



Memorandum of association for Banan Real Estate Company

First chapter

Company foundation:

Article 1: Foundation

This company is founded as per regulation of companies regulation and system to be a Saudi joint stock company as per the following:

Article 2: Company name:

Banan Real Estate Company

(Public Joint Stock Co.)

Article 3: Company's purpose

The company will execute the following purposes:

- Agriculture, Forestry and fishes hunting.
- Mining and quarries
- Transforming industries
- Electricity , gaz , steam and air-condition installations
- Water , sanitary drainage activities, rubbish management and its treatment
- Construction
- Wholesale , retail , motor vehicles and Motor cycles
- Transformation and storage
- Residency and food services activities
- Information and communication
- Financial and insurance activities
- Real estate activities
- Professional , scientific and technical activities
- Administrative and support services
- Public and defense management , compulsory social insurance
- Education
- Human health activity and social work
- Arts and entertainment
- Other services activities





Family living activities

- Directing affiliated companies, participating in other companies management
- Investing money in shares and other stock

The company participates its activities as per the assigned systems after getting all needed licenses

Article 4: partnership and Merging

The company may establish solely Ltd. companies or joint-stock companies with not less than (5) Saudi Million Riyals as a capital or to own shares and stocks in other companies or merging with it and it has the right to establish a participating or limited company to perform a similar activity after meeting all the conditions and regulations of the systems in this affair while the company may behave on these stocks and shares regarding that doesn't include intervention in its procedures.

Article 5: Company headquarter

The company's head office is located in Riyadh city and the company has the right to open branches inside and outside the Kingdom after the approve of its managers.

Article 6: Duration of the company

The duration of the company is (99) years starting from the date of registry in the commercial registration and may be renewed with a resolution of directors or with any number of partners holding half of the shares of the capital or the majority of the partners before one year of its end.

Second chapter: Capital and shares





Article 7 : Capital

The capital of the company was determined with (200,00,000) Two Millions Riyal separated on (20,000,000) equal share with (10 SAR) for each one.

Article 8 : Shares subscription

The founders have subscribed in all capital shares with (20.000.000) with amount of (200.000.000) which is fully paid. Shares declares with paying all capital while foundation.

Article 9: Preferred Shares

The extraordinary general assembly of the company, according to the principles laid down by the competent authority, may issue preference shares or decide to buy them or convert ordinary shares into preference shares not exceeding ten percent of the company's capital or convert preferred shares into ordinary shares and do not give preference shares the right to vote in General assemblies of shareholders and arranging these shares for their owners have the right to obtain a percentage of more than the owners of ordinary shares from the net profits of the company after setting aside the statutory reserve.

Article 10: Selling shares of unpaid value

The shareholder shall pay the value of the share on the dates specified for that, and if he fails to pay the due date, the board of directors, after being notified by a registered letter, may sell the share in the public auction or the stock market, as the case may be, in accordance with the controls determined by the competent authority. The company shall collect from the proceeds of the sale the sums owed to it and return the rest to the owner of the share. If the proceeds of the sale are not sufficient to meet these sums, the company may collect the remainder of all the shareholder's funds. Nevertheless, the shareholder may fail to pay until the day of the sale to pay the value owed by him in addition to the expenses that the company spent in this regard, and the company receives the sold share in accordance with the provisions of this article. And it gives the buyer a new share with the number of the canceled share, and it indicates in the stock register the occurrence of the sale with an indication of the name of the new owner.

Article 11: Issuance of Shares





Shares are nominal and may not be issued at less than their importance value. Rather, they may be issued at a higher value, and in this last case the difference in value shall be 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 one of them to represent them in using the rights related to it, and these persons shall be jointly responsible for the obligations arising from the ownership of the share.

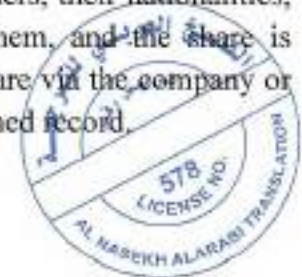
The company issues share certificates so that they have serial numbers and signed by the chairman of the company's board of directors or whomever he delegates from among the board members and we stamp the company's seal and include the share in particular, the number and date of the ministerial decision issued authorizing the establishment of the company and the number and date of the ministerial decision announcing the establishment of a company, the value of the capital and the number of shares The distributor, the nominal value of the share, the sums paid from it, the company's purpose in short, its head office, and its duration. Shares must have coupons with serial numbers and include the share number attached to it.

Article 12: Shares Trading

Shares subscribed by the founders may not be traded except after publishing the financial statements for two fiscal years, each of which is not less than twelve months from the date of incorporation of the company. The bonds of these shares shall be indicated on the bonds of these shares indicating their type, the date of incorporation of the company and the parent in which its circulation is prohibited, however it is permissible during the prohibition period to transfer the ownership of shares in accordance with the provisions of the sale of rights from one of the founders to another founder or from the heirs of one of the founders in case of his death to others or in case execution of the funds of the insolvent or bankrupt founder, provided that the priority of owning those shares is for the other two seasons and the provisions of this article shall apply to what the founders subscribe to in the event of an increase in the capital before the end of the ban period.

Article 13: The Register of Shareholders

The shares of the company are traded by being registered in the shareholders 'register prepared or contracted by the company, which includes the names of the shareholders, their nationalities, places of residence, numbers of shares and the amount paid out of them, and the share is indicated in this register, and the transfer of ownership of the nominal share via the company or others is not considered except from the date of registration on the mentioned record.





Article 14: Increasing the Capital

1. The extraordinary general assembly may decide to increase the capital of the company, provided that the capital has been fully paid, and it is not required that the capital be paid in full if the unpaid part of the capital belongs to shares issued in exchange for the transfer of debt instruments or financing instruments. Into shares and the period specified for converting them into shares has not yet expired.

2. The extraordinary general assembly in all cases may allocate the shares issued when increasing the capital or part thereof to the employees of the company and its subsidiary companies or some of them, or any of that. Shareholders may not exercise the right of priority when the company issues shares allocated to employees

3. The shareholder who owns the share at the time of the decision of the extraordinary general assembly to approve the increase in the priority capital in the subscription to the new shares issued in exchange for cash shares, and they inform them of their priority by publishing in a daily newspaper or by informing them through registered mail of the capital increase decision, the terms of the depression, its duration, and the date of its start and end.

4. The immaterial general assembly has the right to suspend the priority right for shareholders to subscribe to an increase in capital in exchange for cash shares, or to give priority to non-shareholders in cases it deems appropriate in the interest of the company.

5. The shareholder has the right to sell or waive the pre-emption right during the period from the time of the decision of the general assembly approving the increase in the capital to the last day for subscribing for new shares related to these rights, in accordance with the controls laid down by the competent authority.

6. Subject to the provisions of Paragraph (4) above, the new shares shall be distributed to the priority rights magazine who requested the subscription, in proportion to the priority rights they own from the total priority rights resulting from the capital increase, provided that what they obtain does not exceed the shares they requested. The rest of the new shares shall be distributed to the priority rights holders who requested more than the Chinese, in proportion to the priority rights they own from the total priority rights resulting from the capital increase, provided that what they obtain does not exceed what they requested of the new shares and then put the rest of the shares on Others, unless the extraordinary general assembly decides or the Capital Market Law stipulates otherwise.



**Article 15: Reducing the Capital**

The extraordinary general assembly may decide to reduce the capital if it exceeds the company's need or if it suffers losses. In the latter case alone, the capital may be reduced to below the limit stipulated in Article 54) of the Companies Law. The reduction decision is not issued except after reading a special report prepared by the auditor on the reasons that necessitate it, the obligations of the company, and the effect of the reduction in these obligations. If the reduction of the capital was a result of its increase in the company's need, the two convicts must be invited to express their confessions to it within sixty days from the date of Publication of the reduction decision in a daily newspaper distributed in the region in which the company's head office is located. If one of the creditors objects and submits his documents to the company on the aforementioned date, the company must pay him his debt if it is immediately or provide him with a sufficient guarantee to pay it if it is later.

Chapter Three: The Board of Directors**Article 16: Company management**

The management of the company is undertaken by a board of directors composed of (6) members elected by the ordinary general assembly of shareholders for a period not exceeding three years, and the term of membership of the first board of directors begins from the date of the issuance of the ministerial decision announcing the establishment of the company, and with the exception of this, the shareholders appointed the first board of directors for a period of (5) years.

Article 17: Termination of Board Membership

The membership of the Board shall end with the expiration of its term or the expiration of the member's validity according to any system or instructions in force in the Kingdom. Nevertheless, the Ordinary General Assembly may at all time dismiss all or some of the members of the Board of Directors without prejudice to the right of the dismissed member towards the company to claim compensation if the dismissal occurs for a reason other than It is acceptable or at an inappropriate time, and a member of the board of directors may retire provided that this is at an appropriate time, otherwise he shall be responsible before the company for the damages resulting from his retirement.

Article 18: The vacant position in the Council

If the position of one of the members of the board of directors becomes vacant, the board may appoint a temporary member in the vacant position according to the order in obtaining votes in





the assembly that elected the board, provided that he is one of those with experience and sufficiency and must inform the Ministry of that within five working days from the date of the appointment and present it Appointment to the Ordinary General Assembly at its first meeting, and the new member completes the term of his predecessor. If the necessary conditions for the meeting of the Board of Directors are not met due to the lack of the number of its members below the minimum stipulated in the Companies Law or this system, the rest of the members must call the Ordinary General Assembly to convene within sixty days to elect the necessary number of members.

Article 19: Powers of the Council

Subject to the competencies established for the general assembly, the board of directors shall have the widest powers in managing the company in order to achieve its objectives, and for disposing of the assets, properties and real estate of the company and he has the right to buy, sell, accept and pay the price, mortgage, release the foreclosure, sell, release and collect the price and the he right to collect the rights of the company with others and the right to conciliation, assignment, contracting, commitment, engagement and discharge of liability in the name of the company and on its behalf. Besides, carrying out all financial, commercial and industrial actions and actions that would achieve the objectives of the company. It also has the right to open investment accounts in the name of the company or companies that the company owns or is a partner in with all domestic and foreign banks, Islamic finance companies, real estate, industrial and agricultural funds in the name of the company, receive the amounts paid to the company and deliver them of all kinds to banks and sign jointly to withdraw any amount and request and receive account statements and books Checks and any other documents related to this account are deposited in our name with any bank, obtaining any banking facilities for any amount with or without insurance on our accounts and with any conditions, signing contracts and documents confirming this, and depositing or pledging any type of security with banks to ensure payment of discounted bills or any dues Other or paying debit current accounts, opening documentary credits, receiving their documents, issuing letters of guarantee of all kinds, editing, signing and endorsing papers and other commercial documents, transferring sums in local and foreign currency, whether for himself or for others, reviewing, discussing, closing the account, settling and giving final clearance on it, and signing all statements of that, including the certification On balances and receiving checks and transfers Bills, exchange them, giving and signing guarantees for himself or for others on his behalf, obtaining and receiving an ATM card, entering the private password or any of the other applicable electronic services, authorizing others in all or some of the powers given to him, issuing checks, credits, withdrawals, creativity and transfer from accounts in foreign currency, local currency and bonds The order and the issuance of bank guarantees and all securities, the request for the issuance of bank guarantees, the opening of





documentary credits on behalf of the company, the signing of all kinds of contracts, documents, agreements, instruments, papers, documents, checks and their issuance and all banking and banking transactions and account management. He has the right to conclude loan agreements according to Sharia controls, regardless of their duration, guarantees, guarantees, mortgage with banks, banks, public lending funds, and local and international financing agencies, request bank loans that are compatible with the provisions of Islamic Sharia, request exemption from loans, accept donations, close accounts and settle them, disbursement and deduct networks, order bonds, activate data and use services Electronic and activating the Saudi accounts portal, issuing a bank certificate for the establishment of new companies, raising the capital in cash, receiving and delivering, reviewing all relevant authorities, completing all necessary procedures and signing what is required, and has the right to issue legal agencies on behalf of the company.

The board of directors has the right to authorize one member or more than one of its members or others to perform any work.

Article 20: Awards of board of directors

Board of directors shall have their awards as per the regulations of companies system and the report of board of directors to the normal general assembly should include all payments received by the board of directors during the fiscal year and to contain what received by board of directors as a staff or managers or what they have received for their technical , administrative and consultation works with indicating the number of council meetings attended by each member from the date of the last meeting of the assembly.

Article 21: Authorities of chairman, deputy-chairman , secretary and Managing Director

Board of directors will assign , among his members, a chairman and his deputy-chairman and to assign the managing director while the chairman can not work in any other executive position in the same time in the company. Board of directors will assign a CEO for the company and to determine his authorities , duration and awards.

The chairman (or his deputy in case of his absence) has the authority to call for a meeting and to direct these meetings and general assemblies of shareholders. In addition, the chairman will execute the following:

- representing the company before all courts and administrative committees with jurisdiction of various names and degrees inside or outside the Kingdom of Saudi Arabia and before the general and partial courts and the Diwan Grievances, administrative, commercial and traffic courts, execution court, public and special court, banking dispute settlement committee, offices for adjudicating commercial paper disputes, customs





committees (primary and appeals), zakat tax committees (primary and appeals), supreme court, higher administrative wisdom, and arbitration bodies, and they have the right to claim, institute lawsuits, plead, defend and hear cases Responding to them, admission, denial, baldness, waiver, acquittal, request an oath, return it, abstain from it, bring witnesses and evidence, challenge them, answer, injure, amend, challenge, forgery, litigate, demand, demand, account, divide, count, accept judgments, request their implementation, appeal, discern and deny them, submit objection regulations and cancel them To seize and confiscate the money of others, carry out insurances and mortgages, pay the amounts owed by the company, make settlements outside the courts, deny lines and seals, sign, request travel bans and raise it, request seizure and execute, request arbitration, appoint experts and arbitrators and other types of debtors.

- b. reviewing customs and customs and issuing traffic plates - reviewing the Ministry of Transport to extract car operating cards and they have the right to sell and buy cars and import them, review Saudi customs and end all customs transactions, import and export, review the Ministry of Transport and issue licenses. Reviewing all security authorities and the emirate, submitting to points of sale, withdrawals and the With regard to the customs authority, issuing and renewing customs licenses - transferring and canceling customs licenses and opening branches for them - clearing goods, inspecting and inspecting - paying fees and receiving licenses and customs cards - managing and supervising licenses - reviewing all relevant authorities and completing all necessary procedures and giving abstracts about accounting.
- c. signing contracts and documents confirming this, and depositing or pledging any type of security with banks to ensure payment of discounted bills or any dues Other or paying debit current accounts, opening documentary credits, receiving their documents, issuing letters of guarantee of all kinds, editing, signing and endorsing papers and other commercial documents, transferring sums in local and foreign currency, whether for himself or for others, reviewing, discussing, closing the account, settling and giving final clearance on it, and signing all statements of that, including the certification On balances and receiving checks and transfers bills. In addition to adding or canceling spaces of lands and real estates , stocks , schemes , its dates and names of districts and issuing legal documents for all properties.
- d. Dealing with all local and international banks inside KSA banks and sign jointly to withdraw any amount and request and receive account statements and books Checks and any other documents related to this account are deposited in our name with any bank, obtaining any banking facilities for any amount with or without insurance on our accounts and with any conditions, signing contracts and documents confirming this, and depositing or pledging any type of security with banks to ensure payment of discounted





bills or any dues Other or paying debit current accounts, opening documentary credits, receiving their documents, issuing letters of guarantee of all kinds, editing, signing and endorsing papers and other commercial documents, transferring sums in local and foreign currency, whether for himself or for others, reviewing, discussing, closing the account, settling and giving final clearance on it, and signing all statements of that, including the certification On balances and receiving checks and transfers Bills, exchange them, giving and signing guarantees for himself or for others on his behalf, obtaining and receiving an ATM card, entering the private password or any of the other applicable electronic services, authorizing others in all or some of the powers given to him, issuing checks, credits, withdrawals, creativity and transfer from accounts in foreign currency, local currency and bonds and they have the right to invest money and operate it on local and international monetary markets.

si Concerning (establishing companies in signing the incorporation contracts and amendment appendices - signing partners' decisions. Opening branches, appointing and dismissing managers, amending the management clause ,entering and leaving partners , entering existing companies , increasing capital , reducing capital , determining capital , - buying shares And shares and paying the price - Selling shares and shares, receiving value and profits, buying and selling companies. Waiver of shares and shares from the capital , Accepting assignment of shares, stocks and capital , Transferring shares, stocks and bonds, liquidating companies, investing company funds in stocks and other securities , Opening accounts with banks In the name of the company, signing agreements ,amending the company's objectives , closing accounts with banks in the name of the company: amending contract clauses incorporation or amendment appendices , company registration , registration of agencies and trademarks, assignment of trademarks , attending public councils , opening files for the company , canceling incorporation contracts And the amendment appendices , signing of incorporation contracts and amendment appendices at the notary public , extracting and renewing commercial records for the company and to sign all required documents needed for this and announcement in formal newspapers and to meet all governmental directions and signing the required documents.

e. Reviewing the Ministry of Justice, the Ministry of the Interior, the Ministry of Foreign Affairs, the Ministry of Defense, the Ministry of Energy, Industry and Mineral Resources, the Ministry of Commerce and Investment, the Trademarks Department, Commercial Agencies, Quality Management and Precious Metals, the Department of Free Professions, the issuance of a certificate of origin, requesting customs exemption, the Ministry of Finance, the Ministry of Labor, the Ministry of Health, the Department of Health Affairs, and private and government hospitals and their branches And the subsequent departments, sections and facilities, reviewing the Food and Drug Authority, reviewing the Quality and Quality Department, Standards and





Metrolology, telecommunications companies, establishing fixed phones or mobile phones in the name of the company, 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, and extracting and renewing industrial licenses amending, canceling and transferring them, reviewing social insurance, civil defense, the Department of Zakat and Income and their branches, and the departments and sections.

f. Appointing employees and workers, their dismissal, dismissal and requests, visas, recruitment and contracting with them, determining their views and remuneration, obtaining residency, exit, return and final visas, transferring and waiving guarantees, and they have the right to complement the moon in all or some of its powers.

g. Approval of the establishment of subsidiaries, the opening of the company's branches and offices, the company's agency and its covers, and the most important months, and participation in any of the existing companies or its incorporation.

h. Approving the company's business plan and approving its operating plans and capital budgets, or representing the company before Sharia courts, judicial bodies and administrative courts (the Board of Grievances). Sharia government committees, labor offices, workers, labor committees (primary and higher), financial dispute settlement committees, banking dispute settlement committees, commercial paper dispute resolution venues, commercial dispute settlement committees, all space and quasi-dominant committees, and arbitration bodies. Flee, denial, eviction, conciliation, homes, division, sorting, requesting an oath, refuting it, making all kinds of settlements, bringing witnesses and deportations, challenging them, answering, wounding, amending, appealing forgery, denying lines, seals, signatures, requesting a travel ban and raising it, requesting seizure and inspection, requesting arbitration, appointing experts and arbitrators, and challenging the reports of experts and arbitrators. Rejecting and replacing them, requesting the application of Article 230 of the Shari'a pleadings system, requesting execution of judgments, accepting and defacing judgments, objecting to judgments, requesting appeals and permitting them, requesting reconsideration, requesting re-consideration, requesting intercession, and ending what is required to attend hearings in all lawsuits filed by and witness to the company at all courts and to receive sums By check in the name of the company, receiving the judgments' deeds, requesting the judge, requesting insertion, interference, waiver of all rights, cases, donation, preemption and guarantee, and he is entitled, according to the powers granted to him, to delegate or delegate it to others.

The chairman of the board may delegate or authorize all or some of his powers to one of the members or a third party to carry out specific work. Board of directors will assign a secretary among its boarders for recording meetings of the Board of Directors, recording and keeping the decisions issued by these meetings, in addition to exercising other competencies entrusted to it by the Board of Directors, and the Board shall number its competencies and remuneration by a





decision issued by it. The duration of chairman , secretary and managing director should not exceed the duration of each membership.

Article 22: Board Meetings

The Board of Directors meets at least twice a year at the invitation of its Chairman, and the invitation is in writing, and the Chairman of the Board must call the Board to a meeting whenever two of the members so request it.

Article 23: The board Quorum

A board meeting is not valid unless attended by at least members, and a board member may delegate other members to attend the board meetings according to the following controls:

- A) It is not permissible for a member of the Board of Directors to represent more than one member in attending the same meeting.
- B) That the mandate is fixed in writing and for a specific meeting
- C) The deputy may not vote on the decisions on which the system prohibits the delegate from voting on it. The decisions of the council shall be issued by the majority of opinions of the attending members or their representatives, and when the opinions are equal, the side with which the head of the meeting has voted is returned.

Article 24: board of direction's deliberations

The deliberations and decisions of the Board of Directors are confirmed in minutes signed by the Chairman of the Board, the members of the Board present and the Secretary, and these minutes are recorded in a special record signed by the Chairman of the Board of Directors and the Secretary.

Chapter 4: Shareholders' Associations

Article 24:

Attendance at the Assemblies Every subscriber, regardless of the number of his shares, has the right to attend the constituent assembly, and every shareholder has the right to attend the general assemblies of the shareholders, and in this regard he has the right to delegate on him another person other than members of the board of directors or company employees to attend the general assembly.

Article 26: The Constituent Assembly





The founders call all subscribers to hold a constituent assembly within 45 days from the date of the ministry's decision to authorize the establishment of the company.

The meeting is valid, and the presence of a number of subscribers, such as at least half of the capital, is required. If this text is not available.

2. the second meeting will be held one hour after the end of the period specified for the first meeting, provided that the invitation for the first meeting includes that. In all cases, the second meeting shall be valid regardless of the number of subscribers represented.

Article 27: Terms of reference of the Constituent Assembly

The Constituent Assembly shall be concerned with the matters mentioned in Article (63) of the Companies Law.

Article 28: Competences of the Ordinary General Assembly

With the exception of matters pertaining to the extraordinary general assembly, the ordinary general assembly is concerned with all matters related to the company, and it convenes at least once a year during the months following the end of the company's fiscal year, and other ordinary general assemblies may be called whenever the need arises.

Article 29: Competences of the Extraordinary General Assembly

The extraordinary general assembly shall have the authority to amend the company's articles of association with the exception of matters that it is prohibited to amend by law. It may issue decisions on matters originally within the competencies of the physical General Assembly, under the same terms and conditions as prescribed for the Ordinary General Assembly

Article 30: Call for an assembly

The general or private assemblies of the shareholders shall convene at the invitation of the Board of Directors, and the Board of Directors shall call the Ordinary General Assembly to convene if the auditor or the audit committee requests this, or a number of shareholders equal to (5%) of the capital at least. The auditor may call the assembly to convene if the board does not invite the assembly within thirty days from the date of the auditor's request. The invitation to convene the general assembly is published in a daily newspaper distributed in the company's headquarters at least 21 days before the date set for the meeting. Nevertheless, it is permissible to address the invitation on the aforementioned time to all shareholders by registered letters. A copy of the invitation and the agenda is sent to the ministry within the specified period for publication.





Article 31: Record of Assemblies Attendance

Shareholders who wish to attend the general or private assembly register their names in the company's head office prior to the time specified for the meeting.

Article 32: Quorum for the Ordinary General Assembly meeting

The holding of the Ordinary General Assembly meeting is not valid unless attended by shareholders representing at least half of the capital, and if the quorum necessary to hold this meeting is not available:

1. The second meeting shall be held one hour after the end of the period specified for the first meeting to be held
2. If the call is to hold the first meeting includes an announcement of the possibility of holding this meeting, in the event that the first invitation does not include the possibility of holding the second meeting, and the invitation to a second meeting has been sent to hold a second meeting within the thirty days following the previous meeting, and this invitation is published in the manner stipulated in Article (thirty) of this system.

Article 33: Quorum for the Extraordinary General Assembly Meeting

The meeting of the extraordinary general assembly shall not be held until it is attended by shareholders representing half of the capital.

1. If this quorum is not available at the first meeting, the second meeting will be held an hour after the end of the period specified for the first meeting, provided that the invitation to hold the first meeting includes an announcement of the possibility of holding This meeting. In the event that the first invitation does not include the possibility of holding the second meeting, the invitation has been issued for a second meeting, to be held in the same conditions stipulated in Article (thirty) of this system.
2. In all cases, the second meeting shall be valid if attended by a number of shareholders representing at least one-fourth of the capital. And if the necessary quorum is not available at the second meeting, an invitation is sent to a third meeting to be held according to the same conditions stipulated in Article (thirty) of this system, and the third meeting will be valid if the number of shares represented is after the approval of the competent authority.





Article 34: Voting in Assemblies

Every subscriber has a vote for every share he represents in the constituent assembly, and every shareholder has a vote for every share in the general assemblies, and the cumulative vote must be used in the election of the Board of Directors.

Article 35: Resolutions of the Assemblies

The decisions of the Constituent Assembly are issued by the absolute majority of the shares represented in it. The decisions of the Ordinary General Assembly are issued by the absolute majority of the shares represented in the meeting. The decisions of the Extraordinary General Assembly are also issued by a two-thirds majority of the shares represented in the meeting. Unless it is a decision related to increasing or reducing the capital, prolonging the term of the company, or dissolving it before the expiry of the period specified in its articles of association, or its merger with another company, then it will not be valid unless it is issued by a majority of three quarters of the shares represented at the meeting.

Article 36: Discussion in Assemblies

Every shareholder has the right to discuss topics on the assembly's agenda and 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 they do not compromise the interest of the company. If the shareholder deems that the answer to his question is not convincing, he must refer to the association, and its decision in this regard is effective.

Article 37: Presiding over societies and preparing minutes

The meeting of the general assemblies of the shareholders shall be presided over by the chairman or his deputy in his absence, or by whom the board of directors is delegated from among its members for that in the absence of the chairman and his deputy. Her decisions, the number of votes she agreed to or disagreed with, and a full 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 president of the assembly, its secretary and votes collector.

Chapter Five: The Audit Committee

Article 38: Formation of the Committee

By a decision of the Ordinary General Assembly, a review committee shall be formed, consisting of (3) members who are not members of the executive board, whether from shareholders or





others. The decision shall specify the duties of the committee, its work controls, and the remuneration of its members.

Article 39: Quorum for the meeting of the committee

For the audit committee meeting 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, and when the votes are equal, the side that the chairperson voted with is prevail.

Article 40: Competence of the Committee

The audit committee is responsible for monitoring the company's business, and for this purpose it has the right to view its records and documents and request any clarification or statement from the members of the board of directors or the executive management, and it may request the board of directors to invite the company's general assembly to convene if the board of directors impedes its work or the company is exposed for heavy damages or losses.

Article 41: Committee reports

The audit committee must review the company's financial statements and the reports and notes provided by the auditor, and express its opinions about them, if any, and it must also prepare a report on its opinion on the adequacy of the company's internal control system and what it has done of other activities that fall within the scope of its competence. The board of directors must deposit a sufficient copy of this report in the company's headquarters at least 21 days before the date of the general assembly to provide all shareholders who wish to have a copy of it, and the report shall be read during the meeting.

Chapter Six: Auditor

Article 42: Appointment of the Auditor

The company must have one (or more) auditors from among the auditors licensed to work in the Kingdom appointed by the Ordinary General Assembly annually, and his remuneration and the duration of his work are determined, and the association may also change it at any time without prejudice to his right to compensation if the change takes place at an inappropriate time. Or the reason is not legitimate

Article 43: Powers of the Auditor





The auditor has the right at any time to view the company's books, records and other documents, and he also has the right to request the data and clarifications that he deems necessary to obtain, in order to verify the company's assets, obligations, and other things 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 must request the board of directors to call the ordinary general assembly to consider the matter.

Chapter Seven: Company Accounts and Profit Distribution

Article 44: The fiscal year

The company's fiscal year begins from the first of January and ends at the end of December of each year, provided that the first fiscal year from the date of the ministerial decision issued to announce the incorporation and ends at the end of December of the following year.

Article 45: Financial documents

a. The board of directors must, at the end of each financial year for the company, present the company's financial statements and a report on its activities 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 days before the date fixed for the meeting of the general assembly.

b. The company's chairman, chief executive, and financial director must sign the documents referred to in Paragraph (a) of this Article, and copies of them shall be deposited at the company's head office at the shareholders' disposal at least 21 days prior to the date set for the general assembly meeting.

c. The chairman of the board of directors shall provide the shareholders with the financial statements of the company, the report of the board of directors, 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, at least 15 days before the date of the General Assembly.

Article 46: Distribution of Quarters

The annual net profits of the company are distributed as follows:





1. (10%) of the net profits shall be set aside to form the statutory reserve of the company. The Ordinary General Assembly may decide to stop this deduction when the said reserve reaches (20%) of the paid capital.

2. The Ordinary General Assembly, based on the proposal of the Board of Directors, may avoid a percentage (10%) of the net profits to form a consensual reserve allocated for a specific purpose.

3. The Ordinary General Assembly may decide to create other reserves, to the extent that it serves the interest of the company or ensures that fixed profits are distributed as much as possible to the shareholders, and the aforementioned assembly may also deduct from the net profits amounts for the establishment of social institutions for the company's employees or assistance to what is existing from these institutions.

4. From the remainder after that, a percentage of not less than (10%) of the paid-up capital of the company shall be distributed to the shareholders.

5. Subject to the provisions stipulated in Article (Twenty) of this Law, and Article (76) of the Companies Law, after the aforementioned a percentage (5%) of the remainder shall be allocated to the Board of Directors' remuneration, provided that the entitlement of this remuneration is proportional to the number of sessions attended by the member.

Article 74: Entitlement to Profits

The shareholder is entitled to his share in the profits in accordance with the decision of the general assembly issued in this regard, and the decision specifies the date of maturity and the date of distribution, and the entitlement of the profits shall be for the shares registered in the shareholders' records at the end of the date specified for maturity.

Article 48: Dividends Distribution for Preferred Shares

1. If profits are not distributed for any fiscal year, then it is not permissible to distribute fourths for the following years except after paying the percentage specified in accordance with the provisions of Article (144) of the Companies Law for owners of preference shares for that year.

2. If the company fails to pay the specified percentage in accordance with the provisions of Article Fourteen hundreds of the Companies Law out of profits for a period of three consecutive years, then the special association of owners of these shares, held in accordance with the provisions of Article 89) of the Companies Law, may decide whether they attend meetings of the General Assembly For the company and participate in voting, or appointing representatives for them in the board of directors in proportion to the value of their shares in the capital, until the





company is able to pay all the priority dividends allocated to the owners of these shares for previous years.

Article 49: Company losses

1. If the losses of the joint-stock company 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 that, and the board of directors during Fifteen days from his knowledge of this to invite the extraordinary general assembly to a meeting within forty-five days from the date of his knowledge of the losses; To decide whether to increase or decrease the company's capital in accordance with the provisions of the Companies Law, to the extent that the percentage of losses decreases to less than half of the paid-up capital, or to dissolve the company before the term specified in the Companies Law.

2. The company is considered terminated 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 convenes and is unable to issue a decision on the matter. Or if it decided to increase the capital in accordance with the conditions set forth in this article, and the entire capital increase has not been subscribed to within ninety days of the association's decision to increase it.

Chapter Eight: Disputes

Article 50: 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 would cause special harm to him. The shareholder may not file the aforementioned lawsuit unless the company's right to file it is still valid. The shareholder must inform the company of his intention to file a lawsuit.

Costs paid by shareholders for making a claim may be paid by the company in case:

1. Claim is held with good faith
2. If he present to the company the main reason for making this call and not receiving a respond within (30) days.
3. If making this claim was for the profit of the company as per article (79) of the law.





Chapter Nine: Dissolution and Liquidation of the Company

Article 51: Termination of the Company

Upon its expiration, the company enters the role of liquidation and maintains the legal personality to the extent necessary for liquidation, and the voluntary liquidation decision is issued by the extraordinary general assembly. The liquidation decision must include the appointment of the liquidator, specifying his powers and fees, restrictions imposed on his powers and the time required for liquidation. Extending it to more than that except by a judicial order and the authority of the company's board of directors ends with its dissolution. Nevertheless, these remain in charge of managing the company and are counted in relation to others in the judgment of the liquidator. The shareholders' associations remain in place during the liquidation period and their role is limited to exercising their competencies that do not conflict with those of the liquidator.

Chapter Ten: Final Provisions

Article 52:

The Companies Law and its bylaws are applied in all that is not stipulated in this bylaw

Article 53:

This system shall be deposited and published in accordance with the provisions of the Companies Law and its regulations.

