

National Company for Learning and Education Bylaws

Article 1: Incorporation:

In accordance with the provisions of the Companies Law and its regulations, this company has been transformed into a Saudi joint stock company according to the following:

Article 2: The name of the company

National Company for Learning and Education, a Saudi listed joint stock company.

Article 3: Objectives of the Company:

Conducting business and activities in accordance with the laws, regulations, and instructions issued and in force in the Kingdom to achieve and implement the following objectives:

1. Owning, establishing and managing private schools for general education (pre-university).
2. Investing in the sports and entertainment field and establishing and managing sports clubs.
3. Maintenance, operation and cleaning contracting.
4. Owning, managing and operating educational and training institutes.
5. Selling school uniforms, school supplies and educational aids.
6. Management of electronic stores.
7. Operation and management of school transportation.
8. Operating school canteens.
9. Cooked and uncooked catering services.
10. Computer services (application systems - information bases).
11. Establishing, organizing and managing temporary and permanent exhibitions.
12. General contracting for buildings, electrical, electronic and mechanical works.
13. Management, maintenance and development of property.
14. Purchasing lands to construct buildings on and investing it by selling or renting them for the benefit of the Company.
15. Management and operation of cafes and buffets.
16. Establishing, managing and operating bakeries.
17. Management, maintenance and operation of training, educational and entertainment, sports and commercial centres.

18. Managing and operating theatres, halls, stadiums and other Company facilities and investing it by renting them for the benefit of the Company.
19. Management and operation of children's hospitality centres.

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 or in partnership with others. It may also own stocks and shares in other existing companies or merge with them, after fulfilling the requirements of the regulations and instructions followed in this regard. The Company may also dispose of these stocks or shares.

Article 5: The company's head office:

The Company's head office is located in the city of Riyadh in the Kingdom of Saudi Arabia, and the Board of Directors may establish branches, offices or agencies inside or outside the Kingdom of Saudi Arabia. The Company's headquarters may not be relocated to another city except by a decision of the extraordinary general assembly based on a proposal by the Board of Directors and approval of the competent authorities.

Article 6: Duration of the Company:

Indefinite duration

Article 7: Share Capital:

The share capital of the company shall be SAR 430,000,000 (Four hundred and thirty million Saudi Riyals) divided into 43,000,000 (forty three million) nominal shares of equal value of SAR 10 (ten Saudi Riyals) each, all of which are ordinary or in-kind shares.

Article 8: Subscription in shares:

The shareholders have subscribed for the full shares of the issued capital amounting to SAR 430,000,000 (Four hundred and thirty million Saudi Riyals), and have fully paid.

Article 9: Sale of Shares that Have Not Fulfilled the Value:

The shareholder is obliged to pay the remainder of the share value at the specified dates, and if the shareholder fails to meet the due date, the Board of Directors may - after informing the shareholder through the legal methods or notifying the shareholder through a registered letter or any modern technology means - sell the share in the auction or the stock market -as the case may be- in accordance with the guidelines issued by the Regulations, the shareholder shall pay the owed amount plus the expenses spent by the Company. The Company shall recover what is due to it from the sale proceeds and refund the balance to the shareholder. If the sale proceeds are insufficient to cover the Company's dues, then the Company may recover the entire amount due from the shareholders' funds.

The effectiveness of rights relating to shares that fail to fulfill their value shall be suspended at the expiration of their due date until they have been sold or paid. However, the defaulting shareholder, who fails to pay until the day of selling, may still, pay the value due plus the expenses incurred by the Company in such regard. The Board of Directors may sell the share of the shareholder that has defaulted to pay in the specified period and in accordance with the applicable regulations.

Article 10: Issuance of Shares:

Shares are nominal and may not be issued for less than their nominal value, the share nominal value is set at 10 SAR. The shares are to be of the same type or of the same nominal value. The shares may also be divided into nominal shares with a lower par value or merged to represent nominal shares with a higher par value, in accordance with the regulations issued by the competent authorities. A share shall be indivisible vis-à-vis the Company. In the event that the share is owned by several people, they must choose one person from amongst them to exercise, on their behalf, the right pertaining to the shares. These persons shall be jointly liable for the obligations arising from the ownership of the share.

Article 11: Share Trading and shareholders Register::

The Company's shares are registered and traded in accordance with the applicable regulations.

Article 12: Increase of Capital:

- 1) The issued or authorized capital (if any) shall be increased in any of the ways specified by the regulations, whether by issuing new shares in exchange for cash or in-kind shares, or issuing new shares in exchange for the Company's debts of a certain amount that are currently due, or issuing new shares in the amount of the reserve that the Extraordinary General Assembly decides to include in the share capital, or issuing new shares in exchange for debt instruments and financing instruments, and the necessary procedures must be taken in compliance with the terms and conditions as stated in the regulations for each case. To increase the share capital of the issued or authorized company (if any), share capital is required to be paid in full, however, the share capital is not required to be paid in full if the unpaid portion of the share capital belongs to shares issued in exchange for conversion of debt instruments or financing instruments into shares that the deadline for conversion has not yet expired.
- 2) The Extraordinary General Assembly may in all cases allocate shares issued upon increasing capital or a portion thereof for the Company employees and subsidiaries or some of them, or any of such cases., in accordance with the regulations stipulated in the executive regulations of the Companies Law. Shareholders shall not have preemptive rights to subscribe for said shares issued for the Company employees.
- 3) In all cases, the nominal value of the increasing shares must be equal to the nominal value of the original shares of the same type or class.
- 4) Upon the issuance of the resolution of the Extraordinary General Assembly of raising capital, shareholders shall have preemptive rights to subscribe for the new cash shares. The shareholders shall be notified of the preemptive rights vested in them (if any) by notice through a registered letter to their the address stated in the shareholders' register or modern technology means addressing the capital increase resolution and the conditions and duration of subscription and the dates of commencement and expiration of the same taking into consideration the type and class of share which is owned by the shareholder

- 5) The Extraordinary General Assembly has the authority to suspend the Preemptive right of shareholders to subscribe to a capital increase in exchange for cash shares, or to give priority to non-shareholders in cases where it deems it is appropriate for the Company's interest.
- 6) Shareholders has the right to sell or give up their preemptive rights starting from the issuance of Extraordinary General Assembly resolution of raising capital until the last day specified for subscription for new shares attached to such rights in accordance with the guidelines issued by the Capital Market Authority and the registered shareholder has the options provided in the implementing regulations of the Companies Law.
- 7) Without prejudice to the provisions of paragraph (5) above and taking into account the type and class of owned by the shareholder with preemptive rights, the new shares shall be allotted to the shareholders with preemptive rights who have expressed their desire to subscribe thereto, in proportion to the preemptive rights owned by them of the total preemptive rights resulting from the increase of capital provided that the number of shares allotted to them shall not exceed the number of new shares they have applied for and taking into account the type and class of share held by them. The remaining new shares shall be allotted to the shareholders with preemptive rights who have asked for more than their proportionate share, in proportion to their preemptive rights of the total preemptive rights resulting from the increase of capital, provided that their total allotment does not exceed the number of new shares they have asked for. Any remaining new shares shall be offered for public subscription unless otherwise specified by the Extraordinary General Assembly or Capital Market Law.

Article 13: Decrease of Capital:

- 1- The Extraordinary General Assembly may decrease its issued share capital by one of the methods specified by Law if it exceeds the Company's needs or if the Company suffers losses, in which case only capital may be decreased beyond the limit specified by law. Such resolution shall be issued only after a statement has been read out in the General Assembly prepared by the Board of Directors on the reasons calling for such decrease, the obligations of the Company, and the effect of the decrease on such obligations a report from the Company's auditor shall be attached to the statement.
- 2- If the capital decrease is a result of its excess to the Company's need, the creditors must be invited to express their objections , if any, to the reduction within the period specified in the regulations until the date of the Extraordinary General Assembly to issue the decrease resolution in accordance with the applicable laws. If one of the creditors objects and submits his documents to the company on the aforementioned date, the company must pay such creditor debt if it is due or provide the creditor with sufficient guarantee to pay it if it is deferred.

Article 14: Management of the company:

The Company shall be managed by a Board of Directors composed of six (6) members of natural persons to be appointed by the General Assembly for a term not exceeding (3) three Gregorian years. They are elected by cumulative vote, and they may always be re-elected.

Article 15: Board Membership Expiration:

Membership of the Board ends with the expiration of its term, or with the resignation or death of the member, or if terminated by the General Assembly or terminated based on the recommendation of the Board to the General assembly or if the member is convicted of a crime involving dishonor and dishonesty, or if

the member is declared bankrupt, or becomes unfit for membership in the Board in accordance with the Board membership criteria or by any law or regulations prevailing in the Kingdom. If requested by shareholder or more, they have the right to ask to dismiss board members and the Board shall include in the general assembly agenda the required data in accordance with the applicable laws. If a member of the Board of Directors resigns and has comments on the Company's performance, such Board member must submit a written statement to the Chairman of the Board of Directors and it will be presented to the members of the Board.

In the event of expiration of the term of the Board of Directors, all members shall continue to perform their functions until the election of a new Board of Directors for new term, the duration of which shall not exceed the period specified in the relevant laws and regulations. The Board of Directors shall take the necessary steps to do so before the expiration of the term.

If the Chairman and members of the Board of Directors resigned, they must convene the General Assembly to elect a new Board of Directors within the prescribed period, and the resignation shall take effect only after the election of the new Board of Directors.

Article 16: The vacant position in the Board:

If a position of a Board Director becomes vacant, and the vacancy does not result in a breach of the conditions necessary for the quorum of the Board's meetings due to the lack of the minimum number of Board members stipulated by law, the Board may appoint another member in the vacant position temporarily. Such new member must be qualified and experienced. Additionally, notice of such appointment shall be sent to the competent authority within the period specified by law from the date of appointment, provided also that such appointment is put forward before the first meeting of the General Assembly. The term of the new member designated to fill a vacancy shall only extend to the term of his predecessor or the seat shall remain vacant until the end of the Board of Directors' session, as the Board deems appropriate. In case the number of the members of the Board of Directors falls below the quorum required for convening of the Board meetings, the General Assembly shall be called for a meeting by the remaining members within the period specified by law to elect the necessary number of Board members.

Article 17: Authorities of the Board:

Subject to the powers reserved for the General Assembly, the Board shall have the widest powers to manage the business of the Company, draw its policy, determine its investments and supervise its money and business as well as managing its affairs inside and outside the Kingdom. It has, for example, but not limited to, buying and selling, mortgaging the Company's assets, transferring and accepting, receipt, delivery, renting, leasing, receiving payments, paying, opening accounts in all various forms whether debit or investment, credits, withdrawing and depositing with banks and all financial institutions in all various forms, including but not limited to, investment funds, finance companies, financial brokerage, and custodians, open investment portfolios, appointing their managers and doing everything related to them, issuing bank guarantees, signing all papers, documents, checks and all banking transactions. Establishing companies in their various forms, canceling them and merging them in a way that does not conflict with the regulations. It also has the right to appoint and dismiss employees and workers, request visas, recruit manpower from outside the Kingdom, contracting them, determine their compensation, obtain residence permits, and transfer and waive sponsorships, establishing and opening branches of the Company, offices or agencies inside or outside the Kingdom of Saudi Arabia, appointing managers for the branches and

determining their activities. The Board may, within the limits of its competence, delegate one or more of its members or from third parties to undertake a specific authority.

With regard to the sale of the Company's Real Estate, the Board of Directors' resolution and the reasons for its decision to dispose, must include the following conditions, the Board shall determine the reasons and justifications for the sale decision, the sale should be close to the price of the same, the sale shall be present except in the decisions estimated by the Board and with sufficient guarantees, the sale shall not result in the suspension of some of the Company's activities or burden it with other obligations, the Board must take the necessary statutory approvals regarding the sale of assets with a value exceeding (50%) of its total assets, whether the sale is through one transaction or several transactions and as specified by the applicable laws and regulations.

The Board of Directors may also contract loans with government financing funds and institutions, regardless of their duration, and may contract commercial loans. The Board of Directors may request facilities and loans of all kinds from commercial and Islamic banks, regardless of their value or duration, signing guarantees, request the issuance of guarantees, open credits on behalf of the company, and signing contracts and facilities, signing promissory notes, endorsing them, and receiving them, taking into account that the terms of the loan and the guarantees provided in commercial loans do not lead to harm to the company, its shareholders, and general guarantees to creditors.

The Board of Directors may sign loans with government financing funds and institutions, regardless of their duration, sign commercial loans. The Board of Directors may request facilities and loans of all kinds with commercial and Islamic banks, regardless of their value or duration, sign guarantees and request the issuance of guarantees, open credits on behalf of the Company, sign contracts and documents for facilities, sign promissory notes and endorsing and receiving it, taking into account that the terms of the loan and the guarantees provided in commercial loans do not lead to harm to the Company, its shareholders, and general guarantees to creditors. The Board may also grant discounts and exemptions to entities or individuals specified by the Board of Directors. The Board of Directors shall, in the cases it deems appropriate, discharge the debtors of the Company from their obligations in accordance with what serves its interest.

Article 18: Remuneration of Board Members:

The remuneration of the Board of Directors consists of a certain amount or meetings attendance allowance or expenses allowance or in kind benefits, a certain percentage of net profits or others in accordance with the relevant applicable and in accordance with the remuneration policy approved by the Company. Two or more of these benefits may be combined, and the details of the remuneration policy shall be disclosed in the annual report of the Board of Directors in accordance with the applicable regulations.

Article 19: Powers of the Chairman, Vice-Chairman, Managing Director, CEO and Secretary:

At its first meeting at the beginning of each new board tenure, the Board of Directors shall appoints a Chairman and Vice-Chairman from among its members as required by the regulations. It may appoint a managing director from among its members, and the Managing Director shall enjoy the powers determined for him by the Board of Directors from time to time.

It is not permissible to combine the position of Chairman of the Board of Directors with any executive position in the Company, including the position of Managing Director or CEO. The Vice Chairman of the Board of Directors shall replace the Chairman of the Board of Directors in his absence.

The Chairman shall have the authority to call the Board of Directors to meet and chair the Board meetings and the meetings of the General Assembly of Shareholders. The vote of the person who chairs the Board meetings shall have a casting vote in the event of equal votes in the Board of Directors' resolutions. The duties and powers of the Chairman of the Council are as follows:

The Chairman of the Board of Directors has the broadest powers in managing the company and managing its affairs inside and outside the Kingdom of Saudi Arabia. The Chairman has, but is not limited to, representing the Company in its relations with others, with governmental and private bodies, and before the judiciary and completing what is necessary to attend sessions in all lawsuits and appear before the Sharia courts, judicial bodies, the Board of Grievances, the Notary Public, and before all government bodies, commissions and departments, subcommittees, judicial and quasi-judicial bodies, arbitration panels, labor and workers' offices, primary and higher committees, commercial papers committees, financial dispute resolution committees, and dispute settlement committees. Banking, commercial dispute resolution committees, the General Secretariat of the zakat, tax, and customs committees, commercial fraud committees, the Control and Anti-Corruption Authority, and all other bodies, police, civil defense, and chambers of commerce and industry, private bodies, companies, and institutions of all kinds, entering into tenders, receiving and paying, and receiving rights from others. Acknowledgment, claim, defense, pleading, settlement, dispute, hearing claims and responding to them, reconciliation, waiver, denial, requesting an oath, rejecting it, abstaining from it, bringing witnesses and statements, appealing them, pre-emption, accepting rulings, objecting, answering, challenging, amending, challenging forgery, denying writings, seals, and signatures, and requesting a travel ban and lifting it and request the application of Article 230 of the Shari'a Procedures law, the request for appeal, the request for reconsideration, the request for rehabilitation, the request for pre-emption, the request for seizure, the execution of judgments and opposition to them, the receipt of what is achieved from the implementation, the receipt of instruments and judgments, the request for the recusal of judges, the request for admission and intervention in lawsuits, the extraction of arguments for judgment, and the request amending title deeds and their lengths, and he has the right to sign all types of contracts, instruments and documents, whether manual or through an intermediary or electronic networks, including but not limited to the incorporation articles of association of companies in which the Company participates or contributes, their amendments, and all decisions of the shareholders in those companies, including decisions related to raising and decreasing capital, assigning and purchasing shares, signing and notarizing contracts before the companies' administration in the Ministry of Commerce and the Notary Public, making amendments, changes, additions and deletions, extracting and renewing commercial registrations, receiving and cancelling them, changing the names of companies, signing agreements, instruments and disclosures in front of Notaries and official bodies, as well as loan agreements, warranties and guarantees after the approval of the Board of Directors, waiving priority in paying the Company's debts, issuing legal powers of attorney on behalf of the Company, following up on transactions, collecting the Company's rights and paying its obligations, or selling or buying shares or stocks in companies, or entering of a partner or merging it or amending its purposes or type or amending the structure or number of members of its board of directors and amending the management clause and other contracts, instruments and releases before the Notary Public and before the official authorities and requesting the issuance of licenses of any type, renewing them and making amendments to them such as

deleting, adding, changing or cancellation, buying, selling, transferring and accepting it, receiving the price in any form he sees fit, receiving, delivering, renting, leasing, receiving, paying, opening accounts in their various forms, whether debit or investment, opening credits, withdrawal, depositing with banks, issuing bank guarantees, signing all papers, checks, documents, and all banking transactions, and investing the Company's funds to achieve its purposes for the domestic and foreign market.

The Chairman also has the right to appoint and dismiss workers, request visas, bring in labor from outside the Kingdom of Saudi Arabia, contract with them, determine their salaries, obtain residence permits, transfer and waive sponsorships, establish and open branches of the Company, offices or agencies inside or outside the Kingdom of Saudi Arabia, appoint managers of the branches, and determine their activities. The Chairman also has the right to register businesses, names, agencies, and trademarks, and to request renewal of agencies and trademarks. The Chairman has the right to appoint agents, lawyers, and auditors, for the Company, appoint Company representatives and managers in subsidiaries and companies that the Company invested in, and attend general assemblies of companies in which the Company participates or contributes. In addition, either the Chairman of the Board of Directors or the Vice Chairman has the right to delegate - by written resolution - one or more of its members, or any of the Company's employees, or any third party, with any of their powers, to undertake a specific work(s), and to give them the authority to delegate others.

The Company's CEO is responsible for all the Company's affairs, representing it in all matters related to its business, and managing and directing the Company's activities in accordance with the powers assigned to him by the Board of Directors. He is also responsible for informing the Board of all the Company's ongoing material activities.

The Board of Directors determines, at its discretion, the special remuneration that each of the Chairman of the Board and the Managing Director receives, in addition to the remuneration stipulated for members of the Board of Directors in accordance with the law.

The Board of Directors appoints a secretary from among its members or from others, and determines his remuneration. The Secretary General of the Board is assigned the powers stated in the regulations issued by the competent authority, The Board also determines any other powers assigned to him.

The term of the Chairman of the Board, the Vice Chairman, the Managing Director, and the Secretary, member of the Board of Directors, shall not exceed the term of each of them in the Board. They may be re-elected and the General Assembly may at any time remove them or any of them in accordance with the implementing regulations of the Companies' Law for Listed Joint Stock companies.

Article 20: Board Meetings:

The Board of Directors shall meet by the invitation of its Chairman at least four times a year. The Chairman of the Board shall call for a meeting whenever a member of the Board requests it, and the invitation to the meeting shall be sent to each member of the Board with sufficient time before the date set for the meeting. The invitation shall be by any of the appropriate notification methods, whether delivered in person, by email or through modern technology means, and the Board of Directors shall determine the place of holding its meetings, and may be held using modern technology means.

Article 21: Board meeting quorum:

The meeting of the Board shall not be valid unless attended by at least half of its members (whether in their original capacity or by proxy). A member of the Board of Directors may provide a proxy to other members to attend the meetings of the Board in accordance with the following guidance:

- a) A member of the Board of Directors may not give proxy for more than one member to attend that meeting;
- b) The proxy must be confirmed in writing and for a specific Board meeting; and
- c) The delegate may not vote on decisions that the law prohibits the delegate from voting for.

The decisions of the Board of Directors shall be issued by the majority of the votes of the members of the Board present or represented by proxy at the meeting. When the votes are equal, the opinion voted for by whoever chairs the Board shall prevail. The Board's decisions shall be effective from the date of their issuance unless they stipulate that they shall take effect at another time or when certain conditions are met. The Company's Board of Directors may issue resolutions by circulation in urgent matters by presenting them to all members, unless one of the members requests, in writing, a meeting of the Board to deliberate on them. These resolutions are issued with the approval of the majority of votes, and when the votes are equal, the side with which the Chairman voted prevails. These resolutions shall be presented to the Board of Directors at the next first meeting to be recorded in the minutes of that meeting.

Article 22: Board deliberations:

Deliberations and resolutions of the Board shall be documented in minutes prepared by the secretary of the Board and to be signed by the Chairman of the Board, the Board members attending the meeting and the Secretary. The minutes shall be recorded in a special register to be signed by the Chairman of the Board and the Secretary. Modern technology means may be used to sign and prove the deliberations and resolutions and record the minutes.

Article 23: Evaluation of Board decisions:

A member of the Board of Directors of the Company shall be deemed to have fulfilled his duty in the decision he took or voted on in good faith if the following is achieved:

- a) If he has no interest in the subject matter of the decision.
- b) If he has been informed and familiarized with the subject matter of the decision to the extent appropriate in the surrounding circumstances according to his reasonable belief.
- c) If he firmly and rationally believes that the decision is in the best interests of the Company.

The burden of proof to the contrary shall be on the claimant, and a decision for the purposes of this article shall mean acting or not acting on a matter relating to the Company's affairs.

Article 24: Attending Assemblies:

The General Assembly shall be held in the city in which the Company's head office is located or as determined by the Board of Directors. Every shareholder has the right to attend meetings of the general

assemblies of shareholders. a Shareholder has the right to appoint another person other than the members of the Board of Directors to attend the General Assembly. The General Assembly meetings can be convened and the shareholder's participation in the deliberations and voting on decisions by means of modern technology and in accordance with the guidelines specified by the competent authorities.

Article 25: Functions of the Ordinary General Assembly:

With the exception of matters related to the Extraordinary General Assembly, the Ordinary General Assembly is concerned with all matters related to the Company, and it convenes at least once a year during the six (6) months following the end of the Company's fiscal year. Other ordinary general assemblies may be called whenever it is needed. The requirement to convene the Annual Ordinary General Assembly shall be met by convening an Extraordinary General Assembly if its agenda includes items within the functions of the Ordinary General Assembly and the percentage of votes for each item shall be calculated according to the votes of the Assembly whose functions this agenda item falls within.

Article 26: Functions 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 to amend by law, and it has the right to issue decisions in matters falling within the competencies of the Ordinary General Assembly, under the same terms and conditions prescribed for the Ordinary General Assembly.

Article 27: Invitation to Assemblies:

The general assemblies of the shareholders are convened at the invitation of the Board of Directors. The Board of Directors must invite the Ordinary General Assembly to convene within (30) days from the date of the auditor's request, or a number of shareholders representing at least ten percent (10%) of the share capital with voting rights. The auditor may invite the Ordinary General Assembly to convene if the Board does not invite the assembly within the specified period from the date of the auditor's request. The invitation to convene the General Assembly and the agenda is published any technological means before the date specified for the meeting in accordance with the relevant regulations issued by the competent authorities. The invitation to the General Assembly meeting must include the basic elements contained in the rules and regulations issued by the competent authorities. A copy of the invitation and agenda shall be sent to the competent authorities on the date of announcing the invitation.

Article 28: Quorum of 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 quarter of the share capital with voting rights. If the necessary quorum is not available for holding this meeting, an invitation shall be made for a second meeting to be held under the same conditions stipulated in the Companies Law. However, the second meeting may be held one hour after the expiry of the period specified for the first meeting provided that the invitation to the first meeting includes information about the possibility of holding this meeting. In all cases, the second meeting shall be valid regardless of the number of shares represented therein.

Article 29: 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 at least half of the share capital with voting rights. If this quorum is not available in the first meeting, an invitation is sent to a second meeting to be held under the same conditions stipulated in the Companies Law. However, the second meeting may be held one hour after the expiry of the period specified for the first meeting provided that the invitation to the first meeting includes information about the possibility of holding this meeting. The second meeting shall be valid if attended by a number of shareholders representing at least a quarter of the share capital with voting rights. If the necessary quorum is not present in the second meeting, an invitation is sent to a third meeting, which is held under the same conditions stipulated in Companies Law. The third meeting shall be valid regardless of the number of shares represented in it.

Article 30: Voting in Assemblies:

Each every shareholder has a vote for every share in the Ordinary and Extraordinary General Assemblies. Cumulative voting must be used in electing the Board of Directors. Members of the Board of Directors may not participate in voting on Assembly resolutions on which their vote is prohibited by the relevant regulations.

Article 31: Assemblies Decisions:

Decisions of the Ordinary General Assembly are issued by the majority of the shares represented in the meeting. The decisions of the Extraordinary General Assembly are also issued by a two-thirds majority of the shares represented in the meeting, unless the decision is related to increasing or decreasing the capital, or by merging it with another company or establishment, It will not be valid unless it is issued by a three-quarters majority of the shares represented in the meeting. The Board of Directors must register with the competent authorities the decisions of the Extraordinary General Assembly during the period specified in the relevant regulations. The decisions of the General Assemblies are effective from the date of their issuance, except for the cases specified by the relevant regulations, or the decision issued for its validity at another time, or when certain conditions are met.

Article 32: Discussion in the Assemblies:

Each shareholder has the right to discuss the topics 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 answers the questions of the shareholders to the extent that does not expose the interest of the company to harm. If the shareholder finds that the answer to his question is not convincing, he appeals to the assembly, and the assembly decision is enforceable in this regard.

Article 33: Presiding over the assemblies and preparing the minutes:

The General Assembly shall be chaired by the Chairman of the Board of Directors or the Vice Chairman in his absence or whomever the Board of Directors delegates from among its members for that purpose in the absence of the Chairman and Vice Chairman. The assembly shall appoint a secretary for the meeting and a collector of votes. Minutes of the assembly meeting shall be written including the number of shareholders present or represented, the number of shares held by them in person or by proxy, the number of votes assigned to them, the decisions taken, the number of votes for or against them, and an adequate summary

of the discussions that took place in the meeting. Minutes are recorded regularly after each meeting in a special register signed by the Chairperson of the Assembly, its secretary and the collector of votes.

Article 34: Appointing an auditor:

The company must have one or more auditors from among the auditors licensed to work in the Kingdom of Saudi Arabia, to be appointed by the Ordinary General Assembly, which determines his duration and scope of work and remuneration, and may reappoint him in accordance with the relevant laws and regulations. The General Assembly has the right - at any time - to dismiss him, without prejudice to his right to compensation for the damage he suffers if there is a need. In urgent circumstances, the Board of Directors may dismiss the auditor and appoint another auditor. The dismissal and appointment shall be presented to the nearest General Assembly, and the Chairman of the Board of Directors must inform the competent authority of the dismissal decision and its reasons within the period specified in the relevant regulations, and in the event of the auditor's retirement, the Board of Directors must invite the General Assembly to convene - to consider the reasons for his retirement and appoint another auditor, and to take into account the guidelines specified in the laws and regulations related to appointing an auditor.

Article 35: Powers of the Auditor:

The auditor at any time has the right to view the Company's documents, financial records and supporting 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 must enable him to perform his duty. If the auditor encounters difficulty in this regard, he shall prove that 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.

Article 36: Auditor's Report:

The auditor shall submit to the General Assembly at its annual meeting a report on the Company's financial statements prepared in accordance with the auditing standards recognized in the Kingdom, including the position of the Company's administration in enabling him to obtain the data and clarifications he requested, any violations of the provisions of the Companies Law or the Company's bylaws within the limits of his functions, and his opinion on the fairness of the Company's financial statements. The auditor must read out his report or present a summary of it at the Annual Ordinary General Assembly.

Article 37: The Financial Year:

The fiscal year of the Company starts from 1st of August 01/08 and ends by the end of July 31/07 from each year.

Article 38: Financial Documents:

At the end of each fiscal year of the Company, the Board of Directors must prepare the Company's financial statements in accordance with the auditing standards recognized in the Kingdom and a report on its activities and its financial position for the past fiscal year. This report includes the proposed method for distributing profits. These documents shall be put at the disposal of the auditor by the Board within the specified period specified in the regulations prior to the date set for the meeting of the General Assembly.

The Chairman of the Board of Directors of the Company, its chief executive officer and its financial manager must sign the documents referred to in this Article, and copies of them shall be deposited in the Company's head office at the disposal of the shareholders in accordance with the statutory specified period. The Chairman of the Board of Directors must provide the shareholders with the Company's financial statements, the report of the Board of Directors, and the auditor's report, unless they are published in any of the regular publishing and announcing methods before the date specified for the General Assembly to be held and within the period specified in the relevant laws and regulations, and depositing these documents in accordance with what is specified by the relevant regulations and regulations.

Article 39: Distribution of quarterly / annually Profits:

The Company may at any time distribute dividends to its shareholders on a quarterly, semi-annual or annual basis from the distributable profits, according to the audited or examined financial statements and in accordance with the regulations issued by the competent authorities.

Article 40: Entitlement to Profits:

The shareholder is entitled to his share of the profits in accordance with the decision of the General Assembly or the Board of Directors, as the case may be, issued in this regard. The resolution shall indicate the date of entitlement and the date of distribution. The eligibility for dividends shall be for the shareholder registered in the shareholder register at the end of the day specified for the entitlement. The profits that are agreed upon to be distributed to shareholders shall be paid on the dates specified by the Shareholders' Assembly or the Board of Directors, as the case may be, and in accordance with the instructions issued by the competent authority.

Article 41: Bonds and Debt Instruments:

Pursuant to a resolution of the General Assembly, the company may issue any type of debt instruments or financing bonds convertible into shares inside or outside the Kingdom of Saudi Arabia. It specifies the maximum number of shares that may be issued in exchange for these instruments or bonds. The Board of Directors may, without the need for a new approval from the Assembly, issue new shares in exchange for these instruments or bonds, taking into account the provisions of the Companies Law.

Article 42: Buying and Mortgaging The Company's Shares:

a) The Company may buy, sell or mortgage its shares for any of the purposes approve by laws and regulations and in accordance with the guidance set by the competent authority. The Company may also purchase its shares to allocate them to employees, and the shares purchased by the company shall not have votes in the shareholders' assemblies.

b) The mortgage creditor shall have the right to receive dividends and use the rights related to the share unless otherwise agreed in the mortgage contract, the mortgage creditor may not attend or vote in the General Assembly of Shareholders meetings.

Article 43: Company Losses:

If the Company losses amount to half of the paid-up share capital, the Board of Directors shall disclose this and its recommendation regarding those losses within the statutory period from the date of their knowledge

of the losses reaching such amount invite the Extraordinary General Assembly to meet within the statutory period from the date of their knowledge; to consider the continuation of the Company while taking the necessary measures to address these losses or the dissolution of the Company, and any officer, director, board member or auditor shall also be liable if any of them becomes aware of the losses reaching the amount specified in accordance with the provisions of the Companies Law, its implementing regulations and this bylaws.

Article 44: Liability Claim:

The Company may file a liability lawsuit against the members of the Board of Directors due to violating the provisions of the Companies Law and its implementing regulations or these bylaws, or due to their errors, or negligence in performing their work, which results in damages to the Company.

Any one or more shareholders representing (five percent) of the Company's capital may file a liability lawsuit prescribed for the Company in the event that the Company does not file it, and they may appoint someone to act on behalf of the Company to carry out the lawsuit, taking into account that the primary goal of filing the lawsuit is to achieve the Company's interests, and that the lawsuit must be based on a valid basis and in good faith, and the person who filed it at the time of the lawsuit must be a shareholder in the Company, with the condition of informing the Board of Directors of the intention to file the lawsuit before the statutory period specified for filing it. The approval of the General Assembly of Shareholders to discharge the Board of Directors does not prevent filing a lawsuit in accordance with the provisions of the Companies Law. With the exception of cases of forgery and fraud, the liability claim shall not be heard after five years from the end of the fiscal year of the Company in which the harmful act occurred, or three years from the end of the membership of the relevant Board member. Whichever comes later.

Article 45: Termination of the Company:

The Company is dissolved by one of the matters stipulated in the relevant regulations. In the event of its dissolution, the Extraordinary General Assembly decides, based on the proposal of the Board of Directors, the method of liquidation and appoints one or more liquidators and determines their powers and remuneration. The authority of the Board of Directors ends with the termination of the Company. However, the Board continues to manage the Company until the liquidator is appointed, and the Company's bodies will retain their powers to the extent that they do not conflict with the powers of the liquidators.

Article 46:

The Companies Law and its regulations, the Capital Market Law and its implementing regulations shall be applied to everything that is not provided for in these bylaws .