



BYLAWS

Nice One Beauty Digital Marketing Company, Closed Joint-stock Company

Joint-stock Company

**Bylaws of Nice One Beauty Digital Marketing Company, Closed Joint-stock Company
(Joint-stock Company)**

Chapter One: Incorporation of the Company**Article 1: Incorporation**

The Company shall be established in accordance with the provisions of the Companies Law issued by Royal Decree No. M/132 dated 01/12/1443H, the Implementing Regulations thereof, and these Bylaws, as a Saudi Closed Joint-Stock Company, according to the following:

Article 2: Name of the Company

Nice One Beauty Digital Marketing Company, Closed Joint-Stock Company (Joint-Stock Company).

Article 3: Head Office of the Company

The Company's head office shall be located in the city of Riyadh, and the Company may establish branches within or outside the Kingdom by a Board resolution.

Article 4: Objectives of the Company

The Company shall carry out and implement the following objectives:

Section	Category
Wholesale and retail trade; repair of motor vehicles and motorcycles	Wholesale of textiles, clothing and footwear
Wholesale and retail trade; repair of motor vehicles and motorcycles	Non-specialized wholesale trade
Wholesale and retail trade; repair of motor vehicles and motorcycles	Other retail sale in non-specialized stores
Wholesale and retail trade; repair of motor vehicles and motorcycles	Retail sale of sporting equipment in specialized stores
Wholesale and retail trade; repair of motor vehicles and motorcycles	Retail sale of clothing, footwear and leather articles in specialized stores
Wholesale and retail trade; repair of motor vehicles and motorcycles	Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores
Wholesale and retail trade; repair of motor vehicles and motorcycles	Other retail sale of new goods in specialized stores
Wholesale and retail trade; repair of motor vehicles and motorcycles	Retail sale via stalls and markets of textiles, clothing and footwear
Transportation and storage	Freight transport by road

Transportation and storage	Storage
Transportation and storage	Other transportation support activities
Information and Communication	Computer programming activities
Real Estate Activities	Real estate activities with own or leased property
Administrative and support service activities	Combined office administrative service activities
Administrative and support service activities	Organization of conventions and trade shows

The Company shall practice its activities pursuant to applicable laws and regulations after obtaining the necessary licenses from the 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 of the Company

The Company's issued capital shall be one hundred fifteen million five hundred thousand Saudi Riyals (SAR 115,500,000) divided into (115,000,000) nominal shares of equal value, the value of each being one Saudi Riyals (SAR 1), and all of which are ordinary shares in exchange for cash shares, and the amount paid in cash was one hundred fifteen million five hundred thousand Saudi Riyals (SAR 115,500,000). The cash amounts paid from the issued capital have been deposited with one of the licensed banks.

Article 7: Share Subscription

The Shareholders have subscribed to the entire issued share capital, amounting to 115,000,000 shares, which has been fully paid up.

Article 8: Shareholders' Register

1. The Company shall prepare and maintain a shareholder register of Shareholder names, nationalities, data, places of residence and occupation, the number of shares owned by each, the serial numbers of shares and the amount paid therefor. The Company may engage a third party to prepare such register, which must be kept in the Kingdom.
2. The Company shall provide the commercial register with the data of the register referred to in Paragraph (1) of this Article and any amendments made thereto within fifteen (15) days from the date of the Company's registration with the commercial register or from the date of the amendment, as the case may be.

Article 9: Trading in Shares

The Company's shares shall be transferred upon recording in the Shareholders Register, and the transfer of ownership of the share shall not be valid vis-à-vis the Company or third parties until the date on which the transfer of the share is recorded in the Shareholders' Register.

Article 10: Preferred Shares and Redeemable Shares

The Company's Extraordinary General Assembly may, in accordance with the guidelines set by the competent authority, issue preferred shares or decide to purchase them or convert ordinary shares into preferred shares or convert preferred shares into ordinary shares. Preferred shares shall not bestow voting rights in Shareholder General Assemblies. Such shares shall confer on the holders thereof the right to receive a higher portion than the holders of the ordinary shares from the Company net profits.

Article 11: Sale of Non-Paid Shares

The Shareholder shall pay the value of the shares on the dates set for such payment. If a Shareholder defaults in payment when it becomes due, the Board may, after notice through registered mail or through any means of technology, sell the shares at public auction or through the stock exchange, as the case may be, provided that other Shareholders shall have priority to purchase the shares of the defaulting Shareholders. The Company shall recover the amounts due thereto 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 due amount, then the Company shall have a claim on the entirety of the Shareholder's personal funds for the unpaid balance. The rights associated with unpaid shares shall be withheld until the shares are sold or unpaid amount is paid in accordance with paragraph 1 of this Article. This includes the right to receive distributed dividends and the right to attend and vote in General Assemblies. However, the defaulting Shareholder, who fails to pay until the day of selling, may still, in such a situation, pay the value due plus the expenses incurred by the Company in such regard, in such case, he shall have the right to demand payment of declared dividends. The Company shall cancel the share certificate for the shares sold in accordance with this Article, issue a new share certificate for the purchaser under the same serial number, and shall record the sale transaction in the Shareholder register specifying the new Shareholder's data.

Article 12: Capital Increase

1. The Extraordinary General Assembly may decide to increase the Company's issued capital, provided that the issued capital has been fully paid. The full payment of capital shall not be required if the unpaid portion of said capital pertains to shares issued in against the conversion of debt instruments or financing Sukuk into shares, and the period set for such conversion has not yet expired.
2. The Extraordinary General Assembly may, upon increasing the capital of the Company, in any case, allocate the newly issued shares and/or part thereof to the employees of the Company and/or any or all of its subsidiaries. Shareholders may not exercise their preemptive rights on issued shares allocated for employees.
3. A Shareholder who owns shares at the date of issuance of the Extraordinary General Assembly's resolution, approving the increase of the issued capital, shall have a pre-emptive right to subscribe to the new shares issued for cash contributions. Shareholders shall be notified of such right by registered mail sent to the address stated in the Shareholders' Register or by any means of technology. The Shareholder shall also be notified of the capital increase decision, the conditions and method of subscription, and the dates on which said subscription begins and ends, subject to the type and class of shares owned thereby.
4. The Extraordinary General Assembly may suspend Shareholder preemptive rights to subscribe to a capital increase in exchange for cash contributions or to grant such rights to non-Shareholders in cases where it deems this to be beneficial to the Company's interests.

5. A Shareholder may, subject to the controls set by the competent authority, sell or waive its pre-emptive rights from the date of issuance of the Extraordinary General Assembly's decision approving the increase of capital until the last day of the subscription period in the new shares associated with such rights.
6. Subject to the provisions of Paragraph 4 above, newly issued shares shall be allocated to the holders of pre-emptive rights holders who have requested subscription in proportion to their ownership of pre-emptive rights relative to the total rights resulting from the capital increase, provided that their allocation does not exceed the number of new shares requested thereby, taking into consideration the type and class of the shares they own. The remaining new shares shall be distributed among the holders of the pre-emptive rights who request more than their share in proportion to the preemptive rights they hold against the total pre-emptive rights resulting from the capital increase, provided that the number of newly issued shares they receive does not exceed the number of shares requested thereby. Any remaining shares may then be offered to third parties, unless otherwise determined by the Extraordinary General Assembly or stipulated under the Capital Market Law.
7. In all cases, the nominal value of the new shares shall be equal to the nominal value of the original shares of the same type or class.

Article 13: Capital Decrease

1. The Extraordinary General Assembly may resolve to reduce the Company's 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 reduced below the limit prescribed under Article 59 of the Companies Law. A capital decrease decision shall be issued only when a statement prepared by the Board of Directors is read before the General Assembly, outlining the reasons necessitating the reduction, the Company's obligations, and the impact of the reduction on fulfilling said obligations. Such statement shall be accompanied by a report from the Company's Auditor regarding this matter.
2. If the capital reduction is due to the capital exceeding the Company's needs, then the Company's creditors must be invited to express their objection thereto, if applicable, at least 45 days prior to the date set for convening the Extraordinary General Assembly to issue the reduction decision. A statement, specifying the capital before and after reduction, the date and time of the meeting, and the effective date of the reduction, shall be attached to the invitation provided to the Company's creditors. Should any creditor object and present to the Company evidentiary documents within the time limit set above, then the Company shall pay such debt, if already due, or present an adequate guarantee of payment if the debt is due on a later date.
3. Equality among shareholders holding shares of the same type and class shall be observed during the capital reduction.

Article 14: Buy-Back, Sale or Pledge of the Company's Shares

1. The Company may buy-back or pledge its ordinary or preferred shares. The Company may also buy-back its shares to allocate them to its employees under an Employee Share Scheme, in accordance with the controls and procedures set by the competent authorities.
2. The Company may not buy-back its shares to use them as treasury shares except for the following purposes:

- a) To fulfil the rights of the holders of convertible debt instruments or financing Sukuk to convert them into shares in accordance with the terms and conditions of such instruments and Sukuk.
 - b) To undertake share swap transactions for the acquisition of shares or stocks or an asset purchase.
 - c) To allocate such shares to the Company's employees as part of an Employee Share Scheme.
 - d) To cancel such shares in accordance with the provisions applicable to a capital decrease.
 - e) Any other purpose that the Company deems appropriate and is approved by the Ministry of Commerce.
3. Preferred shares are deemed cancelled upon completion of the buy-back transaction, and the Company shall take necessary legal procedures to reduce its capital.

Article 15: Share Sale

The Company may sell its treasury shares over one or several phases, in accordance with the controls and procedures set by the competent authorities.

Article 16: Share Pledge

The Company may pledge its shares as security for a debt, in accordance with the controls and procedures set by the competent authorities.

Article 17: Shares Allocated to Employees

If the Company is buying back its shares for the purpose of allocating them to its employees under an Employee Share Scheme, the Company shall, in addition to the other requirements of a share buy-back set forth in this Bylaw, comply with the following rules:

- a) Obtain the Extraordinary General Assembly's approval on the Employee Share Scheme. The Extraordinary General Assembly may authorize the Board to determine the terms of such Scheme including the allocation price for each share offered to employees if offered for consideration.
- b) Non-executive Board members shall not participate in the Employee Share Scheme.
- c) Executive Board members shall not vote on Board resolutions relating to the Employee Share Scheme.

Chapter Three: Board of Directors**Article 18: Company's Management**

The Company shall be managed by a Board of Directors composed of seven (7) members, who shall be natural persons, to be appointed by the Ordinary General Assembly for a term not exceeding four (4) years.

The Board of Directors shall determine its working method as follows: The Board of Directors shall convene at least four (4) times a year upon a call by its Chairman, or his representatives in the event of his absence. The invitation shall be by written notice and shall include the meeting agenda and

any other documents related to the meeting. Such invitation may be delivered in person, mail, fax or e-mail at least five (5) business days before the meeting. The Chairman of the Board must call a meeting whenever so requested in writing by any Board member. The Board of Directors may issue decisions by circulation by presenting the same to all members separately in urgent matters, unless a member submits a written request for a Board meeting to deliberate such matters. Such decisions shall be approved in the same manners set for making decisions in Board meetings. Decisions shall be presented to the Board of Directors at its first subsequent meeting to be recorded in the minutes of said meeting. Meetings of the Board of Directors may be held by modern means of technology where members can participate in deliberations and vote on decisions as per the controls set by the Board of Directors.

The place of the meetings shall be determined by the Board.

The quorum for the meeting shall only be valid if attended by 57% of the members of the Board of Directors.

The legal quorum for decision-making shall only be valid by the approval of 51% of the members.

Board members may delegate representatives to attend meetings on their behalf.

The members of the Board of Directors shall communicate as follows: The invitation shall be by written notice and shall include the meeting agenda and any other documents related to the meeting. Such invitation may be delivered in person, mail, fax or e-mail at least five (5) business days before the meeting. The Chairman of the Board must call a meeting whenever so requested in writing by any Board member.

The rules for terminating membership are as follows:

1. Before the expiry of its term, the Board of Directors shall call the Ordinary General Assembly to convene in order to appoint a Board of Directors for a new term. If such appointment does not occur and the term of the then-current Board expires, the then-current Board members shall continue to perform their duties until the appointment of a Board for a new term, provided that the term of the then-current Board shall not exceed ninety (90) days.
2. If the Chairman and Board members resign, the Ordinary General Assembly shall convene to appoint a new Board of Directors, and such resignation shall not take effect until the appointment of the new Board, provided that the then-current Board does not remain in office for a period exceeding one hundred and twenty (120) days.
3. A Board member may resign from the Board by giving written notice to the Chairman of the Board. If the Chairman of the Board resigns, then the notice shall be given to the other Board members and the Board's Secretary. In both cases, the resignation shall be effective from the date set out in the notice.
4. If the position of a member of the Board of Directors becomes vacant due to the death or retirement of any of its members and this vacancy does not result in a breach of the conditions necessary for the validity of the Board's meeting due to the number of its members being less than the minimum. The Board may appoint a temporary member to the vacant position from among those who have the experience and competence and must notify the Commercial Registry and the CMA within fifteen (15) days from the date of appointment and present the appointment to the Ordinary General Assembly at its first meeting and the new member shall complete the term of his predecessor.

5. If the conditions necessary for the validity of the Board of Directors' meeting are not met due to an insufficient number of members below the minimum specified in the Companies Law or these Bylaws, the remaining members must call for an Ordinary General Assembly meeting within sixty (60) days to elect the required number of members.
6. The Ordinary General Assembly may, at the recommendation of the Board, terminate the membership of Board members that fail to attend three (3) consecutive meetings, or a total of five (5) meetings during their term, without a valid excuse satisfactory to the Board. However, the Ordinary General Assembly may, at any time, dismiss some or all of the Board members, and in such case, the Ordinary General Assembly shall elect a new Board of Directors or replace the dismissed Board member, as the case may be, in accordance with the provisions of the Companies Law.

Article 19: Termination of Board Term, Resignation of Board Members, or Membership Vacancy

1. The membership of the Board shall end upon the expiry of its term or upon the expiry of the member's validity thereof in accordance with any applicable law or instructions in the Kingdom. The Ordinary General Assembly may, at the recommendation of the Board, terminate the membership of Board members that fail to attend three (3) consecutive meetings, or a total of five (5) meetings during their term, without a valid excuse satisfactory to the Board.

Article 20: Powers of the Board of Directors

Without prejudice to the powers vested in the Ordinary General Assembly, the Board of Directors shall have the broadest authorities and powers to manage the Company in order to achieve the Company's objectives, including:

Commercial registers	Main commercial registers	Issuance	Delegation of powers is permitted
		Renewal	Delegation of powers is permitted
		Write-off	Delegation of powers is permitted
	Sub commercial registers	Issuance	Delegation of powers is permitted
		Renewal	Delegation of powers is permitted
		Write-off	Delegation of powers is permitted

Companies in which the Company participates as a Shareholder	Signing corporate contracts	Delegation of powers is permitted	
	Purchasing shares	Delegation of powers is permitted	
	Liquidating the Company	Delegation of powers is permitted	
	Selling shares	Delegation of powers is permitted	
	Representing the Company therein	Delegation of powers is permitted	
Establishing companies under the Company's name	Commercial registers	Issuance	Delegation of powers is permitted
		Renewal	Delegation of powers is permitted
		Write-off	Delegation of powers is permitted
	Registering the Company with the ministry	Delegation of powers is permitted	
	Representing the Company before the notary public	Delegation of powers is permitted	
	Signing the Company's Articles of Association	Delegation of powers is permitted	
	Signing Shareholders' resolutions	Delegation of powers is permitted	

Banking affairs	Opening accounts	Delegation of powers permitted
	Opening credits	Delegation of powers permitted
	Depositing	Delegation of powers permitted
	Withdrawing	Delegation of powers permitted
	Issuing cheques	Delegation of powers permitted
	Updating accounts	Delegation of powers permitted
	Obtaining account statements	Delegation of powers permitted
	Applying for facilities	Delegation of powers permitted
	Requesting guarantees	Delegation of powers permitted
	Signing loan contracts	Delegation of powers permitted
	Signing commercial papers	Delegation of powers permitted
	Signing promissory notes	Delegation of powers permitted
	Submitting any requests or applying for services falling under the	Delegation of powers permitted

	jurisdiction of the CITC			
	Authorizing any person, as per the provisions of the relevant laws, to submit any of the requests or apply for the services falling under the jurisdiction of the CITC	Delegation of powers is permitted		
Managing properties	Purchasing, selling and transferring properties	Properties	Purchasing	Delegation of powers is permitted
			Selling	Delegation of powers is permitted
			Transferring ownership	Delegation of powers is permitted
		Land	Purchasing	Delegation of powers is permitted
			Selling	Delegation of powers is permitted
			Transferring ownership	Delegation of powers is permitted
		Shares	Purchasing	Delegation of powers is permitted
			Selling	Delegation of powers is permitted

	Mortgaging properties	Right to mortgage	Delegation of powers is permitted
		Releasing mortgage	Delegation of powers is permitted
		Collecting	Delegation of powers is permitted
Drafting Commercial Papers	Approving and signing commercial papers	Delegation of powers is permitted	
	Creating commercial papers	Delegation of powers is permitted	
	Cancelling commercial papers	Delegation of powers is permitted	
	Closing commercial papers	Delegation of powers is permitted	
Amending the Articles of Association of companies in which the Company participates	Approving resolutions of Shareholders	Changing the legal form	Delegation of powers is permitted
		Increasing or decreasing capital	Delegation of powers is permitted
		Approving assignment and purchase of shares	Delegation of powers is permitted
		Entry and exit of Shareholders	Delegation of powers is permitted
		Signing the Shareholders' resolution for mergers	Delegation of powers is permitted

		Amending the remainder of the Articles of Association	Delegation of powers is permitted
	Liquidating the Company	Delegation of powers is permitted	
	Converting the Company into an establishment	Delegation of powers is permitted	
Courts	Representing before Sharia courts	Hearing and responding to lawsuits	Delegation of powers is permitted
		Reconciliation	Delegation of powers is permitted
		Rejecting and accepting arbitration	Delegation of powers is permitted
		Rejecting and accepting reconciliation	Delegation of powers is permitted
		Accepting and rejecting	Delegation of powers is permitted
		Waiving	Delegation of powers is permitted
		Pleading	Delegation of powers is permitted
		Defending	Delegation of powers is permitted
		Claiming	Delegation of powers is permitted
		Disputing	Delegation of powers is permitted

	Appointing arbitrators	Delegation of powers is permitted
	Appointing lawyers	Delegation of powers is permitted
	Representing before notaries	Delegation of powers is permitted
	Using and implementing all e-services offered by the Ministry of Justice	Delegation of powers is permitted
	Delegating third parties to use and implement all e-services offered by the Ministry of Justice	Delegation of powers is permitted
	(Signing loan contracts, the amendments and supplements thereof, and all related documents; signing follow-up agreements; signing advice agreements; signing before the notary public documents relating to industrial mortgage, for mortgaging all the Company's	Delegation of powers is permitted

	properties; receiving loans; assigning loans; applying for an exemption from loans; reimbursing loans; signing letter of credit agreements)	
	(Signing corporate guarantees)	Delegation of powers is permitted
	(Signing transfer of liabilities agreement and amendment of loan contract)	Delegation of powers is permitted
	(Signing debt arrangement agreement under the Company's and Shareholders' name)	Delegation of powers is permitted
	(Issuing, amending, and cancelling an assignment declaration)	Delegation of powers is permitted
Services of the National Center for Non-Profit Sector	Collection, exchange, marketing and other brokerage services in the non-profit sector	Delegation of powers is permitted

	Volunteer Services	Delegation of powers is permitted
	Non-profit entity formation and management services	Delegation of powers is permitted
	Services for providing goods and services to non-profit entities	Delegation of powers is permitted
Using and implementing all services of Etimad platform	Delegation of powers is permitted	
Converting an establishment branch	Delegation of powers is permitted	
Opening branches of registers	Delegation of powers is permitted	
Purchasing an establishment	Delegation of powers is permitted	
Signing all documents at the Chamber of Commerce	Delegation of powers is permitted	
Selling an establishment	Delegation of powers is permitted	
Following up with the Registers' Department	Delegation of powers is permitted	
Obtaining registers	Delegation of powers is permitted	
Transferring commercial registers	Delegation of powers is permitted	

Managing registers	Delegation of powers is permitted
Cancelling registers	Delegation of powers is permitted
Supervising registers	Delegation of powers is permitted
Opening a subscription at the Chamber of Commerce	Delegation of powers is permitted
Approving signatures at the Chamber of Commerce	Delegation of powers is permitted
Cancelling signatures at the Chamber of Commerce	Delegation of powers is permitted
Participating in tenders and receiving forms	Delegation of powers is permitted
Following up with GOSI	Delegation of powers is permitted
Following up with ZATCA	Delegation of powers is permitted
Managing the commercial register	Delegation of powers is permitted
Cancelling the commercial register	Delegation of powers is permitted
Following up with the Civil Defense	Delegation of powers is permitted
Modifying registers	Delegation of powers is permitted

Adding an activity	Delegation of powers is permitted
Reserving the trade name	Delegation of powers is permitted
Renewing subscription at the Chamber of Commerce	Delegation of powers is permitted
Amending the commercial register	Delegation of powers is permitted
Transferring the commercial register	Delegation of powers is permitted
Obtaining a register in lieu of damaged or lost ones	Delegation of powers is permitted
Obtaining a register in lieu of damaged or lost ones	Delegation of powers is permitted
Registering the trademark	Delegation of powers is permitted
Assigning the trademark	Delegation of powers is permitted
Assigning the trade name	Delegation of powers is permitted
Obtaining licenses	Delegation of powers is permitted
Buying boats	Delegation of powers is permitted
Replacing damaged or lost hunting permits	Delegation of powers is permitted

Importing boats	Delegation of powers is permitted
Cancelling boat licenses	Delegation of powers is permitted
Renewing licenses	Delegation of powers is permitted
Amending licenses	Delegation of powers is permitted
Adding an activity	Delegation of powers is permitted
Reserving names	Delegation of powers is permitted
Cancelling licenses	Delegation of powers is permitted
Renewing subscription at the Chamber of Commerce	Delegation of powers is permitted
Opening branches	Delegation of powers is permitted
Following up with GOSI	Delegation of powers is permitted
Following up with the Civil Defense	Delegation of powers is permitted
Following up with ZATCA	Delegation of powers is permitted
Obtaining a hunting permit	Delegation of powers is permitted

Obtaining a boat license	Delegation of powers is permitted
Renewing a boat license	Delegation of powers is permitted
Transferring a boat license	Delegation of powers is permitted
Selling the boat	Delegation of powers is permitted
Renewing the hunting permit	Delegation of powers is permitted
Cancelling the hunting permit	Delegation of powers is permitted
Obtaining a new boat license in lieu of damaged or lost ones	Delegation of powers is permitted
Opening a license branch	Delegation of powers is permitted
Transferring the license	Delegation of powers is permitted
Establishing a company	Delegation of powers is permitted
Signing the Articles of Association and amendment appendices	Delegation of powers is permitted
Cancelling Articles of Association and amendment appendices	Delegation of powers is permitted
Signing the Shareholders' resolution	Delegation of powers is permitted

Appointing and dismissing managers	Delegation of powers is permitted
Amending the Company's objectives	Delegation of powers is permitted
Liquidating the Company	Delegation of powers is permitted
Converting the Company from a joint-stock company to a limited liability company	Delegation of powers is permitted
Converting the Company from a limited liability company to a joint-stock company	Delegation of powers is permitted
Converting the Company from a joint venture to a liability limited company	Delegation of powers is permitted
Increasing capital	Delegation of powers is permitted
Reducing capital	Delegation of powers is permitted
Entry and exit of Shareholders	Delegation of powers is permitted
Participating in existing companies	Delegation of powers is permitted
Transferring shares, stocks and bonds	Delegation of powers is permitted
Determining the capital	Delegation of powers is permitted

Receiving allocation surplus	Delegation of powers is permitted
Selling shares and stocks and receiving the value thereof	Delegation of powers is permitted
Assigning shares in the capital	Delegation of powers is permitted
Selling the Company's branch	Delegation of powers is permitted
Modifying the nationality of one of the Shareholders in the Articles of Association	Delegation of powers is permitted
Accepting the assignment of shares, stocks and capital	Delegation of powers is permitted
Buying shares and stocks and paying the price thereof	Delegation of powers is permitted
Closing accounts with banks in the name of the Company	Delegation of powers is permitted
Opening accounts with banks in the name of the Company	Delegation of powers is permitted
Signing agreements	Delegation of powers is permitted
Registering the Company	Delegation of powers is permitted
Registering agencies and trademarks	Delegation of powers is permitted
Attending general assemblies	Delegation of powers is permitted

Opening branches of the Company	Delegation of powers is permitted
Opening Company's files	Delegation of powers is permitted
Signing Articles of Association and amendment appendices before the notary public	Delegation of powers is permitted
Obtaining and renewing the Company's commercial registers	Delegation of powers is permitted
Subscribing with the Chamber of Commerce and renewing such subscription	Delegation of powers is permitted
Following up with and signing before the Saudi Arabian General Investment Authority (SAGIA)	Delegation of powers is permitted
Following up with the Saudi Standards, Metrology and Quality Organization (SASO)	Delegation of powers is permitted
Following up with the Capital Market Authority (CMA)	Delegation of powers is permitted
Obtaining and renewing licenses for the Company	Delegation of powers is permitted
Converting the establishment into a company	Delegation of powers is permitted
Converting a company branch into an establishment	Delegation of powers is permitted
Converting a company branch into a company	Delegation of powers is permitted

Publishing the Articles of Association, amendment appendices, summaries thereof, and bylaws in the Official Gazette	Delegation of powers is permitted
Following up with telecommunication companies and establishing landlines or mobile phone lines under the Company's name	Delegation of powers is permitted
Participating in tenders and receiving forms	Delegation of powers is permitted
Signing the Company's contracts with third parties	Delegation of powers is permitted
Assigning or cancelling trademarks	Delegation of powers is permitted
Modifying the Company's name	Delegation of powers is permitted
Obtaining visas	Delegation of powers is permitted
Converting the Company into an establishment	Delegation of powers is permitted
Receiving replacement visas	Delegation of powers is permitted
Updating details of workers	Delegation of powers is permitted
Opening renewing, and canceling main and branch files	Delegation of powers is permitted

Terminating and canceling work contracts	Delegation of powers is permitted
Reporting workers' escape	Delegation of powers is permitted
Canceling reports of workers' escape	Delegation of powers is permitted
Transferring sponsorships	Delegation of powers is permitted
Amending professions	Delegation of powers is permitted
Transferring, liquidating, and cancelling entities	Delegation of powers is permitted
Following up with the national recruitment office committees	Delegation of powers is permitted
Following up with the computer management's staff	Delegation of powers is permitted
Issuing and renewing work permits	Delegation of powers is permitted
Receiving Saudization certificates	Delegation of powers is permitted
Issuing data statements (Print)	Delegation of powers is permitted
Adding and removing Saudi workers	Delegation of powers is permitted
Recruiting	Delegation of powers is permitted

Recruiting	Delegation of powers is permitted
Opening a file	Delegation of powers is permitted
Activating the Saudi portal	Delegation of powers is permitted
Recruiting workers from abroad	Delegation of powers is permitted
Finalizing recruitment processes with the General Organization for Social Insurance (GOSI)	Delegation of powers is permitted
Cancelling visas	Delegation of powers is permitted
Getting visa refunds	Delegation of powers is permitted
Amending nationalities	Delegation of powers is permitted
Obtaining family visit visas	Delegation of powers is permitted
Obtaining dependents' visas	Delegation of powers is permitted
Following up with the embassy	Delegation of powers is permitted
Extending Exit / Re-Entry visas	Delegation of powers is permitted
Extending visit visas	Delegation of powers is permitted

Issuing data statements (Print)	Delegation of powers is permitted
Cancelling visas	Delegation of powers is permitted
Getting visa refunds	Delegation of powers is permitted
Amending country of origin	Delegation of powers is permitted
Issuing Iqamas (residency permits)	Delegation of powers is permitted
Renewing Iqamas (residency permits)	Delegation of powers is permitted
Issuing Exit / Re-Entry visas	Delegation of powers is permitted
Issuing Final Exit visas	Delegation of powers is permitted
Transferring sponsorships	Delegation of powers is permitted
Obtaining Iqamas (residency permits) in lieu of lost or damaged ones	Delegation of powers is permitted
Finalizing processes relating to deceased workers	Delegation of powers is permitted
Reporting workers' escape	Delegation of powers is permitted
Cancelling reports of workers' escape	Delegation of powers is permitted

Transferring and updating information and data	Delegation of powers is permitted
Conducting settlements and assignment of workers	Delegation of powers is permitted
Following up with the Department of Deportation and Expatriates	Delegation of powers is permitted
Issuing worker's data statements (Print)	Delegation of powers is permitted
Removing workers	Delegation of powers is permitted
Running personal business	Delegation of powers is permitted
Transferring the sponsorship of workers to himself	Delegation of powers is permitted
Registering newborns	Delegation of powers is permitted
Finalizing processes relating to deceased workers	Delegation of powers is permitted
Managing entry points	Delegation of powers is permitted
Obtaining repatriation certificates	Delegation of powers is permitted
Adding dependents	Delegation of powers is permitted
Adding children to the father's or mother's passport	Delegation of powers is permitted

Removing children from the father's or mother's passport	Delegation of powers is permitted
Cancelling Exit / Re-Entry visas	Delegation of powers is permitted
Cancelling final exit visas	Delegation of powers is permitted
Obtaining travel visas in lieu of damaged or lost ones	Delegation of powers is permitted
Applying for visit visa extension	Delegation of powers is permitted
Amending professions	Delegation of powers is permitted
Obtaining Hajj permits	Delegation of powers is permitted
Following up with the domestic workers affairs	Delegation of powers is permitted
Registering with the e-services	Delegation of powers is permitted
Following up with the Ministry of Agriculture and the Directorate of Agriculture, in relation to	Delegation of powers is permitted
Following up with the notary public or the courts to approve transfer of ownership	Delegation of powers is permitted
Waiving agricultural decisions	Delegation of powers is permitted

Transferring agricultural decisions	Delegation of powers is permitted
Receiving salaries	Delegation of powers is permitted
Receiving retirement pension	Delegation of powers is permitted
Receiving the end-of-service award and unused leave compensation	Delegation of powers is permitted
Transferring salaries	Delegation of powers is permitted
Receiving bonuses	Delegation of powers is permitted
Obtaining salary certificates	Delegation of powers is permitted
Receiving personal dues	Delegation of powers is permitted
Opening accounts, in accordance with Sharia provisions	Delegation of powers is permitted
Closing and settling accounts	Delegation of powers is permitted
Withdrawing from accounts	Delegation of powers is permitted
Issuing debit cards	Delegation of powers is permitted
Issuing Sharia-compliant credit cards	Delegation of powers is permitted

Receiving and disbursing remittances	Delegation of powers is permitted
Cashing cheques	Delegation of powers is permitted
Issuing certified cheques	Delegation of powers is permitted
Obtaining cheque books	Delegation of powers is permitted
Obtaining statements of account	Delegation of powers is permitted
Transferring from accounts	Delegation of powers is permitted
Applying for Sharia-compliant bank loans	Delegation of powers is permitted
Opening an account in accordance with Sharia provisions	Delegation of powers is permitted
Depositing in accounts	Delegation of powers is permitted
Renewing subscriptions for safety boxes	Delegation of powers is permitted
Opening safety boxes	Delegation of powers is permitted
Subscribing to safety boxes	Delegation of powers is permitted
Applying for an exemption from loans	Delegation of powers is permitted

Objecting to cheques	Delegation of powers is permitted
Updating data	Delegation of powers is permitted
Activating accounts	Delegation of powers is permitted
Receiving cheques	Delegation of powers is permitted
Recovering safety box units	Delegation of powers is permitted
Following up	Delegation of powers is permitted
Rescheduling instalments	Delegation of powers is permitted
Applying for POS machines	Delegation of powers is permitted
Applying for letters of credit	Delegation of powers is permitted
Applying for bank guarantees	Delegation of powers is permitted
Subscribing in joint stock companies	Delegation of powers is permitted
Receiving certificates of shareholdings	Delegation of powers is permitted
Purchasing Shariah-compliant shares	Delegation of powers is permitted

Selling Shariah-compliant shares	Delegation of powers is permitted
Receiving value of shares	Delegation of powers is permitted
Receiving dividends	Delegation of powers is permitted
Receiving surplus	Delegation of powers is permitted
Opening Shariah-compliant investment portfolios as well as issuing, amending, and cancelling orders	Delegation of powers is permitted
Subscribing	Delegation of powers is permitted
Purchasing shares	Delegation of powers is permitted
Selling shares	Delegation of powers is permitted
Redeeming mutual fund units	Delegation of powers is permitted
Transferring shares from portfolio	Delegation of powers is permitted
Participating in Shariah-compliant investment fund units	Delegation of powers is permitted
Managing the investment portfolios	Delegation of powers is permitted
Applying for debt certificates	Delegation of powers is permitted

Liquidating investment portfolios	Delegation of powers is permitted
Opening a shop	Delegation of powers is permitted
Issuing health cards	Delegation of powers is permitted
Converting agricultural land to residential ones	Delegation of powers is permitted
Following up with the General Department of Urban Planning	Delegation of powers is permitted
Opening stores	Delegation of powers is permitted
Applying for licenses	Delegation of powers is permitted
Renewing licenses	Delegation of powers is permitted
Cancelling licenses	Delegation of powers is permitted
Assigning licenses	Delegation of powers is permitted
Applying for building and restoration permits	Delegation of powers is permitted
Land planning	Delegation of powers is permitted
Applying for construction completion certificates	Delegation of powers is permitted

Obtaining fencing licenses	Delegation of powers is permitted
Obtaining demolition licenses	Delegation of powers is permitted
Signing leases	Delegation of powers is permitted
Waiving the contract	Delegation of powers is permitted
Planning an owned land	Delegation of powers is permitted
Following up with the municipality	Delegation of powers is permitted
Converting agricultural land into residential ones	Delegation of powers is permitted
Overseeing construction	Delegation of powers is permitted
Signing contracts with construction firms and contractors	Delegation of powers is permitted
Participating in tenders and receiving forms	Delegation of powers is permitted
Selling and transferring ownership to the purchaser	Delegation of powers is permitted
Purchasing and accepting the transfer of ownership and value thereof	Delegation of powers is permitted
Receiving deeds	Delegation of powers is permitted

Leasing	Delegation of powers is permitted
Collecting rental value	Delegation of powers is permitted
Signing leases	Delegation of powers is permitted
Renewing leases	Delegation of powers is permitted
Cancelling and terminating leases	Delegation of powers is permitted
Mortgaging	Delegation of powers is permitted
Releasing the mortgage	Delegation of powers is permitted
Segmenting and sorting	Delegation of powers is permitted
Amending boundaries, lengths, area, plot numbers, plans, deeds and dates thereof, and neighbourhood names	Delegation of powers is permitted
Selling	Delegation of powers is permitted
Approving the mortgage	Delegation of powers is permitted
Updating and entering deeds in the comprehensive system	Delegation of powers is permitted
Selling the share in	Delegation of powers is permitted

Purchasing	Delegation of powers is permitted
Purchasing the share in	Delegation of powers is permitted
Leasing	Delegation of powers is permitted
Amending the owner's name and civil registration number	Delegation of powers is permitted
Offering gifts and transferring ownership	Delegation of powers is permitted
Accepting gifts and transfer of ownership	Delegation of powers is permitted
Waiving space shortage	Delegation of powers is permitted
Consolidating deeds	Delegation of powers is permitted
Accepting waiver and transfer of ownership	Delegation of powers is permitted
Applying for a set of deeds in lieu of lost ones, with the following details:	Delegation of powers is permitted
Applying for a set of deeds in lieu of damaged ones, with the following details:	Delegation of powers is permitted
Selling and transferring ownership to the heirs	Delegation of powers is permitted
Assigning a share in	Delegation of powers is permitted

Offering proof of building	Delegation of powers is permitted
Applying for deeds in lieu of damaged ones	Delegation of powers is permitted
For properties located	Delegation of powers is permitted
Converting agricultural land to residential or industrial ones	Delegation of powers is permitted
Participating in real estate contributions	Delegation of powers is permitted
Purchasing real estate contributions	Delegation of powers is permitted
Selling real estate contributions	Delegation of powers is permitted
Assigning leased land	Delegation of powers is permitted
Updating and entering the deeds into the comprehensive system	Delegation of powers is permitted
Applying for deeds in lieu of lost ones	Delegation of powers is permitted
Converting agricultural land to residential ones	Delegation of powers is permitted
Building on the land	Delegation of powers is permitted
Leasing the land	Delegation of powers is permitted

Changing the legal form of the Company	Delegation of powers is permitted
Converting the Company from a limited partnership to a limited liability company	Delegation of powers is permitted
Dividing shares among heirs and transferring them to their respective portfolios	Delegation of powers is permitted

The Board of Directors is required to obtain the approval of the General Assembly when selling assets of the Company whose value exceeds fifty percent (50%) of the value of its total assets, whether the sale is made through one or several transactions. In the case of multiple transactions, the transaction that leads to a percentage exceeding fifty percent (50%) of the value of the assets shall require the approval of the General Assembly. This percentage shall be calculated from the date of the first transaction that took place during the previous twelve months.

Article 21: Remuneration of Board Members

1. The remuneration of the Board of Directors shall consist of a specific amount, in-kind benefits, a meeting attendance allowance, a percentage of the net profits, or any amount the Ordinary General Assembly may determine.
2. The Board of Directors' report to the Ordinary General Assembly, at its annual meeting, shall include a comprehensive statement of all the bonuses, meeting attendance allowances, expense allowances, and other benefits that Board members received or were entitled to during the financial year, and shall also include a statement of what Board members received in their capacity as employees or executives, or in exchange for technical, administrative, or consulting services as well as a statement of the number of board meetings and the number of meetings attended by each member.

Article 22: Powers of the Chairman, Vice Chairman, Managing Director, and Secretary

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

1. The Board shall appoint a Chief Executive Officer (CEO), from among its members or from third parties.

The Chairman of the Board shall have the following powers:

		Issuance	Chairman acting alone
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Commercial registers	Main commercial registers		Delegation of powers is permitted
		Renewal	Chairman acting alone
			Delegation of powers is permitted
		Write-off	Chairman acting alone
			Delegation of powers is permitted
	Sub commercial registers	Issuance	Chairman acting alone
			Delegation of powers is permitted
		Renewal	Chairman acting alone
			Delegation of powers is permitted
		Write-off	Chairman acting alone
			Delegation of powers is permitted
Companies in which the Company participates as a Shareholder	Signing corporate contracts	Chairman acting alone	
		Delegation of powers is permitted	
	Purchasing shares	Chairman acting alone	
		Delegation of powers is permitted	

	Liquidating the Company	Chairman acting alone	
		Delegation of powers is permitted	
	Selling shares	Chairman acting alone	
		Delegation of powers is permitted	
	Representing the Company therein	Chairman acting alone	
		Delegation of powers is permitted	
Establishing companies under the Company's name	Commercial registers	Issuance	Chairman acting alone
			Delegation of powers is permitted
		Renewal	Chairman acting alone
			Delegation of powers is permitted
		Write-off	Chairman acting alone
			Delegation of powers is permitted
	Registering the Company with the ministry	Chairman acting alone	
		Delegation of powers is permitted	
	Representing the Company	Chairman acting alone	

	before the notary public	Delegation of powers is permitted
	Signing the Company's Articles of Association	Chairman acting alone
		Delegation of powers is permitted
	Signing Shareholders' resolutions	Chairman acting alone
		Delegation of powers is permitted
Banking affairs	Opening accounts	Chairman acting alone
		Delegation of powers is permitted
	Opening credits	Chairman acting alone
		Delegation of powers is permitted
	Depositing	Chairman acting alone
		Delegation of powers is permitted
	Withdrawing	Chairman acting alone
		Delegation of powers is permitted
	Issuing cheques	Chairman acting alone
		Delegation of powers is permitted

	Updating accounts	Chairman acting alone
		Delegation of powers is permitted
	Obtaining account statements	Chairman acting alone
		Delegation of powers is permitted
	Applying for facilities	Chairman acting alone
		Delegation of powers is permitted
	Requesting guarantees	Chairman acting alone
		Delegation of powers is permitted
	Signing loan contracts	Chairman acting alone
		Delegation of powers is permitted
	Signing commercial papers	Chairman acting alone
		Delegation of powers is permitted
	Signing promissory notes	Chairman acting alone
		Delegation of powers is permitted
	Submitting any requests or applying for services	Chairman acting alone

	falling under the jurisdiction of the CITC	Delegation of powers is permitted		
	Authorizing any person, as per the provisions of the relevant laws, to submit any of the requests or apply for the services falling under the jurisdiction of the CITC	Chairman acting alone		
		Delegation of powers is permitted		
Managing properties	Purchasing, selling and transferring properties	Properties	Purchasing	Chairman acting alone
				Delegation of powers is permitted
			Selling	Chairman acting alone
				Delegation of powers is permitted
			Transferring ownership	Chairman acting alone
				Delegation of powers is permitted
		Land	Purchasing	Chairman acting alone
				Delegation of powers is permitted
			Selling	Chairman acting alone

				Delegation of powers is permitted
			Transferring ownership	Chairman acting alone
				Delegation of powers is permitted
		Shares	Purchasing	Chairman acting alone
				Delegation of powers is permitted
			Selling	Chairman acting alone
				Delegation of powers is permitted
	Mortgaging properties	Right to mortgage	Chairman acting alone	
			Delegation of powers is permitted	
		Releasing mortgage	Chairman acting alone	
			Delegation of powers is permitted	
		Collecting	Chairman acting alone	
			Delegation of powers is permitted	
Drafting Commercial Papers	Approving and signing commercial papers	Chairman acting alone		
			Delegation of powers is permitted	

	Creating commercial papers	Chairman acting alone	
		Delegation of powers is permitted	
	Cancelling commercial papers	Chairman acting alone	
		Delegation of powers is permitted	
	Closing commercial papers	Chairman acting alone	
		Delegation of powers is permitted	
Amending the Articles of Association of companies in which the Company participates	Approving resolutions of Shareholders	Changing the legal form	Chairman acting alone
			Delegation of powers is permitted
		Increasing or decreasing capital	Chairman acting alone
			Delegation of powers is permitted
		Approving assignment and purchase of shares	Chairman acting alone
			Delegation of powers is permitted
		Entry and exit of Shareholders	Chairman acting alone
			Delegation of powers is permitted
		Signing the Shareholders'	Chairman acting alone

		resolution for mergers	Delegation of powers is permitted
		Amending the remainder of the Articles of Association	Chairman acting alone
			Delegation of powers is permitted
	Liquidating the Company	Chairman acting alone	
		Delegation of powers is permitted	
	Converting the Company into an establishment	Chairman acting alone	
		Delegation of powers is permitted	
	Representing before Sharia courts	Hearing and responding to lawsuits	Chairman acting alone
			Delegation of powers is permitted
		Reconciliation	Chairman acting alone
			Delegation of powers is permitted
		Rejecting and accepting arbitration	Chairman acting alone
			Delegation of powers is permitted
		Rejecting and accepting reconciliation	Chairman acting alone
			Delegation of powers is permitted

Courts		Accepting and rejecting	Chairman acting alone
			Delegation of powers is permitted
		Waiving	Chairman acting alone
			Delegation of powers is permitted
		Pleading	Chairman acting alone
			Delegation of powers is permitted
		Defending	Chairman acting alone
			Delegation of powers is permitted
		Claiming	Chairman acting alone
			Delegation of powers is permitted
		Disputing	Chairman acting alone
			Delegation of powers is permitted
	Appointing arbitrators	Chairman acting alone	
		Delegation of powers is permitted	
	Appointing lawyers	Chairman acting alone	

		Delegation of powers is permitted
	Representing before notaries	Chairman acting alone
		Delegation of powers is permitted
	Using and implementing all e-services offered by the Ministry of Justice	Chairman acting alone
		Delegation of powers is permitted
	Delegating third parties to use and implement all e-services offered by the Ministry of Justice	Chairman acting alone
		Delegation of powers is permitted
	(Signing loan contracts, the amendments and supplements thereof, and all related documents; signing follow-up agreements; signing advice agreements; signing before the notary public documents	Chairman acting alone
		Delegation of powers is permitted

	relating to industrial mortgage, for mortgaging all the Company's properties; receiving loans; assigning loans; applying for an exemption from loans; reimbursing loans; signing letter of credit agreements)	
	(Signing corporate guarantees)	Chairman acting alone
		Delegation of powers is permitted
	(Signing transfer of liabilities agreement and amendment of loan contract)	Chairman acting alone
		Delegation of powers is permitted
	(Signing debt arrangement agreement under the Company's and Shareholders' name)	Chairman acting alone
		Delegation of powers is permitted
	(Issuing, amending, and cancelling an assignment declaration)	Chairman acting alone
		Delegation of powers is permitted

Services of the National Center for Non-Profit Sector	Collection, exchange, marketing and other brokerage services in the non-profit sector	Chairman acting alone
		Delegation of powers is permitted
	Volunteer Services	Chairman acting alone
		Delegation of powers is permitted
	Non-profit entity formation and management services	Chairman acting alone
		Delegation of powers is permitted
	Services for providing goods and services to non-profit entities	Chairman acting alone
		Delegation of powers is permitted
Using and implementing all services of Etimad platform	Chairman acting alone	
	Delegation of powers is permitted	
Converting an establishment branch	Chairman acting alone	
	Delegation of powers is permitted	
Opening branches of registers	Chairman acting alone	
	Delegation of powers is permitted	

Purchasing establishment an	Chairman acting alone
	Delegation of powers is permitted
Signing all documents at the Chamber of Commerce	Chairman acting alone
	Delegation of powers is permitted
Selling establishment an	Chairman acting alone
	Delegation of powers is permitted
Following up with the Registers' Department	Chairman acting alone
	Delegation of powers is permitted
Obtaining registers	Chairman acting alone
	Delegation of powers is permitted
Transferring commercial registers	Chairman acting alone
	Delegation of powers is permitted
Managing registers	Chairman acting alone
	Delegation of powers is permitted
Cancelling registers	Chairman acting alone

	Delegation of powers is permitted
Supervising registers	Chairman acting alone
	Delegation of powers is permitted
Opening a subscription at the Chamber of Commerce	Chairman acting alone
	Delegation of powers is permitted
Approving signatures at the Chamber of Commerce	Chairman acting alone
	Delegation of powers is permitted
Cancelling signatures at the Chamber of Commerce	Chairman acting alone
	Delegation of powers is permitted
Participating in tenders and receiving forms	Chairman acting alone
	Delegation of powers is permitted
Following up with GOSI	Chairman acting alone
	Delegation of powers is permitted
Following up with ZATCA	Chairman acting alone
	Delegation of powers is permitted

Managing the commercial register	Chairman acting alone
	Delegation of powers is permitted
Cancelling the commercial register	Chairman acting alone
	Delegation of powers is permitted
Following up with the Civil Defense	Chairman acting alone
	Delegation of powers is permitted
Modifying registers	Chairman acting alone
	Delegation of powers is permitted
Adding an activity	Chairman acting alone
	Delegation of powers is permitted
Reserving the trade name	Chairman acting alone
	Delegation of powers is permitted
Renewing subscription at the Chamber of Commerce	Chairman acting alone
	Delegation of powers is permitted
Amending the commercial register	Chairman acting alone

	Delegation of powers is permitted
Transferring the commercial register	Chairman acting alone
	Delegation of powers is permitted
Obtaining a register in lieu of damaged or lost ones	Chairman acting alone
	Delegation of powers is permitted
Obtaining a register in lieu of damaged or lost ones	Chairman acting alone
	Delegation of powers is permitted
Registering the trademark	Chairman acting alone
	Delegation of powers is permitted
Assigning the trademark	Chairman acting alone
	Delegation of powers is permitted
Assigning the trade name	Chairman acting alone
	Delegation of powers is permitted
Obtaining licenses	Chairman acting alone
	Delegation of powers is permitted

Buying boats	Chairman acting alone
	Delegation of powers is permitted
Replacing damaged or lost hunting permits	Chairman acting alone
	Delegation of powers is permitted
Importing boats	Chairman acting alone
	Delegation of powers is permitted
Cancelling boat licenses	Chairman acting alone
	Delegation of powers is permitted
Renewing licenses	Chairman acting alone
	Delegation of powers is permitted
Amending licenses	Chairman acting alone
	Delegation of powers is permitted
Adding an activity	Chairman acting alone
	Delegation of powers is permitted
Reserving names	Chairman acting alone

	Delegation of powers is permitted
Cancelling licenses	Chairman acting alone
	Delegation of powers is permitted
Renewing subscription at the Chamber of Commerce	Chairman acting alone
	Delegation of powers is permitted
Opening branches	Chairman acting alone
	Delegation of powers is permitted
Following up with GOSI	Chairman acting alone
	Delegation of powers is permitted
Following up with the Civil Defense	Chairman acting alone
	Delegation of powers is permitted
Following up with ZATCA	Chairman acting alone
	Delegation of powers is permitted
Obtaining a hunting permit	Chairman acting alone
	Delegation of powers is permitted

Obtaining a boat license	Chairman acting alone
	Delegation of powers is permitted
Renewing a boat license	Chairman acting alone
	Delegation of powers is permitted
Transferring a boat license	Chairman acting alone
	Delegation of powers is permitted
Selling the boat	Chairman acting alone
	Delegation of powers is permitted
Renewing the hunting permit	Chairman acting alone
	Delegation of powers is permitted
Cancelling the hunting permit	Chairman acting alone
	Delegation of powers is permitted
Obtaining a new boat license in lieu of damaged or lost ones	Chairman acting alone
	Delegation of powers is permitted
Opening a license branch	Chairman acting alone

	Delegation of powers is permitted
Transferring the license	Chairman acting alone
	Delegation of powers is permitted
Establishing a company	Chairman acting alone
	Delegation of powers is permitted
Signing the Articles of Association and amendment appendices	Chairman acting alone
	Delegation of powers is permitted
Cancelling Articles of Association and amendment appendices	Chairman acting alone
	Delegation of powers is permitted
Signing the Shareholders' resolution	Chairman acting alone
	Delegation of powers is permitted
Appointing and dismissing managers	Chairman acting alone
	Delegation of powers is permitted
Amending the Company's objectives	Chairman acting alone
	Delegation of powers is permitted

Liquidating the Company	Chairman acting alone
	Delegation of powers is permitted
Converting the Company from a joint-stock company to a limited liability company	Chairman acting alone
	Delegation of powers is permitted
Converting the Company from a limited liability company to a joint-stock company	Chairman acting alone
	Delegation of powers is permitted
Converting the Company from a joint venture to a liability limited company	Chairman acting alone
	Delegation of powers is permitted
Increasing capital	Chairman acting alone
	Delegation of powers is permitted
Reducing capital	Chairman acting alone
	Delegation of powers is permitted
Entry and exit of Shareholders	Chairman acting alone
	Delegation of powers is permitted
Participating in existing companies	Chairman acting alone

	Delegation of powers is permitted
Transferring shares, stocks and bonds	Chairman acting alone
	Delegation of powers is permitted
Determining the capital	Chairman acting alone
	Delegation of powers is permitted
Receiving allocation surplus	Chairman acting alone
	Delegation of powers is permitted
Selling shares and stocks and receiving the value thereof	Chairman acting alone
	Delegation of powers is permitted
Assigning shares in the capital	Chairman acting alone
	Delegation of powers is permitted
Selling the Company's branch	Chairman acting alone
	Delegation of powers is permitted
Modifying the nationality of one of the Shareholders in the Articles of Association	Chairman acting alone
	Delegation of powers is permitted

Accepting the assignment of shares, stocks and capital	Chairman acting alone
	Delegation of powers is permitted
Buying shares and stocks and paying the price thereof	Chairman acting alone
	Delegation of powers is permitted
Closing accounts with banks in the name of the Company	Chairman acting alone
	Delegation of powers is permitted
Opening accounts with banks in the name of the Company	Chairman acting alone
	Delegation of powers is permitted
Signing agreements	Chairman acting alone
	Delegation of powers is permitted
Registering the Company	Chairman acting alone
	Delegation of powers is permitted
Registering agencies and trademarks	Chairman acting alone
	Delegation of powers is permitted
Attending general assemblies	Chairman acting alone

	Delegation of powers is permitted
Opening branches of the Company	Chairman acting alone
	Delegation of powers is permitted
Opening Company's files	Chairman acting alone
	Delegation of powers is permitted
Signing Articles of Association and amendment appendices before the notary public	Chairman acting alone
	Delegation of powers is permitted
Obtaining and renewing the Company's commercial registers	Chairman acting alone
	Delegation of powers is permitted
Subscribing with the Chamber of Commerce and renewing such subscription	Chairman acting alone
	Delegation of powers is permitted
Following up with and signing before the Saudi Arabian General Investment Authority (SAGIA)	Chairman acting alone
	Delegation of powers is permitted
Following up with the Saudi Standards, Metrology and Quality Organization (SASO)	Chairman acting alone
	Delegation of powers is permitted

Following up with the Capital Market Authority (CMA)	Chairman acting alone
	Delegation of powers is permitted
Obtaining and renewing licenses for the Company	Chairman acting alone
	Delegation of powers is permitted
Converting the establishment into a company	Chairman acting alone
	Delegation of powers is permitted
Converting a company branch into an establishment	Chairman acting alone
	Delegation of powers is permitted
Converting a company branch into a company	Chairman acting alone
	Delegation of powers is permitted
Publishing the Articles of Association, amendment appendices, summaries thereof, and bylaws in the Official Gazette	Chairman acting alone
	Delegation of powers is permitted
Following up with telecommunication companies and establishing landlines or mobile phone lines under the Company's name	Chairman acting alone
	Delegation of powers is permitted
Participating in tenders and receiving forms	Chairman acting alone

	Delegation of powers is permitted
Signing the Company's contracts with third parties	Chairman acting alone
	Delegation of powers is permitted
Assigning or cancelling trademarks	Chairman acting alone
	Delegation of powers is permitted
Modifying the Company's name	Chairman acting alone
	Delegation of powers is permitted
Obtaining visas	Chairman acting alone
	Delegation of powers is permitted
Converting the Company into an establishment	Chairman acting alone
	Delegation of powers is permitted
Receiving replacement visas	Chairman acting alone
	Delegation of powers is permitted
Updating details of workers	Chairman acting alone
	Delegation of powers is permitted

Opening renewing, and canceling main and branch files	Chairman acting alone
	Delegation of powers is permitted
Terminating and canceling contracts work	Chairman acting alone
	Delegation of powers is permitted
Reporting workers' escape	Chairman acting alone
	Delegation of powers is permitted
Canceling reports of workers' escape	Chairman acting alone
	Delegation of powers is permitted
Transferring sponsorships	Chairman acting alone
	Delegation of powers is permitted
Amending professions	Chairman acting alone
	Delegation of powers is permitted
Transferring, liquidating, and cancelling entities	Chairman acting alone
	Delegation of powers is permitted
	Chairman acting alone

Following up with the national recruitment office committees	Delegation of powers is permitted
Following up with the computer management's staff	Chairman acting alone
	Delegation of powers is permitted
Issuing and renewing work permits	Chairman acting alone
	Delegation of powers is permitted
Receiving Saudization certificates	Chairman acting alone
	Delegation of powers is permitted
Issuing data statements (Print)	Chairman acting alone
	Delegation of powers is permitted
Adding and removing Saudi workers	Chairman acting alone
	Delegation of powers is permitted
Recruiting	Chairman acting alone
	Delegation of powers is permitted
Recruiting	Chairman acting alone
	Delegation of powers is permitted

Opening a file	Chairman acting alone
	Delegation of powers is permitted
Activating the Saudi portal	Chairman acting alone
	Delegation of powers is permitted
Recruiting workers from abroad	Chairman acting alone
	Delegation of powers is permitted
Finalizing recruitment processes with the General Organization for Social Insurance (GOSI)	Chairman acting alone
	Delegation of powers is permitted
Cancelling visas	Chairman acting alone
	Delegation of powers is permitted
Getting visa refunds	Chairman acting alone
	Delegation of powers is permitted
Amending nationalities	Chairman acting alone
	Delegation of powers is permitted
Obtaining family visit visas	Chairman acting alone

	Delegation of powers is permitted
Obtaining dependents' visas	Chairman acting alone
	Delegation of powers is permitted
Following up with the embassy	Chairman acting alone
	Delegation of powers is permitted
Extending Exit / Re-Entry visas	Chairman acting alone
	Delegation of powers is permitted
Extending visit visas	Chairman acting alone
	Delegation of powers is permitted
Issuing data statements (Print)	Chairman acting alone
	Delegation of powers is permitted
Cancelling visas	Chairman acting alone
	Delegation of powers is permitted
Getting visa refunds	Chairman acting alone
	Delegation of powers is permitted

Amending country of origin	Chairman acting alone
	Delegation of powers is permitted
Issuing Iqamas (residency permits)	Chairman acting alone
	Delegation of powers is permitted
Renewing Iqamas (residency permits)	Chairman acting alone
	Delegation of powers is permitted
Issuing Exit / Re-Entry visas	Chairman acting alone
	Delegation of powers is permitted
Issuing Final Exit visas	Chairman acting alone
	Delegation of powers is permitted
Transferring sponsorships	Chairman acting alone
	Delegation of powers is permitted
Obtaining Iqamas (residency permits) in lieu of lost or damaged ones	Chairman acting alone
	Delegation of powers is permitted
	Chairman acting alone

Finalizing processes relating to deceased workers	Delegation of powers is permitted
Reporting workers' escape	Chairman acting alone
	Delegation of powers is permitted
Cancelling reports of workers' escape	Chairman acting alone
	Delegation of powers is permitted
Transferring and updating information and data	Chairman acting alone
	Delegation of powers is permitted
Conducting settlements and assignment of workers	Chairman acting alone
	Delegation of powers is permitted
Following up with the Department of Deportation and Expatriates	Chairman acting alone
	Delegation of powers is permitted
Issuing worker's data statements (Print)	Chairman acting alone
	Delegation of powers is permitted
Removing workers	Chairman acting alone
	Delegation of powers is permitted

Running personal business	Chairman acting alone
	Delegation of powers is permitted
Transferring the sponsorship of workers to himself	Chairman acting alone
	Delegation of powers is permitted
Registering newborns	Chairman acting alone
	Delegation of powers is permitted
Finalizing processes relating to deceased workers	Chairman acting alone
	Delegation of powers is permitted
Managing entry points	Chairman acting alone
	Delegation of powers is permitted
Obtaining repatriation certificates	Chairman acting alone
	Delegation of powers is permitted
Adding dependents	Chairman acting alone
	Delegation of powers is permitted
	Chairman acting alone

Adding children to the father's or mother's passport	Delegation of powers is permitted
Removing children from the father's or mother's passport	Chairman acting alone
	Delegation of powers is permitted
Cancelling Exit / Re-Entry visas	Chairman acting alone
	Delegation of powers is permitted
Cancelling final exit visas	Chairman acting alone
	Delegation of powers is permitted
Obtaining travel visas in lieu of damaged or lost ones	Chairman acting alone
	Delegation of powers is permitted
Applying for visit visa extension	Chairman acting alone
	Delegation of powers is permitted
Amending professions	Chairman acting alone
	Delegation of powers is permitted
Obtaining Hajj permits	Chairman acting alone
	Delegation of powers is permitted

Following up with the domestic workers affairs	Chairman acting alone
	Delegation of powers is permitted
Registering with the e-services	Chairman acting alone
	Delegation of powers is permitted
Following up with the Ministry of Agriculture and the Directorate of Agriculture, in relation to	Chairman acting alone
	Delegation of powers is permitted
Following up with the notary public or the courts to approve transfer of ownership	Chairman acting alone
	Delegation of powers is permitted
Waiving agricultural decisions	Chairman acting alone
	Delegation of powers is permitted
Transferring agricultural decisions	Chairman acting alone
	Delegation of powers is permitted
Receiving salaries	Chairman acting alone
	Delegation of powers is permitted
Receiving retirement pension	Chairman acting alone

	Delegation of powers is permitted
Receiving the end-of-service award and unused leave compensation	Chairman acting alone
	Delegation of powers is permitted
Transferring salaries	Chairman acting alone
	Delegation of powers is permitted
Receiving bonuses	Chairman acting alone
	Delegation of powers is permitted
Obtaining salary certificates	Chairman acting alone
	Delegation of powers is permitted
Receiving personal dues	Chairman acting alone
	Delegation of powers is permitted
Opening accounts, in accordance with Sharia provisions	Chairman acting alone
	Delegation of powers is permitted
Closing and settling accounts	Chairman acting alone
	Delegation of powers is permitted

Withdrawing from accounts	Chairman acting alone
	Delegation of powers is permitted
Issuing debit cards	Chairman acting alone
	Delegation of powers is permitted
Issuing Sharia-compliant credit cards	Chairman acting alone
	Delegation of powers is permitted
Receiving and disbursing remittances	Chairman acting alone
	Delegation of powers is permitted
Cashing cheques	Chairman acting alone
	Delegation of powers is permitted
Issuing certified cheques	Chairman acting alone
	Delegation of powers is permitted
Obtaining cheque books	Chairman acting alone
	Delegation of powers is permitted
Obtaining statements of account	Chairman acting alone

	Delegation of powers is permitted
Transferring from accounts	Chairman acting alone
	Delegation of powers is permitted
Applying for Sharia-compliant bank loans	Chairman acting alone
	Delegation of powers is permitted
Opening an account in accordance with Sharia provisions	Chairman acting alone
	Delegation of powers is permitted
Depositing in accounts	Chairman acting alone
	Delegation of powers is permitted
Renewing subscriptions for safety boxes	Chairman acting alone
	Delegation of powers is permitted
Opening safety boxes	Chairman acting alone
	Delegation of powers is permitted
Subscribing to safety boxes	Chairman acting alone
	Delegation of powers is permitted

Applying for an exemption from loans	Chairman acting alone
	Delegation of powers is permitted
Objecting to cheques	Chairman acting alone
	Delegation of powers is permitted
Updating data	Chairman acting alone
	Delegation of powers is permitted
Activating accounts	Chairman acting alone
	Delegation of powers is permitted
Receiving cheques	Chairman acting alone
	Delegation of powers is permitted
Recovering safety box units	Chairman acting alone
	Delegation of powers is permitted
Following up	Chairman acting alone
	Delegation of powers is permitted
Rescheduling instalments	Chairman acting alone

	Delegation of powers is permitted
Applying for POS machines	Chairman acting alone
	Delegation of powers is permitted
Applying for letters of credit	Chairman acting alone
	Delegation of powers is permitted
Applying for bank guarantees	Chairman acting alone
	Delegation of powers is permitted
Subscribing in joint stock companies	Chairman acting alone
	Delegation of powers is permitted
Receiving certificates of shareholdings	Chairman acting alone
	Delegation of powers is permitted
Purchasing Shariah-compliant shares	Chairman acting alone
	Delegation of powers is permitted
Selling Shariah-compliant shares	Chairman acting alone
	Delegation of powers is permitted

Receiving value of shares	Chairman acting alone
	Delegation of powers is permitted
Receiving dividends	Chairman acting alone
	Delegation of powers is permitted
Receiving surplus	Chairman acting alone
	Delegation of powers is permitted
Opening Shariah-compliant investment portfolios as well as issuing, amending, and cancelling orders	Chairman acting alone
	Delegation of powers is permitted
Subscribing	Chairman acting alone
	Delegation of powers is permitted
Purchasing shares	Chairman acting alone
	Delegation of powers is permitted
Selling shares	Chairman acting alone
	Delegation of powers is permitted
Redeeming mutual fund units	Chairman acting alone

	Delegation of powers is permitted
Transferring shares from portfolio	Chairman acting alone
	Delegation of powers is permitted
Participating in Shariah-compliant investment fund units	Chairman acting alone
	Delegation of powers is permitted
Managing the investment portfolios	Chairman acting alone
	Delegation of powers is permitted
Applying for debt certificates	Chairman acting alone
	Delegation of powers is permitted
Liquidating investment portfolios	Chairman acting alone
	Delegation of powers is permitted
Opening a shop	Chairman acting alone
	Delegation of powers is permitted
Issuing health cards	Chairman acting alone
	Delegation of powers is permitted

Converting agricultural land to residential ones	Chairman acting alone
	Delegation of powers is permitted
Following up with the General Department of Urban Planning	Chairman acting alone
	Delegation of powers is permitted
Opening stores	Chairman acting alone
	Delegation of powers is permitted
Applying for licenses	Chairman acting alone
	Delegation of powers is permitted
Renewing licenses	Chairman acting alone
	Delegation of powers is permitted
Cancelling licenses	Chairman acting alone
	Delegation of powers is permitted
Assigning licenses	Chairman acting alone
	Delegation of powers is permitted
Applying for building and restoration permits	Chairman acting alone

	Delegation of powers is permitted
Land planning	Chairman acting alone
	Delegation of powers is permitted
Applying for construction completion certificates	Chairman acting alone
	Delegation of powers is permitted
Obtaining fencing licenses	Chairman acting alone
	Delegation of powers is permitted
Obtaining demolition licenses	Chairman acting alone
	Delegation of powers is permitted
Signing leases	Chairman acting alone
	Delegation of powers is permitted
Waiving the contract	Chairman acting alone
	Delegation of powers is permitted
Planning an owned land	Chairman acting alone
	Delegation of powers is permitted

Following up with the municipality	Chairman acting alone
	Delegation of powers is permitted
Converting agricultural land into residential ones	Chairman acting alone
	Delegation of powers is permitted
Overseeing construction	Chairman acting alone
	Delegation of powers is permitted
Signing contracts with construction firms and contractors	Chairman acting alone
	Delegation of powers is permitted
Participating in tenders and receiving forms	Chairman acting alone
	Delegation of powers is permitted
Selling and transferring ownership to the purchaser	Chairman acting alone
	Delegation of powers is permitted
Purchasing and accepting the transfer of ownership and value thereof	Chairman acting alone
	Delegation of powers is permitted
Receiving deeds	Chairman acting alone

	Delegation of powers is permitted
Leasing	Chairman acting alone
	Delegation of powers is permitted
Collecting rental value	Chairman acting alone
	Delegation of powers is permitted
Signing leases	Chairman acting alone
	Delegation of powers is permitted
Renewing leases	Chairman acting alone
	Delegation of powers is permitted
Cancelling and terminating leases	Chairman acting alone
	Delegation of powers is permitted
Mortgaging	Chairman acting alone
	Delegation of powers is permitted
Releasing the mortgage	Chairman acting alone
	Delegation of powers is permitted

Segmenting and sorting	Chairman acting alone
	Delegation of powers is permitted
Amending boundaries, lengths, area, plot numbers, plans, deeds and dates thereof, and neighborhood names	Chairman acting alone
	Delegation of powers is permitted
Selling	Chairman acting alone
	Delegation of powers is permitted
Approving the mortgage	Chairman acting alone
	Delegation of powers is permitted
Updating and entering deeds in the comprehensive system	Chairman acting alone
	Delegation of powers is permitted
Selling the share in	Chairman acting alone
	Delegation of powers is permitted
Purchasing	Chairman acting alone
	Delegation of powers is permitted
Purchasing the share in	Chairman acting alone

	Delegation of powers is permitted
Leasing	Chairman acting alone
	Delegation of powers is permitted
Amending the owner's name and civil registration number	Chairman acting alone
	Delegation of powers is permitted
Offering gifts and transferring ownership	Chairman acting alone
	Delegation of powers is permitted
Accepting gifts and transfer of ownership	Chairman acting alone
	Delegation of powers is permitted
Waiving space shortage	Chairman acting alone
	Delegation of powers is permitted
Consolidating deeds	Chairman acting alone
	Delegation of powers is permitted
Accepting waiver and transfer of ownership	Chairman acting alone
	Delegation of powers is permitted

Applying for a set of deeds in lieu of lost ones, with the following details:	Chairman acting alone
	Delegation of powers is permitted
Applying for a set of deeds in lieu of damaged ones, with the following details:	Chairman acting alone
	Delegation of powers is permitted
Selling and transferring ownership to the heirs	Chairman acting alone
	Delegation of powers is permitted
Assigning a share in	Chairman acting alone
	Delegation of powers is permitted
Offering proof of building	Chairman acting alone
	Delegation of powers is permitted
Applying for deeds in lieu of damaged ones	Chairman acting alone
	Delegation of powers is permitted
For properties located	Chairman acting alone
	Delegation of powers is permitted
	Chairman acting alone

Converting agricultural land to residential or industrial ones	Delegation of powers is permitted
Participating in real estate contributions	Chairman acting alone
	Delegation of powers is permitted
Purchasing real estate contributions	Chairman acting alone
	Delegation of powers is permitted
Selling real estate contributions	Chairman acting alone
	Delegation of powers is permitted
Assigning leased land	Chairman acting alone
	Delegation of powers is permitted
Updating and entering the deeds into the comprehensive system	Chairman acting alone
	Delegation of powers is permitted
Applying for deeds in lieu of lost ones	Chairman acting alone
	Delegation of powers is permitted
Converting agricultural land to residential ones	Chairman acting alone
	Delegation of powers is permitted

Building on the land	Chairman acting alone
	Delegation of powers is permitted
Leasing the land	Chairman acting alone
	Delegation of powers is permitted
Changing the legal form of the Company	Chairman acting alone
	Delegation of powers is permitted
Converting the Company from a limited partnership to a limited liability company	Chairman acting alone
	Delegation of powers is permitted
Dividing shares among heirs and transferring them to their respective portfolios	Chairman acting alone
	Delegation of powers is permitted

The Board shall appoint a Secretary from among its members or from third parties.

The Chairman of the Board of Directors may delegate (through a written resolution) some of his powers to other members of the Board or to third parties to carry out specific business(es). 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.

Article 23: Board Quorum and Decisions

Board meetings shall only be valid if attended by at least four (4) members, whether in person or by proxy. A member of the Board of Directors may delegate another member to attend the Board meetings on his behalf, provided that the delegated member may not act on behalf of more than one other Board member. Board resolutions shall be issued by the majority vote of attending members or their representatives. In case of a tie vote, the Chairman of the Board of Directors shall have the casting vote. A Board resolution shall take effect from the date of its issuance, unless such decision specifies another effective date or is contingent upon the fulfilment of certain conditions.

Article 24: Issuing Board Resolutions on Urgent Matters

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

Article 25: Board Deliberations

1. Deliberations and decisions of the Board of Directors shall be recorded in minutes prepared by the Board Secretary and signed by the meeting Chairman, attending Board members, and the Board Secretary. Such minutes shall be recorded in a special register signed by the Chairman of the Board and the Secretary.
2. Means of modern technology may be used for signature, to record deliberations and resolutions, and to prepare meeting minutes.

Article 26: Formation of Committees

The Board of Directors may form sub-committees from amongst its members or others and vest such committees with powers as deemed appropriate thereby, and determine the controls governing committee work and committee member remuneration.

Chapter Four: Assemblies**Article 27: Calling for the Convening Assemblies**

1. General and special meetings shall convene at the invitation of the Board of Directors, which shall convene the Ordinary General Assembly within thirty (30) days from the date of the request of the Auditor or one or more Shareholders representing at least 10% of the Company's voting shares. The Auditor may also call for the General Assembly to convene if the Board fails to do so within thirty (30) days from the date of the Auditor's request.
2. The request referred to in Paragraph 1 of this Article shall specify the matters on which the Shareholders are required to vote.
3. The notice for convening the meeting shall be sent at least twenty-one (21) days prior to the date set for the meeting, in accordance with the provisions of the Companies Law, after taking the following into consideration:
 - a. Notifying the Shareholders by registered mail to their addresses listed in the Shareholders Register, or announcing the invitation through modern means of technology.
 - b. Sending a copy of the invitation and the agenda to the Commercial Register, as well as a copy to the CMA if the Company is listed on the capital market on the date of the announcement.
4. The invitation to the General Assembly meeting shall, at a minimum, include the following:
 - a. A statement of the Shareholders who have the right to attend the meeting, and such Shareholders' right to delegate non-Board members to attend, and a statement of the Shareholders' right to deliberate the items listed on the agenda and to raise questions, and the manner by which to exercise voting rights.
 - b. Place, date, and time of the meeting.

- c. Type of meeting, whether it is a general or special assembly.
- d. Agenda of the meeting, including items that require voting by Shareholders.

Article 28: Voting at Assemblies

1. Cumulative voting shall be used in the election of the Board of Directors. Members of the Board of Directors may not vote on Assembly resolutions relating to transactions and contracts in which they have a direct or indirect interest, or which involve a conflict of interest.

Article 29: Drafting Assembly Minutes

1. Meeting minutes shall be prepared during the Assembly meeting and shall include the number of Shareholders in attendance, whether in person or by proxy, the number of shares held thereby in person or by proxy, the number of votes assigned thereto, the resolutions made, the number of consenting and dissenting votes, and a comprehensive summary of the discussions held during the meeting. The minutes shall be recorded regularly after each meeting in a special register, signed by the Assembly Chairman, Secretary, and Canvassers.

Article 30: Assembly Attendance

The General Assembly shall be held in the city in which the Company's head office is located, or as determined by the Board of Directors. Each Shareholder has the right to attend the General Assemblies of Shareholders, and to appoint in writing another person, other than a member of the Board of Directors, to attend General Assembly meetings, which may be held by modern means of technology where Shareholders can participate in deliberations and vote on decisions as per the controls set by the competent authorities.

Article 30: Calling for the Convening of General Assemblies

1. General and special meetings shall convene at the invitation of the Board of Directors, which shall convene the Ordinary General Assembly within thirty (30) days from the date of the request of the Auditor or one or more Shareholders representing at least 10% of the Company's voting shares. The Auditor may also call for the General Assembly to convene if the Board fails to do so within thirty (30) days from the date of the Auditor's request.
2. The request referred to in Paragraph 1 of this Article shall specify the matters on which the Shareholders are required to vote.
3. The notice for convening the meeting shall be sent at least twenty-one (21) days prior to the date set for the meeting, in accordance with the provisions of the Companies Law, after taking the following into consideration:
 - a. Notifying the Shareholders by registered mail to their addresses listed in the Shareholders Register, or announcing the invitation through modern means of technology.
 - b. Sending a copy of the invitation and the agenda to the Commercial Register, as well as a copy to the CMA if the Company is listed on the capital market on the date of the announcement.
4. The invitation to the General Assembly meeting shall, at a minimum, include the following:
 - a. A statement of the Shareholders who have the right to attend the meeting, and such Shareholders' right to delegate non-Board members to attend, and a statement of the

Shareholders' right to deliberate the items listed on the agenda and to raise questions, and the manner by which to exercise voting rights.

- b. Place, date, and time of the meeting.
- c. Type of meeting, whether it is a general or special assembly.
- d. Agenda of the meeting, including items that require voting by Shareholders.

Article 32: Ordinary General Assembly Quorum

1. An Ordinary General Assembly meeting shall be deemed valid only if attended by Shareholders representing at least a quarter of the Company's voting shares.
2. If the quorum required for an Ordinary General Assembly meeting is not satisfied as stipulated in Paragraph 1 of this Article, a call shall be made for a second meeting to be held under the same conditions stipulated in Article 91 of the Companies Law. However, the second meeting may be held one hour after the end of the period set for the first meeting, provided that the invitation for the first meeting provides for the possibility of holding a second meeting. In all cases, the second meeting shall be deemed valid regardless of the number of voting shares represented thereat.

Article 33: Extraordinary General Assembly Quorum

1. An Extraordinary General Assembly meeting shall be deemed valid only if attended by Shareholders representing at least half of the Company's voting shares.
2. If the quorum required for an Extraordinary General Assembly meeting is not satisfied as stipulated in Paragraph 1 of this Article, a call shall be made for a second meeting to be held under the same conditions stipulated in Article 91 of the Companies Law. However, the second meeting may be held one hour after the end of the period set for the first meeting, provided that the invitation for the first meeting provides for the possibility of holding a second meeting. In all cases, the second meeting shall be deemed valid if attended by Shareholders representing at least a quarter of the Company's voting shares.
3. If the quorum required for the second meeting is not satisfied, a call shall be made for a third meeting to be held under the same conditions stipulated in Article 91 of the Companies Law. The third meeting shall be deemed valid regardless of the number of voting shares represented thereat.

Article 34: Assembly Deliberations

Each Shareholder shall have the right to discuss the items listed in the General Assembly's agenda and to address questions in respect thereof 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 doing so does not harm the interests of the Company. If a Shareholder deems the answer to his query to be unsatisfactory, then said Shareholder may refer the matter to the General Assembly whose decision in this regard shall be binding.

Article 35: Drafting Assembly Minutes

Meeting minutes shall be prepared during the Assembly meeting and shall include the number of Shareholders in attendance, whether in person or by proxy, the number of shares held thereby in person or by proxy, the number of votes assigned thereto, the resolutions made, the number of consenting and dissenting votes, and a comprehensive summary of the discussions held during the

meeting. The minutes shall be recorded regularly after each meeting in a special register, signed by the Assembly Chairman, Secretary, and Canvassers.

Article 36: Powers of the Ordinary General Assembly

Except for matters falling within the powers of the Extraordinary General Assembly, the Ordinary General Assembly shall be competent in all matters related to the Company and shall convene at least once a year during the six months following the end of the Company's financial year. Additional Ordinary General Assembly meetings may be called as necessary.

Article 37: Powers of the Extraordinary General Assembly

The Extraordinary General Assembly shall have the power to amend the Company's Bylaws, with the exception of matters the amendment of which is prohibited by law. The Extraordinary General Assembly shall also have the power to issue resolutions on matters falling within the competence of the Ordinary General Assembly, subject to the same conditions and procedures prescribed for the Ordinary General Assembly.

Article 38: Assembly Record of Attendance

Shareholders or representatives thereof wishing to attend General Assemblies shall record their attendance in the General Assembly attendance register located at the Company's head office or at another location determined by the Company for the meeting.

Article 39: Assembly Resolutions

Ordinary General Assembly resolutions shall be passed by an absolute majority of voting shares represented thereat. Extraordinary General Assembly resolutions shall be passed by a majority of two-thirds of the voting shares represented thereat. However, the following matters shall require a majority of three-quarters of voting shares represented thereat:

- a. Extending the Company's term.
- b. Liquidating or dissolving the Company prior to the expiry of its term.
- c. Increasing or decreasing the Company's capital, whether the increase is allocated to current Shareholders or to new Shareholders.
- d. Merging the Company or dividing it into two or more companies.

Chapter Five: Auditor

Article 40: Appointment, Removal and Resignation of the Auditor

1. The Company shall have one or more Auditors selected from among those licensed in the Kingdom of Saudi Arabia, appointed and the compensation, term, and scope of work thereof fixed by the General Assembly. The Auditor may be reappointed provided that the appointment term thereof does not exceed the legally prescribed duration.
2. The General Assembly may resolve to dismiss the Auditor without prejudice to the latter's right to compensation for any damage incurred, if justified. The Chairman of the Board of Directors shall inform the competent authority of such dismissal and the reasons therefor within a period not exceeding five (5) days from the date of the relevant resolution.
3. The Auditor may resign pursuant to a written notice submitted to the Company. The assignment thereof shall terminate on the date of submission of the resignation notice or on a later date

specified in the notice, without prejudice to the Company's right to compensation for any incurred justifiable damages. Upon submitting the notice, the resigning Auditor shall provide the Company and the competent authority with a statement of the reasons for their resignation. The Board of Directors shall call the General Assembly to convene in order to consider the reasons for the resignation, appoint a new Auditor, and determine the compensation, term, and scope of work thereof.

Article 41: Powers of the Auditor

The Auditor shall at all times have the right to access the Company's books, accounting records and supporting documents. The Auditor also may request data and clarifications as deemed necessary thereby to verify the Company's assets and liabilities, and other matters falling within the Auditor's scope of work. The Board of Directors shall enable the Auditor to perform its duties; and when the Auditor encounters difficulties in that regard, the latter shall document the same in a report to be submitted to the Board of Directors. Failure of the Board to facilitate the work of the Auditor shall result in the latter requesting that the Board calls for a meeting of the Ordinary General Assembly to discuss the matter. The Auditor may call for the meeting if the Board of Directors fails to do so within thirty (30) days from the Auditor's request in that regard.

Chapter Six: Company Finances and Distribution of Dividends

Article 42: Fiscal Year

The Company's financial year shall be twelve (12) Gregorian months, beginning on the 1st of January and ending at the end of 31 of December.

Article 43: Financial Documents

1. At the end of each fiscal year, the Board of Directors shall prepare the Company's financial statements together with a report on its business and financial position for the ended fiscal year. This report shall include the proposed method for distributing dividends. The Board of Directors shall place such documents at the disposal of the Auditor at least forty-five (45) days prior to the date set for convening the General Assembly.
2. The Chairman of the Board, the CEO and the CFO, if applicable, shall sign the documents referred to in Paragraph 1 of this Article, with a copy thereof being placed at the Company's head office at the disposal of the Shareholders.
3. The Chairman of the Board shall sign and provide the Shareholders with the Company's financial statements and Board of Directors' report, as well as the Auditor's report, unless they are published through means of modern technology, at least twenty-one (21) days prior to the date set for the annual Ordinary General Assembly meeting. The Chairman shall also deposit said documents, in accordance with the Implementing Regulations of the Companies Law.

Article 44: Distribution of Dividends

The Company may distribute distributable interim or annual profits at any time, in accordance with the audited and reviewed financial statements and the regulatory controls issued by the competent authorities.

Article 45: Entitlement to Dividends

A Shareholder shall be entitled to dividends pursuant to a resolution issued by the General Assembly in that regard. The decision shall indicate eligibility and distribution dates. Shareholders

registered in the Shareholders Register by the end of the eligibility date shall be eligible to receive dividends. The Board of Directors shall execute the General Assembly's resolution regarding the distribution of dividends to Shareholders.

Article 46: Creation of Reserves

When determining the share of net profits for distribution to Shareholders, the Ordinary General Assembly may resolve to establish reserves to serve the Company's interests or to ensure as stable a dividend distribution as possible to Shareholders. The Ordinary general Assembly may also allocate amounts from net profits for social purposes benefiting the Company's employees. The Ordinary General Assembly shall determine the percentage of net profits to be distributed to Shareholders after deducting any reserves, if applicable. Additionally, the Company may distribute interim dividends to Shareholders in accordance with the regulations issued by the competent authority.

Chapter Seven: Final Provisions

Article 47: Final Provisions

1. The Company shall be subject to the laws in effect in the Kingdom of Saudi Arabia.
2. Any provision set forth herein that contradicts the provisions of the Companies Law shall be deemed null and void, and the provisions stipulated in the Companies Law shall be applicable in that regard. Any matter not provided for herein shall be governed by the Companies Law and Implementing Regulations thereof.
3. The Founding Shareholders hereby confirm the validity of the data and provisions set forth herein, and further assert that they comply with the Companies Law and Implementing Regulations thereof, and that they fulfill all requirements and instructions issued by the Ministry of Commerce in accordance with the provisions of the Law, for which the Founding Shareholders shall be accountable and shall assume all legal and financial liability. The Founders are fully aware of the Ministry's right to take the necessary legal actions should there be any violation or conflict with the provisions set forth in the Bylaws.

These Bylaws were audited by the Founding Shareholders and approved by the Ministry's Accreditor. These Bylaws were published through Aamaly E-Magazine, and the validity of these Bylaws can be verified via the following link: <https://emagazine.aamaly.sa>.

God bless,,,

A copy of these Bylaws was issued based on the resolution of the Extraordinary General Assembly/Capital Owner dated 21/11/1445H.

These Bylaws do not require the official seal of the Ministry of Commerce.

Resolution of the Founding Shareholders on Electing the Board**Nice One Beauty Digital Marketing Company, Closed Joint-stock Company (Joint-Stock Company)**

Based on the decision of the General Assembly of Nice One Beauty Digital Marketing Company, Closed Joint-stock Company (Joint-Stock Company) in the city of Riyadh,

WHEREAS, the General Assembly wish to appoint a Board of Directors in accordance with the provisions of Article (*Company's management article regarding the appointment of a director under a separate contract*),

NOW, THEREFORE, the General Assembly hereby resolve to appoint the following:

A Board of Directors consisting of (not less than 3 members):

Name	ID No.	DoB	Nationality	Title
Amr Abdulaziz Abdullah AlJalal	1014314783	16/03/1399	Saudi Arabia	Chairman of the Board
Abdulrahman Ali Abdulrahman AlOlayan	1086380415	01/01/1409	Saudi Arabia	Vice-Chairman of the Board
Omar Ali Abdulrahman AlOlayan	1086380431	20/02/1411	Saudi Arabia	Board member
Ibrahim Abdulrahman Ibrahim AlSohaibani	1022155947	10/04/1401	Saudi Arabia	Board member
Abdulaziz bin Mohammad bin Hamad AlRugaib	1005043177	27/12/1402	Saudi Arabia	Board member
Mansour bin Saad bin Mohammed AlSaud	1067925535	05/06/1403	Saudi Arabia	Board member
Mohammad Loughazail	wc6985016	03/04/1383	Morocco	Board member

who shall be vested with all powers and authorities stipulated in these Bylaws.

God bless,,,