



Bylaws of Elm Company (a Saudi Joint Stock Company)

شركة علم
شارع الثغر - النخيل 6614
الرائدة المدينة الرقمية
المملكة العربية السعودية
س.ت. 1010069210

Tel: +966 (0) 11 288 7444

Fax: +966 (0) 11 288 7555

www.elm.sa

Article 1: Incorporation:

Under Royal Decree No. (M/90), and the date of 03/11/1428 A.H, Elm Company was converted into a joint stock company and was incorporated as per the provisions and regulations of the Companies Law and these Articles of Association. These Articles were amended as per the resolutions of the following Extraordinary General Assemblies:

- The Extraordinary General Assembly held on 17 Jumada al-Akhir 1431 A.H, corresponding to 31 May 2010 A.D.
- The Extraordinary General Assembly held on 27 Dhul-Hijjah 1433 A.H, corresponding to 12 November 2012 A.D.
- The Extraordinary General Assembly held on 21 Sha'aban 1438 A.H, corresponding to 17 May 2017 A.D.
- The Extraordinary General Assembly held on 24 rabi ul awal 1442 A.H, corresponding to 10 November 2020 A.D.
- The Extraordinary General Assembly held on 10 Dhul Qadah 1442 A.H, corresponding to 20 June 2021 A.D.
- The Extraordinary General Assembly held on 20 Rabi Al-Akhar 1443 A.H, corresponding to 25 November 2021 A.D
- The Extraordinary General Assembly held on 28 Shawaal 1443 A.H, corresponding to 29 May 2022 A.D

Article 2: Company Name:

Elm Company (a Saudi joint stock company), hereinafter referred to as ("The Company")

Article 3: Purposes of the Company:

The Company practices and implements the following purposes:

1. Providing the services of telecommunications, information technology, information security, e-business, and credit information exchange.
2. Providing electronic connectivity services across the public and private sectors.
3. Managing, processing, operating and maintaining data and information centers.
4. Practicing wholesale and retail trade, importing and exporting of electronic devices and mechanisms, spare parts, software, information systems and communication networks.
5. Managing, maintaining, operating and developing electronic devices and mechanisms, information systems and communication networks.
6. Providing web sites for purchasing and selling via the Internet.
7. Providing, training and developing manpower to manage, operate and develop the business and services of the public and private sectors in the field of information and communication technology and other fields.
8. Obtaining commercial agencies related to the purposes of the Company.
9. Managing, marketing and presenting the Company's technical projects or that of a third party inside and outside the Kingdom.
10. Providing all activities and services of development, marketing and technical investment.
11. Providing and supervising the implementation of technical project management services.
12. Providing training services in the fields of development, marketing and technical investment.
13. Investing inside and outside the Kingdom in companies and technical projects.
14. Attracting local and foreign investments to participate in any of the Company's activities.
15. Providing specialized consultations in information technology and security, communications, e-business and credit information exchange.

The Company practices its activities on commercial bases, in accordance with the applicable laws and after obtaining the necessary licenses from the competent authorities, if any.

Article 4: Partnership and Ownership in Companies:

The Company shall have the right solely incorporate limited liability or closed joint stock companies. Further the Company may, on a commercial basis, have an interest in, form a partnership in any way whatsoever, with or invest in public and private bodies, institutions and funds and investment portfolios. The Company may also subscribe for securities in any public or private offering, and may own shares and stocks in other companies existing inside or outside the Kingdom or may be merged therewith. The Company is entitled to partner with a third party in the incorporation of joint stock or limited liability companies inside or outside the Kingdom after fulfilling the requirements of the laws and regulations followed in this regard. The Company may also dispose of such shares or stocks, provided that the trading thereof shall not involve brokerage.

Article 5: The Headquarters of the Company:

The headquarters of the Company is located in Riyadh, Kingdom of Saudi Arabia. The Board of Directors may, under a resolution issued thereby, establish branches, offices or agencies of the Company, inside or outside the Kingdom.

Article 6: The Duration of the Company:

The duration of the company is (50) fifty years according to the Gregorian calendar, starting from the date when the Royal Decree No. (M/90) was issued and the date of 03/11/1428 A.H, which established that the Company shall be turned into a joint stock company. Such duration may always be extended by a resolution issued by the Extraordinary General Assembly at least one year before the expiry of such duration.

Article 7: Capital:

The Company's capital is set at eight hundred million Saudi Riyals (SAR 800,000,00), divided into (80,000,000), eighty million nominal shares of equal value, SAR (10) per share, all of which are common cash shares. 38,333,205 thirty-eight million three hundred thirty-three thousand two hundred five in cash shares and 41,666,795 in-kind shares.

Article 8: Subscription for Shares

The shareholders subscribed for the entire capital stock and paid the full value thereof.

Article 9: Issuance, Purchase and Transfer of Preferred Shares:

The Extraordinary General Assembly of the Company may, subject to the conditions of the Ministry of Commerce and relevant authorities, issue or purchase preferred shares, convert common shares into preferred shares or convert preferred shares into common shares. The preferred shares shall not give their holders the right to vote in shareholders' general assemblies. Such shares shall entitle their holders to a percentage higher than that of holders of ordinary shares in the net profits of the Company after deducting the statutory reserve. The Extraordinary General Assembly may approve such other terms and conditions to the preferred shares that are not inconsistent with the foregoing

Article 10: Non-Payment of Shares

A Shareholder shall pay the value of the Shares on the dates set for such payment. If a Shareholder defaults in payment when it becomes due, the Board may, after notice through a registered letter, sell the Shares at a public auction or in the stock exchange, as the case may be, in accordance with measures imposed by the relevant authorities. The defaulting Shareholder may, up to the date of sale, pay the amount due from him plus (all) the expenses incurred by the Company,

and the Company shall recover from the proceeds of the sale such amounts as are due to it and shall refund the balance to the Shareholder. If the proceeds of the sale fall short of the amounts (due), the Company shall have a claim on the entirety of the Shareholder's personal funds for the unpaid balance. The Company shall cancel the Shares so sold in accordance with provisions of this Article, give the purchaser new Shares bearing the serial numbers of the canceled shares and make a notation to this effect in the shares register, together with specifying the name of new holder.

Article 11: Share issuance:

The shares of joint stock companies shall be nominal. Shares may not be issued at less than their nominal value, but they may be issued at a premium if the bylaws of the company provide that or if it is approved by the general assembly. In this case, the difference in value shall be prescribed in a separate provision within shareholders' rights and it may not be distributed to shareholders as profits. If a share is jointly owned by several persons, they must elect one of them to exercise the rights attached to such share on their behalf, but they shall be jointly liable for the obligations arising from the ownership of such share.

Article 12: Shares Trading:

1. The Company may, after the approval of the Extraordinary General Assembly, in due course, underwrite all or part of its shares for public offering in accordance with the Capital Market Law. In the light of what is resolved in this regard, the necessary legal procedures shall be taken for public offering and the necessary amendment to the provisions of these Articles of Association.
2. The shares subscribed for by the founders may be traded only after the publication of the financial statements for at least two financial years, each of which is not less than twelve months from the date of incorporation of the Company. A notation shall be made on the instruments of such shares, indicating their type, the date of incorporation of the Company and the period during which the trading of such shares is prohibited. However, during such period of prohibition, the ownership of shares may, in accordance with the provisions of auction of rights, be transferred from a founder to another or from the heirs of a founder, in the event of the death of such founder, to a third party or in the case of execution on the funds of the insolvent or bankrupt founder, provided that the priority of ownership of those shares shall be made to other founders. This Article shall apply to the shares for which the Founders subscribe, in the event of a capital increase prior to the expiry of the prohibition period.

Article 13: Share Register:

Company shares shall be traded after recording them in the shareholder register that the Company prepares or enters into a contract with others to prepare. The shareholder register includes names, nationalities, places of residence and occupations of shareholders in addition to share numbers and the paid-up portion thereof. Shares entered into such register shall be marked. Ownership of a nominal share shall not be deemed transferred against the Company or others except from the date the share is recorded in the register.

Article 14: The Company Purchases, sells, and pledges its Shares:

1. The Company may buy or sell its Ordinary or Prefer Shares after a resolution issued by the Extraordinary General Assembly of the Company, and in accordance with the regulations determined by Ministry of Commerce and the relevant authorities. The shares purchased by the Company shall not have votes in the Shareholders' Assemblies.
2. The Company may purchase the shares thereof for use as treasury shares in accordance with the purposes and the regulations determined by Ministry of Commerce and the relevant authorities. The Company may purchase its shares for the purpose of reducing its capital, subject to the provisions of Articles (145) and (148) of the Companies Law. The Company may purchase the shares thereof for the purpose of allocating such shares for the employees of the Company within the framework of the employee share program, provided that the Company shall, in addition to the other controls related to the Company's purchase of its shares, meet the conditions set by the Ministry of Commerce and relevant authorities, and after obtaining the approval of the Extraordinary

General Assembly for the employee share program. The Extraordinary General Assembly may authorize the Board of Directors of the Company to determine the terms of such program including the allocation price for each share offered to an employee, if there is a consideration for such share.

3. The Company may sell the treasury shares at one or several stages in accordance with the rules set by the Ministry of Commerce and relevant authorities, provided that the Board of Directors of the Company shall approve the sale of treasury shares in a manner consistent with the resolution of the Extraordinary General Assembly to approve the purchase of such shares. At the time when the Board of Directors' resolution regarding the sale of such treasury shares for a cash compensation is issued, the Company's shareholders shall have priority in the purchase of such shares in accordance with their percentage of shares in the total paid-up capital of the Company within the period specified in the resolution.
4. Whoever has the right to own or acquire the shares of the Company for the benefit of another party, may mortgage such shares in accordance with the rules set by the Ministry of Commerce and relevant authorities. The mortgagee may receive the dividends and use the rights related to a share, unless otherwise agreed in the mortgage contract. However, the mortgagee may not attend or vote in the shareholders' General Assembly meetings. The Company may also mortgage its shares to secure a debt in accordance with the rules set by the Ministry of Commerce and relevant authorities, provided that the General Assembly shall approve the mortgage process.

Article 15: Issuance of debt instruments and Sukuk, its Trade and Convert:

Subject to Sharia conditions when issuing debt instruments, the Company may, in accordance with the Capital Market Law and other related regulations, issue tradeable debt instruments and Sukuk, but the Company shall not issue debt instruments or Sukuk convertible to shares unless by the Extraordinary General Assembly resolution setting the maximum number of shares that may be issued against such instruments or Sukuk, whether these instruments or sukuk issued at the same time or through a series of issuances or through one or more programs to issue debt instruments or financial Sukuk. The Board of Directors, without the need for new approval of the General Assembly, shall issue new shares in exchange for those instruments or financial Sukuk that their holders are required to transfer, immediately after the end of the period of the specific transfer. The company's Board of Directors shall take the necessary steps to amend the Company's Articles of Association with regard to the number of shares issued and Capital. The Board of Directors of the company shall complete the procedures for each capital increase in the manner specified in the regulations to disclose the Extraordinary General Assembly Resolutions.

Article 16: Increase of Capital:

1. The Extraordinary General Assembly may decide to increase the Company's capital, provided that the capital has been fully paid up. The capital is not required to be fully paid up if the unpaid portion of the capital relates to shares issued in exchange for the conversion of debt instruments or financing instruments into shares and the prescribed period for conversion into shares has not expired yet.
2. The Extraordinary General Assembly may, in all cases, allocate all or part of the shares issued for capital increase to employees of the Company and/or all or part of its subsidiaries. Shareholders may not exercise pre-emptive rights if the Company issues shares for employees.
3. At the time the Extraordinary General Assembly issues a resolution approving the capital increase, a shareholder will be entitled to a pre-emptive right to subscribe to the new shares issued against cash contribution. Such a shareholder shall be informed of their pre-emptive right by publishing a notice in a daily newspaper or by notifying them through registered mail of the resolution of capital increase as well as the conditions, duration and commencement and expiry date of the subscription.
4. The Extraordinary General Assembly may stop application of the pre-emptive right vested in shareholders to subscribe to the capital increase against cash contribution or may vest such right in persons other than the shareholders in cases it believes this is appropriate for the Company's interest.

5. A shareholder may sell or assign the pre-emptive right during the period from the date the General Assembly resolution approving the capital increase is adopted until the last day of subscription to the new shares related to such right, in accordance with the controls set by the competent authority.
6. Subject to paragraph 4 above, the new shares shall be distributed to holders of pre-emptive right who requested subscription in proportionate to their pre-emptive right of the total pre-emptive rights resulting from the capital increase, provided that the shares they receive do not exceed the amount of new shares they requested. The remainder of the new shares shall be distributed to holders of pre-emptive right who requested more than their respective shares in proportionate to their pre-emptive right of the total pre-emptive rights resulting from the capital increase, if the shares they receive do not exceed the amount of new shares they requested. The remaining shares shall be offered to third parties, unless the Extraordinary General Assembly decides or the Capital Market Law states otherwise.
7. The shares issued in consideration for in-kind shares when the capital is increased shall be subject to the provisions of the evaluation of the in-kind shares provided upon the incorporation of the Company. The Ordinary General Assembly shall serve as the Constituent Assembly in this regard.

Article 17: Capital Reduction:

The Extraordinary General Assembly may resolve to reduce the capital of the Company if such capital exceeds the needs of the Company or if the Company incurs losses. In the latter case only, the capital may be reduced to below the limit set out in Article (54) of the Companies Law. Such resolution shall be issued only after reading the Auditor's report in respect of the reasons justifying such reduction, the Company's obligations and the effect of the reduction on such obligations. If the reduction of the capital arises from being in excess of the Company's needs, the Company's creditors shall be invited to express their objections thereto within sixty days from the date of publication of the reduction resolution in a daily newspaper published in the district where the Company's headquarters is located. Should any creditor object and presents documents of such debt to the Company within the time limit set above, the Company shall pay such debt, if already due, or present an adequate guarantee of payment if the debt is due on a later date.

Article 18: The Company Management:

1. The Company shall be managed by a Board of Directors consisting of nine members to be elected by the Ordinary General Assembly of the shareholders for a term not exceeding three years. The Ordinary General Assembly may re-elect the members of the Board of Directors for a similar period. Each shareholder may nominate itself or another or more person to the membership of the Board of Directors, within the limits of its ownership in the capital. The Board of Directors shall appoint, from among a Chairman and Deputy Chairman. The Board may determine the powers and responsibilities of each member in a manner consistent with these Articles and other relevant regulations. The position of the Chairman of the Board and any executive position in the Company may not be held simultaneously.
2. The Board of Directors shall appoint a Secretary to be selected from among its members or others. The Board of Directors shall determine the competencies and remuneration of such Secretary in a manner consistent with these Articles and other relevant regulations.
3. The term of office of the Chairman, Deputy Chairman and the Secretary, Board member, shall not exceed the term of their membership in the Board. They may be re-elected, and the Board may, at any time, dismiss them without prejudice to the right of dismissed member to compensation, if such dismissal occurs for an illegitimate reason or at an inappropriate time.
4. The Board of Directors shall appoint from its members or others a CEO to Company, and the resolution issued for such appointment shall determine the rolls, duties and financial entitlements of such CEO. The CEO shall implement the resolutions of the Board, conduct the daily operations of the Company, and preside over its employees under the

supervision of the Board of Directors. The CEO shall have the powers determined by these Articles and the Board of Directors and included in the rules and regulations of the Company.

Article 19: Expiration or Termination of Board Membership:

1. The membership on the Board of Directors shall be terminated upon the expiration of the a member's term of office or when a member becomes unsuitable for membership, according to any applicable laws or regulations 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 prejudice to the right of the dismissed member to claim for compensation if such dismissal occurs for an unacceptable reason or at an inappropriate time. The Board member may resign, provided that such resignation shall occur in a timely manner, otherwise such member shall be responsible to the Company for the damages resulting from the such resignation.
2. The Ordinary General Assembly may, upon the recommendation of the Board of Directors, terminate the membership of a member who are absent from three consecutive meetings of the Board without a legitimate excuse.

Article 20: Board Vacancies:

1. If a position of a Board member becomes vacant, the Board of Directors may temporarily appoint a member in such vacant position who has sufficient experience and qualifications, the Ministry of Commerce shall be notified accordingly within five (5) days from the date of appointment. The appointment shall be referred to the ordinary general assembly in its first meeting. The new member shall complete the term of his predecessor.
2. If the board of directors fails to convene due to not satisfying the minimum number of members in Quorum of the Board Meetings, the existing members shall call for an Ordinary General Assembly within sixty (60) days to elect the required number of members.

Article 21: Powers of the Board of Director:

Taking into account the competencies specified the General Assembly, the Board of Directors shall have the fullest powers to manage and supervise the business and affairs which achieve its objectives unless otherwise stipulated by a special provision in the Companies Law or in these Articles, which includes the deeds and actions falling within the competence of the General Assembly, and unless a resolution is issued by the Ordinary General Assembly restricting the powers of the Board of Directors in respect of a particular member. The Board may, within the limits of its respective powers, also delegate one or more of its members or a third party to conduct a particular action(s). In order to carry out the Board duties, the Board may exercise, including without limitation, the following

1. Concluding loan contracts regarding loans of which maturity dates do not exceed the duration of the Company, provided that:
 - A. The Board shall determine in its resolution the aspects of utilization of such loans and how they shall be repaid.
 - B. The Board shall, in the terms of such loans and guarantees provided to the Company, take into consideration not to undermine the Company, its shareholders or the general guarantees to creditors.
2. Issuing new shares against those debt instruments or Sukuk of which transfer is requested by the holders thereof immediately upon the expiry of the transfer request period specified for the holders of such debt instruments or Sukuk previously approved by the Extraordinary General Assembly. In this regard, the Board may take all necessary measures to amend the Company's Articles of Association regarding the number of shares issued and the capital, including the publicizing of the completion of procedures of each capital increase in the manner specified in the Companies Law for publicizing Extraordinary General Assembly resolutions.
3. The right to and acceptance of purchase, payment of the price, mortgage of assets, real estate and movables of the Company, its subsidiaries and establishments, redemption of the mortgage, sale, conveyance, and receipt of the

price, and the delivery of the appraised asset, provided that the Board shall determine, by a resolution thereof, the reasons and justifications for the foregoing. The price of the sold asset shall be of an approximate value of the original asset; such price shall be determined in accordance with the applicable accounting principles; and such price shall not be deferred except in cases of necessity, and with sufficient guarantees. The Company or its subsidiaries shall not be harmed, its activities shall not cease or the Company shall not bear other obligations due to the conditions of sale or mortgage.

4. The right of conciliation, assignment, contracting, obligation, commitment, litigation, collection of debts of the Company or its subsidiaries and acceptance of conciliation and arbitration.
5. The right of discharging the debtors of the Company or its subsidiaries from their obligations in accordance with their interests, and as per the accounting standards followed in the case of debt write-off, provided that the minutes of the Board of Directors shall include the reasons for the resolution thereof, subject to the following conditions:
 - A. Such discharge shall be at least one year after the start a debt.
 - B. Such discharge shall be of a maximum amount per year for each debtor.
 - C. The discharge is a right granted to the Board of Directors, which may not be delegated.
6. Adopting the general by-laws of the Company or its subsidiaries, including the financial and administrative regulations, and regulations pertaining to the employees of the Company or its subsidiaries. The CEO may be authorized to approve the internal policies and procedures of the Company in a manner consistent with the resolutions issued by of the Board of Directors and the general assemblies or the general regulations approved thereby.
7. Opening bank and investment accounts in asset management companies on behalf of the Company or its subsidiaries inside or outside the Kingdom, and closing, investing the funds of and managing such companies.
8. Incorporating subsidiaries, forming partnership in companies, signing the memoranda of association of subsidiaries or companies in which the Company form partnership with other companies, and signing resolutions to amend its contracts thereof, including signing the amendment to the terms of management thereof, appointing and dismissing managers therein before a notary public and other authorities, according to the Company's interest.
9. Forming permanent and temporary committees arising from the Board of Directors and approving the regulations thereof except the Audit Committee and the Remuneration and Nomination Committee.
10. Appointing and dismissing the CEO and the Deputy CEO of Finance, specifying competencies, duties and financial rights thereof.
11. Contracting with consultants and legal and natural persons and determining the scope of their work, duties and financial rights thereof.
12. Insuring the movable and immovable properties of the Company.
13. Authorizing the Chairman or one or more of the Board members or non-board members to carry out a certain work(s) within the limits of competencies thereof.

Article 22: Remuneration of Board of Directors:

The remuneration of the Board members may consist of a specified sum, or an attendance fee, or expense fees, or other benefits in kind, or a certain percentage of the Company's net profits; the remuneration may be a combination of two or more of those benefits. The Chairman, Deputy Chairman, and secretary of the board may receive remuneration specified by the board of director provided that the Board of Directors shall, in determining and granting such remuneration, observe the relevant laws and conditions in this regard. The Board of Directors' Report to the General Assembly shall include a comprehensive statement of all the amounts received by the Board members during the fiscal year including remunerations, allowances, expenses, and other benefits, as well as all the amounts received by the members in their capacity as employees or executives, or in consideration of such technical, administrative, or advisory services. Such

report shall also include a statement of the number of the Board meetings and the number of meetings attended by each member beginning from the date of the last meeting of the General Assembly.

Article 23: Powers of the Chairman of the Board of Directors, Deputy-Chairman of the Board of Directors, and Secretary:

1. The Board of Directors shall appoint from among its members a Chairman and a vice Chairman and it shall not be permissible for a member to occupy jointly the office of the Chairman and any executive position in the Company and the Chairman shall have the following powers:
 - A. chair the Board meetings and call for them to convene and shall further chair the meetings of Ordinary and Extraordinary General Assemblies.
 - B. to represent the Company in its relationships with third parties, individuals and before courts of all instances and types, notaries public, Board of Grievances, offices for the resolution of commercial paper disputes, arbitral tribunals, chambers of commerce and industry. Accordingly, he may proceed with pleading and defending for the Company, submitting evidence and documents, making conciliations, waivers, exonerations, denials and declarations, demanding oath to be taken, receiving and executing rulings and filing cassations and appeals. He further has the power to sign memoranda of association of companies founded or co-founded by the Company; sign decisions issued for liquidation thereof or amendment of the memoranda of association thereof, including amendment of the terms related to management and appointment and dismissal of managers as well as other decisions, contracts, deeds and declarations before notaries public and public and private bodies; sign contracts, loan agreements, other financial agreements, pledges and leases and sign agreements for opening and closing accounts with public and private banks, asset management institutions and securities investment companies inside or outside the Kingdom. He also have the right to delegate or authorize other Board members or third parties to exercise a certain function(s) of his powers.
2. The Vice-Chairman shall act on behalf of the Chairman and exercise his powers in his absence.
3. The Secretary shall be responsible for documenting the Board meetings and preparing all minutes. The Board shall determine any other functions assigned to him.
4. The Board shall appoint a Secretary, from amongst its members or others, and such Secretary shall document deliberations and resolutions of the Board in minutes and sign it by him and by the members of the board of directors present, and recorded in a special record prepared for this purpose to be signed by the president and the secretary, and notify such resolutions of the Board to the relevant departments of the company to take the necessary steps to implement. The term of office of the Chairman, the Vice Chairman and the Secretary selected from among the Board members must not exceed the term of office of each of them in the Board. They may be re-elected and the Board may, at any time, dismiss all or part of them without prejudice to the dismissed person's right to claim compensation if they are dismissed for an illegitimate reason or at an inappropriate time.

Article 24: Board Meetings:

The Board of Directors shall convene upon the invitation of its Chairman whenever the Company's interest so requires, provided that the number of meetings held annually by the Board is not less than two. The invitation shall include the meeting agenda and documents. The Chairman shall also invite the Board to convene whenever two Board members so request. The invitation shall be delivered by hand or sent to each member via registered mail or other means of communication seems fit by the board. The Board shall hold its meetings at the Headquarters of the Company or any other place. The Board may invite whomever it wants to engage to attend its meetings without having the right to vote. Board meetings may be held, and the Board member may participate in its deliberations and vote on its decisions via modern technology, taking into consideration rules governing that.

Article 25: Board Meeting Quorum:

Board meeting shall not be deemed valid unless at least half the members attend it, provided that the number of attendees in person is no less than five (5) members, provided that they include the Chairman or Vice-Chairman or any such member as delegated by the Chairman in writing to chair the Board meeting. A Board member may be represented by proxy by another member in attending Board meetings according to the following rules:

1. A Board member may not be represented by proxy by more than one member in attending the same meeting.
2. The proxy shall be established in writing or in electronic form sent from the address of the member giving the proxy to the official e-mail of the Chairman and Secretary before the meeting is held.
3. The member acting by proxy may not vote on such resolutions which the member giving the proxy cannot vote hereunder.

Article 26: Board Resolutions and Deliberations:

1. Board resolutions shall be adopted by a majority vote of the members present or represented in its meetings. In case of a tie, the chairman of the meeting shall have the casting vote.
2. The Board deliberations and resolutions shall be recorded in minutes to be signed by the chairman of the meeting, Board members present and Secretary. The said minutes shall be entered in a special register signed by the Chairman and Secretary.
3. The Board of Directors may adopt resolutions in urgent matters by presenting same to members individually, unless a Board member requests in writing holding a meeting to deliberate thereon. The said resolutions shall be presented to the Board at its next meeting to be recorded.

Article 27: Attending Assemblies:

Each subscriber, irrespective of the number of shares held thereby, has the right to attend the Constituent Assembly and each shareholder has the right to attend the general assemblies of shareholders, and may also delegate another person who is neither a Board member nor an employee of the Company to attend general assemblies. Shareholders may also participate in the meetings and deliberations of general and special assemblies and shall have access to the agendas of such meetings and documents related thereto via modern technological means, according to the controls set by the Ministry of Commerce and relevant authority in this regard Each subscriber, irrespective of the number of shares held thereby, has the right to attend the Constituent Assembly and each shareholder has the right to attend the general assemblies of shareholders, and may also delegate another person who is neither a Board member nor an employee of the Company to attend general assemblies. Shareholders may also participate in the meetings and deliberations of general and special assemblies and shall have access to the agendas of such meetings and documents related thereto via modern technological means, according to the controls set by the Ministry of Commerce and relevant authority in this regard

Article 28: Constituent Assembly:

Founders shall call all subscribers to hold a Constituent Assembly meeting within forty-five days from the closing date of subscription for shares. In order for such meeting to be duly held, it shall be attended by a number of subscribers representing at least fifty percent of the capital. If such quorum is not available, the second meeting shall be held one hour after lapse of the period set for holding the first meeting, provided that this is stated in the invitation for the first meeting. In all cases, the second meeting shall be deemed duly held regardless of the number of subscribers represented therein.

Article 29: Powers of the Constituent Assembly:

The Constituent Assembly shall be competent to deal with the matters set forth under Article (63) of the Companies Law.

Article 30: Powers of the Ordinary General Assembly:



Except for matters reserved for the Extraordinary General Assembly, the Ordinary General Assembly shall undertake all the matters related to the Company. The Ordinary General Assembly shall be convened at least once a year, within the six months following the end of the Company's financial year. Additional Ordinary General Assembly meetings may be called for whenever necessary.

Article 31: Powers of the Extraordinary General Assembly:

The Extraordinary General Assembly shall have the power to amend the Company's Articles of Association, except for such provisions as may be impermissible to be amended under the law. Furthermore, the Extraordinary General Assembly may issue resolutions on matters falling within the competence of the Ordinary General Assembly under the same terms and conditions applicable to the latter.

Article 32: Calling for Assembly Meetings:

1. General or special assembly meetings shall be convened upon the call of the Board of Directors in accordance with the conditions stipulated hereunder and under Companies Law as well as the controls set by the Ministry of Commerce in this regard. The Board of Directors shall call the Ordinary General Assembly to convene if so is requested by the Auditor or Audit Committee or a number of shareholders representing at least 5% of the capital. The auditor may call for a meeting of the General Assembly if the Board fails to call for such meeting within thirty (30) days from the date of the auditor's request.
2. Invitations for general assembly meetings shall be published in a daily newspaper circulated in the area where the Company's Headquarters is located or via modern technological means at least twenty-one days before the scheduled date for convening the meeting.

Nevertheless, it may be sufficient to send the invitation on the said date to all shareholders by registered letters. A copy of the invitation and agenda shall be sent to the Ministry of Commerce within the period set for publication.

Article 33: Assembly Meeting Attendance Record:

The names of shareholders intending to attend general or special assembly meetings shall be recorded at the Company's Headquarters before the assembly meeting is convened or via electronic means as determined by the Company in its invitations for general assembly.

Article 34: Ordinary General Assembly Quorum:

An Ordinary General Assembly meeting may only be duly held if attended by a number of shareholders representing at least fifty percent of the capital. If such quorum is not available, a second meeting shall be called for to be convened within the thirty-day period following the previous meeting and the invitation for such meeting to be published in accordance with article 32 of this article of association, whoever the second meeting may be held one hour after the lapse of time set for the first meeting, provided that the invitation for holding the first meeting indicates the possibility of holding such meeting. In all cases, the second meeting shall be valid regardless of the number of shares represented therein.

Article 35: Extraordinary General Assembly Quorum:

A meeting of the Extraordinary General Assembly shall be valid only if attended by shareholders representing at least half of the capital. If such quorum is not attained in the first meeting, a second meeting shall be called for to be convened within the thirty-day period following the previous meeting and the invitation for such meeting to be published in accordance with article 32 of this article of association, whoever. whoever the second meeting may be held one hour after the lapse of time set for the first meeting, provided that the invitation for holding the first meeting indicates the possibility of holding such meeting. The second meeting shall be valid if attended by a number of shareholders representing at least one-quarter of the capital. If quorum is not attained in the second meeting, an invitation shall be made for a third meeting to

be held under the same conditions provided for in Clause 32 of this article of association. The third meeting shall be valid regardless of the number of shares represented therein after obtaining the approval of the relevant authority.

Article 36: Voting in Assemblies:

Each shareholder shall have one vote for each share held at the meetings of general assemblies. Cumulative voting must be used when electing the Board of Directors. The Company may allow shareholders to use automated voting to cast their votes on the items of the agendas of general and special assembly meetings, even if they do not attend such meetings, according to the controls set by the Ministry of Commerce and the relevant authority in this regard.

Article 37: Assembly Resolutions:

Resolutions of the Constituent Assembly and the Ordinary General Assembly shall be adopted by an absolute majority of the shares represented there at. Resolutions of the Extraordinary General Assembly shall be adopted by a majority of two-thirds of the shares represented at the meeting. However, if the resolution to be adopted is related to increasing or reducing the capital, extending the Company's term, dissolving the Company prior to the expiry of the period specified hereunder or merging the Company with another company, then such resolution may only be valid if adopted by a majority of three-quarters of the shares represented at the meeting.

Article 38: Discussion in Assemblies:

Each shareholder has the right to discuss the items listed in the assembly's agenda and to raise questions in respect thereof to the Board members and Auditor. The Board of Directors or Auditor shall answer the questions of shareholders without causing any harm to the Company's interest. If the shareholder sees that the answer to his question is unsatisfactory, he may refer the matter to the General Assembly and its decision in this regard shall be conclusive and binding.

Article 39: Assembly Chairmanship and Minutes:

Meetings of the general assemblies of shareholders shall be chaired by the Chairman of the Board of Directors or, in his absence, the Vice-Chairman or such member as delegated by the Board of Directors if both the Chairman and Vice-Chairman are absent. Minutes shall be drawn up for the assembly meeting to record the number of shareholders present or represented, the number of shares held thereby in person or by proxy, the number of votes attached to such shares, the resolutions adopted at the meeting, the number of votes assenting or dissenting to such resolutions and a comprehensive summary of the discussions that took place at the meeting. Minutes shall be regularly recorded after each meeting in a special register to be signed by the assembly chairman, its secretary and the vote counter.

Article 40: Formation of the Audit Committee:

An audit committee shall be formed by a resolution of the Ordinary General Assembly from non-executive Board members, whether from shareholders or others, provided that the number of its members is not less than three and not more than five. The said resolution shall also determine the committee's duties and functioning controls and remunerations of its members.

Article 41: Audit Committee Meeting Quorum:

In order for an Audit Committee meeting to be duly held, it must be attended by the majority of the Committee's members. The Committee's resolutions shall be adopted by a majority vote of the members present at its meeting; and in case of a tie, the chairman of the meeting shall have the casting vote.

Article 42: Powers of the Audit Committee:



The Audit Committee shall be responsible for monitoring the Company's business, and to this end, the Committee shall be given access to the Company's records and documents, and may further request any explanation or clarification from the Board members or the Executive Management. The Committee may also ask the Board of Directors to call the Company's General Assembly to convene in the event that the Board of Directors obstructs its work or if the Company suffers gross losses or damages.

Article 43: Reports of the Audit Committee:

The Audit Committee shall examine the Company's financial statements, reports and notes submitted by the Auditor and express its comments, if any, thereon. In addition, the Committee shall prepare a report of its opinion on the adequacy of the Company's internal control system together with other assignments within its competence. The Board of Director shall file sufficient copies of such report at the Company's Headquarters at least twenty-one days before the date scheduled for convening the General Assembly, in order to provide each interested shareholder with a copy thereof. The said report shall be read out at the assembly meeting.

Article 44: Appointment of the Auditor of the Company:

The Company shall have one or more Auditor(s) to be selected by the Ordinary General Assembly from among the auditors licensed to work in the Kingdom. The remuneration and term of office of the Auditor shall also be fixed by the Ordinary General Assembly which may re-appoint the Auditor, provided that the term of appointment does not exceed five consecutive years. An Auditor who completes the said term of office may be re-appointed after lapse of two years from the end of such term. The General Assembly may also replace the Auditor, at any time, without prejudice to his right to compensation if such replacement is made at an inappropriate time or is unjustified.

Article 45: Powers of the Auditor of the Company:

The Auditor shall, at any time, have access to the Company's books, records and other documents, and may also request such clarifications and explanations as he deems necessary to verify the Company's assets and liabilities and carry out other tasks within the scope of his work. The Chairman of the Board of Directors must enable the Auditor to perform his duties. If the Auditor encounters any difficulty in this respect, he shall report same to the Board of Directors. If the Board fails to facilitate the Auditor's work, the Auditor shall ask the Board of Directors to call the Ordinary General Assembly to convene in order to discuss the matter. The Auditor shall submit a report to the annual Ordinary General Assembly to be prepared according to the generally accepted auditing standards, indicating whether the Company's management enabled him to obtain the data and clarifications he requested or not and any detected violations of the provisions of the Companies law or the Company's Articles of Association in addition to his opinion on the fairness of the Company's financial statements. The Auditor shall read his report at the General Assembly. If the General Assembly decides to approve the Board of Directors' report and the financial statements without hearing the Auditor's report, its decision shall be null and void.

Article 46: Financial Year:

The financial year of the Company shall be (12) twelve months of the Gregorian calendar commencing from the first of January of each year and ending at the end of December of the same year.

Article 47: Financial Documents:

1. The Board of Directors shall, at the end of each financial year of the Company, prepare the financial statements of the Company and a report on its business and financial position for the previous financial year. The said report shall also include the proposed method of distributing the profits. The Board shall make such documents available to the Auditor at least forty-five days before the date scheduled for convening the General Assembly.

2. The Company's Chairman, CEO and CFO shall sign the documents, referred to in Paragraph (1) of this Article, of which copies shall be made available at the Company's Headquarters to the shareholders at least twenty-one days before the date scheduled for convening the General Assembly.
3. The Chairman shall provide the shareholders with the Company's financial statements, Board of Directors' report and Auditor's report, unless they are published in a daily journal distributed at the Company's Headquarters. The Chairman shall further send copies of such documents to the Ministry of Commerce at least fifteen days before the date scheduled for convening the General Assembly.

Article 48: Distribution of Profits:

Subject to the other relevant laws, the annual net profits of the Company shall be distributed as follows:

1. Ten percent (10%) of the net profits shall be appropriated to the Company's statutory reserve. The Ordinary General Assembly may decide to suspend such appropriation once the said reserve reaches thirty percent (30%) of the paid-up capital.
2. The Ordinary General Assembly may, upon a proposal from the Board of Directors, appropriate a certain portion of the net profits to form voluntary reserves to be allocated to certain purposes.
3. When determining the earnings per share, the Ordinary General Assembly may decide to form other reserves, as may achieve the Company's interest or ensure distribution of fixed and regular profits, as much as possible, to the shareholders. The said Assembly may also deduct amounts from the net profits to establish social institutions or funds for the Company's employees or to support the already-existing institutions or funds.
4. The Ordinary General Assembly may upon the Board recommendation distribute a certain percentage of the remaining profits to shareholders.
5. The Company may distribute quarterly or semiannual dividends following satisfaction of statutory requirement in this matter.
6. Subject to the provisions stipulated under Article (21) of this Article of association and Article (76) of the Companies Law the Ordinary General Assembly may after the forgoing distribute a remuneration to Board members, provided that entitlement to such remuneration shall be pro rata to the number of meetings attended by the relevant member if it is a percentage of the profits .

Article 49: Entitlement to Dividends:

The Shareholders shall be entitled to their share of profits pursuant to the General Assembly resolution adopted in this regard. Such resolution shall specify the entitlement date and distribution date. Shareholders registered in the shareholders register shall be entitled to their shares of profit by the end of the day of their entitlement. The board of director shall implement the General Assembly resolution in regard of the distribution of profit on shareholders in accordance with relevant statutory requirements in this regard.

Article 50: Distribution of Dividends of Preferred Shares:

1. In the event of non-distribution of profits for any financial year, profits for the subsequent years may only be distributed after the percentage specified under the provisions of Article (114) of the Companies Law is paid to the holders of preferred shares for that year.
2. If the Company fails to pay, for three consecutive years, the percentage of profits specified under the provisions of Article (114) of the Companies Law, the assembly of the holders of such shares, held in accordance with the provisions of Article (89) of the Companies Law, may resolve whether to allow them to attend the meetings of the Company's General Assembly and participate in voting or to appoint representatives thereof in the Board of Directors pro rata to

the value of their shares in the capital, until the Company is able to pay all the initial profits allocated to the holders of such shares for the previous years.

Article 51: Company's Losses:

1. If the Company's losses reach, at any time of the financial year, fifty percent of the paid-up capital, any officer of the Company or the Auditor must, once he becomes aware of such fact, notify the Chairman of the Board of Directors who must in turn notify the Board members immediately. The Board of Directors shall, within fifteen days from the date of being notified, call the Extraordinary General Assembly to convene within forty-five days from the date of being notified with such losses in order to decide whether to increase or decrease the Company's capital according to the provisions of the Companies Law, so that the losses fall below fifty percent of the paid-up capital, or to dissolve the Company before expiry of the term specified hereunder.
2. The Company shall expire under the Companies Law if the Extraordinary General Assembly does not convene within the period specified under Paragraph (1) of this Article or if it convenes but fails to decide on the matter or decides to increase the capital in accordance with the conditions set forth under this Article but the capital increase is not subscribed to within ninety days from the date the increase decision is adopted.

Article 52: Expiration of the Company:

The Company shall be liquidated immediately upon expiration thereof and shall maintain its legal personality to the extent necessary for liquidation. The Extraordinary General Assembly shall adopt the resolution for voluntary liquidation which shall provide for appointing a liquidator, determining his powers and fees as well as the restrictions on his powers and the period required for liquidation. The period of voluntary liquidation may not exceed five years and may only be extended by virtue of a judicial order. The powers of the Company's Board of Directors shall cease immediately upon dissolution of the Company. However, the Board of Directors shall remain responsible for managing the Company and shall act as liquidators until the liquidator is appointed. The shareholders' assemblies shall remain throughout the liquidation period and their role shall be limited to exercising those powers that do not interfere with the powers of the liquidator.

Article 53: Liability Claim:

Each shareholder has the right to file a liability claim, vested in the Company, against Board members in the event that they commit a wrongful act that causes a personal damage to such shareholder. The shareholder may only file the said claim if the Company is still entitled to file same. The shareholder must notify the Company with his intention to file such claim and his right shall be limited to claiming compensation for the personal damage caused thereto.

Article 54:

The Companies Law and its Executive Regulations shall apply to all matters not provided for herein.

Article 55:

These Articles of Association shall be filed and published pursuant to the provisions of the Companies Law and its Executive Regulations.