



Articles of Association of Raoom Trading Company  
(A Saudi Registered Joint Stock Company)

Chapter One: Establishment of the Company

Article No.1: Establishment

Raoom Trading Company has been established as a Saudi joint stock company in accordance with the provisions of the Companies Law and its regulations. With the issuance of the Companies Law under Royal Decree No. (132/M) dated 01/12/1443 and its executive regulations issued by the decision of the Minister of Commerce No. (284) dated 23/06/1444, the company's Articles of Association have been amended as follows:

Article No.2: Company Name

Raoom Trading Company (Registered Joint Stock Company)

Article No.3: Company's Headquarters

The company's headquarters is located in the city of Buraydah. The company may establish branches inside or outside the Kingdom by a resolution of the Board of Directors.

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**Article No.4: Objectives of the Company**

The company engages in and carries out the following activities:

1. Manufacturing industries and their branches as per industrial licenses.
2. Construction and building.
3. Transportation, storage, and refrigeration.
4. Financial and business services, as well as other services.
5. Social, community, and personal services.
6. Trade.
7. Information technology.
8. Security and safety.
9. Agriculture and fishing.
10. Mining, petroleum, and their branches.
11. Electricity, gas, water, and their branches.

The company conducts its activities in accordance with applicable regulations and after obtaining the necessary licenses from the relevant authorities, if required.

**Article No.5: Company Duration**

The company's duration is indefinite, commencing from the date of its registration in the Commercial Register.

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**Article No.6: Participation and Ownership in Companies**

The company is permitted to establish companies independently, including limited liability companies, closed joint stock companies, or simplified joint stock companies. It may also acquire shares and interests in existing companies or merge with them. Additionally, the company has the right to participate with others in establishing joint stock companies or limited liability companies, subject to the relevant laws and regulations. The company may dispose of these shares or interests, provided that this does not involve brokerage in their trading.

**Chapter Two: Capital and Shares**

**Article No.7: Capital**

The company's issued capital is set at SAR 62,500,000 (Sixty-Two Million Five Hundred Thousand Saudi Riyals), divided into 6,250,000 (Six Million Two Hundred Fifty Thousand) nominal shares of equal value, each with a nominal value of SAR 10 (Ten Saudi Riyals). All shares are ordinary shares, and the amount paid from the issued capital is SAR 62,500,000 (Sixty-Two Million Five Hundred Thousand Saudi Riyals).

**Article No.8: Subscription to Shares**

The founders have subscribed to the entire issued capital of 6,250,000 (Six Million Two Hundred Fifty Thousand) fully paid shares.

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**Article No.9: Purchase, Sale, or Pledge of Company Shares**

The company may, by a resolution of the Extraordinary General Assembly, issue preferred or ordinary shares and may purchase, sell, pledge, or convert its shares. Shares repurchased by the company shall not have voting rights in shareholder assemblies. The company may also purchase its shares for allocation to its employees—or its subsidiaries' employees—under an employee share program. Additionally, the company may sell treasury shares in one or multiple stages, in accordance with the applicable laws and regulations.

**Article No.10: Sale of Partially Paid Shares**

Shareholders shall pay the value of their shares on the designated due dates. If a shareholder fails to make the required payment on time, the Board of Directors may, after notifying the shareholder via email or registered mail, sell the shares at a public auction or on the stock exchange, as applicable and in accordance with the relevant regulatory requirements. The company will deduct the outstanding amounts from the sale proceeds and return any remaining balance to the shareholder. If the proceeds are insufficient to cover the shareholder's dues, the company has the right to recover the remaining balance from the shareholder's other assets. However, the defaulting shareholder may settle the outstanding amount, along with any incurred expenses, up until the day of the sale. The company shall cancel the sold share(s) in accordance with this article and issue a new share to the buyer with the same number as the canceled share, updating the share register to reflect the change in ownership.

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**Article No.11: Issuance of Shares**

Shares shall be nominal and may not be issued for less than their nominal value. However, they may be issued at a higher value, in which case the difference shall be recorded as a separate item under shareholders' equity and may not be distributed as dividends to shareholders. Shares are indivisible in relation to the company. If a share is jointly owned by multiple individuals, they shall select one representative to exercise the rights associated with the share. All joint owners shall be jointly liable for obligations arising from share ownership.

**Article No.12: Trading of Shares**

The company's shares shall be traded in accordance with the Capital Market Law and its implementing regulations.

**Article No.13: Shareholders' Register**

The company's shares shall be traded in accordance with the Capital Market Law and its implementing regulations.

**Article No.14: Increase of Capital**

1. The Extraordinary General Assembly may resolve to increase the company's capital, provided that the capital has been fully paid. However, full payment of capital is not required if the unpaid portion corresponds to shares issued in exchange for debt instruments or financial sukuk that are still within their conversion period.

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2. The Extraordinary General Assembly may, in all cases, allocate the newly issued shares—either in whole or in part—to the company's employees, subsidiaries, or some of them, as it deems appropriate. Shareholders shall not have preemptive rights when the company issues share specifically allocated to employees.

3. Shareholders shall have preemptive rights to subscribe to new cash shares in accordance with the Companies Law and the Capital Market Law. They shall be notified of their preemptive rights in accordance with the regulations set by the relevant authorities, along with the capital increase resolution, subscription terms, and the start and end dates of the subscription period, while considering the type and class of shares they own.

4. The Extraordinary General Assembly has the right to suspend preemptive rights for shareholders regarding the subscription to the increased capital through cash contributions or grant priority to non-shareholders in cases deemed beneficial to the company.

5. Shareholders may sell or transfer their preemptive rights within the period starting from the date of the Ordinary General Assembly's approval of the capital increase until the last day of the subscription period, following the regulations set by the relevant authorities.

6. Subject to the provisions of paragraph (4) above, the new shares shall be distributed among holders of preemptive rights who have requested to subscribe, in proportion to their existing preemptive rights relative to the total preemptive rights resulting from the capital increase. However, they shall not receive more than the number of new shares they requested. Any remaining shares shall be distributed among holders of preemptive rights who have requested more than their allocated portion, in proportion to their existing preemptive rights relative to the total preemptive rights resulting from the capital increase. However, they shall not receive more than the number of new shares they requested. Any remaining shares shall be offered to third parties unless the Extraordinary General Assembly decides otherwise or the Capital Market Law states otherwise.

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**Article No.15: Reduction of Capital**

The Extraordinary General Assembly may decide to reduce the company's capital if it exceeds the company's needs or if the company incurs losses. In the latter case, the capital may be reduced below the minimum limit stipulated in the Companies Law. A resolution for capital reduction shall not be issued unless the Board of Directors presents a report at the General Assembly detailing: The reasons for the reduction, The company's liabilities, and The impact of the reduction on these liabilities. This report shall be accompanied by a review from the company's external auditor. If the capital reduction is due to an excess in capital beyond the company's needs, the company shall notify its creditors and invite them to submit any objections, if any, within the period specified by the relevant regulations. If a creditor objects and submits supporting documents within the designated timeframe, the company shall either: Settle the debt if it is due, or Provide sufficient guarantees for payment if it is not yet due.

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**Chapter Three: Board of Directors**

**Article No.16: Company Management**

The company shall be managed by a Board of Directors composed of four (4) members, who shall be natural persons elected by the General Assembly of Shareholders for a term not exceeding four (4) years.

**Article No.17: Termination or Removal of Board Membership**

Board membership shall end upon the expiration of the member's term or if the member loses eligibility as per any applicable laws and regulations in the Kingdom. The General Assembly, based on a recommendation from the Board of Directors, may terminate the membership of any board member who fails to attend three (3) consecutive meetings or five (5) separate meetings during their term without a valid excuse accepted by the Board. Additionally, the Ordinary General Assembly may remove all or some of the Board members. In such cases, the General Assembly shall elect a new Board or appoint a replacement for the dismissed member, as necessary.

**Article No.18: Vacancy of a Board Member's Position**

If a Board member's position becomes vacant, the Board of Directors may appoint a temporary replacement with the necessary expertise and qualifications. This temporary appointment shall be: Reported to the Commercial Register and the Capital Market Authority within fifteen (15) days from the appointment date. Presented to the Ordinary General Assembly at its next meeting for approval. The newly appointed member shall serve for the remaining term of their predecessor. If the number of Board members falls below the minimum required by the Companies Law or this Bylaw, the remaining Board members shall call for an Ordinary General Assembly meeting within sixty (60) days to elect the required number of members.

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**Article No.19: Powers of the Board**

Subject to the powers vested in the General Assembly, the Board of Directors shall have the broadest authority to manage the company in a manner that achieves its objectives. This includes, but is not limited to:

1. Defining the reasons and justifications for any sale decision made by the company.
2. Ensuring that any sale transaction is conducted at fair market value.
3. Requiring that sales be executed immediately, except in cases where the Board deems otherwise and adequate guarantees are provided.
4. Ensuring that such transactions do not result in the suspension of certain company activities or impose additional liabilities on the company.

The Board of Directors may also, within its authority, delegate one or more of its members or third parties to carry out specific tasks or duties.

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**Article No.20: Compensation of Board Members**

The General Assembly shall determine the compensation of the Board of Directors upon their appointment. The Board's compensation—for carrying out its duties—may be a fixed amount, an attendance allowance for meetings, in-kind benefits, or a specific percentage of net profits, in accordance with the applicable laws and regulations. The Board's report to the Ordinary General Assembly shall include a comprehensive disclosure of all compensation, allowances, and other benefits received by Board members during the financial year. It shall also detail any amounts received by Board members in their capacity as employees or administrators, as well as payments for technical, administrative, or consultancy services. Furthermore, the report should specify the number of Board meetings held and the attendance record of each member since the last General Assembly meeting.

**Article No.21: Powers and Responsibilities of the Chairman, Vice-Chairman, Managing Member, and Secretary**

1. At its first meeting, the Board of Directors shall appoint a Chairman and a Vice-Chairman from among its members. It may also appoint a Managing Member from among its members, and it has the discretion to appoint a Chief Executive Officer (CEO) either from among its members or from outside the Board. The Vice-Chairman shall assume the responsibilities of the Chairman in his absence. The position of Chairman of the Board may not be combined with any executive position within the company.

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2. The Chairman of the Board is responsible for convening Board meetings, presiding over its sessions, approving Board resolutions and extracts derived from them, and chairing General Assemblies. The Chairman may delegate these responsibilities to another Board member. Additionally, the Chairman of the Board and, in his absence, the Vice-Chairman shall have, but are not limited to, the following powers:  
The authority to enter into contracts, commitments, and agreements in the company's name and on its behalf.

The authority to participate in tenders and exercise all necessary powers for managing and representing the company in dealings with third parties and legal entities.

The authority to sign all documents, including incorporation contracts of merged companies, amendments, and partner resolutions in those merged companies.

The authority to acknowledge and represent the company before courts, notaries, judicial entities, governmental and non-governmental organizations inside and outside Saudi Arabia.

The authority to certify and validate documents before notaries, judicial authorities, governmental bodies, private entities, and international organizations inside or outside Saudi Arabia.

The company's manager shall have full authority to act on behalf of all partners, including (but not limited to) verbal and written authorizations, as well as decisions or approvals related to the company or its merged subsidiaries.

The authority to manage employees, including setting their salaries, bonuses, allowances, expenses, and housing arrangements.

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The Chairman of the Board, or in his absence the Vice-Chairman, shall also have the authority to:  
Open, close, or deregister branches of the company inside and outside Saudi Arabia, define their functions and budgets, obtain licenses and commercial registrations, receive them, and appoint their managers.  
Determine the activities and purposes of these branches, convert them into independent companies, or change their registration status to a primary entity.  
Handle all legal, governmental, and administrative matters related to these branches, including appointing and dismissing their managers, defining their powers, and liquidating or closing them.  
Hire and dismiss employees and workers, request work visas, transfer and waive sponsorships, and sign all commercial transactions.  
Obtain, renew, cancel, or relocate licenses, and handle all required approvals from municipalities and regulatory bodies.  
Review and sign documents with municipalities, labor offices, recruitment agencies, and other related authorities.  
Process visa applications through labor offices and recruitment agencies in the company's name.  
Issue exit and re-entry visas, final exit visas, and sponsorship transfers for the company's sponsored employees.  
Interact with the Contractors Classification Authority, sign necessary documents, and fulfill all required procedures.  
Submit applications, follow up, and approve or reject any official documents, whether judicial, administrative, written, or verbal.  
Represent the company before all entities, including (but not limited to) their headquarters, branches, departments, sections, and staff.

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Civil Defense Directorate, Social Insurance Authority, Royal Court, Supreme Court, Ministry of Justice, Notary Offices (First and Second Notary Offices), Courts, and Judicial Bodies.

Ministries and Government Authorities such as:

Ministry of Interior, Foreign Affairs, Defense, Commerce and Industry, Finance, Economy, Planning, Agriculture, Social Affairs, Education, Municipal and Rural Affairs, Health, Culture and Media, Islamic Affairs, Housing, Higher Education, Transport, Petroleum and Mineral Resources, Hajj, Civil Service, Communications and Information Technology

Customs Authority, Zakat and Income Tax Authority, Saudi Contractors Classification Authority, General Authority for Investment, Capital Market Authority, Saudi Standards, Metrology and Quality Organization, Saudi Commission for Health Specialties, General Authority for Food and Drug, General Authority for Tourism and Antiquities, National Anti-Corruption Commission, Industrial Cities and Technology Zones Authority, Royal Commission for Jubail and Yanbu, Human Rights Commission, National Commission for Wildlife Conservation and Development.

Labor and Employment Authorities including:

Labor Offices, Ministry of Human Resources, General Organization for Social Insurance, Committees for Labor Dispute Resolution.

Regulatory, Investigative, and Judicial Bodies such as:

Oversight and Anti-Corruption Authority, Public Prosecution, and any other related legal or regulatory bodies.

The Chairman (or Vice-Chairman in his absence) shall have the power to sign, represent, and manage the company's affairs before all these entities, ensuring compliance with all regulations and requirements.

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The Gulf Cooperation Council Interconnection Authority, the Electricity and Cogeneration Regulatory Authority, the Riyadh Development Authority, the Makkah Region Development Authority, the Madinah Region Development Authority, the General Authority for the Settlement of Labor Disputes, the Saudi Arabian Monetary Authority, the Technical and Vocational Training Corporation, the General Organization of Ports, the King Fahd Causeway Authority, King Abdul-Aziz City for Science and Technology, the General Organization for Grain Silos and Flour Mills, the Public Pension Agency, Saudi Arabian Airlines, any airline, any flight booking office, tourism or recruitment agency, the Saline Water Conversion Corporation, the General Organization for Social Insurance, the Saudi Railway Organization, the General Presidency for the Affairs of the Grand Mosque and the Prophet's Mosque, Permanent Committee for Scholarly Research and Ifta, the General Presidency for Youth Welfare, the General Presidency for Meteorology and Environmental Protection, the General Presidency of the Commission for the Promotion of Virtue and the Prevention of Vice, the Saudi Council of Engineers, Sharia-compliant insurance companies, all private companies and institutions, Sharia-compliant insurance companies, and the Saudi Council of Engineers, in addition to the authority to generalize, specify, delegate, or grant legal authorization, whether in a general or specific manner, in terms of type, form, place, and time, regarding what has been mentioned previously and what will be mentioned later.

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Entitled to sell and transfer ownership to the buyer and to acknowledgement of receipt of the price, whether by a certified or ordinary cheque in the name of the company or one of its attorneys'. Entitled to barter and determine the exchanged property, to acknowledgement of receipt of the amount, whether in cash or by cheque (certified or ordinary), to purchase and accept donation, defer payment, engage in barter transactions, determine the barter, donate and accept donations, transfer ownership as a donation, to conveyance and accept transfer and conveyance, mortgages and mortgage, merge title deeds, subdivide, and reallocate plots. Additionally, the right to receive title deeds, waive any shortage in area, convert agricultural land into residential land, amend the owner's name, civil registry number, and national identification details, modify the commercial registration number in title deeds, adjust boundaries, lengths, areas, plot numbers, plans, title deed details, and neighborhood names. The right to lease, sign lease agreements, renew lease contracts, receive rental payments, and determine the method of receiving such payments. Furthermore, the right to waive land to state properties, relinquish leased land, develop and construct on land, lease land, accept gifts, obtain replacement title deeds for lost or damaged ones, annex adjacent surplus land, convert measurements from agricultural units to meters, convert land use from agricultural to residential or industrial and vice versa. The right to establish building records, receive title deeds, register them in the comprehensive system, participate in real estate investments, and buy and sell such shares concerning real estate or otherwise. Regarding housing grants, the right to follow up with the Royal Court, Secretariats and Municipalities to apply for a residential land grant, receive and complete application forms, participate in land allocation draws, accept compensation for granted land, approve the transfer of grants, and follow up with the notary public or court to complete the transfer of ownership of granted land. Concerning agricultural grants, the right to liaise with the Ministry of Agriculture and the Directorate of Agriculture for related matters.

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Apply for any agricultural grant, receive the decision, and follow up with the notary public or the court to accept its transfer, waive the agricultural grant decision, and transfer it to any party. Regarding claims and litigation, the right to file claims, initiate lawsuits, plead, defend, hear claims, respond to them, acknowledge or deny allegations, settle disputes, waive rights, clear liabilities, request and challenge oaths, refuse to take an oath, present witnesses and evidence, contest evidence, respond to accusations, challenge and authenticate signatures, seals, and handwriting, request travel bans and their removal, request seizure and enforcement, seek arbitration, appoint experts and arbitrators, challenge their reports, dismiss and replace them, request the application of Article No.32 of the Code of Civil Procedure, demand enforcement of judgments, accept or reject rulings, file appeals, request reconsideration, seek rehabilitation, exercise the right of pre-emption, and complete all necessary proceedings before all courts The right to receive funds in cash, by ordinary or certified cheques, or through bartering, as well as the right to divide estates, determine shares, receive judgment deeds, request the recusal of a judge, and request intervention or joinder in cases before: Shari'ah Courts, Administrative Courts (Board of Grievances), Forensic Medical Committees, Worker Committees, Financial Dispute Resolution Committees, Banking Dispute Resolution Committees, Dispute Resolution Offices for Commercial Papers, Commercial dispute Resolution Committees, Customs Authorities, Commercial fraud committees, Oversight and Investigation Authority, Public Prosecution, Supreme Judicial Council, Supreme Court Additionally, the right to obtain title deeds for proof of ownership, lift restrictions on any real estate, waive damages, acknowledge debts, obtain replacement deeds for lost or damaged documents, and request court-issued certificates of proof, including proof of endowment, donation, purchase, sale, and proof of building construction for any property, in any location, and for any date.

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Obtain title deeds for proof of ownership, lift restrictions on any real estate, waive damages, acknowledge debts, and obtain replacement deeds for lost or damaged documents. Regarding court-issued certificates of proof, the right to obtain: Proof of ownership deed, Endowment deed, Donation deed, Purchase deed, Sale deed, building proof deed for any property, in any location, and for any date, regarding court authorizations, the right to obtain: Authorization deed for purchasing or selling real estate Authorization deed for transferring real estate ownership, Authorization deed for subdividing and merging real estate, Authorization deed for mortgaging real estate, Authorization deed for developing real estate, Authorization deed for investing in real estate or financial assets, Authorization deed for selling endowed real estate, Authorization deed for purchasing and endowing property, Authorization deed for transferring or exchanging endowed property, Authorization deed for subdividing and merging endowed property, Authorization deed for investing in endowed property or designated funds , Authorization deed for appointing a supervisor over an endowment or will, Authorization deed for relinquishing supervisory rights over an endowment, Regarding commercial records, the right to: Follow up with the Commercial, Registry Department Obtain, renew, and transfer commercial registrations, Reserve trade names, Register trademarks and transfer their ownership, subscribe to and renew memberships with chambers of commerce, sign all documents with the chamber of commerce and the Commercial Registry Department Manage commercial affairs, Authenticate and cancel signatures at the chamber of commerce, Supervise and amend commercial records, add business activities, Establish branch offices for commercial registrations

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Cancel commercial registrations, participate in tenders, receive investments, purchase and sell establishments, obtain a replacement for lost or damaged commercial registrations, transfer commercial registrations, and follow up with the Social Insurance Authority, Civil Defense, and Zakat and Tax Authority. Regarding municipal and secretariat matters, the right to: Open commercial establishments, Obtain, renew, cancel, and transfer licenses, Obtain construction and renovation permits, Obtain fencing permits, Obtain demolition permits, Obtain completion certificates for construction, Follow up with the General Department of Urban Planning, Plan land usage, Obtain health loans, Convert agricultural land into residential land, Participate in tenders and receive investments, Sign lease contracts as deemed appropriate, Obtain a health permit, Supervise construction and contractual agreements with construction companies and contractors, Develop plans for owned land, Follow up with any municipality or secretariat Regarding companies, the right to: Establish a company and determine its name, Enter into existing companies, Sign articles of incorporation and amendments before a notary public, Sign partner resolutions, Appoint and dismiss managers, Modify management provisions, Acquire shares and equity stakes, Pay the purchase price for shares and stakes, Sell shares and equity stakes and receive the sale proceeds and profits, Transfer and accept the transfer of shares, stakes, and capital contributions, Transfer ownership of shares, stakes, and bonds, Determine, increase, or decrease company capital, Sell any branch of the company, Modify the company's objectives, Amend Clauses of Articles of Association.

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Amend annexes of the company as permitted by law, including companies that merge or partner with it. The right to open or close bank accounts in the company's name, sign agreements, register the company, change its name, close bank accounts in the company's name, register agencies and trademarks, attend general assemblies, open company files, and establish branches. The right to liquidate companies in which it participates, convert them into any type of company as permitted by law, including conversion from and to closed joint-stock companies, public joint-stock companies, limited liability companies, general partnerships, or limited partnerships. The right to cancel incorporation contracts and amendments for the companies in which it participates, obtain and renew commercial registrations for the company, subscribe to and renew membership with the Chamber of Commerce, follow up with the Quality and Standards Authority, and obtain and renew company licenses. The right to convert a company branch into an independent company, review the General Investment Authority, sign documents before it, follow up with telecommunications companies, establish fixed or mobile phone lines in the company's name, review the Capital Market Authority, participate in tenders, receive investments, change the legal entity, modify the company's objectives, publish the incorporation contract, amendments, and summaries in the official gazette or any newspaper. Regarding industrial licenses, the right to obtain, renew, and amend licenses, add activities, and reserve trade names.

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Cancel licenses, subscribe to the Chamber of Commerce, renew the subscription, open branches, follow up with the Social Insurance Authority, Civil Defense, and the Zakat and Tax Authority, and transfer licenses. Regarding passports and residency affairs, the right to: Obtain and renew residency permits, obtain replacements for lost or damaged residency permits, Issue exit and re-entry permits, issue final exit permits, transfer sponsorships, transfer workers' sponsorship to himself, Update information and modify professions, Settle labor disputes and waive workers, Report and cancel reports of labor absconding, Cancel exit and re-entry visas, Cancel final exit visas, Obtain replacement travel visas for lost or damaged ones, Obtain visit visas, Add dependents, Finalize procedures for deceased workers, Obtain labor data reports (printouts), Drop workers from records, Follow up with Deportation and Expatriate Affairs, Port Affairs, and issue repatriation certificates, Obtain Hajj permits for workers, Register in electronic services, Regarding security authorities, the right to follow up with: The Emirate (Governor's Office), The Judicial Enforcement Division, Police stations, The General Directorate of Prisons, The General Directorate of Civil Defense, The Highway Security Command, The General Directorate of Border Guard, The National Guard Presidency and its sectors, The General Directorate for Drug Control, General Directorate of Mujahideen, The General Investigations Directorate, The Administrative, Investigations Department, The Criminal Investigations Department, The General Intelligence Presidency and its branches and departments.

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Regarding educational authorities, the right to follow up with Education Departments. Regarding service requests, the right to follow up with telecommunications companies, the electricity company, and the water company. Regarding the revocation of powers of attorney, the right to revoke any issued power of attorney as the manager of this company. Regarding postal services, the right to: Request a P.O. Box and receive its key, receive registered mail, obtain a P.O. Box authorization card, Renew or cancel the P.O. Box subscription, Withdraw funds from postal savings accounts Regarding water company services, the right to: Request the installation of water meters, Request meter inspections, Request sewage connections, File objections to penalties and fines, Regarding electricity company services, the right to: Request the installation of electricity meters, Request the relocation of electricity meters, Request meter capacity upgrades, Dispute electricity bills, Regarding telecommunications services, the right to: Follow up with all telecommunications companies, Obtain SIM cards, Obtain replacement SIM cards for lost or damaged ones, Exchange, transfer ownership, or cancel SIM cards, Request landline installation, Transfer or cancel landlines, Request any telecommunication service, Regarding revocation of powers of attorney, the right to revoke any power of attorney issued as a manager of the company or by any company member or board of directors, as a partner in the company. Regarding service requests, the right to follow up with telecommunications companies, request any service, and sign related documents.

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Completing the necessary procedures for reviewing the electricity company to request electricity installation, upgrade an electric meter, or transfer any company-owned meter. Regarding the Customs Authority, the right to: Issue and renew customs licenses, Transfer or cancel customs licenses, Open branches for customs licenses, Handle cargo clearance, inspection, and verification, pay customs duties Receive clearance documents and customs cards, Modify or obtain replacement customs cards, Manage and oversee customs licenses, follow up with medical quarantine authorities, Regarding vehicles, the right to: Buy and sell vehicles without driving them, Transfer vehicle ownership, Import vehicles, Handle customs clearance for vehicles, Issue license plates, Review the Ministry of Transport to obtain vehicle operation cards, Buy and sell heavy equipment without driving it Transfer or cancel purchase agreements for vehicles, Follow up with traffic authorities regarding accidents involving company vehicles, Review the Ministry of Transport and Traffic Department to transfer vehicle ownership, Purchase vehicles or heavy equipment from abroad without driving them Complete shipping procedures for vehicles to and from the kingdom, Follow up with customs and traffic authorities to complete vehicle clearance procedures, Issue license plates for any vehicle, Sell exported vehicles and collect the payment, Regarding passport services, the right to: Obtain an expeditor card, Regarding the Saudi Credit & Savings Bank, the right to: Apply for a loan and collect the disbursed amount, Request a certificate of no financial obligations, Request loan exemptions and loan repayment, Regarding the Human Resources Development Fund, the right to: Apply for a loan of any amount.

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Contract conclusion with the fund, receiving the loan, requesting a loan exemption, obtaining a certificate of no financial obligations, and repaying the loan. Additionally, handling all procedures related to the company's sponsorship of individuals. Regarding traffic matters, the right to: Manage all types of licenses, including but not limited to: Private, temporary, public, motorcycle, heavy equipment, and machinery licenses, issue a driver's license and select its type, Replace a lost or damaged driver's license, Replace a lost or damaged vehicle registration, renew vehicle registration and select the vehicle type, Renew, transfer, or cancel vehicle license plates, decommission vehicles, sell them for scrap, and receive payment in cash or by cheque, Obtain vehicle repair authorization, Purchase a custom license plate from the traffic department, Export a vehicle, Change a vehicle's color, Issue a driving authorization for a vehicle, Report a stolen vehicle and cancel theft reports, File objections, settlements, and appeals regarding traffic violations, Obtain a traffic record printout (Brènt report), Regarding the Industrial Development Fund, the right to: Apply for a loan of any amount, Sign loan agreements with the fund Provide guarantors and enter solidarity agreements, Receive the loan, Sign before a notary public or court for industrial mortgage-related matters, Mortgage any assets mentioned in the mortgage request, Receive the loan funds, Transfer the loan to another party, Request a loan exemption, Request a certificate of no financial obligations, Repay the loan, Regarding the Agricultural Development Fund, the right to: Apply for a loan of any amount, Sign agreements with the fund, Provide guarantors and enter solidarity agreements, Receive the loan, Collect subsidies and financial support, Transfer the loan to another party.

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Requesting loan exemptions, reviewing the Agricultural Development Fund regarding the company's guarantee for any company or institution for any amount, repaying loans, transferring loans, signing before a notary public, and requesting a certificate of no financial obligations. Regarding the Real Estate Development Fund, the right to: Apply for a loan Receive all loan disbursements, Sign contracts with the fund, Transfer the loan to a specific land property, Request a loan exemption, Request a certificate of no financial obligations, Refund any amount as needed, Cash cheques, Repay the loan, Regarding compensations and financial aid, the right to: Review any relevant entity to claim compensation for the company, Receive the company's compensations, Receive the company's property valuation reimbursements, Regarding banks and financial institutions, the right to: Review and transact with currency exchange offices and banks under Sharia'h-compliant regulations, Interact with financial institutions, including but not limited to: National Commercial Bank (NCB), Saudi British Bank (SABB), Banque Saudi Fransi, Saudi Hollandi Bank, The Saudi Investment Bank, Arab National Bank, Bank Albilad, Bank Al Jazira, Riyad Bank, Samba Financial Group (Samba), Alrajhi Bank, Alinma Bank, Gulf International Bank, Emirates NBD, National Bank of Bahrain, National Bank of Kuwait, Bank Muscat Deutsche, Bank JPMorgan Chase N.A., BNP Paribas, National Bank of Pakistan, State Bank of India, Bank Ziraat Bankasi, Industrial and Commercial Bank of China (ICBC), also includes opening accounts under Sharia'h-compliant regulations.

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the authorization to sign, withdraw funds from bank accounts, deposit, and transfer funds between accounts. The authority includes: Issuing and receiving ATM cards, Receiving and entering PIN codes, Issuing and receiving Sharia'h-compliant credit cards and PIN codes, Obtaining bank statements, Issuing and receiving chequebooks, Writing and issuing certified cheques and receiving them, Receiving and cashing money transfers, Subscribing to safe deposit boxes, renewing subscriptions, and redeeming units from them, Rescheduling loan installments, Applying for Sharia'h-compliant bank loans, accepting their terms, conditions, and pricing, signing their contracts, forms, commitments, and repayment schedules, and managing the loan, Requesting a loan exemption, Requesting a bank guarantee, Requesting a letter of credit, Activating, closing, and settling accounts, Cashing and receiving cheques, Filing cheque disputes, Updating bank information, Regarding stock market and investments: Subscribing to initial public offerings (IPOs) of publicly traded companies, Buying and selling stocks in compliance with Sharia'h law, Receiving stock certificates, Receiving stock sale proceeds, Receiving dividends, Receiving surplus funds, Opening investment portfolios under Sharia'h-compliant regulations, Modifying and canceling trade orders, Subscribing to Sharia'h-compliant investment funds, Transferring shares between investment portfolios, Regarding salaries and financial entitlements: The authority to receive the company's financial entitlements, whether by cheque or other payment methods, from any entity or individual.

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Regarding the recruitment of labor, the authorized representative shall have the right to recruit labor from abroad whenever permitted by applicable regulations. Regarding the Recruitment Office, the representative shall have the right to apply for work visas, cancel visas, request refunds for visa fees, modify nationalities, apply for family visit visas, apply for family sponsorship visas, amend professions in visas, visit any embassy, extend exit and re-entry visas, extend visit visas, obtain a labor data report (printout), modify the place of arrival, and amend nationalities. Regarding the Ministry of Labor and Workforce Affairs, the representative shall have the right to apply for work visas, receive compensation for canceled visas, transfer sponsorships, modify professions, update employee records, terminate and cancel workforce contracts, report absconding workers, issue and renew work permits, finalize labor procedures with the General Organization for Social Insurance (GOSI), access the workforce electronic system to remove or add workers, delete Saudi employees, obtain Saudization certificates, request labor data reports (printout), open, renew, and cancel primary and secondary business files, transfer business ownership, liquidate and cancel establishments, review private recruitment offices, activate the Saudi portal, and upgrade to the second level. The representative shall also have the right to follow up with relevant authorities and complete all necessary procedures for any of the aforementioned matters, sign documents as required, appoint others as representatives, revoke prior and future powers of attorney in whole or in part, and determine the duration and scope of the authorization. The representative shall further have the right to appear before all courts, judicial committees, administrative bodies, and government ministries.

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all government agencies, authorities, committees, directorates, security entities, hospitals, clinics, and laboratories, whether governmental or non-governmental, as well as any bank or financial institution inside or outside the country, provided that such actions do not contravene Islamic law. This includes the authority to sign and execute documents before any of the aforementioned entities or any government or non-government employee, whether inside or outside the country. The representative shall also have the right to interact with private and governmental institutions, participate in tenders and withdraw from them, collect dues, and buy, sell, and lease land, real estate, and other movable and immovable properties. This includes the right to remove property co-ownership, partition, and allocate properties, establish mortgages, pledges, and lease rights, grant usufruct rights, and accept such rights in favor of the company. Furthermore, the representative shall have the authority to sign before all chambers of commerce, claim rights, litigate, plead, file lawsuits, draft legal petitions, respond to claims, submit objections, present evidence, accept or reject judgments, appeal rulings, request case reviews, negotiate settlements, and appear personally or through representation before judicial committees. This authority extends to all legal matters involving the company, whether as a claimant or defendant, and includes the right to appear before the Supreme Committee for the Settlement of Labor Disputes, the Primary and Higher Banking Disputes Committees, and the Commercial Dispute Resolution Office. Additionally, the representative shall have the right to negotiate, sign official transactions, contracts, legal instruments, and guarantees, as well as to liaise with telecommunications companies within the Kingdom, establish and transfer telephone lines, relinquish or cancel them, and engage with the Electricity Company, the Saline Water Conversion Corporation, insurance companies (domestic and international), subscription offices, and municipal authorities and its branches.

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Emirates, governorates, centers, municipalities, police departments, civil defense, and traffic authorities. They shall also have the authority to purchase vehicles, equipment, and machinery, register them under the company's name, report lost assets, issue general alerts, halt searches, receive recovered assets, sell them, and transfer their ownership to third parties. This also includes dealings with the National Information Center. Furthermore, the representative shall have the authority to collect debts, financial dues, and entitlements, acknowledge receipt of such amounts from third parties in cash, by ordinary or certified cheques, or through barter transactions. They shall also have the right to appear before notaries, sign incorporation contracts for all companies in which the company participates, and sign amendments and annexes to articles of incorporation of any type, whether for this company or for any company in which it is a partner, as permitted by laws and regulations. This authority includes, but is not limited to, modifying the company's name, purchasing and owning shares, selling shares in whole or in part, transferring them to third parties with or without compensation, amending capital by reduction or increase, modifying management clauses, appointing or changing managers, altering the financial year, restructuring the board of directors, appointing members to specific positions, granting them necessary authorities and powers, modifying business activities and objectives, extending the company's duration, relocating the headquarters, and making any other modifications to company contracts and resolutions. The representative shall also have the authority to convert company structures, merge or liquidate companies, receive and process transactions, publish official announcements, represent the company in all companies where it holds a partnership, attend general and ordinary assemblies and board meetings, vote on behalf of the company, appoint the board of directors, liaise with social insurance authorities and the Industrial Development Fund, receive and deliver title deeds, and amend or marginalize them.

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Prepare financial statements, including balance sheets and profit and loss accounts, within the prescribed timeframes, approve account statements, and authorize the company's estimated budget and monitor its implementation. They shall also have the authority to approve the company's organizational structure and administrative regulations, obtain necessary documents for the company's benefit, and enter into contracts with government entities, private institutions, companies, and individuals. Additionally, they shall have the right to appear before the General Authority of Zakat and Tax, Social Insurance Authority, Customs Authority, ports, transportation ministries, all border crossings, and Civil Status Departments. This includes requesting official records and extracts, finalizing all administrative, regulatory, and legal procedures, and exercising all necessary powers to manage the company's affairs. The representative shall also have full authority over buying, selling, and transferring ownership of assets, accepting or transferring title, receiving and disbursing payments, leasing properties, receiving rental payments, signing contracts on behalf of and for the benefit of the company, receiving and delivering title deeds, amending them, obtaining replacements for lost or damaged deeds, requesting certified copies, and claiming and receiving all dues owed to the company. Furthermore, they shall have the power to initiate and respond to legal claims, engage in litigation, defend the company's interests, negotiate settlements, acknowledge or deny claims, waive rights, challenge or authenticate documents, hear and respond to lawsuits, present evidence, submit defenses, accept or contest judgments, and file appeals. The representative shall be authorized to appear before all courts and judicial committees of all levels, including general, appellate, commercial, and urgent courts, grievance committees, and the Board of Grievances. They shall also have the right to waive claims, enforce judgments, accept or reject rulings, file objections, and request case reviews.

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Additionally, this includes submitting statements of claims, challenging the authenticity, statement of objection, and reviewing Board of Inquiry, the Public Prosecution and all competent judicial and administrative authorities. It also involves dealings with the Ministry of Commerce, the Commercial Register, administration of the companies, and all departments, branches, trademark and commercial agency departments of the ministry. This includes requesting name additions and modifications, deletion and removal of names and trademarks, amending the main records of the company and its branches, adding, deleting, canceling, and following -up on activities. It further includes reviewing all related government departments, institutions, companies, and individuals, as well as any other entities for all transactions, signing on behalf of or in the name of the company, and reviewing with the General Investment Authority, the Licensing and Follow -up management, and comprehensive service centers in all cities of the Kingdom. Moreover, it includes issuing, renewing, transferring, canceling, and amending the necessary industrial and service licenses and records, reviewing the Contractors Classification Agency, administration of combating the Commercial Fraud, and the Commodity Exchange Authority, submitting all required documents, paying fees, and making necessary corrections on our behalf. It also encompasses contracting, undertaking obligations and commitments on behalf of the company, signing contracts and agreements in its name, as well as rights over mortgaging and redemption, travel bans, seizing and freezing assets, and prohibiting asset disposal for the benefit of the company. Furthermore, it includes dealings with the Ministry of Finance, all banks, financial institutions, including Alrajhi Bank, the National Bank, SAB Bank, Samba Bank, the Saudi Investment Bank, Riyad Bank, and other banks.

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Furthermore, it includes requesting Islamic banking facilities, loans, and borrowing from all types of banks in accordance with Sharia rules. This includes dealings with commercial funds and industrial development funds. It also covers receiving loans, collecting them, rescheduling payments, and repaying installments. Managing financial transactions such as receiving and delivering funds, withdrawing and depositing in domestic and international bank accounts, and handling cash and cheque transactions. This includes issuing, endorsing, and cashing cheques, as well as disbursing rewards and donations of any kind. It also involves issuing and receiving payment orders, obtaining and signing chequebooks, and managing financial documents. Handling company accounts by signing credits and transfers, opening various types of bank accounts under Islamic Sharia rules, and managing accounts. This includes issuing and cashing cheques, signing relevant contracts, and providing guarantees and financial warranties on behalf of the company in all banks. Opening, managing, and overseeing branches, institutions, and stores, as well as advertising in official newspapers. This includes paying fees, settling dues, signing sales, mortgage, import, and export contracts, and handling promissory notes. It also involves executing, canceling, or completing various types of contracts. Making decisions regarding the establishment of company branches inside and outside the Kingdom. This includes defining their roles, setting budgets, appointing managers and employees, determining their authorities and salaries, and registering or removing managers in commercial records. It also covers restructuring the Board of Directors, closing or deregistering branches, and participating in government and private tenders and auctions. Handling bid openings, making necessary payments, dealing with chambers of commerce, and signing documents on behalf of the company. Additionally, coordinating with the Civil Defense Administration is included.

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This includes permits and licenses, their renewal, follow-up, and payment of fees and amounts. It also involves reviewing recruitment and passports bureaus in the Kingdom, and expatriate affairs departments. The responsibilities cover issuing and renewing residencies and passports, issuing replacements for lost or damaged documents, and processing various types of visas. The tasks also include receiving visas, recruiting foreign workers, and handling procedures with the Labor Office and Passport Office. Additionally, it covers obtaining all types of visas, including commercial visit visas, extending them, and issuing exit and re-entry visas, as well as final exit visas. It also includes sponsorship transfers, paying visa fees at banks, refunding paid amounts, and signing and terminating employment contracts. Other responsibilities involve liaising with deportation departments, all airports, and signing and processing required documents. Acting on behalf of the company is subject to compliance with Islamic regulations. Those authorized have the right to delegate others through a legal power of attorney for some or all of these tasks, as well as to revoke or amend such authorizations. The authorized representative may also delegate powers inside or outside Saudi Arabia. They have the authority to perform all necessary actions, sign various contracts, documents, and records, and oversee company incorporation agreements and amendments. This includes signing agreements, legal deeds before notaries and official entities, and loan and guarantee agreements. Additionally, responsibilities cover issuing powers of attorney on behalf of the company, conducting sales and purchases, transferring ownership, receiving and delivering goods, leasing and renting properties, and handling financial transactions, including receiving and making payments.

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He is authorized to delegate one or more board members or external parties, within his jurisdiction, to carry out specific tasks. He has the right to open accounts in banks and commercial financial institutions in Saudi Riyals and foreign currencies. He may withdraw, deposit, transfer funds between accounts, manage them, and sign on them. He is also authorized to issue and cash cheques, request chequebooks, sign them, and obtain account statements. Additionally, he may issue bank cheques, receive and cash transfers, and obtain banking facilities and loans. He has the right to sign contracts and documents, deposit and pledge any type of collateral, and open letters of credit. Furthermore, he may issue guarantees, transfer funds in local or foreign currencies within or outside the Kingdom, review and close the company's bank accounts, activate them, and sign related documents. He is also authorized to cash cheques, object to transactions, receive returned cheques, and update company data. He has the right to subscribe to joint-stock companies, buy and sell shares, and receive shareholder certificates. Additionally, he may open, manage, and operate investment portfolios and funds. He is also authorized to obtain full access to electronic banking services via internet and phone banking, issue ATM cards, set PIN codes, and delegate others as necessary. The Chairman of the Board has the authority to represent the company inside and outside the Kingdom of Saudi Arabia. This includes dealings with third parties, judicial authorities, government and private entities, notaries, courts, the Board of Grievances, and the Labor Office.

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**Chapter Five: Auditor**

**Article No.35: Appointment, Dismissal, and Resignation of the Company's Auditor**

1. The company shall have one or more auditors from among the licensed auditors in the Kingdom, appointed by the General Assembly, which shall determine their remuneration, term of service, and scope of work. The auditor may be reappointed, provided that their total tenure does not exceed the period stipulated by applicable regulations.
2. The General Assembly may resolve to dismiss the auditor. The Chairman of the Board of Directors shall notify the competent authority of the dismissal decision and its reasons within a period not exceeding five (5) days from the date of the resolution.

**Article No.36: Powers of the Auditor**

The auditor shall have the right to access the company's documents, accounting records, and supporting documentation at any time. They may request any statements and clarifications they deem necessary to verify the company's assets, liabilities, and any other matters within their scope of work. The Board of Directors shall enable the auditor to perform their duties. If the auditor encounters any difficulties in this regard, they shall record such difficulties in a report submitted to the Board of Directors. If the Board does not facilitate the auditor's work, the auditor shall request the Board to convene the Ordinary General Assembly to consider the matter. If the Board fails to call the General Assembly within thirty (30) days of the auditor's request, the auditor shall have the right to issue the invitation.

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The Chief Executive Officer – if appointed – shall have the following authorities: The authority to contract, commit, and bind the company in its name and on its behalf, as well as to participate in tenders. The Chief Executive Officer shall have all the necessary powers and authorities to manage the company and represent it in its dealings with third parties and before the judiciary. Additionally, The Chief Executive Officer is authorized to sign all documents, incorporation contracts of companies that merge with it, amendments annexes, and partners' resolutions in companies that merge with it.

The Chief Executive Officer - if appointed - shall have the following authorities: Making acknowledgments in general before the judiciary, notary public, and all judicial, governmental, or non-governmental entities inside or outside the Kingdom of Saudi Arabia on behalf of the company or the companies in which it participates or merges with. The Chief Executive Officer is also authorized to document and certify such acknowledgments before the notary public or any judicial, governmental, non-governmental, private, or international entity inside or outside the Kingdom of Saudi Arabia.

The company's manager shall have all the authorities to act on behalf of all partners. This includes, but is not limited to, all verbal and written authorities that require signing, issuing decisions, or making acknowledgments related to the company or the companies with which it merges. This includes, but is not limited to, managing employees, determining their salaries, bonuses, incentives, expenses, and accommodations.

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The Chief Executive Officer shall also have the right to open, close, or deregister the company's branches inside and outside the Kingdom. This includes determining the functions and budgets of these branches, obtaining their licenses and commercial registers, receiving them, appointing their managers, defining their purposes, converting them into independent companies, and transferring the branch register into a main register. The Chief Executive Officer shall have full authority over all matters related to these branches before all judicial, governmental, and private entities. Additionally, The Chief Executive Officer is authorized to appoint and dismiss branch managers, define their powers, liquidate and close branches, deregister their commercial records, hire and dismiss employees and workers, request visas, transfer sponsorships, and waive them.

The Chief Executive Officer shall also have the right to sign all commercial transactions, obtain, cancel, renew, and transfer licenses, and liaise with the municipality, including signing any documents with the municipality, the Labor Office, and recruitment offices. The Chief Executive Officer is authorized to obtain visas from labor offices and recruit individuals on behalf of the company, grant the company's sponsored individuals exit and re-entry visas, as well as final exit visas, transfer sponsorships, waive them, and sign any documents with the Labor Office or any entity affiliated with the Ministry of Labor or the Ministry of Interior.

The Chief Executive Officer shall have the right to liaise with the Contractors Classification Authority, sign all documents with them, and provide all required documents and information necessary for their procedures. The Chief Executive Officer is also authorized to follow up, review, submit, and request any service, matter, or document, as well as sign, approve, or reject any document, whether it is, for example, a judicial, administrative, written, or verbal acknowledgment.

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The Chief Executive Officer shall have the authority to request any service, matter, or document, as well as to sign, approve, or reject any document, whether it be, by way of example but not limited to, a judicial, administrative, written, or verbal statement, before the following entities: For example, but not limited to, the following entities, with all their headquarters, branches, management, departments, her people, and employees, as well as any entity affiliated within all regions of the Kingdom of Saudi Arabia and abroad, and their counterparts in any entity or country, are: Civil Defense Directorate, Social Insurance Organization, The Royal Court, The Supreme Judicial Council, The Supreme Court, Ministry of Foreign Affairs, Ministry of Interior, all Embassies, International and Global Organizations, Ministry of Justice, First and Second Notary Public Offices, Notary Public, The Judiciary, Ministry of Defense, General Authority of Civil Aviation, Ministry of Commerce and Industry, customs, Ministry of Finance and Economy, Ministry of Planning, Zakat and Income Department, Ministry of Agriculture, Ministry of Social Affairs and Labor, Anti-Begging Department, Ministry of Education, Municipal and Rural Affairs, Ministry of Health, Ministry of Culture and Information, Ministry of Islamic Affairs, Endowments, Call and Guidance, Ministry of Housing, Ministry of Higher Education.

The Chief Executive Officer shall have the authority to request any service, matter, or document, as well as to sign, approve, or reject any document, whether it be, by way of example but not limited to, a judicial, administrative, written, or verbal statement, before the following entities: Ministry of Social Affairs, Ministry of Transport, Electricity and Water, Ministry of Petroleum and Mineral Resources, Ministry of Hajj, Ministry of Civil Service, Ministry of Communications and Information Technology, Control and Investigation Authority, Investigation and Public Prosecution Authority, Ministry of National Guard, General Investment Authority, Capital Market Authority, Saudi Standards, Metrology and Quality Organization, Saudi Commission for Health Specialties, Saudi Food and Drug Authority, General Authority for Tourism and Antiquities, National Anti-Corruption Commission, Industrial Cities and Technology Zones Authority and Royal Commission for Jubail and Yanbu.

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The Chief Executive Officer shall have the authority to request any service, matter, or document, as well as to sign, approve, or reject any document, whether it be, by way of example but not limited to, a judicial, administrative, written, or verbal statement, before the following entities: The Human Rights Authority, the National Authority for Wildlife Conservation and Development, the General Authority of Civil Aviation, the Primary Authority for the Settlement of Labor Disputes, the Gulf Cooperation Council Interconnection Authority for Electricity Regulation, the Royal Authority for Riyadh City, the Makkah Royal Authority, the Madinah Royal Authority, the General Authority for the Settlement of Labor Disputes, the Saudi Arabian Monetary Authority, the Technical and Vocational Training Corporation, and the Saudi Ports Authority.

This authority also applies to the King Fahd Causeway Authority, the King Abdul-Aziz City for Science and Technology, the Grain Silos and Flour Mills Organization, the General Retirement Organization, any airline and any airline reservation, tourism, or recruitment office, the Saline Water Conversion Corporation, the General Organization for Social Insurance, the Saudi Railways Organization, the General Presidency for the Affairs of the Grand Mosque and the Prophet's Mosque, the General Presidency of Scientific Research and Fatwa, the General Presidency of Youth Welfare, the General Presidency of Meteorology and Environmental Protection, the General Presidency of the authority for the Promotion of Virtue and Prevention of Vice, the Saudi Council of Engineers, insurance companies that comply with Sharia law, all private companies and institutions, and insurance companies that comply with Islamic Sharia. This includes, whether generally or specifically, all of the following, as well as the authority to specify or generalize what was previously mentioned and what is mentioned later, or the Sharia proxy.

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The Chief Executive Officer shall have the right to specification or generalization of what has been mentioned above and what will be mentioned hereafter, as well as the legal authorization and delegation, whether generally or specifically, in terms of type, form, location, and time, including :The right to sell and transfer ownership to the buyer, the right to acknowledge receipt of the price, whether by certified cheque or regular cheque in the name of the company or one of its agents; the right to barter and determine what is bartered, the right to acknowledge receipt of the amount or receive it by regular or certified cheque.

The Chief Executive Officer shall have the right to purchase and accept the transfer of ownership, the right to claim the price and barter, the right to determine what is bartered, the right to gift and transfer ownership, the right to accept the gift and transfer ownership, the right to accept the assignment and transfer ownership, the right to mortgage and release the mortgage, the right to merge title deeds, the right to divide and separate land, the right to receive title deeds, the right to waive the deficiency in the area, the right to convert agricultural land to residential land, the right to amend the owner's name, civil registry, and identification card; the right to amend the commercial registration number in title deeds, the right to amend borders, lengths, area, plot numbers, maps, title deeds, dates, and neighborhood names.

The Chief Executive Officer shall have the right to lease and sign lease contracts, the right to renew lease contracts, the right to receive rent and determine the method of receipt; the right to assign in favor of state property, the right to waive leased lands, the right to construct buildings on land, the right to lease land, the right to accept gifts, the right to issue replacement deeds for damaged or lost ones, the right to annex any excess area adjacent to any land, the right to convert cubits and feet into meters, the right to convert agricultural land to residential or industrial land or vice versa, the right to verify buildings and receive deeds, the right to register them in the comprehensive system, the right to enter into real estate contributions and buy and sell related shares, whether related to real estate or otherwise.

Regarding housing grants, the right to follow up with the Royal Court, the Municipality, and the Municipality Authority, apply for a residential land grant, receive and complete the application form, and participate in the lottery.

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With respect to claims and courts, The Chief Executive Officer shall have the right to File claims, initiate lawsuits, plead, defend, hear and respond to claims, acknowledge or deny allegations, settle, waive, discharge, request and refuse oaths, abstain from taking oaths, present witnesses and evidence, contest evidence, provide answers, challenge, and validate testimonies, contest forgery, deny handwriting, seals, and signatures, request and lift travel bans, request seizure and enforcement, request arbitration, appoint experts and arbitrators, contest expert and arbitrator reports, dismiss and replace them.

The Chief Executive Officer shall have the right to request the application of Article No. (32) of the Code of Civil Procedure, demand the enforcement of judgments, accept or contest judgments, file objections, request appeals, submit petitions for reconsideration, request rehabilitation, demand pre-emption rights, and complete all necessary procedures before all courts.

Additionally, The Chief Executive Officer shall have the right to receive amounts in cash, by regular cheque, certified cheque, or barter, divide inheritances, separate shares, receive judgment deeds, request the recusal of judges, and request the joinder or intervention in cases before: Sharia Courts, Administrative Courts (Board of Grievances), Legal Medical Committees, Labor Committees, Financial Disputes Settlement Committees, Banking Disputes Settlement Committees, Commercial Paper Disputes Resolution Offices, Commercial dispute resolution committees.

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The Chief Executive Officer shall have the right to appear before customs committees, commercial fraud committees, the Control and Investigation Authority, the Public Prosecution, the Supreme Judicial Council, and the Supreme Court. The Chief Executive Officer shall have the right to obtain title deeds, release any property from legal restrictions, waive damages, and acknowledge debts.

The Chief Executive Officer may also obtain replacement title deeds in case of loss or damage. With regard to court attestations, The Chief Executive Officer shall have the right to obtain attestation deeds, including deeds of endowment, gift, purchase, and sale, as well as building attestation deeds for any property, regardless of location or date.

With respect to court permits, The Chief Executive Officer shall have the right to obtain property purchase or sale permits, property transfer permits, property division and consolidation permits, property mortgage permits, property development permits, and property or monetary investment permits. The Chief Executive Officer may also obtain permits for the sale of endowed properties, purchase and endowment permits, property transfer and replacement permits, division and consolidation permits for endowed properties, investment permits for properties or bequeathed amounts, and permits to appoint or remove a custodian for endowments or wills. Regarding commercial records.

The Chief Executive Officer shall have the right to visit the Commercial Registration Department, obtain and renew commercial records, transfer commercial registrations, reserve trade names, register and waive trademarks, subscribe to and renew membership in chambers of commerce, and sign all documents related to the chambers of commerce and the Commercial Registration Department.

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The Chief Executive Officer shall have the right to manage commercial activities, authorize and cancel signatures with the Chamber of Commerce, supervise commercial records, amend records, add business activities, open branches, cancel records, participate in tenders, receive investments, purchase and sell establishments, obtain replacement commercial records in case of loss or damage, transfer commercial records, and liaise with the General Organization for Social Insurance, the Civil Defense, and the Zakat, Tax, and Customs Authority. Regarding municipalities.

The Chief Executive Officer shall have the right to open shops, obtain, renew, cancel, and transfer licenses, apply for building and renovation permits, obtain fencing and demolition permits, obtain building completion certificates, coordinate with the General Department of Urban Planning for land planning, apply for health loans, convert agricultural land into residential use, participate in tenders, receive investments, sign lease contracts as deemed appropriate, obtain health cards, oversee construction, manage contracts with construction companies and contractors, prepare land development plans, and liaise with any municipality or city council.

With respect to companies, The Chief Executive Officer shall have the right to establish companies, determine their names, enter into existing companies, sign articles of association and amendments before notaries, sign partner resolutions, appoint managers, amend management clauses, dismiss managers, acquire shares and stocks, pay the purchase price, sell shares and stocks, receive payments and profits, transfer shares and stocks from the capital, accept the transfer of shares and stocks, and complete the transfer of ownership of shares and stocks from the capital.

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The Chief Executive Officer shall have the right to transfer shares, stocks, and bonds, determine the company's capital, increase or decrease it, sell any branch of the company, amend the company's objectives, and modify the articles of association or their appendices as permitted by law, including for companies in which it merges or participates.

The Chief Executive Officer shall also have the right to open or close bank accounts in the company's name, sign agreements, register the company, change its name, close bank accounts in the company's name, register agencies and trademarks, attend general assemblies, open company files, and establish branches. Additionally, The Chief Executive Officer shall have the right to liquidate companies in which the company participates and convert them into any type of company permitted by law, whether into or from a closed joint-stock company, a public joint-stock company, a limited liability company, a general partnership, or a limited partnership.

The Chief Executive Officer shall have the right to cancel articles of association and appendices of amendments in companies in which the company participates, obtain and renew commercial registrations for the company, sign up and renew membership with the Chamber of Commerce, liaise with the Quality and Standards Authority, and obtain and renew company licenses.

Furthermore, The Chief Executive Officer shall have the right to convert an established company branch, transform a company branch into a separate company, liaise with the General Authority for Investment and sign before it, coordinate with telecommunications companies, establish landline or mobile phone services in the company's name, liaise with the Capital Market Authority, participate in tenders, receive investments, change the company's legal structure, amend the company's objectives, and publish the articles of association, appendices of amendments, their summaries, and the company's bylaws in the official gazette and any other newspaper.

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Regarding industrial licenses, The Chief Executive Officer shall have the right to obtain, renew, amend, add activities, reserve names, cancel licenses, sign up to and renew membership with the Chamber of Commerce, open branches, liaise with Social Insurance, Civil Defense, and the Zakat and Income Authority, and transfer licenses.

Regarding passports, The Chief Executive Officer shall have the right to issue and renew residency residencies, obtain replacements for lost or damaged residencies, process exit and re-entry visas, issue final exit visas, transfer sponsorships, transfer worker sponsorship to himself, transfer information, update data, change professions, settle and assign workers, report absconding workers, cancel absconding reports, cancel exit and re-entry visas, cancel final exit visas, issue travel visas instead of damaged or lost ones, issue visit visas, add dependents, finalize procedures for deceased workers, issue worker data reports (print), remove workers from records, review the Deportation and Expatriates Department, review the Ports Affairs Department, issue return permits, issue Hajj licenses for workers, and register in the electronic service. Regarding security entities.

The Chief Executive Officer shall have the right to review the Emirate, Civil Rights Enforcement Division and company centers, General Directorate of Prisons, General Directorate of Civil Defense, Road Security Command, General Directorate of Border Guards, General Presidency of National Guard and its sectors, General Directorate of Narcotics Control, and General Directorate of Mujahideen.

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He has the right to follow up with the Mujahideen, the General Investigation Department, the Administrative Investigation Department, the Criminal Investigation Department, the General Intelligence Presidency and its branches, as well as its affiliated departments and sections.

Regarding educational entities, he has the right to follow up with the education departments.

Regarding service requests, he has the right to follow up with telecommunications companies, the electricity company, and the water company.

Regarding the revocation of powers of attorney, he has the right to revoke any power of attorney issued, as he is the manager of this company.

Regarding postal services, he has the right to: request a P.O. box, receive the P.O. box key, receive registered mail, obtain a delegation card for the P.O. box, renew or cancel the P.O. box subscription, and withdraw funds deposited in postal savings accounts.

Regarding the water company, he has the right to: request the installation of water meters, request the inspection of meters, request a sewage connection, and object to fines.

Regarding the electricity company, he has the right to: request the installation of electricity meters, request the transfer of electricity meters, request an upgrade of electricity meters, and object to bills.

Regarding telecommunications companies, he has the right to: follow up with all telecommunications companies, obtain SIM cards, replace lost or damaged SIM cards, swap SIM cards, transfer ownership of SIM cards, cancel SIM cards, request the installation of landline phones, request the transfer of landline phones, request the cancellation of landline phones, and request all services provided by telecommunications companies.

Regarding the revocation of powers of attorney, he has the right to revoke any power of attorney issued in his capacity as the company's manager or issued by any of the company's partners or board members in their capacity as company partners.

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Regarding service requests, he has the right to follow up with telecommunications companies, request any service, sign the necessary documents, and complete all required procedures. He also has the right to follow up with the electricity company to request electricity installation, upgrade electricity meters, and transfer any meter belonging to the company. Regarding the Customs Authority, he has the right to issue and renew customs licenses, transfer and cancel customs licenses, open branches, clear goods, conduct inspections and verifications, pay fees, receive approvals and customs cards, request modifications or replacements for lost customs cards, manage and supervise licenses, and follow up with quarantine departments. Regarding vehicles, he has the right to buy and sell vehicles without driving them, transfer vehicle ownership, import vehicles, follow up with customs for vehicle clearance, issue license plates, follow up with the Ministry of Transport to obtain vehicle operation cards, buy and sell heavy equipment without driving it, transfer contracts with any party from whom a vehicle was purchased, follow up with traffic authorities regarding accidents involving company vehicles, follow up with the Ministry of Transport and the Traffic Department for vehicle transfers, purchase heavy equipment or vehicles from outside the Kingdom without driving them, complete shipping procedures for any vehicle to and from the Kingdom without driving it, and follow up with customs and traffic authorities to complete customs clearance and issue license plates for any vehicle, as well as sell any exported vehicle and receive its payment. Regarding passports, he has the right to obtain a representative card. Regarding the Saudi Credit and Savings Bank, he has the right to apply for a loan, receive the loan, and request a certificate of no outstanding obligations.

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Regarding financial obligations, he has the right to request exemption from loan repayment and to settle the loan. Regarding the Human Resources Development Fund, he has the right to apply for a loan of any amount, conclude the contract with the fund, receive the loan, request exemption from loan repayment, request a certificate of no outstanding financial obligations, settle the loan, and complete procedures for the company's sponsorship of any individual. Regarding the Traffic Department, he has the right to handle all matters related to any type of driving license, including but not limited to private, temporary, public, motorcycle, heavy equipment, and machinery licenses. He has the right to issue a driving license, select the license type, obtain a replacement for a lost or damaged license, issue a replacement for a lost or damaged vehicle registration, renew vehicle registration, select the vehicle type, renew license plates, transfer vehicle plates, cancel vehicle plates, sell scrapped vehicles and receive payment either in cash or by cheque, obtain a vehicle repair permit, purchase a vehicle plate from the Traffic Department, export a vehicle, change the vehicle color, issue a driving authorization, report a stolen vehicle, cancel a theft report, submit objections, negotiate settlements, resolve traffic violations, and obtain a vehicle data report (printout). Regarding the Industrial Development Fund, he has the right to apply for a loan of any amount, conclude the contract with the fund, provide guarantors and co-sign with them, receive the loan, sign before the notary public or judiciary regarding industrial mortgages, mortgage any assets mentioned in the mortgage request letter, receive the loan, waive the loan, request exemption from loan repayment, request a certificate of no outstanding financial obligations, and settle the loan. Regarding the Agricultural Development Fund, he has the right to apply

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He has the right to apply for a loan of any amount he deems appropriate, enter into contracts with the fund, provide guarantors, stand as a guarantor, receive the loan, receive subsidies, waive the loan, substitute it for any other purpose, request loan exemption, and follow up with the Agricultural Development Fund regarding this company's guarantee for any company or institution of any amount. He also has the right to repay the loan, transfer the loan, sign before a notary public, and request confirmation of no financial obligations. Regarding the Real Estate Development Fund, he has the right to apply for a loan, receive all disbursements, sign the contract with the fund, transfer the loan to the land, request loan exemption, request confirmation of no financial obligations, reclaim any amount, issue and cash cheques, and repay the loan. Regarding compensations and financial aid, he has the right to follow up with any entity to collect compensation for the company, receive the compensations granted to the company, and receive the valuation assigned to the company. Regarding banks and financial institutions, he has the right to deal with money exchangers, banks, and financial institutions in compliance with Sharia regulations, including but not limited to: the National Commercial Bank, Saudi British, Saudi Fransi Bank, Saudi Holland Bank, Saudi Investment Bank, Arab National Bank, Bank Albilad, Bank Aljazira, Riyadh Bank, Samba Financial Group (Samba), Al Rajhi Bank, Alinma Bank, Gulf International Bank, Emirates NBD, National Bank of Bahrain, National Bank of Kuwait, Bank Muscat, Deutsche Bank, JPMorgan Chase N.A.,

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BNP Paribas, National Bank of Pakistan, State Bank of India, Türkiye İş Bankası, Industrial and Commercial Bank of China. He has the right to open accounts in compliance with Sharia regulations, authorize signatures, withdraw from accounts, deposit and transfer funds, apply for and receive ATM cards, receive and enter PIN codes, apply for and receive Sharia-compliant credit cards, obtain and enter their PIN codes, request account statements, apply for and receive chequebooks, issue and sign cheques, issue and receive certified cheques, receive and cash money transfers, subscribe to safe deposit boxes, renew subscriptions, redeem safe deposit box units, reschedule installments, apply for Sharia-compliant bank loans, accept their terms, conditions, and pricing, sign related contracts, forms, commitments, and repayment schedules, receive and manage the loan, request loan exemption, request bank guarantees, request bank accreditations, activate and close accounts, settle accounts, cash and receive cheques, contest cheques, update information, subscribe to publicly traded companies, buy and sell Sharia-compliant shares, receive share certificates, collect share values, receive dividends, receive surplus funds, open investment portfolios under Sharia regulations, create, modify, and cancel orders, and subscribe to investment fund units

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Sharia-compliant subscriptions, as well as the transfer of shares to and from investment portfolios. Regarding salaries and entitlements, he has the right to receive the company's entitlements by cheque or without a cheque from any entity. Regarding labor recruitment, he has the right to recruit workers from abroad whenever permitted by regulations. Regarding recruitment offices, he has the right to issue visas, cancel visas, reclaim visa fees, amend nationalities, issue family visit visas, issue family recruitment visas, modify professions on visas, visit any embassy, extend exit and re-entry visas, extend visit visas, obtain a data report (printout), amend the point of entry, and amend nationality. Regarding the Ministry of Labor and Workforce, he has the right to issue visas, receive visa compensation, transfer sponsorships, modify professions, update worker information, settle and terminate workers, report worker absconding cases, issue and renew work permits, complete worker procedures with social insurance, access the labor force computer system to remove workers, add workers, delete Saudi employees, receive Saudization certificates, obtain a data report (printout), open, renew, and cancel main and sub-files, transfer business ownership, settle and dissolve businesses, follow up with private recruitment offices, activate the Saudi portal, upgrade to the second level, and liaise with relevant authorities. He also has the right to complete all necessary procedures related to the aforementioned matters, sign where required, authorize third parties, and revoke previous and future powers of attorney

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in all or some of the aforementioned matters, as well as determining the duration and scope of the power of attorney. He also has the right to visit all courts, tribunals, judicial and administrative committees, ministries, authorities, agencies, directorates, security entities, hospitals, clinics, governmental and non-governmental laboratories, and any bank or financial institution inside or outside the country, provided that this does not violate Sharia principles, even if it requires signing and executing documents before any of the mentioned entities or any government or non-government employee, whether domestically or internationally. He has the right to liaise with private and governmental institutions, participate in tenders, withdraw from them, collect dues, buy, sell, lease land and real estate, and trade other movable and immovable properties. Additionally, he may dissolve property co-ownership, divide and allocate real estate, establish mortgages and securities, manage leasing rights, grant usufruct rights, and accept such rights on behalf of the company. Furthermore, he has the right to sign before all chambers of commerce, make claims, litigate, attend hearings, initiate lawsuits, draft and respond to legal documents, file objections, present defenses, accept or reject judgments, appeal rulings, seek case reconsideration, negotiate settlements, and represent the company in any legal case filed by or against it. He may also review the Supreme Committee for the Settlement of Labor Disputes, the Primary and Higher Committees for Banking Disputes, the Commercial Disputes Settlement Office, and engage in negotiations, sign official transactions, documents, contracts, and guarantees. Additionally, he has the right to liaise with telecommunications companies in the Kingdom, establish and register telephone lines, and request their transfer.

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Waive and cancel them, review the Electricity Company, the General Corporation for Desalinated Water, domestic and international insurance companies, the Subscription Office, municipalities and their branches, emirates, governorates, districts, municipal authorities, police departments, civil defense, and traffic departments. He is authorized to purchase vehicles, equipment, and machinery, register them under the company's name, report lost licenses, issue search alerts, lift search alerts, recover lost items, sell and transfer them to others. He is authorized to review the National Information Center, collect debts, financial dues, and entitlements, acknowledge their receipt in cash, through regular or certified cheques, or through bartering. He also has the authority to review notary offices, sign incorporation contracts for all companies in which the company participates, sign amendments and resolutions modifying incorporation contracts of all kinds as permitted by applicable laws and regulations. This includes but is not limited to, amending the company name, purchasing and owning shares, selling them wholly or partially, transferring them to others for consideration or without consideration, reducing or increasing capital, amending management clauses, directors, fiscal year, restructuring the board of directors, appointing directors to positions, adding necessary powers and authorities, activities, objectives, duration, relocating the headquarters, and making any other amendments to company contracts and resolutions. He is also authorized to convert company entities, merge or liquidate them, receive transactions, publish announcements in official newspapers, represent the company in all the companies in which it is a partner, attend general and ordinary assemblies, and participate in board meetings.

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Management and voting on behalf of the company, appointing the board of directors, reviewing social insurance and the Industrial Development Fund, receiving, delivering, amending, and annotating title deeds, preparing financial statements and profit and loss accounts within the specified deadlines, approving account statements, approving the company's estimated budget and overseeing its implementation, approving the company's organizational structure and administrative regulations, and obtaining necessary documents for the benefit of the company. He is authorized to enter into contracts with government and private entities, institutions, and individuals, review the Zakat and Income Authority, social insurance, customs authorities, ports, customs clearance, the Ministry of Transport, all border crossings, and civil status departments, request prints and records, and complete all administrative, regulatory, and legal procedures. He has full authority and powers to manage these matters, including selling, purchasing, transferring ownership, accepting transfers, receiving payments, delivering assets, leasing, collecting rent, signing contracts on behalf of the company and in its favor, receiving and delivering title deeds, amending them, obtaining replacements for lost or damaged deeds, requesting certified copies, collecting all rights due to the company, claiming them, filing lawsuits, engaging in litigation, defense, reconciliation, acknowledgment, denial, discharge, waiver, challenge, and correction. He is also authorized to file and respond to lawsuits, present defenses, make payments, accept or object to judgments, appeal them, and take legal action in any case filed by or against the company before any court or entity, including reviewing Sharia courts and judicial committees of all levels, including general and appellate courts.

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He is authorized to handle matters before partial, commercial, urgent courts, the Grievances Committee, and the Board of Grievances, including waiving rights, enforcing judgments, accepting or rejecting them, objecting to them, requesting appeals, seeking precautionary attachment, reclaiming possession, requesting reconsideration or withdrawal from litigation, lifting judicial seizures, requesting the release of detained individuals, appointing experts, submitting legal claims, contesting forgery, filing objections, and following up with the Public Prosecution and all relevant judicial and administrative bodies. He is also authorized to review matters with the Ministry of Commerce, the Commercial Register, the Companies Administration, all departments and branches of the ministry, the Trademarks and Commercial Agencies Departments, request the addition, modification, deletion, or cancellation of names and trademarks, amend the main records of the company and its branches, add or remove activities, and follow up on all relevant government departments, institutions, companies, individuals, and any other entity concerning all transactions. Furthermore, he is authorized to sign on behalf of the company, review the General Investment Authority, the Licensing and Follow-up Administration, and comprehensive service centers across all cities in the Kingdom, issue, renew, transfer, and cancel industrial and service licenses and records as needed, amend them, liaise with the Contractors Classification Agency, the Commercial Fraud Control Department, and the Commodity Exchange Authority, submit all required documents, pay fees, carry out necessary corrections, enter into contracts, undertake obligations in the company's name, and sign agreements on its behalf. Additionally, he has the authority to mortgage and release mortgages, impose and lift travel bans, freeze and unfreeze accounts, and restrict asset disposal in the company's interest.

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He is authorized to liaise with the Ministry of Finance, all banks, financial institutions, Al Rajhi Bank, the National Commercial Bank (NCB), SABB, Samba, the Saudi Investment Bank, Riyad Bank, and other banks. He may request Islamic banking facilities, loans, and borrow from all types of banks following Sharia'h regulations, as well as commercial and industrial development funds. He is also authorized to receive, collect, reschedule, and repay loans, handle deposits and withdrawals from domestic and international bank accounts, issue and cash cheques, disburse funds, and manage financial transactions. Furthermore, he can issue and sign cheques, endorse financial documents, sign letters of credit and fund transfers from the company's accounts, open all types of bank accounts in compliance with Islamic banking principles, manage account transactions, issue and sign cheques, execute banking contracts, issue financial guarantees and sureties in favor of third parties on behalf of the company, and establish, oversee, and manage branches, institutions, and stores, including their operations and follow-ups. He is also authorized to publish announcements in official newspapers, pay fees and dues, sign sales and mortgage contracts, manage import and export transactions, handle promissory notes and all types of contracts, conclude and terminate agreements, make decisions to open company branches inside and outside the Kingdom, define the roles and budgets of these branches, appoint branch managers and employees, determine their authorities and salaries, register and remove managers in commercial records, restructure the board of directors, close or dissolve branches, and participate in tenders and auctions.

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He is authorized to participate in both government and private tenders, open bids, make payments, and liaise with chambers of commerce, signing on behalf of the company. He is also authorized to coordinate with the Civil Defense Authority to obtain, renew, and manage permits and licenses, pay related fees, and follow up on the necessary procedures. Additionally, he may liaise with recruitment offices, passport authorities within the Kingdom, expatriate affairs departments, and labor offices to issue and renew residency permits and passports, obtain replacements for lost or damaged documents, apply for and receive visas of all types, recruit foreign labor, and manage all work visa procedures, including commercial visit visas, extensions, exit and re-entry visas, final exit visas, sponsorship transfers, and payment and refund of visa fees through banks. He is also authorized to sign and terminate employment contracts, coordinate with deportation departments and all airports, sign, follow up, receive, and deliver necessary documents, and act as a legal representative in all the aforementioned matters. All the powers granted shall be exercised in compliance with Islamic principles. He is also authorized to delegate authority to others through an official power of attorney for some or all of the aforementioned tasks, revoke or amend such powers of attorney, and further delegate authority within Saudi Arabia or internationally. The company's Executive Director is also granted all the powers mentioned in this section. He is authorized to perform all business transactions, sign all types of contracts, documents, and records, including company incorporation contracts, amendments, annexes, and modification decisions.

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He is authorized to sign agreements and legal instruments before notaries and official entities, as well as to sign loan and guarantee agreements and issue legal powers of attorney on behalf of the company. He is also authorized to buy, sell, transfer ownership, accept transactions, receive and deliver assets, lease and rent properties, collect and make payments. The CEO may delegate one or more board members or external individuals, within his jurisdiction, to carry out specific tasks. He has the right to open bank accounts in Saudi riyals and foreign currencies, withdraw, deposit, transfer funds between accounts, manage them, sign on behalf of the company, issue and cash cheques, request and sign chequebooks, obtain bank statements, issue cashier's cheques, receive and process transfers, secure financial facilities and loans, and sign contracts and related documents. He is also authorized to deposit and pledge securities, open letters of credit, issue bank guarantees, transfer funds in local or foreign currency within or outside the Kingdom, review, close, and reactivate company bank accounts, sign required documents, cash cheques, file objections, receive returned cheques, update account information, subscribe to joint-stock companies, buy and sell shares, and receive shareholder certificates. Furthermore, he has the right to open and manage investment portfolios and funds, operate them, and obtain full access to electronic banking services via the internet and phone banking. He is authorized to issue ATM cards, set PIN codes, and carry out related banking operations.

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He also has the right to delegate authority to others. The Chairman of the Board and the CEO, jointly or individually, have the authority to represent the company within and outside the Kingdom of Saudi Arabia in its dealings with third parties before judicial bodies, government and private entities, notaries, courts, the Board of Grievances, the Labor Office, the Ministry of Labor, the Human Resources Development Fund, the Ministry of Foreign Affairs, higher and primary committees, commercial paper committees, dispute resolution committees of all types, all other judicial committees, arbitration bodies, civil rights departments, police stations, the General Directorate of Passports, Civil Affairs, the Traffic Department, Civil Defense, municipalities, secretariats, chambers of commerce and industry, the General Organization for Social Insurance, the Zakat and Tax Authority, the Ministry of Commerce and Industry, the Saudi Arabian Monetary Authority, the Saudi Industrial Development Fund, insurance companies, telecommunications companies, electricity companies, the National Water Company, private institutions, and companies of all kinds. They are authorized to plead, defend, negotiate settlements, acknowledge claims, litigate, reconcile, waive rights, accept or reject judgments, arbitrate on behalf of the company, request the enforcement of rulings, file appeals, and collect any amounts resulting from enforcement in any case filed by or against the company. Additionally, they are empowered to handle all transactions within the company's scope of operations, sign all necessary documents, contracts, and agreements required for this purpose, lease and establish branches for business purposes, close them, issue commercial registrations, and register trademarks, commercial agencies, and trade names.

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He also has the right to appoint and dismiss employees and workers, issue visas, modify nationality and profession, reclaim related fees, recruit labor from outside the Kingdom, contract with them, determine their salaries, issue residency permits, transfer and waive sponsorships, and conclude agreements with the Human Resources Development Fund and the Saudi Industrial Development Fund, as well as receive and settle payments. Additionally, he has the authority to take all necessary actions to safeguard the company's assets as long as they remain under its ownership and control or to manage them efficiently to ensure the proper administration and supervision of the company's operations, employees, and affairs in the most effective manner. Furthermore, the CEO enjoys additional powers as determined by the Board of Directors and is responsible for overseeing the company's daily operations. He is also authorized to delegate powers to others and issue legal authorizations for specific tasks or responsibilities. The Board of Directors shall appoint a Secretary from among its members or external candidates, who shall have the following duties and powers: Recording the minutes of the Board of Directors' meetings, Documenting and preserving resolutions issued by these meetings, performing any other tasks assigned by the Board of Directors, The Board shall determine the Secretary's remuneration, The Chairman of the Board has the authority to delegate (by written resolution) some of his powers to other board members or external parties to carry out specific tasks or responsibilities.

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5. The rewards of the Chairman of the Board, the Managing Director, and the Chief Executive Officer, in addition to the prescribed remuneration for the Board members, shall be in accordance with the approved policies and regulations.

6. The term of the Chairman of the Board, the Vice Chairman, the Managing Director, and the Board Secretary shall not exceed their respective membership term in the Board. The Board of Directors may relieve the Chairman, the Vice Chairman, the Managing Director, the Chief Executive Officer, or the Board Secretary from their positions without this affecting their membership in the Board. They may also be re-elected.

**Article No. 22: Board Meetings**

1. The Board of Directors shall meet at least four times a year upon the invitation of its Chairman, and the invitation shall be general. The Chairman shall call for a meeting whenever requested in writing by two board members to discuss one or more topics.

2. The Board of Directors shall determine the venue of its meetings, and they may be held using modern technological means.

**Article No. 23: Board Meetings and Decisions**

1. A Board meeting shall not be valid unless attended by at least two members, provided that the number of attendees is no less than three members, whether in person or by proxy, in accordance with the following regulations:

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- A. A Board member may not act as a proxy for more than one member in the same meeting.  
B. The proxy authorization shall be in writing.  
C. The proxy may not vote on decisions that the system prohibits the principal from voting on.  
2. The Board of Directors' decisions shall be issued by a majority vote of the attending members, whether in person or by proxy. In the event of a tie, the side with which the meeting chair voted shall prevail.  
3. A Board decision shall take effect from the date of its issuance unless it specifies another effective date or is conditional upon the fulfillment of certain requirements.

**Article No.24: Issuance of Board Decisions on Urgent Matters**

The Board of Directors may issue decisions on urgent matters by circulating them to all members for approval, unless any member requests in writing to convene a meeting for discussion. These decisions shall be adopted by an absolute majority of the Board members and shall be presented at the next Board meeting to be recorded in the meeting minutes.

**Article No. 25: Board Deliberations**

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

**Chapter Four: Shareholders' Assemblies**

**Article No. 26: General Assembly Meeting of Shareholders**

Every shareholder has the right to attend the General Assembly meeting and may authorize another person, other than a Board member, to attend on their behalf. General Assembly meetings may be held, and shareholders may participate in deliberations and vote on decisions, using modern technological means.

**Article No. 27: Powers of the Ordinary General Assembly**

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Except for matters reserved for the Extraordinary General Assembly, the Ordinary General Assembly is responsible for all matters related to the company. It shall convene at least once a year within the six months following the end of the company's financial year. Additional Ordinary General Assemblies may be called whenever necessary.

**Article No. 28: Powers of the Extraordinary General Assembly**

The Extraordinary General Assembly is responsible for amending the company's Articles of Association, except for matters that are legally prohibited from modification. It may also issue decisions on matters originally within the powers of the Ordinary General Assembly, under the same conditions and procedures applicable to the Ordinary General Assembly.

**Article No.29: Convening of Assemblies**

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1. General or special assemblies shall be convened by the Board of Directors. The Board shall call for an Ordinary General Assembly meeting within thirty (30) days from the date of a request submitted by the auditor or by one or more shareholders representing at least 10% of the company's voting shares. If the Board does not issue the invitation within thirty (30) days from the auditor's request, the auditor may call for the Ordinary General Assembly to convene.
2. The request mentioned in paragraph (1) of this article shall specify the matters to be voted on by the shareholders.
3. The invitation to convene the assembly shall be issued at least twenty-one (21) days before the scheduled date, in accordance with the provisions of the company's Articles of Association, while ensuring the following:
4. The invitation to the assembly meeting shall include at least the following:
  - A. Notification of shareholders through registered mail to their addresses listed in the shareholders' register or by announcing the invitation via modern technological means.
  - B. Sending a copy of the invitation and the agenda to the Commercial Register, as well as a copy to the Capital Market Authority on the date the invitation is announced.

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- A. A statement of the shareholder's right to attend the general assembly meeting and their right to appoint a proxy of their choice from outside the Board of Directors. It should also specify the shareholder's right to discuss the topics listed on the meeting agenda, ask questions, and exercise their voting rights.
- B. The venue, date, and time of the meeting.
- C. The type of assembly, whether it is a general or special assembly.
- D. The meeting agenda, including the items to be voted on.

**Article No.30: Quorum for the Ordinary General Assembly Meeting**

1. The Ordinary General Assembly meeting shall not be valid unless attended by shareholders representing at least one-quarter of the company's shares with voting rights.
2. If the required quorum for holding the Ordinary General Assembly meeting, as stipulated in paragraph (1) of this Article, is not met, an invitation shall be issued for a second meeting to be held under the same conditions specified in Article No.91 of the Companies Law within thirty days following the scheduled date of the previous meeting. However, the second meeting may be held one hour after the time set for the first meeting, provided that the invitation to the first meeting includes a statement indicating the possibility of holding such a meeting. In all cases, the second meeting shall be valid regardless of the number of voting shares represented therein.

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**Article No.31: Quorum for the Extraordinary General Assembly Meeting**

1. The Extraordinary General Assembly meeting shall not be valid unless attended by shareholders representing at least half of the company's shares that have voting rights.
2. If the quorum required under paragraph (1) of this article is not met, an invitation shall be issued 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 scheduled time of the first meeting, provided that the invitation to the first meeting includes a statement indicating the possibility of holding the second meeting in this manner. In all cases, the second meeting shall be valid if attended by shareholders representing at least one-quarter of the company's shares with voting rights.
3. If the quorum required for the second meeting is not met, an invitation shall be issued for a third meeting to be held under the same conditions stipulated in Article (91) of the Companies Law. The third meeting shall be valid regardless of the number of shares with voting rights represented therein.

**Article No.32: Voting in General Assemblies**

Each shareholder shall have one vote per share in general assemblies. Cumulative voting shall be used in the election of the Board of Directors, ensuring that the voting rights of a single share cannot be exercised more than once. Additionally, shareholders have the right to appoint another shareholder, who is not a board member, as their proxy to attend the general assembly meeting on their behalf.

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**Article No.33: Resolutions of the General Assemblies**

1. Resolutions of the Ordinary General Assembly shall be passed by the majority of the voting rights represented in the meeting.
2. Resolutions of the Extraordinary General Assembly shall be passed by a two-thirds majority of the voting rights represented in the meeting. However, if the resolution pertains to an increase or reduction of the company's capital, an extension of its duration, its dissolution before the expiry of its specified term, its merger with another company, or its division into two or more companies, the resolution shall only be valid if passed by a three-quarters majority of the voting rights represented in the meeting.

**Article No.34: Chairing General Assemblies and Preparation of Minutes**

The General Assemblies of shareholders shall be chaired by the Chairman of the Board of Directors or, in their absence, by the Vice Chairman. If both are absent, the Board of Directors shall appoint one of its members to preside over the meeting. A record of the General Assembly meeting shall be prepared, including the number of shareholders present or represented, the number of shares they hold either in person or by proxy, the number of votes in favor or against each resolution, and a summary of the discussions held during the meeting. These minutes shall be recorded systematically in a special register following each meeting and shall be signed by the Chairman of the Assembly, the Secretary, and the vote counters.

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#### Chapter Five: Auditor

##### Article No.35: Appointment, Dismissal, and Resignation of the Company's Auditor

1. The company shall have one or more auditors from among the licensed auditors in the Kingdom, appointed by the General Assembly, which shall determine their remuneration, term of service, and scope of work. The auditor may be reappointed, provided that their total tenure does not exceed the period stipulated by applicable regulations.
2. The General Assembly may resolve to dismiss the auditor. The Chairman of the Board of Directors shall notify the competent authority of the dismissal decision and its reasons within a period not exceeding five (5) days from the date of the resolution.

##### Article No.36: Powers of the Auditor

The auditor shall have the right to access the company's documents, accounting records, and supporting documentation at any time. They may request any statements and clarifications they deem necessary to verify the company's assets, liabilities, and any other matters within their scope of work. The Board of Directors shall enable the auditor to perform their duties. If the auditor encounters any difficulties in this regard, they shall record such difficulties in a report submitted to the Board of Directors. If the Board does not facilitate the auditor's work, the auditor shall request the Board to convene the Ordinary General Assembly to consider the matter. If the Board fails to call the General Assembly within thirty (30) days of the auditor's request, the auditor shall have the right to issue the invitation.

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**Chapter Six: Company Finance and Profit Distribution**

**Article No.37: Fiscal Year**

The company's fiscal year shall commence on the first day of January and end on the last day of December of each Gregorian year.

**Article No.38: Financial Documents**

1. At the end of each fiscal year, the Board of Directors shall prepare the company's financial statements and a report on its activities and financial position for the expired fiscal year. This report shall include the proposed method for profit distribution. The Board shall make these documents available to the auditor at least forty-five (45) days before the scheduled date of the General Assembly meeting.

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This report outlines the proposed method for profit distribution. The Board shall make these documents available to the auditor at least forty-five (45) days before the scheduled date of the General Assembly meeting.

2. The documents mentioned in paragraph ( ) of this article shall be signed by the Chairman of the Board, the Chief Executive Officer, and the Chief Financial Officer. Copies of these documents shall be deposited at the company's headquarters and made available to shareholders at least twenty-one (21) days before the scheduled date of the General Assembly meeting.

3. The Chairman of the Board shall provide shareholders with the company's financial statements, the Board's report, and the auditor's report unless they are published in a daily newspaper distributed at the company's headquarters. Additionally, the Chairman shall send a copy of these documents to the Ministry at least fifteen (15) days before the General Assembly meeting.

**Article 39: Profit Distribution and Reserve Formation**

The company's annual net profits shall be distributed as follows:

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1. The company may distribute profits to its shareholders by a resolution of the Shareholders' Assembly based on a recommendation from the Board of Directors. The company may also distribute interim dividends to its shareholders after fulfilling the regulatory requirements in this regard.
2. Subject to any regulations set by the relevant authority regarding the formation of reserves, a certain percentage of net profits may be allocated to a reserve fund designated for purposes determined by the General Assembly.
3. The Ordinary General Assembly, when determining the shareholders' share of net profits, may decide to establish additional reserves to serve the company's interests or to ensure, as much as possible, a stable and regular distribution of profits to shareholders. The General Assembly may also allocate amounts from net profits for social purposes benefiting the company's employees.

**Article No. 40: Dividend Entitlement**

A shareholder is entitled to receive their share of the profits according to the resolution issued by the General Assembly in this regard. The resolution shall specify the entitlement date and the distribution date. The right to dividends belongs to shareholders registered in the shareholders' records at the end of the entitlement date.

The Board of Directors shall implement the General Assembly's resolution regarding profit distribution to registered shareholders within fifteen (15) business days from the profit entitlement date specified in the General Assembly's resolution or the Board's resolution in the case of interim dividend distribution.

Company Name: Raoom Commercial Company (Registered Joint Stock Company)	Articles of Association	Ministry of Commerce (Operations Department)
Commercial Registration Number: 1131010525	Date: 14/08/1446 Corresponding to: 13/02/2025	Huda Al-Jasser // Signed // //Seal of Ministry of Commerce - Riyadh Branch//

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**Article No. 41: Company Losses**

If the company's losses reach half of its issued capital, the Board of Directors shall disclose this and provide its recommendations regarding these losses within sixty (60) days from the date it becomes aware of them. The Board shall also call for an Extraordinary General Assembly meeting within one hundred and eighty (180) days from the date of becoming aware of the losses to decide whether to continue the company while taking the necessary measures to address the losses or to dissolve the company.

**Chapter Seven: Termination and Liquidation of the Company**

**Article No.42: Termination and Liquidation of the Company**

The company shall be terminated for any of the reasons stated in Article 243 of the Companies Law. Upon termination, the company enters the liquidation phase in accordance with the provisions of Chapter Twelve of the Companies Law. During this phase, the company retains its legal personality to the extent necessary for liquidation, and the authority of the Board of Directors ceases.

However, Board members shall continue managing the company and shall be considered as acting liquidators toward third parties until an official liquidator is appointed. The company's assemblies shall also remain active during the liquidation period, but their role shall be limited to exercising functions that do not conflict with the liquidator's powers.

If the company is terminated and its assets are insufficient to cover its debts, or if it is deemed insolvent under the Bankruptcy Law, the company shall apply to the competent judicial authority to initiate one of the liquidation procedures under the Bankruptcy Law.

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**Chapter Eight: Final Provisions**

**Article No.43: Final Provisions**

1. The company shall be subject to the laws and regulations in force in the Kingdom of Saudi Arabia.
2. Any provision in this Articles of Association that conflicts with the Companies Law shall be deemed invalid, and the provisions of the Companies Law shall apply instead. Any matter not expressly provided for in this Articles of Association shall be governed by the Companies Law and its Executive Regulations.

**Article No. 44: Publication**

This Articles of Association shall be filed and published in accordance with the provisions of the Companies Law and its Executive Regulations.

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Commercial Registration Number: 1131010525	Date: 14/08/1446 Corresponding to: 13/02/2025	Huda Al-Jasser // Signed // //Seal of Ministry of Commerce - Riyadh Branch//

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المملكة العربية السعودية - القصيم - بريدة Kingdom of Saudi Arabia - Qassim - Buraydah

CR/1131010525 - P.O.Box 48- Tel.(+966) 1632229999

[www.raoom.com.sa](http://www.raoom.com.sa)