

Articles of Association of United Mining Industries
(Closed Joint Stock Company)

Article 1: Establishment

Established in accordance with the provisions of the Companies Law and its regulations, this system is a Saudi joint stock company as follows:

Article 2: Company Name

The company's name is "United Mining Industries" (Saudi Closed Joint Stock Company).

Article 3: Company Objectives

The company engages in and carries out the following purposes:

- 1-Manufacturing materials used in construction.
- 2-Manufacturing materials extracted through mining of industrial minerals and raw materials, which require processing such as burning, grinding, or adding substances.
- 3-Manufacturing advanced processed metals and metallic ores.
- 4-Mining activities, including prospecting and extracting raw materials from the earth's crust.
- 5-Wholesale and retail trading of materials extracted through mining, mining industry products, and construction materials.
- 6-Mining and quarrying services.
- 7-Financial, business, and other related services.
- 8-Real estate and construction activities.
- 9-Mines, petroleum, and their branches.
- 10-Manufacturing industries and their branches, according to industrial licenses.
- 11-Electricity, water, gas, and their branches.
- 12-Trading.
- 13-Transportation, storage, and refrigeration.
- 14-Information technology.
- 15-Security and safety.
- 16-The company operates its activities according to the applicable regulations and after obtaining the necessary licenses from the relevant authorities if required.

The company operates its activities according to the applicable regulations and after obtaining the necessary licenses from the relevant authorities if required.

Article 4: Participation and Ownership in Companies

The company is permitted to establish limited liability companies or closed joint-stock companies on its own, provided that the capital does not fall below five million Saudi Riyals. It is also allowed to own shares and stakes in other existing companies or merge with them. The company has the right to participate with others in establishing joint-stock companies or limited liability companies, subject to fulfilling the requirements of the applicable regulations and



instructions in this regard. Additionally, the company is permitted to deal with these shares or stakes, excluding intermediation in their trading.

Article 5: Head Office

The company's head office is located in Jeddah, Kingdom of Saudi Arabia. The company is allowed to establish branches, offices, or agencies inside or outside the Kingdom of Saudi Arabia by a decision of the Board of Directors.

Article 6: Company Duration

The company's duration is fifty (50) Gregorian years, starting from the date of its registration in the commercial register. The General Extraordinary Assembly may extend this duration at any time by at least one (1) year before its expiration.

Article 7: Capital

The company's capital is set at an amount of SAR 140,000,000 (One Hundred and Forty Million Saudi Riyals), divided into 14,000,000 (Fourteen Million) shares, each with a par value of SAR 10 (Ten Saudi Riyals). All shares are common and fully paid in cash.

Article 8: Subscription in Shares

The shareholders subscribed to all of the company's shares, amounting to 14,000,000 (Fourteen Million) shares, with a total value of SAR 140,000,000 (One Hundred and Forty Million Saudi Riyals), representing 100% of the company's capital.

Article 9: Preferred Shares

The Extraordinary General Assembly of the company, in accordance with the principles set by the competent authority, may issue preferred shares, decide to purchase them, convert ordinary shares into preferred shares, or convert preferred shares into ordinary shares. Preferred shares do not carry voting rights in the General Assemblies of the shareholders. These shares entitle their holders to a higher proportion of the company's net profits after deducting the statutory reserve.

Article 10: Payment for Shares

Shareholders are obligated to pay the value of the shares on the specified dates. If a shareholder fails to make the payment on the due date, the Board of Directors may, after notifying the shareholder through a personally delivered letter or registered mail, authorize the sale of the shares through public auction or in the stock market, in accordance with the regulations set by the competent authority. The company shall collect the amounts due from the sale and return the remaining balance to the shareholder. If the proceeds from the sale are not sufficient to cover these amounts, the company has the right to collect the remaining amount from all of the



shareholder's funds. However, on the day of the sale, the shareholder may pay the due amount, plus the expenses incurred by the company in this matter.

According to the provisions of this article, the canceled share shall be invalidated and a new share bearing the same share number shall be issued to the buyer. The company shall update the share register to indicate the sale of the share, mentioning the name of the new owner.

Article 11: Issuance of Shares

Shares shall be registered, and they shall not be issued for an amount less than their nominal value. However, they can be issued at a premium, in which case the difference in value shall be added as a separate item in the rights of the shareholders. This difference cannot be distributed as profits to the shareholders. The share is indivisible against the company. If multiple persons own the share, they must choose one of them to represent them in exercising the rights related to it. These persons shall be jointly responsible for the obligations arising from the ownership of the share.

The company shall issue share certificates with sequential numbers, signed by the Chairman of the Board of Directors or those authorized by the Board members. The certificates shall be stamped with the company's seal and shall include the share number, date of the ministerial resolution granting the company's establishment license, the date of the ministerial resolution declaring the company's establishment, the capital value, the number of shares distributed, the nominal value of the share, the amount paid, the company's purpose, its main office, duration, and any coupons attached to the shares with sequential numbers and the accompanying share number.

Article 12: Trading of Shares

The shares subscribed by the founders cannot be traded until the financial statements have been published for two complete Financial years, each year not less than twelve months, from the date of the company's establishment. These shares shall be marked in a way that indicates their type, the date of the company's establishment, and the duration during which they are prohibited from being traded. However, during the prohibition period, ownership of the shares may be transferred in accordance with the provisions of rights sale from one founder to another or from the heirs of a deceased founder to others, or in the case of execution on the assets of an insolvent or bankrupt founder. The priority for owning these shares shall be given to the other founders. The provisions of this article shall apply to the founders in case of an increase in the company's capital before the expiration of the prohibition period.

Article 13: Shareholders' Register

Shares of the company are traded by registering them in the shareholders' register prepared or contracted by the company. The register includes the names, nationalities, places of residence, professions, share numbers, and the amount paid for each shareholder, with a reference to the



share. The transfer of ownership of the registered share shall not be effective against the company or others except from the date of registration in the mentioned register.

Article 14: Increase of Capital

- 1-The Extraordinary General Assembly may decide to increase the company's capital, provided that the capital has been fully paid. It is not required for the entire capital to be fully paid if the unpaid portion of the capital relates to shares issued in exchange for the conversion of debt instruments or financing sukuk into shares, and the conversion period has not expired yet.
- 2-The Extraordinary General Assembly may allocate the newly issued shares or a portion of them to employees of the company, subsidiaries, or both, or any combination thereof. Shareholders are not allowed to exercise their right of priority when the company issues shares designated for employees. Shareholders owning shares at the time of the Extraordinary General Assembly's approval of the capital increase have priority in subscribing to the new shares issued against cash contributions. These shareholders shall be notified of their priority through daily newspapers or registered mail, stating the resolution for the capital increase, subscription conditions, duration, start date, and end date.
- 3- The Extraordinary General Assembly has the authority to allocate the newly issued shares, or a portion of them, to employees of the company, subsidiaries, or both, or any combination thereof, in all circumstances. Shareholders are not allowed to exercise their right of priority when the company issues shares designated for employees.
- 4- The Extraordinary General Assembly has the authority to suspend the right of priority for shareholders to subscribe to the increase in the capital against cash contributions or to give priority to non-shareholders in cases that it deems appropriate for the benefit of the company.
- 5- The shareholder has the right to sell or transfer their right of priority during the period from the issuance of the Extraordinary General Assembly's resolution approving the increase in capital until the last day of subscription to the new shares associated with these rights, according to the regulations set by the relevant authority.
- 6-Regarding the distribution of the new shares, taking into consideration the provisions mentioned in paragraph (4) above, the shares shall be allocated to the holders of priority rights who requested subscription in proportion to the rights they hold from the total priority rights resulting from the capital increase, provided that what they receive does not exceed what they requested of the new shares. The remaining new shares shall be distributed among the holders of priority rights who requested more than their share, in proportion to the rights they hold from the total priority rights resulting from the capital increase, provided that what they receive does not exceed what they requested of the new shares. Any remaining shares shall be offered to others unless otherwise decided by the Extraordinary General Assembly or specified by the regulations of the financial market.

Article 15: Capital Reduction

The Extraordinary General Assembly has the authority to decide on the reduction of the company's capital if it exceeds the company's needs or in cases where the company has incurred losses. In the latter case, it is permissible to reduce the capital to an amount below the minimum limit specified in Article 56 of the Companies Regulation.



A resolution for capital reduction shall not be issued except after reading a special report prepared by the auditors, explaining the justifications for the reduction and the liabilities of the company and the impact of the reduction on these liabilities.

If the capital reduction is a result of it exceeding the company's needs, the creditors must be invited to express their objections within sixty days from the date of publishing the resolution for capital reduction in a daily newspaper distributed in the region where the company's headquarters is located. If any creditor objects and submits their documents within the specified period, the company shall either immediately settle the debt if it is due or provide sufficient guarantee for its future settlement.

Article 16: Management of the Company

The management of the company is entrusted to a Board of Directors composed of five members, elected by the Ordinary General Assembly of Shareholders for a term not exceeding three years. An exception to this is the first Board of Directors, which is appointed by the founders for a period of five years.

Article 17: Termination of Board Membership

The membership of the Board of Directors ends upon the expiration of its term or the expiry of the member's authority according to any laws or regulations applicable in the Kingdom. However, the Ordinary General Assembly may, at any time, dismiss all or some of the members of the Board of Directors, without violating the rights of the dismissed member to claim compensation from the company if the dismissal occurs for an unacceptable reason or at an inappropriate time.

A member of the Board of Directors has the right to resign, provided that it is done at an appropriate time. Otherwise, the member shall be held responsible for any damages resulting from the resignation.

Article 18: Vacancy in the Board

In the event of a vacancy in the Board of Directors due to the absence of one of its members, the Board has the right to appoint a temporary member to fill the vacant position. The appointment shall be made based on the order of receiving votes in the General Assembly that elected the Board. The appointed member must possess the required expertise and qualifications. The Ministry must be informed of the appointment within five working days from the date of the appointment, and the appointment must be presented to the Ordinary General Assembly at its first meeting.

The newly appointed member shall complete the remaining term of their predecessor. If the necessary conditions for the formation of the Board of Directors are not met due to the insufficient number of members below the minimum requirement specified in the Companies



Law or this regulation, the remaining members must call for the Ordinary General Assembly to convene within sixty days to elect the required number of members.

Article 19: Powers of the Board

A) Taking into consideration the competencies specified for the General Assembly, the Board of Directors shall have broad authority in managing the company, conducting its affairs, and dealing with its assets, properties, and real estate. The Board has the right to purchase, accept, pay the price, mortgage, release the mortgage, sell, receive the price, and deliver the goods, provided that the minutes of the Board of Directors include the reasons and justifications for the decision to deal with the company's assets and properties, adhering to the following conditions:

- 1-The Board shall specify the reasons and justifications for the sale in the resolution.
- 2-The sale price should be close to the fair market value.
- 3-The sale should be conducted in person, except in cases of necessity and with sufficient guarantees.
- 4 - The said transactions shall not result in the cessation of some of the company's activities or impose additional obligations on it.

Furthermore, the Board of Directors may contract loans with government finance funds and institutions, regardless of their duration, and commercial loans that do not exceed the company's term, subject to the following conditions for contracting loans with a duration exceeding three years:

- 1 - The value of the loans that the Board is authorized to contract during the company's Financial year shall not exceed 50% of the company's capital.
- 2 - The Board of Directors shall specify the purposes of the loan and the repayment method in its resolution.
- 3 - The loan terms and the guarantees provided for it should not harm the company, its shareholders, or the general creditors.

The Board of Directors also has the right to settle, compromise, commit, and bind the company, and it may act on behalf of the company to carry out all actions and transactions that serve the company's purposes. The Board of Directors may delegate, within its jurisdiction, one or more of its members or others to take specific actions or conduct certain tasks on its behalf, and the Board has the right to authorize anyone it deems fit within its powers and authorities.

B) The Board of Directors may, in cases it deems appropriate in the interest of the company, discharge debtors of the company from their obligations, provided that the resolution of the Board of Directors and its reasons include the following conditions:

- 1 - The discharge should take place after a full year has elapsed since the debt was incurred as a minimum.
- 2 - The discharge should be for a specific amount as a maximum for each debtor per year.
- 3 - The discharge is a right of the Board of Directors and cannot be delegated.

Article 20: Board Members' Compensation



The compensation of the Board of Directors shall be determined according to the percentage specified in paragraph (4) of Article (46) of this regulation and within the limits set by the Companies' Law and its regulations. The Board of Directors' report to the Ordinary General Assembly must include a comprehensive statement of all the remuneration, allowances, expenses, and other benefits received by the Board members during the Financial year. The report should also disclose the amounts received by the Board members in their capacity as employees, administrators, or for technical or administrative services, as well as any compensation received for consultancy work. Additionally, the report should provide details on the number of Board meetings held and the number of meetings attended by each member since the date of the last General Assembly meeting.

Article 21: Powers of the Chairman, Deputy, Managing Director, and Secretary

The Board of Directors shall appoint from among its members a Chairman and a Deputy Chairman. It is also permissible for the Board to appoint an Executive Member, provided that the positions of Chairman of the Board and any executive position within the company are not combined.

The Chairman of the Board is responsible for presiding over the Board meetings and representing the company in its dealings with third parties. In the event of his absence or inability to perform his duties, the Deputy Chairman shall temporarily assume the functions of the Chairman.

The Chairman of the Board is authorized to represent the company in its relations with government and private entities, before Sharia courts, judicial bodies, the Board of Grievances, labor offices and committees, commercial paper committees, and all other judicial bodies and arbitration institutions. He is also entitled to participate in tenders, receive and make payments, issue acknowledgments, make claims and defenses, file lawsuits, make settlements, reconcile disputes, accept judgments, and disavow them. The Chairman has the right to sign all types of contracts, documents, and instruments, including, but not limited to, the company's various establishment contracts, amendments, and attachments, as well as resolutions related to the transformation of the company's legal status. He may also sign agreements and deeds before notaries public and official authorities, as well as banking agreements, guarantees, and collateral, and issue legal proxies on behalf of the company.

The Chairman has the authority to oversee transactions, collect the company's rights, and settle its obligations. He has the right to buy, sell, dispose, accept, receive, deliver, lease, rent, receive payments, and make payments. He can open, operate, close, or liquidate bank accounts, establish and manage investment portfolios with banks and other investment entities, issue banking guarantees, and sign all papers, documents, and checks, both making and endorsing them, and perform all banking transactions.

The Chairman has the right to pledge and release pledges, sign loan agreements with government, local, and foreign financing funds and commercial non-usurious loans, as well as to sign all requests for compatible banking loans, accepting their conditions and provisions, signing



their contracts, agreements, undertakings, and repayment schedules, and receiving and disposing of the loans. He can apply for exemption from loans, apply for loans, conclude contracts with the Fund, provide guarantees and solidarity with them, and sign all promissory notes and bonds. He also signs in front of notaries public regarding industrial mortgages, takes out loans, waives loans, requests a statement of no financial liabilities, pays off loans, obtains licenses, renews licenses, amends licenses, adds activities, reserves names, cancels licenses, and within the limits set by the Company Law and based on a resolution issued by the Board of Directors, he has the right to compromise, waive, contract, and bind the company.

The Chairman has the authority to appoint, dismiss, request visas, and sponsor the entry of foreign labor into the Kingdom, contract with them, determine their salaries, obtain their residencies, transfer their sponsorship, and waive it. He also has the right to appoint lawyers and delegate one or more members of the Board of Directors or others in the performance of some of his duties.

Article 22: Board Meetings

The Board of Directors shall meet at the company's headquarters at least twice a year, upon the invitation of the Chairman or his Deputy in his absence. The Chairman of the Board must call for a meeting whenever requested to do so, and the invitation shall be in writing, by registered letter, or by email, sent at least fifteen (15) days before the scheduled meeting date.

Board meetings may be conducted via telephone or any other electronic means that allow all present members to hear each other and participate, provided that the meeting is attended by all members.

Unless notified otherwise, the Chairman may consider, for the purpose of establishing a quorum, any member participating via telephone or any other electronic means, as long as they are physically present at the meeting.

The Board of Directors may convene outside the company's headquarters if circumstances require, provided that all members of the Board agree to such an arrangement.

Article 23: Quorum for Board Meetings

A board meeting shall not be considered valid unless attended by at least half of the board members, provided that the number of attendees does not fall below 3 members. A board member may delegate other members to attend board meetings in accordance with the following guidelines:

- 1-A board member may not delegate more than one other member to attend the same meeting.
- 2-The deputy may not vote on matters where the regulations prohibit the delegate from voting.
- 3-Decisions of the board shall be made by the majority of the opinions of the members present or represented. In case of a tie, the side on which the Chairman of the meeting voted shall prevail.



The Board of Directors may issue decisions on urgent matters through remote communication, presenting the matters separately to all members. The meeting shall be held in person if requested by the majority of the members.

Article 24: Proceedings of the Board

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

Article 26: Founding General Assembly

The founders shall invite all subscribers to convene a founding general assembly within forty-five days from the date of the Ministry's approval for the establishment of the company. For the meeting to be valid, a number of subscribers representing at least half of the capital must be present. If this quorum is not achieved, one of the following options must be chosen:

A second meeting shall be called, to be held at least fifteen days after the first meeting's invitation.

The second meeting shall be held one hour after the specified time for the first meeting's expiration, with the invitation to the first meeting including this provision.

In any case, the second meeting shall be considered valid regardless of the number of subscribers represented.

Article 27: Competencies of the Founding General Assembly

The founding general assembly shall be competent to address matters stated in Article (13) of the Companies Law.

Article Twenty-Eight: Competencies of the Ordinary General Assembly

The ordinary general assembly is competent for all matters related to the company, except for those within the purview of the extraordinary general assembly. It convenes at least once a year during the six months following the end of the company's financial year. Additional ordinary general assemblies may be called whenever the need arises.

Article Twenty-Nine: Extraordinary General Assembly's Competencies

The extraordinary general assembly is competent to amend the company's articles of association, except for matters prohibited from amendment. It also has the authority to issue resolutions on matters originally within the purview of the ordinary general assembly, subject to the same conditions and procedures established for the ordinary general assembly.

Article Thirty: Calling of General Assemblies



General assemblies, whether ordinary or extraordinary, are convened by the Board of Directors in accordance with the provisions of the Companies System and its regulations. The Board of Directors shall call for the ordinary general assembly to convene if requested by the auditors or the audit committee, or by shareholders representing at least (5%) of the capital. The auditors may also call for the general assembly to convene if the Board fails to do so within thirty (30) days from the date of the auditors' request.

The notice of the general assembly meeting shall be published in a daily newspaper distributed at the company's headquarters, at least twenty-one (21) days before the scheduled date of the meeting. However, it is permissible to suffice with sending registered letters to all shareholders in the mentioned timeframe as a form of invitation. A copy of the invitation and the agenda of the meeting shall be sent to the Ministry within the specified publication period.

Article Thirty-One: Attendance Register of Assemblies

Shareholders who wish to attend the general or special assembly shall register their names at the main office of the company before the scheduled time of the assembly.

Article Thirty-Two: Quorum for Ordinary General Assembly Meetings

The quorum for the validity of an ordinary general assembly meeting shall be represented by shareholders holding at least one-fourth of the capital. If the required quorum is not met for holding this meeting, the following options shall be considered:

The second meeting shall be held after an hour from the end of the specified period for the first meeting, provided that the invitation for the first meeting indicates the possibility of holding this meeting.

The invitation shall be sent for a second meeting to be held within the thirty days following the previous meeting, and this invitation shall be published in the manner prescribed in Article (30) of this regulation. In all cases, the second meeting shall be valid regardless of the number of shares represented in it.

Article Thirty-Three: Quorum for Extraordinary General Assembly Meetings

The quorum for the validity of an extraordinary general assembly meeting shall be represented by shareholders holding at least half of the capital. If the required quorum is not met for the first meeting, the following options shall be considered:

The second meeting shall be held after an hour from the end of the specified period for the first meeting, provided that the invitation for the first meeting indicates the possibility of holding this meeting.

The invitation shall be sent for a second meeting to be held under the same conditions prescribed in Article (30) of this regulation. In all cases, the second meeting shall be valid if attended by shareholders representing at least one-fourth of the capital, subject to the approval of the



competent authority. Each subscriber shall have one vote for each share represented in the founding assembly, and each shareholder shall have one vote for each share in the general assemblies, and this should be at least one vote. If the required quorum is not met in the second meeting, a third meeting shall be called, and it shall be held under the same conditions prescribed in Article (30) of this regulation, and the third meeting shall be valid regardless of the number of shares represented.

Article Thirty-Four: Voting in General Assemblies

The cumulative voting system shall be used in electing the Board of Directors.

Article Thirty-Five: Resolutions of General Assemblies

Resolutions in the founding assembly shall be issued by an absolute majority of the shares represented therein. Resolutions in the ordinary general assembly shall be issued by an absolute majority of the shares represented in the meeting. Resolutions in the extraordinary general assembly shall be issued by a majority of two-thirds of the shares represented in the meeting, except in the case of a resolution related to increasing or decreasing the capital, extending the company's duration, or dissolving it before the expiry of the period specified in its articles of association, or merging it with another company, in which case it shall not be valid unless issued by a majority of three-quarters of the shares represented in the meeting.

Article Thirty-Six: Discussions in General Assemblies

Each shareholder has the right to discuss the matters listed in the agenda of the assembly and direct questions to the members of the Board of Directors and the auditors. The Board of Directors or the auditors shall answer the shareholders' questions to the extent that it does not harm the company's interests. If a shareholder finds the response to their question unsatisfactory, they may refer the matter to the assembly, and the assembly's decision in this regard shall be binding.

Article Thirty-Seven: Chairing General Assemblies and Preparing Minutes

The Chairman of the Board of Directors or their deputy, in the absence of the Chairman, shall preside over the meetings of the general assemblies of the shareholders. The minutes of the assembly shall include the number of shareholders present or represented, the number of shares they hold directly or by proxy, the number of votes assigned to those shares, the resolutions adopted, the number of votes in favor of or against the resolutions, and a comprehensive summary of the discussions held during the meeting. The minutes shall be recorded regularly after each meeting in a special register, signed by the Chairman of the assembly, the Secretary, and the vote collector.

Article Thirty-Eight: Formation of the Committee

The General Ordinary Assembly shall form an audit committee consisting of three members who are not executive members of the Board of Directors, whether shareholders or others. The tasks



of the committee, its working procedures, and the remuneration of its members shall be determined in the decision of the assembly.

Article Thirty-Nine: Quorum for the Committee Meeting

For a meeting of the audit committee to be valid, the presence of the majority of its members is required. The committee's decisions shall be issued by the majority of votes of the attending members. In case of a tie in votes, the side that the chairman of the committee voted with shall prevail.

Article Forty: Responsibilities of the Committee

The audit committee is responsible for monitoring the company's activities, and for this purpose, it has the right to access its records and documents and request any clarification or statement from the members of the Board of Directors or the executive management. It is also permitted to request the Board of Directors to call for a general assembly meeting if the committee's work is hindered or if the company suffers significant damages or losses.

Article Forty-One: Committee Reports

The audit committee shall review the company's financial statements, reports, and comments provided by the auditor and express its opinions on them if any. Additionally, the committee is required to prepare a report regarding the adequacy of the company's internal control system and any other relevant matters within its scope of jurisdiction. The Board of Directors must submit sufficient copies of this report to the company's headquarters at least twenty-one (21) days before the general assembly meeting to provide interested shareholders with a copy. The report shall be read during the assembly meeting.

Article Forty-Two: Appointment of Auditors

The company must have one or more auditors among the auditors licensed to operate in the Kingdom. The general assembly meeting shall appoint the auditor(s) annually, determine their remuneration, and specify the duration of their engagement. The general assembly may also change the auditor(s) at any time, provided that it does not violate their right to compensation if the change occurs at an inappropriate time or for an unjustifiable reason.

Article Forty-Three: Powers of Auditors

The auditor(s) have the right, at any time, to access the company's books, records, and other documents. They can also request any information and explanations they deem necessary to verify the company's assets, liabilities, and other matters within their scope of work. The Chairman of the Board of Directors must facilitate the auditor(s) in performing their duties. If the auditors encounter any difficulties in this regard, they must document them in a report to be submitted to the Board of Directors. If the Board of Directors does not facilitate the auditors'



work, it must request the convening of an ordinary general assembly meeting to consider the matter.

Article Forty-Four: Financial Year

The financial year of the company shall commence from the first day of January and end on the last day of December of each Gregorian year. The first Financial year shall commence from the date of registration in the commercial register and end on 31/12/2017.

Article Forty-Five: Financial Documents

At the end of each financial year, the Board of Directors must prepare the financial statements of the company and a report on its activities and financial position for the completed Financial year. This report shall include the proposed method of distributing dividends. The Board shall make these documents available to the auditors at least forty-five days before the scheduled date of the general assembly meeting.

The Chairman of the Board of Directors, the CEO, and the Chief Financial Officer of the company must sign the documents referred to in paragraph (1) of this article, and copies of these documents shall be deposited at the company's main office for the shareholders' access at least twenty-one days before the scheduled date of the general assembly meeting.

The Chairman of the Board of Directors must provide the shareholders with the financial statements of the company, the Board of Directors' report, and the auditors' report unless they have been published in a daily newspaper distributed at the company's main office. The Chairman shall also send a copy of these documents to the Ministry at least fifteen days before the date of the general assembly meeting.

Article Forty-Six: Profit Distribution

The distribution of the company's net annual profits shall be as follows:

- 1-Allocating ten percent (10%) of the net profits to form the legal reserve of the company. The Ordinary General Assembly may decide to suspend this allocation once the mentioned reserve reaches thirty percent (30%) of the paid-up capital.
- 2-Allocating twenty-five percent (25%) of the net profits upon the proposal of the Board of Directors to form a specific reserve for a certain purpose or purposes.
- 3-The Ordinary General Assembly may decide to create another reserve to the extent that serves the company's interests or guarantees the distribution of fixed dividends to the shareholders. The mentioned assembly may also set aside amounts from the net profits to establish social institutions for the benefit of the company's employees or support any existing such institutions.
- 4-The Ordinary General Assembly may decide to distribute dividends based on the recommendation of the Board of Directors to the shareholders.
- 5-The company, after fulfilling the required conditions from the competent authority, may distribute semi-annual and quarterly dividends to the shareholders.
- 6-The remuneration of the Board of Directors shall not exceed five million Saudi Riyals (SAR 5,000,000) per member, provided that this remuneration is proportional to the number of sessions attended by each member.



Article Forty-Seven: Entitlement to Profits

The shareholder is entitled to his share of the profits according to the resolution issued by the general assembly in this regard. The resolution shall specify the date of entitlement and the distribution date, and the right to profits shall be granted to the owners of shares registered in the shareholders' records at the end of the specified date for entitlement.

Article Forty-Eight: Distribution of Profits for Preferred Shares

If no profits are distributed for any financial year, it is not permissible to distribute profits for the following years until the specified percentage, according to the provisions of Article (9) of the Articles of Association (Article 114 of the Companies Law), is paid to the holders of preferred shares for that year.

If the company fails to pay the specified percentage, according to the provisions of Article (9) of the Articles of Association (Article 114 of the Companies Law), of the profits for three consecutive years, the special assembly for the holders of these shares, held in accordance with the provisions of Article (89) of the Companies Law, may decide either to attend the general assembly meetings of the company and participate in voting or appoint representatives on their behalf on the board of directors in proportion to the value of their shares in the capital until the company can pay all the priority profits allocated to the holders of these shares for the previous years.

Article Forty-Nine: Company Losses

If the losses of the joint-stock company reach half of the paid-up capital at any time during the financial year, any responsible person in the company or the auditors must immediately inform the chairman of the board of directors. The chairman of the board of directors must also immediately inform the other members of the board. Within fifteen days of being informed of the losses, the board of directors must call for an extraordinary general assembly meeting within forty-five days from the date of being informed of the losses. In this meeting, the assembly will decide either to increase or reduce the company's capital in accordance with the provisions of the Companies Law, to the extent that the losses are reduced to less than half of the paid-up capital, or to dissolve the company before the term specified in this Companies Law.

The company is considered dissolved by the force of the Companies Law if the general assembly does not meet during the specified period in paragraph (1) of this article, or if it convenes but fails to issue a resolution on the matter, or if it decides to increase the capital according to the conditions stipulated in this article, and no subscription is made for each capital increase within ninety days from the date of the general assembly's resolution on the increase.

Article Fifty: Action of Liability

Every shareholder has the right to file an action of liability determined by the company against the board of directors' members if the error issued by them causes harm to him personally. The shareholder is not allowed to file the mentioned action unless the company's right to file it is still valid. The shareholder must inform the company of his intention to file the action.



Article Fifty-One: Company Dissolution

Upon the expiration of the company, it enters the liquidation phase while retaining its legal personality to the extent necessary for liquidation. The resolution for voluntary liquidation is issued by the extraordinary general assembly, and it must specify the appointment of the liquidator, his authorities, remuneration, the restrictions imposed on his powers, and the time frame required for liquidation. The duration of voluntary liquidation must not exceed five years and can only be extended by a court order. The authority of the board of directors of the company terminates upon its dissolution, yet they continue to manage the company, and they are considered, for third parties, as liquidators until the appointment of the official liquidator. During the liquidation period, the general assembly of shareholders remains in existence but with limited roles that do not conflict with the responsibilities of the liquidator.

Article Fifty-Two:

The Companies Law and its regulations shall apply to all matters not covered by provisions in this law.

Article Fifty-Three

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

//seal with United Mining Industries with Commercial Registration number 4030216779 //

