



Ministry of Commerce

Article of Association
Tabuk Cement Co.
a listed joint-stock company



Head office: Tabuk

Electronic Copy No 2

Request No. 684178

Articles of Association of Tabuk Cement Co. (a listed joint-stock company)

Chapter One: Establishing the Company

Article (1):

Established in accordance with the provisions of the Companies Law issued by Royal Decree No. (M/132) dated 1/12/1443 AH and its implementing regulations. This law establishes a Saudi joint-stock company, as follows:

Article (2): Company Name

Tabuk Cement Company (a listed joint-stock company)

Article (3): Company Headquarters

The company's headquarter is located in the city of Tabuk. Branches may be established within or outside the Kingdom by a decision of the Board of Directors.

Article (4): Company Objectives

The company shall pursue and implement the following objectives:

Chapter	Category
Mining and Quarrying	Quarrying for the extraction of stones, sand, and clay
Mining and Quarrying	Other mining and quarrying activities not classified elsewhere
Manufacturing Industries	Manufacture of cement, lime, and gypsum

The company shall pursue its objectives in accordance with applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.

Article (5): Company Term

The company's term shall be unlimited.

Article (6): Participation and Ownership in the Company

In order to achieve its objectives, the company may own real estate, land, and scientific research laboratories to improve products and explore new types thereof, and establish sole limited liability or closed joint-stock companies. It may also own shares and stakes in other existing companies or merge with them. It has the right to participate with others in establishing joint-stock or limited liability companies, after fulfilling the requirements of applicable regulations and instructions in this regard. The company may also dispose of these shares or stakes, provided this does not include brokerage in their trading.

Chapter (2): Capital and Shares

Article (7): Capital

The Company's issued capital is set at nine hundred million Saudi Riyals (SAR 900,000,000.00), divided into (90,000,000) shares of equal nominal value, each with a value of (SAR 10.00). All of these shares are ordinary shares in exchange for cash dividends. The paid-up cash value is nine hundred million Saudi Riyals (SAR 900,000,000.00). The cash amounts paid from the issued capital have been deposited with an authorized bank.

Article (8): Share Subscription

Shareholders have subscribed for the entire issued capital shares amounting to SAR 900,000,000.00, fully paid.

Article (9): Increasing the Company's Capital

1. The Extraordinary General Assembly may decide to increase the Company's issued capital, or increase the authorized capital limit, if any, provided that the issued capital has been fully paid. It is not required that the capital be fully paid if the unpaid portion of the capital is attributable to shares issued in exchange for converting debt instruments or financing certificates into shares and the period for converting them into shares has not yet expired. 2. The company's board of directors may increase the issued capital within the limits of the authorized capital, if any, provided that the issued capital has been fully paid. 3. The extraordinary general assembly may, in all cases, allocate the shares issued upon capital increase, or part thereof, to the company's employees and subsidiaries, if any, or some of them. Shareholders may not exercise their right of priority when the company issues shares allocated to employees. 4. The company's capital may be increased in any of the following ways: A. Issuing new shares in exchange for cash or in-kind contributions. Issuing new shares in exchange for the company's debts of a specific amount, subject to payment, with the approval of the concerned creditors, provided that the issuance is at the value decided by the company's extraordinary general assembly after seeking the opinion of one or more accredited experts or evaluators, and after the company's board of directors prepares the following: A statement of the origin and amount of these debts. The Board members shall sign this statement and be responsible for its accuracy. A report from the company's auditor shall be attached to it. C. Issuing new shares equal to the reserve that the Extraordinary General Assembly decides to incorporate into the capital. These shares must be issued in the same form and under the same conditions as the issued shares of the same type or category. These shares shall be distributed to shareholders free of charge in proportion to the original shares each of them owns. D. Issuing new shares in exchange for debt instruments or financing instruments. 5. The shareholder who owns the share at the time of the issuance of the Extraordinary General Assembly's resolution approving the increase in the issued capital or the Board of Directors' resolution approving its increase within the limits of the authorized capital shall have priority in subscribing to the new shares issued in exchange for cash contributions. The shareholder shall be notified of his priority, if any, by registered letter to his address listed in the shareholders' register, or through modern technology means such as email and text messages, and of the decision to increase the capital, the subscription terms and conditions, and its start and end dates, taking into account the type and category of the share he owns. 6. The Extraordinary General Assembly has the right to suspend the shareholders' pre-emptive right to subscribe to the capital increase in exchange for cash shares or to grant the pre-emptive right to non-shareholders in cases it deems to be in the company's interest. 7. The Extraordinary General Assembly may issue a resolution to allocate new shares resulting from the capital increase to any shareholder or any new investor other than the shareholders. In this case, the capital increase shall not result in the issuance of pre-emptive rights shares. 8. The shareholder may sell or waive the pre-emptive right for a fee or without a fee in accordance with the relevant rules and regulations. 9. New shares shall be distributed to holders of preemptive rights who have applied for subscriptions in proportion to their preemptive rights, based on the total rights resulting from the capital increase, provided that their share does not exceed the new shares they applied for, taking into account

the type and category of the share they own. The remaining new shares shall be distributed to holders of preemptive rights who have applied for more than their share in proportion to their preemptive rights, based on the total rights resulting from the capital increase, provided that their share does not exceed the new shares they applied for. The remaining shares shall be offered to third parties, unless the Extraordinary General Assembly decides otherwise, or the Capital Market Law or the implementing regulations issued pursuant thereto stipulate otherwise.

[Article \(10\): Capital Reduction](#)

1. The Extraordinary General Assembly may decide to reduce the capital if it exceeds the company's needs or if it incurs losses. Only in the latter case may the capital be reduced to less than the minimum issued capital of a joint-stock company specified in the Companies Law. The reduction decision shall not be issued until a statement prepared by the Board of Directors is read out to the General Assembly regarding the reasons for the reduction, the company's obligations, and the effect of the reduction on fulfilling them. This statement shall be accompanied by a report from the company's auditor. 2. The company's capital may be reduced by any of the following methods: a. Cancelling a number of shares equal to the amount requested to be reduced. b. Reducing the nominal value of the share by canceling a portion thereof equal to the loss incurred by the company. c. Reducing the nominal value of the share by returning a portion thereof to the shareholder or by discharging the shareholder of all or part of the unpaid share value. d. The company purchasing a number of its shares equal to the amount requested to be reduced, and then canceling them. 3. If the capital reduction results from a capital increase beyond the company's needs, creditors must be invited to express their objections, if any, to the reduction at least forty-five days prior to the date set for the extraordinary general assembly meeting to decide on the reduction. The invitation must be accompanied by a statement specifying the capital before and after the reduction, the date of the meeting, and the effective date of the reduction. If a creditor objects to the reduction and submits their documents to the company by the aforementioned date, the company must pay their debt if it is due or provide them with sufficient guarantee to pay it if it is deferred. 4. A reduction may not be invoked against a creditor who submits their request within the time period stipulated in paragraph 2 of this article unless they have recovered the due portion of their debt or obtained sufficient guarantee to pay the unpaid portion.

[Article \(11\): Methods of Trading Shares](#)

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

[Article \(12\): The Company's Purchase, Pledge, and Sale of Its Shares](#)

1. The Company may purchase its shares of various types to allocate them to the Company's employees under the Employee Share Program or for other purposes, or may pledge them in accordance with the relevant laws and regulations. Shares purchased by the Company shall not have votes at shareholders' meetings. 2. The Company may sell treasury shares in one or more installments in accordance with the relevant laws and regulations.

[Article \(13\): Issuance of Shares](#)

1. Shares in the Company may not be issued at less than their nominal value as specified in these Bylaws. They may be issued at a value higher than this value, provided that the difference in the nominal value is placed in a separate item within shareholders' equity. The difference in the nominal value may not be distributed as cash dividends to shareholders. 2.

The Company's shares are registered and indivisible against the Company. If more than one person owns a share, they must choose one of them to represent them in exercising the rights associated with it. These persons shall be jointly liable for the obligations arising from share ownership.

[Article \(14\): Failure to Pay the Value of Company Shares](#)

The shareholder is obligated to pay the remaining value of the share by the specified dates. If the shareholder fails to pay by the specified date, the Company's Board of Directors may, after notifying the shareholder by an announcement on the Company's website or by any modern technology means, sell the share at a public auction or on the stock market, as the case may be. The shareholder is obligated to pay the remaining value of the share by the specified dates. If the shareholder fails to pay by the specified date, the Company's Board of Directors may, after notifying the shareholder by an announcement on the Company's website or by any modern technology means, sell the share at a public auction or on the stock market, as the case may be. The Company shall recover the amounts due from the proceeds of the sale and return the remainder to the shareholder. If the proceeds of the sale are insufficient to cover this amount, the Company may recover the remainder from all of the shareholder's assets. The rights attached to shares are suspended upon the expiration of the specified period until they are sold or paid to a person entitled to them. Suspended rights include a share of the net profits to be distributed and the right to attend general assemblies and vote on their decisions. However, a shareholder who defaults on payment until the date of sale may pay the amount due, plus the expenses incurred by the company in this regard. In this case, the shareholder shall have the right to request the dividends to be distributed.

[Article \(15\): Issuance of Debt Instruments and Financing deeds](#)

1. Subject to the relevant Shari'a provisions, the Company may issue, in accordance with the Capital Market Law, tradable debt instruments or financing deed. The Company's issuance of debt instruments or financing deed convertible into shares requires the issuance of a resolution by the Extraordinary General Assembly specifying the maximum number of shares that may be issued in exchange for such instruments or deed, whether such instruments or deed are issued simultaneously, through a series of issuances, or through one or more issuance programs. The Company's Board of Directors shall issue new shares in exchange for such instruments or deed, whose holders request their conversion, without the need for further approval from this assembly, upon the expiration of the conversion request period specified for holders of such instruments or deed, or upon fulfillment of the conditions for their automatic conversion into shares, or upon the expiration of the specified conversion period. The Board shall take the necessary measures to amend the Company's Articles of Association with respect to the number of shares issued and the capital. The Board of Directors shall register the completion of the procedures for each capital increase with the Commercial Register. 2. The Company may convert debt instruments or financing instruments into shares in accordance with the Capital Market Law, with the consent of their holders, whether prior consent, such as within the terms of the issue, or by subsequent agreement. 3. Shareholders' assemblies' resolutions apply to holders of debt instruments and financing instruments. However, these assemblies may not amend their rights except with their consent at a special assembly held in accordance with the provisions established for the convening and issuing of extraordinary general meetings.

[Article \(16\): Issuing Preferred and Convertible Shares and Converting the Type or Class of Shares](#)

The Company may, subject to the provisions of Islamic Sharia and in accordance with the relevant laws and regulations, issue preferred shares and redeemable shares, issue different classes of shares, or decide to purchase any of the shares mentioned in this paragraph. 2. The Company may, subject to the provisions of Islamic Sharia and in accordance with the relevant laws and regulations, convert one type, including ordinary shares, or one class of shares, into another type or class.

Chapter (3): Board of Directors

Article (17): Company Management

(a) The company shall be managed by a Board of Directors composed of (7) members, who must be natural persons elected by the Ordinary General Assembly of Shareholders for a term not exceeding four years.

As an exception, the founders appointed the first Board of Directors for a term of four years as follows:

s	Name	Occupation
1	Yazid Khalid Saleh Al-Shehri	Chairman of the Board of Directors
2	Tariq bin Khalid bin Hamad Al-Anqari	Vice Chairman of the Board of Directors
3	Abdulaziz Abdulrahman Ibrahim Al-Khamis	Board Member
4	Musaed Khalid Saleh Al-Shari	Board Member
5	Mohsen Hassan bin Mohsen Al-Fahadi	Board Member
6	Abdalmohsen Sultan Abdulwahab Al-Otaibi	Board Member
7	Ali Muhammad Marih Al-Qahtani	Board Member
8	Ali Muhammad Marbah Al-Qahtani	Chief Executive Officer
9	Amal Hussein Ali Redha	Secretary of the Board

(b) The Board of Directors shall determine the method of work as follows:

Meetings shall be held in my presence or via modern technology.

A quorum for the meeting shall be 50% of the Board members present. Management

The legal quorum for making decisions is the approval of 51% of the members.

Board members may be represented by proxy to attend meetings.

Members of the Board of Directors shall communicate as follows: Invitations shall be in writing and shall be delivered by any means that ensures communication, including modern technology. The rules for terminating membership shall be as follows: the end of the Board's term and the expiration of the member's validity, in accordance with any applicable laws or regulations in the Kingdom.

Article (18): Expiration or Termination of Board Membership

1. Board membership shall end upon the expiration of its term or the expiration of the member's validity, in accordance with any applicable laws or regulations in the

Kingdom. The General Assembly may (based on the General Assembly may, upon the recommendation of the Board of Directors, terminate the membership of any member who fails to attend three (three) consecutive meetings or five (five) separate meetings during his term of office without a valid excuse acceptable to the Board of Directors.

A - 1 - End of the Board of Directors' term - 2 - Expiration of the member's term in accordance with any applicable laws or regulations in the Kingdom - 3 - Removal of all or some members of the Board of Directors by the Ordinary General Assembly - 4 - Resignation of a member of the Board of Directors, provided that such resignation is communicated in writing to the Chairman of the Board of Directors in a timely manner, otherwise the member shall be liable to the Company for any damages resulting from the resignation. 5 - Death

Article (19): Powers of the Board

Subject to the powers assigned to the General Assembly, the Board of Directors shall have the broadest powers in managing the Company to achieve its objectives, and it shall have the authority to:

Commercial registers	Main	Issuance	
		Renewal	
		Cancellation	
	Subsidiary	Issuance	
		Renewal	
		Cancellation	
Companies in which the company enters as a shareholder	To sign corporate Contracts		
	To buy shares		
	To liquidate the Company		
	To sell shares		
	To represent the Company in the shareholder Company		
To incorporate of companies in the name of the company	Commercial registers	Issuance	
		Renewal	
		Cancellation	
	To register with the Ministry		

	To represent before the notary public			
	To sign the Company Contract			
	To sign the decisions of the shareholders			
Banking	To open accounts			
	To open credits			
	Deposit			
	Withdraw			
	To issue cheques			
	To update accounts			
	To issue account statements			
	To request facilities			
	To request guarantees			
	To sign loan contracts			
	To sign commercial papers			
	To sign promissory notes			
	To submit any request or service that falls under the jurisdiction of the Communications and Information Technology			

	Commission				
	The authority to delegate to any person - in accordance with the relevant regulations - to submit any of the requests or the services that fall under the jurisdiction of the Communications and Information Technology Commission				
To manage property	To buy, sell and conveyance properties	Property	To buy		
			To sell		
			To conveyance		
		Lands	To buy		
			To sell		
			To conveyance		
		Shares	To buy		
			To sell		
	To mortgage property	Mortgage right			
		Redemption			
		Receive			
Issuing commercial papers	Approving and signing commercial papers				
	Creating commercial papers				
	Cancelling commercial papers				
	Closing commercial				

	papers				
To amend the Memorandum of Association of companies in which the company enters as a shareholder	To approve shareholders' decisions	To change the legal entity			
		To increase or decrease the capital			
		To accept assignment of shares and purchase of shares			
		To accept the admission or the withdrawal of a shareholder			
		To sign the shareholders' decision to merge			
		To amend the rest of the Articles of Association			
	To liquidate the company				
	To transform the company into an organization				
Judiciary	To represent before Sharia courts	To hear claims and respond to the same			
		To reconcile			
		To reject and accept arbitration			
		To reject and accept			

		reconciliation		
		To acknowledge and deny		
		To waive		
		To plead		
		To advocate		
		To claim		
		To litigate		
	To appoint arbitrators			
	To appoint lawyers			
	To represent before the notary public			
	To use and implement all electronic services of the Ministry of Justice			
	To authorize/mandate others to implement the electronic services of the Ministry of Justice			
	(To sign the loan contract agreement, its amendments and appendices, and all related documents - To sign the follow-up agreement - To sign before the notary public regarding the advice agreement - To sign the industrial mortgage for mortgaging all the company's properties - To receive the loan - To waive the loan - To request loan forgiveness - To pay off the loan - To sign the documentary credit agreement)			

	(To sign the legal guarantee)		
	(To sign the commitment transfer agreement and to amend the loan contract)		
	(To sign the debt arrangement agreement on behalf of the company and partner)		
	(To issue, amend and cancel a waiver declaration)		
Services of the National Center for Nonprofit Sector Development	Nonprofit intermediary services, including collection, exchange, marketing, and other brokerage services.		
	Volunteer services.		
	Nonprofit establishment and management services.		
	Services for providing goods and services to nonprofit entities.		

Use and implement all services of the Etimad platform		
Transferring an institution's branch		
Opening registry branches		
To purchase the Organization		
To Sign all documents at the Chamber of Commerce		
To sell the Organization		
To manage Records review		
To extract records		
To transfer business records		

To management Records		
To Cancel Records		
To Supervision of records		
To Open a subscription to the Chamber of Commerce		
To the approval of the Signature at the Chamber of Commerce		
To Cancel a signature at the Chamber of Commerce		
To Enter tenders and receive forms		
To transfer the enterprise branch		
To review Social insurance		
To review the Department of Zakat and Income		
To open Branches for records		
To manage Commercial registry		
To cancel the commercial register		
To review civil defense		
To modify records		
To add activity		
To reserve the trade name		
To Renew the subscription to the Chamber of Commerce		
To amend the commercial register		
To transfer the commercial register		
To issue a replacement for damaged or lost record		
To issue a replacement for damaged or lost record		
To register Trademark		

To waiver Trademark		
To waiver trade name		
To issue licenses		
To purchase boats		
To issue a replacement for damaged or lost fishing permits		
To import boats		
To revoke boat licenses		
To renew licenses		
To amend licenses		
To add an activity		
To reserve names		
To revoke licenses		
To Renew the subscription to the Chamber of Commerce		
To open branches		
To review Social insurance		
To review Civil defense		
To review the Department of Zakat and Income Tax		
To issue a finishing permit		
To issue a boat license		
To renew a boat license		
To transfer boat license		
To sell the boat		
To renew a Fishing permit		
To revoke the Fishing permit		
To issue a replacement for damaged or lost		

boat license		
To open a branch for licensing		
To transfer of license		
To establish a company		
To sign Articles of Association and amend appendices		
to revoke Articles of Association and amend appendices		
To Sign the decisions of the shareholders		
To Appoint and dismissal of managers		
To amend the company's objectives		
To liquidate the company		
To Convert the company from a joint stock company to a limited liability company		
To Convert the company from a limited liability company to a joint stock company		
To Convert the company from a joint venture to a limited liability company		
To Increase the capital		
To reduce the capital		
To Enter and exit shareholders		
To Enter into existing companies		
To Transfer shares, stocks and bonds		
To Determine the capital		
To Receipt surplus allocation		
To waiver shares and stocks from the capital		
To sell the company's branch		
To amend the nationality of one of the shareholders in the contract		

to accept the waiver of shares, stocks and capital		
to purchase stocks and shares and pay the price		
to close accounts of banks in the name of the company		
to open accounts of banks in the name of the company		
To sign the agreements		
To register the company		
To register agencies and trademarks		
To attend the general assemblies		
To open branches of the company		
To open company files		
To sign Articles of Association and amend appendices of the notary public		
to issue and renew commercial records for the company		
To Renew and subscribe the Chamber Commerce		
To review the General Authority for Investment and sign before it		
To Review the Quality Management Department and the Standards and Metrology Authority		
To Review the Capital Market Authority		
To Issue and renew licenses for the company		
To convert the organization into a company		
To convert the company's branch into an organization		
To convert the company's branch into an company		

to publish the Articles of Association, amendment appendices, summaries thereof, and Articles in the Official Gazette		
To Review telecommunications companies and establish fixed or mobile phones in the name of the company		
To Enter into tenders and receive forms		
To Sign the company's contracts with third parties		
To Waiver or revoke the trademarks		
To amend the company name		
To issue visas		
To convert the company into organization		
To receive visa compensation		
To Update employee data		
To Open, renew and revoke main and sub files		
To liquidate and revoke the employment		
To report the escape of employment		
To revoke the escape of employment reports		
To transfer guarantees		
To amend professions		
To Transfer, liquidate, and revoke ownership of facilities		
To review the Department of National Recruitment Offices		
To Review computer management in the workforce		
To issue and renew work permits		
To Receive the Saudization certificates		
To issue data statement (print)		

To add and remove Saudis		
To recruit		
To open a file		
To activate the Saudi portal		
To recruit employees from abroad		
To end employment procedures of social insurance		
To revoke visas		
To Refund visa amounts		
To amend the nationalities		
To issue family visit visas		
To issue Family Recruitment Visas		
To review the embassy		
To extend exit and re-entry visas		
To extend visit visas		
To issue data statement (print)		
To revoke visas		
To Refund the visa amount		
To amend the destination		
To extract residency permit		
To renew residency permit		
Exit-return papers		
Final exit papers		
To transfer sponsorships		
To issue a replacement for damaged or lost for residence permit		
To Complete the procedures of the deceased worker		

To report an escape		
To revoke escape reports		
To transfer information and update data		
To settle and waiver workers		
To review the Department of Deportation and Expatriates		
To issue workers data sheet (print)		
To terminate employment		
To manage my business		
To transfer the sponsorship of employment to itself		
To add a newborn		
To complete the procedures of the deceased worker		
Ports Affairs Department		
To issue return papers		
To add dependents		
To add children to the passport of the father or mother		
To delete children from the passport of the father or mother		
To revoke exit and re-entry visas		
To revoke final exit visas		
To issue travel visas to replace damaged or lost ones		
To issue extended visit visas		
To issue Hajj permits		
To review maids' affairs		
To register in the electronic service		

To review the Ministry of Agriculture and the Directorate of Agriculture regarding		
To refer to the notary or the court to accept its discharge		

Adding dependents

Adding children to the father's or mother's passport

Separating children from the father's or mother's passport

Cancelling exit and return visas

Cancelling final exit visas

Issuing travel visas instead of damaged or lost ones

Issuing extensions of visit visas

Modifying professions

Issuing Hajj permits

Reviewing maids' affairs

Registering for the electronic service

Reviewing the notary public or the court to accept its discharge

To receive salaries

To receive pension salaries

To receive end of service benefits and leave compensation

Salary transfer

To receive the reward

To issue salary details statement

To receive my dues

To open accounts with legitimate controls

To close and settle accounts

To withdraw from accounts

To issue ATM cards

To issue credit cards that are compatible with Sharia provisions

To receive and disburse transfers

To issue certified cheques

To issue cheque books

To issue an account statement

To transfer from accounts

To request for bank loans that are compatible with the provisions and controls of Sharia

To open an account with legal controls

To deposit in the account

To renew subscription to safe deposit boxes

To open safe deposit boxes

To subscribe to safe deposit boxes

To request for loan forgiveness

To object to cheques

To update data

To activate accounts

To receive cheques

To retrieve safe deposit boxes

Review

To reschedule installments

To request point of sale

To request bank credit

To request bank guarantee

IPOs in joint stock companies

To receive certificates of contributions

To purchase shares that comply with the provisions of Sharia

To sell shares that comply with the provisions of Sharia

To receive the value of shares

To receive profits

To receive excess amounts

To open investment portfolios with Sharia controls and issue, amend and revoke orders

Subscription

To buy shares

To sell shares

To redeem investment fund units

To transfer shares from the portfolio

To subscribe to investment fund units that are compatible with Sharia provisions

To manage investment portfolios

To issue evidence of indebtedness

To liquidate investment portfolios

To open a shop

To extract health cards

To convert agricultural land into residential

To review the General Administration of Planning and Urban Development

To open shops

To extract licenses

To renew licenses

To cancel licenses

To transfer licenses

To extract building and restoration authorizations

To plan lands

To obtain construction completion certificates

To extract fencing licenses

To extract a demolition permit

To sign the lease contract

To waive the contract

To plan the owned land

Amana's review

To convert agricultural land into residential

To supervise construction

To sign contracts with construction institutions and contractors

To enter tenders and receive forms

To sell and conveyance to the buyer

To buy and accept the conveyance and to pay the price

To receive deeds

To lease

To receive lease amount

To sign lease contracts

To renew lease contracts

To terminate lease contracts

To mortgage

To redeem

To divide and sort

To amend boundaries, lengths, area, plot numbers, plans, instruments, their dates, and neighborhood names

To sell

To accept mortgage

To update the deeds and adding the same into the comprehensive system

To sell the share of

To buy

To sell the share of

To lease

To amend the name of the owner and the registered civil registry number

To donate and conveyance

To accept the donation and conveyance

To waive area defects

To consolidate instruments

To Accept waiver and discharge

To issue a set of replacements, its data are as follows:

To issue a set of replacements, its data are as follows:

To sell and discharge to the heirs

To waive share

Building proof

To issue a replacement

To the damaged real estate

To convert agricultural land into residential or industrial land

To engage in real estate contributions

To buy real estate contributions shares

To sell real estate contributions shares

To waive the leased land

To update the instrument and enter it into the comprehensive system

To issue a replacement for damaged or lost

To convert agricultural land into residential land

To build land

To lease land

To change the legal entity of the company

To convert the company from a limited partnership to a limited liability company

To divide the shares among the heirs and transfer them to their portfolios

The Board of Directors is required to obtain the approval of the General Assembly when selling assets whose value exceeds fifty percent of the total value of its assets, whether the sale is through a single transaction or

multiple transactions. In this case, the transaction that results in exceeding fifty percent of the value of the assets is deemed to require the approval of the General Assembly. This percentage is calculated from the date of the first transaction during the preceding twelve months. The Board of Directors, within the limits of its authority, may authorize one or more of its members or a third party to undertake a specific task or tasks.

Article 20: Board Members' Remuneration

1. The Board of Directors' remuneration shall consist of an attendance allowance for meetings or whatever is determined by the Ordinary General Assembly.

2. The Board of Directors' report to the Ordinary General Assembly at its annual meeting must include a comprehensive statement of all remuneration, attendance allowance, expense allowance, and other benefits received or accrued by each member of the Board of Directors during the fiscal year. It shall also include a statement of what the Board members received in their capacity as employees or administrators, or what they received for technical, administrative, or consulting work, and a statement of the number of Board meetings and the number of meetings attended by each member.

Article 21: Powers of the Chairman, Vice Chairman, Managing Director, and Secretary

The Board of Directors shall appoint a Chairman from among its members at its first meeting. It may also appoint a Managing Director from among its members. The Board of Directors shall appoint a Vice Chairman from among its members at its first meeting.

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

The Chairman of the Board shall be responsible for:

Commercial registers	Main	Issuance	To practice individually	
		Renewal	To practice individually	
		Cancellation	To practice individually	
	Subsidiary	Issuance	To practice individually	
		Renewal	To practice individually	
		Cancellation	To practice individually	
Companies in which the company enters as a shareholder	To sign corporate Contracts	To practice individually		
	To buy shares	To practice individually		
	To liquidate the Company	To practice individually		
	To sell shares	To practice individually		
	To represent the	To practice		

	Company in the shareholder Company	individually	
To incorporate of companies in the name of the company	Commercial registers	Issuance	
		Renewal	
		Cancellation	
	To register with the Ministry	To practice individually	
	To represent before the notary public	To practice individually	
	To sign the Company Contract	To practice individually	

	To sign the decisions of the shareholders	To practice individually	
Banking	To open accounts	To practice individually	
	To open credits	To practice individually	
	Deposit	To practice individually	
	Withdraw	To practice individually	
	To issue cheques	To practice individually	
	To update accounts	To practice individually	
	To issue account statements	To practice individually	
	To request facilities	To practice individually	
	To request guarantees	To practice individually	

	To sign loan contracts	To practice individually	
	To sign commercial papers	To practice individually	
	To sign promissory notes	To practice individually	
	To submit any request or service that falls under the jurisdiction of the Communications and Information Technology Commission	To practice individually	
	The authority to delegate to any person - in accordance with the relevant regulations - to submit any of the requests or the services that fall under the jurisdiction of the Communications and Information Technology Commission	To practice individually	

To manage property	To buy, sell and conveyance properties	Property	To buy	To practice individually	
			To sell	To practice individually	
			To conveyance	To practice individually	
		Lands	To buy	To practice individually	
			To sell	To practice individually	

Issuing commercial papers			To conveyance	To practice individually	
		Shares	To buy	To practice individually	
			To sell	To practice individually	
	To mortgage property	Mortgage right	To practice individually		
		Redemption	To practice individually		
		Receive	To practice individually		
	Approval and Signing of Commercial Papers	To practice individually			
	Creation of Commercial Papers	To practice individually			
	Cancellation of Commercial Papers	To practice individually			
	Closing Commercial Papers	To practice individually			
To amend the Memorandum of Association of companies in which the company enters as a shareholder	To approve shareholders' decisions	To change the legal entity	To practice individually		
		To increase or decrease the capital	To practice individually		
		To accept assignment of shares and purchase of shares	To practice individually		
		To accept the admission or the withdrawal of a shareholder	To practice individually		
		To sign the shareholders'	To practice individually		

		decision to merge		
		To amend the rest of the Articles of Association	To practice individually	
	To liquidate the company	To practice individually		
	To transform the company into an organization	To practice individually		
Judiciary	To represent before Sharia courts	To hear claims and respond to the same	To practice individually	
		To reconcile	To practice individually	
		To reject and accept arbitration	To practice individually	
		To reject and accept reconciliation	To practice individually	
		To acknowledge and deny	To practice individually	
		To waive	To practice individually	
		To plead	To practice individually	
		To advocate	To practice individually	
		To claim	To practice individually	
		To litigate	To practice individually	
	To appoint arbitrators		To practice individually	
	To appoint lawyers		To practice individually	

	To represent before the notary public		
	To use and implement all electronic services of the Ministry of Justice	To practice individually	
	To authorize/mandate others to implement the electronic services of the Ministry of Justice	To practice individually	
	(To sign the loan contract agreement, its amendments and appendices, and all related documents - To sign the follow-up agreement - To sign before the notary public regarding the advice agreement - To sign the industrial mortgage for mortgaging all the company's properties - To receive the loan - To waive the loan - To request loan forgiveness - To pay off the loan - To sign the documentary credit agreement)	To practice individually	
	(To sign the legal guarantee)	To practice individually	
	(To sign the commitment transfer agreement and to amend the loan contract)	To practice individually	
	(To sign the debt arrangement agreement on behalf of the company and	To practice individually	

	partner)		
	(To issue, amend and cancel a waiver declaration)	To practice individually	

Services of the National Center for Non-Profit Sector Development	Collection, exchange, marketing, and other brokerage services	To practice individually
	Nonprofit sector brokerage	To practice individually
	Volunteer services	To practice individually
	Nonprofit establishment and management services	To practice individually
Use and implement all services of the Etimad platform	To practice individually	
Transferring the institution's branch	To practice individually	
Opening branches of records	To practice individually	
Buy the company	To practice individually	
Signing all documents at the Chamber of Commerce	To practice individually	
Selling the company		
Records management review	To practice individually	
Extracting records	To practice individually	

Transferring commercial records	To practice individually
Records management	To practice individually
Cancelling records	To practice individually
Supervising records	To practice individually
Opening subscription at the Chamber of Commerce	To practice individually
Approving signature at the Chamber of Commerce	To practice individually
Cancelling signature at the Chamber of Commerce	To practice individually
Entering tenders and receiving forms	To practice individually
Reviewing social insurance	To practice individually
Reviewing the Zakat and Income Authority	To practice individually
Commercial registry management	To practice individually
Disclosing the commercial registry	To practice individually
Reviewing civil defense	To practice individually
Adjusting records	To practice individually
Adding activity	To practice individually
Reserving trade name	To practice individually
Renewing subscription at the Chamber of	To practice individually

Commerce

Adjusting commercial registry	To practice individually
Transferring commercial registry	To practice individually
Issuing a replacement record for a damaged or lost one	To practice individually
Issuing a replacement record for a damaged or lost one	To practice individually
Registering a trademark	To practice individually
Assigning the trademark	To practice individually
Assigning the trade name	To practice individually
Issuing licenses	To practice individually
Renewing licenses	To practice individually
Adjusting licenses	To practice individually
Adding activity	To practice individually
Reserving names	To practice individually
Cancelling licenses	To practice individually
Renewing subscriptions to the Chamber of Commerce	To practice individually
Opening branches	To practice individually
Reviewing social	To practice

insurance	individually
Reviewing civil defense	To practice individually
Reviewing the Zakat and Income Authority	To practice individually
Opening a branch for licensing	To practice individually
Transferring the license	To practice individually
Establishing a company	To practice individually
Signing articles of association and amendment appendices	To practice individually
Cancelling articles of association and amendment appendices	To practice individually
Signing partners' decisions	To practice individually
Appointing and dismissing managers	To practice individually
Amendment of company objectives	To practice individually
Liquidation of the company	To practice individually

Converting the company from a joint stock company to a limited liability company	To be practiced individually
Converting the company from a limited liability company to a joint stock company	To be practiced individually
Transforming the company from a joint liability company to a limited liability company	To be practiced individually
Capital increase	To be practiced individually
Capital reduction	To be practiced individually
Entry and exit of partners	To be practiced individually
Entering into existing companies	To be practiced individually
Transfer of shares, stocks and bonds	To be practiced individually
Determine capital	To be practiced individually
Receipt of surplus allocation	To be practiced individually
Selling shares and shares and receiving the value	To be practiced individually
Assignment of shares and shares of capital	To be practiced individually
Selling the company branch	To be practiced individually
Amending the nationality of one of the partners in the contract	To be practiced individually
Acceptance of assignment of shares, shares and capital	To be practiced individually
Buy shares and shares and pay the price	To be practiced individually
Closing accounts with banks in the name of the company	To be practiced individually
Opening accounts with banks in the name of the company	To be practiced individually

Signing agreements	To be practiced individually
Company Registration	To be practiced individually
Registration of agencies and trademarks	To be practiced individually
Attending general assemblies	To be practiced individually
Opening branches of the company	To be practiced individually
Open files for the company	To be practiced individually
Signing the articles of incorporation and amendment annexes at a notary public	To be practiced individually
Extracting and renewing the company's commercial records	To be practiced individually
Participation in and renewal of the Chamber of Commerce	To be practiced individually
Review the General Investment Authority and sign before it	To be practiced individually
Review of quality management and the Standards and Metrology Authority	To be practiced individually
Audit of the Capital Market Authority	To be practiced individually
Obtaining and renewing licenses for the company	To be practiced individually
Transforming the organization into a company	To be practiced individually
Converting a company branch into an institution	To be practiced individually
Converting the company branch into a company	To be practiced individually
Publish the articles of incorporation, amendment annexes, summaries, and articles of association in the Official Gazette	To be practiced individually
Reviewing telecommunications companies and establishing fixed or	To be practiced individually

mobile phones in the name of the company	
Entering tenders and receiving forms	To be practiced individually
Signing company contracts with others	To be practiced individually
Assignment or cancellation of trademarks	To be practiced individually
Modify the company name	To be practiced individually
Issuing visas	To be practiced individually
Transforming the company into an institution	To be practiced individually
Receipt of visa compensation	To be practiced individually
Update worker data	To be practiced individually
Open, renew and cancel primary and subfiles	To be practiced individually
Labor liquidation and abolition	To be practiced individually
Reporting labor flight	To be practiced individually
Canceling reports of workers fleeing. Transfer of guarantees	To be practiced individually
Modifying professions	To be practiced individually
Transfer, liquidation and cancellation of ownership of establishments	To be practiced individually
Review the National Recruitment Offices Department	To be practiced individually
Review of computer management in the workforce	To be practiced individually
Obtaining and renewing work permits	To be practiced individually
Receiving Saudization certificates	To be practiced individually
Data detection extraction (Print)	To be practiced individually
Add and delete Saudis	To be practiced individually

Recruitment	To be practiced individually
Recruitment	To be practiced individually
Open File	To be practiced individually
Activate the Saudi portal	To be practiced individually
Recruiting workers from abroad	To be practiced individually
Ending employment procedures at Social Insurance	To be practiced individually
Cancellation of visas	To be practiced individually
Refunds of visa amounts	To be practiced individually
Modifying nationalities	To be practiced individually
Obtaining family visit visas	To be practiced individually
Obtaining family recruitment visas	To be practiced individually
Embassy Review	To be practiced individually
Extension of exit and re-entry visas	To be practiced individually
Extension of visit visas	To be practiced individually
Data detection extraction (Print)	To be practiced individually
Abolition of Visa	To be practiced individually
Refund of visa amount	To be practiced individually
Edit the destination	To be practiced individually
Extracting residency permits	To be practiced individually
Renewal of Residencies	To be practiced individually
Make an exit and return	To be practiced individually
Final checkout work	To be practiced individually
Transfer of guarantees	To be practiced individually
Obtaining lost or damaged residency permits	To be practiced individually

Terminating the procedures for deceased workers	To be practiced individually
Report escape	To be practiced individually
Cancel escape reports	To be practiced individually
Transfer of information and updating of data	To be practiced individually
Settlement and assignment of workers	To be practiced individually
Review of deportation and expatriates management	To be practiced individually
Extracting worker data disclosure (Print)	To be practiced individually
Drop labour	To be practiced individually
Managing my business	To be practiced individually
Transferring employment sponsorship to himself	To be practiced individually
Add the baby	To be practiced individually
Termination of the deceased worker's procedures	To be practiced individually
Port Affairs Department	To be practiced individually
Extract replay scenes	To be practiced individually
Add Affiliates	To be practiced individually
Adding children to the father's or mother's passport	To be practiced individually
Separating children from the father's or mother's passport	To be practiced individually
Cancellation of exit and return visas	To be practiced individually
Cancellation of final exit visas	To be practiced individually
Obtaining replacement travel visas for damaged or missing ones	To be practiced individually
Obtaining an extension of visit visas	To be practiced individually

Modifying professions	To be practiced individually
Obtaining Hajj permits	To be practiced individually
Reviewing maid affairs	To be practiced individually
Registration in the electronic service	To be practiced individually
Review the Ministry of Agriculture and the Directorate of Agriculture regarding	To be practiced individually
Review the notary or court to accept its discharge	To be practiced individually
Waiver of the agricultural decision	To be practiced individually
Transposition of the agrimonetary decision	To be practiced individually
Receiving salaries	To be practiced individually
Receipt of pensions	To be practiced individually
Receiving end-of-service benefits and compensation for vacations	To be practiced individually
Salary transfer	To be practiced individually
Receiving reward	To be practiced individually
Extract salary definition	To be practiced individually
Receive my dues	To be practiced individually
Opening accounts with legal controls	To be practiced individually
Closing and settling accounts	To be practiced individually
Withdrawals from accounts	To be practiced individually
Issuing ATM cards	To be practiced individually
Issuing credit cards that comply with Sharia provisions	To be practiced individually
Receiving and disbursing remittances	To be practiced individually
Cashing checks	To be practiced individually

Issuing certified checks	To be practiced individually
Extracting check books	To be practiced individually
Extract an account statement	To be practiced individually
Transfer from accounts	To be practiced individually
Requesting bank loans that comply with Sharia provisions and controls	To be practiced individually
Opening an account with Sharia controls	To be practiced individually
Creativity in arithmetic	To be practiced individually
Renewal of subscription to safe deposit boxes	To be practiced individually
Open safe deposit boxes	To be practiced individually
Subscription to safe deposit boxes	To be practiced individually
Request for loan forgiveness	To be practiced individually
Objection to checks	To be practiced individually
DataUpdate	To be practiced individually
Activate accounts	To be practiced individually
Receipt of Checks	To be practiced individually
Refund of safe deposit box units	To be practiced individually
Reviso	To be practiced individually
Reschedule installments	To be practiced individually
Request points of sale	To be practiced individually
Request bank credit	To be practiced individually
Request a bank guarantee	To be practiced individually
Subscriptions in joint stock companies	To be practiced individually
Receiving certificates of contributions	To be practiced individually
Purchasing shares that comply with	To be practiced individually

Sharia provisions	
Selling shares that comply with Sharia provisions	To be practiced individually
Receiving the value of the shares	To be practiced individually
Receipt of profits	To be practiced individually
Receipt of surplus	To be practiced individually
Opening investment portfolios with Sharia controls and editing, amending and canceling orders	To be practiced individually
Underwriting	To be practiced individually
Buy shares	To be practiced individually
Selling shares	To be practiced individually
Recovery of investment fund units	To be practiced individually
Transfer of shares from the portfolio	To be practiced individually
Participation in investment fund units that comply with Sharia provisions	To be practiced individually
Portfolio Management	To be practiced individually
Obtaining proof of debt	To be practiced individually
Liquidation of investment portfolios	To be practiced individually
Open a shop	To be practiced individually
Extracting health cards	To be practiced individually
Converting agricultural lands into residential ones	To be practiced individually
Review of the General Administration of Urban Planning	To be practiced individually
Opening of Shops	To be practiced individually
Obtaining licenses	To be practiced individually
Renewal of Licences	To be practiced individually

Cancellation of licenses	To be practiced individually
Transfer of licences	To be practiced individually
Extracting construction and restoration surveys	To be practiced individually
Land planning	To be practiced individually
Obtaining construction completion certificates	To be practiced individually
Obtaining marketing licenses	To be practiced individually
Obtaining demolition permits	To be practiced individually
Signing the lease contract	To be practiced individually
Assignment of contract	To be practiced individually
Make a plan of the owned land	To be practiced individually
Secretariat review	To be practiced individually
Converting agricultural land into residential	To be practiced individually
Construction supervision	To be practiced individually
Signing contracts with construction institutions and contractors	To be practiced individually
Entering tenders and receiving forms	To be practiced individually
Sale and emptying to the buyer	To be practiced individually
Purchase, acceptance of unloading and payment of the price	To be practiced individually
Receipt of instruments	To be practiced individually
Letting	To be practiced individually
Receiving the fare	To be practiced individually
Signing fare contracts	To be practiced individually
Renewal of fare contracts	To be practiced individually

Cancellation and termination of lease contracts	To be practiced individually
Mortgage	To be practiced individually
Release of mortgage	To be practiced individually
Segmentation and Sorting	To be practiced individually
Amending boundaries, lengths, area, plot numbers, plans, deeds, their dates, and neighborhood names	To be practiced individually
VENDO	To be practiced individually
Mortgage acceptance	To be practiced individually
Updating the instruments and introducing them into the comprehensive system	To be practiced individually
Sell the share of	To be practiced individually
Lbuy	To be practiced individually
Buy a share from	To be practiced individually
Leasing	To be practiced individually
Amending the owner's name and civil registry number	To be practiced individually
Giveaway and emptying	To be practiced individually
Acceptance of the gift and emptying	To be practiced individually
Waiving space shortages	To be practiced individually
Merge Instruments	To be practiced individually
Acceptance of waiver and discharge	To be practiced individually
Extracting a set of replacement instruments and their data are as follows:	To be practiced individually
Extracting a set of replacement instruments for a damaged one, the data of which is as follows:	To be practiced individually
Sale and discharge to heirs	To be practiced individually

Waiving the share of	To be practiced individually
Proof of building	To be practiced individually
Extracting a replacement instrument for a damaged one	To be practiced individually
This is for located properties	To be practiced individually
Converting agricultural land into residential or industrial	To be practiced individually
Entering into real estate contributions	To be practiced individually
Purchase of shares of real estate contributions	To be practiced individually
Selling shares of real estate contributions	To be practiced individually
Assignment of leased land	To be practiced individually
Updating the instrument and introducing it into the overall system	To be practiced individually
Extracting a missing replacement instrument	To be practiced individually
Converting agricultural lands into residential ones	To be practiced individually
Earth-building	To be practiced individually
Rent the Land	To be practiced individually
Changing the legal entity of the company	To be practiced individually
Converting the company from a limited partnership to a limited liability company	To be practiced individually
Dividing shares among heirs and transferring them to their wallets	To be practiced individually

The Board of Directors appoints a Secretary chosen from among its members or from others. The Chairman of the Board of Directors may, by written decision, delegate some of his powers to other members of the Board or to third parties to perform a specific task or tasks. The Vice Chairman of the Board of Directors replaces the Chairman of the Board of Directors in his absence in cases where the Board of Directors has a Vice Chairman.

Article Twenty-Two: Board Meetings

1 - The Board of Directors shall meet at least four times a year upon the invitation of its Chairman. The Chairman of the Board shall convene the Board whenever any Board member requests it in writing to discuss one or more issues.

2 - The Board of Directors shall determine the location of its meetings, and they may be held using modern technology.

Article Twenty-Three: Vacant position in the Council

1. If the position of a member of the Board of Directors becomes aware of his death or retirement and this vacancy does not result in a violation of the conditions necessary for the validity of the Board's meeting due to the number of its members being less than the limit specified in these regulations, the Board may temporarily appoint to the vacant position someone who has experience and competence, provided that he informs the Ministry and the Authority of this. Within the legally specified period, and to present the appointment to the Ordinary General Assembly at its first meeting. The new member completes the term of his predecessor. 2. If the necessary conditions are not met for the Board of Directors to convene due to the number of its members being less than the minimum specified in these regulations, the rest of the members must call the Ordinary General Assembly to convene within sixty 60 days to elect the necessary number of members.

Article Twenty-Four: Board of Directors Decisions and Recording of its Deliberations

1. The Board of Directors' decisions shall be issued by a majority of the votes of the members present, in person or by proxy, at least. In the event of a tie, the side with which the chairman of the meeting voted shall prevail. 2. The Board of Directors may issue its decisions on urgent matters by presenting them to all members by circulation, unless a member requests it.

Writing the council meeting for deliberation. These decisions shall be issued with the approval of the majority of the votes of its members. These decisions shall be submitted to the Council at its first subsequent meeting for confirmation in the minutes of that meeting. 3. The deliberations and decisions of the Board of Directors shall be recorded in minutes prepared by the Secretary of the Board and signed by the Chairman of the meeting, the members of the Board of Directors present, and the Secretary. These minutes shall be recorded in a special register signed by the Chairman of the Board of Directors and the Secretary. Modern technical means may be used to sign and record the deliberations and decisions and record the minutes.

Article Twenty-Five: Nomination of Shareholders to the Board of Directors

Each shareholder in the company has the right to nominate himself or one or more other shareholders or non-shareholders for membership in the company's board of directors.

Article Twenty-Six: Liability Suit

A liability suit may be filed against members of the board of directors in accordance with the provisions of the Companies Law and its Implementing Regulations.

Article Twenty-Seven: Quorum for Board of Directors meetings and issuing decisions

A council meeting is not valid unless it is attended by at least four or four members in person or on behalf of the council. A member of the Board of Directors may act on his behalf with other members of the Board to attend Board meetings in accordance with the following controls: 1. A deputy member of the Board of Directors may not have more than one delegation. 2. The delegation must be fixed in writing and regarding one meeting. 3. The representative member may not vote on decisions regarding which the law and relevant regulations prohibit the representative from voting.

Chapter Four: Shareholders' Associations

Article Twenty-Eight: Invitation to Associations

1 - General and private assemblies shall be held at the invitation of the Board of Directors. The Board of Directors must call the Ordinary General Assembly to convene within thirty days from the date of the auditor's request or one or more shareholders representing at least ten percent of the company's shares that have voting rights. The auditor may call The Ordinary General Assembly may convene if the Council does not extend the invitation within thirty days from the date of the auditor's request.

2 - The request referred to in Paragraph (1) of this Article must state the issues on which shareholders are required to vote.

3 - The invitation to convene the Assembly shall be sent at least twenty-one days before the specified date in accordance with the provisions of the system, taking into account the following:

A - Informing shareholders of letters registered 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 Registry, as well as a copy to the Capital Market Authority if the company is listed on the financial market on the date of announcing the invitation.

4 - The invitation to the association meeting must include at least the following:

A - A statement of the holder of the right to attend the association's meeting and his right to delegate someone he chooses from other than members of the Board of Directors, and a statement of the shareholder's right to discuss the topics on the association's agenda, ask questions, and how to exercise the right to vote.

B - Place, date and time of the meeting.

C - The type of association, whether it is a public or private association

D - The meeting agenda, including the items on which shareholders are required to vote.

Article Twenty-Nine: Quorum for the Ordinary General Assembly Meeting

1 - The Ordinary General Assembly meeting shall not be valid unless it is attended by shareholders representing a quarter of the company's shares with voting rights

2: If the quorum required to hold the General Assembly meeting is not available according to paragraph (1) of this article, an invitation shall be sent to a second meeting to be held in accordance with the provisions of the Companies Law (for listed companies) on the date determined for the second meeting in the invitation to the first meeting, provided that the date of the second meeting is

not earlier than one hour from the time set for the first meeting. In all cases, the second meeting shall be considered valid regardless of the number of shares represented therein.

Article Thirty-One: Quorum for the Extraordinary General Assembly Meeting

1-The extraordinary general assembly meeting shall not be valid unless shareholders representing at least half of the company's shares entitled to vote are present..

2-If the quorum required for holding the extraordinary general assembly meeting is not available according to paragraph (1) of this article, an invitation shall be sent to a second meeting to be held in accordance with the provisions of the Companies Law (for listed companies), provided that the date of the second meeting is not earlier than one hour from the time set for the first meeting. In all cases, the second meeting shall be considered valid if attended by shareholders representing at least a quarter of the shares entitled to vote.

Article Thirty-Two: Voting in Assemblies

2-Voting in the assemblies shall be based on cumulative voting. Members of the Board of Directors may not participate in voting on assembly decisions related to their discharge from responsibility for the management of the company or that relate to a direct or indirect personal interest for them.

Article Thirty-Three: Resolutions of the Assemblies

1-Resolutions of the Ordinary General Assembly shall be issued by the approval of the majority of the voting rights represented at the meeting.

2-Resolutions of the Extraordinary General Assembly shall be issued with the approval of two-thirds of the voting rights represented at the meeting, except if the decision is related to increasing or decreasing the capital, extending the company's term, dissolving it before

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the term specified in its bylaws, merging it with another company or splitting it into two or more companies. In such case, the decision shall not be valid unless issued with a three-quarters majority of the voting rights represented at the meeting.

Article Thirty-Four: Deliberation in Assemblies

All shareholders shall have the right to discuss the topics listed on the General Assembly agenda and direct questions to the Board members and the auditors. The Board or the auditor shall answer the shareholders' questions to the extent that does not expose the company's interest to harm. If a shareholder considers that the response to his question is insufficient, he may appeal to the assembly, and its decision shall be enforceable.

Article Thirty-Five: Preparation of Assembly Minutes

The minutes of the assembly shall include the number of shareholders present or represented, the number of shares they hold in person or by proxy, the number of votes, the issued decisions, and the number of votes in favor or against each decision. The minutes shall be recorded regularly after each meeting in a special register signed by the Chairman of the assembly, the Secretary, and the vote counter.

Article Thirty-Six: Decisions of the Ordinary General Assembly

Without prejudice to the powers of the General Assembly, the Ordinary General Assembly shall be competent to deliberate on all matters related to the company. The assembly shall issue its decisions on matters within its competence, provided that there is a quorum for the meeting whenever as needed.

Article Thirty-Six: Extraordinary General Assembly

The Extraordinary General Assembly is competent to amend the company's bylaws, except for provisions prohibited from being amended by law. It also has the right to decide on the continuation or dissolution of the company before the end of its term. The Extraordinary General Assembly does not issue decisions on matters within the competence of the Ordinary General Assembly unless necessary and stated in the invitation to the meeting.

Article Thirty-Seven: Public Assemblies and the Right to Attend Them

The General Assembly meetings shall be held in accordance with the regulations enabling all shareholders to exercise their rights and shall be convened at the company's headquarters or any other place within the Kingdom of Saudi Arabia as determined by the Board of Directors. Every shareholder shall have the right to attend the General Assembly meetings

whether in person or by proxy, provided the proxy is a shareholder or not a member of the Board of Directors. Each shareholder shall have the right to discuss the topics on the agenda and direct questions to the Board of Directors and the external auditor. The Board shall respond to shareholders' inquiries to the extent that does not harm the company's interests, following the rules set by the competent authority

Chapter Five: Auditors

Article Thirty-Eight: Auditor's Powers

The auditor shall at all times have the right to access the company's books, records, and other documents, and may request clarification deemed necessary for proper performance of their duties. If the company's board or management hinders the auditor's access to such information or causes difficulty in doing so, the auditor shall document this in a report to be submitted to the Board. If the Board does not facilitate the auditor's work, the auditor must request the General Assembly to consider the matter and take appropriate action. This request must be submitted to the Board of Directors within thirty (30) days from the date of the auditor's request.

Article Thirty-Nine: Auditor's Report

The auditor shall present a report to the General Assembly at its annual meeting, which includes their opinion on the fairness of the financial statements for the company. The report must comply with the auditing standards approved in the Kingdom and describe the extent to which the company's accounts align with its records. The auditor must read the report during the General Assembly, and each shareholder shall have the right to discuss the report and request clarifications.

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Article Forty: Appointment, Dismissal, and Resignation of Auditors

The company shall appoint one or more auditors licensed to practice in the Kingdom by the Ordinary General Assembly. The assembly shall also determine their compensation, the duration of their work, and the possibility of reappointment. The assembly may at any time dismiss the auditor without prejudice to the auditor's right to compensation if dismissed for an illegitimate reason. The auditor may also resign with a written statement of the reasons. If the resignation occurs during the financial year, the Board must call for a General Assembly meeting to consider the reasons and appoint a replacement if necessary.

Chapter Six: Company Finances and Profit Distribution

Article Forty-One: Fiscal Year

The company's fiscal year shall begin on the first day of January and end on the thirty-first day of December of each year.

A separate budget may be prepared for the transitional period resulting from a change in the fiscal year.

Article Forty-Two: Year-End Documents

1-The Board of Directors must prepare the company's financial statements at the end of the fiscal year and determine the company's financial position, its activities during the year, and its financial performance. It must also prepare a proposal for profit distribution. The Board shall place these documents at the disposal of the auditor at least forty-five (45) days before the date set for holding the General Assembly.

2-The Chairman of the Board, CEO, and CFO must sign the documents referred to in paragraph (1) of this article, and copies shall be provided to shareholders.

3-The Board of Directors must prepare a report on the company's activities and financial position, including its proposals regarding profit distribution. This report must be made available to shareholders at least twenty-one (21) days before the date of the Ordinary General Assembly, and a copy must be sent to the competent authority along with the financial statements and the auditor's report.

Article Forty-Three: Entitlement to Profits

1-A shareholder shall be entitled to their share of profits according to the General Assembly's decision issued in this regard. The decision shall indicate the record date and distribution date. Entitlement to profits shall be for registered shareholders in the company's records at the end of the day specified as the entitlement date. The Board of Directors shall implement the General Assembly's decision concerning profit distribution to shareholders.

Article Forty-Four: Distribution of Profits

The company's annual net profits shall be distributed as follows

1-The General Assembly shall determine the percentage to be distributed to shareholders from the net profits after deducting all general expenses and other costs.

2-The company may, upon a proposal from the Board of Directors and the approval of the General Assembly, distribute semi-annual or quarterly dividends in accordance with the regulations issued by the competent authority.

3-The General Assembly may allocate a portion of the net profits to establish agreed reserves and may use these reserves for the benefit of the company.

4-The company may distribute dividends in kind after fulfilling all legal requirements.

5-A portion of the remaining profits may be distributed to Board members as remuneration, in accordance with the Companies Law and the Executive Regulations issued by the competent authority.

Article Forty-Five: Company Losses

If the company incurs losses amounting to half of its capital, the Board of Directors must immediately invite the Extraordinary General Assembly to convene within 60 days from the date the Board becomes aware of the losses. The assembly must decide whether to continue the company's activity or dissolve it before the end of its term, in accordance with the Companies Law. The company shall be deemed dissolved by law if the assembly does not meet within the specified period, or if it meets but fails to issue a decision on the matter.

Chapter Seven: Company Dissolution and Liquidation

Article Forty-Six: Company Dissolution

The company may be dissolved before the end of its term by a decision of the Extraordinary General Assembly, based on a recommendation from the Board of Directors and in accordance with the applicable regulations. The dissolution decision must specify the method of liquidation and appoint the liquidator.

The authority of the company's management shall cease with the appointment of the liquidator. However, the company's management shall remain responsible for the management of the company

until the liquidator is appointed To the competent judicial authority for the initiation of any liquidation procedures in accordance with the Bankruptcy Law.

Chapter Eight: Final Provisions

Article Forty-Seven: Final Provisions

- . 1-The company is subject to the regulations in force in the Kingdom of Saudi Arabia.
- 2-Any text that contradicts the provisions of the Companies Law in this Articles of Association shall not be taken into consideration, and what is stated in the provisions of the Companies Law shall apply to it. Anything not explicitly stated in this Articles of Association shall be subject to the Companies Law and its executive regulations.
- 3-The founders acknowledge the accuracy of the data and provisions included in this Articles of Association and their conformity with the provisions of the Companies Law issued by Royal Decree (M/132) dated 1443/12/1 AH and its executive regulations, and their fulfillment of all requirements and instructions issued by the Ministry of Commerce in accordance with the provisions of the Law. The founders bear all legal and financial consequences that may arise therefrom. The founders are also aware of the Ministry's right to take necessary legal actions in case of any violation or contradiction in the provisions contained in the Articles of Association.

Article Forty-Eight: Publication

- 1-This Articles of Association shall be deposited and published in accordance with the provisions of the Companies Law and its executive regulations.
The Articles of Association has been reviewed by the founders and approved by the Ministry. The Articles of Association has been published via A'amaly Newspaper.
A copy of the Articles of Association was issued based on the resolution of the Extraordinary General Assembly / resolution of the Capital Owner dated 20/12/1445. The Articles of Association does not require an official seal from the Ministry of Commerce.

Bylaws Amendment

1-Amendment (Company Name)

Before Amendment: Tabuk Cement Company

After Amendment: Tabuk Cement Company

2-Amendment (Company Duration)

Before Amendment: 0

After Amendment: 0

3-Amendment (Company Purposes)

Before Amendment:

Chapter	Category
Manufacturing Industries	Manufacture of Cement, Lime, and Gypsum

After Amendment:

Chapter	Category
Mining and Quarrying	Quarrying for Extraction of Stones, Sands, and Clay
Mining and Quarrying	Other Mining and Quarrying Activities Not Elsewhere Classified
Manufacturing Industries	Manufacture of Cement, Lime, and Gypsum

):Amendment (Directors(4-

Directors were amended:

Before Amendment:

Name	ID Number	Date of Birth	Nationality	Position
Abdalmohsen Sultan Abdulwahab Fakhri	1054918949	24/02/1397	Saudi	Board Member

After Amendment:

Name	ID Number	Date of Birth	Nationality	Position
Abdalmohsen Sultan Abdulwahab Fakhri	1054918949	24/02/1397	Saudi	Board Member

Before Amendment:

Name	ID Number	Date of Birth	Nationality	Position
Amal Hussein Ali Reda	1075448710	6/8/1413	Saudi	Secretary of the Council

After Amendment:

Name	ID Number	Date of Birth	Nationality	Position
Amal Hussein Ali Reda	1075448710	6/8/1413	Saudi	Secretary of the Council

Before Amendment:

Name	ID Number	Date of Birth	Nationality	Position
Abdulaziz Abdulrahman Ibrahim Al Khamis	1017400316	02/07/1378	Saudi	Board Member

After Amendment:

Name	ID Number	Date of Birth	Nationality	Position
Abdulaziz Abdulrahman Ibrahim Al Khamis	1017400316	02/07/1378	Saudi	Board Member

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Before Amendment:

Name	ID Number	Date of Birth	Nationality	Position
Yazid Khaled Saleh Al-Shathri	1083897213	14/05/1413	Saudi	Board Member

After Amendment:

Name	ID Number	Date of Birth	Nationality	Position
Yazid Khaled Saleh Al-Shathri	1083897213	14/05/1413	Saudi	Board Member

Before Amendment:

Name	ID Number	Date of Birth	Nationality	Position
Mohsen Hassan bin Mohsen Al- Fahadi	1057520734	01/07/1403	Saudi	Board Member

After Amendment:

Name	ID Number	Date of Birth	Nationality	Position
Mohsen Hassan bin Mohsen Al- Fahadi	1057520734	01/07/1403	Saudi	Board Member

Request No.: 684178	Electronic Copy No.: 2	Main Center: Tabuk
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Before Amendment:

Name	ID Number	Date of Birth	Nationality	Position
Mossad Khaled Saleh Al-Shathri	1095551303	21/11/1417	Saudi	Board Member

After Amendment:

Name	ID Number	Date of Birth	Nationality	Position
Mossad Khaled Saleh Al-Shathri	1095551303	21/11/1417	Saudi	Board Member

Name	ID Number	Date of Birth	Nationality	Position
Ali Mohammed Mureih Al-Qahtani	1031176165	02/07/1384	Saudi Arabia	Board Member

After the Modification:

Name	ID Number	Date of Birth	Nationality	Position
Ali Mohammed Mureih Al-Qahtani	1031176165	02/07/1384	Saudi Arabia	Board Member

Before the Modification:

Name	ID Number	Date of Birth	Nationality	Position
Tariq Bin Khalid Bin Hamad Al-Anqari	1053102891	07/11/1400	Saudi Arabia	Vice Chairman of the Board

After the Modification:

Name	ID Number	Date of Birth	Nationality	Position
Tariq Bin Khalid Bin Hamad Al-Anqari	1053102891	07/11/1400	Saudi Arabia	Vice Chairman of the Board

5- Amendment of (Textual Provisions)

The textual provisions have been modified

By God's will, success follows