

Table of the Proposed Changes in the By-Laws

Article	Current	Proposed	Details
1	Incorporated in accordance with the provisions of the Law on Supervision of Cooperative Insurance Companies and its Implementing Regulations, the Companies' Law, Capital Market Authority Law and Regulations and company Bylaws, a Saudi Joint Stock Company between the Shareholders, whose provisions are presented below.	Incorporated in accordance with the provisions of the Law on Supervision of Cooperative Insurance Companies and its Implementing Regulations, the Companies' Law, Capital Market Authority Law and Regulations and company Bylaws, a Saudi Joint Stock Company between the Shareholders, whose provisions are presented below.	Removal
3	The Company's Objective include carrying out the business of cooperative insurance in the health insurance sector. Bupa Arabia Company shall carry out all the works necessary for achieving its Objective, whether in the field of cooperative insurance	The Company's Objective include carrying out the business of cooperative insurance in the branch of health insurance. Bupa Arabia Company shall carry out all the works necessary for achieving its Objective, whether it be in the field of cooperative	Removal

	<p>or investment. Bupa Arabia Company may acquire, transfer, sell, exchange, or rent immovable property and cash, either directly or by way of companies established or acquired by the Company, or by collaborating with other entities.</p> <p>The company carries out its activities to the provisions of the Cooperative Insurance Companies Supervision Law, its Implementation Regulations and other Regulations applicable in the Kingdom of Saudi Arabia and after obtaining the necessary licenses from the competent authorities, if any.</p>	<p>insurance or investment of its money. Bupa Arabia Company may acquire, transfer, sell, exchange, or rent immovable property and cash, either directly or by way of companies established or acquired by the Company, or by collaborating with other entities.</p> <p>The company carries out its activities to the provisions of the Cooperative Insurance Companies Supervision Law, its Implementation Regulations and other Regulations applicable in the Kingdom of Saudi Arabia and after obtaining the necessary licenses from the competent authorities, if any.</p>	
4	<p>The Company may incorporate limited liability companies. Or closed joint stock companies. It may also own shares in other existing companies or merge with them. It has the right to participate with third parties in the incorporation of joint stock companies or limited liability companies. The companies that the Company incorporates, participates in or merges with must do business or financial</p>	<p>The Company may incorporate limited liability companies. Or Sole Proprietorship companies. It may also own shares in other existing companies or merge with them. It has the right to participate with third parties in the incorporation of joint stock companies or limited liability companies. The companies that the Company incorporates, participates in or merges with must do business or financial</p>	Edit

	activities similar to the objective of the Company or to support achieving its objective, after fulfilling the requirements of the regulations and instructions and after obtaining the approval from the responsible authority, the Saudi Arabian Monetary Authority.	activities similar to the objective of the Company or to support achieving its objective, after fulfilling the requirements of the regulations and instructions and after obtaining the approval from the responsible authority, the Saudi Arabian Monetary Authority.	
11	<p>11.1 The company shares shall be nominal shares and not allowed to be issued at less than its nominal value, but may be issued higher than this value, and in the latter case, the difference in value is added in a separate component within of the shareholders' equity. And it may not be distributed as dividends to shareholders, and the share is indivisible in front of the company, if the share possessed by multiple persons, they must be entitled to choose one of them to represent them in the use of rights related to it, and these persons will be jointly liable for the obligations arising from the ownership of the share.</p> <p>11.2 The Company may buy and sell its shares under the</p>	<p>11.1 The company shares shall be nominal shares and not allowed to be issued at less than its nominal value, but may be issued higher than this value, and in the latter case, the difference in value is added in a separate component within of the shareholders' equity. And it may not be distributed as dividends to shareholders, and the share is indivisible in front of the company, if the share possessed by multiple persons, they must be entitled to choose one of them to represent them in the use of rights related to it, and these persons will be jointly liable for the obligations arising from the ownership of the share.</p> <p>11.2 The Company, after receiving SAMA's no objection,</p>	Addition

	Employee Share Program, in accordance with the Companies Law Regulations and the restrictions that have been issued by the regulatory authorities.	may buy and sell its shares under the Employee Share Program, in accordance with the Companies Law Regulations and the restrictions that have been issued by the regulatory authorities.	
12	Shares issued by the founders may only be traded after the publication of the financial statements for a period of two financial years not less than (12) months from the date of incorporation of the company. And the instruments of these shares shall be marked with what indicating its type and date of incorporation of the company and the period during which the trade prevented. During the Prohibition Period, the transfer of ownership of the shares may be allowed in accordance with the sale of the rights from one of the founders to another founder or heirs of one of the founders in the event of his death to third parties or in the case of execution of the founder's or insolvent assets, Others. The provisions of this article shall apply to the founders'	1. Shares issued by the founders may only be traded after the publication of the financial statements for a period of two financial years not less than (12) months from the date of incorporation of the company. And the instruments of these shares shall be marked with what indicating its type and date of incorporation of the company and the period during which the trade prevented. 2. During the Prohibition Period, the transfer of ownership of the shares may be allowed in accordance with the sale of the rights from one of the founders to another founder or heirs of one of the founders in the event of his death to third parties or in the case of execution of the founder's or insolvent assets, Others. 3. The provisions of this article shall apply to the founders' entitlement in case of capital	Split

	entitlement in case of capital increase before the expiry of the prohibition period.	increase before the expiry of the prohibition period.	
13	<p>The Extraordinary General Assembly can approve to increase the Company's capital, after obtaining the approval from the competent authorities, and provided that the capital has been fully paid. At the issuance time of the General Assembly's resolution with the approval of increasing the capital, the shareholders of the shares have the priority right, in the subscription of new shares issued for pecuniary shares, and those shareholders shall be notified for their priorities, if any, by the publication in a daily newspaper or informing them by registered mail for the capital increase resolution and the shareholders shall be notified the terms of the subscription, subscription's period, the date of the beginning and the end of the subscription. Extraordinary General Assembly is entitled to stop regular work priority right form the shareholders to subscribe capital increasing in</p>	<p>1.The Extraordinary General Assembly can approve to increase the Company's capital, after obtaining the approval from the competent authorities, and provided that the capital has been fully paid.</p> <p>2. The Extraordinary General Assembly can approve, in all cases, the allocation of the issued shares upon increasing the capital, or part thereof, to the employees of the company, and its subsidiary companies, or some of them, or any of the them, as required and applicable. The shareholders cannot exercise their right of priority over the Company allocating shares assigned to employees.</p> <p>3.At the issuance time of the General Assembly's resolution with the approval of increasing the capital, the shareholders of the shares have the priority</p>	Addition

	<p>exchange for pecuniary shares or giving the priority to non-shareholders in cases it deems appropriate for the benefit of the company. A shareholder entitled to priority sale or waived the right during the period from the time of capital increase resolution has been approved by the General Assembly till the last day of subscribe for the new shares associated with these rights, according to the regulations laid down by the competent authority.</p>	<p>right, in the subscription of new shares issued for pecuniary shares, and those shareholders shall be notified for their priorities, if any, by the publication in a daily newspaper or informing them by registered mail for the capital increase resolution and the shareholders shall be notified the terms of the subscription, subscription's period, the date of the beginning and the end of the subscription.</p> <p>4.The Extraordinary General Assembly is entitled to stop regular work priority rights from the shareholders to subscribe capital increasing in exchange for pecuniary shares or giving the priority to non-shareholders in cases it deems appropriate for the benefit of the company.</p> <p>5.A shareholder entitled to a priority sale or has waived the right during the period from the time of the capital increase</p>	
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		resolution has been approved by the General Assembly till the last day of subscription for the new shares associated with these rights, according to the regulations laid down by the competent authority.	
14	The Extraordinary General Assembly may decide by way of a resolution to decrease the Company's capital if the capital is more than the Company's need or it is losing, after obtaining the approval from the competent authorities, and provided that the paid in capital of the insurance company after the capital reduction not less than (100) a hundred million riyals as a minimum paid in capital for insurance company or an insurance company carrying on at the same time acts of reinsurance (200) two hundred million riyals. Such resolution may only be passed after recitation of a special report prepared by the auditors regarding reasons for such reduction, company's	1.The Extraordinary General Assembly may decide by way of a resolution to decrease the Company's capital if the capital is more than the Company's need or it is losing, after obtaining the approval from the competent authorities, and provided that the paid in capital of the insurance company after the capital reduction not less than (100) a hundred million riyals as a minimum paid in capital for insurance company or an insurance company carrying on at the same time acts of reinsurance (200) two hundred million riyals. Such resolution may only be passed after recitation of a special report	Split

	<p>obligations, and the reduction effects on these obligations. If the reduction is the result of the fact that the capital exceeds the Company needs, creditors should be invited to intimate their objections within (60) days from the date of announcement of the resolution for reduction in a daily newspaper distributed in the region where the Company's head office is located. Should any one of the creditors object or submit his documents to the Company within the prescribed time, the Company must then settle his debts immediately or provide him with sufficient guarantee for settlement if the same is deferred.</p>	<p>prepared by the auditors regarding reasons for such reduction, company's obligations, and the reduction effects on these obligations.</p> <p>2.If the reduction is the result of the fact that the capital exceeds the Company needs, creditors should be invited to intimate their objections within (60) days from the date of announcement of the resolution for reduction in a daily newspaper distributed in the region where the Company's head office is located. Should any one of the creditors object or submit his documents to the Company within the prescribed time, the Company must then settle his debts immediately or provide him with sufficient guarantee for settlement if the same is deferred.</p>	
15	<p>The Company is managed by a Board of Directors; the Board of directors shall be composed of (Nine) members elected by</p>	<p>The Company is managed by a Board of Directors; the Board of directors shall be composed of (Nine) members elected by</p>	<p>Deletion & Addition</p>

	<p>the General Assembly for a period not exceeding three Gregorian years. This appointment shall not prejudice the right of the legal person to replace his representative in the Board. The composition of the Board of Directors must reflect independent members. In all cases, the number of members eligible for the independent representation of the Board shall not be less than two or one third of the members of the Board, whichever is greater. The majority of the board members must be non-executive.</p>	<p>the General Assembly for a period not exceeding three Gregorian years. This appointment shall not prejudice the right of the legal person to replace his representative in the Board. The composition of the Board of Directors must reflect independent members. In all cases, the number of members eligible for the independent representation of the Board shall not be less than two or one third of the members of the Board, whichever is greater. The Constituent General Assembly shall assign the first term Board Members for a term that is not exceeding 3 years, starting from the announcement of the Ministry of Commerce & Investment of the formation of the company.</p>	
16	<p>The Board membership ends upon expiry of the term, resignation, death, or by the Board of Directors establishing a breach of duty on behalf of that member such that it</p>	<p>1. The Board membership ends upon expiry of the term, resignation, death, or by the Board of Directors establishing a breach of duty on behalf</p>	Addition

<p>damaged the interest of the Company, provided that it is coupled with the approval of the Ordinary General Assembly, or upon expiry of membership according to any law or instructions applicable in the Kingdom of Saudi Arabia, or upon more than three consecutive, unexcused absences of Board meetings, or if the member was sentenced to bankruptcy or insolvency, or a request for dissolution was made with his creditor, or if he stopped paying his debts, or if he becomes unconscious, or he is befallen with a mental illness, or if he is convicted of a breach of trust and confidence, or convicted of fraud. However, the Ordinary General Assembly have the right at any time to dismiss all the members of the Board of Directors or some of them without prejudice to the right of the dismissed member towards the company to seek compensation if the dismissal happens for an unacceptable reason, or at the wrong time, and a member of the Board of</p>	<p>of that member such that it damaged the interest of the Company, provided that it is coupled with the approval of the Ordinary General Assembly, or upon expiry of membership according to any law or instructions applicable in the Kingdom of Saudi Arabia, or upon more than three consecutive, unexcused absences of Board meetings, or if the member was sentenced to bankruptcy or insolvency, or a request for dissolution was made with his creditor, or if he stopped paying his debts, or if he becomes unconscious, or he is befallen with a mental illness, or if he is convicted of a breach of trust and confidence, or convicted of fraud by a final judgment.</p> <p>2. The Ordinary General Assembly has the right at any time to dismiss all the members of the</p>	
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	<p>Directors may retire, provided that this to be occurred at the appropriate time, otherwise he will be responsible before the company for the damages resulting from the dismissal.</p>	<p>Board of Directors, or some of them without prejudice to the right of the dismissed member towards the company to seek compensation if the dismissal happens for an unacceptable reason, or at the wrong time, and a member of the Board of Directors may retire, provided that this to be occurred at the appropriate time, otherwise he will be responsible before the company for the damages resulting from the dismissal.</p> <p>3. If a member of the Board resigns and has notes on the company's performance, he must submit a written statement to that effect to the chairman of the Board of Directors, and this statement must be presented to the members of the Board of Directors.</p> <p>4. The Saudi Arabian Monetary Authority must be informed upon</p>	
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		<p>the resignation of any member of the Board, or of the termination of his/her Board membership, for any reason other than the end of the Board term, within (5) five working days from the effective date of the end of the membership, taking into account the relevant disclosure requirements.</p>	
17	<p>If there were a vacant position in the Board of Directors, the Board continue its business as long as the number of its members shall not less than the minimum number required for being held, and the Board may appoint – temporarily- a member for the vacant position among those members having the sufficient experience and after obtaining a no-objection of the Saudi Arabian Monetary Authority, regardless to the order of getting the votes in the General Assembly, which was elected the board of Directors through them, and must notify the Capital Market Authority within five (5) five business</p>	<p>If there were a vacant position in the Board of Directors, the Board may appoint – temporarily- a member for the vacant position among those members having the sufficient experience and after obtaining a no-objection of the Saudi Arabian Monetary Authority, regardless to the order of getting the votes in the General Assembly, which was elected the board of Directors through them, and must notify the Capital Market Authority within five (5) five business days from the date of appointment and the appointment to the AGM displays at its first meeting, the new member shall complete the period of his predecessor</p>	Deletion

	<p>days from the date of appointment and the appointment to the AGM displays at its first meeting, the new member shall complete the period of his predecessor only. The Ordinary General Assembly may be held by a resolution from the competent authority to convene in case of shortage of the number of members of the Board of Directors for a minimum number required to take place. In case of resign or terminate a member of the Board for any reason, Saudi Arabian Monetary Authority must be informed within five (5) working days from the date of leaving work and taking into account the disclosure requirements related.</p>	<p>only. The Ordinary General Assembly may be held by a resolution from the competent authority to convene in case of shortage of the number of members of the Board of Directors for a minimum number required to take place. In case of resign or terminate a member of the Board for any reason, Saudi Arabian Monetary Authority must be informed within five (5) working days from the date of leaving work and taking into account the disclosure requirements related.</p>	
18	<p>Subject to the functions specified for the General Assembly, the Board of Directors shall have the broadest authority in managing the Company in order to achieve its objective, Within its authority, the Board may authorize one or more of its members or any third party to carry out a certain work(s),</p>	<p>1.Subject to the functions specified for the General Assembly, the Board of Directors shall have the broadest authority in managing the Company in order to achieve its objective, Within its authority, the Board may authorize one or more of its members or any third party to carry out a certain work(s),</p>	Addition

	<p>taking into consideration the related rules and regulations - and The Board of Directors has the right to, for example but not limited to, to engage in the bidding, buying and selling real estate and mortgage. The right to contract and signed on behalf of the company and on its behalf as the Board on all types of contracts and documents, including but not limited to the establishment of companies in which the company shares with all its amendments and addendums and the decisions of the amendment and the signing of the agreements and instruments in front of a notary official bodies decades, as well as loans and guarantees, guarantees and instruments for the sale of agreements the purchase of real estate and the issuance of legitimate agencies on behalf of the company, buying and selling and emptying, acceptance and receipt and delivery, and rental and leasing and receivable and payable and the opening of accounts and credits,</p>	<p>taking into consideration the related rules and regulations - and The Board of Directors has the right to, for example but not limited to, to engage in the bidding, buying and selling real estate and mortgage. The right to contract and signed on behalf of the company and on its behalf as the Board on all types of contracts and documents, including but not limited to the establishment of companies in which the company shares with all its amendments and addendums and the decisions of the amendment and the signing of the agreements and instruments in front of a notary official bodies decades, as well as loans and guarantees, guarantees and instruments for the sale of agreements the purchase of real estate and the issuance of legitimate agencies on behalf of the company, buying and selling and emptying, acceptance and receipt and delivery, and rental and leasing and receivable and payable and the opening of accounts and credits, withdrawals and deposits with</p>	
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	<p>withdrawals and deposits with banks and the issuance of guarantees for banks, funds and institutions of government funding and signing all the papers and bonds up and the checks and all commercial papers and documents and all banking transactions.</p>	<p>banks and the issuance of guarantees for banks, funds and institutions of government funding and signing all the papers and bonds up and the checks and all commercial papers and documents and all banking transactions.</p> <p>2. The Board of Directors may contract for loans of any duration, sell the company's assets or mortgage, sell or mortgage the company's commercial place, or absolve the company's debtors of their obligations, unless these By-Laws include, or the General Assembly issues, restrictions to the powers of the Board of Directors to do so.</p>	
<p>19</p>	<p>The maximum annual remuneration of the Chairman and members of the Board of Directors shall be (500.000 Riyals) five hundred thousand Riyals annually for their membership in the Board of Directors and their participation in its business, Including additional bonuses in the event of the participation of the member in any committee of the committees. In case the</p>	<p>1. The remuneration of the members of the Board of Directors shall be a certain amount, may include attendance allowances for attending meetings, be benefits or a specific percentage of the net profits, and two or more of these benefits may be combined.</p> <p>2. If the remuneration is a certain percentage of the Company's profits, this</p>	<p>Deletion, Edit and Addition</p>

<p>company achieves profits, a ratio of 10% of the net profit may be distributed after deducting the reserves decided by the General Assembly in application of the provisions of the Cooperative Insurance Companies Control Law, and after distributing a profit to shareholders not less than 5% of the paid up share capital. This bonus is commensurate with the number of sessions attended by the member, and any other estimate is otherwise invalid. In all cases, the sum of the remuneration of the member of the Board of Directors shall not exceed the amount of (500.000 Riyal) five hundred thousand Riyals annually, within the limits stipulated by the Companies Law and Regulations. The maximum limit of the attendance allowance for the sessions of the Board and its committees shall be (5000) for each session, not including travel and accommodation expenses. Each member of the Board, including the President of the Board, shall be paid the actual</p>	<p>percentage may not exceed (10%) of the net profits, after deducting the reserves decided by the General Assembly in implementation of the provisions of the cooperative insurance companies regulation, and the Companies law, and after distributing dividends to the shareholders, which dividends shall not be less than (5%) of the paid-up capital of the Company, provided that the entitlement to this remuneration, is proportional to the number of Board meetings attended by the Board member, and any other cost estimate, in relation to the cost of attending the Board meetings, which contradicts this clause, shall be invalid.</p> <p>3. In all cases, the sum of the remuneration that a member of the Board of Directors receives shall not exceed the sum of</p>	
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	<p>expenses incurred by them to attend meetings of the Board or committees emanating from the Board of Directors, including travel, subsistence and subsistence expenses. The report of the Board of Directors should include a comprehensive statement of all the remuneration received by the members of the Board of Directors for the financial year from remuneration, allowances and other expenses incurred by the members of the Board. It also includes a statement of what the members of the Board have received as employees, administrators, Technical or administrative matters or consultations. It shall also include a statement of the number of meetings of the Board and the number of meetings attended by each member from the date of the meeting of the General Assembly.</p>	<p>five hundred thousand riyals per annum (with the exception of the Board Chairman and the members of the Audit Committee), in accordance with the regulations set by the Capital Market Authority.</p> <p>4. The Board of Directors determines the bonus for the Chairman of the Board. The Chairman's bonus is not limited to the annual remuneration cap of the board members. If the Chairman's bonus exceeds the annual cap SAMA's No-Objection must be obtained.</p> <p>5. The Annual Board Report to the General Assembly should include a comprehensive statement of all the remunerations, expenses and other benefits that the members of the Board received during the fiscal year. It shall also include a statement of what the members of the Board have received</p>	
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		as providers of work services, or as administrators, or what they have received in exchange for technical, administrative or consulting work. It must also include a statement of the number of Board meetings attended by each member from the date of the most recent meeting of the General Assembly.	
20	From among its members, the Board of Directors shall appoint a Chairman and a Vice Chairman for the Company. The Board also appoints the Chief Executive, it may appoint a delegated member and gathering or combining the post of both the Chief Executive and Managing Director in one person, but it is not allowed to combine the post of Chairman of the Board and any executive position of the company, the Chairman has the right to sign for the company and implementing Board decisions. The Chairman of the Board of Directors has to represent the company in	1.From among its members, the Board of Directors shall appoint a Chairman and a Vice Chairman for the Company. The Board also appoints the Chief Executive, it may appoint a delegated member and gathering or combining the post of both the Chief Executive and Managing Director in one person, but it is not allowed to combine the post of Chairman of the Board and any executive position of the company, the Chairman has the right to sign for the company and implementing Board decisions. 2.The Chairman of the Board of Directors has to represent the	Deletion/Edit/ Addition

	<p>courts, tribunals and others , And has the representation of the company in front all the administrative courts (the Board of Grievances), at all official entities and all types and degrees of the courts, execution and judgment enforcement courts, all juridical and semi-juridical committees and authorities, arbitration authorities, notary public, claims, litigation, pleading and defending, listening to lawsuits, replying, acknowledging, denying, conciliation, assignment, asking for oath or objecting it or abstaining from it, bringing witnesses, evidences, objecting on them, replying, doubting, modifying, claiming for falsification, denying handwritings, stamps or signature, asking for prevention of travel or removing it, asking of confiscation, asking for non-dealing, asking for reconsideration, asking for return of honor, asking for preempting ,asking for change of the judge, asking for entry and overlapping ,asking for</p>	<p>company in courts, tribunals and others ,And has the representation of the company in front all the administrative courts (the Board of Grievances), at all official entities and all types and degrees of the courts, execution and judgment enforcement courts, all juridical and semi-juridical committees and authorities, arbitration authorities, notary public, claims, litigation, pleading and defending, listening to lawsuits, replying, acknowledging, denying, conciliation, assignment, asking for oath or objecting it or abstaining from it, bringing witnesses, evidences, objecting on them, replying, doubting, modifying, claiming for falsification, denying handwritings, stamps or signature, asking for prevention of travel or removing it, asking of confiscation, asking for non-dealing, asking for reconsideration, asking for return of honor, asking for preempting ,asking for change of the judge, asking for entry and overlapping ,asking for</p>	
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	<p>arbitration, approval of arbitration document, appointing experts, arbitrators, objecting on experts and arbitrators reports, asking for their change ,receiving sentences deeds, accepting sentences or denying them, objecting on sentences, asking for appealing ,claiming for company rights from others , claiming for execution of sentences ,asking for application of Article 230 from regulation of legal pleads , asking for confiscation and execution ,asking for prevention of travel or removing it ,asking for non-dealing to collect the company rights ,receiving money cash or cheques, giving quittances , paying the company's debits, receiving deeds ,documents and quittances .The Chairman of the Board has the right by a written decision to delegate some of his powers to other members of the Board or from a third party in a direct action or specific action and give the right to agents to appoint others .Board of Directors</p>	<p>arbitration, approval of arbitration document, appointing experts, arbitrators, objecting on experts and arbitrators reports, asking for their change ,receiving sentences deeds, accepting sentences or denying them, objecting on sentences, asking for appealing ,claiming for company rights from others , claiming for execution of sentences ,asking for application of Article 230 from regulation of legal pleads , asking for confiscation and execution ,asking for prevention of travel or removing it ,asking for non-dealing to collect the company rights ,receiving money cash or cheques, giving quittances , paying the company's debits, receiving deeds ,documents and quittances .The Chairman of the Board has the right by a written decision to delegate some of his powers to other members of the Board or from a third party in a direct action or specific action and give the right to agents to appoint others .Board of Directors determines the salaries,</p>	
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	<p>determines the salaries, allowances and bonuses for each of the Managing Director and Chief Executive Officer. Board of Directors determines the salaries, allowances and bonuses for each of the Managing Director and Chief Executive Officer. The Board determines the Chairman of the Board bonus in accordance with what is established in Article (19) of this Law. The Board of Directors shall appoint a Secretary of the Board. The Board may also be appointed as his adviser/Board or more in various affairs of the company and determines the remuneration of the Board and the company secretary. For Chairman of the Board and Vice President and Managing Director and the Secretary, Board Member and not more than the membership of each of them in the Board cycle, and may be re-elected and the Board at any time to dismiss them or none of them, without prejudice to the right of the isolation of the compensation if the insulation was signed for</p>	<p>allowances and bonuses for each of the Managing Director and Chief Executive Officer. Board of Directors determines the salaries, allowances and bonuses for each of the Managing Director and Chief Executive Officer. The Board of Directors shall appoint a Secretary of the Board. The Board may also be appointed as his adviser/Board or more in various affairs of the company and determines the remuneration of the Board and the company secretary. For Chairman of the Board and Vice President and Managing Director and the Secretary, Board Member and not more than the membership of each of them in the Board cycle, and may be re-elected and the Board at any time to dismiss them or none of them, without prejudice to the right of the isolation of the compensation if the insulation was signed for one reason illegal or at inappropriate time. For Chairman of the Board and Vice President and Managing Director and the Secretary, Board Member and not more</p>	
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	<p>one reason illegal or at inappropriate time. For Chairman of the Board and Vice President and Managing Director and the Secretary, Board Member and not more than the membership of each of them in the Board cycle, and may be re-elected and the Board at any time to dismiss them or none of them, without prejudice to the right of the isolation of the compensation if the insulation was signed for one reason illegal or at inappropriate time.</p> <p>2- Vice chairman replaces the chairman in his absence.</p> <p>3- Managing Director or Chief Executive Officer (jointly or individually) has the right to execute the executive management works of the company and follow the daily work, and has the following powers, for example, but not limited to: Managing the daily operations of the company, and has all the powers necessary to carry out the company's objects, represent the company in all governmental, official,</p>	<p>than the membership of each of them in the Board cycle, and may be re-elected and the Board at any time to dismiss them or none of them, without prejudice to the right of the isolation of the compensation if the insulation was signed for one reason illegal or at inappropriate time.</p> <p>3-Chief Executive Officer has the right to execute the executive management works of the company and follow the daily work, and has the following powers, for example, but not limited to: Managing the daily operations of the company, and has all the powers necessary to carry out the company's objects, represent the company in all governmental, official, supervisory and private agencies in and outside the kingdom of Saudi Arabia, and signing contracts in the name of the company, entering into tenders and auctions and do all actions necessary with all parties, Appoint managers and employees of the company or to dismiss them. Appointing and dismissing company</p>	
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	<p>supervisory and private agencies in and outside the kingdom of Saudi Arabia, and signing contracts in the name of the company, entering into tenders and auctions and do all actions necessary with all parties, Appoint managers and employees of the company or to dismiss them. Appointing and dismissing company representatives, legal consultants.</p> <p>Represent the company at the Ministry of Commerce and investment, Chambers of Commerce and Saudi Arabian General Investment Authority, for issuing commercial registrations, licenses, renewal and cancellation, add and delete activities, open branches and appoint its managers, obtain electronic services, receiving symbols and passcodes, registering brand names and trademarks, file objection on the registration of trademarks.</p> <p>Represent the company at the General Organization of Social Insurance, conduct the subscriptions and sign all dealings and request and</p>	<p>representatives, legal consultants.</p> <p>Represent the company at the Ministry of Commerce and investment, Chambers of Commerce and Saudi Arabian General Investment Authority, for issuing commercial registrations, licenses, renewal and cancellation, add and delete activities, open branches and appoint its managers, obtain electronic services, receiving symbols and passcodes, registering brand names and trademarks, file objection on the registration of trademarks.</p> <p>Represent the company at the General Organization of Social Insurance, conduct the subscriptions and sign all dealings and request and apply for the electronic services and receipt of passcodes, request all data and certificates required, apply for employment injury benefits.</p> <p>Represent the company at the Ministry of finance and the General Authority of Zakat and tax, and sign all documents, and request final or temporary</p>	
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Bupa Arabia for Cooperative Insurance

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CR number: 4030178881
Paid-up capital: SAR 1,200,000,000
Authorized capital: SAR 1,200,000,000

بوبا العربية للتأمين التعاوني

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س.ت: ٤٠٣٠١٧٨٨٨١
رأس المال المدفوع: ١,٢٠٠,٠٠٠,٠٠٠ ريال سعودي
رأس المال المصرح به: ١,٢٠٠,٠٠٠,٠٠٠ ريال سعودي

	<p>apply for the electronic services and receipt of passcodes, request all data and certificates required, apply for employment injury benefits.</p> <p>Represent the company at the Ministry of finance and the General Authority of Zakat and tax, and sign all documents, and request final or temporary Zakat certificates, and delivery of interim and final financial statements.</p> <p>Represent the company at civil defense and municipality to apply for and receive permits, renewal, modification and cancellation.</p> <p>Represent the company at the Ministry of Labor and Social Development, Human Resources Development and Recruitment Offices, the Ministry of Foreign Affairs, to open files and issue the visas and receive compensation of visas and recover amounts of visas, and adjust professions and nationalities guarantees and transfer data update and report escape cancellation and licenses and renewal work and</p>	<p>Zakat certificates, and delivery of interim and final financial statements.</p> <p>Represent the company at civil defense and municipality to apply for and receive permits, renewal, modification and cancellation.</p> <p>Represent the company at the Ministry of Labor and Social Development, Human Resources Development and Recruitment Offices, the Ministry of Foreign Affairs, to open files and issue the visas and receive compensation of visas and recover amounts of visas, and adjust professions and nationalities guarantees and transfer data update and report escape cancellation and licenses and renewal work and add personnel and cancel them, and receive certificates of Saudization, apply for business visits review of Saudi diplomatic missions and embassies and consulates abroad, visa extension and signing contracts with recruitment offices and request electronic services and receipt of symbols and numbers.</p> <p>Secrecy and signing</p>	
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	<p>add personnel and cancel them, and receive certificates of Saudization, apply for business visits review of Saudi diplomatic missions and embassies and consulates abroad, visa extension and signing contracts with recruitment offices and request electronic services and receipt of symbols and numbers. Secrecy and signing agreements to support programs and receive subsidies and settled. The right to operate with the relevant government authorities, including the passport office, in matters relating to; passports, obtaining residence permits, renewal of residence permits, getting replacement for loss or damaged residence permits, making exit re-entry, making of final exit, transfer of sponsorships, transfer of the sponsorship of workers to the company, transfer of data, updating data, changing vocations, settlement, assignment of workers, notification of escape, revoking escape notification,</p>	<p>agreements to support programs and receive subsidies and settled. The right to operate with the relevant government authorities, including the passport office, in matters relating to; passports, obtaining residence permits, renewal of residence permits, getting replacement for loss or damaged residence permits, making exit re-entry, making of final exit, transfer of sponsorships, transfer of the sponsorship of workers to the company, transfer of data, updating data, changing vocations, settlement, assignment of workers, notification of escape, revoking escape notification, prevention from travel, revoking prevention, revoking visas of exit re-entry, revoking visas of final exits, getting travel visas replacement of loss or damage, getting extension of visit visa, finishing the procedures for the deceased workers, getting statement of workers data (print), dropping workers, review of directorate of</p>	
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Bupa Arabia for Cooperative Insurance

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CR number: 4030178881
Paid-up capital: SAR 1,200,000,000
Authorized capital: SAR 1,200,000,000

بوبا العربية للتأمين التعاوني

٣٥٣٨ الخالديه - نور الإحسان، وحده رقم ١
 جدة ٢٣٤٢٣-٧٥٠٥ المملكة العربية السعودية
هاتف ٤٥٦ ٩٢٠ ٠٠٠ +٩٦٦ **فاكس** ٧٢٤ ٩٢٠ ٠٠٠ +٩٦٦
 bupa.com.sa

س.ت: ٤٠٣٠١٧٨٨٨١
رأس المال المدفوع: ١,٢٠٠,٠٠٠,٠٠٠ ريال سعودي
رأس المال المصرح به: ١,٢٠٠,٠٠٠,٠٠٠ ريال سعودي

	<p>prevention from travel, revoking prevention, revoking visas of exit re-entry, revoking visas of final exits, getting travel visas replacement of loss or damage, getting extension of visit visa, finishing the procedures for the deceased workers, getting statement of workers data (print), dropping workers, review of directorate of transfer and foreigners, directorate of ports affairs. Represent the company in all governmental, official and security ministries, bodies, authorities as well as emirates of regions, provinces and police departments and centers with all their business or their relations to others. Represent the company with all service providers companies such as telecommunications, fixed line, mobile and internet services, Saudi Electricity Company and National Water Company, to subscribe in its services or waiver or cancel services.</p> <p>Also, have the right on behalf of the company to sign for all</p>	<p>transfer and foreigners, directorate of ports affairs. Represent the company in all governmental, official and security ministries, bodies, authorities as well as emirates of regions, provinces and police departments and centers with all their business or their relations to others. Represent the company with all service providers companies such as telecommunications, fixed line, mobile and internet services, Saudi Electricity Company and National Water Company, to subscribe in its services or waiver or cancel services.</p> <p>Also, have the right on behalf of the company to sign for all the above authorities, issuing power of attorneys or authorization letters for one or more persons, for some or all the above authorities, and giving agents the right to authorize others.</p>	
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	the above authorities, issuing power of attorneys or authorization letters for one or more persons, for some or all the above authorities, and giving agents the right to authorize others.		
21	The Board shall meet at the company headquarter by an invitation from its Chairman and the Chairman of the Board should be calling for the meeting when so requested by two of the members must call be documented the way in which the Board sees. The Board meetings are held on a regular basis and whenever the need arises, the number of annual meetings of the Board shall not be less than (4) meetings so that there will be at least one meeting every three months. The Board may meet outside the headquarters of the company.	The Board shall meet by an invitation from its Chairman and the Chairman of the Board should be calling for the meeting when so requested by two of the members must call be documented the way in which the Board sees. The Board meetings are held on a regular basis and whenever the need arises, the number of annual meetings of the Board shall not be less than (4) meetings so that there will be at least one meeting every three months.	Deletion
22	The Board meeting shall not be valid except that it will be attended by (six) members themselves or by way of representation provided that the number of members present themselves (four) members at least including an	1. The Board meeting shall not be valid except that it will be attended by (six) (five) members themselves or by way of representation provided that the number of	Deletion/Edit

	<p>independent member, and to be represented by a member of another member to attend meetings of the Board and to vote for them. Board decisions are issued by a majority of the votes of members present or represented, in case the votes are equal, then the side in which the president of the meeting voted for shall precedes. The Board of Directors to issue decisions in the urgent attention of the members scattered things unless a member asks –in writing - meeting of the Board for deliberation in which, in this case these decisions presented to the Board of Directors in the first subsequent meeting.</p>	<p>members present themselves (four three)</p> <p>2. If the necessary minimum number of valid Board members is not in place, in terms of total available number of active Board members, to enable a quorum for the convening of a meeting of the Board of Directors, due to not meeting the required minimum Board member numbers, as stated in these By-Laws, the remaining Board members must invite the Ordinary General assembly to convene within sixty days to elect the necessary minimum number of Board members.</p> <p>3. The Capital Market Authority may invite the ordinary general assembly to convene in the event that the number of Board Members falls below the minimum required to hold a meeting.</p>	
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		<p>4. A member of the Board of Directors may not delegate to another person to attend the meeting, except a member of the Board of Directors may delegate to another member of the Board of Directors, to attend on his behalf.</p> <p>5. Board decisions are issued by a majority of the votes of members present or represented, in case the votes are equals, then the side in which the president of the meeting voted for shall precedes.</p> <p>6. The Board of Directors to issue decisions in the urgent attention of the members scattered things unless a member asks –in writing - meeting of the Board for deliberation in which, in this case these decisions presented to the Board of Directors in the first subsequent meeting.</p>	
24	After obtaining No Objection from the Saudi Arabian	1. After obtaining No Objection from the Saudi Arabian	Addition

	<p>Monetary Authority, the company shall have the right to convene a convention to manage the technical services company with one or more of the professionals in the field of insurance companies. The Board members may conclude with the company insurance contracts for their benefit provided that the chairman shall provide the General Assembly with details of those insurance contracts. And a board member of the Board has to notify its direct or indirect interest in the business and the contracts are for the account of the company, and to prove this notification in the minutes of the meeting. This member shall not participate to vote on any decision issued in this regard in the Board of Directors and General Assembly. The Chairman of the Board at the AGM held for business and contracts to be one of the members of the Board directly or indirectly, an interest, and is accompanied by a special report from the Report of the External</p>	<p>Monetary Authority, the company shall has the right to convene a convention to manage the technical services company with one or more of the professionals in the field of insurance companies. 2.The Board members may conclude with the company insurance contracts for their benefit provided that the chairman shall provide the General Assembly with details of those insurance contracts. And a board member of the Board has to notify its direct or indirect interest in the business and the contracts are for the account of the company, and to prove this notification in the minutes of the meeting. 3. This member shall not participate to vote on any decision issued in this regard in the Board of Directors and General Assembly. 4. The Chairman of the Board at the AGM held for business and contracts to be one of the members of the Board directly or indirectly, an interest, and is accompanied by a special report from the Report of the External auditors.</p>	
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	<p>auditors. If the failure by the Board member to disclose his interests, the company may or interested individual claim before the competent judicial authority annul the contract or oblige user to perform any gain or benefit made him so.</p>	<p>5. If the failure by the Board member to disclose his interests, the company may or interested individual claim before the competent judicial authority annul the contract or oblige user to perform any gain or benefit made him so.</p> <p>6. The liabilities for damages resulting from the transactions or contracts indicated in this Article shall be upon the member that has an interest in the transaction or contract (including Board members) if these transactions or contracts are in breach of this Article, or if they were deemed unfair, contradict and/or affect the shareholders.</p> <p>7. Board members objecting to such resolutions shall be exempted from any liability once they proven their explicit objection to such resolution in the minutes of the meeting. The non-attendance of the meeting in which the resolution was issued in shall not be a reason to waive the liability, unless the board member can prove that he was not aware of such resolution or his inability</p>	
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		<p>to object once he became aware of such resolution.</p> <p>8. A member of the Board of Directors is not permitted to participate in any business that would compete with the company, or to compete with the company in one of the branches, of the activity in which it operates; otherwise, the company should ask him before the competent judicial authority for appropriate compensation, unless he has obtained a previous license from the ordinary general assembly – and which must be renewed every year – which entitles him to do so.</p>	
25	<p>The validly formed General Assembly shall represent all the shareholders, and it shall convene in the city where the Company head office is located. Each subscriber, regardless of the number of shares he holds, has the right to attend the general assembly meeting personally or through another subscriber. Other than members of the board or the company's workers to attend the General Assembly may be convened</p>	<p>1.The validly formed General Assembly shall represent all the shareholders, and it shall convene in the city where the Company head office is located.</p> <p>2.Each subscriber, regardless of the number of shares he holds, has the right to attend the general assembly meeting personally or through another subscriber. Other than members of the board or the company's workers to attend the General Assembly may be</p>	Edit

	meetings of the General Assembly of the shareholders and subscription contributor to the deliberations and vote on its decisions by modern technology, according to rules laid down by the competent authority.	convened meetings of the General Assembly of the shareholders and subscription contributor to the deliberations and vote on its decisions by modern technology, according to rules laid down by the Capital Market Authority.	
26	The Founders shall call upon all Subscribers to convene a Constituent Assembly within (45) days from the date of closing the subscription in the Shares. Each Subscriber, whatever its number of shares, shall have the right to attend the Constituent Assembly. The meeting shall be valid for at least (half) the capital. If this quorum is not available, a second meeting shall be convened at least 15 days after the invitation has been made. However, the second meeting may be held one hour after the expiry of the period specified for the first meeting. In all cases, the second meeting shall be valid regardless of the number of subscribers represented therein.	<p>1.The Founders shall call upon all Subscribers to convene a Constituent Assembly within (45) days from the date of closing the subscription in the Shares. The duration shall not exceed 10 days between the day of the invitation and the date of the meeting.</p> <p>2.Each Subscriber, whatever its number of shares, shall have the right to attend the Constituent Assembly. The meeting shall be valid for at least (half) the capital. If this quorum is not available, a second meeting shall be convened at least 15 days after the invitation has been made. However, the second meeting may be held one hour after the expiry of the period specified for the first meeting. In all cases, the second meeting shall be valid regardless of the</p>	Addition

		number of subscribers represented therein.	
27	<p>The Constituent Assembly shall be concerned with the following matters:</p> <p>1- To verify the subscription to all the shares of the company and to meet the minimum capital and the amount due from the value of the shares.</p> <p>2. Approving the final texts of the Company's Bylaws, unless there are substantial amendments to the Bylaws presented to it, except with the consent of all the Subscribers represented therein.</p> <p>3 - Appointment of the members of the first board of directors of the company for a period not exceeding (3) three years if they have not been appointed in the company's Memorandum of Association or its statute.</p> <p>4. Appointing external auditors for the Company and determining their fees if they have not been appointed in the Company's Article of Association.</p>	<p>The Constituent Assembly shall be concerned with the following matters:</p> <p>1- To verify the subscription to all the shares of the company and to meet the minimum capital and the amount due from the value of the shares.</p> <p>2. Negotiate the report of the in-kind shares.</p> <p>3. Approving the final texts of the Company's Bylaws, unless there are substantial amendments to the Bylaws presented to it, except with the consent of all the Subscribers represented therein.</p> <p>4.Appointment of the members of the first board of directors of the company for a period not exceeding (3) three years if they have not been appointed in the company's Memorandum of Association or its statute.</p> <p>5. Appointing external auditors for the Company for no longer than 5 years and determining their fees if they have not been appointed in the Company's Article of Association.</p>	Addition

		6. Discuss the costs of forming the company and its eligibility for the Ministry of Commerce and Investment, and the Capital Market Authority to send one or more representatives to attend the Constituent General Assembly.	
28	Except for the matters of the Extraordinary General Assembly, the Ordinary General Assembly shall have all matters pertaining to the Company and shall be held at least once a year within the six months following the end of the Company's fiscal year. Other Ordinary General Assemblies may be convened to meet whenever the need arises. The General Assembly shall form the Audit Committee and determine its remuneration.	Except for the matters of the Extraordinary General Assembly, the Ordinary General Assembly shall have all matters pertaining to the Company and shall be held at least once a year within the six months following the end of the Company's fiscal year. Other Ordinary General Assemblies may be convened to meet whenever the need arises.	Deletion
30	The public or private General Meetings of shareholders convenes by an invitation from the Board of Directors, and the Board of Directors to Ordinary General Assembly calls for the convening if so requested by the auditor or the audit committee or the number of shareholders representing (1. The public or private General Meetings of shareholders convenes by an invitation from the Board of Directors, and the Board of Directors to Ordinary General Assembly calls for the convening if so requested by the auditor	Edit & Addition

	<p>5%) of the share capital at least. The auditor may call for the Assembly if the Board fails to invite the Assembly during the thirty (30) days from the date of the request of the auditor. This invitation published in the newspaper distributed in the area where the Headquarter of the company before the date specified (21) days at least, and send a copy of the invitation and agenda to the Capital Market Authority and Ministry of Commercial and Investment. However, sufficiency may be invited in time mentioned to all shareholders by registered letters. A copy of the invitation and agenda to the Capital Market Authority during the period specified for publication.</p>	<p>or the audit committee or the number of shareholders representing (5%) of the share capital at least. The auditor may call for the Assembly if the Board fails to invite the Assembly during the thirty (30) days from the date of the request of the auditor. This invitation published in the newspaper distributed in the area where the Headquarter of the company before the date specified (21) days at least, and send a copy of the invitation and agenda to the Capital Market Authority and Ministry of Commercial and Investment.</p> <p>2. It is permissible by a decision of the Capital Market Authority to invite the ordinary general assembly to convene in the following cases:</p> <p>A. If the specified period of time (within the six</p>	
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		<p>months following the end of the company's fiscal year) expires without it completing its regulatory reporting.</p> <p>B. If the number of members of the Board of Directors is less than the minimum validity for its meetings.</p> <p>C. If it is found that there are violations of the provisions of the company's articles of association or articles of association, or that a defect has occurred in the company's management.</p> <p>D. If the board did not invite the general assembly to convene within fifteen days from the date of the request of the external auditor, the Audit Committee, or a number of shareholders which representing at least 5% of the capital.</p>	
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		<p>3. A number of shareholders, representing at least 2% of the capital, may submit an application to the Capital Market Authority to invite the Ordinary General Assembly to convene, if any of the cases stipulated in paragraph (2) of this Article are applicable. The Capital Market Authority shall invite the meeting to convene within thirty days from the date of the submission of the shareholders' request, provided that the invitation includes a schedule of the activities of the association and the items required for the shareholders to approve in the Ordinary General Assembly.</p> <p>4. This invitation published in the newspaper distributed in the area where the Headquarter of the company before the date specified for the before (10) ten days at</p>	
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		<p>least, and send a copy of the invitation and agenda to the Capital Market Authority. However, sufficiency may be invited in time mentioned to all shareholders by registered letters. A copy of the invitation and agenda to the Capital Market Authority during the period specified for publication.</p>	
33	<p>The Extraordinary General Assembly shall not be valid unless attended by shareholders who at least represent (half) of the capital of the Company. If such quorum is not achieved at the first meeting, the same conditions stipulated in Article (30) ,an invitation shall be sent for a second meeting may held after an hour of the end of the period set for the first meeting, provided that the convening of the first meeting include the benefit announcement of the possibility of this meeting, in all cases, the second meeting</p>	<p>The Extraordinary General Assembly shall not be valid unless attended by shareholders who at least represent (half) of the capital of the Company. If such quorum is not achieved at the first meeting, the same conditions stipulated in Article (30) ,an invitation shall be sent for a second meeting may held after an hour of the end of the period set for the first meeting, provided that the convening of the first meeting include the benefit announcement of the possibility of this meeting, in all cases, the second meeting will be valid if attended by</p>	Edit

	<p>will be valid if attended by shareholders representing (%25) capital at least. If the quorum is not available at the second meeting, and invited the third meeting held the same conditions stipulated in Article (30) of this bylaws, and the third meeting will be valid irrespective of the number of shares represented therein, after the approval of the competent authorities. And it may be held by the General Assembly meetings of the extraordinary shareholders' and subscription contributor to the deliberations and voting on decisions by modern technology, according to the regulations laid down by the competent authority.</p>	<p>shareholders representing (%25) capital at least. If the quorum is not available at the second meeting, and invited the third meeting held the same conditions stipulated in Article (30) of this bylaws, and the third meeting will be valid irrespective of the number of shares represented therein, after the approval of the competent authorities. And it may be held by the General Assembly meetings of the extraordinary shareholders' and subscription contributor to the deliberations and voting on decisions by modern technology, according to the regulations laid down by the Capital Market Authority.</p>	
<p>39</p>	<p>The General Assembly shall appoint on an annual basis two auditors (or more) to be selected from the auditors who are authorized to operate in the Kingdom of Saudi Arabia, determine his remunerations, and may re-appoint them. And may also be the General Assembly and at all times change them without prejudice to their</p>	<p>The General Assembly shall appoint on an annual basis two auditors (or more) to be selected from the auditors who are authorized to operate in the Kingdom of Saudi Arabia, determine his remunerations, and may re-appoint them considering that the duration must not exceed 5 continuous years and whoever finishes this period can be re-appointed</p>	<p>Addition</p>

	<p>right to compensation if the change took place at the wrong time or for some illegal reasons.</p>	<p>again after two years. And may also be the General Assembly and at all times change them without prejudice to their right to compensation if the change took place at the wrong time or for some illegal reasons.</p>	
<p>41</p>	<p>The auditor has to report to the annual General Assembly a report prepared in accordance with the Generally accepted auditing standards guaranteed by the administration's stance the company enable it to obtain the data and explanations requested and may be detected from the violation of the provisions of the Cooperative insurance companies control system and its implementing regulations, rules and regulations and other relevant opinion and instructions in the fairness of the financial statements of the company. And recite the auditor report in the General Assembly. If the Assembly decided to ratify the board's report and financial statements without listening to the Auditor's report, its decision shall be null.</p>	<p>The auditor has to report to the annual General Assembly a report prepared in accordance with the Generally accepted auditing standards guaranteed by the administration's stance the company enable it to obtain the data and explanations requested and may be detected from the violation of the provisions of the Cooperative insurance companies control system and its implementing regulations, rules and regulations and other relevant opinion and the Company's By-Laws and instructions in the fairness of the financial statements of the company. And recite the auditor report in the General Assembly. If the Assembly decided to ratify the board's report and financial statements without listening to the Auditor's report, its decision shall be null.</p>	<p>Addition</p>

<p>45</p>	<p>The company must:</p> <ol style="list-style-type: none"> 1. Put aside zakat and scheduled income tax. 2. Put aside (20%) of the net profit to form the statutory reserve and the Ordinary General Assembly may discontinue the deduction for the statutory reserve when such reserve has reached 100% of the paid-up capital. 3. The Ordinary General Assembly may, at the proposal of the Board of Directors, set aside a percentage from the annual net profits to form an excess reserve to be allocated for certain objectives stipulated by the General Assembly. 	<p>The company must:</p> <ol style="list-style-type: none"> 1. Put aside zakat and scheduled income tax. 2. Put aside (20%) of the net profit to form the statutory reserve and the Ordinary General Assembly may discontinue the deduction for the statutory reserve when such reserve has reached 100% of the paid-up capital. 3. The Ordinary General Assembly may, at the proposal of the Board of Directors, set aside a percentage from the annual net profits to form an excess reserve to be allocated for certain objectives stipulated by the General Assembly. 4. The company's annual net profits that it determines shall be distributed after deduction of all general expenses and other costs, and the formation of the necessary reserves to counter doubtful debts, investment losses and contingent liabilities that the Board of Directors deems necessary in accordance with the provisions of the cooperative insurance companies' control system and the provisions issued by the 	<p>Addition</p>
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		<p>Saudi Arabian Monetary Authority. The remainder of the profits after deducting the reserves determined under the relevant regulations and Zakat, not less than 5% of the paid-up capital for distribution to shareholders according to what is proposed by the Board of Directors and decided by the General Assembly, and if the remaining percentage of the profits owed to shareholders is not sufficient to pay this percentage, the shareholders may not claim to pay it in the following year or years, and the General Assembly may not decide to distribute a percentage of the profits in excess of what was proposed by the Board of Directors.</p> <p>5. The company may, after obtaining the no-objection, distribute interim dividends to its shareholders on a semi-annual or quarterly basis in accordance with the controls issued by the Capital Market Authority, based on an authorization issued by the General Assembly, for the Board of Directors to distribute interim dividends, which</p>	
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		approval must be renewed annually.	
46	<p>Shareholders deserve their share in profits in accordance with General Assembly resolution adopted in this regard, and set out in resolution due date and the date of distribution. And be eligible dividends to the owners of registered shares in the shareholder registers at the end of the due date, Ordinary General Assembly upon the proposal of the Board of Directors to avoid a percentage of annual net profits to be additional reserves and customize it for the objective or particular objectives determined In accordance with regulations and written approval by the Saudi Monitory Authority.</p> <p>The company's distribution of interim dividends to its shareholders on a semi-annual or quarterly basis in accordance with the regulations issued by the capital market Authority, based on the mandate issued by the General Assembly of the board of Directors to</p>	<p>Shareholders deserve their share in profits in accordance with General Assembly resolution adopted in this regard, and set out in resolution due date and the date of distribution. And be eligible dividends to the owners of registered shares in the shareholder registers at the end of the due date, Ordinary General Assembly upon the proposal of the Board of Directors to avoid a percentage of annual net profits to be additional reserves and customize it for the objective or particular objectives determined In accordance with regulations and written approval by the Saudi Monitory Authority.</p>	Deletion

	<p>distribute interim dividends renewed annually.</p>		
<p>49</p>	<p>Board of Directors Members jointly liable for the company's compensation or shareholders or third parties for damage arising from insults measure of the company's affairs or violating the provisions of the Cooperative Insurance Companies Supervision Law and its implementing regulations, rules and regulations and other relevant regulations, and every condition to the contrary it is void. It is the responsibility of all board members if the error arose from a decision issued. The decisions made by a majority of opinions, do not ask them when opposition members have demonstrated their opposition openly in the minutes of the meeting. Absence is not to attend the meeting at which the decision a reason for exemption from liability issued only if it is proven not aware of the decision Lists absent or not being able to challenge it after having learned. Does not preclude a claim of</p>	<p>1. Board of Directors Members jointly liable for the company's compensation or shareholders or third parties for damage arising from insults measure of the company's affairs or violating the provisions of the Cooperative Insurance Companies Supervision Law and its implementing regulations, rules and regulations and other relevant regulations, and every condition to the contrary it is void. It is the responsibility of all board members if the error arose from a decision issued. The decisions made by a majority of opinions, do not ask them when opposition members have demonstrated their opposition openly in the minutes of the meeting. Absence is not to attend the meeting at which the</p>	<p>Bupa Arabia did the other changes as per the Saudi Arabian Monetary Authority "SAMA" circular 177 that the company received in January 2020.</p>

	<p>responsibility the approval of the AGM discharged the Board of Directors. Nor hear the case involving liability after the expiration of three (3) years from the date of discovery of the harmful act. With the exception of - the cases of fraud and forgery, you cannot hear the case involving liability in all cases after five (5) years from the end of the fiscal year in which the tort occurred or the date three (3) years from the membership of a member of the Board of Directors on the end, whichever is later. And each shareholder has the right to sue the company planned responsibility to the members of the Board of Directors if it was a mistake, which issued them inflict harm its own affair. A shareholder may not suit mentioned only if the company has the right to lifting remains. The shareholder must inform the company of his or her decision to suit, with the right to claim compensation for private damages.</p>	<p>decision a reason for exemption from liability issued only if it is proven not aware of the decision Lists absent or not being able to challenge it after having learned.</p> <ol style="list-style-type: none"> 2. Does not preclude a claim of responsibility the approval of the AGM discharged the Board of Directors. 3. Nor hear the case involving liability after the expiration of three (3) years from the date of discovery of the harmful act. With the exception of - the cases of fraud and forgery, you cannot hear the case involving liability in all cases after five (5) years from the end of the fiscal year in which the tort occurred or the date three (3) years from the membership of a member of the Board of Directors on the end, whichever is later. 4. Each shareholder has the right to sue the company planned responsibility to 	
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		<p>the members of the Board of Directors if it was a mistake, which issued them inflict harm its own affair. A shareholder may not suit mentioned only if the company has the right to lifting remains. The shareholder must inform the company of his or decision to suit, with the right to claim compensation for private damages.</p> <p>5. The company may be charged the following expenses that a shareholder has assigned by filing a lawsuit, whatever its outcome, under the following conditions:</p> <p>A. If the lawsuit was filed in good faith.</p> <p>B. If the presentation to the Company of the reason for which the lawsuit has been filed did not receive a response within thirty days.</p> <p>C. If it is in the Company's interest to file, the lawsuit based on the</p>	
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		provisions of Article (79) of the Companies Law D. If the lawsuit has been based on a correct basis.	
50	Company enters the liquidation state once it expires and maintains a legal personality necessary needed for the liquidation of the extent, and issue a liquidation decision electives from the Capital Market Authority and it must include liquidation decision on the appointment of a liquidator and determine his powers and his fees and restrictions on the powers necessary for the liquidation of the time, duration and should not exceed a period of voluntary liquidation five (5) years, and may not be extended for more than that except by judicial order, ending the company's board authority to solve Yet it remains such those in charge of the company's management and are preparing for is the rule of the liquidators to be appointed liquidator and the rest of the devices the company during the liquidation terms of	Company enters the liquidation state once it expires and maintains a legal personality necessary needed for the liquidation of the extent, and issue a liquidation decision electives from the shareholders or the General Assembly and it must include liquidation decision on the appointment of a liquidator and determine his powers and his fees and restrictions on the powers necessary for the liquidation of the time, duration and should not exceed a period of voluntary liquidation five (5) years, and may not be extended for more than that except by judicial order, ending the company's board authority to solve Yet it remains such those in charge of the company's management and are preparing for is the rule of the liquidators to be appointed liquidator and the rest of the devices the company during the liquidation terms of reference that are not	Change

	reference that are not inconsistent with the terms of reference of the liquidator for, and take into account the filter keeping the right of the participants in the surplus from insurance operations and reserves made up as stipulated in articles (44) and (45) of this bylaws.	inconsistent with the terms of reference of the liquidator for, and take into account the filter keeping the right of the participants in the surplus from insurance operations and reserves made up as stipulated in articles (44) and (45) of this bylaws.	
51	The provisions of the Cooperative Insurance Companies Supervision Law and its Implantation Regulation, the Companies' Law, and the Capital Market Authority regulations and its Executive Regulations and other relevant instructions and regulations shall be applied to everything not mentioned in these Articles of Association.	The provisions of the Cooperative Insurance Companies Supervision Law and its Implementation Regulation, the Companies' Law, and its Executive Regulations and other relevant instructions and regulations shall be applied to everything not mentioned in these Articles of Association.	Change