



KHALED AL-SALIM CERTIFIED TRANSLATION



خالد السالم للترجمة المعتمدة

رقم العضوية ٢٥٤٩٣ - ترخيص رقم ٤٢٧

Bylaws of Middle East Pharmaceutical Industries Company

(Listed Joint-Stock Company)

CHAPTER ONE: ESTABLISHMENT OF THE COMPANY

Article 1: Incorporation

In accordance with the provisions of the Companies Law promulgated by Royal Decree No. (M/132) dated 01/12/1443 H., its Implementing Regulations issued by the Minister of Commerce's Decision No. (284) dated 23/06/1444 H., and this Bylaws, a Saudi Joint Stock Company shall be established as follows:

Article 2: Company Name

Middle East Pharmaceutical Industries Company (Listed Joint Stock Company)

Article 3: Head Office of the Company

The head office of the Company shall be located in the city of Riyadh. The Company may establish branches inside or outside the Kingdom by a resolution of the Board of Directors.

Article 4: Objectives of the Company

The objectives for which the Company is established are:



Category	Item
Manufacturing Industries	Manufacture of pesticides and other agrochemical products
Manufacturing Industries	Manufacture of soap, detergents, cleaning and polishing preparations, perfumes and cosmetics
Manufacturing Industries	Manufacture of pharmaceuticals, medicinal chemical and botanical products
Wholesale and retail trade and repair of motor vehicles and motorcycles	Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores
Transportation and storage	Freight transport by road
Transportation and storage	Warehousing and storage
Transportation and storage	Service activities incidental to air transportation

The Company shall carry out its objectives in accordance with applicable regulations and after obtaining necessary licenses from competent authorities, if any.

Article 5: Duration of the Company

The duration of the Company shall be indefinite.



CHAPTER TWO: CAPITAL AND SHARES

Article 6: Capital

The capital of the Company is set at two hundred million Saudi Riyals (SR 200,000,000), divided into twenty million (20,000,000) nominal shares of equal value, the value of each is ten (10) Saudi Riyals, all of which are ordinary shares fully paid.

Article 7: Subscription to Shares

The Shareholders have subscribed to all of the Company's issued share capital amounting to twenty million (20,000,000) shares fully paid.

Article 8: Trading of Shares

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

Article 9: Sale of Unpaid Shares

1. A Shareholder shall pay the value of a share at the times specified for such payment. If a Shareholder fails to pay the value when it falls due, the Board of Directors may, after notifying such Shareholder through means prescribed in this Bylaw or by sending a registered letter to their address indicated in the Shareholders' Register or via any modern technology, sell the share at public



auction or on the stock market, as the case may be, in accordance with controls set by the Competent Authority.

2. The Company shall recover from the proceeds of the sale such amounts as are due to it and shall refund the balance to the Shareholder. If the proceeds of the sale fall short of the amounts due, the Company shall have a claim on the entire fortune of the Shareholder for the unpaid balance.
3. The effect of the rights attached to shares for which payment of value is in default upon expiry of the specified due date therefor until sold or the outstanding amount is paid shall be suspended in accordance with the provisions of this Article, including the right to receive a share of net distributable profits and the right to attend and vote on resolutions at General Assemblies. However, the defaulting Shareholder may, up to the day of the sale, pay the value due plus any expenses the company has incurred in this regard. In such case, the Shareholder shall be entitled to request dividends the distribution of which has been decided.
4. The Company shall cancel the share sold in accordance with this Article, issue the purchaser a new share bearing the number of the cancelled share, make a notation to this effect in the Shares Register, and specify the name of new holder.

Article 10: Issuance of Shares

The Company's shares shall be nominal shares and may not be issued at less than their nominal value. However, the shares may be issued at a value higher than their nominal



value, in which case the difference in value shall be added in a separate item within the shareholder's rights and may not be distributed as dividends to shareholders. A share shall be indivisible vis-à-vis the Company. In the event that a share is owned by several persons, they shall select one person amongst them to exercise, on their behalf, the rights pertaining to the share, and they shall be jointly responsible for the obligations arising from the ownership of the share.

Article 11: The Right to Issue Classes and Other Types of Shares

The Extraordinary General Assembly of the Company may, based on a recommendation by the Board of Directors and in accordance with the rules set by the Competent Authority, issue preferred shares and other classes and types of shares, or decide to purchase such shares, or convert such shares to other classes as set out below.

Article 12: Increase of Capital

1. The Extraordinary General Assembly may adopt a resolution to increase the capital of the Company, provided that the original capital shall have been paid up in full. Said paid up provision shall not apply when the unpaid portion of capital is due to shares issued in conversion of debt instruments or financing sukuk into shares, and the prescribed time period for such conversion has not yet expired.
2. In all cases, the Extraordinary General Assembly may allocate all or part of the shares issued upon the capital increase to employees of the Company, its



subsidiaries or affiliates, or any of them. Shareholders may not exercise pre-emptive rights when the Company issues shares allocated to employees.

3. Shareholders shall have pre-emptive rights to subscribe for the new cash shares in accordance with the provisions of the Companies Law and the Capital Market Law. Shareholders shall be notified of their pre-emptive rights in accordance with the controls and procedures prescribed by regulatory authorities, the resolution to increase capital, the terms of subscription, its commencement date, and expiration date, taking into account the type and class of shares they hold. The Extraordinary General Assembly may suspend pre-emptive rights of shareholders to subscribe for the capital increase in exchange for cash shares or may give priority to non-shareholders in cases it deems appropriate for the benefit of the Company.
4. A Shareholder may sell or assign its pre-emptive right with or without consideration, in accordance with the relevant laws and regulations.
5. The new shares issued as a result of a capital increase may be of monetary or in-kind shares. If there are in-kind shares, the Board of Directors must take the procedures stipulated in the relevant regulations to verify the validity of the valuation of such shares.

Article 13: Capital Reduction

1. The Extraordinary General Assembly may decide to decrease the capital if it proves to be in excess of the Company's needs or if the Company sustains



losses. In the latter case only, the Company's capital may be decreased below the limit prescribed under Article 54 of the Companies Law. The decrease resolution shall be issued only after reading the auditor's report on the reasons calling for such decrease, the obligations to be fulfilled by the Company and the effect of the decrease on such obligations, taking into consideration the provisions of the Companies Law.

2. If the capital decrease is due to it being in excess of the Company's needs, then the Company's creditors must be invited to express their objection thereto within sixty (60) days from the date of publication of the decrease resolution in a daily newspaper published in the area where the Company's head office is located. Should any creditor object and present to the Company evidentiary documents of such debt within the time limit set above, then the Company shall pay such debt, if already due, or present an adequate guarantee of payment if the debt is due on a later date.
3. The principle of equality between shareholders who own shares of the same type and class must be observed when reducing the capital.

CHAPTER THREE: BOARD OF DIRECTORS

Article 14: Company Management

The Company shall be managed by a Board of Directors consisting of five (5) members elected by the Shareholders' Ordinary General Assembly by way of cumulative voting for



a term not exceeding four years. Board members may be re-elected for more than one term.

The Board of Directors shall determine the remuneration of the Chairman and members of the Board of Directors in a manner it deems appropriate in accordance with the remuneration policy approved by the Company. The remuneration of the Chairman and members of the Board may be a specific salary, attendance allowance for sessions, a percentage of profits, or a combination of two or more of these benefits. The report of the Board of Directors to the Ordinary General Assembly must include a comprehensive statement of all remuneration, allowances and other benefits received by the Board members during the fiscal year in accordance with relevant laws and regulations. It shall also include a statement of what the Board members received in their capacity as employees or administrators, what they received for technical, administrative or advisory work, and also include a statement of the number of Board sessions and the number of sessions attended by each member from the date of the last meeting of the General Assembly.

Article 15: Termination or Ending of Board Membership

Membership of the Board shall terminate upon the expiry of its term or upon the termination of that member's membership in accordance with any law or instructions in force in the Kingdom. The General Assembly may (based on a recommendation from the Board of Directors) terminate the membership of any member who is absent from



attending (3) consecutive meetings or (5) separate meetings during his/her membership term without a legitimate excuse acceptable to the Board of Directors.

However, the Ordinary General Assembly may at any time dismiss all or any of the members of the Board of Directors. In such case, the Ordinary General Assembly must elect a new board of directors or those who will replace the dismissed member(s) (as the case may be) in accordance with the provisions of the Companies Law.

Article 16: Expiration of the Board's Term, Resignation of Members, or Vacancy of Membership

1. The membership of the Board of Directors and the membership of committees emanating from the Board shall expire upon the expiry of its term, the resignation or death of the member, or the termination of the member's eligibility in accordance with the laws and regulations in force in the Kingdom of Saudi Arabia or in any other country.
2. The Board of Directors, prior to the expiry of its term, must call the Ordinary General Assembly to convene to elect a Board of Directors for a new term. If it is not possible to conduct the election and the term of the current Board has expired, its members shall continue to perform their duties until a Board of Directors is elected for a new term, provided that the period for which the members of the expired Board continue shall not exceed the period specified in the Implementing Regulations of the Companies Law.



3. If the Chairman and members of the Board of Directors resign, they must call the Ordinary General Assembly to convene to elect a new Board of Directors, and the resignation shall not take effect until the new Board is elected, provided that the period for which the resigned Board continues shall not exceed the period specified in the Implementing Regulations of the Companies Law.
4. A member of the Board of Directors may resign from membership of the Board by means of a written notification addressed to the Chairman of the Board, and if the Chairman of the Board resigns, the notification must be addressed to the rest of the Board members and the Secretary of the Board. The resignation shall be considered effective – in both cases – from the date specified in the notification.
5. If the position of one of the members of the Board of Directors becomes vacant due to the death of any of its members or their resignation, and this vacancy does not result in a breach of the conditions necessary for the validity of the Board's convening due to the decrease in the number of its members below the minimum limit, the Board may appoint (temporarily) a member in the vacant position from among those who have expertise and competence, provided that the Commercial Register and the Capital Market Authority are notified thereof within (15) days from the date of appointment, and that the appointment is presented to the Ordinary General Assembly at its first meeting, and the appointed member shall complete the term of his/her predecessor.



6. If the necessary conditions 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 or in this Bylaw, the remaining members must call for an Ordinary General Assembly meeting to be held within (60) days to elect the necessary number of members.

Article 17: Powers of the Board

Subject to the powers reserved for the General Assembly, the Board of Directors shall have the widest powers to manage the Company in a manner that achieves its purposes, set the overall strategy of the Company, main business plans and approve them, set, review and amend the vision, mission and values of the Company, build its corporate identity and logo, set strategic goals and operational plans in light thereof and approve them, set mechanisms for the Company and its policies, determine its investments and approve investment policies and plans that are commensurate with the general direction of the Company, approve investment opportunities, supervise its business, money and conduct its affairs inside and outside the Kingdom. The Board shall also have the right – including but not limited to – to sign all types of contracts, documents, papers and agreements, including but not limited to, contracts for the establishment of companies in which the Company participates, with all their amendments, appendices, amendment resolutions, and signing agreements and deeds



before the notary public and official bodies. The Board of Directors shall have the following powers, including but not limited to:

With regard to policies: Supervising the implementation of the Company's general policy, approving administrative, technical, labor and control policies and regulations, organizational structures of the Company and amending them, approving and amending the list of powers, approving the technical and administrative apparatus of the Company, having the right to form and name administrative units at the level of the organizational structure and change their names, having the right to decide the opening of branches or their cancellation, appointing their directors, determining their salaries, benefits, dismissal and removal, appointing directors of departments, units, senior employees, the managing director, the chief executive officer, employees, labor, approving their salary scale, benefits, bonuses and advances granted to them, their dismissal, approving their confirmation or termination of their services after the probationary period, evaluating their performance and imposing disciplinary measures on them.

With regard to the Company's finances and disposal of its assets: The Board shall approve the annual estimated budget project, the required human resources budget, approve the use of the estimated budget reserve, ratify the final accounts of the Company, and approve its annual and interim financial statements.



The Board shall approve the purchase of any assets (in case of increase over the approved budget), and approve the removal, sale or depreciation of assets in any amount.

It is required for the Board of Directors to obtain the approval of the General Assembly when selling assets whose value exceeds (fifty percent) of the total value of its assets, whether the sale is made through one transaction or several transactions. In this case, the transaction that leads to exceeding the (fifty percent) of the asset value is considered the transaction that requires the approval of the General Assembly, and this percentage is calculated from the date of the first transaction that took place during the previous (twelve) months.

With regard to internal audit: It has the right to approve audit plans for internal audit operations, approve internal audit reports and corrective actions contained in internal audit reports, and it has the right to approve the imposition of penalties on administrative units that violate the regulations, policies and approved work systems in the Company.

With regard to companies and commercial registers: It has the right to refer to the management of registers, extract registers, renew registers, reserve the trade name, subscribe to the Chamber of Commerce, renew the subscription to the Chamber of Commerce, approve the signature at the Chamber of Commerce, manage registers, supervise registers, add activity, amend registers, open branches for registers, cancel registers, refer to GOSI, the General Authority of Zakat, Tax and Customs, refer to civil defense, establish companies of any kind, sign articles of incorporation, amendment



appendices, and articles of incorporation of companies in which the Company may participate or merge with, and appendices to their amendments, regardless of the content of these amendments, including amendments related to increasing or decreasing the capital, assigning shares, selling them or accepting shares assigned to the Company, converting or merging companies, buying and selling shares in companies, whether all or some of the shares. The Board has the right to appoint and dismiss directors, enter and exit partners, join existing companies, increase and decrease capital, buy shares, pay the price, sell shares, receive the value and profits, assign shares from the capital, accept the assignment of shares and capital, transfer shares and bonds, determine the capital, amend the company's objectives, amend the articles of incorporation or amendment appendices, open accounts with banks in the name of the company, close accounts with banks in the name of the company, sign agreements, register the company, register agencies and trademarks, attend boards and general assemblies, ordinary and extraordinary, open files for the company, open branches for the company, liquidate the company, convert the company from a joint stock to a limited liability company, convert the company from a limited liability to a joint stock company, cancel articles of incorporation and amendment appendices, sign articles of incorporation and amendment appendices before the notary public and those certified by the Ministry of Commerce, extract commercial registers, renew them for the company, subscribe to the Chamber of Commerce, renew it, refer to the Quality Management Department, the Standards and Metrology Authority, extract licenses, renew them for the company,



convert the establishment into a company, refer to the Ministry of Investment, sign before it, refer to telecommunications companies, establish landlines or mobile phones in the name of the company, refer to the Capital Market Authority, enter tenders, receive forms, publish the articles of incorporation, amendment appendices, their summaries and the basic regulations in the Official Gazette, and sign agreements and deeds before the notary public and official bodies, and issue legal powers of attorney on behalf of the Company inside and outside the Kingdom.

With regard to real estate, lands, secretariats and municipalities: Selling, buying, renting, leasing, mortgaging and releasing mortgage of lands and real estate, determining their price, developing them, paying their price, receiving the price of what was sold from them, emptying them in whole or in part, accepting purchase for them and others, paying their price, gifting, emptying, accepting gifting and emptying, concluding various contracts for construction on all lands owned or invested, renting them, receiving their rents, mortgaging them, releasing the mortgage on them, doing everything it deems appropriate, signing contracts, papers, documents and deeds necessary for that, receiving title deeds issued in the name of the Company, delivering them, following up with municipalities and secretariats and the notary public to carry out all necessary termination, merging, sorting, dividing and planning lands, including waiving planning ratios, waiving overlaps, if any, submitting licenses, extracting survey decisions, extracting deeds, adding area, amending and marginalizing deeds, entering real estate



deeds into the comprehensive system. The Board has the right to extract replacement deeds for lost and damaged ones, request obtaining the necessary licenses and vacations, receiving them, carrying out all related transactions, paying fees, signing all documents and papers required before all government agencies, public and private institutions, and the notary public. It has the right to manage all lands and real estate owned by the Company, implement agricultural projects on them, establish buildings and facilities for those projects, provide them with the necessary equipment, request licenses for that of various types from all authorities, refer to all municipalities, secretariats and ministries with all their branches, departments and offices in everything related to the lands, real estate and projects established or to be established on them. It has the right to borrow from local and foreign banks, borrow from the Real Estate Development Fund, the right to borrow from the Real Estate Development Fund and the Agricultural Development Fund and any of their branches in the name of the Company, sign contracts, mortgage, assign, receive loans, provide the necessary guarantees for those loans, including mortgaging the lands and buildings that the loan requires to be mortgaged to obtain the loan, sign contracts with contractors to implement projects, request visas to bring in workers, sign their employment contracts, determine their salaries, refer to labor bureaus with everything related to them, pay their dues, terminate their services, sign papers, documents and deeds necessary for that, and also do everything that requires procedures at the notary public, departments and relevant government agencies in all matters related to the lands and real estate owned by the



Company inside and outside the Kingdom, refer to the secretariats and municipalities in opening shops, extracting licenses, renewing licenses, canceling licenses, transferring licenses, extracting construction and renovation permits, extracting building completion certificates, planning lands, extracting health cards, and converting agricultural lands into residential ones.

With regard to banks and financial institutions: Refer to all local and foreign banks and financial institutions, opening debit and credit accounts of various types, approving signature, opening portfolios and investment accounts in the name of the Company with all local and foreign banks and investment companies inside and outside the Kingdom, whether in Saudi or foreign currency, withdrawing and depositing in them, suspending accounts, closing them, settling them, updating their data, requesting electronic services, issuing ATM cards and credit cards, receiving them, receiving their secret numbers, suspending accounts, closing them, settling them, updating their data, extracting account statements, conducting all electronic banking operations, concluding contracts related to them and Islamic Murabaha contracts, renting and using safe deposit boxes, ratifying balances, signing all acknowledgments and documents related to moving these accounts from transfer orders, checks, localized commercial documents and others, owning securities in the Saudi, Gulf and global market, trading them by buying and selling, modifying and canceling orders, transferring between investment accounts to the Company's current account in banks or between the Company's investment accounts, updating portfolios, mortgaging securities, releasing the mortgage, obtaining banking



facilities, providing the necessary guarantees, signing the guarantees required by banks to cover the credit banking facilities granted to others, signing all papers and forms related to that matter, obtaining the username and password for the Company's electronic investment accounts, depositing money in the accounts opened or to be opened in the name of the Company, withdrawing them, giving clearances and discharges, signing, endorsing and accepting checks, withdrawals, documents, bills of exchange, receipts and bills drawn in Saudi and foreign currencies, transferring their ownership to the bank, discharging, receiving, guaranteeing payment on due dates and other endorsements, signing all transfer orders, schedule of discounting commercial papers, signing localization on commercial papers, receiving remittances in the name of the Company in Saudi or foreign currency, organizing export undertakings, withdrawing and signing them, using all banking facilities and credits decided for it in Saudi and foreign currency, receiving, paying, discounting, financing and clearing, and in any form of banking dealing, concluding and signing all contracts, deeds and documents related to them, borrowing from local and foreign banks, real estate, industrial and agricultural development funds, the Saudi Arabian Agricultural Bank or from any other party, whether local or foreign, following up with these entities with everything necessary, borrowing amounts against in-kind and personal guarantees of any kind, whether insurance, mortgage or otherwise, or without that, and providing guarantors and solidarity with them. It has the right to receive the loan, assign it, request exemption from the loan, repay the loan, open documentary credits for import and export and all other bank credits, amend



them, endorse them, raise reservations, withdraw papers belonging to them in whole or in part, receive all documents, papers, bills of lading and other papers belonging to them in whole or in part for any goods that have been or will be shipped for the Company's account, conclude ordinary or precautionary loan, pledge and guarantee contracts, provide insurance and mortgages to banks. It has the right to waive and reconcile rights, request banking approvals, sign contracts related to them, promissory notes, buy and sell currency, sign related documents, pay expenses, pay fees, interest and commissions resulting from that, conduct all other banking transactions, accept discrepancies in the documents of documentary credits. It has the right to sign treasury agreements, works and products, buy and sell shares, bonds, bills and treasury bonds, Islamic financial instruments of various types and names, register them in the name of the Company in the shareholders' registers, or the registers for bonds with the competent authorities, receive and pay their value and due installments, receive certificates for those shares and bonds, subscribe in the name of the Company in the Saudi financial market, in the shares of companies issuing shares, in shares of capital increase, in buying shares offered in public auctions, paying their price, registering them in the name of the Company, receiving and collecting excess amounts over subscription, and the value of shares subscribed to in case of return or withdrawal from the establishment of the company, receiving profits for shares, companies and others from any company or bank. It has the right to issue instructions or requests for buying and selling by telephone. It has the right to attend meetings of founding, ordinary and extraordinary general



assemblies of joint stock and closed companies, vote in them, access their various books and records, obtain their various booklets issued by them. It has the right to refer to all official and private departments, including the stock market, the Clearing and Central Depository Center, the Capital Market Authority. It has the right to enter tenders, auctions and competitions on behalf of the Company, pay, receive, settle and receive dues from others. It has the right to guarantee banking and non-banking facilities for companies in which the Company contributes, sign their facilities documents, waive all dues to banks or others, and related commercial papers. In this regard, it has absolute and widest powers to deal in its name and conduct all contracts and transactions within the Company's purpose.

With regard to government ministries, government agencies and non-governmental agencies: The right to refer to all ministries, public institutions, authorities, directorates and their branches and their affiliated departments and sections, private companies and institutions, represent the Company, and the right to represent the Company before governmental, quasi-governmental and non-governmental agencies inside and outside the Kingdom with regard to payment, receipt, receiving and delivering the price, sale, purchase, renting, receiving, leasing, concluding and terminating contracts. He has the right to negotiate with local or foreign companies inside or outside the Kingdom to obtain agencies from them for the Company and register them with the competent authorities, and the right to claim, collect and receive all amounts belonging to the Company by



means of certified or uncertified checks in the name of the Company, and receive financial statements of any value and insurance dues.

With regard to government procurement: Entering into competitions, tenders, public and private procurement, purchasing their documents, submitting offers, bids and tenders, receiving them, entering into public and private auctions and tenders, accepting or rejecting the award, paying and recovering insurance, attending the opening of envelopes, and signing on behalf of the Company on all contracts.

With regard to commercial agencies: He has the right to register commercial agencies in the name and for the benefit of the Company, sign all local and international agency contracts in accordance with the regulations, and sign all documents and commercial papers resulting from them.

With regard to the General Customs Authority: Issuing a customs license, renewing the customs license, opening branches for the customs license, transferring the customs license, canceling the customs license, clearing goods, inspection and examination, paying fees, receiving clearances and customs card, amending or issuing a replacement for the lost customs card, managing and supervising the license, issuing a certificate of origin, requesting customs exemption, import and export.

With regard to labor recruitment and recruitment offices: He has the right to bring in workers from abroad, issue visas, cancel them, recover visa amounts, amend



nationalities, issue visit visas, amend professions in visas, refer to embassies, extend exit and re-entry visas, visit visas, extract data statements (print), receive visa compensations, transfer sponsorships, update workers' data, liquidate and cancel workers, report workers' escape, cancel escape reports for workers, issue and renew work permits, complete workers' procedures with social insurance, refer to the Computer Department in the Labor Force to drop workers, add workers, add and delete Saudis, receive Saudization certificates, open main and sub-files, renew and cancel them, upgrade to the second level, transfer ownership of establishments, liquidate and cancel them, refer to the section of private recruitment offices, amend nationalities, amend the place of arrival, issue family visit visas, issue visas for bringing in families, and amend professions in visas.

With regard to passports: Refer to passports for renewing residencies, issuing residencies to replace lost or damaged ones, issuing exit and re-entry or final exit, transferring sponsorships, transferring information, updating data, amending professions, settling, reporting escape or canceling escape reports, canceling final exit visas, issuing travel visas to replace damaged or lost ones, issuing extension of visit visas, adding dependents, completing procedures for deceased workers, extracting workers' data statements (print), dropping workers, returning to the Deportation and Expatriates Department, the Ports Affairs Department, extracting return certificates, and extracting Hajj permits.



The Board of Directors shall have the right to form a number of committees to assist it in carrying out its responsibilities and managing the Company and its operations or to perform specific tasks assigned by the Board of Directors and determine their remuneration and rewards, and to approve, amend and publish the regulation or policy for each committee, if any, and to nominate, appoint and dismiss their members.

The Board shall have the right to select and determine the duties and powers of the executive management of the Company, review and evaluate their performance and the extent of their implementation of the established strategies, policies and plans, and to develop and approve a succession plan for senior executives, especially the Managing Director and Chief Executive Officer. The Board shall also have the right to appoint an internal auditor, determine his fees and evaluate his performance, and it may delegate these tasks to the Audit Committee.

The Board shall have the right to appoint an executive director for the Company and to suspend, dismiss agents and employees of the Company, and determine their salaries, wages and remuneration.

The Board shall also have the right to delegate to third parties all or some of what has been delegated to it, dismiss agents, agree with them and determine their fees. The Board shall have the right to approve, amend and publish the Company's internal, financial, administrative and technical regulations, bylaws and policies, and its policies and procedures related to employees, and to appoint executive committees for the Company of various types and designations, determine their duties and powers, and



approve agendas for the General Assemblies. The Board may appoint the Company's representatives in the management of any other company that is a subsidiary or in which it holds shares, attend meetings of partners' or shareholders' assemblies, boards of directors and boards of managers, vote on behalf of the Company, and sign resolutions and minutes of meetings of partners' and shareholders' assemblies, boards of managers and boards of directors therein.

The Board of Directors shall have the right to distribute interim dividends to registered shareholders during the fiscal year in the event that there are sufficient amounts in the Company's accounts, and the dividends shall be distributed by a resolution issued by the Company's Board of Directors, which shall be subsequently approved by the General Assembly at its annual meeting.

The Board shall also have the right, within the limits of its competence, to delegate one or more of its members or others to undertake a specific work or works, take a specific procedure or action, or perform a specific work or works, and to cancel the delegation or authorization in part or in full.

The Board of Directors shall appoint a Secretary chosen from among its members or others, and determine his powers.

The Board of Directors shall have the right, within the limits of its competence, to delegate one or more of its members or others to undertake a specific work or works.



Article 18: Remuneration of Board Members

1. The remuneration of the members of the Board of Directors and the committees emanating from the Board shall be a specific amount, attendance allowance for sessions, or a certain percentage of net profits. It is permissible to combine two or more of the aforementioned, and the determination of the amount of remunerations and their method shall be in accordance with the remuneration policy approved by the General Assembly.
2. The report of the Board of Directors to the Ordinary General Assembly must include a comprehensive statement of all that the members of the Board of Directors received during the fiscal year in terms of remunerations, expense allowances and other benefits. It must also include a statement of what the members of the Board received in their capacity as employees or administrators, or what they received in return for technical, administrative or advisory work, and it must also include a statement of the number of Board sessions and the number of sessions attended by each member from the date of the last meeting of the General Assembly.

Article 19: Powers of the Chairman, Vice-Chairman, Managing Director and Secretary



1. The Board of Directors shall appoint from among its members a Chairman of the Board, and it may appoint from its members a Managing Director or a Vice-Chairman of the Board of Directors.
2. The Board of Directors shall appoint a Chief Executive Officer from among its members or others.
3. The Chairman of the Board and his Vice-Chairman, in case of his absence, shall be responsible for calling the Board to meet, chairing the Board meetings, determining the dates of the Board's convening, approving the Board's agendas, publishing its decisions and following up on their implementation. He shall also be responsible for calling the General Assembly to hold meetings of the General Assembly of Shareholders and chairing them. He shall also have the following powers: Representing the Company in its relations with others, before the judiciary, all government agencies, the notary public, all Sharia courts, the Board of Grievances, labor offices, workers, higher and preliminary bodies for settling labor disputes, commercial papers committees, the Committee for the Resolution of Securities Disputes, all judicial committees, quasi-judicial committees of various types, dispute resolution committees of various types, and arbitration bodies. He shall have the right to acknowledgment, claim, defense, pleading, litigation, waiver, reconciliation, acceptance and enforcement of judgments, request for execution of judgments and objection thereto. Filing and hearing cases brought by or against the Company, defending, pleading, proving, denying, attending sessions,



challenging and amending, giving answers, accepting judgments, requesting oaths, accepting and referring oaths, reconciliation, waiver, acknowledgment, denial, pleading, defending, litigating, reconciling, requesting arbitration, accepting judgments and objecting to them on behalf of the Company. He shall also have the right to deal with the electronic system (Ejar) of the Ministry of Housing, sign and document contracts through it, issue legal powers of attorney, appoint and dismiss agents and lawyers, and authorize others and grant others the right to authorize a third party.

The Chairman of the Board of Directors and the Vice-Chairman of the Board, in the absence of the Chairman, shall also be responsible for representing the Company in its relations with others and before all government agencies, the notary public, civil rights, police departments, chambers of commerce and industry, private bodies, companies and institutions of various types, and issuing legal powers of attorney and appointing and dismissing agents and lawyers. The Chairman of the Board shall have the authority to approve job descriptions and their amendments for the Managing Director and Chief Executive Officer, approve the secondment of the Managing Director and Chief Executive Officer for business trips inside and outside the Kingdom of Saudi Arabia, approve the annual leave request for the Chief Executive Officer and assign someone to act as a substitute for the Chief Executive Officer. The Chairman shall approve external correspondence addressed to Their Highness and Excellency and to officials in



government agencies outside the Riyadh region. The Chairman of the Board (jointly with any member of the Board of Directors) shall have the right to sell, purchase, rent and lease lands and real estate, determine their price, develop them, pay their price, receive the price of what is sold from them, vacate them in whole or in part, accept purchase for them and others, pay their price, gift, vacate, accept gifting and vacating, do whatever he deems appropriate for that, receive title deeds issued in the name of the Company, deliver them, refer to municipalities, secretariats and the notary public to do all that is necessary for that, extract deeds, amend them, marginalize them and update them. The Chairman of the Board of Directors may delegate or authorize (by written decision) some of his powers to other members of the Board or to third parties to undertake specific work or actions. The Vice-Chairman of the Board of Directors shall replace the Chairman of the Board of Directors in his absence in cases where the Board of Directors has a Vice-Chairman.

4. Appointing the Managing Director: The Board of Directors shall appoint a Managing Director from among the members of the Board, who shall have the following powers:

With respect to the representation of the company vis-à-vis third parties: the company shall be represented in its dealings with third parties, the employer, notaries public, passport offices, civil rights departments, police and traffic departments, municipalities, emirates, governorates, the Ministry of Interior, the Ministry of Foreign Affairs, the



Ministry of Labor, embassies, consulates, customs authorities, recruitment agencies, the General Authority for Zakat and Income, the General Organization for Social Insurance, all other governmental bodies, governmental organizations, public institutions, private companies, institutions, commercial and industrial chambers, private bodies and entities, banks, commercial banks, investment companies and institutions, and all governmental funding organizations under various titles and jurisdictions, and companies and institutions of different types both within and outside the Kingdom. Moreover, representation shall extend to diplomatic bodies active in the company's field of work, as well as regional, international, and charitable organizations, and before companies established by the company itself. The authorized representative shall have the power to approve amendments to the total estimated budget and reallocations between items, to sanction the human resources requirement plan, to approve the determination of the percentage increase of the employees' total salaries (according to the budget), and to contract in the name of the company and approve operations of purchasing and operational contracts, and their amendment and cancellation under the annual purchasing plan (strategic, periodic, external purchases, materials, services, and works), as well as to approve storage policies. The Managing Director (jointly with the Chairman of the Board or any other board member) shall have the authority to purchase lands and properties, to settle their prices, to execute their sale wholly or partially, to accept purchases thereof and other alike, to pay for them, to accept their registration, to perform all acts deemed appropriate in connection therewith, to receive title deeds issued in the



name of the company and to deliver them, to refer to municipalities and secretariats, and to draft contracts to perform all necessary actions in that regard, to extract title deeds, to amend them, to annotate and to update them. Within the limits of his powers, he shall also have the authority to delegate whomever he deems fit with all or some of his powers and to issue powers of attorney, as well as the right to revoke such powers of attorney.

5. The Chief Executive Officer shall have the following powers: Approving and amending forms of contracts and agreements, whether for agents and external and government sales contracts or for procurement and services management contracts, in addition to the following powers: With regard to representing the Company towards third parties: Representing the Company before companies established by the Company, and in its relations with third parties, labor offices, notary publics, passport offices, civil rights departments, police and traffic departments, municipalities, emirates, governorates, the Ministry of Interior and Foreign Affairs, the Ministry of Labor, embassies, consulates, customs, recruitment offices, the General Authority of Zakat and Tax, the General Organization for Social Insurance, and all other government agencies, government authorities, public institutions, private companies and institutions, chambers of commerce and industry, private bodies and entities, banks, commercial banks, investment institutions and companies, and all government financing funds and institutions of various names and specializations, and companies and institutions of various



types inside and outside the Kingdom. He also has the right to announce the Company's activities and plans in newspapers or publish through social media sites, hold events for the Company's guests, bid farewell and honor its employees, approve external correspondence addressed to officials in government agencies within the Riyadh region, external correspondence to officials in the business sector, as well as approve promotional campaigns and participation in conferences and events related to the nature of the Company's work, approve advertisements in newspapers and magazines, the content of the Company's website and social media sites, and select gifts and promotional materials. He also has the right to approve price quotations that will be submitted to customers (medical facilities) in the government sector, approve granting discounts to customers (medical facilities) in the government and private sectors, and prepare responses to customers' comments related to products. With regard to claims and courts: Claiming, filing lawsuits, pleading, defending, hearing lawsuits and responding to them, acknowledgment, denial, conciliation, waiver, discharge, requesting and referring oaths, refraining from them, bringing witnesses and evidence and challenging them, answering, challenging and amending, challenging forgery, denying handwriting, seals and signatures, requesting travel bans and lifting them, refer to seizure and execution departments, requesting seizure and execution, requesting arbitration, appointing experts and arbitrators, challenging expert and arbitrator reports, rejecting and replacing them, demanding the execution of judgments,



accepting and enforcing judgments, objecting to judgments, requesting appeal, requesting reconsideration, marginalizing judgment deeds, requesting rehabilitation, requesting preemption, completing what is necessary to attend sessions in all lawsuits before all courts, receiving judgment deeds, requesting the recusal of a judge, requesting joinder and intervention, requesting the referral of the case, and before administrative courts (Board of Grievances), before financial dispute resolution committees, banking dispute settlement committees, before offices for adjudicating commercial paper disputes, commercial dispute resolution committees, before customs committees, commercial fraud committees, before the Control and Investigation Authority, before the Public Prosecution, before all judicial and quasi-judicial authorities and committees, and requesting the annulment of a judgment before the Supreme Court. With regard to policies: He shall oversee the implementation of the Company's general policy approved by the Board of Directors and approve the Company's internal procedures and work forms and their amendments.

With regard to human resources and administrative affairs: The Chief Executive Officer has the right to approve the recruitment plan, approve the appointment of employees, approve the announcement of vacant positions in the Company, job offers submitted to candidates and employment contracts offered to them, approve the confirmation and termination of employees' services during or after the probationary period, approve the disbursement of bonuses and incentives in light of the estimated budget approved by the



Board, approve the determination of those entitled (according to the results of performance evaluation), and approve the disbursement of monthly payrolls and salaries. The Chief Executive Officer has the right to approve the annual training plan and its budget, approve the nomination of employees for training programs, approve the evaluation of employees' performance, approve the secondment of administrative unit managers (senior executives) or employees for a business trip inside or outside the Kingdom of Saudi Arabia, approve the imposition of disciplinary penalties on administrative unit managers (senior executives). He also has the right to approve annual leave requests, assign someone to act as a substitute for administrative unit managers (senior executives), approve emergency and exceptional unpaid leave, Hajj leave, approve official holiday dates (Eid al-Fitr, Eid al-Adha, National Day, and Founding Day), approve official working hours and approve their change, approve precautionary and preventive measures against epidemics determined by the relevant government agencies, and approve employee salary certificates. He has the right to accept or reject an employee's resignation, approve the acceptance of the service period for employees who have reached retirement age, approve the appointment of part-time employees, approve granting personal advances to employees on their salary for a maximum period of 12 months, defer the deduction of the employee's personal advance installment, and approve a farewell ceremony for employees who have terminated their services under circumstances other than violation. He also has the right to approve the issuance of administrative decisions and circulars within the scope of application for



administrative unit managers (senior executives) and employees, approve the issuance of exceptional travel tickets and authorization for government transactions, approve the transfer of sponsorship of the Company's employees to another company, approve reorder points for all products (devices, equipment, and tools) related to the Company's main activity and its associated activities, approve plans to provide devices, systems and applications for the Company, approve the request for special systems and programs for administrative units outside the approved plan and determine their specifications, and approve granting the Company's employees broader powers over the systems used (access, viewing, and generating reports). He also has the right to approve studies, research and reports, market analysis, competitors, economic feasibility, financial model and others for investment opportunities, and approve technical standards and specifications for products related to the Company's main activity (devices, equipment, and tools). With regard to companies and commercial registers: He has the right to refer to the management of registers, extract registers, renew registers, reserve the trade name, subscribe to the Chamber of Commerce, renew the subscription to the Chamber of Commerce, approve the signature at the Chamber of Commerce, manage registers, supervise registers, add activity, amend registers, open branches for registers, cancel registers, refer to GOSI, the Department of Zakat and Income Tax, refer to civil defense, sign articles of incorporation and amendment appendices, sign articles of incorporation of companies in which the Company may participate, appoint and dismiss directors, close accounts with banks in the name of the Company, sign agreements, register the



Company, register agencies and trademarks, attend boards and general assemblies, ordinary and extraordinary, open files for the Company, open branches for the Company, amendment appendices, sign articles of incorporation and amendment appendices before the notary public and those certified by the Ministry of Commerce, extract and renew commercial registers for the Company, subscribe to and renew the Chamber of Commerce, refer to the Quality Management Department, the Standards and Metrology Authority, extract and renew licenses for the Company, convert the establishment into a company, refer to the Ministry of Investment and sign before it, refer to telecommunications companies, establish landlines or mobile phones in the name of the Company, refer to the Capital Market Authority, enter tenders, receive forms, publish the articles of incorporation, amendment appendices, their summaries and the basic regulations in the Official Gazette, sign agreements and deeds before the notary public and official bodies, and issue legal powers of attorney on behalf of the Company inside and outside the Kingdom. With regard to real estate, lands, secretariats and municipalities: He has the right (jointly with the Chairman of the Board or any other member of the Board) to purchase, rent and lease lands and real estate, pay their price, vacate them in whole or in part, accept purchase for them and others, pay their price, accept vacating, conclude various contracts for construction on all lands owned or invested, rent them, do whatever he deems appropriate, sign contracts, papers, documents and instruments necessary for that, receive title deeds issued in the name of the Company, deliver them, refer to municipalities, secretariats and the notary public,



extract deeds, and he has the right to extract replacement deeds for lost and damaged ones, request obtaining the necessary licenses and permits, receive them, carry out all related transactions, pay fees, sign all documents and papers required before all government agencies, public and private institutions, and the notary public, and he has the right to manage all lands and real estate owned by the Company, provide them with the necessary equipment, request licenses for that of various types from all authorities, refer to all municipalities, secretariats and ministries with all their branches, departments and bureaus in everything related to the lands, real estate and projects established or to be established on them, sign contracts, sign contracts with contractors to implement projects, request visas to bring in workers, sign their employment contracts, determine their salaries, refer to labor offices with everything related to them, pay their dues, terminate their services, sign papers, documents and instruments necessary for that, and also do everything that requires procedures at the notary public, departments and relevant government agencies in all matters related to the lands and real estate owned by the Company inside and outside the Kingdom, refer to the secretariats and municipalities in opening shops, extracting licenses, renewing licenses, canceling licenses, transferring licenses, extracting construction and renovation permits, extracting building completion certificates, planning lands, and extracting health cards. With regard to the Company's finances: The Chief Executive Officer has the right to approve amendments to the account structure, reports related to the Company's revenues, compare actual expenses with planned ones, asset inventory reports, and the Chief



Executive Officer has the right to select the banks that the Company deals with, approve temporary and permanent advances in accordance with the limits referred to in the Company's authority matrix, contract in the name of the Company, approve procurement operations, operational contracting, amendment and cancellation in accordance with the annual procurement plan (strategic, periodic, procurement, external services and works), and pay fines imposed on the Company by government agencies.

With respect to banks and financial institutions: Refer to all local and foreign banks and financial institutions, opening various types of debit and credit accounts, approving signatures, opening portfolios and investment accounts in the name of the Company with all local and foreign banks and investment companies inside and outside the Kingdom, whether in Saudi or foreign currency, withdrawing and depositing funds, suspending, closing, and settling accounts, updating their information, requesting electronic services, issuing ATM cards and credit cards, receiving them, receiving their secret numbers, suspending, closing, and settling accounts, updating their information, extracting account statements, conducting all electronic banking operations, concluding contracts related thereto, renting and using safe deposit boxes, ratifying account balances, signing all acknowledgments and documents related to the movement of these accounts including transfer orders, checks, localized commercial documents, and other documents, owning securities in the Saudi, Gulf, and global markets, trading them through buying and selling, modifying and canceling orders, transferring between investment accounts to the Company's current account in banks or between the Company's investment accounts,



updating portfolios, signing all papers and forms related to that matter, obtaining usernames and passwords for the Company's electronic investment accounts, depositing funds in accounts opened or to be opened in the name of the Company, withdrawing them, signing, endorsing, and accepting checks, withdrawals, documents, bills of exchange, receipts, and bills drawn in Saudi and foreign currencies, transferring their ownership to the bank, receiving, guaranteeing payment on due dates, and other endorsements, signing all transfer orders, schedules for discounting commercial papers, signing localization on commercial papers, receiving remittances in the name of the Company in Saudi or foreign currency, organizing export undertakings, withdrawing and signing them, using all banking facilities and credits granted to the Company in Saudi and foreign currency for receiving, paying, discounting, financing, clearing, and in any form of banking transaction, concluding and signing all contracts, deeds, and documents related thereto. He shall have the right to open documentary credits for import and export and all other banking credits, amend them, endorse them, raise reservations, withdraw papers related to them in whole or in part, receive all documents, papers, bills of lading, and other papers related to them in whole or in part for any goods that have been or will be shipped for the Company's account, request banking approvals, sign contracts related thereto and promissory notes, buy and sell currency, sign documents related thereto, pay expenses, pay fees, interest, and commissions resulting therefrom, conduct all other banking transactions, accept discrepancies in documents of documentary credits. He shall have the right to sign treasury agreements, works, and



products, buy and sell shares, bonds, bills, treasury bonds, and Islamic financial instruments of various types and designations, register them in the name of the Company in the shareholders' registers or the registers for bonds with the competent authorities, receive and pay their value and due installments, receive certificates for those shares and bonds, subscribe in the name of the Company in the Saudi financial market and in the shares of companies issuing shares, in shares of capital increase, in purchasing shares offered in public auctions, paying their price, registering them in the name of the Company, receiving and collecting excess amounts over subscription, and the value of shares subscribed to in case of reversal or withdrawal from the establishment of the company, receiving profits for shares, companies, and others from any company or bank. He shall have the right to issue instructions or requests for buying and selling by telephone. He shall have the right to attend meetings of founding, ordinary, and extraordinary general assemblies of closed joint-stock companies, vote in them, review their various books and records, obtain their various booklets issued by them. He shall have the right to refer to all official and private departments, including the stock market, the Clearing and Central Depository Center, and the Capital Market Authority. He shall have the right to enter tenders, auctions, and competitions on behalf of the Company, pay, receive, settle, and receive dues from others, and commercial papers related thereto. In this regard, he shall have absolute and broadest powers to deal in its name and conduct all contracts and transactions falling within the Company's purpose. With respect to governmental ministries, governmental authorities, and non-



governmental entities: The right to refer to all ministries, public institutions, authorities, directorates and their branches, and their affiliated departments and divisions, as well as private companies and establishments, and to represent the Company and the right to represent the Company before governmental, quasi-governmental, and non-governmental entities inside and outside the Kingdom in relation to payment, receipt, receiving and delivering the price, sale, purchase, renting, collection, leasing, concluding contracts and terminating them. Furthermore, he shall have the right to negotiate with local or foreign companies inside or outside the Kingdom to obtain agencies from them for the Company and register them with the competent authorities, and the right to claim, collect and receive all amounts belonging to the Company by means of certified or non-certified checks in the name of the Company, and to receive financial statements regardless of their value and insurance entitlements. With respect to governmental procurement: Entering into competitions, tenders, public and private procurement, purchasing their documents, submitting offers, bids and tenders, receiving them, entering into public and private auctions and tenders, accepting or rejecting the award, paying and recovering insurance, attending the opening of envelopes, and signing on behalf of the Company on all contracts and agreements. With respect to commercial agencies: He shall have the right to register commercial agencies in the name and for the benefit of the Company, sign all local and international agency contracts in accordance with the regulations, and sign all documents and commercial papers resulting therefrom. With respect to the General Customs Authority: Issuing a customs license, renewing the



customs license, opening branches for the customs license, transferring the customs license, canceling the customs license, clearing goods, inspection and examination, paying fees, receiving clearances and customs card, amending or issuing a replacement for the lost customs card, managing and supervising the license, issuing a certificate of origin, requesting customs exemption, import and export. With respect to labor recruitment and recruitment offices: He shall have the right to bring in workers from abroad, issue visas, cancel them, recover visa amounts, amend nationalities, issue visit visas, amend professions in visas, refer to embassies, extend exit and re-entry visas, visit visas, extract data statements (print), receive visa compensations, transfer sponsorships, update workers' data, liquidate and cancel workers, report workers' escape, cancel escape reports for workers, issue and renew work permits, complete workers' procedures with social insurance, refer to the Computer Department in the Labor Force to drop workers, add workers, add and delete Saudis, receive Saudization certificates, open main and sub-files, renew and cancel them, upgrade to the second level, transfer ownership of establishments, liquidate and cancel them, refer to the section of private recruitment offices, amend nationalities, amend the place of arrival, issue family visit visas, issue visas for bringing in families, and amend professions in visas. With respect to passports: Refer to passports for renewing residencies, issuing residencies to replace lost or damaged ones, issuing exit and re-entry or final exit, transferring sponsorships, transferring information, updating data, amending professions, settling, reporting escape or canceling escape reports, canceling final exit visas, issuing



travel visas to replace damaged or lost ones, issuing extension of visit visas, adding dependents, completing procedures for deceased workers, extracting workers' data statements (print), dropping workers, returning to the Deportation and Expatriates Department, the Ports Affairs Department, extracting return certificates, and extracting Hajj permits. He also has the right, within the limits of his powers, to authorize whomever he wishes with all or some of his powers, issue powers of attorney, and he has the right to cancel powers of attorney and form temporary committees. Secretary: The Board of Directors shall appoint from among its members or others a secretary, who shall have the following powers: Preparing agendas for Board meetings, its meeting minutes, approving dates, reviewing them, recommending their approval and following up on their implementation after being approved by the Chairman of the Board. He shall review external correspondence addressed to Their Highness and Excellency and officials in government agencies outside the Riyadh region, recommend and submit them to the Chairman of the Board for approval.

The term of the Chairman, his Vice-Chairman, the Managing Director and the Secretary, who is a member of the Board of Directors, shall not exceed the term of their respective membership in the Board. The Board of Directors may dismiss the Chairman of the Board, his Vice-Chairman, the Managing Director, the Chief Executive Officer, the Secretary, or any of them from those positions, and this dismissal shall not entail their dismissal from the membership of the Board of Directors.



Article (20): Board Meetings

1. The Board shall convene at the invitation of its Chairman, and the Chairman shall call the Board to a meeting at the request of any member of the Board. The Board shall convene at least four times a year, provided that it convenes once every (three) months.
2. The invitation shall be sent to each member by mail, e-mail or any other means of communication at least five (5) days prior to the date set for the meeting (however, the members of the Board of Directors may waive the notice period stipulated in this Article). The invitation may be sent within a period of less than five (5) days if the situation calls for an emergency meeting.
3. The Board of Directors shall determine the place for holding its meetings, and meetings may be held using modern technology means.

Article (21): Board Meeting and Resolutions

1. A Board meeting shall not be valid unless attended by at least half of the number of Board members. A member may delegate another member to attend Board meetings and vote therein, subject to the following controls:
 - a. A member of the Board of Directors may not represent more than one member in attending the same meeting.
 - b. The delegation shall be in writing and for a specific meeting.



- c. The representative may not vote on resolutions that the delegating member is prohibited by law from voting on.
2. Resolutions of the Board shall be issued by the approval of at least the majority of the members present or represented. In case of a tie, the side with which the Chairman of the Board voted shall prevail.
3. A resolution of the Board of Directors shall be effective from the date of its issuance, unless it stipulates its effectiveness at another time or upon the fulfillment of certain conditions.
4. The Board of Directors may issue resolutions on urgent matters by presenting them to all members by passing, unless one of the members requests – in writing – a meeting of the Board for deliberation. Such resolutions shall be issued with the approval of the majority of the Board members and shall be presented to the Board at its first subsequent meeting to be recorded in the minutes of that meeting.
5. A member of the Board of Directors may not have a direct or indirect personal interest in the business and contracts that are made for the Company's account except with a license from the Ordinary General Assembly. The member shall inform the Board of the nature of his interest in the matter presented, and this notification shall be recorded in the minutes of the meeting. This member may not participate in voting on the resolution issued in this regard in the meetings of the Board or the General Assembly.



6. The Board of Directors shall inform the General Assembly, when it convenes, of the business and contracts in which any of the Board members has an interest from the date of its issuance, unless it stipulates its effectiveness at another time or upon the fulfillment of certain conditions.

Article (22): Board Deliberations

The deliberations and resolutions of the Board shall be recorded in minutes prepared by the Secretary and signed by the Chairman of the meeting, the attending members of the Board of Directors and the Secretary. The minutes shall be kept in a special register signed by the Chairman of the Board and the Secretary. Modern technology means may be used for signing and proving the deliberations and resolutions and recording the minutes.

Chapter Four: Shareholders' Assemblies

Article (23): Shareholders' General Assembly

The Shareholders' General Assembly meeting shall be chaired by the Chairman of the Board of Directors or his Vice-Chairman in his absence, or whomever the Board of Directors delegates from among its members in their absence. In case this is not possible, the General Assembly shall be chaired by whomever the shareholders delegate from among the members of the Board or others by voting.



Each shareholder shall have the right to attend the General Assembly meeting, and for that purpose, he may delegate another person who is not a member of the Board of Directors.

The General Assembly meeting may be held and the shareholder may participate in the deliberations and vote on resolutions through modern technology means.

Article (24): Invitation to the Assemblies

1. The General and Special Assemblies shall convene at the invitation of the Board of Directors. 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 one or more shareholders representing at least (ten percent) of the Company's shares that have voting rights.
2. The auditor may call the Ordinary General Assembly to convene if the Board does not send the invitation within (thirty) days from the date of the auditor's request.
3. The request referred to in Paragraph (1) of this Article shall specify the matters on which the shareholders are required to vote.
4. The invitation to convene the Assembly shall be sent at least (twenty-one) days before the date set for it in accordance with the provisions of the law, taking into account the following:
 - a. Announcing the invitation through modern technology means.
 - b. Sending a copy of the invitation and agenda to the Capital Market Authority.



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

- a. A statement of the person entitled to attend the Assembly meeting and his right to delegate whomever he chooses who is not a member of the Board of Directors, a statement of the shareholder's right to discuss the topics listed on the Assembly's agenda, 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 a general or special assembly.
- d. The meeting agenda, including the items on which the shareholders are required to vote.

Article Twenty-Five: Quorum of the Ordinary General Assembly

1. A meeting of the Ordinary General Assembly shall not be valid unless attended by shareholders representing at least a quarter of the Company's shares that have voting rights.
2. If the quorum necessary to hold the Ordinary General Assembly meeting is not available in accordance with Paragraph (1) of this Article, an invitation shall be sent for a second meeting to be held in the same manner stipulated in Article (Ninety-One) of the Companies Law within (thirty) days following the date set for the previous meeting. However, the second meeting may be held one hour after the end of the period specified for holding the first meeting, provided that the



invitation to hold the first meeting includes the possibility of holding that meeting. In all cases, the second meeting shall be valid regardless of the number of shares with voting rights represented therein.

Article (26): Quorum of the Extraordinary General Assembly

1. A meeting of the Extraordinary General Assembly shall not be valid unless attended by shareholders representing at least half of the Company's shares that have voting rights.
2. If the quorum necessary to hold the Extraordinary General Assembly meeting is not available in accordance with Paragraph (1) of this Article, an invitation shall be sent for a second meeting to be held in the same manner stipulated in Article (Ninety-One) of the Companies Law. However, the second meeting may be held one hour after the end of the period specified for holding the first meeting, provided that the invitation to hold the first meeting includes the possibility of holding that meeting. In all cases, the second meeting shall be valid if attended by a number of shareholders representing (one quarter) of the Company's shares that have voting rights.
3. If the necessary quorum for holding the second meeting is not available, an invitation shall be sent for a third meeting to be held in the same manner stipulated in Article (Ninety-One) of the Companies Law, and the third meeting



shall be valid regardless of the number of shares with voting rights represented therein.

Article (27): Voting in Assemblies

1. Each shareholder shall have one vote for each share in the General Assemblies, and cumulative voting shall be used in electing members of the Board of Directors so that the voting right of a share may not be used more than once.
2. Members of the Board of Directors may not participate in voting on the Assembly's resolutions related to business and contracts in which they have a direct or indirect interest or that involve a conflict of interest.

Article (28): Resolutions of the Assemblies

1. Resolutions of the Ordinary General Assembly shall be issued by the approval of the majority of the voting rights represented at the meeting.
2. Resolutions of the Extraordinary General Assembly shall be issued by a (two-thirds) majority of the voting rights represented at the meeting, unless the resolution is related to increasing or decreasing the capital, extending the Company's term, dissolving it before the expiry of the term specified in its Articles of Association, merging it with another company or dividing it into two or more companies, in which case it shall not be valid unless issued by the approval of (three-quarters) of the voting rights represented at the meeting.



Article (29): Discussion in the Assemblies

Each shareholder shall have the right to discuss the topics listed on the agenda of the General Assembly and to direct questions in this regard to the members of the Board of Directors and the auditor. The Board of Directors or the auditor shall answer the shareholders' questions to the extent that does not jeopardize the Company's interest. If a shareholder deems that the answer to his question is not sufficient, he shall appeal to the General Assembly, and its decision in this regard shall be enforceable.

Article (30): Preparation of Assembly Minutes

Minutes shall be written for the Assembly meeting, including the number of shareholders present in person or by proxy, the number of shares in their possession in person or by proxy, the number of votes assigned to them, the resolutions taken, the number of votes that approved or opposed them, and a comprehensive summary 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 Assembly's chairman, secretary and vote collectors (if any).



CHAPTER FIVE: AUDITOR

Article (31): Appointment, Dismissal, and Resignation of the Company's Auditor

1. The Company shall have one or more auditors from among the auditors licensed in the Kingdom, appointed by the General Assembly, which shall determine their remuneration, term of work, and scope. The auditor may be reappointed, provided that the term of appointment does not exceed the period stipulated in the provisions prescribed by law.
2. The auditor may be dismissed by a resolution adopted by the General Assembly. The Chairman of the Board of Directors must notify the competent authority of the dismissal resolution and its reasons, within a period not exceeding five (5) days from the date of issuance of the resolution.
3. The auditor may resign from his task by means of a written notification submitted to the Company, and his task shall end from the date of its submission or on a subsequent date specified in the notification, without prejudice to the Company's right to compensation for the damage it sustains if there is justification. The resigning auditor shall, upon submitting the notification, provide the Company and the competent authority with a statement of the reasons for his resignation, and the Board of Directors must call the General Assembly to convene to consider the reasons for the resignation and appoint another auditor and determine his remuneration, term of work, and scope.



Article (32): Powers of the Auditor

The auditor shall have the right, at any time, to access the Company's documents, accounting records, and supporting documents, and to request the data and clarifications that he deems necessary to obtain in order to verify the Company's assets and liabilities and other matters that fall within the scope of his work. The Board of Directors shall enable him to perform his duty, and if the auditor encounters difficulty in this regard, he shall prove that in a report submitted to the Board of Directors. If the Board of Directors does not facilitate the work of the auditor, he must request that they call the General Assembly to convene to consider the matter. The auditor may direct this call if the Board of Directors does not direct it within thirty (30) days from the date of the auditor's request.

CHAPTER SIX: COMPANY FINANCES AND DISTRIBUTION OF PROFITS

Article (33): Fiscal Year

The fiscal year of the Company shall be twelve Gregorian months, starting from the 1st day of January and ending at the end of the 31st day of December of each year.

Article (34): Financial Documents

1. At the end of each fiscal year of the Company, the Board of Directors shall prepare the financial statements of the Company and a report on its activities and



financial position for the past fiscal year, and shall include in this report the proposed method for distributing profits. The Board shall place these documents at the disposal of the auditor, if any, before the date set for holding the annual Ordinary General Assembly by at least forty-five (45) days.

2. The Chairman of the Board of Directors, the Chief Executive Officer, and the Chief Financial Officer, if any, shall sign the documents referred to in Paragraph (1) of this Article, and copies thereof shall be deposited at the Company's head office at the disposal of the shareholders.
3. The Chairman of the Board of Directors shall provide the shareholders with the financial statements of the Company, the Board of Directors' report, after signing them, and the auditor's report, if any, unless they are published in any of the modern technology means, at least twenty-one (21) days before the date set for holding the annual Ordinary General Assembly, and he shall also deposit these documents in accordance with what is specified by the Implementing Regulations of the Companies Law.

Article (35): Formation of Reserves

1. The Ordinary General Assembly may, when determining the share of the shares in the net profits, decide to form reserves, to the extent that achieves the interest of the Company or ensures the distribution of fixed profits, as much as possible, to



the shareholders. The aforementioned Assembly may also deduct from the net profits amounts to achieve social purposes for the Company's employees.

2. The General Assembly shall determine the percentage that must be distributed to shareholders from the net profits after deducting the reserves, if any.

Article (36): Entitlement to Profits

The shareholder shall be entitled to his share of the profits in accordance with the resolution of the General Assembly issued in this regard. The resolution shall indicate the date of entitlement and the date of distribution. The entitlement to profits shall be for the owners of shares registered in the shareholders' registers at the end of the day specified for entitlement. The Board of Directors shall implement the resolution of the General Assembly regarding the distribution of profits to shareholders.

CHAPTER SEVEN: DISSOLUTION AND LIQUIDATION OF THE COMPANY

Article (37): Dissolution of the Company

The Company shall be dissolved for any of the reasons for dissolution mentioned in Article (Two Hundred and Forty-Three) of the Companies Law, and upon its dissolution, it shall enter into liquidation in accordance with the provisions of Chapter Twelve of the Companies Law. If the Company is dissolved and its assets are not sufficient to pay its debts or if it is in default according to the Bankruptcy Law, it must apply to the



competent judicial authority to open any of the liquidation procedures under the Bankruptcy Law.

CHAPTER EIGHT: FINAL PROVISIONS

Article (38):

1. The Company shall be subject to the laws in force in the Kingdom of Saudi Arabia.
2. Any provision that violates the provisions of the Companies Law in these Articles of Association shall not be considered, and the provisions stipulated in the Companies Law shall apply to it, and everything for which there is no provision in these Articles of Association shall be subject to the Companies Law and its Implementing Regulations.

Article (39):

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

Company Name Middle East Pharmaceutical Industries Company (Listed Joint Stock Company)	Bylaws	Ministry of Commerce (Department of Operations)
Commercial Register 1010150538	Date: 16/01/1446 H Corr.: 22/07/2024 G	(Official Seal Affixed)

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