



## The Statute

### Arabian International Healthcare Holding Co (a closed Saudi joint stock company)

#### (Chapter 1) Transformation of the Company

##### Article (1) Transformation:

In accordance with the provisions of this Law and the Companies Law issued by Royal Decree No. (M/3) dated 28/01/1437 AH, the Arab International Medical Holding Company (a limited liability company) registered in the Commercial Register in Riyadh under No. 1010380429 and dated 10/08/1434 AH was transformed into a company Saudi contribution according to the following:

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

Arabian International Healthcare Holding Co (a Saudi joint stock company listed).

##### Article (3) Objectives of the company:

The purposes for which the company was formed are:

1. Managing its affiliated companies, or participating in the management of other companies in which it contributes and providing the necessary support to them.
2. Investing its money in shares and other securities.
3. Possessing real estate and movables necessary to carry out its activity.
4. Owning industrial property rights such as patents, trademarks, industrial rights, franchises and other intangible rights, and exploiting and leasing them to its subsidiaries or to others.
5. Providing loans, guarantees and financing to its subsidiaries.

The company carries out 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 on its own (with limited liability or closed joint stock) and it may also own shares and shares in other existing companies or merge with them, and it has the right to participate with others in the establishment of joint stock or limited liability companies, after fulfilling the requirements of the regulations and instructions followed in this matter. The company may also dispose of these shares or shares, provided that this does not include mediation in their trading.

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute	Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G	Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No: 0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022





#### **Article (5) The head office of the company:**

The head office of the company is located in the city of Riyadh in the Kingdom of Saudi Arabia, and the company may establish branches, offices or agencies for it inside or outside the Kingdom of Saudi Arabia by a decision of the Board of Directors.

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

The term of the company is ninety-nine (99) calendar years starting from the date of the issuance of the ministerial decision of commerce approving the announcement of the conversion of the company, and the term of the company may always be extended by a decision issued by the extraordinary general assembly at least one year before the expiry of its term.

### **(Chapter 2) Capital and Shares**

#### **Article (7) The Company's Capital:**

The company's capital is set at two hundred million (200,000,000) Saudi riyals, divided into twenty million (20,000,000) shares of equal value, each with a nominal value of (10) Saudi riyals, all of which are common nominal cash shares.

#### **Article (8) Subscription to Shares:**

Shareholders have subscribed to all the company's shares amounting to twenty million (20,000,000) shares and their total value is two hundred million (200,000,000) Saudi riyals and have paid their full value.

#### **Article (9) Instruments:**

The company may, with the approval of the Board of Directors, issue loan instruments and all types of securities in accordance with the principles set by the competent authority and be in compliance with the provisions of Islamic Sharia, whether for public subscription or otherwise, inside or outside the Kingdom of Saudi Arabia and in any currency.

#### **Article (10) Financial Instruments and Debt Instruments:**

1. The company may not issue debt instruments or financing instruments that are convertible into shares, except after a resolution is issued by the extraordinary general assembly specifying the maximum number of shares that may be issued in exchange for those instruments or sukuk, whether those instruments or sukuk were issued at the time. itself or through a series of issues or through

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute	Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G	Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No: 0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022





one or more programs to issue debt instruments or financing instruments, provided that they are in all cases compatible with the provisions of Islamic Sharia.

2. The decisions of the general assemblies of shareholders shall apply to the owners of debt instruments and financial instruments. However, the general assemblies of shareholders may not amend the rights granted to the owners of debt instruments and financial instruments except with the approval of them in a special assembly held in accordance with the provisions of Article 89 of the Companies Law.

### **Article (11) Trading in Shares:**

Shares subscribed by shareholders may not be traded until after the financial statements have been published for two fiscal years, each of which is not less than twelve months from the date of the company's transformation. The bonds of these shares are marked with an indication of their type, the date of the company's transformation, and the period during which trading is prohibited. However, during the prohibition period, the ownership of shares may be transferred in accordance with the provisions of the sale of rights from one of the shareholders to another shareholder or from the heirs of one of the shareholders in the event of his death to third parties or in the event of execution on the funds of the insolvent or bankrupt shareholder, provided that the priority of owning those shares is for the other shareholders. The provisions of this Article shall apply to what the shareholders subscribe to in the event of an increase in the capital before the expiry of the prohibition period.

### **Article (12) Sale of Unrealized Shares:**

The shareholder is obligated to pay the value of the share on the dates specified for this. If he fails to pay on the due date, the board of directors may, after being notified by e-mail or notify him by a registered letter, sell the share in the public auction or the stock market, as the case may be, in accordance with the controls set by the competent authority. If the sale proceeds do not meet these amounts, the company may collect the remainder of all the shareholder's money. However, the shareholder who defaulted on payment until the day of sale may pay the value due from him in addition to the expenses incurred by the company in this regard. The company cancels the share that was sold in accordance with the provisions of this article, and gives the buyer a new share bearing the number of the canceled share, and indicates in the shares register that the sale took place with the name of the new owner.

### **Article (13) Issuance of Shares:**

The company's shares are nominal and may not be issued for less than their nominal value, but may be issued for a higher than this value. In the latter case, the difference in value is added in a separate item within the shareholders' equity. It is not permissible to distribute it as dividends to shareholders, and the share is indivisible in the face of the company. If the share is owned by multiple persons, they must choose

<b>The Company's name</b> Arabian International Healthcare Holding Co (Saudi contribution included)	<b>The Statute</b>	<b>Ministry of Commerce</b> (Operations Management)
<b>Commercial Record</b> 1010380429	<b>Date: 12/09/2022 G</b>	<b>Sealed by: Ministry of Commerce</b> <b>and Investment</b> <b>FAISAL AL-BALAWI</b>
	<b>Page No:</b>	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022







one of them to represent them in the use of the rights related to it, and these persons shall be jointly responsible for the obligations arising from the ownership of the share.

**Article (14) Preferred Shares:**

The company may, by a decision of the extraordinary general assembly, issue preferred or ordinary shares and purchase, sell, mortgage and transfer its ordinary or preferred shares in accordance with the relevant laws and regulations.

**Article (15) Shareholders Register:**

The company's shares are traded in accordance with the provisions of the Capital Market Law and its regulations and any other relevant laws and regulations.

**Article (16) The company's purchase of its shares:**

The company may, after the approval of the Extraordinary General Assembly, purchase its ordinary or preferred shares with an upper limit for the number of shares subject of the purchase and its purposes, and authorizing the Board of Directors to complete the purchase in one or several stages within a maximum period of twelve months from the date of approval, provided that the company announces This approval and its terms and conditions immediately after its issuance, and the Extraordinary General Assembly may, at any time, decide to change the purposes of purchasing shares.

If the company's purpose of purchasing its shares is to allocate its shares to its employees within the employee shares program, then in addition to the controls for the company's purchase of its shares stipulated in the Companies Law and this system, the extraordinary general assembly must approve the employee shares program, and the general assembly may authorize the board of directors to determine the provisions of this the program including the allotment price for each share. Non-Executive Board Members are not entitled to participate in the Employee Shares Program, and Executive Board Members are not entitled to vote on Board decisions related to the Employee Shares Program.

The company's purchase of its ordinary or preferred shares shall be in accordance with the regulations set by the competent authorities.

**Article (17) The company's sale of its shares:**

By a decision of the Board of Directors it is permissible to sell treasury shares at once or in several stages after a decision of the extraordinary general assembly has been issued approving the sale of these shares, provided that the decision of the Board of Directors does not conflict with the decision of the extraordinary general assembly approving the purchase of these shares. At the time of the issuance of the Board of Directors' decision to sell the treasury shares for a cash consideration, the shareholders of the company

<b>The Company's name</b> Arabian International Healthcare Holding Co (Saudi contribution included)	<b>The Statute</b>	<b>Ministry of Commerce</b> (Operations Management)
<b>Commercial Record</b> 1010380429	<b>Date:</b> 12/09/2022 G <b>Page No:</b> 0/ 18	<b>Sealed by:</b> Ministry of Commerce and Investment <b>FAISAL AL-BALAWI</b>

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022





shall have priority in purchasing in proportion to the shares they own from the total paid-up capital of the company, during the period specified in the resolution.

The company's sale of treasury shares shall be in accordance with the regulations set by the competent authorities.

**Article (18) the company's pledge of its name:**

The company may pledge its shares after the issuance of a decision by the Ordinary General Assembly approving the process of the company's pledge of its shares. The company may obtain the prior approval of the general assembly for more than one transaction.

The company's pledge of its shares shall be in accordance with the regulations set by the competent authorities.

**Article (19) Capital Increase:**

1. The Extraordinary General Assembly may decide to increase the capital of the company, provided that the capital has been paid in full. It is not required that the capital has been paid in full if the unpaid part of the capital belongs to shares issued in exchange for converting debt instruments or financing instruments into shares and the period set for converting them into shares has not expired.
2. The Extraordinary General Assembly may, in all cases, allocate the shares issued upon the capital increase, or part thereof, to employees of the company and its subsidiaries or some of them, or any of that. Shareholders may not exercise the right of priority when the company issues the shares allocated to employees.
3. The shareholder who owns the share at the time of the issuance of the extraordinary general assembly's decision approving the capital increase has priority in subscribing to the new shares issued in exchange for cash shares. and its end.
4. The Extraordinary General Assembly has the right to suspend the priority right of the shareholders to subscribe to the capital increase in exchange for cash shares or to give priority to non-shareholders in the cases it deems appropriate for the interest of the company.
5. The shareholder has the right to sell or assign the priority right during the period from the time of the assembly's decision approving the capital increase until the last day of subscribing to the new shares associated with these rights, in accordance with the regulations set by the competent authority.
6. Taking into account what was mentioned in paragraph (4) above, the new shares shall be distributed to the priority rights holders who requested subscription, in proportion to their pre-emptive rights out of the total pre-emptive rights resulting from the capital increase, provided that what they receive does not exceed the shares they requested. The remainder of the new shares shall be distributed to the priority rights holders who have requested more than their share, in proportion to their pre-emptive

<b>The Company's name</b> Arabian International Healthcare Holding Co (Saudi contribution included)	<b>The Statute</b>	<b>Ministry of Commerce</b> (Operations Management)
<b>Commercial Record</b> 1010380429	<b>Date: 12/09/2022 G</b>	<b>Sealed by: Ministry of Commerce</b> <b>and Investment</b> <b>FAISAL AL-BALAWI</b>
	<b>Page No: 0/ 18</b>	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022







rights out of 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, and the remaining shares are subtracted. On third parties, unless the Extraordinary General Assembly decides or the Capital Market Law provides otherwise.

### **Article (20) Capital Reduction:**

The Extraordinary General Assembly may decide to reduce the capital if it exceeds the company's needs or if the company suffers losses. In the latter case alone, the capital may be reduced below the limit stipulated in Article (fifty-fourth) of the Companies Law. The reduction decision shall not be issued except after reading a special report prepared by the auditor on the reasons for it, the obligations of the company and the effect of the reduction in these obligations. If the reduction of the capital is a result of the capital exceeding the company's need, the creditors shall be called to express their objections to it within sixty (60) days from the date of publishing the decision of reduction in a daily newspaper distributed in the city in which the head office of the company is located. If one of the creditors objects and submits to the The company must provide his documents on the mentioned date, and the company must pay him his debt if it is current, or provide him with a sufficient guarantee to pay it if it is deferred.

### **(Chapter 3) Company Management**

### **Article (21) Composition of the Board of Directors:**

The company is managed by a board of directors consisting of seven (7) members elected by the ordinary general assembly of shareholders for a period not exceeding three years, and the members of the board of directors may be re-elected. The term of membership of the first board of directors begins from the date of the issuance of the ministerial decision announcing the conversion of the company. With the exception of that, the transformational assembly appoints the first board of directors for a period of five years.

### **Article (22) Termination of Board Membership:**

The membership of the Board shall terminate upon the expiry of its term or upon the expiry of the member's eligibility for it in accordance with any system or instructions in force in the Kingdom. However, the Ordinary General Assembly may at any time dismiss all or some of the Board members, without prejudice to the dismissed member's right towards the company to claim compensation if the dismissal occurred for a reason other than acceptable or at an inappropriate time, and a member of the board of directors may retire, provided that it is at an appropriate time, otherwise he will be liable by the company for the damages resulting from the retirement.

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute	Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G	Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No: 0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022





### Article (23) Vacant Position in the Board of Directors:

If the position of a member of the Board of Directors becomes vacant, the Board may appoint a temporary member in the vacant position, provided that he is one of those who have sufficient experience and competence. The Ministry of Commerce and the Capital Market Authority must inform the Ministry of Commerce and the Capital Market Authority within five (5) working days from the date of appointment and to present the appointment to the Ordinary General Assembly At its first meeting, the new member completes the term of his predecessor. If the necessary conditions for the convening of the Board of Directors are not met due to the lack of its members from the minimum stipulated in the Companies Law or this bylaw, the remaining members must call the Ordinary General Assembly to convene within sixty (60) days to elect the necessary number of members.

### Article (24) Powers of the Board of Directors:

Taking into account the competences prescribed for the General Assembly, the Board of Directors shall have the widest powers in managing the company to achieve its objectives, including but not limited to the following:

1. Borrowing, opening documentary credits, and issuing guarantees in return for insurance and without insurance.
2. Opening current accounts for demand or for current debits for a term of dealing with them, issuing checks, making transfers and receiving their value.
3. Withdrawing from the account under checks or payment orders, even if such withdrawal results in the statement of the account and its conversion to a debtor.
4. Submission of pledges and guarantees and signing of the fine and joint payment guarantee for the facilities granted to others.
5. Receipt of documents, papers, bonds, invoices and bills of lading belonging to any goods that have been shipped to the company with the right to authorize any violations of the terms of credit.
6. Borrowing and obtaining banking facilities, signing contracts and bonds to order, providing the necessary guarantees, mortgaging and canceling the mortgage, and they have the right to dispose of slow-moving and damaged goods, exempt debtors and acknowledge doubtful debts.
7. The right to authorize others to sign the company's accounts.
8. The right to participate in companies and sign companies' articles of incorporation and partners' decisions and amend those contracts and all changes, modernization or renewal that occur thereto.
9. The Board has the right to delegate all or part of its authority to others.
10. Setting the company's internal regulations, approving its vision, strategies and work plans, and approving its operating budgets, annual capital budget, and others.
11. With regard to (real estate, land, goods and assets) they have the right to buy and sell commodities, minerals, lands, real estate and the like in front of a clerk or government, accept emptying, pay the

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute	Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G	Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No: 0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022







price, accept gift, empty, mortgage and release the pledge, and they have the right to merge, split, sort, receive the checks, update the checks and enter them into the comprehensive system Relinquishing the space shortfall, converting agricultural land to residential, amending the owner's name and civil registry number, modifying borders, lengths, area, plot numbers, plans, checks and their dates, neighborhood names, leasing, signing lease contracts, renewing management contracts, receiving rent, building land, renting land, segmentation, sorting, extracting a replacement and damaged deed, and extracting a replacement deed. Missing and annexing the excess area adjacent to the land, converting the cubits to meters in the deed, converting feet into meters in the deed, converting agricultural land to residential or industrial, proving the building, receiving the deed, entering real estate contributions, buying real estate contributions shares and housing grants, selling contributions shares, reviewing the Royal Court regarding this, reviewing the municipality and submitting On a residential land grant, receiving investments, and Its environment, drawing the lottery, accepting compensation for the granted land, agreeing to transfer the grant, reviewing the notary public or the court, accepting emptying the granted plot of land and agricultural grants, reviewing the Ministry of Agriculture and the Directorate of Agriculture regarding receiving the decision, reviewing the notary public or the court to accept its emptying, waiving the agricultural decision and transferring the agricultural decision.

12. With regard to (banks) they have the right to deal with all public banks and banks inside or outside the Kingdom in relation to the company and sister companies in concluding all agreements and banking and financing deals, opening and managing accounts and transactions, withdrawing from accounts, depositing and transferring from accounts, opening and managing accounts and transactions electronic account statement extraction, check book extraction, issuance of certified checks, signing checks, issuing promissory notes, bills of exchange and any other commercial or financial papers approved by the regulations in force in the Kingdom, receiving and disbursing remittances, subscribing to safe deposit boxes, renewing subscription to safe deposit boxes, redeeming units of safety deposit boxes, issuing facilities, guarantees and guarantees for the company or to guarantee Facilities that may be granted to individuals, individual institutions, companies, local or foreign banks and banks inside and outside the Kingdom, arising from these loans and facilities, such as mortgages, promissory notes, stock certificates and other in-kind or monetary guarantees, and signing on Islamic Murabaha and Islamic agreements and other Islamic products that offered by Banks to any party, request loans, bank facilities, credits, guarantees, and guarantees without limits of duration or value, compatible with Sharia provisions, request exemption from loans, and may provide financial support to any of the companies in which the company participates, as well as subsidiaries or sister companies, and guarantee the credit facilities obtained by any of the companies that it participates in. The company participates in it and has the right to employ the company's funds and invest them in any way, activate accounts, close and settle accounts, cash checks, object to checks, receive bounced checks, update data and subscriptions in

<b>The Company's name</b> Arabian International Healthcare Holding Co (Saudi contribution included)	<b>The Statute</b>	<b>Ministry of Commerce</b> (Operations Management)
<b>Commercial Record</b> 1010380429	<b>Date: 12/09/2022 G</b>	<b>Sealed by: Ministry of Commerce</b> <b>and Investment</b> <b>FAISAL AL-BALAWI</b>
	<b>Page No: 0/ 18</b>	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022







joint stock companies, buy and sell legitimate shares, receive certificates of contributions, receive the value of shares, receive profits, receive surplus, and open investment portfolios with controls Legitimacy, editing, amending and canceling orders, redeeming units of investment funds, dividing shares among heirs, transferring them to their portfolios, subscribing to shares, buying shares, selling shares, transferring shares from the portfolio, investing company funds and investing them in any form, buying and selling shares, Saudi and non-Saudi stocks, bonds, and establishing companies and funds. s Investment inside and outside the Kingdom and discharge the company's debtors from their obligations and debts.

13. With regard to (companies), they have the right to establish companies, sign articles of incorporation and amendment annexes in companies, sign partners' decisions, appoint and dismiss managers, enter and exit partners, enter into existing companies, increase capital, reduce capital, determine capital, purchase shares and shares, pay the price, sell shares and shares, and receive value. Reducing the capital, determining the capital, purchasing shares and shares, paying the price, selling shares and shares, receiving value and profits, assigning shares and shares from the capital, accepting assignment of shares and shares from the capital, transferring shares, shares and bonds, amending the legal entity, signing agreements, modifying the company's purposes, closing accounts with banks in the name of the company Amending the articles of incorporation contracts or amendment annexes, company registration, agency and trademark registration, trademark assignment, signing commercial agency contracts and distribution agencies to represent Saudi and foreign companies and institutions in accordance with the regulations in force in the Kingdom, attending general councils, opening files for the company, opening and writing off company branches, liquidating companies and transferring companies from Contribution to Limited Liability and Conversion For companies from limited liability to the contribution and cancellation of the articles of incorporation and amendment annexes, signing the articles of incorporation, extracting and renewing commercial records for the company, subscribing to and renewing the Chamber of Commerce, signing all documents with the Chamber of Commerce, reviewing the quality and quality management, the Standards and Metrology Authority, obtaining and renewing licenses for the company, converting the institution and its branches into a company, and transferring Companies and their subsidiaries into an establishment, converting the company's branch into a company, reviewing telecommunications companies, establishing fixed phones or mobile phones in the company's name, reviewing the General Investment Authority and signing before it, reviewing the Capital Market Authority, entering tenders, receiving investments, signing contracts for the company with others, publishing the articles of incorporation and amendment supplements and their summaries and statutes in the Official Gazette .
14. With regard to (commercial records), they have the right to review records management, extract records, renew records, transfer commercial records, reserve a trade name, open subscription with the Chamber of Commerce, renew subscription with the Chamber of Commerce, sign all documents

<b>The Company's name</b> Arabian International Healthcare Holding Co (Saudi contribution included)	<b>The Statute</b>	<b>Ministry of Commerce</b> (Operations Management)
<b>Commercial Record</b> 1010380429	<b>Date: 12/09/2022 G</b>	<b>Sealed by: Ministry of Commerce</b> <b>and Investment</b> <b>FAISAL AL-BALAWI</b>
	<b>Page No: 0/ 18</b>	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022





with the Chamber of Commerce, manage my business, approve signature with the Chamber of Commerce and supervise The records shall amend the records, add the activity of opening branches of the company, write them off, extract a replacement record for damaged or lost ones, review the social insurance.

15. With regard to (companies and civil institutions), representing the company and signing on its behalf with all that is necessary in the Council of Engineers for companies and civil institutions, and reviewing insurance companies that comply with Sharia provisions and their branches and the departments and sections that follow.
16. With regard to (industrial licenses), renewing licenses, amending licenses, adding activity, booking names, canceling licenses, subscribing to the Chamber of Commerce, renewing subscription to the Chamber of Commerce, opening branches, transferring licenses, extracting a replacement record for damaged or missing ones, reviewing all relevant authorities, completing all necessary procedures and signing what is required.
17. With regard to (Passports and Recruitment), they have the right to issue residency permits, renew residency permits, replace lost or damaged permits, exit and return, final exit, transfer sponsorships, transfer employment sponsorship for oneself, transfer information, update data, modify professions, settlement, assignment of workers, report escape, cancel escape reports, and cancel Exit and return visas, cancellation of final exit visas, obtaining visas and travel replacement for damaged or lost, extracting extension of visit visas, adding dependents, finalizing the procedures for deceased workers, extracting workers' data, dropping workers, reviewing the Department of Deportation and Expatriates, Ports Affairs, extracting return scenes, extracting Hajj permits, reviewing maids' affairs, obtaining visas, and receiving compensation Visas, finalizing the procedures of the deceased worker, extracting a return scene, reviewing the deportation and expatriate department, extracting a statement of data, extracting a visitor visa extension, transferring sponsorships, modifying professions, updating professions, updating workers' data, liquidating and canceling employment, reporting labor flight, obtaining and renewing work permits, ending employment procedures with social insurance, and Reviewing the computer management in the workforce in the Labor and Human Resources Office, adding and deleting Saudis, receiving Saudization certificates, extracting a data sheet, opening the main and subsidiary files, renewing and canceling them, transferring ownership of establishments, liquidating and canceling them, reviewing the private recruitment offices section, activating the Saudi portal, upgrading to the next level, extracting visas, canceling visas, and refunding visa amounts. Amending nationalities, obtaining family visit visas, issuing family visas, modifying professions in visas, reviewing the embassy, extending exit and return visas, extending visitor visas, extracting a data sheet, modifying the profession in the visa, and recruiting workers from abroad.
18. With regard to (the Agricultural, Industrial and Real Estate Development Fund), they have the right to receive special compensation, receive a special valuation, apply for and receive a loan, sign a

<b>The Company's name</b> Arabian International Healthcare Holding Co (Saudi contribution included)	<b>The Statute</b>		<b>Ministry of Commerce</b> (Operations Management)
<b>Commercial Record</b> 1010380429	<b>Date: 12/09/2022 G</b>		<b>Sealed by: Ministry of Commerce</b> <b>and Investment</b> <b>FAISAL AL-BALAWI</b>
	<b>Page No:</b>	<b>0/ 18</b>	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022







contract with the Fund, transfer the loan on the land, request an exemption from the loan, request that there are no financial obligations, return the amount, cash checks, pay the loan, apply for a loan and conclude the contract with the fund.

19. With regard to the (General Traffic Department), they have the right to issue a driving license, issue a replacement for damaged or lost driving license, renew a driving license, issue plates, renew plates, transfer car plates, drop car plates, extract a repair permit for the car, purchase a car plate from traffic, export the car, change the color of the car, and issue an authorization Driving a car, making a theft report, canceling a theft report, objecting, settling and adjudicating violations, extracting a data sheet, reviewing the emirate, the Division for the Enforcement of Judicial Judgments, police stations, reviewing the Road Security Command, reviewing the General Presidency of the National Guard and its sectors, the General Administration of Mujahideen, reviewing the General Investigations, reviewing administrative investigations, reviewing criminal investigations, reviewing the General Directorate of Combating Narcotics, the General Directorate of Prisons, the General Directorate of Civil Defense, the General Directorate of Border Guards, its branches, and the departments and sections affiliated with it.
20. With regard to (cars), they have the right to buy and sell cars, import cars, review customs, car customs, issue license plates, review and the Ministry of Transport to issue car operating cards, waive the concluded contract, sell cars belonging to inheritance, rent a car with a promise of ownership, end warranty procedures, buy a motorcycle, and receive the seized car. Selling a car, selling a motorcycle, reviewing the traffic regarding the accident on the car, reviewing the Ministry of Transport and the Traffic Department to convert the car, buying a car from outside the Kingdom of Saudi Arabia, and the procedures for shipping the car to the Kingdom of Saudi Arabia, reviewing customs and traffic to finish customs procedures, issuing car plates, selling the exported car, the Customs Authority, and issuing Renewing customs licenses, transferring and canceling customs licenses, opening branches for them, clearing goods, inspecting, inspecting, paying fees, receiving clearances and customs cards, amending or extracting replacement for lost customs cards, and managing and supervising licenses.
21. With regard to (Ministries and Authorities) they have the right to represent the company in its relations with others and to sign before government agencies and private entities before the judiciary, the Royal Court, the Ministry of Justice, the Ministry of Interior, the Ministry of Foreign Affairs, the Ministry of Defense, the Ministry of Commerce, the Ministry of Investment, the Ministry of Finance, the Ministry of Agriculture, the Ministry of Labor, the Ministry of Social Affairs and the Ministry of Municipal Affairs The Ministry of Education, the Ministry of Health, the Ministry of Culture and Information, the Ministry of Islamic Affairs, Call and Guidance, the Ministry of Housing, the Ministry of Electricity and Water, the Ministry of Energy, the Ministry of Industry and Mineral Resources, the Ministry of Transport, the Ministry of Hajj, the Ministry of Civil Service, the Ministry of Communications and Information Technology, the Ministry of

<b>The Company's name</b> Arabian International Healthcare Holding Co (Saudi contribution included)	<b>The Statute</b>		<b>Ministry of Commerce</b> (Operations Management)
<b>Commercial Record</b> 1010380429	<b>Date: 12/09/2022 G</b>		<b>Sealed by: Ministry of Commerce</b> <b>and Investment</b> <b>FAISAL AL-BALAWI</b>
	<b>Page No:</b>	<b>0/ 18</b>	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022





Economy and Planning and its subsidiaries and departments, the Central Bank and the General Organization for Technical Training The General Organization for Ports, the General Corporation for Railways, the General Corporation for King Fahd Causeway, the King Abdulaziz City for Science and Technology, the General Corporation for Expensive Silos and Flour Mills, the Public Pension Agency, the General Corporation for Saudi Arabian Airlines, the General Corporation for Saline Water Conversion, and the Corporation The General Social Insurance, the Public Prosecution, the Capital Market Authority, the Saudi Standards, Metrology and Quality Organization, the General Authority for Endowments, the Saudi Commission for Health Specialties, the Food and Drug General Authority, the Ministry of Tourism and Antiquities, the National Anti-Corruption Commission, the Industrial Cities and Refinement Zones Authority, the Royal Commission for Jubail and Yanbu, the Human Rights Commission, the National Commission for the Protection and Development of Wildlife and the Commission The General Authority of Civil Aviation, the General Authority for the Development of Riyadh, the Development Authority of Makkah and the Holy Sites, the Madinah Development Authority, the Communications Authority and its branches, the Saudi Embassy, the Education Department and its departments and sections, the General Authority for Zakat and Income, and the Civil Defense.

22. With regard to (telecom companies), they have the right to request all services provided by telecommunications companies, Internet and network service providers, review companies, extract mobile SIM cards, replace mobile SIM numbers, extract damaged or lost SIM numbers for mobile, transfer mobile SIM numbers, waiver or cancel mobile SIM numbers, and request Establishment of a landline, landline transfer, and cancellation or assignment of a landline number.
23. With regard to (the Electricity Company), a request to enter the electricity meter, a request to transfer the electricity meter, and a request to strengthen the electricity meter.
24. With regard to the (National Water Company), a request for a sewage receipt, an objection to fines, a request for the introduction of a water meter, a request for inspection of the water meter, receipt and delivery, review of all relevant authorities, completion of all necessary procedures and signing of what is required.
25. With regard to (the post), they have the right to request a PO box, receive the PO Box key, receive the registered mail, issue an authorization card for the box, renew or cancel subscription to the box, review all relevant authorities, finish all necessary procedures and sign what is required.
26. With regard to (municipalities), opening shops, obtaining licenses, renewing licenses, canceling licenses, extracting building and restoration permits, obtaining building completion certificates, planning land, issuing health cards, converting agricultural lands to residential, waiving the contract, making a plan for the land owned by deed, reviewing the trust and converting agricultural land into residential.
27. They have the right to contract with companies, institutions, accounting, engineering, technical and professional offices and contractors. They also have the right to appoint experts and arbitrators,

<b>The Company's name</b> Arabian International Healthcare Holding Co (Saudi contribution included)	<b>The Statute</b>		<b>Ministry of Commerce</b> (Operations Management)
<b>Commercial Record</b> 1010380429	<b>Date: 12/09/2022 G</b>		<b>Sealed by: Ministry of Commerce</b> <b>and Investment</b> <b>FAISAL AL-BALAWI</b>
	<b>Page No:</b>	<b>0/ 18</b>	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022







appoint lawyers, pay their fees and dismiss them, and conclude, sign and implement agreements and contracts, including but not limited to contracts of purchase, sale, lease, rental, agencies, concessions and other documents, contracts and transactions. To carry out transactions, actions, services and works within the scope of the company's objectives, enter into tenders and submit bids, compete, accept award and reject it, issue all licenses of the company, and have the right of mortgage, release of mortgage, mortgage, Murabaha, speculation, participation, investment and contracting.

28. They have the right to form committees and to assign them whatever powers the council deems appropriate, and to coordinate between these committees, with the aim of quickly deciding on the matters presented to them.

Except for that, the Board, by the majority within the limits of its competence, may delegate or delegate one or more of its members or from a third party to do specific work or works. It also has the right to delegate all or some of what has been mentioned on behalf of the company, and it has the right to rescind and cancel the agencies and to dismiss the agents. Representing the company in its relations with third parties, government and private agencies, chambers of commerce and industry, private bodies, companies, banks, commercial banks, money houses, all government finance funds and institutions of various names and specializations, and institutions of all kinds. The Board also has the right to contract, abide and associate in the name of and on behalf of the company, enter tenders, carry out all acts and actions, and sign all types of contracts, documents, and documents, including without limitation the articles of incorporation of the companies in which the company participates (whether new or existing companies) with all its amendments, appendices and amendment decisions. Including buying and selling shares and/or shares, increasing and decreasing the capital, amending management clauses, transferring and amending the legal entity and other amendments, signing agreements and deeds before the notary public and other official bodies, as well as loan agreements, guarantees and guarantees, issuing legal agencies on behalf of the company, and buying and selling Emptying and accepting it, receiving and delivering, renting, leasing, receiving and paying, opening accounts and credits, withdrawing and depositing with banks, issuing guarantees to banks, funds and government financing institutions, signing all papers, order bonds, checks, all commercial papers and documents, and all banking transactions. The Board of Directors may sell, buy and mortgage real estate, movables and company property.

However, with regard to the sale of the company's real estate, it must include the minutes of the board of directors and the reasons for its decision to act, taking into account that the board specifies in the sale decision the reasons and justifications for it, and that the sale is close to the price of the same, and that the sale is present except in cases approved by the Board and with sufficient guarantees, and that This action will result in the suspension of some of the company's activities or burdening it with other obligations.

<b>The Company's name</b> Arabian International Healthcare Holding Co (Saudi contribution included)	<b>The Statute</b>	<b>Ministry of Commerce</b> (Operations Management)
<b>Commercial Record</b> 1010380429	<b>Date: 12/09/2022 G</b>	<b>Sealed by: Ministry of Commerce</b> <b>and Investment</b> <b>FAISAL AL-BALAWI</b>
	<b>Page No: 0/ 18</b>	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022





The Board of Directors may also contract loans with government financing funds and institutions, regardless of their term, and may contract commercial loans, the terms of which do not exceed the end of the company's term, provided that the Board of Directors determines in its decision the aspects of using the loan and how to repay it.

The board of directors may, in the cases it deems, absolve the company's debtors of their obligations in accordance with what is in its interest, provided that the minutes of the board of directors and the rationale for its decision include the following conditions:

- The release must take place after a full year has passed since the debt arose.
- The release shall be for a specified amount as a maximum per year for one debtor.
- Discharge is a right of the Council, which may not be delegated.

The Board of Directors may provide financial support to any of the companies in which the company participates, as well as subsidiaries or sister companies, and guarantee the credit facilities obtained by any of the companies in which the company participates, as well as subsidiaries or sister companies, provided that the shareholders of these companies provide financial support, each according to the percentage of his ownership in company.

The board of directors may delegate or delegate on its behalf, within the limits of its competencies, one or more of its members or a third party with the powers, or to take a specific action or behavior, or to carry out certain work or actions, and cancel the delegation or power of attorney, in part or in whole.

**Article (25) Remuneration of Board Members:**

1. The remuneration of the members of the Board of Directors shall consist of an attendance allowance for Board meetings and a percentage of the profits stipulated in this bylaw and within the limits stipulated in the Companies Law and its Bylaws.
2. The report of the Board of Directors to the Ordinary General Assembly must include a comprehensive statement of all that the members of the Board of Directors received during the fiscal year in terms of remunerations, expenses allowance and other benefits, and it must also include a statement of what the members of the Board have received in their capacity as employees or administrators, or what they have received In return for technical or administrative work or consultations, it shall also include a statement of the number of council sessions and the number of sessions attended by each member from the date of the last meeting of the general assembly.

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute		Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G		Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No:	0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022







**Article (26) Powers of the Chairman, Deputy, Managing Director and Secretary:**

The Board of Directors appoints from among its members a chairman and a Vice Chairman, and it is not permissible to combine the position of Chairman of the Board of Directors with any other executive position in the company.

The Chairman shall have the power to invite the Board of Directors to meet, chair the meetings of the Board, represent the company and act on its behalf before others, whether it is a private or public entity, including ministries, government agencies, financial houses, notaries and all courts and administrative judiciary departments inside or outside the Kingdom of Saudi Arabia, including but not limited to the Office of Grievances, Sharia courts, Courts of Appeal, Execution Court, arbitration bodies, committees, labor courts, the Office for the Resolution of Commercial Paper Disputes, the Banking Dispute Settlement Committee formed in the Central Bank of Saudi Arabia, the Committees of the Capital Market Authority, the Customs Administration and any other committees or bodies, police departments, the emirate, civil rights offices of the Ministry of Interior, and the President has the right to claim Pleading, pleading, litigation, conciliation, the right to claim forgery, the right to request and lift seizure and execution, accept or reject arbitration, submit evidence and deny it, accept judgments and object to them, request a petition for reconsideration, the right to acknowledge and waive, request an oath, accept and reject it, appoint and dismiss lawyers, agents and arbitrators in relation to the foregoing, and the president has the right to appoint Or delegate others to some Or all of his powers under a legitimate authorization or agency to do so.

The board of directors appoints a secretary for the board to be chosen by it from among its members or from others, who is responsible for recording the minutes of the board of directors' meetings, recording and keeping the decisions issued by these meetings, in addition to exercising other powers assigned to him by the board of directors. The remuneration of the secretary is determined by the chairman of the board and the managing director jointly.

The term of membership of the Chairman, his deputy, and the Secretary of the Board member shall not exceed the term of their membership in the Board, and they may be re-elected and the Board may dismiss them or any of them at any time without prejudice to the right of those dismissed for compensation if the dismissal occurred for an unlawful reason or at an inappropriate time.

**Article (27) Board Meetings:**

The Board shall meet at least twice (2) annually at the invitation of its Chairman. The invitation shall be in writing and may be delivered by hand or sent by post, fax or e-mail. The Chairman of the Board shall call for a meeting whenever requested by at least two of the members.

**Article (28) Quorum for Board Meetings:**

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute	Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G	Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No: 0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022





The meeting of the Board shall not be valid unless attended by at least four (4) members of the Board in person or by proxy. In the event that the quorum is not achieved in the first meeting, a second meeting shall be called within seven (7) working days from the date of the first meeting. The quorum for the second meeting shall be considered valid when at least three (3) members attended, in person or by proxy. In the event that a member of the Board of Directors delegates another member to attend the Board's meetings, the delegation must be in accordance with the following rules:

1. A member of the Board of Directors may not represent more than one member in attending that meeting.
2. The delegation must be established in paper or electronic writing and regarding a specific meeting.
3. The representative may not vote on decisions that the system prohibits the representative from voting on.

The decisions of the Board of Directors are issued with the approval of the majority of the members present or represented in the meeting, and any meeting of the Board may be held by phone calls, by video calling, or any other means through which each member can speak and be heard by the other members. By presenting them to all the members separately, unless one of the members requests in writing the meeting of the Board for deliberation. These decisions are issued if approved by the absolute majority of the members of the Board, and these decisions are presented to the Board of Directors in its first following meeting.

#### **Article (29) of the Council's Deliberations:**

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

#### **Article (30) Conflicts of Interest:**

Each member of the board of directors shall inform the board of his direct or indirect interest in the business and contracts that are made for the company's account, and this notification shall be recorded in the minutes of the meeting. This member may not participate in voting on the resolution issued in this regard in the Board of Directors and the shareholders' assemblies. The Chairman of the Board of Directors informs the Ordinary General Assembly, when it convenes, of the business and contracts in which one of the Board members has a direct or indirect interest, and the notification is accompanied by a special report from the company's external auditor.

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute	Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G	Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No: 0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022







## (Chapter 4) Shareholders' Assemblies

### **Article (31) Attending Assemblies:**

Each subscriber, regardless of the number of his shares, has the right to attend the transformational assembly, and each shareholder has the right to attend the general assembly of shareholders, and for this he has the right to delegate another person other than the members of the board of directors or the company's employees to attend the general assembly.

### **Article (32) The General Assembly for Transition:**

Shareholders invite all subscribers to hold a transformational assembly within forty-five (45) days from the date of issuing the Ministry's decision licensing the transformation of the company. If this quorum is not available, a second meeting shall be held an hour after the end of the period specified for the first meeting, provided that the invitation for the first meeting shall include that. In all cases, the second meeting shall be valid regardless of the number of subscribers represented therein.

### **Article (33) Functions of the Transformation Association:**

The transformational association is concerned with the matters mentioned in Article (sixty-third) of the Companies Law.

### **Article (34) Functions of the Ordinary General Assembly:**

With the exception of the matters of the Extraordinary General Assembly, the Ordinary General Assembly is concerned with all matters relating to the company, and it convenes at least once a year during the six months following the end of the company's financial year. Other ordinary assemblies may also be called whenever the need arises.

### **Article (35) Functions of the Extraordinary General Assembly:**

The Extraordinary General Assembly is responsible for amending the company's articles of association, except for matters that are prohibited from amending by law. It may issue resolutions on matters originally within the competences of the ordinary general assembly, under the same terms and conditions prescribed for the ordinary general assembly.

### **Article (36) Invitation to Associations:**

General or special assemblies of shareholders are held at the invitation of the board of directors, and the board of directors must invite the ordinary general assembly if requested by the auditor or the audit committee or a number of shareholders representing five (5%) percent of the capital at least, and the auditor may invite the assembly to convene if the Board did not invite the Assembly within thirty (30) days from

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute	Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G	Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No: 0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022





the date of the auditor's request. The invitation to convene the general assembly shall be published in a daily newspaper distributed in the city in which the head office of the company is located, at least twenty-one (21) days before the date fixed for the meeting. Nevertheless, it may be sufficient to send the invitation on the aforementioned date to all shareholders with registered letters. A copy of the invitation and the agenda shall be sent to the Ministry of Commerce, within the period specified for publication.

**Article (37) Attendance Record of Assemblies:**

Shareholders who wish to attend the general or special assembly register their names at the company's head office before the time specified for the assembly, or according to any other method determined by the company.

**Article (38) Quorum of the Ordinary General Assembly Meeting:**

The meeting of the Ordinary General Assembly is not valid unless attended by shareholders representing at least a quarter of the capital. If this quorum is not available in the first meeting, a second meeting will be held an hour after the end of the period specified for convening the first meeting, provided that the invitation to hold the first meeting includes an announcement of the announcement. Possibility of holding the second meeting. The invitation shall be announced in the manner stipulated in Article (35) of this bylaw, and the second meeting shall be considered valid regardless of the number of shares represented therein.

**Article (39) Quorum of the Extraordinary General Assembly Meeting:**

The meeting of the extraordinary general assembly is not valid unless attended by shareholders representing at least half of the capital. On the possibility of holding the second meeting, and the second meeting is valid if attended by a number of shareholders representing at least a quarter of the capital. If the necessary quorum is not present in the second meeting, an invitation is sent to a third meeting to be held in the same conditions stipulated in Article (35) of this bylaw, and the third meeting will be valid regardless of the number of shares represented therein, after the approval of the competent authority.

**Article (40) Voting in Assemblies:**

Each shareholder has a vote for each share in the general assemblies and the cumulative vote must be used in electing the Board of Directors.

It is also possible for shareholders to vote in the company's general assemblies through the electronic voting services that the company provides in coordination with the relevant authorities.

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute	Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G	Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No: 0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022







### **Article (41) Decisions of the Associations:**

Resolutions of the General Assembly for conversion are issued by an absolute majority of the shares represented at the meeting. The decisions of the Ordinary General Assembly are issued by an absolute majority of the shares represented at the meeting, and the decisions of the Extraordinary General Assembly are issued by a two-thirds majority of the shares represented at the meeting, unless the decision is related to an increase or decrease in the capital, or to the extension of the company's term, or to the dissolution of the company before the expiry of the period specified in its statute or the incorporation of The company is in another company, and the decision is not valid unless it is issued by a majority of three quarters of the shares represented at the meeting.

### **Article (42) Discussion in Assemblies:**

Each shareholder has the right to discuss the topics listed on the agenda of the general assemblies and to direct questions about them to the members of the Board of Directors and the auditor. The board of directors or the auditor shall answer the shareholders' questions to the extent that the company's interest is not harmed. If the shareholder finds that the answer to his question is not convincing, he shall appeal to the assembly and its decision in this regard is effective.

### **Article (43) Presiding over associations and preparing minutes:**

The meetings of the general assemblies of shareholders are chaired by the chairman of the board of directors or his deputy in his absence, or whoever is delegated by the board of directors from among its members for that in the absence of the chairman and his deputy. Minutes of the meeting of the assembly shall be drawn up including the number of shareholders present or represented, the number of shares they hold in person or by proxy, the number of votes assigned to them, the decisions taken, the number of votes approving or disapproving of them, and an adequate summary of the discussions that took place at the meeting. Minutes are recorded on a regular basis after each meeting in a special register signed by the association's president, secretary and vote collector.

## **(Chapter 5) The Audit Committee and the Nominations and Remunerations Committee**

### **Article (44) Board Committees:**

The Board of Directors may form a number of committees according to the needs of the company and according to its circumstances, to carry out tasks determined by the Board of Directors from time to time. Except as otherwise provided in this bylaw, the members of the committees may be appointed from among the members of the board of directors or from others. The individuals appointed as members of these committees shall only exercise the duties assigned to them by the Council from time to time in accordance with the instructions and directives of the Council.

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute	Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G	Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No: 0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022





**Article (45) Formation of the Audit Committee:**

By a decision of the Ordinary General Assembly, an audit committee consisting of three (3) members who are not members of the executive board of directors, whether shareholders or others, shall be formed. The resolution shall specify the tasks of the committee, its work controls and the remuneration of its members.

**Article (46) Audit Committee Meeting Quorum:**

For a meeting of the Audit Committee to be valid, the attendance of the majority of its members is required, and its decisions are issued by the majority of the votes of those present.

**Article (47) Functions of the Audit Committee:**

The Audit Committee is responsible for monitoring the company's business, and for this purpose it has the right to review its records and documents and to request any clarification or statement from the members of the board of directors or the executive management, and it may ask the board of directors to invite the company's general assembly to convene. If the Board of Directors obstructs its work or if the company suffers serious damages or losses.

**Article (48) Audit Committee Reports:**

The Audit Committee shall consider the company's financial statements, reports and notes provided by the auditor, and express its views on them, if any. It shall also prepare a report on its opinion regarding the adequacy of the company's internal control system and the other work it has undertaken that fall within the scope of its competence.

The board of directors shall deposit sufficient copies of this report at the company's head office at least twenty-one (21) days before the date of the general assembly to provide each shareholder who wishes with a copy of it, and the report shall be read during the assembly.

**Article (49) The Nominations and Remunerations Committee:**

The Board of Directors may form from among its members or from non-members the Nominations and Remunerations Committee in the company. The Nominations and Remunerations Committee exercises those functions and powers assigned to it by the Board from time to time, including, but not limited to, recommending to the Board of Directors compensation and remunerations for senior management and senior executives of the Company. The Nominations and Remunerations Committee consists of three (3) members who are appointed by a decision of the Board of Directors. All decisions of the Nomination and Remuneration Committee are issued by an absolute majority of its members, and in the event of equal votes and the Committee being unable to agree on the decision within fifteen (15) days, the decision shall be referred by any of the members of the Committee to the Board of Directors for consideration and approval.

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute	Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G	Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No: 0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022







The entire deliberations and decisions of the meetings of the Nominations and Remunerations Committee shall be recorded in a manner that is acceptable to the Committee

### (Chapter 6) Auditor

#### **Article (50) Appointment of the Auditor:**

The company must have one or more auditors from among the auditors licensed to work in the Kingdom, to be appointed annually by the General Assembly and to determine his remuneration and the duration of his work. The Assembly may also change him at any time without prejudice to his right to compensation if the change occurred at an inappropriate time or for an illegal reason.

#### **Article (51) Powers of the Auditor:**

The auditor may, at any time, have access to the company's books, records and other documents, and he may request data and clarifications that he deems necessary to obtain in order to verify the company's assets and obligations and other matters that fall within the scope of his work. The chairman of the board of directors shall enable him to perform his duty, and if the auditor encounters difficulty in this regard, he shall prove this in a report submitted to the board of directors. If the board does not facilitate the work of the auditor, he shall ask the board of directors to invite the ordinary general assembly to look into the matter.

The auditor shall submit to the annual ordinary general assembly a report prepared in accordance with generally accepted accounting standards, which is guaranteed by the company's management's position to enable him to obtain the data and clarifications he requested, and any violations of the provisions of this bylaw or the provisions of the company's articles of association, and his opinion on the extent Fairness of the company's financial statements. The auditor shall read out his report in the General Assembly. If the assembly decides to ratify the report of the board of directors and the financial statements without listening to the auditor's report, its decision is void.

It is not permissible for the auditor to disclose to the shareholders, in a meeting other than the general assembly or to a third party, the company secrets that have come upon him due to the performance of his work, otherwise he must be dismissed in addition to his claim for compensation.

The auditor shall be responsible for compensating the damage caused to the company, shareholders or third parties due to errors committed by him in the performance of his work. If there are multiple auditors and they share in the error, they are jointly liable.

<b>The Company's name</b> Arabian International Healthcare Holding Co (Saudi contribution included)	<b>The Statute</b>	<b>Ministry of Commerce</b> (Operations Management)
<b>Commercial Record</b> 1010380429	<b>Date:</b> 12/09/2022 G <b>Page No:</b> 0/ 18	<b>Sealed by: Ministry of Commerce</b> <b>and Investment</b> <b>FAISAL AL-BALAWI</b>

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022





## (Chapter 7) Company accounts and profit distribution

### Article (52) Financial Year:

The company's financial year begins on the first of January and ends on December 31 of each Gregorian year, provided that the first fiscal year begins after the conversion from the date of the ministerial decision approving the conversion announcement and ends on December 31 of the current calendar year.

### Article (53) Financial Documents:

1. At the end of each financial year of the company, the board of directors must prepare the company's financial statements and a report on its activity and financial position for the past financial year. This report includes the proposed method for distributing profits. The Board shall place these documents at the disposal of the auditor at least forty-five (45) days prior to the date set for convening the General Assembly.
2. The company's board of directors, chief executive officer and financial manager must sign the documents referred to in paragraph (1) of this Article, and copies of them shall be deposited at the company's head office at the shareholders' disposal at least twenty-one (21) days before the date set for holding the general assembly.
3. The chairman of the board of directors shall provide the shareholders with the company's financial statements, the board of directors' report, and the auditor's report, unless they are published in a daily newspaper distributed in the company's head office. He must also send a copy of these documents to the Ministry of Commerce, at least fifteen (15) days before the date of the General Assembly meeting.

### Article (54) Distribution of Profits:

The company's annual net profits are distributed as follows:

1. (10%) of the net profits shall be set aside to form a statutory reserve, and the Ordinary General Assembly may discontinue this deduction when the said reserve reaches (30%) of the paid-up capital.
2. The Ordinary General Assembly, based on a proposal by the Board of Directors, may set aside a percentage not exceeding (20%) of the net profits to form a consensual reserve and allocate it for a specific purpose or purposes.
3. The Ordinary General Assembly may decide to create other reserves, to the extent that achieves the interest of the company or ensures the distribution of fixed profits as much as possible to the shareholders. The aforementioned assembly may also deduct sums from the net profits for the establishment of social institutions for the company's employees or to assist the existing ones of these institutions.

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute	Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G	Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No: 0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022







4. The balance shall be distributed to the shareholders equivalent to (5%) of the paid-up capital.
5. Taking into consideration the provisions stipulated in Article (25) of this Bylaw and Article (76) of the Companies Law, after the above, a percentage not exceeding ten (10%) percent of the remainder shall be allocated to the Board of Directors' remuneration, provided that the entitlement to this remuneration is proportional to the number of Sessions attended by the member.
6. The company may distribute interim dividends to its shareholders on a semi-annual or quarterly basis in accordance with the regulations issued by the Capital Market Authority.

**Article (55) Entitlement to Profits:**

The shareholder shall be entitled to his share of the profits in accordance with the decision of the General Assembly issued in this regard. The decision shall indicate the due date and the date of distribution. The eligibility for profits shall be for the owners of shares registered in the shareholders' records at the end of the day specified for entitlement.

**Article (56) Losses of the Company:**

1. If the company's losses amount to half of the paid-up capital, at any time during the fiscal year, any official in the company or the auditor must immediately inform the Chairman of the Board of Directors, and the Chairman of the Board of Directors must immediately inform the members of the Board of this, and the Board of Directors must within five Ten (15) days from becoming aware of that, call the extraordinary general assembly to meet within forty-five (45) days from the date of his becoming aware of the losses; To decide either to increase or reduce the company's capital in accordance with the provisions of the Companies Law, to the extent that the percentage of losses drops below half of the paid-up capital, or to dissolve the company before the term specified in this Law.
2. The company shall be considered dissolved by the force of the Companies Law if the General Assembly does not meet within the period specified in Paragraph 1 of this Article, or if it meets and is unable to issue a decision on the matter, or if it decides to increase the capital in accordance with the conditions established in this Article and the subscription has not taken place. In each capital increase within ninety (90) days from the issuance of the Assembly's decision to increase.

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute	Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G	Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No: 0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022





## (Chapter 8) Disputes

### Article (57) Liability Claim:

Every shareholder has the right to file a liability lawsuit for the company against the members of the board of directors if the mistake made by them causes a special damage to him. The shareholder may not file the aforementioned lawsuit unless the company's right to file it still exists. The shareholder must notify the company of his intention to file the lawsuit.

## (Chapter 9) Dissolution and liquidation of the company

### Article (58) Termination of the Company:

The company enters, upon its expiry, the phase of liquidation and retains the legal personality to the extent necessary for liquidation. The decision of voluntary liquidation is issued by the extraordinary general assembly. The decision of liquidation must include the appointment of the liquidator, specifying his powers and fees, restrictions imposed on his powers, and the time period required for liquidation. The period of voluntary liquidation must not exceed five (5) years, and it may not be extended for more than that except by a judicial order. The authority of the company's board of directors ends with its dissolution. However, they remain in charge of the company's management, and they are considered to be liquidators for others until the liquidator is appointed. Shareholders' assemblies remain in place during the liquidation period, and their role is limited to exercising their powers that do not conflict. With the qualifications of the liquidator.

## (Chapter 10) Final Provisions

### Article (59) Companies Law:

The Companies Law and its Bylaws shall apply to everything that is not provided for in this Law.

### Article (60) Publication:

This Regulation shall be deposited and published in accordance with the Companies Law and its regulations.

The Company's name Arabian International Healthcare Holding Co (Saudi contribution included)	The Statute	Ministry of Commerce (Operations Management)
Commercial Record 1010380429	Date: 12/09/2022 G	Sealed by: Ministry of Commerce and Investment FAISAL AL-BALAWI
	Page No: 0/ 18	

Published based on the decisions of the Extraordinary Assembly held on 29/06/2022

