

The Company's Bylaws

Alandalus Property Company



The First Section I: The incorporation of the Company

The First Article: The incorporation of the Company

The company is incorporated in accordance with the provisions of the Companies Law issued by Royal Decree No/M/132) dated 01/12/1443, regulations thereof, the company is a Listed Saudi Joint Stock company which is registered in Saudi Market.

The Second Article: The Name of the Company:

“Alandalus Property” (Listed Saudi Joint-Stock Company)

The Third Article: The Head Office of the Company

The head office of the company is located in Riyadh City, and branches, offices or agencies may be established for it inside or outside the Kingdom by a decision of the company's board of directors.

The Fourth Article: The Objectives of the Company:

The company shall perform the following purposes:

- 1- Establishing, owning and managing commercial and residential centers and complexes.
- 2- The activity of general contracting for residential and commercial buildings, educational, recreational and health facilities, roads, dams, water and sanitation projects, and electrical and mechanical works.
- 3- Maintenance and operation of real estate facilities, buildings and commercial complexes.
- 4- Owning, developing and investing land and real estate for the interest of the company and within the limits of its objectives.
- 5- Establishing, owning, investing, maintaining and operating medical, hotel, tourism and entertainment centers and complexes.
- 6- Importing materials, devices, furniture, tools and equipment for use in its projects.
- 7- Investing the company's funds in stocks and other securities in accordance with Sharia and statutory procedures.

The company carries out its activities in accordance with the regulations and laws in force and after obtaining the necessary permits from the competent authorities (if any).

The Fifth Article: Participating and ownership in companies

The company which shall be established as individuals' companies (with limited liability or closed shareholding or simplified shareholding inside and outside kingdom, and it may also own shares and stakes in other existing companies or merge with them and it has the right to participate with others in establishing joint-stock or simplified joint stock or limited liability companies inside and outside kingdom. And the company shall dispose these shares provided that this doesn't include brokerage in its transactions.

The Sixth Article: The term of the company

The term of the company is (99) Gregorian years starting from the date of its register at the commercial register. The term of the company shall always be prolonged to other similar durations by a decision issued by the extraordinary general assembly at least one year before the end of its term.

The second Section II: The Capital and Shares

The Seventh Article: The Capital of the Company

The company's issued capital has been set at (933,333.330) (nine hundred and thirty-three million, three hundred and thirty-three thousand, three hundred and thirty-three riyals, divided into (93,333.333) ninety-three million, three hundred and thirty-three thousand, three hundred and thirty-three nominal shares of equal value, the value of each of which 10 ten SAR, all of which are ordinary shares in kind.

The Eighth Article: The subscriptions of shares

The partners have subscribed in full issued capital shares amounting to (933,333,330.00) SAR and fully paid.

The Ninth Article: The preferred shares

The extraordinary general assembly of the company may, in accordance with the principles and controls set by the Capital Market Authority, issue preferred shares, decide to purchase them, convert ordinary shares into preferred shares, or convert preferred shares into ordinary shares. Preferred shares do not give the right to vote in the general assemblies of shareholders, and these shares are arranged for their owners. In addition to the right to participate in the net profits distributed among the ordinary shares, these shares give their owners the right to obtain a greater percentage of the net profits than the owners of ordinary shares after setting aside the statutory reserve. Without prejudice to the above, the extraordinary general assembly may approve additional terms and conditions with regard to preferred shares.

The Tenth Article: Selling shares of unpaid value

1. The shareholder is obligated to pay the value of the share on the dates specified for this and if he fails to pay the due date, the board of directors may after notifying him by email or informing him by a registered letter or by any means of new technological means, selling the share in the public auction or the stock market, as the case may be, in accordance with the controls that determined by the Capital Market Authority.
2. 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 aren't sufficient to meet these sums, the company may collect the remainder of all the shareholder's funds.
3. The effectiveness of the rights related to the defaulted shares shall be suspended upon the expiration of the specified date for them until they are sold or the due payment is made in accordance with the provisions of Paragraph (1) of this Article. They include the right to obtain a share of the net profits to be distributed and the right to attend assemblies and vote on their decisions and with Therefore, the shareholder who defaults in payment until the day of the sale may pay the value due from him in addition to the expenses that the company spent in this regard. In this case, the shareholder has the right to request receipt of the profits that have been decided to be distributed.
4. The company shall cancel selling the shares in accordance with the provisions of this **Article**, and gives the buyer a new share bearing the number of the canceled share, and it indicates in the share register that the sale has occurred with an indication of the name of the new owner.

The Eleventh Article: the company's purchase and sale and pledging of its shares

- 1) The company may buy, sell and mortgage its ordinary or preferred shares in accordance with the controls set by the executive regulations of the listed jointed stock companies laws, and the shares purchased by the company do not have votes in the shareholders' assemblies.
- 2) The company may purchase treasury shares in one phase or multiple phases in accordance with the controls set by the set by the executive regulations of the listed jointed stock companies laws.
- 3) The company may purchase its shares for the purpose of allocating them to employees of the parent company or its subsidiaries within the employee shares program.

The Twelfth Article: Issuing of the Shares

1. The Shares shall be nominal and won't be issued at less than their nominal value. But they may be issued at a higher value, and in this last case, the difference in value shall be added in a separate Article within the equities of the shareholders. It shall not be permitted to distribute it as dividends to shareholders and the share is indivisible vis-à-vis the company. If the share is owned by multiple persons, they must choose one of them to act on behalf in using the rights related to it, and these persons shall be jointly responsible for the obligations which are related from the ownership of the share.
2. The company may divide its shares into shares with a lower nominal value or merge them so that they represent shares with a higher nominal value, in accordance with the controls stipulated in the executive regulations of the corporate law of listed joint-stock companies.

The Thirteenth Article: The Register of Shareholders

The shares shall be traded in stock market as stated in the Capital Market Authority and executive regulations.

The Fourteenth Article: Increasing the Capital

- 1- The extraordinary general assembly may decide to increase the capital of the company, provided that the capital has been paid in full and it isn't a requirement that the capital be paid in full if the unpaid part of the capital belongs to shares issued in exchange for transferring debt instruments or financing instruments to Shares and the period specified for converting them into shares hasn't 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 share allocated to employees. The competent authority may set up controls and procedures for allocating shares to employees of the company, or in some or all of its subsidiaries, or any of that.
- 3- In all cases, the nominal value of the increase shares must be equal to the nominal value of the original shares of the same type or class.
- 4- The shareholder who owns the share at the time of the decision of the extraordinary general assembly or Board of Directors to approve the increase in the issued capital, priority in subscribing to new shares issued in exchange for cash shares, and they inform them of their priority -if any- by informing them by registered mail to the registered address which is stated in shareholders register, or new technologies methods of the capital increase decision, the terms of the subscription, its duration and the date of its commencement and its expiration in according to the kind of the shares in which he owns.
- 5- The extraordinary 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.
- 6- The shareholder has the right to sell or waive the pre-emption right with cash in kind or without as per stipulated in the bylaws.
- 7- The new shares shall be distributed to the holders of priority rights who have requested to subscribe in proportion to the priority rights they own from the total priority rights resulting from the capital increase, provided that what they obtain doesn't exceed what they requested of the new shares, and consideration of the type and class of share they own shall be accounted and the rest shall be distributed of the new shares on priority rights holders who requested more than their share in proportion to the priority rights they own from the total priority rights resulting from the capital increase, provided that what they obtain doesn't exceed what they requested of the new shares, and the remainder of the shares

shall be offered to others unless the Extraordinary General Assembly decides or the Capital Market Authority stipulates otherwise.

The Fifteenth Article: Reducing the value of the Capital

- 1- The extraordinary general assembly may decide to reduce the capital if it exceeds the needs of the company or if some losses had been happened to the company. In the latter case alone, it is permissible to reduce the capital to below the limit stipulated in (The Fifty Nine Article) of The Companies Act, and the reduction decision shall not be issued except after reading a special report prepared by the board of the members on the reasons for it, the obligations of the company, and the impact of the reduction in these liabilities. Provided that a report from the company's auditor is attached to this report.
- 2- If the capital reduction is a result of an increase in the company's need, creditors must be called upon to express their objections to it within forty five days from the date on which specified for holding the extraordinary general assembly meeting to take the reduction decision, provided that a report is attached to the invitation mentioning the amount of capital before and after the reduction, the date of holding the meeting and the effective date of the reduction. If one of the creditors objects and submits his documents to the company within the stated date, The company must pay him his debt if it is due, or provide him with sufficient security to fulfill it if it is deferred. He may ask the competent judicial authority before the date specified for holding the extraordinary general assembly meeting to take the reduction decision. In this case, the competent judicial authority may give the verdict by the repayment of the debt or submitting a sufficient guarantee, or the postponement of holding the extraordinary general assembly meeting, as the case may be.
- 3- The reduction shall not be invoked against the creditor who submitted his request on the date stipulated in Paragraph (1) of this Article unless he fulfills what is due from his debt or obtains sufficient guarantee to fulfill what is not due from him.
- 4- Equality between shareholders holding shares of the same type and class shall be taken into consideration when reducing capital.

- 5- If the capital reduction is by purchasing a number of the company's shares in order to cancel it, the shareholders shall be invited to offer their shares for sale by informing them of the company's desire to buy the shares by registered letters to their addresses recorded in the shareholders register or announcing the invitation through modern technological methods, and if the number of shares offered for sale exceeds the number the company decided to buy it, the sales requests shall be reduced by this increase, and the purchase price of the shares is estimated according to the Capital Market Authority.

The Third Section III: The Board of Directors

The Sixteenth Article: The Management of the Company

The management of the company shall be managed by a Board of Directors consisted of (9) members of good sound elected by the Ordinary General Assembly of shareholders for a period not exceeding three [4] years. Members of the Board of Directors may be re-elected for other durations in accordance with the rules and controls determined by the competent authority.

The Seventeenth Article: Termination of the Membership of the Board of directors

Taking into account what is stipulated in the membership procedures policy, the membership procedures will end according to the following:

The membership of the board ends with the expiration of its term or expiration of the member's validity according to any law or instructions in force at the Kingdom of Saudi Arabia .

The General Assembly may (based on the recommendation of the Board of Directors) terminate the membership of any member who fails to attend (three) consecutive meetings or (five) separate meetings during the term of his membership without a legitimate excuse accepted by the Board of Directors.

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 demand compensation if the dismissal occurred for an unacceptable reason or at an inconvenient time, and a member of the board of directors may retire, provided that it is appropriate, otherwise he shall be responsible before the company for the damages resulting from his retirement.

In this circumstances, the Ordinary General Assembly shall elect a new Board of Directors or someone to replace the dismissed member (as the case may be), in accordance with the provisions of the Companies Law.

The Eighteenth Article: The termination and vacant position in the Board of directors

1. The Board of Directors, before the expiration of its duration, to call upon the Ordinary General Assembly for a meeting to elect a new Board of Directors for the new duration. In the event that conducting the elections becomes impractical and the current Board's duration is expired, its members shall continue to perform their duties until the election of a new Board for the next duration, provided that the duration of the continuation of the expired Board members does not exceed ninety (90) days from the date of the expiration of the Board's term. The Board of Directors shall take necessary procedures to elect a new Board to replace it before the expiration of the ninety (90) days period as stipulated in this paragraph.
2. If the chairman and members of the Board of Directors resign, they shall call Ordinary General Assembly to convene for the purpose of electing a new Board of Directors. The resignation shall not take effect until the new Board is elected, provided that the duration of the expired Board's continuation does not exceed one hundred and twenty (120) days from the date of the resignation. The Board of Directors shall take necessary procedures to elect a new Board to replace it before the expiration of the one hundred and twenty (120) days period as stipulated in this paragraph.
3. A member of the Board of Directors may resign from their position by submitting a written notification to the Chairman of the Board. In the event that the Chairman of the Board resigns, the resignation notification shall be directed to the remaining members of the Board and the Secretary of the Board. The resignation shall take effect immediately, at both cases, from the date specified in the notification.
4. If there's a vacant position for any of the members of the board of directors due to the death or resignation of any of its members, and such vacancy does not result in a violation of the necessary terms and controls for the validity of the Board's meetings because of a shortage in the number of members below the minimum required, the board may employ a temporary member in the vacant position provided that he is among those who have experience and sufficiency and must inform the commercial register and Capital Market Authority (15) fifteen days

from the date of seniority. The appointment is presented to the Ordinary General Assembly at its first meeting, and the new member completes the term of his predecessor.

5. If the necessary terms for the meeting of the Board of Directors aren't met due to the lack of the number of its members below the minimum stipulated in the Companies Act, the rest of the members shall invite for the ordinary general assembly to convene within sixty days to elect the necessary number of members.

The Nineteenth Article: Powers of the board of directors

1. Taking into account the established competencies of the General Assembly, the Board of Directors shall have the broadest powers in the management of the company, the formulation of its policies, the determination of its investments, the supervision of its business, the disposition of its matters and the performing of all works and actions within and outside the Kingdom including taking decisions, approving and accepting contracts, agreements, instruments and documents, and performing all required procedures to achieve the company's objectives.
2. The Board of Directors, among other responsibilities, has the authority to complete contracts, tenders, and bids, as well as incorporating companies in which the company participates, along with all amendments and appendices. The Board has also the right to approve the issuance of guarantees for banks, funds, and government financing institutions. Additionally, it has the authority to approve all banking transactions and consent to the sale, purchase, mortgage, and investment of the company's assets, properties, and holdings. Furthermore, the Board has the right to engage in buying, selling, and investing in real estate contributions and shares, in accordance with the following regulations and controls:-
 - A. That the board specify the reasons and justifications for it in the sale decision.
 - B. That the sale be present except in cases determined by the Board and with adequate guarantees.
 - C. The sale is close to the price of the same.
 - D. Such disposal shall not affect on the company and the suspension of some of its activities or the bearing of other obligations by reason of the sale or mortgage.

The Board of Directors has the right to approve government loans, as well as private financial funds. This includes commercial and banking loans, the treasuries, credit companies, and to enter into the contracts, agreements,

guarantees, pledges, commitments , with no regard to their value or duration, provided that their terms do not extend the end of the company's term. Taking into consideration the following terms for contracting loans whose terms exceed three years:

1. The value of the loans that the Board may enter into during the company's fiscal year does not exceed 75% of the company's total shareholders' equity.
2. The Board of Directors shall specify in its decision the uses of the loan and how it will be repaid in this regard.
3. The terms of the loan and the guarantees submitted shall be taken into account not to harm the interests of company, its shareholders, and the general guarantees of the creditors.

The Board of Directors also has the right to conciliate, waive, contract, commit, and engage in the name of the company and on its behalf. The Board of Directors has the right to carry out all actions that will achieve the company's objectives. The Board of Directors of the company has the right, in cases it deems appropriate, to discharge the company's debtors from their obligations in a way that achieves its interest, provided that the decision of the Board of Directors is taken into account in this regard, the following controls and provisions:-

- 1- The discharge shall be a full year after the debt has arisen.
- 2- The discharge shall be with a fixed amount as a maximum per year per debtor.
- 3- The Discharge is the board right, that may be delegated in according to terms and controls determined by the board of directors.

The Board of directors has the right to ask for exemption from loans. In addition to that, the Board of Directors may to approve financial support for any of the companies in which the company participates, as well as its subsidiaries. Approval from the General Assembly is required when selling assets that exceed fifty percent (50%) of the total value of its assets, whether the sale occurs in a single transaction or multiple transactions. In this instance, the transaction that leads to exceeding the fifty percent (50%) needs the approval of the General Assembly. This percentage shall be calculated from the date of the first transaction that met within the previous twelve (12) months. The Board of Directors may delegate, on its behalf, one or more of its members or others to exercise some or all of its powers or take specific actions or perform certain duties. The Board has the right to to revoke this authorization or proxy partially or completely. The Board of Directors may form any committee or committees to help in implementing of its work or as required by regulations in the company. The resolution of the Board establishing

any of its committees should specify the committee's duty , duration of its work, granted powers, and how the Board oversees its activities in particular. The Board of Directors has the right to choose the method of signing and approving all of the above, by means of modern technology or by ordinary methods, according to what it deems fit.

The Twenty Article: The Remuneration of the Board of Directors members:

- 1- The remuneration of the board members shall consist of a certain amount, meeting allowance, benefits in kind or a limited percentage of profits net or what is determined by the general assembly.
- 2- A member of the Board of Directors may receive compensation for any additional executive, technical, administrative and consultancy work or any positions assigned to him in the company, in addition to the remuneration that he may receive in his capacity as a member of the Board of Directors and in the committees formed by the Board of Directors in accordance with the companies' law and executive regulations.
- 3- The report by the board of director to the ordinary general assembly in its annual meeting shall include a full statement of what the board of directors' members awarded during the financial year of remuneration, expense, meeting allowances or other benefits, also this statement must include a statement of amounts that paid to the board of directors' members in accordance to their capacities as employees or administrators or to what they received for technical or administrative or consultancy works, also shall include a full statement of the board of directors' number of meetings and number of meetings that attended by each member.
- 4- Entitlement, disbursement and impediment shall be in accordance with the provisions of the remuneration policy for members of the Board of Directors, committees and executive management.

The Twenty-First Article: The Powers of the Chairman, the Deputy, the Managing Director, CEO, and the Secretary

First: the powers of the chairman

- 1- The chairman has the right to call for meetings of the Board of Directors and the General Assembly, as well as presiding over and managing the meetings of the

Board of Directors and the General Assembly. The Chairman's vote shall have the casting vote in the event of a tie in the Board of Directors.

- 2- Representing the company in formal and media forums, managing its relations with third parties, appearing before the judiciary, governmental and private entities, dispute resolution committees in all forms, judicial authorities, arbitration authorities, all other judicial committees, various government, private, and public authorities, companies, banks, financial institutions, individuals, and all general courts at all levels, the board of Grievances, notaries public, and authorized persons inside and outside the Kingdom of Saudi Arabia.
- 3- Appointing officials for managing the company, including the CEO, ensuring they have the required experience and qualifications as the board may deem fit and necessary or suitable. Determining their duties, salaries, benefits, and in kind bonuses as stipulated in policies and regulations.
- 4- Approval of the company's internal, financial, administrative, and technical regulations, as well as policies and controls for its employees.
- 5- Delegating of the officers of the company for having the right to sign on behalf of the company within the procedures set by the Board of Directors.
- 6- Approval the company's work plan, operational plans, and annual budgets.
- 7- Having all legal, administrative, commercial, and civil powers and authorities related to the company, including, but not limited to, the following points:-

A) The Courts Claims

Claiming and filing legal lawsuit, attending sessions in all lawsuits before various courts, and has the right to litigate, claim, plead, defend and filing and hearing lawsuits and making submissions - acknowledgment - denial - reconciliation - waiver - discharge - request, reject and refuse to take the oath - bring witnesses and evidences and challenge them - answer, impeachment and amendment - challenge the authenticity - denial of execution of document, contest forgery, request legal confinement and execution, seek arbitration, appoint experts and arbitrators, challenge and respond to expert and arbitrator reports and replace them, demand execution of judgments, accept or reject judgments, object to judgments and file appeals, request reconsideration, seek restitution, apply for pre-emptions, receive amounts via checks in the company's name, and collect funds from enforcement courts.

Receive court judgments, request the judge's recusal, request intervention, represent the company in all courts, judicial bodies, labor offices, labor settlement committees, and



other legal and quasi-legal committees and arbitration bodies, civil rights committees, general courts, administrative courts, sharia medical committees, financial dispute resolution committees, banking dispute resolution committees, customs committees, commercial fraud committees, insurance dispute resolution committees, regulatory and investigative bodies, public prosecution, supreme court, supreme judicial council, Capital Market Authority, both within and outside the Kingdom of Saudi Arabia.

B) Companies

The right to incorporate companies and open branches of the company inside and outside the Kingdom of Saudi Arabia and the right to sign all types of contracts and enter into deals of all kinds, documents and papers, including without limitation the contracts of incorporation of companies in which the company is a partner and its subsidiaries and their appendices and all partners' decisions, including decisions to increase or reduce capital or determining capital, assigning and purchasing shares, amending the company's purposes, amending the terms of the articles of incorporation and amendment annexes, signing partners' decisions, appointing and dismissing managers, amending the management clause, amending the company's purposes, receiving the surplus allocation, entry and exit of partners, and entry into existing or new companies, buying shares in it inside and outside the Kingdom of Saudi Arabia, signing agreements, entering into tenders, auctions, purchases, government contracts, public and individual companies and institutions, concluding their contracts, signing, implementing and supervising all documents related to them, registering the company, registering powers of attorney and trademarks and assigning them, attending general assemblies, inviting their holding, signing their decisions, opening files for the company, signing the articles of association and amendment annexes at notaries, obtaining and renewing licenses for the company, checking up all companies and bodies, documenting contracts and signing for The Saudi Business Center and notaries in all branches of the Ministry of Commerce, carry out all amendments, changes, additions, deletions, registration and renewal of the Chamber of Commerce, approving and canceling the signature with the Chamber of Commerce, reserving the trade name, waiving the trade name, extracting and renewing commercial records, receiving, deleting and amending them, changing the names of the partners and signing the instruments before the notary public, official authorities, notaries, and judicial service providers, signing guarantee agreements and guarantees, waiving priority in paying the company's debts, issuing legal powers of attorney on behalf of the company, buying and selling real estate, lands, shares in companies, and other properties, whether movable or immovable, entering into tenders and auctions, and awarding bids. And receiving, paying, receiving rights from others, emptying and accepting it, collecting the price, receiving, delivering, leasing, renting, receiving, paying,

collecting the company's rights, performing its obligations, and signing agreements with all private and governmental sectors for the interest of the company inside and outside the Kingdom.

He has the right to appoint managers, lawyers, auditors, chartered public accountants, and employees, request the issuance of visas to bring in labor from outside the Kingdom, contract with them, determine their salaries, pay rewards and incentives, dismiss them, issue and renew residencies, transfer and assign sponsorships, modify professions, update data, and complete all relevant dealings inside and outside the Kingdom. With regard to policies, he has the right to supervise and approve the implementation of the company's general policies, administrative, technical, labor and supervisory regulations, and organizational and functional structures.

He has the right to check up all governmental, non-governmental and private entities and before third parties in every part related to the company's interests, especially with regard to chambers of commerce and industry, bodies, companies and institutions of all kinds, banks, financing companies and financial institutions, and to check up all ministries and governmental and non-governmental bodies inside and outside the Kingdom, for example but not limited to check up the Ministry of Investment, Saudi Standards and Metrology Authority, Ministry of Commerce, Ministry of Industry, check up the Central Bank, Capital Market Authority, General Organization for Social Insurance, Zakat and Income Authority, check up the Ministry of Interior in all its department and branches (civil defense, police departments, passports and traffic), check up The Ministry of Foreign Affairs, checking up all embassies, checking up all service companies (the Saudi Electricity Company, the National Water Company, and Telecommunications Companies). He has the right to check up all relevant parties and finalize all necessary procedures and sign what is required inside and outside the Kingdom. He also has the right to delegate others in all matters or some of these powers inside or outside the Kingdom of Saudi Arabia, in addition to his right to revoke the power of attorney or terminate the authorization. He has the right to grant the agent the right to appoint others and revoke them as well.

C) Real estates, lands and properties of the company with all kinds

Representing the company in selling, emptying, accepting the emptying process in lands and real estates, apartments, villas, property units and receiving the payment by a company check. In addition to paying the price, accepting gifts and release, mortgaging and releasing the mortgage, consolidating deeds, subdivision, sorting, receiving deeds,



updating and modifying them, entering them into the comprehensive system, changing the owner's name and civil registry number, modifying boundaries, lengths, areas, plot numbers, charts, deeds, their dates, neighborhood names, leasing, signing lease contracts, renewing them, receiving rent by a company check, canceling and terminating lease contracts, concluding all contracts and transactions for their purposes, buying and renting lands, whether for a long or short term, places, real estate, shares, equipment, building lands, taking adjacent surplus areas to the land, participating in real estate contributions, buying and selling shares in real estate contributions, check up notary and municipal offices regarding sales, purchases, and emptying, paying fees, receiving deeds, and other transactions. Also, contributing to real estate in exchange for units in investment funds for all types, disposal of the company's assets and property, mortgaging fixed and movable assets to secure the company's loans and its subsidiaries, in accordance with the provisions and regulations stipulated in this bylaws. All of the above includes procedures within and outside the Kingdom of Saudi Arabia.

Banks and investment companies

Follow up all banks, financial institutions, and investment companies within and outside the Kingdom of Saudi Arabia, opening, closing, and activating accounts with banks in the company's name, handling credits, extending them, withdrawing and depositing funds in both foreign and local currencies domestically and internationally, borrowing from banks, issuing bank guarantees, signing all papers, documents, checks, and all banking transactions, investing and using the company's funds in local and international markets within and outside the Kingdom, preparing commercial papers, signing, endorsing, collecting, and conducting all necessary financial transactions for the company's activity, including requesting facilities and loans of all kinds from banks, financial institutions, and financial companies in any amount and signing them, signing guarantees on behalf of the company for others, signing contracts and documents for facilities and loans, signing Murabaha, leasing, securitization, manufacturing contracts, and investment agreements, opening current accounts in the company's name with banks, accepting, endorsing, and withdrawing promissory notes and bonds, authorizing banks and investment companies to trade stocks, bonds, foreign currency, or any securities regardless of their value, approval of the signing, extracting and receiving ATM cards, receiving and entering secret numbers, changing and issuing replacements for lost cards, issuing credit cards, receiving and entering secret numbers, obtaining account statements, extracting checkbooks, receiving, and issuing checks, issuing endorsed checks and receiving them, issuing bank guarantees and all types of securities

of any kind and regardless of their value, and having the right to cancel them, receiving transfers and cashing them, participating in trust funds, redeeming trust fund units, cashing checks, objecting to checks, receiving refunded checks, updating data, receiving contribution certificates, receiving the value of shares, receiving profits, receiving surplus, subscribing, buying shares, selling shares, pledging shares, investing in shares, and receiving the price and profits, transferring shares from the portfolio, opening and closing investment portfolios and settling them, issuing guarantees to banks, funds, government and private institutions, and signing all papers, order documents, checks, and all commercial documents and banking transactions, opening investment accounts with financial companies and investment companies, signing subscriptions, withdrawals, and transfers from all investment funds, including money market funds and private funds, trading in securities by main or alternative distribution channels and signing the procedures related to giving orders to buy and sell stocks, transfer them, pledge them, and release them, signing agreements for managing the company's portfolios, and signing all related documents, contracting, dealing, and entering into contracts with treasury sales in banks, financial institutions, and financing companies in all their titles and types within and outside the Kingdom of Saudi Arabia, executing and signing all documents related to all treasury transactions, and currency market transactions for foreign currencies, immediate or deferred exchange, buying and selling bonds and instruments, and signing all documents related to that. Also, concluding loans with government financing funds, regardless of their duration, concluding bank and commercial loans and accepting their terms, conditions, rates, signing their contracts, agreements, models, and attachments, pledging and approving guarantees, bail money, and repayment schedules, receiving and managing loans, requesting loan exemptions and rescheduling installments, requesting bank credits, signing them, receiving guarantees, and in all instances, the company's interests, provisions, and purposes shall be considered when exercising these powers and controls.

- The chairman of the board has the right to delegate or appoint by (written decision), some of his powers to other board members or third parties, to exercise some or all of these powers, take specific procedures, or perform certain duties. The chairman also has the right to revoke the delegation or power of attorney partially or completely.

Second: The powers of vice-chairman

The Vice-chair of the Board shall act as Chairman of the Board in his absence. The chairman has the right to delegate or appoint the vice-chairman to exercise some or all of the powers, take specific procedures, or perform certain duties. The chairman also has the right to partially or completely revoke the delegation or power of attorney. The board specifies the vice-chairman's authorities and compensation, in addition to the respected remuneration for the board members.

Third: The CEO Powers

1. The Chief Executive Officer (CEO) is responsible for implementing the decisions of the Board of Directors and facilitating the company's daily operations. To achieve this, the CEO has the following rights:

- A. Overseeing all daily operations of the company and managing them, with full powers and authorities necessary for the implementation of its purposes.
- B. Supervising the employees and staff of the company under his jurisdiction according to the organizational structure.
- C. Issuing expenditure orders for the company based on the delegated powers, within the limits of the approved annual budgets.
- D. Monitoring and implementing the decisions of the Board of Directors.
- E. Providing the Board of Directors with regular reports on the progress of business operations.
- F. The Board shall prepare a matrix of authorities that includes all the powers granted to the CEO and general frameworks for representing the company externally.
- G. Delegating authorities to other employees of the company as CEO may deem fit, within the limits of the company's regulations and the matrix of authorities approved by the Board of Directors.

Fourth: The powers of secretary

The Secretary of the Board is responsible for documenting the meetings of the Board of Directors and preparing their minutes. The Board may designate any extra responsibilities to be assigned to the Secretary.

The Twenty-Second Article: The Meetings of the Board of directors

1. The Board of Directors shall meet at least 4 times a year at the invitation of its Chairman, and the Chairman of the board shall invite the board to a meeting whenever requested to do so in writing by any board member to discuss one or more topics in this regard.
2. The board of directors shall specify the place of meetings, and the meetings may be held by modern technological means.

The Twenty-Third Article: Issuing board of directors decisions on urgent matters

The Board of Directors may issue its decisions on urgent matters by presenting them to all members by circulation, unless one of the members requests - in writing - a Board meeting to deliberate on them. These decisions are issued with the approval of the majority of the votes of its members, and these decisions are presented to the Board at its first subsequent meeting to be stated in the minutes of that meeting in this regard.

The Twenty-Fourth Article: A Board Meeting Quorum

1. A Board meeting is not valid unless at least half of the members attend it (in person or by proxy).
2. A member of the Board of Directors may issue a proxy to another director to attend the Board's meetings and to vote on his behalf subject to the following controls:
 - a. A member of the board of directors may not represent more than one member in attending the same meeting
 - b. That the delegation or proxy shall be fixed in writing or by email.
 - c. The deputy may not vote on the decisions that the law prohibits the delegate from voting on.
3. The decisions of the Board of directors are issued by the majority of opinions of the attending members or their representatives, and in the event of equal votes, the side in which the chairman of the Board of directors shall prevail.

4. The Board of Directors' decision shall be in force from the date of its issuance, unless it stipulates that it will take effect at another time or when certain terms are satisfied and met.

The Twenty-Fifth Article: The deliberations of the Board of directors

1. The deliberations and decisions of the Board of Directors are confirmed in minutes prepared by the secretary and shall be signed by the Chairman of the Board and the attendees of the members of the Board of Directors and the Secretary.
2. These minutes are stated in a special register signed by the Chairman of the Board of Directors and the Secretary.
3. It is permissible to use modern technological method to sign and document deliberations and decisions and record minutes.

The Fourth Section IV: The Associations of the Shareholders

The Twenty-Sixth Article: The General Assembly of Shareholders Meetings

1. The General Shareholders' Assemblies shall be presided over by the Chairman of the Board of Directors or his designated delegate in his absence, or whomever the Board of Directors delegates from among its members in their absence. In the event that this is not possible, the General Assembly shall be chaired by whomever the shareholders delegate from among the Board members or others by vote.
2. Each shareholder shall be entitled to attend the General Assembly, in which case he may delegate another person other than the members of the Board of Directors.
3. The General Assembly meeting may be held and the shareholder shall be participated in deliberations and voting on decisions by modern technological means.

The Twenty-Seventeenth Article: the ordinary general assembly competences

Save for matters reserved for the extraordinary general assembly, the ordinary general assembly shall be in charge of all matters concerning the company. In particular the following matters:

- A- Electing and discharge of members of the Board of Directors.
- B- Appointing one or more auditors for the company, in accordance with what the law stipulates, determining his fees, reappointing him, and discharge him.
- C- Considering and discussing the Board of Directors' report.
- D- Considering and discussing the company's financial statements.
- E- Discussing the auditor's report - if any - and taking a decision regarding it.
- F- Deciding on the Board of Directors' proposals with reference to the method of distributing profits.
- G- Forming the company's reserves and determining their uses.

The Twenty-Eighth Article: The extraordinary general assembly competences

The extraordinary general assembly- in addition to the prescribed jurisdictions stipulated in bylaw- may pass resolutions on matters falling within the authority of the ordinary general assembly under the same conditions applicable to the latter.

The Twenty-Ninth Article: The assemblies invitation

1. General and private assemblies shall be held at the invitation of the Board of Directors, and the Board of Directors shall call the ordinary general assembly to convene within (thirty) days from the date of the request of the auditor or one or more shareholders representing (ten percent) of the company's shares that have at least voting rights. The auditor shall have the right to invite the ordinary general assembly to convene if the board of directors does not extend the invitation within (thirty) days from the date of the auditor's request.
2. The request referred to in Paragraph (1) of this Article shall mention the issues on which shareholders are required to vote.

3. The calling for convening the General Assembly shall be issued at least twenty-one (21) days prior to the specified date, in accordance with the provisions of the regulations, taking into consideration the following points:
 - A. The shareholders shall be noticed by registered letters to their addresses which are stated in the shareholders' register, or announcing the invitation by modern technological means.
 - B. Sending a copy of the invitation and the works agenda to the Commercial Register, as well as a copy to the Capital Market Authority if the company is listed on the Capital Market on the date of announcing the invitation.
4. The invitation to the assembly's meeting shall state at least the following points:-
 - A. A statement mentioning the licensed person to attend the assembly meeting and his right to delegate someone else who is not a member of the Board of Directors, and a statement of the shareholder's right to discuss the topics on the assembly's agenda, ask questions and how to exercise the right of voting.
 - B. The place, date and time of the meeting.
 - C. The type of assembly, whether it is a public or private assembly.
 - D. The meeting schedule agenda, including the issues to be voted on by shareholders.

The Thirtieth Article: Quorum of the Ordinary General Assembly Meetings

- 1- The ordinary assembly meeting shall be valid only if it is attended by shareholders representing at least one quarter (1/4) of the company's share which having the right of voting.
- 2- If the quorum necessary for holding this meeting is not available according to paragraph (1), the second meeting could also be held as conditions stipulated in the Article (91) of the companies law within the following thirty (30) days of the specified date of holding the previous meeting. Therefore, the second meeting may be held one hour after the expiration of the fixed term for the first meeting, provided that the Invitation of the first meeting would include an announcement of the possibility of holding such a meeting. In any event, the second meeting shall be valid, regardless of the number of shares represented.

The Thirty- First Article: The Quorum of the Extraordinary General Assembly Meeting

- 1- The extraordinary General Assembly meeting shall not be valid unless it attended by shareholders representing at least half (1/2) of the company's capita.

- 2- If the quorum necessary for holding this meeting is not available according to paragraph (1), the second meeting could also be held as conditions stipulated in the Article (91) of the companies law. Therefore, the second meeting may be held one hour after the expiration of the fixed term for the first meeting, provided that the Invitation of the first meeting would include an announcement of the possibility of holding such a meeting. In any case, the second meeting shall be valid if attended by a number of shareholders representing at least a quarter of the capital which having the right of voting.
- 3- If the necessary quorum is not available at the second meeting, a third meeting is invited to be held under the same conditions as stated in this article (91) of the companies law, and the third meeting shall be valid no matter how many shares are represented in it.

The Thirty- Second Article: Voting in assemblies

- 1- Each shareholder has vote for each share in shareholders' assemblies, and a cumulative vote must be used in the election of the Board of Directors. The voting right for a share may not be used more than one time.
- 2- The Board Members may not participate in a vote on the assembly's resolutions concerning the contracts or works which having the direct or indirect interest of them that involve a conflict of interest.

The Thirty-Third Article: Decisions of assemblies

- 1- Ordinary general assembly's resolutions shall be issued by the absolute majority of the shares represented at the meeting.
- 2- The extraordinary General Assembly resolutions shall be issued by a two-thirds majority of the shares represented at the meeting, unless it is a decision concerning the increase or reduction of capital, the prolong or dissolve of the company before the expiry of the term specified in its articles of association or its merger with another company or divided into two companies or more, so it is not valid unless it is issued by a majority of (Three Quarters) of shares represented at the meeting.

The Thirty-Fourth Article: Discussion in Assemblies

Every shareholder has the right to discuss issues 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 the interest of the company isn't compromised. And if the shareholder deems that the response to his question isn't convincing, he applies to the general assembly and its decision in this regard is effective.

The Thirty-Fifth Article: Presidency of assemblies

The General Assembly shall be presided over by the Chairman or its deputy or whoever the Board assigns from the board of directors in the absence of the Chairman or its deputy. If this is not possible, the General Assembly shall be chaired by whomever the shareholders delegate from among the Board members or others by voting.

The Thirty- Sixth Article: The preparation of the assemblies' minutes

The assembly meeting shall be drawn up by a minute of the number of shareholders present or representatives, the number of shares in their possession, in person or by proxy, the number of votes scheduled for it, the resolutions taken, the number of votes approved or disagreed, and a full summary of the discussions that took place at the meeting. The minutes shall be recorded on a regular basis after each meeting in a special record signed by the head of the Assembly, its Secretary, and the canvassers.

The Fifth Section V: The Auditor

The Thirty-Seventh Article: Appointing and Discharging of the Auditor

- 1- Appointing an auditor, the company must have one (or more) auditors from among the auditors licensed to work in the Kingdom of Saudi Arabia. The ordinary general assembly shall be responsible about employ the auditor and determine auditor's remuneration and the duration of his work. He may be re-appointed provided that the period of his appointment does not exceed the period in accordance with the provisions stipulated by law.

- 2- It is permissible, by a decision taken by the General Assembly, to discharge the auditor, and the Chairman of the Board of Directors shall inform the competent authority of the dismissal decision and its reasons within a period not exceeding (five) days from the date of issuance of this decision.
- 3- The auditor may resign from his duty by submitting a written notification that he sends to the company, and his duty ends from the date of his submission or at a later date specified in the notification, without prejudice to the company's right to compensation for the damage if it has a good reason. The retiring auditor is obligated to submit to the company and the competent authority a report stating the reasons for his retirement, and the Board of Directors shall invite the General Assembly to convene to consider the reasons for retirement, appoint another auditor, and determine his remunerations, the duration of his work, and the scope of his work.

The Thirty-Eighth Article: The Powers of the Auditor

At any time, the auditor may have the right to access the company's books, records, and other documents, and may also request the data and explanations it deems necessary to verify the company's assets and obligations, etc., which falls within the scope of its work. In addition to, the chairman of the Board of Directors shall enable the auditor to perform its duty. If the auditor encounters difficulty in this regard, it shall prove that in a report to the Board of Directors. If the Board does not facilitate the work of the auditor, the auditor shall ask the Board of Directors to invite the Ordinary General Assembly to consider the matter. The auditor may call this invitation if the Board of Directors does not send it within (thirty) days from the date of the auditor's request.

The Six Section VI: The Accounts & the Profits Distribution of the company

The Thirty-Ninth Article: The Financial year

The company's financial year starts from the first of January and ends at the end of December of each year, provided that the financial year begins from the date of its registration in commercial registry until ends in December of the current Gregorian year.

The Forty Article: The Financial documents

- 1- At the end of every financial year for the company, the Board of Directors must prepare the company's financial statements and a report on its activities and

financial position for the elapsed financial year. This report includes the proposed method for distributing profits. The board puts these documents at the auditor's disposal forty-five days before the date set for the meeting of the general assembly at least.

- 2- The company's chairman, chief executive, and financial director must sign the documents referred to in Paragraph (1) of this Article, and copies of them shall be deposited at the company's head office at the shareholders' disposal.
- 3- The Chairman of the Board of Directors shall publish via any modern technological means the company's financial statements, the Board of Directors' report, after signing them, and the auditor's report, at least twenty-one days before the date of the General Assembly. He shall also file these documents in accordance with what is specified in the executive regulations of the Companies Law.

The Forty-First Article: The Entitlements 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.

Eligibility for dividends shall be granted to the shareholders registered in the shareholders' registers at the end of the day specified for entitlement in this regard. The Board of Directors shall implement the General Assembly's decision regarding the distribution of profits to shareholders.

The Forty-Second Article: The creating of reserves

- 1- The Ordinary General Assembly –when deciding the shares proportion in net profits- may decide to create reserves to the extent that serves the interest of the company or ensures that fixed profits are distributed as much as possible to the shareholders. The aforementioned association may also deduct from the net profits amounts for the establishment of social institutions for the employees of the company.
- 2- The General Assembly determines the percentage that shall be distributed to shareholders from the net profits after deducting reserves, if any.

The Forty-Third Article: Dividend distribution for preference shares

If the company fails to pay the holders of preferred shares the specified rate of the company's net profits after deducting reserves - if any - for a period of three consecutive years, the special assembly of the shareholders held - in accordance with the provisions of Article Eighty-Nine of the Companies Law - may decide that they shall attend the General Assembly of the company meetings. In this regard, they can participate in voting until the company is able to pay all the profits allocated to the shareholders for those years, and each preferred share has one vote at the general assembly meeting, and the shareholder of the preferred share has the right in this case to vote on all issues of the works agenda of the ordinary general assembly without limit.

The Forty-Fourth Article: the losses of the company

If the losses of the company had been amounted to the half of the issued capital, then the Board of Directors shall disclose this and the recommendations it has reached regarding these losses within sixty (60) days from from the date of its knowledge of the losses, and invite the extraordinary general assembly to meet within one hundred and eighty (180) days from the date of its knowledge of the losses, to consider the continuation of the company and taking any necessary procedures to address or resolve those losses.

The Forty- Fifth Article: The Liability Claim

- 1- Members of the Board of Directors are jointly responsible for compensating the company, shareholders, or third parties for damages arising from their mismanagement of the company's affairs or violations of the companies laws, executive regulations, the articles of associations, and all respected laws, circulars, and instructions which are related to the company's activities. Any provision is proved to be otherwise, is deemed null and void. The liability falls on all members of the Board of Directors if the violation results from a decision made unanimously by them. In case of the decision is made by a majority of opinions, the liability lies with those who voted for the decision. Opposing members are exempted if they explicitly express their objections in the meeting minutes. Absence from the meeting where the decision is made, does not exempt an individual from responsibility, except when it is proven that the absent member was unaware of the decision or unable to object after becoming aware of it.

- 2- The approval of the Ordinary General Assembly for the waiver of liability for members of the Board of Directors is not considered a hinder for liability claim.
- 3- A liability claim may not be filed after three (3) years from the date of knowing the harmful act, except in cases of fraud and forgery. In all cases, a liability claim may not be filed after five (5) years from the end of the fiscal year in which the harmful act occurred, or after three (3) years from the termination of the membership of the relevant Board member, whichever is later.
- 4- A shareholder or shareholders representing at least five percent (5%) of the company's capital may file a liability claim on behalf of the company if the company fails to do so. The primary purpose of filing the claim should be to achieve the company's interests. The claim shall be based on well founded, the plaintiff must act in good faith, and be a shareholder at the time of filing the claim.
- 5- The conditions for filing the claim mentioned in paragraph (4) of this article require the Board of Directors, under the circumstances, to be determined to file the claim at least fourteen (14) days before its filing.
- 6- A shareholder may file a personal claim against the director or members of the Board of Directors if the violation committed by them results in specific harm to the shareholder.

The Seven Section VII: The Dissolution & Liquidation of the Company

The Forty-Sixth Article: The Termination of Company

The company becomes expired for one of the reasons stated in Article (243) of the corporate law, and upon its expiry, it enters the liquidation phase in accordance with the provisions of Chapter Twelve of the corporate law. If the company becomes expired, and its assets are insufficient to cover its debts or if it is insolvent according to the provisions of the Insolvency Law, it is required to apply to the competent judicial authority to initiate any liquidation procedures under the Insolvency Law.

The Eight Section VIII: : The Final Provisions

The Forty-Seventh Article: General Provisions

- 1- The company is governed by the applicable laws of the kingdom of Saudi Arabia.
- 2- Any text that contradicts the provisions of the corporate law in this bylaws is not considered valid and is superseded by the texts stated in the corporate law. For any matter not stated in this bylaws, the corporate law and its executive regulations shall have the priority in this regard.

The Forty-Eighth Article: Publishing

This bylaw shall be deposited and published in accordance with the corporate laws and executive regulations.