable			
Renewal of Subscription with The Chamber of Commerce	Individually exercised POA applicable			
Amending CR	Individually exercised POA applicable			
Transferring of CR	Individually exercised POA applicable			
Registration of Trademark	Individually exercised POA applicable			
Establishing a company	Individually exercised POA applicable			
Signing Articles of Associations and annexes of amendment	Individually exercised POA applicable			
Write-off of Articles of Associations and annexes of amendment	Individually exercised POA applicable			
Signing of Partner resolutions	Individually exercised POA applicable			
Appointment and removal of directors	Individually exercised POA applicable			
Amendment of the company purposes	Individually exercised POA applicable			
Capital increase	Individually exercised POA applicable			
Capital decrease	Individually exercised POA applicable			
Partners entry and exit	Individually exercised POA applicable			
Transfer of shares, stocks, and bonds	Individually exercised POA applicable			
Sale of shares and equities and receipt of value	Individually exercised POA applicable			
Assignment of shares and equities from capital	Individually exercised POA applicable			
Acceptance of assignment of shares, equities and capital	Individually exercised POA applicable			



Purchase of shares and equities and payment of sum	Individually exercised POA applicable			
Closing the Company bank accounts	Individually exercised POA applicable			
Opening the Company bank accounts	Individually exercised POA applicable			
Signing agreements	Individually exercised POA applicable			
Attending General Assemblies	Individually exercised POA applicable			
Signing articles of association and annexes of amendment with the notary public	Individually exercised POA applicable			
Extracting and renewing Company's CR	Individually exercised POA applicable			
Referral to General Investment Authority	Individually exercised POA applicable			
Referral to Saudi Standards, Metrology and Quality Organization	Individually exercised POA applicable			
Referral to CMA	Individually exercised POA applicable			
Extracting and renewing license for the company	Individually exercised POA applicable			
Publishing articles of association, annexes of amendment, their summaries and the basic laws in the official gazette	Individually exercised POA applicable			
Bidding and receiving forms	Individually exercised POA applicable			
Signing Company's contracts with Third Parties	Individually exercised POA applicable			
Extracting visas	Individually exercised POA applicable			



Transformation of company into establishment	Individually exercised POA applicable			
Transfer of sponsorship	Individually exercised POA applicable			
Recruitment of employees	Individually exercised POA applicable			
Referral to Notary or Court to accept ownership transfer	Individually exercised POA applicable			
Applying for the banking loans that are compatible with the legal provisions and controls	Individually exercised POA applicable			
Loans exemptions request	Individually exercised POA applicable			
Updating data	Individually exercised POA applicable			
Receiving cheques	Individually exercised POA applicable			
Reviewing	Individually exercised POA applicable			
Purchase of shares	Individually exercised POA applicable			
Sale of shares	Individually exercised POA applicable			
Signing lease Contracts	Individually exercised POA applicable			
Assignment of the contract	Individually exercised POA applicable			
Purchasing, accepting the transfer and paying the compensation	Individually exercised POA applicable			
Receiving instruments	Individually exercised POA applicable			
Renting	Individually exercised POA applicable			
Receiving rent	Individually exercised POA applicable			
Signing rent contracts	Individually exercised POA applicable			
Renewing rent contracts	Individually exercised POA applicable			
Cancelling or terminating rent contracts	Individually exercised POA applicable			
Mortgage	Individually exercised			



	POA applicable			
Redemption	Individually exercised POA applicable			
Retail and sorting	Individually exercised POA applicable			
Modifying borders, lengths, area, numbers of plots, drawing, instruments and dates, and names of neighborhoods	Individually exercised POA applicable			
Sale	Individually exercised POA applicable			
Mortgage acceptance	Individually exercised POA applicable			
Updating instruments and inserting them in the comprehensive system	Individually exercised POA applicable			
Purchase	Individually exercised POA applicable			
Renting	Individually exercised POA applicable			
Gift and ownership transfer	Individually exercised POA applicable			
Acceptance of gift and ownership transfer	Individually exercised POA applicable			
Instrument integration	Individually exercised POA applicable			
Acceptance of assignment and ownership transfer	Individually exercised POA applicable			
Obtaining a replacement for lost instruments with the following data:	Individually exercised POA applicable			
Updating the instrument and inserting it in the comprehensive system	Individually exercised POA applicable			
Obtaining a replacement for lost instrument	Individually exercised POA applicable			



The board of directors appoints a secretary among its members or otherwise.

The Chairman may authorize (under a written decision) some of its authorities to member or a third party to perform a work or certain tasks. The Vice Chairman replaces the Chairman if not present, in cases the BOD has a vice chairman.

Article (13): Powers of the Board of Directors

By virtue of the General Assembly powers, the Board of Directors have the full powers to manage the Company, set its policies, determine its investments, oversee its business conduct its affairs, carry out all acts and business inside and outside the KSA that would accomplish its objectives, including, but not limited to, the following: -

- 1- Disposing of the company's assets, properties and real estate. He may accept gifts, mortgage, redemption of mortgage, sell, purchase, release, accept and deliver the price and valued object, provided that the Board's minutes and the reasons for its decision on disposal and sale shall include the reasons and justifications thereof, subject to the following terms: A. The sale must be fair and close to the same price as per generally accepted accounting principles. B- The sale must be present, except in cases deemed necessary by the Board of Directors, and with sufficient guarantees. C. The disposal must not result in detriment to the company, the cessation of some of its activities, or the assumption of other liabilities due to the terms of the disposal. D. The Ordinary General Assembly must approve a decision to sell more than (50%) of the company's assets, whether the sale is made through one transaction or several transactions, and if the sale is made through several transactions, the transaction that exceeds (50%) of the sale of assets shall be considered the transaction that requires approval by the General Assembly, and this percentage shall be calculated from the date of the first transaction made during the past twelve months.
- 2- Disposal of the company's stores, entitlement to sell, assign, and mortgage the stores, main and company subsidiary's commercial registers and stores as well as subsidiary main and subsidiary commercial registers or the company owned by it.
- 1- Open, manage, and close all types of accounts, including investment, , signing credits, transfers and financial documents, withdraw and deposits with banks, issuing checks and commercial papers and leasing them to third parties. It may conduct all banking transactions, appoint authorized signatories, determine their powers and revoke them, and request the issuance and cancellation of ATM cards and PINs.
- 2- Issue guarantees, bonds and promissory notes and provide all kinds of company guarantees to banks, funds, financial institutions, government funding institutions and the company's creditors, and signing all documents related thereto.
- 3- Conclude loans whose term does not exceed the end of the company's term with any party whatsoever, such as government financing funds and institutions, commercial loans with banks and financial institutions, regardless of their duration and for any limits set by the Board of Directors
- 4- The Board of Directors, in such cases as it deems appropriate, is entitled to discharge the company's debtors from their obligations in accordance with its interest and according to the accepted accounting procedures in the formation of provisions for doubtful debts, provided that the debt has been outstanding for a period and the Board deems it useless to continue claiming it, provided that the minutes and reasons for its decision to discharge the company's debtors include reasons and justifications thereof, and discharge is a right for the Board of Directors, and may not be delegated.
- 5- Incorporation of companies or participate with third parties in their incorporation, acquire equities and shares, or merging with existing companies, investing in all types of real estate, deposits, instruments, bonds, shares and funds, disposing of these stocks or shares, amending the amendment addendums related to the companies in which the company participates, appointing and dismissing directors, appointing and accepting the resignation and dismissal of directors/management and directors in the companies in which the company participates – associate and disassociate of partners, increasing the capital, reducing the capital, determining the capital, purchasing stocks and shares in the company name and paying the price, selling the stocks and shares in favor of the company and receiving the value and profits and assigning the stocks and shares from the capital, accepting waiving of stocks, shares and capital and transferring stocks,



shares and bonds, transfer of assets to the companies in which the company participates and provide loans to them. All abovementioned in the companies in which the company associate.

- 6- Appointment and dismissal of the Company's Chief Executive Officer and Executive Vice Presidents.
- 7- Determine the powers, duties, and financial rights of the CEO and Executive Vice Chairmen.
- 8- Approve the financial position, financial statements, and annual budget of the company.
- 9- Adopt the company's internal regulations and policies, as well as governance regulations and policies, unless the laws and regulations of the competent authorities stipulate the powers of the Assembly in this regard. The Board, within the limits of its powers, is entitled to authorize or delegate one or more of its Directors or a committee of the Board or a committee of the Board or an employee of the company or a third party to carry out certain business, and may revoke the authorization or power of attorney in part or in whole.

Article (14): Powers of the Chairman

Powers of the Chairman, Vice Chairman, Managing Director and Secretary: 1-

- 1- The Board of Directors shall, at its first meeting, appoint from among its Directors a Chairman and Vice Chairman, and may appoint a Managing Director, and it may appoint from among its Directors or others a Chief Executive Officer of the Company. It is not permissible to combine the position of Chairman of the Board of Directors with any executive position in the Company.
- 2- Subject to the competencies and powers of the Board of Directors, the Chairman is authorized to call and chair the Board of Directors and General Assembly meetings. He is also competent to: represent the company and sign on its behalf before all governmental, semi-governmental, and non-governmental entities, the Royal Court, ministries, public and private bodies and institutions, the principalities, and all governmental departments. He may represent the company and sign on its behalf before all names, types and degrees judicial and quasi-judicial bodies, in addition to litigate, claim, plead, defend, institute proceedings, hear and respond to lawsuits, (acknowledgment, denial, reconciliation, waiver, discharge, request, refuse and refrain from taking an oath, bring witnesses and evidence and challenge them, responding, vouching and discrediting, challenge forgery, deny handwriting, seals and signatures, request a travel ban and lift it, - approaching the seizure and execution circuits, request for seizure and execution - request for arbitration, appointment of experts and arbitrators, challenging the reports of experts and arbitrators, dismissing and replacing them, claiming enforcement of judgments, acceptance, challenge, and rejection of judgments, and requesting an appeal, petition for reconsideration, marginalization on the instruments of judgment, request for exoneration, request for preemption, request for reversal of the judgment at the Supreme Court, finalizing what is necessary to present hearings in all cases in all courts, filing and memoranda and documents, receiving payments by check in the company name, receiving the instruments of judgment, requesting the recusal of the judge, request to include and intervene, request referral of the lawsuit) and before the administrative courts (Grievances Board, Commission to consider violations of the Competition Law, forensic medical committees, labor committees, financial dispute resolution committees, banking dispute resolution committees, securities dispute resolution committees, securities dispute resolution offices, commercial dispute resolution committees, customs committees, commercial fraud committees, insurance disputes and violations committees, the Public Prosecution, the Supreme Court, the Committee of Consideration of Health Professions Practice Law Violations, the Committee of Consideration of Health Institutions Law Violations, the Lawyers Disciplinary Committee at the Ministry of Health and the Lawyers Disciplinary Committee at the Ministry of the Attorney General). He has the right to deliver and receive all documents, judgments and finalize what is necessary in all courts to represent the company and sign on its behalf in all contracts, agreements, papers and documents, including facilities and borrowing from governmental funds, bodies and financing institutions, and sign guarantees, sureties and bonds for related matters. He has the right to sign contracts for the incorporation of companies and participate in other companies of any kind and their amendments, whether by increasing or decreasing their capital, amending their objectives, or any other amendments and partners' resolutions, and signing contracts and agreements for the purchase and sale of stocks and shares and their assignment with regard to real estate, and has the right of mortgage, acceptance of mortgage and



redemption of mortgage of the company's real estate and its properties in favor of government funds, bodies and financing institutions, and the right to accept gifts, merge deeds, split, sort, receive deeds, update deeds, enter them into the comprehensive system, issue a set of replacement of lost deeds, certify the copies of real estate deeds, and approach the notaries to inquire about the real estate property, and amend the borders, lengths, area, plots numbers and plans, deeds, dates, district names, land purchase, real estate development, leasing, renting, renewing, extending them, receiving rent and investment returns by check in the name of the company, revoking and canceling leasing contracts, and has the right to represent the company and sign on its behalf in this regard. The Chairman have sole authority to represent or sign for the Company in all of the above-mentioned matters and delegate or authorize third parties in any or all of his powers or authorities, and the remuneration he receives shall be in addition to the remuneration prescribed for the Directors as proposed by the Board of Directors and approved by the Shareholders' Assembly.

- 3- The Vice Chairman shall assume the duties of the Chairman in his absence.
- 4- The Managing Director, if appointed, have the powers specified by the Board of Directors and implement all instructions issued by the Board. The Board shall determine, at its discretion and based on a decision issued by it, the remuneration that the Managing Director receives for all additional work that he performs in his executive capacity and not in his capacity as a Director.
- 5- The Board of Directors shall appoint a Secretary chosen from among its Directors or others and determine his remuneration.
- 6- The term of the Chairman, Vice Chairman, Managing Director, Secretary and Director shall not exceed the term of their respective membership in the Board, and they may be re-elected, and the Board may at any time dismiss them or any of them from these positions, and this shall not result in their exemption from their membership in the Board of Directors.

Section IV: Shareholders' Assemblies

Article (15): Call For Assembly Meetings

- 1- The ordinary and extraordinary Assembly meetings shall be convened upon the call of the Board of Directors. The Board of Directors shall call for the Ordinary General Assembly within thirty (30) days from the date of the auditor's request or one or more shareholders representing at least ten percent of the company's shares with voting rights. The auditor may call the Ordinary General Assembly if the Board does not issue the call within thirty days from the date of the auditor's request.
- 2- The request referred to in paragraph (1) of this Article shall outline the matters to be voted on by the shareholders.
- 3- The call to convene the Assembly shall be at least twenty-one (21) days prior to the scheduled date in accordance with the provisions of the Law, observing the following:
 - A- Informing shareholders by registered letters to their addresses in the shareholders' register, or announcing the invitation through modern technical means.
 - B- Send a copy of the invitation and agenda to the Commercial Register, as well as a copy to the Capital Market Authority if the company is listed on the capital market on the date of announcing the invitation.
- 4- The call to the assembly meeting shall include at least the following:
 - A- A statement of the shareholder's right to attend the meeting and his/her right to delegate whoever he/she chooses from among the Directors of the Board of Directors, and the shareholder's right to discuss the topics listed on the agenda, ask questions, and how to exercise his/her right to vote.
 - B- Place, date and time of the meeting
 - C- The type of meeting, whether it is a general or special meeting
 - D- The agenda of the meeting, including the items on which the shareholders' votes are required.

Article (16): Voting in Assembly meetings

The election of Directors shall be by cumulative voting. Directors may not participate in voting on the decisions of the Assembly that relate to businesses and contracts in which they have a direct or indirect interest or that involve a conflict of interest.



Article (17): Preparation of Assembly Minutes

The minutes of the assembly meeting shall include the number of shareholders present in personam or by representation, the number of shares held by them in personam or by representation, the number of votes cast, the resolutions adopted, the number of votes approved or opposed, and a brief summary of the discussions that took place at the meeting. The minutes shall be ordinary recorded after each meeting in a special register signed by the Chairman, the Secretary and the vote collectors.

Article (18): Shareholders' Assembly Meetings

Each shareholder shall have one vote for each share in the shareholders' assemblies. Cumulative voting must be employed in the election of the Board of Directors, and Directors may not participate in voting on Assembly decisions that relate to business and contracts in which they have a direct or indirect interest or that involve a conflict of interest.

Section V: Auditor

Article (19): Auditor

The Company shall have auditor(s) licensed to operate in KSA to be appointed by the Ordinary General Assembly, which shall determine his remuneration, duration and scope of work, and may reappoint him pursuant to the relevant laws and regulations. The Assembly may dismiss the auditor without prejudice to his right to compensation for the damage caused to him if he has a claim. The Chairman shall notify the competent authority of the decision of dismissal and its reasons, within a period not exceeding five days from the date of issuance of the decision.

Powers and Responsibilities of the Auditor

- 1- The auditor may, at any time, inspect the company's documents, accounting records, supporting documents, and may request the data and clarifications he deems necessary to verify the company's assets and liabilities, and other matters within the scope of his work, and the Board of Directors shall enable him to fulfill his duty. If the auditor encounters difficulty in this regard, he shall record such in a report submitted to the Board of Directors. If the Board of Directors fails to facilitate the work of the auditor, he shall request them to convene the General Assembly Meeting to consider the matter, and the auditor may issue this invitation if the Board of Directors fails to issue it within thirty (30) days from the date of the auditor's request.
- 2- The Auditor shall submit to the General Assembly at its annual meeting a report on the Company's financial statements prepared under the auditing standards recognized in the KSA, including the position of the Company's management in enabling him to obtain the data and notes he requested, any violations of the provisions of the Law, the Company's Memorandum of Association or its Articles of Association within the limits of his competence, and his opinion on the fairness of the financial statements of the Company. The Auditor shall read his report or present a summary thereof at the Annual General Assembly meeting.

Section VI: Company Finance and Dividend Distribution

Article (20):

The company's fiscal year shall be twelve Gregorian months commencing on January 01 and ending on December 31.

Article (21): Company Finances and Dividend Distribution

Financial Documents:

- 1- The Board of Directors shall, at the end of each fiscal year of the Company, prepare the financial statements of the Company and a report on its activity and financial position for the past fiscal year. The Board shall place these documents at the disposal of the auditor, if any, at least forty-five days before the date set for the Annual General Assembly.



- 2- The documents referred to in paragraph (1) of this Article shall be signed by the company's Chairman of the Board of Directors, Chief Executive Officer, and Chief Financial Officer, and copies thereof shall be filed at the company's headquarters at the disposal of the shareholders.
- 3- The Chairman of the Board of Directors shall provide the shareholders with the Company's financial statements and the report of the Board of Directors, after signing them, and the auditor's report, if any, unless published in any of the modern technical means, at least twenty-one (21) days before the date set for the Annual Ordinary General Assembly meeting. These documents must also be deposited in accordance with the relevant laws and regulations.

Dividend Distribution:

- 1- The Ordinary General Assembly, in determining the share of the stocks in the net profits, may decide to create reserves, to the extent that serves the interest of the company or ensures the distribution of stable profits to the shareholders as much as possible. The General Assembly may also deduct from the net profits amounts to achieve social purposes for the company's employees.
- 2- The General Assembly shall determine the percentage to be distributed to the shareholders from the net profits after deducting the reserves, if any.
- 3- With due regard to the provisions thereof and the provisions of the relevant laws and regulations, the General Assembly shall determine the percentage of the profits to be allocated for the remuneration of the Board of Directors.
- 4- The Ordinary General Assembly, based on the proposal of the Board of Directors, may take the appropriate decision regarding the remainder of the profits in accordance with the provisions of the relevant laws and regulations.
- 5- The Board of Directors may distribute semi-annual and quarterly dividends during the fiscal year after satisfying the controls set forth by the competent authorities.

Section VII: Termination and Liquidation of the Company

Article (22): Termination of the Company

The company shall be terminated by one of the causes of termination listed in Article (243) of Companies Law. If the company expired and its assets are insufficient to pay its debts or it is in default according to the Bankruptcy Law, it shall file with the competent judicial authority to commence any of the liquidation procedures under the Bankruptcy Law.

Section VIII: Final Provisions

Article (23): Final Provisions

- 1- The Company shall be governed by the laws in force in the Kingdom of Saudi Arabia.
- 2- Any provision that contradicts the provisions of the Companies Law in this Articles of Association shall be null and void and the provisions of the Companies Law shall apply, and everything that is not provided for herein shall be governed by the Companies Law and its Executive Regulations.
- 3- The founders hereby acknowledge the validity of the statements and provisions included herein and their consistency with the provisions of the Companies Law issued by Royal Decree (M/132) dated 1/12/1443H and its executive regulations, and their satisfaction of all requirements and instructions issued by the Ministry of Commerce in accordance with the provisions of the Law, and the founders assume responsibility and all legal and financial consequences that may arise therefrom. The founders are also aware of the Ministry of Commerce's right to take the necessary statutory measures in the event of any violation or contradiction in the provisions contained in the Articles of Association.

Article (24): Final Provisions

- 1- The Company shall be governed by the laws in force in the Kingdom of Saudi Arabia. 2- Any provision that contradicts the provisions of the Companies Law in this Articles of Association shall be null and void and the



provisions of the Companies Law shall prevail. Every matter that is not provided for herein shall be governed by the Companies Law and its Executive Regulations and the Capital Market Law and its Implementing Regulations.

Article (25): Voting in Assembly meetings.

Each shareholder shall have one vote for each share in the shareholders' assemblies, and cumulative voting must be used in the election of the Board of Directors, and the Directors may not participate in voting on the decisions of the Assembly that relate to business and contracts in which they have a direct or indirect interest or which involve a conflict of interest.

Article (26): Chairing the Assembly and Preparing the Minutes

- 1- The meeting of the General Assembly of Shareholders shall be chaired by the Chairman or his Vice Chairman in his absence, or by one of its Directors delegated by the Board of Directors in their absence. If this is not possible, the General Assembly shall be chaired by one of the shareholders delegated by the Directors or others by voting, and the chairman of the meeting shall appoint a Secretary for the meeting and vote collectors whose appointment shall be ratified by the Assembly.
- 2- The minutes of the assembly meeting shall include the number of shareholders present by proxy or representation, the number of shares held by them by proxy or representation, the number of votes assigned to them, the resolutions adopted, the number of votes approved or opposed, and a thorough summary of the discussions that took place at the meeting. The minutes shall be regularly recorded after each meeting in a special register signed by the Chairman, the Secretary and the vote collectors.

Article (27): Call of Assembly Meetings.

- 1- The ordinary and extraordinary Assembly meetings shall be convened upon the call of the Board of Directors in accordance with the conditions stipulated herein and the Companies Law. The Board of Directors shall call the Ordinary General Assembly within thirty days from the date of the auditor's request or request of shareholder(s) representing at least ten percent of the company's shares with voting rights.
- 2- The auditor may call for the Ordinary General Assembly to convene if the Board does not invite the Assembly within thirty days from the date of the auditor's request -
- 3- The call to convene the Assembly shall be at least twenty-one days before the date set therefor, and the call shall be published through modern technical means.

The Articles of Association were audited by the founders and approved by the Ministry of Commerce's Competent Official. The Articles of Association were published in Aamaly newspaper, it may be verified via the following link: <https://emagazine.aamaly.sa>

Allah is the Arbiter of success

This version of Articles of Association was issued according to the decision of the Extraordinary General Assembly / decision of the owner of the capital dated 18/11/1445 AH.

The Articles of Association does not require the official seal of the Ministry of Commerce

