



Articles of Association
of
Saudi Industrial Export Company
Saudi Stock Company





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Saudi industrial Export company

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Part I :Incorporation of the Company:

Article (1): Incorporation of the Company:

It was established in accordance with the provisions of the Companies Law issued by Royal Decree No. M/3 and dated 28/01/1437 AH, a Saudi joint stock company among shareholders, according to the following:

Article (2): Company name:

Name of company is: Saudi Industrial Export Company - a joint stock company.

Article (3): The objectives of the company:

The objectives of the company are defined as follows:

- Marketing and export of national products.
- Transport, land transport, transport through pipelines (49) and water transport (50).
- Warehousing and transportation support activities (52).
- Cooling.
- Manufacture of food products (10) and manufacture of chemicals and chemical products (20).
- Manufacture of basic pharmaceutical products and pharmaceutical preparations (21).
- Wholesale trade, excluding motor vehicles and motorcycles (46).
- Export and import activities.
- Supplying transport and military equipment.
- Supplying a variety of equipment and supplies (supply of weapons and measuring devices).
- Postal activities and the transportation of letters and parcels by delegates (53).
- Communication (61).
- Information services activities (63).
- Financial services activities, with the exception of financing and pension funds (64).



- Financing insurance, reinsurance and contractual pension funds, except for compulsory social security (65)
- Activities auxiliary to financial services and insurance activities (66).
- Commodity brokerage contracts.
- Commercial activities (77).
- Equipment, assets and containers.
- Office administrative activities, office support activities and other business support activities (82).
- Activities of membership organizations (94).
- Commercial representation agencies.
- Business and finance services.
- Trade and information technology.
- Safety and Security.
- Re-export, barter and import for its own account or for the account of others.
- Providing marketing and export services.
- Entering into import and export contracts.

In this regard, it may carry out activities complementary to its purposes, including commercial agencies. Inside and outside the Kingdom of Saudi Arabia for the company's account or for the account of others. The company exercises its activities in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.

Article (4): Participation and ownership in companies:

The company may establish companies on its own (with limited liability or closed joint stock) in accordance with the Companies Law, provided that the capital is not less than (5) million riyals, and it may also have an interest or participate in any way. According to the Companies Law, with existing bodies or companies that engage in similar businesses or that may assist them in achieving their purposes by owning shares or shares in these companies, merging them, merging with them, or buying them, and they have the right to participate with others in the establishment of joint stock or liability companies. Ltd., after fulfilling the requirements of the regulations and instructions followed in this regard, provided that the total of these shares does not exceed the value of the reserves and inform the Ordinary General Assembly at its first meeting. The company may also dispose of these shares or shares, provided that this does not include mediation in their trading.



Article (5): Head Office:

- 1- The head office of the company is located in the Kingdom of Saudi Arabia, the city of Riyadh.
- 2- The Board of Directors may establish branches, offices or agencies inside or outside the Kingdom of Saudi Arabia, and the head office of the company may not be transferred to another city except by a decision of the Extraordinary General Assembly and based on a proposal by the Board of Directors and the approval of the competent official authorities

Article (6): Term of company:

- 1- The Term of company is ninety-nine (99) years starting from the date of the decision of the Minister of Commerce and Industry to announce the establishment of the company.

Part II: Capital and Shares:

Article (7): The company's capital

The company's capital is set at 194,400,000 Saudi riyals (only one hundred and ninety-four million four hundred thousand riyals) divided into 19,440,000 shares (nineteen million four hundred and forty thousand shares) of equal value, with a nominal value of ten (10) Saudi riyals, all of which are ordinary cash shares, represented in the company's paid-up capital.

Article (8): Shares Subscription:

Shareholders have subscribed to the entire shares of the company's capital of (19,440,000 shares) nineteen million four hundred and forty thousand shares and have paid their full value.

Article (9): Issuance of Shares:

The shares are nominal, and shares may not be issued for less than their nominal value, but may be issued for a higher than this value. The share is indivisible vis-à-vis the company. If it is owned by multiple persons, they must choose one of them to represent them in the use of the rights related to the share, and these persons are jointly responsible for the obligations arising from the ownership of the share.

Article (10): Sale of shares that do not meet the value:

If the shareholder fails to pay the value of the share on the dates specified for this, the Board of Directors may, after warning the shareholder by a registered letter to his address recorded in the shareholder register, sell the share in a public auction or the stock market, as the case may be, in accordance with the regulations that It is determined by the competent authority, however, the defaulting shareholder until the day specified for the auction may pay the value due from him in addition to the expenses incurred by the company. The company shall collect the amounts due to it from the sale proceeds and return the rest to the shareholder. If the proceeds of the sale do not meet these amounts, the company may collect the rest from all the shareholder's money, and the company



cancels the share that was sold and gives the buyer a new share bearing the number of the canceled share and an indication of this in the shareholders' register.

Article (11): Trading in Shares:

Shares subscribed by the founders may not be traded until after the financial statements have been published for two fiscal years, each of which is not less than twelve months from the date of the company's incorporation. in which it is prohibited to trade. Nevertheless, during the prohibition period, the ownership of shares may be transferred in accordance with the provisions of the sale of rights from one of the founders to another founder or from the heirs of one of the founders in the event of his death to third parties or in the event of execution on the funds of the insolvent or bankrupt founder, provided that the priority of owning those shares is given to the other founders. The provisions of this article shall apply to what the founders subscribe to in the event of an increase in the capital before the expiry of the prohibition period.

Article (12): Register of Shareholders:

Shares are traded in accordance with the provisions of the Capital Market Authority.

Article (13): Capital Increase:

- 1. The Extraordinary General Assembly may decide to increase the company's capital, provided that the capital has been paid in full and it is not required that the capital has been paid in full if the unpaid part of the capital relates to shares issued in exchange for converting debt instruments or financing instruments into shares The period prescribed for converting them into shares has not expired.*
- 2. In all cases, the Extraordinary General Assembly may allocate the shares issued upon the capital increase, or part thereof, to the employees of the company and its subsidiaries or some of them, or any of that. The shareholders may not exercise the right of priority when the company issues the shares allocated to the employees. .*
- 3. The shareholder who owns the share at the time of the issuance of the extraordinary meeting's decision approving the capital increase shall have priority in subscribing to the new shares issued in exchange for cash shares, and these persons shall be informed of their priority by publishing in a daily newspaper or by informing them by registered mail of the decision to increase the capital, the terms of subscription, its duration and the date of its beginning and end.*
- 4. The Extraordinary General Assembly has the right to suspend the priority right of the shareholders to subscribe to the capital increase in exchange for cash shares, or to give priority to non-shareholders in the cases it deems appropriate for the interest of the company.*
- 5. The shareholder has the right to sell or assign the priority right during the period from the time of the issuance of the extraordinary general assembly's decision approving the capital increase until the*



last day of subscribing to the new shares associated with these rights in accordance with the regulations set by the competent authority.

6. Subject to what was mentioned in paragraph (4) above, the new shares shall be distributed to the priority rights holders who requested to subscribe in proportion to their pre-emptive rights out of the total pre-emptive rights resulting from the capital increase, provided that what they receive does not exceed what they have requested of the new shares. The remainder of the new shares shall be distributed to the priority rights holders who have requested more than their share in proportion to their pre-emptive rights out of the total pre-emptive rights resulting from the capital increase, provided that what they receive does not exceed what they have requested of the new shares, and the remaining shares are offered to third parties unless The Extraordinary General Assembly decides or the Regulations of the Capital Market Authority provide otherwise.

Article (14): Reducing capital:

The extraordinary general assembly may decide to reduce the capital if it exceeds the company's needs or if it suffers losses. In the latter case alone, the capital may be reduced below the limit stipulated in Article (54) of the Companies Law The reduction decision shall not be issued until after reading a special report, followed by the auditor on the reasons for it, the obligations of the company, and the effect of the reduction on these obligations. The decision shows the method of reduction.

If the reduction is a result of the capital exceeding the company's need, the creditors must be called to express their objections to it within sixty (60) days from the date of publishing the reduction decision in a daily newspaper distributed in the city in which the head office of the company is located. If one of the creditors objects and submits his documents to the company on time the aforementioned company must pay him his debt if it is current or provide him with a sufficient guarantee to pay it if it is due.

Article (15): Preferred Shares:

The company may, after the approval of the Minister of Commerce and in accordance with the principles he determines, issue preferred shares that do not give the right to vote, and that does not exceed (10%) of its capital. To be distributed among the ordinary shares are the following:

- The right to obtain a certain percentage of the net profits not less than (5%) of the nominal value of the share after setting aside the statutory reserve and before making any distribution of the company's profits.
- Priority in recovering the value of their shares in the capital upon liquidation of the company and in obtaining a certain percentage in the liquidation outcome.

The company may purchase these shares in accordance with what is decided by the general assembly of shareholders. These shares are not included in the calculation of the quorum required for convening the general assembly of the company stipulated in Articles (34) and (35) of this bylaw.



Article (16): Loan bonds or instruments:

The company may issue any kind of loan bonds or instruments, whether for public subscription or otherwise, whether inside or outside the Kingdom of Saudi Arabia, in accordance with the applicable corporate law and regulations.





Part III: Board of Directors

Article (17): Formation of the board of directors

- 1- The company's management consists of a board of directors consisting of 8 members are appointed by the ordinary general assembly by cumulative voting for a period not exceeding 3 years. They may always be re-elected, and the period of membership of the first board of directors begins from the date of the ministerial decision approving the announcement of the company's transformation.
- 2- As an exception to this, the founders are appointed to the first board of directors for a period of 5 years, consisting of 10 members.

Article (18): Termination of Board Membership:

The membership of the Board shall be terminated upon the expiry of its term, the resignation of the member or his death or if he is convicted of a crime involving moral turpitude or dishonesty, or if he is declared bankrupt, or he became unfit for membership of the Board by any system or instructions in force in the Kingdom, or if he was dismissed by a decision of the Ordinary General Assembly by a majority (51%) of the shares represented at the meeting, without prejudice to the dismissed member's right towards the company to claim compensation if the dismissal occurred for an unacceptable reason or at an inappropriate time. In a suitable time, otherwise he will be responsible before the company for the damages resulting from the retirement.

Article (19): Vacant position of the Board:

If the position of a member of the board of directors becomes vacant, the board shall have the right to appoint a temporary member in the vacant position who has experience and competence. The appointment must be reported to the Ministry as well as to the Capital Market Authority within 5 working days from the date of appointment. The appointment shall be presented to the Ordinary General Assembly at its first meeting, and the new member shall complete the term of his predecessor. If the necessary conditions for the convening of the Board of Directors are not met due to the lack of the number of its members below the minimum stipulated in the Companies Law or this bylaw, the rest of the members must invite the Ordinary General Assembly to convene within 60 days to elect the necessary number of members.

Article (20): Powers of the board of directors

The Board of Directors shall have the widest powers in managing the company in order to achieve its objectives, formulate its policies, determine its investments, and supervise its business and funds, taking into account the competences established for the General Assembly, and its affairs are conducted inside and outside the Kingdom. The company is represented in its relations with third



parties, governmental and private entities (the Chairman of the Board is responsible for representing the company before Sharia courts, judicial bodies, the Board of Grievances, labor and workers offices, higher and primary committees, commercial paper committees, all other judicial committees, arbitration, claim, pleading, adversarial and clearance bodies). The board also has the right to represent the company in its relations with civil rights, police departments, chambers of commerce and industry, private environments, companies and institutions of all kinds, and to enter into tenders, arrest, payment, approval and reconciliation. The Board also has the right to sign all types of contracts, documents, including without limitation the contracts of incorporation of companies in which the company participates with all its amendments, appendices, amendment decisions and to sign agreements and official bodies, as well as loan agreements, guarantees on behalf of the company. The Board has the right to sell, buy, empty, accept, receive, deliver, rent, lease, receive and pay, open accounts and credits, withdraw and deposit with banks, issue bank guarantees and sign all papers, documents, checks and all banking transactions. It also has the right to appoint and dismiss employees and workers, request visas, bring in manpower from outside the Kingdom, contract with them, determine their salaries, issue residencies, and transfer and waive guarantees. It must include the minutes of the board of directors and the rationale for its decision to act, taking into account that the board specifies in the sale decision the reasons and justifications for it in connection with the sale of the company's real estate. The sale shall be comparable to the same price, and the sale shall be present except in the cases determined by the Board and with sufficient guarantees. This action shall not result in the suspension of some of the company's activities or burdening it with other liabilities. The board of directors may have the right to contract loans with government financing funds and institutions, regardless of their period, and it has the right to contract commercial loans whose period do not exceed the end of the company's period, taking into account the following conditions for contracting loans with a period of more than 3 years:

- The value of the loans that the Board may contract during any one fiscal year shall not exceed 75% of the company's capital.
- The Board of Directors shall determine in its decision the aspects of using the loan and how to repay it.
- The terms of the loan and the guarantees provided for it should take into consideration not to harm the company, its shareholder, and the general guarantees for the creditors. The Board of Directors has the right to delegate, within the limits of its competence, one or more of its members or a third party to take a specific action or conduct or to perform a specific act or actions, and to cancel the authorization or power of attorney, in part or in whole.
- The company's board of directors has, in the cases it deems appropriate, the right to discharge the company's debtors from their liabilities by what is in its interest, provided that the minutes



of the board of directors and the rationale for its decision include observing the following conditions:

- 1- The discharge shall be a full year after the debt formation, as a maximum.
- 2- The discharge is a right of the board that may not be delegated.

Article (21): Board Members Reward:

The reward of the Board of Directors shall consist of the percentage stipulated in Paragraph (D) of Article (49) of this Bylaw and within the limits stipulated in the Companies Law or any other complementary regulations, decisions or instructions. In addition, each member who attended the meeting is entitled to an attendance allowance of 3000 thousand riyals and a transportation allowance as determined by the Board of Directors, taking into account the laws, decisions and instructions in force in the Kingdom issued by the competent authorities. The report of the Board of Directors to the Ordinary General Assembly shall include a comprehensive statement of all that the members of the Board of Directors received in their capacity as members, employees or administrators during the fiscal year, including bonuses, a share in profits, attendance allowance, expenses and other benefits. The aforementioned report shall include a statement of what the board members received in their capacity as employees or administrators, or what they received in return for technical, administrative or advisory work for the company previously approved by the company's general assembly.

Article (22): Powers of the Chairman, Vice-Chairman, Managing Director and Secretary:

The Board of Directors appoints from among its members a chairman and a vice-chairman. It is permissible to appoint a managing director of the company, and the chairman or his deputy has the authority to invite the board of directors to meet and chair the meetings of the board as well as the presidency of the general assemblies. The Chairman of the Board has the right to represent the company in its relations with third parties, government and private agencies, before Sharia courts, judicial bodies, the Board of Grievances, labor and workers offices, higher and primary committees, commercial papers committees, all judicial committees, arbitration bodies, claim, defense, litigation, clearance, civil rights, emirate, police departments, traffic, civil defense, passports and deportation. Ministries, municipalities, airports, embassies, customs, ports, chambers of commerce and industry, private environments, companies and institutions of all kinds, tenders, receipt and payment. He has the right to acknowledge, deny, plead, and conciliate regarding accountability, division, sorting, attending sessions, filing a lawsuit, conciliation, acquittal, accepting judgments, denying, excluding and distinguishing them, arbitration on behalf of the company, requesting execution of judgments and opposing them, receiving what happens from execution, waiver of all rights, cases, donation, preemption and surety. He has the right to request an oath, take out the proofs of title for all the properties, request the amendment of the bonds with their limits and area, the deletion and addition, the receipt of the bonds and the request to issue a replacement for them. He has the right to sign all



types of contracts, documents and documents, including but not limited to contracts of incorporation of companies and their branches in which the company participates, its transformation and merging with all its amendments, appendices, classification, amendment decisions, capital change decisions, extraction of commercial records and renewal. He has the right to amend, write off and sign agreements and instruments before the notary public and official authorities, as well as non-interest-based loan agreements, guarantees and guarantees, and issue legal agencies on behalf of the company. He has the right to negotiate with companies, institutions and individuals, to enter as partners, to buy, sell and assign shares, to attend and discuss meetings, constituent assemblies and general assemblies, and to vote on behalf of the company and has the right to sell, buy, empty, accept, receive, deliver, rent, lease, take, pay, pledge and redeem the pledge. He may have the right to lend and to contract loans with governmental, local and foreign funds and institutions, regardless of their duration, and non-interest-bearing commercial, local and foreign loans, and he has the right to compromise, waive, contract, commit and associate in the name and on behalf of the company. He has the right to dispose of the company's assets, property and real estate, open current and investment accounts and investment portfolios, close, liquidate, update and activate them, credits, withdraw, deposit and transfer to and from the company's accounts and outside it with banks, make exchange cards, enter secret numbers, issue bank guarantees, sign all papers, documents and checks in local and foreign currency, and edit, exchange and legalize them and all banking transactions. He has the right to invest and operate funds in the local and international financial markets, as well as the right to appoint, dismiss and dismiss employees and workers, request visas and recruitment, contract with them, determine their salaries and rewards, issue residency permits, exit and return visas, and transfer and waive guarantees, and he has the right to delegate all or some of his powers. He may also appoint agents and lawyers for the company and authorize one or more of its members or third parties to carry out certain works. The Managing Director derives his powers by virtue of an authorization from the Chairman of the Board of Directors or his deputy with all or some of their powers. The Board of Directors shall determine, according to its estimation, the special remuneration to be received by the Chairman, Vice-Chairman, and Managing Director, in addition to the remuneration prescribed for members of the Board of Directors in accordance with Paragraph (D) of Article (49) of this Bylaw. The board has the right to appoint a general manager of the company from among its members or from others. It may combine the position of the managing director and the general manager of the company, and the board of directors determines in his appointment decision the powers, powers, duties and remunerations of the general manager and the duration of his tenure in this position. The Board of Directors appoints a secretary for the Board, whether from among its members or from others, and he is rewarded with an amount of 3000 thousand riyals for each of the Board's sessions or committee sessions, and he is responsible for recording the minutes of the Board of Directors' meetings. The decisions issued by these meetings are recorded and preserved, in addition to exercising other functions assigned to it by the Board of Directors. The period of membership of the chairman, his



deputy, the managing director, the secretary and a member of the board of directors shall not exceed the term of membership of each of them in the board specified by this system, and they may always be reappointed.

Article (23): Board of Directors Meetings:

The Board meets at the invitation of its Chairman or Vice-President at least 4 times a year. The invitation shall be in writing and may be delivered by hand or sent by post, fax or e-mail. The Chairman of the Board shall call for a meeting whenever requested to do so in writing by at least two of the members. The Board may also meet outside the company's head office if circumstances so require, provided that all board members agree to that.

Article (24): Board of Directors meeting quorum:

The meeting of the Board shall not be valid unless attended by at least 5 members of the Board. If the member of the Board of Directors delegates another member to attend the meetings of the Board, the delegation must be in accordance with the following rules:

- 1- A member of the Board of Directors may not represent more than one member in attending that meeting.
- 2- The representation shall be in writing and for a specific meeting.
- 3- The deputy may not vote on decisions that the system prohibits the representative from voting on.

Article (25): Board of Directors Decisions:

The decisions of the Board of Directors are issued by an absolute majority of the votes of the members of the Board present or represented at the meeting. In the event of equal votes, the side with which the speaker of the board voted shall prevail or who chairs the board in his absence. As an exception to this, the following decisions require the approval of at least 5 members of the Board of Directors present or represented at the meeting:

- A- More than (30%) of the company's capital is borrowed during any one financial year.
- B- Capital investments in excess of (20%) of the company's capital are approved during any one fiscal year.
- C- The company's real estate is being sold.

The Board of Directors may issue resolutions by passing by presenting them to all members separately, unless one of the members requests in writing the Board meeting to deliberate on it. These decisions are presented to the Board of Directors at its first following meeting.



Article (26): Board's deliberations:

The deliberations and decisions of the Board shall be recorded in minutes signed by the Chairman of the Board, the members of the Board of Directors present at the meeting, and the Secretary. These minutes are recorded in a special register signed by the chairman of board and secretary. The member of the Board shall inform the Board of his personal interests, direct or indirect, in the business and contracts that are made for the company's account, and this notification shall be recorded in the minutes of the Board meeting. The interested member may not participate in voting on the decision issued in this regard.

Article (27): Executive Committee:

The Board of Directors shall be form from among its members an Executive Committee. The board appoints a chairman from among the members of the committee. The board of directors also determines the committee's work method, its functions, the number of its members, and the necessary quorum for its meetings. The Committee exercises its powers in accordance with the instructions and directives approved by the Board. The Executive Committee may not cancel or amend any of the decisions and rules approved by the Board of Directors.

Part III: Audit Committee

Article (28) Formation of the committee:

An audit committee consisting of 3 members and not more than 5 members who are not members of the executive board of directors, whether shareholders or others, shall be formed by a decision of the ordinary general assembly. The decision shall specify the tasks of the committee, its work controls and the reward of its members.

Article (29): Committee meeting quorum:

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

Article (30): Committee powers:

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



Article (31): Committee Reports:

The Audit Committee shall consider the company's financial statements, reports and notes submitted by the auditor and express its views on them, if any, and on them. It also prepares a report on its opinion regarding the adequacy of the company's internal control system and the other work it has carried out within the scope of its powers. The board of directors shall deposit sufficient copies of this report at the company's head office at least 21 days before the date of the general assembly to provide each of the shareholders who desire a copy of it, and the report shall be read during the assembly.

Part IIIII: Shareholders Assemblies:

Article (32): Attending Assemblies:

Shareholders' assemblies are held in the city in which the company's head office is located. Each shareholder, whatever the number of shares he owns, has the right to attend the general assembly and has the right to authorize in writing another shareholder who is not a member of the board of directors or the company's employees to attend the general assembly.

Article (33): General Assembly Powers:

This assembly shall be responsible for the following:

- 1- The subscription is verified by the entire capital of the company.*
- 2- The final texts of the company's articles of assembly are approved.*
- 3- Incorporation expenses are approved.*
- 4- The company's first board of directors is appointed after incorporation.*
- 5- The first controller of the company is appointed and his fees are determined.*

For the validity of its convening, the presence of a number of partners representing at least 51% is required, and each partner in its meetings has a vote for every share he subscribes to or represents.

Article (34): Powers of the Ordinary General Assembly:

The Ordinary General Assembly is concerned with all matters relating to the company, except for matters that are concerned with the Extraordinary General Assembly. It is held at least once a year during the six months following the end of the company's financial year at the invitation of the Board of Directors. Other ordinary assemblies may be called whenever the need arises.

Article (35): Powers of the Extraordinary General Assembly:

The Extraordinary General Assembly is competent to amend the company's articles of Assembly, with the exception of the provisions that are prohibited from being amended by law, and it may issue



decisions in matters within the competence of the Ordinary General Assembly, under the same terms and conditions prescribed for the last assembly.

Article (36): Invitation to associations:

The board of directors, when convening the general assembly's of shareholders at the invitation of the board of directors, should invite the ordinary general assembly if requested by the auditor, the audit committee, or a number of shareholders representing at least five percent (5%) of the capital. The auditor may invite The assembly to convene if the board did not invite the assembly within thirty days from the date of the auditor's request. The invitation to convene the general assembly shall be published in a daily newspaper distributed in the area in which the company's head office is located at least (twenty-one) days before the date fixed for the meeting. To the Ministry, as well as send a copy to the Capital Market Authority, within the period specified for publication.

Article (37): statement of attendance at the Assemblies:

Shareholders who wish to attend the general or special assembly shall register their names at the company's head office or any other place and by the means the company deems appropriate before the time set for the assembly. In addition to a statement of the number of shares in their possession in person or by proxy, and the person concerned has the right to view this statement.

Article (38): Quorum for the Ordinary General Assembly Meeting:

- 1- The meeting of the Ordinary General Assembly shall be valid unless attended by shareholders representing at least one quarter of the company's capital.
- 2- If the quorum required to hold the ordinary general assembly meeting in accordance with Paragraph (1) of this Article is not available, an invitation is sent to a second meeting to be held within the thirty days following the previous meeting, and this invitation shall be published in the manner stipulated in Article (91) of the Companies Law.
- 3- The second meeting may be held an hour after the end of the period specified for convening the first meeting, provided that the invitation to hold the first meeting includes an announcement about the possibility of holding this meeting. In all cases, the second meeting shall be valid regardless of the number of shares represented therein.

Article (39): Quorum for the Extraordinary General Assembly Meeting:

- 1- Shareholders must attend half of the capital in order for the extraordinary general assembly meeting to be valid.
- 2- If the quorum necessary to hold the extraordinary general assembly meeting in accordance with Paragraph 1 of this Article is not available, an invitation is sent to a second meeting held in the same conditions stipulated in Article (91) of the Companies Law.



3- The second meeting may be held an hour after the end of the period specified for convening the first meeting, provided that the invitation to hold the first meeting includes an announcement about the possibility of holding this meeting. In all cases, the second meeting is valid if attended by a number of shareholders representing a quarter of the capital. at least .

4- If the necessary quorum is not available at the second meeting, an invitation is sent to a third meeting to be held in the same conditions stipulated in Article (91) of the Companies Law, and the third meeting will be valid regardless of the number of shares represented therein, after the approval of the competent authority.

Article (40) : Voting:

Every subscriber has a vote for every important thing he represents in the constituent general assembly, and every shareholder has a vote for every share in the general assemblies, and the cumulative vote must be used to elect members of the board of directors. their management,

Article (41): Ruling of the Associations:

Resolutions of the Constituent General Assembly are issued by an absolute majority of the shares represented in the meeting. Resolutions of the Ordinary General Assembly are issued by an absolute majority of the shares represented at 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 the decision is related to an increase or decrease in the capital, an extension of the company's term, the dissolution of the company before the expiry of the period specified in its articles of association, or its merger with another company or in another institution, in which case the decision is not valid. Unless it is issued by a majority of three quarters of the shares represented at the meeting.

Article (42) : Discussions in the Assemblies

Each shareholder has the right to discuss the topics listed on the working schedule of the assembly and to direct questions about them to the members of the board of directors and the auditor. The board of directors or the auditor answers the shareholders' questions to the extent that does not jeopardize the company's interest. effective in this regard.

Article (43): Presiding of associations and preparing minutes:

The meetings of the general assembly are chaired by the Chairman of the Board of Directors or his deputy in his absence, or whoever is delegated by the Board of Directors from among its members for this in the event of the absence of the Chairman and his deputy. their possession in person or by proxy, the number of votes assigned to them, the decisions taken, the number of votes approved by them, or disagreed with it and an adequate summary of the discussions that took place in the meeting. Minutes are recorded regularly after each meeting in a special register signed by the association's president, secretary and vote collector.



Part VI : Auditor:

Article (44): Determining the auditor::

The company shall have one or more auditors licensed to work in the Kingdom, who shall be appointed by the General Assembly annually and determine his remuneration and the duration of his work.

Article (45): Powers of the auditor:

The auditor at any time has the right to review the company's books, records and other documents, and he may also request data and clarifications that he deems necessary to obtain, in order to verify the company's assets and 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.

Article (46): Auditor's report:

The auditor shall submit to the Annual Regular General Assembly the report of any number in accordance with the accepted auditing criteria, Including that the company's management suspension is accepted to enable it to obtain the data and notes it has requested, regarding what they have been found about Violations of the provisions of the Companies Law or the provisions of the Company's Statute, and His opinion on the fairness of the company's financial statements, The auditor is read out his report in the General Assembly, If the Assembly decides to certify the Board's report and financial statements Without hearing the auditor's report, its decision was void.

Part VII: Company Account and distribution of profits

Article (47): fiscal year:

The company's fiscal year begins on January 1 and ends on December 31 of each year, The first fiscal year shall begin on the date of the ministerial decision to proclaim its establishment and end On December 31 of the following year.

Article (48): financial documents:

- 1- At the end of each financial year of the company, the Board of Directors shall prepare the Company's financial statements and a report on its activity and financial position for the past fiscal year. This report contains the proposed method of dividend distribution and the Board shall place these documents at the auditor's disposal at least forty-five days before the deadline for the General Assembly's convening (45).
- 2- The company's Chairman or Vice President, Chief Executive Officer and Chief Financial Officer must sign the documents referred to in paragraph (1) of this article. Copies of



documents are deposited at the company's main centre at the disposal of shareholders at least twenty-one days prior to before the deadline for the General Assembly's convening (21).

- 3- The Chairman of the Board of Directors shall provide shareholders with the financial statements of the Company, The report of the Board of Directors and the Auditor's report unless published in a daily newspaper distributed at the Company's main centre, He must also send a copy of these documents to the Ministry and the CMA at least 15 days before the General Assembly's convening date.

Article (49): the distribution of profits:

The company's annual net profits shall be distributed after deduction of all public expenses and other costs as follows:

- A. Set aside (10%) of net profits as a regular reserve, The ordinary General Assembly may stop (10%) such set aside once the said reserve has been reached (30%). Of the capital paid.
- B. The General Assembly may, at the suggestion of the Board of Directors, set aside a percentage not exceeding (20%) of net profits to form an agreement reserve and allocate it for a particular purpose or purposes.
- C. The rest is then distributed as a down payment to shareholders equivalent to at least 5% of the paid-up capital.
- D. Subject to the provisions of Article (76) of the Companies Law, after the above, a percentage not exceeding (5%) of the rest shall be allocated as a remuneration to the members of the Board of Directors, with a maximum limit of (500,000) five hundred thousand riyals for each member in return for his membership in the Board of Directors.
- E. The shareholder shall be entitled to its share in the profits in accordance with the relevant General Assembly resolution, the resolution sets out due date and date of distribution, and eligibility for profits for shareholders registered in the company's records at the end of the due day.
- F. The company may distribute a interim dividends to its shareholders in a semi-annual or quarterly manner after the authorization of the General Assembly of the Company to the Council to distribute a interim dividends by a resolution renewed annually.
- G. The rest is then distributed to shareholders as an additional share of the profits or transferred to the account of the retained earnings

Article (50): time for the dividend

The Board of Directors must implement the General Assembly's decision regarding the distribution of profits to shareholders registered Within 15 days of the maturity of these profits specified in the General Assembly resolution, or in the Governing Council's decision to distribute interim dividends.



Article (51): In time for the dividend

If no dividend is distributed for any financial year, dividends for the following years may only be distributed after paying the ratio referred to in this system to the owners of the premium shares for this year and If the company fails to pay this percentage of profits for three consecutive years, The private association of owners of such shares held in accordance with the provisions of article (86)of the Companies Law may decided either to attend the meetings of the company's General Assembly and participation in voting or appointment of representatives to the Board of Directors commensurate with the value of their shares in capital until the company can pay the full priority dividend allocated to holders of these shares in previous years.

Article (52): the losses of the company

- 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 inform the members of the Board immediately, and the Board of Directors within (15) days from his knowledge of this, call the extraordinary general assembly to meet within (45) days from the date of his knowledge of the losses, to decide either 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 drops to less than half of the paid-up capital, or to dissolve the company before the term specified in this Companies Law.
- 2- The company is expired by the strength of the company Law, if the association does not meet within the period specified in paragraph (1) of this article, if it meets and is unable to issue a decision on the subject, or if it decides to increase the capital according to the conditions prescribed in this article and not subscribed to each capital increase within 90 days of the Assembly's decision to increase.

Part VIII: conflict

Article (53): claim of responsibility

Each shareholder has the right to bring the company's liability claim against the board members if the mistake made by them would cause his own damage, and the shareholder may only file such proceedings if the company's right to proceed them still exists. The shareholder must inform the company of its intention to sue, limiting its right to claim special damage suffered.

Part VIII: dissolution and liquidation of the company

Article (54): Company expiration

Once expired, the company enters the liquidation role and retains the legal personality to the extent necessary for the liquidation and an optional liquidation decision shall be issued by the extraordinary General Assembly and the liquidation decision must include the liquidator's appointment, the determination of his powers, fees, the limitations on its powers and the time required for liquidation, The optional liquidation period shall not exceed five years and may not be extended further except by



judicial order, The authority of the company's board of directors ends with its dissolution. However, they remain based on the company's management and for others, they are considered to be in liquidators' judgement until the liquidator is appointed and Shareholders' associations remain in place during the liquidation period and their role is limited to exercising its functions which is not inconsistent with the liquidator's jurisdiction.

In any event, the Assembly's decision shall be published in the Official Gazette.

Part VIII: Final provisions

Article (55): Adoption of Articles of Association

All partners approved this company's statute and pledged to abide by its provisions.

Article (56): The companies Law

The Companies Law and the Capital Market Authority Law and its Implementing Regulations shall apply to everything not mentioned in this Articles of Association.

Article (57): publishing

The auditor shall submit to the Annual Regular General Assembly the report of any number in accordance with the accepted auditing criteria, Including that the company's management suspension is accepted to enable it to obtain the data and notes it has requested, regarding what they have been found about Violations of the provisions of the Companies Law or the provisions of the Company's Statute, and His opinion on the fairness of the company's financial statements, The auditor is read out his report in the General Assembly, If the Assembly decides to certify the Board's report and financial statements Without hearing the auditor's report, its decision was void.

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| Company Name Saudi Industrial Export Company | Articles of Association | Ministry of Commerce (Shared Services Administration) |
| Commercial Registration | Date: 20/11/1443 AH Corresponding to 19/06/2022 AD | |
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