

**Articles of Association of
Baazeem Trading Co.**

CHAPTER ONE FORMATION OF THE COMPANY

Article (1):

In accordance with the Saudi Companies Law and its regulations and these Articles of Association, a Saudi joint stock company shall be formed as follows:

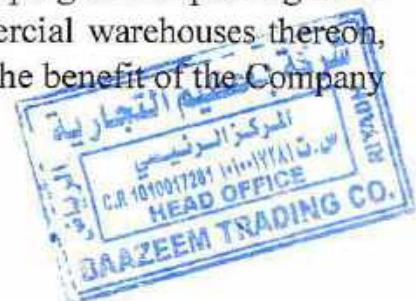
Article (2): Company Name:

The name of the Company shall be "**Baazeem Trading Co.**" (A Saudi Listed Joint Stock Company).

Article (3): Company Objectives:

The objective of establishing this Company is to encourage and carry out investment, whether individually or jointly with others in the following fields:

- 1) Wholesale and retail trade in food stuffs, cleaning tools, home appliances, cosmetics, building materials, industrial devices, road construction equipment, and all types of goods and services.
- 2) Management and maintenance of real estate properties and residential compounds.
- 3) Importing and exporting for third parties.
- 4) Manufacturing food stuffs, cleaning tools, home appliances and cosmetics (upon obtaining the necessary licenses and permits from competent authorities).
- 5) Buying lands and real estate properties for developing and improving them and constructing residential buildings and commercial warehouses thereon, and utilizing them, whether by sale or renting for the benefit of the Company or third parties.



- 6) Commercial contracting after obtaining the necessary licenses and permits from competent authorities.
- 7) E-commerce.
- 8) Trade in chemical materials and products.

The Company shall carry out its aforesaid activities in accordance with laws applicable in the Kingdom of Saudi Arabia.

Article (4): Shareholding and Ownership in Companies

This Company shall have the right to set up companies by itself (companies of limited liability or closed joint stock ones) in accordance with Saudi Companies Law. Besides, the Company shall be entitled to possess an interest or a shareholding in existing companies or merge into the same, and may also partner with third parties to form joint stock companies or limited liability companies after fulfilling all the relevant laws and regulations legal. In addition, the Company may dispose of such interests or shareholdings provided it will not act as a broker in trading the same.

Article (5): Company Head Office:

The Company's head office shall be in the city of Riyadh. The Board of Directors may transfer such head office to any other city inside the Kingdom of Saudi Arabia, and may also establish branches, offices or agencies for the Company within or outside the Kingdom of Saudi Arabia.

Article (6): Company Duration:

The duration of the Company shall be ninety nine (99) Gregorian years commencing on the date of issuance of the decision of the Minister of Commerce announcing its establishment. The Company's period may always be extended by a resolution of the Extraordinary General Assembly taken at least one year prior to the expiration of the term of the Company.



CHAPTER TWO CAPITAL AND SHARES

Article (7): Capital and Shares:

The share capital of the Company shall be SAR 101,250,000, (one hundred and one million and two hundred and fifty thousand Saudi Riyals) divided into 10,125,000 (ten million and one hundred and twenty five thousand) nominal shares of equal value of SAR 10 (ten Saudi Riyals).

Article (8): Subscription for Shares:

The Founders have subscribed for the full capital stock of 10,125,000 (ten million and one hundred and twenty five thousand) shares and its value has been paid in full. The Company shares have been already distributed to shareholders since the Company capital has been paid in full upon establishment.

Article (9): Preferred Shares:

Extraordinary General Assembly may, in accordance with the provisions of Islamic Shari'ah and also as per the guidelines set by the Competent Authority, issue preferred shares, buy same, transform ordinary shares into preferred shares or vice versa. Such preferred shares shall be non-voting shares at the Shareholders' General Assemblies. Such shares shall give their holders a percentage of net profits greater than that given to ordinary shares holders, after having allocated the statutory reserves.

Article (10): Selling Paid Shares:

A Shareholder shall pay the value of the shares at the times set therefor, if he fails to pay the same at due dates, then the Board of Directors may sell such shares in a public auction or a security market, as the case may be in accordance with the directives of the Competent Authority, after having warned the Shareholder by means of a registered letter or by email. The Company shall recover what is due to it from the sale proceeds and shall refund the balance to the Shareholder. If the sale



proceeds are insufficient to cover the Company's dues, then the Company may recover the entire amount due from the Shareholders' wealth. However, the Shareholder may still, in such a situation, pay the value due plus the expenses incurred by the Company. If this is done, then the Company shall cancel the share sold in accordance with the provisions of this Article, and shall give the purchaser a new share bearing the same number of the cancelled share, a notation of which shall be made in the Shareholders Register stating the new owner's name.

Article (11): Issuance of Shares:

Shares shall be nominal and may not be issued at less than their nominal value. However, the shares may be issued at a value higher than their nominal value, in which case the difference in value shall be added to an independent item under Shareholders' equity, and may not be distributed as profits among Shareholders. A share shall be indivisible vis-à-vis the Company. In the event that a share is owned by several persons, they shall select one person from amongst them to exercise, on their behalf, the rights pertaining to the share, and they shall be jointly responsible for the obligations arising from the ownership of the share.

Article (12): Shares Trading:

The Founders' shares shall not be transferable except after the publication of the Company's financial statements of two consecutive fiscal years, provided each year should not be less than 12 (twelve) months commencing from the date of incorporating the Company. A notation shall be made on the respective share certificates, indicating their type, the date of the Company's formation, and the period during which each such certificate may not be transferred. However, it is possible, during the prohibition period, to transfer cash shares in accordance with the regulations of selling rights from one Founder to another, or from the heirs of a founder upon his death to third parties, or in case an execution is imposed on an insolvent Founder's properties or upon his bankruptcy, provided priority of possessing such shares shall be given to other Founders.

These rules shall apply to what is subscribed for by Founders in case capital stock is raised before the expiration of prohibition period.



Article (13): Shareholders' Register:

The shares shall be traded in accordance with the provisions of the Capital Market Law alongside the regulations, rules, and directives issued by the Competent Authorities.

Article (14): Capital Increase:

1. The Extraordinary General Assembly may adopt a resolution to increase the Company's capital provided that the original capital shall have been paid in full. It shall not be required that the capital be fully paid up in case the unpaid portion of the capital is related to shares issued against converting debt instruments or debenture bonds into shares and are not expired yet following the period specified for converting the same to shares.
2. The Extraordinary General Assembly may in all cases allocate shares issued upon increasing capital or a portion thereof for the Company employees and subsidiaries or some of them, or any of such cases. Shareholders shall not have preemptive rights to subscribe for said shares issued for the Company employees.
3. Upon the issuance of the resolution of the Extraordinary General Assembly approving capital raising, Shareholders shall have preemptive rights to subscribe for the new cash shares. Such Shareholders shall be notified of the preemptive rights vested in them by notice to be published in a daily newspaper addressing the capital increase resolution and the conditions and duration of subscription and the dates of commencement and expiration of same, or by a registered mail.
4. The Extraordinary General Assembly may suspend the aforesaid preemptive rights in connection with subscribing for the new cash shares, or give preemptive rights to non-Shareholders in cases it sees suitable for the Company best interest.
5. Shareholders may sell their preemptive rights or assign same starting from the issuance of Extraordinary General Assembly of resolution of raising capital until the last day specified for subscription for new shares attached to such rights in accordance with the controls of the Competent Authority.



6. Subject to the provisions stated in Paragraph (4) above, the new shares shall be allotted to the Shareholders with preemptive rights who have expressed their desire to subscribe thereto, in proportion to the preemptive rights owned by them in proportion to preemptive rights of the total preemptive rights resulting from the increase of capital, provided that the number of shares allotted to them shall not exceed the number of new shares they have applied for. The remaining new shares shall be allotted to the Shareholders with preemptive rights who have asked for more than their proportionate share, in proportion to their preemptive rights of the total preemptive rights resulting from the increase of capital, provided that that their total allotment does not exceed the number of new shares they have asked for. Any remaining new shares shall be offered for public subscription before third parties unless otherwise specified by the Extraordinary General Assembly or the Capital Market Law.

Article (15): Capital Decrease:

The Extraordinary General Assembly may issue a resolution of reducing capital if it proves to be in excess of the Company's needs or in case the Company sustains losses, in which case only capital may be lowered beyond the limit specified in Article (54) of the Companies Law. Besides, such resolution shall be issued only after reading the auditor's report on the reasons calling for such reduction, the obligations to be fulfilled by the Company, and the effect of the reduction on such obligations. If the reduction of the capital is due to its being in excess of the Company's needs, then the Company's creditors must be invited to express their objection thereto within 60 (sixty) days from the date of publication of the reduction resolution in a daily newspaper published in the city where the Company's head office is located. Should any creditor object and present to the Company evidentiary documents of such debt within the time limit set above, then the Company shall pay such debt, if already due, or present an adequate guarantee of payment if the debt is due on a later date.



CHAPTER THREE: BOARD OF DIRECTORS

Article (16): Company Management:

The Company shall be managed by a Board of Directors composed of 5 (five) members to be elected by the Shareholders' Ordinary General Assembly (30% of them shall be Independent) for a term not exceeding 3 (three) years.

Article (17): Expiry of Board Membership:

Membership of the Board of Directors shall be terminated upon the expiration of the appointment period. Termination of membership shall also occur if the member becomes unsuitable for membership under any law or regulations applicable in the Kingdom. However, the Ordinary General Assembly may at all times dismiss all or some of the Board Directors without prejudice to the dismissed Director's right to compensation if dismissal was due to groundless reasons or was made in an inappropriate time. Besides, a Board Director may resign provided that such resignation shall be in a suitable time; otherwise he shall be liable before the Company for any damage resulting from his resignation.

Article (18): Board Vacancy:

If the office of a Board Director becomes vacant, the Board may appoint a member in the vacant position temporarily at the Board's discretion in accordance with the order of votes obtained at the General Assembly which elected the Board of Directors (or from others). Such new member must be qualified and experienced. Additionally, a notice of such appointment shall be sent to the Ministry within a period of five (5) business days as of the date of appointment, and provided also that such appointment is put forward before the first meeting of the Ordinary General Assembly for endorsement. The term of office of the new member designated to fill a vacancy shall only extend to the term of office of his predecessor. In case the number of the members of the Board of Directors falls below the quorum required for the proper convening of the Board meetings as stated in the Companies Law or these Articles of Association, the Ordinary General Assembly shall be called for an Ordinary Meeting by the remaining members within a period of sixty (60) days in order to appoint the necessary number of Board members.



Article (19): Powers of the Board:

Without prejudice to the powers conferred on the General Assembly, the Board of Directors shall be vested with full powers to manage the business of the Company and oversee its affairs inside and outside the Kingdom of Saudi Arabia. For such purposes, the Board of Directors shall be empowered, for example and without limitation, to carry out the following: opening, operating, closing bank accounts, and signing thereon; encashing cheques, opening credits, issuing and signing guarantees and promissory notes and bills; obtaining and withdrawing all types of loans and bank facilities of whatever kind, including overdrafts, treasury products of all types, hedging products of all types from commercial banks and government industrial funds and other lenders; utilizing such loans and signing the same in the capacity of a guarantor on behalf of the Company to serve the Company objectives; dealing with financial, investment, and commercial companies and banks for opening, activating, and closing current and investment accounts and withdrawing therefrom and transferring thereto; selling, buying or converting shares, local and overseas bonds; participating and redeeming in investment funds and converting investment units and signing thereon; managing investment portfolios affiliated to the Company, whether by telephone, fax, written instructions, or via electronic services; buying and selling foreign currencies on the spot or on credit; buying and selling stocks, sukuk, local and international bonds; signing articles of association of companies and their amendments and agreeing to the Company's participation in other companies; buying, selling, and assigning interests; signing before the notary public, Saudi Arabia General Investment Authority (SAGIA), Economic Cities and Special Zones Authority (ECZA), Ministry of Trade and Industry, and all competent authorities on resolutions of amending and publication of articles; appointing and dismissing Company agents and employees and fixing their salaries and remunerations and the terms and conditions of their appointment and recruitment; applying for work visas, exit and re-entry visas and final exit visas for Company employees and its sponsored employees, transferring their sponsorships and assigning the same; approving any disposition of the Company fixed assets.

The Board of Directors shall determine at its discretion and with a resolution it issues the remunerations of the Board Chairman and Managing Director, in addition to the remunerations prescribed to the Board members, and shall take all actions necessary that would ensure managing the Company at the highest



efficiency and maximum profitability. The Board of Directors may as well, within the limits of its jurisdiction, authorize one or more of its members or a third party to undertake a specific function or functions.

Article (20): Remunerations of the Board and Committees Members:

1. Remunerations of the members of the Board Chairman and members shall comprise cash and in-kind amounts within the limits of the provisions of the Companies Law and its regulations which shall not exceed SAR 500,000 (five hundred thousand Saudi Riyals) per member of the Board. The report submitted by the Board of Directors to the Ordinary General Assembly shall contain a full statement of all remunerations, attendance allowances, and any benefits made to the members of the Board during the fiscal year. Such report shall as well contain a statement of payments in consideration for technical, administrative or consultancy assignments carried out by the Board's members alongside a statement of number of Board meetings or the sessions each Director attended as of the date of the last meeting of the General Assembly.
2. Remunerations of Board Committees: The Board of Directors shall determine the remunerations of the committees members, attendance allowances and other entitlements based on a policy to be approved by the Board upon recommendation by the Nomination and Remuneration Committee, and such payments shall be paid as per the policy to be approved by the Board. Excluded shall be the remuneration of the Audit Committee members which shall be determined by the Shareholders' General Assembly upon recommendation of the Board of Directors.

Article (21) – Authorities of the Chairman, Vice-Chairman, Managing Director, and Secretary:

The Board of Directors shall appoint a Chairman and a Vice-Chairman from among its members and may also appoint a Managing Director. The person holding the Chairman position may not hold any other executive position in the Company. The Board Chairman shall be entitled to represent the Company in its relationships with others and before all kinds of courts, including ministries and government departments and semi-governmental authorities, notaries public, and all courts and administrative courts circles inside and outside the Kingdom of



Saudi Arabia, which shall include, without limitation, Board of Grievances, Shari'ah courts, appeal courts, arbitration panels, labor committees, Office for the Resolution of Commercial Papers Disputes, Committee for the Settlement of Banking Disputes formed at the Saudi Arabian Monetary Authority (SAMA), committees of the Capital Market Authority, Customs Department, and any other judicial committees in addition to the police stations, civil rights authorities, and execution judges. In addition, the Board Chairman shall be entitled to submit lawsuits, plead, defend, submit and challenge proof; accept, and deny verdicts; acknowledge, assign, and conciliate; and direct, accept, and reject oaths; claim forgery; request and lift execution; accept or reject arbitration; appoint and dismiss lawyers, attorneys, and arbitrators; open, update, close, and sign on bank accounts in the Company names; open bank credits, and represent the Company in all matters whether before clients, banks, or government authorities; submit offers and proposals to clients; amend commercial registers and licenses; receive and deliver bonds; buy and transfer the ownership of real estate properties in the Company name; deal with financial and investment companies and commercial banks to open, activate, and close current and investment accounts and withdraw therefrom and transfer thereto; sell, buy or convert shares, local and overseas bonds; participate and redeem in investment funds and convert investment units and sign investment portfolios; manage investment portfolios affiliated to the Company, whether by telephone, fax, written instructions, or via electronic services; buy and sell foreign currencies on the spot or on credit; buy and sell stocks, sukuk, local and international bonds; appoint and dismiss employees and workers and fix their wages, salaries, and remunerations; sign recruitment visas, exit and re-entry visas and final exit visas, complete all matters related to them, and settle all disputes and conciliate with them. The Board Chairman may as well, within the limits of his jurisdiction, delegate to any of the Company employees or third parties, some of all of his powers. Besides, the Chairman may authorize or delegate to third parties all or some of his powers under a power of attorney. The Managing Director shall have such powers as are specified by the Board of Directors, and he shall be required to implement instructions addressed to him by the Board of Directors.

The Board of Directors shall appoint a Secretary from among its members or others. The Secretary's duties shall include having the proceedings and resolutions of the Board of Directors written in minutes and recorded in a special register



alongside any other duties assigned to him by the Board. The remuneration of the Board secretary shall be determined by the Board.

The term of the office of the Chairman, Vice-Chairman, the Managing Director, and the Secretary – if the Secretary is a Board member – shall not exceed their respective term of service as Directors of the Board, and they may be re-elected. Besides, the Board may remove any of them without prejudice to their right to compensation if dismissal was due to groundless reasons or was made in an inappropriate time.

Article (22) – Board Meetings:

The Board of Directors shall periodically convene upon an invitation by the Chairman, and the meeting invitation must be in writing and delivered by hand, sent by post, fax, or email. The Chairman shall invite the Board to meet whenever a meeting requested by at least two directors. Any Board meeting may be held via conference call, video call, or any such other means where each Board members can talk and hear and be heard by the other Board members, provided that all resolutions taken in such meetings must be signed by the Chairman, Vice-Chairman, and Secretary, while the Board members shall sign the minutes comprising such resolutions. The said resolutions shall be put before the Board of Directors at its first following meeting.

Article (23): Board Meeting Quorum:

A Board meeting shall not be a valid meeting unless attended by 50% of Board members. A Board member may give a proxy to another member to attend the Board meetings on his behalf in accordance with the following considerations:

- A. A member of the Board of Directors may not act on behalf of more than one Board member as to attending the same meeting.
- B. A proxy shall be made in writing.
- C. A Board member acting by proxy may not vote on resolutions on which his principal is prohibited from voting under the law.

The Board resolutions shall be adopted with the approval of the majority vote of the members present in person or represented by proxy. In case of a tie, the Chairman or Director presiding over the Board shall have a casting vote.



Article (24): Board Deliberations:

The Board deliberations and resolutions shall be drawn in minutes to be signed by the Board Chairman, attending Directors, and the Secretary. Such minutes shall be recorded in a special register to be signed by the Board Chairman and the Secretary.

A Board member must notify the Board of his direct or indirect interest in the businesses and contracts made for the Company, and such notification shall be recorded in the Board meeting minutes. A Board member having such interest may not take part in voting on the resolution taken in such respect.

Article (25): Issuing Resolutions by Circulation:

The Board of Directors may issue resolutions by circulation through presenting them to all members separately by mail, fax, telegram, or telex, unless one member requests in writing that such resolutions be deliberated and discussed. Such resolutions shall be put forward before the first next meeting of the Board for passing.

Article (26): Nomination and Remuneration Committee:

The Company's Board shall form a committee to be named the "Remuneration and Nomination Committee," based on the rules of selecting the Committee members to be approved by the Board. The competences of Committee shall include providing recommendations to the Board for the nomination or re-nomination of its members in accordance with approved policies and standards, annually reviewing the skills and expertise required of the Board members, reviewing the structure of the Board, and providing recommendations regarding changes that may be made to such structure/ In addition, the Committee shall determine the strengths and weaknesses of the Board and recommend remedy solutions and shall annually ensure the independence of Independent Directors. Besides, the Committee shall set clear policies for compensating and remunerating Board members and key executives of the Company. The Committee members shall select from among them the Committee chairman and secretary. The Board shall set a mechanism for remunerating the Committee members and secretary.



CHAPTER FOUR: SHAREHOLDERS ASSEMBLIES

Article (27): Attending General Assemblies:

Each Shareholder shall have the right to attend the Shareholders' General Assemblies. In addition, each Shareholder may authorize in writing another Shareholder, other than the members of the Board of Directors, to attend the General Assembly on his behalf.

Article (28): Powers of the Ordinary General Assembly:

Except for matters reserved for the Extraordinary General Assembly, the Ordinary General Assembly shall be in charge of all matters concerning the Company. The Ordinary General Assembly shall be convened at least once a year, within the six (6) months following the end of the Company's fiscal year. Additional Ordinary General Assembly meetings may be convened whenever needed.

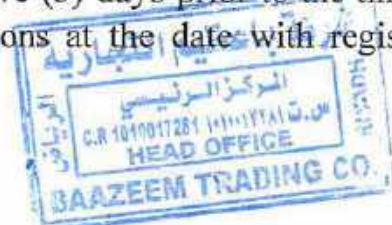
Article (29): Powers of the Extraordinary General Assembly:

The Extraordinary General Assembly shall have the power to amend the Company's Articles of Association except for such provisions as may be impermissible to be amended under the law.

Furthermore, the Extraordinary General Assembly may pass resolutions on matters falling within the competence of the Ordinary General Assembly under the same conditions and circumstances prescribed for the latter.

Article (30): Call for Assemblies:

The Ordinary General or Special Shareholders' Assemblies shall be convened upon invitation by the Board of Directors. The Board of Directors shall call for a meeting of the Ordinary General Assembly if requested to do so by the Auditor, the Audit Committee, or a number of Shareholders representing at least five percent (5%) of the Company's capital. The Auditor may invite the General Assembly to convene if the Board does not invite it within thirty (30) days of the date the Auditor's request. The summons shall be published in a daily newspaper circulated at the Company's head office at least five (5) days prior to the time set for such meeting. However, sending such summons at the date with registered



letters to all Shareholders may be sufficient. A copy of the summons and the agenda shall be sent, within the period set for publication, to the Ministry of Commerce and Industry.

Article (31): Record of Assemblies Attendance:

Before the start of the Ordinary or Special General Assembly, Shareholders wishing to attend shall register their names in the ad hoc list maintained at the Company head office.

Article (32): Quorum of the Ordinary General Assembly's Meeting:

A meeting of the Ordinary General Assembly shall be valid only if attended by Shareholders representing at least quarter of the Company's capital. If such quorum cannot be attained at the first meeting, a call shall be made to a second meeting to be held as follows:

- A. A second meeting shall be held within an hour following the time set for the preceding meeting provided that the notice to hold the first meeting shall state the possibility of holding such meeting;
- B. Or within the thirty days following the preceding meeting, and such summons shall be published in the manner prescribed in Article (30) hereof.

In all cases, the second meeting shall be valid regardless of the number of the shares represented therein.

Article (33): Quorum of the Extraordinary General Assembly's Meeting:

A meeting of the Extraordinary General Assembly shall be valid only if attended by Shareholders representing at least half of the Company's capital. If such quorum cannot be attained at the first meeting, a call shall be made to a second meeting to be held as follows:

- A. A second meeting shall be held within an hour following the time set for the preceding meeting provided that the notice to hold the first meeting shall state the possibility of holding such meeting;



B. Or within the thirty days following the preceding meeting, and such summons shall be published in the manner prescribed in Article (30) hereof. In all cases, the second meeting shall be deemed valid if attended by a number of Shareholders representing at least 1/4 (one-quarter) of the Company's capital.

In case quorum cannot be attained at the second meeting, an invitation shall be made to a third meeting which shall be held under the same conditions applicable to Article (30) hereof. The third meeting shall be deemed valid irrespective of the number of shares represented therein upon the consent of the Competent Authority.

Article (34): Voting at Assemblies:

Each Shareholder shall have one vote for each share held at the General Assemblies (Ordinary and Extraordinary General Assemblies). However, no Board member may take part in voting on the Assembly resolutions related to discharging their liability for the period of their membership in the Board. Cumulative ballot must be used when electing the Board of Directors.

Article (35): Assembly Resolutions:

Resolutions of the Ordinary General Assembly shall be adopted by an absolute majority of the shares represented thereat.

Resolutions of the Extraordinary General Assembly shall be adopted by a majority vote of two thirds of the shares represented at the meeting. However, if the resolution to be adopted is related to increasing or reducing the capital, extending the Company's term of existence, dissolving the Company prior to the expiry of the period specified therefor under these Articles of Association, or is related to merging the Company with another company, then such resolution shall be valid only if adopted by a majority of 3/4 (three-quarters) of the shares represented at the meeting.

Article (36): Discussions at 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 of the Board and the Auditor in this respect. The Board of Directors or the Auditor shall answer the Shareholders' questions to the extent that does not expose the



Company's interest to any damage. If the Shareholder considers the answer to the question unsatisfactory, then he may refer the issue to the General Assembly and its decision in this regard shall be conclusive and binding.

Article (37): Chairing the Assemblies and Preparing Minutes of Meetings:

The Shareholders' General Assembly shall be presided over by the Chairman of the Board of Directors or, in his absence, the Vice-Chairman, or the Director designated by the Board from among its members in the absence of the Chairman and the Vice-Chairman. Minutes shall be written for the meeting showing the number of the Shareholders present in person or represented by proxy, the number of the shares held by each one, whether of the principal or the agent, the number of votes attached to such shares, the resolutions adopted at the meeting, the number of votes assenting or dissenting to such resolutions and a comprehensive summary of the discussions that took place at the meeting. Such minutes shall be regularly recorded after each meeting in a special register to be signed by the Chairman of the Assembly, the Secretary and the canvasser.

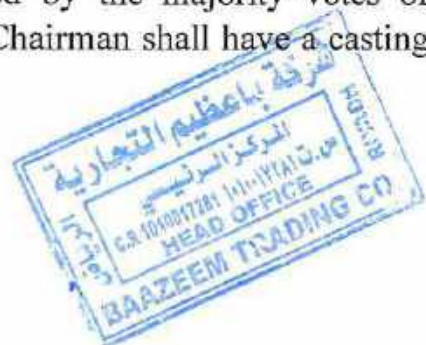
CHAPTER FIVE: AUDIT COMMITTEE

Article (38) – Committee Formation:

An Audit Committee shall be formed under a resolution by the Ordinary General Assembly. Such Committee shall comprise at least three members who shall be non-Executive Board Directors, whether from Shareholders or others. Such resolution shall determine the duties of such Committee, its functioning controls, and remunerations of its members.

Article (39) – Quorum of the Committee's Meeting:

For a valid meeting of the Audit Committee, a majority of its members is required. Besides, the Committee resolutions shall be passed by the majority votes of attending members. In case of a tie, the Committee Chairman shall have a casting vote.



Article (40) – Duties of the Committee:

The Audit Committee shall be responsible for overseeing the Company business, and for such purpose, the Committee shall be given access to the Company records and documents, and shall also be entitled to request any explanation or statement from the Board of Directors or the Executive Management. Besides, such Committee shall be entitled to ask the Board of Directors to call the General Assembly to convene if the Board obstructs the Committee functions or should the Company experience serious losses or damage.

Article (41) – Committee Reports:

The Audit Committee shall examine the Company financial statements, reports, and notes submitted by the Auditor, and shall express its comments, if any, thereon. Besides, the Committee shall prepare a report of its opinion of the sufficiency of the Company internal control system alongside its assignments within its competence. The Board of Director shall file sufficient copies of such report at the Company head office at least 21 (twenty one) days before the date specified for the General Assembly such that each Shareholder shall be given a copy thereof. Such report shall be read at the General Assembly.

CHAPTER SIX: AUDITOR

Article (42) – Auditor Appointment:

The Company shall have one auditor or more to be selected from among the auditors licensed to work in the Kingdom of Saudi Arabia. The Auditor's appointment, his compensation and term of office shall be annually fixed by the Ordinary General Assembly. In addition, the Ordinary General Assembly may reappoint the Auditor in accordance with the Companies Law and the Capital Market Authority. The Ordinary General Assembly may at any time dismiss the Auditor without prejudice to his right to compensation if dismissal was due to groundless reasons or was made in an inappropriate time.



Article (43): Auditor's Powers:

The Auditor shall have access at all times to the Company's books, records and any other documents, and may request statements and notes, and clarifications as he deems necessary. He may further check the Company's assets and liabilities and otherwise of what is within his scope of work. The Board Chairman shall help the Auditor perform his duties, and should the Auditor encounter any difficulties in this regard, he shall state the same in a report to be submitted to the Board of Directors. In case the Board does not facilitate the Auditor's duties, the Auditor shall be required to ask the Board to hold an Ordinary General Assembly to consider the matter.

**CHAPTER SEVEN: THE COMPANY'S ACCOUNTS AND
DISTRIBUTION OF PROFITS**

Article (44): Financial Year:

The Company's fiscal year shall commence on the 1st of January and shall expire on the 31st of December of each Gregorian year. The first fiscal year shall begin as of the date of the resolution declaring the establishment of the Company, and shall expire on 31/12/2008G.

Article (45): Financial Documents:

1. The Board of Directors shall prepare at the end of each fiscal year an inventory of the Company's financial statements, a report on the Company's activities and its financial position for the preceding fiscal year, and such report shall include Board proposals as to the distribution of the net profits. The Board of Directors shall put such documents at the Auditor's disposal at least 45 (forty five) days prior to the convening of the annual General Assembly.
2. The documents stated in Paragraph (1) above, shall be signed by the Chairman of the Board of Directors and Chief Financial Officer, and copies thereof shall be available at the Company's head office for the Shareholders' review at least 10 (ten) days prior to the time set for convening the General Assembly.



3. The Chairman of the Board of Directors shall provide Shareholders with the Company's financial statements, Board of Directors' report, and Auditor's report unless all such documents are published in a newspaper circulated at the Company's head office. Besides, the Chairman shall also send copies of such documents to the Ministry of Commerce and Investment at least 21 (twenty one) days prior to the date set for convening the General Assembly.

Article (46): Dividend Distribution:

After deducting all the general expenditure and other costs, the Company's annual net profits shall be allocated as follows:

1. 10% (ten percent) of the annual net profits shall be set aside to form the Company statutory reserve. Such setting aside may be suspended by a resolution from the Ordinary General Assembly when the said reserve totals 30% (thirty percent) of the Company's paid-up capital.
2. The Ordinary General Assembly may, upon proposal of the Board of Directors, determine whether or not to approve the distribution of profits and also to specify the percentage of distribution as per the provisions of the Companies Law.
3. The General Assembly may authorize the Board of Directors to distribute interim dividends.

Article (47): Entitlement to Dividends:

A Shareholder shall be paid his dividend share subject to a resolution by the General Assembly, and such resolution shall state the date of maturity and distribution. Profits shall be distributed amongst Shareholders registered in the Shareholders' Register at the end of the day specified for maturity.

Article (48): Distribution of Preferred Shares Dividend:

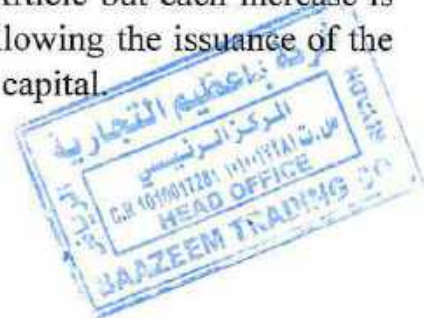
1. In the event of non-distribution of profits for any fiscal year, profits of forthcoming years shall not be distributed before the portion specified in Article (114) of the Companies Law is paid to the owners of preferred shares for that year.



2. If the Company fails to pay the said portion of the profits specified in Article (114) of the Companies Law for a period of three consecutive years, the Private Assembly of owners of such shares may, in accordance with Article (89) of the Companies Law, resolve to either attend the General Assemblies of the Company and participate in the voting thereof, or to designate representatives on their behalf in the Board of Directors in accordance with their share of the Company capital. This shall remain the case until the Company manages to fully pay the priority profits for past years allocated for the owners of such shares.

Article (49): The Company Losses:

1. At any time of the fiscal year, if the Company's losses total half of its paid-up capital, then any officer of the Company or the Auditor, once he is aware of such fact, must notify the Chairman of the Board, and the Chairman, in turn, must notify the Board immediately thereof, and the Board shall, within a period of 15 (fifteen) days of being notified of the same, call the Extraordinary General Assembly for a meeting within 45 (forty five) days of the date the Board is notified of such losses. The Extraordinary General Assembly shall consider whether to raise or lower the Company capital in accordance with the Companies Law, such that losses should be lowered beyond half of the paid-up capital, or determine whether the Company shall be dissolved prior to the expiry of the period specified therefor under the Companies Law.
2. The Company shall expire under the Companies Law in case the Extraordinary General Assembly does not convene within the period specified in Paragraph (1) above hereof, or if the meeting thereof fails to decide upon the subject, or even if the Assembly decides to raise the capital in accordance with the conditions stated in this Article but each increase is not subscribed for within the 90 (ninety) days following the issuance of the Assembly's resolution of increasing the Company capital.



CHAPTER EIGHT: DISPUTES

Article (50): Liability Claim:

Every Shareholder shall have the right to file a liability action, vested in the Company, against the members of the Board of Directors if they have committed a fault which has caused some particular damage to such Shareholder, provided that the Company's right to file such action is still valid. The Shareholder shall notify the Company of his intention to file such action.

CHAPTER NINE: DISSOLUTION AND LIQUIDATION OF THE COMPANY

Article (51): Company Expiration:

Immediately upon the expiry of its term of existence, the Company shall be liquidated, and shall retain its legal personality to the extent needed for liquidation. Voluntary liquidation shall be made pursuant to a resolution by the Extraordinary General Assembly whose resolution shall appoint the liquidator and specify his powers and fees in addition to the restraints on his powers and the duration needed for liquidation. The duration of voluntary liquidation shall not exceed 5 (five) years and may not be extended except with a judicial order. Besides, the powers of the Board of Directors shall cease upon the Company's winding up. However, the Board of Directors shall remain responsible for the management of the Company and shall be considered as liquidators for third parties until the liquidator is appointed. The Shareholders' Assemblies shall remain throughout the liquidation period and shall maintain their competencies to the extent that they do not interfere with the competencies of the liquidator.

CHAPTER TEN: CONCLUDING PROVISIONS

Article (52):

The Companies Law and its regulations shall apply to all other matters not specifically provided for herein.



Article (53):

These Articles of Association shall be filed and published in accordance with the Companies Law and its regulations.

Company Name Baazeem Trading Co. (Saudi Joint Stock Company)	Articles of Association	Approval of Saudi Ministry of Commerce Department of Shared Services (Seal affixed)
C.R. 1010017281	Date of Approval 17/05/1443H (21/12/2021G)	Faisal Al-Balawi

*This version of the Articles of Association has been issued as per the Extraordinary General Assembly's resolution dated 16/09/2021G.

