

Jarir Marketing Co.
(Saudi Listed Joint Stock Company)

Bylaws

Chapter One

Company Incorporation

Article One: Incorporation:

Jarir Marketing Co., a Saudi joint stock company, is established in accordance with the provisions of the Companies Law and its regulations and this bylaw, as follows

Article Two: Company Name:

Jarir Marketing Co. (Saudi listed joint stock company).

Article Three: Company Purposes:

- Wholesale and retail of electric vehicle chargers.
- Export and import activities
- Export activities.
- Import activities.
- Wholesale of bags.
- Wholesale of books, magazines, newspapers and educational means, including: importing written, drawn or illustrated intellectual production).
- Wholesale of office supplies (stationery).
- Wholesale of prepaid cards.
- Wholesale of technical drawing tools.
- Wholesale of photographic and optical goods (glasses, magnifiers, binoculars.
- Wholesale of cassettes and video tapes. DVD/CD
- Wholesale of watches.
- Wholesale of electronic games, including import.

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- Wholesale of computers and their accessories, including (sale of printers and their inks).
- Wholesale of software, including import.
- Wholesale of telephones and communication equipment.
- Wholesale of cameras and their accessories.
- Wholesale of digital mapping devices.
- Wholesale of mobile phone accessories.
- Wholesale of mobile phone spare parts.
- Wholesale of office equipment and machines except computers and their accessories.
- Wholesale of office furniture
- Wholesale of packaging equipment and tools
- Wholesale of accounting, statistical and writing machines, office equipment and supplies.
- Wholesale of educational equipment and tools.
- Wholesale of gifts and luxuries.
- Central markets for food and consumer goods.
- Retail of computers and their accessories, including printers and their inks).
- Retail of video games, their programs and accessories.
- Retail of mobile phones
- Retail of mobile phone accessories.
- Retail of software.
- Sale of software not prepared on demand.
- Retail of mobile phone spare parts.
- Retail of radio and television equipment.
- Retail of audio and video equipment.
- Retail of CD - DVD recording and display devices.
- Retail of textiles and fabrics of all kinds (not clothing such as curtains).
- Retail of sewing and knitting supplies.
- Retail of metal scrap, carpentry and blacksmithing tools and equipment.
- Retail of dyes, paint, varnish and adhesives.
- Retail of electrical appliances and wirings.
- Retail of household electrical and electronic appliances

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- Retail of household appliances (except those mentioned in category 4742).
- Retail of television receivers
- Retail of wood, cork and plastic products
- Retail of household utensils and various handicrafts, cutting tools, ceramics, glassware and pottery ... etc.).
- Retail of security and safety systems, including locks, safes ... etc.).
- Retail of books, magazines, newspapers and educational means.
- Retail of office furniture
- Retail of art tools for drawing.
- Retail of stationery, office supplies, newspapers and magazines (libraries).
- Retail of cards (prepaid cards of all kinds).
- Retail of cassettes, video tapes and DVDs of all kinds.
- Retail of unregistered tapes of all kinds.
- Retail of sports and hunting equipment, bicycles and others.
- Retail of boats, bicycles and others.
- Retail of travel and hunting supplies.
- Retail of leather products and goods and travel accessories made of leather and leather substitutes.
- Retail of bags.
- Retail of cameras and their accessories.
- Sale of measuring and control devices and navigation equipment and devices.
- Sale of electrical and communications cables.
- Sale of wired and wireless equipment and devices.
- Retail of watches of all kinds.
- Trading in pottery and handicrafts
- Sale of plastic tools and materials (including bags).
- Repair and maintenance of personal computers and laptops of all kinds.
- Repair and maintenance of printers and scanners.
- Repair and maintenance of screens, keyboards, mice, and other similar accessories.
- Repair and maintenance of cordless telephones

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- Repair and maintenance of mobile telephones (Mobile Phone).
- Consumer electronics repair.
- Repair and maintenance of personal and laptop computers (all types).
- Repair of electronic and non-electronic calculators.
- Operating systems.
- Computer games.
- Movies and video programs.
- Other activities related to export and import.
- Publishing paper books, dictionaries, atlases and maps (including: importing and producing written, drawn or illustrated intellectual vessels).
- Electronic publishing.
- Audio books.
- Publishing books on the Internet.
- Publishing newspapers, magazines and periodicals
- Publishing radio and television programs, including scientific and political bulletins
- Publishing engraved pictures and figures.
- Publishing ready-made programs.
- Copying activities.
- Package and gift packaging activities.
- Retail sales via the Internet.
- Other retail activities through mail purchase or the Internet.
- Other types of sales outside stores, kiosks and markets
- Wholesale via the Internet.
- Purchasing ,selling and dividing lands and real estate and selling activities on the map.
- Management and leasing of owned or rented real estate (residential).
- Management and leasing of owned or leased non-residential properties.
- Management and leasing of self-storage warehouses.
- Real estate development of residential buildings using modern construction methods
- Real estate development of commercial buildings using modern construction methods
- Real estate management activities for a commission

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- General construction of residential buildings.
- General construction of non-residential buildings (such as schools, hospitals, hotels, etc.).
- Finishing of buildings.
- Installing interior ceilings, partitions and cladding walls with wood.
- General construction of residential buildings.
- Managing maintenance and operation operations in buildings and their affiliated facilities.
- General cleaning of buildings.
- External cleaning of buildings.
- Land transportation of goods
- General shipping and distributing services for goods.
- General warehouses that include a variety of goods.
- Packing and unloading activities from shipping boxes.
- Logistics services
- Parcel transportation (local).
- Parcel transportation (local and international).
- Providing delivery services via electronic platforms
- Booking and ticketing activities for sporting and entertainment events, exhibitions and conferences.
- Organizing and managing exhibitions and conferences
- Operating exhibition and conference centers and facilities.
- Supplies.
- Retail through automated self-service devices, including coffee machines, juices, etc.
- Head office activities
- Integrated administrative services activities for offices.
- General warehouses that include a variety of goods.
- Retail of musical instruments
- Wholesale of musical instruments

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Article Four: Participation and ownership in companies:

The company may establish companies on its own with limited liability or joint stock in accordance with the Companies Law. It may also own stocks and shares in other existing companies or merge with them, and it has the right to participate with others in establishing joint stock or limited liability companies after fulfilling the requirements of the regulations and instructions applied in this regard. The company may also dispose of these stocks and shares, provided that this does not include mediation in their trading.

Article Five: The Company's Head Office:

The company's head office is located in the city of Riyadh, the Kingdom of Saudi Arabia. The Board of Directors may establish branches, offices or agencies for it inside or outside the Kingdom of Saudi Arabia.

Article Six: Company's Duration

The Company's duration is ninety-nine (99) Years. Effective Date of Commencement is from the issuing date of the decision of ministry of commerce declaring the company transformation. the Company duration may be extended by virtue of a decision adopted by Extraordinary General Assembly of the Company at least one year prior to its date of expiry.

Chapter Two: Capital and Shares

Article Seven: Capital

Issued capital of company is one billion and two hundred million (1,200,000,000) Saudi Riyals divided into one billion and two hundred million (1,200,000,000) shares of equal value. Value of each share is (SAR 1) one Riyal. All of which are ordinary shares include the company's paid-up capital.

Article Eight: Subscription

The shareholders subscribed to all the company's shares and paid their value in full.

Article Nine: The Company's Purchase, Sale and Mortgage of Shares

The company may purchase, sell and mortgage its shares in accordance with the controls specified by the competent authority.

Article Ten: Sale of unpaid shares:

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A shareholder shall pay the value of the shares on the dates specified for that. If a shareholder fails to make such payments at the due dates, the Board of Directors may, after notifying the shareholder by a newspaper or on the company's website or as specified by the competent authority, sell such shares in a public auction or in the stock exchange, as appropriate, and in accordance with the conditions determined by the competent authority

However, it is permissible for a shareholder who fails to pay until the day of the auction to pay the value owed on him in addition to the expenses that the company has spent in this regard.

The company shall collect from the proceeds of the sale the amounts due to it and return the remainder to the shareholder. If the proceeds of the sale are not sufficient to pay these amounts, the company may collect the remainder from all the shareholder's funds.

The Company shall cancel the sold share in accordance with the provisions of this article and gives the buyer a new share bearing the number of the canceled share, and it is indicated in the share register that the sale has occurred and the name of the new owner is specified.

Article Eleven: Issuance of Shares

Shares are nominal and may not be issued at less than their par value. However, shares may be issued at a higher value. In such a case, difference in value is added to a separate item within the shareholders' equity and may not be distributed as dividends over shareholders. The share is undividable against the company, and if multiple persons owned it, they must choose one of them to act on their behalf in using the shares, and these persons shall be jointly liable for the liabilities arising from the ownership of the shares.

Article Twelve: Shareholders' Register:

Company Shares shall be traded in accordance with the provisions of Capital Market Authority (CMA).

Article Thirteen: Increase of Capital:

1. The Extraordinary General Assembly may decide to increase the company's capital, provided that the capital has been paid in full. It is not required that the capital has been paid in full if the unpaid portion of the capital is due to shares issued for converting debt instruments or financing sukuk into shares and the period set for converting them into shares has not yet expired.

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2. The Extraordinary General Assembly may, in all cases, allocate the shares issued upon the increase of capital or part thereof to the employees of the company and its subsidiaries or some of them, or any of them. Shareholders may not exercise the priority right when the company issues the shares allocated to employees.

3. The shareholder who owns the share at the time the decision of the Extraordinary General Assembly is issued to approve the increase of capital shall have priority in subscribing to the new shares issued for cash shares. These shareholders shall be notified of their priority by publishing in a daily newspaper or on the company's website or as determined by the competent authority about the decision to increase capital, the subscription conditions, duration, and start and end dates.

4. The Extraordinary General Assembly has the right to suspend the priority right of shareholders to subscribe to the increase of capital for cash shares or to give priority to non-shareholders in cases it deems appropriate for the company's interest.

5. The shareholder has the right to sell or waive the priority right during the period from the time the General Assembly issues its approval of the increase of capital until the last day of subscription to the new shares associated with these rights, in accordance with the controls set by the competent authority.

6. Subject to what is stated in paragraph (4) above, the new shares shall be allotted to the holders of pre-emption rights who have expressed their desire to subscribe thereto, in proportion to the pre-emption rights owned by them, provided that the number of shares allotted to them shall not exceed the number of new shares they have applied for. The remaining new shares shall be allotted to the holders of pre-emption rights who have asked for more than their proportionate rights, in proportion to the preemption rights they own, provided that that their total allotment does not exceed the number of new shares they have asked for. Any remaining new shares shall be offered for public subscription unless provided otherwise by an Extraordinary General Assembly resolution, or in the Capital Market Law.

Article Fourteen: Decrease of Capital

The Extraordinary General Assembly may decide to decrease the capital if it exceeds the Company's needs or if the Company incurs losses. The Company may decrease the capital below the limit specified in Article 59 of the Companies Law only if it sustains losses. The decision to decrease the capital shall not be issued until a statement prepared by the board of directors stating the grounds for such decrease, the company's

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liabilities, and the effect of the decrease on satisfying such liabilities is presented at the general assembly. Said statement shall include the report of the company's auditor.

If the reduction of the capital is due to its being in excess of the Company's needs, then the Company's creditors must be invited to express their objection, if any, thereto within forty-five days prior to the date set for the extraordinary general assembly meeting to decide on the decrease. The invitation shall include a statement indicating the amount of capital prior to and after the decrease, the date of the meeting, and the date the decrease becomes effective. If a creditor objects to the decrease and submits supporting documents to the company within the specified period, the company shall pay the debt owed to him if it is due or provide him with a sufficient guarantee if it is not due.

Chapter Three

Board of Directors

Article Fifteen: Company Management

The company shall be managed by a Board of Directors consisting of eight (8) members elected by the Ordinary General Assembly for a period not exceeding four (4) years.

Article Sixteen: Termination of Board Membership:

Board Membership shall be terminated upon the expiration of the appointment duration or the disqualification of a member pursuant to applicable laws and regulations in the Kingdom. The Ordinary General Assembly may, at any time, dismiss all or any of the Directors without prejudice to their rights to compensation in case the termination was unjustified or at an inappropriate time. A Director may resign, provided that such resignation is made at a proper time, otherwise he/she shall be responsible vis-à-vis the Company for any damages resulting from his resignation.

Article Seventeen: Vacant Position on the Board:

If the position of a member of the Board of Directors becomes vacant, the Board may appoint a temporary member to the vacant position, provided that he is one of those who have the experience and competence. The Ministry of Commerce and Investment and the Capital Market Authority must be notified

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of this within five working days from the date of appointment. The appointment shall be presented to the Ordinary General Assembly at its first meeting, and the new member shall complete the duration of his predecessor. If the conditions necessary for the Board of Directors to convene are not met due to the number of its members falling below the minimum stipulated in the Companies Law, the remaining members must call for the ordinary general assembly to convene within sixty days to elect the necessary number of members.

Article Eighteen: Powers of the Board of Directors

Subject to the powers assigned to the General Assembly, the Board of Directors shall have the broadest powers in managing the company in a manner that achieves its purposes. It may, for example, represent the company with third parties, civil rights, police departments, chambers of commerce and industry, private bodies, companies and institutions of all kinds, governmental and private entities, enter into tenders, collect, pay, acknowledge, claim, defend, plead, dispute, settle, settle, accept and deny judgments, arbitrate on behalf of the company, request the implementation of judgments and oppose them, and collect what is obtained from the implementation. The Board also has the right to sign all types of contracts, documents and papers, including but not limited to the contracts of incorporation of companies in which the company participates with all their amendments, appendices and amendment decisions, and sign agreements and instruments before notaries and official bodies, as well as loan agreements, guarantees and sureties, and issue legal agencies on behalf of the company, and sell, buy, vacate and accept, receive and deliver, rent, lease, collect and pay, and open accounts and credits, withdraw and deposit with Banks, issuing bank guarantees, signing all papers, documents, checks and all banking transactions, as well as appointing and dismissing employees and workers, requesting visas, bringing in workers from outside the Kingdom, contracting with them, determining their salaries, extracting residencies, transferring sponsorships and waiving them. The Board may, within the limits of its jurisdiction, authorize one or more of its members or others to undertake a specific work or works. However, with regard to the sale of the company's real estate, it shall comply with the following conditions:

1. The Board shall specify the reasons and justifications for the sale decision.
2. The sale shall be close to the price of the same.
3. The sale shall be present except in cases estimated by the Board and with sufficient guarantees.

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The Board of Directors may also conclude loans with government financing funds and institutions, regardless of their duration, and may conclude commercial loans whose terms do not exceed the end of the company's term, taking into account the following conditions for commercial loans whose term exceeds three years:

1. The value of the loans that the Board may conclude during any one fiscal year shall not exceed 75% of the company's capital.
2. The Board of Directors shall specify in its decision the uses of the loan and how to repay it.

The Board of Directors shall, in the cases it deems appropriate, discharge the company's debtors from their obligations in accordance with what serves its interests, subject to the following conditions:

1. To be discharge after one full year from the debt.
2. To be discharge for a specified maximum amount per year for each debtor.
3. The discharge is a right of the Board of Directors and may be delegated in accordance with the terms and conditions specified by the Board.

Article Nineteen: Board Members' Remuneration

1. The Board Members' remuneration may be a certain amount, a meeting attendance allowance, in-kind benefits, or a certain percentage of net profits, and two or more of the above may be combined.
2. An additional remuneration may be specified for the Chairman of the Board and the Managing Director, in addition to the remuneration determined for the Board Members.
3. The Ordinary General Assembly shall specify the amount of remuneration, taking into account the regulations and controls issued in this regard.
4. The Board of Directors' report to the Ordinary General Assembly at its annual meeting must include a comprehensive statement of all the remunerations, meeting attendance allowances, expenses allowances, and other benefits received by each member of the Board of Directors during the fiscal year. It must also include a statement of what the Board Members received in their capacity as employees or administrators, or what they received in return for technical, administrative, or consulting work, and it must also include a statement of the number of Board meetings and the number of meetings attended by each member.

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

The Board of Directors shall appoint from among its members a Chairman and Vice Chairman, and it may appoint a Managing Director. It is not permissible to combine the position of Chairman of the Board of Directors with any executive position in the company.

The Chairman and Managing Director are responsible for representing the company with others, before the judiciary, arbitration bodies, notaries, labor offices, higher and primary committees, commercial papers committees and all other judicial committees, arbitration and civil rights bodies, police departments, chambers of commerce and industry, private bodies, companies and institutions of all kinds, and with all governmental and private entities, and entering into tenders, collecting, paying, acknowledging, claiming, defending, pleading, litigating, settling, settling, reconciliation, accepting and objecting to judgments. They also have the right to sign all types of contracts, documents and papers, including but not limited to the contracts of incorporation of companies in which the company participates and their amendments, and to sign agreements, deeds, and releases, and to extract replacements before notaries and official bodies, as well as loan agreements, guarantees and sureties, and to follow up on transactions, collect the company's rights and pay its obligations, and to sell, buy, release and accept, receive, deliver, rent, lease, collect, pay, open accounts and credits, withdraw and deposit with banks, and issue bank guarantees. And sign documents and checks, as well as appointing, dismissing, contracting with employees and workers, determining their salaries, issuing and renewing the company's commercial records, adding and deleting managers to and from the records, and adding activities in accordance with the activities practiced by the company, as well as canceling records - deleting activities, issuing, deleting and amending government licenses, appointing agents and lawyers on behalf of the company, and authorizing one or more of its members or others to carry out a specific work or works.

The Chairman shall have the authority to call the Board of Directors to meet and chair the Board's meetings, except for the power to represent before the judiciary and arbitration bodies, the Vice Chairman shall have the same powers in addition to other powers determined by the Board of Directors.

The CEO shall have the power to represent the company before the judiciary and arbitration bodies.

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The Board of Directors shall appoint a Secretary chosen from among its members or from others, and shall determine his remuneration. He shall be responsible for recording the minutes of the Board of Directors' meetings and the decisions issued by it, in addition to the powers assigned to him by the Board of Directors. The term of the Chairman of the Board, his Deputy, the Managing Director and the Secretary of the Board of Directors shall not exceed the term of membership of each of them in the Board. They may be re-elected and the Board may at any time dismiss them or any of them without prejudice to the right of the dismissed person to compensation if the dismissal occurred for an unlawful reason or at an inappropriate time.

Article Twenty-One: Board of Directors Meetings

The Board of Directors shall meet at least four times a year upon invitation from its Chairman. The invitation shall be made by any means. The Chairman of the Board must call the Board to meet whenever any member of the Board requests him to do so in writing.

Article Twenty-Two: Quorum of the Board Meeting:

The Board meeting shall not be valid unless attended by at least half of the members. A Board member may delegate another member to attend Board meetings in accordance with the following requirements:

1. The delegation shall be in writing and may be sent via e-mail.
2. The delegation must be specific to attend a specific meeting.
3. A Board member may not delegate more than one member to attend the meeting.
4. The delegate may not vote on decisions that the Law prohibits him from voting on.

The Board's decisions shall be issued by a majority of the votes of the members present or represented therein, if the votes are equal, the side with which the Chairman of the meeting voted shall prevail. As an exception to this, the following decisions require the approval of no less than five (5) members of the Board of Directors present or represented at the meeting:

1. Borrowing more than thirty percent (30) of the company's capital during any one fiscal year.
2. Approving capital investments exceeding twenty percent (20%) of the company's capital during any one fiscal year.

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3. Sale of the company's real estate.

The Board of Directors may issue decisions by circulation in urgent matters by presenting them to all members by circulation unless one of the members requests in writing a meeting of the Board to deliberate on them, and these decisions are issued with the approval of the majority of the votes of its members, and these decisions are presented to the Board at its first subsequent meeting.

Article Twenty-Three: Board Deliberations

The Board of Directors' deliberations and decisions shall be recorded in minutes signed by the Chairman of the Board, the attending Board members and the Secretary. These minutes shall be recorded in a special register signed by the Chairman of the Board of Directors and the Secretary.

Chapter Four:

Shareholders' Assemblies

Article Twenty-Four: Attendance at General Assemblies

Every shareholder has the right to attend general assemblies, and may authorize in writing another person other than a member of the Board of Directors or the Company's staff to attend the general assembly.

Article Twenty-Five: Competencies of the Ordinary General Assembly

Except for the competencies reserved to the Extraordinary General Assembly, the Ordinary General Assembly shall have competencies in all affairs of the Company, and shall convene at least once a year during the six months following the end of the Company's fiscal year. Other ordinary assemblies may be called whenever necessary.

Article Twenty-Six: Competencies of the Extraordinary General Assembly:

The Extraordinary General Assembly is competent to amend the Company's Bylaws, except for provisions prohibited from amending by law, and it may issue decisions on matters within the jurisdiction of the

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Ordinary General Assembly under the same conditions and procedures stipulated for the Ordinary Assembly.

Article Twenty-Seven: Convening the Assemblies:

General Assemblies of shareholders shall be held upon invitation from the Board of Directors. The Board of Directors shall call for the ordinary general assembly to convene if requested by the auditor or one or more shareholders representing at least (10) of the company's shares. The auditor may call for the assembly to convene if the board does not call for the assembly within thirty days from the date of the auditor's request.

The invitation to convene the general assembly shall be sent at least twenty-one days before the date of the meeting, through modern technology means, and a copy of the invitation and the agenda shall be sent to the Commercial Register and the Capital Market Authority.

Article Twenty-Eight: Assemblies Attendance Register

Shareholders shall register their names at the place where the assembly is held.

Article Twenty-Nine: Ordinary General Assembly Meeting Quorum:

The Ordinary General Assembly meeting shall not be valid unless attended by shareholders representing at least a quarter of the company's shares. If this quorum is not available at the first meeting, the second meeting shall be held one hour after the end of the period specified for the first meeting, provided that the invitation to hold the first meeting includes information indicating the possibility of holding this meeting. The second meeting shall be valid regardless of the number of shares represented therein.

Article Thirty: Extraordinary General Assembly Meeting Quorum

The Extraordinary General Assembly meeting shall not be valid unless attended by shareholders representing at least half of the company's shares. If this quorum is not available at the first meeting, the second meeting shall be held one hour after the end of the period specified for the first meeting, provided that the invitation to hold the first meeting includes information indicating the possibility of holding this meeting. The second meeting shall be valid if attended by a number of shareholders representing at least a quarter of the company's shares.

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If the necessary quorum is not available at the second meeting, an invitation shall be sent to a third meeting to be held in the same manner stipulated in Article (Twenty-Seven) of these Bylaws. The third meeting shall be valid regardless of the number of shares represented therein.

Article Thirty-One: Voting in General Assemblies:

Each shareholder shall have one vote for each share in general assemblies, and cumulative voting shall be used in electing the Board of Directors.

Article Thirty-Two: Assembly Decisions:

Ordinary General Assembly decisions shall be issued by an absolute majority of the shares represented in the meeting, and extraordinary General Assembly decisions shall be issued by a two-thirds majority of the shares represented in the meeting, unless the decision relates to increasing or decreasing the capital, extending the duration of the company, dissolving the company before the expiry of the period specified in its Bylaws, or merging it into another company or institution, in which case the decision shall not be valid unless issued by a three-quarters majority of the shares represented in the meeting.

Article Thirty-Three: Deliberations of Assemblies:

Each shareholder shall have the right to deliberate the topics included in the assembly agenda and direct questions regarding them to the members of the Board of Directors and the auditors. The Board of Directors or the auditors shall answer shareholders' questions to the extent that does not harm the company's interests. If a shareholder deems that the response to his question is insufficient, he shall refer the matter to the assembly, and its decision in this regard shall be binding.

Article Thirty-Four: Assemblies presidency and preparing the minutes:

The meeting of the General Assembly shall be chaired by the Chairman of the Board of Directors or his deputy in his absence or by whomever the Board of Directors delegates from among its members in their absence. If failing, the meeting of the General Assembly shall be chaired by whomever the shareholders delegate from among the members of the Board or others through voting.

A minute shall be edited at the meeting of the Assembly including the number of shareholders present or represented, the number of shares held by them in person or by proxy, the number of votes determined, the decisions taken, the number of votes that approved or opposed them, and a comprehensive summary

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of the discussions that took place at the meeting. The minutes shall be recorded regularly after each meeting in a special register signed by the Chairman of the Assembly, its Secretary, and the Vote Collector.

Chapter Five:

Auditor

Article Thirty-Five: Appointment of the Auditor

The company shall have one or more auditors from among the auditors licensed in the Kingdom, whose fees, duration of service, and scope of work shall be determined by the General Assembly annually. The General Assembly may dismiss the auditor without prejudice to his right to compensation for the damages incurred if there is a reason for it.

Article Thirty-Six: Powers of the Auditor:

The auditor has the right at any time to review the company's books, records and other documents, and he may request the data and clarifications he deems necessary to obtain, to verify the company's assets, liabilities and other matters that fall within the scope of his work. The Chairman of the Board of Directors must enable him to perform the duty. If the auditor encounters difficulty in this regard, he shall record this in a report submitted to the Board of Directors. If the Board does not facilitate the work of the auditor, he must request the Board of Directors to call the ordinary general assembly to consider the matter.

Chapter Six

Company Accounts and Distribution of Profits

Article Thirty-Seven: Fiscal Year:

The company's fiscal year begins on the first of January and expires on the end of December of each year.

Article Thirty-Eight: Financial Documents

1. At the end of each fiscal year, the Board of Directors shall prepare the company's financial statements and a report on its activity and financial position for the past year. This report shall include the proposed method for distributing profits. The Board shall place these documents at the disposal of the auditor at least forty-five days before the date set for the General Assembly.

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2. The Chairman of the Board of Directors, its Chief Executive Officer and its Financial Manager shall sign the documents referred to in paragraph (1) of this Article, and copies thereof shall be deposited at the Company's main office at the disposal of the shareholders.
3. The Chairman of the Board of Directors shall publish by any modern technology means the Company's financial statements, the Board of Directors' report after signing them, and the auditor's report at least twenty-one days before the date of the General Assembly meeting. He shall also deposit these documents in accordance with what is specified in the regulations.

Article Thirty-Nine: Distribution of Profits

1. The Ordinary General Assembly may decide to establish other reserves, to the extent that serves the Company's interest or ensures the distribution of fixed profits - as much as possible - to the shareholders. The Assembly may deduct a certain percentage of the net profits to achieve social purposes for the Company's employees.
2. The General Assembly shall specify the percentage to be distributed to shareholders from the net profits after deducting reserves, if any.
3. The shareholder shall be eligible for his share of the profits in accordance with the General Assembly's decision issued in this regard. The decision shall specify the due date and the distribution date. The right to profits shall be for shareholders and those registered with the Securities Depository Center Company (the Depository Center) at the end of the second trading day following the due date.
4. The Assembly may decide to distribute profits annually, semi-annually or quarterly, and the Assembly may authorize the Board of Directors to do so.

Article Forty: Company Losses

1. If the company's losses reach half of the paid-up capital at any time during the fiscal year, any official in the company or the auditor shall, upon learning of this, inform the Chairman of the Board of Directors. The Chairman of the Board of Directors shall immediately inform the members of the Board of Directors of this, and the Board of Directors shall, within fifteen days of learning of this, call for an extraordinary general assembly to meet within forty-five days of learning of the losses, to decide either to increase or decrease the company's capital in accordance with the provisions

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of the Companies Law to the extent that the percentage of losses falls below half of the paid-up capital, or to dissolve the company before the date specified in Article (Sixth) of this Bylaws.

2. The company shall be deemed dissolved by virtue of the Companies Law if the extraordinary general assembly does not meet within the period specified in paragraph (1) of this article, or if it meets and is unable to issue a decision on the subject, or if it decides to increase the capital and subscription to all capital increases is not completed within ninety days of the issuance of the assembly's decision to increase.

Chapter Seven

Disputes

Article Forty-One: Liability Claim:

Each shareholder has the right to file a claim for company liability established against members of the board of directors if the mistake made by them would cause and inflict special harm thereto. The shareholder may not file the aforementioned claim unless the company's right to file it still exists, and the shareholder must inform the company of his intention to file the claim.

Chapter Eight

Company Dissolution and Liquidation

Article Forty-Two: Termination of the Company

Upon company expiry, the company enters into liquidation process and maintains the legal personality to the extent necessary for liquidation. Voluntary liquidation decision is issued by the extraordinary general assembly. The liquidation decision must include the appointment of the liquidation official, the determination of his powers, authorities, fees, restrictions imposed on his powers and authorities, and the period of time required for liquidation. The period of voluntary liquidation must not exceed five (5) years, and it may not be extended to more than that except by a court order. The authority of the company's board of directors ends with its dissolution. However, they remain in charge of the management of the company and are considered as liquidators for third parties until the liquidation official is appointed. Shareholders' assemblies remain in place during the liquidation period, and their role is limited to exercising their functions that do not conflict with those of the liquidation official.

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Chapter Nine

Final Provisions

Article Forty-Three: Companies Law

Unless otherwise stated herein, Company Law and its Executive Regulations shall apply.

Article Forty-Four: Promulgation:

This bylaw shall be registered and promulgated in accordance with provisions of Company Law and its executive regulations.

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