

Bylaws
Al Munajem Foods Company
Saudi Listed Joint-Stock Company

DISCLAIMER:

This English version of the Bylaws is a translation of the original Arabic document and has been made for information purpose for Non-Arabic speakers. In case of any discrepancy or misinterpretation, the original Arabic document of the Bylaws shall prevail.

(Chapter One)

Establishment of the Company

Article (1): Establishment:

In accordance with this system and the provisions of the Companies Law issued by the Royal Decree No. (M/132) dated 01/12/1443H, Al Munajem Foods Company, a Saudi listed joint-stock company, is established as follows:

Article (2): Company Name:

The company name is "Al Munajem Foods Company," a Saudi listed joint-stock company.

Article (3): Company Objectives:

The company shall engage in and execute the following objectives:

No.	Section	Class
1	Wholesale and retail trade and repair of motor vehicles and motorcycles in the following activities and categories	Wholesale of food and beverages
		Retail sale in non-specialized stores primarily selling food and beverages
		Retail sale through mail order houses or via the Internet.
		Wholesale trade for a fee or on a contract basis
		Retail sale of other new goods in specialized stores
		Retail sale of food in specialized stores
2	Wholesale trade of raw agricultural materials and live animals. The manufacturing in the following category	Processing and preserving of meat
		Processing and preserving of fish, crustaceans, and molluscs.
		Processing and preserving of fruit and vegetables.
3	Accommodation and food service activities and other food service activities.	Other food service activities
4	Transportation and storage	Storage
		Freight transport by road
5	Building construction.	Building construction
6	Activities of head offices	Professional, scientific and technical activities

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

Article (4): Participation and Ownership in Companies:

The company may establish companies solely as limited liability or joint-stock companies or simplified joint-stock companies. It may also own shares and stakes in existing companies or merge with them. It has the right to participate with others in the establishment of joint-stock or limited liability companies after fulfilling the required regulations and instructions in this regard. The company may also dispose of these shares or stakes provided that it does not involve brokerage in trading them. It can participate on a commercial basis with public, private entities, funds, and investment portfolios, and invest in them. It may subscribe to securities in any public or private offering and own shares and stakes in existing companies within or outside the Kingdom, or merge with them, and has the right to participate with others in the establishment of companies inside or outside the Kingdom after fulfilling the required regulations and instructions in this regard.

Article (5): Company's Headquarters:

The company's headquarters is located in Riyadh, Saudi Arabia. The company may establish branches, offices, or agencies within or outside the Kingdom by a decision of the Board of Directors.

Article (6): Company Duration:

The duration of the company is ninety-nine (99) Gregorian years starting from the date of its registration in the commercial register as a joint-stock company. The company's duration can always be extended by a decision issued by the Extraordinary General Assembly at least one year before its term expires.

(Chapter Two)

Capital and Shares

Article (7): Company's Capital:

The company's issued capital is set at 600,000,000 Saudi Riyals, divided into 60,000,000 nominal shares of equal value, each with a value of 10 Saudi Riyals, all of which are ordinary cash shares.

Article (8): Subscription to Shares:

The shareholders subscribed to all of the company's shares amounting to 60,000,000 shares with a total value of 600,000,000 Saudi Riyals fully paid at the time of transformation.

Article (9): Purchase, Sale, and Pledge of the Company's Shares:

1. The company may purchase, sell, and pledge its shares according to the regulations set by the competent authority.

2. The company may purchase shares for the purpose of allocating them to its employees within the employee share program. The company may also sell these shares (treasury shares) in one or several stages according to the regulations set by the Capital Market Authority.

Article (10): Sale of Unpaid Shares:

1. A shareholder is obligated to pay the remaining value of the share on the specified dates. If the shareholder fails to pay on time, the Board of Directors may notify them via registered letter or any modern technical means to sell the share in a public auction or financial market as applicable according to the regulations set by the competent authority, giving other shareholders priority to purchase those shares.
2. The company shall collect from the sale proceeds the amounts due and return the remainder to the shareholder. If the sale proceeds are insufficient to cover these amounts, the company may collect the remaining amount from all the shareholder's assets.
3. The enforcement of rights associated with shares that have not been paid for within the specified period is suspended until they are sold or the amount due is paid according to paragraph (1) of this article. These rights include the right to receive a share of net profits decided to be distributed, the right to attend general meetings, and the right to vote on their decisions. However, the shareholder in arrears may pay the due amount up to the day of sale, adding the expenses incurred by the company in this regard, and in this case, the shareholder may request to receive the profits decided to be distributed.
4. The company cancels the sold share certificate according to the provisions of this article and issues a new certificate for the share to the buyer, bearing the same number, and notes the sale in the shareholder register with the necessary details of the new owner.

Article (11): Issuance of Shares:

The company's shares are nominal and indivisible against the company. If a share is owned by multiple persons, they must choose one of them to represent them in exercising the rights associated with the share. These persons are jointly liable for the obligations arising from owning the share. Shares may not be issued at a value less than their nominal value; however, they may be issued at a higher value, with the difference being added in a separate item within shareholders' equity. The company issues share certificates with serial numbers signed by the Chairman of the Board or a delegated member and sealed with the company's seal, including the ministerial decision number and date authorizing the company's establishment, the number and date of the ministerial decision announcing the company's establishment, the capital amount, the number of shares distributed, the nominal value of the share, the paid amount, the company's purpose in brief, its headquarters, and duration. Share coupons may have serial numbers and include the share number to which they are attached.

Article (12): Share Trading:

Shares are traded according to the Financial Market Law and its executive regulations.

Article (13): Capital Increase:

1. The Extraordinary General Assembly may decide to increase the issued or authorized capital of the company, if any, provided that the issued capital has been fully paid. It is not required that the entire capital be paid if the unpaid part of the capital pertains to shares issued in exchange for converting debt instruments or financing sukuk into shares and the period for their conversion has not yet ended. The company's Board of Directors may decide to increase the issued capital within the limits of the authorized capital, provided that the issued capital has been fully paid.
2. The Extraordinary General Assembly may allocate newly issued shares upon increasing the capital or part of them to the company's employees and its subsidiaries or some of them. Shareholders may not exercise pre-emptive rights when the company issues shares allocated to employees.
3. In all cases, the nominal value of the increased shares must be equal to the nominal value of the original shares of the same type or category.
4. A shareholder who owns shares at the time of the Extraordinary General Assembly's decision to approve the capital increase or the Board of Directors' decision to approve the increase within the limits of the authorized capital has the pre-emptive right to subscribe to new shares issued for cash contributions. They shall be notified of their pre-emptive right - if any - according to the regulations and procedures established by the regulatory authorities and the decision to increase the capital, subscription terms, how to subscribe, and the start and end dates.
5. The Extraordinary General Assembly may suspend the pre-emptive right of shareholders to subscribe to a capital increase for cash contributions or grant the pre-emptive right to non-shareholders in cases deemed to be in the company's interest.
6. A shareholder may sell or transfer their pre-emptive right, according to the regulations set by the competent authority.
7. Subject to paragraph (6) above, the new shares shall be distributed among pre-emptive rights holders who requested subscription, in proportion to their pre-emptive rights from the total pre-emptive rights resulting from the capital increase, provided that what they receive does not exceed what they requested of the new shares. The remaining new shares shall be distributed among pre-emptive rights holders who requested more than their share in proportion to their pre-emptive rights from the total pre-emptive rights resulting from the capital increase, provided that what they receive does not exceed what they requested of the new shares. The remaining shares shall be offered to others unless the Extraordinary General Assembly decides otherwise or the Financial Market Law stipulates otherwise.

Article (14): Capital Reduction:

1. The Extraordinary General Assembly may decide to reduce the company's capital if it exceeds its needs or if the company incurs losses. In the latter case, the capital may be reduced below the minimum stipulated in Article (59) of the Companies Law. A reduction decision shall only be issued after reading a statement prepared by the Board of Directors explaining the reasons for the reduction, the company's obligations, and the effect of the reduction on fulfilling these obligations, accompanied by a report from the company's external auditor. This statement may be presented to the shareholders if the Extraordinary General Assembly issues a decision by circulation.
2. If the capital reduction is due to an excess of the company's needs, creditors must be invited to submit their objections to the reduction - if any - before (45) forty-five days at least from the date set for holding the Extraordinary General Assembly meeting to decide on the reduction. The invitation must include a statement explaining the capital amount before and after the reduction, the date of the

meeting, and the effective date of the reduction. If any creditor objects to the reduction and presents their documents within the specified period, the company must pay them their due debt if it is due or provide adequate guarantees for payment if it is not due.

Article (15): Share Conversion:

1. It is permissible to convert a type or class of shares into another type or class.
2. Converting a type or class of shares into another type or class requires the approval of the Extraordinary General Assembly, except for cases where the decision to issue the shares stipulates automatic conversion into another type or class upon fulfilling certain conditions or after a specified period.
3. The provisions of Article (110) of the Companies Law shall apply in cases where the conversion results in modifying or canceling the rights and obligations associated with the type or class of shares.
4. Ordinary or preferred shares or any class thereof may not be converted into redeemable shares or any class thereof except with the approval of all shareholders in the company.

Article (16): Issuance of Preferred or Redeemable Shares and Their Purchase:

The company may issue preferred shares or redeemable shares or decide to purchase them, according to the following regulations:

1. Obtaining the approval of the Extraordinary General Assembly.
2. Obtaining the approval of shareholders who are adversely affected by this issuance in a special meeting for them, according to Article (110) of the Companies Law.
3. The percentage of preferred shares shall not exceed (10%) of the company's capital.
4. The company's capital must be fully paid.
5. Compliance with other relevant regulations and bylaws.

Article (17): Sale of Treasury Shares:

The company may sell treasury shares in one or several stages according to the regulations and procedures set by the competent authority.

Article (18): Issuance of Debt Instruments or Financing Sukuk:

1. The company may issue - according to the Financial Market Law - debt instruments or financing sukuk that are tradable.
2. The company may issue - according to the Financial Market Law - debt instruments or financing sukuk convertible into shares after a decision by the Extraordinary General Assembly specifying the maximum number of shares that may be issued in exchange for those instruments or sukuk, whether issued at once or through a series of issuances or through one or more programs for their issuance. The Board of Directors shall issue new shares in exchange for those instruments or sukuk that their holders request to convert as soon as the conversion request period specified for the holders of those instruments or sukuk ends, or upon fulfilling the conditions for automatic conversion into shares, or upon the expiry of the specified period for conversion. The Board of Directors shall take the necessary steps to amend this system concerning the number of issued shares and capital.

3. The Board of Directors must announce the completion of each capital increase procedure with the commercial register.
4. The company may convert debt instruments or financing sukuk into shares according to the Financial Market Law, with the approval of their holder, whether prior approval as stipulated in the issuance terms or later agreement.

(Chapter Three)

Company Management

Article (19): Company Management:

The company is managed by a Board of Directors consisting of (6) six members elected by the Ordinary General Assembly for a term not exceeding (4) four years. The Board members may be re-elected for additional terms according to the applicable regulations and the regulations set by the competent authority.

Article (20): End of Board Membership:

1. The membership of any Board member shall end upon the expiration of their term, resignation, death, or if the member is disqualified according to any applicable system or regulations in the Kingdom. However, the Ordinary General Assembly may at any time dismiss all or some Board members.
2. In such a case, the Ordinary General Assembly shall elect a new Board of Directors or replace the dismissed member(s) as applicable, according to the provisions of the Companies Law and its executive regulations, and relevant regulations.

Article (21): Expiration of the Board's Term, Resignation, or Vacancy:

1. The Board of Directors must invite the Ordinary General Assembly to convene before the end of its term to elect a new Board of Directors. If the election cannot be conducted and the Board's term ends, the current Board members shall continue performing their duties until a new Board of Directors is elected, provided that the continuation period does not exceed (90) ninety days from the date of the Board's term expiration. The Board must take the necessary steps to elect a new Board of Directors before the specified continuation period expires.
2. If the Chairman and Board members resign, they must invite the Ordinary General Assembly to convene to elect a new Board of Directors. The resignation does not take effect until a new Board is elected, provided that the continuation period does not exceed (120) one hundred twenty days from the date of resignation. The Board must take the necessary steps to elect a new Board of Directors before the specified continuation period expires.
3. A Board member may resign from the Board by submitting a written notification to the Chairman. If the Chairman resigns, the notification must be directed to the remaining Board members and the Board's Secretary. The resignation takes effect - in both cases - from the date specified in the notification.
4. If a Board member's position becomes vacant due to the member's death or resignation and this vacancy does not result in a breach of the conditions necessary for the Board's valid convening due to the number of members falling below the minimum stipulated in the Companies Law, the Board may keep the position vacant until the end of its term or appoint a temporary member with the necessary experience and competence to fill the vacant position. The competent authorities must be notified within (5) five

working days from the appointment date, and the appointment must be presented to the Ordinary General Assembly at its first meeting, where the new member shall complete the predecessor's term.

5. If the number of Board members falls below the minimum stipulated in the regulations, the remaining members must invite the Ordinary General Assembly to convene within sixty days to elect the necessary number of members.

Article (22): Board Powers:

Subject to the powers prescribed for the General Assembly, the Board of Directors shall have the broadest authority in managing the company to achieve its objectives except for matters specifically excluded by the Companies Law or this system from actions or transactions that fall within the General Assembly's jurisdiction. The Board of Directors or its Chairman may delegate within its competencies any member of the Board or third parties the right to carry out certain tasks or works or partially or fully revoke such delegation and grant them the right to delegate others. The Board of Directors has, for example, but not limited to, the following powers:

1. Representing the company and acting on its behalf before others, whether private or public entities, as well as reviewing ministries, government authorities, financial institutions, appointing, and dismissing agents, lawyers, and arbitrators before all courts inside and outside Saudi Arabia, including but not limited to committees for resolving banking, financing, insurance disputes, the General Secretariat of the Zakat, Tax, and Customs Committees, Ministry of Human Resources and Social Development, and its subdivisions, Ministry of Interior, municipal and rural affairs and housing, General Directorate of Passports, General Directorate of Civil Defense, police departments, traffic departments, Civil Defense, Civil Rights Department under the Ministry of Interior, labor and recruitment offices, chambers of commerce and industry, Ministry of Commerce, Ministry of Investment, Ministry of Health, notaries, General Organization for Social Insurance, municipalities, customs, and secretariats in all regions, cities, and governorates, Ministry of Finance, Zakat, Tax and Customs Authority, Zakat, Tax and Customs Committees, General Authority for Food and Drug Administration, Capital Market Authority, Central Bank, and all other ministries, committees, and governmental authorities, all companies and institutions, Saudi Industrial Development Fund, commercial banks, financial houses, various investment entities, and other lenders, and all government funding funds and institutions under different names and specialties inside and outside Saudi Arabia.
2. Approving, signing, and executing all contracts and agreements, including but not limited to, all lease, purchase, and sale contracts, transfer of ownership, tenders, and other documents and transactions on behalf of the company, which are within the company's ordinary business nature, and authorizing any Board member, the CEO, or third parties to sign if necessary before the notary public. The Board has within the company's ordinary business nature, the power to sign land and real estate sale and purchase contracts required to achieve the company's objectives, transfer ownership, and sign before the notary public, pay and receive the price and value, provide exemptions, divide and fragment, receive ownership documents and deeds, fragment and segregate deeds, and enter them into the comprehensive notary system, update and amend them, and apply for replacements of lost or clarification or correction of documents.
3. Managing and supervising the company's financial affairs, including opening, operating, and closing bank and investment accounts inside and outside Saudi Arabia, investing in securities, buying and selling shares and bonds in the Saudi market and foreign markets, investing in investment funds, issuing any orders related to operating the company's bank accounts from depositing or withdrawing or other

necessary orders, obtaining and using all types of loans from commercial banks, governmental industrial funds, and other lenders, signing as guarantor in the company's name, signing guarantees and promissory notes, requesting signing credit facilities contracts, requesting issuing guarantees, opening letters of credit on behalf of the company, signing and cashing checks, signing guarantees in the company's name for guaranteeing others, Islamic Murabaha agreements, investment contracts of all kinds, waiving rights and benefits, signing treasury products agreements, requesting and signing electronic banking agreements and others, requesting electronic banking services and others and their associated secret codes, conducting all banking operations inside and outside Saudi Arabia, receiving transfers, checks, and bills of exchange, receiving and delivering any payments to any person or entity, signing banking guarantees, requesting their issuance or cancellation, borrowing amounts of money from others, including banks, financial institutions, government financing funds, providing guarantees and warranties, dealing with all types of bonds, endorsing them, dealing with all types of guarantees, accepting and issuing them, executing and releasing mortgages.

4. Appointing the company's agents and employees, dismissing them, determining their wages, benefits, and other employment terms and conditions, requesting work, exit, and return visas, final exit for the company's employees and sponsored persons, transferring their sponsorship, waiving it, filing escape reports, changing professions, appointing department managers.
5. Taking all necessary measures to ensure the highest efficiency and maximum profitability management of the company.
6. Entering into partnership projects, establishing subsidiaries, participating, and contributing to any companies, signing their incorporation contracts, amendments, annexes, selling and mortgaging all or part of the shares and equity, ownership rights, and interests in any subsidiaries, establishing and opening branches for the company either inside or outside Saudi Arabia, appointing their managers with the right to sign issuing all required documents for that, signing all partner decisions and amendment annexes related to converting the companies the company participates in from limited liability to joint-stock companies, merging the company with another company, partners' decisions, and amendment annexes for purchasing or selling or transferring and waiving shares or equity in other companies, representing the company in attending, signing, voting, accepting positions and tasks in ordinary and founding general assemblies of public or closed joint-stock companies in which the company participates, right to buy and sell, transfer, waive shares, signing liquidation decisions, contracts, deeds of sale, purchase, and transfer of lands and buildings, all other contracts and agreements.
7. Buying or acquiring shares or stakes in other companies inside or outside Saudi Arabia, making any amendments, signing the necessary decisions for these amendments on incorporation contracts of the companies in which the company participates, with all their amendments and annexes, partners' decision to amend any clause of their incorporation contracts including decisions to change the legal form of the companies in which the company participates from limited liability to joint-stock companies, amending their capital, names, attending their board meetings, shareholders' meetings of the companies in which the company participates to vote on their decisions, appointing managers of those companies.
8. Appointing the company's lawyers and granting them the necessary powers to defend and litigate, claiming the company's rights, forming committees of all kinds, defining their powers and authorities, appointing their members from among its members or others, dismissing them, and determining their rewards.

Article (23): Board Members' Remuneration:

1. The Nomination and Remuneration Committee shall submit a recommendation to the Board of Directors regarding the remuneration of Board members. This remuneration may be a specific amount, an attendance allowance, in-kind benefits, or a certain percentage of the net profits, and it may combine two or more of these.
2. The Board of Directors' report to the Ordinary General Assembly at its annual meeting must include a comprehensive statement of all that each Board member has received or is entitled to receive during the fiscal year from remunerations, attendance allowances, expense allowances, and other benefits. It must also include a statement of what the Board members received as employees or administrators or for technical, administrative, or consulting work. It should also include a statement of the number of Board meetings and the number of meetings each member attended.

Article (24): Powers of the Chairman, Vice-Chairman, Managing Director, and Secretary:

The Board of Directors shall appoint from among its members a Chairman and a Vice-Chairman and may appoint a Managing Director. The Chairman of the Board may not combine the position with any executive position in the company. The Board of Directors determines the powers and authorities of the Managing Director if appointed. The Chairman of the Board has the power to call for a Board meeting and preside over its meetings. The Chairman has the broadest authority to represent the company in its relations with others and before courts, governmental authorities, notaries, and dispute resolution committees of all kinds, and arbitration bodies inside or outside Saudi Arabia, including but not limited to representing the company and acting on its behalf before others, whether private or public entities, as well as reviewing ministries, government authorities, financial institutions, appointing, and dismissing agents, lawyers, and arbitrators before all courts inside and outside Saudi Arabia, including but not limited to committees for resolving banking, financing, insurance disputes, the General Secretariat of the Zakat, Tax, and Customs Committees, Ministry of Human Resources and Social Development, and its subdivisions, Ministry of Interior, municipal and rural affairs and housing, General Directorate of Passports, General Directorate of Civil Defense, police departments, traffic departments, Civil Defense, Civil Rights Department under the Ministry of Interior, labor and recruitment offices, chambers of commerce and industry, Ministry of Commerce, Ministry of Investment, Ministry of Health, notaries, General Organization for Social Insurance, municipalities, customs, and secretariats in all governorates, Ministry of Finance, Zakat, Tax and Customs Authority, Zakat, Tax and Customs Committees, General Authority for Food and Drug Administration, Capital Market Authority, Central Bank, and all other ministries, committees, and governmental authorities, all companies and institutions, Saudi Industrial Development Fund, commercial banks, financial houses, various investment entities, and other lenders, and all government funding funds and institutions under different names and specialties inside and outside Saudi Arabia. The Chairman has the power to approve, sign, and execute all contracts and agreements, including but not limited to, all lease, purchase, and sale contracts, transfer of ownership, tenders, and other documents and transactions on behalf of the company, which are within the company's ordinary business nature, and authorize any Board member, the CEO, or third parties to sign if necessary before the notary public. The Board has within the company's ordinary business nature, the power to sign land and real estate sale and purchase contracts required to achieve the company's objectives, transfer ownership, and sign before the notary public, pay and receive the price, provide exemptions, divide and fragment, receive ownership documents and deeds, fragment and segregate deeds, and enter them into the comprehensive notary system, update and amend them, and apply for replacements of lost or clarification or correction of documents. The Chairman oversees and manages the company's financial affairs, including opening, operating, and closing bank and investment accounts inside and outside Saudi Arabia, investing in securities, buying and selling shares and bonds in the Saudi market and foreign markets, investing in

investment funds, issuing any orders related to operating the company's bank accounts from depositing or withdrawing or other necessary orders, obtaining and using all types of loans from commercial banks, governmental industrial funds, and other lenders, signing as guarantor in the company's name, signing guarantees and promissory notes, requesting signing credit facilities contracts, requesting issuing guarantees, opening letters of credit on behalf of the company, signing and cashing checks, signing guarantees in the company's name for guaranteeing others, Islamic Murabaha agreements, investment contracts of all kinds, waiving rights and benefits, signing treasury products agreements, requesting and signing electronic banking agreements and others, requesting electronic banking services and others and their associated secret codes, conducting all banking operations inside and outside Saudi Arabia, receiving transfers, checks, and bills of exchange, receiving and delivering any payments to any person or entity, signing banking guarantees, requesting their issuance or cancellation, borrowing amounts of money from others, including banks, financial institutions, government financing funds, providing guarantees and warranties, dealing with all types of bonds, endorsing them, dealing with all types of guarantees, accepting and issuing them, executing and releasing mortgages. The Chairman also appoints and dismisses the company's agents and employees, determining their wages, benefits, and other employment terms and conditions, requesting work, exit, and return visas, final exit for the company's employees and sponsored persons, transferring their sponsorship, waiving it, filing escape reports, changing professions, appointing department managers. Taking all necessary measures to ensure the highest efficiency and maximum profitability management of the company. Entering into partnership projects, establishing subsidiaries, participating, and contributing to any companies, signing their incorporation contracts, amendments, annexes, selling and mortgaging all or part of the shares and equity, ownership rights, and interests in any subsidiaries, establishing and opening branches for the company either inside or outside Saudi Arabia, appointing their managers with the right to sign issuing all required documents for that, signing all partner decisions and amendment annexes related to converting the companies the company participates in from limited liability to joint-stock companies, merging the company with another company, partners' decisions, and amendment annexes for purchasing or selling or transferring and waiving shares or equity in other companies, representing the company in attending, signing, voting, accepting positions and tasks in ordinary and founding general assemblies of public or closed joint-stock companies in which the company participates, right to buy and sell, transfer, waive shares, signing liquidation decisions, contracts, deeds of sale, purchase, and transfer of lands and buildings, all other contracts and agreements. Buying or acquiring shares or stakes in other companies inside or outside Saudi Arabia, making any amendments, signing the necessary decisions for these amendments on incorporation contracts of the companies in which the company participates, with all their amendments and annexes, partners' decision to amend any clause of their incorporation contracts including decisions to change the legal form of the companies in which the company participates from limited liability to joint-stock companies, amending their capital, names, attending their board meetings, shareholders' meetings of the companies in which the company participates to vote on their decisions, appointing managers of those companies. Appointing the company's lawyers and granting them the necessary powers to defend and litigate, claiming the company's rights, forming committees of all kinds, defining their powers and authorities, appointing their members from among its members or others, dismissing them, and determining their rewards.

Article (25): Board Meetings:

The Board of Directors meets at the invitation of its Chairman whenever the company's interest so requires, provided that the meetings held annually are not less than four. The invitation must include the agenda and

its documents. The Chairman must call for a meeting whenever requested by any Board member. The invitation may be delivered using modern technical means or any other method deemed appropriate by the Board. The Board of Directors determines the location of its meetings, which may be held using modern technical means. The Board may invite others deemed necessary for assistance without having the right to vote.

Article (26): Quorum and Decisions:

1. A Board meeting is not valid unless at least three members attend in person. A Board member may delegate another Board member to attend Board meetings according to the following regulations: a. A Board member may not delegate more than one Board member to attend the same meeting. b. The delegation must be in writing and for a specific meeting. c. The delegate may not vote on decisions prohibited for the delegator.
2. Board decisions are issued by the majority of votes of the Board members present or represented in the meeting and eligible to vote on the matter at hand. In case of a tie, the Chairman's vote prevails.
3. A Board decision takes effect from the date of its issuance unless it specifies another effective date or conditions for taking effect.
4. The Board may issue decisions by circulation by presenting them to all members separately unless any member requests in writing a meeting to deliberate on them. These decisions are issued if approved by the absolute majority of the Board members. These decisions are presented to the Board at its next meeting.

Article (27): Board Deliberations:

1. The deliberations and decisions of the Board of Directors are recorded in minutes prepared by the Secretary and signed by the Chairman and attending Board members and the Secretary. These minutes are documented in a special register signed by the Chairman and the Secretary.
2. Modern technical means may be used for signing, documenting deliberations and decisions, and recording minutes.

Article (28): Conflict of Interest:

A Board member may not have any direct or indirect interest in the business and contracts carried out for the company's account without a license from the Ordinary General Assembly according to the regulations set by the competent authority. A Board member must inform the Board of any direct or indirect interest in the business and contracts carried out for the company's account, and this notification is recorded in the minutes. The Board member may not participate in the vote on the decision issued in this regard by the Board and the General Assembly. The Chairman of the Board shall inform the Ordinary General Assembly at its next meeting of the business and contracts in which a Board member has a direct or indirect interest, accompanied by a special report from the company's external auditor.

(Chapter Four)

Shareholders' General Assemblies

Article (29): Shareholders' General Assembly Meeting:

1. The Shareholders' General Assembly meeting is chaired by the Chairman of the Board or, in his absence, the Vice-Chairman, or the person appointed by the Board from among its members in their absence. If this is not possible, the General Assembly is chaired by the person appointed by the shareholders from among the Board members or others through voting.
2. Every shareholder has the right to attend the General Assembly meetings, participate in deliberations, and vote. They may appoint another person to attend the General Assembly on their behalf, provided that the representative is not a Board member or a company employee.

Article (30): Powers of the Extraordinary General Assembly:

The Extraordinary General Assembly is authorized to amend the company's articles of association - except for the provisions prohibited from amendment by law. It is also authorized to decide on the continuation or dissolution of the company and approve the purchase of the company's shares. It may issue decisions on matters originally within the Ordinary General Assembly's powers under the same conditions and procedures stipulated for the Ordinary General Assembly.

Article (31): Powers of the Ordinary General Assembly:

Except for matters within the Extraordinary General Assembly's powers, the Ordinary General Assembly is authorized to handle all matters related to the company. It meets at least once a year within six months following the end of the company's fiscal year. Additional Ordinary General Assemblies may be called whenever necessary.

Article (32): Invitation to Assemblies:

1. General or special shareholders' assemblies are convened at the invitation of the Board of Directors. The Board must invite the Ordinary General Assembly to convene within (30) thirty days from the date of a request by the external auditor or a shareholder or more representing (10%) ten percent of the shares with voting rights. The external auditor may invite the Ordinary General Assembly to convene if the Board does not invite it within (30) thirty days from the auditor's request.
2. The request mentioned in paragraph (1) of this article must specify the issues to be voted on by the shareholders.
3. The invitation to the General Assembly must be issued at least twenty-one days before the scheduled meeting date according to the applicable regulations and the regulations set by the competent authority.
4. The competent authority may invite the General Assembly to convene if any of the cases stipulated in the Companies Law or related regulations are met.

Article (33): Quorum for Ordinary General Assembly Meetings:

1. An Ordinary General Assembly meeting is not valid unless shareholders representing at least half of the shares with voting rights attend.
2. If the necessary quorum is not met according to paragraph (1) of this article, the second meeting is held one hour after the end of the period specified for the first meeting, provided that the invitation for the first meeting includes an announcement that the second meeting may be held. If the first invitation does not include the possibility of holding a second meeting, a new invitation is issued for a second meeting to be held within thirty days following the previous meeting, and this invitation is published according to the provisions of Article (31) of this system. In all cases, the second meeting is valid regardless of the number of shares represented.

Article (34): Quorum for Extraordinary General Assembly Meetings:

1. An Extraordinary General Assembly meeting is not valid unless shareholders representing at least half of the shares with voting rights attend.
2. If the necessary quorum is not met according to paragraph (1) of this article, the second meeting is held one hour after the end of the period specified for the first meeting, provided that the invitation for the first meeting includes an announcement that the second meeting may be held. If the first invitation does not include the possibility of holding a second meeting, a new invitation is issued for a second meeting to be held under the same conditions stipulated in Article (31) of this system. In all cases, the second meeting is valid if attended by shareholders representing at least a quarter of the shares with voting rights.
3. If the necessary quorum is not met in the second meeting, a third meeting is convened under the same conditions stipulated in Article (31) of this system, and the third meeting is valid regardless of the number of shares with voting rights represented.

Article (35): Voting in Assemblies:

1. Each shareholder has one vote per share in the General Assemblies. Cumulative voting must be used to elect Board members so that the voting right of a share cannot be used more than once.
2. General and special shareholders' assembly meetings may be held, and shareholders may participate in deliberations and vote on decisions using modern technical means according to the regulations set by the competent authority.

Article (36): Assembly Decisions:

1. Decisions of the Ordinary General Assembly are issued by the majority of voting rights represented in the meeting.
2. Decisions of the Extraordinary General Assembly are issued by a two-thirds majority of the voting rights represented in the meeting, except when the decision pertains to increasing or reducing the capital, extending the company's duration, dissolving the company before its specified term, or merging the company with another company, in which case the decision is valid only if issued by a three-quarters majority of the voting rights represented in the meeting.

Article (37): Assembly Discussions:

Each shareholder has the right to discuss the topics on the General Assembly's agenda and direct questions about them to Board members and the external auditor. The Board or the external auditor must answer shareholders' questions to the extent that it does not harm the company's interest. If a shareholder deems the answer to their question unsatisfactory, they may refer to the Assembly, and its decision in this regard is final.

Article (38): Assembly Chairmanship and Minutes Preparation:

A minutes of the General Assembly meeting shall be prepared, including the number of shareholders present in person or by proxy, the number of shares they hold in person or by proxy, the number of votes allocated to them, the decisions taken, the number of votes that approved or opposed them, and a summary of the discussions held during the meeting. The minutes shall be regularly recorded after each meeting in a special register signed by the Assembly Chairman, its Secretary, and the vote collectors.

(Chapter Five)

External Auditor

Article (39): Appointment, Dismissal, and Resignation of the External Auditor:

1. The company shall have one or more external auditors licensed in Saudi Arabia, appointed annually by the General Assembly, which determines their fees, duration of work, and scope. They may be reappointed, provided that their appointment period does not exceed the legally prescribed duration.
2. The General Assembly may dismiss the external auditor by decision, and the Board Chairman must notify the competent authority of the dismissal decision and its reasons within (5) five days from the date of the decision.
3. The external auditor may resign by submitting a written notification to the company, ending their duties from the date of submission or a later date specified in the notification, without prejudice to the company's right to compensation for any damage caused by the resignation. The resigning auditor must submit to the company and the competent authority - when submitting the notification - a statement of the reasons for resignation. The Board must invite the General Assembly to convene to consider the resignation reasons and appoint another external auditor, determining their fees, duration of work, and scope.

Article (40): External Auditor's Powers: The external auditor has the right, at any time, to access the company's documents, accounting records, and supporting documents. They may request the data and explanations they deem necessary to verify the company's assets and liabilities and other matters within their scope of work. The Board must enable them to perform their duties. If the external auditor encounters difficulty in this regard, they must document it in a report submitted to the Board. If the Board does not facilitate the auditor's work, they must request the Board to invite the Ordinary General Assembly to convene to consider the matter. The external auditor may direct this invitation if the Board does not issue it within (30) thirty days from the auditor's request.

(Chapter Six)

Company Accounts and Profit Distribution

Article (41): Fiscal Year:

The company's fiscal year begins on the first day of January and ends on the last day of December each calendar year.

Article (42): Financial Documents:

1. At the end of each fiscal year, the Board must prepare the company's financial statements, a report on its activities, and its financial position for the past fiscal year, including the proposed method for profit distribution. The Board must place these documents at the external auditor's disposal at least (45) forty-five days before the scheduled date of the annual Ordinary General Assembly.
2. The financial documents mentioned in paragraph (1) of this article must be signed by the company's Board Chairman, CEO, and CFO, and copies of these documents must be deposited at the company's headquarters for shareholders' access.
3. The Board Chairman must provide shareholders with the company's financial statements, the Board's report, after being signed, and the external auditor's report unless published in any modern technical means at least (21) twenty-one days before the scheduled date of the annual Ordinary General Assembly.

Article (43): Profit Distribution:

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

1. The Ordinary General Assembly may, based on the Board's proposal, allocate a percentage of the net profits to form a general reserve allocated for a specific purpose or purposes.
2. The Ordinary General Assembly may decide to form other reserves, as deemed necessary for the company's benefit or to ensure stable profit distribution to shareholders. The same Assembly may also allocate amounts from the net profits to establish social institutions for the company's employees or support existing ones.
3. The Ordinary General Assembly may distribute the remaining profits to the company's shareholders.
4. The company may distribute interim profits to its shareholders on a semi-annual or quarterly basis after fulfilling the requirements and conditions issued by the Capital Market Authority, and it may delegate the Board to do so according to the regulations issued by the Capital Market Authority.
5. The General Assembly may allocate any amount of the company's funds available for cash distributions as a general reserve or for social purposes for the company's employees or its subsidiaries or for other purposes related to the company as the Board deems in the company's best interest.

Article (44): Profit Entitlement:

A shareholder is entitled to their share of the profits according to the General Assembly's decision, specifying the entitlement and distribution dates. Profit entitlement shall be for the shareholders registered in the shareholders' records at the end of the entitlement date.

(Chapter Seven)

Disputes

Article (45): Liability Lawsuit:

Every shareholder has the right to file a liability lawsuit against the Board members if their error causes specific damage to them. The shareholder may not file the mentioned lawsuit unless the company's right to file it still exists. The shareholder must notify the company of their intention to file the lawsuit.

(Chapter Eight)

Company Dissolution and Liquidation

Article (46): Company Dissolution:

The company dissolves for any of the reasons for dissolution mentioned in Article (243) of the Companies Law. Upon dissolution, the company enters liquidation according to the provisions of the second chapter of the Companies Law. If the company dissolves and its assets are insufficient to cover its debts or it is insolvent according to the Bankruptcy Law, it must apply to the competent judicial authority to initiate any of the liquidation procedures under the Bankruptcy Law.

(Chapter Nine)

Final Provisions

Article (47): Companies Law:

1. The company is subject to the applicable regulations in Saudi Arabia.
2. Any provision contrary to the Companies Law in this system is not valid, and the Companies Law and its executive regulations apply to all unmentioned matters in this system.

Article (48): Publication:

This system is deposited and published according to the Companies Law and its executive regulations.