

THE EXTRAORDINARY GENERAL  
MEETING, WHICH INCLUDES THE  
INCREASE IN THE SHARE CAPITAL OF  
NCB (FIRST MEETING) by Means of Modern  
Technology.

17/Rajab/1442H

01/March/2021G

# Agenda Items



## Meeting Agenda:

- 1- Voting on the proposed amendments to the NCB Bylaws in accordance with the format described in (Annex 1) of this invitation, which shall take effect immediately after the EGM.
- 
- 2- Voting on the proposed merger (the "**Merger**") of the National Commercial Bank and Samba Financial Group ("**Samba Group**") to be effected by way of a merger pursuant to Articles 191 to 193 of the Companies Law issued under Royal Decree No. M/3 dated 28/1/1437H (corresponding to 10/11/2015G) (the "**Companies Law**"), through the issuance of (0.739) new NCB shares for every share in Samba Group subject to the terms and conditions of the merger agreement entered into between NCB and Samba Group on 24/2/1442H (corresponding to 11/10/2020G) (the "**Merger Agreement**"). In addition, the Voting of the following matters relating to the Merger:
    - a) Voting on the terms and conditions of the Merger Agreement entered into between NCB and Samba Group on 24/2/1442H (corresponding to 11/10/2020G).
    - b) Voting on the increase of the share capital of the National Commercial Bank from SAR 30,000,000,000 to SAR 44,780,000,000, subject to the terms and conditions of the Merger Agreement and with effect from the Effective Date, pursuant to the Companies Law and the Merger Agreement.
    - c) Voting on the proposed amendments to the NCB Bylaws in accordance with the format described in (Annex 2) of this invitation, which shall take effect upon the Merger completion.
  - d) Voting on authorisation of the Board of Directors of NCB, or any person so authorised by the board of directors, to adopt any resolution or take any action as may be necessary to implement any of the above resolutions.



## Attachment (1)

### NCB PROPOSED BYLAWS AMENDMENTS



## NCB PROPOSED BYLAWS AMENDMENTS

#	Article Number	The Current Article	The Proposed Amendments to the Current Article
1.	Article (1): Incorporation:	The National Commercial Bank is a Saudi joint stock Company, incorporated in accordance with the provisions of the Companies Law and its Implementing Rules and Regulations, the Banking Control Law and its Implementing Rules and Regulations, the Capital Market Law and its Implementing Rules and Regulations and pursuant to the provisions of these Bylaws.	The National Commercial Bank is a Saudi joint stock Company, incorporated in accordance with the provisions of the Companies Law and its Implementing Rules and Regulations, the Banking Control Law and its Implementing Rules and Regulations, <del>the Capital Market Law and its Implementing Rules and Regulations</del> and pursuant to the provisions of these Bylaws.
2.	Article (2): Company's Name:	The Company's name is (The National Commercial Bank), a listed joint stock Company, and its name outside the Kingdom shall be (the Saudi National Commercial Bank). The Company shall hereinafter be referred to in these Bylaws as (the "Company" or the "Bank").	The Company's name is (The National Commercial Bank), a listed joint stock Company., <del>and its name outside the Kingdom shall be (the Saudi National Commercial Bank).</del> <del>The Company shall hereinafter be referred to in these Bylaws as (the "Company" or the "Bank").</del>
3.	Article (3): Definitions:	<ul style="list-style-type: none"> <li>• <b>The Kingdom:</b> The Kingdom of Saudi Arabia.</li> <li>• <b>Board of Directors:</b> The Board of Directors of the National Commercial Bank.</li> <li>• <b>Bank:</b> The National Commercial Bank.</li> <li>• <b>Company:</b> The National Commercial Bank.</li> <li>• <b>Monetary Authority:</b> The Saudi Arabian Monetary Authority.</li> </ul>	<ul style="list-style-type: none"> <li>• <del>The Kingdom:</del> <del>The Kingdom of Saudi Arabia.</del></li> <li>• <b>Board of Directors or Board:</b> The Board of Directors of the National Commercial Bank.</li> <li>• <b>Bank:</b> The National Commercial Bank</li> <li>• <b>Company:</b> The National Commercial Bank.</li> <li>• <u>SAMA: The Saudi Central Bank.</u></li> <li>• <del>Monetary Authority:</del> <del>The Saudi Arabian Monetary Authority.</del></li> </ul>

- **Authority:** The Capital Market Authority.
- **Member:** Any duly appointed member of the Board of Directors of the National Commercial Bank.
- **Bylaws:** The Bylaws of the National Commercial Bank as approved by the Extraordinary General Assembly.
- **Person:** Any natural or juristic person.
- **Modern Technological Means:** All means of communication, by which their purpose are realized by the knowledge of the notified person, including but without being limited to, (electronic mails, mobile text messages, personal electronic account with the Bank, etc....).
- **Capital Market Law:** The Capital Market Law, promulgated by virtue of the Royal Decree No. (M/30), dated 02/06/1424 H., its Implementing Rules and Regulations and any of its subsequent amendments.
- **Banking Control Law:** The Banking Control Law, promulgated by virtue of the Royal Decree No. (M/5), dated 22/02/1386 H., its Implementing

- **Authority:** The Capital Market Authority.
- **Member:** Any duly appointed member of the Board of Directors of the National Commercial Bank.
- **Bylaws:** The Bylaws of the National Commercial Bank as approved by the Extraordinary General Assembly.
- **Person:** Any natural or juristic person.
- **Modern Technological Means:** All means of communication, by which their purpose are realized by the knowledge of the notified person, including but without being limited to, (electronic mails, mobile text messages, personal electronic account with the Bank, etc....).
- **Capital Market Law:** The Capital Market Law, promulgated by virtue of the Royal Decree No. (M/30), dated 02/06/1424 H., its Implementing Rules and Regulations and any of its subsequent amendments.
- **Banking Control Law:** The Banking Control Law, promulgated by virtue of the Royal Decree No. (M/5), dated 22/02/1386 H., its Implementing Rules and Regulations and any of its subsequent amendments.
- **Shareholder:** The owner of any share of the Company's issued shares.
- **Companies Law:** The Companies Law promulgated by virtue of the Royal Decree No. (M/3), dated 28/01/1437

		<p>Rules and Regulations and any of its subsequent amendments.</p> <ul style="list-style-type: none"> <li>• <b>Shareholder:</b> The owner of any share of the Company's issued shares.</li> <li>• <b>Companies Law:</b> The Companies Law promulgated by virtue of the Royal Decree No. (M/3), dated 28/01/1437 H., its issued Implementing Rules, Regulations and Instructions or any of its subsequent amendments.</li> </ul>	<p>H., its issued Implementing Rules, Regulations and Instructions or any of its subsequent amendments.</p> <ul style="list-style-type: none"> <li>• <b>Laws:</b> <a href="#">All applicable laws and regulations in the Kingdom of Saudi Arabia issued by the competent authorities, as amended from time to time.</a></li> </ul>
4.	<p><b>Article (4): Company's Objectives:</b></p>	<p>The Company's objective is to engage in all types of banking and investment activities (other than securities works) for its own account and for the account of third parties, inside and outside the Kingdom, by itself or through its subsidiaries or affiliates in accordance with the provisions of the Banking Control Law and other laws and regulations in force in the Kingdom, and within the limits set pursuant to the conditions specified by the Monetary Authority, including the following operations:</p> <p>1- To open current accounts and saving accounts, to accept cash deposits, whether payable on demand, or term deposits or otherwise, according to the terms and conditions set by the Company from time to time, to pay checks and orders issued by any person depositing money with the Company, whether in the Saudi currency or other currencies, to distribute dividends of joint stock companies</p>	<p>The Company's objective is to engage in all types of banking and investment activities (other than securities works) for its own account and for the account of third parties, inside and outside the Kingdom, by itself or through its subsidiaries or affiliates in accordance with the provisions of the Banking Control Law and other laws and regulations in force in the Kingdom, and within the limits set pursuant to the conditions specified by <del>the Monetary Authority</del> <a href="#">SAMA</a>, including the following operations:</p> <p>1- <a href="#">Financial activities</a>  2- <a href="#">Administrative and support service activities</a>  <del>2-3-</del> To open current accounts and saving accounts, to accept cash deposits, whether payable on demand, or term deposits or otherwise, according to the terms and conditions set by the Company from time to time, to pay checks and orders issued by any person depositing money with the Company, whether in the Saudi currency or other currencies, to distribute dividends of joint stock</p>

and to receive subscriptions in joint stock companies.

- 2- To open and manage investment accounts and similar accounts in the Saudi currency and other currencies for the purpose of gaining the proceeds of the operation of such accounts for the benefit of the Company.
- 3- To obtain, borrow and raise funds using appropriate financial forms and instruments such as issuing debentures and others, whether with or without security, and to pay such loans and funds upon or before their maturity dates.
- 4- To render consulting services and advice in connection with investment, and to act as funds investment manager or financial agent or representative, in addition to undertaking the management of financial affairs for any natural or juristic person, provided that such services or funds shall not include any activity relating to securities.
- 5- To withdraw, make, issue, accept, deduct, re-deduct, purchase, sell, collect and deal in promissory notes, financial and commercial papers of various types based on their respective nature, such as promissory notes, bills of exchange, shares dividend coupons, transfers, bills of lading, deposit vouchers, debentures, shares certificates and other financial commercial notes, whether or not transferable or negotiable with their various types, and to deal in them based on their respective nature.
- 6- To purchase and sell commodities, gold, silver, coins, foreign currencies and others which can be cashed and to custody and deal in the same, to

companies and to receive subscriptions in joint stock companies.

- ~~3-4-~~ To open and manage investment accounts and similar accounts in the Saudi currency and other currencies for the purpose of gaining the proceeds of the operation of such accounts for the benefit of the Company.
- ~~4-5-~~ To obtain, borrow and raise funds using appropriate financial forms and instruments such as issuing debentures and others, whether with or without security, and to pay such loans and funds upon or before their maturity dates.
- ~~5-6-~~ To render consulting services and advice in connection with investment, and to act as funds investment manager or financial agent or representative, in addition to undertaking the management of financial affairs for any natural or juristic person, provided that such services or funds shall not include any activity relating to securities.
- ~~6-7-~~ To withdraw, make, issue, accept, deduct, re-deduct, purchase, sell, collect and deal in promissory notes, financial and commercial papers of various types based on their respective nature, such as promissory notes, bills of exchange, shares dividend coupons, transfers, bills of lading, deposit vouchers, debentures, shares certificates and other financial commercial notes, whether or not transferable or negotiable with their various types, and to deal in them based on their respective nature.
- ~~7-8-~~ To purchase and sell commodities, gold, silver, coins, foreign currencies and others which can be cashed and to custody and deal in the same, to purchase and sell precious metals of all types, precious stones and other products and to maintain and deal in the same, to lend monies or to finance by their guarantee and/or mortgage



purchase and sell precious metals of all types, precious stones and other products and to maintain and deal in the same, to lend monies or to finance by their guarantee and/or mortgage the same, and to provide money transfers' services and checks as financial broker.

7- To lend and provide credit services and all types of banking credit facilities as well as the commercial financing and banking services to natural or juristic persons, with and without guarantee, or under a personal guarantee or under personal or other guarantees, against the pledge or mortgage of moveable or immoveable properties, governmental note, treasury notes, public or private corporations notes, shares of joint stock companies or any other securities, or the assignment or current or future rights payable by others, except for the shares of the Company.

8- To undertake all necessary procedure relating to financing activities, including the purchase, sale, "Istesnah", mortgage and accepting mortgage and redeeming and releasing mortgage of plots of land, real estate and buildings or any other guarantees for the purpose of execution and development of residential or commercial properties or housing and construction projects, or undertaking the construction of such projects and the sale of real estate units off plan, and the sale of real estate units by installment, to purchase automobile, equipment, devices, real estate, plots of lands, moveable properties, services and moral rights (such as intellectual property) and to lease the same with a promise of ownership, and to sell

the same, and to provide money transfers' services and checks as financial broker.

~~8-9-~~ To lend and provide credit services and all types of banking credit facilities as well as the commercial financing and banking services to natural or juristic persons, with and without guarantee, or under a personal guarantee or under personal or other guarantees, against the pledge or mortgage of moveable or immoveable properties, governmental note, treasury notes, public or private corporations notes, shares of joint stock companies or any other securities, or the assignment or current or future rights payable by others, except for the shares of the Company.

~~9-10-~~ To undertake all necessary procedure relating to financing activities, including the purchase, sale, "Istesnah", mortgage and accepting mortgage and redeeming and releasing mortgage of plots of land, real estate and buildings or any other guarantees for the purpose of execution and development of residential or commercial properties or housing and construction projects, or undertaking the construction of such projects and the sale of real estate units off plan, and the sale of real estate units by installment, to purchase automobile, equipment, devices, real estate, plots of lands, moveable properties, services and moral rights (such as intellectual property) and to lease the same with a promise of ownership, and to sell and give the same as a gift to natural or juristic persons.

~~10-11-~~ To open, accept, support and finance letters of the documentary credits of all types, to issue personal credits, credit cards, traveler checks and periodic notices, to own or maintain shares, funds, tradable debentures, debt shares, securities and investments of all types and to maintain the same, to issue, subscribe for and deal in the

and give the same as a gift to natural or juristic persons.

- 9- To open, accept, support and finance letters of the documentary credits of all types, to issue personal credits, credit cards, traveler checks and periodic notices, to own or maintain shares, funds, tradable debentures, debt shares, securities and investments of all types and to maintain the same, to issue, subscribe for and deal in the same, to purchase and sell shares certificates or other types of securities consistent with the Bank's policy and rules, to obtain finance, loans and advances, to receive all types of shares certificates or other items of value as deposits or for their custody or for any other purpose, to lease private safe deposit boxes and to collect and transfer funds and securities.
- 10- To finance and lend against bills of lading, carriers policies or delivery orders.
- 11- To arrange or participate in concluding financing operations, public and private loans, and to obtain and issue the same within or outside the Kingdom.
- 12- To support any governmental finance or loan or any other finance consistent with the Bank policies or to support the issue of any public or private shares and any shares or debentures of any corporate person and to issue guarantee and subscribe for and share in the same and/or manage and finance the same or to lend or borrow funds in order to issue them within or outside the Kingdom.
- 13- To issue international deeds / sukuk or loan notes whether for one or several times or through series

same, to purchase and sell shares certificates or other types of securities consistent with the Bank's policy and rules, to obtain finance, loans and advances, to receive all types of shares certificates or other items of value as deposits or for their custody or for any other purpose, to lease private safe deposit boxes and to collect and transfer funds and securities.

- ~~11~~-12- To finance and lend against bills of lading, carriers policies or delivery orders.
- ~~12~~-13- To arrange or participate in concluding financing operations, public and private loans, and to obtain and issue the same within or outside the Kingdom.
- ~~13~~-14- To support any governmental finance or loan or any other finance consistent with the Bank policies or to support the issue of any public or private shares and any shares or debentures of any corporate person and to issue guarantee and subscribe for and share in the same and/or manage and finance the same or to lend or borrow funds in order to issue them within or outside the Kingdom.
- ~~14~~-15- To issue international deeds / sukuk or loan notes whether for one or several times or through series of issuances in accordance with the relevant rules and regulations.
- ~~15~~-16- To render saving deposit services in the Saudi currency or any other currencies.
- ~~16~~-17- To provide all types of bonds and guarantees to beneficiaries within and outside the Kingdom whether against full cash coverage or partial and whether against security or not.
- ~~17~~-18- To manage investment portfolios and direct investments in securities for the Company in accordance with its policies.
- ~~18~~-19- To participate in all various investment activities, including commercial, agricultural, industrial, real estate,

of issuances in accordance with the relevant rules and regulations.

- 14- To render saving deposit services in the Saudi currency or any other currencies.
- 15- To provide all types of bonds and guarantees to beneficiaries within and outside the Kingdom whether against full cash coverage or partial and whether against security or not.
- 16- To manage investment portfolios and direct investments in securities for the Company in accordance with its policies.
- 17- To participate in all various investment activities, including commercial, agricultural, industrial, real estate, service and other investments.
- 18- To deal in securities of all types in accordance with the relevant rules and regulations.
- 19- To practice any other banking activities permissible under the banks and monetary regulations in force in the Kingdom or the regulatory authorities of any foreign country in case of engaging in banking activities outside the Kingdom.
- 20- To collect moneys payable by others and to provide discharges in connection therewith, whether inside or outside the Kingdom, on behalf of any natural or juristic person, as trustee or will executor.
- 21- To act as agents for the government or local authorities or any natural or juristic person, and to practice the activities of an agency of any type including to manage investments of others and to exercise the power to act as an agent for collecting rights and funds and giving and receiving

service and other investments- [in accordance with the limitations and provisions set out in the Banking Control Law, and other relevant regulations and instructions.](#)

- ~~19-20-~~ [20-](#) To deal in securities of all types in accordance with the relevant rules and regulations.
- ~~20-21-~~ [21-](#) To practice any other banking activities permissible under the banks and monetary regulations in force in the Kingdom or the regulatory authorities of any foreign country in case of engaging in banking activities outside the Kingdom.
- ~~21-22-~~ [22-](#) To collect moneys payable by others and to provide discharges in connection therewith, whether inside or outside the Kingdom, on behalf of any natural or juristic person, as trustee or will executor.
- ~~22-23-~~ [23-](#) To act as agents for the government or local authorities or any natural or juristic person, and to practice the activities of an agency of any type including to manage investments of others and to exercise the power to act as an agent for collecting rights and funds and giving and receiving discharges, and to appoint agents, for or without compensation, inside or outside the Kingdom.
- ~~23-24-~~ [24-](#) To participate in supporting any similar act for any person or Company, or to merge therewith, to possess and own all or some of its assets, to manage investment companies and to support joint stock companies and subscribe for its shares and assists them in realizing their objectives.
- ~~24-25-~~ [25-](#) To manage, purchase, sell, effect, release and redeem and accept mortgage, exploit and hold real estate, land and buildings, to construct, change, repair and maintain land and real estate and buildings as necessary for managing the Company's works or for the housing of its employees or providing them with entertainment, to deal

- discharges, and to appoint agents, for or without compensation, inside or outside the Kingdom.
- 22- To participate in supporting any similar act for any person or Company, or to merge therewith, to possess and own all or some of its assets, to manage investment companies and to support joint stock companies and subscribe for its shares and assists them in realizing their objectives.
- 23- To manage, purchase, sell, effect, release and redeem and accept mortgage, exploit and hold real estate, land and buildings, to construct, change, repair and maintain land and real estate and buildings as necessary for managing the Company's works or for the housing of its employees or providing them with entertainment, to deal with any moveable or immoveable properties that may be transferred to the Company or be owned by it or which may become part of its holdings in satisfaction of all or part of its claims or as security of any financing operations, loans or credit facilities provided by the Company, and to update real estate deeds.
- 24- To undertake the management of real estate as will executors, trustees, agents or in any other capacity.
- 25- To build and manage customs stores and warehouses in order to store commercial and industrial goods and to provide financing or lend monies for the construction and management thereof.
- 26- To manage and operate commercial structures and contracting activities, to maintain commercial and residential centers, to manage and operate computer program services and
- with any moveable or immoveable properties that may be transferred to the Company or be owned by it or which may become part of its holdings in satisfaction of all or part of its claims or as security of any financing operations, loans or credit facilities provided by the Company, and to update real estate deeds.
- ~~25-26-~~ To undertake the management of real estate as will executors, trustees, agents or in any other capacity.
- ~~26-27-~~ To build and manage customs stores and warehouses in order to store commercial and industrial goods and to provide financing or lend monies for the construction and management thereof.
- ~~27-28-~~ To manage and operate commercial entities and contracting activities, to maintain commercial and residential centers, to manage and operate computer program services and telecommunication and information technology, to manage and operate warehouses, to manage and operate computer networks programming and to manage and operate training and education centers.
- ~~28-29-~~ To own moveable and immoveable assets in order to perform its financing and investment operations.
- ~~29-30-~~ To purchase debts from secondary markets and to maintain or re-sell the same.
- ~~30-31-~~ To provide electronic sale services and facilities to any natural and juristic persons, and to render sales collection services through points of sale.
- ~~31-32-~~ To enter into financing operations supported with assets and to appoint agents for collecting dues thereof, for or without compensation, with or without guarantee.
- ~~32-33-~~ To carry out all such works and acts as may assist it in realizing its objectives and which may result in the progress or expansion of the Company's activities, with

		<p>telecommunication and information technology, to manage and operate warehouses, to manage and operate computer networks programming and to manage and operate training and education centers.</p> <p>27- To own moveable and immoveable assets in order to perform its financing and investment operations.</p> <p>28- To purchase debts from secondary markets and to maintain or re-sell the same.</p> <p>29- To provide electronic sale services and facilities to any natural and juristic persons, and to render sales collection services through points of sale.</p> <p>30- To enter into financing operations supported with assets and to appoint agents for collecting dues thereof, for or without compensation, with or without guarantee.</p> <p>31- To carry out all such works and acts as may assist it in realizing its objectives and which may result in the progress or expansion of the Company's activities, with due consideration to the provisions of the laws and regulations in force in the Kingdom.</p>	<p>due consideration to the provisions of the laws and regulations in force in the Kingdom.</p> <p><del>33-</del><u>34- Carrying out activities that are compatible with the Sharia'a provisions, whether financing, services, investments, issuance of sukuk or other activities, in any structure or form whether it is murabahah, leasing, musharakah, istisna'a, etc, provided that such activities do not violate the relevant regulations and instructions.</u></p> <p><del>34-</del><u>35- Buying and selling commodities and sukuk for the purposes of the Bank's use of them in financing or investment operations.</u></p>
5.	<p><b>Article (6): Company's Head Office:</b></p>	<p>The Company's head office shall be in the City of Jeddah. However, under a resolution by the Extraordinary General Assembly, the Company may move its head office to any other place in the Kingdom. The Company may open branches and offices and appoint agents therefor, within and outside the Kingdom, after having a resolution passed by the Board of Directors, with due consideration to the laws and regulations in force in the Kingdom in that regard.</p>	<p>The Company's head office shall be in the City of Jeddah. However, under a resolution by the Extraordinary General Assembly, the Company may move its head office to any other place in the Kingdom. The Company may open branches and offices and appoint agents therefor, within and outside the Kingdom, after <u>obtaining the approval of SAMA</u> <u>and</u> having a resolution passed by the Board of Directors, with due consideration to the laws and regulations in force in the Kingdom in that regard.</p>

6.	Article (9): Preferred Shares:	<ol style="list-style-type: none"> <li>1- After obtaining a letter of no objection from the Monetary Authority, the Company's Extraordinary General Assembly may issue preferred shares or decide to purchase the same, or may convert its ordinary shares into preferred shares, provided that the percentage of such preferred shares of the Company's capital shall not exceed 10%, or may convert its preferred shares into ordinary shares, provided that such preferred shares shall not vest the right of voting at the Shareholders General Assembly.</li> <li>2- Preferred shares shall entitle the holders thereof to obtain a higher percentage of the net profits of the Company than the holders of the ordinary shares after setting aside the statutory reserve.</li> </ol>	<ol style="list-style-type: none"> <li>1- After obtaining a letter of no objection from <del>the Monetary Authority</del> <u>SAMA</u>, the Company's Extraordinary General Assembly may issue preferred shares or decide to purchase the same, or may convert its ordinary shares into preferred shares, provided that the percentage of such preferred shares of the Company's capital shall not exceed 10%, or may convert its preferred shares into ordinary shares, provided that such preferred shares shall not vest the right of voting at the Shareholders General Assembly.</li> <li>2- Preferred shares shall entitle the holders thereof to obtain a higher percentage of the net profits of the Company than the holders of the ordinary shares after setting aside the statutory reserve.</li> </ol>
7.	Article (10): The Purchase, Sale and Pledge by the Company of its Shares, and Lending Moneys to its Employees:	<p><b>Article (10): The Purchase, Sale and Pledge by the Company of its Shares, and Lending Moneys to its Employees:</b></p> <ol style="list-style-type: none"> <li>1- The Company may purchase or pledge its ordinary or preferred shares, and may also purchase its shares in order to use them as treasury shares in accordance with the controls and conditions issued by the Authority and after obtaining an approval by the Monetary Authority.</li> <li>2- The Company may sell the treasury shares at one time or over a number of phases, and after obtaining an approval by the Monetary Authority.</li> <li>3- The Company may purchase its shares and allocate the same to the Company's</li> </ol>	<p><b>Article (10): The Purchase, <u>and</u> Sale <del>and</del> Pledge by the Company of its Shares, and <del>Lending—Moneys</del> <u>Granting Financing</u> to its Employees:</b></p> <ol style="list-style-type: none"> <li>1- The Company may <u>— upon obtaining the non-objection from SAMA -</u> purchase <del>or pledge</del> its ordinary or preferred shares, and may also purchase its shares in order to use them as treasury shares in accordance with the controls and conditions issued by the Authority <del>and after obtaining an approval by the Monetary Authority.</del></li> <li>2- The Company may sell the treasury shares at one time or over a number of phases, and after obtaining an approval by <del>the Monetary Authority.</del> <u>SAMA.</u></li> <li>3- The Company <u>— upon obtaining the non-objection from SAMA -</u> may purchase its shares and allocate</li> </ol>

		<p>employees under the employees' shares program pursuant to the controls and conditions issued by the Authority, and after obtaining an approval by the Monetary Authority. In all cases, the shares purchased by the Company shall have no votes at meetings of the Shareholders Assembly.</p> <p>4- Without prejudice to the other relevant laws and regulations, he who has the right to own or hold Bank shares for the interest of another party may pledge such shares in accordance with the controls issued by the Authority.</p> <p>5- The Company may grant loans to its employees under the Employees Incentive Program applied by the Company.</p>	<p>the same to the Company's employees under the employees' shares program pursuant to the controls and conditions issued by the Authority, <del>and after obtaining an approval by the Monetary Authority.</del></p> <p>In all cases, the shares purchased by the Company shall have no votes at meetings of the Shareholders Assembly.</p> <p>4- Without prejudice to the other relevant laws and regulations, whoever has the right to own or hold Bank's shares for the interest of another party may pledge such shares in accordance with the controls issued by the Authority.</p> <p>5- The Company may grant <del>loans</del> <u>financing</u> to its employees under the Employees' Incentive Program applied by the Company <u>in exchange for profits or without profits provided that it does not violate the Banking Control Law and SAMA instructions.</u></p>
8.	<p><b>Article (11): Issuance of Shares:<sup>1</sup></b></p>	<p>1- The Company's shares shall be nominal and indivisible as against the Company. If a share is owned by a number of persons, then they shall select one from amongst them to act on their behalf in exercising the rights relating to such share. Such persons shall jointly be liable for the obligations arising from the ownership of such share.</p> <p>2- The nominal value per share shall be (SR. 10) Ten Saudi Riyals.</p> <p>3- Shares may not be issued at a lower value than the nominal value thereof. However, shares may be issued at a higher value, and in such case the</p>	<p>1- The Company's shares shall be nominal and indivisible as against the Company. If a share is owned by a number of persons, then they shall select one from amongst them to act on their behalf in exercising the rights relating to such share. Such persons shall jointly be liable for the obligations arising from the ownership of such share.</p> <p>2- The nominal value per share shall be (SR. 10) Ten Saudi Riyals.</p> <p>3- Shares may not be issued at a lower value than the nominal value thereof. However, shares may be issued at a higher value, and in such case the difference in value shall be kept under a separate item within the rights of</p>

<sup>1</sup> **Note:** the amendments made to this Article are part of the cosmetic amendments proposed to the Arabic version of the bylaws that do not affect the English version of the bylaws.

		<p>difference in value shall be kept under a separate item within the rights of Shareholders. Such difference may not be distributed as dividends to the Shareholders.</p> <p>4- The above provision shall apply to the temporary certificate delivered to the Shareholders prior to issuing shares.</p> <p>5- The Company may not require a Shareholder to pay amounts exceeding the amount undertaken by a Shareholder upon issuing the share.</p> <p>6- A Shareholder may not request recovery of his/its share of the Company's capital.</p> <p>7- Heirs or creditors of a Shareholder may not, for any reason whatsoever, request closing the Company's books or papers or seizing its properties, nor may they request the division or sale thereof. Moreover, they may not interfere, in anyway whatsoever, with the management of the Company, and when exercising their rights, they shall rely on the Company's inventory lists and accounts and on the General Assembly resolution.</p>	<p>Shareholders. Such difference may not be distributed as dividends to the Shareholders.</p> <p>4- The above provision shall apply to the temporary certificate delivered to the Shareholders prior to issuing shares.</p> <p>5- The Company may not require a Shareholder to pay amounts exceeding the amount undertaken by a Shareholder upon issuing the share.</p> <p>6- A Shareholder may not request recovery of his/its share of the Company's capital.</p> <p>7- Heirs or creditors of a Shareholder may not, for any reason whatsoever, request closing the Company's books or papers or seizing its properties, nor may they request the division or sale thereof. Moreover, they may not interfere, in anyway whatsoever, with the management of the Company, and when exercising their rights, they shall rely on the Company's inventory lists and accounts and on the General Assembly resolution.</p>
9.	<p><b>Article (13): Increase of Capital:</b></p>	<p>1- In accordance with the provisions of the Companies Law, and after obtaining a letter of no objection by the Monetary Authority, the Extraordinary General Assembly may resolve to increase the Company's capital, provided that the capital shall have been paid in full. However, it is not required that the capital should be paid-up in full if the unpaid portion of the capital is due to shares which have been issued against the conversion of debt instruments or financing deeds / sukuk into shares and the increase takes place prior to the expiry of the term prescribed for the</p>	<p>1- In accordance with the provisions of the Companies Law, and after obtaining a letter of no objection by <del>the Monetary Authority</del> <a href="#">SAMA</a>, the Extraordinary General Assembly may resolve to increase the Company's capital, provided that the capital shall have been paid in full. However, it is not required that the capital should be paid-up in full if the unpaid portion of the capital is due to shares which have been issued against the conversion of debt instruments or financing deeds / sukuk into shares and the increase takes place prior to the expiry of the term prescribed for the conversion of such debt instruments or financing deeds into shares.</p>



conversion of such debt instruments or financing deeds into shares.

- 2- In all cases, the Extraordinary General Assembly may allocate the shares issued upon the increase of the capital, or a portion thereof, to the employees of the Company and its affiliates or some of them. The Shareholders may not exercise any preemptive rights if the Company issues shares to be allocated to the employee.
- 3- An owner of a share, at the time when the Extraordinary General Assembly adopts a resolution approving the increase of the capital, shall have preemptive right to subscribe for the new shares issued against cash contribution. Such Shareholder shall be notified of the preemptive right through the Modern Technological Means or by way of publication in a daily newspaper or shall be informed by a registered letter of the resolution increasing the capital and the subscription conditions and period as well as the commencement and expiry dates of such subscription.
- 4- The Extraordinary General Assembly shall have the right to stop the application of the preemptive right vested in the Shareholders to subscribe for any increase in the capital against cash contributions or vesting such rights in persons other than the Shareholders in such cases as may be deemed realizing the Company's interest.
- 5- A Shareholder shall have the right to sell his/its preemptive right or to assign the same during the period from the time of adoption of the General Assembly resolution approving the increase of the capital until the last day of subscription for the

- 2- In all cases, the Extraordinary General Assembly may allocate the shares issued upon the increase of the capital, or a portion thereof, to the employees of the Company and its affiliates or some of them. The Shareholders may not exercise any preemptive rights if the Company issues shares to be allocated to the employee.
- 3- An owner of a share, at the time when the Extraordinary General Assembly adopts a resolution approving the increase of the capital, shall have preemptive right to subscribe for the new shares issued against cash contribution. Such Shareholder shall be notified of the preemptive right through the Modern Technological Means or by way of publication in a daily newspaper or shall be informed by a registered letter of the resolution increasing the capital and the subscription conditions and period as well as the commencement and expiry dates of such subscription.
- 4- The Extraordinary General Assembly shall have the right to stop the application of the preemptive right vested in the Shareholders to subscribe for any increase in the capital against cash contributions or vesting such rights in persons other than the Shareholders in such cases as may be deemed realizing the Company's interest.
- 5- A Shareholder shall have the right to sell his/its preemptive right or to assign the same during the period from the time of adoption of the General Assembly resolution approving the increase of the capital until the last day of subscription for the new shares relating to such rights, pursuant to the controls set by the Authority.
- 6- With due consideration to paragraph (4) above, the new shares shall be distributed to those holding preemptive rights and who request subscription in proportion to their respective preemptive rights of the total preemptive rights resulting from the increase of capital, provided that the

		<p>new shares relating to such rights, pursuant to the controls set by the Authority.</p> <p>6- With due consideration to paragraph (4) above, the new shares shall be distributed to those holding preemptive rights and who request subscription in proportion to their respective preemptive rights of the total preemptive rights resulting from the increase of capital, provided that the shares they obtain shall not exceed the new shares they requested, and the remainder of the new shares shall be distributed to the holders of preemptive right who have requested more than their respective shares, each in proportion to the preemptive right he/it holds to the total preemptive rights resulting from the increase of capital, provided that what they obtain shall not exceed what they have requested of the new shares. The remaining shares shall thereafter be offered to third parties, unless the Extraordinary General Assembly decides, or the Capital Market Law provides for, otherwise.</p>	<p>shares they obtain shall not exceed the new shares they requested, and the remainder of the new shares shall be distributed to the holders of preemptive right who have requested more than their respective shares, each in proportion to the preemptive right he/it holds to the total preemptive rights resulting from the increase of capital, provided that what they obtain shall not exceed what they have requested of the new shares. The remaining shares shall thereafter be offered to third parties, unless the Extraordinary General Assembly decides, or the Capital Market Law provides for, otherwise.</p>
10.	<p><b>Article (14): Reduction of Capital:</b></p>	<p>1- After obtaining a letter of no objection from the Monetary Authority, the Extraordinary General Assembly may resolve to reduce the capital if it is in excess of the Company's need or if the Company incurs losses. The reduction resolution shall be passed only after reading a special report to be prepared by the auditor on the reasons imposing such deduction and the obligations that should be settled by the Company as well as the effect of the reduction on such obligations.</p> <p>2- If the capital reduction is the result of its being in excess of the Company's need, creditors shall be invited to express their objection as to such</p>	<p>1- After obtaining a letter of no objection from <del>the Monetary Authority</del> <a href="#">SAMA</a>, the Extraordinary General Assembly may resolve to reduce the capital if it is in excess of the Company's need or if the Company incurs losses. The reduction resolution shall be passed only after reading a special report to be prepared by the <del>auditor</del> <a href="#">auditors</a> on the reasons imposing such deduction and the obligations that should be settled by the Company as well as the effect of the reduction on such obligations.</p> <p>2- If the capital reduction is the result of its being in excess of the Company's need, creditors shall be invited to express their objection as to such resolution within a period of sixty (60) days as of the date of being notified</p>

		<p>resolution within a period of sixty (60) days as of the date of being notified accordingly through Modern Technological Means or the publication of the reduction resolution in a daily newspaper circulated in the area where the Company's head office is located. If one of the creditors objects and submits to the Company his/its supporting document within the period fixed above, then the Company shall pay his/its debt if already due or shall provide a sufficient guarantee for satisfaction of such debt if it is to fall due in future.</p>	<p>accordingly through Modern Technological Means or the publication of the reduction resolution in a daily newspaper circulated in the area where the Company's head office is located. If one of the creditors objects and submits to the Company his/its supporting document within the period fixed above, then the Company shall pay his/its debt if already due or shall provide a sufficient guarantee for satisfaction of such debt if it is to fall due in future.</p>
<p>11.</p>	<p><b>Article (15): Issue and Negotiation of Deeds &amp; Debt Instruments:</b></p>	<p><b>Article (15): Issue and Negotiation of Deeds &amp; Debt Instruments:</b></p> <p>1- In accordance with the Capital Market Law, and after obtaining a letter of no objection from the Monetary Authority, the Company may issue debt instruments or financing deeds / sukuk. The Company may not issue debt instruments and financing deeds / sukuk convertible into shares except after the Extraordinary General Assembly passes a resolution specifying the maximum number of shares that may be issued against such instruments or deeds / sukuk, whether such instruments or deeds / sukuk are issued in one time or over series of issues or through one program or more for issuing instruments or financing deeds / sukuk.</p> <p>2- The Board of Directors shall, without need to a further approval by the Extraordinary General Assembly, issue new shares against such instruments or deeds / sukuk to be converted, as per the request of the holders thereof, immediately upon the expiry of the period of</p>	<p><b>Article (15): Issue and Negotiation of Deeds and Debt Instruments:</b></p> <p>1- In accordance with the Capital Market Law, after obtaining a letter of non objection from <del>the Monetary Authority</del> <a href="#">SAMA</a>, and pursuant to a <a href="#">Board of Directors' resolution</a>, the Company may issue debt instruments or financing deeds / sukuk. The Company may not issue debt instruments and financing deeds / sukuk convertible into shares except after the Extraordinary General Assembly passes a resolution specifying the maximum number of shares that may be issued against such instruments or deeds / sukuk, whether such instruments or deeds / sukuk are issued in one time or over series of issues or through one program or more for issuing instruments or financing deeds / sukuk.</p> <p>2- The Board of Directors shall, without need to a further approval by the Extraordinary General Assembly, issue new shares against such instruments or deeds / sukuk to be converted, as per the request of the holders thereof, immediately upon the expiry of the period of conversion request set for the holders of such instruments or deeds / sukuk. The Board of Directors shall take such measures</p>

conversion request set for the holders of such instruments or deeds / sukuk. The Board of Directors shall take such measures as required to amend the Company's Bylaws with regard to the number of shares issued and the capital.

- 3- The Board of Directors shall announce the completion of procedures for each increase in the capital in the manner provided for under the Companies Law for announcement of the resolutions of the Extraordinary General Assembly.
- 4- With due regard to the provision of Article (One Hundred Twenty Second) of the Companies Law, the Company may convert the debt instruments or financing deeds / sukuk into shares in accordance with the Capital Market Law. In all cases, such instruments and deeds / sukuk may not be converted into shares in either of the following two cases:
  - A) If the issue conditions of debt instruments or financing deeds / sukuk do not provide for the possibility of conversion of such instruments and deeds / sukuk into shares by raising the Company's capital.
  - B) If the holder of the debt instrument or financing deed / sukuk does not agree to such conversion.
- 5- Resolutions of the Shareholders Assemblies shall apply to the holders of debt instruments and financing deeds. However, the Shareholders Assembly may not amend the rights decided for such holders except with their approval to be given in their Special Assembly to be held in

as required to amend the Company's Bylaws with regard to the number of shares issued and the capital.

- 3- The Board of Directors shall announce the completion of procedures for each increase in the capital in the manner provided for under the Companies Law for announcement of the resolutions of the Extraordinary General Assembly.
- 4- With due regard to the provision of Article (One Hundred Twenty Second) of the Companies Law, the Company may – upon obtaining the non-objection from SAMA – convert the debt instruments or financing deeds / sukuk into shares in accordance with the Capital Market Law. In all cases, such instruments and deeds / sukuk may not be converted into shares in either of the following two cases:
  - A) If the issue conditions of debt instruments or financing deeds / sukuk do not provide for the possibility of conversion of such instruments and deeds / sukuk into shares by raising the Company's capital.
  - B) If the holder of the debt instrument or financing deed / sukuk does not agree to such conversion.
- 5- Resolutions of the Shareholders Assemblies shall apply to the holders of debt instruments and financing deeds. However, the Shareholders Assembly may not amend the rights decided for such holders except with their approval to be given in their Special Assembly to be held in accordance with the provision of Article (Eighty Ninth) of the Companies Law.

		accordance with the provision of Article (Eighty Ninth) of the Companies Law.	
12.	Article (16): Company's Management:	The Company shall be managed by a Board of Directors consisting of nine (9) members to be elected by the Ordinary General Assembly for a period of three (3) years applying the cumulative voting method. A member whose term of office expires may be re-elected.	The Company shall be managed by a Board of Directors consisting of nine (9) members to be elected by the Ordinary General Assembly <u>– upon obtaining the non-objection from SAMA –</u> for a period of three (3) years by applying the cumulative voting method. A Member whose term of office expires may be re-elected.
13.	Article (17): Membership Conditions <sup>2</sup> :	Any Shareholder may nominate himself, or nominate any other person or persons, for the membership of the Board of Directors within the limits of his/its shareholding of capital	Any Shareholder may nominate himself, or nominate any other person or persons, for the membership of the Board of Directors within the limits of his/its shareholding of capital
14.	Article (18): Expiry of Membership of the Board of Directors:	<p>Membership of the Board of Directors shall expire:</p> <ol style="list-style-type: none"> <li>1- Upon the expiry of the term of office.</li> <li>2- Upon the resignation of a member or his step down from the Board, provided this shall be at a convenient time, otherwise such member shall be liable to the Company for the damages resulting from such resignation, or upon the member's death.</li> <li>3- Upon the member reaching the age of 70 years according to (Gregorian calendar) unless the General Assembly decides otherwise.</li> <li>4- If the member becomes unfit for the membership in accordance with the provisions of any law in force or applicable instructions in the Kingdom.</li> <li>5- If the member is dismissed under a resolution by the General Assembly.</li> <li>6- If the member becomes mentally unsound.</li> <li>7- If the member is convicted in a crime affecting fidelity and honesty or relating to fraud.</li> </ol>	<p>Membership of the Board of Directors shall expire:</p> <ol style="list-style-type: none"> <li>1- Upon the expiry of the term of office.</li> <li>2- Upon the resignation of a Member <del>or his step down from the Board</del>, provided this shall be at a convenient time, otherwise such Member shall be liable to the Company for the damages resulting from such resignation, or upon the Member's death.</li> <li>3- <del>Upon the member reaching the age of 70 years according to (Gregorian calendar) unless the General Assembly decides otherwise.</del> <u>Upon the Member having a health condition impeding the Member from exercising their responsibilities and duties.</u></li> <li>4- If the Member becomes unfit for the membership in accordance with the provisions of any law in force or applicable instructions in the Kingdom.</li> <li>5- If the Member is dismissed under a resolution by the General Assembly.</li> <li>6- If the Member becomes mentally unsound.</li> </ol>

<sup>2</sup> **Note:** the amendments made to this Article are part of the cosmetic amendments proposed to the Arabic version of the bylaws that do not affect the English version of the bylaws.

		8- If the member is declared bankrupt or if he makes arrangements or any settlement with his creditors.	7- If the Member is convicted in a crime affecting fidelity and honesty or relating to fraud. 8- If the Member is declared bankrupt or if he makes arrangements or any settlement with his creditors.
15.	Article (19): Vacant Positions in the Board of Directors:	1- If the position of one of the members of the Board of Directors becomes vacant, then the Board shall appoint a temporary member in such vacant position, according to the order of votes at the meeting of the Assembly where the Board of Directors was elected, after obtaining a letter of no objection from the Monetary Authority, provided that such temporary member shall meet the experience and efficiency conditions. The Ministry of Commerce & Investment and the Authority shall be notified accordingly in accordance with the times set by each body, and that such appointment shall be brought before the Ordinary General Assembly in its first meeting in order to approve such appointment. The new member shall complete the term of his predecessor. 2- If the necessary conditions for convening a meeting of the Board of Directors cannot be satisfied because the number of members is lower than the minimum provided for under the Companies Law or these Bylaws, the attending members shall call for holding a meeting of the Ordinary General Assembly, within a period of sixty (60) days, in order to elect the necessary number of members.	1- If the position of one of the Members of the Board of Directors becomes vacant, then the Board shall appoint a temporary Member in such vacant position, according to the order of votes at the meeting of the Assembly where the Board of Directors was elected, after obtaining a letter of non-objection from <del>the Monetary Authority</del> <a href="#">SAMA</a> , provided that such temporary Member shall meet the experience and efficiency conditions. The Ministry of Commerce <del>&amp; Investment</del> and the Authority shall be notified accordingly in accordance with the times set by each body, and that such appointment shall be brought before the Ordinary General Assembly in its first meeting in order to approve such appointment. The new Member shall complete the term of his predecessor. 2- If the necessary conditions for convening a meeting of the Board of Directors cannot be satisfied because the number of Members is lower than the minimum provided for under the Companies Law or these Bylaws, the attending Members shall call for holding a meeting of the Ordinary General Assembly, within a period of sixty (60) days, in order to elect the necessary number of Members.
16.	Article (20): Powers of the	With due regard to the powers reserved for the General Assembly, the Board of Directors shall have the widest authorities and powers for managing the	With due regard to the powers reserved for the General Assembly <u>and without prejudice to the provisions of the relevant regulations and instructions</u> , the Board of Directors

**Board of Directors:**

Company so as to realize its objectives. The Board of Directors shall have all the powers and shall perform all works and acts that are vested in the Company under these Bylaws within and outside the Kingdom, including, without being limited to, the following powers and authorities:

- 1- To open, manage and operate accounts of various types within or outside the Kingdom, in cash or by virtue of checks or transfers, to approve signatures and transfers to and from accounts, to activate accounts, to update information / data, to close and settle accounts, and in general to sign all banking transactions affecting the Company, to fully represent the Company in its relationship with other banks and to sign and endorse all commercial papers.
- 2- To enter into loans of any term, to sign contracts in connection with the Company's participation with investment and development companies and other companies in *Murabaha* sale or *Istisna'* contracts or any other form of financing, and to take all procedures as necessary to implement the foregoing, to release and discharge debtors of the Company of their obligations and to make settlements, to sell or mortgage the Company's assets or to sell or mortgage the place of business of the Company. The Board shall have the right to sign on behalf of the Company as to securing and guaranteeing the facilities granted to third parties, and to contract, deal with and enter into contracts, for the treasury sales to other companies and banks.
- 3- To enforce all instruments and documents relating to all the treasury products transactions and

shall have the widest authorities and powers for managing the Company so as to realize its objectives. The Board of Directors shall have all the powers and shall perform all works and acts that are vested in the Company under these Bylaws within and outside the Kingdom, including, without being limited to, the following powers and authorities:

- 1- To open, manage and operate accounts of various types within or outside the Kingdom, in cash or by virtue of checks or transfers, to approve signatures and transfers to and from accounts, to activate accounts, to update information / data, to close and settle accounts, and in general to sign all banking transactions affecting the Company, to fully represent the Company in its relationship with other banks and entities to sign and endorse all commercial papers.
- 2- To enter into loans of any term, to sign contracts in connection with the Company's participation with investment and development companies and other companies in *Murabaha* sale or *Istisna'* contracts or any other form of financing, and to take all procedures as necessary to implement the foregoing, to release and discharge debtors of the Company of their obligations and to make settlements, to sell or mortgage the Company's assets or to sell or mortgage the place of business of the Company. The Board shall have the right to sign on behalf of the Company as to securing and guaranteeing the facilities granted to third parties, and to contract, deal with and enter into contracts, for the treasury sales to other companies and banks.
- 3- [Waiver, write off and amortization of debts.](#)
- 4- To enforce all instruments and documents relating to all the treasury products transactions and operations, to open shares and commercial papers portfolios and investment accounts, within and outside the Kingdom, at financial

operations, to open shares and commercial papers portfolios and investment accounts, within and outside the Kingdom, at financial companies / investment banks in capital markets in the Kingdom and outside and to deal with the same, to manage and operate such accounts and to finalize all the procedures thereof as well as all rights, interests and ownership of the Company in all financial assets, funds, accounts, investments and securities kept at the financial companies / investment banks.

- 4- The Board shall have the right to purchase, sell and to take and give on lease land and real estate in the name of the Company or its affiliates, for any purpose whatsoever, to effect and redeem mortgage on land and real estate, for any purpose whatsoever, including the necessary properties for the management of the Company's works, for the housing of its employee and for entertainment facilities, while complying with paragraph (5) of Article (10) of the Banking Control Law.
- 5- To receive title deeds and plans / maps, to merge deeds, to divide and allocate plots of land, to receive and deliver deeds, to request documents in lieu of lost ones and to update the same, to waive any shortage in area, to convert agricultural land into housing land, to amend the owner's name and commercial register number, to amend boundaries, dimensions, areas, numbers of plots of land, plans / maps, deeds and the dates thereof and names of districts / areas.
- 6- To dispose of the funds and properties of the Company by way of contributions, gifts, grants, giving on lease and sale, including to accept and

companies / investment banks in capital markets in the Kingdom and outside and to deal with the same, to manage and operate such accounts and to finalize all the procedures thereof as well as all rights, interests and ownership of the Company in all financial assets, funds, accounts, investments and securities kept at the financial companies / investment banks.

- 5- The Board shall have the right to purchase, sell and to take and give on lease land and real estate in the name of the Company or its affiliates, for any purpose whatsoever, to effect, [accept](#) and release mortgage on land and real estate, for any purpose whatsoever, including the necessary properties for the management of the Company's works, for the housing of its employee and for entertainment facilities, while complying with paragraph (5) of Article (10) of the Banking Control Law.
- 6- To receive title deeds and plans / maps, to merge deeds, to divide and allocate plots of land, to receive and deliver deeds, to request documents in lieu of lost ones and to update the same, to waive any shortage in area, to convert agricultural land into housing land, to amend the owner's name and commercial register number, to amend boundaries, dimensions, areas, numbers of plots of land, plans / maps, deeds and the dates thereof and names of districts / areas.
- 7- To dispose of the funds and properties of the Company by way of contributions, gifts, grants, giving on lease and sale, including to accept and revoke optional sale, to sell real estate units off plan, to accept gifts, to convey against ~~cash and~~ checks, to effect mortgage including mortgaging the Company's properties and real estate, to redeem mortgages / pledges and to accept mortgages / pledges of all real estate, including construction, building, demolition, improvement, development and renewal.



revoke optional sale, to sell real estate units off plan, to accept gifts, to convey against cash and checks, to effect mortgage including mortgaging the Company's properties and real estate, to redeem mortgages / pledges and to accept mortgages / pledges of all real estate, including construction, building, demolition, improvement, development and renewal.

- 7- To sign and renew giving and taking on lease contracts in both capacities as tenant or landlord, to handover and takeover the leased premises, to cash rental values, to request division of plots of land and real estate and to allocate the same and specify the dimensions and boundaries thereof, to effect amendments and add areas thereto.
- 8- To represent the Company before all official authorities, ministries, departments, organizations, third parties, governmental bodies without limits.
- 9- To draft and sign contracts, agreements, agencies of various matters and contents, according to the conditions the Board deems appropriate and accepts, and to draft and sign annexes, procedures of amendments and revocations, applications, written documents, correspondence, receipts, releases, cash and receipt vouchers, official forms, declarations, paradoxes, objections, notices, judicial warning and warnings, and to receive and answer the same.
- 10- To carry out procedures relating to accounting, compensation, exchange, settlement, handover, takeover, compromise, payment, assignment, waiver, whether for or without compensation / consideration, to receive any amounts resulting

- 8- To sign and renew lease contracts and giving and taking on ~~tenant or landlord, to~~ the leased premises, to cash, handover and takeover the rental values, to request division of plots of land and real estate and to allocate the same and specify the dimensions and boundaries thereof, to effect amendments and add areas thereto.

~~To represent the Company before all official authorities, ministries, departments, organizations, third parties, governmental bodies without limits.~~

- 9- To execute and sign contracts, agreements, agencies of various matters and contents, according to the conditions the Board deems appropriate and accepts, and to execute and sign annexes, procedures of amendments and revocations, applications, written documents, correspondence, receipts, releases, cash and receipt vouchers, official forms, declarations, judicial stay-orders, objections, notices, judicial warning and warnings, and to receive and answer the same.
- 10- To carry out procedures relating to accounting, compensation, exchange, settlement, handover, takeover, compromise, payment, assignment, waiver, whether for or without compensation / consideration, to receive any amounts resulting from claims and complaints and to carry out whatever necessary in that regard.
- 11- To sign insurance contracts relating to the Company's properties and to revoke and cancel insurance, to clear the Company's goods at the Customs Department and to take delivery of the same, to file applications and statements relevant in that regard and to sign the same (within and outside the Kingdom), to claim the Company's rights, to agree with local and foreign companies, to obtain agencies from them and to have the same registered at the competent authorities.

from claims and complaints and to carry out whatever necessary in that regard.

- 11- To sign insurance contracts relating to the Company's properties and to revoke and cancel insurance, to clear the Company's goods at the Customs Department and to take delivery of the same, to file applications and statements relevant in that regard and to sign the same (within and outside the Kingdom), to claim the Company's rights, to agree with local and foreign companies, to obtain agencies from them and to have the same registered at the competent authorities.
- 12- To approve the incorporation of companies and to sign the articles of association and amendments related thereto, to contribute in current existing companies and to participate in signing resolutions of the Shareholders and to merge therewith, to apply for and obtain commercial registers and amend the same, and to delegate to others all or part of the powers stated above.
- 13- To appoint representatives of the Company at the Boards of Directors and Boards of Managers of companies where the Company owns shares in order to attend meetings of the Shareholders and General Assemblies and Boards of Directors of such companies, to sign minutes and resolutions of such meetings, to approve balance sheets of such companies and to receive the Company's share of the profits of such companies.
- 14- To appoint regular representatives / lawyers and agents to check with the Registers Department, to apply for and obtain and renew registers, to reserve trade names, to apply for membership at the Chamber of Commerce, to renew membership

- 12- To approve the incorporation of companies and to sign the articles of association and amendments related thereto, to contribute in current existing companies and to participate in signing resolutions of the Shareholders and to merge therewith, to apply for and obtain commercial registers and amend the same, ~~and to delegate to others all or part of the powers stated above.~~ purchasing shares and paying the value of such shares, selling shares and receiving the value of such shares and accepting assignment of shares and capital.
- 13- The right to register and subscribe to all electronic services and service platforms.
- 14- To appoint representatives of the Company at the boards of directors and boards of managers of companies where the Company owns shares in order to attend meetings of the shareholders and general assemblies and boards of directors of such companies, to sign minutes and resolutions of such meetings, to approve balance sheets of such companies and to receive the Company's share of the profits of such companies.
- 15- To appoint regular representatives / lawyers and agents to check with the Registers Department, to apply for and obtain and renew registers, to reserve trade names, to apply for membership at the Chamber of Commerce, to renew membership at the Chamber of Commerce, to sign all such documents as necessary at the Chamber of Commerce, to manage the Company's commercial activities, to approve the authorized signatories at the Chamber of Commerce, to amend registers, to add, amend and delete activities and to apply for and obtain registers for branches.
- 16- To conclude all types of contracts, to conclude commercial agencies contracts in the name of Company, to apply for, obtain and renew licenses for the Company,

at the Chamber of Commerce, to sign all such documents as necessary at the Chamber of Commerce, to manage the Company's commercial activities, to approve the authorized the signatories at the Chamber of Commerce, to amend registers, to add, amend and delete activities and to apply for and obtain registers for branches.

15- To conclude all types of contracts, to conclude commercial agencies contracts in the name of Company, to apply for, obtain and renew licenses for the Company, to represent the Company before the Authority and the Ministry of Commerce & Investment, to register trade names and trademarks of the Company. In General, the Board of Directors shall have the right to represent the Company before all ministries, official agencies, authorities and general organizations, the Shoura Council and other governmental bodies with all the departments thereof.

16- The Board of Directors may, within its powers, authorize / delegate one or more of its members or others to carry out any specific work or works and delegate to them the right to sign for the Company, individually or collectively, or to seek the assistance of any consulting or technical organization or corporation within and outside the Kingdom in order to perform any of its works. In general, such delegate/s may do all acts except for those which are explicitly provided for, under these Bylaws, as being reserved for General Assembly. The Board of Directors may as well

to represent the Company before the Authority and the Ministry of Commerce ~~& Investment~~, to register trade names and trademarks of the Company. In General, the Board of Directors shall have the right to represent the Company before all ministries, official agencies, authorities and general organizations, the Shoura Council and other governmental bodies with all the departments thereof.

17- The appointment and dismissal of the CEO (in accordance with article (23) of this Bylaws) and other executives, determining their powers and remuneration, setting Company's policies in all matters related to the Company's personnel and employees, in addition to other stakeholders such as customers, creditors and vendors of the Company.

18- Subject to the relevant regulations, approval of all the Company's internal policies and procedures in accordance with regulatory authorities' instructions.

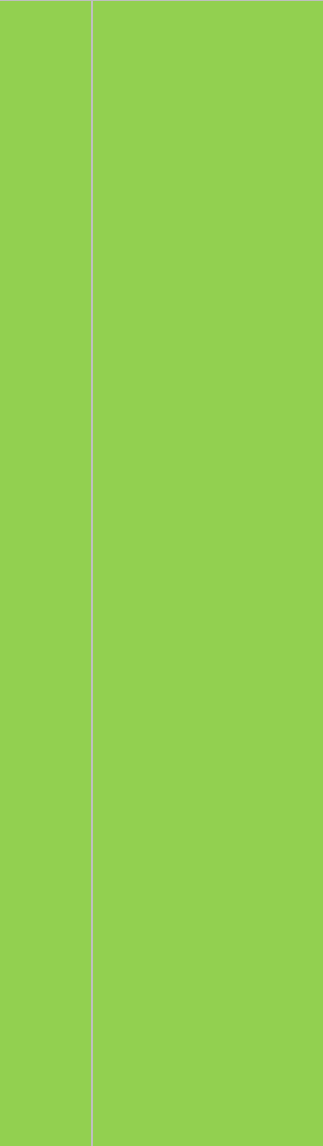
19- Take any of the appropriate actions to manage and promote the interests of the companies owned by the Company and its subsidiaries in whole or in part, directly or indirectly, including - without limitation - the merger of these companies or approval of any acquisition or restructuring related to such companies, and investing in these companies, providing loans and credit facilities to them, transferring the Company's assets to any of its subsidiaries, and guaranteeing them.

20- The Board of Directors shall set corporate governance rules for the Company provided that such rules do not violate the instructions issued by SAMA, and the Board shall monitor their implementation, verify their effectiveness, and amend them when needed.

revoke and cancel all *Shari'ah* powers of attorney, proxies and delegations issued by it.

17- The Board of Directors shall lay down governance rules for the Company and the Board shall control the application and ensure the effectiveness thereof, and may amend such controls whenever required.

- 21- [Approval of the Bank's Sharia governance framework provided that it does not violate the instructions issued by SAMA.](#)
- 22- [To lease any premises for the purposes of the business of the Company.](#)
- 23- [To assign employees on such terms as the Board shall deem appropriate and to determine their powers and duties and to suspend or dismiss any such persons as they consider appropriate.](#)
- 24- [To sign cheques in respect of any amounts standing to the credit of the Company at any other banks and to open accounts in the Company's name with other banks and to operate on such accounts.](#)
- 25- [To sign all letters, contracts, and formal engagements on behalf of the Company; to sign all letters of credit, payment orders, Sukuk and guarantees issued to or by the Company.](#)
- 26- [To manage and conduct all banking, exchange and arbitrage operations on behalf of the Company.](#)
- 27- [To give cash loans, or facilities, with or without security, in Saudi Riyal or other currencies, to any natural or legal individual\(s\), in the Kingdom of Saudi Arabia or elsewhere with or without a guarantee, within the limits, if any, laid down by the Board.](#)
- 28- [To issue, discount, accept and deal in bills of exchange, promissory notes, drafts and other commercial papers, and to deal in bank notes, coins and all types of currencies.](#)
- 29- [To purchase, pledge, hypothecate and sell goods, wares and merchandise of every description in accordance with the applicable laws and regulations in the Kingdom of Saudi Arabia.](#)
- 30- [To arrange insurance on ships, goods, freights or other interests.](#)

- 
- 31- To draw, accept, and make and pay and collect and endorse, pledge, or otherwise negotiate all or any foreign or inland bills of exchange or promissory notes and other negotiable instruments and to sign, seal, execute, deliver, endorse, accept, assign or transfer all government bonds, bills of lading, delivery orders, air-way bills, consignment notes, trust receipts or documents of title of any other description whatsoever, insurance policies, insurance certificates and to receive the proceeds thereof.
  - 32- To accept, assign or transfer bonds of any government, municipality or local authority wherever situated or other Sukuk, shares, debentures, mortgages, obligations or other bonds of any company or corporation whether commercial, municipal or otherwise carrying on business or established at any place and all and every other public or other bonds or shares and to receive the proceeds thereof respectively
  - 33- To purchase, sell, pledge or otherwise deal with shares or bonds in any company wherever situated within the limits laid down by the Laws in force in the Kingdom and the Board resolutions thereto
  - 34- To acquire by purchase, exchange or otherwise any movable property and to sell, lease, exchange or otherwise transfer such property, and while the same is in the ownership or under the control of the Company, to do all things necessary for preservation and efficient management thereof. The Board may prescribe an overall limit for such transactions
  - 35- To execute all instruments of transfer of immovable property within the limits laid down by Board's resolutions
  - 36- To ask, demand, recover and receive of, and from, all and every natural or legal individual(s), wherever and whatsoever, all sums of money and other movable or

immovable property of whatsoever nature and description, which now are, or which at any time, or times, hereafter shall or may become due, or owing, or payable to, or recoverable, or receivable, to the Company on any account whatsoever.

- 37- To settle any accounts, disputes or reckonings whatsoever where in the Company at any time hereafter shall or may be interested or concerned with any natural or legal person or persons whomsoever or whatsoever and to pay and receive the balances thereof as the case may require.
- 38- To use and take all such lawful ways and means for recovering, receiving, maintaining or getting in any sum of money or other thing whatsoever which the Board may think to be due owing or belonging to the Company by any natural or legal person or persons whomsoever or whatsoever and upon receipt or delivery thereof or of any part thereof to make, give, sign, seal, execute and deliver good and effectual acquittances, releases and discharges, transfer reconveyances and reassignments as the nature of the case may require or as he shall think fit or expedient.
- 39- To pay or satisfy or to compromise or compound upon any terms which the Board may deem expedient any debt or money owing to or claimed by or from the Company or for which the Company may be or may be alleged to be liable
- 40- To borrow money and enter into contracts for the loan to the Company of any monies required by the Company and to pledge or mortgage assets of the Company or furnish other security for the repayment or performance of obligations of the Company in connection with any such loans in the Kingdom of Saudi Arabia or elsewhere.

41- Real Estate: sell and transfer ownership to the buyer/ acknowledgment of receiving amounts, purchase, acceptance of transfer of ownership and payment of price / exchange, giveaway and acceptance of transfer of ownership /acceptance of gifts and transfer of ownership /mortgage/ release of mortgage/ combining title deeds /split and sort out/ receive title deeds/update title deeds and inserting them electronically/ waive the decrease of land area / convert agricultural land to residential land/ amend the name and number of the owner's civil registration and ID /amend land lengths, borders, area, piece numbers, land plans, title deeds, their dates and the name of districts/ leasing / signing of lease contracts / receipt of funds in cheques / cancellation and termination of lease contracts / selling and transferring title deeds to sign lease financing contracts of all kinds / following up with notaries for inquiries about real estate properties / certifying copies of real estate deeds / for all real estate inside and outside the Kingdom / obtain replacement of title deeds/ annexing the excess areas adjacent to the land/ follow up with the municipality, purchase, accepting the transfer of ownership, paying fees and receiving the title deed/ convert arm's length measurement to meters in the title deed/ convert feet measurement to meters in the title deed/ convert agricultural land to residential or industrial / modify / proof of building / receipt of title deeds / own properties for the purpose of real estate financing in accordance with Real Estate Finance Law / accepting compensation for the granted land - approving the transfer of the grant - following up with the notary public or court to accept transferring the title deed of the granted plot - receiving the title deed and following up with the Ministry of Environment, Water and Agriculture - receiving the decision - following up with the notary

public or court to accept its transferring - receiving the title deed and waiving the agricultural decision - transferring the agricultural decision. Use Ejar electronic platform: to register in the electronic platform for lease services – signing the lease contracts for the electronic lease platform - and all contracts related to the lease process - amending the lease contracts for the electronic lease platform - cancelling and terminating the lease contracts for the electronic lease platform - receiving the lease amounts - and any amounts related to these contracts and receiving the amount by a certified cheque and acknowledging receipt of the amount - receiving and delivering the lease units - using and implementing all services available through the lease platform Electronic (Ejar) - completing all procedures related to the lease process through the electronic lease platform / delivery and receipt / following up with all relevant authorities - including, but not limited to the Ministry of Municipal and Rural Affairs - and finalizing all necessary procedures and signing as required.

42- **Courts and Committees:** representing the Company before all courts and committees of various names and types (inside and outside the Kingdom). To claim and institute cases - plead and defend / hear claims and reply thereto/ acknowledge/ deny/reconcile/ waive/ discharge/ request oath, refute and refrain to give oath/ present witnesses, statements and appeal against the same/ answer, and amend - contest forgery- reject scripts, seals and signatures /request travel ban and uplift ban/ follow up with the reservation and enforcement departments/ request blockage and enforcement of judgment/ request and accept arbitration/ appoint and dismiss experts and arbitrators/ appeal against experts' and arbitrators' reports and reply thereto and replace them / request



execution of judgments / accept or deny judgments / submit objection to judgments and appeal against them/ request reconsideration / writing on rulings deeds / apply for rehabilitation / request preemption / complete the necessary procedures to attend court' sessions in respect of all cases at all types of courts/ receive funds by mutual consent in the notaries of public - before the Sharia courts, general courts, criminal courts and courts of appeal / receive judgment deeds/ request replacement of judges / request inclusion and interference / at : Shari'a courts / administrative courts (the Board of Grievances) /commercial courts/ Shari'a medical committees/ labour committees/ committees for financial disputes settlement / committee for settlement of banking disputes / offices for settlement of securities disputes / committees for resolving commercial disputes / customs committees /commercial fraud committees/ insurance disputes committees /control and investigation authority / the public prosecution / request to veto the judgment at the supreme court - at the committee for review of violations of the health professions practicing law - at the committee for reviewing violations of the health institutions law provisions - the lawyer disciplinary committee at the Ministry of Justice - the committee for resolution of tax violations and disputes - the committee appeals for tax breaches and disputes - committee for banking disputes and violations - committee for review of violations of the copyright protection law - committee for consideration of patent claims - committee for review of trademark grievances - court related completions and proof of donation - proof of purchase - proof of sale - issuance of a proof deed of the premises - receipt and delivery and to sign what is necessary - to review all relevant authorities,

complete all necessary procedures, and sign before them as required.

- 43- **Records and municipalities:** follow up with the commercial registration office / obtain new commercial registrations / renew commercial registrations / transfer commercial registrations / register trademarks / reserve trade names/ subscribe with the Chamber of Commerce/ renew the subscription with the Chamber of Commerce/ sign all documents at the Chamber of Commerce / commercial registration Management / certify and cancel signatures at the Chamber of Commerce / manage records / amend commercial registration certificates / adding new activities to commercial registrations / open commercial registrations branches/ cancel commercial registrations / delete commercial registrations / entering tenders and receiving forms - registering in electronic services in chambers of commerce, activating services and receiving the password - extracting licences - renewing licences - canceling licences - obtain construction and renovation permissions / obtain demolition certificates / obtain fencing certificates / obtain construction completion certificates / following up with the general administration of urban planning - land planning - obtain health cards / converting agricultural lands into residential lands - entering tenders and receiving forms / receive and deliver/ follow up with all relevant authorities and complete all the necessary procedures and sign thereof as required.
- 44- **Labor procedures:** obtain residency permits and complete of all related procedures including issuing exit and reentry visa – issuing final exit visa - transfer of labor sponsorships - transfer of information and updating data - amendment of professions - settlement and release of workers - notification of absconding - cancellation of

absconding notices - cancellation of exit and re-entry visas - cancellation of final exit visas - issuing travel visas in replacement of damaged or lost visas - obtaining extension of visit visas - completing procedures for deceased employees - obtaining the statement of workers' data (printout) - removing employees names from registration - registering in the electronic services - the labor office for workers in respect of obtaining visas - canceling visas - receiving compensation for visas - transfer of sponsorships - amending occupations - updating workers' data - dismissing workers - reporting labor absconding - canceling labor absconding notices - extracting and renewing work permits - completing employment procedures at GOSI - follow up with the computer department at the labor workforce - to remove employee, to add employee, to add and remove Saudis from company records - receive Saudization certificates - open, renew and cancel basic and secondary files - extend exit and re-entry visas - extend visit visas - obtain data statements (printout) – recruit abroad labour - receipt and delivery - follow up with all relevant authorities and completing all necessary procedures and signing all requirements.

- 45- **Companies:** incorporate companies/ sign articles of association and their amendments, shareholders' resolutions, appointment and dismissal of directors, introduction and exit of shareholders, participate in existing companies, increase and decrease capital, determine the capital, receive surplus of capital allocations, purchase shares and stocks, payment of price, the sale of shares and stocks, receive the value, merge company's branches, amend the nationality of the company, amend the nationality of a shareholders in the contract, waive stocks and shares of capital, amend the

company's objectives and its name, register the company, trademarks, agencies, waive trademarks or cancel them, open company's files, establish branches of the company, dissolve the company, cancel the company's articles of association or their amendments, sign the articles of association and amendment annexes at the notary public, follow up with and sign before the Ministry of Investment, follow up and sign before the Capital Market Authority, publish the articles of association and their amendment annexes, publish summary of articles of association in the official gazette, change the legal status of the company - follow up with commercial registration office / obtain new commercial registrations / renew commercial registrations / transfer commercial registrations / register trademarks / reserve trade names/ establish subscription with the Chamber of Commerce/ renew the subscription with the Chamber of Commerce/ sign all documents at the Chamber of Commerce or the commercial registration department / certify and cancel signatures at the Chamber of Commerce / manage records / certify signatures at the Chamber of Commerce amend commercial registration certificates / adding new activities to commercial registrations / open commercial registrations branches/ cancel commercial registrations / delete commercial registrations – following up with the General Organization for Social Insurance – following up with General Authority of Zakat and Tax - obtaining licences - obtaining construction and renovation permissions / obtaining construction completion certificates / obtain health cards / registration of agencies and trademarks - waiver or cancellation of trademarks - attending general assemblies / - opening files for the company / - following up with Saudi Standards, Metrology And Quality Organization / and following up

with all relevant governmental and non-governmental agencies / receive and deliver/ follow up with all relevant authorities and complete all the necessary procedures and sign thereof as required.

- 46- **Governmental Authorities:** follow up with all governmental authorities, ministries and institutions / follow up with the traffic department in issuing traffic licences - issuing traffic licence in replacement of damaged or lost licences – renewing traffic licences - issuing vehicle plates - renewing vehicle plates - transferring vehicle plates - canceling vehicle plates - selling repair and receiving its value by cheque – purchasing vehicle plates from the traffic department - changing vehicle’s color - issuing a driving permit - making theft reports - canceling theft reports - objecting, settling and adjudicating offences - obtaining a statement of data (printout) in respect of vehicles or violations - and following up with the General Directorate of Civil Defense - receipt and delivery - follow up with all relevant authorities, complete all necessary procedures, and sign as required.
- 47- **Banks:** follow up with all banks and money exchange offices / open accounts and add signature/ withdraw, deposit and transfer to and from accounts in local/ foreign currencies / apply for and obtain account statements / request and obtain cheque books / receiving, issuing cheques / issuing certified cheques / receive and encash remittances/ closing and settling accounts - cashing cheques - activating accounts - objecting to cheques - receiving cheques - updating information - managing investment portfolios and liquidating investment portfolios - requesting information on all kinds of securities, dividing them, trading and selling / subscribe in mutual funds investment / redeem investment units of

			<p><a href="#">mutual funds / subscribe / purchase shares /sell shares / follow up with all related parties, complete the necessary procedures and sign thereof.</a></p> <p>48- The Board of Directors may, within its powers, authorize / delegate one or more of its Members or others to carry out any specific work or works and delegate to them the right to sign for the Company, individually or collectively, or to seek the assistance of any consulting or technical organization or corporation within and outside the Kingdom in order to perform any of its works. <del>In general, such delegate/s</del><a href="#">The Board of Directors may delegate its powers to any Member of the Board, the Managing Director, the Chief Executive Officer or to any third party, and the delegate shall have the right to delegate or authorize others provided that the authorization or power of attorney issued to him or her permits this, and such authorization is within the limits of the powers granted to him or her. The Board may cancel or revoke any authorization or power of attorney issued by the Board. In general, the Board</a> may do all acts except for those which are explicitly provided for, under these Bylaws, as being reserved for <del>General Assembly. The Board of Directors may as well revoke and cancel all Shari'ah powers of attorney, proxies and delegations issued by it.</del><a href="#">the General Assembly.</a></p>
17.	<p><b>Article (21): Compensation of the Members of the Board of Directors:</b></p>	<p>1- Compensation of the members of the Board of Directors shall be specified under a resolution to be adopted by the General Assembly based on a proposal by the Board of Directors in accordance with the instructions issued in that regard by the Monetary Authority and pursuant to the controls and procedures issued by the Authority.</p> <p>2- The Company shall pay the members all the actual expenses they incur in order to attend meetings of</p>	<p>1- Compensation of the <a href="#">Chairman and</a> Members of the Board of Directors shall be specified under a resolution to be adopted by the General Assembly based on a proposal by the Board of Directors in accordance with the instructions issued in that regard by <del>the Monetary Authority</del><a href="#">SAMA</a> and pursuant to the controls and procedures issued by the Authority.</p> <p>2- The Company shall pay the Members all the actual expenses they incur in order to attend meetings of the</p>

the Board of Directors, including travel and accommodation expenses.

- 3- The report prepared by the Board of Directors shall include a comprehensive statement of all benefits received by the members of the Board of Directors during the financial year, including bonuses, attendance allowance and any other expenses and benefits.
- 4- The report of the Board of Directors shall state the financial consideration received by the members of the Board of Directors in their capacity as officers or administrators, or any other moneys received for technical or administrative activities or consultancies.
- 5- The report of the Board of Directors shall include a statement of the number of meetings of the Board and the number of meetings attended by each member starting from the date of the last meeting of the General Assembly at which the Assembly approved the report of the Board of Directors on the activities of any financial year.
- 6- It is impermissible that the total compensation and financial or in kind benefits received annually by a Board member exceed the maximum amount specified under the relevant regulations.
- 7- A member of the Board of Directors who is appointed as Executive President may receive the compensation set for a member of the Board of Directors and the financial consideration or any other financial or incentive benefit set for the Executive President.

Board of Directors, including travel and accommodation expenses.

- 3- The report prepared by the Board of Directors shall include a comprehensive statement of all benefits received by the Members of the Board of Directors during the financial year, including bonuses, attendance allowance and any other expenses and benefits.
- 4- The report of the Board of Directors shall state the financial consideration received by the Members of the Board of Directors in their capacity as officers or administrators, or any other moneys received for technical or administrative activities or consultancies.
- 5- The report of the Board of Directors shall include a statement of the number of meetings of the Board and the number of meetings attended by each Member starting from the date of the last meeting of the General Assembly at which the Assembly approved the report of the Board of Directors on the activities of any financial year.
- 6- It is impermissible that the total compensation and financial or in kind benefits received annually by a Board Member exceed the maximum amount specified under the relevant regulations.
- 7- A Member of the Board of Directors who is appointed as a Chief Executive Officer may receive the compensation set for a Member of the Board of Directors and the financial consideration or any other financial or incentive benefit set for the Chief Executive Officer.

18.

**Article (22):  
Chairman of  
the Board of  
Directors and  
his powers:**

**Article (22): Chairman of the Board of Directors and his powers:**

- 1- The Board of Directors shall appoint, from amongst its members, a Chairman of the Board. The Board of Directors may also appoint a Deputy Chairman. The Board of Directors shall specify the competence and powers of the Chairman of the Board, the term of the Board chairmanship and the special compensation he receives in addition to the compensation set for the members of the Board of Directors.
- 2- The term of office of the Chairman of the Board shall not exceed the term of his office as member at the board. However, the Chairman may be reappointed. It is impermissible for the Chairman of the Board of Directors to have any executive position in the Company.
- 3- The Chairman of the Board shall represent the Company before all judicial bodies, committees, arbitration panels and others. By virtue of a written resolution, the Chairman of the Board may delegate part of his powers to any other member of the Board or to third parties. The Deputy Chairman of the Board shall replace the Chairman of the Board in case of the latter's absence. Such powers shall include, without being limited to, the following:
  - a) To represent the Company before courts and judicial bodies and committees, to file pleadings and defenses, to submit claims in any lawsuit filed by or against the Bank within or outside the Kingdom, at all stages of litigation and before arbitration panels, to submit request of oath, to perform it, and to

**Article (22): Chairman of the Board of Directors and ~~his~~ the Deputy Chairman of the Board of Directors and their powers:**

- 1- ~~The~~ After obtaining the non-objection from SAMA, the Board of Directors shall appoint, from amongst its Members, a Chairman of the Board. ~~The Board of Directors may also appoint a Deputy Chairman.~~ The Board of Directors shall specify the ~~competence and powers of the Chairman of the Board, the~~ term of the Board chairmanship ~~and the special compensation he receives in addition to the compensation set for the members of the Board of Directors.~~
- 2- The Board of Directors shall also appoint a Deputy Chairman from amongst its Members, after obtaining the non-objection from SAMA.
- 3- The term of office of the Chairman of the Board shall not exceed the term of his office as Member at the Board. However, the Chairman may be reappointed. It is impermissible for the Chairman of the Board of Directors to have any executive position in the Company.
- 4- The Chairman of the Board shall represent the Company before all courts, judicial bodies and committees with all their names, titles and instances, within or outside the Kingdom of Saudi Arabia, arbitration panels, all official and governmental authorities, ministries, public entities and authorities, private entities and authorities, companies and others. ~~By virtue of a written resolution, the~~ The Chairman of the Board may delegate all or part of his powers to any other Member of the Board, the Managing Director, the Chief Executive Officer or to any third party, and the delegate shall have the right to delegate or authorize others provided that the authorization or power of attorney issued to him or her permits this, and such authorization is within the limits of



deny the same, to request detention / imprisonment of debtors and preventing them from travelling, to apply for effecting attachment / seizure of debtors properties and request the sale of the same, to make declarations and compromises, to take precautionary measures in connection with counter claims and to waive the same, to receive amounts in cash or by checks and to receive deeds of judgments.

- b) To submit bails, objections and complaints, to waive judgments totally or partially and to waive any stage of litigation and appealing in that regard, to request executive and precautionary seizures and to release the same, to take and refrain from taking execution procedures, to waive, delete and abandon litigation, to submit declarations, to deny, to make settlements, to give releases, to summon witnesses, to request statements and to challenge the same, to answer, to challenge, to amend, to claim based on forgery and falsification, to deny hand-writings, stamps and signatures, to request prevention from travelling and to cancel the same, to request imposing seizure and execution, to apply for arbitration, to appoint experts and arbitrators, to object against reports of experts and arbitrators and to request exclusion and substitution of them.
- c) To ask for enforcement of judgments, to accept, deny and object / paradox against judgments, to file appeals and request

[the powers granted to him or her](#). The Deputy Chairman of the Board shall replace the Chairman of the Board in case of the latter's absence. Such powers shall include, without being limited to, the following:

- a) To represent the Company before courts and judicial bodies and committees, to file pleadings and defenses, to submit claims in any lawsuit filed by or against the Bank within or outside the Kingdom, at all stages of litigation and before arbitration panels, to submit request of oath, to perform it, and to deny the same, to request detention / imprisonment of debtors and preventing them from travelling, to apply for effecting attachment / seizure of debtors properties and request the sale of the same, to make declarations and compromises, to take pre-cautionary measures in connection with counter claims and to waive the same, to receive amounts ~~in cash or by checks and to receive deeds of judgments.~~ [by checks and to receive deeds of judgments, purchase, sell and to take and give on lease land and real estate in the name of the Company or its affiliates, for any purpose whatsoever, to effect, accept and redeem mortgage on land and real estate, for any purpose whatsoever, including the necessary properties for the management of the Company's works, for the housing of its employee and for entertainment facilities, inside or outside the Kingdom without prejudice to the relevant provisions stipulated in the Banking Control Law.](#)
- b) [To represent the Company before all judicial committees and before the Committees for Banking and Financial Disputes and Violations and their appeals committees, including but not limited to \(labor committees/ committees for financial disputes](#)

reconsideration and rehabilitation and to request preemptive rights.

- d) To appoint lawyers and regular representatives of the Company from amongst officers of the Company or others (within and outside the Kingdom) by virtue of powers of attorney or shari'ah powers of attorney based on the exception stated in paragraph (c) of Article (18) of the Lawyers Law, and to grant them the right to sign for the Company within the limits of the shari'ah powers of attorney granted to them.
- e) The Board of Directors shall appoint a Secretary to be selected from amongst persons other than its members. The Board shall specify his powers and compensation.

[settlement / committee for settlement of banking disputes / offices of the settlement of commercial paper disputes / committees for resolving commercial disputes / customs committees /commercial fraud committees/ control and investigation authority / the investigation and prosecution department / the public prosecution /a request to set aside a judgment before the Supreme Court / the Committees for Banking and Financial Disputes and Violations and their appeals committees, media resolution committee / lawyers disciplinary committee at the Ministry of Justice / settlement of tax violations and disputes committee and its appeal committee / Committees for Banking Control Law Disputes and Violations / Committees for Copyright Law Disputes and Violations / Patent Claims Committee / Trademark Grievance Review Committee\).](#)

- c) To submit bails, objections and complaints, to waive judgments totally or partially and to waive any stage of litigation and appealing in that regard, to request enforcement and precautionary seizures and to release the same, to take and refrain from taking execution procedures, to waive, delete and abandon litigation, to submit declarations, to deny, to make settlements, to give releases, to summon witnesses, to request statements and to challenge the same, to answer, to challenge, to amend, to claim based on forgery and falsification, to deny hand-writings, stamps and signatures, to request prevention from travelling and to cancel the same, to request imposing seizure and execution, to apply for arbitration, to appoint experts and arbitrators, to object against reports of experts and arbitrators and to request exclusion and substitution of them.

- |  |   |
|--|---|
|  | <ul style="list-style-type: none"><li>d) To ask for enforcement of judgments, to accept, deny and object against judgments, to file appeals and request reconsideration and rehabilitation and to request preemptive rights.</li><li>e) To appoint lawyers and regular representatives of the Company from amongst officers of the Company or others (within and outside the Kingdom) by virtue of powers of attorney or shari'ah powers of attorney based on the exception stated in paragraph (c) of Article (18) of the Lawyers Law, and to grant them the right to sign for the Company within the limits of the <i>shari'ah</i> powers of attorney granted to them.</li><li>f) <u>To represent the Bank inside and outside the Kingdom including the Bank's local and overseas branches and subsidiaries whether in principal or in the Bank's capacity as an agent of other local, international banks, financial institutions or counterparties, and to place, stand, execute and deliver all documents and agreements, under any title and type, related to all Bank's transactions, trades, operations of various businesses products, activities in both conventional and/or Islamic format and structure, which are necessary in performing the Bank's various business functions' activities internally and externally to achieve the objectives of the Bank and managing the Bank's relationships with its customers, local, regional, international banks, counterparties and other financial institutions.</u></li><li>g) <u>Signing contracts to establish companies that the Company establishes or in which the Company participates and its appendices, and signing contracts, loan agreements and other financial agreements, mortgages, leases, documents and instruments for the sale and purchase of lands and buildings, as well as</u></li></ul> |
|--|---|

			<p><a href="#">sale, purchase, withdrawal, deposit, transfer, subscription, investment, circulation, mortgage and redemption, in shares and stakes in companies and institutions Funds, etc. and receiving and adjusting profits, surplus and title deeds.</a></p> <p>The Board of Directors shall appoint a Secretary to be selected from amongst persons other than its Members. The Board shall specify his powers and compensation.</p>
19.	Article (23): Executive President:	<p><b>Article (23): Executive President:</b> The Board of Directors shall appoint an Executive President from amongst its members or others. It is impermissible for one person to act as Executive President and as Chairman of the Board of Directors at the same time.</p>	<p><b>Article (23): <a href="#">Managing Director / Chief Executive Officer</a>:</b> The Board of Directors shall appoint <del>an</del> <a href="#">Managing Director/ Chief Executive Officer</a> from amongst its Members, <u>and the Board of Directors may also appoint a Chief Executive Officer</u> from other third parties, <u>after obtaining the non-objection from SAMA on such appointment, provided that the Board of Directors determines the powers and responsibilities entrusted to him</u> or <del>others</del> <u>her/ them</u>. It is impermissible for one person to act as a Chief Executive Officer and as Chairman of the Board of Directors at the same time.</p>
20.	Article (24): Meetings of the Board of Directors:	<p><b>1) Calls for Meetings:</b></p> <ol style="list-style-type: none"> <li>a) The Board of Directors shall hold at least four (4) meetings per year under calls by the Board Chairman.</li> <li>b) The Chairman of the Board of Directors may nominate one (1) member at least to call for a board meeting, whenever necessary, in case the Chairman cannot be present for circumstances beyond his control.</li> <li>c) The call shall be accompanied by the agenda of the meeting. The Chairman of the Board of Directors or his delegate of the members shall</li> </ol>	<p><b>1) Calls for Meetings:</b></p> <ol style="list-style-type: none"> <li>a) The Board of Directors shall hold at least four (4) meetings per year under calls by the Board Chairman.</li> <li>b) The Chairman of the Board of Directors may nominate one (1) Member at least to call for a Board’s meeting, whenever necessary, in case the Chairman cannot be present for circumstances beyond his control.</li> <li>c) The call shall be accompanied by the agenda of the meeting. The Chairman of the Board of Directors or his delegate of the Members shall call for the meeting at any time without being committed to a certain</li> </ol>

call for the meeting at any time without being committed to a certain period. The call may be made upon request by two members of the Board of Directors.

- d) The call for a meeting of the Board of Directors shall be addressed to each member in writing or through any of the Modern Technological Means prior to the time set for the meeting.

**2) Quorum of Meetings of the Board of Directors:**

- a) A meeting of the Board of Directors shall be valid only if attended by at least five (5) members.
- b) A Board member may give proxy to another member to attend meetings of the Board and to vote thereat on his behalf.
- c) A member may not represent more than another member and any member of the Board of Directors may participate at any of the Board meetings through the Modern Technological Means of telecommunication.

**3) Resolutions:**

- a) Board resolutions shall be adopted with the majority votes of the members attending or represented at the meeting. In case of a tie, the Chairman of the Board or his delegate shall have a casting vote.
- b) In case of necessity or emergency, the Board of Directors may adopt resolutions by way of circulating such resolution among the members separately unless one of the members requests in writing a meeting of the Board for deliberations, and such resolution shall be brought before the Board of Directors

period. The call may be made upon request by two Members of the Board of Directors.

- d) The call for a meeting of the Board of Directors shall be addressed to each Member in writing or through any of the Modern Technological Means prior to the time set for the meeting.

**2) Quorum of Meetings of the Board of Directors:**

- a) A meeting of the Board of Directors shall be valid only if attended by at least five (5) members.
- b) A Board Member may give proxy to another Member to attend meetings of the Board and to vote thereat on his behalf.
- c) A Member may not represent more than another Member and any Member of the Board of Directors may participate at any of the Board meetings through the Modern Technological Means of telecommunication.

**3) Resolutions:**

- a) Board resolutions shall be adopted with the majority votes of the Members attending or represented at the meeting. In case of a tie, the Chairman of the Board or his delegate shall have a casting vote.
- b) ~~In case of necessity or emergency, the~~ The Board of Directors may issue its decisions by way of circulation by passing its resolution to the Members of the Board of Directors separately in accordance with the guidelines approved by the Board of Directors, and the resolution issued by way of circulation shall pass by a majority vote, unless one of the Members requests in writing a meeting of the Board for deliberations, and such resolution shall be brought before the Board of Directors at the first following meeting of the Board in order to confirm such resolution.

		<p>at the first following meeting of the Board in order to confirm such resolution.</p> <p><b>4) Deliberations of the Board of Directors:</b></p> <p>a) Deliberations and resolutions of the Board shall be established in minutes to be signed by the Chairman of the meeting, one of the Board members attending at the meeting and the Secretary.</p> <p>b) Such minutes shall be recorded in a special register to be signed by the Chairman of the Board and the Secretary.</p>	<p><b>4) Deliberations of the Board of Directors:</b></p> <p>a) Deliberations and resolutions of the Board shall be established in minutes to be signed by the Chairman of the meeting, the Board Members attending at the meeting and the Secretary.</p> <p>b) Such minutes shall be recorded in a special register to be signed by the Chairman of the Board and the Secretary.</p>
21.	<p><b>Article (25): Disclosing Personal Interests:</b></p>	<p>1- No member of the Board of Directors may have a direct or indirect interest in works and contracts made for the Company except under a prior permission by the Ordinary General Assembly to be renewed every year.</p> <p>2- A member of the o Board of Directors shall notify the Board of any direct or indirect interest he has in the works and contracts made for the Company. Such notification shall be established in the minutes of the meeting. Such member shall not attend the deliberations or voting on the resolution passed in that regard at the Board of Directors meeting and the Shareholders Assembly.</p> <p>3- The Chairman of the Board of Directors shall inform the Ordinary General Assembly, when convened, of the works and contracts in which a Board member has any direct or indirect interest. This shall be accompanied by a special report by the external auditor of the Company.</p> <p>4- If a member of the Board of Directors fails to disclose his direct or indirect interest in works or contracts made for the Company, then it shall be permissible for the Company or any interested</p>	<p>1- No Member of the Board of Directors may have a direct or indirect interest in works and contracts made for the Company except under a <del>prior</del> permission by the Ordinary General Assembly <del>to be renewed every year</del> <u>and provided that it does not violate the instructions issued by SAMA, and the Ordinary General Assembly has the right to delegate its authority to grant the permission to the Board of Directors in accordance with the relevant laws and regulations.</u></p> <p>2- A Member of the of Board of Directors shall notify the Board of any direct or indirect interest he has in the works and contracts made for the Company. Such notification shall be established in the minutes of the meeting. Such Member shall not <del>attend the deliberations or voting</del> <u>vote on <del>the</del>any</u> resolution passed in that regard at the Board of Directors meeting and the Shareholders Assembly.</p> <p>3- The Chairman of the Board of Directors shall inform the Ordinary General Assembly, when convened, of the works and contracts in which a Board Member has any direct or indirect interest. This shall be accompanied by a special report by the external <del>auditor</del> <u>auditors</u> of the Company.</p>

party or person to claim before the competent judicial authorities to cancel such contract or to obligate such member to give back any profit or benefit he realized through such interest.

- 5- No member of the Board of Directors may participate in any activity competing with the Company, nor may he compete with the Company in any one of its activities, otherwise the Company shall have the right to claim appropriate compensation before the competent judicial authority unless such member has a prior permission from the Ordinary General Assembly, renewed every year, allowing him to so act.
- 6- Within the limits of its objectives and according to the circumstances and conditions it follows in its dealings with the public, the Company may lend moneys to any member of the Board of Directors or any Shareholder, or may open a credit for him, or act as guarantor in connection with the loans he obtains from others.
- 7- No member of the Board of Directors may disclose, outside the meetings of the General Assembly, any information or secrets of the Company.
- 8- Members of the Board of Directors may not make use of any information they may have, as members of the Board, for the realization of personal interests or interests of one of their relatives or third parties, otherwise they may be removed / dismissed, required and claimed to pay compensation.

4- If a Member of the Board of Directors fails to disclose his direct or indirect interest in works or contracts made for the Company, then it shall be permissible for the Company or any interested party or person to claim before the competent judicial authorities to cancel such contract or to obligate such Member to give back any profit or benefit he realized through such interest.

- 5- [Liability for the damages resulting from the works and contracts referred to in paragraph \(1\) of this Article shall be borne by the Member having interest in the work or contract and the Members of the Board of Directors if these works or contracts were in violation to the provisions of that paragraph, having been proved to be unfair or involve conflict of interest and been detrimental to shareholders.](#)
- 6- [The Members of the Board of Directors who oppose the decision shall be exempted from liability if they prove that they have expressly objected in the minutes of the meeting. Non-attendance of the meeting at which the decision was made shall not exempt from liability unless it is proved that the absentee was unaware of the decision or could not object to it after having known about it.](#)
- 7- No Member of the Board of Directors may participate in any activity competing with the Company, nor may he compete with the Company in any one of its activities, otherwise the Company shall have the right to claim appropriate compensation before the competent judicial authority unless such Member has a prior permission from the Ordinary General Assembly, renewed every year, allowing him to so act.
- 8- Within the limits of its objectives and according to the circumstances and conditions it follows in its dealings with the public, the Company may lend moneys to any

			<p>Member of the Board of Directors or any Shareholder, or may open a credit for him, or act as guarantor in connection with the loans he obtains from others, <u>provided that the aforesaid does not violate the Banking Control Law and SAMA instructions.</u></p> <p>9- No Member of the Board of Directors may disclose, outside the meetings of the General Assembly, any information or secrets of the Company.</p> <p>10- Members of the Board of Directors may not make use of any information they may have, as members of the Board, for the realization of personal interests or interests of one of their relatives or third parties, otherwise they may be removed / dismissed-, required and claimed to pay compensation.</p>
22.	<p><b>Article (26): The General Assembly:</b></p>	<p>1) A General Assembly duly composed shall represent all the Shareholders, and it may be convened only in the city where the head office is located.</p> <p>2) No Shareholder may challenge resolutions of the Shareholders Assembly as being invalid except after filing such challenge with the Chairman of the Board of Directors within sixty (60) days as of the date of holding the Assembly the resolutions of which are challenged.</p> <p>3) A Shareholder may resort to the competent judicial body within ninety (90) days as of the date of expiry of the period referred to in paragraph (2) of this Article above, or as of the date of the response by the Company's management rejecting the challenge, whichever is earlier.</p>	<p>1) A General Assembly duly composed shall represent all the Shareholders, and it may be convened only in the city where the head office is located.</p> <p><del>2) No Shareholder may challenge resolutions of the Shareholders Assembly as being invalid except after filing such challenge with the Chairman of the Board of Directors within sixty (60) days as of the date of holding the Assembly the resolutions of which are challenged.</del></p> <p><del>3) A Shareholder may resort to the competent judicial body within ninety (90) days as of the date of expiry of the period referred to in paragraph (2) of this Article above, or as of the date of the response by the Company's management rejecting the challenge, whichever is earlier.</del></p>



23.	Article (27): Attending Assemblies <sup>3</sup> :	<ol style="list-style-type: none"> <li>1) Each Shareholder shall have the right to attend meetings of the Shareholders General Assembly and to give proxy to any person, other than members of the Board of Directors or officers of the Company, to attend meetings of the General Assembly.</li> <li>2) Meetings of the Shareholders General Assembly shall be chaired by the Chairman of the Board of Directors or, in case of his absence, by the Deputy Chairman, or whomever delegated by the Board of Directors from amongst its members to so act in case of absence of the Chairman and Deputy Chairman of the Board of Directors.</li> <li>3) Meetings of the Shareholders General Assembly may be convened and participation by any Shareholder in the deliberations and voting on the resolutions thereof may be made by way of the Modern Technological Means in accordance with the controls set by the competent authority.</li> </ol>	<ol style="list-style-type: none"> <li>1) Each Shareholder shall have the right to attend meetings of the Shareholders General Assembly and to give proxy to any person, other than Members of the Board of Directors or officers of the Company, to attend meetings of the General Assembly.</li> <li>2) Meetings of the Shareholders General Assembly shall be chaired by the Chairman of the Board of Directors or, in case of his absence, by the Deputy Chairman, or whomever delegated by the Board of Directors from amongst its Members to so act in case of absence of the Chairman and Deputy Chairman of the Board of Directors.</li> <li>3) Meetings of the Shareholders General Assembly may be convened and participation by any Shareholder in the deliberations and voting on the resolutions thereof may be made by way of the Modern Technological Means in accordance with the controls set by the competent authority.</li> </ol>
24.	Article (28): Powers of the Ordinary General Assembly <sup>4</sup> :	<ol style="list-style-type: none"> <li>1- Other than the matters reserved for the Extraordinary General Assembly, the Ordinary General Assembly shall be in charge of all matters affecting the Company, and shall be convened at least once a year within the six (6) months following the end of the Company's financial year.</li> <li>2- The Ordinary General Assembly may be called to hold other meetings, whenever need so requires, and shall, in particular, hold a meeting to discuss</li> </ol>	<ol style="list-style-type: none"> <li>1- Other than the matters reserved for the Extraordinary General Assembly, the Ordinary General Assembly shall be in charge of all matters affecting the Company, and shall be convened at least once a year within the six (6) months following the end of the Company's financial year.</li> <li>2- The Ordinary General Assembly may be called to hold other meetings, whenever need so requires, and shall, in particular, hold a meeting to discuss the report of the Board of Directors on the Company's activity and</li> </ol>

<sup>3</sup> **Note:** the amendments made to this Article are part of the cosmetic amendments proposed to the Arabic version of the bylaws that do not affect the English version of the bylaws.

<sup>4</sup> **Note:** the amendments made to this Article are part of the cosmetic amendments proposed to the Arabic version of the bylaws that do not affect the English version of the bylaws.

		<p>the report of the Board of Directors on the Company's activity and financial position and the report of the auditors, to approve the financial statements, to appoint the auditors and fix their fees and to appoint members of the Board of Directors, if circumstances so require, and for other reasons as provided for under the provisions of these Bylaws.</p>	<p>financial position and the report of the auditors, to approve the financial statements, to appoint the auditors and fix their fees and to appoint Members of the Board of Directors, if circumstances so require, and for other reasons as provided for under the provisions of these Bylaws.</p>
<p>25.</p>	<p>Article (30): Calling for Meeting of Assemblies:</p>	<ol style="list-style-type: none"> <li>1- Meetings of the Shareholders General Assembly shall be held, under a call by the Board of Directors, at such place, day and hour as specified in the call announcement. The Board of Directors shall call for a meeting of the Ordinary General Assembly if it is so requested by the auditors, a number of Shareholders representing at least 5% of the capital or the Audit Committee.</li> <li>2- The auditor may call for a meeting of the General Assembly if the Board of Directors fails to so act within thirty (30) days as of the date of the request by the auditor.</li> <li>3- The call for holding a meeting of the General Assembly shall be published in a daily newspaper, circulated in the area of the Company's head office, at least ten (10) days prior to the time set for holding the meeting. However, it may be deemed sufficient to address the invitation for the meeting at the said time to all the Shareholders by way of registered letters or Modern Technological Means, provided that the invitation shall include the agenda. A copy of such invitation and the agenda shall be sent the Ministry of Commerce &amp; Investment, the Authority and the Monetary Authority within the period specified for publication.</li> </ol>	<ol style="list-style-type: none"> <li>1- Meetings of the Shareholders General Assembly shall be held, under a call by the Board of Directors, at such place, day and hour as specified in the call announcement. The Board of Directors shall call for a meeting of the Ordinary General Assembly if it is so requested by the auditors, a number of Shareholders representing at least 5% of the capital or the Audit Committee.</li> <li>2- The auditor may call for a meeting of the General Assembly if the Board of Directors fails to so act within thirty (30) days as of the date of the request by the auditor.</li> <li>3- The call for holding a meeting of the General Assembly shall be published in a daily newspaper, circulated in the area of the Company's head office, at least <del>ten (10)</del> <u>twenty-one (21)</u> days prior to the time set for holding the meeting. However, it may be deemed sufficient to address the invitation for the meeting at the said time to all the Shareholders by way of registered letters or Modern Technological Means, provided that the invitation shall include the agenda. A copy of such invitation and the agenda shall be sent the Ministry of Commerce <del>&amp; Investment</del>, the Authority and <del>the Monetary Authority</del> <u>SAMA</u> within the period specified for publication.</li> <li><del>4- Meeting of the Shareholders General Assembly may be held and participation may be conducted through the Modern Technological Means in accordance with the</del></li> </ol>

		4- Meeting of the Shareholders General Assembly may be held and participation may be conducted through the Modern Technological Means in accordance with the controls and conditions issued by the Authority in that regard.	<del>controls and conditions issued by the Authority in that regard.</del>
26.	<b>Article (31): Register of Attending the Assemblies<sup>5</sup>:</b>	The Shareholders desiring to attend meetings of the Ordinary, Extraordinary or Special Assemblies shall record their names or the names of their representatives at the head office of the Company or through the Modern Technological Means, as may be specified under the invitation for the Assembly meeting, prior to the time set therefor, and their respective places of residence stating the number of shares they hold, in their personal capacity or by proxy, and the number of votes involved therein.	The Shareholders desiring to attend meetings of the Ordinary, Extraordinary or Special Assemblies shall record their names or the names of their representatives at the head office of the Company or through the Modern Technological Means, as may be specified under the invitation for the Assembly meeting, prior to the time set therefor, and their respective places of residence stating the number of shares they hold, in their personal capacity or by proxy, and the number of votes involved therein.
27.	<b>Article (32): Quorum for Meetings of the Ordinary General Assembly:</b>	A meeting of the Ordinary General Assembly shall be deemed properly held only if attended by Shareholders representing at least one-half of the Company's capital. If such quorum cannot be attained at the first meeting, then an invitation shall be issued for a second meeting to be held within the thirty (30) days following the date set for the first meeting. Such invitation shall be published in the manner provided for under Article (29) of these Bylaws. However, the second meeting may be held one (1) hour after the lapse of time set for holding the first meeting, provided the invitation for holding the first meeting shall state the possibility of holding such second meeting. In all cases, the second meeting shall be deemed validly held, regardless of the number of shares represented thereat.	A meeting of the Ordinary General Assembly shall be deemed properly held only if attended by Shareholders representing at least one-half of the Company's capital. If such quorum cannot be attained at the first meeting, then an invitation shall be issued for a second meeting to be held within the thirty (30) days following the date set for the first meeting. Such invitation shall be published in the manner provided for under Article ( <del>29</del> 30) of these Bylaws. However, the second meeting may be held one (1) hour after the lapse of time set for holding the first meeting, provided the invitation for holding the first meeting shall state the possibility of holding such second meeting. In all cases, the second meeting shall be deemed validly held, regardless of the number of shares represented thereat.

<sup>5</sup> **Note:** the amendments made to this Article are part of the cosmetic amendments proposed to the Arabic version of the bylaws that do not affect the English version of the bylaws.

28.	Article (33): Quorum for Meetings of the Extraordinary General Assembly <sup>6</sup> :	<ol style="list-style-type: none"> <li>1) A meeting of the Extraordinary General Assembly shall be deemed validly held only if attended by Shareholders representing at least one-half of the capital. If such quorum cannot be attained at the first meeting, then an invitation shall be issued for a second meeting to be held under the same conditions provided for under Article (30) of these Bylaws.</li> <li>2) The second meeting may be held one (1) hour after the lapse of the time set for holding the first meeting provided for in paragraph (1) of this Article, provided that the invitation for holding the first meeting shall include a statement that it is possible to hold such second meeting.</li> <li>3) In all cases, the second meeting shall be deemed validly held if attended by a number of Shareholders representing at least one-quarter of the capital. If quorum is not present at the second meeting, then an invitation shall be issued for a third meeting to be held under the same conditions provided for in Article (30) of these Bylaws. The third meeting shall be deemed validly held regardless of the number of shares represented thereat, after getting the approval of the competent authorities.</li> </ol>	<ol style="list-style-type: none"> <li>1) A meeting of the Extraordinary General Assembly shall be deemed validly held only if attended by Shareholders representing at least one-half of the capital. If such quorum cannot be attained at the first meeting, then an invitation shall be issued for a second meeting to be held under the same conditions provided for under Article (30) of these Bylaws.</li> <li>2) The second meeting may be held one (1) hour after the lapse of the time set for holding the first meeting provided for in paragraph (1) of this Article, provided that the invitation for holding the first meeting shall include a statement that it is possible to hold such second meeting.</li> <li>3) In all cases, the second meeting shall be deemed validly held if attended by a number of Shareholders representing at least one-quarter of the capital. If quorum is not present at the second meeting, then an invitation shall be issued for a third meeting to be held under the same conditions provided for in Article (30) of these Bylaws. The third meeting shall be deemed validly held regardless of the number of shares represented thereat, after getting the approval of the competent authorities.</li> </ol>
29.	Article (36): Deliberations at Meetings of Assemblies:	<ol style="list-style-type: none"> <li>1) The Company shall provide the General Assembly with such Company information as may be requested by the Shareholders, which information may assist them in exercising control over the Company performance and control over the Company's Board of Directors.</li> </ol>	<ol style="list-style-type: none"> <li>1) The Company shall provide the General Assembly with such Company's information as may be requested by the Shareholders, which information may assist them in exercising control over the Company performance and control over the Company's Board of Directors.</li> </ol>

<sup>6</sup> **Note:** the amendments made to this Article are part of the cosmetic amendments proposed to the Arabic version of the bylaws that do not affect the English version of the bylaws.

		<p>2) Each Shareholder shall have the right to discuss the subjects listed on the agenda of the Assembly and to address questions in respect thereof to the members of the Board of Directors attending at the meeting and to the auditor. The members of the Board of Directors or the auditor shall answer the questions of the Shareholders to the extent that may not expose the Company's interest to any risk. In case a Shareholder deems the answer to his question unsatisfactory, then he may raise the issue to the Assembly and the latter's resolution in that regard shall be effective and conclusive.</p> <p>3) Providing the Shareholders with the information affecting the Company and its performance, books and accounts shall be in accordance with the provisions of relevant laws and regulations and to such extent that may not expose the Company's interests to any damage based on the estimation of the Company's top management.</p>	<p>2) Each Shareholder shall have the right to discuss the subjects listed on the agenda of the Assembly and to address questions in respect thereof to the Members of the Board of Directors attending at the meeting and to the <del>auditor</del>auditors. The Members of the Board of Directors or the <del>auditor</del>auditors shall answer the questions of the Shareholders to the extent that may not expose the Company's interest to any risk. In case a Shareholder deems the answer to his question unsatisfactory, then he may raise the issue to the General Assembly and the latter's resolution in that regard shall be effective and conclusive.</p> <p>3) Providing the Shareholders with the information affecting the Company and its performance, books and accounts shall be in accordance with the provisions of relevant laws and regulations and to such extent that may not expose the Company's interests to any damage based on the estimation of the Company's top management.</p>
30.	<p><b>Article (38): Committee Formation:</b></p>	<p>Under a resolution of the Ordinary General Assembly, there shall be formed an Audit Committee of at least three (3) and no more than five (5) members to be selected from other than the executive members of the Board of Directors, whether from amongst the Shareholders or others. Such resolution shall specify the powers of the Committee, the controls of its functions and the chairmanship of its meetings, in addition to the compensation of its members. Such formation shall observe the provisions of main principles of governance of banks operating in the Kingdom, as may be laid down by the Monetary Authority and the provisions of Companies Governance Regulations issued by the Authority.</p>	<p>Under a resolution of the Ordinary General Assembly, there shall be formed an Audit Committee of at least three (3) and no more than five (5) members to be selected from other than the executive members of the Board of Directors, whether from amongst the Shareholders or others. Such resolution shall specify the powers of the Committee, the controls of its functions and the chairmanship of its meetings, in addition to the compensation of its members. Such formation shall observe the provisions of main principles of corporate governance of banks operating in the Kingdom, as laid down by <del>the Monetary Authority</del>SAMA and the provisions of Companies Governance Regulations issued by the Authority.</p>

31.	Article (40): Powers of the Committee:	<ol style="list-style-type: none"> <li>1) The Audit Committee shall have the power to control the activities of the Company. For that purpose, the Committee shall have access to the Company's records and documents and to require any clarification or statement from the members of the Board of Directors or the Executive Management.</li> <li>2) The Committee may ask the Board of Directors to call for a meeting of the Company's General Assembly if the Board of Directors obstructs its work or if the Company incurs tremendous damages or losses.</li> <li>3) Powers of the Audit Committee shall include those provided for under the main principles provisions of governance at banks operating in the Kingdom, issued by the Monetary Authority and the provisions of the Companies Governance Regulations issued by the Authority.</li> </ol>	<ol style="list-style-type: none"> <li>1) The Audit Committee shall have the power to control the activities of the Company. For that purpose, the Committee shall have access to the Company's records and documents and to require any clarification or statement from the members of the Board of Directors or the Executive Management.</li> <li>2) The Committee may ask the Board of Directors to call for a meeting of the Company's General Assembly if the Board of Directors obstructs its work or if the Company incurs tremendous damages or losses.</li> <li>3) Powers of the Audit Committee shall include those provided for under the main principles provisions of corporate governance at banks operating in the Kingdom, issued by the <del>Monetary Authority</del> <u>SAMA</u> and the provisions of the Companies Governance Regulations issued by the Authority.</li> <li>4) <u>The Audit Committee shall determine the objectives of the internal Sharia'a audit mission after consulting the Bank's Sharia'a committee, and supervise the outcomes and observations of the internal Sharia'a audit that are submitted to the Audit Committee.</u></li> </ol>
32.	Article (41): Reports of the Audit Committee:	<ol style="list-style-type: none"> <li>1) The Audit Committee shall have the power to control the activities of the Company. For that purpose, the Committee shall have access to the Company's records and documents and to require any clarification or statement from the members of the Board of Directors or the Executive Management.</li> <li>2) The Committee may ask the Board of Directors to call for a meeting of the Company's General Assembly if the Board of Directors obstructs its work or if the Company incurs substantial damages or losses.</li> </ol>	<ol style="list-style-type: none"> <li>1) The Audit Committee shall <del>have the power to control the activities of the Company. For that purpose, the Committee shall have access to</del> <u>review</u> the Company's <del>records</del> <u>financial statements</u>, and <del>documents</del> <u>auditors' reports</u> and <del>to require</del> <u>notes</u>, and shall <u>provide its opinion thereon, if</u> any <del>clarification or statement from the members of the Board of Directors or the Executive Management.</del></li> <li>2) The <u>Audit Committee</u> <del>may ask</del> <u>shall also prepare a report of its opinion concerning</u> the <del>Board of Directors to call for a meeting</del> <u>efficiency</u> of the <del>Company's General Assembly if the Board of Directors obstructs its work or</del></li> </ol>

		<p>3) Powers of the Audit Committee shall include those provided for under the terms of governance main principles at banks operating in the Kingdom, issued by the Monetary Authority and the provisions of the Companies Governance Regulations issued by the Authority.</p>	<p><del>if internal control within the Company incurs substantial damages or losses, and about any other activities falling within its powers.</del></p> <p>3) <del>Powers of the Audit Committee shall include those provided for under the terms of governance main principles at banks operating in the Kingdom, issued by the Monetary Authority and the provisions of the Companies Governance Regulations issued by the Authority.*</del>The Board shall deposit a sufficient number of copies of such report mentioned in Paragraph (2) of this Article at the head office of the Company at least twenty-one (21) days prior to the General Assembly meeting to be available for Shareholders. The aforesaid report shall be read during the meeting of the general assembly, and a copy thereof shall be provided to SAMA.</p>
33.	<p><b>Article (42): Appointment of the Auditor:</b></p>	<p><b>Article (42): Appointment of the Auditor:</b> The Company shall have two auditors to be appointed by the Ordinary General Assembly from amongst chartered accountants certified and licensed to work in the Kingdom. The Ordinary General Assembly shall specify their compensation and term of office, and may reappoint or change them.</p>	<p><b>Article (42): Appointment of the Auditor Auditors:</b> The Company shall have two auditors to be appointed by the Ordinary General Assembly from amongst chartered accountants certified and licensed to work in the Kingdom. The Ordinary General Assembly shall specify their compensation and term of office, and may reappoint or change them.</p>
34.	<p><b>Article (43): Powers of the Auditors:</b></p>	<p>1) The auditors shall be entitled, at any time, to have access to the books and records of the Company and any other documents, and may ask for any such statements and clarifications as either of the auditors may deem necessary in order to verify the assets and liabilities of the Company and any other functions that may fall within the scope of their work.</p> <p>2) The Board of Directors shall enable the auditors to exercise all the powers set forth in paragraph (1) referred to under this Article.</p>	<p>1) The auditors shall be entitled, at any time, to have access to the books and records of the Company and any other documents, and may ask for any such statements and clarifications as either of the auditors may deem necessary in order to verify the assets and liabilities of the Company and any other functions that may fall within the scope of their work.</p> <p>2) The Board of Directors shall enable the auditors to exercise all the powers set forth in paragraph (1) referred to under this Article.</p>

		<p>3) If the auditor faces any difficulty in exercising the powers provided for in this Article, then the auditor shall state that fact in a report to be submitted to the Board of Directors. If the Board fails to make it easy for the auditor to do his/its job, then he/it may ask the Board of Directors to call for a meeting of the Ordinary General Assembly in order to consider this issue.</p>	<p>3) If the auditor faces any difficulty in exercising the powers provided for in this Article, then the auditor shall state that fact in a report to be submitted to the Board of Directors. If the Board fails to make it easy for the auditor to do his/its job, then he/it <del>may</del><u>shall inform SAMA and</u> ask the Board of Directors to call for a meeting of the Ordinary General Assembly in order to consider this issue.</p>
35.	<p><b>Article (44): Report of the Auditors<sup>7</sup>:</b></p>	<p>1) The two (2) auditors shall provide the General Assembly with a report, to be prepared pursuant to the prevailing auditing criteria, which report shall state the Company’s position as to enabling them to obtain the statements and clarifications they have asked for, and indicating any violations of the provisions of the Companies Law and the Banking Control Law, their opinion as to how far the Company’s Financial Statements are fair and true and whether the Company’s accounts reflect the real facts.</p> <p>2) The auditor may not disclose to the Shareholders, outside the meeting of the General Assembly nor to others, any secrets he/it had access to in the course of his/its work, otherwise he/it shall be dismissed and requested and claimed to pay compensation.</p> <p>3) The auditor shall be liable for compensation for any damage that may be suffered by the Company, Shareholders or others due to errors he/it commits in performing his/its work. In case there is a number of auditors and they share</p>	<p>1) The two (2) auditors shall provide the General Assembly with a report, to be prepared pursuant to the prevailing auditing criteria, which report shall state the Company’s position as to enabling them to obtain the statements and clarifications they have asked for, and indicating any violations of the provisions of the Companies Law and the Banking Control Law, their opinion as to how far the Company’s Financial Statements are fair and true and whether the Company’s accounts reflect the real facts.</p> <p>2) The auditor may not disclose to the Shareholders, outside the meeting of the General Assembly nor to others, any secrets he/it had access to in the course of his/its work, otherwise he/it shall be dismissed and requested and claimed to pay compensation.</p> <p>3) The auditor shall be liable for compensation for any damage that may be suffered by the Company, Shareholders or others due to errors he/it commits in performing his/its work. In case there is a number of auditors and they share together committing such error, then they shall be held jointly liable.</p>

<sup>7</sup> **Note:** the amendments made to this Article are part of the cosmetic amendments proposed to the Arabic version of the bylaws that do not affect the English version of the bylaws.



		together committing such error, then they shall be held jointly liable.	
36.	Article (46): Financial Documents:	<p>1) At the end of each financial year of the Company, the Board of Directors shall prepare the Company's Financial Statements and a report on the Company's activity and financial position for the financial year already passed. Such report shall include the method proposed for the distribution of dividends. The Board of Directors shall put such documents at the disposal of the auditor at least forty-five (45) days prior to the time set for convening the Ordinary General Assembly.</p> <p>2) The Company's Chairman of the Board of Directors, Executive President and the Chief Financial Officer shall sign the documents referred to in paragraph (1) of this Article above. Copies of such documents shall be kept at the Company's head office, at the disposal of the Shareholders, at least ten (10) days prior to the time set for holding the General Assembly.</p> <p>3) The Chairman of the Board of Directors shall provide the Shareholders with the Company's Financial Statements, and the report of the auditor, unless they are published in a daily newspaper circulated in the area where Company's head office is located, with due consideration to the instructions in respect of announcement of listed companies, issued by the Authority.</p> <p>4) The Chairman of the Board of Directors shall send a copy of each of the documents referred to in paragraph (1) of this Article above to the Ministry of Commerce &amp; Investment, the Authority and</p>	<p>1) At the end of each financial year of the Company, the Board of Directors shall prepare the Company's Financial Statements and a report on the Company's activity and financial position for the financial year already passed. Such report shall include the method proposed for the distribution of dividends. The Board of Directors shall put such documents at the disposal of the <del>auditor</del> <u>auditors</u> at least forty-five (45) days prior to the time set for convening the Ordinary General Assembly.</p> <p>2) The Company's Chairman of the Board of Directors, Chief Executive Officer and the Chief Financial Officer shall sign the documents referred to in paragraph (1) of this Article above. Copies of such documents shall be kept at the Company's head office, at the disposal of the Shareholders, at least <del>ten (10)</del> <u>twenty-one (21)</u> days prior to the time set for holding the General Assembly.</p> <p>3) The Chairman of the Board of Directors shall provide the Shareholders with the Company's Financial Statements, and the report of the <del>auditor</del> <u>auditors</u>, unless they are published in a daily newspaper circulated in the area where Company's head office is located, with due consideration to the instructions in respect of announcement of listed companies, issued by the Authority.</p> <p>4) The Chairman of the Board of Directors shall send a copy of each of the documents referred to in paragraph (1) of this Article above to the Ministry of Commerce <del>&amp; Investment</del>, the Authority and <del>the Monetary Authority</del> <u>SAMA</u>, at least fifteen (15) days prior to the time set for convening the General Assembly.</p> <p>5) With regard to itemizing the Financial Statements for each financial year, there shall be observed the</p>

		<p>the Monetary Authority, at least fifteen (15) days prior to the time set for convening the General Assembly.</p> <p>5) With regard to itemizing the Financial Statements for each financial year, there shall be observed the itemization followed in the previous years. The assets and liabilities valuation principles shall remain the same, without prejudice to the prevailing accounting principles.</p> <p>6) Within thirty (30) days as of the date of approval by the General Assembly of the Financial Statements, the report of the Board of Directors, the report of the auditor and the report of the Audit Committee, the Board of Directors shall deposit copies of such documents to the Ministry of Commerce &amp; Investment, the Authority and the Monetary Authority.</p>	<p>itemization followed in the previous years. The assets and liabilities valuation principles shall remain the same, without prejudice to the prevailing accounting principles.</p> <p>6) Within thirty (30) days as of the date of approval by the General Assembly of the Financial Statements, the report of the Board of Directors, the report of the <del>auditor</del><a href="#">auditors</a> and the report of the Audit Committee, the Board of Directors shall deposit copies of such documents to the Ministry of Commerce <del>&amp; Investment</del>, the Authority and <del>the Monetary Authority</del><a href="#">SAMA</a>.</p>
37.	<p><b>Article (47): Distribution of Dividends:</b></p>	<p>Upon a proposal of the Board of Directors, and after approval by the General Assembly, and with due consideration to provisions of the Banking Control Law, the Company's annual net profits, after deduction of all general expenditure and amounts allocated for potential losses and other liabilities, of any nature, whatsoever, shall be allocated as follows:</p> <p>1- There shall be set-aside <i>Shari'ah</i> zakat or any other taxes.</p> <p>2- There shall be set-aside twenty-five percent (25%) of the net profits in order to form a statutory reserve. However, the Ordinary General Assembly may discontinue such setting aside, or reduce the rate thereof, if the total reserve so set-aside reaches an amount equal to the full capital.</p> <p>3- Upon a proposal by the Board of Directors, the Ordinary General Assembly may set-aside a</p>	<p>Upon a proposal of the Board of Directors, and after approval by the General Assembly, and with due consideration to provisions of the Banking Control Law, the Company's annual net profits, after deduction of all general expenditure and amounts allocated for potential losses and other liabilities, of any nature, whatsoever, shall be allocated as follows:</p> <p><del>There shall be set-aside <i>Shari'ah</i> zakat or any other taxes.</del></p> <p>1- <a href="#">There shall be set-aside zakat imposed on Saudi shareholders and the tax imposed on non-Saudi shareholders (if any) in accordance with the relevant laws and regulations, provided that the Company pays these amounts to the competent authorities. The zakat paid from the Saudi shareholders shall be deducted from their share in the net profit, and the tax shall be deducted from</a></p>

certain percentage of the net profit in order to form an additional reserve. Such additional reserve may be used only under a resolution by the Extraordinary General Assembly. However, if such reserve is not allocated for a certain purpose, then the Ordinary General Assembly may, upon a proposal by a Board of Directors, decide to use the same in anyway realizing a benefit for the Company or the Shareholders.

- 4- There shall be set-aside amounts for income purification (*Tat'heer*)
- 5- After deducting the amounts stated in the above paragraphs, there shall be distributed from the balance a first dividend share to the Shareholders of no less than five percent (5%) of the Company's capital. However, if the remaining net profit is insufficient to pay the said share, then the Shareholders shall not request such share from the Company's net profit in the following years.
- 6- After deduction of the amounts referred to in the above paragraphs, including paragraph (5), a percentage of the balance shall be allocated as compensation to the Board of Directors pursuant to the instructions issued in that regard by the Monetary Authority.
- 7- Thereafter, upon a proposal by the Board of Director, the remaining profit shall be allocated towards forming an additional reserve, to be distributed as additional share of the profit or for any other purpose to be decided by the General Assembly. However, the General Assembly may not decide to distribute any share of the profit exceeding that share proposed by the Board of Directors.

[the non-Saudi shareholders' \(if any\) share in the net profit.](#)

- 2- There shall be set-aside twenty-five percent (25%) of the net profits in order to form a statutory reserve. However, the Ordinary General Assembly may discontinue such setting aside, or reduce the rate thereof, if the total reserve so set-aside reaches an amount equal to the full [paid-up capital.](#)
- 3- Upon a proposal by the Board of Directors, the Ordinary General Assembly may set-aside a certain percentage of the net profit in order to form an additional reserve. Such additional reserve may be used only under a resolution by the Extraordinary General Assembly. However, if such reserve is not allocated for a certain purpose, then the Ordinary General Assembly may, upon a proposal by a Board of Directors, decide to use the same in anyway realizing a benefit for the Company or the Shareholders.
- 4- There shall be set-aside amounts for income purification (*Tat'heer*)
- 5- After deducting the amounts stated in the above paragraphs, there shall be distributed from the balance a first dividend share to the Shareholders of no less than five percent (5%) of the Company's capital. However, if the remaining net profit is insufficient to pay the said share, then the Shareholders shall not request such share from the Company's net profit in the following years.
- 6- After deduction of the amounts referred to in the above paragraphs, including paragraph (5), a percentage of the balance shall be allocated as compensation to the Board of Directors pursuant to the instructions issued in that regard by ~~the Monetary Authority.~~ [SAMA.](#)
- 7- Thereafter, upon a proposal by the Board of Director, the remaining profit shall be allocated towards forming an additional reserve, to be distributed as additional share of

		<p>8- Under a resolution by the Board of Directors, and after obtaining a letter of no objection from the Monetary Authority, periodic dividends may be distributed on a quarterly or semiannual basis, to be deducted thereafter from the annual profit in accordance with the regulating rules in that regard issued by the Authority.</p>	<p>the profit or for any other purpose to be decided by the General Assembly. However, the General Assembly may not decide to distribute any share of the profit exceeding that share proposed by the Board of Directors.</p> <p>8- Under a resolution by the Board of Directors, and after obtaining a letter of no objection from <del>the Monetary Authority</del><a href="#">SAMA</a>, periodic dividends may be distributed on a quarterly or semiannual basis, to be deducted thereafter from the annual profit in accordance with the regulating rules in that regard issued by the Authority.</p>
38.	<p><b>Article (49): Distribution of Dividends on Preferred Shares<sup>8</sup>:</b></p>	<p>1) If no dividends are distributed for any financial year, then it is impermissible to distribute dividends for the following years except after payment of the percentage, specified under the provision of Article (114) of the Companies Law, to the holder of preferred shares.</p> <p>2) In case the Company fails to pay the percentage, specified under the provision of Article (114) of the Companies Law, of the dividends for three (3) consecutive years, then the Special Assembly of the holders of such shares, to be held pursuant to the Article (89) of the Companies Law, may decide either to attend the meeting of the Company's General Assembly and to participate in voting or to appoint representatives for them at the Board of Directors in proportion to the value of their shares in the capital, until the Company pays all priority dividends allocated for the holders of such shares for the previous years.</p>	<p>1) If no dividends are distributed for any financial year, then it is impermissible to distribute dividends for the following years except after payment of the percentage, specified under the provision of Article (114) of the Companies Law, to the holder of preferred shares.</p> <p>2) In case the Company fails to pay the percentage, specified under the provision of Article (114) of the Companies Law, of the dividends for three (3) consecutive years, then the Special Assembly of the holders of such shares, to be held pursuant to the Article (89) of the Companies Law, may decide either to attend the meeting of the Company's General Assembly and to participate in voting or to appoint representatives for them at the Board of Directors in proportion to the value of their shares in the capital, until the Company pays all priority dividends allocated for the holders of such shares for the previous years.</p>

<sup>8</sup> **Note:** the amendments made to this Article are part of the cosmetic amendments proposed to the Arabic version of the bylaws that do not affect the English version of the bylaws.

39.	Article (50): Company's Losses:	In case the Company's losses total one-half of the paid capital, at any time during a given financial year, then any officer of the Company or the auditor should, upon being so aware, notify the Chairman of the Board of Directors accordingly. The Chairman of the Board of Directors should notify members of the Board and the Monetary Authority forthwith. Within fifteen (15) days as of the date of being aware of the fact that the losses have reached one-half of the capital, and after obtaining a letter of no objection by the Monetary Authority, the Board of Directors shall call for a meeting of the Extraordinary General Assembly, within forty five (45) days as of the date it is aware of such losses, in order to decide either to increase or reduce the Company's capital in accordance with the provisions of the law, to the extent at which the losses fall below one-half (1/2) of the paid capital, or to dissolve the Company prior to the time set under these Bylaws.	In case the Company's losses total one-half of the paid capital, at any time during a given financial year, then any officer of the Company or the auditor should, upon being so aware, notify the Chairman of the Board of Directors accordingly. The Chairman of the Board of Directors should notify Members of the Board and <del>the Monetary Authority</del> SAMA forthwith. Within fifteen (15) days as of the date of being aware of the fact that the losses have reached one-half of the capital, and after obtaining a letter of no objection by <del>the Monetary Authority</del> SAMA, the Board of Directors shall call for a meeting of the Extraordinary General Assembly, within forty five (45) days as of the date it is aware of such losses, in order to decide either to increase or reduce the Company's capital in accordance with the provisions of the law, to the extent at which the losses fall below one-half (1/2) of the paid capital, or to dissolve the Company prior to the time set under these Bylaws.
40.	Article (51): Action in Liability <sup>9</sup> :	<ol style="list-style-type: none"> <li>1) The Company shall have the right to file a liability claim against the members of the Board of Directors, or any of them, based on any errors they commit, which cause damages to the Shareholders as a whole. The General Assembly shall decide to file such claim and shall appoint attorneys for the Company.</li> <li>2) Each Shareholder shall have the right to file a liability claim, which is vested in the Company, against the members of the Board of Directors if the error committed by them causes special damage to such Shareholder, provided that the</li> </ol>	<ol style="list-style-type: none"> <li>1) The Company shall have the right to file a liability claim against the Members of the Board of Directors, or any of them, based on any errors they commit, which cause damages to the Shareholders as a whole. The General Assembly shall decide to file such claim and shall appoint attorneys for the Company.</li> <li>2) Each Shareholder shall have the right to file a liability claim, which is vested in the Company, against the Members of the Board of Directors if the error committed by them causes special damage to such Shareholder, provided that the Company shall, at that time, be still entitled to file such claim.</li> </ol>

<sup>9</sup> **Note:** the amendments made to this Article are part of the cosmetic amendments proposed to the Arabic version of the bylaws that do not affect the English version of the bylaws.

		<p>Company shall, at that time, be still entitled to file such claim.</p> <p>3) The Shareholder shall notify the Company in writing of his/its intention to start such action sixty (60) business days prior to filing the action before the competent judicial body.</p>	<p>3) The Shareholder shall notify the Company in writing of his/its intention to start such action sixty (60) business days prior to filing the action before the competent judicial body.</p>
41.	<p>Article (52): Expiration of the Company:</p>	<p>1) If all the Company's shares devolve on one Shareholder that does not satisfy the conditions provided for under Article (55) of the Companies Law, then the Company shall remain solely responsible for its debts and obligations. However, such Shareholder shall rectify the situation so that affairs of the Company be in compliance with the provisions of the Companies Law within a period of no more than one (1) year, otherwise the Company shall be deemed to have expired by operation of law.</p> <p>2) The Company shall be deemed to have expired by operation of law if the Extraordinary General Assembly fails to hold a meeting within the term specified under Article (50) of these Bylaws, or if it does hold a meeting but fails to adopt a resolution in that regard, or if it resolves to increase the capital in accordance with the provision of this Article but no subscription is made for such increase of the capital within a period of (90) days as of the date of passing the Assembly's resolution in respect of the increase, provided this shall be after obtaining the approval by the Monetary Authority in accordance with the provisions of the Banking Control Law.</p> <p>3) If it is resolved to dissolve the Company prior to the expiry of the term thereof, for any reason whatsoever, or due to the expiry of the</p>	<p>1) If all the Company's shares devolve on one Shareholder that does not satisfy the conditions provided for under Article (55) of the Companies Law, then the Company shall remain solely responsible for its debts and obligations. However, such Shareholder shall rectify the situation so that affairs of the Company be in compliance with the provisions of the Companies Law within a period of no more than one (1) year, otherwise the Company shall be deemed to have expired by operation of law.</p> <p>2) The Company shall be deemed to have expired by operation of law if the Extraordinary General Assembly fails to hold a meeting within the term specified under Article (50) of these Bylaws, or if it does hold a meeting but fails to adopt a resolution in that regard, or if it resolves to increase the capital in accordance with the provision of this Article but no subscription is made for such increase of the capital within a period of (90) days as of the date of passing the Assembly's resolution in respect of the increase, provided this shall be after obtaining the approval by <del>the Monetary Authority</del> <a href="#">SAMA</a> in accordance with the provisions of the Banking Control Law.</p> <p>3) If it is resolved to dissolve the Company prior to the expiry of the term thereof, for any reason whatsoever, or due to the expiry of the Company's term, then, upon a proposal by the Board of Directors, the Extraordinary General Assembly shall decide the method of liquidation</p>

		<p>Company's term, then, upon a proposal by the Board of Directors, the Extraordinary General Assembly shall decide the method of liquidation and shall appoint one liquidator or more and specify their powers and fees.</p> <p>4) The authority of the Board of Directors shall end upon the dissolution of the Company. However, the Board shall remain in charge of managing the Company until the appointment of the liquidator (s). The other departments of the Company shall maintain their respective powers to the extent that such powers do not contradict with the powers of the liquidators.</p>	<p>and shall appoint one liquidator or more and specify their powers and fees.</p> <p>4) The authority of the Board of Directors shall end upon the dissolution of the Company. However, the Board shall remain in charge of managing the Company until the appointment of the liquidator (s). The other departments of the Company shall maintain their respective powers to the extent that such powers do not contradict with the powers of the liquidators.</p>
42.	<b>Article (53): Application of Related Laws:</b>	Where there is no relevant provision in these Bylaws, there shall apply the Companies Law and the Implementing Rules thereof and the Capital Market Law and the Implementing Rules thereof. The Banking Control Law shall govern any relevant provisions	Where there is no relevant provision in these Bylaws, there shall apply the Companies Law and the Implementing Rules thereof and the Capital Market Law and the Implementing Rules thereof. The Banking Control Law <u>and SAMA instructions</u> shall govern any relevant provisions.
43.	<b>Article (54): Publication of Bylaws:</b>	These Bylaws shall be filed and published in accordance with the provisions of the Companies Law, and there shall also be observed the provisions of the Banking Control Law and the relevant instructions of the Monetary Authority.	These Bylaws shall be filed and published in accordance with the provisions of the Companies Law, <del>and there shall also be observed the provisions of the Banking Control Law and the relevant instructions of the Monetary Authority.</del>

## Attachment (2)

### NCB PROPOSED BYLAWS AMENDMENTS (MERGER RELATED)





96/GS/21  
21/06/1442H  
03/02/2021G

**Dear Esteemed shareholders of the National Commercial Bank.**

**Greetings,**

In compliance with Article (71) of the Companies Law issued by Royal Decree No. M / 3 on 1/28/1437 AH, and amended by Royal Decree No. M / 79 dated 7/25/1439 AH, which stipulated that a member of the Board of Directors may not have direct or indirect interest in the business and contracts that are executed for the Company's account, except with authorization from the General Assembly, and in reference to the signed binding merger agreement between the National Commercial Bank and Samba Financial Group on 24/02/1442 AH ("the merger agreement"), under which the two banks agreed to take steps necessary to implement the merger deal between them in accordance with the provisions of Articles (191) to (1393) of the Companies Law, and Sub-paragraph (1) of Paragraph (A) of Article (49) of the Merger and Acquisition Regulations, issued by the Capital Market Authority.

Since a number of members of the Board of Directors have indirect interests in the merger agreement, we clarify below the nature of the interests of the members of the Board of Directors, hoping to obtain an authorization from the shareholders in this regard.

Name	Nature of Interest
Mr. Saeed Mohammed Al-Ghamdi	Represents the Public Investment Fund (PIF) on the Board of Directors of the National Commercial Bank (NCB), which is considered one of the major shareholders in Samba Financial Group.
Mr. Rashid Sharif	Represents the Public Investment Fund (PIF) on the Board of Directors of the National Commercial Bank (NCB), which is considered one of the major shareholders in Samba Financial Group.

البنك الأهلي التجاري | The National Commercial Bank

شركة مساهمة سعودية رأس المال 30 مليار ريال سعودي مدفوع بالكامل | الرقم الضريبي 30000247110003 | س.ت. 4030001588  
خاضعة لإشراف ورقابة مؤسسة النقد العربي السعودي | مرخص لها بموجب الأمر السامي رقم 3737 و تاريخ 20/4/1373 هـ. الموافق 26/12/1953 م  
مبنى الإدارة العامة | 7029 باعشن (البلد) | وحدة رقم 20 | الرمز البريدي 22233 | الرقم الإضافي 2670 | جدة | المملكة العربية السعودية

A Saudi Joint Stock Company | Paid Up Capital SR 30 Billion | VAT Number 30000247110003 | CR 4030001588

Under the supervision and control of The Saudi Arabian Monetary Authority | Licensed as per the Royal Decree No. 3737 dated 20/4/1373H corresponding to 26/12/1953G

NCB Head Office | 7029 Baishin (Al Balad) | Unit 20 | Zip Code 22233 | Additional No. 2670 | Jeddah | Kingdom of Saudi Arabia

www.alahli.com | 9 2000 1000

Mr. Marshall Bailey	Represents the Public Investment Fund (PIF) on the Board of Directors of the National Commercial Bank (NCB), which is considered one of the major shareholders in Samba Financial Group.
Mr. David Meek	Represents the Public Investment Fund (PIF) on the Board of Directors of the National Commercial Bank (NCB), which is considered one of the major shareholders in Samba Financial Group. Mr. David Meek represents the Public Investment Fund on the National Commercial Bank Instrument Board, which in turn is considered one of the major shareholders in the Samba Group
Mr. Anees Moumina	Represents the General Organization for Social Insurance (GOSI) on the Board of Directors of the National Commercial Bank, which is considered one of the major shareholders in the Samba Financial Group.
Mr. Saud Al-Juhani	Represents the Public Pension Agency (PPA) on the Board of Directors of the National Commercial Bank (NCB), which is considered one of the major shareholders in the Samba Financial Group.

**Best Regards,**

**Mr. Saeed Mohammed Al-Ghamdi**

**Chairman of the Board of Directors**

**LIMITED ASSURANCE REPORT  
TO THE SHAREHOLDERS OF THE NATIONAL COMMERCIAL BANK  
(A SAUDI JOINT STOCK COMPANY)**

We have carried out a limited assurance engagement in order to state whether anything has come to our attention that causes us to believe that the subject matter detailed below ("Subject Matter"), has not been reported and presented fairly, in all material respects, in accordance with the applicable criteria mentioned below.

**Subject Matter:**

The subject of the limited assurance engagement is related to the declaration as attached in (Appendix A), which was prepared by the Chairman of the Board of Directors (the "BOD") of The National Commercial Bank (the "Bank") to be submitted to the Extraordinary General Assembly Meeting in respect of the merger agreement (the "Agreement") in which any of the members of BOD has a direct or indirect interest in accordance with the requirements of Article (71) of the Companies' Law.

**Applicable Criteria:**

1. Article (71) of the Companies' Law issued by Ministry of Commerce ("MOC") (1437H -2015).
2. Declaration submitted by the Chairman of the BOD to the Extraordinary General Assembly Meeting (Appendix A).

**Management Responsibility:**

The management of the Bank is responsible for the preparation and fair presentation of the Subject Matter above in accordance with the applicable criteria and is also responsible for the selection of methods used in the applicable criteria. Further, the Bank's management is responsible for applying internal controls relevant to the preparation and fair presentation of the information stated in the Subject Matter above that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate criteria; maintaining adequate records and making estimates that are reasonable in the circumstances.

**Our Responsibility:**

Our responsibility is to express a limited assurance conclusion on the Subject Matter above based on our assurance engagement conducted in accordance with **International Standard on Assurance Engagements (3000)** "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" endorsed in the Kingdom of Saudi Arabia, and the terms and conditions for this engagement as agreed with the Bank's management.

**LIMITED ASSURANCE REPORT (continued)  
TO THE SHAREHOLDERS OF THE NATIONAL COMMERCIAL BANK  
(A SAUDI JOINT STOCK COMPANY)**

**Our Responsibility (continued):**

Our procedures were designed to obtain a limited level of assurance on which to base our conclusion, and, as such, do not provide all of the evidence that would be required to provide a reasonable level of assurance. The procedures performed depend on our professional judgement including the risk of material misstatement of the Subject Matter, whether due to fraud or error. While we considered the effectiveness of internal controls when determining the nature and extent of our procedures, our engagement was not designed to provide assurance on effectiveness of those controls.

**Independence and Quality Controls:**

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants ("IESBA") which was founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior. We are independent of the Bank in accordance with related professional code of conduct and ethics endorsed in the Kingdom of Saudi Arabia.

Our firm applies International Standard on Quality Control (1) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Summary of Procedures Performed:**

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

As per the engagement letter, our procedures included, but were not limited to:

- Reviewing the declarations submitted by the members of BOD in respect of any direct and indirect interest they may have in the merger agreement.
- Obtaining the declaration of the Chairman of the BOD (Appendix A), which was submitted to the Extraordinary General Assembly (Appendix 1), on the agreement, in which some of the BOD members have a direct or indirect interest.

Reviewing the BOD minutes of meeting in which the agreement was discussed and approved by the Board of Directors and that the board members in mentioned Appendix A did not vote on the resolution adopted in this regard.

**LIMITED ASSURANCE REPORT (continued)  
TO THE SHAREHOLDERS OF THE NATIONAL COMMERCIAL BANK  
(A SAUDI JOINT STOCK COMPANY)**

**Limited Assurance Conclusion:**

Based on our limited assurance procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter above has not been reported and presented fairly, in all material aspects, in accordance with the applicable criteria.

**Other Matters:**

The attached declaration has been stamped by us for identification purposes only.

for Ernst & Young (Chartered Accountants)

Hussain Saleh Asiri  
Certified Public Accountant  
License No. 414

Jeddah: 21 Jumad II, 1442H  
(3 February 2021)

## NCB PROPOSED BYLAWS AMENDMENTS (MERGER RELATED)<sup>1</sup>

#	Article Number	The Current Article	The Proposed Amendments to the Current Article
1.	Article(1): Incorporation:	The National Commercial Bank is a Saudi joint stock Company, incorporated in accordance with the provisions of the Companies Law and its Implementing Rules and Regulations, the Banking Control Law and its Implementing Rules and Regulations, the Capital Market Law and its Implementing Rules and Regulations and pursuant to the provisions of these Bylaws.	<p>1. <del>The Saudi National Bank</del> <del>The National Commercial Bank</del> is a Saudi joint stock Company, incorporated in accordance with the provisions of the Companies Law and its Implementing Rules and Regulations, the Banking Control Law and its Implementing Rules and Regulations, and pursuant to the provisions of these Bylaws.</p> <p><del>2.</del> <u>Samba Financial Group, with commercial registration number 1010035319 dated 6/2/1401H (corresponding to 13/12/1980G) (“Samba Group”) merged into the Company, and all the rights, movable and immovable assets, and obligations of Samba Group were transferred to the Company. The Company is the successor to Samba Group in all of the above.</u></p>
2.	Article(2): Company’s Name:	The Company’s name is (The National Commercial Bank), a listed joint stock Company, and its name outside the Kingdom shall be (the Saudi National Commercial Bank). The Company shall hereinafter be referred to in these Bylaws as (the “ <b>Company</b> ” or the “ <b>Bank</b> ”).	The Company’s name is ( <del>the Saudi National Bank</del> ) <del>The National Commercial Bank</del> , a listed joint stock Company.
3.	Article(3): Definitions:	<ul style="list-style-type: none"> <li>• <b>The Kingdom:</b> The Kingdom of Saudi Arabia.</li> <li>• <b>Board of Directors:</b> The Board of Directors of the National Commercial Bank.</li> <li>• <b>The Bank:</b> The National Commercial Bank.</li> <li>• <b>Company:</b> The National Commercial Bank.</li> <li>• <b>Monetary Authority:</b> The Saudi Arabian Monetary Authority.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Board of Directors or Board:</b> The Board of Directors of <u>the Saudi National Bank</u> <del>the National Commercial Bank</del>.</li> <li>• <b>The Bank:</b> <u>the Saudi National Bank</u> <del>The National Commercial Bank</del>.</li> <li>• <b>Company:</b> <u>the Saudi National Bank</u> <del>The National Commercial Bank</del>.</li> <li>• <b>SAMA:</b> The Saudi Central Bank</li> </ul>

<sup>1</sup> **Note:** this assumes that the proposed general bylaws amendments set out in the EGM agenda item 1 is approved.

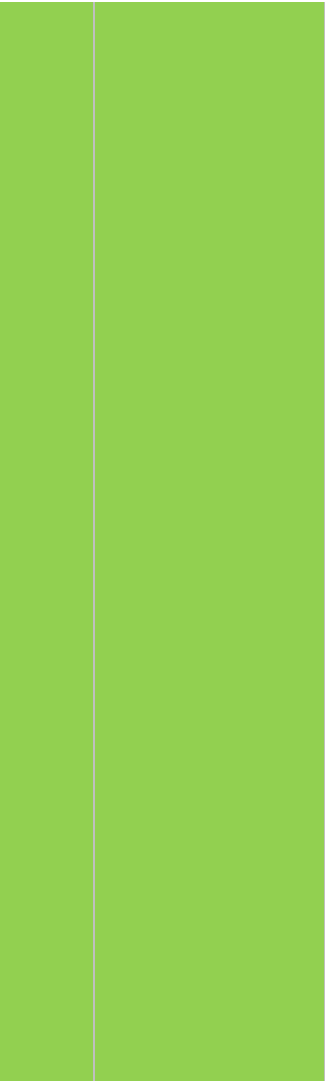
- **Authority:** The Capital Market Authority.
- **Member:** Any duly appointed member of the Board of Directors of the National Commercial Bank.
- **Bylaws:** The Bylaws of the National Commercial Bank as approved by the Extraordinary General Assembly.
- **Person:** Any natural or juristic person.
- **Modern Technological Means:** All means of communication, by which their purpose are realized by the knowledge of the notified person, including but without being limited to, (electronic mails, mobile text messages, personal electronic account with the Bank, etc....).
- **Capital Market Law:** The Capital Market Law, promulgated by virtue of the Royal Decree No. (M/30), dated 02/06/1424 H., its Implementing Rules and Regulations and any of its subsequent amendments.
- **Banking Control Law:** The Banking Control Law, promulgated by virtue of the Royal Decree No. (M/5), dated 22/02/1386 H., its Implementing Rules and Regulations and any of its subsequent amendments.
- **Shareholder:** The owner of any share of the Company's issued shares.
- **Companies Law:** The Companies Law promulgated by virtue of the Royal Decree No. (M/3), dated 28/01/1437 H., its issued Implementing Rules, Regulations and Instructions or any of its subsequent amendments.

- **Authority:** The Capital Market Authority.
- **Member:** Any duly appointed member of the Board of Directors of [the Saudi National Bank](#) ~~the National Commercial Bank~~.
- **Bylaws:** The Bylaws of [the Saudi National Bank](#) ~~the National Commercial Bank~~ as approved by the Extraordinary General Assembly.
- **Person:** Any natural or juristic person.
- **Modern Technological Means:** All means of communication, by which their purpose are realized by the knowledge of the notified person, including but without being limited to, (electronic mails, mobile text messages, personal electronic account with the Bank, etc....).
- **Capital Market Law:** The Capital Market Law, promulgated by virtue of the Royal Decree No. (M/30), dated 02/06/1424 H., its Implementing Rules and Regulations and any of its subsequent amendments.
- **Banking Control Law:** The Banking Control Law, promulgated by virtue of the Royal Decree No. (M/5), dated 22/02/1386 H., its Implementing Rules and Regulations and any of its subsequent amendments.
- **Shareholder:** The owner of any share of the Company's issued shares.
- **Companies Law:** The Companies Law promulgated by virtue of the Royal Decree No. (M/3), dated 28/01/1437 H., its issued Implementing Rules, Regulations and Instructions or any of its subsequent amendments.
- **Laws:** All applicable laws and regulations in the Kingdom of Saudi Arabia issued by the competent authorities, as amended from time to time.

4.	Article (6): Company's Head Office:	The Company's head office shall be in the City of Jeddah. However, under a resolution by the Extraordinary General Assembly, the Company may move its head office to any other place in the Kingdom. The Company may open branches and offices and appoint agents therefor, within and outside the Kingdom, after having a resolution passed by the Board of Directors, with due consideration to the laws and regulations in force in the Kingdom in that regard.	The Company's head office shall be in the City of <del>Jeddah</del> <u>Riyadh</u> . However, under a resolution by the Extraordinary General Assembly, the Company may move its head office to any other place in the Kingdom. The Company may open branches and offices and appoint agents therefor, within and outside the Kingdom, after obtaining the approval of SAMA and having a resolution passed by the Board of Directors, with due consideration to the laws and regulations in force in the Kingdom in that regard.
5.	Article (8): Capital:	The Company's capital is at (SR. 30,000,000,000) Thirty Billion Saudi Riyals, divided into (3,000,000,000) Three Billion ordinary shares of equal value, with a nominal value of SR. (10) Ten Saudi Riyals each, fully paid-up, and such shares vest equal rights and obligations in all the Shareholders.	The Company's capital is at <del>(SR. 30,000,000,000)</del> <u>Thirty-Forty-Four Billion and Seven Hundred and Eighty Million</u> Saudi Riyals; <del>(SAR 44,780,000,000)</del> <u>(SAR 44,780,000,000)</u> divided into <del>(3,000,000,000) Three-Four Billion and Four Hundred Seventy-Eight Million</del> <u>(SAR 4,478,000,000)</u> ordinary shares of equal value, with a nominal value of SR. (10) Ten Saudi Riyals each, fully paid-up, and such shares vest equal rights and obligations in all the Shareholders.
6.	Article (16): Company's Management:	The Company shall be managed by a Board of Directors consisting of nine (9) members to be elected by the Ordinary General Assembly for a period of three (3) years applying the cumulative voting method. A member whose term of office expires may be re-elected.	The Company shall be managed by a Board of Directors consisting of <del>nine (9) members</del> <u>eleven (11) Members</u> to be elected by the Ordinary General Assembly – upon obtaining the non-objection from SAMA - for a period of three (3) years by applying the cumulative voting method. A Member whose term of office expires may be re-elected.
7.	Article (19): Vacant Positions in the Board of Directors:	1- If the position of one of the members of the Board of Directors becomes vacant, then the Board shall appoint a temporary member in such vacant position, according to the order of votes at the meeting of the Assembly where the Board of Directors was elected, after obtaining a letter of no objection from the Monetary Authority, provided that such temporary member shall meet the experience and efficiency conditions. The Ministry of Commerce & Investment and the	1- If the position of one of the Members of the Board of Directors becomes vacant, then the Board shall appoint a <del>temporary</del> Member in such vacant position, <del>according to the order of votes at the meeting of the Assembly where the Board of Directors was elected,</del> after obtaining a letter of non-objection from the SAMA, provided that such <del>temporary</del> Member shall meet the experience and efficiency conditions. The Ministry of Commerce and the Authority shall be notified accordingly in accordance with the times set by each body, and that such



		<p>Authority shall be notified accordingly in accordance with the times set by each body, and that such appointment shall be brought before the Ordinary General Assembly in its first meeting in order to approve such appointment. The new member shall complete the term of his predecessor.</p>	<p>appointment shall be brought before the Ordinary General Assembly in its first meeting in order to approve such appointment. The new Member shall complete the term of his predecessor.</p>
<p>8.</p>	<p>Article (24): Meetings of the Board of Directors:</p>	<p>1) Calls for Meetings:</p> <ul style="list-style-type: none"> <li>a) The Board of Directors shall hold at least four (4) meetings per year under calls by the Board Chairman.</li> <li>b) The Chairman of the Board of Directors may nominate one (1) member at least to call for a board meeting, whenever necessary, in case the Chairman cannot be present for circumstances beyond his control.</li> <li>c) The call shall be accompanied by the agenda of the meeting. The Chairman of the Board of Directors or his delegate of the members shall call for the meeting at any time without being committed to a certain period. The call may be made upon request by two members of the Board of Directors.</li> <li>d) The call for a meeting of the Board of Directors shall be addressed to each member in writing or through any of the Modern Technological Means prior to the time set for the meeting.</li> </ul> <p>2) Quorum of Meetings of the Board of Directors:</p> <ul style="list-style-type: none"> <li>a) A meeting of the Board of Directors shall be valid only if attended by at least five (5) members.</li> </ul>	<p>1) Calls for Meetings:</p> <ul style="list-style-type: none"> <li>a) The Board of Directors shall hold at least four (4) meetings per year under calls by the Board Chairman.</li> <li>b) The Chairman of the Board of Directors may nominate one (1) Member at least to call for a Board's meeting, whenever necessary, in case the Chairman cannot be present for circumstances beyond his control.</li> <li>c) The call shall be accompanied by the agenda of the meeting. The Chairman of the Board of Directors or his delegate of the Members shall call for the meeting at any time without being committed to a certain period. The call may be made upon request by two Members of the Board of Directors.</li> <li>d) The call for a meeting of the Board of Directors shall be addressed to each Member in writing or through any of the Modern Technological Means prior to the time set for the meeting.</li> </ul> <p>2) Quorum of Meetings of the Board of Directors:</p> <ul style="list-style-type: none"> <li>a) A meeting of the Board of Directors shall be valid only if attended by at least <del>five six (56)</del> Members.</li> <li>b) A Board Member may give proxy to another Member to attend meetings of the Board and to vote thereat on his behalf.</li> <li>c) A Member may not represent more than another Member and any Member of the Board of Directors may participate at any of the Board meetings through</li> </ul>

- 
- b) A Board member may give proxy to another member to attend meetings of the Board and to vote thereat on his behalf.
  - c) A member may not represent more than another member and any member of the Board of Directors may participate at any of the Board meetings through the Modern Technological Means of telecommunication.
- 3) Resolutions:
- a) Board resolutions shall be adopted with the majority votes of the members attending or represented at the meeting. In case of a tie, the Chairman of the Board or his delegate shall have a casting vote.
  - b) In case of necessity or emergency, the Board of Directors may adopt resolutions by way of circulating such resolution among the members separately unless one of the members requests in writing a meeting of the Board for deliberations, and such resolution shall be brought before the Board of Directors at the first following meeting of the Board in order to confirm such resolution.
- 4) Deliberations of the Board of Directors:
- a) Deliberations and resolutions of the Board shall be established in minutes to be signed by the Chairman of the meeting, one of the Board members attending at the meeting and the Secretary.
  - b) Such minutes shall be recorded in a special register to be signed by the Chairman of the Board and the Secretary.

- the Modern Technological Means of telecommunication.
- 3) Resolutions:
- a) Board resolutions shall be adopted with the majority votes of the Members attending or represented at the meeting. In case of a tie, the Chairman of the Board or his delegate shall have a casting vote.
  - b) The Board of Directors may issue its decisions by way of circulation by passing its resolution to the Members of the Board of Directors separately in accordance with the guidelines approved by the Board of Directors, and the resolution issued by way of circulation shall pass by a majority vote, unless one of the Members requests in writing a meeting of the Board for deliberations, and such resolution shall be brought before the Board of Directors at the first following meeting of the Board in order to confirm such resolution.
- 4) Deliberations of the Board of Directors:
- a) Deliberations and resolutions of the Board shall be established in minutes to be signed by the Chairman of the meeting, the Board Members attending at the meeting and the Secretary.
  - b) Such minutes shall be recorded in a special register to be signed by the Chairman of the Board and the Secretary.