



Bylaws of NAMA CHEMICALS

(JSC)

(2023 AD)

Title One Incorporation of Company

Article One: Incorporation

In accordance with the provisions of the Companies Law issued by Royal Decree No. (M/132) dated 1/12/1443H and its Executive Bylaws issued by the CMA Board Resolution No. (8-5-2023) dated 25/6/1444 AH corresponding to 18/1/2023 AD, a Saudi joint stock company listed on the Capital Market was established in accordance with the following:

Article Two: Company Name

NAMA CHEMICALS (JSC)

Article Three: Company Objects

The Company engages in and carries out the following activities:

1. Owning and establishing industrial projects, especially in the field of petrochemical and chemical industries.
2. Operating and managing factories established by the Company and providing technical support and industrial maintenance to serve the Company's projects and other industrial projects.

Developing industrial technology internally through possible channels by strengthening research and development capabilities, encouraging innovation and invention talents, and establishing specialized research and development laboratories.

4. Trading related to the Company's business activities.

5. Owning properties and constructing buildings and warehouses necessary for storing and preserving industrial project products, as well as exhibition spaces to display them. The Company may also use these properties for manufacturing, storage, buying, and selling purposes, and for any other purposes required by the Company.

The Company operates in accordance with the applicable laws and with the necessary licenses issued by the competent authorities, if any.

Article Four: Participation and Ownership in Companies

The Company may, on its own, establish limited liability or closed joint stock companies with a capital of no less than SAR (5) Million. As well, it may own stocks and stakes in or merge with other existing companies. The Company also has the right to participate with others in establishing joint stock companies or limited liability companies, after fulfilling the requirements and regulations set forth in this regard. The Company may also deal with these stocks or stakes, provided that such dealings do not include brokerage in their trading.

Article Five: Company Head Office

The Company's head office is located in Jubail Industrial City in the Kingdom of Saudi Arabia. The head office may be transferred to any other city in the Kingdom of Saudi Arabia with the approval of the Capital Market Authority. The company may establish branches, offices or agencies inside or outside the Kingdom by a decision of the Board of Directors and after the approval of the competent authorities.

Article Six: Company Duration

The duration of the Company is ninety-nine (99) Gregorian 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.

Title Two Capital & Shares

Article Seven: Capital

The Company's issued capital is set at SAR two hundred thirty-five million two hundred thousand (SAR 235,200,000), divided into twenty-three million five hundred twenty thousand shares (23,520,000) shares of equal value, each with a nominal value of SAR ten (SAR 10), all of which are cash ordinary shares.

Article Eight: Subscription to Shares

The founders subscribed to all the issued capital shares numbering (23,520,000) twenty-three million five hundred twenty thousand shares, with an amount of SAR (235,200,000) two hundred and thirty-five million and two hundred thousand, all of which are cash ordinary shares.

Article Nine: Preferred Shares

The Company's Extraordinary General Assembly may, in accordance with the provisions of the Islamic Sharia and pursuant to the rules set by the competent authority, issue preferred shares, decide to buy back such shares, convert ordinary shares into preferred shares, or convert preferred shares into ordinary shares. Preferred shares shall have no voting rights in Shareholders' General Assemblies. Such shares shall entitle their holders to receive a higher percentage of the Company's net profits than ordinary shareholders after setting aside the statutory reserve.

Article Ten: Sale of Non-Paid-up Shares:

1. The shareholder shall pay the outstanding value of the share on the designated due dates. In the event that the shareholder fails to make the payment on the specified date, the Board of Directors may proceed to sell the share through public auction or through the capital market, as appropriate, after notifying the shareholder in writing through registered mail or any modern means of communication.
2. The Company shall collect the amounts due thereto from the sale proceeds and shall return any remaining amount to the shareholder. If the sale proceeds are insufficient to cover these amounts, the Company shall have a claim on all of the shareholder's funds for the unpaid amount.
3. Upon expiration of the deadline for payment, the rights attached to shares that have not paid their value shall be suspended until they are sold, or the due amount is paid, in accordance with the provisions outlined in paragraph (1) of this Article. Such rights shall include the right to receive a share of the net profits to be distributed, as well as the right to attend meetings and vote on matters pertaining to the company. However, a defaulting shareholder may, up to the sale date, pay the amount due in addition to any expenses incurred by the Company in this regard, in which case the shareholder shall have the right to request the dividends to be distributed.

4. The Company shall cancel the certificate of the share sold in accordance with the provisions of this Article and shall provide the buyer with a new certificate bearing the serial number of the cancelled certificate. The sale shall be recorded in the shareholders register along with the particulars of the new holder.

Article Eleven: Issuance of Shares

1. The shares shall be nominal shares and may not be issued at less than their nominal value but may be issued at a value higher than said nominal value; in which case, the difference in value shall be added as a separate item relating to the shareholders' equity, and may not be distributed as dividends to shareholders.

2. The shares shall be indivisible against the company. If a share is owned by several persons, they shall choose one person from among themselves to represent them in the use of rights related thereto. Said persons shall be jointly and severally liable for obligations arising from the ownership of such share.

Article Twelve: Trading of Shares

1. Shares subscribed to by founders may not be traded except after the publication of the financial statements for two financial years, each of which is not less than twelve months from the date of the Company's incorporation. A notation shall be made on the instruments of such shares stating the type of shares, the date of the Company's incorporation, and the period for which the shares may not be traded.

2. However, during the lock-up period, ownership of shares may be transferred in accordance with equity sale provisions by one founder to another, or by the heirs of a founder, in case of his death, to others, or in case of execution against the properties of an insolvent or bankrupt founder, provided that priority of owning such shares shall be reserved for the other founders.

2. The provisions of this Article shall apply to the shares subscribed to by the founders in the event of a capital increase before the expiry of the lock-up period.

Article Thirteen: Register of Shareholders

The Company's shares shall be traded in accordance with the provisions of the Capital Market Authority Law and its Implementing Regulations.

Article Fourteen: Capital Increase

1. The Extraordinary General Assembly may decide to increase the Company's issued capital, provided that the issued capital has been paid in full. The capital is not required to be fully paid up if the unpaid portion of the capital relates to shares issued in exchange for conversion of debt instruments or financing bonds and the prescribed period for conversion has not expired yet.

2. The Extraordinary General Assembly may, in all cases, allocate all or part of the shares issued for a capital increase to employees of the Company and/or all or some of its subsidiaries. Shareholders may not exercise pre-emptive rights when the Company issues shares allocated to employees. Shareholders may not exercise pre-emptive rights when the Company issues shares allocated to employees.

3. Upon the Extraordinary General Assembly's issuance of a resolution approving a capital increase, shareholders will be entitled to a pre-emptive right to subscribe to the new shares issued against cash contributions. Such shareholders shall be informed of their pre-emptive right, if any, by publishing a notice in a daily newspaper or by notifying them through registered mail of the capital increase resolution as well as the conditions, duration, and commencement and expiry date of the subscription.
4. The Extraordinary General Assembly may suspend the Shareholders' pre-emptive right to subscribe for the capital increase against contributions in cash or may give priority to non-shareholders as it deems appropriate for the Company.
5. Shareholders may sell or assign the pre-emptive right during the period from the date the General Assembly resolution approving the capital increase is adopted until the last day of subscription to the new shares related to such right, in accordance with the controls set by the Capital Market Authority.
6. Subject to paragraph (4) above, the new shares shall be distributed to holders of pre-emptive rights who requested subscription in proportionate to their pre-emptive right of the total pre-emptive rights resulting from the capital increase, provided that the shares they receive do not exceed the number of new shares they requested. The remainder of the new shares shall be distributed to holders of pre-emptive right who requested more than their respective shares in proportionate to their pre-emptive right of the total pre-emptive rights resulting from the capital increase, provided that the shares they receive do not exceed the number of new shares they requested. The remaining shares shall be offered to third parties, unless the Extraordinary General Assembly decides, the Capital Market Law (CML) states, or the controls set by the Capital Market Authority states otherwise.

Article Fifteen: Capital Decrease

1. The Extraordinary General Assembly may decide to reduce the capital if it exceeds the Company's need or if it suffers losses. In the latter case alone, the capital may be reduced below the limit set forth in Article (59) of the Companies Law. The decision to reduce the capital may only be made following the presentation of a statement by the Board of Directors during a General Assembly meeting. The statement should detail the reasons for the reduction, the Company's obligations, and the potential impact of the reduction on its ability to fulfill such obligations. In addition, a report from the Company's auditor must be included with the statement.
2. If the reduction of share capital is deemed necessary due to it being excessive for the Company's needs, then the creditors must be given an opportunity to express any objections they may have. They shall be notified at least forty-five (45) days prior to the extraordinary general assembly meeting where the reduction decision will be made. The notice shall include a statement outlining the amount of capital before and after the reduction, the date of the meeting, and the effective date of the reduction. If any creditor objects to the reduction and submits their objections along with supporting documentation on the specified date, the Company is obligated to either pay the creditor's debt immediately or provide them with sufficient security to pay it if the debt is deferred.
3. Equality between shareholders holding shares of the same type and class shall be taken into account when reducing the capital.

Article Sixteen: Bonds or Instruments:

The Company may issue negotiable debt instruments, including bonds or other types of instruments, both within and outside of the Kingdom of Saudi Arabia. The issuance shall be subject to the approval of the Company's Board of Directors, and the Board may take all necessary measures to issue such instruments in accordance with the regulations and controls of Islamic Sharia, the Companies Law, and other relevant laws and regulations.

Title Three
Board of Directors

Article Seventeen: Company Management

The Company shall be managed by a Board of Directors composed of eight (8) members, who shall be elected by the Ordinary General Assembly of the shareholders for a term not exceeding four (4) years. The Board shall be composed of an appropriate representation of independent members. In all cases, the number of independent members of the Board may not be less than two members or one-third of the members of the Board, whichever is greater.

Article Eighteen: Expiration or Termination of the Membership of the Board:

1. The membership of the Board shall terminate upon the expiration of its term, retirement, death, or expiration of the member's validity in accordance with any applicable laws or regulations in the Kingdom of Saudi Arabia.

2. The General Assembly, upon recommendation from the Board of Directors, may terminate the membership of any individual who has breached their duties to the detriment of the Company's interests, has been declared bankrupt or insolvent, has submitted an application for settlement with their creditors, has failed to pay their debts, has become incapacitated, has suffered from mental illness, or has been proven to have committed an act that violates honesty and morals, or has been convicted of forgery. Additionally, if a member is absent from attending three (3) consecutive meetings or five (5) separate meetings during their term of membership without a legitimate excuse accepted by the Board of Directors, their membership may also be terminated.

3. The Ordinary General Assembly may dismiss some or all members of the Board of Directors. In such a case, the Ordinary General Assembly shall elect a new Board of Directors or appoint replacements for the dismissed members in accordance with the provisions of the Companies Law. However, the dismissed member(s) shall retain the right to claim compensation from the Company if the dismissal occurs for an unacceptable reason or at an inappropriate time. A member of the Board of Directors may retire provided that this is done in a timely manner, otherwise he shall be held liable to the company for the damages resulting from retirement.

Article Nineteen: Expiry of the term of the Board of Directors, retirement of its members or vacancy of membership:

1. The Board of Directors shall, before the end of its term of office, convene the Ordinary General Assembly to elect a Board of Directors for a new term. If it is not possible to hold an election and the term of the current Board of Directors has ended, its members shall continue to fulfill their duties until a new Board is elected for the next term. However, this continuation shall be limited to a maximum of ninety days from the date of the expiry of the Board's term.

2. If the Chairman and members of the Board of Directors retire, they shall convene the Ordinary General Assembly to elect a new Board of Directors, and retirement shall not take effect until the election of the new Board, provided that the period of continuation of the retired Board shall not exceed (120) days from the date of retirement.

3. A Board of Directors member may retire from their position by providing written notice to the Chairman of the Board. In the event that the Chairman retires, the notice should be addressed to the remaining members of the Board as well as the Board Secretary. The retirement shall, in both cases, become effective from the date specified in the notice.

4. In the event that a member of the Board of Directors passes away or retires, and the resulting vacancy does not cause the Board to fall below the minimum number of members required for a valid meeting, the Board has the option to appoint a qualified individual to temporarily fill the vacant position. However, the Board must notify the Commercial Register and the Capital Market Authority of the appointment within 15 days, and the appointment must be presented to the Ordinary General Assembly at its first meeting. The appointed member will serve for the remainder of their predecessor's term.

5. If the Board of Directors fails to convene due to not satisfying the minimum number of members as prescribed in the Companies Law or these Bylaws, the existing members shall call for an Ordinary General Assembly within sixty days to elect the required number of members.

Article Twenty: Powers of the Board

Subject to the competencies prescribed for the General Assembly: The Board of Directors shall hold extensive powers and authorities when it comes to managing the Company. These powers are not limited to, but include:

1. The Board of Directors is authorized to oversee the Company's business activities, management of funds, conduct of affairs, contracting, acknowledgments, commitments, and associations made under the Company's name and behalf in all contracts, agreements, and documents. Additionally, the Board is authorized to carry out any necessary actions to achieve the Company's objectives. It also has the authority to approve and sign essential contracts, documents, and papers before all relevant authorities, ministries, institutions, and public government bodies and private bodies, as well as banks, companies, and establishments, embassies, and consulates, both within and outside of Saudi Arabia.

2. The Board of Directors is authorized to approve the Company's internal regulations related to financial, administrative, technical, regulatory, and executive matters, as well as the development of its vision, strategies, policies, and work plans. The Board also has the power to approve the Company's annual capital budgets, as well as any other studies and strategies related to the Company's activities. Moreover, the Board is responsible for signing all relevant documents and papers related to these matters.

3. The Board of Directors is authorized to establish all committees that emanate from it, including determining their respective types and names, defining their tasks and powers, and other related matters.

4. The Board of Directors has the right to sell or mortgage the Company's real estate and assets for the benefit of the Company, subject to the following conditions:

A. The Board shall specify the justification for such action in its resolution;

B. The sale shall be roughly comparable to the equivalent price;

C. The payment of the price for such transaction shall not be deferred except in necessary cases and with sufficient guarantees; and

D. Such action shall not cause the Company to discontinue some of its activities or incur other liabilities.

5. The Board of Directors has the authority to discharge the Company's debtors from their obligations in a manner that serves the Company's interests, if deemed necessary. However, such a decision shall meet the following conditions, which shall be documented in the minutes of the Board of Directors, along with the reasons for the resolution:

- A. discharge must be after the lapse of at least one (1) year from the establishment of the debt;
- B. discharge must be for a specified maximum amount for each year for each debtor; and
- C. Discharge is a right of the Board of Directors that may not be delegated.

6. The Board of Directors is authorized to request loans and credit facilities from various sources, including all banks, government finance funds, and other lenders, both within and outside the Kingdom of Saudi Arabia. The total amount requested shall not exceed 75% of the Company's capital. The Board is responsible for approving the loans and facilities, as well as signing all necessary contracts, agreements, and documents, regardless of their duration. However, for loan contracts with terms exceeding three years, the Board shall observe the following conditions:

A. The Board of Directors shall specify in its resolution the aspects of the use of the loan and the manner of its repayment.

B. The terms of the loan and the guarantees provided to it shall take into account not to harm the Company, its shareholders and the general guarantees of creditors.

7. The Board of Directors has the right to enter into bids, tenders, receipt and payment. The Board of Directors is also authorized to appoint and dismiss agents, experts, and lawyers on behalf of the Company. They are also authorized to issue powers of attorney and sign all related instruments, documents, and contracts before a notary public.

8. The Board of Directors is responsible for appointing the CEO of the Company and granting them the necessary powers to manage the Company's business. This includes determining the CEO's salary and remuneration. Additionally, the Board has the authority to approve the appointment of executives who are directly subordinate to the CEO, based on the CEO's recommendations, and to determine their salaries and remuneration.

9. The Board of Directors is authorized to permit the Company's executives to sign on its behalf, subject to the regulations and controls approved by the Board. They are also responsible for approving the Company's business plans, overseeing their implementation, and approving the annual budget.

10. The Board of Directors is responsible for approving the appointment of employees, managers, heads of departments, and other personnel of the Company or its subsidiaries. They are also authorized to determine their wages, grant them powers, and dismiss them when necessary.

11. The Board of Directors has the authority to appoint a representative of the Company to manage any affiliated company or subsidiary, and to attend meetings of partners or shareholders, boards of directors, and other relevant assemblies on behalf of the Company. The appointed representative is authorized to vote on behalf of the Company and sign any resolutions or meeting minutes related to these assemblies.

12. The Board of Directors is authorized to delegate the power of signature on behalf of the Company to its management officials, within the limits of the authority set by the Board of Directors. It is also authorized, within its defined scope of competence, to delegate or authorize one or more of its members or third parties to carry out specific tasks or projects based on a written resolution. The Board has the power to revoke such delegation or power of attorney, either in whole or in part.

Article Twenty One: Remuneration of Board Members

1. The remuneration of Board of Directors members shall adhere to the limits set forth in the Companies Law and its Regulations, as well as the Remuneration Policy Regulations approved by the General Assembly. The entitlement of Board members to receive remuneration is subject to the following specific conditions:

A. The Company's achievement of profits.

B. The reserves decided by the General Assembly shall be deducted in application of the provisions of the Companies Law and its Regulations and this Bylaws.

C. Dividends shall be distributed to shareholders of not less than (5%) of the Company's paid-up capital.

If these conditions are met, a percentage equivalent to (10%) of the remaining net profit may be distributed as remuneration to the members of the Board. Such remuneration shall be proportionate to the number of sessions attended by each Board member.

2. The Remuneration Policy Regulations, which are approved by the General Assembly, are responsible for determining the remuneration, allowances, benefits, and expenses granted to each member of the Board, including the Chairman, members of its committees, and secretaries.

3. The Board's report to the Ordinary General Assembly shall contain a comprehensive statement of all remunerations, allowances and other benefits received by the Directors during the financial year. Such report shall also include a statement of the earnings of the Directors in their capacities as employees or executives of the Company and their earnings for any technical, administrative or advisory work provided for the Company. The report shall also include a statement of the number of meetings of the Board and the number of meetings attended by each Director from the date of the last meeting of the Ordinary General Assembly.

Article Twenty Two: Powers of the Chairman, Vice Chairman, CEO, and Secretary:

1. At its initial meeting, the Board of Directors shall appoint a Chairman and a Vice-Chairman from among its members. The Chairman of the Board of Directors is not permitted to hold any executive position within the Company. Additionally, the Board of Directors may appoint a Chief Executive Officer of the Company. During Board meetings, the Chairman of the Board is responsible for presiding over the proceedings. In the Chairman's absence, the Vice-Chairman will assume the role of presiding over the meeting.

2. In addition to the responsibilities of the General Assembly and the Board of Directors, the Chairman of the Board is responsible for representing the Company in its dealings with third parties and before arbitration and judicial bodies. The Chairman may supervise the Company's work, manage its affairs, sign on its behalf, and implement the decisions of the Board. The Chairman has the authority to delegate some or all of these powers to the Vice-Chairman by issuing a written decision that specifies the delegated powers and the period of delegation. **the Chairman of the Board of Directors may for this purpose in particular and without specifying the following:**

A. Ministries, institutions and governmental and private bodies: Representing the Company in its dealings with third parties, including before the judiciary and all governmental authorities, ministries, institutions, public bodies, and private entities. This includes representing the Company before judicial and quasi-judicial committees, sections, and departments, as well as banks, companies, institutions, embassies, and consulates both within and outside the Kingdom of Saudi Arabia.

B. Registers, Chambers of Commerce, Trademarks, Commercial Agencies and Moral Rights: Approving all services provided by the Ministry of Commerce and the like and the Chambers of Commerce and Industry in the Kingdom of Saudi Arabia and signing all documents related to them.

C. Employment and Recruitment: Appointing department directors and employees who possess the necessary experience and competence to conduct the Company's business. He is also responsible for defining their positions, duties, wages, and remuneration. Additionally, the Chairman may establish administrative, financial, legal, and executive committees and delegate them the necessary powers and coordination to expedite decision-making on matters submitted to them. The Chairman of the Board is authorized to approve all services provided by government bodies such as the Ministry of Interior, Human Resources and Social Development, and the General Organization for Social Insurance. He is also responsible for signing all related documents and paperwork.

D. Incorporation of Companies: Approving all services related to establishing or participating in companies provided by the Ministry of Commerce or other relevant government bodies. He is also responsible for signing all related documents and paperwork regardless of their nature.

E. Banks: Approving all services provided by all banks and the like; signing all documents and paperwork related to them inside or outside the Kingdom; opening and managing accounts with Sharia controls, closing and settling accounts; opening credits, depositing, withdrawing, transferring, receiving and disbursing; updating and activating accounts, extracting account statements, requesting facilities, requesting guarantees, providing guarantees and warranties for the benefit of any party; requesting bank loans that comply with Sharia provisions and controls, signing loan contracts, discharging them; subscribing to banks' e-services, issuing cheque books, receiving checks, cashing checks, issuing certified checks, objecting to checks, executing promissory notes and any other commercial or financial instruments approved by the laws in force in the Kingdom in accordance with the applicable Sharia controls; concluding all banking dealings, agreements and transactions; discharging the Company's debtors from their obligations and debts; providing financial support to any of the companies in which the Company participates as well as subsidiaries, and guaranteeing credit facilities obtained by any of the companies in which the Company participates; employing the Company's funds and investing them in any way, redeeming safe deposit box units, renewing subscription to safe deposit boxes, opening safe deposit boxes, subscribing to safe deposit boxes; rescheduling installments, requesting points of sale, requesting bank credit, requesting a bank guarantee, buying Shariah-compliant shares, sukuk and securities, selling Shariah-compliant shares, sukuk and securities, receiving the value of shares, receiving profits, opening investment portfolios with Sharia controls, executing, amending and canceling orders, redeeming units of investment funds, transferring shares from the portfolio, subscribing to, managing and liquidating Shariah-compliant investment fund units, extracting proof of indebtedness, managing properties, buying and selling shares, making subscriptions in joint stock companies, receipt of certificates of contributions, receipt of surplus, and selling and purchasing commodities and metals inside and outside the Kingdom.

Approving all services related to properties provided by the Ministry of Justice or other relevant government bodies. He is also responsible for signing all related documents and paperwork regardless of their nature.



G. Judiciary, Courts and Security Authorities: Approving all services provided by the Ministries of Justice and Interior and the like related to judicial and quasi-judicial authorities, the Public Prosecution, security authorities and the like, and signing all documents and paperwork related to them regardless of their nature.

H. Contracts: finalizing and signing all contracts, agreements, documents, and paperwork before various entities including government bodies, ministries, institutions, private entities, banks, companies, and departments of all kinds.

3. The Chairman of the Board is authorized to delegate some of their powers to other Board members or third parties for a specified period to carry out specific tasks, as outlined in a written resolution. In the absence of the Chairman, the Vice Chairman of the Board will assume the role of the Chairman.

4. The Board of Directors may appoint a CEO of the Company from among its members or others and determine his competences and remuneration in accordance with the Remuneration Policy approved by the General Assembly. The powers of the CEO of the Company shall be as stipulated in the matrix of powers approved by the Board of Directors, **including, but not limited to, the following:**

A. Implementing the policy drawn up by the Board of Directors and the Shareholders' Assemblies.

B. Improving and developing internal technical and commercial processes and systems to facilitate the growth of the Company.

C. Providing a clear and motivating vision and business strategy for the Company's growth and expansion.

D. Reviewing and developing technical skills that reflect the Company's capabilities and source of strength.

E. Representing the Company before the official authorities and coordinating with them.

F. Supporting work development initiatives.

G. Ensuring the Company's compliance with the laws and regulations of the Capital Market Authority and its internal rules and regulations.

5. The Board of Directors is responsible for appointing a secretary, who may be chosen from among its members or from outside the Board, as long as they are an employee of the Company. The Board will determine the secretary's responsibilities and compensation in accordance with the Remuneration Policy approved by the General Assembly. The Secretary is responsible for taking minutes during Board meetings, recording and maintaining the resolutions made during these meetings, and carrying out other competences assigned by the Board of Directors.

6. The term of office for the Chairman of the Board, Vice-Chairman, Chief Executive Officer, and Secretary must not exceed the term of their respective Board members. They may be reappointed. The Board has the authority to recommend the dismissal of the Chairman and Vice-Chairman of the Board to the General Assembly at any time. In addition, the Board of Directors has the authority to dismiss the Chief Executive Officer or the Secretary. However, the dismissed individual has the right to compensation if the dismissal was illegitimate or occurred at an inappropriate time.

Article Twenty Three: Board Meetings, Deliberations and Quorum Required for its Convening

1. The Board of Directors shall hold meetings at least four times a year, with the Chairman issuing written invitations for each meeting. The invitations shall be sent via email or other approved technical means and shall include the agenda of the meeting. The invitations shall be sent at least five (5) days prior to the date of the meeting, except in cases where an emergency meeting is required, in which case an invitation may be sent in a shorter period of time. The Chairman of the Board shall invite the Board to convene at the request of two Board members. The Board meetings are held at the Company's headquarters, or remotely via modern technology.

2. In urgent matters, the Board may pass resolutions by presenting them to each member separately, unless a member requests a meeting to deliberate the matter in writing. These resolutions are considered valid if they are unanimously approved by all members. However, these resolutions shall be presented to the Board of Directors at the next meeting for documentation purposes.

3. The meeting of the Board shall not be valid unless attended by (4) four members by themselves or by proxy, provided that the number of members present is at least (3) members, including an independent member. A Board member may delegate another member to attend Board meetings subject to the below restrictions:

A. Board member may not represent more than one member in the same meeting.

B. The proxy shall be made in writing for the attendance of a certain meeting of the Board of Directors.

C. The representative may not vote on resolutions on which the principal may not vote as per the Bylaws.

4. The resolutions of the Board shall be adopted by a majority of the members present or represented. In case of a tie, the opinion of the Chairman of the Board, or whoever is appointed to preside over the session, will be considered the deciding vote.

5. Deliberations and resolutions of the Board shall be documented in minutes to be signed by the Chairman of the Board, the Board members attending the meeting and the Secretary. The minutes shall be recorded in a special register to be signed by the Chairman of the Board and the Secretary. Modern technology can be used to approve the minutes of the Board of Directors.

Article Twenty Four: Board Member's Disclosure of Interest in Business and Contracts

1. Subject to the provisions of Article (27) of the Law, a member of the Board of Directors shall, upon becoming aware of any interest he has, whether directly or indirectly, in the business and contracts that belong to the Company's account, inform the Board thereof, and such notification shall be recorded in the minutes of the meeting of the Board at its meeting. Such a member may not participate in voting on the resolution issued in this regard by the Board and the General Assemblies. The Board shall inform the General Assembly upon its convening of the business and contracts in which the Board member has a direct or indirect interest and shall attach to the report a special report from the Company's auditor prepared in accordance with the auditing standards adopted in the Kingdom.

2. If a Board member fails to disclose their interest, as referred to in paragraph (1) of this Article, the Company or any interested party may file a claim with the competent judicial authority to invalidate the contract. The members may also be required to repay any profits or benefits they received as a result of the contract.

3. Any damages resulting from business or contracts, as referred to in paragraph (1) of this Article, shall be the liability of the member who has an interest in the said business or contract. If the members of the Board of Directors fail or neglect to perform their obligations as outlined in that paragraph, or if it is proven that such business or contracts are unfair, involve a conflict of interest, and cause harm to shareholders, then the Board members will also be held liable for damages.

4. Board members who object to a resolution shall be exempt from liability if they explicitly state their objection in the minutes of the meeting. However, absence from a meeting where a resolution is passed does not exempt a member from liability unless it can be proven that they were not aware of the decision or were unable to object to it after becoming aware of it.

Title Four: Shareholders Assembly

Article Twenty Five: General & Special Assemblies

1. General and special assemblies shall be convened by invitation of the Board of Directors in accordance with the conditions stipulated in the Company's Bylaws. The Board of Directors is required to convene the Ordinary General Assembly within thirty days from the date of a request made by the auditor or by one or more shareholders who collectively represent at least ten percent of the shares of the Company with voting rights. If the Board fails to issue an invitation within thirty days of the auditor's request, the auditor may invite the Ordinary General Assembly to convene.

2. The request referred to in paragraph (1) of this Article shall indicate the items on which the shareholders are required to vote.

3. The Ordinary General Assembly may be convened by a decision of the competent authority in the following cases:

A. If the specified period for convening the Ordinary General Assembly, as outlined in paragraph (1) of Article (88) of the Law, expires without the assembly being convened.

B. If it is found that there are violations of the provisions of the Law or the Company's Bylaws, or if there are defects in the management of the Company, including an insufficient number of Board of Directors members for a valid convening.

C. If the Board fails to issue an invitation to convene the Ordinary General Assembly within the period specified in paragraph (1) of this Article from the date of a request made by the auditor or by one or more shareholders who collectively represent at least ten percent of the shares of the company with voting rights.

The competent authority may take the necessary measures to convene the Ordinary General Assembly, and it may preside over the meeting of that assembly if it can't be presided over in accordance with the provisions of paragraph (1) of Article (84) of the Law.

Article Twenty Six: Calling for the Assembly Meeting

The invitation to convene the Assembly shall be sent at least twenty-one days before the date specified for it in accordance with the controls determined by the regulations, taking into account the following:

A. Shareholders shall be informed of the invitation through registered letters sent to the addresses listed in the shareholders' register, or by announcing the invitation through modern technology.

B. A copy of the invitation and agenda shall be sent to the Capital Market Authority on the date of announcing the invitation.

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

A. A statement regarding the right of the shareholder to attend the General Assembly meeting and their ability to delegate a non-member of the Board of Directors. It should also include a statement regarding the right of the shareholder to discuss topics on the agenda, ask questions, and how to exercise the right to vote.

B. Place, date and time of the meeting.

C. The type of assembly, whether general or special.

D. The agenda of the meeting, including the items required to be voted upon by shareholders.

Article Twenty Seven: Powers of the Ordinary General Assembly

Except for matters reserved for the Extraordinary General Assembly, the Ordinary General Assembly shall be in charge of all matters relating to the Company, specifically the following:

1. Electing and dismissing members of the Board of Directors.

2. Appointing one or more auditors for the Company, as required by the Law. The General Assembly also has the authority to determine the auditor's fees, as well as to reappoint or dismiss the auditor.

3. Reviewing and discussing the report of the Board of Directors.

4. Reviewing and discussing the Company's financial statements.

5. Discussing the auditor's report, if any, and taking a decision thereon.

6. Deciding on the proposals of the Board of Directors regarding the method of distributing dividends.

7. Forming the Company's reserves and determining their uses.

The Ordinary General Assembly shall meet at least once a year within the six months following the end of the Company's financial year. The Ordinary General Assembly may be called to hold other meetings whenever needed.

Article Twenty Eight: Powers of the Extraordinary General Assembly

The Extraordinary General Assembly shall be in charge of amending the Company's Bylaws except with regard to the following matters:

1. Depriving a shareholder of any fundamental rights they have as a shareholder or from amending these rights. The nature of the rights related to the type or category of shares owned by the shareholder shall be taken into account, in particular the following:

A. Obtaining a share of the profits to be distributed, whether in cash or through the issuance of bonus shares to non-employees of the Company and its subsidiaries.

B. Obtaining a share of the Company's net assets upon liquidation.

C. Attending the general or special Shareholders' Assemblies, participating in their deliberations and voting on their resolutions.

D. Disposing of its shares except in accordance with the provisions of the Law.
E. Requesting access to the company's books and documents, monitoring the work of the Board of Directors, filing a liability lawsuit against the members of the board of directors, and challenging the invalidity of the resolutions of the general and special Shareholders' Assemblies.

F. The Priority of subscription for new shares issued against cash shares, unless otherwise provided in the Bylaws.

G. Amendments that increase the financial burdens of shareholders, unless approved by all shareholders.

2. Report on the continuation or dissolution of the Company.

3. Approval on the buy-back and disposal of the Company's shares:

The Extraordinary General Assembly, in addition to its prescribed purview, may pass resolutions on matters that are originally within the purview of the Ordinary General Assembly, subject to the same terms and conditions that apply to the Ordinary General Assembly.

Article Twenty Nine: Quorum of the Ordinary General Assembly Meeting

1. The convening of the Ordinary General Assembly meeting may only be considered valid if it is attended by shareholders representing at least one-quarter of the Company's shares.

2. If the required quorum is not present at the first meeting, as outlined in paragraph (1) of this Article, a second meeting shall be scheduled within thirty days of the original meeting date. The conditions for the second meeting will be the same as those outlined in Article (91) of the Law. The second meeting may be held one hour after the expiration of the period specified for the first meeting, provided that the invitation to the first meeting includes evidence that such a meeting can be held. In all cases, the second meeting will be considered valid, regardless of the number of shares with voting rights represented therein.

3. The resolutions of the Ordinary General Assembly shall be issued with the approval of the majority of voting rights represented at the meeting.

Article Thirty: Quorum of the Extraordinary General Assembly Meeting

1. The convening of the Extraordinary General Assembly meeting may only be considered valid if it is attended by shareholders representing at least half of the Company's shares.

2. If the required quorum is not present at the first meeting, as outlined in paragraph (1) of this Article, a second meeting shall be scheduled. The conditions for the second meeting will be the same as those outlined in Article (91) of the Law. The second meeting may be held one hour after the expiration of the period specified for the first meeting, provided that the invitation to the first meeting includes evidence that such a meeting can be held. In all cases, the second meeting shall be valid if attended by shareholders representing (one-quarter) of the shares of the Company that has voting rights represented therein.

3. If the required quorum is not present at the second meeting, an invitation will be issued for a third meeting to be held under the same conditions outlined in Article (91) of the Law. The third meeting will be considered valid, regardless of the number of shares with voting rights represented therein.

4. The resolutions of the Extraordinary General Assembly shall be issued with the approval of (two-thirds) of the voting rights represented at the meeting, unless the resolution pertains to increasing or decreasing the capital, prolonging the term of the Company, dissolving it before the expiry of the period specified in its articles of association, merging it with another company, or dividing it into two or more companies. In such cases, the resolution may only be considered valid if it is issued with the approval of three-quarters of the voting rights represented at the meeting.

5. The Board of Directors shall register with the Commercial Register the resolutions of the Extraordinary General Assembly specified in the Bylaws within (15) days of the date of their issuance.

Article Thirty One: Voting at Assemblies

1. Votes in ordinary and extraordinary general assemblies shall be counted on the basis of one vote per share. Cumulative voting shall be used in the election of the Board of Directors, so that the voting right of the share may not be used more than once.

2. The members of the Board of Directors may not 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 Thirty Two: Chairmanship of Assemblies and Preparation of Minutes

1. The Board Chairman or its Vice Chairman shall preside over the meetings of the General Assemblies of Shareholders, or any member appointed by the board of directors from among its members in the absence of both the Chairman and Vice Chairman.

2. Minutes shall be drawn up for the meeting which shall include the numbers of the Shareholders present in person or represented by proxy, the number of 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 with such resolutions and a comprehensive summary of the discussions that took place during the meeting. Such minutes shall be regularly recorded after each meeting in a special register and shall be signed by the Chairman, the Secretary and the canvasser.

Title Five:
(Company Committees) "Committees emanating from the Board of Directors"

Article Thirty Three: Audit Committee

1. The Company's Board of Directors shall pass a resolution to form an Audit Committee consisting of at least three (3) members, but no more than five (5) members. The members shall be non-executive members of the Board of Directors, whether shareholders or others. Additionally, at least one independent member from outside the Board of Directors shall be included among the members, and half of the members of the Audit Committee shall be independent or exhibit no factors that hinder their independence, as specified in the Corporate Governance Regulations. The Board of Directors may appoint the Chairman of the Committee and select them from among non-executive or independent members of the Board. If the Board does not make this appointment, the members of the Committee shall choose a Chairman of the Committee from among themselves, provided that the chosen member is a non-executive or independent member. The Board may, as appropriate, reconstitute the Committee and increase its members in accordance with the quorum set forth in this paragraph.

2. **Audit Committee's Powers:** The Audit Committee is responsible for overseeing the company's operations. For this purpose, it has the right to access its records and documents and may request clarifications or statements from members of the Board of Directors or executive management. In the event that the board of directors obstructs the Committee's work, or the company incurs significant damage or losses, the Committee may request that the Board calls a General Assembly Meeting.

3. **Quorum of the Committee Meeting:** Audit Committee meetings shall be only deemed valid if attended by majority of its members, and its resolutions shall be passed by a majority vote of the attending members. In case of a tie, the Chairman of the meeting will have a casting vote.

4. **Audit Committee's Reports:** The Audit Committee shall examine the Company's financial statements, reports, and notes submitted by the Auditor and shall give its opinion thereon, if any. The Committee shall also prepare a report including its opinion on the efficiency of the Company's internal audit system and the other activities it performed within its mandate. The Board shall keep sufficient copies of the Committee's report at the Company's Head Office at least twenty-one days prior to the date the General Assembly Meeting to provide any interested shareholder with a copy of the report. The report shall be recited during the General Assembly.

Article Thirty Four: Other Committees emanating from the Board of Directors

The Board of Directors of the Company shall establish additional committees as required by the Company. The Board shall define, through independent regulations it issues, the controls, procedures, and responsibilities for each committee's work, as well as the rules governing their composition, tasks, and the remuneration of their members. These regulations shall be presented to the General Assembly for approval upon the Board's recommendation.

**Title Six:
Auditor****Article Thirty Five: Appointment, Dismissal and Resignation of the Company's Auditor:**

1. The Company shall have one or more auditors from among the auditors licensed to operate in the Kingdom of Saudi Arabia. The General Assembly shall appoint the auditor(s) and determine their fees, duration of work, and scope. The auditor(s) may be reappointed. The auditor's appointment period shall not exceed the duration prescribed by law, in accordance with the provisions of Article (3) of the Executive Regulations of the Companies Law for Listed Joint Stock Companies.
2. The auditor may be dismissed by a resolution to be issued by the General Assembly. The Chairman of the Board of Directors shall inform the competent authority of the dismissal decision and its reasons within a period not exceeding (5) days from the date of issuance of the resolution.
3. The auditor may resign pursuant to a written notice submitted to the company. Auditor's assignment shall terminate from the date of submitting the resignation notice or at a later date as specified therein, without prejudice to the company's right to compensation for any damage it incurs, if justified. In the event that the auditor resigns, it shall submit a statement to the Company and the competent authority outlining the reasons for their resignation. The Board of Directors shall convene the General Assembly to review the reasons for the resignation, appoint a new auditor, and determine its fees, duration of work, and scope.

Article Thirty Six: Powers and Obligations of the Auditor:

The auditor may, at any time, access the Company's documents, accounting records, and supporting documents; and request data and explanations deemed necessary to verify the company's assets, liabilities, and other matters that fall within the auditor's scope of work. The Chairman of the Board of Directors shall enable the Auditor to perform his duties. If the Auditor faces any difficulty in this regard, he shall state that fact in a report to be submitted to the Board. If the Board of Directors does not facilitate the job of the Auditor, the Auditor shall ask the Board to call for a meeting of the General Assembly to convene to consider the matter. The auditor may issue such invitation if the Board of Directors does not issue it within (30) days from the date of the auditor's request.

**Title Seven:
Company's Accounts and Dividends Distribution****Article Thirty Seven: Financial Year**

The Company's financial year starts on the 1st of January 1st and ends on the 31st of December each year.

Article Thirty Eight: Financial Documents

1. At the end of each financial year, the Board shall prepare the Company's financial statements and a report of its activities and financial position for such financial year, including the proposed method of distributing the net profits. The Board shall put these documents at the disposal of the Auditor at least forty five (45) days prior to the date scheduled for the convening of the General Assembly.

The Company's Chairman of the Board, CEO and CFO, if any, shall sign the documents referred to in paragraph (1) of this Article. Copies of these documents shall be kept at the Company's Head Office at the disposal of the shareholders.

The Chairman of the Board of Directors shall provide the shareholders with the Company's financial statements, the report of the Board of Directors, after signing them, and the auditor's report, if applicable, unless published through any modern technical means, at least twenty-one (21) days before the scheduled date of the annual Ordinary General Assembly. Additionally, the Chairman shall deposit these documents in accordance with the Executive Regulations of the Companies Law.

Article Thirty Nine: Distribution of Dividends

The Company's annual net profits shall be distributed as follows:

1. Ten percent (10%) of the net profits shall be set aside to form the Company's statutory reserve. This may be discontinued by a resolution of the Ordinary General Assembly when said reserve reaches (30%) of the paid-up capital.
2. The Ordinary General Assembly may resolve to form other reserves to the extent they serve the Company's interests, or to ensure the distribution of fixed dividends - so far as possible - to the Shareholders. The Ordinary General Assembly may also deduct amounts from the net profits to establish social institutions for the Company's employees or to assist such existing institutions.
3. The Ordinary General Assembly has the authority to distribute to the shareholders a percentage representing 5% of the Company's paid-up capital from the remaining funds.
4. Subject to the provisions of Article 76 of the Companies Law and its Executive Regulations, as well as this Bylaws, the Ordinary General Assembly may distribute a remuneration to the Board of Directors equivalent to 10% of the remaining net profit. However, the entitlement to this remuneration shall comply with the Companies Law and its Executive Regulations, as well as the remuneration policy approved by the General Assembly.

Article Forty: Entitlement to Dividends

The shareholder shall be entitled to dividends in accordance with the resolution of the General Assembly issued in this regard. The resolution shall specify the entitlement and distribution dates. Shareholders registered in the Shareholders' Registers shall be entitled to dividends at the end of the entitlement date.

The competent authority shall determine the maximum period during which the Board of Directors must implement the resolution of the Ordinary General Assembly regarding the distribution of dividends to shareholders.

Article Forty One: Dividend Distribution of Preferred Shares

1. If dividends are not distributed for any fiscal year, dividends for subsequent years may not be distributed except after payment of the percentage specified in accordance with the provisions of Article (114) after one hundred of the Companies Law to the owners of preferred shares for this year.

2. If the Company fails to pay the percentage specified in Article (114) of the Companies Law for three consecutive years, the special assembly of the owners of these shares, pursuant to Article (89) of the Companies Law, may decide to either participate in the general assembly meetings and vote or appoint representatives to the Board of Directors in proportion to the value of their shares until the Company can pay all priority dividends allocated to the holders of these shares for previous years.

Article Forty Two: Company's Losses

In the event that the Company's losses reach half of the issued capital, the Board of Directors shall disclose this information and provide their recommendations for addressing the losses within sixty days of becoming aware of this situation. The Board shall also convene an extraordinary assembly within 180 days of becoming aware of the losses to discuss the Company's continuation and any necessary measures to address these losses or dissolve the Company.

Title Eight: Winding Up and Liquidation of the Company

Article Forty Three: Winding Up of the Company

The Company shall terminate if any of the reasons for expiry specified in Article (243) of the Companies Law occur. Upon termination, the Company shall enter the liquidation process in accordance with Title Twelve of the Companies Law. If the Company terminates, and its assets are insufficient to pay its debts or are subject to any legal trouble under the Bankruptcy Law, it shall apply to the competent judicial authority to initiate any necessary liquidation procedures under the Bankruptcy Law.

Title Nine: Final Provisions

Article Forty Four: Application of the Law

1. The Company shall be subject to the laws in force in the Kingdom of Saudi Arabia.
2. Any provisions stated herein that violate the provisions of the Companies Law shall be deemed invalid and subject to the provisions contained within the Companies Law. Additionally, any matter not addressed in this Bylaws shall be governed by the Companies Law, its Executive Regulations, and other related regulations.

Article Forty Five: Filing and Publication of the Law

These Bylaws shall be filed and published in accordance with the provisions of the Companies Law and its Executive Regulations.