

Arabian Company for Agricultural and Industrial Investment (Closed Joint Stock Company)

1. Establishment of the Company

Arabian Company for Agricultural and Industrial Investment was converted in accordance with the provisions of the Companies Law issued by Royal Decree No. (132) dated 1 Thul-Hiiiah 1443H, and its Implementing Regulations issued by the decision of the Minister of Commerce No. 284 dated 23 Jumada al-Akhirah 1444H and this Law, from a limited liability company to a closed joint-stock company as detailed below:

2. Name of the Company

The name of the Company is Arabian Company for Agricultural and Industrial Investment (closed joint stock Company).

3. Head Office of the Company

The head office of the Company is in the city of Riyadh, Kingdom of Saudi Arabia. The Company, by a Board resolution, may establish branches, offices, or agencies therefor within or outside the Kingdom of Saudi Arabia, where the interests of the company so require.

4. Objects of the Company

The company engages in and carries out the following objects:

- Real estate activities;
- professional, scientific and technical activities;
- agriculture, forestry and fishing;
- industry and transformation;
- transportation and storage; and
- wholesale and retail trade in repair of motor vehicles and motorcycles.

The Company conducts its activities according to the relevant laws and after obtaining the required licences, when required, from the competent authorities.

5. Participation and Ownership in Companies

The Company by itself, may establish (limited liability, close joint stock, or simplified joint stock) companies. The Company may own Shares or stock in other existing companies, or merge therewith; as well as participate with third parties in the establishment of joint stock, simplified joint stock or limited liability companies after fulfilling the requirements set forth by the applicable laws and regulations in this regard. The Company may also dispose of said stock or Shares provided that no brokerage activities are warranted upon the disposal of such stock or Shares.

6. Duration of the Company

The term of the Company shall be 99 Hijri years commencing from the date of its due registration in the commercial register. The term of the Company may always be extended by a resolution issued by the Extraordinary General Assembly at least one year prior to the expiration of its term.

7. Capital

1. The share capital of the Company is three hundred million Saudi Arabian Riyals (SAR 300,000,000) divided into thirty million (30,000,000) ordinary Shares with an equal nominal value of ten Saudi Arabian Riyals (SAR 10) each, all of which are ordinary Shares.
2. The shareholders acknowledge their commitment to fully fulfil the capital upon establishment.

8. Share Subscription

The Shareholders have subscribed to the entire share capital, amounting to is three hundred million Saudi Arabian Riyals (SAR 300,000,000), which has been fully paid up.

9. Preferred Shares

The Company's Extraordinary General Assembly may, in accordance with the guidelines set by the competent authority, issue preferred Shares, and decide to purchase the same or convert ordinary Shares into preferred or convert preferred Shares into ordinary Shares. Preferred Shares shall not bestow voting rights in Shareholder General Assembly meetings. The owners shall have the right to receive a greater percentage of the Company's net profits than the holders of ordinary Shares. The Company's Extraordinary General Assembly also has the right to issue treasury shares or decide to purchase them or convert ordinary or preferred shares into treasury shares in accordance with the guidelines set by the competent authority.

10. Sale of Unpaid Shares

The Shareholder undertakes to pay the value of the Share on the dates specified for that purpose. Failure to do so will give the Board of Directors the right, after informing the Shareholder by registered mail of selling the Share at a public auction or the stock exchange - as the case may be - pursuant to the controls set by the competent authority.

The Company shall collect the amounts payable thereto, from its sale proceeds, and shall repay the balance to the owner of the Share. If the sale proceeds are not sufficient to satisfy such amounts, then the Company may recover the balance from all Shareholder assets.

However, the defaulting shareholder may, up until the day of the sale, pay the outstanding value along with any expenses incurred by the company in this regard.

The Company shall cancel Share sold pursuant to the provisions of this Article and give the buyer a new share certificate bearing the same serial numbers as those of the cancelled Shares, with an annotation made in the Share Register indicating the sale as well as the new owner's name.

11. Issuance of Shares

Shares shall be nominal and may not be issued for less than their nominal value. However, they may be issued for a value higher than the nominal value, in which case the difference is recorded in a separate account under shareholders' equity and may not be distributed as dividends to shareholders. Shares are indivisible in relation to the company, and if a share is jointly owned by multiple persons, they must appoint one of them to represent them in exercising the rights

associated with the share. These individuals are jointly liable for the obligations arising from the ownership of the share.

12.Trading of Shares

Trading of Shares subscribed by the founder is not allowed before the publication of financial statements for two consecutive fiscal years, each lasting no less than twelve months from the date of Company establishment. These Shares are indicated by certificates that specify their type, establishment date, and the period during which trading is prohibited. However, during the restricted period, the ownership of these Shares can be transferred according to the rules of selling rights from one founder to another or to the successors in case of the founder's death, or in case of execution on the founder's insolvent or bankrupt assets. The ownership of these Shares should be prioritised for other founders. The provisions of this article also apply to what is written by the founders in the case of an increase in the capital before the expiration of the restricted period.

13.Shareholders' Register

The Company shall prepare a register which includes Shareholders' names, nationalities, particulars, places of residence, and occupations as well as the number of Shares owned by each shareholder, the serial numbers of the Shares which they own, and the amount paid of their value. The Company may outsource the preparation of the register; said register shall be maintained in the Kingdom.

14.Increase of Share Capital

- A. The Extraordinary General Assembly may decide to increase the Company's issued capital, provided that the issued capital has been paid in full. The full payment of capital shall not be required if the unpaid portion of said capital relates to Shares issued against the conversion of debt instruments or financing Sukuk into Shares, and the period set for such conversion has not yet expired.
- B. In all cases, the Extraordinary General Assembly may allocate the issued Shares or part thereof to the employees of the Company and/or any or all of its subsidiaries.
- C. Shareholders may not exercise their pre-emptive rights on issued Shares allocated for employees.
- D. A Shareholder who owns a share, as of the date of issuance of the Extraordinary General Assembly's decision approving the increase of the issued capital, shall have a pre-emptive right to subscribe to new Shares issued against cash contributions. A Shareholder shall be notified by registered mail sent to the address stated in the Shareholders' Register or through modern technology means of the capital increase decision, the conditions and duration of subscription, and the dates on which said subscription begins and ends.
- E. The Extraordinary General Assembly may suspend the pre-emptive rights of Shareholders to subscribe to the capital increase against cash contributions, or may grant pre-emptive rights to non-Shareholders, in relation to capital increases in cases where it deems this to be beneficial to the Company's interests.
- F. The shareholder has the right to sell or assign the pre-emptive rights from the time the Extraordinary General Assembly issues the resolution to increase capital until the last day of subscription for the new shares associated with these rights, in accordance with the regulations set by the relevant authority.

Subject to the provisions of Paragraph (D), newly issued Shares shall be distributed to the holders of pre-emptive rights requesting subscription in proportion to the pre-emptive rights they hold against the total pre-emptive rights resulting from the capital increase, provided that the number of newly issued Shares they receive does not exceed the number of Shares they request. The remaining new Shares shall be distributed among the holders of the pre-emptive rights who request more than their share in proportion to the pre-emptive rights they hold against the total pre-emptive rights resulting from the capital increase, provided that the number of newly issued Shares they receive does not exceed the number of Shares they request. Any remaining Shares shall be offered to third parties, unless the Extraordinary General Assembly decides otherwise, or the Capital Market Law specifies otherwise.

15. Decrease of Capital

The Extraordinary General Assembly may resolve to reduce the capital, if it exceeds the Company's needs, or if the Company sustains losses. In the latter case only, the Company's capital may be reduced below the limit prescribed under Article 45 of the Companies' Law. The decision to decrease the capital shall not be issued until a statement, prepared by the Board of Directors, is recited at the General Assembly, stating the reasons for such decrease, the Company's obligations, and the effect of the decrease on the satisfaction of such obligations. Said statement shall include the report of the Company's auditor. In cases where the General Assembly decision is passed by circulation, the presentation of the statement shall suffice. If the capital reduction is due to the capital exceeding the Company's needs, then the creditors must be invited to express their objection thereto, at least 45 days before the date set for holding the Extraordinary General Assembly meeting to issue the reduction decision. A statement, specifying the capital before and after reduction, the date and time of the meeting, and the effective date of the reduction, shall be attached to the invitation provided to the Company's creditors. Should any creditor object and present to the Company evidentiary documents within the period set above, then the Company shall pay such debt, if already due, or present a sufficient guarantee of payment, if the debt is due on a later date.

16. Management of the Company

The Company shall be managed by a Board of Directors consisting of five to nine members to be natural persons and elected by the founders of the foundation assembly for a term not exceeding four years. The Board shall appoint a Chairman during its first meeting.

17. Debt Bonds

After the approval from the relevant authorities, the Company is permitted to issue debt bonds, loans, as well as convertible bonds and sukuk (Islamic bonds) whether for public subscription or otherwise, in accordance with the applicable regulations and rules governing such matters, by a resolution issued by the General Assembly.

18. Membership Termination

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

However, the Ordinary General Assembly may dismiss some or all the Board members. This is without prejudice to the right of the dismissed member to claim compensation from the Company if the dismissal occurs for an unacceptable reason or at an inappropriate time. A Board member may resign, provided it is at an appropriate time; otherwise, they will be liable to the company for any resulting damages. In this case, the Ordinary General Assembly shall appoint a new Board or a replacement for the dismissed member (as the case may be) in accordance with the provisions of the Companies Law.

19. Termination of Board Term, Resignation of Board Members, or Membership Vacancy

Before the end of its term, the Board of Directors must call for an ordinary General Assembly to appoint a new Board for the next term. If the appointment is not possible and the current Board's term ends, its members continue to perform their duties until a new Board is appointed, provided that the duration of the continuing members does not exceed ninety days from the date of the end of their term. The Board of Directors must take necessary actions to elect a new Board to replace it before the expiration of this specified period.

If the Chairman and members of the Board of Directors resign, they must call for an ordinary General Assembly to appoint a new Board. The resignation does not affect the election of the new Board unless the duration of the resigned Board exceeds one hundred and twenty days from the date of resignation.

A member of the Board of Directors is allowed to resign from their membership by submitting a written notice to the Chairman of the Board. If the Chairman resigns, the notice must be delivered to the remaining members of the Board and the Board secretary. The resignation is effective immediately in both cases from the date specified in the notice.

If a position in the Board of Directors becomes vacant due to the death or resignation of any of its members, and this vacancy does not result in the violation of the necessary conditions for the validity of the Board's formation due to a shortage in the number of members below the minimum required, the Board can temporarily appoint a qualified individual to fill the vacant position. The appointment must be notified to the commercial register within fifteen days from the date of appointment, and the appointment should be presented to the ordinary General Assembly for the appointment of a member to the vacant seat.

If the necessary conditions for the valid formation of the Board of Directors are not met due to a shortage of the number of members below the minimum required, as stipulated in the Companies Law or in this regulation, the remaining members are required to call for an ordinary General Assembly to convene within 60 days to elect the necessary number of members.

20. 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 purposes. It has the right to sign contracts for sale, purchase, loans, mortgages, supply, leasing, and all types of contracts in which the company is a party. This includes contracts for owning shares in existing companies or partnership agreements with third parties to establish joint stock or limited liability companies. The Board also has the authority to sign partner resolutions in those companies, amend management provisions, and sign all commercial papers (receivables, payables, checks) and endorse them. Furthermore, it has the authority to appoint legal advisors, determine their salaries and fees, and the right to dismiss and terminate their services. The Board may also appoint or delegate others

with some or all of its powers and authorities. Overall, the company's manager shall have all the necessary powers and authorities required to manage the company.

Subject to the powers assigned to the Ordinary General Assembly, the Board of Directors shall have the broadest powers in managing the company, conducting its affairs, supervising its business and financial affairs inside and outside the Kingdom of Saudi Arabia, preparing policies and guidelines to achieve its objectives, and it shall have, for example, but not limited to, documents for sale, lease, rental, representation, declarations, mortgages, etc., and conducting transactions on behalf of the company, collecting, paying, and receiving rights from others.

The Board also has the right to establish companies, participate in the establishment of companies, open branches for the Company, and sign all types of contracts, documents, and records, including, but not limited to, articles of association for companies that the Company establishes or participates in, along with all amendments and appendices to these articles and all partner resolutions in those companies. This includes resolutions regarding capital increase and reduction, transfer and purchase of shares, documentation, and signing before the Companies Affairs Department at the Ministry of Commerce and Industry, as well as with the Notary Public. It also includes making modifications, additions, deletions, extracting, renewing, receiving, and canceling commercial registrations, changing company names, providing loans to subsidiaries, guaranteeing their loans, and signing agreements and deeds before notaries and official bodies. Additionally, the Board has the right to engage in loan agreements with the Real Estate Development Fund, Agricultural Development Fund, Industrial Development Fund, Human Resources Development Fund, and the Saudi Credit and Savings Bank, including applying for loans, receiving funds, signing contracts with these funds, presenting and collaborating with guarantors, transferring loans, transferring loans on land, requesting loan exemptions, request a clearance of any financial obligations, reclaiming amounts, issuing checks, paying off loans, and signing before the Notary Public regarding industrial mortgages. The Board is authorised to receive and deliver, follow up with all relevant authorities, complete all necessary procedures, and sign as required. It also has the right to delegate others for any or all of the aforementioned tasks, guarantees, sureties, financial documents, relinquishing pre-emptive rights in the settlement of company debts, issuing legal powers of attorney on behalf of the company, as well as buying, selling, transferring, gifting real estate, lands, shares, and company assets, both movable and immovable. The Board may also dispose of the company's assets and properties and mortgage both fixed and movable assets to secure loans for the company and its subsidiaries in accordance with the following conditions:

Obtaining the approval of the General Assembly when selling company assets that exceed 50 per cent. of the total asset value, whether the sale occurs through a single transaction or multiple transactions. In such cases, the transaction that results in exceeding the 50 per cent. threshold of asset value shall be the transaction requiring General Assembly approval. This percentage is calculated from the date of the first transaction completed within the preceding twelve months.

The Board has the right to request and accept Electronic Land and Real Estate Title Registration, accept payments in any form it deems appropriate, oversee receipt and delivery, rent, lease, and handle payments and collections. The Board may open, manage, operate, and close bank accounts, handle deposits and withdrawals at banks, borrow from them, and sign all documents, checks, and other banking transactions. It has the right to invest Company funds and operate them in domestic and international markets, both within and outside the Kingdom of Saudi Arabia. Furthermore, the board has the right to lend to companies and individuals, banks, and financial institutions; to manage dealings with banks, open accounts, withdraw and deposit funds, transfer between accounts, receive and issue transfers, obtain and renew ATM cards and credit cards, issue account

statements, request check books, issue certified checks, receive, cash, and contest checks, handle returned checks, open, close, and settle accounts, update information, subscribe to and renew safety deposit boxes, redeem units in safety deposit boxes, obtain loans and provide collateral from banks, and sign loan agreements and credit facilities. It may also request letters of credit and bank guarantees, sign all banking contracts, apply for loan waivers, participate in public company subscriptions, buy and sell shares, receive share certificates, dividends, and surpluses, open investment portfolios, issue, modify, and cancel orders, redeem fund units, subscribe, buy, sell, and transfer shares to and from portfolios, sign electronic documents and applications, and utilise electronic services. The board may review the relevant authorities to complete necessary procedures and may delegate any or all of these tasks as needed. The Board also has the right to disburse bonuses, appoint and dismiss company agents and employees, as well as external service providers such as law, engineering, and accounting firms, and set their compensation, benefits, and employment terms. Passports: it may issue and renew residency permits, replace lost or damaged permits, arrange for exit and re-entry, arrange for final exits, transfer sponsorships, update records, amend professions, make settlements, waive workers, report escapes, cancel escape reports, cancel exit and return visas, cancel final exit visas, issue travel visas in place of damaged or lost ones, issue and extend visit visas, complete deceased employee affairs, issue a workers' data sheet (print), drop workers, contact the Expatriate Affairs and the Ports Authority, issue a follower card. It also has the right to receive and deliver, and the right to review all relevant parties, complete all necessary procedures, and sign what is required, and the right to authorise others in all or some of the above. The board may issue work, exit, and re-entry visas, and final exit visas for company employees and their dependents, transfer sponsorships, and release sponsorships. The Board may enter into commercial loans and obtain credit facilities from government institutions, commercial banks, financial entities, and credit companies, issue guarantees in favor of any party if deemed beneficial for the company, issue promissory notes and other negotiable instruments, and enter into all types of agreements and banking transactions for any period not exceeding the company's duration. For loans exceeding ten years, the following conditions apply:

The Board shall specify in its decision the uses of the loan and how to repay it.

The terms of the loan and the guarantees provided for it shall consider not to harm the company, its shareholders, and the general guarantees of creditors. The Board shall also approve the Company's internal, financial, administrative and technical regulations, its policies and procedures for employees, and authorise the Company's executive directors to sign on its behalf in accordance with the regulations and controls established by the Board and approve the Company's business and operating plans and approve its annual budget. Discharging the Company's debtors from their obligations, provided that the minutes of the Board of Directors and the grounds for its decision include consideration of the following conditions:

The discharge shall be after a full year has passed since the debt arose as a minimum.

The discharge shall be for a specified maximum amount per year for each debtor.

Discharging debtors is an absolute right of the Board that may not be delegated.

The Board has also the right to buy, sell, and mortgage real estate and personal property in the name of the Company and for its benefit, before public or private parties. It may also accept and release mortgages on real estate or personal property as a guarantee for rights against third parties. It has also the right to carry out necessary transactions to ensure the efficient and profitable operation of the company as much as possible.

The Board has the right to review the Royal Court, the Ministry of Justice, the Ministry of Interior, governmental and private institutions, bodies and companies, the Ministry of Foreign Affairs, the Ministry of Defense, the Ministry of Commerce and Industry, the Ministry of Finance, the Ministry of Agriculture, the Ministry of Labour, the Ministry of Social Affairs, the Ministry of Municipal and Rural Affairs, the Ministry of Higher Education, the Ministry of Education, the Ministry of Health, the Ministry of Culture and Information, the Ministry Of Islamic Affairs, Dawah and Guidance, the Ministry of Housing, the Ministry of Electricity and Water, the Ministry of Petroleum and Mineral Resources, the Ministry of Transport, the Ministry of Hajj, the Ministry of Civil Service, Civil Status and Civil Rights, the Ministry of Communications and Information Technology, the Ministry of Economy and Planning and its branches and affiliated departments and sections. It has the right to review the Saudi Central Bank, the Technical and Vocational Training Corporation, the Saudi Ports Authority, the Saudi Railways Organisation, King Fahad Causeway Authority, King Abdulaziz City for Science and Technology, the Grain Silos and Flour Mills Organisation, the Public Pension Agency, the Saudi Arabian Airlines Corporation, the Saline Water Conversion Corporation, the General Organisation for Social Insurance and its branches and affiliated departments and sections. It also has the right to review the Control and Investigation Board, the Bureau of Investigation and Public Prosecution, the General Investment Authority, the Capital Market Authority, the Saudi Standards, Metrology and Quality Organisation, the Saudi Commission for Health Specialties, the Saudi Food and Drug Authority, the General Commission for Tourism and Antiquities, the National Anti-Corruption Commission, the Saudi Authority for Industrial Cities and Technology Zones, the Royal Commission for Jubail and Yanbu, the Human Rights Commission, the National Center for Wildlife, the General Authority of Civil Aviation, the Royal Commission for Riyadh City, the Royal Commission for Makkah City and Holy Sites, the Development of Madinah Authority, the Communications, Space and Technology Commission and its branches and affiliated departments and sections. It also has the right to review the General Organisation for Social Insurance and other ministries, institutions, authorities and other governmental and private companies. It has the right to create, activate, amend and cancel all electronic services related to the Absher system and other electronic systems of the Ministry of Interior and other ministries, authorities and governmental and private companies, and any new systems that are created later. It has the right to receive and deliver and the right to review all relevant parties and complete all necessary procedures and sign as required. It has the right to authorise others in all or some of the above. The Board has the right, within the limits of its jurisdiction, to delegate one or more of its members or a third party to undertake a specific task or tasks.

21. Remuneration of the Directors

1. The Remuneration of the Board of Directors can consist of a specific amount, attendance allowances for meetings, in-kind benefits, or a certain percentage of the net profits. It is permissible to combine two forms of compensation.
2. If the compensation is a certain percentage of the Company's profits, this percentage cannot exceed ten per cent. of the net profits after deducting the reserves determined by the ordinary General Assembly, in accordance with the provisions of the regulations and the Company's bylaws. After distributing dividends to the shareholders, the compensation should not be less than five per cent. of the paid-up capital of the Company. The entitlement to compensation should be proportional to the number of attended meetings by the Board member, and any deviation from this would be considered invalid.
3. In any case, the total amount received by a Board member as bonuses and financial or in-kind benefits should not exceed SAR 500,000 annually, according to the regulations set by the competent authority. The Board of Directors' report to the ordinary General Assembly should

include a comprehensive overview of all the bonuses, allowances, and other benefits received by the Board members during the fiscal year. It should also include a statement of the remuneration received by the Board members as employees, executives, or for technical or consultancy work. Additionally, it should provide a record of the Board meetings and the number of meetings attended by each member since the last General Assembly meeting.

22. Powers of the Chairman, Vice Chairman, Deputy Chairman and Secretary

1. The Board of Directors appoints a Chairman and may appoint a vice-Chairman from among its members in its first meeting.
2. The Board of Directors may appoint an executive president from among its members or from outside.

The Chairman is responsible for the following:

- A. Calling for meetings of the Board of Directors and general assemblies of the Company.
- B. chairing and managing the meetings of the Board of Directors and General Assemblies of the Company,
- C. Having a casting vote in case of a tie in the votes of the Board of Directors.
- D. Representing the Company in official and media forums.
- E. Representing the Company in its relations with others, including all governmental and private entities, Sharia courts, judicial bodies, the Board of Grievances, and all other judicial committees within and outside the Kingdom of Saudi Arabia. They have the right to defend, plead, and sign on behalf of the Company regarding the establishment contracts of companies in which the Company is a partner or amendments to the establishment contracts of such companies, whether before notaries, official or private entities. The Chairman also represents the Company before the Capital Market Authority, labour offices, high and primary committees, commercial papers committees, and all other judicial bodies, civil rights arbitration bodies, police departments, chambers of commerce and industry, private entities, companies, and insurance companies of all kinds. They have the right to participate in tenders and auctions and award contracts.
- F. The Chairman has the right to claim, file lawsuits, plead, defend, hear claims, respond to them, acknowledge, or deny them, reconcile, waive rights, request oaths, and refuse to take an oath. They can summon witnesses and present evidence, challenge them, answer questions, object, modify, challenge forgery, ideas, and deny lines, stamps, and signatures. They can request travel bans, lift them, request seizure and execution, request arbitration, appoint experts and arbitrators, challenge the reports of experts and arbitrators, replace them, and request the implementation of Article 23 of the Litigation System. Claiming the execution of judgments, accepting judgments, rejecting them, objecting to judgments, requesting appeals, seeking a review, requesting restitution, requesting mediation, and fulfilling the requirements of attending sessions and all lawsuits before all courts, notary offices, receiving amounts, receiving deeds, requesting the recusal of the judge, requesting intervention and interference in Sharia courts, administrative courts (Board of Grievances), Sharia medical committees, labour committees, financial disputes resolution committees, banking disputes settlement committees, commercial paper arbitration offices, commercial disputes settlement committees, customs committees, commercial fraud committees, supervisory and investigation bodies, public prosecution, and all judicial and executive authorities in their various degrees and types. They

have the right to receive and deliver, the right to review all relevant entities, and to complete all necessary procedures inside and outside the Kingdom of Saudi Arabia. They have the right to sign where necessary and have the right to delegate to others all or some of the aforementioned declaration, claim, defence, pleading, litigation, settlement, reconciliation, waiver, denial, requesting an oath, rejecting an oath, mediation, accepting judgments, rejecting them, arbitrating on behalf of the Company, requesting the execution of judgments, opposing them, receiving the proceeds of execution, presenting arbitration arguments, requesting the amendment of deeds, and issuing replacements and duplicates and their duration.

Other authorities and powers granted by the Board of Directors:

The Chairman of the Board may delegate all or some of his powers to one of the Board members or employees of the Company or someone else, and the special compensation received by the Chairman of the Board is double the compensation prescribed for the Board members. The Board of Directors appoints a secretary who is chosen from among its members or others, and his duties and compensation are determined by a separate contract, and the duration of membership for the Chairman of the Board, Vice Chairman, Executive Member, Secretary, and Board members does not exceed the duration of their membership in the Board. They can be re-elected, and the Board has the right at any time to dismiss them or any of them without violating the right of the dismissed person to compensation if the dismissal occurs for an unjustified reason or at inappropriate time.

The Chairman of the Board has the authority to delegate in writing some of his powers to other Board members or others to carry out work or tasks, and the Vice Chairman of the Board assumes his duties in his absence in cases where the Board has a Vice Chairman. The duration of the Chairman of the Board's absence in cases where the Board has a Vice Chairman does not exceed the duration of the absence of the Chairman of the Board. The same applies to the Vice Chairman of the Board, the CEO, the Secretary, and any of them in those positions, and this does not result in their exemption from their membership.

23.Meetings of the Board of Directors

The Board of Directors meets at least four times a year upon the invitation of its Chairman. The invitation can be in the form of a written letter, sent via email, fax, or regular mail, accompanied by an agenda. The invitation should be sent at least seven (7) days prior to the meeting date. The Chairman of the Board is obligated to call for a meeting whenever requested to do so in writing by any Board member. During the meeting, any topic can be discussed and deliberated upon.

24.Board Quorum and Decisions

The Board meeting is not valid unless attended by at least half of the members in person or by proxy, provided that the number of attendees is not less than three members. A Board member is allowed to appoint another member as a proxy to attend meetings, according to the following guidelines:

1. a Director may not act as a proxy for more than one other Director at the same meeting;
2. a proxy shall be appointed in writing; and
3. a Director acting by proxy may not vote on resolutions on which his/her principal is prohibited from voting.

The decisions of the Board of Directors are issued based on the majority of the opinions of the attending members or their representatives. In case of a tie, the vote of the Board Chairman who voted in Favour of the decision prevails.

The Board of Director may issue decisions by presenting them separately to the members, unless one of the Board members requests a meeting to discuss these decisions. These decisions are issued only after obtaining the absolute majority approval of the Board members, and they are presented at the first subsequent meeting of the Board.

25.Board Decisions on Urgent Matters

The Board of Directors is empowered to make decisions on urgent matters by presenting them to all members for approval unless requested by any member to have them discussed in a council meeting. Such decisions are made with the consent of the majority of its members and are presented to the council in the next subsequent meeting for confirmation, as documented in the minutes of that meeting.

26.Deliberations of the Board

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

27.Attendance at General Meetings

Each Shareholder has the right to attend the general meetings of the Company. Furthermore, they have the option to appoint another individual who is not a member of the Board of Directors or an employee of the Company to attend the general meeting on their behalf.

28.The Authorities of the Ordinary General Assembly

Except for matters within the competence of the Extraordinary General Assembly, the Ordinary General Assembly shall be concerned with all matters related to the Company, and the Annual Ordinary General Assembly shall convene at least once during the six months following the end of the Company's fiscal year.

Other ordinary general assemblies may be convened whenever the need arises.

29.The Authorities of the Extraordinary General Assembly

The Extraordinary General Assembly shall have the authority to amend the company's articles of association, except for matters that it is prohibited from amending by law. It may issue decisions on matters originally within the competence of the Ordinary General Assembly, under the same terms and conditions prescribed for the Ordinary General Assembly.

30.Manner of Convening Assemblies

1. General or Special Assemblies shall convene at the invitation of the Board of Directors. The call for the Assembly meeting shall be made at least twenty-one (21) days prior to the date set for the meeting, by announcing the invitation and agenda via any of the modern means of communication, in accordance with the relevant laws and regulations and the controls specified by the competent authorities.
2. The Board of Directors must call for an Ordinary General Assembly to convene within thirty (30) days from the date on which it is requested to do so by the Auditor or by a number of Shareholders representing at least ten per cent. (10%) of the Company's voting Shares. The Auditor may also call for the General Assembly to convene if the Board fails to do so within thirty (30) days from the date of the Auditor's request.
3. General Assembly meetings of shareholders may be held, and the shareholder may participate in its deliberations and vote on its decisions by means of modern technology, in accordance with the controls determined by the competent authority.
4. Shareholders who own at least ten per cent. (10%) of the company's shares with voting rights may add one or more topics to the agenda of the General Assembly when it is prepared.

31.Record of Attendance

Shareholders who wish to attend the General Assembly must register their names in the Company's headquarters before the time specified for convening the meeting. This registration can be done either through email or fax.

32.Quorum of the Ordinary General Assembly

A meeting of the Ordinary General Assembly shall not be valid unless attended by Shareholders representing at least a quarter of the Company's share capital. If such quorum cannot be attained, a second meeting shall be held one hour after the end of the period set for the first meeting, provided that the invitation to the first meeting includes an announcement indicating the possibility of holding the second meeting. In all cases, the second meeting shall be valid regardless of the number of Shares represented therein.

33.Quorum of the Extraordinary General Assembly

A meeting of the Extraordinary General Assembly shall only be valid if attended by Shareholders representing at least half of the Company's share capital. If such quorum cannot be achieved at the first meeting, an invitation shall be issued for a second meeting to be held no earlier than one hour and no later than thirty hours after the first. In all cases, the second meeting shall be valid if attended by Shareholders representing at least a quarter of the Company's voting shares. If such quorum cannot be achieved at the second meeting, an invitation for a third meeting shall be made in the same manner prescribed in Article Thirty (30) of these Bylaws. The third meeting shall be valid regardless of the number of Shares represented therein, following the approval of the competent authorities.

34.Voting in Assemblies

At General Assembly meetings, each Shareholder shall have one vote for each share held thereby, with cumulative voting used in the election of the Board of Directors. Members of the Board of Directors may not vote on General Assembly resolutions relating to transactions and contracts in which they have a direct or indirect interest, or which involve a conflict of interest.

35.Assembly Resolutions

Ordinary General Assembly resolutions shall be issued by an absolute majority of voting Shares represented therein. Extraordinary General Assembly resolutions shall be issued by a majority of two-thirds of the voting Shares represented therein, unless the decision is related to increasing or decreasing the capital, extending the Company's term, dissolving the Company prior to the expiry of the term specified in its articles of association, or merging the Company with another company. In this case, it shall not be valid unless issued by a majority of three-quarters of the shares represented therein.

36.Discussion in Assemblies

Each Shareholder shall have the right to discuss the items listed in the General Assembly's agenda and to direct questions in respect thereof to the Directors and the auditor. The Directors or the auditor shall answer the Shareholders' questions in a manner that does not prejudice the Company's interest. If a Shareholder deems the answer to the question unsatisfactory, then such Shareholder may refer the issue to the General Assembly and its resolution in this regard shall be conclusive.

37.Presiding Over Assembly Meetings and Preparing Minutes

The meetings of the General Assembly of shareholders shall be presided over by the Chairman of the Board of Directors or, in their absence, by the Vice-Chairman, or by a board member appointed by the Board in the absence of both the Chairman and Vice-Chairman.

General Assembly meeting minutes shall be prepared during the General Assembly meeting and shall specify the number of Shareholders present in person or by proxy, the number of Shares held thereby in person or by proxy, the number of votes allocated to said Shares, the resolutions made, the number of votes in favour or against each resolution, and a comprehensive summary of the discussions held during the meeting. The minutes shall be recorded regularly after each meeting in a special register, signed by the Chairman of the General Assembly, the Secretary, and vote counters.

38.Audit Committee

The Audit Committee is formed by a decision of the Board of Directors, consisting of (three to five) members who are not executive members of the Board. The Chairman of the Board of Directors cannot be appointed as the Chairman of the Audit Committee for a period exceeding four years. The General Assembly issues a resolution for the Audit Committee, which includes the committee's tasks, working procedures, and the remuneration of its members.

39.Quorum of the Committee

The meeting of the Audit Committee shall be valid by the presence of a majority of its members. All of its decisions shall be made by the majority of votes of the attending members. In the event of a tie, the committee chairman's vote shall be decisive.

40.Committee Authorities

The Audit Committee shall oversee the affairs of the Company. As a result, it has the right to review all of the Company's records and documents and obtain any explanations or statements from the members of the Board of Directors or the executive management. The Committee may request that

the Board of Directors call an Ordinary General Assembly if the Board of Directors obstructs its course of work or the Company suffers serious damage or losses.

41. Committee Reports

The Audit Committee shall check the Company's financial statements and the reports and notes to be provided by the auditor and shall express its opinion on the same, if any. It shall also prepare a report on its opinion with respect to the sufficiency of the internal control in the Company, along with other activities within its competence. The Board of Directors shall deposit enough copies of this report in the Company's headquarters at least twenty-one (21) days prior to the date of the regular general meeting convention, in order to provide it to any Shareholder wishing to have the same. The report shall be read out at the meeting.

42. Appointment, Removal, and Resignation of the Auditor

1. The Company shall have one or more auditors, licenced to practice in the Kingdom and appointed by the Ordinary General Assembly, who shall determine the remuneration, scope of work, and term thereof. Said auditor may be reappointed, provided that his term does not exceed the the period specified in the relevant regulations and bylaws..
2. The General Assembly may resolve to remove the Auditor without prejudice to his right to compensation for any damage incurred, if justified. The Chairman of the Board of Directors shall inform the competent authority of such removal and the reasons therefor within the period specified in the relevant regulations.
3. The Auditor may resign pursuant to a written notice submitted to the Company. His assignment shall terminate from the date of submitting the resignation notice or at a later date as specified therein, without prejudice to the Company's right to compensation for any damage incurred thereby, if justified. The resigning auditor shall, upon submission of the notice, provide the Company and the competent authority with the reasons for his resignation. The Board of Directors shall call for the General Assembly to convene, to review said reasons, appoint another auditor and determine the remuneration, term, and scope of work thereof.

43. Auditor Authorities

The Auditor shall, at any time, access the Company's books, accounting records, and other supporting documents, and he may request any information and clarifications he deems necessary to verify the Company's assets and liabilities, as well as any other matters falling within his scope of work. The Chairman of the Board of Directors shall enable the Auditor to carry out his assignment. If the Auditor encounters any difficulty in carrying out his assignment, he shall submit a report to this effect to the Board of Directors. If the Board of Directors fails to facilitate the Auditor's work, the Auditor shall submit a request thereto to call for a meeting of the General Assembly to review the matter. The Auditor may direct this call if the Board of Directors does not direct it within thirty (30) days of the date of the Auditor's request.

44. Financial Year

The Company's financial year begins on the 1st of January and ends on the 31st of December of each calendar year. The first financial year shall commence from the date of the ministerial decision announcing the company's establishment and shall end on the 31st of December of the current calendar year.

45. Financial Statements

1. At the end of each fiscal year, the Board of Directors shall prepare the Company's financial statements together with a report on its business and financial position for the ended fiscal year. This report shall include the proposed method for distributing dividends. The Board of Directors shall place such documents at the disposal of the Auditor at least forty-five (45) days prior to the date set for convening the General Assembly.
2. The Chairman of the Board, the CEO and the Vice President of Finance shall sign the documents referred to in Paragraph 1 of this Article, with a copy thereof being placed at the Company's head office at the disposal of the Shareholders.
3. The Chairman of the Board shall provide the Shareholders with the Company's financial statements and Board of Directors' report after signing the same, as well as the Auditor's report, unless they are published through means of modern technology, at least twenty-one (21) days prior to the date set for the General Assembly meeting. The Chairman shall also deposit the company's financial statements and the Auditor's report, if any, with the Saudi Center for Economic Business via the electronic deposit programme for financial statements.

46. Distribution of Dividends

1. The General Assembly shall determine the percentage to be distributed to shareholders of the net profits after deducting the reserves, if any, and the Company's annual net profits shall be distributed after deducting all general expenses and other costs.
2. The Company may also distribute interim dividends to Shareholders of distributable profits after fulfilling the following requirements:
 - a. the Ordinary General Assembly shall authorise the Board to distribute interim dividends pursuant to a resolution issued annually;
 - b. has reasonable liquidity and can reasonably predict the level of their profits; and
 - c. the Company shall have distributable dividends in accordance with the latest financial statements, sufficient to cover the profits proposed to be distributed, after deducting the dividends that have been distributed and capitalised after the date of these statements.

47. Distribution of Dividends to Preferred Shares

The shareholder is entitled to his share of the profits in accordance with the General Assembly's decision issued in this regard. The decision shall specify the due date and the date of distribution. The right to profits shall be for the shareholders registered in the shareholders' records at the end of the day specified for entitlement. The Board of Directors shall implement the General Assembly's decision regarding the distribution of profits to shareholders within fifteen (15) days from the due date of these profits specified in the General Assembly's decision.

48. Distribution of Dividends to Preferred Shares

1. If dividends are not distributed for any fiscal year, dividends for subsequent years may not be distributed until the specified percentage, as stipulated by the Companies Law, has been paid to holders of preferred shares for that year.

2. If the Company fails to pay the specified dividends to holders of preferred shares from the net profits after deducting reserves, if any, for three consecutive years, the Special Assembly for holders of these shares, convened in accordance with the provisions of the Companies Law, may decide to grant them attendance and voting rights in the Company's General Assembly meetings. This right remains until the company can fully pay the priority dividends due to holders of these shares for previous years. Each preferred share shall have one vote in the general assembly, and in this case, the preferred shareholder has the right to vote on all items on the General Assembly's agenda without exception.

49. Company Losses

If the Company's losses amount to half of its issued capital, the Board of Directors shall, within sixty (60) days from the date of its knowledge thereof, disclose the losses and its recommendations relating thereto, and shall, within one hundred and eighty (180) days from the date of its knowledge thereof, call for an Extraordinary General Assembly meeting to consider the continuation of the Company by taking measures necessary to resolve such losses or the dissolution of the Company.

50. Claims

1. The Company has the right to file a claim against members of the Board of Directors for violating the provisions of the Companies Law or these Bylaws, or for their commission of any mistake, negligence, or shortcomings in performing their duties, resulting in damages to the Company. The General Assembly or shareholders shall resolve to file the claim and appoint someone to represent the Company in pursuing such claim. If the Company is under liquidation, the liquidator shall assume the responsibility of filing the claim. In the event of any liquidation proceedings being initiated against the Company in accordance with the Bankruptcy Law, filing such claim shall be carried out by those authorised by law to represent the Company.
2. One or more Shareholders, representing five per cent. (5%) of the Company's capital, may file a claim on behalf of the Company, if such claim is not filed by the Company, provided that the filing of such claim serves the interests of the Company and is based on valid grounds, and provided that the plaintiff is acting in good faith and is a Shareholder in the Company at the time of filing the claim.
3. In order to file the claim referred to in Paragraph 2 of this Article, the Company's Board members shall be notified of the intent to file the claim at least fourteen (14) days prior to the date of filing such claim.
4. Every Shareholder has the right to file a claim against the members of the Board of Directors if an error committed thereby caused specific damage to the Shareholder in question.