

Articles of Association

KnowledgeNet Computer Company

(a closed Saudi joint stock company)

Chapter 1: Transformation of the Company

Article 1: Transformation

The company, in accordance with this system and the provisions of the Companies Law issued by Royal Decree No. (M/3) dated 28/8/1437 AH, is transformed into Knowledge Network Computer Company Ltd., registered in Commercial Register No. (1010160878) and dated 05/23/1421 AH issued by the city of Riyadh, from a company LLC to a closed joint stock company in accordance with the following:

Article 2: The name of the company

Company Name: The name of the company shall be “Knowledge Network for Computers (a closed Saudi joint stock company)

Article 3: The objectives of the company

The company carries out the following purposes:

1. Information and communication.
2. Wholesale and retail trade and repair of motor vehicles and motorcycles.

The company carries out its activities in accordance with the applicable regulations and after obtaining the necessary licenses from the competent authorities, if any.

Article 4: Participation and ownership in companies

The company may establish companies on its own with limited liability, or a closed joint stock company, provided that the capital is not less than (5) five million Saudi riyals, inside and outside the Kingdom of Saudi Arabia. With third parties in establishing joint stock or limited liability companies, and it has the right to open investment portfolios, buy and trade shares, enter into investment funds and participate in subscriptions, after fulfilling the requirements of the regulations and instructions in this regard. The company may also dispose of these shares or stakes, provided that this does not include mediation in trading.

Article 5: The main office of the company

The head office of the company is located in the city of Riyadh in the Kingdom of Saudi Arabia, and branches may be established for it inside or outside the Kingdom of Saudi Arabia, when the interest of the company so requires.

Article 6: Duration of the company

The duration of the company is ninety-nine (99) Gregorian years, starting from the date of its registration in the register as a joint stock company.

Chapter 2: Capital and Shares

Article 7: Capital

The company's capital has been set at (35,000,000) thirty-five million Saudi riyals divided into (3,500,000) three million five hundred thousand nominal shares of equal value, the value of each of which is (10) ten Saudi riyals, all of which are ordinary cash shares.

Article 8: Subscription to shares

Shareholders subscribed to all shares of the company's capital amounting to (3,500,000) three million five hundred thousand fully paid shares, with a total value of (35,000,000) thirty-five million Saudi riyals. With the entire capital of the company before the transformation, as for the increase in the company's capital, which amounted to (33,500,000) thirty-three million five hundred thousand Saudi riyals, it was fully fulfilled through, and the capital increase amounted to (33,500,000) Saudi riyals three Thirty million five hundred thousand Saudi riyals) from 1,500,000 Saudi riyals (one million five hundred thousand Saudi riyals) to 35,000,000 Saudi riyals (thirty-five million Saudi riyals), by increasing the number of shares by 3,350,000 shares (three One million three hundred and fifty thousand shares and the transfer of its value amounting to 33,500,000 Saudi riyals (thirty-three million five hundred thousand Saudi riyals), which was represented by cash deposits from the partners in the amount of 19,989,750 Saudi riyals nineteen million nine hundred and eighty-nine thousand seven hundred and fifty Saudi riyals and the transfer From the retained earnings account in the amount of 13,510,250 Saudi riyals, thirteen m One million five hundred and ten thousand two hundred and fifty Saudi riyals to the capital account, according to the certificate of the auditor, Baker Tilly M.K.M. & Co. issued on 02/19/1443 H corresponding to 09/26/2021 AD.

Article 9: Sale of shares that do not meet the value

The shareholder is obligated to pay the value of the share on the dates specified for that, and if he fails to pay on the due date, the Board of Directors may, after notifying him by e-mail or informing him by a registered letter, sell the share in the public auction or the stock market in accordance with the controls determined by the competent authority. The company collects from the proceeds of the sale the sums due to it and returns the remainder to the owner of the share. If the proceeds of the sale are not sufficient to meet these amounts, the company may collect the remainder from all the shareholder's funds. However, the shareholder who fails to pay until the day of the sale may pay the value due in addition to the expenses incurred by the company in this regard. The company shall cancel the sold share in accordance with the provisions of this Article, and shall give the purchaser a new share bearing the number of the canceled share, and shall indicate in the shares register that the sale has taken place, indicating the name of the new owner.

Article 10: Issuance of shares

Shares are nominal and may not be issued for less than their nominal value. Rather, they may be issued for more than the value. In this latter case, the value difference is added in a separate item within the shareholders' rights and may not be distributed as dividends to the shareholders. The share is indivisible vis-à-vis the company. If the share is owned by several persons, they must choose one of them to act on their behalf in using the rights related to it, and these persons shall be jointly responsible for the obligations arising from the ownership of the share.

Article 11: Share Certificates

The company issues share certificates so that they have serial numbers and are signed by the chairman of the board of directors of the company or whomever he authorizes from among the members of the board and stamped with the company's seal. Including and the purpose of the company in short, its main position and duration, and the shares may have coupons with serial numbers and include the share number attached to it.

Article 12: Stock Trading

Shares are negotiable after issuing their certificates. As an exception, shares subscribed by shareholders may not be traded except after publishing the financial statements for two financial years, each of which is not less than twelve months from the date of issuance of the decision approving the transformation of the company. The bonds of these shares shall be marked with an indication of their type, the date of transformation of the company, and the period during which their trading is prohibited. However, during the prohibition period, ownership of shares may be transferred in accordance with the provisions of the sale of rights from one shareholder to another shareholder, or from the heirs of one shareholder in the event of his death to others or in the event of his death. The case of execution on the funds of the insolvent or bankrupt shareholder, provided that the priority of owning those shares is given to other shareholders.

Article 13: Register of Shareholders

The shares of the company are traded by being registered in the shareholder register prepared or contracted to be prepared by the company, which includes the names of the shareholders, their nationalities, places of residence, occupations, share numbers and the amount paid out of them, and the share is marked in this entry. said record.

Article 14: Increasing the capital

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

in the new shares associated with these rights, in accordance with the controls set by the competent authority.

6. Subject to the provisions of Paragraph (4) above, the new shares shall be distributed among the priority rights holders who requested subscription in proportion to what they own of the priority rights out of the total priority rights resulting from the capital increase, provided that what they obtain does not exceed what they requested of the new shares. The remainder of the new shares is owed to the holders of priority rights who have requested more than their share in proportion to what they own of priority rights out of the total priority rights resulting from the capital increase, provided that what they get does not exceed what they requested of the new shares, and the remainder of the shares shall be offered to third parties unless it is decided Extraordinary General Assembly or otherwise provided by the financial market system

Article 15: Capital Reduction

The extraordinary general assembly may decide to reduce the capital if it exceeds the company's needs or if it incurs losses. In the latter case alone, it is permissible to reduce the capital to below the limit stipulated in Article (54) fifty-four of the Companies Law, and the decision to reduce is not issued except after reading a special report prepared by the auditor on the reasons for it, on the obligations of the company, and on the impact of the reduction on these obligations.

If the capital reduction is a result of its excess to the company's need, the creditors must be invited to express their objections to it within sixty days from the date of publication of the reduction decision in a daily newspaper distributed in the area where the company's head office is located. The company may pay him his debt if it is due, or provide him with sufficient guarantee to pay it if it is deferred.

Article Sixteen: Debt instruments and financing sukuk and the company's purchase, sale and mortgage of its shares. The company may issue any negotiable and indivisible debt instruments such as Islamic sukuk in accordance with the provisions of the Companies Law and the Capital Market Law. The Board of Directors, after the approval of the extraordinary assembly, has the authority to issue and offer Islamic sukuk of all kinds. A private or public offering, whether in one or several parts, or through a series of issues under one or more programs established by the Board of Directors from time to time, and specifying the number, amount, maturity dates and conditions of these sukuk. The company may also buy or sell its ordinary or preferred shares in accordance with the controls set by the competent authority and after obtaining a no-objection letter from the Central Bank of Saudi Arabia. The shares purchased by the company shall not have votes in the shareholders' assemblies. The company may purchase its shares and allocate them to the employees of the company within the employee shares program in accordance with the controls set by the competent authority. The company may pledge its shares as security for a debt in accordance with the controls set by the competent authority.

Chapter 3: Management of the Company

Article 17: Management of the Company

The company is managed by a board of directors consisting of five (5) members elected by the ordinary general assembly of shareholders for a period not exceeding three (3) years, and as an exception from that the transformational assembly appoints the first board of directors for a period of three (3) years.

Article 18: Council Membership

A member of the Board of Directors must own a number of companies shares whose nominal value is not less than ten thousand riyals. These shares shall be deposited within thirty days from the date of the member's appointment in one of the banks designated by the Minister of Commerce for this purpose. These shares shall be allocated to ensure the responsibility of the members of the Board of Directors and shall remain non-negotiable. Until the period specified for hearing the liability claim in Article (76) of the Companies Law expires, or until the aforementioned lawsuit is decided.

Article 19: Termination of Council membership

Membership of the Board ends with the expiry of its term or with the expiration of the member's validity in accordance with any system, bylaw, rule or instructions in force in the Kingdom. Nevertheless, 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 towards the company to claim compensation if he falls Dismissal for an unacceptable reason or at an inappropriate time, and a member of the Board of Directors may retire, provided that this is at an appropriate time, otherwise he will be responsible before the company for the damages resulting from his retirement.

Article 20: The vacant position in the Council

If the position of one of the members of the Board of Directors is felt, the Board may appoint a temporary member in the vacant position to be selected by the Board from among the persons nominated by the Nominations Committee, provided that he is among those who have sufficient experience and must notify the Ministry of this within five (5) working days from the date of appointment and that The appointment shall be presented to the Ordinary General Assembly at its first meeting, and the new member shall complete the term of his predecessor. If the necessary conditions for the meeting of the Board of Directors are not met due to the number of its members being less than the minimum stipulated in the Companies Law or this Law, the Ordinary General Assembly must be called to convene within sixty days to elect the necessary number of members.

Article 21: Powers of the Board of Directors

Taking into account the terms of reference of the General Assembly, the Board of Directors shall have the widest powers and authorities in managing the company, supervising its business and funds, and disposing of its affairs inside and outside the Kingdom of Saudi Arabia in order to achieve its purposes, which include, but are not limited to:

1. Opening, operating, managing, updating, closing, deleting and liquidating all bank or investment accounts. The company and its subsidiaries and sign all the necessary documents in this regard.
2. To sign all and all operations with all banks, institutions, and financial and investment companies inside or outside the Kingdom of Saudi Arabia, Including but not limited to deposit, withdrawal, internal or external transfer, buying or selling international currencies, requesting and receiving check books, and receiving checks of all kinds. or disbursing or depositing them in the company's account, requesting account statements and signing all and all necessary documents related to those operations.

3. Opening letters of credit, requesting the issuance of bank guarantees of all kinds, and signing all related commercial documents and papers.
4. Signing all the documents necessary to register the company and approving the signatures of the authorized representatives on behalf of the company at the Chamber of Commerce and Industry in the Kingdom of Saudi Arabia.
5. Requesting loans and credit facilities in accordance with Sharia controls from all banks, government funds and institutions, or other lenders inside and outside the Kingdom of Saudi Arabia, approving them, signing their contracts and agreements, and all required documents, whatever their duration or amounts, and on the terms that the Board deems appropriate. All the powers of the company to borrow funds, collect them, sign and provide all necessary guarantees, including legal guarantees, to guarantee the facilities of these loans, such as mortgages, warrants, other commercial papers, share certificates, and other in-kind or cash guarantees.
6. Granting loans to subsidiaries and providing all guarantees to subsidiaries and sister companies. 6. Sign all contracts and agreements on behalf of the company, including but not limited to lease contracts, sale, assignment, purchase, acceptance, mortgage, loans, customer offers, commercial agencies, and other contracts, agreements, and documents. With any other party on behalf of the company for the benefit of the company, including emptying, selling, buying, renting, leasing, mortgaging, releasing the mortgage, receiving it, receiving the price, receiving, delivering, issuing deeds, modifying them, renewing them, replacing lost or damaged ones, dividing them, merging them, sorting them, and marginalizing them before all notary writings and the competent authorities for all real estate, buildings and lands. And sign all contracts and agreements related to this in favor of the company.
7. Documenting and signing articles of incorporation and decisions of partners to amend articles of incorporation in companies in which the company participates or contributes, whether they are operating companies or special-purpose companies, and whether they are existing or new companies, which includes, for example, but is not limited to amending its management clauses, increasing or decreasing its capital, selling and assigning or Purchasing and accepting shares or stocks, whether in whole or in part, transforming their legal entity, opening branches or any other modifications before the eminence of the notary public, as well as signing decisions of boards of directors, partners, shareholders' or partners' assemblies, signing decisions and notices of appointment and dismissal of managers, and signing at the companies' management At the Ministry of Commerce and Investment, making amendments, changes, additions, deletions, extracting and renewing commercial records, receiving and deleting them, changing company names, registering trademarks and trade names, as well as representing the company, voting, objecting, discussing and signing on its behalf all necessary documents in all types of associations, including the Ordinary General Assembly or the Extraordinary General Assembly and others.
8. Appointing employees and/or managers and/or heads of departments and other employees of the company with their various titles and ranks, determining their positions and wages, and granting them the necessary powers or dismissing them without prejudice to their rights.
9. Approving the company's internal, financial, administrative and technical systems, policies and procedures for employees, authorizing the company's executive managers to sign on its behalf in accordance with the regulations and controls set by the Board, approving the company's work plans, operating it and approving its annual budget.
10. Recruitment of labor and/or employees and/or consultants and others from outside the Kingdom of Saudi Arabia, submitting requests for obtaining and receiving visas, issuing and/or canceling and/or renewing residence permits, transferring and waiving sponsorships, reviewing all embassies and consulates, and signing all necessary and necessary documents.

11. The Board of Directors has the right to entrust any of its powers to its Chairman and/or to the Managing Director (if appointed) or any member of the Board of Directors or to any committee composed of members of the Board or to any of the employees working in the company or any third party as All of them shall have the right jointly or severally to authorize and/or authorize others.
12. The Board of Directors may sell or mortgage the company's real estate and assets for the benefit of the company, subject to the conditions, the following which are:
 - A. The Council shall specify the reasons and justifications for the sale decision.
 - B. The sale should be close to the similar price.
 - C. That the sale be present except in cases of necessity and with sufficient guarantees.
 - D. This action shall not result in the cessation of some of the company's activities or burden it with other obligations.
13. The Board of Directors, and in cases it deems appropriate, may discharge the debtors of the company from their obligations in accordance with what serves its interest, provided that the minutes of the Board of Directors and the reasons for its decision include consideration of the following conditions:
 - A. That the discharge be after a full year has passed since the emergence of the debt.
 - B. The release shall be for a specific amount as a maximum per year for one debtor.
 - C. Discharge is a right of the council that cannot be delegated.
14. The Board may also, within the limits of its competence, authorize and/or delegate one or more of its members or third parties to undertake a specific work or actions or any of the above-mentioned powers, revoke this authorization or delegation in whole or in part and give them the right to delegate others.

Article 22: Council members' remuneration

The General Assembly determines the remuneration of the members of the Board of Directors, within the limits of what is stipulated in the Companies Law and its regulations, and the report of the Board of Directors to the Ordinary General Assembly must include a comprehensive statement of all that the members of the Board of Directors received during the fiscal year in terms of remunerations, expenses allowances, and other benefits. It shall also include a statement of what the members of the Council have received in their capacity as workers or administrators, or what they have received in exchange for technical, administrative or consulting work. It shall also include a statement of the number of Council sessions. The number of sessions attended by each member from the date of the last meeting of the General Assembly.

Article 23: Powers of the Chairman, Deputy, Managing Director and Secretary

The Board of Directors shall appoint a Chairman and Vice-Chairman from among its members and may appoint a Managing Director, and it is not permissible to combine the position of the Chairman of the Board of Directors with any executive position in the company, and the Board of Directors shall determine the powers and powers of the Managing Director in the event of his appointment.

The Chairman of the Board of Directors may chair the meetings of the Board of Directors or delegate whoever he deems appropriate to chair the meetings of the Board of Directors, supervise the affairs of the company and its administrative bodies, and carry out the tasks entrusted to him by the Board of Directors to implement them.

1. Invitation to meetings of the board of directors and general assemblies of the company.
2. Presiding over and managing the board of directors and general assemblies of the company.

3. His vote shall be preponderant in the event of equal votes in the Board of Directors.
4. Representing the company and acting on its behalf, claiming and filing lawsuits on behalf of the company, pleading and defending, hearing claims and responding to them, acknowledging and denying, conciliating, waiving and acquitting, requesting an oath, refusing it and refraining from it, bringing witnesses and evidence and challenging them, answering, wounding, amending and challenging forgery, denying lines, seals and signatures, and requesting the prohibition of Traveling, lifting it, reviewing the seizure and execution departments, requesting attachment and execution, demanding the implementation of judgments, accepting and denying judgments, objecting to judgments, requesting appeal, seeking reconsideration and marginalization of ruling instruments, ending the obligation to attend sessions in all cases before all courts, and following up on every case filed by the company or against it or from the companies in which the company is a partner on behalf of the company, and appointing or dismissing consultants and experts, including lawyers, accountants and arbitrators, before all governmental and semi-governmental agencies or bodies, committees, courts and judicial authorities of various names and degrees inside or outside the Kingdom of Saudi Arabia, including without limitation, Board of Grievances, Sharia Courts, Courts of Appeal, Arbitration Committees and Labor Committees The Commercial Papers Committee, the Banking Dispute Settlement Committee of the Saudi Arabian Monetary Agency, the Committee for Settlement of Securities Disputes, customs committees and all committees established by any entity or institution, etc., the Central Bank, the Capital Market Authority, the police, the emirates of regions and the General Administration for Civil Rights in the Ministry The Ministry of Interior, the Ministry of Foreign Affairs, the Chamber of Commerce and Industry, municipalities, the secretariat, labor and recruitment offices, the General Directorate of Passports, telecommunications companies licensed in the Kingdom of Saudi Arabia, the General Organization for Social Insurance, the General Authority for Zakat and Income, and all and all governmental, semi-governmental and private agencies or bodies, and institutions of various names, types and specializations.
5. Opening, operating, managing, updating, closing, deleting and liquidating all bank or investment accounts
6. The company and its subsidiaries and sign all the necessary documents in this regard. To sign all and all operations with all banks, institutions, and financial and investment companies inside or outside the Kingdom of Saudi Arabia, including, but not limited to, deposit, withdrawal, internal or external transfer, buying or selling international currencies, ordering and receiving check books, receiving checks of all kinds, cashing or Depositing them in the company's account, requesting account statements, signing all and all necessary documents related to these operations, buying and selling shares, and participating in investment funds of all kinds.
7. Opening letters of credit, requesting the issuance of bank guarantees of all kinds, and signing all related commercial documents and papers.
8. Signing all documents necessary to register the company and approving the signatures of the authorized representatives on behalf of the company at the Chamber of Commerce and Industry in the Kingdom of Saudi Arabia.
9. Requesting loans and credit facilities in accordance with Sharia controls from all banks, funds, government financing institutions, or other lenders, approving them, signing their contracts and agreements, and all required documents, signing and submitting all necessary guarantees, including legal guarantees, to guarantee the facilities of these loans, such as mortgages or bonds. Or share certificates and other in-kind or cash guarantees.

10. Signing all local or international agency contracts in accordance with the Commercial Agencies Law with all kinds of documents and commercial papers ensuing therefrom, and registering agencies or trademarks, all in the name and for the benefit of the company.
11. Signing all contracts and agreements on behalf of the company, including but not limited to lease and/or sale and assignment contracts and/or purchase and acceptance and/or mortgage and/or loans and/or customer offers and other contracts, agreements and documents with any other party on behalf of the company.
12. Documenting and signing articles of incorporation and partners' decisions to amend articles of incorporation in companies in which the company participates or contributes, whether they are existing or new companies, which includes, for example, the amendment of its management clauses, increase or decrease of its capital, sale and assignment, purchase and acceptance of shares or shares, whether In whole or in part, or transforming its legal entity, or opening branches for any other amendments before His Eminence the Notary Public, as well as signing decisions of boards of directors, partners, shareholders' or partners' assemblies, signing decisions and notices of appointment and dismissal of managers, signing at the Companies Department at the Ministry of Commerce, and making amendments, changes, additions, and deletions Extracting and renewing commercial records, receiving and deleting them, changing company names, registering trademarks and trade names, as well as representing the company, voting, objecting, discussing and signing on its behalf all necessary documents in all types of associations, including the ordinary or extraordinary general assembly and others.
13. Appointing employees and/or managers and/or heads of departments and/or the company's agents, commissioners, financial and legal advisors and other employees of the company or in subsidiaries or other companies established by the company in which it is a partner, with their various titles and degrees, determining their positions and wages, and granting them the necessary powers or dismissing them. without prejudice to their rights.
14. Recruitment of labor and/or employees and/or consultants and others from outside the Kingdom of Saudi Arabia, submission of requests for issuance and receipt of visas, issuance and/or cancellation and/or renewal of residency permits, transfer and assignment of sponsorships, reviewing all embassies and consulates, and signing all necessary and necessary documents.
15. Doing or exercising any other business or powers granted to him by the Board of Directors.
16. Power of attorney or authorization of others to carry out a specific work or actions with the right to give the agent the right to delegate to others all or part of the powers entrusted to him and to revoke this power of attorney or authorization in part or in whole.

The chairman of the council may, by a written decision, delegate some of his powers to other members of the council or others to undertake a specific work or actions.

The Board of Directors may appoint an CEO for the company according to a decision that determines his powers, authorities and duties, and the Board may terminate his appointment at any time according to a decision addressed to the company and the appointed manager.

The Board of Directors shall appoint a Secretary for the Board, whether from among its members or from third parties, and specify his duties, remuneration and appointment period. The Secretary of the Board is concerned with recording the minutes of the Board of Directors meetings, writing down the decisions issued from these meetings, keeping them in a special register, maintaining and updating that register, and carrying out any tasks assigned to him by the Board of Directors.

The term of the Chairman of the Board, the Vice-Chairman of the Board, the Managing Director and the Secretary, if he is a member of the Board of Directors, shall not exceed the term of membership of each of them in the Board, and they may be re-elected. at an inopportune time.

The remuneration received by each of them, in addition to the remuneration prescribed for the members of the Board of Directors, shall be determined by the ordinary general assembly of the company and within the limits stipulated by the Companies Law or any other regulations, decisions or instructions complementing it.

Article 24: Board Meetings

The Board of Directors shall meet at the invitation of its Chairman at least twice a year. The invitation shall be in writing and shall be accompanied by the agenda. It may be delivered by hand or sent by post, fax, e-mail or registered mail at least one week prior to the date set for the meeting, unless the members of the Board agree otherwise. The chairman of the council shall invite the council to a meeting when requested to do so by two of the council members.

Article 25: Board meeting quorum and decisions

The meeting of the Board shall not be valid unless attended by at least three (3) members in person. A member of the Board of Directors may delegate other members to attend the meetings of the Board on his behalf according 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. The delegation shall be fixed in writing, and for a specific meeting
- C. The deputy may not vote on decisions that the system prohibits the representative from voting on.

Board meetings may be held by telephone or any other electronic means of communication allowing all members present to hear all other attendees unless otherwise notified.

The decisions of the council are taken by the majority of the opinions of the members present or represented in it. In the event of equality of opinions, the side with which the chairman of the session voted will prevail.

The Board of Directors has the right to issue resolutions by circulation by presenting them to all members separately, unless one of the members requests in writing the meeting of the Board to deliberate on it. These decisions are issued if approved by the absolute majority of the members of the Council. These decisions are presented to the Board of Directors at its first meeting.

Article 26: Council deliberations

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

Chapter 4: Shareholders' Assemblies

Article 27: Attending Assemblies

Every subscriber, whatever the number of his shares, has the right to attend the transformational assembly of the company, and every shareholder has the right to attend the general assemblies of shareholders, and

he has the right to authorize others other than members of the Board of Directors or employees of the company to attend the general assembly.

Article 28: Transformational Association

Shareholders invite all subscribers to attend the conversion general assembly within forty-five (45) days from the date of issuance of the Ministry's decision licensing the company's transformation. For the meeting to be valid, a number of shareholders representing at least half of the capital must be present. If the quorum is not available, the second meeting will be held an hour after the end of the period specified for the first meeting, provided that the invitation to the first meeting includes that.

In all cases, the second meeting shall be valid regardless of the number of subscribers represented therein.

Article 29: Terms of reference of the transformational association

The transformational association is concerned with the matters mentioned in Article Sixty-Three of the Companies Law.

Article 30: Powers of the Ordinary General Assembly

With the exception of the matters pertaining to the extraordinary general assembly, the ordinary general assembly shall be concerned with all matters relating to the company, and it shall convene at least once a year during the six (1) months following the end of the company's fiscal year. Other ordinary general assemblies may be called whenever the need arises.

Article 31: Terms of Reference of the Extraordinary General Assembly

The extraordinary general assembly is concerned with amending the company's bylaws, with the exception of matters that it is prohibited from amending by law. In all cases, it has the right to issue decisions in matters originally within the competence of the ordinary general assembly, under the same terms and conditions prescribed for the ordinary general assembly.

Article 32: Invitation to Associations

The general or private assemblies of the shareholders are convened at the invitation of the Board of Directors, and the Board of Directors must invite the Ordinary General Assembly to convene if requested by the auditor, the audit committee, or a number of shareholders representing at least (0) of the capital. The auditor may call the assembly to convene

If the board does not invite the assembly within thirty (30) days from the date of the auditor's request. The invitation to convene the General Assembly shall be published in a daily newspaper and distributed at the company's headquarters at least twenty-one (31) days prior to the date specified for the meeting. However, it may suffice to address the invitation on the mentioned date to all shareholders by registered letters. A copy of the invitation and agenda shall be sent to the Ministry, within the period specified for publication.

Article 33: Register of attendance of the assemblies

Shareholders who wish to attend the General Assembly or the Special Assembly shall register their names at the company's headquarters before the time set for the meeting.

Article 34: Quorum for the Ordinary General Assembly Meeting

The meeting of the Ordinary General Assembly shall not be valid unless it is attended by shareholders representing at least half of the capital. The possibility of holding this meeting, and in the event that the invitation does not include this, the invitation is directed to a second meeting to be held within (30) thirty days following the previous meeting, and this invitation is published in the manner stipulated in Article (32) of this system, and in all cases the second meeting is valid whatever it is. The number of shares represented in it.

Article 35: Quorum for the Extraordinary General Assembly Meeting

The meeting of the Extraordinary General Assembly shall not be valid unless it is attended by shareholders representing half of the capital. If this quorum is not available in the first meeting, the second meeting shall be held an hour after the end of the period specified for the first meeting, provided that the invitation to hold the first meeting includes what indicates the announcement of the possibility of holding this meeting. the meeting. In the event that the invitation does not include this, the invitation is directed to a second meeting to be held in the same conditions stipulated in Article Thirty (33) of this bylaw. In all cases, the second meeting is valid if attended by a number of shareholders representing at least a quarter of the capital. If the necessary quorum is not available in the second meeting, an invitation is sent to a third meeting to be held under the same conditions stipulated in Article (32) of this bylaw, and the third meeting is valid regardless of the number of shares represented in it after the approval of the competent authority.

Article 36: Voting in assemblies

Each subscriber has a vote for every share he represents in the transformative assembly, and every shareholder has a vote for every share in the company

General Assemblies must use cumulative voting in electing the Board of Directors.

Article 37: Decisions of the associations

Decisions in the Transformational Assembly are issued by the absolute majority of the shares represented in it, and the decisions of the Ordinary General Assembly are issued by an absolute majority of 50% of the shares represented in the meeting, and the decisions of the Extraordinary General Assembly are issued by 50% of the shares represented in the meeting, unless the decision is related to a capital increase money, reducing it, extending the term of the company, or dissolving it before the expiration of the period specified in its articles of association, or by merging the company with another company or institution, then the decision is not valid unless it is issued by a majority of three quarters of the shares represented at the meeting.

Article 38: Management of the General Assembly

Each shareholder has the right to discuss the topics listed on the agenda of the assembly and direct questions in this regard to the members of the Board of Directors and the auditor. The Board of Directors or the auditor shall answer the questions of the shareholders to the extent that does not expose the interest of the company to harm. If the shareholder considers that the answer to his question is not convincing, he shall appeal to the assembly, and its decision in this regard shall be enforceable.

Article 39: Presiding over associations and preparing minutes

The meetings of the general assemblies of shareholders shall be chaired by the Chairman of the Board of Directors or his deputy in his absence or whomever the Board of Directors delegates from among its members for that purpose in the absence of the Chairman and his deputy.

Minutes of the meeting of the assembly shall be drawn up including the number of shareholders present or represented, the number of shares held by them in person or by proxy, the number of votes prescribed for them, the decisions taken, the number of votes that approved or disagreed with them, and an adequate summary of the discussions that took place in the meeting. The minutes are recorded regularly after each meeting in a special register signed by him. The president of the association, its secretary, and the collector of votes.

Chapter 5: The Audit Committee

Article 40: Formation of the Committee

By a decision of the Ordinary General Assembly, an audit committee consisting of (3) non-executive members of the Board of Directors, whether shareholders or others, shall be formed. The decision shall specify the tasks of the committee, its work controls, and the remuneration of its members.

Article 41: Committee meeting quorum

The validity of the Audit Committee meeting requires the presence of the majority of its members, and its decisions are issued by the majority of the votes of those present, and when the votes are equal, the side with which the Chairman of the Committee voted will prevail.

Article 42: Functions of the Committee:

The Audit Committee is concerned with monitoring the company's business and has the right to view its records and documents and request any clarification or statement from the members of the Board of Directors or the executive management. or serious losses.

Article 43: Committee reports

The audit committee shall review the company's financial statements, reports and notes submitted by the auditor, and express its views thereon, if any. It shall also prepare a report on its opinion on the adequacy of the company's internal control system and its other work within the scope of its competence. The Board of Directors shall deposit sufficient copies of this report at the company's headquarters at least twenty-one days prior to the date of the General Assembly meeting to provide each of the shareholders who desires a copy thereof. The report is read during the meeting of the assembly.

Chapter 6: Auditors

Article 44: The appointment of the auditor

The company shall have one or more auditors from among the auditors licensed to work in the Kingdom. The Ordinary General Assembly shall appoint him annually, and determine his remuneration and the duration of his work. inappropriate or for an unlawful reason.

Article 45: powers of the auditor

The auditor has the right at any time to view the company's books, records and other documents, and he may also request data and clarifications that he deems necessary to obtain, in order to verify the company's assets and liabilities and other things that fall within the scope of his work.

The chairman of the board of directors shall enable him to perform his duty, and if the auditor encounters difficulty in this regard, he shall record this in a report submitted to the board of directors. If the Board does not facilitate the work of the auditor, he must request the Board of Directors to invite the Ordinary General Assembly to consider the matter.

Chapter 7: The company's accounts and the distribution of profits

Article 46: The Fiscal Year

The company's fiscal year starts from the first of January and ends at the end of December of each year, provided that the first fiscal year after the transformation starts from the date of its registration in the commercial register as a joint stock company until the end of the month December of the following calendar year.

Article 47: financial documents

1. At the end of each fiscal year of the company, the board of directors must prepare the company's financial statements and a report on its activity and financial position for the past fiscal year. This report shall include the proposed method for distributing profits. The board shall place these documents at the disposal of the auditor forty-five (45) days prior to the date set for the convening of the general assembly. forty-five days at least.
2. The documents referred to in Paragraph (1) of this Article must be signed by the chairman of the board of directors of the company, its chief executive officer and financial manager, and copies thereof shall be deposited at the company's main office at the disposal of the shareholders at least (21) twenty-one days prior to the date specified for the convening of the General Assembly.
3. The chairman of the board of directors shall provide the shareholders with the company's financial statements, the report of the board of directors and the report of the auditor, unless they are published in a daily newspaper distributed at the company's headquarters. He shall also send a copy of these documents to the Ministry, at least fifteen (15) days prior to the date of the General Assembly meeting.

Article 48: Distribution of profits

Distribution of the company's annual net profits after deducting all general expenses and other costs as follows:

1. (10) of the net profits shall be set aside to form the company's statutory reserve, and the General Assembly may decide
2. This reserve shall be discontinued when the aforementioned reserve reaches (30) of the capital paid to the Ordinary General Assembly based on a proposal by the Board of Directors to set aside a percentage of the net profits to form a consensual reserve and allocate it for a specific purpose or purposes. The Ordinary General Assembly may decide to form other reserves, to the extent that achieves the interest of the company or ensures the distribution of fixed profits as much as possible to the shareholders.
3. The aforementioned assembly may also deduct from the net profits amounts to establish social institutions for the company's employees or to assist existing such institutions.
4. The remainder is then distributed to the shareholders as an additional share of the profits or carried forward for the following years
5. as approved by the General Assembly. H. By a decision of the Board of Directors, interim profits may be distributed - on a quarterly or semi-annual basis - to be deducted from the annual profits specified in Paragraph (4) of this Article in accordance with the organizing rules issued by the competent authorities.

Article 49: Entitlement to profits

The shareholder is entitled to his share in the profits according to the decision of the general assembly issued in this regard. The decision indicates the date of maturity and the date of distribution.

Article 50: losses of the company

- 1) If the company's losses amounted to half of the paid-up capital at any time during the fiscal year, any official in the company or the auditor must immediately inform the chairman of the board of directors upon learning of that, and the chairman of the board of directors must inform the board members immediately of that, and the board of directors must within fifteen (15)) days from his knowledge of that, to call the extraordinary general assembly to convene within forty-five (45) days from the date of his knowledge of the losses; To decide either to increase or decrease the company's capital in accordance with the provisions of the Companies Law to the extent that the percentage of losses decreases to less than half of the paid-up capital, or to dissolve the company before the deadline specified in the Companies Law.
- 2) The company is considered dissolved by the force of the corporate law if the general assembly does not meet within the period specified in paragraph (1) of this article, or if it meets and is unable to issue a decision on the subject, or if it decides to increase the capital according to the conditions prescribed in this article and all subscriptions are not made. Increasing the capital within ninety (90) days from the issuance of the assembly's decision to increase the capital.

Chapter 8: Disputes

Article 51: Liability lawsuit

Each shareholder has the right to file a liability claim against the company against the members of the Board of Directors if the mistake they committed would cause damage to him. The shareholder may not file the aforementioned claim unless the company's right to file it is still valid. The shareholder must inform the company of his intention to file a lawsuit.

Chapter 9: Dissolution and liquidation of the company

Article 52: termination of the company

Once the company has expired, it enters the stage of liquidation and retains the legal personality to the extent necessary for liquidation. The voluntary liquidation decision is issued by the Extraordinary General Assembly. The liquidation decision must include the appointment of the liquidator, his powers and fees, the restrictions imposed on his powers, and the necessary time period. The voluntary liquidation period shall not exceed five years and may not be extended for more than however, they remain in charge of managing the company and are considered as liquidators in relation to third parties until a liquidator is appointed. Shareholders' assemblies remain in place during the liquidation period and their role is limited to exercising their competences that do not conflict with the competences of the liquidator.

Chapter 10: Final Provisions

Article 53: Companies Law

The Companies Law and its Regulations and the Capital Market Authority Law and its Regulations shall apply to everything that is not stipulated in this system.

Article 54: Publication

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