



شركة مهارة  
للموارد البشرية  
Maharah Human  
Resources Company

## Maharah Human Resources Company

### BY-LAWS

16 May 2024



## Chapter (1): The Company's Incorporation

### **Article (1): Incorporation**

The Company shall be incorporated as Saudi joint stock company in accordance with the provisions of the Companies Law issued by Royal Decree No. (M/132) dated 01/12/1443 and the Implementing Regulations for the Companies Law for listed Joint Stock Company issued by the Board of the Capital Market Authority Resolution No. (8-5-2023) dated 25/06/1444H, corresponding to 18/01/2023G and this Bylaws, in accordance to the following

### **Article (2): Company Name**

Maharah Human Resources Company (a Public Joint Stock Company).

### **Article (3): The Company's Objectives:**

The Company practices mediation in the recruitment of workers and providing domestic services and labor to both the public and the private sectors. The Company carries out its activities in accordance with the applicable laws upon obtaining the necessary licenses from the competent authorities, if any.

### **Article (4): Participation and Ownership in Companies**

The Company has the right to establish companies (Limited Liability, Closed Joint stock or implied joint stock). The Company may also own shares and stocks in other existing companies or merge with the existing companies, as well as participate with others in establishing joint stock or limited liability companies upon fulfilling the requirements of the laws and instructions in this regard. The Company may dispose of such shares or interests, provided that such disposal shall not be as brokerage in the trading.

### **Article (5): The Company's Headquarters**

The Company's headquarters is located in Riyadh. The Company may establish branches, offices or agencies inside or outside the Kingdom based on a resolution issued by the Company's Board of Directors.

### **Article (6): Term of the Company**

The Company established for an indefinite period and commenced as of the date of registration in the Commercial Register

## Chapter (2): Capital and Shares

### **Article (7): Capital**

The Company's capital determined at SAR (475,000,000) four hundred and seventy-five million Saudi riyals, divided into (475,000,000) four hundred and seventy-five million nominal shares with equal value, the value of each share is (1) Saudi riyal. All shares are in cash and have been subscribed and paid fully.

### **Article (8): Sale of the Unpaid-up Shares**

1. A shareholder shall pay the value of the share in the specified dates, if the shareholder fails to pay on the due date, the Board of Directors may, upon notifying the shareholder through registered mail, e-mail, other contemporary technology methods, or via a registered letter, sale of the shares in a public auction, as deemed fit, subject to the controls determined by the competent authority.
2. The Company shall receive the amounts due thereto from the sale proceeds and shall return any remaining amount to the shareholder. If the proceeds of the sale are insufficient to cover the due amounts, the Company may satisfy such amounts from the shareholder's property.
3. The effectiveness of the rights related to the unpaid-up shares shall be suspended upon the lapse of the due date until the sale of such shares or payment of the due amounts in accordance with Clause (1) of this Article. Such rights include the right to receive dividends, attend the general assemblies and vote on its resolutions therein. However, the defaulting shareholder may pay the due amounts during the period from the due date until the sale date, in addition to the expenses that the Company incurred in this regard. In this case, the shareholder shall have the right to request collection of dividends set for distribution. The Company shall cancel the certificate of the sold share in accordance with the provisions of this Article and shall provide the buyer with a new certificate of the share bearing the same number. The sale shall be recorded in the shareholders register and listing the necessary information of the new holder.

**Article (9): The right to Issue Other Types and Classes of Shares**

The Extraordinary General Assembly of the Company has the right -based on the recommendation of the Board of Directors and in accordance with the requirements issued by the competent authority- issue preferred shares or other types and classes of shares or decide the purchase or transfer of such shares to other classes, in accordance with the requirements stipulated in the Companies Law, the Capital Market Law and their Implementing Regulations.

**Article (10): Shares Trading**

The Company's shares shall be traded in accordance with the provisions of the Capital Market Law and its Implementing Regulations

**Article (11): Purchase and Sale of the Shares**

The Company may purchase and sell its shares in accordance with the controls stipulated in the Companies Law, the Capital Market Law and its Implementing Regulations.

**Article (12): Shareholders Register**

Shareholders' shares shall be registered in accordance with the provisions of the Capital Market Law, its Implementing Regulations and Implementing Regulation of the Companies Law for Listed Joint Stock Companies.

**Article (13): Capital Increase**

1. The Extraordinary General Assembly may decide to increase the Company's capital, provided that the capital has been paid in full. The capital shall not be required to be paid in full if the unpaid portion of the Capital relates to shares issued in exchange for the conversion of debt instruments or financing sukuk into shares, and the prescribed period for conversion into shares has not expired yet.
2. The Extraordinary General Assembly may -in all cases- to allocate all or part of the shares issued for capital increase to employees of the Company and/or all or part of its subsidiaries. Shareholders may not exercise pre-emptive rights if the Company issues shares for employees.
3. In all cases, the nominal value of the capital increase shares shall be equal value to the nominal value of the original shares of the same type or class.
4. At the time the Extraordinary General Assembly issues a resolution approving the issued capital increase, a shareholder will be entitled to a pre-emptive right to subscribe to the new shares issued against cash contribution, the Board of Directors' Resolution approving an increase in the issued capital or the Board of Directors' Resolution setting the limit of authorized capital. The shareholder shall be informed of such right, if any -the resolution to increase the capital, the conditions and the method for subscription and dates on which such subscription begins and ends- through a registered letter addressed to the address stated in the shareholder register or through contemporary technological means, subject to the type and class of the share owned by the relevant shareholder.
5. The Extraordinary General Assembly may suspend the pre-emptive right of shareholders to subscribe to the capital increase against cash contributions or may grant such right to non-shareholders in cases it deems beneficial the Company's interest.
6. The shareholder is entitled to sell or assign the pre-emptive right with or without financial consideration, in accordance with the rules set by the competent authority.
7. Subject to Clause (5) of this Article, the new issued shares shall be distributed to holders of pre-emptive right who requested subscription in proportionate to their pre-emptive right of the total pre-emptive rights resulting from the capital increase, provided that the shares they receive do not exceed the number of new shares they requested. The remaining of the new shares shall be distributed to holders of pre-emptive right who requested more than their respective shares in proportionate to their pre-emptive right of the total pre-emptive rights resulting from the capital increase, provided that the shares they receive do not exceed the number of new shares they requested. Any remaining shares shall be offered to third parties, unless the Extraordinary General Assembly decides or the Capital Market Law states otherwise.

**Article (14): Capital Decrease**

1. The Extraordinary General Assembly may decide to decrease the capital if it exceeds the Company's needs or if the Company suffers losses. In the losses case only, the capital may be decreased to below the limit stipulated in Article (Fifty-Nine) of the Companies Law, where the capital decrease resolution shall only be issued upon reading a statement in the General Assembly prepared by the Board of Directors stating the grounds for such decrease, the Company's liabilities, and the effect of the decrease on the fulfillment of such liabilities. The statement shall be included the report by the Company's auditor.
2. If resolution to decrease the capital for the reason it exceeds the Company's needs, the creditors shall be invited to object thereto, if any, within (forty-five) days at least from the date specified for convening the Extraordinary General Assembly meeting to take the decrease resolution, provided that a statement is

attached to the invitation stating the amount of capital before and after the decrease, the date of the meeting and the effective date of the decrease. In the event that one of the creditors objects to the resolution and submits its documents to the Company on the aforementioned date, the Company shall settle the relevant creditor's debt if it is due or shall provide it with sufficient guarantee to satisfy debt if it is due in the future. The Company shall observe equality between shareholders holding shares of the same type and class upon capital decrease.

### Chapter (3): Board of Directors

#### **Article (15): The Company's Management**

The Company shall be managed by a board of directors composed of (9) members elected by the Ordinary General Assembly of shareholders, provided that (3) of members are independent and that the term of the board does not exceed four financial years. Members of the Board may be re-elected in accordance with the rules set by the competent authority, and in all cases, the Members of the Board of Directors shall be natural persons.

#### **Article (16): Termination of Board Membership**

Board membership shall terminate at the end of its term or at the loss of the legal capacity of the Board membership in accordance with any applicable laws or regulations in the Kingdom and the Company's regulations and policies. However, the General Assembly may, upon the recommendation from the Board of Directors, terminate the membership of any member for failure to attend (three) consecutive meetings or (Five) meetings non-consecutive during the course of the membership term without a legitimate excuse accepted by the Board of Directors. The Ordinary General Assembly may dismiss all or part of the Board members, and in this case, the Ordinary General Assembly shall elect a new Board of Directors or a replacement of the dismissed member (as the case may be) in accordance with the provisions of the Companies Law and the Capital Market Law and its Implementing Regulations.

#### **Article (17): Expiration of the Term of the Board of Directors, Resignation of its Members, or Vacancy in Membership**

1. The Board of Directors shall call for the Ordinary General Assembly to convene in ample time prior to the end of its term, to elect a Board of Directors for a new term. If such elections cannot be held and the current term of the Board ends, the members shall continue to perform their duties until a Board of Directors is elected for a new term, provided that such period does not exceed (ninety) days from the date of the expiry of the Board's term .
2. If the Chairman and members of the Board of Directors resign, they shall call for an Ordinary General Assembly to convene to elect a new Board of Directors. The resignation shall not be effective until the new Board is elected, provided that such period shall not exceed (one hundred and twenty) days from the date of that resignation.
3. A member of the Board of Directors may resign from membership of the Board by a written notice submitted to the Chairman of the Board. If the Chairman of the Board resigns, the notice shall be directed to the remaining members and the Secretary of the Board. In both cases, the resignation shall be effective from the date stated in the notice.
4. If the position of a member of the Board of Directors becomes vacant due to his death or resignation, and such vacancy does not result in a violation of the validity of the Board's meeting due failure to constitute the minimum number required for its members as stipulated in the Companies Law or this Bylaws, the Board may appoint, temporarily, to the vacant position any member with sufficient experience, provided that the Board informs the Commercial Register, as well as the Capital Market Authority, within (fifteen) days from the date of appointment, provided also that the appointment is presented to the Ordinary General Assembly at its first meeting. The appointed member shall complete the term of his predecessor. The Board of Directors may maintain the vacancy until the end of its term or until the General Assembly is called to appoint a member to the vacancy.
5. If the necessary requirements are not met for the Board of Directors to convene due to the number of its members being less than the minimum quorum stipulated in the Companies Law or this bylaw, the remaining members shall call the Ordinary General Assembly to convene within sixty days to elect the necessary number of members.

#### **Article (18) Authorities of the Board of Directors**

Subject to the powers granted to the General Assembly, the Board of Directors has the broadest authorities in managing the Company in order to achieve its objectives. The Board of Directors may, for example:

- a) Dispose of, sell, accept, mortgage, transfer, receive and pay consideration for the Company's assets, property and real estate, provided that the minutes of the Board of Directors include the grounds based on which the resolution of disposal of the Company's real estate was issued.
- b) Enter into all banking agreements and transactions and receiving and repaying loans. The Board shall observe the following requirements for loan contracts with terms exceeding three (3) years:

1. The Board of Directors shall specify the uses of the loan and the manner of its repayment in its resolution.
  2. The Board shall ensure protection of the Company, its shareholders, and general guarantees to creditors in the conditions of the loan and the guarantees provided.
- c) The authority to collect the Company's rights with others, the authority to reconcile, assign, contract, commit, and associate in the name of the Company and on its behalf, provided that for the purposes of releasing the Company's debtors, the Board of Directors minutes shall include the grounds of the resolution. The Board of Directors may authorize the Executive Director or the Managing Director to collect, reconcile, and assign the Company's rights with others, as well as contract with others.
- d) Carry out all actions and procedures required to achieve the Company's objectives.
- e) Open accounts with banks, deposit, withdraw therefrom, and issue cheques and all securities.
- f) Form the Board committees and determine their duties, term, and authorities.
- g) Appoint the CEO of the Company, determine his powers, competencies, duties, and financial rights. The Board of Directors may appoint one or more deputy CEOs of the Company, provided that the appointment resolution shall state the powers, competencies, and financial rights of such deputies.
3. The Board of Directors may, within the limits of its powers, authorize and/ or delegate one or more of its members or a third party to undertake one or more of its tasks.

#### **Article (19): Remunerations of Board Members:**

The Board of Directors' remuneration shall be a specific amount, allowance for attendance of the meetings, in-kind benefits, or a specific percentage of net profits. It is permissible to combine two or more of the above, based on the remuneration policy approved by the General Assembly, provided that the remuneration is fair, motivating and commensurate with the member's performance and the Company's performance, which shall be determined and disbursed in accordance to the relevant provisions stipulated in the Companies Law and the Capital Market Law and their Implementing Regulations.

The Board of Directors' report submitted to the Ordinary General Assembly at its annual meeting shall include a comprehensive statement of all the remuneration, meetings attendance allowance, allowance for expenses, and other benefits received by the members of the Board of Directors during the financial year. The report shall also include a statement of remunerations received by the Board members in their capacity as employees or executives, remunerations received for technical, administrative, or consulting services, as well as a statement of the number of Board meetings and the number of meetings attended by each member .

#### **Article (20): Powers of the Chairman, Vice Chairman, the Managing Director, the CEO, and the Secretary**

The Board of Directors shall appoint from among its members a Chairman and Vice Chairman and may appoint a Managing Director. The position of Chairman of the Board of Directors may not be combined with any executive position in the Company. It is not permissible for a single member to combine the position of Chairman of the Board with the position of Managing Director .

The powers of the Chairman of the Board shall be in accordance with the limits stated in the resolution of its appointment, namely, the following powers:

1. Regarding the Notary Public: Executing Articles of Association, amendment resolutions, all amendment annexes, executing Articles of Association of companies in which the Company participates, whether new or existing companies, executing and attesting all amendment resolutions, exit or entry of a shareholder, sale or assignment of shares or interests therein, managing the Company's affairs inside and outside the Kingdom, appointing and dismissing managers, and the entry and exit of shareholders before the Notary Public.
2. Regarding Courts of all Degrees, Adjudication and Lawsuits: Filing claims, lawsuits, cases, pleading, defending, hearing claims or lawsuits, responding thereto, acknowledging and denying, requesting an oath, rejecting and abstaining there from, presenting witnesses and evidence and challenging it, challenging forgery, denying the execution of documents, seals, and signatures, requesting a travel ban and the lifting thereof, requesting seizure and execution, requesting arbitration, appointing experts and arbitrators, requesting the execution of rulings, accepting and cancelling rulings, objecting to rulings for cessation, requesting appeal, petition for review, annotate or revise judgment instruments, requesting exoneration, requesting pre-emption, fulfilling all requirements, attending meetings in all cases in all courts, Sharia courts and summary courts, receiving judgment deeds, requesting the judge's recusal, requesting inclusion and intervention, requesting referral of cases, financial settlements, and cheques to administrative courts (the Board of Grievances), the Sharia medical committees, labor committees, Committees of Banking and Financial Disputes and Violations, to the Committee for Resolution of Securities Disputes, commercial dispute settlement committees, customs committees, the commercial fraud committees, the General Secretariat of the Committees for Resolution of Insurance Disputes & Violations, Oversight and Anti-Corruption Authority, the Public Prosecution, the Supreme Court, the disciplinary committee of the Saudi Commission for

Health Specialties, and filing for appeal before the Supreme Court. The Chairman also has the right to delegate others on behalf of the Company, and the appointee/ delegate has the right to delegate others in all of the aforementioned.

3. Regarding the Ministry of Commerce: Issuing commercial registrations, opening branches thereof, cancelling or amending commercial registrations or branches thereof. The chairman also has the right to sell shares or interests in other companies and dispose of their assets. All of the above applies to all companies that are established, participated in by the Company. The chairman is entitled to subscribe in the name of the Company to joint-stock companies, attend their general assemblies, or authorize any person, as it deems fit, to attend and vote in the name of the Company.

4. Regarding Banks: Referring to all banks and financial institutions, opening accounts and approving the signature, withdrawing from accounts, depositing, transferring from accounts, issuing and receiving ATM cards, receiving and entering the PIN codes, issuing credit cards, receiving and entering PIN codes for credit cards, issuing account statements, issuing and receiving cheque books, issuing cheques, issuing and receiving certified cheques, receiving and disbursing remittances, subscribing to safe deposit boxes, renewing subscription to safe deposit boxes, opening safe deposit boxes, redeeming safe deposit box units, mortgaging, paying all promissory notes and securities, requesting bank loans (upon the Board's approval of all matters related to loans), accepting their terms, conditions and prices, signing loan contracts, forms, pledges, and repayment schedules, receiving loans and disposing thereof, requesting loan forgiveness, rescheduling installments, requesting a bank letter of credit, signing contracts and forms, requesting a bank guarantee, signing, receiving and registering the guarantee, activating accounts, closing and settling accounts, cashing cheques, protesting to cheques, receiving cheques, updating information, purchasing shares, selling shares, receiving contribution certificates, receiving the value of shares, receiving dividends, receiving surplus, opening an investment account in the name of the Company, opening investment portfolios and issuing, amending and canceling instructions, subscribing to investment fund units, redeeming investment fund units, dividing shares among heirs and transferring them to their portfolios, transferring shares from the portfolio, issuing financial guarantees and warranties on behalf of the Company for the benefit of others. The Chairman is also entitled to lend to companies and institutions, including related sub-accounts, banking facility contracts, providing guarantees, signing all borrowing contracts in the Company's name with all banks and real estate, agricultural, commercial, and industrial development funds, receiving and repaying loans, and concluding and executing contracts, agreements, and transactions. The Chairman is entitled to delegate others in all of the aforementioned.

5. Regarding Companies: Establishing companies inside and outside the Kingdom, signing Articles of Association and amendment annexes, signing the shareholders' resolutions, appointing and dismissing managers, amending the management clause, entry and exit of shareholders, entering into existing companies inside and outside the Kingdom, increasing capital, decreasing capital, determining the capital, receiving the surplus of allocation, purchasing stocks and shares and paying the consideration, selling the stocks and shares and receiving the consideration/ profits, selling the company branch, assigning the stocks and shares of the capital, accepting the assignment of the stocks, shares and capital, transferring shares, stocks and bonds, opening accounts with banks in the name of the company, signing agreements, amending the company's objectives, amending the company's name, closing accounts in the name of the company with banks, amending the terms of the articles of association or amendment annexes, registering the company, registering agencies and trademarks, assigning or canceling trademarks, attending general assemblies, opening files for the company, opening branches for the company, liquidating the company, converting the company from a joint stock company to a limited liability company, converting the Company from a limited liability Company to a joint stock Company, converting the Company from a partnership to a limited liability Company, cancelling the Articles of Association and amendment annexes, signing the Articles of Association and amendment annexes with the Notary Public, issuing and renewing commercial registers of the Company, subscribing to the Chamber of Commerce and renewing the subscription, referring to the Saudi Standards, Metrology and Quality Organization, issuing and renewing licenses for the Company, converting the institution into a Company, converting the Company branch into an institution, converting the Company branch into a Company, referring to telecommunications companies and establishing fixed or mobile telephone lines in the name of the Company, referring to the General Investment Authority and signing before it, referring to the Capital Market Authority, entering tenders and receiving tender documents, signing the Company's contracts with others, publishing the Articles of Association, amendment annexes, their summaries, and Bylaws in the Official Gazette, changing the legal form of the Company, converting the Company from a limited partnership to a limited liability Company, subject to the approval of the Chairman of the Board of Directors.

6. Regarding the Ministry of Human Resources and Social Development and its affiliated departments and labor offices: Issuing visas, canceling visas, amending nationalities, amending occupations on visas, transferring sponsorships, amending occupations, updating workers' information, dismissing and canceling workers, reporting abscondment, issuing and renewing work permits, and finalizing labor procedures at General Organization for Social Insurance.

7. Regarding Directorates of Passports, Deportation and Expatriates, and Directorate of Border Affairs: issuing residency permits, renewing residency permits, issuing a replacement for lost and damaged residency permits, issuing exit and return visas, issuing a final exit visa, amending occupations, reporting abscondment, canceling abscondment complaints, issuing workers' data sheets, deporting workers, referring to housemaids affairs to receive female workers and prison detainees, registering for e-services and obtaining the password.

8. Regarding Airports, Ports, Train Stations, and Public Transport: Receiving both male and female workers from airport and ports.

9. Regarding the Ministry of Health and its affiliated bodies: Referring to the Ministry of Health and Health Affairs in districts to finalize/ complete any requirements, requesting medical reports, receiving medical reports from hospitals affiliated with the Ministry of Health, and issuing licenses to doctors, nurses, and technicians from the Saudi Commission for Health Specialties.

10. Regarding Foreign Recruitment Offices: Signing contracts with recruitment offices and recruiting workers from abroad.

11. Regarding Other Government Agencies: Referring to all government departments, receiving payments and cheques, cashing cheques, depositing and withdrawing cheques, completing all procedures, receiving and depositing/ submitting, referring to all relevant government departments, completing all procedures related thereto, responding on behalf of the Company, receiving workers detained in prisons and bodies of the deceased workers from hospitals, referring to the Ministry of Industry and Mineral Resources and signing all contracts on behalf of the Company in the Ministry, referring to the Ministry of Energy and signing all contracts on behalf of the Company, referring to the Ministry of Municipal, Rural Affairs and Housing to obtain building permits and all licenses required by municipalities, referring to Traffic Police Departments, the Ministry of Foreign Affairs, the Ministry of Commerce, the Zakat, Tax and Customs Authority and the Chambers of Commerce for subscription, renewal and cancellation of subscription, referring to all embassies and consulates operating in the Kingdom and the Kingdom's embassies and consulates outside the Kingdom, referring to the Ministry of Housing and all its branches, the Ministry of Finance, the Ministry of Economy and Planning and all its branches, Port Authorities and all its branches, including the General Presidency for Girls Education and its branches, the Ministry of Transport and Logistic Services and all its branches, the Ministry of Environment, Water and Agriculture and its branches, the Ministry of Education and its branches, all universities, colleges, technical and health institutes, the Ministry of Investment and all its branches, and the Capital Market Authority and all its branches, the Ministry of Communications and Information Technology and its branches, the Saudi Tourism Authority and all its branches, the Saudi Central Bank and its branches, the Ministry of Human Resources and Social Development and its branches, the General Accountability Bureau and its branches, the General Authority for Statistics and its branches, the Ministry of the National Guard and its branches, the Ministry of Sports and its branches, the Presidency of State Security and its branches, the Ministry of Interior and its branches, including the emirates, governorates and districts, the Implementation of human rights provisions Division, Directorate of Public Security, the Police Directorate, and police stations regarding the fulfillment/ responding to all inquiries or complaints related to the Company, referring to the General Directorate of Investigation, Bureau of Investigation and Prosecution, the Civil Defense and its branches, the General Directorate of Narcotics Control and its branches, the Border Guards and its branches, the General Directorate For Prisons and its branches, and all relevant security agencies, Road Security and its branches, telecommunications, Saudi Export Development Authority and its branches, the Ministry of Planning, the Ministry of Defense, including the Royal Saudi Air Defense Forces and its branches, Saudi Arabian Airlines and all its offices in the Kingdom and all other airlines inside and outside the Kingdom, Saudi Aramco and all its offices, the Saudi Standards, Metrology and Quality Organization and all its branches, the general presidency of the Committee for the Promotion of Virtue and the Prevention of Vice and all its branches, and the General Organization for Social Insurance and its branches in all matters relating to the Company, signing on behalf of the Company, as well as sign on behalf of the Company in matters requiring the Company's attendance at the above-mentioned authorities and the receipt and delivery of official transactions and documents.

12. Regarding Real Estate: Disposing of the Company's assets, property, and real estate, selling, accepting mortgage, conveyance, collecting and paying the consideration (price). The Chairman has the right to delegate others in all of the aforementioned.

The Chairman may also issue a legal power of attorney or authorize a member of the Board or a third party to carry out duty or more with the powers mentioned above.

**The Managing Director or the Chief Executive Officer (CEO) shall have any of the following powers and authorities, solely or jointly, pursuant to resolutions -with specific duration- issued by the Board of Directors:**

1. Regarding the Notary Public: Executing Article of Association, amendment resolutions, all amendment annexes, executing Articles of Association of companies in which the Company participates, whether new or existing companies, executing and attesting all amendment resolutions, exit or entry of a shareholder, sale or assignment of shares or interests therein, managing the Company's affairs inside and outside the Kingdom, appointing and dismissing managers, and the entry and exit of shareholders before the Notary Public.

2. Regarding banks: Referring to all banks and financial institutions, opening accounts and approving the signature, withdrawing from accounts, depositing, transferring from accounts, issuing and receiving ATM cards, receiving and entering the PIN codes, issuing credit cards, receiving and entering PIN codes for credit cards, issuing account statements, issuing and receiving cheque books, issuing cheques, issuing and receiving certified cheques, receiving and disbursing remittances, subscribing to safe deposit boxes, renewing subscription to safe deposit boxes, opening safe deposit boxes, redeeming safe deposit box units, mortgaging, paying all promissory notes and securities, requesting bank loans (upon the Board's approval of all matters related to loans), accepting their terms, conditions and prices, signing loan contracts, forms, pledges, and repayment schedules, receiving loans and disposing thereof, requesting loan forgiveness, rescheduling installments, requesting a bank letter of credit, signing contracts and forms, requesting a bank guarantee, signing, receiving and registering the guarantee, activating accounts, closing and settling accounts, cashing cheques, protesting to cheques, receiving cheques, updating information, purchasing

shares, selling shares, receiving contribution certificates, receiving the value of shares, receiving dividends (profits), receiving surplus, opening an investment account in the name of the Company, opening investment portfolios and issuing, amending and canceling instructions, subscribing to investment fund units, redeeming investment fund units, dividing shares among heirs and transferring them to their portfolios, transferring shares from the portfolio, issuing financial guarantees and warranties on behalf of the Company for the benefit of others, lending to companies and institutions, including related sub-accounts, banking facility contracts, providing guarantees, signing all borrowing contracts in the Company's name with all banks and real estate, agricultural, commercial, and industrial development funds, receiving and repaying loans, concluding and executing contracts, agreements, and transactions. The Managing Director or the CEO is entitled to delegate others in all of the aforementioned.

3. Regarding the Ministry of Commerce: Issuing commercial registrations, opening branches thereof, cancelling or amending commercial registrations or branches thereof.

4. Regarding Companies: Establishing companies inside and outside the Kingdom, signing Articles of Association and amendment annexes, signing the shareholders' resolutions, appointing and dismissing directors, amending the management clause, entry and exit of shareholders, entering into existing companies inside and outside the Kingdom, increasing capital, decreasing capital, determining the capital, receiving the surplus of allocation, purchasing stocks and shares and paying the consideration, selling the stocks and shares and receiving the consideration/ profits, selling the company branch, assigning the stocks and shares of the capital, accepting the assignment of the stocks, shares and capital, transferring shares, stocks and bonds, opening accounts with banks in the name of the company, signing agreements, amending the company's objects, amending the company's name, closing accounts in the name of the company with banks, amending the terms of the Articles of Association or amendment annexes, registering the company, registering agencies and trademarks, assigning or canceling trademarks, attending general assemblies, opening files for the company, opening branches for the company, liquidating the company, converting the company from a joint stock company to a limited liability company, converting the Company from a limited liability Company to a joint stock Company, converting the Company from a partnership to a limited liability Company, cancelling the Articles of Association and amendment annexes, signing the Articles of Association and amendment annexes with the Notary Public, issuing and renewing commercial registers of the Company, subscribing to the Chamber of Commerce and renewing the subscription, referring to the Saudi Standards, Metrology and Quality Organization, issuing and renewing licenses for the Company, converting the institution into a Company, converting the Company branch into an institution, converting the Company branch into a Company, referring to telecommunications companies and establishing fixed or mobile telephone lines in the name of the Company, referring to the General Investment Authority and signing before it, referring to the Capital Market Authority, entering tenders and receiving tender documents, signing the Company's contracts with others, publishing the Articles of Association, amendment annexes, their summaries, and Articles of Association in the Official Gazette, changing the legal form of the Company, converting the Company from a limited partnership to a limited liability Company, subject to the approval of the Chairman of the Board of Directors.

5. Regarding the Ministry of Human Resources and Social Development and its affiliated departments and labor offices: Issuing visas, canceling visas, amending nationalities, amending occupations on visas, transferring sponsorships, amending occupations, updating workers' information, dismissing and canceling workers, reporting abscondment, issuing and renewing work permits, and finalizing labor procedures at General Organization for Social Insurance.

6. Regarding Directorates of Passports, Deportation and Expatriates, and Directorate of Border Affairs: Issuing residency permits, renewing residency permits, issuing a replacement for lost and damaged residency permits, issuing exit and return visas, issuing a final exit visa, amending occupations, reporting abscondment, canceling abscondment complaints, issuing workers' data sheets, deporting workers, referring to housemaids affairs to receive female workers and prison detainees, registering for e-services and obtaining the password.

7. Regarding Airports, Ports, Train Stations, and Public Transport: Receiving both male and female workers from airport and ports.

8. Regarding the Ministry of Health and its Affiliated Bodies: Referring to the Ministry of Health and Health Affairs in districts to finalize/ complete any requirements, requesting medical reports, receiving medical reports from hospitals affiliated with the Ministry of Health, and issuing licenses to doctors, nurses, and technicians from the Saudi Commission for Health Specialties.

9. Regarding Foreign Recruitment Offices: Signing contracts with recruitment offices and recruiting workers from abroad.

10. Regarding Other Government Agencies: Referring to all government departments, receiving payments and cheques, cashing cheques, depositing and withdrawing cheques, completing all procedures, receiving and depositing/ submitting, referring to all relevant government departments, completing all procedures related thereto, responding on behalf of the Company, receiving workers detained in prisons and bodies of the deceased workers from hospitals, referring to the Ministry of Industry and Mineral Resources and signing all contracts on behalf of the Company in the Ministry, referring to the Ministry of Energy and signing all contracts on behalf of the Company, referring to the Ministry of Municipal, Rural Affairs and Housing to obtain building permits and all licenses required by municipalities, referring to Traffic Police Departments, the Ministry of Foreign Affairs, the Ministry of Commerce, the Zakat, Tax and Customs Authority and the Chambers of Commerce for subscription, renewal and cancellation of subscription, referring to all embassies and consulates operating in the Kingdom and the Kingdom's embassies and consulates outside the Kingdom, referring to the Ministry of Housing and all its branches, the



Ministry of Finance, the Ministry of Economy and Planning and all its branches, Port Authorities and all its branches, including the General Presidency for Girls Education and its branches, the Ministry of Transport and Logistic Services and all its branches, the Ministry of Environment, Water and Agriculture and its branches, the Ministry of Education and its branches, all universities, colleges, technical and health institutes, the Ministry of Investment and all its branches, and the Capital Market Authority and all its branches, the Ministry of Communications and Information Technology and its branches, the Saudi Tourism Authority and all its branches, the Saudi Central Bank and its branches, the Ministry of Human Resources and Social Development and its branches, the General Accountability Bureau and its branches, the General Authority for Statistics and its branches, the Ministry of the National Guard and its branches, the Ministry of Sports and its branches, the Presidency of State Security and its branches, the Ministry of Interior and its branches, including the emirates, governorates and districts, the Implementation of human rights provisions Division, Directorate of Public Security, the Police Directorate, and police stations regarding the fulfillment/ responding to all inquiries or complaints related to the Company, referring to the General Directorate of Investigation, Bureau of Investigation and Prosecution, the Civil Defense and its branches, the General Directorate of Narcotics Control and its branches, the Border Guards and its branches, the General Directorate For Prisons and its branches, and all relevant security agencies, Road Security and its branches, telecommunications, Saudi Export Development Authority and its branches, the Ministry of Planning, the Ministry of Defense, including the Royal Saudi Air Defense Forces and its branches, Saudi Arabian Airlines and all its offices in the Kingdom and all other airlines inside and outside the Kingdom, Saudi Aramco and all its offices, the Saudi Standards, Metrology and Quality Organization and all its branches, the general presidency of the Committee for the Promotion of Virtue and the Prevention of Vice and all its branches, and the General Organization for Social Insurance and its branches in all matters relating to the Company, signing on behalf of the Company, as well as sign on behalf of the Company in matters requiring the Company's attendance at the above-mentioned authorities and the receipt and delivery of official transactions and documents.

11. Regarding Real Estate: Disposing of the Company's assets, property, and real estate, selling, accepting mortgage, conveyance, collecting and paying the consideration (price). The Managing Director or the CEO has the right to delegate others in all of the aforementioned.

12. Contracts and Agreements: Concluding and signing all contracts and agreements to which the Company is a party. The Managing Director and CEO have the right to delegate others in the aforementioned.

13. Collection: Collecting the Company's rights with others, reconciling and assigning such rights. The Managing Director and CEO have the right to delegate others in the aforementioned

For the aforementioned purposes, both the Managing Director and CEO may receive, deliver, refer to all relevant authorities, finalize all necessary procedures, and sign documents as required.

The Chairman of the Board of Directors, the Managing Director, or any member of the Board also has the powers to call the Board to a meeting. The Chairman of the Board of Directors or the Managing Director shall chair the meetings of the Board of Directors and the general assemblies.

The Board of Directors shall appoint a Secretary from among its members or others. The Board of Directors shall determine the Secretary's powers and remuneration. The Secretary may be reappointed. The term of the Chairman, the Managing Director, the Secretary and Board members shall not exceed the term of their membership in the Board, and they may be re-elected.

The Ordinary General Assembly shall determine the remunerations of each of them, in addition to the remuneration stipulated for the members of the Board of Directors, the Chairman of the Board, and the Managing Director.

#### **Article (21): Board Meetings**

The Company's Board of Directors meetings shall convene at least four times per year, at least once every three months, upon the invitation of the Chairman or upon the request of one of its members. The invitation shall be documented in the manner deemed appropriate by the Board.

#### **Article (22): Quorum for the Board meeting**

The Board meeting shall not be valid unless attended by at least (5) members in person. In the event that the quorum is not met, the meeting shall be adjourned and called for again within a period not exceeding (1) one working day from the previous meeting without a quorum. The second meeting shall be called through e-mail, registered express mail, text messages, any contemporary technological means, or any other means agreed upon in writing by all members of the Board not less than five (5) days before the date of any meeting, unless the circumstances require holding the meeting on an emergency basis, where in this case, the meeting may be called or invitations may be sent prior to the meeting, accompanied by the meeting agenda and the necessary documents and information within a period less than (5) five days before the date of the meeting. A member of the Board of Directors may be represented in the Board meeting by authorizing another member to attend on its behalf, in accordance with the following requirements:

a) A member of the Board of Directors may not authorize any person from outside the Board of Directors.

- b) A member of the Board of Directors may not represent more than one member in attendance of the same meeting.
- c) The authorization shall be recorded in writing and shall state the voting rights.
- d) The representative may not vote on resolutions where voting by representative or acting members is prohibited by the Law.

A member of the Board of Directors has the right to attend Board meetings through contemporary technology (teleconference or video conference).

The Board's resolutions shall be issued by at least a majority of the members attending in person or 'by proxy. In the event of a tie, the resolution for which the Chairman voted shall prevail.

#### **Article (23): Issuing Board Resolutions on Urgent Matters**

The Board of Directors may issue its resolutions on urgent matters by circulation to all members, unless one of the members requests, in writing, to hold a Board meeting to deliberate on such matters. Resolutions shall be issued with the approval of the majority of the votes of the members, provided that such resolutions shall be presented to the Board at its first subsequent meeting to be recorded in the minutes thereof.

#### **Article (24): Board Deliberations**

1. The deliberations and resolutions of the Board of Directors shall be recorded in minutes signed by the Chairman of the Board, its members, and the Secretary .
2. Minutes of the meeting shall be recorded in a special register signed by the Chairman of the Board of Directors and the Secretary.
3. It is permissible to use contemporary technological means to sign and record deliberations, resolutions and record minutes.

### **Chapter (4): Shareholders' Assemblies**

#### **Article (25): Attendance of Assemblies**

1. Every shareholder is entitled to attend the general assemblies of shareholders. Shareholders may appoint someone other than the members of the Board of Directors or employees of the Company to attend the general assembly on its behalf. The assembly shall be held in the city in which the Company's head office is located. A shareholder may vote on the resolutions of the general assembly by means of Contemporary technology, subject to the controls set by the competent authorities.
2. The General Assembly meeting may be held in the attendance and participation of the shareholder, attending in person if a natural person, in the deliberations and voting on resolutions by means of contemporary technology.

#### **Article (26): Powers of the Ordinary General Assembly**

The Ordinary General Assembly shall have powers over all matters related to the Company, except for matters reserved for the Extraordinary General Assembly. The Ordinary General Assembly shall be held at least once a year during the six months following the end of the Company's financial year. Other ordinary general assemblies may be called as required.

#### **Article (27): Powers of the Extraordinary General Assembly**

The Extraordinary General Assembly has the powers to amend the Company's Bylaws, with the exception of matters where amendment is prohibited by law. The Extraordinary General Assembly may issue resolutions on matters that originally fall within the jurisdiction of the Ordinary General Assembly, under the same terms and conditions established for the Ordinary General Assembly.

#### **Article (28): Calling Assemblies**

1. General or Special assemblies of shareholders shall be held at the invitation of the Board of Directors. Invitations shall be made at least twenty-one (21) days prior to the date of the meeting through publishing the invitation and agenda on the Saudi Stock Exchange (Tadawul) website and the Company's website. Copy of the invitation and agenda shall be submitted to the Commercial Register and the Capital Market Authority within the period specified for publication, in accordance with the controls determined by the competent authority and the standards stipulated in the Companies Law.
2. The Board of Directors shall call the Ordinary General Assembly to convene within thirty (30) days if requested by the auditor or one or more shareholders representing at least (10%) of the Company's shares with voting rights. The Auditor may call the Ordinary General Assembly to convene if the Board fails to call the assembly within (30) thirty 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 resolutions by means of contemporary technology, subject to the controls set by the Capital Market Authority.

#### **Article (29): Assemblies Attendance Register**

Shareholders wishing to attend the general or special assembly shall register their names at the Company's head office or by contemporary technology before the date specified for the assembly.

#### **Article (30): Quorum for the Ordinary General Assembly**

The Ordinary General Assembly meeting shall not be valid unless it is attended by shareholders representing at least a quarter of the Company's capital. If the quorum is not met, an invitation shall be sent for a second meeting to be held within thirty days following the previous meeting. The invitation shall be published in the manner stipulated in Article (28) of this Bylaws. However, the second meeting may be held one hour after the end of the period specified for holding the first meeting, provided that the invitation to hold the first meeting states the possibility to hold a second meeting in such manner. In all cases, the second meeting shall be valid, regardless of the number of shares represented therein.

#### **Article (31): Quorum for the Extraordinary General Assembly**

The Extraordinary General Assembly meeting shall not be valid unless attended by shareholders representing at least half of the capital. If such quorum is not present at the first meeting, a call shall be made for a second meeting to be held according to the same conditions stipulated in Article (28) of this Bylaws. However, the second meeting may be held one hour after the end of the period specified for holding the first meeting, provided that the invitation to hold the first meeting states the possibility to hold a second meeting in such manner. In all cases, the second meeting shall be valid, if attended by a number of shareholders representing at least a quarter of the capital.

If the quorum required in the second meeting is not present, an invitation for a third meeting shall be sent and the meeting shall be held according to the same conditions stipulated in Article (28) of this Bylaws. The third meeting shall be valid, regardless of the number of shares represented therein, upon obtaining the approval of the competent authority.

#### **Article (32): Voting in Assemblies**

each shareholder has one vote per share in the general assemblies and the cumulative voting shall be used to elect the Board of Directors.

#### **Article (33): Assemblies' Resolutions**

1. The resolutions of the Ordinary General Assembly shall be issued by an absolute majority of the shares represented therein.
2. The resolutions of the Extraordinary General Assembly shall also be issued by a two-thirds majority of the shares represented therein, unless the resolution is related to increase or decrease the capital, extending the term of the Company, dissolving the Company prior to its expiry as stipulated in the Bylaws, merging the Company into another Company or institution, as in such case, the resolution shall only be valid if issued by a three-quarters majority of the shares represented therein.

#### **Article (34): Discussion in Assemblies:**

Every shareholder has the right to discuss the topics matters stated in the agenda of the meeting and direct questions in this regard to members of the Board of Directors and the auditor. The Board of Directors or the auditor shall answer shareholders' inquiries to the extent that does not jeopardize the Company's interests. If the shareholder finds that the answer to its question or inquiry is not convincing, the shareholder may refer to the Assembly, in which case, the latter's resolution shall be enforceable.

#### **Article (35): Chair of Assemblies and Preparation of Minutes**

The meetings of the general assemblies of shareholders shall be chaired by the Chairman of the Board of Directors or Vice Chairman in its absence. If such is not possible, the assemblies may be chaired by a chairman appointed by shareholders from among members of the Board or others by way of voting. The meeting shall be recorded in minutes, which shall include the number of shareholders attending or represented, the number of shares they hold in person or by proxy, the number of votes assigned thereto, the resolution taken, the number of votes approving or opposing them, and a comprehensive summary of the discussions that took place at the meeting. Minutes shall be recorded on a regular basis after each meeting in a special register that is signed by the Chairman, Secretary, and the vote collector.

## Chapter (5): Audit Committee

### **Article (36): Formation of the Committee:**

An audit committee shall be formed by resolution of the Company's Board of Directors, of at least (3) three members and not more than (5) five members from shareholders or others, provided that at least one of them is an independent member and that it does not include any of the executive members of the Board of Directors. Members shall also include a specialist in financial and accounting affairs. The Company's Ordinary General Assembly shall approve the audit committee regulations, based on the recommendation of the Board of Directors, as well as determine its duties and its obligations, the remuneration of its members, and the mechanism for appointing its members temporarily in the event that one of the committee seats becomes vacant

### **Article (37): Quorum for the Committee Meetings**

The committee meetings shall only be valid if attended by the majority of its members, and its resolutions shall be issued by the majority of the votes of attending members. In the event of a tie, the resolution for which the committee chairman voted shall prevail.

### **Article (38): Powers of the Committee**

The Audit Committee shall monitor the Company's business, and for such purposes, the Committee is entitled to review the Company's records and documents and request any clarification or statement from members of the Board of Directors or the Executive Management. The Committee may also request the Board of Directors to call the Company's General Assembly if the Board of Directors obstructs its work or if the Company suffered serious damages or losses.

### **Article (39): Committee Reports**

The Audit Committee shall review the Company's financial statements, reports and notes submitted by the auditor and express its views thereon, if any. The Committee shall also prepare a report on its opinion on the adequacy of the Company's internal control system and the other work carried out by the Company that falls within the scope of its jurisdiction. The Board of Directors shall deposit sufficient copies of such report at the Company's head office at least twenty-one days before the General Assembly is held to provide each of the desiring shareholders with a copy thereof. The report shall be read during the general Assembly meeting.

## Chapter (6): Auditors

### **Article (40): Appointment, Dismissal, and Resignation of the Company's Auditor**

1. The Company shall appoint an auditor (or more) from among the auditors licensed in the Kingdom. The auditor as well as its fees and term of office shall be appointed and determined annually by the Ordinary General Assembly. The auditor may be reappointed, provided that the term of appointment does not exceed the legally prescribed period.
2. The auditor may be dismissed by the resolution of the General Assembly, and the Chairman of the Board of Directors shall inform the competent authority of the dismissal resolution and its reasons, within a period not exceeding (five) days from the date of issuance of the resolution.
3. The auditor may resign by serving the Company a written notice, for such resignation to be effective as of the notice date or at a later date as stated in the notice, without prejudice to the Company's right to compensation for the damage incurred, as necessary. The resigning auditor shall submit to the Company and the competent authority - upon submitting its notice - a statement of the reasons for its resignation. The Board of Directors shall call for the General Assembly to convene to consider the reasons of the resignation, appoint another auditor, and determine its fees, the term and the scope of its work.

### **Article (41): Powers of the Auditor**

The auditor is entitled to review the company's books, records and other documents at any time, as well as request the data and clarifications it deems necessary in order to verify the company's assets, obligations and other matters that fall within the scope of its work, and the Chairman of the Board of Directors shall enable the auditor to perform its duties. If the auditor encounters difficulties in this regard, the auditor shall record such difficulties in a report to be submitted to the Board of Directors. In the event that the Board of Directors fails to facilitate the auditor's work, the auditor shall request the Board of Directors to call the Ordinary General Assembly to consider the matter. The auditor may send the invitation if the Board of Directors fails so within (thirty) days from the date of the auditor's request.

## Chapter (7): Company Accounts and Dividends

### **Article (42): The Financial Year**

The Company's financial year begins on the first of January and ends at the end of December of each calendar year, provided that the first financial year begins from the date of its registration in the commercial register until the end of December of the following year.

### **Article (43): Financial Statements**

1. The Board of Directors shall, at the end of each financial year of the Company, prepare the Company's financial statements and a report on its activity and financial position for the previous financial year. Such report shall include the proposed method for distributing profits (dividends). The Board shall place such documents at the disposal of the auditor at least forty-five days before the date of the General Assembly meeting.
2. The documents mentioned in Clause (1) of this Article shall be signed by the Chairman of the Board of Directors or any person appointed by the Board, its CEO and its Financial Director and shall publish them on the Saudi Stock Exchange (Tadawul) website and the Company's website. Copies of the documents shall also be deposited at the Company's head office at the disposal of the shareholders.
3. The Chairman of the Board of Directors shall publish the Company's financial statements, the Board of Directors' report, and the auditor's report on the Saudi Stock Exchange (Tadawul) website at least (21) twenty-one days prior to the date of the General Assembly meeting, as well as deposit such documents in accordance with the Companies Law Implementing Regulations.

### **Article (44): Formation of Reserves**

1. The Ordinary General Assembly may decide to form other reserves upon determining the share's portion in net profits, to the extent that serves the interests of the Company or ensures the distribution of fixed profits, as much as possible, to shareholders. The Ordinary General Assembly may also withhold amounts from the net profits for social purposes for the Company's employees.
2. The Ordinary General Assembly may, based on the proposal of the Board of Directors, decide to disburse such reserves or the reserves allocated previously by the shareholders in order to obtain approval for this Bylaws, in a manner that serves the interests of the Company or the shareholders. The competent authority shall set controls for the use of such reserves.
3. Reserves allocated for specific purposes may be used by a resolution issued by the Extraordinary General Assembly.

### **Article (45): Distribution of Profit**

The Company's profits shall be distributed as follows:

1. The Company's General Assembly shall determine the percentages of profits that shall be distributed to shareholders after deducting all amounts allocated to the reserves formed by the General Assembly for specific purposes, retained profits, and distributable reserves formed from profits (if any).
2. The General Assembly may authorize the Board of Directors to distribute interim dividends pursuant to a resolution issued by the Assembly. Such resolution shall be renewed annually.

### **Article (46): Eligibility for Dividends**

The shareholder is entitled to its share in the profits in accordance with the General Assembly's resolution issued in this regard. The resolution shall indicate the entitlement date and the date of distribution. Entitlement to dividends is granted to shareholders registered in the shareholders' register at the end of the day determined for entitlement.

### **Article (47): Company Losses**

If the joint stock Company's losses amount to (half) of the issued capital, the Board of Directors shall disclose such losses and the recommendations it has reached in this regard within (sixty) days from the date of it becoming aware of the loss amount. The Board of Directors shall call the Extraordinary General Assembly within (one hundred and eighty) days from the date of it being aware of the loss to consider the continuation of the Company and to take any necessary measures to address or resolve the losses.

### Chapter (8): Disputes

#### **Article (48): Liability Claim**

Every shareholder is entitled to file a liability claim against the members of the Board of Directors if their subject error resulted in personal damages to the shareholder. The shareholder may not file the aforementioned claim unless the Company's right to file it still stands. The shareholder shall inform the Company of its intention to file the case (claim).

### Chapter (9): Dissolution and Liquidation of the Company

#### **Article (49): Expiry of the Company**

The Company shall be terminated by one of the grounds for termination stipulated in Article (two hundred and forty-three) of the Companies Law. By the expiry of the Company, the Company enters the stage of liquidation in accordance with the provisions of Chapter Twelve of the Companies Law. The Company shall retain its legal personality to the extent necessary for liquidation, and the powers of the Board of Directors shall terminate with its expiration. However, those in charge of the Company's management shall remain and shall act as liquidators until a liquidator is appointed. The Company's Assemblies shall remain during the liquidation period, and their role shall be limited to exercising their powers that do not conflict with the powers of the liquidator. If the Company expires while its assets are insufficient to settle its debts or if the Company is insolvent according to the bankruptcy law, the Company shall refer to the competent judicial authority to file for any liquidation procedures.

### Chapter (10): Final Provisions

#### **Article:(50)**

- 1.The Company is subject to the applicable laws in the Kingdom of Saudi Arabia.
- 2.Any text in this Bylaws that contradicts the provisions of the Companies Law shall be deemed null and void and the provisions stipulated in the Companies Law shall apply thereto. The Companies Law and the Capital Market Law and their Regulations shall apply where no provisions were provided for in this Bylaws.

#### **Article:(51)**

This Bylaws shall be filed and published in accordance with the provisions of the Companies Law and its Implementing Regulations.