



Bylaw

Sinad Holding Co.

A Saudi joint stock company listed on the Saudi Stock Exchange
Approval by the Sixteenth Extraordinary General Assembly (EGA)
20/12/1445 H corresponding to 26/06/2024G.

PART I

Incorporation of the Company

Article (1): Incorporation:

The Company was incorporated as a Saudi Joint Stock Company, pursuant to the provisions of Companies Law, its implementing regulations and these Articles as follows:

Article (2): Company Name:

Sinad Holding Company (a listed Saudi joint stock company).

Article (3): Objectives of the Company:

The Company exercises the following activities:

- 649922 Activities of investment companies
- 642001 Management of subsidiaries of holding companies
- 642002 Investing the funds of subsidiaries of holding companies
- 642003 Owning real estate and movables necessary for holding companies
- 642004 Providing loans, guarantees and financing to subsidiaries of holding companies
- 642005 Owning industrial property rights to subsidiaries of holding companies
- 642006 Leasing industrial property rights to subsidiaries of holding companies.

In addition to any other legitimate purpose that is consistent with the nature of this Company.

Article (4): Participation and Ownership in Companies:

The Company may incorporate its own companies. The Company may also hold shares and interests in other existing companies or merge therewith, or participate with third parties to incorporate joint stock or limited liability companies, provided that the same shall be after complying with requirements of the laws and the instructions followed in that regard. In addition, the Company may dispose of the said shares and interests, provided that the same may not include brokerage in trading thereof.

Article (5): Headquarters of the Company:

The Head Office of the Company shall be in the city of Riyadh, Saudi Arabia. The Company may establish branches, offices or agencies for the same inside or outside the Kingdom of Saudi Arabia.

Article (6): Term of the Company:

The term of the company is indefinite.

PART II

Capital and Shares

Article (7): Capital:

The issued capital of the Company is SAR 1,263,888,890 (one billion two hundred sixty-three million eight hundred eighty-eight thousand eight hundred ninety Saudi riyals) divided into 126,388,889 (one hundred twenty-six million three hundred eighty-eight thousand eight hundred eighty-nine) shares of equal nominal value of ten (10) Saudi Riyals, all of which are ordinary shares.

Article (8): Subscription to Stocks:

The shareholders subscribed to all of the Company's issued stocks amounting to 126,388,889 (one hundred twenty-six million three hundred eighty-eight thousand eight hundred eighty-nine) fully paid shares.

Article (9): Debt Instruments and Financing Sukuks:

1. The Company may, in accordance with the Saudi Stock Exchange Law and the Companies Law, issue negotiable debt instruments or financing sukuk by a decision of the Extraordinary General Assembly specifying the maximum number of stocks that may be issued in exchange for those instruments or sukuk, whether those instruments or sukuk are issued at the same time or through a series of issuances or through one or more programs to issue debt instruments or financing sukuk. The Board of Directors, without the need for new approval from this Assembly, may issue new stocks in exchange for those instruments or sukuk whose holders request their conversion, immediately after the end of the conversion request period specified for the holders of those instruments or sukuk. The Board takes regulatory measures regarding the capital increase.
2. The Company shall observe the Sharia principles related to the debts when issuing and trading debt instruments.

Article (10): Selling Unpaid Stocks:

1. The shareholder shall pay the value of the stock on the specified dates. If he fails to pay on the due date, the Board of Directors may, after informing him through the Saudi Stock Exchange (Tadawul) website or by any means of modern technology, sell the stocks in a public auction or the Stock Exchange, as the case may be, provided that other shareholders have priority in purchasing the shares of the defaulting shareholder in accordance with the controls determined by the competent authority.
2. The Company collects from the proceeds of the sale the amounts due to it and returns the remainder to the shareholder. If the proceeds of the sale are not sufficient to meet these amounts, the Company may collect the remainder from all of the shareholder's funds.
3. The effectiveness of the rights related to the defaulted stocks shall be suspended upon the expiration of the specified date for them until they are sold or the due payment is made. They include the right to obtain a stock of the net profits to be distributed and the right to attend the assemblies and vote on their decisions. However, the shareholder who defaults in payment until the day of the sale may pay the value due by him in addition to the expenses that the company spent in this regard. In this case, the shareholder may claim the profits that are decided to be distributed.
4. The sale shall be recorded in the shareholder registry, with the necessary information for the new owner included.

Article (11): Issuing Stocks

1. The Company's stocks are of nominal value and it may not issue stocks at less than their nominal value. The Company may issue stocks at a value higher than their nominal value. In this latter case, the value difference is added in a separate item within shareholders' equity, provided that it is used in accordance with the controls set by the competent authority.
2. The Company may divide its stocks into stocks with a lower nominal value, or merge them to represent stocks with a higher nominal value, in accordance with the controls set by the competent authority.
3. The stock is indivisible vis-à-vis the Company. If it is held by several persons, they shall choose one of them to act on their behalf in exercising the rights related to the stocks, and these persons shall be jointly responsible for the obligations arising from the ownership of the stock.

Article (12): Register of Shareholders and Stock Trading:

Stocks are registered for shareholders and traded in accordance with the provisions of the Capital Market Law and its Implementing Regulations, and their ownership results in the shareholder's acceptance of the Company's bylaws and his commitment to the decisions issued by the shareholders' assemblies in accordance with the provisions of these bylaws, whether he is present or absent and whether he agrees with these decisions or opposes them.

Article (13): The Company's Purchase, Sale, and Pledge of Its Stocks:

1. The Company may purchase, sell, or pledge its ordinary or preferred stocks in accordance with controls and measures set by the competent authority. Stocks held by the Company shall not have any votes in shareholders assemblies.
2. The Company may purchase its shares and allocate them to the Company's employees as part of the employee share program in accordance with the controls and procedures set by the competent authority.
3. The Company may sell treasury shares in one or several stages in accordance with the controls and procedures set by the competent authority.
4. The Company may also pledge its shares as a security for a debt in accordance with the controls and procedures set by the competent authority.

Article (14): Capital Increase:

1. The EGA may decide to increase the Company's issued or authorized capital, if any, provided that the issued capital has been paid in full. It is not required for the capital to have been paid in full if the unpaid portion of it belongs to stocks issued in exchange for converting debt instruments or financing instruments into stocks and the period specified for their conversion has not yet expired.
2. In all cases, the EGA may, when the capital is increased, allocate the issued shares or any or part of the same to the employees of the Company or its affiliates. Shareholders may not exercise pre-emptive rights if the Company issues stocks for employees.
3. The shareholder who owns the stock at the time of issuance of the EGA decision approving the increase of the issued capital or the Board of Directors' decision to approve its increase within the limits of the issued or authorized capital (if any) has the pre-emptive right in subscribing to the new shares issued in exchange for cash shares, and the amount of these have the pre-emptive right, if any, of publishing through the Stock Exchange (Tadawul) the decision to increase the capital, the conditions for subscription, its method, and its start and end dates.
4. The EGA may stop the application of the pre-emptive right vested in shareholders to subscribe to the capital increase against cash contribution or may vest such pre-emptive right in persons other than the shareholders in cases it believes this is appropriate for the Company's interest.
5. A shareholder may sell or assign the pre-emptive right, with or without compensation, in accordance with the controls set by the competent authority.
6. Subject to Paragraph (4) above, the new stocks shall be distributed to holders of pre-emptive rights who requested subscription in proportion to their pre-emptive right of the total pre-emptive rights resulting from the capital increase, provided that the number of stocks allotted to them shall not exceed the number of new stocks they have applied for. The remaining of the new stocks shall be distributed to preemptive rights holders who have applied for more than their share of their preemptive rights. Allocation shall be on a pro rata basis to their respective preemptive rights of the total preemptive rights resulting from the capital increase, provided that the shares they receive shall not exceed the number of new stocks they have applied for. Unless otherwise decided by the EGA or otherwise provided for by the Capital Market Law, the remaining stocks shall be offered to third parties.

Article (15): Capital Reduction:

1. The EGA may decide to reduce the capital if it exceeds the Company's needs or if the Company incurs losses. In the latter case alone, it is permissible to reduce the capital to below the limit set in Article (59) of the Companies Law. The reduction decision shall not be issued except after reading a statement in the General Assembly prepared by the Board of Directors about the reasons necessitating the reduction, the obligations of the Company and the effect of the reduction in fulfilling them, provided that a report from the Company's auditor is attached to this statement.
2. If the capital reduction is a result of the capital being in excess of the Company's need, the creditors shall be invited to submit their objections to the reduction within forty-five days at least from the date the reduction decision is taken. The invitation must be accompanied by a statement stating the amount of capital before and after the reduction, the date of holding the meeting and the effective date of the reduction. If a creditor objects to such reduction and submits to the Company their documents on the specified date, the Company shall pay their debt if already due or shall provide them with sufficient guarantee to satisfy their debt if it is due in the future.
3. Equality between shareholders holding stocks of the same type and class shall be taken into account when reducing capital.
4. The capital is reduced in one of the following ways:
 - a. Cancellation of a number of stocks equivalent to the amount required to be reduced.
 - b. Reducing the nominal value of the stock by canceling a part thereof equivalent to the loss incurred by the Company.
 - c. Reducing the nominal value of the stock by returning part thereof to the shareholder or by discharging him of all or some of the unpaid amount of the value of the stock.
 - d. The Company purchases a number of its stocks equal to the amount required to be reduced, and then cancels them.

PART III

Board of Directors

Article (16): Managing the Company:

The Company shall be managed by a Board of Directors consisting of nine members, who are required to be natural persons elected by the Ordinary General Assembly of shareholders using cumulative voting for a term of membership determined by the general assembly for each session of the board, provided that does not exceed four Gregorian years. Members of the Board of Directors may be re-elected for other terms in accordance with the regulations and controls established by the competent authority.

Article (17): Expiration or Termination of Board Membership:

1. Membership of a Board member shall expire upon the expiry of their prescribed term, or if a member becomes unfit for membership in accordance with any law or instructions in force in the KSA, or due to death, or if he is convicted of an offense involving moral turpitude or dishonesty, or if he does not meet the terms and standards of membership approved by the Assembly.
2. The Ordinary General Assembly may (based on the recommendation of the Board of Directors) terminate the membership of any member who is absent at (three) consecutive meetings or (five) separate meetings during the term of his membership without a legitimate excuse accepted by the Board of Directors, or in the event that he loses his eligibility to work as a member of the Board of Directors, his inability to carry out his duties, or his inability to allocate the time or effort necessary to perform his duties in the Board.

3. The Ordinary General Assembly may, at any time, dismiss all or some of the members of the Board of Directors. In this case, the Ordinary General Assembly shall elect a new Board of Directors or someone to replace the removed member (as the case may be) in accordance with the provisions of the Companies Law.

Article (18): Expiration of the Term of the Board of Directors, Resignation of Its Members, or Vacancy of Membership:

1. The Board of Directors shall call the Ordinary General Assembly to convene sufficient time in advance prior to the expiration of the Board's term to elect a Board of Directors 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 Board of Directors is elected for a new term, provided that the term of office of the Board members whose term has ended shall not exceed the period specified by the Implementing Regulations of the Companies Law.
2. If the Chairman and members of the Board resign, they shall call the Ordinary General Assembly to convene to elect a new Board of Directors. The resignation shall not take effect until the new Board is elected, provided that the term of the retiring Board shall not exceed the period specified by the Implementing Regulations of the Companies Law.
3. A Board member may resign pursuant to a written notice submitted to the chairman of the Board of Directors. If the Chairman of the Board resigns, the notice shall be submitted to the Board members and the 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 as stipulated in the Companies Law or these Articles is not affected by such vacancy, 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 the Capital Markets Authority within the regulatory period 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 prerequisites for valid convening the Board of Directors are not satisfied because the number of board members falls below the minimum number stipulated in the Companies Law or these Articles, the remaining members shall call for an Ordinary General Assembly convening within sixty (60) days to elect the required number of members.

Article (19): Powers of the Board of Directors:

Without prejudice to the powers of the General Assembly, the Board of Directors shall have the broadest powers in managing the Company, including passing resolutions, concluding contracts, and carrying out all other actions required to serve the interests of the Company and achieve its objectives. To this end, it has the right to formulate its policies, determine its investments, supervise its work and finances, and manage its affairs inside and outside the Kingdom. The Board of Directors may also represent the Company in its relations with third parties, government agencies, all private entities and bodies, companies and institutions of all types; acknowledgment and denial, pleading and defense, dispute and settlement, reconciliation, acceptance and denial of rulings, waiver, and release, requesting a travel ban and its lifting, requesting seizure and implementation, requesting arbitration, appointing experts, consultants, and arbitrators, appealing reports of experts and arbitrators and replacing them, demanding implementation of rulings, accepting and denying them, objecting to rulings, requesting appeal, seeking reconsideration, annotating ruling instruments, and requesting name-clearing, pre-emption, requesting the judge to step down, requesting the implementation of rulings, opposing them, and receiving the proceeds of verdicts. The Board is entitled to sign all types of contracts, documents and deeds, including without limitation Memorandums of Association and Articles of Association of the companies in which the Company participates while including all their amendments and appendices, amendment resolutions and partners' resolutions, including increasing and decreasing

capital, as well as buying, selling and assigning shares and stocks, entering into government and private tenders, selling, buying, transferring and accepting transfer, paying the price, mortgaging, redemption of and accepting lands, real estate, shares, stocks and Company assets, including the Company's movables and facilities, merging sukuk, retailing, sorting, receiving sukuk, updating sukuk and submitting it into the unified system, assignment of space shortages, receipt, delivery, rental, leasing, as well as signing renewal, cancellation, annulment of lease contract, capture and payment, sale and purchase of shares and stocks in the companies in which the Company is an owner, purchase of shares and stocks in other companies, attending partners' assemblies and general assemblies and voting on their decisions and registering objections and reservations, approving and publishing the Company's financial statements, carrying out all that is necessary for the companies in which the Company invests or participates, such as amendment, merger, liquidation, purchase, sale, assignment, appointment and dismissal of managers and employees, and determining their wages and remuneration. The Board is also entitled to open accounts and credits, withdraw and deposit with banks and authorize others, approve withdrawals and electronic deposits with banks and authorize others thereof, issue bank guarantees, sign all papers, document, check, loan agreements, guarantees, and all banking transactions, including promissory notes, and may open and close investment portfolios and transfers between investment portfolios, as well as buy and sell shares and securities, as well as appoint and dismiss employees and workers, request visas, bring in manpower from outside the Kingdom, contract them, determine their wages and rewards, issue residency permits, transfer and waive sponsorships. The Board of Directors may, as required by the interest of the Company, enter into loan contracts of any kind with funds, institutions and government funding bodies, whatever the value of the loans and their duration, provided that their terms shall not exceed the end of the Company's term. The Board may contract loans of any kind with banks, commercial banks, houses, finance bodies and credit companies of any kind, and whatever the value and duration of the loans may be, provided that their terms do not exceed the end of the Company's term. The Board may in the above cases, provide guarantees whatever their type. In all cases, the Board of Directors must specify Its decisions, aspects of using loans and how to repay them. The terms and conditions of the loans and guarantees provided should be taken into account so that there should be no harm to the interests of the Company and its shareholders.

The Board may release the Company's debtors from their obligations, if a judicial ruling or decision is issued by a competent authority in this regard, or in cases determined by the Board, according to the Board's discretion, including the futility of claiming these obligations or if the cost of the claim is higher than the collection of the obligation and other cases as required by the interest of the Company. Release is a right of the Board, which may not be delegated or mandated.

The Board of Directors may enter into any investments it deems to be in the interest of the Company, including purchasing real estate, lands, fixed and movable assets; selling and mortgaging them, providing them as pledge, pledge redemption, conveyance, receiving, delivering, renting and leasing, taking into account that the Board of Directors obtains the approval of the General Assembly when selling assets whose value exceeds (50%) of the value of its total assets, whether the sale was made through one or several transactions. In this case, the transaction that leads to a percentage exceeding (50%) of the value of the assets is considered a transaction that shall be approved by the General Assembly. This percentage is calculated from the date of the first transaction that took place during the preceding (twelve) months. However, the competent authority may exempt some businesses and disposals from this condition. The Board of Directors may provide financial support to any of subsidiaries or affiliate companies, as well as the companies in which the Company has a shareholding in the value and manner deemed appropriate by the Board. In addition, the Board of Directors may provide guarantees for loans and credit facilities of various types obtained by any of the subsidiaries, affiliates, or companies in which the Company has a shareholding based on their ownership ratio. As part of limits of its competencies, powers and authorities, the Board may time and again authorize or delegate one or more of its directors or a third party to carry out a specific act, action, or procedure and may cancel this authorization or power of attorney.

Article (20): Remuneration for the Board of Directors:

1. The remuneration for the Board of Directors shall consist of a certain amount or an attendance allowance for meetings or an expense allowance, or in-kind benefits, and it is permissible to combine two or more of these benefits. The General Assembly shall determine the amount of remuneration, taking into account the relevant regulations and decisions issued by the competent authorities in this regard.
2. The Board of Directors report submitted to the Ordinary General Assembly in its annual meeting shall include a statement of all payments made or entitled to each director during the fiscal year including remuneration, allowance for attendance of meetings, expenses and other benefits. It shall also contain a statement of payments made in consideration for technical, administrative, or consultancy assignments carried out by the Directors, which assignments have been approved by the Company's General Assembly. In addition, such report shall include the number of Board of Directors meetings and number of the meetings attended by each Director.

Article (21): Powers of the Board Chairman, Vice Chairman, Managing Director, CEO, and the Secretary:

The Board of Directors shall appoint, at its first meeting, from among its members a Chairman of the Board and a Vice Chairman, and it may appoint from among its members a member as a delegate. The Board may also appoint an executive president from among its members or from others, and the position of member may be combined. Managing Director and CEO. The position of Chairman of the Board of Directors may not be combined with any executive position in the Company. The Vice Chairman of the Board of Directors shall replace the Chairman of the Board of Directors in his absence.

The Chairman of the Board and the Vice Chairman, jointly or individually, shall be authorized to represent the Company before third parties, public and private courts, judicial bodies, the Board of Grievances, labor offices, bodies and committees, all other committees and judicial bodies, and arbitration bodies and committees. In addition, the Chairman of the Board is entitled to make claim; file lawsuit; plead; make defense; hear and respond to the lawsuit; make acknowledgment and denial; make reconciliation, assignment, and discharge; request, deny or refrain from administration of oath; bring witnesses; submit information; make appeal; reply; impugn, and discredit; claim forgery; deny handwritings, seals, and signatures; apply for and submit travel ban request; request attachment, and execution; request arbitration; appoint experts, and arbitrators; challenge reports of experts and arbitrators and replace them; request application of Law of Procedure; accept, deny, object, or request execution of judgments; request appeal; reconsider petitions ; make a request for discharge; request preemption; attend hearing sessions in all lawsuits before all courts; receive amounts of cheques on behalf of the Company; receive judgments instruments; request dismissal of a judge; make request for impleader and intervention before all general, labor, commercial, and administrative courts (the Board of Grievances), forensic medical committees, labor bodies, and before financial and banking disputes committees, offices and bodies for adjudicating securities, commercial and banking disputes, customs committees, commercial fraud committees and all other judicial committees, the Control and Investigation Board and the Bureau of Investigations and Public Prosecution.

The Chairman of the Board, the Vice Chairman and the Managing Director shall, if appointed, together or individually, represent the Company in its relations with third parties and entities governmental, private, companies and institutions of all types. In addition, they are entitled to sell, purchase, transfer ownership, and accept the same; pay the price; accept the gift and ownership transfer; pledge, redeem pledge for all of the Company's possessions, i.e. shares, interests, properties, lands, and possessions as well as the Company's assets including the Company's movables and facilities; merge instruments; divide, sort and receive, and update instruments and place them in the comprehensive system; convert agricultural land to residential and industrial land; amend boundaries, lengths, area, part numbers, layouts, instruments, dates, and neighborhood names; rent; lease; sign, renew, cancel, and terminate rental contracts; receive fare; receive; deliver; approach all related entities; terminate all necessary actions; and sign the required documentation.

Besides, each one of them is entitled to sign all types of contracts, documents, and deeds, including without limitation, Articles of Association and bylaws of companies in which the Company holds shares or interests along with all partners' resolutions, and amendment annexes before the notary public, including those intended to sell interests and shares; increase and reduce the share capital; appoint and remove managers and employers and determine their remuneration; amend the management clause and the entry and exit of partners; enter into existing companies; incorporate new companies; purchase and sell interests and shares; pay and receive price; subscribe to new (closed and joint stock) companies; sell interests, and shares; receive the price and profits; assign by selling interests and shares in companies in which the Company holds shares; transfer shares, interests and bonds; amend objects of the Company; amend articles of Articles of Association or amendment annexes; convert companies into a closed or public joint stock company; publish the articles of association, amendment annexes, summaries and articles of association based on laws; register companies, agencies, trademarks; assign trademarks; attend ordinary and extraordinary general assemblies, partner assembly meetings for subsidiaries and companies in which the Company holds shares or interests; vote on resolutions; express objections and reservations; open files for the Company; open and close branches of the Company; liquidate companies; obtain and renew commercial records; subscribe to and renew subscription of chambers of commerce and industry; approve signatures contained therein; approach the Saudi Standards, Metrology and Quality Organization (SASO); obtain and renew licenses for the Company, transform the Company's branches into companies; represent the Company before the Ministry of Investment approach it; sign the necessary documents; represent the Company before the Capital Market Authority (CMA), sign the necessary documents; enter into tenders; receive forms; and sign all contracts of the Company with third parties.

Each one of them is entitled to sign loan agreements, and guarantees, sign bills of exchange, promissory notes and checks, sign agreements, works, and products of treasury management, and any transactions related to the treasury management of banks and banks, open accounts with banks in the Company's name and close them, authorize others, open credits, withdraw and deposit with banks, issue bank guarantees, sign all papers, documents, checks and all banking transactions, including opening and closing investment portfolios, appointing and dismissing employees, determining their salaries and bonuses, requesting visas, recruiting and contracting manpower from outside the Kingdom, issuing residency permits, and transferring and waiving guarantees. Each one of them may appoint agents, lawyers, consultants and arbitrators on behalf of the Company and issue legal power of attorneys (POAS) on behalf of the Company. He may authorize or delegate the managing director, one or more members of the Board, or a third party to carry out certain work(s) and cancel the authorization.

The CEO shall have all the powers necessary to manage the Company's business, implement the decisions and directives of the Board and general assembly, and other powers that the Board determine for him or delegate to him by the Board or the Chairman.

The Board of Directors determines, at its discretion and by a decision it issues, the special remuneration that each of the Chairman of the Board, Vice Chairman, and the Managing Director receive, if appointed, in addition to the remuneration stipulated for members of the Board of Directors under these Articles.

The Board appoints a secretary from among its members or others. The secretary is responsible for recording and keeping the minutes of the Board meetings and resolutions, and exercising other powers assigned to him by the Board, the Chairman, or the Vice Chairman. The Board shall also determine the secretary's remuneration.

The term of the Chairman, the Managing Director, if appointed, and the Secretary shall not exceed their term in the Board of Directors, and they may be re-elected. The Board of Directors may remove all or any of the Chairman, Vice Chairman, Managing Director, if appointed, CEO, and the Secretary from these positions. Such removal shall not result in their being exempted from their membership in the Board of Directors.

Article (22): Meetings of the Board of Directors:

1. The Board of Directors shall meet at least four times a year, at the invitation of its Chairman. The invitation shall be in writing and may be through modern technical means such as e-mail or other means at the addresses registered with the Company, and the Chairman of the Board shall call the Board to convene whenever requested to do so in writing by any Board member to discuss one or more topics.
2. The Board of Directors shall determine the venue of its meetings, and they may be held using modern technology.

Article (23): Board Meetings and Resolutions:

1. The Board meeting shall not be valid unless it is attended by half of the members, provided that no less than five (5) members are present, at least in person or by proxy.
2. A director may authorize another director to attend Board meetings on his behalf in accordance with the following controls:
 - a. A member of the Board may not represent more than one member in attending the same meeting.
 - b. The proxy must be in writing and in relation to a specific meeting.
 - c. A director acting by proxy may not vote on resolutions on which his principal is prohibited from voting under the Articles.
3. Resolutions of the Board shall be adopted by a majority vote of the directors present or represented. In case of a tie, the Chairman, if present, shall have the casting vote.
4. The Board meeting may, under a resolution issued by the Board, be held by shared phone, video or any other modern technical means allowing members to participate in the meeting and in which members can hear each other clearly. Any member who is unable to attend the meeting due to an acceptable excuse may also participate in the meeting in the same manner with the consent of the Chairman of the meeting and the members present. Participation in the manner indicated in this paragraph shall be deemed as in-person attendance at the meeting in terms of quorum and voting.
5. The resolutions of the Board of Directors shall be effective as of the date of their issuance, unless it stipulates that they will take effect at another time or when certain requirements are met.

Article (24): Issuing Board Decisions on Urgent Matters:

The Board of Directors may issue its resolutions on urgent matters by presenting them to all members by circulation, unless one of the members requests, in writing, a Board meeting to deliberate thereon. Such resolutions shall be issued upon the adoption of the majority of the votes of its members. These resolutions shall be presented to the Board at its first subsequent meeting to be recorded in the minutes of that meeting.

Article (25): Board Deliberations:

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

Article (26): Board's Committees:

The Board of Directors may form standing or temporary committees, whether from members of the Board or others, depending on the needs, circumstances and conditions of the Company, to assist it in performing its duties and managing its affairs in accordance with general procedures set by the Board. The committee duties, regulations of its work and remuneration of its members shall be determined under a resolution issued thereby or as part of a special

regulation for each committee approved by the Board of Directors, provided that there are committees concerned with specific tasks in accordance with the relevant laws and regulations issued by the competent authority.

PART IV

Shareholders' Assemblies

Article (27): Shareholders' General Assembly Meeting:

1. The meeting of the General Assembly of Shareholders shall be chaired by the Chairman of the Board of Directors or Vice Chairman in his absence, or whomever the Board of Directors delegates from among its members in their absence. If this is not possible, the General Assembly shall be chaired by whomever the shareholders delegate from among the Board members or by others through voting. The Assembly chooses a secretary and vote collector.
2. Every shareholder has the right to attend the General Assembly meeting, and he may delegate another person on his behalf who is not a member of the Board of Directors to do so.
3. A General Assembly meeting may be convened and the shareholders may participate in deliberations and vote on resolutions by advanced technology means.

Article (28): Powers of the Ordinary General Assembly:

1. 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, more specifically the following:
 - a. Electing and dismissing members of the Board of Directors.
 - b. Appointing one or more auditors for the Company, as required by the Articles, determining their fees, reappointing, and dismissing them.
 - c. Reviewing and discussing the Board of Directors' report.
 - d. Reviewing and discussing the Company's financial statements.
 - e. Discussing the auditor's report, if any, and making a decision thereon.
 - f. Deciding on the Board of Directors' proposals regarding the method of distributing profits.
 - g. Forming the Company's reserves and determining their uses.
2. It is convened at least once a year during the six months following the end of the Company's fiscal year, and other ordinary assemblies may be called whenever the need arises.

Article (29): Powers of the Extraordinary General Assembly:

1. The Extraordinary General Assembly shall have powers, more specifically the following:
 - a. Amendment of the Company's Articles of Association, with the exception of matters that are prohibited from amending by law.
 - b. Deciding whether to continue or dissolve the Company.
 - c. Approval of the Company's purchase of its stocks.
 - d. Any other matters falling within the powers of the Extraordinary Assembly.
2. In addition to the powers assigned to it under the provisions of the Articles, the Extraordinary General Assembly may issue resolutions on matters that originally fall within the powers of the Ordinary General Assembly, under the same terms and conditions established for the Ordinary General Assembly.

Article (30): Calling for Assemblies:

1. General and special assemblies shall be convened at the call of the Board of Directors, in accordance with the conditions stipulated in these Articles, the Companies Law, its Implementing Regulations, and the controls established by the competent authority in this regard.

2. The Board of Directors shall call the Ordinary General Assembly to convene within (thirty) days from the date of the request of the auditor or of more than shareholders representing 5 (ten percent) of the Company's shares that have voting rights. At a minimum, the auditor may call the Ordinary General Assembly to convene if the Board does not extend the invitation within (thirty) days from the date of the auditor's request, provided that he indicates in the request the issues on which the shareholders are required to vote.
3. The invitation to convene the General Assembly shall be sent at least (twenty-one) days before the specified date for it in accordance with the provisions of the Companies Law and the controls determined by the competent authority, taking into account the following:
 - a. The invitation shall be published through the Stock Exchange website (Tadawul) and the Company's website. The invitation may be published through modern technological means.
 - b. Sending a copy of the invitation and the agenda to the Commercial Registry and the Capital Market Authority on the date of announcing the invitation.
4. The call to the Assembly meeting shall include at least the following:
 - a. Indicating the holder of the right to attend the Assembly meeting and his right to delegate someone he chooses who is not a member of the Board of Directors, and a statement of the shareholder's right to discuss the topics on the Assembly's agenda and ask questions and how to exercise the right to vote.
 - b. The place, date, and time of the meeting.
 - c. The type of Assembly, whether it is general or special.
 - d. The meeting agenda, including the items on which shareholders are required to vote.

Article (31): Quorum for the Ordinary General Assembly Convening:

1. The convening of the Ordinary General Assembly meeting shall not be valid unless it is attended by shareholders representing at least half of the Company's stocks that have voting rights.
2. If the quorum required to convene the Ordinary General Assembly meeting in accordance with Paragraph (1) of this Article is not available, the call is made to a second meeting held in the same conditions stipulated in the Companies Law during the (thirty) days following the date specified for the previous meeting. However, the second meeting may be held within an hour following the time set for the first meeting, provided that the invitation to hold the first meeting includes what indicates the possibility of holding that meeting. In all cases, the second meeting shall be deemed valid, irrespective of the number of stocks that have voting rights represented therein.

Article (32): Quorum of the Extraordinary General Assembly Convening:

1. The convening of the Extraordinary General Assembly meeting shall not be valid unless it is attended by shareholders representing at least half of the Company's stocks that have voting rights.
2. If the quorum required cannot be attained to convene the Extraordinary General Assembly meeting in accordance with Paragraph (1) of this Article, the call is made to a second meeting held in the same conditions provided for under these Articles and the Companies Law. However, the second meeting may be held within an hour following the time set for convening the first meeting, provided that the invitation to hold the first meeting includes what indicates that the possibility of holding such meeting has been notified. In all cases, the second meeting shall be deemed valid if attended by a number of shareholders representing at least a quarter of the Company's stocks with voting rights.
3. If the required quorum cannot be attained to convene the second meeting, a call shall be made to a third meeting to be convened in the same conditions stipulated in accordance with these Articles and the Companies Law, and the third meeting shall be deemed valid, irrespective of the number of stocks that have the rights to vote represented therein.

Article (33): Voting in Assemblies:

1. Each shareholder shall have a vote for each share in General Assembly meetings. Cumulative voting shall be used in the election of the Board of Directors so that the voting right per stock may not be used more than one time.
2. The directors may not vote on resolutions of the Assembly related to their discharge from responsibility in respect of the management of the Company.
3. No member of the Board may vote on resolutions related to business and contracts in which they have an interest directly or indirectly, or that involve conflict of interest.

Article (34): Assembly Resolutions:

1. Resolutions of the Ordinary General Assembly shall be passed with the consent of the majority of voting rights represented at the meeting.
2. Resolutions of the Extraordinary General Assembly shall be passed by adopting the majority of two thirds of the votes represented at the meeting unless the resolution is related to the increase or decrease of capital, extension of the Company's term, its dissolution before its term set in the articles of association or its merger with another company, dividing it into two companies or more, then the resolution shall not be valid unless with the consent of three quarters of the voting rights represented at the meeting.
3. A resolution of the General Assembly shall be effective as of the date of its issuance, except for the cases in which the law, the Company's Articles of Association, or the resolution issued provide for its validity at another time or when certain conditions are fulfilled.

Article (35): Deliberations in Assemblies:

Every shareholder shall have the right to discuss the matters listed in the General Assembly agenda, and to address questions to Directors and the Auditor in respect thereof. The Board of Directors or Auditor shall answer shareholders questions to such an extent that does not jeopardize the Company's interests. If a shareholder feels that the answer to his question is adequate, he may appeal to the General Assembly whose decision shall be final in this regard.

Article (36): Preparation of Assembly Minutes:

A minute of the Assembly meeting shall be prepared showing the number of shareholders present in person or by proxy, the number of stocks held by each of them, whether personally or by proxy, the number of votes allotted thereto, the resolutions adopted, the number of consenting and dissenting votes, and a comprehensive summary of the debates conducted at the meeting. Following every meeting, the minutes shall be recorded in an organized manner in a special book, which shall be signed by the Chairman, the Secretary, and the vote counters.

PART V**Auditor****Article (37): Appointment, Dismissal, and Resignation of the Auditor:**

1. The Company shall have an auditor (or more) from among the auditors licensed to work in the Kingdom of Saudi Arabia. The Auditor shall be appointed by the Ordinary General Assembly, and shall determine its compensation, term and scope of work. The Ordinary General Assembly may further reappoint the same Auditor, provided that the total term of his appointment shall not exceed the duration set forth according to the provisions under the law.
2. It is permissible, according to a resolution by the General Assembly, to remove the Auditor, and the Chairman of the Board of Directors shall inform the competent authority of the removal decision and its causes, within a period not exceeding five days from the date of the decision.

3. The Auditor may resign from his mission by a written notification submitted to the Company, and his mandate shall end from the date of such date of submission or at a later date specified in the notification, without prejudice to the Company's right to compensation, for the damage caused to it, if necessary. The resigned auditor shall provide to the Company and the competent authority, upon submitting the notification, a statement of the reasons for his resignation, and the Board of directors shall call the General Assembly to convene to consider the reasons for resignation, appointment of another Auditor and determine his fees and the duration of his work and its scope.

Article (38): Powers of the Auditor:

The Auditor shall have access at all times to the Company's documents, accounting records and supporting documents. The Auditor may also request information and clarification as it deems necessary. It may further check and confirm the Company's assets, liabilities and any other tasks that fall within the scope of its work. The Chairman of the Board of Directors 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 General Assembly to look into such matter. The Auditor may send such invitation if the Board of Directors does not send it within thirty (30) days from the date of the Auditor's request.

PART VI

Company's Finances and Distribution of Profits

Article (39): Company's Fiscal Year

The Company's financial year shall commence on the first of January and shall expire at the end of December of each calendar year.

Article (40): Financial Documents

1. At the end of the financial year, the Board shall prepare the Company's financial statements and a report about its activities and financial position for the previous financial year. The report must include the method proposed for distribution of dividends. The Board shall put these documents at the disposal of the auditor at least forty-five (45) days prior to the date scheduled for the convening of the General Assembly.
2. The Company's Chairman of the Board, CEO and CFO shall sign the documents referred to in Paragraph 1 of this Article. Copies of these documents shall be kept at the Company's head office at the disposal of the shareholders
3. The Chairman shall provide shareholders with Company financial statements, the Board of Directors' report and the Auditor's report after signing them, unless these reports are published on the websites of the Stock Exchange (Tadawul) and the Company's website, at least twenty-one (21) days prior to the date set for convening the General Assembly. He shall also deposit these documents according to what is determined by the Implementing Regulations of the Companies Law.

Article (41): Distribution of Profits - and Reserve Formation:

1. The Ordinary General Assembly may, in determining the dividend per share out of the net profits, resolve to form reserves in an amount that achieves the Company's best interest or guarantees the constant distribution of profits to shareholders. The Ordinary General Assembly may also deduct an amount from the net profits to achieve social purposes for the Company's workers

2. The General Assembly shall set out the percentage of net profits that shall be distributed to shareholders after setting aside reserves, if any, according to a recommendation from the Board of Directors in accordance with the relevant law and regulations.
3. The Company may also distribute interim dividends to its shareholders on a semi-annual or quarterly basis after fulfilling regulatory requirements adopted in this regard.

Article (42): 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 resolution of the General Assembly regarding the distribution of profits to shareholders according to what is determined by the regulations in this regard.
2. Dividends to be distributed to shareholders shall be paid during the term determined by the competent authority from the entitlement date of such dividends set out in the General Assembly resolution or in the Board Resolution to distribute interim dividends, according to the regular controls issued in this regard.

Article (43): Company's Losses

If losses of a joint stock company reach one-half of the issued capital, the Board of Directors shall disclose such losses and the recommendations it has reached regarding those losses within (sixty) days from the date it found out that they have reached this amount, and call the Extraordinary General Assembly to meet within one hundred and eighty days from the date it was made aware of this to consider the continuation of the Company while taking any necessary measures to address or resolve those losses.

PART VII

Disputes

Article (44): Liability Action:

1. The Company may file a liability action against the Board members for violating the provisions of the Companies Law or its Articles of Association or committing wrongful acts of negligence in the performance of their duties that result in damages to the Company. The General Assembly shall decide to file this claim and appoint representatives of the Company in the action. If the Company is in the process of liquidation, the liquidator shall file the claim. If any of the liquidation procedures is initiated against the Company in accordance with the Bankruptcy Law, this lawsuit shall be filed by its legal representative.
2. One or more shareholders who represent five percent (5%) of the Company's share capital may file a liability action for the Company if the Company does not file such action, taking into account that the main objective of its filing is to achieve the interests of the Company, that the claim is based on a sound basis, the plaintiff is in good faith, and the plaintiff is a shareholder in the Company at the time of filing the action.
3. To file the action referred to in Paragraph (2), the Company's Board of Directors shall be informed of the intention to file the action at least fourteen (14) days before the date of the filing.
4. A shareholder may file a liability action against the members of the Board of Directors if they have committed a fault that has caused some particular damage to such shareholder

PART VIII

Winding-up and Liquidation of the Company

Article (45): Winding-up of the Company

The Company shall be wound up due to one of the winding-up reasons set forth in the Companies Law, and upon its winding-up, it enters the stage of liquidation in accordance with the provisions of the Companies Law. If the Company is wound up and its assets are insufficient to pay its debts, or it is in default, according to the bankruptcy system, it shall apply to the competent judicial authority to open any liquidation procedures under the Bankruptcy Law.

PART IX

Final Provisions

Article (46):

1. The Company shall comply to the regulations in force in the Kingdom of Saudi Arabia.
2. Any provision in these Articles of Association that contravenes the provisions of the Companies Law shall be deemed invalid and the provisions contained in the Companies Law shall be applied to it. The Companies Law and its Implementing Regulations shall apply to all other matters not specifically provided for herein.

Article (47):

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