

AFFIDAVIT

To Whom It May Concern

إلى من يهمه الأمر

Greetings,

تحية طيبة، وبعد،

We, Multi-languages for Certified Translation, License No. 12349, hereby certify that attached translation is correct and identical to the attached original document.

بهذا نشهد نحن مؤسسة اللغات المتعددة للترجمة المعتمدة، ترخيص رقم 12349، بأن الترجمة المرفقة صحيحة ومطابقة للنص الأصلي المرفق.

Best Regards,

وتفضلوا بقبول وافر التحية والتقدير

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المترجمون المحترفون للترجمة للغات متعددة

شركة تجارة، استثمار وإدارة العقارات والتأمين والتأجير والتمويل والتجارة الإلكترونية
Real Estate, Investment and Property Management, Insurance, Leasing, Finance and E-commerce

وزارة التجارة
Ministry of Commerce



Bylaws

Tihana Advertising, Public Relations and Marketing
Saudi Joint-Stock Company



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Bylaws of Tihama Advertising, Public Relations and Marketing (Saudi Joint Stock Company)

Chapter I: Company Incorporation

Article (1): Incorporation:

A Saudi Joint-Stock Company was established in accordance with provisions of Companies Law issued by Royal Decree No. (M/132) dated 01/12/1443 AH and Implementing Regulations thereof and these Articles of Association (AoA).

Article (2): Name of Company:

The Company is called Tihama Advertising, Public Relations and Marketing (Saudi Joint Stock Company).

Article (3): Head Office of Company

The Head Office of the Company shall be located in the city of Riyadh. The Company may incorporate branches inside and outside the Kingdom by virtue of a resolution from the Board of Directors (BoD).

Article (4): Objectives of Company

The Company will engage in and implement the following objectives:

Chapter	Category
Converting industries	Printing
Wholesale and retail and repair of motor vehicles and motorcycles	Wholesale of other household goods
Wholesale and retail and repair of motor vehicles and motorcycles	Non-specialized wholesale trading
Wholesale and retail and repair of motor vehicles and motorcycles	Retail sale of books, newspapers and stationery in specialized stores
Information and communications	Publishing books
Information and communications	Publishing newspapers, magazines and periodical literature
Information and communications	Activities of producing films, videos and TV programs
Information and communications	Activities of Distributing Films, Videos, and TV programs.
Financial and Insurance Activities	Other financial service activities, except insurance and pension funding, not classified elsewhere.
Real estate activities	Real estate activities in owned and leased properties
Professional, scientific and technological activities	Activities of consulting expertise in the field of management
Professional, scientific and technological activities	Advertising
Administrative services and support services	Rental of other machinery, equipment, and tangible goods.
Administrative services and support services	Organizing conferences and commercial exhibitions
Administrative services and support services	Packing and packaging activities
Education	Other education types that are not classified in other topics
Education	Education support activities
Other service activities	Repair of computers and computer terminals

The Company exercises all the above-mentioned activities in accordance with the applicable laws and after obtaining the necessary licenses from the competent authorities, if any.

Article (5): Duration of Company

The duration of the Company shall be ninety-nine (99) Gregorian years commencing from the date of registration of the Company in the Commercial Register. Such duration may be extended by a resolution to be issued by the Extraordinary General Assembly at least one-year prior expiry of the duration.

Article (6): Participation and Ownership in Companies





The Company may participate in other companies and may solely incorporate (limited liability or closed joint stock companies), provided that the capital shall not be less than SAR five (5) million. Moreover, the Company may own shares and stocks in other existing companies, or merge with them, and shall have the right to participate with others in forming joint stock companies or limited liability companies after satisfaction of the requirements of the laws, regulations and instructions applicable in this respect. The Company may further dispose of such shares or stocks provided that disposition thereof should not include brokerage in the said shares or stocks.

Chapter 2: Capital and Shares

Article (7): Capital the Company

Capital of the Company shall be Four- Hundred Million Saudi Riyal (SAR 400,000,000) fully paid, divided into (SAR 40,000,000) (Forty Million) nominal shares of equal value of Ten (10) Saudi Riyals each. All shares shall be ordinary shares of equal cash value. The capital paid in cash is Four- Hundred Million Saudi Riyal (SAR 400,000,000), and the paid amounts of issued capital were deposited in one of the licensed banks.

Article (8): Subscription to Shares

The Shareholders have subscribed all capital shares amounting to (SAR 400,000,000), Four- Hundred Million Saudi Riyal paid in full.

Article (9): Shareholder Register

1. The Company shall prepare a special register which includes shareholders' names, nationalities, particulars, places of residence, and occupations as well as the number of shares owned by each shareholder, their serial numbers, and the amount paid of their value. The Company may outsource the preparation of the register; said register shall be maintained in the Kingdom.
2. The Company shall provide the Commercial Register with the information referred to in Paragraph (1) of this Article and any amendment thereto within (fifteen) days from the date of the Company's registration with the Commercial Register or from the date of the amendment, as the case may be.

Article (10): Sale of Outstanding Shares

1. A shareholder shall pay the value of the share on the dates set for such payment. If a shareholder defaults in payment when it becomes due, the BoD may, after notice through email or a registered letter, sell the share at a public auction or stock market, as the case may be,
 - a. In accordance with measures to be determined by Capital Market Authority.
2. The Company shall recover from the proceeds of the sale such amounts as are due to it and shall refund the balance to the shareholder. If the proceeds of the sale fall short of the amounts due, the Company may have a claim on the entirety of the shareholder's personal funds for the unpaid balance.
3. Rights connected with outstanding shares shall only come into effect upon expiry of deadline set therefor until such share are sold or outstanding amount thereof is paid according to provision of Paragraph (1) of this Article, and such rights shall include the right to obtain a portion of net profits resolved to be distributed and right to attend General Assembly meetings and voting on their resolutions. However, the defaulting shareholder may, up to the date of sale, pay the amount due plus the expenses incurred by the Company in this regard. In which case, Shareholder shall be entitled to request obtaining profits resolved to be distributed.
4. The Company shall cancel the share so sold in accordance with provisions of this Article, give the purchaser new share bearing the serial number of the canceled share and make a notation to this effect in the shares register, together with specifying the name of new holder.

Article (11): Decrease of Capital

1. The Extraordinary General Assembly may decide to decrease capital if it exceeds Company's need or if Company suffers losses. The capital may, only in the latter case, be decreased to less than the limit stipulated in Article Fifty-Nine (59) of Companies Law. Such reduction resolution shall be issued only after receiving a special report prepared in a General Assembly by the BoD on the reasons for such reduction, the obligations to be fulfilled by the Company, and the impact of the reduction on such obligations, provided that such report is accompanied with Company auditor's report.
2. If the reason for the capital reduction is that the capital is in excess of the Company's needs, the Company's creditors must be invited to express their objection to such a reduction, if any, at least (forty-five) days before the date set for holding Extraordinary General Assembly meeting to make reduction decision, provided that invitation is accompanied with a report elaborating capital before and after reduction, date of meeting and date of reduction





effectiveness. Should any creditor objects and presents to the Company evidentiary documents within the time limit set above; then the Company shall pay such debt, if already due, or present an adequate guarantee of payment if the debt is due on a later date.

3. Equality shall be observed between shareholders who hold shares of the same type and class upon decreasing capital.

Article (12): Capital Increase

1. The Extraordinary General Assembly (EGA) may resolve to increase the company's capital, provided that the capital has been fully paid. It is not required for the capital to be fully paid if the unpaid portion of the capital pertains to shares issued in exchange for converting debt instruments or financing deeds (sukuk) into shares, and the term specified for their conversion into shares has not yet expired.
2. EGA may, in all cases, allocate the shares issued during a capital increase, or part of them, to the employees of the company and its subsidiaries, or some of them, or any of the aforementioned. Shareholders are not permitted to practice their preemptive rights when the company issues shares allocated to employees.
3. A shareholder who owns shares at the time EGA issues its resolution approving the capital increase shall have preemptive rights to subscribe to the new shares issued in exchange for cash contributions. Such shareholders, if applicable, shall be notified of their preemptive rights through publication in a daily newspaper or by registered mail regarding the capital increase resolution, the terms of subscription, its duration, and the start and end dates.
4. EGA shall have the right to suspend the preemptive rights of shareholders to subscribe to the capital increase in exchange for cash contributions or to grant priority to non-shareholders in cases it deems appropriate for the benefit of the Company.
5. The shareholder has the right to sell or waive their preemptive right during the term from the issuance of EGA's resolution to approve the capital increase until the last day of subscription to the new shares associated with these rights, in accordance with the regulations set by the Capital Market Authority (CMA).
6. Subject to the provisions in paragraph 4 above, the new shares shall be allocated to the holders of preemptive rights who have requested to subscribe, in proportion to the preemptive rights they hold from the total preemptive rights resulting from the capital increase, provided that the number of shares they receive does not exceed the amount they requested for new shares. The remaining shares shall be allocated to holders of preemptive rights who have requested more than their proportion, in proportion to the preemptive rights they hold from the total preemptive rights resulting from the capital increase, provided that the number of shares they receive does not exceed the amount they requested for new shares. Any remaining shares shall be offered to others, unless EGA decides otherwise, or unless stipulated by the Capital Market Law (CML) and the regulations set by CMA.
7. The company is permitted to recommend increasing its capital by issuing shares in exchange for in-kind contributions.

Article (13): The Right to Issue Other Classes and Types of Shares.

The company's EGA, based on the recommendation of BoD and in accordance with the principles set by the competent authority, may issue shares of different classes and types, or decide to repurchase them or convert these shares into other classes.

Article (14): Share Conversion

It is permissible to convert one type or class of shares into another type or class under the following conditions:

1. Conversion of a type or class of shares into another type or class requires approval from EGA, except in cases where the issuance resolution specifies that the shares will automatically convert into another type or class upon the fulfillment of certain conditions or after a specified term.
2. The provisions outlined in the Companies Law will be applied in cases where the conversion leads to changes or cancellation of the rights and obligations associated with the type or class of the share.
3. Ordinary or preferred shares, or any of their classes, cannot be converted into redeemable shares or any class thereof without the approval of all the company's shareholders.

Article (15): Amendment of the Rights and Obligations Associated with the Shares.

1. To amend or cancel any of the rights, obligations, or restrictions associated with shares, or to convert any type or class of shares into another type or class if it results in modifying or canceling the rights and obligations associated with the class or type of shares to be converted, or to issue shares of a specific type or class that affect the rights of another class of shareholders, the approval of a Private Assembly must be obtained, as per Article 89 of the





Companies Law, from the shareholders whose rights would be harmed by this amendment, cancellation, conversion, or issuance, in addition to the approval of EGA.

2. If the company has preferred shares or redeemable shares, new shares that would have priority over any of these classes cannot be issued without the approval of a private assembly, formed in accordance with Article 89 of the Companies Law, from the shareholders whose rights would be harmed by this issuance.

Article (16): The Company's Purchase, Sale, and Pledge of Its Own Shares

The company may purchase its own shares with the approval of EGA, in accordance with the following regulations:

1. The value of the shares to be purchased must be fully paid, and the purpose of the purchase must be either to reduce the company's capital or to retain the purchased ordinary shares as treasury shares, provided that the percentage of treasury shares does not exceed 10% of the total class of the company's shares being purchased at any time.
2. The outstanding balance of treasury shares shall not exceed the remaining profits of the company.
3. The shares purchased by the company shall not have voting rights in the shareholders' meetings.
4. The company may purchase its own shares for the following purposes:
 - a. To meet the rights of holders of debt instruments, financing sukuk, or convertible loans into shares, in accordance with the terms and provisions of these instruments, sukuk, or loans.
 - b. To exchange for acquiring shares, equity interests, or assets.
 - c. To allocate them to employees or BoD in the company as part of an employee share program.
 - d. If BoD deems the market value of the share to be less than its fair value.
 - e. To cancel the shares in accordance with the provisions on capital reduction.

The company may purchase its own shares to allocate them to employees or BoD in the company as part of an employee share program, after obtaining the approval of EGA for the employee share allocation program. The BoD is authorized to set the terms of this program, including the allocation price for each share offered to the employee if there is a consideration. Non-executive board members will not be included in the program, and executive board members will not participate in voting on decisions related to the employee share program.

The company may sell treasury shares in one or more stages in accordance with the regulations set by the competent authorities.

The company may pledge its shares in accordance with the provisions of the Companies Law and its regulations, and the regulations set by the competent authority in this regard. The pledged creditor has the right to receive dividends and practice the rights attached to the share unless otherwise agreed in the pledge contract. The pledged creditor is not allowed to attend shareholders' general assembly meetings or vote in them.

Article (17): Issuance of Debt Instruments and Financing Sukuk

1. The company may issue, in accordance with CML, tradable debt instruments or financing sukuk.
2. To issue debt instruments or financing sukuk convertible into shares, it is required that a resolution be made by EGA specifying the maximum number of shares that may be issued in exchange for those instruments or sukuk, whether they are issued all at once, through a series of issuances, or as part of one or more issuance programs. BoD may issue new shares in exchange for those instruments or sukuk that their holders request to convert, without requiring a new approval from EGA, upon the expiration of the conversion request term for those instruments or sukuk, or when the conditions for automatic conversion into shares are met or upon the passage of the specified conversion term. BoD will take the necessary steps to amend the company's bylaw regarding the number of shares issued and the capital.
3. BoD must register the completion of the procedures for each capital increase with the commercial registry.

Article (18): Conversion of Debt Instruments and Financing Sukuk

The company may convert debt instruments or financing sukuk into shares in accordance with CML, with the approval of the holder, whether it is a prior approval as part of the issuance terms or a subsequent agreement.

Article (19): Damages Compensation

Any interested party may request from the competent judicial authority to annul the action taken in violation of the provisions of Articles 26 or 27 of this Bylaw, in addition to compensating the holders of debt instruments or financing sukuk for the damage they have suffered.

Article (20): Shares Trading

1. The company's shares are traded in accordance with the provisions of CML and its Implementing Regulations.





2. Shares subscribed by the founders cannot be traded before the publication of the balance sheet and profit and loss account for two full years, each of them shall not be less than twelve months, starting from the date of the company's incorporation date. These Sukuk must be marked to indicate their type and the date of transfer of each, as well as the term during which they are prohibited from being traded. However, during the prohibition term, the ownership of shares may be transferred according to the rules for selling rights from one founder to another, or from the heirs of a deceased founder to others, or in the case of enforcement on the assets of an insolvent or bankrupt founder, provided that the priority in owning those shares is given to the other founders. The provisions of this article shall also be applied to the shares subscribed by the founders in the case of a capital increase before the prohibition term expires.

Chapter 3: Board of Directors

Article (21): Company Management

- a. The Company shall be managed by a BoD consisting of Seven (7) members, provided that such members are natural persons elected by the Ordinary General Assembly for shareholders for a term not exceeding Four (4) years. Exceptionally, the Founders appointed the first BoD for a term of Three (3) years as following:

SR. No.	Name	Position
1	Hatim Ali Talib Barajjash	Chairman
2	Adel Abdulkareem Abdulaziz Mazi	Board Member
3	Samar Abdulaziz Mohamed AlShalhoub	Board Member
4	Saleh Ghodaier Saleh AlRashaid	Board Member
5	Abdullah Abbas Mohammed Ali Shargawi	Board Member
6	Hazim Fahad Misfer Al-Dosary	Board Member
7	Abdulaziz Abdulrahman Saad Alattmar	Board Member

- b. The BoD's work system is defined as follows.

The location of the meetings is determined by BoD, and these meetings may be held using modern technology tools.

The valid quorum for a meeting is the presence of 50% of the Board members.

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

Board members may delegate others to attend the meetings on their behalf.

The method of communication for Board members is as follows: using modern technological tools.

Article (22): Expiry of Board of director's membership

1. The membership of the board of directors shall be expired by end of its term or by expiry of his power thereto as per any ordinance or instructions applicable in KSA. The General Assembly may, upon the recommendation of BoD, terminate the membership of any member who fails to attend (three) consecutive meetings or (five) non-consecutive meetings during the course of his membership without an excuse acceptable to the Board.

Article (23): Expiration of Term of BoD, Resignation of its Members or Board Vacancy

1. The BoD shall call the Ordinary General Assembly to convene in ample time prior to the expiration of Board's term to elect a BoD for a new term. If the election cannot be held and the term of the current Board expires, its members shall continue to carry out their duties until a BoD is elected for a new term, provided that they do not continue to carry out their duties beyond the period specified in Implementing Regulations of Companies Law.
2. If the Chairman and members of the BoD resign, they shall call for an Ordinary General Assembly meeting to elect a new board. The resignation shall not take effect until a new board is elected, provided that the resigning board does not continue to carry out its duties beyond the period specified in Implementing Regulations of Companies Law.
3. A board member may resign pursuant to a written notice submitted to the Chairman of the BoD. If the Chairman of the Board resigns, the notice shall be submitted to the Board members and Board's Secretary. In both cases, the resignation shall take effect from the date specified in the notice.
4. If the position of a board member becomes vacant due to his death or resignation, and if the minimum number of members required for the validity of Board meetings, the Board may appoint a qualified person with relevant expertise to provisionally fill the vacancy. The appointment shall be reported to the Commercial Register, and to CMA if the Company is listed in the Capital Market Authority, within 15 days from the date of such appointment, and it shall be submitted to the Ordinary General Assembly in its first meeting. The appointed member shall complete the term of his predecessor.





5. If the number of board members falls below the minimum number required for the validity of Board meetings as stipulated in Companies Law or these Articles of Association, the remaining members shall call for an Ordinary General Assembly meeting within (sixty) days to elect the required number of members.

Article (24): Powers of Board

Subject to competencies established for the General Assembly, the BoD shall have the broadest powers in Company management to achieve its purposes

Commercial Records	Main	Issuance	This authority may be delegated
		Renewing	This authority may be delegated
Sub records		Remove	This authority may be delegated
		Issuance	This authority may be delegated
		Renewing	This authority may be delegated
		Remove	This authority may be delegated
		Purchasing the institution	This authority may be delegated
		Signing all documents with the Chamber of Commerce	This authority may be delegated
Selling the institution	This authority may be delegated		
Referring to Record Management	This authority may be delegated		
Extraction of records	This authority may be delegated		
Transferring of commercial records	This authority may be delegated		
Record Management	This authority may be delegated		
Cancellation of records	This authority may be delegated		
Supervision of Records	This authority may be delegated		
Opening Subscription with Chamber of Commerce	This authority may be delegated		
Accreditation of signature with the Chamber of Commerce	This authority may be delegated		
Cancellation of signature with the Chamber of Commerce	This authority may be delegated		
Submitting tender offers and receiving forms	This authority may be delegated		
Converting the branch of the institution	This authority may be delegated		
Referring to Social Insurance	This authority may be delegated		
Referring to ZATCA	This authority may be delegated		
Opening branches for records	This authority may be delegated		
Commercial Register Management	This authority may be delegated		
Cancellation of Commercial Register	This authority may be delegated		
Referring to Civil Defense	This authority may be delegated		
Modifying Records	This authority may be delegated		
Adding activity	This authority may be delegated		





Trade name reservation	This authority may be delegated
Renewal of Subscription with Chamber of Commerce	This authority may be delegated
Amendment of the Commercial register	This authority may be delegated
Transferring of the commercial register	This authority may be delegated
Issuing a register in lieu of damaged or lost one	This authority may be delegated
Issuing a register in lieu of damaged or lost one	This authority may be delegated
Trademark Registration	This authority may be delegated
Trademark Assignment	This authority may be delegated
Assignment of trade name	This authority may be delegated
Obtaining licenses	This authority may be delegated
Buying boats	This authority may be delegated
Issuing a register instead of a damaged or lost one for fishing permits	This authority may be delegated
Importing Boats	This authority may be delegated
Cancellation of boats licenses	This authority may be delegated
Renewal of licenses	This authority may be delegated
Amendment of Licenses	This authority may be delegated
Adding activity	This authority may be delegated
Booking names	This authority may be delegated
Revoking licenses	This authority may be delegated
Renewal of Chamber of Commerce Subscription	This authority may be delegated
Opening Branches	This authority may be delegated
Referring to Social Insurance	This authority may be delegated
Referring to Civil Defense	This authority may be delegated
Referring to ZATCA	This authority may be delegated
Obtaining a fishing permit	This authority may be delegated
Obtaining a boat license	This authority may be delegated
Renewal of boat license	This authority may be delegated
Transferring of a boat license	This authority may be delegated
Selling the boat	This authority may be delegated
Renewal of fishing permit	This authority may be delegated
Revoking fishing permit	This authority may be delegated
Obtaining a boat license instead of a damaged or lost one	This authority may be delegated
Opening a branch for licensing	This authority may be delegated
Transferring of License	This authority may be delegated





Incorporation of a Company	This authority may be delegated
Signing of Articles of Association and Amendment Supplements	This authority may be delegated
Cancellation of Articles of Association and Amendment Supplements	This authority may be delegated
Signing partners' resolutions	This authority may be delegated
Appointment and dismissal of directors	This authority may be delegated
Modifying the company's purposes	This authority may be delegated
Company liquidation	This authority may be delegated
Converting the company from a joint stock company to a limited liability company	This authority may be delegated
Converting the company from a limited liability company to a joint stock company	This authority may be delegated
Transforming a joint-liability company to a limited liability company	This authority may be delegated
Capital increasing	This authority may be delegated
Capital Reduction	This authority may be delegated
Add and dismiss partners	This authority may be delegated
Entering into existing companies	This authority may be delegated
Transferring of Shares, stocks and Bonds	This authority may be delegated
Determination of capital	This authority may be delegated
Receiving of appropriated surplus	This authority may be delegated
Selling shares and stocks and receiving the corresponding value	This authority may be delegated
Assignment of Shares and stocks of Capital	This authority may be delegated
Selling the company's branch	This authority may be delegated
Modification of the nationality of a partner in the contract	This authority may be delegated
Acceptance of assignment of shares, stocks and capital	This authority may be delegated





Purchasing shares and stocks and paying the price	This authority may be delegated
Closing accounts with banks in the name of the company	This authority may be delegated
Opening accounts with banks in the name of the company	This authority may be delegated
Signing Agreements	This authority may be delegated
Registering the company	This authority may be delegated
Registration of agencies and trademarks	This authority may be delegated
Attending at General Assemblies	This authority may be delegated
Opening branches of the company	This authority may be delegated
Opening files for the company	This authority may be delegated
Signing AoA and amendment supplements with the notary public	This authority may be delegated
Obtaining and renewing commercial records of the company	This authority may be delegated
Subscribing to the Chamber of Commerce and renewing the subscription	This authority may be delegated
Referring to and signing before the General Investment Authority	This authority may be delegated
Referring to Quality Management Department and Saudi Arabia Standards Organization	This authority may be delegated
Referring to Capital Market Authority	This authority may be delegated
Obtaining and renewing licenses for the company	This authority may be delegated
Converting the institution into a company	This authority may be delegated
Converting the branch of the company into an institution	This authority may be delegated
Converting a branch of the company into a company	This authority may be delegated
Publication of the Memorandum of Association, Amendment Supplements, their	This authority may be delegated





Summaries and articles of association in the Official Gazette	
Referring to telecommunications companies and applying to fixed phones or mobile phones in the name of the company	This authority may be delegated
Submitting tender offers and receiving forms	This authority may be delegated
Signing contracts of the company with third parties	This authority may be delegated
Waiver or Cancellation of Trademarks	This authority may be delegated
Modifying Company Name	This authority may be delegated
Obtaining visas	This authority may be delegated
Converting the company into an institution	This authority may be delegated
Receiving compensation for visas	This authority may be delegated
Updating workers' data	This authority may be delegated
Opening, renewing and cancelling master files and sub files	This authority may be delegated
Liquidation and cancellation of labor	This authority may be delegated
Reporting labor absconding	This authority may be delegated
Cancellation of absconding reports for workers	This authority may be delegated
Transferring sponsorships	This authority may be delegated
Modification of professions	This authority may be delegated
Transferring of ownership of facilities, liquidating and abolishing them	This authority may be delegated
Referring to Department of National Recruitment Offices	This authority may be delegated
Referring to Computer Department with regard to the workforce	This authority may be delegated
Obtaining and renewing work permits	This authority may be delegated
Receiving Saudization certificates	This authority may be delegated





Extracting detection Data Workers (Brent)	This authority may be delegated	
Adding and deleting Saudis	This authority may be delegated	
Recruitment	This authority may be delegated	
Recruitment	This authority may be delegated	
Opening a file	This authority may be delegated	
Activating the Saudi portal	This authority may be delegated	
Recruitment of workers from abroad	This authority may be delegated	
Termination of employment procedures with social insurance	This authority may be delegated	
Abolition of visas	This authority may be delegated	
Refund of visas amounts	This authority may be delegated	
Modifying nationalities	This authority may be delegated	
Obtaining Family Visit Visas	This authority may be delegated	
Obtaining Family Bringing Visas	This authority may be delegated	
Referring to the Embassy	This authority may be delegated	
Extension of exit and re-entry visas	This authority may be delegated	
Extension of visit visas	This authority may be delegated	
Extracting detection Data Workers (Brent)	This authority may be delegated	
Visa Cancellation	This authority may be delegated	
Refund Amount of Visa	This authority may be delegated	
Modifying arrival destination	This authority may be delegated	
Companies in which the company enters as a partner	Signing corporate contracts	This authority may be delegated
	Buying shares	This authority may be delegated
	Company Liquidation	This authority may be delegated
	Selling shares	This authority may be delegated
	Representing the company in the shareholding company	This authority may be delegated
Establishing companies in the name of the company	Registering companies in the Ministry	This authority may be delegated
	Representation before Notary Public	This authority may be delegated
	Signing the company's contract	This authority may be delegated
	Signing partners' resolutions	This authority may be delegated
	Commercial Records	Issuance





		Renewing	This authority may be delegated
		Remove	This authority may be delegated
Extraction of residencies	This authority may be delegated		
Renewal of Residency	This authority may be delegated		
Exit and Re-entry Visa	This authority may be delegated		
Final exit Visa	This authority may be delegated		
Transferring sponsorships	This authority may be delegated		
Extracting iqama permits in lieu of lost or damaged ones	This authority may be delegated		
Completion of deceased worker procedures	This authority may be delegated		
Reporting cases of escape	This authority may be delegated		
Cancellation of escape reports	This authority may be delegated		
Transferring of information and updating of data	This authority may be delegated		
Settlement and waiving workmen	This authority may be delegated		
Referring to Department of Deportation and Expatriates	This authority may be delegated		
Obtaining workers data statement (print)	This authority may be delegated		
Workforce reduction	This authority may be delegated		
Managing business	This authority may be delegated		
Transferring workers sponsorship	This authority may be delegated		
Adding a newborn	This authority may be delegated		
Termination of deceased worker procedures	This authority may be delegated		
Ports Affairs management	This authority may be delegated		
Issuance of repatriation certificates	This authority may be delegated		
Adding affiliates	This authority may be delegated		
Adding children to father or mother passport	This authority may be delegated		
Separation of children from father or mother passport	This authority may be delegated		
Abolishing Exit and Re-entry Visas	This authority may be delegated		
Cancellation of final exit visas	This authority may be delegated		
Issuing travel visas in lieu of damaged or lost ones	This authority may be delegated		





Issuance of extended visit visas	This authority may be delegated	
Modification of professions	This authority may be delegated	
Obtaining Hajj permits	This authority may be delegated	
Referring to Domestic Worker Affairs	This authority may be delegated	
Registering in the electronic service	This authority may be delegated	
Banking	Opening bank accounts	This authority may be delegated
	Opening credits	This authority may be delegated
	Depositing	This authority may be delegated
	Withdrawal	This authority may be delegated
	Issuing cheques	This authority may be delegated
	Updating accounts	This authority may be delegated
	Extracting statements of accounts	This authority may be delegated
	Requesting Facilities	This authority may be delegated
	Requesting guarantees	This authority may be delegated
	Signing loan contracts	This authority may be delegated
	Signing commercial papers	This authority may be delegated
	Signing promissory notes	This authority may be delegated
Submitting any of requests or services falling under CST competence	This authority may be delegated	





	The power to authorize any person - in accordance with the relevant laws - to submit any of requests or services falling under CST competence.	This authority may be delegated
Referring to the Ministry of Agriculture and the Agriculture Directorate	This authority may be delegated	
Referring to the Notary Public or the court to accept emptying it	This authority may be delegated	
Waiver of Agricultural Decision	This authority may be delegated	
Agricultural Decision Transfer	This authority may be delegated	
Receiving the salaries	This authority may be delegated	
Receipt of pensions	This authority may be delegated	
Receipt end-of-service gratuity and leave compensation	This authority may be delegated	
Transferring the salary	This authority may be delegated	
Receiving the reward	This authority may be delegated	
Obtaining salary certificate	This authority may be delegated	
Receiving the benefits	This authority may be delegated	
Opening accounts according to Sharia controls	This authority may be delegated	
Closing and settling accounts	This authority may be delegated	
Withdrawing from accounts	This authority may be delegated	
Obtaining ATM Cards	This authority may be delegated	
Obtaining credit cards that comply with Sharia provisions	This authority may be delegated	
Receiving and disbursing remittances	This authority may be delegated	
Cashing cheques	This authority may be delegated	
Issuing certified cheques	This authority may be delegated	
Issuing cheque books	This authority may be delegated	
Obtaining account statement.	This authority may be delegated	
Transferring from accounts	This authority may be delegated	
Requesting bank loans that comply with Sharia provisions and controls	This authority may be delegated	
Opening an account according to Sharia controls	This authority may be delegated	





Account Deposit	This authority may be delegated
Renewal of Subscription to Safe Deposit Boxes	This authority may be delegated
Opening safe deposit boxes	This authority may be delegated
Subscription to safety deposit boxes	This authority may be delegated
Loan Discharge Request	This authority may be delegated
Objecting to cheques	This authority may be delegated
Updating data	This authority may be delegated
Activating accounts	This authority may be delegated
Receiving cheques	This authority may be delegated
Recovering Safe Deposit Box Units	This authority may be delegated
Audit	This authority may be delegated
Rescheduling Installments	This authority may be delegated
Requesting POS	This authority may be delegated
Requesting LC	This authority may be delegated
Requesting Bank Guarantee	This authority may be delegated
Subscribing in Joint-Stock Companies	This authority may be delegated
Receiving Share Certificates	This authority may be delegated
Buying Shares compliant with Sharia provisions	This authority may be delegated
Selling Shares compliant with Sharia provisions	This authority may be delegated
Receiving the value of shares	This authority may be delegated
Receiving the profits	This authority may be delegated
Receiving surplus	This authority may be delegated
Opening investment portfolios under Sharia controls and issuing, amending and cancelling orders.	This authority may be delegated
Underwriting	This authority may be delegated
Purchasing stocks	This authority may be delegated
Selling stocks	This authority may be delegated
Recovering investment funds units	This authority may be delegated
Transferring shares from portfolio	This authority may be delegated
Participating in Shariah-compliant investment fund units	This authority may be delegated
Managing investment portfolios	This authority may be delegated





Obtaining evidence of indebtedness	This authority may be delegated			
Liquidating investment portfolios	This authority may be delegated			
Property management		Property	Buying	This authority may be delegated
			Selling	This authority may be delegated
			Evacuation	This authority may be delegated
	Buying, selling and vacating properties	Lands	Buying	This authority may be delegated
			Selling	This authority may be delegated
			Evacuation	This authority may be delegated
		Shares	Buying	This authority may be delegated
			Selling	This authority may be delegated
			Mortgage right	This authority may be delegated
Mortgage the property	Releasing mortgage of	This authority may be delegated		
	Receivables	This authority may be delegated		
	Opening Shop	This authority may be delegated		
Extracting health cards	This authority may be delegated			
Converting agricultural lands to residential	This authority may be delegated			





Referring to General Directorate of Urban Planning	This authority may be delegated		
Opening shops	This authority may be delegated		
Obtaining licenses	This authority may be delegated		
Renewing licenses	This authority may be delegated		
Cancellation of licenses	This authority may be delegated		
Transferring of licenses	This authority may be delegated		
Obtaining building and restoration permits	This authority may be delegated		
Planning Lands	This authority may be delegated		
Obtaining construction completion certificates	This authority may be delegated		
Obtaining fencing licenses	This authority may be delegated		
Obtaining demolition licenses	This authority may be delegated		
Modifying contract of companies in which the company enters as a partner	Approving partners' resolutions	Changing the legal entity	This authority may be delegated
		Increasing or decreasing the capital:	This authority may be delegated
		Accepting assignment of shares and buying shares	This authority may be delegated
		Adding and dismissing partners	This authority may be delegated
		Signing the partners' resolutions to merge	This authority may be delegated
		Amending the rest of AoA	This authority may be delegated
	Company Liquidation	This authority may be delegated	
Converting the company into an organization	This authority may be delegated		
Signing the lease	This authority may be delegated		
Assignment of contract	This authority may be delegated		
Making a plan for the owned land	This authority may be delegated		
Referring to General Secretariat	This authority may be delegated		
Converting the agricultural land to residential	This authority may be delegated		
Supervising construction activities.	This authority may be delegated		





Signing contracts with construction institutions and contractors	This authority may be delegated		
Submitting tender offers and receiving forms	This authority may be delegated		
Judge	Appointment of arbitrators	This authority may be delegated	
	Designation Attorneys	This authority may be delegated	
	Representing before Notary Public	This authority may be delegated	
	Representing before Sharia courts	Hearing and responding to cases	This authority may be delegated
		Reconciliation	This authority may be delegated
		Refusing and accepting arbitration	This authority may be delegated
		Refusing and accepting reconciliation	This authority may be delegated
		Acknowledgement and denial	This authority may be delegated
		Waiver	This authority may be delegated
		Pleading	This authority may be delegated
		Defense	This authority may be delegated
		Claim	This authority may be delegated
		Litigation	This authority may be delegated
	Using and implementing all MoJ e-services	This authority may be delegated	
Delegating/authorizing others to execute e-services of MoJ	This authority may be delegated		
(Signing the loan contract agreement, its amendments, annexes and all relevant documents - signing the follow-up agreement - signing the advice agreement - signing before the notary public regarding the industrial mortgage for mortgaging all the company's properties - receiving the loan - waiving the loan - requesting loan exemption - repaying the loan - Signing the Documentary Credit Agreement	This authority may be delegated		





	(Signing the provisional guarantee)	This authority may be delegated
	(Signing the agreement for the transfer of obligations and amending the loan contract)	This authority may be delegated
	(Signing the debt arrangement agreement for the company and partners)	This authority may be delegated
	Issuing, amending and canceling assignment declaration	This authority may be delegated
sale and handover to the buyer	This authority may be delegated	
Purchasing, accepting handover and paying the price	This authority may be delegated	
Receipt of Sukuk	This authority may be delegated	
Leasing	This authority may be delegated	
Receiving the rent	This authority may be delegated	
Signing the rent contracts	This authority may be delegated	
Renewing the rent contracts	This authority may be delegated	
Cancellation and termination of lease contracts	This authority may be delegated	
Mortgage	This authority may be delegated	
Releasing of mortgage	This authority may be delegated	
Partition and sorting	This authority may be delegated	
Modifying plots borders, lengths, area, numbers, plans, deeds (Sukuk), dates and neighborhood names	This authority may be delegated	
Selling	This authority may be delegated	
Accepting the mortgage	This authority may be delegated	
Updating and bringing the deeds (Sukuk) into the overall system	This authority may be delegated	
Selling the share of	This authority may be delegated	
Buying	This authority may be delegated	
Purchasing the share of	This authority may be delegated	
Lease	This authority may be delegated	
Modifying owner name and civil registry and records number	This authority may be delegated	
Gratuity and conveyance	This authority may be delegated	
Accepting the gratuity and conveyance	This authority may be delegated	
Accepting waiver and conveyance	This authority may be delegated	





Obtaining a set of deeds (Sukuk) instead of damaged ones and their data are as follows	This authority may be delegated
Obtaining a set of deeds (Sukuk) instead of damaged ones and their data as follows:	This authority may be delegated
Selling and handover to the heirs	This authority may be delegated
Waiving share of	This authority may be delegated
Proof of structure	This authority may be delegated
Extracting a deed in lieu of damaged one	This authority may be delegated
For real estate located in	This authority may be delegated
Converting agricultural land to residential or industrial	This authority may be delegated
Participating in real estate contributions	This authority may be delegated
Purchasing stocks of real estate contributions	This authority may be delegated
Selling real estate stocks	This authority may be delegated
Waiving the rented Land	This authority may be delegated
Updating and entering the deed into the overall system	This authority may be delegated
Issuing a deed in lieu of lost one	This authority may be delegated
Converting agricultural lands to residential	This authority may be delegated
Building the Land	This authority may be delegated
Renting the land	This authority may be delegated
Changing the legal entity of the company	This authority may be delegated
Transforming the company from a limited partnership company to a limited liability company	This authority may be delegated
Dividing the shares among heirs and transferring them to their portfolios	This authority may be delegated

The approval of general assembly is required if Board wants to sell assets that exceed 50% of the total value of its assets, whether sale is made through a single transaction or multiple transactions. In this case, the transaction that leads to exceeding 50% of the asset value is the one that requires approval of the general assembly. This percentage is calculated from the date of the first transaction made during the previous twelve months.

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

Article 25: Remuneration of Board Member





1. Board remuneration consists of a percentage of the net profits and in-kind benefits, or as determined by the ordinary general assembly, the value of BoD's reward shall be 5,000, with a maximum of 500,000
2. The Board report to the Ordinary General Assembly must include a comprehensive statement of all bonuses, expense allowances and other benefits received by Board members during the financial year. It shall also include a statement of what Board members received in their capacity as workers or administrators, or what they received in return for technical or administrative work or consultancy. It shall also include a statement of number of Board meetings and number of meetings attended by each member.

Article 26: Powers of Chairman, Vice-Chairman, Managing Director and Board Secretary

At its first meeting, the Board shall appoint from among its members a Chairman. It may appoint from among its members a Managing Director. At its first meeting, the Board shall appoint from among its members a Vice-Chairman.

1. The Board shall appoint a CEO from among its members or others.

Board Chairman shall:

Commercial Records	Main	Issuance	Practiced individually This authority may be delegated
		Renewing	Practiced individually This authority may be delegated
		Remove	Practiced individually This authority may be delegated
	Sub records	Issuance	Practiced individually This authority may be delegated
		Renewing	Practiced individually This authority may be delegated
		Remove	Practiced individually This authority may be delegated
Purchasing the institution	Practiced individually This authority may be delegated		
Signing all documents with the Chamber of Commerce	Practiced individually This authority may be delegated		
Selling the institution	Practiced individually This authority may be delegated		
Referring to Record Management	Practiced individually This authority may be delegated		
Extraction of records	Practiced individually This authority may be delegated		





Transferring of commercial records	Practiced individually This authority may be delegated
Record Management	Practiced individually This authority may be delegated
Cancellation of records	Practiced individually This authority may be delegated
Supervision of Records	Practiced individually This authority may be delegated
Opening Subscription with Chamber of Commerce	Practiced individually This authority may be delegated
Accreditation of signature with the Chamber of Commerce	Practiced individually This authority may be delegated
Cancellation of signature with the Chamber of Commerce	Practiced individually This authority may be delegated
Submitting tender offers and receiving forms	Practiced individually This authority may be delegated
Converting the branch of the institution	Practiced individually This authority may be delegated
Referring to Social Insurance	Practiced individually This authority may be delegated
Referring to ZATCA	Practiced individually This authority may be delegated
Opening branches for records	Practiced individually This authority may be delegated
Commercial Register Management	Practiced individually





	This authority may be delegated
Cancellation of Commercial Register	Practiced individually
	This authority may be delegated
Referring to Civil Defense	Practiced individually
	This authority may be delegated
Modifying Records	Practiced individually
	This authority may be delegated
Adding activity	Practiced individually
	This authority may be delegated
Trade name reservation	Practiced individually
	This authority may be delegated
Renewal of Subscription with Chamber of Commerce	Practiced individually
	This authority may be delegated
Amendment of the Commercial register	Practiced individually
	This authority may be delegated
Transferring of the commercial register	Practiced individually
	This authority may be delegated
Issuing a register in lieu of damaged or lost one	Practiced individually
	This authority may be delegated
Issuing a register in lieu of damaged or lost one	Practiced individually
	This authority may be delegated
Trademark Registration	Practiced individually
	This authority may be delegated
Trademark Assignment	Practiced individually
	This authority may be delegated
Assignment of trade name	Practiced individually
	This authority may be delegated





Obtaining licenses	Practiced individually This authority may be delegated
Buying boats	Practiced individually This authority may be delegated
Obtaining fishing permits instead of damaged or lost ones	Practiced individually This authority may be delegated
Importing Boats	Practiced individually This authority may be delegated
Cancellation of boats licenses	Practiced individually This authority may be delegated
Renewal of licenses	Practiced individually This authority may be delegated
Amendment of Licenses	Practiced individually This authority may be delegated
Adding activity	Practiced individually This authority may be delegated
Booking names	Practiced individually This authority may be delegated
Revoking licenses	Practiced individually This authority may be delegated
Renewal of Chamber of Commerce Subscription	Practiced individually This authority may be delegated
Opening Branches	Practiced individually This authority may be delegated
Referring to Social Insurance	Practiced individually This authority may be delegated
Referring to Civil Defense	Practiced individually This authority may be delegated





Referring to ZATCA	Practiced individually This authority may be delegated
Obtaining a fishing permit	Practiced individually This authority may be delegated
Obtaining a boat license	Practiced individually This authority may be delegated
Renewal of boat license	Practiced individually This authority may be delegated
Transferring of a boat license	Practiced individually This authority may be delegated
Selling the boat	Practiced individually This authority may be delegated
Renewal of fishing permit	Practiced individually This authority may be delegated
Revoking fishing permit	Practiced individually This authority may be delegated
Obtaining a boat license instead of a damaged or lost one	Practiced individually This authority may be delegated
Opening a branch for licensing	Practiced individually This authority may be delegated
Transferring of License	Practiced individually This authority may be delegated
Incorporation of a Company	Practiced individually This authority may be delegated
Signing of AoA and Amendment Supplements	Practiced individually This authority may be delegated





Cancellation of AoA and Amendment Supplements	Practiced individually This authority may be delegated
Signing partners' resolutions	Practiced individually This authority may be delegated
Appointment and dismissal of directors	Practiced individually This authority may be delegated
Modifying the company's purposes	Practiced individually This authority may be delegated
Company Liquidation	Practiced individually This authority may be delegated
Converting the company from a joint stock company to a limited liability company	Practiced individually This authority may be delegated
Converting the company from a limited liability company to a joint stock company	Practiced individually This authority may be delegated
Transforming a joint-liability company to a limited liability company	Practiced individually This authority may be delegated
Capital increasing	Practiced individually This authority may be delegated
Capital Reduction	Practiced individually This authority may be delegated
Add and dismiss partners	Practiced individually This authority may be delegated





Entering into existing companies	Practiced individually This authority may be delegated
Transferring of Shares, stocks and Bonds	Practiced individually This authority may be delegated
Determination of capital	Practiced individually This authority may be delegated
Receiving of appropriated surplus	Practiced individually This authority may be delegated
Selling shares and stocks and receiving the corresponding value	Practiced individually This authority may be delegated
Assignment of Shares and stocks of Capital	Practiced individually This authority may be delegated
Selling the company's branch	Practiced individually This authority may be delegated
Modification of the nationality of a partner in the contract	Practiced individually This authority may be delegated
Acceptance of assignment of shares, stocks and capital	Practiced individually This authority may be delegated
Purchasing shares and stocks and paying the price	Practiced individually This authority may be delegated
Closing accounts with banks in the name of the company	Practiced individually This authority may be delegated





Opening accounts with banks in the name of the company	Practiced individually This authority may be delegated
Signing Agreements	Practiced individually This authority may be delegated
Registering the company	Practiced individually This authority may be delegated
Registration of agencies and trademarks	Practiced individually This authority may be delegated
Attending at General Assemblies	Practiced individually This authority may be delegated
Opening branches of the company	Practiced individually This authority may be delegated
Opening files for the company	Practiced individually This authority may be delegated
Signing the AoA and amendment supplements with the notary public	Practiced individually This authority may be delegated
Obtaining and renewing commercial Registries of the company	Practiced individually This authority may be delegated
Subscribing to the Chamber of Commerce and renewing the subscription	Practiced individually This authority may be delegated
Referring to and signing before the General Investment Authority	Practiced individually This authority may be delegated



Referring to Quality Management Department and Saudi Arabia Standards Organization	Practiced individually
	This authority may be delegated
Referring to Capital Market Authority	Practiced individually
	This authority may be delegated
Obtaining and renewing licenses for the company	Practiced individually
	This authority may be delegated
Converting the institution into a company	Practiced individually
	This authority may be delegated
Converting the branch of the company into an institution	Practiced individually
	This authority may be delegated
Converting a branch of the company into a company	Practiced individually
	This authority may be delegated
Publication of the AoA, Amendment Supplements, their Summaries and articles of association in the Official Gazette	Practiced individually
	This authority may be delegated
Referring to telecommunications companies and applying to fixed phones or mobile phones in the name of the company	Practiced individually
	This authority may be delegated
Submitting tender offers and receiving forms	Practiced individually





	This authority may be delegated
Signing contracts of the company with third parties	Practiced individually
	This authority may be delegated
Waiver or Cancellation of Trademarks	Practiced individually
	This authority may be delegated
Modifying Company Name	Practiced individually
	This authority may be delegated
Obtaining visas	Practiced individually
	This authority may be delegated
Converting the company into an institution	Practiced individually
	This authority may be delegated
Receiving compensation for visas	Practiced individually
	This authority may be delegated
Updating workers' data	Practiced individually
	This authority may be delegated
Opening, renewing and cancelling master files and sub files	Practiced individually
	This authority may be delegated
Liquidation and cancellation of labor	Practiced individually
	This authority may be delegated
Reporting labor absconding	Practiced individually
	This authority may be delegated
Cancellation of absconding reports for workers	Practiced individually
	This authority may be delegated
Transferring sponsorships	Practiced individually





	This authority may be delegated
Modification of professions	Practiced individually
	This authority may be delegated
Transferring of ownership of facilities, liquidating and abolishing them	Practiced individually
	This authority may be delegated
Referring to Department of National Recruitment Offices	Practiced individually
	This authority may be delegated
Referring to Computer Department with regard to the workforce	Practiced individually
	This authority may be delegated
Obtaining and renewing work permits	Practiced individually
	This authority may be delegated
Receiving Saudization certificates	Practiced individually
	This authority may be delegated
Extracting detection Data Workers (Brent)	Practiced individually
	This authority may be delegated
Adding and deleting Saudis	Practiced individually
	This authority may be delegated
Recruitment	Practiced individually
	This authority may be delegated
Recruitment	Practiced individually
	This authority may be delegated
Opening a file	Practiced individually
	This authority may be delegated
Activating the Saudi portal	Practiced individually





	This authority may be delegated
Recruitment of workers from abroad	Practiced individually
	This authority may be delegated
Termination of employment procedures with social insurance	Practiced individually
	This authority may be delegated
Abolition of visas	Practiced individually
	This authority may be delegated
Refund of visas amounts	Practiced individually
	This authority may be delegated
Modifying nationalities	Practiced individually
	This authority may be delegated
Obtaining Family Visit Visas	Practiced individually
	This authority may be delegated
Obtaining Family Bringing Visas	Practiced individually
	This authority may be delegated
Referring to the Embassy	Practiced individually
	This authority may be delegated
Extension of exit and re-entry visas	Practiced individually
	This authority may be delegated
Extension of visit visas	Practiced individually
	This authority may be delegated
Extracting detection Data Workers (Brent)	Practiced individually
	This authority may be delegated
Visa Cancellation	Practiced individually
	This authority may be delegated
Refund Amount of Visa	Practiced individually





	This authority may be delegated	
Modifying arrival destination	Practiced individually	
	This authority may be delegated	
Companies in which the company enters as a partner	Signing corporate contracts	Practiced individually
		This authority may be delegated
	Buying shares	Practiced individually
		This authority may be delegated
	Company Liquidation	Practiced individually
		This authority may be delegated
	Selling shares	Practiced individually
		This authority may be delegated
Representing the company in the shareholding company	Practiced individually	
	This authority may be delegated	
Establishing companies in the name of the company	Registering companies in the Ministry	Practiced individually
		This authority may be delegated
	Representation before Notary Public	Practiced individually
		This authority may be delegated
	Signing the company's contract	Practiced individually
		This authority may be delegated
	Signing partners' resolutions	Practiced individually
		This authority may be delegated
Commercial Records	Issuance	Practiced individually
		This authority may be delegated
	Renewing	Practiced individually
		This authority may be delegated





		Remove	Practiced individually
			This authority may be delegated
Extraction of residencies	Practiced individually		
	This authority may be delegated		
Renewal of Residency	Practiced individually		
	This authority may be delegated		
Exit and Re-entry Visa	Practiced individually		
	This authority may be delegated		
Final exit Visa	Practiced individually		
	This authority may be delegated		
Transferring sponsorships	Practiced individually		
	This authority may be delegated		
Extracting iqama permits in lieu of lost or damaged ones	Practiced individually		
	This authority may be delegated		
Completion of deceased worker procedures	Practiced individually		
	This authority may be delegated		
Reporting cases of escape	Practiced individually		
	This authority may be delegated		
Cancellation of escape reports	Practiced individually		
	This authority may be delegated		
Transferring of information and updating of data	Practiced individually		
	This authority may be delegated		
Settlement and waiving workmen	Practiced individually		
	This authority may be delegated		





Referring Department of Deportation and Expatriates	to of and	Practiced individually
		This authority may be delegated
Obtaining workers data statement (print)		Practiced individually
		This authority may be delegated
Workforce reduction		Practiced individually
		This authority may be delegated
Managing business		Practiced individually
		This authority may be delegated
Transferring workers sponsorship		Practiced individually
		This authority may be delegated
Adding a newborn		Practiced individually
		This authority may be delegated
Termination of deceased worker procedures		Practiced individually
		This authority may be delegated
Ports Affairs management		Practiced individually
		This authority may be delegated
Issuance of repatriation certificates		Practiced individually
		This authority may be delegated
Adding affiliates		Practiced individually
		This authority may be delegated
Adding children to father or mother passport		Practiced individually
		This authority may be delegated
Separation of children from father or mother passport		Practiced individually
		This authority may be delegated





Abolishing Exit and Re-entry Visas	Practiced individually	
	This authority may be delegated	
Cancellation of final exit visas	Practiced individually	
	This authority may be delegated	
Issuing travel visas in lieu of damaged or lost ones	Practiced individually	
	This authority may be delegated	
Issuance of extended visit visas	Practiced individually	
	This authority may be delegated	
Modification of professions	Practiced individually	
	This authority may be delegated	
Obtaining Hajj permits	Practiced individually	
	This authority may be delegated	
Referring to Domestic Worker Affairs	Practiced individually	
	This authority may be delegated	
Registering in the electronic service	Practiced individually	
	This authority may be delegated	
Banking	Opening bank accounts	Practiced individually
		This authority may be delegated
	Opening credits	Practiced individually
		This authority may be delegated
	Depositing	Practiced individually
		This authority may be delegated
	Withdrawal	Practiced individually
		This authority may be delegated
	Issuing cheques	Practiced individually
	This authority may be delegated	
	Updating accounts	Practiced individually
	This authority may be delegated	





	Extracting statements of accounts	Practiced individually
		This authority may be delegated
	Requesting Facilities	Practiced individually
		This authority may be delegated
	Requesting guarantees	Practiced individually
		This authority may be delegated
	Signing loan contracts	Practiced individually
		This authority may be delegated
	Signing commercial papers	Practiced individually
		This authority may be delegated
	Signing promissory notes	Practiced individually
		This authority may be delegated
	Submitting any of requests or services falling under STC competence	Practiced individually
		This authority may be delegated
	The power to authorize any person - in accordance with the relevant laws - to submit any of requests or services falling under STC competence.	Practiced individually
		This authority may be delegated
Referring to the Ministry of Agriculture and the Agriculture Directorate	Practiced individually	
	This authority may be delegated	
Referring to the Notary Public or the court to accept emptying it	Practiced individually	
	This authority may be delegated	
Waiver of Agricultural Decision	Practiced individually	
	This authority may be delegated	
Agricultural Decision Transfer	Practiced individually	





	This authority may be delegated
Receiving the salaries	Practiced individually
	This authority may be delegated
Receipt of pensions	Practiced individually
	This authority may be delegated
Receipt end-of-service gratuity and leave compensation	Practiced individually
	This authority may be delegated
Transferring the salary	Practiced individually
	This authority may be delegated
Receiving the reward	Practiced individually
	This authority may be delegated
Obtaining Salary Certification	Practiced individually
	This authority may be delegated
Receiving the benefits	Practiced individually
	This authority may be delegated
Opening accounts according to Sharia controls	Practiced individually
	This authority may be delegated
Closing and settling accounts	Practiced individually
	This authority may be delegated
Withdrawing from accounts	Practiced individually
	This authority may be delegated
Obtaining ATM Cards	Practiced individually
	This authority may be delegated
Obtaining credit cards that comply with Sharia provisions	Practiced individually
	This authority may be delegated
Receiving and disbursing remittances	Practiced individually





	This authority may be delegated
Cashing cheques	Practiced individually
	This authority may be delegated
Issuing certified cheques	Practiced individually
	This authority may be delegated
Issuing cheque books	Practiced individually
	This authority may be delegated
Obtaining account statement.	Practiced individually
	This authority may be delegated
Transferring from accounts	Practiced individually
	This authority may be delegated
Requesting bank loans that comply with Sharia provisions and controls	Practiced individually
	This authority may be delegated
Opening an account according to Sharia controls	Practiced individually
	This authority may be delegated
Account Deposit	Practiced individually
	This authority may be delegated
Renewal of Subscription to Safe Deposit Boxes	Practiced individually
	This authority may be delegated
Opening safe deposit boxes	Practiced individually
	This authority may be delegated
Subscription to safety deposit boxes	Practiced individually
	This authority may be delegated
Loan Discharge Request	Practiced individually





	This authority may be delegated
Objecting to cheques	Practiced individually
	This authority may be delegated
Updating data	Practiced individually
	This authority may be delegated
Activating accounts	Practiced individually
	This authority may be delegated
Receiving cheques	Practiced individually
	This authority may be delegated
Recovering safe deposit box units	Practiced individually
	This authority may be delegated
Audit	Practiced individually
	This authority may be delegated
Rescheduling Installments	Practiced individually
	This authority may be delegated
POS Request	Practiced individually
	This authority may be delegated
LC Request	Practiced individually
	This authority may be delegated
Requesting Bank Guarantee	Practiced individually
	This authority may be delegated
Subscriptions in joint stock companies	Practiced individually
	This authority may be delegated
Receiving certificates of contribution	Practiced individually
	This authority may be delegated
Purchasing Shares that comply with Sharia provisions	Practiced individually
	This authority may be delegated





Selling Shares that comply with Sharia provisions	Practiced individually This authority may be delegated
Receiving the value of shares	Practiced individually This authority may be delegated
Receiving the profits	Practiced individually This authority may be delegated
Receiving surplus	Practiced individually This authority may be delegated
Opening investment portfolios under Sharia controls and issuing, amending and cancelling orders.	Practiced individually This authority may be delegated
Underwriting	Practiced individually This authority may be delegated
Purchasing stocks	Practiced individually This authority may be delegated
Selling stocks	Practiced individually This authority may be delegated
Recovering investment funds units	Practiced individually This authority may be delegated
Transferring shares from portfolio	Practiced individually This authority may be delegated
Participation in Shariah-compliant investment fund units	Practiced individually This authority may be delegated
Managing investment portfolios	Practiced individually This authority may be delegated





Obtaining evidence of indebtedness	Practiced individually			
	This authority may be delegated			
Liquidating investment portfolios	Practiced individually			
	This authority may be delegated			
	Buying, selling and vacating properties	Property	Issuance	Practiced individually
				This authority may be delegated
			Renewing	Practiced individually
				This authority may be delegated
			Remove	Practiced individually
				This authority may be delegated
		Lands	Buying	Practiced individually
				This authority may be delegated
			Selling	Practiced individually
				This authority may be delegated
			Evacuation	Practiced individually
				This authority may be delegated
	Shares	Buying	Practiced individually	
			This authority may be delegated	
		Selling	Practiced individually	
			This authority may be delegated	
Property management	Mortgage the property	Mortgage right	Practiced individually	





			This authority may be delegated
		Releasing of mortgage	Practiced individually
			This authority may be delegated
		Receivables	Practiced individually
			This authority may be delegated
Opening Shop	Practiced individually		
	This authority may be delegated		
Extracting health cards	Practiced individually		
	This authority may be delegated		
Converting agricultural lands to residential	Practiced individually		
	This authority may be delegated		
Referring to General Directorate of Urban Planning	Practiced individually		
	This authority may be delegated		
Opening shops	Practiced individually		
	This authority may be delegated		
Obtaining licenses	Practiced individually		
	This authority may be delegated		
Renewing licenses	Practiced individually		
	This authority may be delegated		
Cancellation of licenses	Practiced individually		
	This authority may be delegated		
Transferring of licenses	Practiced individually		
	This authority may be delegated		
Obtaining building and restoration permits	Practiced individually		
	This authority may be delegated		





Planting Lands	Practiced individually		
	This authority may be delegated		
Obtaining construction completion certificates	Practiced individually		
	This authority may be delegated		
Obtaining fencing licenses	Practiced individually		
	This authority may be delegated		
Obtaining demolition licenses	Practiced individually		
	This authority may be delegated		
Modifying contract of companies in which the company enters as a partner	Approving partners' resolutions	Changing the legal entity	Practiced individually
			This authority may be delegated
		Increasing or decreasing the capital:	Practiced individually
			This authority may be delegated
		Accepting assignment of shares and buying shares	Practiced individually
			This authority may be delegated
		Adding and dismissing partners	Practiced individually
			This authority may be delegated
		Signing the partners' resolutions to merge	Practiced individually
			This authority may be delegated
	Amending the rest of AoA	Practiced individually	
		This authority may be delegated	
	Company Liquidation	Practiced individually	
		This authority may be delegated	
	Converting the company into an organization	Practiced individually	
		This authority may be delegated	
Signing the lease	Practiced individually		
	This authority may be delegated		
Assignment of contract	Practiced individually		
	This authority may be delegated		
Making a plan for the owned land	Practiced individually		





	This authority may be delegated		
Referring to General Secretariat	Practiced individually		
	This authority may be delegated		
Converting the agricultural land to residential	Practiced individually		
	This authority may be delegated		
Supervising construction activities.	Practiced individually		
	This authority may be delegated		
Signing contracts with construction institutions and contractors	Practiced individually		
	This authority may be delegated		
Submitting tender offers and receiving forms	Practiced individually		
	This authority may be delegated		
	Appointment of arbitrators	Practiced individually	
		This authority may be delegated	
	Designation of defense counsels	Practiced individually	
		This authority may be delegated	
	Representing before Notary Public	Practiced individually	
		This authority may be delegated	
Judge		Hearing and responding to cases	Practiced individually
			This authority may be delegated
		Reconciliation	Practiced individually
			This authority may be delegated
		Refusing and accepting arbitration	Practiced individually
			This authority may be delegated
		Refusing and accepting reconciliation	Practiced individually
		This authority may be delegated	
	Representing before Sharia courts		





	Acknowledgement and denial	Practiced individually
		This authority may be delegated
	Waiver	Practiced individually
		This authority may be delegated
	Pleading	Practiced individually
		This authority may be delegated
	Defense	Practiced individually
		This authority may be delegated
	Claim	Practiced individually
		This authority may be delegated
	Litigation	Practiced individually
		This authority may be delegated
Using and implementing all Ministry of Justice e-services	Practiced individually	
	This authority may be delegated	
Delegating/authorizing others to execute electronic services of the Ministry of Justice	Practiced individually	
	This authority may be delegated	
(Signing the loan contract agreement, its amendments, annexes and all relevant documents - signing the follow-up agreement - signing the advice agreement - signing before the notary public regarding the industrial mortgage for mortgaging all company's properties - receiving the loan - waiving the loan - requesting loan exemption - repaying the loan - signing the documentary credit agreement)	Practiced individually	
	This authority may be delegated	
(Signing the provisional guarantee)	Practiced individually	
	This authority may be delegated	
(Signing the agreement for the transfer of obligations and amending the loan contract)	Practiced individually	





		This authority may be delegated
	(Signing the debt arrangement agreement for the company and partners)	Practiced individually
		This authority may be delegated
	Issuing, amending and canceling assignment declaration	Practiced individually
		This authority may be delegated
sale and handover to the buyer	Practiced individually	
	This authority may be delegated	
Purchasing, accepting handover and paying the price	Practiced individually	
	This authority may be delegated	
Receipt of instruments	Practiced individually	
	This authority may be delegated	
Leasing	Practiced individually	
	This authority may be delegated	
Receiving the rent	Practiced individually	
	This authority may be delegated	
Signing the rent contracts	Practiced individually	
	This authority may be delegated	
Renewing the rent contracts	Practiced individually	
	This authority may be delegated	
Cancellation and termination of lease contracts	Practiced individually	
	This authority may be delegated	
Mortgage	Practiced individually	
	This authority may be delegated	
Releasing of mortgage	Practiced individually	
	This authority may be delegated	
Partition and sorting	Practiced individually	





	This authority may be delegated
Modifying plots borders, lengths, area, numbers, plans, deeds (Sukuk), dates and neighborhood names	Practiced individually
	This authority may be delegated
Selling	Practiced individually
	This authority may be delegated
Accepting the mortgage	Practiced individually
	This authority may be delegated
Updating and bringing the deeds (Sukuk) into the overall system	Practiced individually
	This authority may be delegated
Selling the share of	Practiced individually
	This authority may be delegated
Buying	Practiced individually
	This authority may be delegated
Purchasing the share of	Practiced individually
	This authority may be delegated
Lease	Practiced individually
	This authority may be delegated
Modifying owner name and civil registry and records number	Practiced individually
	This authority may be delegated
Gratuity and conveyance	Practiced individually
	This authority may be delegated
Accepting the gratuity and conveyance	Practiced individually
	This authority may be delegated
Waiving area shortage	Practiced individually
	This authority may be delegated
Incorporating instruments	Practiced individually





	This authority may be delegated
Accepting waiver and conveyance	Practiced individually
	This authority may be delegated
Obtaining a set of deeds (Sukuk) instead of damaged ones and their data are as follows	Practiced individually
	This authority may be delegated
Obtaining a set of deeds (Sukuk) instead of damaged ones and their data as follows:	Practiced individually
	This authority may be delegated
Selling and handover to the heirs	Practiced individually
	This authority may be delegated
Waiving share of	Practiced individually
	This authority may be delegated
Proof of structure	Practiced individually
	This authority may be delegated
Extracting a deed in lieu of damaged one	Practiced individually
	This authority may be delegated
For real estate located in	Practiced individually
	This authority may be delegated
Converting agricultural land to residential or industrial	Practiced individually
	This authority may be delegated
Participating in real estate contributions	Practiced individually
	This authority may be delegated
Purchasing stocks of real estate contributions	Practiced individually
	This authority may be delegated
Selling real estate stocks	Practiced individually





	This authority may be delegated
Waiving the rented Land	Practiced individually
	This authority may be delegated
Updating and entering the deed into the overall system	Practiced individually
	This authority may be delegated
Issuing a deed in lieu of lost one	Practiced individually
	This authority may be delegated
Converting agricultural lands to residential	Practiced individually
	This authority may be delegated
Building the Land	Practiced individually
	This authority may be delegated
Renting the land	Practiced individually
	This authority may be delegated
Changing the legal entity of the company	Practiced individually
	This authority may be delegated
Transforming the company from a limited partnership company to a limited liability company	Practiced individually
	This authority may be delegated
Dividing the shares among heirs and transferring them to their portfolios	Practiced individually
	This authority may be delegated

Updating and entering the deed into the overall system	Practices it individually
	This authority may be delegated
Issuing a deed in lieu of lost one	Practices it individually
	This authority may be delegated
Converting agricultural lands to residential	Practices it individually
	This authority may be delegated
Building the Land	Practices it individually





	This authority may be delegated
Renting the land	Practices it individually
	This authority may be delegated
Changing the legal entity of the company	Practices it individually
	This authority may be delegated
Transforming the company from a limited partnership company to a limited liability company	Practices it individually
	This authority may be delegated
Dividing the shares among heirs and transferring them to their portfolios	Practices it individually
	This authority may be delegated

The Board shall appoint a board secretary from among its members or others

Board Chairman may delegate (by a written decision) some of his powers to other Board members or third parties to carry out certain work(s). Vice Chairman of Board shall replace the Chairman in his absence in cases where the Board has a Vice Chairman.

Article 27: Board Meetings

1. The Board of Directors shall convene at least four times a year upon a call by its Chairman. The Chairman shall call for a Board meeting to discuss one or more matters if requested in writing by a Board Member.
2. The Board of Directors shall determine the location of its meetings, and may hold its meetings through means of technology.

Article 28: Board Meetings and Decisions

1. Board meetings shall only be valid if attended by at 50% of the members, whether in person or by proxy.
2. Board decisions shall be passed by the majority vote of attending members, whether in person or by proxy, and in the event of a tie in votes, the side with which the chairman of the meeting voted shall prevail.
3. Board decision shall become effective on the date of its issuance, unless the decision provides for a specific date or condition for its effectiveness.

Article 29: Issuing Decisions on Urgent Matters

1. The Board of Directors may issue decisions on urgent matters by circulation to all members, unless a member submits a written request for a Board meeting to deliberate such matters. The decisions shall be passed by the majority vote of members. Such decisions shall be presented to the Board of Directors at its subsequent meeting to be recorded in the minutes of said meeting.

Article 30: Board Deliberations

1. Deliberations and decisions of the Board of Directors shall be recorded in minutes of meeting prepared by the Board Secretary and signed by meeting Chairman, attending Board Members, and Board Secretary.
2. The minutes shall be recorded in a special register signed by the Chairman of the Board and the Board Secretary.
3. Means of technology may be used to obtain signatures, record deliberations and decisions, and prepare meeting minutes.

Article 31: Disclosure of Interest in Transactions and Contracts

1. Subject to the provision of Article 27 of the Law, a Board Member shall immediately disclose to the Board of Directors any direct or indirect interest he may have in Company transactions or contracts. Such disclosure shall be recorded in the minutes of Board Meeting. Said member may not vote on a decision by the Board of Directors and the General Assemblies relating to such transactions and contracts. The Board shall notify the General Assembly, when it convenes, of the transactions and contracts in which such Board Member has direct or indirect interest; the notice shall be accompanied with a special report prepared by the Company auditor in accordance with auditing standards approved in the Kingdom.
2. If a Board Member fails to disclose his interest as provided for in Paragraph (1) of this Article, the Company or any person with interest may petition the competent judicial authority to invalidate the contract or obligate the member to return any profit or benefit realized therefrom.
3. Liability for damages arising from the transactions and contracts referred to in Paragraph (1) of this Article shall be borne by the Board Member having interest in such transactions or contracts; liability shall also be borne by other Board Members for their omission or negligence in the performance of their duties in violation of said paragraph, or



if it is established that the transactions and contracts are unfair or involve a conflict of interest and shareholders sustain damage therefrom.

4. Board members who object to the decision shall not be liable if their objection is explicitly recorded in the meeting minutes. Absence from the meeting at which the decision is issued shall not exempt the absentee from liability, unless it is established that he was not aware of the decision or was unable to object to it after becoming aware thereof.

Article (32): Conflict of Interest, Competition, and Exploitation of Assets

1. Company's Manager or Board Member may not have any direct or indirect interest in the transactions conducted and contracts concluded for the Company's account without the authorization of the partners, general assembly, or shareholders or their designees.
2. Company's Manager or Board Member may not engage in any business that may compete with the Company or with any of its activities without the authorization of the partners, general assembly, or shareholders or their designees.
3. Company's Manager or Board Member may not exploit the Company's assets or information or any investment opportunity offered to the Company or to him in his capacity as a manager or Board Member for his benefit whether directly or indirectly. The Regulations shall specify the rules necessary for the implementation of Paragraphs (1), (2), and (3) of this Article.
4. Paragraph (1) of this Article shall not apply to the following:
 - a) Transactions conducted and contracts concluded pursuant to public tenders.
 - b) Transactions and contracts that aim to meet personal needs if they are carried out under the same terms and conditions the Company applies to all persons and contractors it deals with and are within the Company's regular activities.
 - c) Any other transactions or contracts specified by the Regulations which are not inconsistent with the Company's interest.
5. If the Company's manager or a Board Member violates Paragraph (1) of this Article, the Company may petition the competent judicial authority to invalidate the contract and order him to return any profit or benefits realized from such violation.
6. If the Company's manager or a Board Member violates Paragraph (2) of this Article, the Company may petition the competent judicial authority for appropriate compensation.

Article (33): Business Judgment Rule

Company's Manager or a Board Member shall be deemed to have fulfilled his duty in a decision he made or voted on in good faith if he:

- a) a) has no personal interest in the subject matter of the decision;
- b) b) understands and is familiar with the subject matter of the decision to an extent he deems reasonable according to the circumstances of the decision;
- c) c) believes firmly and rationally that the decision serves the Company's interests. The burden of proving otherwise shall rest with the plaintiff. For the purposes of this Article, a decision shall refer to an action or omission relating to the Company's business.

Article (34): Duty of Care and Duty of Loyalty

Company's Manager or Board Member shall exercise duty of care and duty of loyalty, particularly in:

- a) carrying out his duties within the scope of his powers;
- b) acting in the interest of the Company and promoting its success;
- c) making decisions or voting independently thereon;
- d) exercising reasonable and expected due diligence, skill, and care;
- e) avoiding conflict of interest;
- f) disclosing any direct or indirect interest he has in the transactions conducted and the contracts concluded for the Company's account; and
- g) not accepting any benefit granted thereto by third parties in relation to his role in the Company. The Regulations shall determine the provisions related to this Article.

Article (35): Quorum of Board Meetings

The Board meeting shall not be valid unless attended at least by half of the members, either in person or by proxy, provided that the number of members present in person is not less than three members.





2. The Board decisions shall be issued by a majority of the votes of the members present, either in person or by proxy at least. In the event of a tie, the side with which the meeting chairman voted shall prevail.
3. The BoD decision shall be effective from the date of its issuance, unless it stipulates that it shall be effective at another time or upon the fulfillment of certain conditions.
4. The BoD may issue decisions by circulation by presenting them to all members separately unless one of the members requests in writing a meeting of the Board to deliberate on them. These decisions shall be issued if approved by an absolute majority of the Board members, and these decisions shall be presented to the Board of Directors at its first subsequent meeting.

Article (36): Board Committees

Committees of Board of Directors shall be formed in accordance with relevant laws and regulations.

Article (37): Quorum of Committee Meetings

A meeting of Audit Committee shall not be validly held unless attended by majority of its members, and its decisions shall be issued by majority of votes of attendees. Upon a tie, Chairman shall have the casting vote.

Article (38): Committee Competences

Audit Committee shall be competent to monitor Company's business. In this regard, it has the right to review Company's records and documents and request any explanation or statement from members of Board of Directors or Executive Management. It may request Board of Directors to convene General Assembly of Company if Board of Directors obstructs its work or the Company suffers serious damage or losses.

Article (39): Committee Reports

Audit Committee shall consider Company's financial statements and reports and notes submitted by Auditor and give its views thereon, if any. It shall also prepare a report on its opinion on adequacy of Company's internal control system and other businesses within its competence. The Board of Directors shall submit sufficient copies of this report at Company's head office at least twenty-one days prior to General Assembly's meeting to provide each interested shareholder with a copy of report, and the report shall be read during the Assembly's meeting.

Article (40): Liability Actions

1. Each shareholder has the right to file a liability action, which is vested in the Company, against the Board members of Directors if they committed a fault which has caused special damage to the shareholder.
2. A shareholder may not file such action unless the Company is still entitled to file such an action. A shareholder shall inform the Company of their intent to file the action.
3. If the action shall be deemed unfounded, the Board member has the right to claim appropriate compensation from the Plaintiff and recover legal expenses.

Article (41): Formation of the Audit Committee:

Company's Board of Directors shall, by a resolution, establish an Audit Committee composed of shareholders or non-shareholders, provided that none of the executive members of the Board of Directors are included. The Audit Committee must consist of no fewer than three and no more than five members, and at least one member must have expertise in financial and accounting matters.



Chapter Four: Shareholders' Assemblies

Article (42): Shareholders' General Assembly Meeting

1. Shareholders' General Assembly Meeting shall be chaired by Chairman of Board of Directors, by Vice-Chairman when the Chairman is absent, or by a member of the Board delegated by the Board, upon their absence. In the event that this is not possible, the General Assembly shall be chaired by the person delegated by shareholders either from the Board members or others by voting.
2. Each shareholder shall be entitled to attend General Assembly's meeting and may delegate another person who is not a Board Member.
3. General Assembly meeting and shareholder's participation in deliberations and voting on resolutions may be held through modern technological means.

Article (43): Call for Assemblies

1. General and Private Assemblies shall be convened by the Board of Directors. The Board of Directors shall convene a meeting of the Ordinary General Assembly within (thirty) days from date of Auditor's request, or the request of one or more shareholders that represent at least (10%) of Company's shares with voting rights. The Auditor may call for an assembly if the Board of Directors does not call the assembly to convene within thirty (30) days from the date of Auditor's request.
2. The request referred to in Paragraph (1) of this Article shall indicate issues on which shareholders are required to vote.
3. Call for Assembly shall be at least (21) twenty-one days prior to its due date in accordance with these Articles, subject to the following:
 - a. Informing shareholders of letters recorded on their addresses in the shareholders' register, or announcing the call through modern technical means.
 - b. Sending a copy of call and agenda to the commercial registry, as well as a copy to CMA if the Company is listed in the Capital Market Authority at the date of call announcement.
4. Call for Assembly shall include at least the following:
 - a. Statement of persons authorized to attend the Assembly meeting and their right to delegate other Board Members, in addition to the statement of shareholder's right to discuss topics and ask questions on Assembly's agenda and how to exercise the right to vote.
 - b. Place, date and time of the meeting.
 - c. Type of Assembly, whether general or private.
 - d. The meeting agenda including items on which shareholders' voting is requested.

Article (44): Quorum of the Ordinary General Assembly

1. A meeting of the Ordinary General Assembly shall not be valid unless attended by shareholders representing at least twenty-five percent (25%) of the Company's share capital with voting rights.
2. If such a quorum cannot be attained to convene the Ordinary General Assembly in accordance with Paragraph (1) of this Article, a call for convening a second meeting shall be made in the manner prescribed in Article (91) of Companies Law within (30) days following the scheduled date of the previous meeting. However, the second meeting may be held an hour after expiration of the first meeting's date, provided that the convening of the first meeting shall indicate the possibility of such a meeting. In any event, the second meeting shall be valid regardless of number of shares with the voting rights represented therein.

Article (45): Quorum of Extraordinary General Assembly

1. A meeting of the Extraordinary General Assembly shall not be valid unless attended by shareholders representing at least fifty percent (50%) of the Company's share capital with voting rights.
2. If such a quorum cannot be attained to convene the Extraordinary General Assembly in accordance with Paragraph (1) of this Article, a call for convening a second meeting shall be made in the manner prescribed in Article (91) of Companies Law. However, the second meeting may be held an hour after expiration of the first meeting, provided that convening of the first meeting shall indicate possibility of such a meeting. In any event, the second meeting shall be valid if attended by a number of shareholders representing (25%) of company's shares with voting rights.
3. If there is no quorum for holding the second meeting, a call for convening a third meeting shall be made in the manner prescribed in Article (91) of Companies Law. The third meeting shall be held validly regardless of number of shares with voting rights represented therein.





Article (46): Voting at Assemblies

1. Election of Board Members shall be by cumulative voting. Board Members may not participate in voting on Assembly resolutions relating to business and contracts in which they have a direct or indirect interest or which involve a conflict of interests.

Article (47): Resolutions of Assemblies

1. Resolutions of the Ordinary General Assembly shall be adopted by an absolute majority of the shares with voting rights represented in the meeting.
2. Resolutions of the Extraordinary General Assembly shall be adopted by a majority vote of two-thirds of the Shares with voting rights represented at the meeting. However, if the resolution to be adopted is related to increasing or reducing the capital, extending the Company's duration, dissolving the Company prior to the expiry of its term specified in the bylaws or merging the Company with another company, or splitting the Company into two companies, then such resolution shall be valid only if adopted by a majority of three-quarters of shares with voting rights represented at the meeting.

Article (48): Discussion during General Meetings

1. Any shareholder may discuss the items included on the agenda of the general assembly and direct related questions to board members and the auditor. The board of directors or the auditor shall answer the questions of shareholders to the extent that does not undermine the company's interests. If a shareholder is not satisfied with the response to his question, he may request the general assembly to decide thereon and its decision shall be final.

Article (49): Preparation of General Meeting Minutes

1. Minutes of assembly meetings shall indicate the number of shareholders in attendance, whether in person or by proxy; the number of shares held by each attendee, whether personally or by proxy; the number of votes designated thereto; the decisions made; the number of consenting and dissenting votes; and a summary of meeting discussions. The minutes shall be recorded after every meeting in a special register and signed by the assembly's chairman and secretary and by the vote counters.

Article (50): Specializations of the Ordinary General Assembly

Except for matters falling within the jurisdiction of the Extraordinary General Assembly, the Ordinary General Assembly shall be competent to deal with all other matters related to the Company and shall be convened at least once a year within six months following the end of the Company's fiscal year. Other Ordinary General Assembly meetings may be convened as necessary. The powers of Ordinary General Assembly include composition of Audit Committee and determination of remuneration thereof.

Article (51): Specializations of the Extraordinary General Assembly

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

Chapter Five: Auditor

Article (52): Powers of the Auditor

The Auditor shall have access at all times to the Company's books, records and any other documents, and may request information and clarification as it deems necessary. It may further check and confirm the Company's assets and liabilities. The Chairman shall enable the Auditor to undertake its duties. The Auditor shall record any difficulties it may face in such regard in its report to the Board of Directors. If the Board of Directors does not facilitate the Auditor's work, the Auditor shall request the Board of Directors to convene the Ordinary General Assembly to look into the matter. Should the manager or Board not convene the requested meeting within 30 days of the auditor's request, the auditor is authorized to call the meeting directly.

Article (53): Obligations of Auditor

1. The Company Auditor must maintain independence in accordance with the auditing standards adopted in the Kingdom.
2. The Auditor may not simultaneously serve as an auditor and participate in the establishment of the Company they audit, nor hold a position in its management or Board of Directors. The Auditor cannot be a partner, Manager, Board member, Employee, or relative of any of the Company Founders or Managers. Additionally, they are prohibited from buying or selling shares or stakes in the Company during the audit period.





3. The Company Auditor shall be barred from performing technical, managerial, or advisory tasks for the company being audited, except as specified by regulations.
4. The Auditor must present an annual report to the partners or the General Assembly regarding the company's financial statements. This report, prepared according to the Kingdom's approved auditing standards, should include the Auditor's findings, any violations of the Company's bylaws or foundational Contract, and an evaluation of the fairness of the financial statements. The Auditor must read this report or summarize it at the Annual General Assembly meeting or circulate it as needed under applicable laws.
5. The Auditor shall be prohibited from disclosing Company secrets learned during their work to partners, shareholders outside the General Assembly, or any third party. Violating this may lead to liability for damages and dismissal.
6. The Auditor shall be liable for the accuracy of their report and any harm caused to the Company, its partners, shareholders, or third parties due to errors in their work. If multiple Auditors are assigned, they share joint liability, unless one can prove non-involvement in the error causing the liability.

Article (54): Appointment, Dismissal and Retirement of the Company's Auditor

1. The Company shall have one or more auditors from among the Auditors licensed in the Kingdom of Saudi Arabia, who shall be appointed by General Assembly and whose fees, term of service and scope shall be determined. He may be reappointed, provided that the term of his appointment shall not exceed the period specified in accordance with the provisions stipulated by the law.
2. The Auditor may be dismissed by a decision taken by General Assembly, and Chairman of the Board of Directors shall notify the competent authority of the dismissal decision and its reasons, within a period not exceeding five days from the date of issuance of the decision.
3. The Auditor may resign from his position by a written notification submitted to the Company, and his mission shall cease from the date of submission or at a later date specified in the Notification, without prejudice to the Company's right to compensation for the damages incurred if there is a reason for it. The resigning Auditor shall be obligated to submit to the Company and the competent authority - upon submission of the Notification - a statement of the reasons for his resignation. The Board of Directors shall invite General Assembly to convene to consider the reasons for resignation, appoint another auditor and determine his fees, term of service and scope.

Chapter Six: Company's Accounts and Dividends

Article (55):

The Company's fiscal year shall begin on 1st April and end on the 31st March of each year.

Article (56): Financial Documents

1. The Board of Directors shall prepare the Company's financial statements at the end of each fiscal year together with a report of its activities and financial position for the preceding fiscal year. This report shall include the proposed method for distributing profits. The Board of Directors shall place such documents at the disposition of the Auditor at least 45 (forty-five) days prior to the date set for convening the General Assembly.
2. The Company Chairman, CEO, and Chief Financial Officer shall sign the documents referred to in Paragraph (1) of this Article. A copy thereof shall be placed in the Company's head office to be available for Shareholders.
3. The Chairman shall provide Shareholders with Company's financial statements, the Board of Directors' report and Auditor's report unless these reports are published in a daily newspaper that is distributed in the locality of the head office of the Company. In addition, the Chairman shall send a copy of these documents to the Ministry of Commerce and Investment at least twenty one (21) days prior to the date set for convening the General Assembly. He shall place such documents in accordance with the Implementing Regulations of Companies Law.

Article (57): Composition of Reserves

1. The Ordinary General Assembly - when determining the portion of shares in net profits - may decide to compose reserves to ensure the interest of Company or ensure distribution of fixed profits - as possible - to the shareholders. The aforementioned assembly may deduct from net profits to achieve social purposes for the Company's employees.
2. The General Assembly determines ratios of net profits to be distributed to shareholders after reserves, if any, are deducted.

Article (58): Entitlement to Dividends

1. Shareholders shall be entitled to their share of profits pursuant to the General Assembly resolution adopted in this regard. Such resolution shall specify the entitlement date and distribution date. Shareholders registered in the





shareholders' register shall be entitled to their shares of profit by the end of the day of their entitlement. The board of directors shall implement the decision of General Assembly regarding distribution of profits to shareholders.

Article (59): Fiscal Year

The Company's fiscal year shall begin on 1st April and end on the 31st March of each year. The first fiscal year of the Company shall commence as of registration date of the Company in the commercial register and shall end by the end of December of the following Gregorian year.

Article (60): Distribution of Profits

1. The General Assembly determines the percentage of net profits to be distributed to shareholders after deducting reserves, if any.
2. The Board of Directors must establish a clear policy for dividend distribution that serves the interests of both shareholders and the company, in accordance with the company's bylaws. Shareholders are entitled to their share of profits based on the resolution issued by General Assembly regarding profit distribution or the Board of Directors' resolution for interim dividends. The resolution must specify the entitlement date and the distribution date, and it must be implemented according to the executive regulations of Companies Law applicable to listed joint-stock companies.

Article (61): Company Losses

If Company's losses reach 50% of the paid-up capital, Board of Directors shall disclose the same and recommendations made, within sixty (60) days of being aware of the same, and shall, within one hundred eighty (180) days, call the Extraordinary General Assembly for meeting to consider continuity of the Company and take necessary steps to address such losses, or dissolve the Company. 2. The Company shall be deemed dissolved by operation of Companies Law if the Extraordinary General Assembly does not convene within the period prescribed in Paragraph (1) of this Article, or if it convenes but is unable to adopt a resolution on this matter, or approves increasing the Company's capital in accordance with this Article and the increase shares are not fully subscribed to within 90 days from the date of the capital increase resolution.

Chapter Seven: Liquidation and Dissolution

Article (62): Company Liquidation

1. The Company shall be dissolved under one of reasons stipulated under Article (243) of Companies Law. Upon dissolution of the Company, it shall enter into liquidation period in accordance with Companies Law, Chapter Twelve. If the Company is dissolved and its assets are not sufficient to repay its debts or is insolvent in accordance with Bankruptcy Law, the Company shall refer to the competent jurisdiction to initiate the liquidation procedures under Bankruptcy Law.





Chapter Eight: Final Provisions

Article (63): Final Provisions

1. The Company shall be governed by the applicable laws in the Kingdom of Saudi Arabia.
2. Any provision herein that is contrary to Companies Law shall be disregarded, and provisions of Companies Law and its Implementing Regulations shall apply to all matters not mentioned herein.
3. Founders shall acknowledge validity of data and provisions herein and that they comply with provisions of Companies Law promulgated under Royal Decree No. (M/132) dated 01/12/1443 AH and its Implementing Regulations. In addition, Founders shall acknowledge satisfaction of all requirements and instructions issued by the Ministry of Commerce in accordance with Companies Law. Founders shall bear responsibility and all legal and financial consequences. Further, Founders are aware about Ministry's right to take legal actions in case of any violation or contradiction to AoA provisions.

Article (64): Publication

1. This AoA shall be placed and published in accordance with Companies Law and Implementing Regulations.

Article (65): Insufficiency of Assets

If the Liquidator finds, at any time during liquidation, that Company's assets are insufficient to repay its debts, he shall immediately inform partners or shareholders and Company's creditors, and apply to the competent judicial authorities for initiating any of liquidation procedures in accordance with Bankruptcy Law.

Article (66): Company Bylaws

The Companies Law and its Implementing Regulations shall apply to all matters not covered in this Law and the Capital Market Authority Law and its Implementing Regulations,

The provisions of the AoA were audited by the founders and approved by the Ministry's representative and they were published in Aamaly e-magazine and it is possible to verify the provisions of AoA via the following link: <https://emagazine.aamaly.sa>

Allah is the Arbiter of success,

A copy of the AoA was issued based on the decision of the Extraordinary General Assembly / Capital Owner's Decision dated 04/14/1446.

The AoA does not require the official seal of the Ministry of Commerce.





AoA Appendix

1. Amendment (Company Purposes)

Before Amendment

Chapter	Category
Manufacturing industries	Printing
Wholesale and retail trade, and repair of motor vehicles and motorcycles	Wholesale sale of other household goods
Wholesale and retail trade, and repair of motor vehicles and motorcycles	Unspecified wholesale trade
Wholesale and retail trade, and repair of motor vehicles and motorcycles	Retail sale of books, newspapers, and stationery in specialized stores
Information and communications	Book publishing
Information and communications	Publishing of newspapers, magazines, and periodicals
Information and communications	Film, video, and television program production activities
Real estate activities	Real estate activities in owned or leased properties
Professional, scientific, and technical activities	Consulting activities in management
Professional, scientific, and technical activities	Advertising
Administrative and support services	Organizing conferences and trade exhibitions
Administrative and support services	Packaging and filling activities
Education	Other types of education not classified elsewhere
Education	Educational support activities
Other services activities	Repair of computers and computer peripheral equipment

After Amendment:

Chapter	Category
Manufacturing industries	Printing
Wholesale and retail trade, and repair of motor vehicles and motorcycles	Wholesale sale of other household goods
Wholesale and retail trade, and repair of motor vehicles and motorcycles	Unspecified wholesale trade
Wholesale and retail trade, and repair of motor vehicles and motorcycles	Retail sale of books, newspapers, and stationery in specialized stores
Information and communications	Book publishing
Information and communications	Publishing of newspapers, magazines, and periodicals
Information and communications	Film, video, and television program production activities
Information and communications	Distribution activities of cinematic films, videos, and television programs
Financial and insurance activities	Other financial services activities excluding insurance and pension financing not elsewhere classified
Real estate activities	Real estate activities in owned or leased properties
Professional, scientific, and technical activities	Consulting activities in management
Professional, scientific, and technical activities	Advertising
Administrative and support services	Organizing conferences and trade exhibitions
Administrative and support services	Packaging and filling activities
Administrative and support services	Rental of machinery, other equipment and real goods





Education	Other types of education not classified elsewhere
Education	Educational support activities
Other services activities	Repair of computers and computer peripheral equipment

2. Amendments (Managers)

Name	ID no.	Date of Birth	Nationality	Designation	Action
Ibrahim Mohammed Ibrahim Al-Shabib	1025516095	02/07/1393	KSA	Vice President of Administration	Remove
Al-Mu'tasim Bellah Zaki Mohammed Abdul-Jawad Allam	1033733740	19/11/1406	KSA	Board Member	Remove
Reda Mohammed Ibrahim Al-Haider	1035703550	04/11/1396	KSA	Board Member	Remove
Abdulaziz Najuib Abdul-Aziz Surwsilem	1071969941	19/01/1412	KSA	Managing Director	Remove
Sultan Salah Al-Din bin Qasim Abdul-Azim	1000383008	24/12/1400	KSA	Chairman of the Board of Directors	Remove
Salman Mohammed Nasser Al-Asmari	1003756358	29/07/1398	KSA	Board Member	Remove
Sari Ibrahim Abdul-Karim Al-Muayouf	1040002741	23/04/1400	KSA	Board Member	Remove
Hatem Ali Talib Bargash	1092630167	05/07/1397	KSA	Chairman of the Board of Directors	Add
Adel Abdul-Karim Abdul-Aziz Mazie	1029091244	10/11/1404	KSA	Board Member	Add
Samar Abdul-Aziz Mohammed bin Shalhoub	1034650356	01/03/1391	KSA	Board Member	Add
Saleh Ghadir Saleh Al-Rashid	1124967504	14/05/1422	KSA	Board Member	Add
Abdullah Abbas Mohammed Ali Sharqawi	1032191874	01/11/1406	KSA	Board Member	Add
Hazem bin Fahd bin Mesfir Al-Dosary	1030833519	01/07/1396	KSA	Board Member	Add
Abdulaziz Abdul-Rahman Saad Al-Ammar	1029719190	18/11/1403	KSA	Board Member	Add

3. Amendments (Textual Provisions)

The textual provisions have been amended.

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